



ETERNITY INVESTMENT LIMITED 永恒策略投資有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 764)

2021

ANNUAL REPORT

年報



* 僅供識別

Corporate Information	2
公司資料	
Chairman's Statement	4
主席報告	
Management Discussion and Analysis	7
管理層討論及分析	
Corporate Governance Report	41
企業管治報告	
Environmental, Social and Governance Report	58
環境、社會及管治報告	
Directors' Report	108
董事會報告	
Biographical Details of Directors	124
董事履歷詳情	
Independent Auditors' Report	127
獨立核數師報告	
Consolidated Statement of Profit or Loss and Other Comprehensive Income	144
綜合損益及其他全面收益表	
Consolidated Statement of Financial Position	146
綜合財務狀況表	
Consolidated Statement of Changes in Equity	148
綜合權益變動表	
Consolidated Statement of Cash Flows	150
綜合現金流量表	
Notes to the Consolidated Financial Statements	153
綜合財務報表附註	
Five-Year Financial Summary	380
五年財務概要	

BOARD OF DIRECTORS

Executive directors

Mr. Lei Hong Wai
(Chairman and Chief Executive Officer)
Mr. Cheung Kwok Wai Elton
Mr. Chan Kin Wah Billy
Mr. Cheung Kwok Fan

Independent non-executive directors

Mr. Wan Shing Chi
Mr. Ng Heung Yan
Mr. Wong Tak Chuen

COMPANY SECRETARY

Mr. Chan Kin Wah Billy

MEMBERS OF AUDIT COMMITTEE

Mr. Wong Tak Chuen (Chairman)
Mr. Wan Shing Chi
Mr. Ng Heung Yan

MEMBERS OF REMUNERATION COMMITTEE

Mr. Ng Heung Yan (Chairman)
Mr. Lei Hong Wai
Mr. Wan Shing Chi

MEMBERS OF NOMINATION COMMITTEE

Mr. Lei Hong Wai (Chairman)
Mr. Wan Shing Chi
Mr. Ng Heung Yan

MEMBERS OF FINANCE COMMITTEE

Mr. Chan Kin Wah Billy (Chairman)
Mr. Wong Tak Chuen

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

董事會

執行董事

李雄偉先生
(主席兼行政總裁)
張國偉先生
陳健華先生
張國勳先生

獨立非執行董事

尹成志先生
吳向仁先生
黃德銓先生

公司秘書

陳健華先生

審核委員會成員

黃德銓先生 (主席)
尹成志先生
吳向仁先生

薪酬委員會成員

吳向仁先生 (主席)
李雄偉先生
尹成志先生

提名委員會成員

李雄偉先生 (主席)
尹成志先生
吳向仁先生

財務委員會成員

陳健華先生 (主席)
黃德銓先生

註冊辦事處

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2 Church Street
Hamilton HM 11
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Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Hang Seng Bank Limited

STOCK CODE

764

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Bermuda

香港股份過戶登記分處

卓佳標準有限公司
證券登記服務處
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合和中心 54 樓

核數師

國衛會計師事務所有限公司
執業會計師

主要往來銀行

星展銀行(香港)有限公司
恒生銀行有限公司

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To our shareholders

In 2021, we reported a loss attributable to owners of the Company of HK\$200.38 million, a 42% increase compared to last year. This increase in loss attributable to owners of the Company was mainly attributable to (i) the recognition of a loss of HK\$117.54 million arising on change in fair value of financial assets at fair value through profit or loss (“FVTPL”), in contrast to the gain of HK\$140.51 million in last year, and (ii) a HK\$53.57 million increase in the allowance for expected credit losses (“ECL”) on loan receivables, which were partially offset by (i) a gain on disposal of an associate of HK\$146.32 million and (ii) a HK\$78.77 million decrease in the share of losses of associates.

We reported a segment loss (before taxation) of HK\$53.80 million for our sale of financial assets business in 2021. In contrast, we recorded a segment profit (before taxation) of HK\$191.81 million last year. The deterioration in segment results was due to the recognition of the loss of HK\$117.54 million arising on change in fair value of financial assets at FVTPL, which fully offset the trading gain of HK\$62.16 million. Given that the global outlook for 2022 remains uncertain, we will cautiously monitor the equity market, adjust our equity securities portfolio from time to time, and realise our equity securities into cash as and when appropriate in 2022.

Our money lending business recorded a segment loss (before taxation) of HK\$196.41 million in 2021, a 32% increase compared to last year. The deterioration in segment results was due to a HK\$53.57 million increase in the allowance for ECL on loan receivable. In 2022, we will adopt a more cautious approach in screening customers and approving new loans to reduce our credit risk and continue to monitor our loan portfolio's performance closely, especially in the repayment and financial condition of each customer.

Our sale of jewelry products business reported a segment profit (before taxation) of HK\$1.68 million in 2021. In contrast, we reported a segment loss (before taxation) of HK\$13.10 million last year. As the progress of vaccination was going to drive the pace of economic recovery in Western countries, we received sales orders from our European customers and a local agent for American customers in the second half of 2021. Consequently, we recorded improvements in gross profit and gross profit margin in 2021. In addition, the development of our own business-to-business sales portal for business development and placing sales orders is at the final testing stage. We expect the business-to-business sales portal will be launched in the second quarter of 2022, which will enhance its sales and marketing capabilities.

致本公司股東

於二零二一年，我們呈報本公司擁有人應佔虧損200,380,000港元，較去年增加42%。本公司擁有人應佔虧損增加乃主要由於(i)確認按公平值計入損益表(「按公平值計入損益表」)之金融資產公平值變動產生之虧損117,540,000港元，而本集團於去年則錄得收益140,510,000港元；及(ii)應收貸款之預期信貸虧損(「預期信貸虧損」)撥備增加53,570,000港元所致，其部分被(i)出售一間聯營公司之收益146,320,000港元；及(ii)應佔聯營公司虧損減少78,770,000港元所抵銷。

於二零二一年，我們呈報銷售金融資產業務之分部虧損(除稅前)53,800,000港元。相反，我們去年錄得銷售金融資產業務之分部溢利(除稅前)191,810,000港元。分部業績之轉遜乃由於確認按公平值計入損益表之金融資產之公平值變動產生之虧損117,540,000港元，其全面抵銷買賣收益62,160,000港元。鑑於二零二二年的全球前景仍然不明朗，我們將在二零二二年謹慎觀察股票市場，不時調整我們的股本證券投資組合，並於適當時將我們持有的股本證券變現。

於二零二一年，我們之借貸業務錄得分部虧損(除稅前)196,410,000港元，較去年增加32%。分部業績轉遜乃由於應收貸款之預期信貸虧損撥備增加53,570,000港元所致。於二零二二年，我們在篩選客戶及審批新貸款時將採取更為謹慎的方法，以降低我們的信貸風險，並繼續密切監察我們貸款組合的表現，尤其是各個客戶的還款及和財務狀況。

於二零二一年，我們之銷售珠寶產品業務呈報分部溢利(除稅前)為1,680,000港元。相反，我們去年錄得分部虧損(除稅前)13,100,000港元。隨著疫苗接種進展順利帶動西方國家經濟復甦，我們於二零二一年下半年收到歐洲客戶及代表美國客戶的本地代理之銷售訂單。因此，我們於二零二一年之毛利及毛利率有所改善。此外，我們對用以發展業務及接受銷售訂單之自家企業對企業銷售渠道之開發已進入最後階段。我們預期該企業對企業銷售渠道將於二零二二年第二季度投入使用，並將提升其銷售及市場推廣能力。

Our property investment business's segment loss (before taxation) decreased from HK\$49.98 million in 2020 to HK\$41.88 million. This improvement in segment results was mainly due to (i) the absence of the previous year's loss arising on change in fair value of investment properties of HK\$19.20 million, (ii) a HK\$10.56 million increase in rental income, and (iii) the recognition of a gain of HK\$3.80 million arising on change in fair value of investment properties. The development of the second and third phases of our 580 Chinese acre land in Beijing, Mainland China (the "Subject Land") is already underway. Upon completion of the development, there are seven blocks of three-storey residential serviced apartments comprising 279 residential serviced apartments with an aggregate gross floor area of 45,165 square meters (with individual serviced apartment of sizes ranging from approximately 88 to 459 square meters), together with two blocks of three-storey office buildings each having a gross floor area of approximately 6,300 square meters. Due to certain external factors, such as new environmental requirements for building works and weather, the building works are delayed. However, it is expected that three blocks of three-storey residential serviced apartments will be completed and ready for the delivery of vacant possession in the third quarter of 2022. During the fourth quarter of 2021, we commenced our marketing activities in leasing the serviced apartments, and 32 residential services apartments were leased out to independent third parties. In 2022, we will put more effort and resources into our property investment business to ensure the development of the second and third phases of the Subject Land completes as planned.

For our investments in associates, we shared a loss of HK\$19.41 million in 2021, an 80% decrease compared to last year. The improvement mainly resulted from the cessation of Global Mastermind Holdings Limited, which incurred a substantial loss in 2020, to be our associate in May 2021.

Due to the economic and market uncertainty, we will continue to monitor the business environment with caution and strengthen our business foundation by focusing on our existing businesses. Meanwhile, we will continue to maintain a proactive and prudent approach in its cost control and financial strategy to strengthen our financial position.

我們之物業投資業務之分部虧損(除稅前)由二零二零年之49,980,000港元減少至41,880,000港元。分部業績改善乃主要由於(i)並無去年投資物業公平值變動產生之虧損19,200,000港元；(ii)租金收入增加10,560,000港元；及(iii)確認投資物業公平值變動產生之收益3,800,000港元。我們於中國內地北京佔地580畝之地塊(「主體地塊」)第二及第三階段之建築工程已經展開。開發完成後，將有七座三層服務式公寓，包括279套服務式公寓，總建築面積為45,165平方米(單套公寓的面積約為88至459平方米)，連同正在建設及出租的兩座三層寫字樓，建築面積均為約6,300平方米。由於建築工程新環境要求及天氣之若干外部因素，建築工程被延遲。然而，預計三座三層服務式公寓將於二零二二年第三季度完成並可交付空置佔有權。於二零二一年第四季，我們展開出租服務式公寓之市場推廣活動，並成功租出32套服務式公寓予獨立第三方。於二零二二年，我們將投放更多心力及資源於我們之物業投資業務，以確保主體地塊第二及第三階段之開發能按計劃完成。

就我們於聯營公司之投資而言，我們於二零二一年之應佔虧損為19,410,000港元，較去年減少80%。業績改善乃主要由於在二零二零年產生大額虧損的環球大通集團有限公司於二零二一年五月不再為本集團之聯營公司。

考慮到經濟及市場方面的不確定因素，我們將繼續審慎監察營商環境，通過專注於現有業務鞏固我們之業務基礎。同時，我們將繼續採取積極且審慎之成本控制及財務策略，以改善我們的財務狀況。

Chairman's Statement 主席報告

Finally, I would like to take this opportunity to extend our appreciation to all fellow directors and employees for their invaluable efforts, dedication, and commitment to the Group and to thank all shareholders and business associates for their continuous support.

Lei Hong Wai
Chairman

Hong Kong, 29 March 2022

最後，本人藉此機會向全體董事及僱員對本集團作出之寶貴努力、熱誠及承擔致以衷心謝意，亦感謝所有股東及業務夥伴長久以來之支持。

主席
李雄偉

香港，二零二二年三月二十九日

FINANCIAL REVIEW

Results of operations

During the year ended 31 December 2021, the Group recorded a revenue of HK\$272,165,000, a 23% increase from HK\$221,757,000 for the previous year. The increase in revenue was mainly attributable to a HK\$21,495,000 increase in the sale of jewelry products, a HK\$10,561,000 increase in rental income, and a HK\$10,905,000 increase in trading gain generated from the sale of financial assets. Of the total revenue, HK\$81,808,000 was generated from money lending, HK\$90,764,000 was generated from the sale of jewelry products, HK\$37,429,000 was generated from property investment, and a trading gain of HK\$62,164,000 was generated from the sale of financial assets.

Loss for the year ended 31 December 2021 attributable to owners of the Company amounted to HK\$200,375,000, a 42% increase from HK\$140,858,000 for the year ended 31 December 2020. This increase was mainly attributable to (i) the recognition of a loss of HK\$117,541,000 arising on change in fair value of financial assets at fair value through profit or loss (“**FVTPL**”), in contrast to the gain of HK\$140,509,000 in the year ended 31 December 2020, and (ii) a HK\$53,570,000 increase in the allowance for expected credit losses (“**ECL**”) on loan receivables, which were partially offset by (i) a gain on disposal of an associate of HK\$146,321,000 and (ii) a HK\$78,765,000 decrease in the share of losses of associates.

The Group’s sale of jewelry products business reported a gross profit of HK\$10,573,000 in the year ended 31 December 2021, whereas a gross loss of HK\$287,000 was recorded in the year ended 31 December 2020. In addition, the gross profit margin for the sale of jewelry products improved from -0.41% in the year ended 31 December 2020 to 12% in the year ended 31 December 2021. These improvements on gross profit and gross profit margin are discussed in the “Sale of jewelry products business” section under “OPERATIONS REVIEW” below.

財務回顧

經營業務之業績

截至二零二一年十二月三十一日止年度內，本集團錄得收益272,165,000港元，較去年之221,757,000港元增加23%。收益增加乃主要由於銷售珠寶產品增加21,495,000港元、租金收入增加10,561,000港元及銷售金融資產買賣收益增加10,905,000港元。總收益當中，81,808,000港元來自借貸，90,764,000港元來自銷售珠寶產品，37,429,000港元來自物業投資，以及買賣收益62,164,000港元來自銷售金融資產。

本公司擁有人應佔截至二零二一年十二月三十一日止年度虧損為200,375,000港元，較截至二零二零年十二月三十一日止年度之140,858,000港元增加42%。該增加乃主要由於(i)確認按公平值計入損益表(「按公平值計入損益表」)之金融資產公平值變動產生之虧損117,541,000港元，而本集團於截至二零二零年十二月三十一日止年度則錄得收益140,509,000港元；及(ii)應收貸款之預期信貸虧損(「預期信貸虧損」)撥備增加53,570,000港元所致，其部分被(i)出售一間聯營公司之收益146,321,000港元；及(ii)應佔聯營公司虧損減少78,765,000港元所抵銷。

截至二零二一年十二月三十一日止年度，本集團之銷售珠寶產品業務呈報毛利10,573,000港元，而截至二零二零年十二月三十一日止年度，則錄得毛損287,000港元。此外，銷售珠寶產品之毛利率則由截至二零二零年十二月三十一日止年度之-0.41%改善至截至二零二一年十二月三十一日止年度之12%。毛利及毛利率改善之詳情於下文「業務回顧」中「銷售珠寶產品業務」一節討論。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Results of operations (Continued)

The gross profit for property investment increased by 60% from HK\$11,785,000 in the year ended 31 December 2020 to HK\$18,873,000 in the year ended 31 December 2021. In addition, the gross profit margin for property investment increased from 44% in the year ended 31 December 2020 to 50% in the year ended 31 December 2021. These increases were mainly attributable to the increase in the rental income generated from the leasing of the assets of the Club (as defined below) as discussed in the “Property investment business” section under “OPERATIONS REVIEW” below.

Significant items of other gains and losses recorded by the Group are as follows:

- (a) In May 2021, the Group disposed of 62,195,000 shares in Global Mastermind Holdings Limited (“**Global Mastermind**”, together with its subsidiaries (the “**Global Mastermind Group**”)), a then 24.85% owned associate of the Company, at the aggregate consideration of HK\$123,839,000 (net of transaction costs) on The Stock Exchange of Hong Kong Limited (the “**Exchange**”). Upon completing the disposal, the Group’s shareholding interests in Global Mastermind decreased to 12.67% and Global Mastermind ceased to be an associate of the Company. The disposal resulted in the gain on disposal of associate of HK\$146,321,000 to the Group.
- (b) At the end of the reporting period, the Group measured the investment property portion of the Shun Tak Property (as defined below) at fair value based on a valuation prepared by an independent qualified valuer and recognised a gain of HK\$3,800,000 arising on change in fair value of investment properties.

財務回顧(續)

經營業務之業績(續)

物業投資之毛利由截至二零二零年十二月三十一日止年度之11,785,000港元增加60%至截至二零二一年十二月三十一日止年度之18,873,000港元。此外，物業投資之毛利率由截至二零二零年十二月三十一日止年度之44%增加至截至二零二一年十二月三十一日止年度之50%。該等增幅乃主要由於來自會所(定義見下文)資產租賃之租金收入增加所致(於下文「業務回顧」之「物業投資業務」一節討論)。

本集團錄得其他收益及虧損之重大項目如下：

- (a) 於二零二一年五月，本集團於香港聯合交易所有限公司(「聯交所」)出售環球大通集團有限公司(「環球大通」，連同其附屬公司(「環球大通集團」))(一間本公司當時擁有24.85%權益之聯營公司)之62,195,000股股份，總代價為123,839,000港元(扣除交易成本)。完成出售後，本集團於環球大通之股權減少至12.67%，而環球大通不再為一間本公司之聯營公司。出售事項導致本集團錄得出售聯營公司之收益146,321,000港元。
- (b) 於報告期末，本集團根據一名獨立合資格估值師編製之估值，按公平值計量信德物業(定義見下文)之投資物業部分，並確認投資物業公平值變動產生收益3,800,000港元。

FINANCIAL REVIEW (Continued)

Results of operations (Continued)

- (c) In January 2021, the Group changed the use of an office unit of the Shun Tak Property (as defined below) for earning rental purposes. At the date of change in use, the office unit had a carrying amount of HK\$24,215,000 and a fair value of HK\$20,700,000. Accordingly, the office unit was transferred from “property, plant and equipment” to “investment properties” at the fair value of HK\$20,700,000 for financial reporting purposes. As the carrying amount of the office unit exceeded its fair value, the excess of HK\$3,515,000 was recognised as an impairment loss on property, plant and equipment. At the end of the reporting period, the Group performed an impairment test for the property, plant and equipment portion of the Shun Tak Property (as defined below). As the carrying amount of the property, plant and equipment portion of the Shun Tak Property (as defined below) was less than its recoverable amount by HK\$3,800,000, an impairment loss of HK\$3,800,000 was further recognised. The recoverable amount of the property, plant and equipment portion of the Shun Tak Property (as defined below) was determined based on its fair value less costs of disposal.
- (d) At the end of the reporting period, the Group measured its equity securities at fair value and recognised the loss of HK\$117,541,000 arising on change in fair value of financial assets at FVTPL.

Selling and distribution expenses mainly represent staff costs and commission of the sales team, overseas travelling expenses, freight charges, and exhibition expenses incurred by the Group’s sale of jewelry products business. Selling and distribution expenses increased by 8% from HK\$3,410,000 in the year ended 31 December 2020 to HK\$3,695,000 in the year ended 31 December 2021. This increase was mainly attributable to an increase in overseas travelling and associated quarantine costs for business trips to Europe.

Allowance for ECL on financial assets increased from HK\$198,470,000 in the year ended 31 December 2020 to HK\$250,392,000 in the year ended 31 December 2021. This increase was mainly due to a HK\$53,570,000 increase in the allowance for ECL on the Group’s loan receivables, which is discussed in the “Money lending business” section under “OPERATIONS REVIEW” below.

財務回顧(續)

經營業務之業績(續)

- (c) 於二零二一年一月，本集團更改信德物業(定義見下文)一間辦公室單位的用途，以用作賺取租金。於更改用途日期，辦公室單位之賬面值為24,215,000港元及公平值為20,700,000港元。因此，就財務報告而言，辦公室單位按公平值20,700,000港元由「物業、廠房及設備」轉移至「投資物業」。由於辦公室單位之賬面值超過其公平值，超過3,515,000港元之部分已確認為物業、廠房及設備之減值虧損。於報告期末，本集團對信德物業(定義見下文)之物業、廠房及設備部分進行減值測試。由於信德物業(定義見下文)之物業、廠房及設備部分之賬面值低於其可收回金額3,800,000港元，進一步確認減值虧損3,800,000港元。信德物業(定義見下文)之物業、廠房及設備部分之可收回金額乃按公平值減出售成本釐定。
- (d) 於報告期末，本集團按公平值計量其股本證券，並確認按公平值計入損益表之金融資產公平值變動產生虧損117,541,000港元。

銷售及分銷開支主要指本集團銷售珠寶產品業務產生之員工成本及銷售團隊之佣金、海外差旅費用、運費及展覽開支。銷售及分銷開支由截至二零二零年十二月三十一日止年度之3,410,000港元增加8%至截至二零二一年十二月三十一日止年度之3,695,000港元。該增幅乃主要由於前往歐洲的海外差旅及相關檢疫費用增加。

金融資產之預期信貸虧損撥備由截至二零二零年十二月三十一日止年度之198,470,000港元增加至截至二零二一年十二月三十一日止年度之250,392,000港元。該增加乃主要由於本集團應收貸款之預期信貸虧損撥備增加53,570,000港元(於下文「業務回顧」之「借貸業務」一節討論)。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Results of operations (Continued)

Administrative expenses increased by 26% from HK\$95,519,000 in the year ended 31 December 2020 to HK\$120,501,000 in the year 31 December 2021. This increase was mainly attributable to (i) a HK\$2,253,000 increase in fees paid to the directors of certain subsidiaries and (ii) the recognition of a HK\$16,377,000 equity-settled share-based payment expenses arising from the granting of share options to the executive directors and the Group's employees in June 2021.

Share of losses of associates amounted to HK\$19,411,000 for the year ended 31 December 2021, representing (i) the share of loss of HK\$1,018,000 from Elite Prosperous Investment Limited (“**Elite Prosperous**”), a 49% owned associate of the Company, (ii) the share of loss of HK\$22,235,000 from China Healthwise Holdings Limited (“**China Healthwise**”), a 20.19% owned associate of the Company, (iii) a gain on bargaining purchase of associate of HK\$926,000 arising from the further acquisition of 7,050,000 shares in China Healthwise by the Group, (iv) a loss on deemed disposal of associate of HK\$3,323,000 arising from the dilution of the Group's shareholding interests in Global Mastermind from 29.77% to 24.85% resulted from the allotment and issue of 84,507,042 new shares in Global Mastermind on 7 May 2021, (v) the share of profit of HK\$6,241,000 from Global Mastermind for the period from 1 January 2021 to 24 May 2021, being the date on which Global Mastermind ceased to be an associate of the Group, and (vi) the share of loss of HK\$2,000 from China Hong Kong Money Limited, a 30% owned associate of the Company.

Finance costs increased by 6% from HK\$54,278,000 in the year ended 31 December 2020 to HK\$57,760,000 in the year ended 31 December 2021. This increase was mainly due to the rise in the interest rate from 8% per annum to 13% per annum in extending the Guaranteed Secured Notes (as defined below) in September 2020.

財務回顧(續)

經營業務之業績(續)

行政開支由截至二零二零年十二月三十一日止年度之95,519,000港元增加26%至截至二零二一年十二月三十一日止年度之120,501,000港元。該增加主要由於(i)向若干附屬公司董事支付之袍金增加2,253,000港元及(ii)因二零二一年六月向執行董事及本集團僱員授出購股權而確認以股權結算之股份支款開支16,377,000港元所致。

截至二零二一年十二月三十一日止年度之應佔聯營公司虧損為19,411,000港元，指(i)應佔Elite Prosperous Investment Limited(「**Elite Prosperous**」，一間本公司擁有49%權益之聯營公司)之虧損1,018,000港元；(ii)應佔中國智能健康控股有限公司(「**中國智能健康**」，一間本公司擁有20.19%權益之聯營公司)之虧損22,235,000港元；(iii)本集團進一步收購中國智能健康7,050,000股股份而產生議價購買一間聯營公司之收益926,000港元；(iv)環球大通於二零二一年五月七日配發及發行84,507,042股新股份，令本集團於環球大通之股權由29.77%攤薄至24.85%導致視作出售聯營公司虧損3,323,000港元；(v)應佔環球大通二零二一年一月一日至二零二一年五月二十四日(即環球大通不再為本集團聯營公司之日)期間之溢利6,241,000港元；及(vi)應佔中港資有限公司(一間本公司擁有30%權益之聯營公司)虧損2,000港元。

融資費用由截至二零二零年十二月三十一日止年度之54,278,000港元增加6%至截至二零二一年十二月三十一日止年度之57,760,000港元。該增加乃由於二零二零年九月延長保證擔保票據(定義見下文)之年利率由8%增加至13%。

FINANCIAL REVIEW (Continued)

Results of operations (Continued)

The Group recorded a tax credit of HK\$43,946,000 for the year ended 31 December 2021. The tax credit derived from the recognition of (i) a deferred tax credit of HK\$41,309,000 arising from the allowance for ECL made on the Group's loan receivables, (ii) a deferred tax credit of HK\$5,652,000 resulting from the movements in the deferred tax liabilities recognised for the fair value adjustments on the acquisition of Smart Title Limited in October 2015, (iii) a deferred tax credit of HK\$685,000 resulting from movement in deferred tax assets related to lease contracts, and (iv) a deferred tax charge of HK\$1,332,000 resulting from utilisation of tax losses. The deferred tax credit was partially offset by the current period tax expense of HK\$2,368,000.

Liquidity and financial resources

During the year ended 31 December 2021, the Group funded its operations through a combination of cash generated from operations, equity attributable to owners of the Company, and borrowings. Equity attributable to owners of the Company decreased from HK\$2,368,661,000 at 31 December 2020 to HK\$2,193,442,000 at 31 December 2021. This decrease was due to the loss incurred by the Group for the year ended 31 December 2021.

At 31 December 2021, the cash and cash equivalents of the Group amounted to HK\$43,571,000 (31 December 2020: HK\$54,125,000).

財務回顧(續)

經營業務之業績(續)

截至二零二一年十二月三十一日止年度，本集團錄得稅項抵免43,946,000港元。稅項抵免來自確認(i)本集團應收貸款之預期信貸虧損撥備所產生之遞延稅項抵免41,309,000港元；(ii)就於二零一五年十月收購Smart Title Limited之公平值調整確認之遞延稅項負債變動所致之遞延稅項抵免5,652,000港元；(iii)租賃合約相關遞延稅項資產變動所致之遞延稅項抵免685,000港元；及(iv)動用稅項虧損所致之遞延稅項支出1,332,000港元。該遞延稅項抵免部分被即期稅項開支2,368,000港元所抵銷。

流動資金及財務資源

截至二零二一年十二月三十一日止年度，本集團透過經營所得現金、本公司擁有人應佔權益及借款為其經營提供資金。本公司擁有人應佔權益由二零二零年十二月三十一日之2,368,661,000港元減少至二零二一年十二月三十一日之2,193,442,000港元。此減幅乃由於本集團截至二零二一年十二月三十一日止年度產生虧損所致。

於二零二一年十二月三十一日，本集團之現金及現金等價物為43,571,000港元(二零二零年十二月三十一日：54,125,000港元)。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Liquidity and financial resources (Continued)

At 31 December 2021, the Group had outstanding borrowings of HK\$625,774,000 (31 December 2020: HK\$668,080,000) representing:

- (a) the outstanding principal amount of the 13% guaranteed secured notes due 2022 issued by the Company on 22 December 2021 (the “**Guaranteed Secured Notes**”) of HK\$200,000,000, which is interest-bearing at 13% per annum, secured by (i) a share charge over 100% issued shares in Eternity Investment (China) Limited (formerly known as China Jiu hao Health Industry Group Limited), a wholly-owned subsidiary of the Company and the principal assets of which are (1) the rights to construct and operate the club facilities of a membership golf club and resort (the “**Club**”) in Beijing, Mainland China and (2) the rights to develop and operate a piece of 580 Chinese acre land adjacent to the Club (the “**Subject Land**”) and the rights to manage the properties erected on the Subject Land, and (ii) the personal guarantees given by Mr. Lei Hong Wai, the Chairman of the Board and an executive director, and Mr. Cheung Kwok Wai Elton, an executive director, and maturing on 24 September 2022;
- (b) the banking facilities in the aggregate principal amount of HK\$157,354,000, comprising (i) a monthly instalment loan of HK\$108,048,000, which is interest-bearing at 1% per annum over one-month HIBOR or 3% per annum below the prime rate quoted by the bank, whichever is lower, secured by a first legal charge over the Group’s properties located at Unit Nos. 1201, 1202, 1203, 1209, 1210, 1211 & 1212 and the corridor on 12th Floor, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong (the “**Shun Tak Property**”), guaranteed by the Company and two wholly-owned subsidiaries of the Company, and maturing on 18 March 2038, (ii) two advances of HK\$5,000,000 and HK\$20,000,000 under a revolving term loan, which are interest-bearing at HIBOR plus 2% per annum, secured by the first legal charge over the Shun Tak Property, guaranteed by the Company and a wholly-owned subsidiary of the Company, and maturing on 9 March 2022 and 27 April 2022 respectively, and (iii) various advances in the aggregate principal amount of HK\$24,306,000 under the account payable financing facilities, which are interest-bearing at 2% per annum over HIBOR, secured by the first legal charge over the Shun Tak Property, guaranteed by the Company and a wholly-owned subsidiary of the Company, and maturing within five months commencing from January 2022;

財務回顧(續)

流動資金及財務資源(續)

於二零二一年十二月三十一日，本集團之未償還借款為625,774,000港元(二零二零年十二月三十一日：668,080,000港元)，指：

- (a) 本公司於二零二一年十二月二十二日發行之未償還本金額為200,000,000港元之二零二二年到期13%保證擔保票據(「保證擔保票據」)，以年利率13%計息，並以(i)本公司一間全資附屬公司永恆策略投資(中國)有限公司(前稱中國9號健康產業集團有限公司)(其主要資產為(1)建設及經營位於中國內地北京一間會員制高爾夫俱樂部及酒店(「會所」)之會所設施之權利；及(2)開發及經營毗鄰會所之一幅佔地580畝之地塊(「主體地塊」)之權利以及管理主體地塊上已建物業之權利)之100%已發行股份之股份抵押；及(ii)以董事會主席兼執行董事李雄偉先生以及執行董事張國偉先生提供之個人擔保作抵押，及於二零二二年九月二十四日到期；
- (b) 本金總額為157,354,000港元之銀行融資，包括(i)分期貸款108,048,000港元，按一個月香港銀行同業拆息加年利率1%或該銀行所報最優惠利率減年利率3%計息(以較低者為準)，以本集團位於香港干諾道中168-200號信德中心西翼12樓1201、1202、1203、1209、1210、1211及1212號單位及走廊之物業(「信德物業」)之第一法定押記作抵押，由本公司及本公司兩間全資附屬公司擔保及於二零三八年三月十八日到期；(ii)定期循環貸款項下兩筆墊款5,000,000港元及20,000,000港元，按香港銀行同業拆息加年利率2%計息，以信德物業之第一法定押記作抵押，由本公司及本公司一間全資附屬公司擔保，並分別於二零二二年三月九日及二零二二年四月二十七日到期；及(iii)應付款項財務融資項下本金總額為24,306,000港元之多項貸款，按香港銀行同業拆息加年利率2%計息，以信德物業之第一法定押記作抵押，由本公司及本公司一間全資附屬公司擔保及於二零二二年一月起計五個月內到期；

FINANCIAL REVIEW (Continued)

Liquidity and financial resources (Continued)

- (c) a loan of HK\$200,000,000 granted by a finance company, which is interest-bearing at 8% per annum, secured by (i) the post-dated cheques drawn in favour of the finance company for payment of the principal and the interests stipulated under the loan agreement, and (ii) a personal guarantee given by Mr. Lei Hong Wai, and maturing on 27 May 2022;
- (d) the securities margin financing facility of HK\$54,825,000 granted by a security brokerage firm, which is interest-bearing at prime rate plus 3% per annum and secured by the Group's listed equity securities in Hong Kong held in the margin securities trading account and a personal guarantee given by Mr. Lei Hong Wai; and
- (e) the securities margin financing facility of HK\$13,595,000 granted by a security brokerage firm, which is interest-bearing at a fixed rate of 6% per annum and secured by the Group's listed equity securities in Hong Kong held in the margin securities trading account and a personal guarantee given by Mr. Lei Hong Wai.

Gearing ratio

At 31 December 2021, the gearing ratio calculated as a percentage of total borrowings over equity attributable to owners of the Company was 29% (31 December 2020: 28%).

Net current assets and current ratio

At 31 December 2021, the Group's net current assets and current ratio were HK\$148,728,000 (31 December 2020: HK\$331,887,000) and 1.15 (31 December 2020: 1.37) respectively.

Capital structure

During the year ended 31 December 2021, there was no change in the Company's capital structure.

Material acquisitions of subsidiaries, associates and joint ventures

During the year ended 31 December 2021, the Group did not have any material acquisitions of subsidiaries, associates and joint ventures.

財務回顧(續)

流動資金及財務資源(續)

- (c) 由一間財務公司授出一筆200,000,000港元之貸款，按年利率8%計息，以(i)為支付貸款協議項下本金及利息而以該財務公司為抬頭人之期票，及(ii)以李雄偉先生之個人擔保作抵押，及於二零二二年五月二十七日期到；
- (d) 由一間證券公司授出一筆證券保證金財務融資54,825,000港元，按最優惠利率加年利率3%計息，並以本集團於保證金證券買賣賬戶所持有之香港上市證券及李雄偉先生之個人擔保作抵押；及
- (e) 由一間證券公司授出一筆證券保證金財務融資13,595,000港元，按固定年利率6%計息，並以本集團於保證金證券買賣賬戶所持有之香港上市證券及李雄偉先生之個人擔保作抵押。

資本負債比率

於二零二一年十二月三十一日，按借款總額除以本公司擁有人應佔權益所得百分比計算之資本負債比率為29%（二零二零年十二月三十一日：28%）。

流動資產淨值及流動比率

於二零二一年十二月三十一日，本集團之流動資產淨值及流動比率分別為148,728,000港元（二零二零年十二月三十一日：331,887,000港元）及1.15（二零二零年十二月三十一日：1.37）。

資本結構

於截至二零二一年十二月三十一日止年度內，本公司之資本結構概無變動。

重大收購附屬公司、聯營公司及合營公司事項

於截至二零二一年十二月三十一日止年度內，本集團並無任何重大收購附屬公司、聯營公司及合營公司事項。

FINANCIAL REVIEW (Continued)

Material disposals of subsidiaries, associates and joint ventures (Continued)

In May 2021, the Group disposed of 62,195,000 shares in Global Mastermind at the aggregate consideration of HK\$123,839,000 (net of transaction costs) on the Exchange. Prior to the disposal, Global Mastermind was a 24.85% owned associate of the Company, and Global Mastermind had been accounted for as an investment in associate in the consolidated financial statements of the Group. Upon completing the disposal, the Group held 64,730,000 shares in Global Mastermind, representing 12.67% of the issued share capital of Global Mastermind and Global Mastermind ceased to be an associate of the Company. The disposal resulted in the gain on disposal of associate of HK\$146,321,000 to the Group. The remaining 64,730,000 shares in Global Mastermind have been accounted for as financial assets at FVTPL for financial reporting purposes.

Other than as disclosed above, the Group did not have any material disposals of subsidiaries, associates and joint ventures during the year ended 31 December 2021.

Pledge of assets

At 31 December 2021, the following Group's assets were pledged:

- (a) the Shun Tak Property with a carrying amount of HK\$340,247,000 (31 December 2020: HK\$350,758,000), of which HK\$175,747,000 (31 December 2020: HK\$210,758,000) is classified under "property, plant and equipment" and HK\$164,500,000 (31 December 2020: HK\$140,000,000) is classified under "investment properties", for securing the banking facilities granted to the Group;
- (b) the 100% issued shares in Eternity Investment (China) Limited (formerly known as China Jiu hao Health Industry Group Limited) with the unaudited combined net assets of HK\$1,348,436,000 after adjusting for purchase price allocation (31 December 2020: HK\$1,212,786,000) for securing the Guaranteed Secured Notes; and

財務回顧(續)

重大出售附屬公司、聯營公司及合營公司事項(續)

於二零二一年五月，本集團於聯交所出售環球大通之62,195,000股股份，總代價為123,839,000港元(扣除交易成本)。於出售事項前，環球大通為一間本公司擁有24.85%權益之聯營公司，而環球大通已於本集團之綜合財務報表中入賬作為於聯營公司之投資。完成出售事項後，本集團持有64,730,000股環球大通股份，相當於環球大通已發行股本之12.67%，而環球大通不再為一間本公司之聯營公司。出售事項導致本集團錄得出售聯營公司之收益146,321,000港元。就財務報告而言，於環球大通之其餘64,730,000股股份入賬作為按公平值計入損益表之金融資產。

除上文所披露外，於截至二零二一年十二月三十一日止年度內，本集團並無任何重大出售附屬公司、聯營公司及合營公司事項。

資產抵押

於二零二一年十二月三十一日，本集團已抵押下列資產：

- (a) 信德物業之賬面值為340,247,000港元(二零二零年十二月三十一日：350,758,000港元)，當中175,747,000港元(二零二零年十二月三十一日：210,758,000港元)分類為「物業、廠房及設備」及164,500,000港元(二零二零年十二月三十一日：140,000,000港元)分類為「投資物業」，以作為授予本集團之銀行融資之擔保；
- (b) 永恒策略投資(中國)有限公司(前稱中國9號健康產業集團有限公司)之100%已發行股份，經調整購買價分配後之未經審核合併資產淨值為1,348,436,000港元(二零二零年十二月三十一日：1,212,786,000港元)，以作為保證擔保票據之擔保；及

FINANCIAL REVIEW (Continued)

Pledge of assets (Continued)

(c) the Group's listed equity securities in Hong Kong with a fair value of HK\$162,026,000 (31 December 2020: HK\$231,228,000), of which HK\$116,962,000 (31 December 2020: HK\$131,101,000) is related to the Group's financial assets at FVTPL and HK\$45,064,000 (31 December 2020: HK\$100,127,000) is related to part of the Group's listed investment in an associate, for securing the margin financing facilities granted to the Group.

Material commitments

At 31 December 2021, the Group had a total commitment of HK\$264,792,000 (31 December 2020: HK\$238,288,000) relating to the development costs for the Subject Land, which were contracted but not provided for.

Exchange risk and hedging

The majority of the Group's transactions, assets and liabilities are denominated in Hong Kong dollars and Renminbi. The Group is exposed to exchange risk with respect mainly to Renminbi which may affect its performance. The directors closely monitor statement of financial position and cash flow exchange risk exposures and where considered appropriate use financial instruments, such as forward exchange contracts, foreign currency options and forward rate agreements, to hedge this exchange risk. During the year ended 31 December 2021, no financial instruments for hedging purposes were used by the Group.

Contingent liabilities

On 6 May 2021, a Beijing law firm as plaintiff filed a civil claim to the People's Court in Chaoyang District, Beijing, Mainland China against four defendants, one of the four defendants is 北京北湖九號商務酒店有限公司 (Beijing Bayhood No. 9 Business Hotel Company Limited, "**Bayhood No. 9 Co.**"), a wholly-owned subsidiary of the Company, for an unsettled legal fee of RMB31,000,000 (equivalent to HK\$37,256,000) (excluding overdue interest) regarding an engagement of such law firm by the four defendants to resolve a civil dispute brought against them by an independent third party in relation to a property transaction in 2010. Details of the civil claim are disclosed in the Company's announcement dated 6 August 2021.

財務回顧(續)

資產抵押(續)

(c) 本集團香港上市證券之公平值為162,026,000元(二零二零年十二月三十一日:231,228,000港元),其中116,962,000港元(二零二零年十二月三十一日:131,101,000港元)與本集團按公平值計入損益表之金融資產相關,而45,064,000港元(二零二零年十二月三十一日:100,127,000港元)與本集團一間聯營公司之上市證券相關,以作為授予本集團之保證金財務融資之擔保。

重大承擔

於二零二一年十二月三十一日,本集團關於主體地塊之發展成本之已訂約但並未撥備之總承擔為264,792,000港元(二零二零年十二月三十一日:238,288,000港元)。

匯兌風險及對沖

本集團大部分交易、資產及負債以港元及人民幣計值。本集團面臨之匯兌風險主要與人民幣有關,可能影響其表現。董事密切監察財務狀況表及現金流匯兌風險,並在其認為適當的情況下使用金融工具(如遠期外匯合約、外匯期權及遠期利率協議)對沖該匯兌風險。於截至二零二一年十二月三十一日止年度內,本集團並無使用金融工具作對沖用途。

或然負債

於二零二一年五月六日,北京一間律師事務所(作為原告)向中國內地北京市朝陽區人民法院發出民事訴訟,本公司之全資附屬公司北京北湖九號商務酒店有限公司(「北湖九號」)為四名被告之一,而訴訟乃就該四名被告委聘北京一間律師事務所解決一宗由一名獨立第三方於二零一零年向彼等提出的財產交易民事訴訟案件而結欠一筆未清償律師費人民幣31,000,000元(相等於37,256,000港元)(不包括逾期利息)提出申索。民事訴訟之詳情已於本公司日期為二零二一年八月六日之公佈披露。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Contingent liabilities (Continued)

The Group has been advised by a Mainland Chinese legal adviser that the possibility of Bayhood No. 9 Co. being required to pay the unsettled legal fee is remote. Accordingly, no provision for any liability arising from the civil claim has been made.

Employees and remuneration policy

At 31 December 2021, the headcount of the Group was 85 (2020: 65). Staff costs (including directors' emoluments) amounted to HK\$69,256,000 in the year ended 31 December 2021 (2020: HK\$45,294,000). The increase in staff costs was mainly attributable to (i) a HK\$2,253,000 increase in fees paid to the directors of certain subsidiaries and (ii) the recognition of the equity-settled share-based payment expenses of HK\$16,377,000 arising from the grant of share options to executive directors and employees of the Group. In addition to basic salaries, contributions to retirement benefits scheme and discretionary bonus, staff benefits include medical scheme, share options, and share awards.

Key performance indicators

The Company has defined the following key performance indicators ("KPIs") which are closely aligned with the performance of the Group.

財務回顧(續)

或然負債(續)

本集團已獲中國內地法律顧問告知，北湖九號不大可能被要求支付未清償律師費。因此，並無就該民事訴訟作出任何負債撥備。

僱員及酬金政策

於二零二一年十二月三十一日，本集團之僱員人數為85人(二零二零年：65人)。截至二零二一年十二月三十一日止年度之員工成本(包括董事酬金)為69,256,000港元(二零二零年：45,294,000港元)。員工成本增加主要由於(i)向若干附屬公司董事支付之袍金增加2,253,000港元及(ii)因向執行董事及本集團僱員授出購股權而確認以股權結算之股份支款開支16,377,000港元所致。除基本薪金、退休福利計劃供款及酌情花紅外，員工福利包括醫療計劃、購股權及股份獎勵。

主要表現指標

本公司已識別以下與本集團表現緊密一致之主要表現指標(「主要表現指標」)。

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2021	2020
		二零二一年	二零二零年
Revenue	收益	HK\$272,165,000 港元	HK\$221,757,000 港元
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利/(虧損)	(HK\$200,375,000 港元)	(HK\$140,858,000 港元)
Equity attributable to owners of the Company	本公司擁有人應佔權益	HK\$2,193,442,000 港元	HK\$2,368,661,000 港元
Return on financial assets at FVTPL	按公平值計入損益表之金融資產之回報	1	56%
Return on loan receivables	應收貸款之回報	2	6%
Return on capital employed in sale of jewelry products	銷售珠寶產品所用資本之回報	3	-43%
Return on property investment	物業投資之回報	4	-3%

FINANCIAL REVIEW (Continued)

Key performance indicators (Continued)

Notes:

1. Return on financial assets at FVTPL includes trading gains and losses, gains and losses arising on change in fair value, and dividend income. It is measured as a percentage against opening fair value of financial assets at FVTPL.
2. Return on loan receivables includes interest income and written-off. It is measured as a percentage against average loan receivables (before accumulated allowance for ECL and accrued interest receivables).
3. Return on capital employed in sale of jewelry products represents segment profit or loss from sale of jewelry products business divided by average capital employed and is measured as a percentage.
4. Return on property investment includes gains and losses arising on change in fair value, rental income, gains and losses on disposal less amortisation of intangible assets in respect of the Club, depreciation expenses of the property, plant and equipment of the Club, depreciation of right-of-use assets in respect of the Club, and interest on lease liabilities in respect of the Club. It is measured as a percentage against opening fair value of investment properties, opening carrying amounts of intangible assets in respect of the Club and opening carrying amounts of property, plant and equipment of the Club.

Commentary on the performance of the Group against each of the KPIs is set out above and “OPERATIONS REVIEW” below.

These KPIs are reviewed regularly and amended occasionally to correspond with the changing mix of the Group's principal activities.

OPERATIONS REVIEW

Sale of financial assets business

During the year ended 31 December 2021, the Group's sale of financial assets business reported a segment loss (before taxation) of HK\$53,799,000, whereas a segment profit (before taxation) of HK\$191,807,000 was recorded in the previous year. The deterioration in segment results was due to the recognition of the loss of HK\$117,541,000 arising on change in fair value of financial assets at FVTPL, which fully offset the trading gain of HK\$62,164,000.

財務回顧(續)

主要表現指標(續)

附註：

1. 按公平值計入損益表之金融資產之回報包括買賣收益及虧損、公平值變動產生之收益及虧損，以及股息收入。除以按公平值計入損益表之金融資產之期初公平值計算為百分比。
2. 應收貸款之回報包括利息收入及撇銷。除以平均應收貸款(累計預期信貸虧損撥備及應收應計利息前)計算為百分比。
3. 銷售珠寶產品所用資本之回報指銷售珠寶產品業務之分部溢利或虧損除以平均所用資本，並計算為百分比。
4. 物業投資之回報包括公平值變動產生之收益及虧損、租金收入、出售事項之收益及虧損減以有關會所之無形資產之攤銷、會所之物業、廠房及設備之折舊開支、有關會所之使用權資產之折舊以及有關會所之租賃負債利息。除以投資物業之期初公平值、有關會所之無形資產之期初賬面值及會所之物業、廠房及設備之期初賬面值計算為百分比。

就本集團表現之各主要表現指標之評論載於上述及下文「業務回顧」。

該等主要表現指標獲定期檢討並不時修訂，配合本集團不斷變動之主要業務組合。

業務回顧

銷售金融資產業務

於截至二零二一年十二月三十一日止年度內，本集團之銷售金融資產業務呈報分部虧損(除稅前)為53,799,000港元，而上一年度則錄得分部溢利191,807,000港元。分部業績之轉遜乃由於確認按公平值計入損益表之金融資產之公平值變動產生之虧損117,541,000港元，其全面抵銷買賣收益62,164,000港元。

Management Discussion and Analysis

管理層討論及分析

OPERATIONS REVIEW (Continued)

Sale of financial assets business (Continued)

During the year ended 31 December 2021, the Group acquired nine Hong Kong-listed equity securities at the aggregate acquisition costs of HK\$116,131,000 and made the trading gain of HK\$62,164,000 from selling six Hong Kong-listed equity securities with the aggregate carrying amounts of HK\$282,491,000 at the aggregate net sale proceeds of HK\$344,655,000.

In May 2021, the Group disposed of 62,195,000 shares in Global Mastermind at the aggregate consideration of HK\$123,839,000 (net of transaction costs) on the Exchange. Upon completing the disposal, the Group held 64,730,000 shares in Global Mastermind and Global Mastermind ceased to be an associate of the Company. Accordingly, the 64,730,000 shares in Global Mastermind with a fair value of HK\$129,460,000 have been accounted for as financial assets at FVTPL for financial reporting purposes.

Movements in the carrying amount of the equity securities held by the Group recorded as “financial assets at FVTPL” during the years ended 31 December 2021 and 2020 are as follows:

業務回顧(續)

銷售金融資產業務(續)

於截至二零二一年十二月三十一日止年度內，本集團購入九隻香港上市證券，總收購成本為116,131,000港元，及由於出售六隻香港上市證券賬面值總額為282,491,000港元，而總出售所得款項淨額為344,655,000港元，故產生買賣收益62,164,000港元。

於二零二一年五月，本集團於聯交所出售環球大通之62,195,000股股份，總代價為123,839,000港元(扣除交易成本)。完成出售事項後，本集團持有64,730,000股環球大通股份，而環球大通不再為本公司之聯營公司。因此，就財務報告而言，64,730,000股公平值為129,460,000港元之環球大通股份已入賬作為按公平值計入損益表之金融資產。

於截至二零二一年及二零二零年十二月三十一日止年度內，由本集團持有並入賬為「按公平值計入損益表之金融資產」之股本證券之賬面值變動如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	410,395	240,815
Add: acquisitions	加： 購入	116,131	105,050
transfer from interests in associates	轉移自於聯營公司之權益	129,460	-
gain arising on change in fair value recognised	確認公平值變動產生之收益	-	140,509
Less: disposals	減： 出售	(282,491)	(75,979)
loss arising on change in fair value recognised	確認公平值變動產生之虧損	(117,541)	-
Carrying amount at 31 December	於十二月三十一日之賬面值	255,954	410,395

OPERATIONS REVIEW (Continued)

Sale of financial assets business (Continued)

Details of the equity securities held by the Group recorded as “financial assets at FVTPL” at 31 December 2021 are as follows:

業務回顧(續)

銷售金融資產業務(續)

於二零二一年十二月三十一日由本集團持有並入賬為「按公平值計入損益表之金融資產」之股本證券之詳情如下：

Name of Hong Kong-listed equity securities	香港上市股本證券名稱	Number of shares held at 31 December 2021	Fair value at 31 December 2021	Fair value as compared to the consolidated total assets of the Group at 31 December 2021	Dividend received/receivable in the year ended 31 December 2021	Gain/(loss) arising on change in fair value recognised in the year ended 31 December 2021
Affluent Partners Holdings Ltd. (stock code: 1466)	錢唐控股有限公司 (股份代號: 1466)	1,674,200	204	0.01%	-	(42)
Boill Healthcare Holdings Ltd. (stock code: 1246)	保集健康控股有限公司 (股份代號: 1246)	29,000,000	5,220	0.14%	-	(1,160)
Brockman Mining Ltd. (stock code: 159)	布萊克萬礦業有限公司 (股份代號: 159)	68,327,000	19,815	0.52%	-	9,859
Frontier Services Group Ltd. (stock code: 500)	先豐服務集團有限公司 (股份代號: 500)	47,807,000	29,640	0.78%	-	(6,621)
Global Mastermind Holdings Ltd. (stock code: 8063)	環球大通集團有限公司 (股份代號: 8063)	64,730,000	7,120	0.19%	-	(122,340)
Huanxi Media Group Ltd. (stock code: 1003)	歡喜傳媒集團有限公司 (股份代號: 1003)	32,960,000	46,474	1.22%	-	(5,423)
Huayi Tencent Entertainment Company Ltd. (stock code: 419)	華誼騰訊娛樂有限公司 (股份代號: 419)	195,462,649	42,024	1.11%	-	2,170
Kingston Financial Group Ltd. (stock code: 1031)	金利豐金融集團有限公司 (股份代號: 1031)	33,028,000	12,716	0.33%	-	(9,743)
Lajin Entertainment Network Group Ltd. (stock code: 8172)	拉近網娛集團有限公司 (股份代號: 8172)	25,500,000	6,375	0.17%	-	4,590
Link-Asia International Medtech Group Ltd. (stock code: 1143)	環亞國際醫療科技集團有限公司 (股份代號: 1143)	1,500,000	293	0.01%	-	(270)
Nayuki Holdings Ltd. (stock code: 2150)	奈雪的茶控股有限公司 (股份代號: 2150)	19,000	163	0.00%	-	(217)

Management Discussion and Analysis

管理層討論及分析

OPERATIONS REVIEW (Continued)

業務回顧(續)

Sale of financial assets business (Continued)

銷售金融資產業務(續)

		Number of shares held at 31 December 2021	Fair value at 31 December 2021	Fair value as compared to the consolidated total assets of the Group at 31 December 2021	Dividend received/ receivable in the year ended 31 December 2021	Gain/(loss) arising on change in fair value recognised in the year ended 31 December 2021
		於 二零二一年 十二月三十一日 持有之 股份數目	於 二零二一年 十二月三十一日 之公平值 HK\$' 000 千港元	公平值與 本集團於 二零二一年 十二月三十一日 綜合資產 總值之比較	截至 二零二一年 十二月三十一日 止年度 已收/ 應收之股息 HK\$' 000 千港元	截至 二零二一年 十二月三十一日 止年度 已確認 公平值變動 所產生之 收益/ (虧損) HK\$' 000 千港元
Nimble Holdings Company Ltd. (stock code: 186)	敏捷控股有限公司 (股份代號: 186)	83,673,268	41,000	1.08%	-	(7,189)
Ocean Line Port Development Ltd. stock code: 8502)	遠航港口發展有限公司 (股份代號: 8502)	12,096,000	3,326	0.09%	-	242
SuperRobotics Holdings Ltd. (stock code: 8176)	超人智能控股有限公司 (股份代號: 8176)	8,925,000	3,570	0.09%	-	(2,753)
Town Health International Medical Group Ltd. (stock code: 3886)	康健國際醫療集團有限公司 (股份代號: 3886)	70,000,000	30,800	0.81%	-	26,177
Yunfeng Financial Group Ltd. (stock code: 376)	雲鋒金融集團有限公司 (股份代號: 376)	5,344,000	7,214	0.19%	-	(4,821)
			255,954		-	(117,541)
Name of unlisted equity securities	香港非上市股本證券名稱					
Hsin Chong Group Holdings Ltd.	新昌集團控股有限公司	90,000,000	-	0.00%	-	-
			-		-	-
			255,954		-	(117,541)

OPERATIONS REVIEW (Continued)

Sale of financial assets business (Continued)

During the year ended 31 December 2021, the Group also acquired two unlisted equity securities at the aggregate consideration of HK\$26,518,000. The major assets of the two unlisted equity securities are their 29% equity interests in a company engaging in trading and supply of tea and food-related products. As the Group intends to hold the two unlisted equity securities as long-term investments, the two unlisted equity securities are recorded as “equity instruments at fair value through other comprehensive income”. At the end of the reporting period, the Group measured the two unlisted equity securities at fair value based on a valuation prepared by an independent professional valuer and recognised a loss of HK\$598,000 arising on change in fair value in other comprehensive income.

The directors believe that the future performance of the equity securities held by the Group is primarily affected by economic factors, investor sentiment, demand and supply balance of an investee company's shares, and fundamentals of an investee company, such as investee company's news, business fundamentals and development, financial performance and prospects. Accordingly, the directors closely monitor the above factors, particularly the fundamentals of each investee company in the Group's equity securities portfolio, and proactively adjust the Group's equity securities portfolio mix to improve its performance.

Money lending business

During the year ended 31 December 2021, the Group's money lending business generated interest income on loans amounting to HK\$81,808,000, a 10% increase from HK\$74,361,000 for the previous year, and reported a segment loss (before taxation) of HK\$196,413,000, a 32% increase from HK\$148,768,000 for the previous year. The deterioration in segment results was attributable to the HK\$53,570,000 increase in allowance for ECL as discussed below.

During the year ended 31 December 2021, the Group granted nine new loans in the aggregate principal amount of HK\$373,000,000 to eight customers and extended the final repayment date of one loan in the aggregate principal amount of HK\$40,000,000. The Group's customers made drawings in the aggregate principal amount of HK\$375,595,000 from the existing and new loans and repaid HK\$305,073,000 to the Group.

業務回顧(續)

銷售金融資產業務(續)

於截至二零二一年十二月三十一日止年度內，本集團亦購入兩隻非上市股本證券，總代價為26,518,000港元。該兩隻非上市股本證券之主要資產為彼等於一間從事茶及食品相關產品貿易及供應業務之公司之29%股本權益。由於本集團擬持有該兩隻非上市股本證券作為長期投資，該兩隻非上市股本證券乃入賬作為「按公平值計入其他全面收益之權益工具」。於報告期末，本集團根據一名獨立專業估值師編製之估值按公平值計量該兩隻非上市股本證券，並於其他全面收益確認公平值變動產生虧損598,000港元。

董事相信，本集團持有之股本證券之未來表現相當大程度上受經濟因素、投資者氣氛、被投資公司股份之供求情況及被投資公司之基本因素(如被投資公司之消息、業務基本因素及發展、財務表現及前景)所影響。故此，董事密切監察上述因素，尤其本集團股本證券組合之各間被投資公司之基本因素，並積極調整本集團之股本證券投資組合，以改善其表現。

借貸業務

於截至二零二一年十二月三十一日止年度內，本集團之借貸業務產生之貸款利息收入為81,808,000港元，較去年之74,361,000港元增加10%，且錄得分部虧損(除稅前)196,413,000港元，較去年的148,768,000港元增加32%。分部業績轉遜乃由於下述應收貸款之預期信貸虧損撥備增加53,570,000港元所致。

於截至二零二一年十二月三十一日止年度內，本集團向八名客戶授出九筆本金總額為373,000,000港元之新貸款，並延長一筆本金總額為40,000,000港元之現有貸款之最終還款日期。本集團之客戶從現有及新貸款中提取本金總額375,595,000港元，並向本集團償還305,073,000港元。

OPERATIONS REVIEW (Continued)

Money lending business (Continued)

At 31 December 2021, 17 loans remained outstanding, in which (i) 11 loan receivables with the aggregate gross balance of HK\$397,948,000 were classified under stage 1 (initial recognition), and (ii) six loan receivables with the aggregate gross balance of HK\$686,487,000 were classified under stage 3 (credit-impaired). During the year ended 31 December 2021, two loan receivables with the aggregate gross balance of HK\$238,727,000 were transferred from stage 1 (initial recognition) to stage 3 (credit-impaired) as the customer failed to repay one of the loans and the accrued interest thereon after the reporting period. A loan receivable with a gross balance of HK\$188,044,000 was transferred from stage 1 (initial recognition) to stage 3 (credit-impaired) as the customer failed to pay interest for more than six months. In addition, the loan receivable with a gross balance of HK\$148,458,000 previously classified under stage 2 (significant increase in credit risk) was transferred to stage 3 (credit-impaired) as the customer failed to pay interest for more than six months.

At the end of the reporting period, the directors performed an impairment assessment on the Group's loan receivables with reference to a valuation prepared by an independent professional valuer. The valuation measured impairment on loan receivables using the general approach, which is often referred to "three-stage model", under Hong Kong Financial Reporting Standard 9 *Financial Instruments*. Based on the valuation, a total allowance for ECL on loan receivables of HK\$251,002,000 was made, a HK\$53,570,000 increase compared to that for the year ended 31 December 2020. Of the total allowance for ECL, HK\$11,389,000 was reversed for loan receivables classified under stage 1 (initial recognition), and HK\$262,391,000 was recognised for loan receivables classified under stage 3 (credit-impaired).

業務回顧(續)

借貸業務(續)

於二零二一年十二月三十一日，17筆貸款尚未償還，當中(i)未償還本金額合共397,948,000港元之11筆應收貸款分類為第1階段(初始確認)；及(ii)未償還本金額合共686,487,000港元之六筆應收貸款分類為第3階段(信貸減值)。於截至二零二一年十二月三十一日止年度內，由於客戶於報告期後未能償還其中一筆貸款及應計利息，未償還本金額合共238,727,000港元之兩筆應收貸款由第1階段(初始確認)轉移至第3階段(信貸減值)。由於客戶未能支付利息超過六個月，未償還本金額合共188,044,000港元之一筆應收貸款由第1階段(初始確認)轉移至第3階段(信貸減值)。此外，由於客戶未能支付利息超過六個月，未償還本金額合共148,458,000港元之一筆應收貸款由第2階段(信貸風險大幅增加)轉移至第3階段(信貸減值)。

於報告期末，董事已參考一名獨立專業估值師編製之估值就本集團之應收貸款進行減值評估。該估值根據香港財務報告準則第9號金融工具使用一般方法(通常稱為「三階段模型」)計量應收貸款之減值。根據該估值，已作出應收貸款之預期信貸虧損撥備251,002,000港元，與截至二零二零年十二月三十一日止年度相比增加53,570,000港元。於預期信貸虧損撥備總額中，已就分類為第1階段(初始確認)之應收貸款撥回11,389,000港元，及262,391,000港元已就分類為第3階段(信貸減值)之應收貸款確認。

OPERATIONS REVIEW (Continued)

Money lending business (Continued)

There was a reversal of allowance for ECL of HK\$11,389,000 under stage 1 (initial recognition) due to (i) the repayment of three loans during the year ended 31 December 2021 and (ii) the decrease in the probability of default in calculating the 12-month ECL resulting from the global economy's recovery following the deployment of the vaccination programme in early 2021. For the loan receivables classified under stage 3 (credit-impaired), the allowance for ECL increased from HK\$123,727,000 in the year ended 31 December 2020 to HK\$262,391,000 in the year ended 31 December 2021. This increase was due to the recognition of (i) an allowance for ECL of HK\$240,979,000 for the three loan receivables with the aggregate gross balance of HK\$426,770,000 transferred from stage 1 (initial recognition) to stage 3 (credit-impaired), an allowance for ECL of HK\$28,493,000 for the loan receivable with a gross balance of HK\$148,458,000 transferred from stage 2 (significant increase in credit risk) to stage 3 (credit-impaired), and (iii) an allowance for ECL of HK\$4,000 for an existing loan receivable with a gross balance of HK\$102,033,000 classified under stage 3 (credit-impaired), which were partially offset by a reversal of allowance for ECL of HK\$7,085,000 resulted from the repayment of a loan.

Since the financial year of 2020, the Group has recorded a substantial increase in the allowance for ECL on its loan receivables. The Group believes that such a substantial increase was primarily attributable to the outbreak of the COVID-19 pandemic in early 2020, which has an adverse impact on the financial condition and cash flow of several customers. In addition, it is evidenced by the money lending business that contributed positively to the Group prior to the COVID-19 pandemic. Nevertheless, the Group will continue to monitor the performance of its loan portfolio closely, especially in the repayment and financial condition of each customer.

At 31 December 2021, the Group's loan receivables, together with accrued interest receivables (before accumulated allowance for ECL), amounted to HK\$1,084,435,000 (31 December 2020: HK\$976,599,000).

業務回顧(續)

借貸業務(續)

第1階段(初始確認)之撥回預期信貸虧損撥備11,389,000港元乃由於(i)截至二零二一年十二月三十一日止年度內償還三筆貸款,及(ii)計算二零二一年初推行疫苗接種計劃後全球經濟復甦導致12個月預期信貸虧損之違約率可能性下降。對於分類為第3階段(信貸減值)之應收貸款,預期信貸虧損撥備從截至二零二零年十二月三十一日止年度之123,727,000港元增加至截至二零二一年十二月三十一日止年度之262,391,000港元。此增加乃由於(i)由第1階段(初始確認)轉移至第3階段(信貸減值),未償還本金額合共426,770,000港元之三筆應收貸款之預期信貸虧損撥備240,979,000港元,由第2階段(信貸風險大幅增加)轉移至第3階段(信貸減值),未償還本金額為148,458,000港元之一筆應收貸款之預期信貸虧損撥備28,493,000港元,及(iii)分類為第3階段(信貸減值),未償還本金額為102,033,000港元之一筆現有應收貸款之預期信貸虧損撥備4,000港元所致,其部分被償還一筆貸款導致的預期信貸虧損撥備撥回7,085,000港元所抵銷。

自二零二零年財政年度以來,本集團錄得應收貸款之預期信貸虧損撥備大幅增加。本集團認為,該大幅增長主要由於二零二零年年初新型冠狀病毒疫情爆發,對若干客戶之財務狀況及現金流量產生不利影響所致。此外,在新型冠狀病毒疫情發生之前為本集團作出積極貢獻之借貸業務亦可以證明。儘管如此,本集團將繼續密切監察其貸款組合之表現,尤其是每名客戶之還款及財務狀況。

於二零二一年十二月三十一日,本集團之應收貸款連同應收應計利息(除累計預期信貸虧損撥備前)為1,084,435,000港元(二零二零年十二月三十一日:976,599,000港元)。

OPERATIONS REVIEW (Continued)

Money lending business (Continued)

Information on the Group's money lending business, including (i) business model, (ii) internal control system, (iii) basis of determining the allowance for ECL on loan receivables, and (iv) major terms of each outstanding loan receivables, are disclosed in note 54 to the consolidated financial statements.

Sale of jewelry products business

During the year ended 31 December 2021, the Group's sale of jewelry products business generated revenue of HK\$90,764,000, a 31% increase from HK\$69,269,000 for the previous year, and reported a segment profit (before taxation) of HK\$1,682,000, whereas a segment loss (before taxation) of HK\$13,103,000 was reported in the previous year. The turnaround in segment result was due to (i) the increase in the sale of jewelry products, (ii) an improvement in gross profit margin from -0.41% to 12%, and (iii) the absence of the previous year's loss of inventories of HK\$4,914,000 due to theft.

During the year, the Group's sale of jewelry products business achieved a 31% growth in its revenue. As the progress of vaccination was going to drive the pace of economic recovery in Western countries, the Group received sales orders from its European customers and a local agent for American customers in the second half of 2021. Consequently, the Group recorded improvements in gross profit and gross profit margin in the year ended 31 December 2021. In addition, the development of the Group's own business-to-business sales portal for business development and placing sales orders is at the final testing stage. The Group expects that the business-to-business sales portal will be launched in the second quarter of 2022, which will enhance its sales and marketing capabilities.

At the end of the reporting period, the directors performed an impairment assessment on the Group's trade receivables with reference to a valuation prepared by the independent professional valuer. Based on the valuation, an allowance for ECL on trade receivables of HK\$184,000 was reversed. The reversal of the HK\$184,000 was due to the decrease in the probability of default in calculating the 12-month ECL resulting from the global economy's recovery following the deployment of the vaccination programme in early 2021.

業務回顧(續)

借貸業務(續)

有關本集團借貸業務之資料(包括(i)業務模式；(ii)內部控制系統；(iii)應收貸款預期信貸虧損撥備之釐定基準；及(iv)各筆未償還應收貸款之主要條款)於綜合財務報表附註54披露。

銷售珠寶產品業務

於截至二零二一年十二月三十一日止年度內，本集團之銷售珠寶產品業務產生之收益為90,764,000港元，較上一年度之69,269,000港元增加31%，及呈報分部溢利(除稅前)為1,682,000港元，而上一年度為錄得分部虧損(除稅前)13,103,000港元。分部業績扭虧為盈主要由於(i)珠寶產品銷量上升；(ii)毛利率自-0.41%改善至12%；及(iii)並無上一年度由於盜竊導致存貨虧損4,914,000港元。

於年內，本集團之銷售珠寶產品業務產生之收益增長31%。隨著疫苗接種進展順利帶動西方國家經濟復甦，本集團於二零二一年下半年收到歐洲客戶及代表美國客戶的本地代理之銷售訂單。因此，本集團截至二零二一年十二月三十一日止年度之毛利及毛利率有所改善。此外，本集團對用以發展業務及接受銷售訂單之自家企業對企業銷售渠道之開發已進入最後階段。本集團預期該企業對企業銷售渠道將於二零二二年第二季度投入使用，並將提升其銷售及市場推廣能力。

於報告期末，董事已參考一名獨立專業估值師編製之估值就本集團之貿易應收款項進行減值評估。根據該估值，已撥回貿易應收款項之預期信貸虧損撥備184,000港元。撥回預期信貸虧損撥備184,000港元乃由於二零二一年初疫苗接種計劃開展後全球經濟復甦導致計算貿易應收款項之12個月預期信貸虧損之違約率可能性減少所致。

OPERATIONS REVIEW (Continued)

Sale of jewelry products business (Continued)

At 31 December 2021, the Group's inventories of jewelry products, including raw materials, work-in-progress, and finished goods, amounted to HK\$31,681,000 (31 December 2020: HK\$28,618,000). The Group's sale of jewelry products business had undelivered sales orders amounting to HK\$4,318,000 (31 December 2020: HK\$2,200,000).

Property investment business

During the year ended 31 December 2021, the Group's property investment business generated rental income of HK\$37,429,000, a 39% increase from HK\$26,868,000 for the previous year, and recorded a segment loss (before taxation) of HK\$41,878,000, a 16% decrease from HK\$49,979,000 for the previous year. Of the total rental income, HK\$32,719,000 was generated from the assets of the Club and HK\$4,710,000 was generated from the investment property portion of the Shun Tak Property.

The increase in rental income was mainly attributable to the 30% increase in the rental income of the assets of the Club since October 2020 in accordance with the terms of the signed club lease agreement. In addition, the appreciation of Renminbi during the year contributed to the increase in rental income as the rental income of the assets of the Club were received and receivable in Renminbi. The improvement of the segment results was attributable to (i) the absence of the previous year's loss arising on change in fair value of investment properties of HK\$19,200,000, (ii) the increase in rental income generated from the leasing of the assets of the Club as discussed above, and (iii) the recognition of a gain of HK\$3,800,000 arising on change in fair value of investment properties.

In May 2020, the Group invited tenders to build seven blocks of three-storey residential serviced apartments and two blocks of three-storey office buildings on the second and third phases of the Subject Land and awarded the tender to a Mainland Chinese construction company in June 2020. Please refer to the section headed "Business update on the development of the Subject Land" below for more information on the development of the Subject Land.

業務回顧(續)

銷售珠寶產品業務(續)

於二零二一年十二月三十一日，本集團之珠寶產品存貨(包括原材料、在製品及製成品)為31,681,000港元(二零二零年十二月三十一日：28,618,000港元)及本集團之銷售珠寶產品業務有4,318,000港元(二零二零年十二月三十一日：2,200,000港元)之未交貨銷售訂單。

物業投資業務

於截至二零二一年十二月三十一日止年度內，本集團之物業投資業務產生之租金收入為37,429,000港元，較去年之26,868,000港元增加39%，並錄得分部虧損(除稅前)41,878,000港元，較去年之49,979,000港元改善16%。於總租金收入當中，32,719,000港元來自會所之資產及4,710,000港元來自信德物業之投資物業部分。

租金收入增加乃由於根據簽署的會所租賃協議條款，來自會所資產的租金收入自二零二零年十月起增加30%。此外，由於來自會所資產之已收及應收租金收入乃為人民幣，因此年內之人民幣升值令租金收入增加。分部業績有所改善乃主要由於(i)並無去年投資物業公平值變動產生之虧損19,200,000港元；(ii)會所之資產租賃所產生之租金收入增加(如上文所討論)；及(iii)確認投資物業公平值變動產生之收益3,800,000港元。

於二零二零年五月，本集團為於主體地塊第二階段及第三階段上建設七座三層服務式公寓及兩座三層寫字樓招標，並於二零二零年六月將該工程批予中國內地一間建築公司。有關主體地塊開發情況之更多資料，請參閱下文「主體地塊開發業務情況更新」一節。

OPERATIONS REVIEW (Continued)

Property investment business (Continued)

In January 2021, the Group changed the use of an office unit of the Shun Tak Property for earning rental purposes. At the date of change in use, the office unit had a carrying amount of HK\$24,215,000 and a fair value of HK\$20,700,000. Accordingly, the office unit was transferred from “property, plant and equipment” to “investment properties” at the fair value of HK\$20,700,000 for financial reporting purposes. Although more office space of the investment property portion of the Shun Tak Property was leased out, the Group did not record an increase in the rental income generated from the investment property portion of the Shun Tak Property as offices leasing market in Hong Kong was affected by greater vacancy and pressure of reduction in rent.

At the end of the reporting period, the directors performed impairment tests for the goodwill arising from the acquisition of Smart Title Limited and the intangible assets relating to (i) the rights to construct and operate the club facilities of the Club and (ii) the rights to develop and operate the Subject Land and the rights to manage the properties erected on the Subject Land with reference to two discount cash flow projections to assess the value in use of the property investment business in Beijing, Mainland China. As the recoverable amount of the cash-generating unit of the Group’s property investment operations under Smart Title Limited exceeded its carrying amount, no impairment of goodwill and intangible assets were required.

At the end of the reporting period, the directors tested the right-of-use assets in respect of the Club and the Subject Land for impairment with reference to the two discount cash flow projections to assess the value in use of the property investment business in Beijing, Mainland China and concluded that no impairment for the Group’s right-of-use assets was required.

At the end of the reporting period, the directors measured the investment property portion of the Shun Tak Property at fair value. Based on the property valuation report prepared by the independent qualified valuer, the fair value of the investment property portion of the Shun Tak Property increased from HK\$140,000,000 at 31 December 2020 to HK\$164,500,000 (including the fair value of the office unit of HK\$20,700,000 transferred from “property, plant and equipment” in January 2021) at 31 December 2021. Accordingly, the Group recognised the gain of HK\$3,800,000 arising on change in fair value of investment properties.

業務回顧(續)

物業投資業務(續)

於二零二一年一月，本集團更改信德物業一間辦公室單位的用途，以用作賺取租金。於更改用途日期，辦公室單位之賬面值為24,215,000港元及公平值為20,700,000港元。因此，就財務報告而言，辦公室單位按公平值20,700,000港元由「物業、廠房及設備」轉移至「投資物業」。儘管有更多信德物業之投資物業部分的辦公室空間正在出租，由於香港寫字樓租賃市場受空置率上升及減租壓力影響，本集團來自信德物業之投資物業部分之租金收入並無錄得增長。

於報告期末，董事已參考兩項貼現現金流量預測，就收購 Smart Title Limited 產生之商譽及有關 (i) 建設及經營會所之會所設施之權利，及 (ii) 開發及經營主體地塊之權利以及管理主體地塊上已建物業之權利之無形資產進行減值測試，以評估中國內地北京之物業投資業務之使用價值。由於本集團於 Smart Title Limited 項下之物業投資業務之現金產生單位之可收回金額超過其賬面值，故毋須就商譽及無形資產進行減值。

於報告期末，董事經參考兩項貼現現金流量預測後對會所及主體地塊之使用權資產進行減值測試，以評估中國內地北京之物業投資業務之使用價值，並決定毋須就本集團使用權資產進行減值。

於報告期末，董事已按公平值計量信德物業之投資物業部分。按獨立合資格估值師編製之物業估值報告，信德物業之投資物業部分之公平值自二零二零年十二月三十一日之140,000,000港元增加至二零二一年十二月三十一日之164,500,000港元(包括已於二零二一年一月自「物業、廠房及設備」轉出之辦公室單位公平值20,700,000港元)。因此，本集團已確認投資物業公平值變動產生之收益3,800,000港元。

OPERATIONS REVIEW (Continued)

Business update on the development of the Subject Land

The Company's indirect wholly-owned subsidiary, Bayhood No. 9 Co. owns (i) the rights to construct and operate the Club; and (ii) the rights to develop and operate the Subject Land and the rights (the "Management Rights") to construct and manage properties erected on the Subject Land (each a "Property" and collectively, the "Properties") for around 40 years until 30 January 2062. As disclosed previously in the Company's annual report for the year ended 31 December 2020, due to the unprecedented impact of COVID-19 pandemic on the hotel industry, the Company has modified its business strategy for the second and third phases of the Subject Land such that the Properties will be leased out on a long-term or short-term lease basis.

According to the development plan for the second and third phases of the Subject Land, a total of seven blocks of three-storey residential serviced apartments comprising of 279 residential serviced apartments with an aggregate gross floor area of 45,165 square meters (with individual serviced apartment of sizes ranging from approximately 88 to 459 square meters), together with two blocks of three-storey office buildings each having a gross floor area of approximately 6,300 square meters, are being constructed and offered for lease by Bayhood No. 9 Co.. The building works commenced in July 2020. However, due to certain external factors, such as new environmental requirements for building works and weather, the building works are delayed. However, it is expected that three blocks of three-storey residential serviced apartments will be complete and ready for the delivery of vacant possession in the third quarter of 2022. The total construction costs of phases two and three of the Subject Land was budgeted at RMB730,000,000 (equivalent to HK\$892,863,000).

業務回顧(續)

主體地塊開發業務情況更新

本公司之間接全資附屬公司北湖九號公司擁有 (i) 建設及經營會所之權利；及 (ii) 開發及經營主體地塊之權利以及建設及管理主體地塊上已建物業(各為一項「物業」，統稱為「該等物業」)之權利(「管理權」)，為期約40年，至二零六二年一月三十日止。誠如本公司截至二零二零年十二月三十一日止年度之年報先前披露，由於新型冠狀病毒疫情對酒店行業造成前所未見的影響，本集團已修訂有關主體地塊第二及第三階段的業務策略，而該等物業將按長期或短期租賃基準出租。

根據主體地塊第二及第三階段的開發計劃，共有七座三層服務式公寓，包括279套服務式公寓，總建築面積為45,165平方米(單套公寓的面積約為88至459平方米)，連同北湖九號公司正在建設及出租的兩座三層寫字樓，建築面積均為約6,300平方米。建築工程於二零二零年七月展開。然而，由於建築工程新環境要求及天氣之若干外部因素，建築工程被延遲。然而，預計三座三層服務式公寓將於二零二二年第三季度完成並可交付空置佔有權。主體地塊第二及第三階段的總建築成本預算為人民幣730,000,000元(相等於892,863,000港元)。

OPERATIONS REVIEW (Continued)

Business update on the development of the Subject Land (Continued)

Marketing activities were launched by the Group since August 2020. Up to 31 December 2021, 32 residential serviced apartments were successfully leased out by Bayhood No. 9 Co.. All the leases were separately negotiated by the Group's marketing staff in Mainland China on arm's length basis in the Group's ordinary course of business at different times by way of genuine standalone transactions. To the best of the directors' knowledge, information and belief having made all reasonable enquiries, all the lessees (and the ultimate beneficial owners of the corporate lessees) are third parties independent of and not related to the Company and its connected persons or associates (as such terms are defined in the Rules Governing the Listing of Securities on the Exchange (the "Listing Rules")).

The lease agreements entered into with the lessees of the Properties were negotiated with each lessees separately but the Group endeavoured to include the following key terms: (a) the lease period being negotiated with each lessee separately, which may be long-term or short-term depending on the lessee's preference, but in any event shall not exceed the remaining tenure of the Management Rights; (b) the payment terms (the "Payment Terms") being negotiated between Bayhood No. 9 Co. and the relevant lessee, ranging from the paying off of the total rental income for the entire lease period (the "Total Rental Income") in lump-sum(s) or by instalments; (c) the title of the Properties erected on the Subject Land being owned by Bayhood No. 9 Co., and the lessees being required to surrender the Properties back to Bayhood No. 9 Co. unconditionally and without receiving any compensation at the end of the lease period; and (d) the lessees being liable to pay a break fee on default of the lease agreement, which is equivalent to 15% of the Total Rental Income.

業務回顧(續)

主體地塊開發業務情況更新(續)

本集團於自二零二零年八月起展開推廣活動。截至二零二一年十二月三十一日，北湖九號公司已成功租出32套服務式公寓。所有租賃均由本集團的中國大陸營銷人員在本集團正常業務過程中於不同時間通過真正的獨立交易，按公平基準單獨協商。就董事於作出一切合理查詢後所知、所悉及所信，所有承租人（及公司承租人的最終實益擁有人）均為獨立於本公司及其關聯人士或聯繫人（定義見聯交所證券上市規則（「上市規則」））的第三方，與本公司並無關連。

與該等物業承租人訂立的租賃協議乃分別與各承租人單獨協商，但本集團致力包含以下主要條款：(a) 租賃期與各承租人各自磋商，視乎承租人偏好，可能屬長期或短期性質，但在任何情況下不得超過管理權餘下限期；(b) 北湖九號公司與相關承租人協商的付款條款（「付款條款」），包括一次性或分期支付整個租賃期的總租金收入（「總租金收入」）；(c) 建於主體地塊上的該等物業的所有權歸北湖九號公司所有，在租賃期結束時承租人須將該等物業無條件及無償歸還北湖九號公司；及(d) 如違反租賃協議，承租人須支付相當於總租金收入15%的違約金。

OPERATIONS REVIEW (Continued)

Business update on the development of the Subject Land (Continued)

Under the applicable accounting standards, long-term agreements are treated as finance leases, and the Group recognises the Total Rental Income for long-term lease agreements, discounted at market interest rate over the period in which the instalments are paid (subject to the Payment Terms of the relevant lease agreement), as revenue on the delivery of vacant possession of a relevant Property to a lessee. Any Total Rental Income committed but not yet due to be paid by a lessee under the Payment Terms stipulated in the relevant lease agreement will be booked as trade receivables until payment. On default by a lessee, the break fee will be booked as trade receivables until payment and any unpaid trade receivables will be derecognised from the Group's statement of financial position. Short-term lease agreements are treated as operating leases, and the Group recognises the Total Rental Income as revenue on a straight-line basis over the term of the relevant lease agreement commencing on the delivery of vacant possession of a relevant Property to a lessee.

In order to meet the leasing target, the Group's Mainland Chinese marketing team will strive to achieve a high level of occupancy rate through competitive pricing policy as compared to similar properties in adjacent areas and flexible Payment Terms to provide incentives to interested lessees. The Group has also established a performance-linked remuneration system to provide incentives to its Mainland Chinese marketing team, who are staff of the Group, responsible for the leasing activities of this project. Through the efforts of its staff, the Group is hopeful to benefit from the continuous income stream derived from the annual rental income of this project for the remaining period of the Management Rights.

If the applicable ratios for any leases to be entered into by Bayhood No. 9 Co. in future exceed the relevant percentage thresholds, the Company will comply with the announcement and/or shareholders' approval requirements under Chapter 14 of the Listing Rules.

業務回顧(續)

主體地塊開發業務情況更新(續)

根據適用會計準則，於相關租賃協議的付款條款的規限下，長期租賃被視為融資租賃，及本集團將長期租賃協議的總租金收入(按分期付款期間的市場利率貼現)確認為向承租人交付相關物業的空置佔有權的收益。根據相關租賃協議規定的付款條款，承租人承諾但尚未到期支付的任何總租金收入將入賬作為貿易應收款項，直至付款為止。若承租人違約，違約金將入賬作為貿易應收款項，直至付款為止，任何未支付的貿易應收款項將從本集團的財務狀況表終止確認。短期租賃協議被視為經營租賃，由將相關物業之空置佔有權交付予承租人時開始，本集團於相關租賃協議年期內按直線法確認總租金收入為收益。

為達到租賃目標，本集團的中國大陸營銷團隊將通過相比鄰近地區類似物業更具競爭力的定價政策及靈活的付款條件激勵感興趣的承租人，努力提高出租率。本集團亦設立與績效掛鉤的薪酬體系，以激勵其中國大陸營銷團隊，該團隊的成員為本集團的員工，負責此項目的租賃活動。通過其員工的努力，本集團有望在管理權的剩餘期限內從此項目的年度租金收入中持續受益。

若北湖九號公司未來訂立的任何租賃的適用比率超過相關百分比閾值，本公司將遵守上市規則第14章項下的公告及/或股東批准規定。

OPERATIONS REVIEW (Continued)

Investments in associates

Elite Prosperous is an investment holding company and the principal asset of which was the term loan of US\$10,000,000 (equivalent to HK\$78,410,000) advanced to an unlisted investment holding company. The principal subsidiaries of the unlisted investment holding company are engaged in (i) agency payment services, (ii) currency exchange services, and (iii) provision of online, mobile and cross-border payment services. Pursuant to the loan instrument, Elite Prosperous is entitled to convert the term loan into (i) such number of preferred shares in the capital of the unlisted investment holding company, or (ii) such number of preferred shares in the capital of one of the wholly-owned subsidiaries of the unlisted investment holding company, which is engaged in the provision of online, mobile and cross-border payment services. In May 2019, a subsidiary of the unlisted investment holding company was awarded a stored value facilities licence by Hong Kong Monetary Authority. In August 2021, Elite Prosperous entered into a debt conversion agreement with the unlisted investment holding company, pursuant to which the term loan was converted into 47,643 ordinary shares in the unlisted investment holding company for preparing an initial public offering of its shares in the United States. The ordinary shares represent 2.65% of the entire issued share capital of the unlisted investment holding company. At the end of the reporting period, Elite Prosperous measured its investment in the unlisted investment holding company at fair value. Based on a valuation report prepared by an independent professional valuer, the investment had a fair value of HK\$23,648,000 at 31 December 2021 and Elite Prosperous recognised a loss of HK\$2,078,000 arising on change in fair value of its investment in the unlisted investment holding company. During the year ended 31 December 2021, Elite Prosperous reported a loss of HK\$2,078,000, and the Group shared a loss of HK\$1,018,000 from Elite Prosperous.

業務回顧(續)

於聯營公司之投資

Elite Prosperous 為一間投資控股公司，及其主要資產為向一間非上市投資控股公司墊付 10,000,000 美元（相等於 78,410,000 港元）之定期貸款。該非上市投資控股公司之主要附屬公司從事 (i) 代理支付服務；(ii) 貨幣匯兌服務；及 (iii) 提供線上、移動及跨境支付服務。根據貸款文據，Elite Prosperous 有權將有關定期貸款轉換為 (i) 該非上市投資控股公司股本中該等數目之優先股，或 (ii) 該非上市投資控股公司之其中一間全資附屬公司（從事提供線上、移動及跨境支付服務）的股本中該等數目之優先股。於二零一九年五月，該非上市投資控股公司之一間附屬公司已獲香港金融管理局發出儲值支付工具牌照。於二零二一年八月，為籌備在美國進行首次公開招股，Elite Prosperous 與該非上市投資控股公司訂立債務轉換協議，據此該定期貸款轉換為該非上市投資控股公司之 47,643 股普通股。該等普通股佔該非上市投資控股公司全部已發行股本之 2.65%。於報告期末，Elite Prosperous 已按公平值計量其於該非上市投資控股公司之投資。按一名獨立專業估值師所編製之估值報告，該投資於二零二一年十二月三十一日之公平值為 23,648,000 港元，而 Elite Prosperous 已確認其於該非上市投資控股公司之投資公平值變動產生之虧損 2,078,000 港元。於截至二零二一年十二月三十一日止年度，Elite Prosperous 呈報虧損 2,078,000 港元，而本集團應佔 Elite Prosperous 虧損 1,018,000 港元。

OPERATIONS REVIEW (Continued)

Investments in associates (Continued)

China Healthwise is an investment holding company and its subsidiaries are principally engaged in sales of Chinese health products, money lending business, and investment in financial instruments. During the year ended 31 December 2021, the Group further acquired 7,050,000 shares in China Healthwise at a consideration of HK\$2,199,000 on the Exchange. Accordingly, the Group's shareholding interests in China Healthwise increased from 20.27% to 21.19%. The further acquisition of 7,050,000 shares in China Healthwise resulted in the gain on bargaining purchase of associate of HK\$926,000. During the year ended 31 December 2021, China Healthwise reported a loss of HK\$103,046,000 and the Group shared a loss of HK\$22,235,000 from China Healthwise. The deterioration in China Healthwise's results for the year ended 31 December 2021 was mainly due to (i) the absence of the previous year's segment profit of its own brand manufacturing toys business, which was disposed of in October 2020, and (ii) a substantial increase in impairment loss on loan receivables.

Global Mastermind is an investment holding company and its subsidiaries are principally engaged in the provision and operation of travel business, treasury management business, money lending business and provision of securities, finance advisory services, and asset management services. On 7 May 2021, Global Mastermind allotted and issued 84,507,042 new shares pursuant to the exercise of the conversion rights attached to the convertible bonds of HK\$60,000,000 by the bondholder, and the Group's shareholding interests in Global Mastermind was diluted from 29.77% to 24.85%. As a result, the Group recognised the loss on deemed disposal of associate of HK\$3,323,000. In May 2021, the Group disposed of 62,195,000 shares in Global Mastermind at the aggregate consideration of HK\$123,839,000 (net of transaction costs) on the Exchange. Upon completing the disposal, the Group held 64,730,000 shares in Global Mastermind, representing 12.67% of the issued share capital of Global Mastermind, and Global Mastermind ceased to be an associate of the Company. Accordingly, the Group recognised the gain on disposal of associate of HK\$146,321,000, and the 64,730,000 shares in Global Mastermind have been accounted for as financial assets at FVTPL for financial reporting purposes. During the period from 1 January 2021 to 24 May 2021 (being the date on which Global Mastermind ceased to be an associate of the Company), Global Mastermind reported a profit of HK\$20,960,000 and the Group shared a profit of HK\$6,241,000 from Global Mastermind.

業務回顧(續)

於聯營公司之投資(續)

中國智能健康為一間投資控股公司，其附屬公司主要從事銷售中藥保健品、放債業務及投資金融工具。於截至二零二一年十二月三十一日止年度，本集團以代價2,199,000港元於聯交所進一步收購中國智能健康之7,050,000股股份，因此，本集團於中國智能健康之股權由20.27%增加至21.19%。進一步收購中國智能健康之7,050,000股股份導致議價購買一間聯營公司之收益926,000港元。於截至二零二一年十二月三十一日止年度，中國智能健康呈報虧損103,046,000港元，而本集團應佔中國智能健康虧損22,235,000港元。截至二零二一年十二月三十一日止年度中國智能健康之業績轉遜乃主要由於(i)去年產生分部溢利之自有品牌製造玩具業務已於二零二零年十月出售，及(ii)應收貸款之減值虧損顯著增加所致。

環球大通為一間投資控股公司，其附屬公司主要從事提供及經營旅遊業務、財資管理業務、放債業務以及提供證券、財務顧問服務及資產管理服務。於二零二一年五月七日，環球大通根據債券持有人行使可換股債券60,000,000港元隨附之轉換權配發及發行84,507,042股新股份，而本集團於環球大通之股權由29.77%攤薄至24.85%。因此，本集團確認視作出售聯營公司虧損3,323,000港元。於二零二一年五月，本集團於聯交所出售62,195,000股環球大通股份，總代價為123,839,000港元(扣除交易成本)。完成出售事項後，本集團持有64,730,000股環球大通股份，相當於環球大通已發行股本之12.67%，而環球大通不再為本公司之聯營公司。因此，本集團確認出售聯營公司之收益146,321,000港元，以及就財務報告而言，64,730,000股環球大通股份已入賬作為按公平值計入損益表之金融資產。於二零二一年一月一日至二零二一年五月二十四日(即環球大通不再為本公司之聯營公司當日)期間，環球大通呈報溢利20,960,000港元，而本集團應佔環球大通溢利6,241,000港元。

OPERATIONS REVIEW (Continued)

Future Prospects

The directors believe that the key risk of 2022 is the impact of Russia sanctions on the global economy. It is expected that the effect of the sanctions will come in the form of higher commodities prices, such as oil, gas, base metals, and grains. Higher commodities prices will fuel global inflation in 2022 and possibly in 2023. In addition, the sanctions will create complex policy trade-offs and further complicate the policy landscape as the global economy recovers from the COVID-19 pandemic. As a result, the global outlook for 2022 remains uncertain, and the directors expect periods of volatility in 2022.

The directors expect the global outlook for 2022 remains uncertain. However, the directors recognise that an uncertain outlook can coincide with a good opportunity to invest. As such, the directors will cautiously monitor the equity market, adjust the Group's equity securities portfolio from time to time, and realise the equity securities held by the Group into cash as and when appropriate in 2022.

Given the challenges faced by the global economy, the directors will adopt a more cautious approach in screening customers and approving new loans in order to reduce the Group's credit risk and continue to monitor the performance of the Group's loan portfolio closely, especially in the repayment and financial condition of each customer. The directors expect that the interest income on loans generated from the Group's money lending business in 2022 will remain the same as in 2021.

Due to the spread of the highly transmissible Omicron variants in the fourth quarter of 2021 in Europe and the United States, the Group's sale of jewelry saw a decrease in sales orders from its major markets in the first quarter of 2022. As such, the directors expect the performance of the Group's sale of jewelry products business will slightly improve in 2022 as compared to 2021.

業務回顧(續)

未來前景

董事認為，二零二二年的關鍵風險是俄羅斯制裁對全球經濟的影響。預計制裁的影響將以石油、天然氣、基礎金屬及糧食等大宗商品價格上漲的形式出現。大宗商品價格上漲將在二零二二年以至二零二三年引發全球通脹。此外，隨著全球經濟從新型冠狀病毒中復甦，制裁將產生複雜的政策權衡，並使政策格局進一步複雜化。因此，二零二二年的全球前景仍然不明朗，董事預期二零二二年將持續波動。

董事預期二零二二年全球前景將仍然不明朗。然而，董事明白，前景不明朗的時候亦存在良好的投資機會。因此，董事將在二零二二年謹慎觀察股票市場，不時調整本集團的股本證券投資組合，並於適當時將本集團持有的股本證券變現。

鑑於全球經濟面臨的挑戰，董事在篩選客戶及審批新貸款時將採取更為謹慎的方法，以降低本集團的信貸風險，並繼續密切監察本集團貸款組合的表現，尤其是各個客戶的還款及和財務狀況。董事預期二零二二年本集團借貸業務產生的貸款利息收入將與二零二一年保持不變。

由於二零二一年第四季度高傳染性奧密克戎變體在歐洲及美國的傳播，本集團之珠寶銷售在二零二二年第一季度主要市場的銷售訂單有所減少。因此，董事預期本集團之珠寶產品銷售業務於二零二二年將較二零二一年略有改善。

OPERATIONS REVIEW (Continued)

Future Prospects (Continued)

As three blocks of three-storey residential serviced apartments will be complete and ready for the delivery of vacant possession in the third quarter of 2022, the directors expect the performance of the Group's property investment business will be improved in 2022. However, given that the development of the second and third phases of the Subject Land is already underway, the directors will put more effort and resources into the Group's property investment business to ensure the development of the second and third phases of the Subject Land completes as planned.

Due to the economic and market uncertainty, the directors remain cautious and watchful over the key risk for 2022 and its impact. Accordingly, the directors commit to leading the Group to weather the challenges and continue to monitor the business environment cautiously, and strengthen the Group's business foundation by focusing on its existing businesses.

EVENTS AFTER THE END OF THE REPORTING PERIOD

Subsequent to 31 December 2021, the fair value of the Group's financial assets at FVTPL decreased from HK\$255,954,000 at 31 December 2021 to HK\$217,998,000 at the date of the annual report.

ADDITIONAL INFORMATION ON AUDIT QUALIFICATIONS

Audit qualifications

The Company's independent auditors, HLB Hodgson Impey Cheng Limited (“**HLB**”), have expressed a qualified opinion on the Group's consolidated financial statements for the year ended 31 December 2021. Such qualified opinion is related to (a) share of results of associates and gain on disposal of associate, and (b) corresponding figures in relation to interests in associates. Details of such qualified opinion are disclosed in the paragraph headed “Basis for Qualified Opinion” in the Independent Auditors' Report on the consolidated financial statements of the Group for the year ended 31 December 2021.

Executive directors' view on the audit qualifications

- (a) Share of results of associates and gain on disposal of associate

The executive directors understand that this audit qualification was caused by the unavailability of accounting books and records of Safe2Travel Pte. Ltd. (“**Safe2Travel**”), the principal subsidiary of Harvest Well, after the disposal of Harvest Well International Limited (“**Harvest Well**” or “**HW**”), a then wholly-owned subsidiary of Global Mastermind, by Global Mastermind to a purchaser (the “**HW Purchaser**”) in August 2021.

業務回顧(續)

未來前景(續)

由於三座三層服務式公寓將於二零二二年第三季度完成並可交付空置佔有權，董事預計本集團之物業投資業務之表現將在二零二二年得到改善。然而，鑑於主體地塊第二及第三階段之建築工程已經展開，董事未來數年將投放更多心力及資源於本集團之物業投資業務，以確保主體地塊第二及第三階段之開發能按計劃完成。

考慮到經濟及市場方面的不確定因素，董事對二零二二年的關鍵風險及其影響保持謹慎及警惕。因此，董事致力於領導本集團應對挑戰，並將繼續審慎監察營商環境，通過專注於現有業務供股本集團之業務基礎。

報告期末後事項

於二零二一年十二月三十一日後，本集團按公平值計入損益表之金融資產之公平值由二零二一年十二月三十一日之255,954,000港元下降至本年報公佈日期之217,998,000港元。

有關審核保留意見之其他資料

審核保留意見

本公司之獨立核數師國衛會計師事務所有限公司(「國衛」)就本集團截至二零二一年十二月三十一日止年度之綜合財務報表保留意見。該保留意見乃有關(a)應佔聯營公司業績及出售聯營公司之收益，及(b)有關聯營公司權益之相應數字。有關該保留意見之詳情於本集團截至二零二一年十二月三十一日止年度之綜合財務報表內獨立核數師報告項下「保留意見之基準」一段披露。

執行董事對審核保留意見之意見

- (a) 應佔聯營公司業績及出售聯營公司之收益

據執行董事了解，是次審核保留意見乃因為環球大通於二零二一年八月向一名買家(「**HW買家**」)出售Harvest Well International Limited(「**Harvest Well**」或「**HW**」)(環球大通當時之全資附屬公司)後，無法獲得Safe2Travel Pte. Ltd.(「**Safe2Travel**」)(Harvest Well之主要附屬公司)之會計賬簿及記錄所導致。

ADDITIONAL INFORMATION ON AUDIT QUALIFICATIONS (Continued)

Executive directors' view on the audit qualifications (Continued)

- (a) Share of results of associates and gain on disposal of associate (Continued)

The executive directors have obtained an understanding from the directors of Global Mastermind that, after the disposal of Harvest Well, the accounting books and records of Safe2Travel were maintained at Safe2Travel's office in Singapore, and part of accounting books and records relating to Safe2Travel which were retained by the Global Mastermind Group that were made available to HLB were not sufficient for the purposes of its audit of the consolidated financial statements of the Global Mastermind Group. Global Mastermind had taken all reasonable steps and used its best endeavours to request the HW Purchaser to provide assistance in Global Mastermind's audit procedures, but it was given to understand that the HW Purchaser had failed to procure the co-operation of the directors of Safe2Travel in the provision of documents and access to information for the purposes of the audit of the Global Mastermind Group's consolidated financial statements despite repeated demands. As a result, HLB was unable to obtain sufficient appropriate audit evidence to satisfy itself as to whether (i) the financial performance of Safe2Travel included in the financial performance of the Global Mastermind Group for the period from 1 January 2021 to 24 May 2021, and (ii) the carrying amounts of assets and liabilities of Safe2Travel included in the assets and liabilities of the Global Mastermind Group as at 24 May 2021 were free from material misstatements. Any adjustments that might have been found necessary to the financial performance of Safe2Travel for the period from 1 January 2021 to 24 May 2021 and the carrying amount of assets and liabilities of Safe2Travel as at 24 May 2021 might have material effects on the financial performance and financial position of the Global Mastermind Group for the period from 1 January 2021 to 24 May 2021 and as at 24 May 2021 upon which the Group has based its recognition of its share of profit and other comprehensive expense of the Global Mastermind Group and the gain on disposal of associate included in its consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021. Consequently, HLB was unable to obtain sufficient appropriate audit evidence to satisfy itself that the Group's share of results of associates and share of other comprehensive expense of associates and the gain on disposal of associate presented in its consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021 and the related elements and disclosures thereof in the consolidated financial statements were free from material misstatements.

有關審核保留意見之其他資料(續)

執行董事對審核保留意見之意見(續)

- (a) 應佔聯營公司業績及出售聯營公司之收益(續)

執行董事已從環球大通董事取得了解，於出售Harvest Well後，Safe2Travel之會計賬簿及記錄存置於Safe2Travel之新加坡辦事處，環球大通集團所保留向國衛提供之有關Safe2Travel之部分會計賬簿及記錄，就其對環球大通集團綜合財務報表之審核而言並不足夠。環球大通已採取所有合理措施及盡最大努力要求HW買方為環球大通集團之審核程序提供協助，惟彼獲悉，儘管反覆提出要求，HW買方未能促使Safe2Travel之董事作出配合，以就審核環球大通集團之綜合財務報表提供相關文件及允許查看相關資料。因此，國衛未能取得充足合適之審核憑證，以讓其信納(i)計入環球大通集團於二零二一年一月一日至二零二一年五月二十四日期間財務表現之Safe2Travel財務表現；(ii)計入環球大通集團於二零二一年五月二十四日之資產及負債之Safe2Travel資產及負債賬面值是否並無重大錯誤陳述。倘發現需對Safe2Travel於二零二一年一月一日至二零二一年五月二十四日期間之財務表現以及Safe2Travel於二零二一年五月二十四日之資產及負債賬面值作出任何必要調整，則可能對環球大通集團於二零二一年一月一日至二零二一年五月二十四日期間及於二零二一年五月二十四日之財務表現及財務狀況造成重大影響，而本集團已據此確認其應佔環球大通集團之溢利及其他全面開支，以及於截至二零二一年十二月三十一日止年度之綜合損益及其他全面收益表中計入出售聯營公司之收益。因此，國衛未能取得充足合適之審核憑證，以讓其信納本集團於截至二零二一年十二月三十一日止年度之綜合損益及其他全面收益表呈列之應佔聯營公司業績、應佔聯營公司其他全面開支及出售聯營公司之收益及其於綜合財務報表之相關元素及披露是否並無重大錯誤陳述。

ADDITIONAL INFORMATION ON AUDIT QUALIFICATIONS (Continued)

Executive directors' view on the audit qualifications (Continued)

- (a) Share of results of associates and gain on disposal of associate (Continued)

Having discussed with HLB, the executive directors concurred with HLB regarding the basis for this audit qualification relating to the share of results of associates and the gain on disposal of associate for the reasons set out above.

Following the disposal of 62,195,000 shares in Global Mastermind in May 2021, Global Mastermind ceased to be an associate of the Company on 24 May 2021. This audit qualification only relates to the Group's share of results of associates and share of other comprehensive income of associates and the gain on disposal of associates presented in its consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021 and the related elements and disclosures thereof in the consolidated financial statements. Therefore, the executive directors are of the view that (i) this audit qualification should not have any impact on the Group's consolidated financial position as at 31 December 2021 and should not have any carried forward effect on the Group's consolidated financial statements for the year ending 31 December 2022, and (ii) any modified opinion in the forthcoming year should only relate to the comparability of 2021 figures in the consolidated financial statements for the year ending 31 December 2022.

有關審核保留意見之其他資料(續)

執行董事對審核保留意見之意見(續)

- (a) 應佔聯營公司業績及出售聯營公司之收益(續)

經與國衛討論後，基於上述原因，執行董事認同國衛有關應佔聯營公司業績及出售聯營公司之收益之審核保留意見之基準。

於二零二一年五月出售環球大通之62,195,000股股份後，環球大通於二零二一年五月二十四日不再為本公司之聯營公司。此審核保留意見僅與本集團於截至二零二一年十二月三十一日止年度之綜合損益及其他全面收益表呈列之應佔聯營公司業績、應佔聯營公司其他全面收益及出售聯營公司之收益及其於綜合財務報表之相關元素及披露有關。因此，執行董事認為(i)此審核保留意見對本集團於二零二一年十二月三十一日之綜合財務狀況並無任何影響，且對本集團截至二零二二年十二月三十一日止年度之綜合財務報表並無任何結轉影響，及(ii)來年之任何修改意見應僅與截至二零二二年十二月三十一日止年度之綜合財務報表中二零二一年數字之可比較性有關。

ADDITIONAL INFORMATION ON AUDIT QUALIFICATIONS (Continued)

Executive directors' view on the audit qualifications (Continued)

- (b) Corresponding figures in relation to interests in associates

The independent auditors' report on the consolidated financial statements of the Group for the year ended 31 December 2020 contained the qualified opinion on the scope limitation concerning the Group's share of net assets of the Global Mastermind Group as at 31 December 2020 included in the carrying amount of the Group's interests in associates, and the Group's share of loss and other comprehensive income of the Global Mastermind Group for the year ended 31 December 2020 included in the Group's share of results of associates in the consolidated financial statements for the year ended 31 December 2020 due to the inability to obtain sufficient appropriate audit evidence on the causes of the incidents (the "SA Incidents") involving the purported payments by Solution Apex Investments Limited, a then wholly-owned subsidiary of Global Mastermind, to other parties in the amount of HK\$47,534,000 in or around July 2020 (the "Purported Payments to Purported Three Parties") and the unauthorised cash withdrawals of HK\$11,231,000 in August 2020 (the "Purportedly Unauthorised Cash Withdrawals"), and commercial substance and nature of the Purported Payments to the Purported Three Parties and the Purportedly Unauthorised Cash Withdrawals. Any adjustments that might have been found necessary to the loss in respect of the SA Incidents of HK\$58,765,000 recognised in the consolidated profit or loss of the Global Mastermind Group for the year ended 31 December 2020 and the related elements in the consolidated financial statements of the Global Mastermind Group might have material effects on the financial performance of the Global Mastermind Group for the year ended 31 December 2020 and consequently, as the Group accounted for its interests in the Global Mastermind Group on an equity method of accounting basis, HLB was unable to obtain sufficient appropriate audit evidence to satisfy itself that the Group's share of loss and other comprehensive expense of the Global Mastermind Group for the year ended 31 December 2020 included in the Group's share of results of associates and the related elements and disclosures in the consolidated financial statements were free from material misstatements. Accordingly, the auditors' opinion on the Group's consolidated financial statements for the year ended 31 December 2021 is also modified because of the possible effects of the matters described above on the comparability of the current year's and the corresponding figures.

有關審核保留意見之其他資料(續)

執行董事對審核保留意見之意見(續)

- (b) 有關聯營公司權益之相應數字

本集團截至二零二零年十二月三十一日止年度之綜合財務報表內獨立核數師報告所載之審核保留意見與截至二零二零年十二月三十一日止年度之綜合財務報表中本集團於二零二零年十二月三十一日應佔環球大通集團之資產淨值(計入本集團於聯營公司之權益之賬面值)及本集團於截至二零二零年十二月三十一日止年度應佔環球大通集團之虧損及其他全面收益(計入本集團之應佔聯營公司業績)之範圍限制有關，原因是未能就涉及 Solution Apex Investments Limited (環球大通當時之全資附屬公司)於二零二零七月或前後向其他方支付金額 47,534,000 港元(「向聲稱三名人士聲稱付款」)及於二零二零年八月的未授權現金提取 11,231,000 港元(「聲稱未授權現金提取」)之事件(「SA 事件」)之原因以及向聲稱三名人士作出聲稱付款及聲稱未經授權現金提取之商業實質及性質取得充足合適之審核憑證。倘發現需對環球大通集團截至二零二零年十二月三十一日止年度之綜合損益表確認之 SA 事件之虧損 58,765,000 港元及環球大通集團綜合財務報表之相關元素作出任何必要調整，則可能對環球大通集團截至二零二零年十二月三十一日止年度之財務表現造成重大影響，因此，由於本集團按權益會計法將其於環球大通集團之權益入賬，國衛未能取得充足合適之審核憑證以令其信納本集團於截至二零二零年十二月三十一日止年度應佔環球大通集團之虧損及其他全面開支(計入本集團之應佔聯營公司業績)以及綜合財務報表之相關元素及披露並無重大錯誤陳述。由於上述事項可能影響本年度數字及相應數字的可比性，吾等有關貴集團截至二零二一年十二月三十一日止年度綜合財務報表之審核意見亦已修改。

ADDITIONAL INFORMATION ON AUDIT QUALIFICATIONS (Continued)

Executive directors' view on the audit qualifications (Continued)

- (b) Corresponding figures in relation to interests in associates (Continued)

Having discussed with HLB, the executive directors concurred with HLB regarding the basis for this audit qualification relating to the corresponding figures in relation to interests in associates for the reasons set out above.

Following the disposal of 62,195,000 shares in Global Mastermind in May 2021, Global Mastermind ceased to be an associate of the Company on 24 May 2021. Therefore, the executive directors are of the view that (i) the SA Incidents should not have any impact on the Group's consolidated financial position as at 31 December 2020 and should not have any carried forward effect on the Group's consolidated financial statements for the year ended 31 December 2021, and (ii) this audit qualification only relates to the comparability of the current year's and the corresponding figures of the Group's interests in associates in the consolidated financial statements for the year ended 31 December 2021.

Audit Committee's view on the audit qualifications

The Audit Committee reviewed the information provided by the Company in respect of the basis for the audit qualifications relating to (a) share of results of associates and gain on disposal of associate and (b) corresponding figures in relation to interests in associates. The Audit Committee discussed the audit qualifications with HLB at the meeting of the Audit Committee held on 28 March 2022 and concurred with HLB regarding the basis for the audit qualifications.

At the board meeting held on 29 March 2022, the Audit Committee reported to and discussed the audit qualifications with the board of directors. The Audit Committee concurred with the executive directors' views.

有關審核保留意見之其他資料(續)

執行董事對審核保留意見之意見(續)

- (b) 有關聯營公司權益之相應數字(續)

經與國衛討論後，基於上述原因，執行董事認同國衛在有關聯營公司權益之相應數方面字之審核保留意見之基準。

於二零二一年五月出售環球大通之62,195,000股股份後，環球大通於二零二一年五月二十四日不再為本公司之聯營公司。因此，執行董事認為(i)SA事件對本集團於二零二零年十二月三十一日之綜合財務狀況並無任何影響，且對本集團截至二零二一年十二月三十一日止年度之綜合財務報表並無任何結轉影響，及(ii)此審核保留意見應僅與截至二零二一年十二月三十一日止年度之綜合財務報表中本集團於聯營公司之權益之本年度及相應數字之可比較性有關。

審核委員會對審核保留意見之意見

審核委員會已審閱本公司就有關(a)應佔聯營公司業績及出售聯營公司之收益，及(b)有關聯營公司權益之相應數字之審核保留意見基準所提供的資料。審核委員會已於二零二二年三月二十八日舉行之審核委員會會議上與國衛討論審核保留意見，並同意國衛的審核保留意見之基準。

於二零二二年三月二十九日舉行之董事會會議上，審核委員會向董事會報告並與其討論審核保留意見。審核委員會同意執行董事之意見。

Management Discussion and Analysis

管理層討論及分析

PRINCIPAL RISKS AND UNCERTAINTIES

A summary of the principal risks and uncertainties which may impact the Group's financial conditions, results of operations or future performance and how the Group to mitigate these risks is set out below.

This summary should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties faced by the Group, but rather those risks which the Group currently believes may have a significant impact on the Group's performance and future prospects.

Principal risks 主要風險

Description 內容

Strategic risk 策略性風險

Strategic risk is the risk that medium and long-term profitability and/or reputation of the Group could be adversely impacted by the failure either to identify or implement the correct strategy, or to react appropriately to changes in the business environment.

策略性風險為因未能識別或實施正確策略或對營業環境變化作出適當反應而對本集團中期及長期盈利能力及／或聲譽造成不利影響之風險。

Economic risk 經濟風險

Economic risk is the risk of any downturn in economic conditions could impact the Group's performance through higher bad debts as a result of customers' inability to repay loans and lower asset values.

經濟風險為任何經濟環境之下行風險，或會因客戶無力償還貸款而導致壞賬增加及資產價值降低而影響本集團表現。

Credit risk 信貸風險

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

信貸風險為倘金融工具之客戶或交易對手於到期時未能履行其合約責任，本集團承受財務虧損之風險。

主要風險及不明朗因素

可能影響本集團之財務狀況、營運業績或未來表現之主要風險及不明朗因素概要及本集團如何緩解該等風險載於下文。

此概要不應被視作對本集團面臨之所有潛在風險及不明朗因素之完整詳盡陳述，惟本集團現時相信該等風險可能對本集團之表現及未來前景構成重大影響。

Mitigating actions 舒緩措施

- Extensive investment management experience of the Board.
董事會於投資管理之豐富經驗。
- Regularly review on strategy and performance of each business unit.
定期檢討各業務單位之策略及表現。
- Perform comprehensive due diligence on all potential acquisitions.
就所有潛在收購事項進行全面盡職審查。
- Regularly review forward looking indicators to identify economic conditions.
定期檢討前瞻性指標以識別經濟環境。
- Fully understand customers and carry out credit quality assessment on customers before granting loans.
於授出貸款前全面了解客戶並對客戶進行信貸質素評估。
- Regularly monitor loan receivables and assess for their recoverability.
定期監察應收貸款及評核其可回收程度。
- Limit credit risk exposure by granting loan to any single customer of not more than 8% of the consolidated total assets of the Group.
透過向任何單一客戶授出不多於本集團綜合資產總值8%之貸款以限制信貸風險。
- Make rental contracts with tenants with an appropriate credit history.
與擁有適當信貸往績之承租人訂立租約。

PRINCIPAL RISKS AND UNCERTAINTIES

(Continued)

主要風險及不明朗因素(續)

Principal risks 主要風險	Description 內容	Mitigating actions 舒緩措施
Liquidity risk 流動資金風險	Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. 流動資金風險為本集團未能履行其到期之財務責任之風險。	<ul style="list-style-type: none"> Regularly monitor liquidity and statement of financial position. 定期監察流動資金及財務狀況表。 Maintain appropriate liquidity to cover commitments. 保留適當流動資金兌現承諾。 Limit liquidity risk exposure by investing only in equity securities listed on stock exchanges. 透過僅投資於證券交易所上市證券限制流動資金風險。 Ensure acceptable and appropriate finance in place, or believed to be available before committing investment projects. 承擔投資項目前確保已有或將有可接受及適當資金。
Price risk 價格風險	Price risk is the risk that changes in equity prices will affect the Group's income and the value of its holdings of equities. 價格風險為將影響本集團收入及其所持股票價值之股價變動之風險。	<ul style="list-style-type: none"> Regularly monitor equity portfolio to address any portfolio issues promptly. 定期監察股票投資組合以即時處理任何投資組合問題。 Spread price risk exposure by investing a number of equities. 投資多隻股票以分散價格風險。
Exchange risk 匯兌風險	Exchange risk is the risk that changes in foreign exchange rates will affect the Group's income and the value of its holdings of assets. 匯兌風險為將影響本集團收入及其所持資產價值之外匯匯率變動之風險。	<ul style="list-style-type: none"> Closely monitor statement of financial position and cashflow exchange risk exposures and where considered appropriate use financial instruments, such as forward exchange contracts, foreign currency options and forward rate agreements, to hedge this exchange risk. 密切監察財務狀況表及現金流匯兌風險，並在其認為適用的情況下使用金融工具(如遠期外匯合約、外匯期權及遠期利率協議)對沖該匯兌風險。

Management Discussion and Analysis

管理層討論及分析

PRINCIPAL RISKS AND UNCERTAINTIES

(Continued)

主要風險及不明朗因素(續)

Principal risks 主要風險	Description 內容	Mitigating actions 舒緩措施
People risk 人事風險	<p>People risk is the risk of loss of the services of any directors, senior management and other key personnel which could have a material adverse effect on the Group's businesses.</p> <p>人事風險為任何董事、高級管理人員及其他主要人員終止服務可能對本集團業務造成重大不利影響之風險。</p>	<ul style="list-style-type: none">• Provide competitive reward and benefit packages that ensure our ability to attract and retain the employees the Group needs. 提供有競爭力之獎勵及福利待遇以確保本集團有能力吸引及挽留所需之人才。• Ensure that the staff of the Group has the right working environment to enable them to do the best job possible and maximise their satisfaction at work. 確保本集團之員工有合適之工作環境以令員工盡最大可能做好工作及令工作滿意度最大化。
Legal and regulatory risk 法律及監管風險	<p>Legal and regulatory risk is the risk that a breach of laws and regulations could lead to litigation, investigations or disputes, resulting in additional costs being incurred, civil and/or criminal proceedings and reputational damage.</p> <p>法律及監管風險為違反法律及法規可能引致訴訟、調查或糾紛、產生額外成本、民事及／或刑事程序及名聲損害之風險。</p>	<ul style="list-style-type: none">• Monitor changes and developments in the regulatory environment and ensure that sufficient resources being made available to implement any required changes. 監察規管環境之變動及發展並確保可用之資源足以實施任何規定之變動。• Seek legal or other specialist advice as appropriate. 適當時尋求法律或其他專業人士意見。

CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the “**Board**”) is committed to maintaining a high standard of corporate governance, in line with the principles of the code provisions of the Corporate Governance Code (the “**Code**”) as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Exchange**”).

In the opinion of the Board, the Company has complied with the Code throughout the year ended 31 December 2021, except for:

- (a) the roles of the Chairman and the Chief Executive Officer are not segregated and are exercised by the same individual; and
- (b) the non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation and re-election pursuant to the Company’s bye-laws.

The Board as a whole is responsible for performing the corporate governance duties. The Board periodically reviews and improves the corporate governance practices and standards of the Company with a view to continuously improve the Company’s corporate governance practices by assessing their effectiveness with evolving standards to meet changing circumstances and needs.

The Board has reviewed and monitored the Company’s corporate governance practices and standards on compliance with legal and regulatory requirements, the code of business conduct and ethics applicable to the directors and employees, and the training and continuous professional development of directors. The Board has also reviewed the Company’s compliance with the Code and disclosure in the corporate governance report.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 of the Listing Rules for securities transactions by the directors of the Company. Having made specific enquiry, all directors confirmed that they had complied with the required standard as set out in the Model Code throughout the year ended 31 December 2021.

企業管治常規

本公司董事會（「董事會」）致力維持良好之企業管治水平，符合香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治守則（「守則」）之守則條文之原則。

董事會認為，本公司於截至二零二一年十二月三十一日止整個年度內一直遵守守則，惟下述者除外：

- (a) 主席與行政總裁之角色沒有分開，並由同一人擔任；及
- (b) 本公司非執行董事之委任並無指定任期，惟須根據本公司之公司細則輪值退任及膺選連任。

全體董事會負責履行企業管治職責。董事會定期檢討及改善本公司之企業管治常規及標準，通過不斷演變以迎合不斷改變之情況及需要之守則，來評估其有效性，從而不斷改善本公司之企業管治常規。

董事會已檢討及監督本公司的企業管治常規及符合法律與監管要求之標準、適用於董事及僱員之商業操守及道德守則以及董事的培訓與持續專業發展。董事會亦已檢討本公司就遵守守則方面及企業管治報告之披露。

董事證券交易

本公司已就本公司董事進行證券交易採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。經作出具體查詢後，全體董事已確認，彼等於截至二零二一年十二月三十一日止年度內一直遵守標準守則所載之規定標準。

FINANCIAL REPORTING

The Board is responsible for presenting a balanced, clear, and understandable assessment of the Company's annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The directors acknowledge that it is their responsibilities for preparation of the consolidated financial statements of the Group and ensure that the consolidated financial statements are in accordance with statutory requirements and applicable financial reporting standards. The directors also ensure that the timely publication of the consolidated financial statements of the Group.

The directors confirm that, to the best of their knowledge, information, and belief, having made all reasonable enquires, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Company engaged HLB Hodgson Impey Cheng Limited as its auditors for the year ended 31 December 2021. The statement by HLB Hodgson Impey Cheng Limited regarding their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditors' Report on pages 127 to 143 of the annual report.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic direction and financial performance. The management, consisting of executive directors along with other executives, is delegated the authority and responsibility by the Board for the management of the Group. In addition, the Board has also delegated various responsibilities to four committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee, and the Finance Committee, to assist the Board in discharging its duties and to oversee particular aspects of the Group's activities.

財務報告

董事會負責對本公司年度及中期報告、內幕消息公佈，以及上市規則及其他監管規定之其他披露事項作出持平、清晰及易明之評估。

董事確認編製本集團綜合財務報表乃彼等之責任，並確保綜合財務報表遵守法定規定及適用財務報告準則。董事亦確保適時刊發本集團之綜合財務報表。

董事確認，經作出一切合理查詢後所深知、盡悉及確信，彼等並不知悉任何有關可能對本公司持續經營能力構成重大疑問之事件或情況等重大不確定因素。

本公司已委聘國衛會計師事務所有限公司為其截至二零二一年十二月三十一日止年度之核數師。國衛會計師事務所有限公司就彼對本集團綜合財務報表之申報責任載於年報第127至143頁之獨立核數師報告內。

董事會

董事會負責領導及控制本公司，並監督本集團之業務、策略性方向及財務表現。董事會已授予管理層（包括執行董事及其他行政人員）權力及責任管理本集團。此外，董事會亦將不同權力授予四個委員會（即審核委員會、薪酬委員會、提名委員會及財務委員會），以協助董事會履行其職責及監督本集團活動之特定範疇。

BOARD OF DIRECTORS (Continued)

Decisions on important matters are specifically reserved to the Board while decisions on the Group's general operations are delegated to the management. Important matters include those affecting the Group's strategic policies, major investment and funding decisions and major commitments relating to the Group's operations.

The day-to-day management of the Group is delegated to the management. This delegation of authority includes responsibility for developing and formulating business plans and budgets of the Group for the Board's approval, operating the Group's businesses within the parameters set by the Board, keeping the Board informed of material developments of the Group's businesses, identifying and managing operation and other risk and implementing the policies and processes approved by the Board.

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

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

Executive directors:

Mr. Lei Hong Wai
(Chairman and Chief Executive Officer)
Mr. Cheung Kwok Wai Elton
Mr. Chan Kin Wah Billy
Mr. Cheung Kwok Fan

Independent non-executive directors:

Mr. Wan Shing Chi
Mr. Ng Heung Yan
Mr. Wong Tak Chuen

Biographical information of the directors as at the date of this report are set out in the Biographical Details of Directors on pages 124 to 126 of the annual report.

董事會(續)

重要事宜之決策特別留待董事會作出，而本集團一般營運決策則由管理層作出。重要事宜包括對本集團之策略性政策、重大投資及融資決定，以及對其他有關本集團營運重大承擔構成影響之事宜。

管理層獲授權負責本集團之日常管理。該等授權包括負責發展及制定本集團之業務計劃及預算以供董事會批准、在董事會定下之範圍內經營本集團業務、向董事會提供本集團業務重大發展之最新資料、確定及管理營運及其他風險，並實行董事會批准之政策及程序。

董事會之組成反映其有效領導本公司及保持決策獨立性而具備適當所需均衡技巧及經驗。

年內及截至本報告日期，本公司董事如下：

執行董事：

李雄偉先生
(主席兼行政總裁)
張國偉先生
陳健華先生
張國勳先生

獨立非執行董事：

尹成志先生
吳向仁先生
黃德銓先生

於本報告日期之董事履歷資料載於年報第124至126頁之董事履歷詳情內。

BOARD OF DIRECTORS (Continued)

Save and except for (i) Mr. Cheung Kwok Wai Elton and Mr. Cheung Kwok Fan are brothers, and (ii) each of Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton beneficially owns 50% and 25% respectively in the issued share capital of Twin Success International Limited, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance, there is no relationship between the members of the Board.

The Company Secretary of the Company is responsible to keep minutes of all Board and committee meetings. Draft minutes are normally circulated to the directors for comment within a reasonable time after each meeting and the final version is open for directors' inspection.

The directors are able, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses. The Board shall resolve to provide separate appropriate independent professional advice to the directors to assist the relevant directors to discharge their duties.

The Company prepares a monthly update on the Group's performance and position to all directors to enable the Board as a whole and each director to discharge their duties and responsibilities.

During the year ended 31 December 2021, the Board at all times met the requirements set out in Rules 3.10(1) and (2), and 3.10A 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.

For a director to be considered independent, that director should not have any direct or indirect material interest in the Group. In determining the independence of directors, the Board follows the independence guidelines set out in the Listing Rules. The Company has received from each independent non-executive director an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules in respect of the year ended 31 December 2021. The Company considers all of the independent non-executive directors are independent.

董事會(續)

除(i)張國偉先生及張國勳先生為兄弟，及(ii)李雄偉先生及張國偉先生分別於本公司之主要股東(定義見證券及期貨條例第XV部)Twin Success International Limited之已發行股本實益擁有50%及25%權益外，各董事會成員概無關係。

本公司之公司秘書負責就所有董事會及委員會會議之會議記錄存檔。會議記錄草稿一般於各會議後一段合理時間內向董事傳閱以收集意見，最終版本將公開以供董事審閱。

董事可於提出合理要求後，在適當情況下尋求獨立專業意見，費用由本公司承擔。董事會將議決向董事提供個別適當之獨立專業意見，以協助相關董事履行其職務。

本公司就本集團之表現及狀況為全體董事編製每月最新資料，以讓董事會整體及各董事履行其職務及職責。

於截至二零二一年十二月三十一日止年度內，董事會一直遵守上市規則第3.10(1)及(2)條，以及第3.10A條所載有關委任最少三名獨立非執行董事(佔董事會人數不少於三分之一)而最少一名獨立非執行董事具備適當專業資格或會計或相關財務管理專長之規定。

董事不得於本集團擁有任何直接或間接重大權益，方被視為獨立。於釐定董事之獨立性時，董事會遵從上市規則載列之獨立性指引。本公司已收到各獨立非執行董事根據上市規則第3.13條所發出有關其於截至二零二一年十二月三十一日止年度之獨立性之年度確認書。本公司認為全體獨立非執行董事均具獨立性。

BOARD OF DIRECTORS (Continued)

The directors are fully insured under the directors' and officers' liability insurance policy for indemnification against costs, charges, losses, expenses, and liabilities that may be incurred by them in the execution and discharge of their duties.

The directors are committed to complying with code provision A.6.5 of the Code on directors' training. All directors have participated in continuous professional development and provided a record of training they received for the year ended 31 December 2021 to the Company.

A summary of training received by the directors during the year ended 31 December 2021 is as follows:

Executive directors:

Mr. Lei Hong Wai
Mr. Cheung Kwok Wai Elton
Mr. Chan Kin Wah Billy
Mr. Cheung Kwok Fan

執行董事：

李雄偉先生
張國偉先生
陳健華先生
張國勳先生

Independent non-executive directors: 獨立非執行董事：

Mr. Wan Shing Chi
Mr. Ng Heung Yan
Mr. Wong Tak Chuen

尹成志先生
吳向仁先生
黃德銓先生

Note 1:

- 1: Television programmes or webcasts
- 2: Courses, seminars or workshops
- 3: Reading

Note 2:

- A: Corporate governance and regulatory
B: Audit and assurance, and financial reporting

On 30 December 2021, the Chairman of the Board held a meeting with the independent non-executive directors, without the presence of the executive directors.

董事會(續)

董事乃受董事及高級人員之責任保險全面保障，以向董事們在執行及履行彼等之職務時而產生之成本、費用、損失、開支及責任作出賠償。

董事已承諾遵守守則之守則條文第A.6.5條之董事培訓守則。全體董事已參與持續專業發展，並向本公司提供彼等於截至二零二一年十二月三十一日止年度接受培訓之記錄。

於截至二零二一年十二月三十一日止年度內，董事接受培訓概要如下：

Type of training 培訓類型 (Note 1) (附註1)	Subject of training 培訓主題 (Note 2) (附註2)
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1 & 3	A
1 & 3	A
1, 2 & 3	A & B
1 & 3	A

1 & 3	A
1 & 3	A
1, 2 & 3	A & B

附註1：

- 1：電視節目或網絡廣播
- 2：課程、研討會或工作坊
- 3：閱讀

附註2：

- A：企業管治及監管
B：審計與鑒證及財務報告

於二零二一年十二月三十日，董事會主席與獨立非執行董事舉行會議，而執行董事並無出席。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 of the Code requires that the role of chairman and chief executive officer should be separate and should not be performed by the same individual. During the year, Mr. Lei Hong Wai has taken up the roles of the Chairman of the Board and the Chief Executive Officer of the Company. Mr. Lei possesses essential leadership skills and has extensive experience in corporate management and business development. The Board is of the view that currently vesting the roles of the Chairman and the Chief Executive Officer in the same person provides the Group with strong and consistent leadership and allows for more effective and efficient business planning and decisions as well as execution of long-term business strategies.

TERMS OF NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the Code requires that non-executive directors should be appointed for a specific term, subject to re-election. All non-executive directors of the Company are not appointed for a specific term, but are subject to retirement from office by rotation and re-election in accordance with the provisions of the Company's bye-laws. At each annual general meeting, one-third of the directors for the time being, (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every director shall be subject to retirement by rotation at least once every three years. As such, the Company considers that such provision is sufficient to meet the underlying objective of this code provision.

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy setting out the approach to achieve diversity on the Board. The Company considers diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

主席及行政總裁

守則之守則條文第A.2.1條規定，主席與行政總裁之角色應有區分，不應由同一人同時兼任。年內，李雄偉先生擔任本公司董事會主席及行政總裁。李先生具備重要領導技巧，並於企業管理及業務發展方面具有豐富經驗。董事會認為，目前由同一人擔任主席及行政總裁之角色可為本集團提供穩固及貫徹一致之領導，並使長遠業務策略之業務策劃、決策及執行更為有效。

非執行董事之任期

守則之守則條文第A.4.1條規定，非執行董事之委任應有指定任期，並須接受重選。本公司所有非執行董事並非按指定任期委任，惟須根據本公司之公司細則條文輪席告退及膺選連任。於每屆股東週年大會上，當時董事之三分之一（或倘人數並非三之倍數，則為最接近但不少於三分之一之數）須輪席告退，惟各董事須最少每三年輪席告退一次。因此，本公司認為該等條文足以符合此守則條文之相關目標。

董事會多元化政策

本公司已採納董事會多元化政策，當中載列達致董事會多元化之方法。本公司認為董事會成員多元化可透過考慮多方面後達致，包括但不限於性別、年齡、文化及教育背景、專業經驗、技巧、及知識。所有董事會委任均以用人唯才為原則，以客觀準則考慮人選，並已充分考慮董事會多元化之裨益。

BOARD DIVERSITY POLICY (Continued)

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

BOARD COMMITTEES

The Board has established four committees with clearly defined written terms of reference. The main roles and responsibilities of these committees, including all authorities delegated to them by the Board, as set out in the terms of reference, are published on websites of the Company and the Exchange. The independent views and recommendations of the four committees ensure proper control of the Group and the continual achievement of the high corporate governance standards expected of a listed company. The chairman of each committee reports the outcome of the committee's meetings to the Board for further discussions and approvals.

The majority of the members of each board committees are independent non-executive directors. The 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.

Remuneration Committee

The Remuneration Committee comprises two independent non-executive directors, namely Mr. Ng Heung Yan and Mr. Wan Shing Chi, and one executive director, namely Mr. Lei Hong Wai. Mr. Ng Heung Yan is the chairman of the Remuneration Committee.

The Remuneration Committee is mainly responsible for making recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy and ensuring that no director or any of his associates will involve in deciding his own remuneration. The Remuneration Committee makes recommendations to the Board on the remuneration packages, including benefits in kind, pension rights and compensation payments, of individual executive directors and senior management.

董事會多元化政策(續)

候選人將根據一系列多元化之範疇，包括但不限於性別、年齡、文化及教育背景、專業經驗、技巧及知識甄選。最終決定將在考慮獲選候選人選將為董事會帶來之好處及貢獻而作出。

董事委員會

董事會已成立四個委員會，並以書面具體列明其職權範圍。該等委員會之主要職責及責任（包括所有獲董事會授予之權力）載於職權範圍內，刊登於本公司及聯交所網站。四個委員會之獨立觀點及建議確保妥善控制本集團及持續達致預期上市公司應有之高企業管治水平。各委員會之主席向董事會報告委員會會議之結果，以供進一步討論及批准。

各董事委員會之大部分成員為獨立非執行董事。董事委員會提供充足資源以履行彼等之責任，並應合理要求，在適當情況下尋求獨立專業意見，費用由本公司承擔。

薪酬委員會

薪酬委員會由兩名獨立非執行董事吳向仁先生及尹成志先生，以及一名執行董事李雄偉先生組成。吳向仁先生為薪酬委員會主席。

薪酬委員會主要負責就本公司董事及高級管理人員之全體薪酬政策及架構及就設立正規而具透明度之程序制訂薪酬政策，向董事會提出建議，並確保任何董事或其任何聯繫人士不得參與決定其本身之薪酬。薪酬委員會就個別執行董事及高級管理人員之薪酬待遇，包括實物福利、退休金權利及賠償款項，向董事會提出建議。

BOARD COMMITTEES (Continued)

Remuneration Committee (Continued)

During the year ended 31 December 2021, the Remuneration Committee held one meeting to review and discuss the remuneration structure and packages of each executive directors and the discretionary bonuses of the executive directors for making recommendations to the Board for approval.

Nomination Committee

The Nomination Committee comprises one executive director, namely Mr. Lei Hong Wai, and two independent non-executive directors, namely Mr. Wan Shing Chi and Mr. Ng Heung Yan. Mr. Lei Hong Wai is the chairman of the Nomination Committee.

The Nomination Committee is mainly responsible for reviewing the structure, size, and composition (including the skills, knowledge, and experience) of the Board, identifying potential directors and making recommendations to the Board on the appointment or re-appointment of directors.

The Nomination Committee leads the process and makes recommendations for appointments to the Board, whether as additional appointment or to fill up the casual vacancy of directorship as and when they arise, in light of challenges and opportunities facing the Company, as well as business development and requirements of the Company.

The Company has adopted a nomination policy aiming to ensure the Board has a balance of skills, experience, knowledge, and diversity of perspectives appropriate to the requirements of the Company's business. The Nomination Committee will evaluate, select, and recommend candidate(s) for directorships to the Board by giving due consideration to selection criteria including but not limited to:

- (a) diversity in aspects including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge and length of service;
- (b) commitment for responsibilities of the Board in respect of available time and relevant interest;
- (c) qualifications, including accomplishment and experience in the relevant industries the Company's business is involved in;

董事委員會 (續)

薪酬委員會 (續)

於截至二零二一年十二月三十一日止年度內，薪酬委員會就檢討及討論每位執行董事之薪酬架構及待遇及執行董事之酌情花紅，已舉行一次會議，並向董事會提出建議以供審批。

提名委員會

提名委員會由一名執行董事李雄偉先生，以及兩名獨立非執行董事尹成志先生及吳向仁先生組成。李雄偉先生為提名委員會主席。

提名委員會主要負責檢討董事會之架構、規模及組成(包括技能、知識及經驗)，物色潛在董事及就委任或重新委任董事向董事會提出建議。

提名委員會於需要額外委任董事或填補董事空缺時，會因應本公司面對之挑戰及機遇，以及在配合本公司之業務發展及需要下，作出領導及就委任向董事會提出建議。

本公司已採納提名政策，旨在確保董事會根據本公司業務要求而具備適當所需技巧、經驗、知識及多樣的觀點。提名委員會審慎考慮(包括但不限於)下列甄選準則後，將評估、甄選及就董事候選人向董事會提出建議：

- (a) 各方面的多樣性，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期；
- (b) 履行董事會職責的可投入時間及相關的利益；
- (c) 資格，包括涉及本公司業務的相關行業的成就和經驗；

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

- (d) independence;
- (e) reputation for integrity;
- (f) potential contributions that the individual(s) can bring to the Board; and
- (g) plan(s) in place for the orderly succession of the Board.

The Nomination Committee will evaluate and recommend retiring director(s) to the Board for re-appointment by giving due consideration to the selection criteria including but not limited to:

- (a) the overall contribution and service of the retiring director(s) to the Company, including but not limited to the attendance of the meetings of the Board and/or its committees and general meetings where applicable, in addition to the level of participation and performance on the Board and/or its committees; and
- (b) whether the retiring director(s) continue(s) to satisfy the selection criteria.

The Nomination Committee will evaluate and recommend candidate(s) for the position(s) of the independent non-executive directors of the Company by giving due consideration to the factors including but not limited to those set out in Rules 3.10(2) and 3.13 of the Listing Rules in addition to the selection criteria.

The Nomination Committee will recommend to the Board for the appointment of a director in accordance with the following procedures and process:

- (a) the Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) the Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing directors, advertising, recommendations from a third party agency firm and proposals from shareholders of the Company with due consideration given to the selection criteria;

董事委員會 (續)

提名委員會 (續)

- (d) 獨立性；
- (e) 誠信聲譽；
- (f) 個人可以向董事會帶來的潛在貢獻；及
- (g) 為董事會有序繼任而制訂的計劃。

提名委員會經審慎考慮(包括但不限於)下列甄選準則後，將評估及就重新委任退任董事向董事會提出建議：

- (a) 退任董事對本公司之整體貢獻及服務(包括但不限於)出席董事會及／或其轄下委員會之會議及股東大會(倘適用)，以及在董事會及／或其轄下委員會之參與程度及表現；及
- (b) 退任董事是否繼續符合甄選準則。

提名委員會經審慎考慮各項因素(包括但不限於上市規則第3.10(2)及3.13條所述者)後，將評估及就本公司獨立非執行董事候選人提出建議。

提名委員會將根據以下程序及流程向董事會建議任命董事：

- (a) 提名委員會將適當考慮董事會目前的組成和規模，首先制定一份理想的技能、觀點及經驗清單，以集中物色重點；
- (b) 提名委員會於物色或甄選合適候選人時可諮詢其認為適當的任何來源，例如現有董事的推薦、廣告、第三方代理公司的推薦及本公司股東的建議，並適當考慮甄選準則；

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

- (c) the Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- (d) upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (e) the Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of remuneration package of such selected candidate;
- (f) the Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a non-executive director is considered, the Remuneration Committee will make the recommendation to the Board on the proposed remuneration package;
- (g) the Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
- (h) all appointment of directors will be confirmed by the filing of the consent to act as director of the relevant director (or any other similar filings requiring the relevant director to acknowledge or accept the appointment as director, as the case may be) to be filed with the relevant Companies Registry.

During the year ended 31 December 2021, the Nomination Committee held two meetings to review the structure, size and composition of the Board and evaluate and recommend the retiring directors to the Board for re-appointment at the annual general meeting in 2021.

董事委員會 (續)

提名委員會 (續)

- (c) 提名委員會可採用其認為適當的任何程序評估候選人的合適性，例如面試、背景調查、演講及第三方背景調查；
- (d) 在考慮適合擔任董事職位的候選人後，提名委員會將舉行會議及／或以書面決議案方式以酌情批准向董事會提交委任建議；
- (e) 提名委員會將向薪酬委員會提供所選候選人的相關資料，以供考慮該候選人的薪酬待遇；
- (f) 其後，提名委員會將就建議委任向董事會提出建議，而於考慮非執行董事時，薪酬委員會將就建議薪酬待遇向董事會提出建議；
- (g) 董事會可安排選定的候選人由不屬提名委員會成員的董事會成員進行面試，此後，董事會將根據具體情況審議並決定任命；及
- (h) 所有董事的任命，將通過提交相關董事表示同意擔任董事的文件（或要求相關董事確認或接受任命為董事的任何其他類似文件，視具體情況而定）予公司註冊處作存檔予以確認。

於截至二零二一年十二月三十一日止年度內，提名委員會已舉行兩次會議就檢討董事會之架構、規模及組成，及評估及向董事會建議於二零二一年之股東週年大會上重新委任退任董事。

BOARD COMMITTEES (Continued)

Finance Committee

The Finance Committee comprises one executive director, namely Mr. Chan Kin Wah Billy, and one independent non-executive director, namely Mr. Wong Tak Chuen. Mr. Chan Kin Wah Billy is the chairman of the Finance Committee.

The Finance Committee is mainly responsible for reviewing and approving banking facilities and financial instruments to be granted or issued by the Company for the Group's needs and the provision of corporate guarantees by the Company for its subsidiaries and associates.

During the year ended 31 December 2021, no Finance Committee meeting was held.

Audit Committee

The Audit Committee comprises three independent non-executive directors, namely Mr. Wong Tak Chuen, Mr. Wan Shing Chi and Mr. Ng Heung Yan. Mr. Wong Tak Chuen is the chairman of the Audit Committee.

The main responsibilities of the Audit Committee are to monitor the financial reporting process of the Company and to review the Company's financial control, and risk management and internal control systems. It also governs the engagement of external auditors and their performance. The Audit Committee meets regularly with at least three meetings annually. It also has separate meeting with the Company's external auditors at least once a year with the absence of the management to discuss any issues arising from the audit and any other matters the external auditors may wish to raise.

董事委員會 (續)

財務委員會

財務委員會由一名執行董事陳健華先生，以及一名獨立非執行董事黃德銓先生組成。陳健華先生為財務委員會主席。

財務委員會主要負責檢討及審批本公司就本集團需要將授出或發行之銀行融資及金融工具，以及本公司為其附屬公司及聯營公司提供之公司擔保。

於截至二零二一年十二月三十一日止年度內，財務委員會並無舉行會議。

審核委員會

審核委員會由三名獨立非執行董事黃德銓先生、尹成志先生及吳向仁先生組成。黃德銓先生為審核委員會主席。

審核委員會之主要責任為監察本公司之財務報告程序，以及檢討本公司之財務監控、風險管理及內部監控系統。審核委員會亦管理外聘核數師之委聘及其表現。審核委員會每年定期會面最少三次。審核委員會亦會在管理層缺席之情況下，每年與本公司之外聘核數師會面最少一次，以討論任何因審核工作產生的事宜及核數師想提出的其他事項。

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

During the year ended 31 December 2021, the Audit Committee reviewed and discussed with the external auditors the audit plan and key audit matters of the Group for the year ended 31 December 2020. The Audit Committee reviewed with the external auditors the audited consolidated financial statements of the Group for the year ended 31 December 2020, the annual report for 2020, the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2021, and the interim report for 2021 before their submission to the Board for approval. It also reviewed the review report on risk management and internal control systems of the Group prepared by and discussed the findings on the review report with Infinity Concept Ripple Limited, an independent firm of professional accountants appointed by the Board to carry out an annual independent review. The Audit Committee also discussed the Group's risk management and internal control systems with the executive directors to ensure the executive directors had performed their duties to have effective systems properly in place. The Audit Committee also discussed the accounting policies and practices that might affect the Group and financial reporting matters with the management and external auditors.

At the meeting held on 28 March 2022, the Audit Committee concluded that it was satisfied with its review of the audit fee, process and effectiveness, independence, and objectivity of HLB Hodgson Impey Cheng Limited. The Audit Committee has therefore recommended to the Board that HLB Hodgson Impey Cheng Limited be re-appointed as the Company's auditors at the annual general meeting in 2022.

During the year ended 31 December 2021, the Audit Committee held three meetings.

董事委員會 (續)

審核委員會 (續)

於截至二零二一年十二月三十一日止年度內，審核委員會已與外聘核數師審閱及討論本集團截至二零二零年十二月三十一日止年度之審核計劃及關鍵審核事項。審核委員會已於呈交董事會以取得批准前，與外聘核數師審閱本集團截至二零二零年十二月三十一日止年度之經審核綜合財務報表、二零二零年年報、本集團截至二零二一年六月三十日止六個月之未經審核簡明綜合財務報表及二零二一年中期報告。審核委員會亦審閱由集思廣益有限公司（一間獲董事會委任以進行年度獨立審查之專業獨立會計師行）編製之本集團風險管理及內部監控系統之審查報告，並討論該審查報告之發現。審核委員會亦與本集團執行董事討論風險管理及內部控制系統，以確保執行董事履行職責以至有效之系統正常運作。審核委員會亦與管理層及外聘核數師討論可能影響本集團及財務報告事宜之會計政策及常規。

於二零二二年三月二十八日舉行之會議上，審核委員會確認信納對國衛會計師事務所有限公司之核數費用、程序及有效性、獨立性及客觀性進行之檢討。審核委員會因此向董事會建議於二零二二年股東週年大會上重新委任國衛會計師事務所有限公司為本公司之核數師。

於截至二零二一年十二月三十一日止年度內，審核委員會已舉行三次會議。

ATTENDANCE RECORDS AT MEETINGS

The attendance records of each director at the various meetings of the Company during the year ended 31 December 2021 are set out as below:

		Annual general meeting 股東週年大會	Special general meeting 股東特別大會	Meetings Attended/Held 已出席/已舉行會議					Independent Board Committee 獨立董事委員會
				Board 董事會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Audit Committee 審核委員會	Finance Committee 財務委員會	
Number of meetings	會議次數	1	3	29	1	2	3	0	1
Executive directors:	執行董事：								
Mr. Lei Hong Wai	李雄偉先生	1/1	3/3	29/29	1/1	2/2	N/A 不適用	N/A 不適用	1/1
Mr. Cheung Kwok Wai Elton	張國偉先生	1/1	3/3	29/29	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Chan Kin Wah Billy	陳健華先生	1/1	3/3	29/29	N/A 不適用	N/A 不適用	N/A 不適用	0/0	1/1
Mr. Cheung Kwok Fan	張國勳先生	1/1	3/3	29/29	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent non-executive directors:	獨立非執行董事：								
Mr. Wan Shing Chi	尹成志先生	1/1	3/3	29/29	1/1	2/2	3/3	N/A 不適用	1/1
Mr. Ng Heung Yan	吳向仁先生	1/1	3/3	29/29	1/1	2/2	3/3	N/A 不適用	1/1
Mr. Wong Tak Chuen	黃德銓先生	1/1	3/3	29/29	N/A 不適用	N/A 不適用	3/3	0/0	1/1

COMPANY SECRETARY

Mr. Chan Kin Wah Billy has been the Company Secretary of the Company since January 2005. He is also an executive director of the Company. The biographical information of Mr. Chan are set out in the Biographical Details of Directors on page 125 of the annual report. During the year, Mr. Chan undertook not less than 15 hours of relevant professional training.

INDEPENDENT AUDITORS' REMUNERATION

During the year, the Company engaged HLB Hodgson Impey Cheng Limited to perform audit services and non-audit services and incurred audit services fees of HK\$818,000 and non-audit services fees of HK\$837,000. The non-audit services consist of taxation services, reporting accountant services in relation to notifiable transactions and reviewing the Group's interim financial statements for the six months ended 30 June 2021. The Company also engaged an audit firm to perform audit services for certain subsidiaries established in Mainland China and incurred audit services fees of HK\$11,000. The non-audit services consist of taxation and annual inspection services.

會議出席紀錄

於截至二零二一年十二月三十一日止年度內，各董事於本公司多個會議之出席紀錄載列如下：

		Meetings Attended/Held 已出席/已舉行會議					Independent Board Committee 獨立董事委員會
		Board 董事會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Audit Committee 審核委員會	Finance Committee 財務委員會	
Number of meetings	會議次數	29	1	2	3	0	1
Executive directors:	執行董事：						
Mr. Lei Hong Wai	李雄偉先生	29/29	1/1	2/2	N/A 不適用	N/A 不適用	1/1
Mr. Cheung Kwok Wai Elton	張國偉先生	29/29	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Chan Kin Wah Billy	陳健華先生	29/29	N/A 不適用	N/A 不適用	N/A 不適用	0/0	1/1
Mr. Cheung Kwok Fan	張國勳先生	29/29	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent non-executive directors:	獨立非執行董事：						
Mr. Wan Shing Chi	尹成志先生	29/29	1/1	2/2	3/3	N/A 不適用	1/1
Mr. Ng Heung Yan	吳向仁先生	29/29	1/1	2/2	3/3	N/A 不適用	1/1
Mr. Wong Tak Chuen	黃德銓先生	29/29	N/A 不適用	N/A 不適用	3/3	0/0	1/1

公司秘書

陳健華先生自二零零五年一月起出任本公司之公司秘書，彼亦為本公司之執行董事。陳先生之履歷資料載於年報第125頁之董事履歷詳情內。年內，陳先生參加不少於15小時之相關專業培訓。

獨立核數師酬金

年內，本公司委聘國衛會計師事務所有限公司進行核數服務以及非核數服務，並產生核數服務費818,000港元及非核數服務費837,000港元。非核數服務包括稅務服務、須予公佈交易相關之申報會計師服務及審閱本集團截至二零二一年六月三十日止六個月之中期財務報表。本公司亦曾聘請一間核數師行，為於中國內地成立之若干附屬公司進行核數服務，並產生核數服務費11,000港元。非核數服務費包括稅務及年度審閱服務。

RISK MANAGEMENT AND INTERNAL CONTROL

As with all businesses, the Group is exposed to risks and uncertainties in pursuit of its strategic and business objectives. The Board acknowledges that it has overall responsibility for the Group's risk management and internal control systems and for reviewing their effectiveness.

However, due to inherent limitations of any system of risk management and internal control, it should be noted that the risk management and internal control systems of the Group are designed to manage rather than eliminate the risk of failure to achieve its strategic and business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

In view of each business units being actively managed by the executive directors, all the executive directors are responsible for monitoring that appropriate process and controls are in place to manage risks effectively and efficiently, so that the strategic and business objectives of the Group can be met. Principal risks are identified by assessing the possible effects on the Group's reputation, stakeholders, earnings, capital and liquidity, and the future sustainability of the Group's businesses. They are closely monitored and overseen by the executive directors on a regular basis. Risk information is communicated to employees, who have a responsibility to co-operate with the executive directors' initiatives and to carry out their duties avoiding excessive risk.

The Group's risk management and internal control systems include the following:

- (a) A code of business conduct and ethics that requires all directors and employees of the Group to maintain the basic standards of ethical and legal behavior in conducting business.
- (b) A risk management process which enables identification and assessment of risks that could impact on the achievement of agreed strategic and business objectives, and ensures that appropriate mitigating measures and controls are put in place.
- (c) Clearly defined organisational structure, with defined authority limits and reporting mechanisms to the Board.
- (d) A comprehensive set of policies and procedures relating to operational and financial controls, including capital expenditure.

風險管理及內部監控

誠如所有業務般，本集團於實現其策略及業務目標時面臨風險及不確定因素。董事會確認，其對本集團之風險管理及內部監控系統以及檢討其有效性承擔全部責任。

然而，由於任何風險管理及內部監控系統均有固有限制，務須注意本集團之風險管理及內部監控系統旨在管理而並非消除導致未能實現其策略及業務目標之風險，並僅提供合理及並非絕對保證防止重大錯誤或損失。

鑑於各業務單位由執行董事積極地管理，所有執行董事負責監察適當流程及監控措施，以有效地及有效率地管理風險，從而達致本集團策略及業務目標。主要風險乃透過評估可能對本集團之聲譽、持份者、收益、資本及資金流動性，以及本集團業務未來可持續性之影響予以識別，並由執行董事定期密切監察及監督。風險資料應傳達予僱員，僱員有責任配合執行董事所提倡之建議，並執行其職責以避免過高風險。

本集團之風險管理及內部監控系統包括以下各項：

- (a) 商業操守及道德守則規定本集團所有董事及僱員於進行業務時維持基本標準道德及法律行為。
- (b) 風險管理程序能夠識別及評估可能影響實現已協定之策略及業務目標之風險，並確保採取合適緩和及監控措施。
- (c) 清楚定義組織架構，包括明確界定權限及向董事會報告之機制。
- (d) 一套有關營運與財務監控(包括資本開支)之完善政策及程序。

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

- (e) A comprehensive system of financial reporting.
- (f) An annual review of the adequacy and effectiveness of the Group's risk management and internal control systems.

As the Company does not have an internal audit function, the Audit Committee engaged Infinity Concept Ripple Limited to carry out the annual independent review on the adequacy and the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2021. The annual independent review covered all material controls, including financial, operational and compliance controls, and risk management functions of the Group. The review report from Infinity Concept Ripple Limited was presented to and reviewed by the Audit Committee and the Board. No material internal control defects were found. Accordingly, the Board, in conjunction with the Audit Committee, considers that the Group's risk management and internal control systems were adequate and effective.

The Board reviewed the need for internal audit function, but has decided that because of the size of the Group it cannot be justified at present. The Board will review this decision annually.

The Board also reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting functions.

The Company has adopted the Policy and Procedures on Disclosure of Inside Information which contains the guidelines to the directors and all the relevant employees of the Group to ensure that the inside information of the Company is to be disseminated to the public in an equal and timely manner in accordance with applicable laws and regulations.

風險管理及內部監控(續)

- (e) 一套完善財務報告系統。
- (f) 對本集團風險管理及內部監控系統之充足性及有效性作出之年度審查。

由於本公司並無內部審核職能，審核委員會委聘集思廣益有限公司對本集團截至二零二一年十二月三十一日止年度之風險管理及內部監控系統之充足性及有效性進行獨立年度審查。獨立年度審查涵蓋本集團所有重大監控，包括財務、營運及合規監控，以及風險管理職能。集思廣益有限公司之審查報告已提交予審核委員會及董事會審閱，並無發現重大內部監控缺陷。因此，董事會及審核委員會聯合認為本集團之風險管理及內部監控系統屬充分及有效。

董事會審查內部審核職能之必要性，但已決定由於本集團之規模，目前未能合理化。董事會將按年檢討該決定。

董事會亦審查本集團會計及財務報告職能之資源、員工資格及經驗、培訓計劃及預算之充分性。

本公司已採納內幕消息披露政策及程序，其中載有給予本集團董事及所有相關僱員之指引，以確保本公司之內幕消息能以公平與及時之方式向公眾傳播，並遵守適用之法律與法規。

COMMUNICATION WITH SHAREHOLDERS

The Company reports to its shareholders twice a year. Interim and annual results are announced to keep shareholders informed of the Group's performance and operations. The general meetings of the Company provide an opportunity for direct communication between the shareholders and the Board. Shareholders are welcomed to raise any query in relation to the Group's businesses at the general meetings. The Chairman of the Board as well as chairmen of the Audit Committee, the Remuneration Committee, the Nomination Committee, and the Finance Committee, or in their absence, other members of the respective committees, and where applicable, the independent Board Committee, are available to answer questions at the general meetings. Our corporate website which contains corporate information, interim and annual reports, announcements, and circulars issued by the Company, enables the Company's shareholders to access information on the Group on a timely basis.

SHAREHOLDERS' RIGHTS

Shareholders holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda (as amended).

Any number of shareholders representing not less than one-twentieth of the total voting rights of all the shareholders of the Company or not less than 100 shareholders can put forward any proposed resolution or the business to be dealt with at general meetings of the Company. The requisition in writing must be signed by the relevant shareholder(s) and deposited together with a sum reasonably sufficient to meet the Company's relevant expenses at the registered office of the Company not less than six weeks before the general meeting in case of a requisition requiring notice of a resolution, and not less than one week before the general meeting in case of any other requisition.

與股東之溝通

本公司每年向其股東報告兩次。公佈中期及年度業績以便股東得悉本集團表現及營運之資料。本公司股東大會提供一個股東與董事會直接溝通之機會。於股東大會上，歡迎股東就本集團之業務提出任何疑問。董事會主席，以及審核委員會、薪酬委員會、提名委員會及財務委員會之主席或(在彼等缺席之情況下)各委員會之其他成員及獨立董事委員會(如適用)將於股東大會上解答提問。本公司網站載有本公司刊發之公司資料、中期報告及年報、公佈及通函，使本公司股東可及時獲得本集團資料。

股東權利

持有附帶權利於本公司股東大會上投票之本公司已繳股本不少於十分之一之股東，任何時間均有權向董事會或本公司之公司秘書提出書面呈請，要求董事會召開股東特別大會，以處理該呈請中訂明之任何事項，而該大會須於該呈請送達後兩個月內舉行。倘董事會於該呈請送達後21日內未能召開有關大會，呈請者可根據百慕達一九八一年公司法(經修訂)第74(3)條之條文自行召開會議。

代表不少於所有本公司股東總投票權二十分之一之股東，或不少於100名股東之任何數目之股東，可提呈任何將於本公司股東大會上處理之決議案或事項。該書面呈請須經相關股東簽署，並須在不少於股東大會舉行前六星期(如屬要求決議案通知之呈請)或少於股東大會舉行前一星期(如屬任何其他呈請)連同足以彌補本公司相關開支之合理款額遞交至本公司之註冊辦事處。

SHAREHOLDERS' RIGHTS (Continued)

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

Unit 1211, Shun Tak Centre, West Tower
168-200 Connaught Road Central
Hong Kong
Telephone: (852) 2268 8236
Fax: (852) 2369 0981
Email: billy@eternityinv.com.hk

Shareholders may also make enquiries with the Board at the general meetings of the Company.

DIVIDEND POLICY

Under the dividend policy adopted on 31 December 2018, the Company does not have any pre-determined dividend payout ratio. The declaration, payment, and amount of dividends are subject to the Board's discretion having regard to the following factors:

- (a) the earnings, financial conditions, capital requirements and future plans of the Group;
- (b) the shareholders' interests of the Company;
- (c) the economic outlook;
- (d) the contractual restrictions on the payment of dividends by the Company to its shareholders;
- (e) the statutory and regulatory restrictions on the payment of dividends by the Company; and
- (f) any other factors the Board may consider relevant.

CONSTITUTIONAL DOCUMENTS

There was no change to the Company's bye-laws during the year. The Company's bye-laws is available on the websites of the Company and the Exchange.

This report was approved by the Board on 29 March 2022 and signed on its behalf by:

Lei Hong Wai
Chairman

股東權利(續)

股東可隨時將其查詢及關注以書面形式送交公司秘書，以向董事會提出，公司秘書之通訊詳情如下：

香港
干諾道中168-200號
信德中心西座1211室
電話：(852) 2268 8236
傳真：(852) 2369 0981
電郵：billy@eternityinv.com.hk

股東亦可於本公司股東大會上向董事會作出查詢。

股息政策

根據於二零一八年十二月三十一日採納之股息政策，本公司並無任何預先釐定之派息比率。宣派、派付及股息之數額均由董事會酌情決定並考慮以下因素：

- (a) 本集團之盈利、財務狀況、資本要求及未來計劃；
- (b) 本公司股東之利益；
- (c) 經濟前景；
- (d) 本公司向其股東派付股息之合約規限；
- (e) 本公司派付股息之法定及監管規限；及
- (f) 董事會可能認為有關之任何其他因素。

憲章文件

年內，本公司之公司細則概無變動。本公司之公司細則登載於本公司及聯交所之網站。

本報告於二零二二年三月二十九日獲董事會批准，並由以下人士代表簽署：

主席
李雄偉

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

The Company is pleased to present this Environmental, Social and Governance Report for the year ended 31 December 2021 to provide an overview of the Group's management of significant issues affecting the operations, including environmental, social and governance issues. This report is prepared by the Group with the professional assistance of APAC Compliance Consultancy and Internal Control Services Limited.

PREPARATION BASIS AND SCOPE

This report is prepared in accordance with Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) – “Environmental, Social and Governance Reporting Guide” and has complied with the “comply or explain” provision in the Listing Rules.

This report summarises the performance of the Group in respect of corporate environmental and social responsibility, covering its operations which are considered as material by the Group – (i) leasing of rental properties in Hong Kong and Mainland China; (ii) sale of financial assets business in Hong Kong; (iii) money lending business in Hong Kong; and (iv) design and sale of jewelry products business in Hong Kong. With the aim to optimise and improve the disclosure requirements in this report, the Group has taken initiative to formulate policies, record relevant data, implement and monitor measures.

REPORTING PERIOD

This report demonstrates the Group's sustainability initiatives during the reporting period from 1 January 2021 to 31 December 2021.

CONTACT INFORMATION

The Group welcomes your feedback on this report for its sustainability initiatives. Please give your suggestions or share your views with the Group via the Group's email at billy@eternityinv.com.hk.

關於本報告

本公司欣然提呈本截至二零二一年十二月三十一日止年度之環境、社會及管治報告，以概述影響本集團營運的重大管理事宜，包括環境、社會及管治議題。本報告乃由本集團在亞太合規顧問及內控服務有限公司提供專業協助下編製。

編製基準及範圍

本報告按照香港聯合交易所有限公司證券上市規則（「上市規則」）附錄二十七《環境、社會及管治報告指引》編製，並已遵守上市規則所載之「不遵守就解釋」條文。

本報告總結本集團之企業環境及社會責任表現，其涵蓋被本集團視為重大之營運，即 (i) 於香港及中國內地租賃租用物業；(ii) 於香港的銷售金融資產業務；(iii) 於香港的借貸業務；及 (iv) 於香港的設計及銷售珠寶產品業務。為完善及加強本報告所需的披露，本集團主動制定相關政策、記錄相關數據、執行及監察相關措施。

報告期間

本報告闡述本集團於二零二一年一月一日至二零二一年十二月三十一日止報告期間內在可持續發展方面之措施。

聯絡方式

作為其可持續發展計劃之一部分，本集團歡迎閣下對本報告提出反饋意見。敬請透過本集團電子郵件向本集團提供閣下的建議及分享閣下的觀點，電郵地址為 billy@eternityinv.com.hk。

INTRODUCTION

The Group is principally engaged in (i) leasing of rental properties in Hong Kong (“HK”) and Mainland China; (ii) sale of financial assets business in Hong Kong; (iii) money lending business in Hong Kong; and (iv) design and sale of jewelry products business in Hong Kong. For the leasing of rental properties in Mainland China, it is the leasing of the club facilities of a membership golf club and resort (the “Club”) in Beijing. The design and sale of jewelry products business does not involve manufacturing of jewelry products. The manufacturing of the jewelry products is outsourced to subcontractors, who are third parties independent of the Company and its connected persons.

In order to response to growing trends on the expectation of the stakeholders on the corporate responsibility performance, the Group is committed to integrating sustainable development into its business operations. The Group maintains its operations in a responsible and value-optimising manner and value creation for stakeholders and community by integrating environmental and social factors into management considerations. Sustainability strategy is based on the compliance with the legal requirements applicable to the Group and opinions from stakeholders. Sustainability is essential for the Group’s growth in order to achieve business excellence and enhance capabilities for long-term competitiveness. The Group has established and implemented various policies to manage and monitor the risks related to the environment, employment, operating practices and community. Details of the management approaches to sustainable development of different areas are illustrated in this report.

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

The Group understands the success of the Group’s business depends on the support from its key stakeholders, who (a) have invested or will invest in the Group; (b) have the ability to influence the outcomes within the Group; and (c) are interested in or affected by or have the potential to be affected by the impact of the Group’s activities, products, services and relationships. It allows the Group to understand risks and opportunities. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

緒言

本集團主要從事(i)於香港(「香港」)及中國內地租賃租用物業；(ii)於香港的銷售金融資產業務；(iii)於香港的借貸業務；及(iv)於香港的設計及銷售珠寶產品業務。就中國內地租賃租用物業而言，指於北京租用會員制高爾夫俱樂部及酒店(「會所」)之會所設施。設計及銷售珠寶產品業務不涉及製造珠寶產品。製造珠寶產品外判予獨立於本公司及其關連人士之第三方分包商。

為回應持份者對企業責任表現日益增長的期望，本集團致力將可持續發展融入其業務營運。本集團繼續以負責任及優化價值的方式運營，並透過將環境及社會因素納入管理考慮，為持份者及社區創造價值。可持續發展策略乃基於遵守適用於本集團的法律要求及持份者的意見。可持續發展對本集團的發展至關重要，以實現卓越業務及提升長期競爭力。本集團已制定並實施多項政策，以管理及監察環境、僱傭、營運慣例及社區有關的風險。本報告闡述不同領域下可持續發展的管理方法細節。

持份者參與及重要性評估

本集團深知，本集團業務之成功取決於其主要持份者之支持，該等主要持份者(a)已對或將對本集團進行投資；(b)有能力影響本集團內產生之結果；及(c)於本集團之業務、產品、服務及關係中擁有權益，或受或可能受上述各項影響。此有助本集團明白風險及機會。本集團將繼續確保與各主要持份者之有效溝通並與彼等維持良好關係。

Environmental, Social and Governance Report

環境、社會及管治報告

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT (Continued)

Stakeholders are prioritised from time to time in view of the Group's roles and duties, strategic plan and business initiatives. The Group engages with its stakeholders to develop mutually beneficial relationships and to seek their views on its business proposals and initiatives as well as to promote sustainability in the marketplace, workplace, community and environment.

The Group acknowledges the importance of intelligence gained from the stakeholders' insights, inquiries and continuous interest in the Group's business activities. The Group has identified key stakeholders that are important to its business and established various channels for communication. The following table provides an overview of the Group's key stakeholders, and various platforms and methods of communication are used to reach, listen and respond.

持份者參與及重要性評估(續)

本集團不時因應其角色及職責、策略計劃及業務舉措而按優先次序回應持份者。本集團與其持份者接觸，從而建立互惠關係、徵求持份者對本集團業務方案及舉措之意見，以及促進市場、工作場所、社區及環境之可持續發展。

本集團深信，收集各持份者對本集團業務活動之見解、查詢及持續權益等方面之資訊，對本集團而言至關重要。本集團已識別出對其業務而言屬重要之主要持份者，並建立了多個溝通渠道。下表概述本集團之主要持份者以及為接觸、聆聽及回應該等持份者而使用之各個溝通平台及方式。

Stakeholders 持份者	Expectations 預期	Engagement channels 參與渠道
Government 政府	<ul style="list-style-type: none"> Compliance with the applicable laws and regulations 遵守適用法律及法規 Proper tax payment 適當地繳稅 	<ul style="list-style-type: none"> Annual reports, interim reports and announcements 年報、中期報告及公佈 Company's website 公司網站
Shareholders and investors 股東及投資者	<ul style="list-style-type: none"> Low risk 低風險 Return on the investment 投資回報 Information disclosure and transparency 資訊披露及透明度 Protection of interests and fair treatment of shareholders 保障股東權益及公平對待股東 	<ul style="list-style-type: none"> Annual general meetings and other shareholders' meetings 股東週年大會及其他股東大會 Annual reports, interim reports and announcements 年報、中期報告及公佈 Company's website 公司網站 Meetings with investors and analysts 與投資者及分析師會面

Environmental, Social and Governance Report

環境、社會及管治報告

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT (Continued)

持份者參與及重要性評估(續)

Stakeholders 持份者	Expectations 預期	Engagement channels 參與渠道
Employees 僱員	<ul style="list-style-type: none"> Safeguard the rights and interests of employees 保障僱員權利和利益 Working environment 工作環境 Career development opportunities 職業發展機會 Health and safety 健康及安全 	<ul style="list-style-type: none"> Trainings and briefing sessions 培訓及簡介會 Emails 電子郵件
Customers 客戶	<ul style="list-style-type: none"> Safe and high-quality products 安全及高品質的產品 Stable relationship 穩定關係 Information transparency 資訊透明度 Integrity 誠信 Business ethics 商業道德 	<ul style="list-style-type: none"> Annual reports, interim reports and announcements 年報、中期報告及公佈 Company's website 公司網站 Business meetings and phone calls 商務會議及電話 Regular meetings 定期會議
Suppliers and partners 供應商及合作夥伴	<ul style="list-style-type: none"> Long-term partnership 長期合作夥伴 Honest cooperation 坦誠合作 Fairness and openness 公平及公開 Information resources sharing 資訊資源共享 Risk reduction 降低風險 	<ul style="list-style-type: none"> Business meetings and phone calls 商務會議及電話 Regular meetings 定期會議 Reviews and assessments 檢討及評估
Financial institution 金融機構	<ul style="list-style-type: none"> Compliance with the applicable laws and regulations 遵守適用法律及法規 Disclosure of information 資料披露 	<ul style="list-style-type: none"> Consulting 諮詢 Information disclosure 資料披露 Annual reports, interim reports and announcements 年報、中期報告及公佈

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT (Continued)

持份者參與及重要性評估(續)

Stakeholders 持份者	Expectations 預期	Engagement channels 參與渠道
Media 媒體	<ul style="list-style-type: none"> Information transparency 資訊透明度 	<ul style="list-style-type: none"> Company's website 公司網站 Interviews 面談
Public and communities 公眾人士及社區	<ul style="list-style-type: none"> Community involvement 社區參與 Social responsibilities 社會責任 	<ul style="list-style-type: none"> Annual reports, interim reports and announcements 年報、中期報告及公佈

Through general communication with stakeholders, the Group understands the expectations and concerns from stakeholders. The feedbacks obtained allow the Group to make more informed decisions, and to better assess and manage the resulting impact.

透過與持份者進行基本溝通，本集團能了解持份者之期望及關注。彼等之回應能讓本集團作出更明智的決定以及更有效地評估及管理由此產生之影響。

The Group has adopted the principle of materiality in the ESG reporting by understanding the key ESG issues that are important to the business of the Group. All the key ESG issues and key performance indicators (“KPIs”) are reported in this report according to recommendations of the ESG Reporting Guide (Appendix 27 of the Listing Rules) and the Global Reporting Initiative Guidelines. The Group has evaluated the materiality and importance in ESG aspects through the following steps:

本集團通過了解對本集團業務而言屬重要之關鍵環境、社會及管治議題，於環境、社會及管治報告中採用重大性原則。本報告遵照《環境、社會及管治報告指引》(上市規則附錄二十七)及全球報告倡議指引之建議，匯報所有關鍵環境、社會及管治議題及主要表現指標(「主要表現指標」)。本集團已按照以下步驟評估環境、社會及管治方面之重大性及重要性：

Step 1: Identification – Industry Benchmarking

- Relevant ESG areas were identified through the review of relevant ESG reports of the local and international industry peers.
- The materiality of each ESG area was determined based on the importance of each ESG area to the Group through internal discussion of the management and the recommendation of ESG Reporting Guide (Appendix 27 of the Listing Rules).

第1步：識別 – 行業基準

- 透過審查本地及國際同業之相關環境、社會及管治報告，識別相關之環境、社會及管治範疇。
- 根據各個環境、社會及管治範疇對本集團之重要性，透過管理層內部討論及《環境、社會及管治報告指引》(上市規則附錄二十七)之建議，釐定各個環境、社會及管治範疇之重大性。

Step 2: Prioritisation – Stakeholder Engagement

- The Group discussed with key stakeholders on key ESG areas identified above to ensure all the key aspects were covered.

第2步：排序 – 持份者的參與

- 本集團就上文所識別之關鍵環境、社會及管治範疇與主要持份者進行討論，以確保涵蓋所有關鍵範疇。

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT (Continued)

Step 3: Validation – Determining Material Issues

- Based on the discussion with key stakeholders and internal discussion among the management, the Group's management ensured that all the key and material ESG areas, which were important to the business development, were reported and in compliance with ESG Reporting Guide.

As a result of this process carried out in 2021, those important ESG areas to the Group were discussed in this report.

ESG GOVERNANCE

Board's oversight of ESG issues

Board's overall vision and strategy in managing ESG issues

The board of directors (the “**Board**”) has a primary role in overseeing the management of the Group's sustainability issues. During the year, the Board and the ESG working group spent significant time in evaluating the impact of ESG-related risks on the Group's operations and formulating relevant policy in dealing with the risks. The oversight of the Board is to ensure the management to have all the right tools and resources to oversee the ESG issues in the context of strategy and long-term value creation.

ESG working group

To demonstrate its commitment to transparency and accountability, the Group has established an ESG working group, which has clear terms of reference that set out the powers delegated to it by the Board. The Group highly values the opinions of each stakeholder and treats them as the cornerstone for the development of the Group.

The ESG working group is primarily responsible for reviewing and supervising the ESG process, and risk management of the Group. Different ESG issues are reviewed by the ESG working group at the meetings, which holds annually. During the reporting period, the ESG working group and the management reviewed the ESG governance and different ESG issues.

持份者參與及重要性評估(續)

第3步：確認 – 釐定重大議題

- 根據與主要持份者之討論以及管理層之間的內部討論，本集團管理層確保所有對業務發展至關重要之關鍵及重大環境、社會及管治範疇已予收錄並遵守《環境、社會及管治報告指引》。

由於在二零二一年執行了上述程序，故該等對本集團至關重要之環境、社會及管治範疇已於本報告中討論。

環境、社會及管治治理

董事會監督環境、社會及管治事宜

董事會於管理環境、社會及管治事宜上的整體願景及策略

董事會（「**董事會**」）於監督本集團管理可持續發展事宜方面扮演著主要角色。年內，董事會及環境、社會及管治工作小組花大量時間評估環境、社會及管治相關風險對本集團運營的影響，並制定處理風險的相關政策。董事會的監督是為了確保管理層擁有所有正確的工具及資源，在策略及創造長期價值的背景下監督環境、社會及管治問題。

環境、社會及管治工作小組

為兌現其對透明度及問責制的承諾，本集團成立一個環境、社會及管治工作小組，該工作小組有明確的職權範圍，規定董事會授予其的權力範圍。本集團高度重視每位持份者的意見，並將彼等視為本集團發展的基石。

環境、社會及管治工作小組主要負責審閱及監督本集團的環境、社會及管治進程以及風險管理。環境、社會及管治工作小組在會議上審閱不同環境、社會及管治問題，而會議每年舉行。於報告期間，環境、社會及管治工作小組及管理層審閱環境、社會及管治治理以及不同環境、社會及管治事宜。

ESG GOVERNANCE (Continued)

Board's ESG management approach and strategy for material ESG-related issues

In order to better understand the opinions and expectations of different stakeholders on the Group's ESG issues, materiality assessment is conducted each year. The Group ensures various platforms and channels of communication are used to reach, listen and respond to its key stakeholders. Through general communication with stakeholders, the Group understands the expectations and concerns from stakeholders. The feedbacks obtained allow the Group to make more informed decisions, and to better assess and manage the resulting impact.

The Group has evaluated the materiality and importance in ESG aspects through the steps: (1) material ESG area identification by industry benchmarking; (2) key ESG area prioritisation with stakeholder engagement; and (3) validation and determining material ESG issues based on results of communication among stakeholders and the management.

Hence, this can enhance understanding of their degree and change of attention to each significant ESG issue, and can enable the Group to more comprehensively plan its sustainable development work in the future. Those important and material ESG areas identified during the material assessment were discussed in this report.

Board review progress against ESG-related goals and targets

The progress of target implementation and the performance of the goals and targets should be closely reviewed from time to time. Rectification may be needed if the progress falls short of expectation. Effective communication about the goals and target process with key stakeholders such as employees is essential, as this enables them to be engaged in the implementation process, and to feel they are part of the change that the Group aspires to achieve.

Setting strategic goals for the coming three to five years enables the Group to develop a realistic roadmap and focus on results in achieving the visions.

Setting targets requires the ESG working group to carefully examine the attainability of the targets which should be weighed against the Group's ambitions and goals. During the year, the Group sets targets on an absolute basis.

環境、社會及管治治理(續)

董事會的環境、社會及管治管理方法及重大環境、社會及管治相關事宜的策略

為更好地了解不同持份者對本集團環境、社會及管治事宜的意見及期望，本集團每年進行重要性評估。本集團確保利用各種溝通平台及渠道接觸、傾聽及回應其主要持份者。透過與持份者進行基本溝通，本集團能了解持份者之期望及關注。彼等之回應能讓本集團作出更明智的決定以及更有效地評估及管理由此產生之影響。

本集團已按照以下步驟評估環境、社會及管治方面之重大性及重要性：(1) 通過行業基準識別重大環境、社會及管治範疇；(2) 通過持份者參與識別關鍵環境、社會及管治範疇的優先次序；及(3) 根據持份者與管理層之間的溝通結果，驗證及識別重大環境、社會及管治事宜。

因此，此可以增加彼等對各項重要環境、社會及管治事宜的關注程度及變動的了解，使本集團可以更全面地規劃其未來的可持續發展工作。本報告對重要性評估中所確定的該等重要及重大的環境、社會及管治範疇進行討論。

董事會對環境、社會及管治相關目標及指標的審閱進展

董事會應不時密切審查目標實施的進展以及目標及指標的表現。如果進展沒有達到預期，董事會可能需要對目標及指標進行修正。與關鍵持份者（例如員工）就目標及指標進展進行有效的溝通是至關重要的，因為此能使關鍵持份者參與實施過程中，並感到彼等為本集團希望實現改革的一部分。

設定未來三至五年的策略目標使本集團能制定一份實際路線圖，並關注實現願景的結果。

設定目標要求環境、社會及管治工作小組仔細研究目標的可實現性，而該等目標應與本集團的抱負及目標達到平衡。年內，本集團於絕對基礎上訂立目標。

A. ENVIRONMENTAL ASPECTS

The Group is mainly involved in office operations. Hence, its business activities do not have significant impact on the environment or natural resources. In spite of this, the Group believes that it has responsibility in promoting and implementing the sustainable development of environment. The Group is committed to continuously improving its environmental sustainability by responsibly managing its operation, reducing its carbon footprint and using resources effectively.

Accordingly, the Group establishes environmental principles and policies to ensure the effective execution in various measures. From office operation, the Group is committed to making efforts towards sustainable business and reducing carbon footprint while showing good stewardship in the community that the Group serves. The Group is committed to (a) meet or exceed all legal and regulatory requirements for environmental protection; (b) maintain awareness within the Group of the responsibility of the Group and its employees to ensure protection of the environment; (c) reuse, recycle and responsibly dispose of all electronic waste; and (d) purchase environmental preferable products and favoring products with reputable certifications or labels.

The Group always endeavours to operate in a manner that is economically, socially and environmentally sustainable while balancing the interests of its various stakeholders and fostering a positive impact on the society. The Group also regularly updates itself with the latest development of the applicable laws and regulations on environmental protection.

A. 環境層面

本集團主要涉及辦公室運營。因此，其業務活動不會對環境或天然資源造成重大影響。儘管如此，本集團認為其有責任促進及施行環境可持續發展。本集團致力於透過負責任管理其運營、減少其碳足跡及高效使用資源，不斷改善其環境可持續發展。

因此，本集團制定環境方面的原則及政策，以確保各種措施的有效執行。從辦公室營運開始，本集團致力推動可持續發展的業務及減少碳足跡，同時在本集團所服務的社區中展現出良好的管理。本集團致力於(a)符合或超過所有環保法律及法規的規定；(b)在本集團內維持本集團及其僱員確保對環境保護負責的意識；(c)重複利用、循環再用及負責任地處置所有電子廢棄物；及(d)購買有利於環境的產品並優先採購具有信譽認證或標籤的產品。

本集團始終努力以在經濟、社會及環境方面可持續發展的方式運營，同時平衡各持份者的利益，促使對社會產生積極影響。本集團亦定期更新有關適用環保法律及法規的最新發展情況。

A. ENVIRONMENTAL ASPECTS (Continued)

A1. EMISSIONS

The Group acknowledges its responsibility to the environment and has ethical duties to reduce emissions. Given the nature of the Group's business, the impacts on the environment and nature resources are not significant. In spite of this, the Group is committed to minimising its environmental impacts by responsibly managing its business operations, reducing the Group's carbon footprint and using resources effectively.

In the meantime, the Group has fully complied with all of the relevant environmental laws and regulations where the Group operated such as the Atmospheric Pollution Prevention and Control Law of the People's Republic of China (2015) in Mainland China, the Motor Vehicle Idling (Fixed Penalty) Ordinance (Cap. 611), and the Road Traffic Ordinance (Cap. 374) in Hong Kong. Besides, no concluded case regarding emissions was brought against the Group or its employees during the year.

Air Pollutant Emissions

Air emission control is essential to mitigate environmental impacts and to protect the health of employees. As the Group is mainly involved in general office activities, the amount of air pollutant emissions is insignificant. The Group's air pollutant emissions are generated from the mobile sources including passenger cars. The Group takes initiative to formulate plans in transportation management for the reduction of air pollutant emissions in its daily business operations. For example, encouraging employees and clients to conduct video conference meetings instead of transportation. The increase in air pollutant emissions in 2021 was mainly attributable to more frequent vehicle use resulting from the increase in business operations in Beijing, Mainland China during the year. Furthermore, the Group targets to reduce the emission of air pollutants by 5% in 2025. The details of air pollutant emissions during the reporting period were as follows:

A. 環境層面 (續)

A1. 排放

本集團明確其對環境的責任，並有減少排放的道德義務。鑑於本集團業務的性質，對環境及自然資源的影響並不重大。儘管如此，本集團致力於透過負責任地管理其業務運營、盡量減少其碳足跡及有效利用資源，將其對環境的影響降至最低。

同時，本集團已全面遵守本集團經營所在地的所有相關環境法律及法規，如中國內地的《中華人民共和國大氣污染防治法》(二零一五年)、香港的《汽車引擎空轉(定額罰款)條例》(第611章)和《道路交通條例》(第374章)。此外，年內沒有針對本集團或其員工提出有關排放的已結案案件。

空氣污染排放物

氣體排放控制對減低環境影響及保障僱員健康至關重要。由於本集團主要從事一般辦公室業務，故空氣污染物排放量微乎其微。本集團的空氣污染排放物源自流動來源(包括載客私家車)。本集團主動制定交通管理計劃，以減少其日常業務營運中之空氣污染排放物，例如鼓勵僱員及客戶採用視像會議代替交通安排。二零二一年空氣污染排放增加乃主要歸因於年內於中國內地北京的業務營運增加導致更經常地使用汽車。此外，本集團的目標為於二零二五年減少空氣污染排放量5%。於報告期內，空氣污染排放詳情如下：

A. ENVIRONMENTAL ASPECTS (Continued)

A1. EMISSIONS (Continued)

Air Pollutant Emissions (Continued)

Type of air pollutants	Unit	HK	Mainland China	2021 Total	2020 Total
空氣污染物類別	單位	香港	中國內地	二零二一年 總計	二零二零年 總計
Nitrogen oxides (NO _x)	kg	-	10.01	10.01	2.94 ¹
氮氧化物 (NO _x)	千克				
Sulphur oxides (SO _x)	kg	-	4.70	4.70	0.85 ¹
硫氧化物 (SO _x)	千克				
Particulate matter (PM)	kg	-	2.18	2.18	0.55 ¹
顆粒物 (PM)	千克				

Greenhouse Gas (“GHG”) Emissions

Greenhouse gas is considered as one of the major contributors to the climate change. Besides, global warming affects the daily life of human beings and poses a risk to the Group’s business. Hence, the Group is committed to mitigating the effects of climate change and protecting the health of employees.

Regarding GHG emissions of the Group, scope 1² direct emissions, scope 2³ and scope 3⁴ indirect emissions mainly result from the combustion of fuels in mobile sources, purchased electricity and business air travel respectively for business operations.

During the year, the Group fully complied with all applicable environmental laws and regulations, and was not subject to any fine, penalty, investigation or prosecution for non-compliance with the relevant laws and regulations relating to emissions.

¹ The data of 2020 is restated for comparative purpose.
² Scope 1: Direct emissions from sources that are owned or controlled by the Group.
³ Scope 2: Indirect emissions from the generation of purchased electricity consumed by the Group.
⁴ Scope 3: Indirect emissions from the business travel by employees.

A. 環境層面 (續)

A1. 排放 (續)

空氣污染排放物 (續)

Type of air pollutants	Unit	HK	Mainland China	2021 Total	2020 Total
空氣污染物類別	單位	香港	中國內地	二零二一年 總計	二零二零年 總計
Nitrogen oxides (NO _x)	kg	-	10.01	10.01	2.94 ¹
氮氧化物 (NO _x)	千克				
Sulphur oxides (SO _x)	kg	-	4.70	4.70	0.85 ¹
硫氧化物 (SO _x)	千克				
Particulate matter (PM)	kg	-	2.18	2.18	0.55 ¹
顆粒物 (PM)	千克				

溫室氣體 (「溫室氣體」) 排放

溫室氣體被認為是氣候變化的其中一個主要因素。此外，全球暖化影響人類的日常生活，並對本集團的業務帶來風險。因此，本集團致力緩和氣候變化的影響，並保障僱員的健康。

有關本集團的溫室氣體排放，範圍1²直接排放、範圍2³及範圍3⁴間接排放主要分別由業務營運所需的流動來源之燃料燃燒、已購電力及航空差旅所產生。

年內，本集團已全面遵守所有適用環保法律及法規，並未因違反有關排放的相關法律及法規而遭受任何處罰、罰款、調查或訴訟。

¹ 二零二零年的數據乃就比較目的而經重列。
² 範圍1：本集團所擁有或控制的資源之直接排放。
³ 範圍2：本集團消耗的已購電力產生之間接排放。
⁴ 範圍3：僱員差旅產生之間接排放。

A. ENVIRONMENTAL ASPECTS (Continued)

A1. EMISSIONS (Continued)

Greenhouse Gas (“GHG”) Emissions (Continued)

Giving the majority of the GHG emissions of the Group come from energy consumption, the Group tackles the GHG emission by lowering the energy consumption in its business operations. Policies and procedures as mentioned in the section “Use of Resources” to encourage energy saving have been incorporated throughout the operations in order to reduce the carbon footprint. The increase in GHG scope 1 emission in 2021 was mainly due to more frequent vehicle use resulting from the increase in business operations during the year. The increase in GHG scope 2 emission in 2021 was mainly attributable to the increase in electricity use in the business operations during the year. The increase in GHG scope 3 emission was mainly due to the increase in the frequency of business air travel by Hong Kong employees during the year. The Group will strive to reduce the emission of GHG by 5% in 2025. The details of GHG emissions during the reporting period were as follows:

Type of GHG emissions ⁵	Unit	HK	Mainland China	2021 Total	2020 Total
溫室氣體排放種類	單位	香港	中國內地	二零二一年總計	二零二零年總計
Scope 1 範圍1	tonnes of CO _{2e} 噸二氧化碳當量	–	137.88	137.88	22.08
Scope 2 範圍2	tonnes of CO _{2e} 噸二氧化碳當量	45.89	629.05	674.94	335.25
Scope 3 範圍3	tonnes of CO _{2e} 噸二氧化碳當量	17.16	0.26	17.42	14.95
Total GHG emissions 溫室氣體排放總量	tonnes of CO _{2e} 噸二氧化碳當量	63.05	767.19	830.24	372.28
GHG emission intensity 溫室氣體排放密度	tonnes of CO _{2e} /m ² 噸二氧化碳當量/平方米	0.061	0.70		HK: 香港: 0.077 Mainland China: 中國內地: 0.32

⁵ The calculation of the GHG emission is based on the “Corporate Accounting and Reporting Standard” from GHG Protocol published by World Resources Institute and World Business Council for Sustainable Development.

A. 環境層面 (續)

A1. 排放 (續)

溫室氣體 (「溫室氣體」) 排放 (續)

由於本集團的溫室氣體排放主要來自能源消耗，本集團減低其業務營運的能源消耗以應對溫室氣體排放問題。整個業務營運已採納於「資源使用」部分所述的鼓勵節能政策及措施，以減少碳足跡。二零二一年溫室氣體範圍1排放增加乃主要由於年內業務營運增加導致更經常地使用汽車。二零二一年溫室氣體範圍2排放增加乃主要歸因於年內業務營運使用的電量增加。二零二一年溫室氣體範圍3排放增加乃主要由於年內香港僱員乘飛機出差的頻次增加。本集團將致力於二零二五年減少溫室氣體排放量5%。於報告期內，溫室氣體排放詳情如下：

⁵ 溫室氣體排放量基於世界資源研究院及世界企業永續發展協會發佈之溫室氣體盤查議定書中的「企業會計與報告標準」計算。

A. ENVIRONMENTAL ASPECTS (Continued)

A1. EMISSIONS (Continued)

Hazardous and Non-hazardous Wastes

Waste management is considered as one of the material topics in environmental protection. The Group recognises the importance of waste reduction. Waste management measures have been introduced and implemented to minimise the amount of waste generated and the impact on the environment. With its business nature, no hazardous waste was generated or discharged in the Group's office operation during the year.

Non-hazardous waste mainly consists of paper waste which is generated from daily office operation. The Group takes initiative to reduce waste by formulating effective measures. Generally, the Group handles the waste in accordance to the Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Wastes and the Waste Disposal Ordinance (Cap. 354) in Hong Kong. The major source of the Group's non-hazardous waste is paper waste.

With the aim to reduce the amount of waste generated, the Group endeavours to cultivate environmental awareness among employees. In order to reduce the paper consumption, the Group actively promotes electronic communication instead of paper use. The Group also encourages its employees to consider environmental-friendly printing such as double-sided printing and copying. Moreover, the Group encourages its employees to reuse single sided non-confidential print out. The Group will seek other possible measures to manage and reduce the waste generated in operations in the future. The Group will look into the development of waste management system and recycling practice in its business operations in the coming future. The amount of non-hazardous waste generated in 2021 was 0.55 tonnes. The intensity of amount of non-hazardous waste generated per area in 2021 is 0.000737 tonnes/m². The Group has set comprehensive reduction target by 5% reduction in non-hazardous waste by 2025.

A. 環境層面(續)

A1. 排放(續)

有害及無害廢棄物

廢棄物管理被認為是環境保護的其中一個重要議題。本集團明白減少廢棄物的重要性。本集團已推出並實行廢棄物管理措施以減低產生廢棄物及對環境的影響。基於其業務性質，本集團辦公室營運於年內並無產生或排出有害廢棄物。

無害廢棄物主要包括日常辦公室營運所產生之廢紙。本集團已主動制訂有效措施減少廢棄物。一般而言，本集團已根據《中華人民共和國固體廢物污染環境防治法》及香港的《廢物處置條例》(第354章)處理廢棄物。本集團的無害廢棄物的主要來源為廢紙。

本集團致力提升僱員的環保意識，旨在減少產生廢棄物。本集團積極推廣電子溝通代替使用紙張，以減少消耗紙張。本集團亦鼓勵其僱員考慮環保印刷，如雙面印刷及影印。此外，本集團鼓勵其僱員重用單面非機密印刷本。本集團未來將會尋求其他可行方法管理及減少於營運中產生的廢棄物。本集團未來將研究廢棄物管理系統的發展及其業務營運的回收常規。於二零二一年產生的無害廢棄物數量為0.55噸。於二零二一年每個地區產生的無害廢棄物數量的密度為0.000737噸/平方米。本集團已設立全面減排目標，旨在於二零二五年前減低無害廢棄物量5%。

A. ENVIRONMENTAL ASPECTS (Continued)

A2. USE OF RESOURCES

The Group considers environmental protection as an essential component of a sustainable and responsible business. The Group has an in-depth understanding of the importance of safeguarding sustainable development of the environment and this to attach importance to efficient utilisation of resources by introducing various measures in daily business operations. The Group understands that staff participation is the key to achieve such goals.

The Group has adopted energy and water efficiency initiatives to motivate its employees to participate in resource conservation activities.

Energy Consumption

With the aims of resource saving and implementation of energy saving measures, the Group actively promotes the concept of energy saving and emission reduction into the entire process of its business development and operation and implements different energy saving measures.

Regarding energy consumption, the use of electricity accounts for the Group's major energy consumption. In view of the scarcity of energy, the Group has advocated various energy conservation strategies to increase energy efficiency and reduce energy consumption.

A. 環境層面(續)

A2. 資源使用

本集團認為環境保護為可持續及負責任的業務之重要部分。本集團深知維護環境可持續發展的重要性，重視資源有效利用，故已於日常業務過程中採納多項措施。本集團明白員工參與乃實現該等目標的關鍵。

本集團已採納能源及水資源效益倡議措施，激勵其僱員參與資源節約活動。

能源消耗

為節約資源及實施節約能源措施，本集團積極於其整個業務發展及營運過程中推廣節約能源及減少排放的概念，並實施不同的節約能源措施。

能源消耗方面，電力使用佔本集團能源消耗的大部分。鑑於能源短缺，本集團已提倡各種節約能源策略以增加能源效益及減少能源消耗。

A. ENVIRONMENTAL ASPECTS (Continued)

A2. USE OF RESOURCES (Continued)

Energy Consumption (Continued)

For example, the temperature of air-conditioners is maintained at an energy-efficient level at around 25 degrees Celsius. A standby mode is set for computers when they are not in use for a long period of time. Besides, all lighting and power supply in the area are switched off while leaving. In order to increase the environmental awareness of employees, energy saving reminder notices are posted near the switches and sockets to encourage the Group's employees to reduce electricity usage. The increase in the total energy consumption in 2021 was mainly attributable to the increase in business operations in Beijing. Mainland China during the year. The Group has set energy consumption reduction target by 5% by 2025.

During the reporting period, the details of energy consumption were as follows:

Type of energy	Unit	HK	Mainland China	2021 Total	2020 Total
能源種類	單位	香港	中國內地	二零二一年總計	二零二零年總計
Purchased electricity	MWh	73.51	649.85	723.36	424.20
外購電力	兆瓦時				
Petrol	MWh	-	561.94	561.94	102.03
汽油	兆瓦時				
Total energy consumption	MWh	73.51	1,211.79	1,285.30	526.23
能源消耗總量	兆瓦時				
Energy consumption intensity	MWh/m ²	0.62	1.10		
能源消耗密度	兆瓦時 / 平方米				

HK:
香港:
0.12
Mainland
China:
中國內地:
0.40

A. 環境層面 (續)

A2. 資源使用 (續)

能源消耗 (續)

例如，空調的溫度維持於具能源效益的水平，約攝氏25度。電腦長期處於無人使用狀態時被設定為待機模式。此外，離開時將有關範圍的所有照明及電力供應關掉。為增加僱員的環保意識，節能提醒告示已張貼於開關及插座附近，鼓勵本集團僱員減少使用電力。二零二一年能源消耗總量增加乃主要歸因於年內於中國內地北京的業務營運增加。本集團已設立目標，旨在於二零二五年前將能源消耗減低5%。

於報告期內，能源消耗詳情如下：

A. ENVIRONMENTAL ASPECTS (Continued)

A2. USE OF RESOURCES (Continued)

Water Consumption

Water is an important resource used by the Group during operations. Although the Group does not consume a significant amount of water during business operations, the Group still actively seeks ways to minimise water consumption and endeavour to conserve water effectively in its operations by implementing various water-saving measures. For example, employees are encouraged to turn off the water taps when they are not in use. Besides, in case of leaking faucet or pipe, the Group will promptly report to relevant authority in order to reduce unnecessary water consumption.

There is no separate record on water consumption by the Group as the water supply service is solely controlled by the building management company in both Hong Kong and Mainland China offices. Hence, it was not feasible to provide water consumption data in 2021 as there was no sub-meter to record the water usage. The Group has set a reduction target of 5% in water consumption by 2025.

A3. THE ENVIRONMENT AND NATURAL RESOURCES

The Group understands that implementing environmental protection can reduce operational risk and increase business opportunities. Regarding the business nature, the Group is not aware of any significant impact of its business activities on the environment and natural resources.

Despite this, the Group endeavours to consistently improve its environmental performance by implementing aforementioned waste reduction measures and resources saving initiatives.

A. 環境層面 (續)

A2. 資源使用 (續)

水資源消耗

水乃本集團營運的重要資源。本集團雖然於業務營運中並無消耗大量水資源，惟本集團仍透過實行各項節約用水措施，於其營運中積極尋求方法盡量減低耗水量，致力有效地節約水源。例如，鼓勵僱員在不使用水龍頭時將其關上。此外，倘出現水龍頭或水管滲漏，本集團將會立即向相關機構上報，以減少不必要的耗水。

本集團並無單獨的水資源消耗記錄，因為供水服務由香港及中國內地辦事處的大廈管理公司全權控制。因此，於二零二一年，由於沒有記錄用水量的分錶，因此無法提供水資源消耗數據。本集團已設立目標，旨在於二零二五年前減低耗水量5%。

A3. 環境及天然資源

本集團明白，推行環境保護能夠減少營運風險及增加業務機遇。鑑於業務性質，本集團並無發現其業務活動對環境及天然資源有任何重大影響。

儘管如此，本集團推行上述的減廢方法及節源措施，努力不懈改善其環境表現。

A. ENVIRONMENTAL ASPECTS (Continued)

A3. THE ENVIRONMENT AND NATURAL RESOURCES (Continued)

The Group will continue to seek opportunities to further reduce emission and resources consumption with the aim to reduce the impacts on environment and natural resources to minimal. The Group will review its environmental policy from time to time and consider implementing further eco-friendly measures and practices in order to enhance environmental sustainability in future.

A4. CLIMATE CHANGE

Governance

The Group addresses climate-related risks based on the nature of the risk to its operations. The physical impacts of climate change, including extreme weather events, or damage to facilities have immediate operational impacts and are treated as operational risks. Long-term challenges, such as emerging ESG issues and climate-related risks and opportunities, may be discussed by the ESG working group. The ESG working group provides effective governance for integrating and addressing ESG issues, including climate change, within the Group's business.

The ESG working group is responsible for approving operational emissions targets for the Group and commissioning an ESG benchmarking, as well as gap analysis exercise to identify gaps in both disclosure and policy relative to best practice standards. Moreover, the ESG working Group works closely with the Group's different operation departments, with an aim to develop consistent and enhanced approaches on addressing ESG risk issues and report to the management.

A. 環境層面(續)

A3. 環境及天然資源(續)

本集團將繼續尋找進一步減少排放及資源消耗的機會，旨在將對環境及天然資源的影響減至最低。本集團將不時審視其環保政策，並考慮實行更多環保措施及常規，以提高未來的環境可持續發展。

A4. 氣候變化

管治

本集團根據其業務風險的性質應對與氣候相關的風險。氣候變化的實際影響(包括極端天氣事件或設施的損壞)會直接影響營運並被視為營運風險。環境、社會及管治工作小組或會就新出現的環境、社會及管治議題及氣候相關的風險及機遇等長期挑戰進行討論。環境、社會及管治工作小組在本集團業務範圍內為整合和解決環境、社會及管治問題(包括氣候變化)進行有效管治。

環境、社會及管治工作小組負責審批本集團的營運排放目標及制定環境、社會及管治的基準，並進行差距分析，識別披露事項及政策相對於最佳常規準則的差異。此外，環境、社會及管治工作小組與本集團不同的營運部門緊密合作，旨在制定一致而完善的方針來處理環境、社會及管治風險議題，並向管理層報告。

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Strategy

Climate change risk forms part of the Group's overall risk profile through its role in increasing the frequency and intensity of certain diseases, and the health and mortality impacts resulting from natural disasters. The Group assesses the overall level of risk by taking into consideration a range of diverse risk factors across the many categories in its product or services range.

This diversity of risk is combined with the Group's business strategy and its broad geographic footprint helps it distribute risk and provides protection against the impacts of short-term climate change effects. The Group's products and services continue to provide protection for people in communities against weather and heat-related disease. Besides, the Group continues to explore opportunities to engage its business partners and encourage them to develop climate resilience and reduce their operational carbon footprint by taking into consideration of different climate-related scenarios, including a "2°C or lower scenario" through the following steps:

Step 1: Set Future Images Assuming Climate Change Effects

As climate change measures proceed, there is a possibility that the industry will be exposed to substantial changes, such as stricter policies including the introduction of and increases in carbon pricing, as well as advances in technology and changes in customer awareness.

A. 環境層面 (續)

A4. 氣候變化 (續)

策略

氣候變化風險增加若干疾病的患病率及嚴重程度，並加劇自然災害對健康及死亡率的影響，是本集團整體風險的一部分。本集團評估整體風險水平時，會考慮其多個類別的產品或服務所涉及的一系列不同風險因素。

風險的多樣性與本集團業務戰略及其廣泛的地理分佈相結合，有助其分散風險，並針對短期氣候變化的影響提供保障。本集團的產品及服務持續為所處社區的大眾提供保障，對抗天氣和暑熱疾病。此外，本集團不斷發掘機會與其業務夥伴合作，並鼓勵彼等考慮各種氣候相關情境（包括「2°C或以下情境」），從而加強對抗氣候變化的能力，並減少業務營運的碳足跡，所涉及的步驟如下：

第1步：根據氣候變化影響的假設組建未來景象

隨著氣候變化應對措施的推行，行業可能面臨重大變化，例如引入和上調碳定價等更嚴厲的政策，以及技術進步和客戶觀念的變化。

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Strategy (Continued)

Step 1: Set Future Images Assuming Climate Change Effects (Continued)

In light of these climate change effects, based on the International Energy Agency (“IEA”) scenarios and others, the Group developed multiple future images as the external environment that will surround it. With regard to the IEA scenarios, the Group puts focus on the 2°C scenario (2DS) and pictured future images in case where climate change measures do not progress and where such measures progress further “Beyond 2°C scenario”.

Step 2: Consider the Impacts

The Group considered the impacts on it for each of the future images developed in Step 1. The Group believes that it will be possible to expedite carbon dioxide reduction effects in society.

With regard to the effects on raw material procurement and production, introduction of and increases in carbon pricing is anticipated in accordance with the global advance of climate change measures, leading to the possibility of higher raw material procurement and production costs.

On the other hand, in the case where climate change measures are not adequate throughout society, production interruptions and supply chain disruptions are likely to increase as a result of higher frequency and intensification of natural disasters such as flooding.

A. 環境層面(續)

A4. 氣候變化(續)

策略(續)

第1步：根據氣候變化影響的假設組建未來景象(續)

因應這些氣候變化的影響，本集團按照國際能源署(「國際能源署」)發佈的情境及其他依據，組建了其將會面臨的外部環境的多種未來景象。就國際能源署情境而言，本集團著重於2°C情境(2DS)，假設氣候變化應對措施並無進展，以及該等措施的進展「超越2°C情境」，並按照兩種情境組建了未來景象。

第2步：考慮影響

本集團已考慮第一步所組建的未來景象各自對其造成的影響。本集團認為，將有可能加強社會中進行二氧化碳減排的效果。

就原材料採購及生產的影響而言，隨著全球加強氣候變化應對措施，預計將引入和上調碳定價，繼而可能推高原材料採購和生產成本。

另一方面，當整個社會的氣候變化應對措施不足，自然災害(如洪水)發生的頻率上升且程度加劇將可能令生產停頓和供應鏈中斷的情況增加。

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Strategy (Continued)

Step 3: Respond to the Strategies

The Group will begin promoting the reduction of non-renewable energy in its daily operations. This strategy will allow for flexible and strategic responses to each demand for the regions where the emission factors of purchased electricity consumptions are high. By promoting real carbon emissions reductions throughout the world through these types of initiatives, the Group is working to achieve zero carbon emission in its business.

The Group minimises carbon emissions through comprehensive energy-saving and introduction of renewable energy. With respect to renewable energy in particular, the Group has set a new target, achieve a reduction rate for purchased electricity in coming few years.

With regard to the ongoing confirmation of the suitability and progress of its strategies, the Group believes that it will have opportunities for stable funding and sustainable increase in corporate value through appropriate information disclosure, dialogue with institutional investors and other stakeholders.

Risk Management

The Group identifies the climate change related risks or to test the existing risk management strategies under climate change with the aid of risk assessment. Hence, the areas where new strategies are needed can be identified.

The risk assessment takes a standard risk-based approach using national data, local information and expert knowledge, which can identify how climate change may compound existing risks or create new ones.

A. 環境層面 (續)

A4. 氣候變化 (續)

策略 (續)

第3步：戰略對策

本集團將會開始在其日常營運的過程中推廣減少使用不可再生能源。對於外購用電的排放系數較高的地區，此策略可靈活及策略性地應對各種需求。本集團致力在其業務中實現零碳排放，並透過這些舉措促進實質減少全球碳排放。

本集團通過全面節能及引入可再生能源以減少碳排放。具體而言，在可再生能源方面，本集團已就未來數年減少外購電量的比率訂立新目標。

對於持續確認其策略的適切性和進展，本集團認為，透過適當的資料披露、與機構投資者及其他持份者的對話，其將有機會獲得穩定資金，並實現企業價值的可持續增長。

風險管理

本集團識別氣候變化相關風險，或借助風險評估測試氣候變化下的現有風險管理策略。因此，本集團可識別有需要實施新策略的領域。

風險評估採用風險為本的標準方針，利用國家數據、當地資料及專家知識，能夠識別氣候變化如何加劇現有風險或產生新風險。

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Risk Management (Continued)

The risk assessment is conducted through the following steps:

Step 1: Establish the context

- Objective/goal
- Scale
- Time frame
- Climate change scenario for most climate variables and sea level

Step 2: Identify existing risk (past and current)

- Identify the record of occurrence of climatic hazard in the past in the area
- Risk management strategies in place to tackle future occurrence of the hazard

Step 3: Identify future risk and opportunities

- Explore climate change projections for the selected time frame(s) and emission scenario(s)
- Identify potential hazards
- Investigate whether any existing risk from Step 2 may get worse under future projected changes
- Identify new risks that can emerge under future projected changes

A. 環境層面(續)

A4. 氣候變化(續)

風險管理(續)

有關風險評估按以下步驟進行：

第1步：建立背景

- 目標／願景
- 規模
- 時間表
- 大部分氣候可變因素及海平面的氣候變化情境

第2步：識別現有的風險(過去及現在)

- 識別相關地區過去出現氣候危機的記錄
- 應對未來出現有關危機的現有風險管理策略

第3步：識別未來的風險及機遇

- 探索選定時間範圍及排放情境下的氣候變化預測
- 識別潛在危機
- 根據未來預測變化，探討第2步的任何現有風險是否可能加劇
- 識別未來預測變化中可能出現的新風險

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Risk Management (Continued)

Step 4: Analyze and evaluate risk

- Identify a set of decision areas or systems (i.e., geographical areas, business operations, assets, ecosystems, etc.) that has the potential to be at risk in future

As outlined within the Governance section above, the Group has robust risk management and business planning processes that are overseen by the Board in order to identify, assess and manage climate-related risks. The Group engages with government and other appropriate organisations in order to keep abreast of expected and potential regulatory and/or fiscal changes.

The Group continues to raise awareness of climate change in regard to monitoring of carbon and energy footprint in its daily operations. However, there remains gaps in understanding how such climate risks and opportunities may impact the Group's operations, assets and profits. The Group assesses how the business addresses climate change risks and opportunities and takes the initiative to monitor and reduce their environmental footprint.

A. 環境層面 (續)

A4. 氣候變化 (續)

風險管理 (續)

第4步：分析及評估風險

- 確定一組未來可能面臨風險的決策領域或系統(如地區、業務營運、資產、生態系統等)

如上文管治一節概述，本集團具備穩健的風險管理及業務規劃流程，有關流程由董事會監督，以識別、評估及管理氣候相關風險。本集團與政府及其他合適的機構合作，充分掌握預期及可能出現的監管及／或財政政策變動。

本集團不斷加強有關氣候變化的意識，在其日常營運中對碳及能源足跡進行監控。然而，在理解該等氣候風險及機遇如何影響本集團營運、資產及溢利方面仍然存在不足之處。本集團評估業務可如何應對氣候變化的風險及機遇，並主動採取措施監控及減少其環境影響。

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Significant Climate-related Issues

During the reporting period, the significant climate-related physical risks and transition risks, which have impacted and/or may impact the Group's business and strategy in (i) operations, products and services, (ii) supply chain and value chain, (iii) adaptation and mitigation activities, (iv) investment in research and development, and (v) financial planning, as well as the steps taken to manage these risks, are as follows:

A. 環境層面 (續)

A4. 氣候變化 (續)

重大氣候相關事宜

於報告期內，已經及／或可能影響本集團業務及於(i) 運營、產品及服務；(ii) 供應鏈及價值鏈；(iii) 適應及舒緩活動；(iv) 研發投資；及(v) 財務規劃的策略之重大氣候相關實際風險及過渡風險，以及為管理該等風險而採取的措施載列如下：

Climate-related risks description 氣候相關風險的描述	Financial impact 財務影響	Steps taken to manage the risks 為管理風險而採取的措施
Physical Risk 實際風險		
<p>Acute physical risks 急性實際風險</p> <ul style="list-style-type: none"> Increased severity and frequency of extreme weather events such as cyclones and floods. These have the potential to cause both idiosyncratic and systemic risks, resulting in potential damage to office equipment. 極端天氣事件(如龍捲風及洪水)的嚴重性和頻率上升。有關情況均可能導致個別及系統性的風險，從而可能損壞辦公室設備。 	<ul style="list-style-type: none"> Operating cost and repairing expense increase 營運成本及維修開支增加 	<ul style="list-style-type: none"> Planned to establish a natural disasters emergency plan. 計劃設立自然災害應急方案。 Planned to devise an action plan to articulate the goals and targets of the reductions in GHG emission and energy consumption. Outlined the plan to achieving those targets and defined responsibilities. 計劃制訂行動規劃，以說明減少溫室氣體排放及能源消耗的目標和願景。就達成有關目標和願景以及界定責任作出計劃綱要。

Environmental, Social and Governance Report

環境、社會及管治報告

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Significant Climate-related Issues (Continued)

A. 環境層面 (續)

A4. 氣候變化 (續)

重大氣候相關事宜 (續)

Climate-related risks description 氣候相關風險的描述	Financial impact 財務影響	Steps taken to manage the risks 為管理風險而採取的措施
Physical Risk 實際風險		
<p>Chronic physical risks 慢性實際風險</p> <ul style="list-style-type: none"> Changes in precipitation patterns and extreme variability in weather patterns. Frequent extreme weather events and rising in sea levels are likely to pose disruptions to communities across the region over the long term, affecting economic output and business productivity. 降雨模式改變及天氣模式極度反覆。頻密的極端天氣事件及海平面上升，長遠而言可能對區內的社區造成干擾，影響經濟生產力及業務效率。 Governments that have been pushing for new regulation to reduce GHG emission will pose a threat to financial performance of a business and increase regulatory risk. 政府推動新規例減低溫室氣體排放，將對企業的財務表現構成威脅，並增加監管風險。 	<ul style="list-style-type: none"> Revenue reduces 收益減少 Operating cost increases 營運成本增加 	<ul style="list-style-type: none"> Planned improvements, retrofits, relocations, or other changes to facilities that may reduce their vulnerability to climate impacts, and increases climate resilience in long term. 計劃對設施進行裝修、加裝、重置或其他改建，以修補有關氣候影響的漏洞，並長遠加強對抗氣候變化的能力。 Record the energy consumption to identify peaks in usage, thus significant savings could be determined. 記錄能源消耗量以識別用量高峰期，務求大幅節省能源。 Engaged with local or national governments and local stakeholders on local resilience. 與當地或國家政府及當地持份者合作，對抗當地風險。

A. ENVIRONMENTAL ASPECTS (Continued)

A. 環境層面 (續)

A4. CLIMATE CHANGE (Continued)

A4. 氣候變化 (續)

Significant Climate-related Issues (Continued)

重大氣候相關事宜 (續)

Climate-related risks description 氣候相關風險的描述	Financial impact 財務影響	Steps taken to manage the risks 為管理風險而採取的措施
Transitional Risk 過渡風險		
<p>Policy risk 政策風險</p> <ul style="list-style-type: none"> As a result of energy efficiency requirements, the carbon-pricing mechanisms by Mainland Chinese Government, which increase the price of fossil fuels. 中國內地政府能源效益規定及碳定價機制，導致化石能源價格上升。 Mandates on and regulation of existing products and services as of the tightened environmental and safety laws and standards of oil. The Group has to spend much compliance cost to update or maintain the equipment to fulfil the new regulations. 根據更嚴格的環境及安全法律以及石油標準，對現有產品及服務進行授權及監管。為了履行新法規，本集團須承擔大量合規成本，以更新或維護設備。 	<ul style="list-style-type: none"> Operating cost increases 營運成本增加 	<ul style="list-style-type: none"> Planned to conduct a carbon footprint survey, in order to work out the company's footprint, to prioritise energy and waste reductions. 計劃進行碳足跡調查，以計算公司的碳足跡，務求制定節能減廢的優先次序。 Monitor the updates of the relevant environmental laws and regulations against existing products and services, to avoid the unnecessary increase in cost and expenditure due to non-compliance. 就現有產品及服務監察相關環境法例及規例的更新情況，以避免因不合規而不必要地增加成本及開支。

Environmental, Social and Governance Report

環境、社會及管治報告

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Significant Climate-related Issues (Continued)

A. 環境層面 (續)

A4. 氣候變化 (續)

重大氣候相關事宜 (續)

Climate-related risks description 氣候相關風險的描述	Financial impact 財務影響	Steps taken to manage the risks 為管理風險而採取的措施
Transitional Risk 過渡風險		
<p>Legal risk 法律風險</p> <ul style="list-style-type: none"> Exposure to litigation risk. The Group has to adapt the tightened law and regulations imposed by the government due to climate change, as well as bear the risk of potential litigation once we fail to obligate the new regulations. 訴訟風險。本集團須適應政府因應氣候變化而收緊法例及規例，一旦未能遵守新規則，則會面臨訴訟風險。 Enhanced air pollutant emissions-reporting obligations for local government, and the Group may have to spend more time on fulfilling the ESG reporting standards to comply with the updating Listing Rules. 當地政府加強空氣污染排放報告的責任。本集團可能需要花費更多時間滿足環境、社會及管治報告準則，以遵守不斷更新的上市規則。 	<ul style="list-style-type: none"> Operating cost increases 營運成本增加 	<ul style="list-style-type: none"> Monitored the updates of environmental laws and regulations and implemented GHG emissions calculations in advance. 監察環境法例及規例的更新情況，並預先執行溫室氣體排放計算。 Continued monitoring of the ESG reporting standards of the Listing Rules. 持續監察上市規則的環境、社會及管治報告準則。

A. ENVIRONMENTAL ASPECTS (Continued)

A. 環境層面 (續)

A4. CLIMATE CHANGE (Continued)

A4. 氣候變化 (續)

Significant Climate-related Issues (Continued)

重大氣候相關事宜 (續)

Climate-related risks description 氣候相關風險的描述	Financial impact 財務影響	Steps taken to manage the risks 為管理風險而採取的措施
Transitional Risk 過渡風險		
<p>Technology risk 技術風險</p> <ul style="list-style-type: none"> Low-carbon, energy-saving technologies are produced. Lagging behind of technology advancement may weaken our competitive edges. 產生低碳、節能技術。技術進展滯後可能會削弱我們的競爭優勢。 	<ul style="list-style-type: none"> Capital investment increases 資本投資增加 Research and Development (R&D) expense increases 研究及開發(研發)開支增加 	<ul style="list-style-type: none"> Planned to invest in the innovations of energy saving products. 計劃投資節能產品創新。 Examined the feasibility and benefits of applying the latest low-carbon and energy-saving technologies into the Group's operation. 審視在本集團營運中應用最新低碳、節能技術的可行性及裨益。
<p>Market risk 市場風險</p> <ul style="list-style-type: none"> More customers are concerned about climate-related risks and opportunities, which may lead to changes in customer preference. 更多客戶關注氣候相關風險及機遇，可能令客戶偏好有所改變。 Inability to attract co-financiers and/or investors due to uncertain risks related to the climate. 因氣候相關的不確定風險而導致無法吸引融資合作夥伴及/或投資者。 	<ul style="list-style-type: none"> Revenue decreases 收益減少 Operating cost increases 營運成本增加 Production cost increases 生產成本增加 	<ul style="list-style-type: none"> Fulfilled the climate-related regulations by the government. 符合政府的氣候相關規例。 Prioritise the climate change as a high concern in the market decisions to show to the clients that the Group is concerned about the problem of climate change. 作出市場決策時將氣候變化優先列為高度關注事項，讓客戶了解到本集團對氣候變化問題的關注。

Environmental, Social and Governance Report

環境、社會及管治報告

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Significant Climate-related Issues (Continued)

A. 環境層面 (續)

A4. 氣候變化 (續)

重大氣候相關事宜 (續)

Climate-related risks description 氣候相關風險的描述	Financial impact 財務影響	Steps taken to manage the risks 為管理風險而採取的措施
Transitional Risk 過渡風險		
<p>Reputational risk 信譽風險</p> <ul style="list-style-type: none"> Negative press coverage related to support of the Group's business projects or activities with negative impacts on the climate (e.g., GHG emissions and energy conservation), which may affect the Group's reputation and image. <p>有關本集團商業項目或活動支援對氣候有負面影響(如溫室氣體排放及節省能源)的負面新聞報道,可能會影響本集團的信譽及形象。</p>	<ul style="list-style-type: none"> Revenue decreases 收益減少 Operating costs increases 營運成本增加 	<ul style="list-style-type: none"> Fulfilled the social responsibility by organizing more public relation activities to show how the Group places importance on climate change. <p>組織更多公關活動展示本集團對氣候變化的重視,以履行社會責任。</p>

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Significant Climate-related Issues (Continued)

During the reporting period, the primary climate-related opportunities and the corresponding financial impacts were as follows:

A. 環境層面 (續)

A4. 氣候變化 (續)

重大氣候相關事宜 (續)

於報告期內，氣候相關的主要機遇及相應財務影響如下：

Detailed description of climate-related opportunities 氣候相關機遇的詳細描述	Financial impact 財務影響
<p>Resource efficiency 資源效率</p> <ul style="list-style-type: none"> • Use of more efficient modes of transport 使用更有效率的交通工具 • Use of more efficient production and distribution processes 使用更有效率的製作及分銷流程 • Use of recycling 循環再用 • Reduce water consumption 減少用水 	<ul style="list-style-type: none"> • Operating cost reduces through efficiency gains and cost reductions 透過加強效率及節省成本降低營運成本
<p>Energy source 能源</p> <ul style="list-style-type: none"> • Use of lower-emission sources of energy 使用低排放能源 • Use of supportive policy incentives 使用支持政策獎勵措施 • Use of new technologies 使用新技術 • Shift toward decentralized energy generation 過渡至分散能源的時代 	<ul style="list-style-type: none"> • Operating cost reduces through use of lowest cost abatement 透過使用最低成本減排降低營運成本 • Returns on investment in low-emission technology increases 增加低排放技術的投資回報

Environmental, Social and Governance Report

環境、社會及管治報告

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Significant Climate-related Issues (Continued)

A. 環境層面 (續)

A4. 氣候變化 (續)

重大氣候相關事宜 (續)

Detailed description of climate-related opportunities 氣候相關機遇的詳細描述	Financial impact 財務影響
<p>Products and services 產品及服務</p> <ul style="list-style-type: none"> Development of climate adaptation and insurance risk solutions 制定氣候適應及保險風險解決方案 Ability to diversify business activities 多元化業務活動的能力 Development of new products or services through R&D and innovation 透過研發及創新技術開發新產品或服務 	<ul style="list-style-type: none"> Revenue increases through new solutions to adaptation needs, such as insurance risk transfer of products and services 透過適應氣候變化所需的新解決方案(如產品及服務的保險風險轉移)提升收益
<p>Markets 市場</p> <ul style="list-style-type: none"> Access to new markets 進入新市場 	<ul style="list-style-type: none"> Revenue increases through access to new and emerging markets 透過進入新興市場增加收益
<p>Resilience 適應力</p> <ul style="list-style-type: none"> Participation in renewable energy programs and adoption of energy-efficiency measures 參與可再生能源計劃及採取節能措施 Resource substitution or diversification 資源替代或多元化 	<ul style="list-style-type: none"> Market valuation increases through resilience planning, such as planning of the research in the use of electric vehicles 透過彈性規劃(如規劃研究使用電動車)增加市場估值 Reliability of supply chain and ability to operate under various condition increases 增強供應鏈的可靠性及在各種條件下的營運能力 Revenue increases through new products and services related to ensuring resiliency 透過與適應力相關的新產品及服務增加收益

A. ENVIRONMENTAL ASPECTS (Continued)

A4. CLIMATE CHANGE (Continued)

Metrics and Targets

The Group adopts the key metrics to assess and manage climate-related risks and opportunities. The energy consumption and greenhouse gas (“GHG”) emissions indicators are the key metrics used to assess and manage relevant climate-related risks where the Group considers such information is material and crucial for evaluating the impact of its operations on global climate change during the year. The Group regularly tracks its energy consumption and GHG emissions indicators to assess the effectiveness of emission reduction initiatives, as well as set targets to contribute its effort to have minimal impact on global warming.

The details of time frames over which the target applies and base year from which progress is measured are described in the section A1: “Emissions” and section A2: “Use of Resources” of this report. The Group adopts absolute target to manage climate-related risks, opportunities and performance.

B. SOCIAL ASPECTS

B1. EMPLOYMENT

The Group has a strong commitment to ensure that all its employees are treated fairly and that the Group provides equal opportunity both to existing employees and in its recruitment process. Merit is the primary basis for employment with the Group. All employees and applicants for employment should be treated and evaluated according to their job-related skills, qualifications, abilities and aptitudes only.

A. 環境層面 (續)

A4. 氣候變化 (續)

指標及目標

本集團採納關鍵指標以評估及管理氣候相關風險及機遇。倘本集團認為有關資料就評估其業務於年內對全球氣候變化的影響而言屬重大及關鍵，則使用能源消耗及溫室氣體（「溫室氣體」）排放指標為關鍵指標，以評估及管理有關氣候相關風險。本集團定期追蹤其能源消耗及溫室氣體排放指標，以評估減排措施的效益，並為盡量減低對全球暖化的影響作出貢獻而設定目標。

有關應用該目標的時間框架及計量進度的基準年度之詳情載述於本報告A1節：「排放」及A2節：「資源使用」。本集團採納硬性目標以管理氣候相關的風險、機遇以及表現。

B. 社會層面

B1. 僱傭

本集團堅決致力於確保其所有僱員獲公平待遇，而本集團向其現有僱員及於招聘過程中提供平等機會。僱用之主要基準為對本集團之好處。所有僱員及求職者應僅根據彼等之工作相關技能、資格、能力及才能而獲對待及評估。

B. SOCIAL ASPECTS (Continued)

B1. EMPLOYMENT (Continued)

The Group is committed to ensure that no employees or applicants are subjected to unlawful discrimination, either directly or indirectly, on grounds of a protected characteristic. This commitment applies to all aspects of employment, including recruitment and selection, training, promotion and career development opportunities, terms and conditions of employment, grievance handling and the application of disciplinary procedures, and selection for redundancy.

The Group seeks to consider employees from a wide range of backgrounds in its recruitment processes, and the Group does not tolerate any form of harassment or discrimination of employees with regards to race, gender, age, disability, sexual orientation or religion. Active harassment and discrimination in the workplace in any form is unacceptable. The Group regards any actions by an employee that constitute harassment or discrimination as serious misconduct.

The Group has developed and implemented a competitive remuneration structure which is key for the Group to attract, motivate and retain the best talent. In addition to basic salaries, the Mandatory Provident Fund and discretionary bonus, staff benefits include medical scheme, share options and share awards. The Group continually reviews its remuneration structure to ensure it remains attractive and competitive.

B. 社會層面 (續)

B1. 僱傭 (續)

本集團致力於確保概無僱員或求職者因受保障特徵而直接或間接遭受非法歧視。該承諾適用於僱傭之所有方面，包括招聘及甄選、培訓、晉升及職業發展機會、僱傭條款及條件、申訴處理及施行紀律程序及選擇裁員。

本集團務求於其招聘過程中考慮僱員多方面之背景，本集團不容忍對僱員有任何有關種族、性別、年齡、殘疾、性取向或宗教之騷擾或歧視行為。於工作場所之任何激烈騷擾或歧視行為均不能接受。本集團視對僱員作出之任何構成騷擾或歧視之行動為嚴重不當行為。

本集團已制定並實施有競爭力之薪酬架構，此乃本集團吸引、激勵及保留最佳人才之關鍵。除基本薪金、強制性公積金及酌情花紅外，僱員福利包括醫療計劃、購股權及股份獎勵。本集團不斷審查其薪酬架構，以確保其維持吸引力與競爭力。

Environmental, Social and Governance Report

環境、社會及管治報告

B. SOCIAL ASPECTS (Continued)

B1. EMPLOYMENT (Continued)

At the end of the reporting period, the total number of employees of the Group was 85 (2020: 65). Below is the employee breakdown by gender, age group, geographical region.

Employment composition 僱傭組成		2021 二零二一年	2020 二零二零年
By gender	按性別劃分		
• Male	• 男性	60%	48%
• Female	• 女性	40%	52%
By age group	按年齡組別劃分		
• 30 or below	• 30歲或以下	21%	23%
• 31-40	• 31-40歲	39%	30%
• 41-50	• 41-50歲	19%	27%
• 51 or above	• 51歲或以上	21%	20%
By geographical region	按地區劃分		
• Mainland China	• 中國內地	66%	53%
• HK	• 香港	34%	47%
By employee category	按僱傭類別劃分		
• Senior management	• 高級管理層	15%	18%
• Middle management	• 中級管理層	14%	18%
• General staff	• 一般職員	71%	64%

The employee annual turnover rate by gender, age group, geographical region during the reporting period was as follows:

Employee Turnover Rate 員工流失比率		2021 二零二一年	2020 二零二零年
By gender	按性別劃分		
• Male	• 男性	29%	40%
• Female	• 女性	56%	13%
By age group	按年齡組別劃分		
• 30 or below	• 30歲或以下	123%	52%
• 31-40	• 31-40歲	26%	48%
• 41-50	• 41-50歲	30%	6%
• 51 or above	• 51歲或以上	-	-
By geographical region	按地區劃分		
• Mainland China	• 中國內地	64%	48%
• HK	• 香港	7%	6%
Overall	整體	41%	28%

B. 社會層面 (續)

B1. 僱傭 (續)

於報告期末，本集團僱員總人數為85名(二零二零年：65名)。按性別、年齡組別及地理區域劃分的僱員明細如下。

於報告期間，僱員年度流失率按性別、年齡組別及地理區域劃分如下：

B. SOCIAL ASPECTS (Continued)

B2. HEALTH AND SAFETY

The Group is committed to the health and safety of all employees. The Group will work to eliminate hazardous practices and behaviour, which could cause accidents, injuries or illness to employees, visitors and the general public. The Group strives to have injury free workplaces. The primary goal is to assist in providing a safe and healthy workplace environment for the Group's employees and visitors.

The objectives of the Group in ensuring health and safety are to:

- comply with all relevant statutory obligations;
- provide adequate resources to establish and maintain safe systems of work;
- maintain health and safety competency and integrate health and safety requirements in all aspects of business;
- ensure all incidents are reported and thoroughly investigated with a view to preventing a similar injury occurring; and
- promote a positive health and safety culture that is based on the principle that all incidents can be prevented.

The management and all managers are accountable for health and safety performance in their areas. All employees are required to follow rules for safe and healthy operations, report hazards to their managers and must always report any injuries that occur to either themselves or others.

During the year, there was no work injury case (2020: Nil, 2019: Nil) and no lost day (2020: Nil, 2019: Nil) due to minor injuries during the Group's business operations. There was no work-related fatality case (2020: Nil, 2019: Nil) during the reporting period.

B. 社會層面 (續)

B2. 健康與安全

本集團致力於所有僱員之健康安全為己任。本集團將努力消除可能造成僱員、訪客及公眾事故、傷害或疾病之危險做法及行為。本集團力保無傷害工作場所。主要目標是協助為本集團僱員及訪客提供一個安全及健康之工作環境。

本集團確保健康及安全之目標為：

- 遵守所有相關法定義務；
- 提供充足資源，以建立及維持工作之安全系統；
- 保持健康及安全能力，並在業務之所有方面納入健康及安全要求；
- 確保所有事故得以報告並徹底調查以防止類似之傷害發生；及
- 基於可防止所有事故之原則，促進積極之健康及安全文化。

管理層及所有經理均對彼等所在地區之健康及安全表現負責。所有僱員均須遵守安全及健康操作之規則，向其經理報告危險，並須經常報告自身或他人發生之任何傷害。

年內，本集團業務營運並無因輕傷錄得工傷案件(二零二零年：無；二零一九年：無)亦無損失工作日數(二零二零年：無；二零一九年：無)。於報告期間，並無因工死亡之個案(二零二零年：無；二零一九年：無)

B. SOCIAL ASPECTS *(Continued)*

B3. DEVELOPMENT AND TRAINING

The development and training of the Group's employees is key to employee retention, and ensuring that employees continue to have the skills and expertise that is core to the Group's sustainable business success and growth. Employees are encouraged to attend courses, seminars and workshops that are relevant to their jobs and the Group reimburses for related expenses in full.

The Group considers the continuous improvement of employees as the key elements of the Group's sustainable development. A series of development and training programmes are organised which aim at nurturing employees' growth. The training programmes include internal and external trainings.

The Group encourages its employees who have received training to share their knowledge with other colleagues to promote a learning culture within the Group. The Group also establishes an open communication and discussion between management and employees about working condition, promotion, career goal, with a view to supporting their development and growth with the Group. To retain talent and reward employees with good performance and high potential, the Group offers internal promotion prospects within the Group to motivate employees' self-development. In future, the Group expects to spend more on continuous training for its employees in order to improve its productivity and quality for sustainable development.

B. 社會層面 *(續)*

B3. 發展及培訓

本集團僱員之發展及培訓為僱員留任之關鍵，確保僱員持續擁有本集團可持續業務成功及增長之核心技能及專長。鼓勵僱員參加與其工作有關之課程、研討會及工作坊，以及本集團對相關費用全額報銷。

本集團認為僱員的持續進步乃本集團可持續發展的關鍵因素。本集團已安排一系列發展及培訓項目，旨在培育僱員成長。該等培訓項目包括內部及外部培訓。

本集團鼓勵受訓僱員與其他同事分享所獲得的知識，在本集團形成學習氣氛。本集團亦營造開放溝通的氛圍，鼓勵僱員就其工作情況、晉升機會及事業發展目標與管理人員討論，協助僱員發展所長，與本集團共同成長。為了挽留人才及表揚表現優秀、具有發展潛力的僱員，本集團會為僱員提供本集團內部晉升機會，以激勵僱員自我發展。未來，本集團預期將在其僱員持續培訓方面投入更多資源，從而在可持續發展方面提升其產能及質量。

B. SOCIAL ASPECTS (Continued)

B4. LABOUR STANDARDS

The Group is committed to be an employer of choice. The Group values its employees and recognises their contribution towards achieving sustainable business success and growth for the Group and creating value for its stakeholders. The Group does not tolerate unethical labour standards and complies with local labour legislations and minimum wage laws in the countries where it operates. The labour standards of the Group are:

- **Child labour**

The Group shall not engage in or support the use of child labour.

- **Forced and compulsory labour**

The Group shall not engage in or support the use of forced or compulsory labour, or bonded or involuntary prison labour. Employees are free to leave upon reasonable notice.

- **Health and safety**

The Group shall provide a safe and healthy workplace environment and shall take effective steps to prevent potential accidents and injuries to employees' health by minimising, so far as is reasonably practicable, and in co-operation with its employees, the causes of hazards inherent in the workplace.

- **Freedom of association**

The freedom of association is respected and the Group will comply with the relevant labour relations legislation in the countries where it operates.

- **Discrimination**

The Group shall not engage in or support any discriminatory practices in hiring, remuneration, access to training, promotion, termination or retirement based on race, gender, age, disability, sexual orientation, religion or other conditions that could give rise to discrimination.

B. 社會層面 (續)

B4. 勞工準則

本集團致力成為首選僱主。本集團重視僱員，認可彼等為實現本集團可持續業務之成功及增長所作出之貢獻，並為持份者創造價值。本集團不容忍不道德之勞工準則，並且遵守其經營所在國家之當地勞工法及最低工資法。本集團之勞工準則如下：

- **童工**

本集團不得委聘或支持使用童工。

- **強迫及強制勞工**

本集團不得委聘或支持使用強迫或強制勞工，或債役或非自願之監獄勞工。僱員可在合理通知後自由離職。

- **健康及安全**

本集團應提供一個安全及健康之工作環境，並應採取有效措施防止潛在意外，及通過在盡可能合理可行範圍內與僱員合作減少工作場所固有危險之發生而防止對僱員健康之傷害。

- **結社自由**

尊重結社自由，及本集團將遵守其經營所在國家之相關勞動關係法。

- **歧視**

本集團不得於僱用、薪酬、接受培訓、晉升、終止或退休方面參與或支持基於種族、性別、年齡、殘疾、性取向、宗教或其他可能導致歧視之條件之任何歧視做法。

B. SOCIAL ASPECTS (Continued)

B4. LABOUR STANDARDS (Continued)

• **Working hours**

The Group shall comply with applicable laws and industry standards on working hours and holiday entitlements. Overtime shall be voluntary and shall not be demanded on a regular basis.

• **Remuneration**

The Group shall comply with the local labour legislations and minimum wage laws in the countries where it operates. All work-related activities are carried out on the basis of a recognised employment relationship established according to the local labour legislations.

During the year, no non-compliance of Hong Kong labour legislations or Mainland China's labour laws was reported or noted (2020: Nil).

B5. SUPPLY CHAIN MANAGEMENT

The Group views its suppliers as partners who make an important contribution to the Group's sustainable business success and growth. Employees of the Group are expected to be honest and fair in all business interactions with suppliers, which include contractors, consultants and other agents.

The choice of suppliers of goods and services must be made based on the best value received by the Group. In addition, the Group believes in doing business with those suppliers who demonstrate high standards of ethical behavior. The Group will not knowingly engage suppliers who operate in violation of applicable laws or regulations, including local environmental, employment and safety laws.

All agreements with suppliers that are important for the conduct of the Group's business should be in writing and must specify the goods and services to be provided and the fees to be paid. Such agreements must be in line with reasonable competitive and market practices, and the relevant Group's policies and procedures.

B. 社會層面 (續)

B4. 勞工準則 (續)

• **工作時間**

本集團應遵守有關工作時間及假期權利之適用法律及行業標準。加班乃自願性質，不得恒常要求。

• **薪酬**

本集團應遵守其經營所在國家之當地勞動法及最低工資法。所有與工作有關之活動均於根據當地勞動法確定之認可僱用關係之基礎上進行。

年內，概無已匯報或已知悉不遵守香港勞工法例或中國內地勞工法例之情況(二零二零年：無)。

B5. 供應鏈管理

本集團將供應商視為對本集團可持續業務之成功及增長作出重要貢獻之合作夥伴。本集團僱員應在與供應商(包括承包商、顧問及其他代理)之所有業務往來中誠實及公正。

貨物及服務供應商之選擇須基於本集團獲取最佳價值而作出。此外，本集團認為業務是與該等表現出較高道德行為標準之供應商開展。本集團不會故意委聘違反適用法律或法規(包括當地環境、僱傭及安全法律)之供應商。

與對本集團業務重要之供應商間之所有協議應以書面形式作出，並且必須指明提供之商品及服務以及應支付之費用。有關協議須符合合理競爭及市場慣例，以及本集團之相關政策及程序。

B. SOCIAL ASPECTS (Continued)

B6. PRODUCT RESPONSIBILITY

B6.1 Product and Service Responsibility

Leasing of rental properties

In leasing of rental properties to its tenants, the Group adopts the following responsible practices:

- The Group ensures that its rental properties are safe for its tenants.
- The relationship between the Group as landlord and its tenants is important. Therefore, the terms should be detailed in commercial leases so that the Group and tenants understand their relative rights and responsibilities.
- The Group provides timely responses to tenants' questions and complaints, and takes prompt correction actions.

Design and sale of jewelry products

The Group shall not make any untruthful, misleading or deceptive representation or make any material omission in selling or marketing of any jewelry products. All supplies of raw materials used in the Group's jewelry products shall be acquired from legitimate sources which, to the best knowledge of the Group, have no involvement in funding conflicts. The Group prohibits knowingly buying or selling conflict precious stones or assisting others to do so. The Group will not knowingly engage subcontractors who operate in violation of applicable laws or regulations, including local environmental, employment and safety laws.

B. 社會層面 (續)

B6. 產品責任

B6.1 產品及服務責任

租賃租用物業

在向租戶租賃租用物業時，本集團採取以下負責任行為：

- 本集團確保其租用物業對租戶是安全的。
- 本集團（作為業主）與其租戶之間的關係相當重要。因此，商業租賃須詳列有關條款，以便本集團及租戶了解其相關權利及責任。
- 本集團及時回應租戶之問題及投訴，並應及時採取糾正措施。

設計及銷售珠寶產品

本集團不得在銷售或營銷任何珠寶產品時作出任何失實、誤導或欺詐性陳述或作出任何重大遺漏。本集團之珠寶產品使用之所有原材料供應，均須從合法來源獲得，據本集團所知並無涉及資金衝突。本集團禁止故意或協助他人買賣衝突寶石。本集團不會故意委聘違反適用法律或法規（包括當地環境、僱傭及安全法律）之分包商。

B. SOCIAL ASPECTS (Continued)

B6. PRODUCT RESPONSIBILITY (Continued)

B6.1 Product and Service Responsibility
(Continued)

Money lending

In addition to compliance with the Money Lenders Ordinance, the Money Lenders Regulations and the Anti-Money Laundering and Counter-Terrorist Financing Ordinance, the Group strictly prohibits abusive, misleading or fraudulent lending practices. In providing money lending services to its customers, the Group adopts the following responsible lending practices:

- The Group provides its customers with the information they need to make fully informed decisions about its money lending services.
- The Group prices its money lending services based on appropriate factors, including the risk and cost of extending loans, competition and marketplace strategy and conditions, and soundness consideration.
- The Group only approves applications where it believes the customer has the ability to repay the loan according to its terms.
- The Group provides timely responses to customers' questions and complaints, and takes prompt corrective action if it has made an error.

B6.2 Customer Relations

The Group believes that customers are vitally important to its sustainable business success and growth. Employees of the Group have a paramount duty to act with integrity, respect, diligence and competence in their dealings with the Group's customers.

B. 社會層面 (續)

B6. 產品責任 (續)

B6.1 產品及服務責任 (續)

借貸

除遵守放債人條例、放債人規例以及打擊洗錢及恐怖分子資金籌集條例外，本集團亦嚴格禁止濫用、誤導或欺詐性貸款行為。在向客戶提供借貸服務時，本集團採取以下負責任貸款行為：

- 本集團向客戶提供彼等所需之資料，以便就其借貸服務作出充分知情決定。
- 本集團根據包括延長貸款之風險及成本、競爭與市場策略和市況、以及合理性考慮等合適因素，就其借貸服務作出定價。
- 本集團根據其條款僅批准其認為有能力償還貸款之客戶之申請。
- 本集團及時回應客戶之問題及投訴，倘發生錯誤，應及時採取糾正措施。

B6.2 客戶關係

本集團相信客戶對其可持續業務之成功及增長非常重要。本集團僱員有責任在與本集團客戶之交易中以誠信、尊重、勤勉及能力行事。

B. SOCIAL ASPECTS (Continued)

B6. PRODUCT RESPONSIBILITY (Continued)

B6.2 Customer Relations (Continued)

To preserve its customer relationships:

- the Group does not misrepresent its services or products in any sales or promotional efforts;
- the Group communicates clearly so that customers understand the terms of the business relationships, including contracts, performance criteria, schedules, prices and responsibilities; and
- the Group protects its customers' confidential information pursuant to contracts with its customers and all applicable privacy laws in the countries in which the Group operates.

B6.3 Personal Data Privacy

The Group will only collect personal data from its employees and customers ethically and lawfully. It also seeks to collect personal data in a fair manner, and in a way that is not unreasonably intrusive.

If an employee is collecting personal data on behalf of the Group, he or she must inform the person involved of (i) the purpose for which personal data is collected and, unless consented by the person involved, the personal data collected cannot be used for any new or additional purpose, (ii) the personal data collected cannot be transferred to any third party unless required by law or upon informed consent from the person involved, and (iii) subject to the requirements of the Personal Data (Privacy) Ordinance, the person involved has the right to request access to and correct the personal data collected by the Group. Steps must be taken to ensure that the use of personal data is complying with the Personal Data (Privacy) Ordinance.

B. 社會層面 (續)

B6. 產品責任 (續)

B6.2 客戶關係 (續)

為保持與其客戶之關係：

- 本集團不會在任何銷售或促銷活動中虛報其服務或產品；
- 本集團清楚地溝通，使客戶了解業務關係之條款，包括合同、業績標準、時間表、價格及責任；及
- 本集團根據與其客戶之合同及本集團經營所在國家之所有適用私隱法律保護其客戶之機密資料。

B6.3 個人資料私隱

本集團將僅以符合道德及合法之方式向其僱員及客戶收集個人資料。其亦致力以公平及並非不合理侵擾之方式收集個人資料。

倘一名僱員代表本集團收集個人資料，彼必須知會涉及人士 (i) 收集個人資料之用途，且除非獲所涉及人士同意，所收集之個人資料不得用於任何新或其他用途，(ii) 除非法律規定或獲得所涉及人士之知情同意，否則所收集之個人資料不得轉讓予任何第三方，及 (iii) 在個人資料 (私隱) 條例規限下，所涉及人士有權要求取得及更正本集團收集之個人資料。本集團必須採取步驟以確保使用個人資料符合個人資料 (私隱) 條例。

B. SOCIAL ASPECTS (Continued)

B6. PRODUCT RESPONSIBILITY (Continued)

B6.3 Personal Data Privacy (Continued)

Employees must ensure that the confidentiality of personal data contained in the Group's records is strictly maintained. During the year, no non-compliance of the Personal Data (Privacy) Ordinance was reported or noted (2020: Nil).

B7. ANTI-CORRUPTION

The Group commits to maintain confidence in the integrity of the Company. All directors and employees are responsible for the Company achieving the highest levels of business and accountable for acting in line with the policies and standards outlined in the Group's Code of Business Conduct and Ethics, which serves to (i) emphasise the Company's commitment to ethics and compliance with the letter and the spirit of all laws and regulations, and (ii) set forth the basic standards of ethical and legal behavior. The Group's Code of Business Conduct and Ethics clearly states that:

- All directors and employees are prohibited from soliciting, accepting or offering any bribe in conducting the Group's business or affairs, whether in Hong Kong or elsewhere.
- All directors and employees should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interests and the interests of the Group.
- No gift or entertainment should ever be offered or accepted by a director, an employee or any family member of a director or an employee unless it (i) is consistent with customary business practices, (ii) is not excessive in value, (iii) cannot be construed as a bribe or payoff, and (iv) does not violate any laws or regulations.
- Directors and employees are advised not to engage in frequent gambling activities, e.g. mahjong, with persons having business dealings with the Group.

B. 社會層面 (續)

B6. 產品責任 (續)

B6.3 個人資料私隱 (續)

僱員必須確保嚴格保密本集團記錄所載之個人資料。年內，概無已匯報或已知悉不遵守個人資料(私隱)條例之情況(二零二零年：無)。

B7. 反貪污

本集團致力維持對本公司誠信之信心。全體董事及僱員均對本公司達致最高水平之業務負責，並負責以與本集團商業操守及道德守則所載之政策及標準一致之方式行事，該守則(i)強調本公司之道德承擔及遵守函件及所有法律及法規之精神，及(ii)載列道德及法律行為之基本標準。本集團之商業操守及道德守則清楚述明：

- 全體董事及僱員於進行本集團業務或事務期間不得在香港或任何其他地方招攬、接納或提供任何賄賂。
- 全體董事及僱員不得參與或持有或買賣涉及或可被視為涉及彼等之個人利益與本集團利益有衝突之活動或資產。
- 概無董事或僱員，或董事或僱員之任何家族成員應獲提供或接受饋贈或款待，除非饋贈或款待(i)與傳統業務慣例一致；(ii)並無巨額價值；(iii)不可詮釋為賄賂或報酬；及(iv)並無違反任何法例或法規。
- 建議董事及僱員不應與本集團有業務交易之人士進行任何經常性賭博活動，例如麻將。

B. SOCIAL ASPECTS (Continued)

B7. ANTI-CORRUPTION (Continued)

- Directors and employees should not accept any loan from, or through the assistance of, any individual or organisation having business dealings with the Group. There is however no restriction on borrowing from licensed banks or financial institutions.
- Directors and employees are required to protect proprietary, commercial and other information that is confidential to the Group. These obligations of confidentiality continue after an individual's employment has ceased with the Group.

During the year, no instance of non-compliance relating to bribery, extortion or fraud was reported or noted (2020: Nil).

B8. COMMUNITY INVESTMENT

As a socially responsible enterprise, the Group is constantly aware of the needs of community and strives to bring a positive impact on community development. The Group encourages its employees to dedicate their time and skills to supporting local communities with the aim to create a harmonious society. While the Group is accountable to its key stakeholders, the Group also takes into account of the communities in which it operates. The Group commits to make a positive impact on its neighbourhoods by being a good neighbour to the communities. In view of the current Hong Kong's political and economic landscape, the directors believe that compliance with laws, integrity and fair dealing are the prime interests of the communities. As such, the Group is committed to make the communities in which it operates, better places to do business by managing its business in compliance with all applicable laws and regulations of the countries in which it operates and in accordance with the highest level of business ethics and personal integrity in all types of transactions and interactions.

B. 社會層面 (續)

B7. 反貪污 (續)

- 董事及僱員不應接受來自或透過與本集團有業務交易之個人或組織之協助所得之任何貸款。然而，自持牌銀行或金融機構取得借貸概無限制。
- 董事及僱員須保障對本集團而言屬機密資料之所有權、商業及其他資料。該等保密責任在個人與本集團之僱傭關係終止後持有。

年內，概無已匯報或已知悉有關賄賂、勒索或欺詐之不合規情況(二零二零年：無)。

B8. 社區投資

作為一家履行社會責任的企業，本集團不斷了解社區的需求，並致力為社區發展帶來正面影響。本集團鼓勵僱員投入時間及發揮技能，支援當地社區，以創造和諧社會。本集團對其主要持份者負責，同時，本集團亦慮及其營運所在之社區。本集團致力作為良好之社區鄰里，為毗鄰帶來正面影響。鑑於現時香港之政治及經濟狀況，董事相信遵守法律、誠信及公平交易符合社區的最佳利益。因此，本集團務求以遵守其營運所在國家之所有適用法律及法規，以及根據所有交易類別及互動之商業道德及個人誠信最高水平管理其業務，使其營運所在社區成為進行業務之更佳場所。

B. SOCIAL ASPECTS *(Continued)*

B8. COMMUNITY INVESTMENT *(Continued)*

The Company Secretary has been designated by the board of directors to monitor changes and developments in the regulatory environment and ensure that sufficient resources being made available to implement any required changes. The Company Secretary is responsible for ensuring the Group complying with all applicable laws and regulations of the countries in which it operates.

All directors and employees are responsible for the Company achieving the highest levels of business and accountable for acting in line with the policies and standards outlined in the Group's Code of Business Conduct and Ethics. They are required to comply with the Code of Business Conduct and Ethics, which serves to (i) emphasise the Company's commitment to ethics and compliance with the letter and the spirit of all laws and regulations, (ii) set forth the basic standards of ethical and legal behavior, (iii) provide a mechanism for reporting instances non-compliance, and (iv) help prevent and detect wrongdoing.

During the year, no non-compliance of the laws and regulations in Hong Kong or the Code of Business Conduct and Ethics was reported or noted (2020: Nil).

B. 社會層面 *(續)*

B8. 社區投資 *(續)*

公司秘書已獲董事會委派以監察規管環境之變動及發展，並確保已提供充足資源以執行任何規定變動。公司秘書負責確保本集團遵守其營運所在國家之所有適用法律及法規。

全體董事及僱員均對本公司達致最高水平之業務負責，並負責以與本集團商業操守及道德守則所載之政策及標準一致之方式行事。彼等須遵守商業操守與道德守則，該守則(i)強調本公司之道德承擔及遵守函件及所有法律及法規之精神；(ii)載列道德及法律行為之基本標準；(iii)提供匯報不遵守情況之機制；及(iv)有助防止及發現不正當行為。

年內，概無已匯報或已知悉不遵守香港法律及法規或商業操守與道德守則之情況(二零二零年：無)。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING INDEX

環境、社會及管治報告索引

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs) 主題範疇、層面、一般披露及主要表現指標		Sections 章節	Pages 頁次
A. Environmental A. 環境			
A1: Emissions A1：排放物			
General Disclosure 一般披露		“Emissions” 「排放物」	66-69
KPI A1.1 主要表現指標 A1.1	The types of emissions and respective emissions data 排放物種類及相關排放數據	“Emissions – Air Pollutant Emissions” 「排放物 – 空氣污染物排放」	67
KPI A1.2 主要表現指標 A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	“Emissions – Greenhouse Gas Emission” 「排放物 – 溫室氣體排放」	68
KPI A1.3 主要表現指標 A1.3	Total hazardous waste produced and, where appropriate, intensity 所產生有害廢棄物總量及(如適用)密度	No hazardous waste was produced during the year 年內並無產生有害廢棄物	N/A 不適用
KPI A1.4 主要表現指標 A1.4	Total non-hazardous waste produced and, where appropriate, intensity 所產生無害廢棄物總量及(如適用)密度	“Emissions – Hazardous and Non-hazardous Wastes” 「排放物 – 有害及無害廢棄物」	69
KPI A1.5 主要表現指標 A1.5	Description of emission target set and steps taken to achieve them 描述所訂立的排放量目標及為達到這些目標所採取的步驟	“Emissions – Air Pollutant Emissions”, “Emissions – Greenhouse Gas Emission” 「排放物 – 空氣污染物排放」, 「排放物 – 溫室氣體排放」	66-68
KPI A1.6 主要表現指標 A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target set and steps taken to achieve them 描述處理有害及無害廢棄物的方法, 及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	“Emissions – Hazardous and Non-hazardous Wastes” 「排放物 – 有害及無害廢棄物」	69

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING INDEX (Continued)

環境、社會及管治報告索引(續)

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs) 主題範疇、層面、一般披露及主要表現指標		Sections 章節	Pages 頁次
A. Environmental A. 環境			
A2: Use of Resources A2：資源使用			
General Disclosure 一般披露		“Use of Resources” 「資源使用」	70-72
KPI A2.1 主要表現指標 A2.1	Direct and/or indirect energy consumption by type in total and intensity 按類型劃分的直接及 / 或間接能源總耗量及密度	“Use of Resources – Energy Consumption” 「資源使用 – 能源消耗」	70-71
KPI A2.2 主要表現指標 A2.2	Water consumption in total and intensity 總耗水量及密度	“Use of Resources – Water Consumption” 「資源使用 – 水資源消耗」	72
KPI A2.3 主要表現指標 A2.3	Description of energy use efficiency target set and steps taken to achieve them 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟	“Use of Resources – Energy Consumption” 「資源使用 – 能源消耗」	70-71
KPI A2.4 主要表現指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target set and steps taken to achieve them 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟	“Use of Resources – Water Consumption” 「資源使用 – 水資源消耗」	72
KPI A2.5 主要表現指標 A2.5	Total packaging material used for finished products and, if applicable, with reference to per unit produced 製成品所用包裝材料的總量及(如適用)每生產單位佔量	No significant amount of packaging materials was consumed during the year 年內並無耗用大量包裝物料	N/A 不適用

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING INDEX (Continued)

環境、社會及管治報告索引(續)

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs) 主題範疇、層面、一般披露及主要表現指標		Sections 章節	Pages 頁次
A. Environmental A. 環境			
A3: The Environment and Natural Resources A3：環境及天然資源			
General Disclosure 一般披露		“The Environment and Natural Resources” 「環境及天然資源」	72-73
KPI A3.1 主要表現指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	No significant impacts of activities on the environment and natural resources during the year 年內活動對環境及天然資源並無重大影響	N/A 不適用
A4: Climate Change A4：氣候變化			
General Disclosure 一般披露		“Climate Change” 「氣候變化」	73-87
KPI A4.1 主要表現指標 A4.1	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	“Climate Change” 「氣候變化」	79-86
B. Social B. 社會			
Employment and Labour Practices 僱傭及勞工常規			
B1: Employment B1：僱傭			
General Disclosure 一般披露		“Employment” 「僱傭」	87-89
KPI B1.1 主要表現指標 B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地區劃分的僱員總數	“Employment” 「僱傭」	89

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING INDEX (Continued)

環境、社會及管治報告索引(續)

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs) 主題範疇、層面、一般披露及主要表現指標		Sections 章節	Pages 頁次
B. Social B. 社會			
Employment and Labour Practices 僱傭及勞工常規			
B1: Employment B1：僱傭			
KPI B1.2 主要表現指標 B1.2	Employee turnover rate by gender, age group and geographical region 按性別、年齡組別及地區劃分的僱員流失比率	“Employment” 「僱傭」	89
B2: Health and safety B2：健康及安全			
General Disclosure 一般披露		“Health and Safety” 「健康與安全」	90
KPI B2.1 主要表現指標 B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年(包括匯報年度)每年因工亡故的人數及比率。	No work-related fatality was occurred in each of the past three years including the reporting year 過去三年(包括匯報年度)並無發生因工亡故的事件	N/A 不適用
KPI B2.2 主要表現指標 B2.2	Lost days due to work injury 因工傷損失工作日數	No lost day due to work injury during the year 年內並無因工傷損失的日數	N/A 不適用
KPI B2.3 主要表現指標 B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored 描述所採納的職業健康與安全措施，以及相關執行及監察方法	“Health and Safety” 「健康與安全」	90
B3: Development and Training B3：發展及培訓			
General Disclosure 一般披露		“Development and Training” 「發展及培訓」	91
KPI B3.1 主要表現指標 B3.1	The percentage of employees trained by gender and employee category 按性別及僱員類別劃分的受訓僱員百分比	“Development and Training” 「發展及培訓」	N/A 不適用

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING INDEX (Continued)

環境、社會及管治報告索引(續)

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs) 主題範疇、層面、一般披露及主要表現指標		Sections 章節	Pages 頁次
B. Social B. 社會			
Employment and Labour Practices 僱傭及勞工常規			
B3: Development and Training B3：發展及培訓			
KPI B3.2 主要表現指標 B3.2	The average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數	“Development and Training” 「發展及培訓」	N/A 不適用
B4: Labour Standards B4：勞工準則			
General Disclosure 一般披露		“Labour Standards” 「勞工準則」	92-93
KPI B4.1 主要表現指標 B4.1	Description of measures to review employment practices to avoid child and forced labour 描述檢討招聘慣例的措施以避免童工及強制勞工	“Labour Standards” 「勞工準則」	92
KPI B4.2 主要表現指標 B4.2	Description of steps taken to eliminate such practices when discovered 描述在發現違規情況時消除有關情況所採取的步驟	“Labour Standards” 「勞工準則」	93
Operating Practices 營運慣例			
B5: Supply Chain Management B5：供應鏈管理			
General Disclosure 一般披露		“Supply Chain Management” 「供應鏈管理」	93
KPI B5.1 主要表現指標 B5.1	Number of suppliers by geographical region 按地區劃分的供應商數目	“Supply Chain Management” 「供應鏈管理」	N/A 不適用

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING INDEX (Continued)

環境、社會及管治報告索引(續)

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs) 主題範疇、層面、一般披露及主要表現指標		Sections 章節	Pages 頁次
B. Social B. 社會			
Operating Practices 營運慣例			
B5: Supply Chain Management B5：供應鏈管理			
KPI B5.2 主要表現指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法	“Supply Chain Management” 「供應鏈管理」	93
KPI B5.3 主要表現指標 B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法	“Supply Chain Management” 「供應鏈管理」	93
KPI B5.4 主要表現指標 B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法	“Supply Chain Management” 「供應鏈管理」	93
B6: Product Responsibility B6：產品責任			
General Disclosure 一般披露		“Product Responsibility” 「產品責任」	94-97
KPI B6.1 主要表現指標 B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons 已售或已運送產品總數中因安全與健康理由而須回收的百分比	“Product Responsibility – Customer Relations” 「產品責任 – 客戶關係」	94-95
KPI B6.2 主要表現指標 B6.2	Number of products and service related complaints received and how they are dealt with 接獲關於產品及服務的投訴數目以及應對方法	“Product Responsibility – Customer Relations” 「產品責任 – 客戶關係」	95-96

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING INDEX (Continued)

環境、社會及管治報告索引(續)

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs) 主題範疇、層面、一般披露及主要表現指標		Sections 章節	Pages 頁次
B. Social B. 社會			
Operating Practices 營運慣例			
B6: Product Responsibility B6：產品責任			
KPI B6.3 主要表現指標 B6.3	Description of practices relating to observing and protecting intellectual property rights 描述與維護及保障知識產權有關的慣例	“Product Responsibility – Copyrights Management” 「產品責任 – 版權管理」	N/A 不適用
KPI B6.4 主要表現指標 B6.4	Description of quality assurance process and recall procedures 描述質量檢定過程及產品回收程序	“Product Responsibility – Food Health and Safety at Cinemas” 「產品責任 – 影院的食品衛生及安全」	N/A 不適用
KPI B6.5 主要表現指標 B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored 描述消費者資料保障及私隱政策，以及相關執行及監察方法	“Product Responsibility – Personal Data Protection and Privacy Policy” 「產品責任 – 個人資料保護及私隱政策」	96-97
B7: Anti-corruption B7：反貪污			
General Disclosure 一般披露		“Anti-corruption” 「反貪污」	97-98
KPI B7.1 主要表現指標 B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the case 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	No concluded legal case regarding corrupt practices brought against the issuer or its employees during the reporting period 於匯報期內並無對發行人或其僱員提出並已審結的貪污訴訟案件	N/A 不適用
KPI B7.2 主要表現指標 B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored 描述防範措施及舉報程序，以及相關執行及監察方法	“Anti-corruption” 「反貪污」	97-98

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING INDEX (Continued)

環境、社會及管治報告索引(續)

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs) 主題範疇、層面、一般披露及主要表現指標		Sections 章節	Pages 頁次
B. Social B. 社會			
Operating Practices 營運慣例			
B7: Anti-corruption B7：反貪污			
KPI B7.3 主要表現指標 B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	“Anti-corruption” 「反貪污」	97-98
Community 社區			
B8: Community Investment B8：社區投資			
General Disclosure 一般披露		“Community Investment” 「社區投資」	98-99
KPI B8.1 主要表現指標 B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport) 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)	“Community Investment”. 「社區投資」	98-99
KPI B8.2 主要表現指標 B8.2	Resources contributed (e.g. money or time) to the focus area 在專注範疇所動用資源(如金錢或時間)	“Community Investment”. 「社區投資」	98-99

Directors' Report

董事會報告

The directors present their report and the audited consolidated financial statements for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries and associates are set out in notes 51 and 25 respectively to the consolidated financial statements. There were no significant changes to the Group's principal activities during the year.

BUSINESS REVIEW

A fair review of the Group's business, comprising an analysis using financial key performance indicators, a description of the principal risks and uncertainties facing by the Group, particulars of important events affecting the Group that have occurred since the end of the financial year, if any, and an indication of likely future developments in the Group's business can be found in the Management Discussion and Analysis on pages 7 to 40 of the annual report.

A discussion on the Group's environmental policies and performance and the Group's compliance with the relevant laws and regulations that have a significant impact on the Group, and an account of the Group's relationships with its key stakeholders that have a significant impact on the Group and on which the Group's success depends can be found in the Environmental, Social and Governance Report on pages 58 to 107 of the annual report.

The Management Discussion and Analysis, and the Environmental, Social and Governance Report form part of this directors' report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2021 and the Group's financial position at that date are set out in the Group's consolidated financial statements on pages 144 to 379 of the annual report.

The directors do not recommend the payment of a dividend for the year ended 31 December 2021.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 380 of the annual report.

董事謹此呈報截至二零二一年十二月三十一日止年度之報告及經審核綜合財務報表。

主要業務

本公司為投資控股公司。其附屬公司及聯營公司之主要業務分別載於綜合財務報表附註51及25。年內，本集團主要業務並無重大變動。

業務回顧

本集團業務之中肯審視，其中包括使用財務主要表現指標、本集團所面對主要風險及不明朗因素之說明、自財務年度末以來已發生影響本集團之重要事項(如有)之詳情及本集團業務之可能未來發展之指示，可參閱年報第7至40頁之管理層討論及分析。

有關本集團環境政策及表現及本集團遵守對本集團有重大影響之相關法律及法規合規情況以及對本集團及本集團之成功有重大影響之本集團與其主要持份者之關係之討論，可參閱年報第58至107頁之環境、社會及管治報告。

管理層討論及分析以及環境、社會及管治報告為本董事會報告之一部分。

業績及股息

本集團截至二零二一年十二月三十一日止年度之業績及本集團於該日期之財務狀況載於年報第144至379頁之本集團之綜合財務報表。

董事不建議派發截至二零二一年十二月三十一日止年度之股息。

五年財務概要

本集團最近五個財政年度之業績與資產及負債概要載於年報第380頁。

SHARE CAPITAL

Details of the share capital of the Company during the year are set out in note 34 to the consolidated financial statements.

DEBENTURES ISSUED IN THE YEAR

On 22 December 2021, the Company issued HK\$200,000,000 13% guaranteed secured notes due 2022. The issuance proceeds of HK\$200,000,000 was utilised to set off against the outstanding principal amount of the HK\$270,000,000 13% guaranteed secured notes due 2021 issued by the Company on 29 September 2020.

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

During the year, other than the purchase of a total of 83,000,000 shares of the Company on the market at a total consideration of HK\$17,381,000 by the trustee under the share award plan of the Company adopted by the Board on 16 September 2021, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31 December 2021 amounted to HK\$104,784,000 (2020: HK\$448,892,000).

DIRECTORS

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

Executive directors:

Mr. Lei Hong Wai
(Chairman and Chief Executive Officer)
Mr. Cheung Kwok Wai Elton
Mr. Chan Kin Wah Billy
Mr. Cheung Kwok Fan

Independent non-executive directors:

Mr. Wan Shing Chi
Mr. Ng Heung Yan
Mr. Wong Tak Chuen

股本

本公司年內股本之詳情載於綜合財務報表附註34。

年內發行之債券

於二零二一年十二月二十二日，本公司已發行200,000,000港元於二零二二年到期之13%保證擔保票據。發行所得款項200,000,000港元已用作抵銷本公司於二零二零年九月二十九日所發行於二零二一年到期之13%保證擔保票據未償還本金額270,000,000港元。

購買、贖回或出售本公司之上市證券

年內，除受託人根據董事會於二零二一年九月十六日採納之本公司股份獎勵計劃以總代價17,381,000港元在市場上購買合共83,000,000股本公司股份外，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

本公司之可分派儲備

本公司於二零二一年十二月三十一日可供分派予股東之儲備為104,784,000港元(二零二零年：448,892,000港元)。

董事

年內及截至本董事會報告日期，本公司董事如下：

執行董事：

李雄偉先生
(主席兼行政總裁)
張國偉先生
陳健華先生
張國勳先生

獨立非執行董事：

尹成志先生
吳向仁先生
黃德銓先生

DIRECTORS (Continued)

In accordance with the provisions of the Company's bye-laws, Mr. Cheung Kwok Wai Elton, Mr. Cheung Kwok Fan, and Mr. Wan Shing Chi will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

As Mr. Wan Shing Chi has served the Board for more than nine years, his further appointment shall be subject to a separate resolution to be approved by the shareholders of the Company at the forthcoming annual general meeting in accordance with code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Exchange").

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

During the year and up to the date of this report, Mr. Lei Hong Wai, Mr. Cheung Kwok Wai Elton, Mr. Chan Kin Wah Billy, and Mr. Cheung Kwok Fan are also directors in certain subsidiaries of the Company. Other directors of the Company's subsidiaries during the year and up to the date of this report include Mr. Guan Jialin, Ms. Han Fang, and Ms. Wong Siu Yan.

Biographical information of the directors of the Company are set out on pages 124 to 126 of the annual report.

DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in Section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force and was in force throughout the year.

董事(續)

根據本公司之公司細則條文，張國偉先生、張國勳先生及尹成志先生將於應屆股東週年大會上輪值告退，並符合資格且願意膺選連任。

由於尹成志先生已服務董事會超過九年，其進一步委任須根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載企業管治守則之守則條文第A.4.3條以獨立決議案之方式待本公司股東批准後，方可作實。

本公司已收到各獨立非執行董事根據上市規則第3.13條所發出有關其獨立性之年度確認書。本公司認為全體獨立非執行董事均具獨立性。

於年內及截至本報告日期，李雄偉先生、張國偉先生、陳健華先生及張國勳先生亦為本公司若干附屬公司之董事。於年內及截至本報告日期，本公司附屬公司其他董事包括關家麟先生、韓芳女士及王少茵女士。

本公司董事履歷資料載於年報第124至126頁。

董事之服務合約

擬於應屆股東週年大會上膺選連任之董事概無訂有本集團於一年內不付賠償(法定賠償除外)則不可終止之服務合約。

允許賠償條文

有關本公司董事權益之允許彌償條文(定義見香港公司條例第469條)現為有效並於整年內有效。

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

As at 31 December 2021, the interests of the directors and the chief executive and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and the Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long positions

a. Ordinary shares of HK\$0.01 each of the Company

Name of director 股東名稱／姓名	Notes 附註	Number of ordinary shares held and capacity 持有之普通股數目及身份			Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
		Beneficial owner 實益擁有人	Held by controlled corporations 受控制公司持有之權益	Total 總計	
Mr. Lei Hong Wai 李雄偉先生	1 and 2 1及2	408,740,000	583,832,803	992,572,803	25.99%
Mr. Cheung Kwok Wai Elton 張國偉先生	1 and 2 1及2	—	583,832,803	583,832,803	15.29%
Mr. Chan Kin Wah Billy 陳健華先生		6,319,500	—	6,319,500	0.17%

Notes:

1. Twin Success International Limited (“**Twin Success**”) beneficially owns 583,832,803 ordinary shares of the Company.

Twin Success is owned as to 50% by Silver Pacific International Limited and as to 50% by Silver Pacific Development Limited. Silver Pacific International Limited is wholly owned by Mr. Lei Hong Wai. Silver Pacific Development Limited is owned as to 50% by Mr. Cheung Kwok Wai Elton and as to 50% by Mr. Guan Jian.

2. On 5 June 2018, Twin Success pledged its 583,832,803 ordinary shares of the Company in favour of Kingston Finance Limited as security for a loan facility.

董事及主要行政人員於股份、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，按本公司根據證券及期貨條例第352條存置之登記冊所記錄，或按本公司及聯交所根據上市發行人董事進行證券交易的標準守則以其他方式所獲通知，本公司董事及主要行政人員及彼等之聯繫人士於本公司及其相聯法團之股份、相關股份及債券中擁有之權益如下：

好倉

a. 本公司每股面值0.01港元之普通股

附註：

1. Twin Success International Limited (“**Twin Success**”) 實益擁有本公司 583,832,803 股普通股。

Twin Success 分別由 Silver Pacific International Limited 擁有 50% 權益及 Silver Pacific Development Limited 擁有 50% 權益。Silver Pacific International Limited 由李雄偉先生全資擁有。Silver Pacific Development Limited 由張國偉先生擁有 50% 及由關鍵先生擁有 50%。

2. 於二零一八年六月五日，Twin Success 已以金利豐財務有限公司為受益人質押其 583,832,803 股本公司普通股，作為一項貸款融資之抵押。

Directors' Report

董事會報告

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

董事及主要行政人員於股份、相關股份及債券之權益及淡倉(續)

Long positions (Continued)

好倉(續)

b. Share options

b. 購股權

Name of director 董事姓名	Capacity 身份	Number of share options held 持有之購股權數目	Number of underlying shares 相關股份數目
Mr. Lei Hong Wai 李雄偉先生	Beneficial owner 實益擁有人	3,800,000	3,800,000
Mr. Cheung Kwok Wai Elton 張國偉先生	Beneficial owner 實益擁有人	3,800,000	3,800,000
Mr. Chan Kin Wah Billy 陳健華先生	Beneficial owner 實益擁有人	3,800,000	3,800,000
Mr. Cheung Kwok Fan 張國勳先生	Beneficial owner 實益擁有人	3,800,000	3,800,000

c. Ordinary shares of HK\$0.01 each of China Healthwise Holdings Limited, a 21.19% owned associate of the Company

c. 中國智能健康控股有限公司(本公司擁有21.19%權益之聯營公司)每股面值0.01港元之普通股

Name of director 董事姓名	Capacity 身份	Number of ordinary shares held 持有之普通股數目	Percentage of the issued share capital of China Healthwise Holdings Limited 佔中國智能健康控股有限公司已發行股本百分比
Mr. Lei Hong Wai 李雄偉先生	Beneficial owner 實益擁有人	57,463,636	7.46%

Other than as disclosed above, none of the directors, chief executive nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2021.

除上文所披露者外，於二零二一年十二月三十一日，概無董事、主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

SHARE OPTIONS

Particulars of the Company's share option scheme are set out in note 49 to the consolidated financial statements.

The following table discloses movements in the Company's share options during the year:

購股權

本公司購股權計劃詳情載於綜合財務報表附註49。

下表披露本公司購股權於年內之變動：

	Share options type	Outstanding at 1 January 2021 於二零二一年一月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內沒收	Expired during the year 年內到期	Outstanding at 31 December 2021 於二零二一年十二月三十一日尚未行使
Directors and chief executive	董事及主要行政人員						
Mr. Lei Hong Wai 李雄偉先生	2021	–	3,800,000	–	–	–	3,800,000
		–	3,800,000	–	–	–	3,800,000
Mr. Cheung Kwok Wai Elton 張國偉先生	2021	–	3,800,000	–	–	–	3,800,000
		–	3,800,000	–	–	–	3,800,000
Mr. Chan Kin Wah Billy 陳健華先生	2021	–	3,800,000	–	–	–	3,800,000
		–	3,800,000	–	–	–	3,800,000
Mr. Cheung Kwok Fan 張國勳先生	2021	–	3,800,000	–	–	–	3,800,000
		–	3,800,000	–	–	–	3,800,000
Total directors and chief executive 董事及主要行政人員總計		–	15,200,000	–	–	–	15,200,000
Employees	僱員						
Total employees 僱員總計	2021	–	156,560,000	–	–	–	156,560,000
		–	156,560,000	–	–	–	156,560,000
Total		–	171,760,000	–	–	–	171,760,000
總計		–	171,760,000	–	–	–	171,760,000

The closing price of the Company's shares immediately before 4 June 2021, the date of grant of the 2021 share options, was HK\$0.29.

緊接二零二一年六月四日(授出二零二一年購股權當日)之前，本公司股份之收市價為0.29港元。

SHARE AWARD PLAN

Particulars of the Company's share award plan are set out in note 49 to the consolidated financial statements.

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed in the section headed "SHARE OPTIONS" and "SHARE AWARD PLAN", at no time during the year was the Company or any of its subsidiaries a party to any arrangements 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.

EQUITY-LINKED AGREEMENTS

Other than as disclosed below, no equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year:

- (a) the share option scheme of the Company as disclosed in the section headed "SHARE OPTIONS" above and in note 49 to the consolidated financial statements;
- (b) the share award plan of the Company as disclosed in the section headed "SHARE AWARD PLAN" above and in note 49 to the consolidated financial statements; and
- (c) the sale and purchase agreement entered into among RICHE (BVI) LIMITED ("**Riche BVI**"), a wholly-owned subsidiary, as purchaser, the Company, TangD Co., Ltd. ("**TangD**") as vendor, and Mr. Ma Kai as guarantor dated 4 May 2021 (as supplemented and amended by the supplemental agreement dated 10 November 2021) (the "**Sale and Purchase Agreement**") relating to the acquisition of the entire share capital of Proactivity Plus Co., Ltd. (the "**Target Company**", together with its subsidiaries, the "**Target Group**") at a consideration of HK\$800,000,000. Pursuant to the Sale and Purchase Agreement, the Company shall allot and issue not more than 950,000,000 ordinary shares to TangD at an issue price of HK\$0.25 per share for settlement of part of the consideration.

股份獎勵計劃

本公司股份獎勵計劃詳情載於綜合財務報表附註49。

收購股份或債券之安排

除「購股權」及「股份獎勵計劃」兩節所披露者外，年內本公司或其任何附屬公司概無訂立任何安排，使董事可以收購本公司或任何其他法人團體的股份或債券的方式獲益。

股票掛鈎協議

除以下披露者外，本公司概無於年內訂立或於年終存續任何股份掛鈎協議：

- (a) 上文「購股權」一節及綜合財務報表附註49所披露本公司之購股權計劃；
- (b) 上文「股份獎勵計劃」一節及綜合財務報表附註49所披露本公司之股份獎勵計劃；及
- (c) 全資附屬公司RICHE (BVI) LIMITED (「**Riche BVI**」) 作為買方、本公司、TangD Co., Ltd. (「**TangD**」) 作為賣方，以及馬凱先生作為擔保人所訂立日期為二零二一年五月四日之買賣協議(經日期為二零二一年十一月十日之補充協議所補充及修訂) (「**買賣協議**」)，內容有關收購Proactivity Plus Co., Ltd. (「**目標公司**」，連同其附屬公司統稱「**目標集團**」) 全部股本，代價為800,000,000港元。根據買賣協議，本公司須按發行價每股0.25港元配發及發行不多於950,000,000股普通股予TangD，以結付部分代價。

EQUITY-LINKED AGREEMENTS (Continued)

(c) (Continued)

Out of the 950,000,000 ordinary shares, 100,000,000 ordinary shares shall be allotted and issued upon completion of the acquisition. Completion of the acquisition is conditional upon the following conditions being fulfilled (or waived, as the case may be):

- (i) Riche BVI having been satisfied with the results of the due diligence review on the Target Group and three Mainland China operating companies;
- (ii) TangD, the Target Company and Mr. Ma Kai having obtained all necessary consents and approvals for the sale and purchase of the entire issued share capital of the Target Company under the Sale and Purchase Agreement;
- (iii) Riche BVI having obtained all necessary consents and approvals for the sale and purchase of the entire issued share capital of the Target Company under the Sale and Purchase Agreement;
- (iv) the variable interest entity contracts relating to the operations of the Target Group and the three Mainland China operating companies and relevant documents having been duly executed and the reorganisation of Tang D and the reorganisation of the Target Group having been completed in accordance with the terms of the Sale and Purchase Agreement;
- (v) the passing by the shareholders of the Company at a special general meeting of an ordinary resolution approving the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to the issue of the promissory notes of HK\$442,500,000 and the allotment and issue of not more than 950,000,000 ordinary shares;

股票掛鈎協議 (續)

(c) (續)

該950,000,000股普通股當中，100,000,000股普通股應於收購事項完成時予以配發及發行。收購事項完成須等下列條件達成(或獲豁免，視乎情況而定)後，方可作實：

- (i) Riche BVI信納對目標公司及三間中國內地營運公司之盡職審查結果；
- (ii) TangD、目標公司及馬凱先生已就根據買賣協議擬買賣目標公司全部已發行股本取得所有必要同意及批准；
- (iii) Riche BVI已就根據買賣協議擬買賣目標公司全部已發行股本取得所有必要同意及批准；
- (iv) 按照買賣協議之條款正式簽立可變權益實體合約(與目標集團及三間中國內地營運公司之營運有關)及相關文件並完成TangD重組及目標集團重組；
- (v) 本公司股東於股東特別大會上通過一項普通決議案批准買賣協議及其項下擬進行之交易，包括但不限於發行442,500,000港元之承兌票據以及配發及發行不多於950,000,000股普通股；

EQUITY-LINKED AGREEMENTS (Continued)

(c) (Continued)

- (vi) a legal opinion having been issued by a Mainland China legal adviser appointed by Riche BVI regarding the matters under Sale and Purchase Agreement (including but not limited to the legality and validity of the variable interest entity contracts to be executed in accordance with the reorganisation of the Target Group) in the form and substance which are satisfactory to Riche BVI;
- (vii) the warranties given by TangD under the Sale and Purchase Agreement having remained true, accurate and not misleading in all respects between the date of the Sale and Purchase Agreement and the date of completion; and
- (viii) the Listing Committee of the Exchange having granted the approval for the listing of and permission to deal in, the 100,000,000 ordinary shares.

The remaining 850,000,000 ordinary shares to be allotted and issued is subject to:

- (i) the achievement of the audited consolidated net profit after tax (excluding extraordinary items) of RMB25,000,000 by the Target Group for the period from 1 July 2021 to 31 December 2021; and
- (ii) the achievement of the audited consolidated net profit after tax (excluding extraordinary items) of RMB100,000,000 by the Target Group for the period from 1 January 2022 to 31 December 2022.

If the audited consolidated net profit after tax (excluding extraordinary items) achieved by the Target Group for the period from 1 July 2021 to 31 December 2021 is less than RMB25,000,000, the Company shall not allot and issue any of the remaining 850,000,000 ordinary shares to TangD.

If the audited consolidated net profit after tax (excluding extraordinary items) by the Target Group for the period from 1 January 2022 to 31 December 2022 is less than RMB100,000,000, the number of the remaining 850,000,000 ordinary shares to be allotted and issued to TangD shall be adjusted according to the scale as stipulated in the Sale and Purchase Agreement.

股票掛鈎協議 (續)

(c) (續)

- (vi) Riche BVI 指派之中國內地法律顧問已就買賣協議項下之事宜(包括但不限於根據目標集團重組將予簽立之可變權益實體合約之合法性及有效性)發出形式及內容獲Riche BVI信納之法律意見;
- (vii) TangD 根據買賣協議作出之保證於買賣協議日期至完成日期期間在各方面仍屬真實、準確及並無誤導成分; 及
- (viii) 聯交所上市委員會已批准該 100,000,000 股普通股上市及買賣。

餘下 850,000,000 股普通股須待達成下列條件後予以配發及發行:

- (i) 目標集團於二零二一年七月一日至二零二一年十二月三十一日期間之經審核綜合除稅後純利(不包括非經常性項目)達到人民幣 25,000,000 元; 及
- (ii) 目標集團於二零二二年一月一日至二零二二年十二月三十一日期間之經審核綜合除稅後純利(不包括非經常性項目)達到人民幣 100,000,000 元。

倘目標集團於二零二一年七月一日至二零二一年十二月三十一日期間之實際經審核綜合除稅後純利(不包括非經常性項目)少於人民幣 25,000,000 元, 本公司不得配發及發行餘下 850,000,000 股普通股中之任何部分予 TangD。

倘目標集團於二零二二年一月一日至二零二二年十二月三十一日期間之實際經審核綜合除稅後純利(不包括非經常性項目)少於人民幣 100,000,000 元, 餘下 850,000,000 股普通股中將配發及發行予 TangD 之數目將按買賣協議所列明之算式予以調整。

**DIRECTORS' INTERESTS IN TRANSACTIONS,
ARRANGEMENTS OR CONTRACTS OF
SIGNIFICANCE**

- (a) On 29 November 2018, Mr. Lei Hong Wai provided a personal guarantee to secure the Company's repayment obligations under a loan of HK\$200,000,000 granted by a finance company. No consideration was paid by the Company to Mr. Lei Hong Wai for providing the personal guarantee. No security over the assets of the Group was provided for the personal guarantee given by Mr. Lei Hong Wai.

As at 31 December 2021, the provision of the personal guarantee by Mr. Lei Hong Wai remained in full force and effect.

- (b) On 9 March 2020, Mr. Lei Hong Wai provided a personal guarantee to secure the Group's repayment obligations under a securities margin financing facility of HK\$55,000,000 granted by a securities brokerage firm. No consideration was paid by the Company to Mr. Lei Hong Wai for providing the personal guarantee. No security over the assets of the Group was provided for the personal guarantee given by Mr. Lei Hong Wai.

As at 31 December 2021, the provision of the personal guarantee by Mr. Lei Hong Wai in remained full force and effect.

- (c) On 28 August 2020, Mr. Lei Hong Wai made a cash advance of HK\$1,300,000 to the Group for financing its short-term funding needs. The cash advance was non-interest bearing and unsecured. On 26 January 2021, the Group repaid the cash advance to Mr. Lei Hong Wai.

- (d) On 29 September 2020, each of Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton provided a personal guarantee to guarantee the punctual performance by the Company's obligations under the HK\$270,000,000 13% guaranteed secured notes due 2021 issued by the Company on 29 September 2020 pursuant to the subscription and note instrument agreement dated 25 September 2020. No consideration was paid by the Company to Mr. Lei Hong Wai and/or Mr. Cheung Kwok Wai Elton for providing the personal guarantees. No security over the assets of the Group was provided for the personal guarantees given by Mr. Lei Hong Wai and/or Mr. Cheung Kwok Wai Elton. The personal guarantees provided by Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton were released on 22 December 2021.

董事於重大交易、安排或合約之權益

- (a) 於二零一八年十一月二十九日，李雄偉先生提供個人擔保，以作為本公司於一間財務公司授予本公司200,000,000港元貸款下還款責任之抵押。本公司概無就李雄偉先生提供個人擔保支付代價，亦概無就李雄偉先生提供之個人擔保提供本集團資產作為抵押。

於二零二一年十二月三十一日，李雄偉先生提供之個人擔保維持十足效力及作用。

- (b) 於二零二零年三月九日，李雄偉先生提供個人擔保，以作為本集團於一間證券經紀公司授予本集團55,000,000港元證券保證金財務融資下還款責任之抵押。本公司概無就李雄偉先生提供個人擔保支付代價，亦概無就李雄偉先生提供之個人擔保提供本集團資產作為抵押。

於二零二一年十二月三十一日，李雄偉先生提供之個人擔保維持十足效力及作用。

- (c) 於二零二零年八月二十八日，李雄偉先生就本集團之短期資金需要而向其作出1,300,000港元現金墊款。現金墊款為免息及無抵押。於二零二一年一月二十六日，本集團已向李雄偉先生償還現金墊款。

- (d) 於二零二零年九月二十九日，李雄偉先生及張國偉先生分別提供個人擔保，以擔保本公司準時履行本公司於二零二零年九月二十九日根據日期為二零二零年九月二十五日之認購及票據工具協議發行之二零二一年到期之270,000,000港元13%保證擔保票據項下之責任。本公司概無就李雄偉先生及／或張國偉先生提供個人擔保支付代價，亦概無就李雄偉先生及／或張國偉先生提供之個人擔保提供本集團資產作為抵押。李雄偉先生及張國偉先生提供之個人擔保已於二零二一年十二月二十二日解除。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE (Continued)

- (e) On 22 October 2020, Mr. Lei Hong Wai provided a personal guarantee to secure the Group's repayment obligations under a securities margin financing facility of HK\$14,000,000 granted by a securities brokerage firm. No consideration was paid by the Company to Mr. Lei Hong Wai for providing the personal guarantee. No security over the assets of the Group was provided for the personal guarantee given by Mr. Lei Hong Wai.

As at 31 December 2021, the provision of the personal guarantee by Mr. Lei Hong Wai remained in full force and effect.

- (f) On 8 September 2021, Mr. Cheung Kwok Fan provided a cash advance of HK\$600,000 to the Group for financing its short-term funding needs. The cash advance is non-interest bearing, unsecured, non-guaranteed and repayable on demand. On 28 December 2021, the Group repaid the cash advance to Mr. Cheung Kwok Fan.

- (g) On 22 December 2021, each of Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton provided a personal guarantee to guarantee the punctual performance by the Company's obligations under the HK\$200,000,000 13% guaranteed secured notes due 2022 issued by the Company on 22 December 2021 pursuant to the subscription and note instrument agreement dated 22 December 2021. No consideration was paid by the Company to Mr. Lei Hong Wai and/or Mr. Cheung Kwok Wai Elton for providing the personal guarantees. No security over the assets of the Group was provided for the personal guarantees given by Mr. Lei Hong Wai and/or Mr. Cheung Kwok Wai Elton.

As at 31 December 2021, the provision of the personal guarantees by Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton remained in full force and effect.

Other than as disclosed above, no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a director or a connected entity of a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

MANAGEMENT CONTRACT

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

董事於重大交易、安排或合約之權益 (續)

- (e) 於二零二零年十月二十二日，李雄偉先生提供個人擔保，以作為本集團於一間證券經紀公司授予本集團14,000,000港元證券保證金財務融資下還款責任之抵押。本公司概無就李雄偉先生提供個人擔保支付代價，亦概無就李雄偉先生提供之個人擔保提供本集團資產作為抵押。

於二零二一年十二月三十一日，李雄偉先生提供之個人擔保維持十足效力及作用。

- (f) 於二零二一年九月八日，張國勳先生就本集團之短期資金需要提供資金而向其作出600,000港元現金墊款。現金墊款為免息、無抵押、無擔保及須應要求償還。於二零二一年十二月二十八日，本集團已向張國勳先生償還現金墊款。

- (g) 於二零二一年十二月二十二日，李雄偉先生及張國偉先生分別提供個人擔保，以擔保本公司準時履行本公司於二零二一年十二月二十二日根據日期為二零二一年十二月二十二日之認購及票據工具協議發行之二零二二年到期之200,000,000港元13%保證擔保票據項下之責任。本公司概無就李雄偉先生及／或張國偉先生提供個人擔保支付代價，亦概無就李雄偉先生及／或張國偉先生提供之個人擔保提供本集團資產作為抵押。

於二零二一年十二月三十一日，李雄偉先生及張國偉先生提供之個人擔保維持十足效力及作用。

除上文所披露者外，於年終或年內任何時間，概無本公司或其任何附屬公司訂立而其董事或本公司董事之關連實體直接或間接於其中擁有重大利益之重大交易、安排或合約仍然生效。

管理合約

於年內並無訂立或存續有關本公司整體或任何重大部份業務之管理及行政合約。

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

As at 31 December 2021, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

Long positions

a. Ordinary shares of HK\$0.01 each of the Company

主要股東及其他人士於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，本公司根據證券及期貨條例第336條存置之主要股東登記冊顯示，下列股東已就擁有本公司已發行股本之有關權益知會本公司。

好倉

a. 本公司每股面值0.01港元之普通股

Name of shareholder 股東名稱/姓名	Notes 附註	Number of ordinary shares held and capacity 持有之普通股數目及身份			Total 總計	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
		Beneficial owner 實益擁有人	Person having a security interest in shares 於股份擁有證券權益之人士	Held by controlled corporation(s) 受控制公司持有之權益		
Twin Success	1 and 4 1及4	583,832,803	—	—	583,832,803	15.29%
Silver Pacific International Limited	1, 2 and 4 1, 2及4	—	—	583,832,803	583,832,803	15.29%
Silver Pacific Development Limited	1, 3 and 4 1, 3及4	—	—	583,832,803	583,832,803	15.29%
Mr. Lei Hong Wai 李雄偉先生	1, 2 and 4 1, 2及4	408,740,000	—	583,832,803	992,572,803	25.99%
Mr. Cheung Kwok Wai Elton 張國偉先生	1, 3 and 4 1, 3及4	—	—	583,832,803	583,832,803	15.29%
Mr. Guan Jian 關鍵先生	1, 3 and 4 1, 3及4	—	—	583,832,803	583,832,803	15.29%
Kingston Finance Limited 金利豐財務有限公司	4 and 5 4及5	—	583,832,803	—	583,832,803	15.28%
Ample Cheer Limited	4 and 5 4及5	—	—	583,832,803	583,832,803	15.28%
Ms. Chu Yuet Wah 李月華女士	4, 5 and 6 4, 5及6	—	—	583,832,815	583,832,815	15.28%

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

主要股東及其他人士於股份及相關股份之權益及淡倉 (續)

Long positions (Continued)

好倉 (續)

a. Ordinary shares of HK\$0.01 each of the Company (Continued)

a. 本公司每股面值0.01港元之普通股 (續)

Name of shareholder 股東名稱/姓名	Notes 附註	Number of ordinary shares held and capacity 持有之普通股數目及身份			Total 總計	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
		Beneficial owner 實益擁有人	Person having a security interest in shares 於股份擁有證券權益之人士	Held by controlled corporation(s) 受控制公司持有之權益		
TangD	7 and 8 7及8	950,000,000	—	—	950,000,000	24.87%
Mr. Ma Kai 馬凱先生	7 and 8 7及8	—	—	950,000,000	950,000,000	24.87%
Mr. Zhang Han Qing 張翰卿先生	7 and 8 7及8	—	—	950,000,000	950,000,000	24.87%

Notes:

附註:

- Twin Success is owned as to 50% by Silver Pacific International Limited and as to 50% by Silver Pacific Development Limited.
 - Silver Pacific International Limited is wholly owned by Mr. Lei Hong Wai.
 - Silver Pacific Development Limited is owned as to 50% by Mr. Cheung Kwok Wai Elton and as to 50% by Mr. Guan Jian.
 - On 5 June 2018, Twin Success pledged its 583,832,803 ordinary shares of the Company in favour of Kingston Finance Limited as security for a loan facility.
 - Kingston Finance Limited is a wholly-owned subsidiary of Ample Cheer Limited, which is wholly owned by Ms. Chu Yuet Wah.
 - Out of the 583,832,815 ordinary shares of the Company, 12 ordinary shares are interested by Kingston Securities Limited. Kingston Securities Limited is a wholly-owned subsidiary of Galaxy Sky Investments Limited. Galaxy Sky Investments Limited is wholly owned by Kingston Capital Asia Limited. Kingston Capital Asia Limited is wholly owned by Kingston Financial Group Limited. Kingston Financial Group Limited is 74.60% owned by Active Dynamic Limited. Active Dynamic Limited is wholly owned by Ms. Chu Yuet Wah.
 - TangD is deemed to be interested in 950,000,000 ordinary shares of the Company which may be issued to it as consideration shares pursuant to the terms of the Sale and Purchase Agreement.
 - Mr. Ma Kai and Mr. Zhang Han Qing have 60.42% and 24.69% effective interest respectively in TangD.
- Twin Success分別由Silver Pacific International Limited擁有50%權益及Silver Pacific Development Limited擁有50%權益。
 - Silver Pacific International Limited由李雄偉先生全資擁有。
 - Silver Pacific Development Limited分別由張國偉先生擁有50%權益及關健先生擁有50%權益。
 - 於二零一八年六月五日，Twin Success已以金利豐財務有限公司為受益人質押其583,832,803股本公司普通股，作為一項貸款融資之抵押。
 - 金利豐財務有限公司為Ample Cheer Limited之全資附屬公司，由李月華女士全資擁有。
 - 583,832,815股本公司普通股當中，金利豐證券有限公司於12股普通股擁有權益。金利豐證券有限公司為Galaxy Sky Investments Limited之全資附屬公司。Galaxy Sky Investments Limited由Kingston Capital Asia Limited全資擁有。Kingston Capital Asia Limited由金利豐金融集團有限公司全資擁有。金利豐金融集團有限公司由Active Dynamic Limited擁有74.60%。Active Dynamic Limited由李月華女士全資擁有。
 - TangD被視為於可按買賣協議條款作為代價股份向彼發行之950,000,000股本公司普通股擁有權益。
 - 馬凱先生及張翰卿先生分別於TangD擁有60.42%及24.69%實際權益。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Long positions (Continued)

b. Share options

Name of shareholder 董事姓名	Capacity 身份	Number of share options held 持有之購股權數目	Number of underlying shares 相關股份數目
Mr. Lei Hong Wai 李雄偉先生	Beneficial owner 實益擁有人	3,800,000	3,800,000
Mr. Cheung Kwok Wai Elton 張國偉先生	Beneficial owner 實益擁有人	3,800,000	3,800,000

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2021.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this report, the following directors have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group:

- (a) Mr. Lei Hong Wai holds 7.46% interest in China Healthwise Holdings Limited (stock code: 348) ("China Healthwise"), a company listed on the Main Board of the Exchange and an associate of the Company. In addition, Mr. Lei is the chairman of the board of directors and an executive director of China Healthwise. The subsidiaries of China Healthwise also engage in money lending business and investment in financial instruments.
- (b) Mr. Cheung Kwok Wai Elton is the vice-chairman of the board of directors and an executive director of China Healthwise (stock code: 348), a company listed on the Main Board of the Exchange and an associate of the Company. The subsidiaries of China Healthwise also engage in money lending and investment in financial instruments businesses.
- (c) Mr. Cheung Kwok Wai Elton is the chairman of the board of directors and an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on GEM operated by the Exchange. The subsidiaries of Global Mastermind Holdings Limited also engage in money lending business and treasury management business.

主要股東及其他人士於股份及相關股份之權益及淡倉 (續)

好倉 (續)

b. 購股權

Name of shareholder 董事姓名	Capacity 身份	Number of share options held 持有之購股權數目	Number of underlying shares 相關股份數目
Mr. Lei Hong Wai 李雄偉先生	Beneficial owner 實益擁有人	3,800,000	3,800,000
Mr. Cheung Kwok Wai Elton 張國偉先生	Beneficial owner 實益擁有人	3,800,000	3,800,000

除上文所披露者外，本公司並無獲知會於二零二一年十二月三十一日擁有本公司已發行股本之任何其他有關權益或淡倉。

董事於競爭業務中之權益

於年內及截至本報告日期，以下董事於與或可能與本集團業務直接或間接競爭之業務中擁有權益：

- (a) 李先生持有中國智能健康控股有限公司（一間於聯交所主板上市之公司（股份代號：348）及本公司之聯營公司）（「中國智能健康」）之7.46%權益。此外，李先生為中國智能健康之董事會主席兼執行董事。中國智能健康之附屬公司亦有從事借貸業務及投資金融工具。
- (b) 張國偉先生為中國智能健康（一間於聯交所主板上市之公司（股份代號：348）及本公司之聯營公司）之董事會副主席兼執行董事。中國智能健康之附屬公司亦有從事借貸業務及投資金融工具業務。
- (c) 張國偉先生為環球大通集團有限公司（一間於聯交所GEM上市之公司（股份代號：8063））之董事會主席兼執行董事。環球大通集團有限公司之附屬公司亦有從事借貸業務及財資管理業務。

DIRECTORS' INTERESTS IN COMPETING BUSINESS *(Continued)*

As the board of directors of the Company is independent of the boards of directors of the above entities, the Group is capable of carrying on its businesses independently of, and at arm's length from, the above businesses.

PRE-EMPTIVE RIGHTS

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

RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme are set out in note 50 to the consolidated financial statements.

EMOLUMENT POLICY

The emolument policy for the employees of the Group is based on their individual performance, qualifications and competence.

The emoluments of the directors and senior management of the Company are approved by the Board on the recommendations of the Remuneration Committee with reference to their duties and responsibilities in the Company.

The Company has adopted a share option scheme and a share award plan as an incentive to directors and eligible persons. Details of the share option scheme and the share award plan are set out in note 49 to the consolidated financial statements, respectively

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company as at the latest practicable date prior to the issue of the annual report, the Company has maintained the prescribed public float under the Listing Rules.

董事於競爭業務中之權益(續)

由於本公司之董事會獨立於上述實體之董事會，本集團可獨立於上述業務及在公平基準下經營其業務。

優先認購權

本公司之公司細則或百慕達法例並無有關優先認購權之條文，規定本公司須按比例向現有股東發售新股份。

退休福利計劃

本集團退休福利計劃之詳情載於綜合財務報表附註50。

酬金政策

本集團僱員之酬金政策按其個人表現、資歷及能力而訂立。

本公司董事及高級管理層之酬金經董事會按照薪酬委員會參考彼等於本公司之職務及職責所提出之建議而批准。

本公司已採納購股權計劃及股份獎勵計劃，作為對董事及合資格人士之獎勵，購股權計劃及股份獎勵計劃之詳情分別載於綜合財務報表附註49。

足夠公眾持股量

根據本公司於年報刊發前之最後實際可行日期能夠公開取得之資料及本公司董事之知情範圍內，本公司一直維持上市規則所規定之公眾持股量。

MAJOR CUSTOMERS AND SUPPLIERS

In 2021, the Group's largest customer and five largest customers accounted for 18.08% (2020: 15.53%) and 50.30% (2020: 53.03%) of its revenue from sales of goods or rendering of services respectively.

In 2021, the Group's largest supplier and five largest suppliers accounted for 78.01% (2020: 86.20%) and 97.04% (2020: 97.03%) of its purchases respectively.

At no time during the year did a director, a close associate of a director or a shareholder of the Company (which to the knowledge of the directors of the Company owns more than 5% of the number of issued shares of Company) have an interest in any of the Group's five largest customers or suppliers.

CHARITABLE DONATIONS

During the year, the Group did not make any charitable donations (2020: Nil).

AUDITORS

A resolution will be submitted to the annual general meeting to re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company.

This report was approved by the Board on 29 March 2022 and signed on its behalf by:

Lei Hong Wai
Chairman

主要客戶及供應商

於二零二一年，本集團之最大客戶及五大客戶分別佔其銷售商品或提供服務收益18.08%（二零二零年：15.53%）及50.30%（二零二零年：53.03%）。

於二零二一年，本集團之最大供應商及五大供應商分別佔其採購額78.01%（二零二零年：86.20%）及97.04%（二零二零年：97.03%）。

於年內任何時間，概無本公司董事、董事之緊密聯繫人士或股東（就本公司董事所知擁有本公司已發行股份數目5%以上）於本集團任何五大客戶或供應商中擁有權益。

慈善捐款

年內，本集團並無作出任何慈善捐款（二零二零年：無）。

核數師

一項決議案將於股東週年大會上提交以續聘國衛會計師事務所有限公司為本公司之核數師。

本報告由董事會於二零二二年三月二十九日批准並由以下人士代表簽署：

主席
李雄偉

Biographical Details of Directors

董事履歷詳情

EXECUTIVE DIRECTORS

Mr. Lei Hong Wai, aged 54, has been an executive director of the Company and the Chairman of the Board since January 2010 and February 2010, respectively. He is also the Chief Executive Officer of the Company. Mr. Lei is responsible for the development of the overall strategic planning and management of the Group. He has over 20 years of extensive experience in corporate management, investment, and business development. He was a director of The Chamber of Hong Kong Listed Companies Limited, which promotes interaction amongst its members which are listed companies in Hong Kong and the People's Republic of China, in 2002. Mr. Lei is the chairman of the Nomination Committee of the Board and a member of the Remuneration Committee of the Board. He also holds directorships in certain subsidiaries and associates of the Company. Mr. Lei is also a director of Twin Success International Limited and Silver Pacific International Limited, the substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Lei is currently the chairman of the board of directors and an executive director of China Healthwise Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Exchange”) (stock code: 348) and an associate of the Company.

Mr. Cheung Kwok Wai Elton, aged 56, has been an executive director of the Company since February 2011. Mr. Cheung is responsible for the business development of the Group. He has over 32 years of experience in the area of corporate finance and securities industries. He holds a Master Degree in Accounting and Finance from the University of Lancaster in the United Kingdom. He also holds directorships in certain subsidiaries and an associate of the Company. Mr. Cheung is also a director of Twin Success International Limited and Silver Pacific Development Limited, the substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Cheung is the elder brother of Mr. Cheung Kwok Fan, an executive director of the Company. Mr. Cheung is currently the chairman of the board of directors and an executive director of Global Mastermind Holdings Limited, a company listed on GEM operated by the Exchange (stock code: 8063). Mr. Cheung is also the vice-chairman of the board of directors and an executive director of China Healthwise Holdings Limited, a company listed on the Main Board of the Exchange (stock code: 348) and an associate of the Company.

執行董事

李雄偉先生，現年54歲，分別自二零一零年一月及二零一零年二月起擔任本公司執行董事及董事會主席。彼亦同時擔任本公司行政總裁。李先生負責本集團整體策略計劃之發展及管理。彼擁有逾20年企業管理、投資及業務發展之豐富經驗。於二零零二年，彼擔任香港上市公司商會有限公司之董事，該商會之工作為促進其成員公司（乃香港及中華人民共和國之上市公司）間之互動合作。李先生為董事會提名委員會主席及董事會薪酬委員會成員。彼亦於本公司之若干附屬公司及聯營公司擔任董事職務。李先生亦為本公司之主要股東（定義見證券及期貨條例第XV部）Twin Success International Limited及Silver Pacific International Limited之董事。李先生現為中國智能健康控股有限公司（一間於香港聯合交易所有限公司（「聯交所」）主板上市之公司及本公司之聯營公司，股份代號：348）之董事會主席兼執行董事。

張國偉先生，現年56歲，自二零一一年二月起擔任本公司執行董事。張先生負責監督本集團之業務發展。彼於企業融資領域及證券業擁有逾32年經驗。彼持有英國蘭卡斯特大學會計及財務碩士學位。彼亦於本公司若干附屬公司及一間聯營公司擔任董事職務。張先生亦為本公司之主要股東（定義見證券及期貨條例第XV部）Twin Success International Limited及Silver Pacific Development Limited之董事。張先生為本公司執行董事張國勳先生之兄長。張先生現為環球大通集團有限公司（一間於聯交所GEM上市之公司，股份代號：8063）之董事會主席兼執行董事。張先生亦為中國智能健康控股有限公司（一間於聯交所主板上市之公司及本公司之聯營公司，股份代號：348）之董事會副主席兼執行董事。

EXECUTIVE DIRECTORS (Continued)

Mr. Chan Kin Wah Billy, aged 59, has been an executive director of the Company since January 2010. He has over 33 years of experience in accounting and financial control. He is a member of the Hong Kong Institute of Certified Public Accountants, a CPA member of CPA Australia and a non-practicing member of the Chinese Institute of Certified Public Accountants. He holds a Bachelor of Administration Degree from the University of Ottawa in Canada and a Master of Commerce Degree in Professional Accounting from the University of New South Wales in Australia. Mr. Chan is the chairman of the Finance Committee of the Board. Mr. Chan also holds directorships in five subsidiaries of the Company. He is the Company Secretary of the Company and certain subsidiaries of the Company.

Mr. Cheung Kwok Fan, aged 54, has been a director of the Company since August 2011. He was redesignated as executive director of the Company in September 2014. Mr. Cheung is responsible for the overall management of the Group's design and sale of jewelry business. He holds directorships in three subsidiaries of the Company. Mr. Cheung has over 30 years' working experience in the field of architecture. He is a member of The Hong Kong Institute of Architects, a member of The Royal Australian Institute of Architects, Registered Architect in Hong Kong, and an Authorised Person in the List of Architects. He obtained his Bachelor Degree of Arts in Architectural Studies from The University of Hong Kong in 1989 and a Bachelor Degree in Architecture from The University of Hong Kong in 1991. He was selected as an awardee of the Ten Outstanding Young Persons Selection organised by Junior Chamber of International Hong Kong in 2005. He has been teaching as a part-time position in the Architecture Subject Group of HKU School of Professional and Continuing Education since September 2009 and has been appointed as an Adjunct Lecturer since 1 January 2014. Mr. Cheung has been the director of his own architectural practice, Oritecture Limited, since 10 December 2009. He is the younger brother of Mr. Cheung Kwok Wai Elton, an executive director of the Company.

執行董事(續)

陳健華先生，現年59歲，自二零一零年一月起擔任本公司執行董事。彼擁有逾33年會計及財務監控之經驗。彼為香港會計師公會之會員、澳洲會計師公會之高級會員及中國註冊會計師協會之非執業會員。彼持有加拿大渥太華大學之工商管理學士學位及澳洲新南威爾斯大學之專業會計商學碩士學位。陳先生為董事會財務委員會主席。陳先生亦於本公司五間附屬公司擔任董事職務。彼為本公司及本公司若干附屬公司之公司秘書。

張國勳先生，現年54歲，自二零一一年八月起擔任本公司董事。彼於二零一四年九月獲調任為本公司執行董事。張先生負責本集團珠寶設計及銷售業務之整體管理。彼於本公司三間附屬公司擔任董事職務。張先生於建築界擁有逾30年工作經驗。彼為香港建築師學會會員、澳洲皇家建築師學會會員、香港註冊建築師及認可人士(建築師名單)。彼於一九八九年取得香港大學建築學文學士學位，並於一九九一年取得香港大學建築學學士學位。彼曾於二零零五年獲國際青年商會香港總會選為十大傑出青年。自二零零九年九月起，彼於香港大學專業進修學院建築學科小組進行兼職教學，並自二零一四年一月一日起獲委任為客席講師。自二零零九年十二月十日起，張先生為建築原創室有限公司(其個人之建築師事務所)之董事。彼為本公司執行董事張國偉先生之胞弟。

Biographical Details of Directors

董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wan Shing Chi, aged 52, has been an independent non-executive director of the Company since May 2010. Mr. Wan is a member of the Remuneration Committee, the Nomination Committee, and the Audit Committee of the Board. He has over 28 years of experience in the field of construction engineering and is currently a project manager of a reputable construction company in Hong Kong. He holds a Bachelor Degree of Engineering with honours from University of Melbourne, Australia and is a member of the Asia Institute of Building.

Mr. Ng Heung Yan, aged 51, has been an independent non-executive director of the Company since August 2011. Mr. Ng is the chairman of the Remuneration Committee of the Board and a member of the Nomination Committee and the Audit Committee of the Board. He has over 24 years of experience in metal work engineering design and currently works as a project director in a private engineering company in Hong Kong. He was graduated from Monash University in Australia with a Bachelor Degree of Engineering (Industrial and Computing) in 1993.

Mr. Wong Tak Chuen, aged 57, has been an independent non-executive director of the Company since November 2011. Mr. Wong is the chairman of the Audit Committee of the Board and a member of the Finance Committee of the Board. He is a fellow member of Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants in the United Kingdom, and the Institute of Chartered Accountants in England and Wales. He has over 32 years of experience in auditing, financial management, mergers and acquisitions gained from certain senior finance related positions in an international accounting firm in Hong Kong, companies listed in Hong Kong and a company listed in the United States of America. He is currently the finance director of a private company in Hong Kong. Mr. Wong is currently an independent non-executive director of Huanxi Media Group Limited, a company listed on the Main Board of the Exchange (stock code: 1003), and China Healthwise Holdings Limited, a company listed on the Main Board of the Exchange (stock code: 348), and an associate of the Company.

獨立非執行董事

尹成志先生，現年52歲，自二零一零年五月起擔任本公司獨立非執行董事。尹先生為董事會薪酬委員會、提名委員會及審核委員會成員。彼於建造工程方面擁有逾28年經驗，現為一間信譽良好之香港建築公司之項目經理。彼持有澳洲墨爾本大學工程榮譽學士學位，並為亞洲建造師學會成員。

吳向仁先生，現年51歲，自二零一一年八月起擔任本公司獨立非執行董事。吳先生為董事會薪酬委員會主席以及董事會提名委員會及審核委員會成員。彼於金屬工程設計方面擁有逾24年經驗，現於一間香港私營工程公司擔任項目總監。彼於一九九三年畢業於澳洲蒙那許大學，並持有工程學(工業及計算)學士學位。

黃德銓先生，現年57歲，自二零一一年十一月起擔任本公司獨立非執行董事。黃先生為董事會審核委員會主席及董事會財務委員會成員。彼分別為香港會計師公會、英國特許公認會計師公會及英格蘭和威爾士特許會計師協會之資深會員。彼過去曾於香港一間國際會計事務所、香港數間上市公司及美國一間上市公司擔任與財務有關之高級職位，期間於核數、財務管理、合併及收購方面累積逾32年經驗。彼現為一間香港私營公司之財務總監。黃先生現為歡喜傳媒集團有限公司(一間於聯交所主板上市之公司，股份代號：1003)及中國智能健康控股有限公司(一間於聯交所主板上市之公司及本公司的聯營公司，股份代號：348)之獨立非執行董事。



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**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF
ETERNITY INVESTMENT LIMITED**
(Incorporated in Bermuda with limited liability)

獨立核數師報告
致 **ETERNITY INVESTMENT LIMITED**
(永恒策略投資有限公司*) 股東
(於百慕達註冊成立之有限公司)

QUALIFIED OPINION

保留意見

We have audited the consolidated financial statements of Eternity Investment Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 144 to 379, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

吾等已審核載列於第144至379頁 Eternity Investment Limited (永恒策略投資有限公司*) (以下簡稱「貴公司」) 及其附屬公司 (統稱「貴集團」) 的綜合財務報表，此綜合財務報表包括於二零二一年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

In our opinion, except for the possible effects of the matters described in sub-paragraph (a) of the *Basis for Qualified Opinion* section of our report and the possible effects on the corresponding figures of the matters described in sub-paragraph (b) of the *Basis for Qualified Opinion* section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group 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 (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

吾等認為，除本報告「保留意見之基準」(a) 分節所述事宜之可能影響以及本報告「保留意見之基準」(b) 分節所述事宜相應數據之可能影響外，該等綜合財務報表已根據香港會計師公會 (「香港會計師公會」) 頒佈之香港財務報告準則 (「香港財務報告準則」) 真實而中肯地反映了貴集團於二零二一年十二月三十一日之綜合財務狀況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之披露規定妥為編製。

* 僅供識別

BASIS FOR QUALIFIED OPINION

Interests in associates

(a) *Share of results of associates and gain on disposal of associate*

As disclosed in note 25 to the consolidated financial statements, the Group disposed of an aggregate of 62,195,000 shares in Global Mastermind Holdings Limited (“**Global Mastermind**”, together with its subsidiaries as the “**Global Mastermind Group**”) in May 2021 (the “**GM Disposal**”) and the Group’s shareholdings in Global Mastermind decreased from 24.85% to 12.67% during the year ended 31 December 2021. Before completion of the GM disposal, Global Mastermind was an associate of the Group and had been accounted for by the Group using the equity method of accounting. As a result of the GM Disposal, the Group ceased to have significant influence over Global Mastermind, and hence Global Mastermind ceased to be an associate of the Group, on 24 May 2021. The Group discontinued the use of the equity method to account for its interests in Global Mastermind from 24 May 2021 and accounts for its remaining interests in Global Mastermind as financial assets at fair value through profit or loss from 24 May 2021. Upon completion of the GM Disposal, the Group recognised a gain on disposal of associate of HK\$146,321,000 in consolidated profit or loss and a release of exchange reserve of HK\$20,000 in consolidated other comprehensive income, as well as a release of other reserve of HK\$19,035,000 to retained profits for the year ended 31 December 2021. Further, included in the share of results of associates in consolidated profit or loss of the Group for the year ended 31 December 2021 is the share of profit of HK\$2,917,000 and included in consolidated other comprehensive income for the year ended 31 December 2021 is the share of other comprehensive expense of HK\$1,000 in respect of the Group’s share of profit and the Group’s share of other comprehensive expense of the Global Mastermind Group for the period from 1 January 2021 to 24 May 2021 arising from the application of the equity method to account for the Group’s interests in the Global Mastermind Group up to the date on which Global Mastermind ceased to be an associate. The Group has recognised its share of profit and other comprehensive expense of the Global Mastermind Group and the gain on disposal of associate based on the consolidated financial statements of the Global Mastermind Group.

保留意見之基準

於聯營公司之權益

(a) *應佔聯營公司業績及出售聯營公司之收益*

誠如綜合財務報表附註25所披露，於二零二一年五月，貴集團出售合共62,195,000股環球大通集團有限公司（「環球大通」，連同其附屬公司統稱為「環球大通集團」）股份（「環球大通出售事項」），於截至二零二一年十二月三十一日止年度，貴集團於環球大通之股權由24.85%減至12.67%。於環球大通出售事項完成前，環球大通為貴集團聯營公司，由貴集團以權益會計法入賬。由於環球大通出售事項，貴集團失去對環球大通之重大影響，因此於二零二一年五月二十四日環球大通不再為貴集團之聯營公司。貴集團自二零二一年五月二十四日起不再以權益會計法入賬其於環球大通之權益，並自二零二一年五月二十四日起將其於環球大通之餘下權益入賬為按公平值計入損益表之金融資產。於環球大通出售事項完成後，截至二零二一年十二月三十一日止年度，貴集團於綜合損益表確認出售聯營公司之收益146,321,000港元，於綜合其他全面收益表確認匯兌儲備撥回20,000港元，以及其他儲備撥回至保留溢利19,035,000港元。此外，因截至環球大通不再為聯營公司之日止以權益法入賬，貴集團於環球大通集團之權益，就二零二一年一月一日至二零二一年五月二十四日期間，貴集團應佔環球大通集團之溢利及其他全面開支，於貴集團截至二零二一年十二月三十一日止年度綜合損益表之應佔聯營公司業績中計入應佔溢利2,917,000港元，以及於截至二零二一年十二月三十一日止年度綜合其他全面收益中計入應佔其他全面開支1,000港元。貴集團已基於環球大通集團之綜合財務報表確認其應佔環球大通集團之溢利及其他全面開支以及出售聯營公司之收益。

BASIS FOR QUALIFIED OPINION (Continued)

Interests in associates (Continued)

(a) Share of results of associates and gain on disposal of associate (Continued)

On 30 August 2021, the Global Mastermind Group entered into a sale and purchase agreement to dispose of (the “**HW Disposal**”) its entire equity interests in Harvest Well International Limited (“**Harvest Well**” or “**HW**”) to a purchaser (the “**HW Purchaser**”). The principal subsidiary of Harvest Well was Safe2Travel Pte Ltd. (“**Safe2Travel**”), which was engaged in travel business in Singapore. We were given to understand by the directors of the Company that, after completion of the HW Disposal, the accounting books and records of Safe2Travel were maintained at Safe2Travel’s office in Singapore, and part of accounting books and records relating to Safe2Travel which were retained by the Global Mastermind Group that were made available to us were not sufficient for the purposes of our audit of the consolidated financial statements of the Global Mastermind Group. According to the directors of the Company, Global Mastermind has taken all reasonable steps and used its best endeavours to request the HW Purchaser to provide assistance in Global Mastermind’s audit procedures, but it was given to understand that the HW Purchaser had failed to procure the cooperation of the directors of Safe2Travel in the provision of documents and access to information for the purposes of our audit of the Global Mastermind Group’s consolidated financial statements despite repeated demands, as a result we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether (i) the financial performance of Safe2Travel included in the financial performance of the Global Mastermind Group for the period from 1 January 2021 to 24 May 2021; and (ii) the carrying amounts of assets and liabilities of Safe2Travel included in the assets and liabilities of the Global Mastermind Group as at 24 May 2021 were free from material misstatements.

保留意見之基準 (續)

於聯營公司之權益 (續)

(a) 應佔聯營公司業績及出售聯營公司之收益 (續)

於二零二一年八月三十日，環球大通集團訂立買賣協議，以向買方（「**HW買方**」）出售其於Harvest Well International Limited（「**Harvest Well**」或「**HW**」）的全部股本權益（「**HW出售事項**」）。Harvest Well的主要附屬公司為Safe2Travel Pte Ltd.（「**Safe2Travel**」），該公司於新加坡從事旅遊業務。吾等獲 貴公司董事告知，於HW出售事項完成後，Safe2Travel之會計賬簿及記錄存置於Safe2Travel之新加坡辦事處，環球大通集團所保留向吾等提供之有關Safe2Travel之部分會計賬簿及記錄，就吾等對環球大通集團綜合財務報表之審核而言並不足夠。根據 貴公司董事所述，環球大通已採取所有合理措施及盡最大努力要求HW買方為環球大通之審核程序提供協助，惟彼獲悉，儘管反覆提出要求，HW買方未能促使Safe2Travel之董事作出配合，以就審核環球大通集團綜合財務報表提供相關文件及允許查看相關資料，因此吾等未能取得充足合適之審核憑證，以讓吾等信納 (i) 計入環球大通集團於二零二一年一月一日至二零二一年五月二十四日期間財務表現之Safe2Travel財務表現；及 (ii) 計入環球大通集團於二零二一年五月二十四日之資產及負債之Safe2Travel資產及負債賬面值是否並無重大錯誤陳述。

BASIS FOR QUALIFIED OPINION (Continued)

Interests in associates (Continued)

(a) Share of results of associates and gain on disposal of associate (Continued)

Any adjustments that might have been found necessary to the financial performance of Safe2Travel for the period from 1 January 2021 to 24 May 2021 and the carrying amount of assets and liabilities of Safe2Travel as at 24 May 2021 might have material effects on the financial performance and financial position of the Global Mastermind Group for the period from 1 January 2021 to 24 May 2021 and as at 24 May 2021 upon which the Group has based its recognition of its share of profit and other comprehensive expense of the Global Mastermind Group and the gain on disposal of associate included in its consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021. Consequently, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the Group's share of results of associates and share of other comprehensive expenses of associates and the gain on disposal of associate presented in its consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021 and the related elements and disclosures thereof in the consolidated financial statements were free from material misstatements.

保留意見之基準(續)

於聯營公司之權益(續)

(a) 應佔聯營公司業績及出售聯營公司之收益(續)

倘發現需對 Safe2Travel 於二零二一年一月一日至二零二一年五月二十四日期間之財務表現以及 Safe2Travel 於二零二一年五月二十四日之資產及負債賬面值作出任何必要調整，則可能對環球大通集團於二零二一年一月一日至二零二一年五月二十四日期間及於二零二一年五月二十四日之財務表現及財務狀況造成重大影響，而貴集團已據此確認其應佔環球大通集團之溢利及其他全面開支，以及於截至二零二一年十二月三十一日止年度之綜合損益及其他全面收益表中計入出售聯營公司之收益。因此，吾等未能取得充足合適之審核憑證，以讓吾等信納貴集團於截至二零二一年十二月三十一日止年度之綜合損益及其他全面收益表呈列之應佔聯營公司業績、應佔聯營公司其他全面開支及出售聯營公司之收益及其於綜合財務報表之相關元素及披露是否並無重大錯誤陳述。

BASIS FOR QUALIFIED OPINION (Continued)

Interests in associates (Continued)

(b) Corresponding figures of interests in associates

Our audit opinion on the Group's consolidated financial statements for the year ended 31 December 2020 was modified on the basis of the matters set out in our auditors' report dated 30 March 2021 on pages 93 to 106 of the Company's annual report for 2020. Further details of the incidents (the "**SA Incidents**") relating to Solution Apex Investments Limited ("**Solution Apex**" or "**SA**") regarding three purported payments (the "**Purported Payments**") to three purported parties (the "**Purported Three Parties**") with the aggregate amount of HK\$47,534,000 in July 2020 and the purported withdrawals of the remaining bank balance of Solution Apex of HK\$11,231,000 entirely in August 2020 (the "**Purportedly Unauthorised Cash Withdrawals**") were set out in note 25 to the consolidated financial statements of the Group for the year ended 31 December 2020 on pages 199 to 212 of the Company's annual report for 2020. Our audit opinion on the Group's consolidated financial statements for the year ended 31 December 2021 is also modified because of the possible effects of the matters described below on the comparability of the current year's figures and the corresponding figures.

As disclosed in the Company's annual report for 2020, the Purported Payments to the Purported Three Parties and the Purportedly Unauthorised Cash Withdrawals were carried out without the authorisation from the directors of Global Mastermind and Mr. Allan Yap ("**Mr. Yap**") had been the sole director of Solution Apex since 19 December 2014 and until 1 December 2020, Global Mastermind had not received any notice from Mr. Yap about his bankruptcy effective on 3 August 2020, was not aware of the purported resignation of Mr. Yap as of 1 December 2020 and did not know the identity and background of the purported successor of directorship in Solution Apex ("**Mr. X**").

保留意見之基準 (續)

於聯營公司之權益 (續)

(b) 於聯營公司權益之相應數字

基於 貴公司二零二零年年報第93至106頁日期為二零二一年三月三十日之吾等核數師報告所述事宜(「**SA事件**」)，吾等有關 貴集團截至二零二零年十二月三十一日止年度綜合財務報表之審核意見已作修改。有關 Solution Apex Investments Limited (「**Solution Apex**」或「**SA**」)於二零二零年七月向三名聲稱人士(「**聲稱三名人士**」)作出三筆聲稱付款(「**聲稱付款**」)，總額為47,534,000港元，以及 Solution Apex 之餘下銀行結餘11,231,000港元已於二零二零年八月聲稱全數提取(「**聲稱未經授權現金提取**」)之事件詳情，載於 貴公司二零二零年年報第199至212頁 貴集團截至二零二零年十二月三十一日止年度綜合財務報表附註25。由於下述事項可能影響本年度數字及相應數字的可比性，吾等有關 貴集團截至二零二一年十二月三十一日止年度綜合財務報表之審核意見亦已修改。

誠如 貴公司二零二零年年報所披露，向聲稱三名人士作出聲稱付款及聲稱未經授權現金提取乃在未經環球大通董事授權之情況下進行，而 Solution Apex 之唯一董事於二零一四年十二月十九日至二零二零年十二月一日期間為葉家海先生(「**葉先生**」)，而環球大通並無接獲葉先生有關其於二零二零年八月三日破產之任何通知，亦不知悉葉先生於二零二零年十二月一日之聲稱辭任以及 Solution Apex 之聲稱繼任董事之身份及背景(「**X先生**」)。

BASIS FOR QUALIFIED OPINION (Continued)

Interests in associates (Continued)

(b) Corresponding figures of interests in associates (Continued)

On 29 December 2020, the directors of Global Mastermind had resolved to (i) remove Mr. X as the director of Solution Apex and Durable Gold Investments Limited (“**Durable Gold**”) (the immediate holding company of Solution Apex prior to completion of the SA Disposal (as defined below)) with immediate effect and replace him with Global Mastermind’s designated persons; (ii) instruct external legal advisers to commence legal proceedings to seek to recoup the Purported Payments to the Purported Three Parties and the Purportedly Unauthorised Cash Withdrawals and/or to seek damages and other remedies from individuals and entities against whom the Global Mastermind Group may have causes of action as a result of the SA Incidents (the “**Recovery Actions**”); (iii) establish an internal investigation working team (the “**Internal Investigation Working Team**”) to investigate the SA Incidents and to oversee the progress of the actions to be carried out by the external legal advisers; (iv) recognise a loss in respect of the SA Incidents of HK\$58,765,000 in the consolidated profit or loss of the Global Mastermind Group for the year ended 31 December 2020; and (v) enter into a sale and purchase agreement (the “**SA Disposal Agreement**”) with a purchaser (the “**SA Purchaser**”) to dispose (the “**SA Disposal**”) of Global Mastermind’s entire shareholdings in Solution Apex at a cash consideration of HK\$1, together with an outcome sharing mechanism enabling Global Mastermind to retain 99% of the value or proceeds recovered from the realisation of the assets of Solution Apex and/or the actions to be taken by the SA Purchaser against Mr. Yap, the Purported Three Parties or other individuals and entities involved in the SA Incidents, details of which are set out in Global Mastermind’s announcement dated 29 December 2020 (the “**SA Incidents Announcement**”). The SA Disposal took place on 29 December 2020 and Solution Apex had ceased to be a subsidiary of the Global Mastermind Group since then.

保留意見之基準 (續)

於聯營公司之權益 (續)

(b) 於聯營公司權益之相應數字 (續)

於二零二零年十二月二十九日，環球大通董事已議決(i)即時罷免X先生之Solution Apex及Durable Gold Investments Limited (「**Durable Gold**」)，Solution Apex於SA出售事項(定義見下文)完成前之直接控股公司)之董事職務，並以環球大通指定人士取代；(ii)指示外部法律顧問展開法律訴訟，以尋求追回向聲稱三名人士作出聲稱付款及聲稱未經授權現金提取及／或因SA事件而導致環球大通集團可能對他們存在訴訟因由之個人和實體尋求賠償及其他法律救濟措施(「**追收行動**」)；(iii)成立內部調查工作小組(「**內部調查工作小組**」)，以調查SA事件及監督外部法律顧問將採取之行動之進度；(iv)於環球大通集團截至二零二零年十二月三十一日止年度之綜合損益表中確認SA事件之虧損58,765,000港元；及(v)與一名買方(「**SA買方**」)訂立買賣協議(「**SA出售協議**」)，以現金代價1港元出售環球大通於Solution Apex之全部股權(「**SA出售事項**」)，並設立收益共享機制，讓環球大通能夠保留從變現Solution Apex資產及／或SA買方針對葉先生、聲稱三名人士或其他牽涉SA事件的個人及實體所採取追收行動收回的99%價值或所得款項，有關詳情載於環球大通日期為二零二零年十二月二十九日之公佈(「**SA事件公佈**」)。SA出售事件已於二零二零年十二月二十九日完成，Solution Apex自此不再為環球大通集團之附屬公司。

BASIS FOR QUALIFIED OPINION (Continued)

Interests in associates (Continued)

(b) Corresponding figures of interests in associates
(Continued)

Following the publication of the SA Incidents Announcement, the Internal Investigation Working Team recommended the audit committee of Global Mastermind (the “**Audit Committee of Global Mastermind**”) to engage an independent professional firm (the “**Investigator**”) to investigate the SA Incidents (the “**Investigation**”), including the circumstances and causes surrounding the Purported Payments to the Purported Three Parties and the Purportedly Unauthorised Cash Withdrawals. The detailed findings of the Investigation were disclosed in Global Mastermind’s announcement dated 10 May 2021, including the following findings of the Investigation, among other things: (i) there was a lack of replies with substance from the ex-officers of Durable Gold and Solution Apex who were believed to have knowledge of and/or involvement in the SA Incidents (the “**Ex-officers under Investigation**”); (ii) the copy of bank statements provided by some Ex-officers under Investigation did not show the recipients of funding withdrawals; (iii) no supporting documents were located during the Investigation showing the reasons for or approval of these funding withdrawals; (iv) during the time of occurrence of the SA Incidents, Mr. Yap was assisted by his team of management, comprising the Ex-officers under Investigation, regarding the finance and accounting works of Solution Apex but all of them have resigned/been removed after the revelation of the SA Incidents; (v) after considering the documents relating to three purported investments in the People’s Republic of China (the “**Purported Investments**”) (which were the reasons provided by the Ex-officers under Investigation in seeking to explain the Purported Payments to the Purported Three Parties before their resignations/removal) and the conduct of the Ex-officers under Investigation, the directors of Global Mastermind are of the view that the value of the Purported Investments and the genuineness of the Purportedly Unauthorised Cash Withdrawals were highly dubious and accordingly, the ability for Global Mastermind to recover its investment in Solution Apex was decided to be remote; and (vi) there was no indication that any present management of Global Mastermind was involved in the Purported Payments to the Purported Three Parties, the Purportedly Unauthorised Cash Withdrawals, the Purported Investments, the SA Incidents and the preparation of financial statements of Solution Apex.

保留意見之基準 (續)

於聯營公司之權益 (續)

(b) 於聯營公司權益之相應數字 (續)

於刊發 SA 事件公佈後，內部調查工作小組建議環球大通審核委員會（「環球大通審核委員會」）聘請獨立專業公司（「調查人員」）對 SA 事件進行調查（「調查」），包括圍繞向聲稱三名人士作出聲稱付款及聲稱未授權現金提取的情況及原因。調查的詳細結果已於環球大通日期為二零二一年五月十日的公佈中披露，包括以下調查結果（其中包括）：(i) 缺乏被認為已知悉及／或牽涉 SA 事件的 Durable Gold 及 Solution Apex 前高級職員（「接受調查的前高級職員」）的實質性回覆；(ii) 若干接受調查的前高級職員提供的銀行對賬單副本並未顯示資金提取的收款人；(iii) 於調查過程中並未找到說明該等資金提取原因或批准資金提取的支持性文件；(iv) 於 SA 事件發生期間，葉先生在其管理團隊（包括接受調查的前高級職員）的協助下，處理 Solution Apex 的財務及會計工作，但於 SA 事件發生後已全部辭任／被罷免；(v) 於考慮有關中華人民共和國的三筆聲稱投資（「聲稱投資」）（接受調查的前高級職員於尋求解釋彼等辭任／被罷免前向聲稱三名人士作出聲稱付款的原因時提供的理由）的文件及接受調查的前高級職員的行為後，環球大通董事認為，聲稱投資的價值及聲稱未授權現金提取的真實性非常可疑，因此，環球大通收回其於 Solution Apex 的投資的能力被確定為甚微；及 (vi) 概無跡象表明環球大通任何現任管理層曾參與向聲稱三名人士作出聲稱付款、聲稱未授權現金提取、聲稱投資、SA 事件及 Solution Apex 財務報表的編製。

BASIS FOR QUALIFIED OPINION (Continued)

Interests in associates (Continued)

(b) Corresponding figures of interests in associates (Continued)

After considering the findings and status of the Investigation during the year, in December 2021, the Internal Investigation Working Team reported to the Audit Committee of Global Mastermind that due to the lack of cooperation of the Ex-officers under Investigation, Global Mastermind has exhausted its means in conducting internal investigation and passed the matter to the continual follow-up of all appropriate legal actions by Solution Apex and its legal advisers. Global Mastermind has a vested interest in the outcome sharing proportion under the SA Disposal Agreement and will continue to oversee the progress of the Recovery Actions. That having said, in the light of the findings of the Investigation so far revealed, the outcome of the Recovery Actions and the ability for Global Mastermind to recover any amount from the outcome sharing proportion were concluded by the directors of Global Mastermind to be remote, and no amount has been recovered by Global Mastermind through the outcome sharing proportion under the SA Disposal Agreement up to the date of this report.

保留意見之基準 (續)

於聯營公司之權益 (續)

(b) 於聯營公司權益之相應數字 (續)

經考慮本年度調查結果及情況後，於二零二一年十二月，內部調查工作小組向環球大通審核委員會報告，因缺乏接受調查的前高級職員的合作，環球大通已用盡手段進行內部調查，並將此事交由 Solution Apex 及其法律顧問繼續跟進所有適當的法律行動。環球大通根據 SA 出售協議擁有收益共享比例中的歸屬權益，並將繼續監察追收行動的進展。話雖如此，鑑於迄今為止所披露的調查結果，追收行動的結果及環球大通從收益共享比例中追回任何金額的能力均由環球大通董事確定為甚微，且截至本報告日期，環球大通尚未通過 SA 出售協議項下的收益共享比例收回任何款項。

BASIS FOR QUALIFIED OPINION (Continued)

Interests in associates (Continued)

(b) Corresponding figures of interests in associates
(Continued)

As a result of the above matters, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves in respect of the causes of the SA Incidents, and commercial substance and nature of the Purported Payments to the Purported Three Parties and the Purportedly Unauthorised Cash Withdrawals. Any adjustments that might have been found necessary to the loss in respect of the SA Incidents of HK\$58,765,000 recognised in consolidated profit or loss of the Global Mastermind Group for the year ended 31 December 2020 and the related elements in the consolidated financial statements of the Global Mastermind Group might have material effects on the financial performance of the Global Mastermind Group for the year ended 31 December 2020 and consequently, as the Group accounted for its interests in the Global Mastermind Group on an equity method of accounting basis, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the Group's share of loss and other comprehensive expense of the Global Mastermind Group for the year ended 31 December 2020 included in the Group's share of results of associates and share of other comprehensive expenses of associates and the related elements and disclosures in the consolidated financial statements were free from material misstatements.

保留意見之基準 (續)

於聯營公司之權益 (續)

(b) 於聯營公司權益之相應數字 (續)

由於上述事項，吾等未能取得充足合適之審核憑證，以讓吾等信納SA事件之原因以及向聲稱三名人士作出聲稱付款及聲稱未經授權現金提取之商業實質及性質。倘發現需對環球大通集團截至二零二零年十二月三十一日止年度之綜合損益表確認之SA事件之虧損58,765,000港元及環球大通集團綜合財務報表之相關元素作出任何必要調整，則可能對環球大通集團截至二零二零年十二月三十一日止年度之財務表現造成重大影響，因此，由於貴集團按權益會計法將其於環球大通集團之權益入賬，吾等未能取得充足合適之審核憑證以令吾等信納貴集團於截至二零二零年十二月三十一日止年度應佔環球大通集團之虧損及其他全面開支(計入貴集團應佔聯營公司業績及應佔聯營公司其他全面開支)以及綜合財務報表之相關元素及披露並無重大錯誤陳述。

Independent Auditors' Report

獨立核數師報告

BASIS FOR QUALIFIED OPINION (Continued)

Interests in associates (Continued)

(b) Corresponding figures of interests in associates (Continued)

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 *Auditors’ 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 qualified 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. In addition to the matter described in the *Basis for Qualified Opinion* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

保留意見之基準 (續)

於聯營公司之權益 (續)

(b) 於聯營公司權益之相應數字 (續)

吾等已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核。吾等根據該等準則之責任於本報告「核數師就審核綜合財務報表承擔之責任」一節中進一步詳述。根據香港會計師公會頒佈之《專業會計師道德守則》(「守則」)，吾等獨立於貴集團，並已履行守則中之其他專業道德責任。吾等相信，吾等所獲得之審核憑證能充足及合適地為吾等之保留意見提供基礎。

關鍵審核事項

關鍵審核事項為根據吾等的專業判斷，對吾等審核本期間的綜合財務報表最為重要的事項。該等事項於吾等審核整體綜合財務報表及出具意見時進行處理。吾等不會對該等事項提供個別意見。除「保留意見之基準」一節所述事項外，吾等已確定下述事項為報告中將溝通之關鍵審核事項。

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審核事項

Expected credit loss (“ECL”) assessment on loan receivables, trade receivables and other receivables
應收貸款、貿易應收款項及其他應收款項之預期信貸虧損
(「預期信貸虧損」) 評估

Refer to notes 27, 29 and 30 to the consolidated financial statements respectively.

請分別參閱綜合財務報表附註27、29及30。

At 31 December 2021, the Group had loan receivables, trade receivables and other receivables, net of allowance for ECL, of HK\$629,755,000, HK\$34,860,000 and HK\$110,569,000 respectively. Management judgement was required in assessing and determining the recoverability of loan receivables, trade receivables and other receivables, and adequacy of allowance made.

於二零二一年十二月三十一日，貴集團之應收貸款、貿易應收款項及其他應收款項(扣除已確認之預期信貸虧損撥備後)分別為629,755,000港元、34,860,000港元及110,569,000港元。於評估及釐定應收貸款、貿易應收款項及其他應收款項之可收回性以及所作出撥備之充足性時，管理層須作出判斷。

In determining whether there was objective evidence of impairment loss, the Group took into consideration the credit history of the customers and the current market condition which may require management judgement. 於釐定是否有減值虧損之客觀證據時，貴集團考慮客戶之信貸記錄及現時市況，當中可能須要管理層作出判斷。

We focused on this area due to the ECL assessment on loan receivables, trade receivables and other receivables involved the use of significant judgement and estimates.

吾等專注於該領域乃由於應收貸款、貿易應收款項及其他應收款項之預期信貸虧損評估涉及使用重大判斷及估計。

關鍵審核事項(續)

How our audit addressed the key audit matter

吾等的審核對關鍵審核事項的處理

Our audit procedures in relation to the management's ECL assessment on loan receivables, trade receivables and other receivables included:

吾等就管理層就應收貸款、貿易應收款項及其他應收款項之預期信貸虧損評估之審核程序包括：

- discussing the Group's procedures on credit period given to customers with the management;
與管理層討論 貴集團向客戶授出信貸期之程序；
- checking, on a sample basis, the aging profile of the loan receivables, trade receivables and other receivables at 31 December 2021 to the underlying financial records and post year-end settlements to bank receipts;
按抽樣基準檢查相關財務記錄中於二零二一年十二月三十一日應收貸款、貿易應收款項及其他應收款項之賬齡及年結日後之銀行收款結算；

KEY AUDIT MATTERS (Continued)

Key audit matter

(Continued)

關鍵審核事項 (續)

Expected credit loss (“ECL”) assessment on loan receivables, trade receivables and other receivables

(Continued)

應收貸款、貿易應收款項及其他應收款項之預期信貸虧損 (「預期信貸虧損」) 評估 (續)

Refer to notes 27, 29 and 30 to the consolidated financial statements respectively. (Continued)

請分別參閱綜合財務報表附註27、29及30。(續)

關鍵審核事項 (續)

How our audit addressed the key audit matter

(Continued)

吾等的審核對關鍵審核事項的處理 (續)

Our audit procedures in relation to the management's ECL assessment on loan receivables, trade receivables and other receivables included: (Continued)

吾等就管理層就應收貸款、貿易應收款項及其他應收款項之預期信貸虧損評估之審核程序包括：(續)

- inquiring management for the status of each of the material trade receivables past due at 31 December 2021 and corroborating explanations from management with supporting evidence, such as understanding on-going business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the customers; and
向管理層查詢於二零二一年十二月三十一日逾期之各項重大貿易應收款項之情況，以及有確實證據支持之闡釋，例如根據交易記錄了解與客戶之持續業務關係、檢查與客戶之過往及其後結算記錄及其他聯繫；及
- assessing the appropriateness of the ECL provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the ECL.

評估作出預期信貸虧損撥備方法的適合性、按抽樣基準審查主要輸入數據，以評估該等數據之準確性及完整性，並對用作釐定預期信貸虧損之假設提出質疑，包括過往及前瞻性資料。

We found the management judgement and estimates used to assess allowance for ECL on loan receivables, trade receivables and other receivables were supportable by available evidence.

吾等發現管理層判斷及估計用於評估應收貸款、貿易應收款項及其他應收款項之預期信貸虧損撥備乃由可得證據所支持。

KEY AUDIT MATTERS (Continued)

Key audit matter

(Continued)

關鍵審核事項(續)

Impairment assessment on intangible assets and goodwill

無形資產及商譽之減值評估

Refer to notes 22, 23 and 24 to the consolidated financial statements respectively.

請分別參閱綜合財務報表附註22、23及24。

The Group has intangible assets and goodwill of HK\$865,777,000 and HK\$298,362,000 respectively at 31 December 2021. Management performed impairment assessment on these non-current assets based on value in use calculation. Based on the management's impairment assessment, no impairment loss was recognised in respect of these non-current assets. The impairment assessment required significant management judgement with respect to the discount rate and the underlying cash flows, in particular future revenue growth and capital expenditure. Independent external valuations were obtained in respect of the impairment assessment on intangible assets and goodwill in order to support management's estimates.

貴集團於二零二一年十二月三十一日之無形資產及商譽分別為865,777,000港元及298,362,000港元。管理層根據使用價值計算對該等非流動資產進行減值評估。根據管理層的減值評估，概無就該等非流動資產確認減值虧損。該減值評估要求涉及貼現率及相關現金流量，尤其是未來收益增長及資本支出之重大管理層判斷。為支持管理層之估計，已就無形資產及商譽之減值評估取得獨立外部估值。

We focused on this area due to the impairment assessment on intangible assets and goodwill involved the use of significant judgement and estimates.

吾等專注於該領域乃由於無形資產及商譽之減值虧損涉及使用重大判斷及估計。

關鍵審核事項(續)

How our audit addressed the key audit matter

(Continued)

吾等的審核對關鍵審核事項的處理(續)

Our audit procedures in relation to the management's impairment assessment on intangible assets and goodwill included:

吾等就管理層就無形資產及商譽之減值評估之審核程序包括：

- evaluating the competence, capabilities and objective of the independent external valuers;
評估獨立外聘估值師之資格、能力及客觀性；
- assessing the appropriateness of the valuation methodologies, key assumptions and estimates used based on our knowledge of the relevant industry and using our valuation experts;
根據吾等對相關行業之認識及動用吾等之估值專家，評價所用估值方法、關鍵假設及估計是否合適；
- challenging the reasonableness of key assumptions based on our knowledge of the business and industry; and
根據吾等對業務及行業之認識，質疑關鍵假設是否合理；及
- checking, on sampling basis, the accuracy and relevance of the input data used.
抽樣查核所採用輸入數據之準確性及相關性。

We found the management judgement and estimates used in impairment assessment on intangible assets and goodwill were supportable by available evidence.

吾等發現用於無形資產及商譽之減值評估之管理層判斷及估計乃由可得證據所支持。

Independent Auditors' Report

獨立核數師報告

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. As described in the *Basis for Qualified Opinion* section above, we were unable to obtain sufficient appropriate evidence about the Group's share of results of associates and gain on disposal of associate for the year ended 31 December 2021 and corresponding figures of interests in associates. Accordingly, we are unable to conclude whether or not the Other Information is materially misstated with respect to this matter.

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE 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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the 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 Audit Committee is responsible for overseeing the Group's financial reporting process.

其他資料

董事對其他資料負責。其他資料包括年報所載之資料，但不包括綜合財務報表及其核數師報告（「其他資料」）。

吾等對綜合財務報表之意見並不涵蓋其他資料，且吾等並不就其發表任何形式之核證結論。

就吾等對綜合財務報表之審核之言，吾等之責任為閱覽其他資料，從而考慮其他資料是否與綜合財務報表或吾等於審核得知之情況有重大不符之處，或是否看似重大錯誤陳述。

倘根據吾等已履行之工作，吾等作出之結論為此其他資料有重大失實陳述，吾等須報告有關事實。誠如上文「保留意見之基準」一節所述，吾等未能取得有關 貴集團於截至二零二一年十二月三十一日止年度分佔聯營公司之業績及出售聯營公司之收益以及於聯營公司權益之相應數字之充足合適審核憑證。因此，吾等無法就該事項確定其他資料是否有重大錯誤陳述。

董事及審核委員會就綜合財務報表承擔的責任

董事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之披露規定編製真實及公平之綜合財務報表，並對董事釐定為使編製綜合財務報表不會因欺詐或錯誤而存有重大錯誤陳述而言屬必要之內部控制負責。

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，並披露有關持續經營之相關事宜（視適合情況而定）及使用持續經營為會計基準，除非董事計劃清盤 貴集團或終止經營，或並無其他實際可行方法而如此行事。

審核委員會負責監控 貴集團之財務報告程序。

AUDITORS' 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 auditors' report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the content of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 the consolidated financial statements.

As part of an audit in accordance with HKSAs, 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.

核數師就審核綜合財務報表承擔的責任

吾等的目標為合理確定整體綜合財務報表是否不存在因欺詐或錯誤而導致的任何重大錯誤陳述，並出具載有吾等意見的核數師報告。吾等按照百慕達公司法第 90 條僅向閣下全體報告意見，除此之外並無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。合理確定屬高層次核證，惟無法擔保根據香港審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據本綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審核時，吾等運用專業判斷，於整個審核過程中抱持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表因欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對貴集團內部控制的有效程度發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估算及相關披露是否合理。

Independent Auditors' Report

獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- 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 auditors' 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 auditors' 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.

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

核數師就審核綜合財務報表承擔的責任 (續)

- 總結董事採用以持續經營為會計基礎是否恰當，並根據已獲取的審核憑證，總結是否有對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請使用者注意綜合財務報表內的相關資料披露，或如果相關資料披露不足，則修訂吾等的意見。吾等的結論以截至核數師報告日期所獲得的審核憑證為基礎，惟未來事件或情況可能導致貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括資料披露)的整體列報、架構及內容，以及綜合財務報表是否已公平列報相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

吾等與審核委員會就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部監控的任何重大缺陷溝通。

吾等亦向審核委員會提交聲明，說明吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜、消除威脅所採取行動或所用防範措施(如適用)與彼等溝通。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement director on the audit resulting in this independent auditors' report is Hon Koon Fai, Alex.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Hon Koon Fai, Alex
Practising Certificate Number: P05029

Hong Kong, 29 March 2022

核數師就審核綜合財務報表承擔的責任 (續)

吾等從與審核委員會溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

出具本獨立核數師報告的審核項目董事為韓冠輝。

國衛會計師事務所有限公司
執業會計師

韓冠輝
執業證書號碼：P05029

香港，二零二二年三月二十九日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 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 千港元	2020 二零二零年 HK\$'000 千港元
		Notes 附註		
Revenue	收益	6	272,165	221,757
Cost of sales	銷售成本		(98,747)	(84,639)
Gross profit	毛利		173,418	137,118
Investment and other income	投資及其他收入	7	6,841	14,092
Other gains and losses	其他收益及虧損	8	27,075	122,071
Selling and distribution expenses	銷售及分銷開支		(3,695)	(3,410)
Allowance for expected credit losses on financial assets	金融資產之預期信貸虧損撥備	9	(250,392)	(198,470)
Administrative expenses	行政開支		(120,501)	(95,519)
Share of results of associates	應佔聯營公司業績		(19,411)	(98,176)
Loss from operations	經營虧損		(186,665)	(122,294)
Finance costs	融資費用	10	(57,760)	(54,278)
Loss before taxation	除稅前虧損		(244,425)	(176,572)
Income tax credit	所得稅抵免	11	43,946	35,547
Loss for the year	本年度虧損	12	(200,479)	(141,025)
Loss for the year attributable to:	以下人士應佔本年度虧損：			
Owners of the Company	本公司擁有人		(200,375)	(140,858)
Non-controlling interests	非控股權益		(104)	(167)
			(200,479)	(141,025)
Loss per share	每股虧損	16		
Basic (Hong Kong cents)	基本 (港仙)		(5.25)	(3.69)
Diluted (Hong Kong cents)	攤薄 (港仙)		(5.25)	(3.69)

The accompanying notes form an integral part of the consolidated financial statements.

隨附之附註構成本綜合財務報表之一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 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 千港元	2020 二零二零年 HK\$'000 千港元
Loss for the year	本年度虧損	(200,479)	(141,025)
Other comprehensive (expense)/income for the year, net of income tax	本年度其他全面(開支)/收益，扣除所得稅後		
<i>Items that will not be reclassified to profit or loss:</i>	<i>其後不會重新分類至損益表之項目：</i>		
Fair value loss on equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益之權益工具之公平值虧損	(598)	—
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益表之項目：</i>		
Exchange differences arising on translating foreign operations	換算海外業務產生之匯兌差額	26,643	85,822
Reclassification adjustment for a foreign operation disposed of	出售海外業務之重新分類調整	—	(508)
Reclassification adjustment for an associate disposed of	出售一間聯營公司之重新分類調整	(20)	—
Share of other comprehensive expense of associates, net of related income tax	應佔一間聯營公司之其他全面開支，扣除相關所得稅後	(42)	(88)
		26,581	85,226
Other comprehensive income for the year, net of income tax	本年度其他全面收益，扣除所得稅後	25,983	85,226
Total comprehensive expense for the year	本年度全面總開支	(174,496)	(55,799)
Total comprehensive expense for the year attributable to:	以下人士應佔本年度全面總開支：		
Owners of the Company	本公司擁有人	(174,215)	(55,270)
Non-controlling interests	非控股權益	(281)	(529)
		(174,496)	(55,799)

The accompanying notes form an integral part of the consolidated financial statements.

隨附之附註構成本綜合財務報表之一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

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 千港元	2020 二零二零年 HK\$'000 千港元
		Notes 附註		
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	847,584	654,528
Right-of-use assets	使用權資產	19	276,447	244,716
Investment properties	投資物業	20	164,500	140,000
Intangible assets	無形資產	22	865,777	862,058
Goodwill	商譽	23	298,362	289,841
Interests in associates	於聯營公司之權益	25	53,089	177,341
Deferred tax assets	遞延稅項資產	44	92,959	50,642
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益之權益工具	26	25,920	—
Prepayments and other receivables	預付款項及其他應收款項	30	28,590	25,441
Loans receivables	應收貸款	27	—	161,430
			2,653,228	2,605,997
Current assets	流動資產			
Inventories	存貨	28	36,406	32,993
Loans receivables	應收貸款	27	629,755	611,491
Trade receivables	貿易應收款項	29	34,860	29,554
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	30	144,228	96,360
Financial assets at fair value through profit or loss	按公平值計入損益表之金融資產	31	255,954	410,395
Derivative financial instruments	衍生金融工具	32	3,684	—
Cash and cash equivalents	現金及現金等價物	33	43,571	54,125
			1,148,458	1,234,918
Total assets	資產總值		3,801,686	3,840,915
EQUITY	權益			
Share capital	股本	34	38,196	38,196
Reserves	儲備		2,155,246	2,330,465
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,193,442	2,368,661
Non-controlling interests	非控股權益		(6,285)	(6,004)
Total equity	權益總額		2,187,157	2,362,657

Consolidated Statement of Financial Position

綜合財務狀況表

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 千港元	2020 二零二零年 HK\$'000 千港元
	Notes 附註			
LIABILITIES				
Current liabilities		負債		
Trade payables		流動負債		
Deposits received, accruals and other payables		貿易應付款項	35	15,512
Receipts in advance		已收按金、應計費用及其他應付款項	36	109,444
Tax payables		預收款項	37	163,807
Bank borrowings		應付稅項		74,589
Other borrowings		銀行借款	38	157,354
Lease liabilities		其他借款	39	268,420
Guaranteed secured notes		租賃負債	40	6,854
Amount due to an associate		保證擔保票據	41	200,000
Amount due to a director		應付一間聯營公司款項	42	1,961
Derivative financial instruments		應付一名董事款項	43	—
		衍生金融工具	32	1,789
			999,730	903,031
Non-current liabilities		非流動負債		
Deposits received and other payables		已收按金及其他應付款項	36	51,221
Lease liabilities		租賃負債	40	318,513
Deferred tax liabilities		遞延稅項負債	44	245,065
			614,799	575,227
Total liabilities		負債總額	1,614,529	1,478,258
Total equity and liabilities		權益及負債總額	3,801,686	3,840,915
Net current assets		流動資產淨值	148,728	331,887
Total assets less current liabilities		資產總額減流動負債	2,801,956	2,937,884

The consolidated financial statements on pages 144 to 379 were approved and authorised for issue by the board of directors on 29 March 2022 and signed on its behalf by:

綜合財務報表第144至379頁已於二零二二年三月二十九日經董事會批准及授權刊發，並由下列人士代表簽署：

Lei Hong Wai
李雄偉
Director
董事

Chan Kin Wah Billy
陳健華
Director
董事

The accompanying notes form an integral part of the consolidated financial statements.

隨附之附註構成本綜合財務報表之一部分。

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

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Shares held for share award plan	Share premium	Capital reserve	Contributed surplus	Other reserve	Fair value through other comprehensive income reserve	Equity-settled share-based payment reserve	Exchange reserve	Retained profits/(accumulated losses)	Sub-total	Non-controlling interests	Total
		股本	為股份獎勵計劃持有之股份	股份溢價	資本儲備	實繳盈餘	其他儲備	按公平值計入其他全面收益儲備	以股權結算之股份支款儲備	匯兌儲備	保留溢利/(累計虧損)	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note a)	(Note a)	(Note b)	(Note c)	(Note c)	(Note d)	(Note d)	(Note e)					
At 1 January 2020	於二零二零年一月一日	38,196	-	1,807,051	17,761	404,663	20,228	-	-	(101,227)	237,259	2,423,931	(5,475)	2,418,456
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	(140,858)	(140,858)	(167)	(141,025)
Other comprehensive (expense)/income for the year	本年度其他全面(開支)/收益	-	-	-	-	-	-	-	-	-	-	-	-	-
Share of other comprehensive expense of associates	應佔聯營公司之其他全面開支	-	-	-	-	-	-	-	-	(88)	-	(88)	-	(88)
Reclassification adjustment for a foreign operation disposed of	已出售海外業務之重新分類調整	-	-	-	-	-	-	-	-	(508)	-	(508)	-	(508)
Exchange differences arising on translating foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	86,184	-	86,184	(382)	85,822
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	-	-	-	-	85,588	(140,858)	(55,270)	(529)	(55,799)
Derecognition of equity component of convertible bonds of an associate	取消確認一間聯營公司持有之可換股債券之權益部份	-	-	-	-	-	(1,193)	-	-	-	1,193	-	-	-
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	38,196	-	1,807,051	17,761	404,663	19,035	-	-	(15,639)	97,594	2,368,661	(6,004)	2,362,657
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	(200,375)	(200,375)	(104)	(200,479)
Other comprehensive (expense)/income for the year	本年度其他全面(開支)/收益	-	-	-	-	-	-	-	-	-	-	-	-	-
Fair value loss on equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益之權益工具之公平值虧損	-	-	-	-	-	-	(598)	-	-	-	(598)	-	(598)
Share of other comprehensive expense of associates	應佔聯營公司之其他全面開支	-	-	-	-	-	-	-	-	(42)	-	(42)	-	(42)
Reclassification adjustment for an associate disposed of	已出售一間聯營公司之重新分類調整	-	-	-	-	-	-	-	-	(20)	-	(20)	-	(20)
Exchange differences arising on translating foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	26,820	-	26,820	(177)	26,643
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	-	-	(598)	-	26,758	(200,375)	(174,215)	(281)	(174,496)
Transfer of other reserve upon disposal of an associate	於出售一間聯營公司後轉撥其他儲備	-	-	-	-	-	(19,035)	-	-	-	19,035	-	-	-
Recognition of equity-settled share-based payment	確認以股權結算之股份支款	-	-	-	-	-	-	-	16,377	-	-	16,377	-	16,377
Shares purchased under share award plan	根據股份獎勵計劃購買之股份	-	(17,381)	-	-	-	-	-	-	-	-	(17,381)	-	(17,381)
At 31 December 2021	於二零二一年十二月三十一日	38,196	(17,381)	1,807,051	17,761	404,663	-	(598)	16,377	11,119	(83,746)	2,193,442	(6,285)	2,187,157

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

Notes:

(a) The Company's shares purchased under the share award plan and held by the trustee of the share award plan are presented as "shares held for share award plan" and deducted from total equity.

(b) Capital reserve represents the difference of share capital and share premium of the subsidiaries and the nominal value of the 880 shares issued by RICHE (BVI) LIMITED prior to the allotment of 120 shares to Classical Statue Limited and the amount arising from issue of share by a subsidiary.

(c) Contributed surplus represents the net amount transferred from share capital and share premium to retained profits pursuant to the special resolutions passed at the special general meetings held on 22 August 2003, 30 April 2008 and 12 December 2011.

Under the Company Act 1981 of Bermuda (as amended), the contributed surplus is available for distribution. However, the Company cannot make a distribution out of the contributed surplus if: (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than its liabilities.

(d) The fair value through other comprehensive income ("FVTOCI") reserve represents cumulative gains and losses arising from revaluation of equity instruments at FVTOCI that have been recognised in other comprehensive income. Gains and losses arising from revaluation of equity instruments at FVTOCI will not be reclassified to profit or loss in subsequent periods.

(e) Equity-settled share-based payment reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share options which is based on the fair value of the share options at grant date. The fair value of the share options is recognised as staff costs and related expenses with a corresponding increase in equity-settled share-based payment reserve.

附註：

(a) 本公司根據股份獎勵計劃購買並由股份獎勵計劃受托人持有之股份呈列為「為股份獎勵計劃持有之股份」，並從權益總額扣除。

(b) 資本儲備指附屬公司之股本及股份溢價與向 Classical Statue Limited 配發 120 股股份前 RICHE (BVI) LIMITED 所發行之 880 股股份之面值及附屬公司發行股份所得款項之差額。

(c) 實繳盈餘指根據於二零零三年八月二十二日、二零零八年四月三十日及二零一一年十二月十二日舉行之股東特別大會上通過之特別決議案自股本及股份溢價轉撥至保留溢利之淨額。

根據百慕達一九八一年公司法(經修訂)，繳入盈餘可供分派。然而，於以下情況，本公司不得自繳入盈餘中作出分派：(i) 本公司當時或將於派付後無力償還到期而應償還之債項；或(ii) 本公司資產之可變現值將因而低於其負債。

(d) 按公平值計入其他全面收益(「按公平值計入其他全面收益」)儲備指已在其他全面收益中確認之按公平值計入其他全面收益之權益工具重估所產生的累計損益。按公平值計入其他全面收益之權益工具重估所產生的收益及虧損將不會於往後期間重新分類為損益。

(e) 以股權結算之股份支款儲備指授出相關購股權以換取估計將接獲服務的公平值，其乃根據購股權於授出日期的公平值計算。購股權公平值確認為員工成本及相關費用，而以股權結算之股份支款儲備作相應增加。

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 千港元	2020 二零二零年 HK\$'000 千港元
	Notes 附註			
OPERATING ACTIVITIES		經營活動		
Loss before taxation		除稅前虧損	(244,425)	(176,572)
<i>Adjustments for:</i>		<i>就以下項目作出調整：</i>		
Amortisation of intangible assets	12, 22	無形資產攤銷	21,320	19,895
Allowance for expected credit losses on loan receivables	9	應收貸款之預期信貸虧損撥備	251,002	197,432
Depreciation of property, plant and equipment	12, 18	物業、廠房及設備之折舊	21,532	22,885
Depreciation of right-of-use assets	12	使用權資產之折舊	6,632	2,773
Dividend income	7	股息收入	—	(330)
Equity-settled share-based payment expenses	12	以股權結算之股份支款開支	16,377	—
Gain arising on change in fair value of derivative financial instruments	8	衍生金融工具公平值變動產生之收益	(1,895)	—
(Gain)/loss arising on change in fair value of investment properties	8, 20	投資物業公平值變動產生(收益)/虧損之虧損	(3,800)	19,200
Gain on disposal of associate	8	出售聯營公司之收益	(146,321)	—
Gain on disposal of a subsidiary	8	出售一間附屬公司之收益	—	(947)
Impairment loss on property, plant and equipment	8, 18	物業、廠房及設備之減值虧損	7,315	—
Interest expenses	10	利息開支	57,760	54,278
Interest income on bank deposits	7	銀行存款之利息收入	(103)	(66)
Interest income on other receivables	7	其他應收款項之利息收入	(1,146)	(1,691)
Loss/(gain) arising on change in fair value of financial assets at fair value through profit or loss	8	按公平值計入損益表之金融資產公平值變動產生之虧損/(收益)	117,541	(140,509)
Loss on disposal of property, plant and equipment	8	出售物業、廠房及設備之虧損	—	8
Loss of inventories	12	存貨虧損	—	4,914
(Reversal of allowance)/allowance for expected credit losses on other receivables	9	其他應收款項之預期信貸虧損(撥回撥備)/撥備	(426)	723
(Reversal of allowance)/allowance for expected credit losses on trade receivables	9	貿易應收款項之預期信貸虧損(撥回撥備)/撥備	(184)	315
Share of results of associates		應佔聯營公司業績	19,411	98,176
Written-off of property, plant and equipment	8	撇銷物業、廠房及設備	85	177

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 千港元	2020 二零二零年 HK\$'000 千港元
	Notes 附註			
Operating cash inflows before movements in working capital	營運資金變動前之經營現金流入		120,675	100,661
Increase in inventories	存貨增加		(3,281)	(1,124)
(Increase)/decrease in loan receivables	應收貸款(增加)/減少		(107,836)	7,697
(Increase)/decrease in trade receivables	貿易應收款項(增加)/減少		(5,122)	9,995
(Increase)/decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項(增加)/減少		(47,089)	6,974
Decrease/(increase) in financial assets at fair value through profit or loss	按公平值計入損益表之金融資產減少/(增加)		166,360	(29,071)
Increase in trade payables	貿易應付款項增加		7,256	2,035
(Decrease)/increase in deposits received, accruals and other payables	已收按金、應計費用及其他應付款項(減少)/增加		(13,598)	8,264
Increase in receipts in advance	預收款項增加		125,477	12,409
Cash generated from operations	營運產生之現金		242,842	117,840
Tax paid	已付稅項		(2,946)	(3,002)
Net cash generated from operating activities	經營活動產生之現金淨額		239,896	114,838
INVESTING ACTIVITIES	投資活動			
Dividend received	已收股息	7	—	330
Bank interest received	已收銀行利息	7	103	66
Interest on other receivables received	已收其他應收款項之利息		857	2,472
Net cash inflow from disposal of a subsidiary	出售一間附屬公司產生之現金流入淨額	46	—	(116)
Acquisition of interest in an associate	收購一間聯營公司之權益		(2,199)	(3,453)
Proceeds from disposal of associate	出售聯營公司所得款項		123,839	—
Purchases of equity instruments at fair value through other comprehensive income	購買按公平值計入其他全面收益之權益工具		(26,518)	—
Purchase of property, plant and equipment	購買物業、廠房及設備		(213,861)	(144,801)
Net cash used in investing activities	投資活動所用之現金淨額		(117,779)	(145,502)

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 千港元	2020 二零二零年 HK\$'000 千港元
FINANCING ACTIVITIES				
Advance from directors	融資活動		600	2,500
Repayment to directors	董事墊款		(1,900)	(1,200)
Interest paid	還款予董事		(67,951)	(61,322)
Proceeds from bank borrowings	已付利息		113,544	82,214
Repayment of bank borrowings	銀行借款所得款項		(118,655)	(75,469)
Proceeds from other borrowings	銀行借款還款		14,105	54,315
Shares purchased under share award plan	其他借款所得款項		(17,381)	—
Repayment of lease liabilities	根據股份獎勵計劃購買的股份		(5,453)	(1,991)
Repayment of guaranteed secured notes	租賃負債還款		(50,000)	(50,000)
Repayment to an associate	保證擔保票據還款		(5)	(1)
	一間聯營公司還款			
Net cash used in financing activities	融資活動所用之現金淨額		(133,096)	(50,954)
Net decrease in cash and cash equivalents	現金及現金等價物減少加淨額		(10,979)	(81,618)
Cash and cash equivalents at the beginning of the reporting period	報告期初之現金及現金等價物		54,125	140,550
Effect of foreign exchange rate changes	匯率變動之影響		425	(4,807)
Cash and cash equivalents at the end of the reporting period	報告期末之現金及現金等價物		43,571	54,125
Analysis of the balances of cash and cash equivalents				
Cash at bank and on hand	現金及現金等價物結餘分析			
	銀行及手頭現金	33	43,571	54,125

The accompanying notes form an integral part of the consolidated financial statements.

隨附之附註構成本綜合財務報表之一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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 INFORMATION

Eternity Investment Limited (the “**Company**”) is incorporated in Bermuda as an exempted company with limited liability and its issued shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Exchange**”). The addresses of the registered office, and head office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries (together with the Company, referred to as the “**Group**”) are sale of financial assets, property investment, money lending, and design and sale of jewelry products.

Details of the substantial shareholders of the Company are disclosed in the section headed “Substantial Shareholders and other Persons’ Interests and Short Positions in Shares and Underlying Shares” in the Directors’ Report of the annual report.

The consolidated financial statements are presented in thousands of units of Hong Kong dollar (**HK\$’000**), which is same as the functional currency of the Company.

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

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

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

In addition, the Group applied the agenda decision of the IFRS Interpretations Committee of the International Accounting Standards Board issued in June 2021 which clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories.

1. 一般資料

Eternity Investment Limited (永恒策略投資有限公司*) (「本公司」) 為於百慕達註冊成立之獲豁免有限公司，其已發行股份在香港聯合交易所有限公司(「聯交所」) 主板上市。本公司之註冊辦事處以及總辦事處及主要營業地點之地址於年度報告之公司資料一節披露。

本公司之主要業務為投資控股。本公司之附屬公司(連同本公司統稱「本集團」) 之主要業務為銷售金融資產、物業投資、借貸、以及設計及銷售珠寶產品。

本公司主要股東之詳情於年報內董事會報告中「主要股東及其他人士於股份及相關股份之權益及淡倉」一節披露。

綜合財務報表以千港元(「千港元」) 為單位呈列，即本公司之功能貨幣。

2. 應用香港財務報告準則(「香港財務報告準則」) 及其修訂本

於本年度強制生效之香港財務報告準則修訂本

於本年度，本集團就編製綜合財務報表已首次應用香港會計師公會(「香港會計師公會」) 所頒佈以下香港財務報告準則修訂本，上述香港財務報告準則修訂本對於二零二一年一月一日或之後開始之年度期間強制生效：

香港財務報告準則第16號(修訂本)	新型冠狀病毒相關租金寬減
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則7號、香港財務報告準則第4號及香港財務報告準則第16號(修訂本)	利率基準改革 – 第2階段

此外，本集團應用了國際會計準則詮釋委員會於二零二一年六月發佈的議程決定，該決定明確了主體在確定存貨的可變現淨值時應將成本計入「實現銷售必要估計成本」。

* 僅供識別

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

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

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments ³
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
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 16	COVID-19-Related Rent Concessions beyond 30 June 2021 ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	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
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 ²

2. 應用香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

於本年度強制生效之香港財務報告準則修訂本（續）

於本年度應用香港財務報告準則修訂本對本集團於本年度及先前年度之財務狀況及表現及／或該等綜合財務報表所載之披露並無產生重大影響。

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本

本集團並無提早應用以下已頒佈但尚未生效之新訂香港財務報告準則及其修訂本：

香港財務報告準則第17號	保險合約及相關修訂本 ³
香港財務報告準則第3號（修訂本）	提述概念框架 ²
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營企業之間之資產出售或注資 ⁴
香港財務報告準則第16號（修訂本）	二零二一年六月三十日後之新型冠狀病毒相關租金寬減 ¹
香港會計準則第1號（修訂本）	流動或非流動負債分類以及香港詮釋第5號（二零二零年）之相關修訂 ³
香港會計準則第1號及香港財務報告準則實務公告第2號（修訂本）	會計政策之披露 ³
香港會計準則第8號（修訂本）	會計估算之定義 ³
香港會計準則第12號（修訂本）	單一交易產生之資產及負債相關遞延稅項 ³
香港會計準則第16號（修訂本）	物業、廠房及設備——擬定用途前之所得款項 ²
香港會計準則第37號（修訂本）	虧損合約——履約成本 ²
香港財務報告準則（修訂本）	香港財務報告準則二零一八年至二零二零年之年度改進 ²

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

New and amendments to HKFRSs in issue but 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 Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of the above new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The consolidated financial statements have been prepared in accordance with HKFRSs which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

2. 應用香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本（續）

- 1 於二零二一年四月一日或之後開始之年度期間生效。
- 2 於二零二二年一月一日或之後開始之年度期間生效。
- 3 於二零二三年一月一日或之後開始之年度期間生效。
- 4 於待定日期或之後開始之年度期間生效。

本公司董事預計應用上述新訂香港財務報告準則及其修訂本將不會於可見未來對本集團之綜合財務報表造成重大影響。

3. 主要會計政策概要

編製基準

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則而編製，其包括所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋之統稱。就編製綜合財務報表而言，倘資料於合理預期情況下可影響主要使用者作出的決定，則該資料被視為重大。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）規定之適用披露事項及香港公司條例。

綜合財務報表乃根據歷史成本基準編製，惟於各報告期末按公平值計量之投資物業及若干金融工具除外（於下述會計政策中闡述）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equal the transaction price.

3. 主要會計政策概要(續)

編製基準(續)

歷史成本一般按交換貨品及服務所支付代價之公平值計量。

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否直接可觀察得出或可使用其他估值技術估計。倘市場參與者於計量日期對資產或負債定價時會考慮資產或負債之特徵，則本集團於估計資產或負債之公平值時會考慮該等特徵。本綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟屬於香港財務報告準則第2號以股份支款範圍之以股份形式支付之交易、根據香港財務報告準則第16號租賃入賬之租賃交易，以及與公平值有部分相似之處但並非公平值之計量，如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值除外。

非金融資產的公平值計量計入市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

對於按公平值交易並且相關估值技術將使用不可觀察輸入數據計量其後期間公平值之金融工具及投資物業，估值技術會作調整，以令估值技術的結果等於交易價格。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

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

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

Basis of consolidation

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

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

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

3. 主要會計政策概要(續)

編製基準(續)

此外，就財務報告而言，公平值計量根據公平值計量輸入數據之可觀察程度及輸入數據對公平值計量整體之重要性分類為第1、第2或第3級，載述如下：

- 第1級輸入數據乃實體於計量日期可取得之相同資產或負債於活躍市場中所報價格(未經調整)；
- 第2級輸入數據乃資產或負債之可直接或間接觀察獲得之輸入數據(第1級所載報價除外)；及
- 第3級輸入數據乃資產或負債之不可觀察獲得之輸入數據。

綜合基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制之實體(包括結構實體)之財務報表。當本公司符合以下要素時，則取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔浮動回報之風險或享有權利；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

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

3. 主要會計政策概要(續)

綜合基準(續)

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日期為止。

損益表及其他全面收益表之每個項目乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

於必要時，將對附屬公司之財務報表作出調整，以令彼等之會計政策與本集團之會計政策一致。

有關本集團成員公司之間交易之所有集團內公司間之資產及負債、權益、收益、支出及現金流於綜合時悉數對銷。

附屬公司的非控股權益與本集團的權益分開呈列，指目前擁有權益的持有人可於相關附屬公司清盤時按比例取得相關附屬公司資產淨值部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Changes in Group's interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs).

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting* issued in October 2010).

3. 主要會計政策概要(續)

本集團於現有附屬公司擁有權益之變動

倘若本集團失去對附屬公司之控制權，該附屬公司之資產及負債及非控股權益(如有)終止確認。收益或虧損於損益表內確認且以下列兩者間之差額計算：(i) 所收代價之公平值與任何保留權益之公平值總和及(ii) 資產(包括商譽)之賬面值與本公司擁有人應佔之附屬公司之負債。過往在有關附屬公司之其他全面收益確認之所有金額均入賬，猶如本集團已直接出售附屬公司之相關資產或負債(即按適用之香港財務報告準則具體規定／准許重新分類至損益表或轉移至其他權益類別)。

業務合併

收購業務以收購法入賬。業務合併所轉讓代價以公平值計量，而公平值按本集團所轉讓資產、本集團對被收購方前擁有人所產生負債以及本集團就交換被收購方控制權所發行股本權益於收購日期的公平值總和計算。收購有關成本一般於產生時於損益表內確認。

除若干確認豁免外，所收購之可識別資產及所承擔之負債必須符合香港會計師公會頒佈之編製及呈列財務報表之框架(被於二零一零年十月頒佈的財務報告概念框架所取代)下資產及負債之定義。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

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

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

3. 主要會計政策概要(續)

業務合併(續)

於收購日期，所購入可識別資產及所承擔負債，按其公平值確認，但以下各項除外：

- 遞延稅項資產或負債及有關僱員福利安排之資產或負債分別遵循香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認和計量；
- 與被收購方以股份支款安排或為替代被收購方以股份支款安排而訂立之本集團以股份支款安排有關之負債或權益工具，於收購日期(見下文會計政策)根據香港財務報告準則第2號計量；
- 根據香港財務報告準則第5號*持作出售非流動資產及已終止經營業務*分類為持作出售之資產(或出售組合)按該準則計量；及
- 租賃負債按餘下租賃付款(定義見香港財務報告準則第16號)之現值確認及計量，猶如已收購租賃於收購日期為新租賃，惟以下情況之租賃除外：(a)租期於收購日期後12個月內結束；或(b)相關資產屬低價值。使用權資產乃按與相關租賃負債相同之金額確認及計量，並經調整以反映較市場條款有利或不利之租賃條款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

Goodwill

Goodwill arising on an acquisition of business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

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

3. 主要會計政策概要(續)

業務合併(續)

商譽按所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方股本權益(如有)公平值總和超出於收購日期所收購可識別資產及所承擔負債之淨額計量。倘於重新評估後,所收購可識別資產及所承擔負債之淨額超出所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方權益(如有)公平值之總和,差額即時於損益表確認為按議價購買收益。

現有所有權權益及授權持有人於清盤時按比例分佔相關附屬公司資產淨值之非控股權益,其可初步按非控股權益按比例分佔被收購方可識別資產淨值之已確認數額或公平值計量。計量基準可按個別交易選擇。

商譽

因收購業務產生之商譽乃按成本(於收購業務當日確定)減累計減值虧損(如有)列值。

為進行減值測試,商譽乃分配至預期將從合併所帶來的協同效益中受惠的各個本集團的現金產生單位(「現金產生單位」)(或現金產生單位組合),即就內部管理而言監管商譽之最低層次及不大於一個經營分部。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

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

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of the gain or loss on disposal.

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the interests in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

3. 主要會計政策概要(續)

商譽(續)

獲得商譽分配的現金產生單位(或現金產生單位組合)每年進行減值測試及每當有跡象顯示該單位可能出現減值時更為頻繁地進行減值測試。就於某一報告期間收購產生的商譽而言,獲得商譽分配的現金產生單位(或現金產生單位組合)於該報告期間結束前進行減值測試。倘可收回金額低於該單位的賬面值,則首先分配減值虧損以減低任何商譽的賬面值,然後按該單位(或現金產生單位組合)內各項資產的賬面值所佔比例分配至其他資產。

出售相關現金產生單位時,商譽之應佔金額乃計入釐定出售事項損益之金額。

於附屬公司之投資

於附屬公司之投資按成本值扣除減值入賬。成本包括投資直接應佔成本。附屬公司之業績由本公司按已收及應收股息入賬。

倘於宣派股息期間,有關股息超過附屬公司之全面收益總額,或倘該投資於獨立財務報表之賬面值超過被投資方資產淨值(包括商譽)於綜合財務報表之賬面值,則於收取投資股息時,須對於附屬公司之權益作減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. 主要會計政策概要(續)

於聯營公司之投資

聯營公司指本集團對其有重大影響力之實體。重大影響力為參與被投資方之財務及營運政策決定之權力，惟對該等政策並無控制權或共同控制權。

聯營公司的業績以及資產及負債以權益會計法於本綜合財務報表入賬。作會計權益法用途的聯營公司的財務報表乃按與本集團就同類交易及同類情況下事項的統一會計政策編製。根據權益法，於聯營公司之投資初步按成本於綜合財務狀況表內確認，並於其後就確認本集團應佔該聯營公司的損益及其他全面收益予以調整。聯營公司除損益及其他全面收益外之資產淨值變動不會列賬，除非該等變動導致本集團持有之所有權權益變動。當本集團應佔聯營公司的虧損超出本集團於該聯營公司的權益(包括實質上成為本集團於該聯營公司投資淨額一部分的任何長期權益)時，本集團終止確認其應佔之進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司支付款項的情況下，方會確認額外虧損。

於聯營公司之投資乃自被投資方成為聯營公司當日起按權益法入賬。收購於聯營公司之投資時，投資成本超出本集團應佔該被投資方之可識別資產及負債之公平值淨額之任何數額確認為商譽，並計入該投資之賬面值。本集團所佔之可識別資產及負債之公平值淨額超出投資成本部分，在重新評估後，即時於投資收購期間於損益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates (Continued)

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

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

3. 主要會計政策概要(續)

於聯營公司之投資(續)

本集團評估是否存在客觀證據證明於一間聯營公司的權益可能減值。如有客觀證據，投資之全部賬面值(包括商譽)將視作單一資產並按香港會計準則第36號透過將其可收回金額(即使用價值和公平值減出售成本之較高者)與賬面值作比較以進行減值測試。任何已確認之減值虧損並不會分配至成為投資賬面值之一部分之任何資產(包括商譽)。倘投資之可收回金額其後回升，減值虧損之任何撥回會按照香港會計準則第36號確認。

當本集團不再對聯營公司擁有重大影響力時，則按出售於該被投資公司的全部權益入帳，所產生的收益或虧損於損益表中確認。倘本集團保留於前聯營公司之權益且該保留權益為香港財務報告準則第9號金融工具範疇內之金融資產，則本集團會於該日按公平值計量保留權益，而該公平值被視為於初步確認時之公平值。聯營公司之賬面值與任何保留權益及出售聯營公司相關權益之任何所得款項公平值間之差額，會於釐定出售該聯營公司之收益或虧損時入賬。此外，本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債所需基準相同。因此，倘該聯營公司先前已於其他全面收益確認之收益或虧損，會於出售相關資產或負債時重新分類至損益表。本集團會於出售／部分出售相關聯營公司時將收益或虧損由權益重新分類至損益表(作為重新分類調整)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates (Continued)

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

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

Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

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

3. 主要會計政策概要(續)

於聯營公司之投資(續)

倘本集團削減其於聯營公司之所有權權益而本集團繼續採用權益法，若有關收益或虧損會於出售相關資產或負債時重新分類至損益表，則本集團會將先前已於其他全面收益確認與削減所有權權益有關之收益或虧損部分重新分類至損益表。

倘集團實體與本集團之聯營公司進行交易，僅在聯營公司之權益與本集團無關之情況下，方會於本集團綜合財務報表中確認與聯營公司進行交易所產生之溢利及虧損。

收益及其他收入

於本集團的日常業務過程中，收入由本集團按銷售貨品、提供服務或他人使用本集團的租賃資產產生的收入分類為收益。

來自客戶合約之收益

本集團於(或就)履約責任完成時確認收益，即當特定履約責任下相關貨品或服務「控制權」已轉移至客戶。

履約責任指一項貨品或服務(或一組貨品或服務)或一系列大致相同之個別貨品或服務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue and other income (Continued)

Revenue from contracts with customers (Continued)

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

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

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

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

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

3. 主要會計政策概要(續)

收益及其他收入(續)

來自客戶合約之收益(續)

倘符合以下其中一項準則，控制權隨時間轉移，而收益則參照完全履行相關履約責任之進展情況而隨時間確認：

- 於本集團履約時，客戶同時取得並消耗本集團履約所提供之利益；
- 本集團於履約時產生或提升一項資產，而該資產於本集團履約時由客戶控制；或
- 本集團於履約時並無產生令本集團具有替代用途之資產，及本集團就迄今已履約部分強制執行付款。

否則，收益於客戶取得個別貨品或服務控制權之時按單一時間點確認。

合約資產指本集團就本集團已轉讓貨品或服務予客戶而收取尚未成為無條件代價之權利。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價之無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團就自客戶收取代價(或代價金額已到期)而本集團須轉讓貨品或服務予客戶之責任。與同一合約相關之合約資產及合約負債按淨額基準呈列入賬。

就包括超過一項履約責任之合約而言，本集團按相對單獨售價基準分配交易價格至各項履約責任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue and other income (Continued)

Revenue and other income recognition policies

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

(i) *Sales of jewelry products*

Revenue is recognised at a point in time when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

(ii) *Rental income from operating leases*

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

(iii) *Dividend income*

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(iv) *Interest income*

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset.

3. 主要會計政策概要(續)

收益及其他收入(續)

收益及其他收入確認政策

本集團收益及其他收入確認政策的進一步詳情如下：

(i) *銷售珠寶產品*

收益於客戶管有並接納產品時按單一時間點確認。倘該等產品為部分履行涵蓋其他貨品的合約，則確認收益的金額為合約項下交易總額的合適比例，按照相對獨立售價基準根據合約協定的所有貨品及服務之間分配。

(ii) *經營租賃的租金收入*

經營租賃項下的應收租金收入在租期所涵蓋的會計期間內，以等額在損益表內確認；但如有其他基準能更清楚地反映使用租賃資產所產生的收益模式則除外。所授予的租賃優惠在損益表確認為應收租賃淨付款總額的組成部分。

(iii) *股息收入*

上市投資項目之股息收入將於該項目的股價除息日確認。

(iv) *利息收入*

利息收入於產生時按實際利率法確認。就按攤銷成本計量且並無出現信貸減值之金融資產而言，實際利率用於該資產之賬面總值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue and other income (Continued)

Revenue and other income recognition policies (Continued)

- (v) Sale of financial assets at fair value through profit or loss (“FVTPL”)

Sale of financial assets at FVTPL is accounted for on a trade date basis.

- (vi) Membership income

Membership entrance fees represent non-refundable upfront registration fee for lifetime entitlement by members for using the golf facilities and enjoying certain privileges in other facilities in the club and are recognised on a reducing balance method for which the membership is granted and the reducing rate is based on historical usage pattern of existing members.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “loss before taxation” as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. 主要會計政策概要(續)

收益及其他收入(續)

收益及其他收入確認政策(續)

- (v) 銷售按公平值計入損益表(「按公平值計入損益表」)之金融資產

銷售按公平值計入損益表之金融資產按買賣日期基準入賬。

- (vi) 會籍收入

會員入會費指預先繳納且不可退還的註冊費，以此獲得作為會員使用高爾夫設施及在會所享有若干其他設施待遇的終身權利，其於獲授會籍後以餘額遞減法確認。遞減率乃基於現有會員之過往使用模式而定。

稅項

所得稅開支指本期應繳稅項及遞延稅項之總和。

本期應繳稅項根據年內應課稅溢利計算。應課稅溢利有別於綜合損益及其他全面收益表內呈報之「除稅前虧損」，因其不包括其他年度之應課稅或可扣稅收入或開支，亦不包括毋須課稅或不可扣稅項目。本集團之本期稅項之負債採用於報告期末已實施或大致已實施之稅率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

3. 主要會計政策概要(續)

稅項(續)

遞延稅項乃按綜合財務報表內資產及負債之賬面值與用以計算應課稅溢利之相關稅基間之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般在有可能獲得可動用可扣減暫時差額之應課稅溢利時，就所有可扣減暫時差額確認。倘暫時差額乃因初步確認一宗交易(業務合併除外)中的資產及負債產生，且不影響應課稅溢利及會計溢利，則相關遞延稅項資產及負債不予確認。此外，倘暫時差額產生自初步確認商譽，則不確認遞延稅項負債。

遞延稅項負債按附屬公司投資及於聯營公司權益之相關應課稅暫時差額確認，惟倘本集團能控制暫時差額之撥回及暫時差額不大可能於可見將來撥回則除外。因該等投資及權益相關之可扣減暫時差額而產生之遞延稅項資產，僅於有可能獲得可供動用暫時差額之利益的足夠應課稅溢利且其預計可於可見將來撥回時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

For the purposes of measuring deferred taxes for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when investment properties are depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Current and deferred tax are recognised in profit or loss.

3. 主要會計政策概要(續)

稅項(續)

遞延稅項資產之賬面值於各報告期末檢討，並扣減至當不再可能有足夠應課稅溢利可供收回所有或部分資產為止。

遞延稅項資產及負債按預期於清償負債或變現資產之期間適用之稅率計量，該稅率乃根據於報告期末已實施或大致已實施之稅率(及稅法)釐定。

遞延稅項負債及資產之計量反映本集團於報告期末預期收回或結清其資產及負債賬面值之方式可能會帶來之稅務後果。

就計量使用公平值模型計量之投資物業之遞延稅項而言，乃假設有關物業之賬面值可透過出售全部收回，該假設被駁回則除外。倘投資物業可折舊，而其所處業務模型之目標為於一段時間內使用投資物業所含之絕大部分經濟利益(而非透過出售)，則推翻該假設。

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團就使用權資產及租賃負債單獨應用香港會計準則第12號之規定。由於應用初步確認豁免，於初步確認時並無確認相關使用權資產及租賃負債之暫時差額。因重新計量租賃負債及租賃修訂而於其後修訂使用權資產及租賃負債之賬面值所產生且不獲初步確認豁免之暫時差額，於重新計量或修訂日期予以確認。

本期及遞延稅項於損益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purpose are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

3. 主要會計政策概要(續)

物業、廠房及設備

物業、廠房及設備包括持作生產或供應貨品或服務之用或作行政用途之樓宇，乃按成本值減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

在建以作生產、供應或行政用途之物業按成本減任何已確認減值虧損列賬。成本包括使資產達到以管理層擬定方式營運所需之位置及狀況之任何直接應佔成本及就合資格資產而言，根據本集團之會計政策資本化之借貸成本。該等資產按與其他物業資產相同之基準，於該等資產可投入作擬定用途時開始計提折舊。

於本集團就包括租賃土地及樓宇部分之物業擁有權權益付款時，全部代價於初步確認時按相對公平值比例在租賃土地及樓宇部分之間分配。

於能可靠分配相關付款時，租賃土地之權益於綜合財務狀況表呈列為「使用權資產」，惟根據公平值模型分類為投資物業並以此入賬之該等權益除外。當代價不能於非租賃樓宇部分及相關租賃土地之不可分割權益之間可靠分配時，全部物業均分類為物業、廠房及設備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

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

Depreciation is recognised so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Golf courses	3.33%
Buildings	3.33%-5%
Leasehold improvements	10%-33.33%
Office equipment	20%-33.33%
Motor vehicles	10%-25%
Furniture and fixtures	15%-33.33%
Plant and machinery	10%-33.33%

3. 主要會計政策概要(續)

物業、廠房及設備(續)

倘一項物業因被證實於業主佔用終止時改變其用途為投資物業，該項物業(包括分類為使用權資產的相關租賃土地)的賬面值與其於轉變用途當日的公平值之任何差額於其他全面收益中確認，並於物業重估儲備中累計。於隨後出售或報廢該物業時，物業重估儲備將直接轉至保留溢利。

資產(在建工程除外)之折舊按其估計可使用年期以直線法撇銷其成本減剩餘價值確認。估計可使用年期、剩餘價值及折舊方法乃於各報告期末檢討，任何估計變動之影響按未來適用法入賬。折舊之主要年率如下：

高爾夫球場	3.33%
樓宇	3.33%-5%
租賃物業裝修	10%-33.33%
辦公室設備	20%-33.33%
汽車	10%-25%
傢俬及裝置	15%-33.33%
廠房及機器	10%-33.33%

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

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

3. 主要會計政策概要(續)

物業、廠房及設備(續)

物業、廠房及設備項目乃於出售後或當預期持續使用該資產不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目產生之任何收益或虧損乃按出售所得款項與資產賬面值之差額釐定，並於損益表確認。

投資物業

投資物業指持作賺取租金及／或資本增值之物業。

投資物業初步按成本計量，包括任何直接應佔開支。於初步確認後，投資物業按公平值計量，作出扣除任何預付或應計經營租賃收入之調整。

投資物業公平值變動產生之收益及虧損於產生期間計入損益表。

投資物業於出售後或在投資物業永久不再使用及預期出售該等物業不會產生未來經濟利益時終止確認。投資物業終止確認產生之收益及虧損(按出售所得款項淨額與資產賬面值之差額計算)於該物業終止確認期間計入損益表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

The Group as a lessee

Allocation of consideration to components of a contract

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

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

3. 主要會計政策概要(續)

租賃

租賃之定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則為租賃或包含租賃。

就於初始應用日期或之後訂立或修改的合約而言，本集團根據香港財務報告準則第16號之定義於初始或修改日期評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

將代價分配至合約成分

就含有租賃成分以及一項或多項額外租賃或非租賃成分的合約而言，本集團將合約代價分配至各租賃成分，基準是租賃成分的相對獨立價格及非租賃成分的總獨立價格，包括獲得物業(包括租賃土地及非租賃樓宇成分)所有權權益的合約，除非該等分配不能可靠進行。

本集團應用權宜方案，並無從租賃成分分開非租賃成分，取而代之就租賃成分及任何連帶之非租賃成分以單一租賃成分入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Short-term leases and leases of low-value assets

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

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from COVID-19-related rent concessions in which the Group applied the practical expedient.

3. 主要會計政策概要(續)

租賃(續)

本集團作為承租人(續)

短期租賃及低價資產租賃

對於租期開始日期起計12個月或以內且不包含購買權租賃，本集團應用短期租賃確認例外情況。其亦應用低價資產租賃確認例外情況。短期租賃及低價資產租賃的租賃付款以直線法於租期內確認為開支。

使用權資產

使用權資產的成本包括：

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

除本集團採用可行權宜方法，實行新型冠狀病毒相關租金寬減而產生租賃負債的調整外，使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

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

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

3. 主要會計政策概要(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產以直線法於其估計使用年期及租期(以較短者為準)內計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

可退回租賃按金

已付可退回租賃按金乃根據香港財務報告準則第9號入賬，並按公平值初始計量。於初次確認時對公平值之調整被視為額外租賃付款，並計入使用權資產之成本。

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。倘租賃隱含的利率難以釐定，則本集團會使用租賃開始日期的增量借款利率計算租賃付款的現值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The lease payments include:

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

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

3. 主要會計政策概要(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；
- 視乎指數或比率而定並於開始日期使用該指數或比率初步計量的可變租賃付款；
- 根據剩餘價值擔保預期將支付的金額；
- 倘本集團合理確定行使選擇權，則購買權的行使價；及
- 於租期反映本集團會行使選擇權終止租賃時，終止租賃的相關罰款。

於開始日期後，租賃負債根據利息增長及租賃付款作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

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

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

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

Except for COVID-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the standalone price for the increase in scope and any appropriate adjustments to that standalone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

3. 主要會計政策概要(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

倘出現以下情況，本集團會重新計量租賃負債(並對相關使用權資產作出相應調整)：

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

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

租賃修改

除本集團採用可行權宜方法，實行新型冠狀病毒相關租金寬減外，倘出現以下情況，本集團會將租賃修改作為一項單獨租賃入賬：

- 該項修改通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 該租賃代價增加，增加的金額相當於範圍擴大對應的單獨價格，加上為反映特定合約的實際情況而對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團基於透過使用修改生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期重新計量租賃負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications (Continued)

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Changes in the basis for determining the future lease payments as a result of interest rate benchmark reform

For changes in the basis for determining the future lease payments as a result of interest rate benchmark reform, the Group applies the practical expedient to remeasure the lease liabilities by discounting the revised lease payments using the unchanged discount rate, unless the change in lease payments results from a change in floating interest rates. In that case, the Group uses the revised discount rate that reflects change in the interest rate and makes a corresponding adjustment to the related right-of-use assets. A lease modification is required by interest rate benchmark reform if, and only if, both of these conditions are met:

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

If lease modifications are made in addition to those lease modifications required by interest rate benchmark reform, the Group applies the applicable requirements in HKFRS 16 to account for all.

3. 主要會計政策概要(續)

租賃(續)

本集團作為承租人(續)

租賃修改(續)

本集團通過對相關使用權資產進行相應調整，對租賃負債之重新計量入賬。當已修改合約包含租賃成分及一個或多個額外租賃或非租賃成分時，本集團會根據租賃成分之相對獨立價格及非租賃成分之總獨立價格將已修改合約中之代價分配至各租賃成分。

因利率基準改革導致釐定未來租賃付款的基準變動

就因利率基準改革而導致釐定未來租賃付款基準之變動而言，本集團採用可行權宜方法，透過使用原來的貼現率將經修訂租賃付款貼現的方式重新計量租賃負債，除非租賃付款因浮動利率變動而出現變化則作別論。在該情況下，本集團使用反映利率變動的經修訂貼現率，並對相關使用權資產作出相應調整。當且僅當符合下述兩個條件時，租賃修改須因應利率基準改革而作出：

- 該項修改是利率基準改革之直接後果；及
- 釐定租賃付款之新基準在經濟上等同於先前基準（即緊接修改前之基準）。

倘租賃修改是在須因應利率基準改革而作出的有關租賃修改以外進行，則本集團應用香港財務報告準則第16號中的適用規定將所有租賃修改入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

COVID-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the COVID-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3. 主要會計政策概要(續)

租賃(續)

本集團作為承租人(續)

新型冠狀病毒相關租金寬減

就有關新型冠狀病毒疫情導致直接產生的租金寬減，本集團已選擇在滿足以下所有條件時採用可行權宜方法，不評估該等變動是否可以作為租賃修訂：

- 租賃付款之變動使租賃代價有所修訂，而經修訂之代價與緊接變動前之租賃代價大致相同，或少於緊接變動前之租賃代價；
- 租賃付款之任何減幅僅影響原到期日為二零二一年六月三十日或之前的付款；及
- 租賃之其他條款及條件並無實質變動。

應用可行權宜方法將租金寬減導致的租賃付款變動入賬的承租人將以同一方式將應用香港財務報告準則第16號租賃的變動入賬(倘變動並非租賃修訂)。租賃付款的減免或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映減免或豁免的金額，並於該事件發生的期間內在損益中確認相應調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

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

Allocation of consideration to components of a contract

The Group applies HKFRS 15 *Revenue from Contracts with Customers* to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease components on the basis of their relative stand-alone selling prices.

Refundable rental deposits

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

3. 主要會計政策概要(續)

租賃(續)

本集團作為出租人

租賃分類及計量

本集團作為出租人之租賃分類為融資或經營租賃。當租賃之條款將擁有權之絕大部分風險及回報轉移至承租人時，合約分類為融資租賃。所有其他租賃則分類為經營租賃。

經營租賃之租金收入以直線法於相關租期內確認於損益表。磋商及安排經營租賃產生之初步直接成本乃計入租賃資產之賬面值，並以直線法於租期內確認為開支，惟根據公平值模型計量之投資物業除外。

本集團日常業務過程中產生的租金收入呈列為收益。

將代價分配至合約成分

本集團應用香港財務報告準則第15號來自客戶合約之收益將合約之代價分配至租賃及非租賃成分。非租賃成分按其相對獨立售價予以分開。

可退回租賃按金

已收可退回租賃按金乃根據香港財務報告準則第9號入賬，並按公平值初始計量。於初次確認時對公平值之調整被視為承租人之額外租賃付款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessor (Continued)

Lease modification

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

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

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less any accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

3. 主要會計政策概要(續)

租賃(續)

本集團作為出租人(續)

租賃修改

並非屬原有條款及條件的租賃合約代價變動入賬為租賃修改，包括透過租金寬免或減租提供的租賃優惠。

本集團自修改生效日期將租賃修改入賬作為新租賃，並視有關原有租賃之任何預付或應計租賃付款為新租賃的租賃付款其中部分。

無形資產

獨立收購之無形資產

獨立收購的具有限可使用年期之無形資產，按成本值減累計攤銷及任何累計減值虧損列賬。具有限可使用年期之無形資產之攤銷按估計可使用年期以直線法確認。估計可使用年期及攤銷方法於各報告期末檢討，而任何估計變動之影響按未來適用法入賬。

業務合併中購入之無形資產

業務合併中購入並與商譽分開確認之無形資產，初步按其於收購日期之公平值(視為其成本值)確認。

初步確認後，於業務合併中購入之具有限可使用年期之無形資產以與獨立收購之無形資產相同之基準，按成本值減任何累計攤銷及任何累計減值虧損呈報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (Continued)

Derecognition of intangible assets

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

Impairment of property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

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

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

3. 主要會計政策概要(續)

無形資產(續)

終止確認無形資產

無形資產於出售或預計不會從資產的使用或出售中獲得未來經濟利益時終止確認。因終止確認無形資產而產生之收益及虧損(按出售所得款項淨額與該資產賬面值之差額計算),於終止確認該資產時於損益表確認。

物業、廠房及設備、使用權資產以及無形資產(商譽除外)減值

於各報告期末,本集團檢討其具有限可使用年期之物業、廠房及設備、使用權資產以及無形資產之賬面值,以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何該等跡象,則估計相關資產之可收回金額,以釐定減值虧損(如有)之程度。

物業、廠房及設備、使用權資產以及無形資產的可收回金額乃分別估計。當無法個別估計資產之可收回金額,則本集團估計該資產所屬現金產生單位之可收回金額。

對現金產生單位進行減值測試時,倘可訂立合理而一致之分配基準,公司資產將分配至相關現金產生單位,否則將分配至可訂立合理而一致之分配基準之最小現金產生單位組合。可收回金額將按公司資產所屬之現金產生單位或現金產生單位組合釐定,並與相關現金產生單位或現金產生單位組合之賬面值進行比較。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)

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

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

3. 主要會計政策概要(續)

物業、廠房及設備、使用權資產以及無形資產(商譽除外)減值(續)

可收回金額乃公平值減出售成本與使用價值兩者中之較高者。評估使用價值時，採用除稅前貼現率將估計未來現金流量貼現至其現值，該貼現率應反映當前市場對貨幣時間值及資產(或現金產生單位)特定風險(未來現金流量之估計未就該等風險作出調整)之評估。

倘資產(或現金產生單位)之可收回金額估計低於賬面值，則資產(或現金產生單位)之賬面值減至可收回金額。就不能按合理而一致之基準分配至現金產生單位之企業資產或部分企業資產而言，本集團比較現金產生單位組合(包括分配至該現金產生單位組合之企業資產或部分企業資產)之賬面值及該現金產生單位組合之可收回金額。分配減值虧損時，減值虧損首先會分配以減低任何商譽(如適用)的賬面值，然後再基於單位或該現金產生單位組合中各項資產的賬面值按比例分配至其他資產。資產的賬面值不得減少至低於公平值減出售成本(如可計量)、使用價值(如可釐定)及零(以最高者為準)。分配至資產的減值虧損數額按該單位的其他資產比例分配。減值虧損即時於損益表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined using the first-in, first-out or weighted average method as appropriate. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as cost of sales in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as cost of sales in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is offset against the cost of sales in the period in which the reversal occurs.

3. 主要會計政策概要(續)

物業、廠房及設備、使用權資產以及無形資產(商譽除外)減值(續)

倘減值虧損於其後撥回，則將該資產(或現金產生單位或現金產生單位組合)之賬面值增至其可收回金額的經修訂估計值，惟增加後的賬面值不得超過該資產(或現金產生單位或現金產生單位組合)過往年度未確認減值虧損情況下所應釐定之賬面值。減值虧損撥回即時於損益表確認。

存貨

存貨按成本與可變現淨值之較低者列賬。已售存貨之成本乃酌情採用先入先出或加權平均法釐定。可變現淨值指存貨估計售價減完成之所有估計成本及作出銷售所需之成本。銷售所需之成本包括直接歸屬於銷售的增量成本和本集團進行銷售所必須產生的非增量成本。

所出售存貨之賬面值在相關收入確認期間內確認為銷售成本。任何存貨撇減至可變現淨值之金額及存貨之所有虧損，均在出現撇減或虧損期間內確認為銷售成本。因可變現淨值增加引致存貨的任何撇減撥回之金額，均在出現撥回期間內抵銷銷售成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date/settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3. 主要會計政策概要(續)

金融工具

當集團實體成為工具合約條文之訂約方時，於綜合財務狀況表確認金融資產及金融負債所有以常規方式購入或出售之金融資產均按買賣日期／結算日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

除來自客戶合約之貿易應收款項根據香港財務報告準則第15號初始確認外，金融資產及金融負債初始按公平值計量。收購或發行金融資產及金融負債(按公平值計入損益表之金融資產除外)直接應佔之交易成本於初始確認時加入金融資產或金融負債之公平值或從中扣除(視情況而定)。直接產生自收購按公平值計入損益表之金融資產之交易成本即時於損益表確認。

實際利率法乃計算金融資產或金融負債之攤銷成本及按有關期間攤分利息收入及利息支出之方法。實際利率乃於初步確認時將估計日後現金收入及支出(包括所支付及收取構成整體實際利率之所有費用、交易成本及其他溢價或折讓)按金融資產或金融負債之預期使用年期，或較短期間(倘合適)準確貼現至賬面淨值之利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL.

3. 主要會計政策概要(續)

金融工具(續)

金融資產

金融資產之分類及其後計量

符合以下條件之金融資產其後按攤銷成本計量：

- 該金融資產為在以持有資產以收取合約現金流量為目標的業務模式下持有；及
- 合約條款在特定日期產生的現金流僅為支付本金及未償本金的利息。

滿足以下條件的金融資產其後按公平值計入其他全面收益而計量：

- 該金融資產為在以出售及收取合約現金流量為目標的業務模式下持有；及
- 合約條款在特定日期產生的現金流僅為支付本金及未償本金的利息。

所有其他金融資產其後均以按公平值計入損益表計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之分類及其後計量(續)

倘出現下列情況，金融資產被歸類為持作買賣：

- 購入金融資產主要是為於短期內出售；或
- 於初步確認時，其構成本集團合併管理之金融工具之確定組合之一部份及具有最近實際短期獲利模式；或
- 為未被指定及可有效作為對沖工具之衍生工具。

此外，倘能消除或大幅減低會計錯配，則本集團可不可撤回地指定須按攤銷成本或按公平值計入其他全面收益計量之金融資產，以按公平值計入損益表計量。

(i) 攤銷成本及利息收入

對於隨後以攤銷成本計量的金融資產，利息收入乃使用實際利率法確認。利息收入乃根據對金融資產的總賬面值應用實際利率計算，惟隨後出現信貸減值的金融資產除外(見下文)。對於隨後出現信貸減值的金融資產，利息收入乃根據對下個報告期金融資產的攤銷成本應用實際利率確認。倘於隨後的報告期間，信貸減值金融工具的信貸風險有所好轉，使該金融資產不再信貸減值，利息收入自釐定資產不再出現信貸減值後的報告期初起，根據對金融資產的總賬面值應用實際利率確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits/will continue to be held in the revaluation reserve.

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

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "Other gains and losses" line item.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之分類及其後計量(續)

(ii) 指定為按公平值計入其他全面收益之權益工具

指定為按公平值計入其他全面收益之權益工具投資其後按公平值計量，其公平值變動產生的收益及虧損於其他全面收益確認及於重估儲備中累計；無須作減值評估。累計收益或虧損將不重新分類至出售權益投資之損益，並將轉撥至保留溢利／將繼續保留在重估儲備中。

當本集團確認收取股息的權利時，該等權益工具投資的股息於損益表確認，除非股息明確表示收回部分投資成本。股息計入損益內「投資及其他收入」項目。

(iii) 按公平值計入損益表之金融資產

並不符合按攤銷成本或按公平值計入其他全面收益計量或指定為按公平值計入其他全面收益計量的準則的金融資產乃按公平值計入損益表計量。

按公平值計入損益表之金融資產按於各報告期末的公平值計量，而任何公平值收益或虧損均於損益表內確認。於損益表內確認的收益或虧損淨額並不包括就金融資產賺取的任何股息或利息，並計入「其他收入及虧損」項目內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including loan receivables, trade receivables, deposits and other receivables and bank balances), and other items (financial guarantee contract) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at the end of each reporting period to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the end of the reporting period as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables without significant financing component.

For all other instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之減值

本集團對金融資產(包括應收貸款、貿易應收款項、按金及其他應收款項及銀行結餘)以及其他項目(財務擔保合約)(其須根據香港財務報告準則第9號進行減值評估)進行預期信貸虧損(「預期信貸虧損」)模式的減值評估。預期信貸虧損的金額於各報告期末更新，以反映自初始確認以來的信貸風險變動。

預期信貸虧損指於相關工具的預期年內所有可能違約事件將產生的預期信貸虧損。反之，12個月預期信貸虧損指預期於報告日期後12個月內可能違約事件預期將產生的全期預期信貸虧損的一部分。評估乃按本集團過往信貸虧損的經驗進行，並就債務人、整體經濟情況及評估於報告期末的當前情況及對未來情況的預測的特定因素作出調整。

本集團經常就並無重大融資部分之貿易應收款項確認全期預期信貸虧損。

就所有其他工具而言，本集團計量的虧損撥備相等於12個月預期信貸虧損，除非當信貸風險自初始確認起出現重大增加，則本集團會確認全期預期信貸虧損。對應否確認全期預期信貸虧損的評估乃按自初始確認起發生違約的可能性或風險大幅增加而進行。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting period with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(i) 信貸風險大幅增加

於評估信貸風險自初始確認以來是否大幅增加時，本集團比較於報告期間就金融工具發生違約的風險與於初始確認日期就金融工具發生違約的風險。於作出此評估時，本集團考慮屬合理及可支持的定量及定質資料，包括過往經驗及在並無繁重成本或工作下可得的前瞻性資料。

尤其是，於評估信貸風險是否已大幅增加時已計入下列資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期嚴重轉差；
- 信貸風險的外部市場指標嚴重轉差(如債務人的信貸息差及信貸違約掉期價格大幅增加)；
- 預期導致債務人滿足其債務責任的能力大幅減少的業務、財務或經濟狀況的現有或預測不利變動；

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when (i) a trade receivable is more than 180 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise, and (ii) the credit quality of a loan receivable is classified as underperforming.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(i) 信貸風險大幅增加(續)

- 債務人的經營業績實際或預期嚴重轉差；
- 債務人所在的監管、經濟或科技環境的實際或預期重大不利變動，導致債務人滿足其債務責任的能力大幅減少。

不論上述評估的結果，當(i)貿易應收款項已逾期超過180日，除非本集團具有合理及可支持資料展示相反情況，及(ii)貿易應收款項之信貸質素被分類為不良，本集團會假定信貸風險自初始確認起大幅增加。

就財務擔保合約而言，本集團成為不可撤回承擔一方之日期被視為就財務工具減值評估進行初始確認之日期。於評估信貸風險自財務擔保合約初步確認以來是否顯著上升時，本集團會考慮指定債務人違背合約之風險之變動。

本集團定期監察用以確定信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when (i) a trade receivable is more than 240 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate, and (ii) the credit quality of a loan receivable is classified as non-performing.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(ii) 違約之定義

就內部信貸風險管理目的而言，本集團於內部產生或獲取自外部來源的資料表明，債務人不太可能向債權人(包括本集團)全額還款(不考慮本集團持有的任何抵押品)時，視為發生違約事件。

儘管有上述分析，本集團認為發生違約，倘(i)貿易應收款項逾期超過240日時，除非本集團有合理且可支持的資料證明更滯後的違約標準屬更合適，及(ii)應收貸款之信貸質素被分類為不履行。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(iii) 信貸減值之金融資產

當發生對金融資產估計未來現金流量有不利影響之一個或多個違約事件時，金融資產產生信貸減值。金融資產信貸減值之證據包括以下事項之可觀察數據：

- 發行人或借款人出現嚴重財政困難；
- 違反合約，如拖欠或逾期事件；
- 借款人之貸款人出於與借款人財務困難有關的經濟或合同考慮，給予借款人在任何其他情況下都不會做出的讓步；
- 借款人有可能破產或進行其他財務重組；或
- 因財政困難而導致該金融資產失去活躍市場。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of (i) trade receivables, when the amounts are over 270 days past due, (ii) loan receivables, when the credit quality are classified as non-performing in accordance with the Group's credit rating system, and (iii) other receivables, when the other receivables become credit-impaired financial assets, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(iv) 撇銷政策

當有資料顯示交易對手陷入嚴重財困，且並無實際收回的可能之時(例如交易對手已清算或進入破產程序時，或倘為(i)貿易應收款項，該等金額逾期超過270日，(ii)應收貸款，根據本集團信貸評級系統其信貸質素分類為不履行，及(iii)其他應收款項，而其他應收款項成為信貸減值金融資產，以較早發生者為準)，本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。撇銷構成終止確認事件。任何其後收回款項會於損益表中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險暴露的函數。評估違約概率及違約損失率的依據是過往數據，並按前瞻性資料調整。預期信貸虧損之估計反映無偏頗及概率加權之數額，其乃根據加權之相應違約風險而釐定。經考慮過往信貸虧損經驗(其已就無需付出過多成本或努力即可得的前瞻性資料作出調整)，本集團使用一項可行權宜方法透過使用撥備矩陣估計貿易應收款項的預期信貸虧損。

一般而言，預期信貸虧損估計為根據合約到期支付予本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差異，並按於初始確認時釐定的實際利率貼現。

就財務擔保合約而言，本集團僅於債務人未能按所擔保工具的條款履約時付款。因此，預期信貸虧損為就持有人信貸虧損作出補償的預期付款現值減本集團預期從持有人、債務人或任何其他人士收取的任何款項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(v) 預期信貸虧損的計量及確認(續)

就無法釐定實際利率的財務擔保合約的預期信貸虧損而言，本集團將採納反映目前對款項時間價值的市場評估及該現金流量獨特風險的貼現率，惟僅限於風險按調整貼現率而非調整所貼現的現金不足納入考慮時。

貿易應收款項的全期預期信貸虧損經考慮逾期資料及前瞻性宏觀經濟資料等相關信貸資料按綜合基準考量。

就綜合評估而言，本集團於制定分組時考慮以下特點：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 可用的外部信貸評級。

管理層定期檢討分組方法，確保各組別的組成項目仍然具有相似的信貸風險特徵。

利息收入根據金融資產的賬面總值計算，惟金融資產為信貸減值的情況除外，於此情況下，利息收入根據金融資產的撇銷成本計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of loan receivables, trade and other receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition/modification of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

When the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset, after reducing gross carrying amount that has been written off.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(v) 預期信貸虧損的計量及確認(續)

本集團藉調整所有金融工具的賬面值，於損益表確認減值收益或虧損，惟應收貸款、貿易及其他應收款項則透過虧損撥備賬確認相應調整。

終止確認／修訂金融資產

倘從資產收取現金流量之合約權利已到期，或金融資產已轉讓且本集團已將其於金融資產擁有權之絕大部份風險及回報轉移至另一實體，則金融資產將被取消確認。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價間之差額於損益表確認。

倘合約現金流量重新磋商或以其他方式修訂，則產生金融資產的修改。

當金融資產的合約條款被修訂時，本集團會考慮所有相關因素及情況(包括定性因素)，評估經修訂的條款是否導致對原有條款有重大修訂。倘定性評估並無定論，則倘根據新條款的現金流量(包括任何已付費用扣除任何已收費用，並使用原實際利率貼現)的貼現值與原金融資產剩餘現金流量的貼現值經計及已撇銷的賬面總值後相差至少10%，則本集團認為該等條款有重大差異。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition/modification of financial assets (Continued)

For non-substantial modifications of financial assets that do not result in derecognition, the carrying amount of the relevant financial assets will be calculated at the present value of the modified contractual cash flows discounted at the financial assets' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial assets and are amortised over the remaining term. Any adjustment to the carrying amount of the financial asset is recognised in profit or loss at the date of modification.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or equity instruments according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

終止確認/修訂金融資產(續)

就不會導致金融資產取消確認的不重大修訂而言，相關金融資產的賬面值將會按金融資產的原有實際利率貼現的經修訂合約現金流量的現值計算。產生的交易成本或費用已調整至經修訂金融資產的賬面值，並於餘下年期予以攤銷。金融資產賬面值的任何調整於修訂日期在損益確認。

金融負債及權益工具

分類為債務或權益

集團實體發行之債務及權益工具乃根據合約安排之內容及金融負債與權益工具之定義分類為金融負債或權益工具。

權益工具

權益工具為可證明於實體之資產經扣除其所有負債後之剩餘權益之任何合約。本公司發行之權益工具按已收所得款項扣除直接發行成本入賬。

回購本公司自身的權益工具直接於權益確認及扣除。在購買、出售、發行或註銷本公司自身的權益工具時，並無於損益確認收益或虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

3. 主要會計政策概要(續)

金融工具(續)

金融負債及權益工具(續)

金融負債

所有金融負債其後以實際利息法按攤銷成本或按公平值計入損益表計量。

按公平值計入損益表之金融負債

符合以下條件的金融負債分類為以公平值計量且其變動計入當期損益：(i) 香港財務報告準則第3號適用的收購人企業合併中的或有對價，(ii) 交易性持有或(iii) 指定為以公平值計量且其變動計入損益。

尚屬以下情況，金融負債歸入為交易性金融負債：

- 承擔該負債的主要目的為於近期回購；或
- 於初始確認時，其為本集團集中管理的已識別金融工具組合的一部分，且近期實際具備短期獲利的模式；或
- 為一項衍生工具，若為財務擔保合約或被指定為有效對沖工具則除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss.

Financial liabilities at amortised cost

Financial liabilities including trade payables, deposit received, accruals and other payables, bank borrowings, other borrowings, lease liabilities, guaranteed secured notes, amount due to an associate and amount due to a director are subsequently measured at amortised cost, using the effective interest method.

3. 主要會計政策概要(續)

金融工具(續)

金融負債及權益工具(續)

按公平值計入損益表之金融負債(續)

金融負債(除持作買賣之金融負債或收購方於業務合併中支付之或然代價外)於初步確認時可被指定為按公平值計入損益表,倘:

- 有關指定消除或大幅減低可能出現的計量或確認不一致的情況;或
- 該金融負債構成一組金融資產或金融負債或兩者的一部分,並根據本集團既定風險管理或投資策略按公平值基準管理及評估其表現,而分類資料則按該基準由內部提供;或
- 該金融負債構成包含一種或以上嵌入衍生工具之合約的一部分,而香港財務報告準則第9號允許整份合併合約指定為按公平值計入損益表。

就指定為按公平值計入損益表之金融負債而言,因該負債的信貨風險變動而產生的公平值變動金額於其他全面收益確認,惟在其他全面收益確認該負債的信貨風險變動影響會導致或擴大損益上的會計錯配,則作別論。

按攤銷成本列賬之金融負債

金融負債(包括貿易應付款項、已收按金、應計費用及其他應付款項、銀行借款、其他借款、租賃負債、保證擔保票據、應付一間聯營公司款項及應付一名董事款項)其後以實際利息法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition/modification of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

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

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

3. 主要會計政策概要(續)

金融工具(續)

金融負債及權益工具(續)

終止確認/修訂金融負債

當且僅當本集團的責任獲履行、解除或到期時，本集團終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價之間的差額於損益表確認。

倘金融負債的合約條款被修訂，本集團會於計及所有相關事實及情況(包括定性因素)後評估經修訂條款是否導致對原有條款有重大修訂。倘定性評估並無定論，倘新條款項下現金流量貼現值(包括任何已付費用扣除任何已收費用及使用原有實際利率貼現)與原有金融負債的餘下現金流量的貼現現值有最少百分之十的差別，則本集團視條款有重大差別。據此，有關條款修訂列作消除，產生之任何成本或費用確認為消除的部份損益。倘有關差異低於10%，則交換或修訂視為非重大修訂。

就不會導致終止確認的金融負債非重大修訂，相關金融負債的賬面值將按金融負債原有實際利率貼現的經修訂合約現金流量現值計算。所產生交易成本或費用調整至經修訂金融負債的賬面值及於餘下期間攤銷。任何金融負債賬面值的調整於修訂日期於損益表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial guarantee contract

A financial guarantee contract is a contract that requires the issuers to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

3. 主要會計政策概要(續)

金融工具(續)

財務擔保合約

財務擔保合約為因指定債務人未能按債務工具之原有或經修改條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失之合約。財務擔保合約負債初始按公平值計量，其後按以下之較高者計量：

- 根據香港財務報告準則第9號釐定之虧損撥備金額；及
- 初步確認之金額減去(如適用)於擔保期內確認之累計攤銷的金額。

衍生財務工具

衍生工具初步按衍生合約訂立日期之公平值確認，其後按其於報告期間結束時之公平值重新計量。產生之收益或虧損即時於損益表確認

抵銷金融資產及金融負債

當且僅當本集團目前有合法可強制執行的權利抵銷已確認金額，且擬按淨額結算或同時變現資產及清償負債時，金融資產與金融負債相互抵銷，有關淨額於綜合財務狀況表呈列。

現金及現金等價物

綜合現金流量表中的現金及現金等價物包括手頭現金、銀行通知存款、原到期日為三個月或以下之其他短期高流動性投資及銀行透支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "exchange reserve" (attributed to non-controlling interests as appropriate).

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

3. 主要會計政策概要(續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率確認。於各報告期末，以外幣計值之貨幣項目均按該日期之適用匯率重新換算。按公平值列賬且按外幣計值之非貨幣項目乃按釐定公平值當日之適用匯率重新換算。按外幣歷史成本計量之非貨幣項目毋須重新換算。

於結算及重新換算貨幣項目時產生之匯兌差額均於彼等產生期間於損益表中確認。

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按各報告期末之適用匯率換算為本集團之呈列貨幣(即港元)，而有關之收入及開支項目乃按期內平均匯率換算，除非期內匯率出現重大波幅，則於此情況下，將採用交易日期之匯率。所產生匯兌差額(如有)均確認於其他全面收益表，及於「匯兌儲備」項下累計權益(歸屬於非控股權益(倘適用))。

於出售海外業務(即出售本集團於海外業務的全部權益，或涉及失去對包括海外業務附屬公司控制權的出售，或出售包括海外業務的聯營公司部分權益且當中的保留權益成為財務資產)時，就本公司擁有人應佔該業務而於權益內累計的所有匯兌差額乃重新分類至損益表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

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

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

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

3. 主要會計政策概要(續)

外幣(續)

因收購海外業務產生之商譽及可識別資產之公平值調整將被視作該海外業務之資產及負債，並按各報告期末適用之匯率換算。由此產生之匯兌差額乃於其他全面收益表內確認。

借貸成本

收購、建造或生產合資格資產(即需要一段長時間才可作擬定用途或出售)直接應佔之借貸成本，加入該等資產的成本，直至資產大致上可作擬定用途或出售之時為止。

所有借貸成本均在產生期內之損益表內確認。

政府資助

政府資助將不予確認直至有合理保證下本集團將遵守政府資助附帶之條件及將收到資助。

政府資助於本集團將有關資助擬補償相關成本確認為開支期間內按系統基準於損益表中確認。

政府資助與就已產生開支或虧損之補償或向本集團提供之即時財務支援而應收收入有關，有關資助成為應收賬款之期間並無日後相關成本於損益表中確認。有關資助於「投資及其他收入」項下呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits

Bonuses

The Group recognises a liability for bonuses when there is a contractual obligation and the amount can be estimated reliably.

Retirement benefit obligations

The Group operates the Mandatory Provident Fund Scheme (the “**MPF Scheme**”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, with the employees’ contributions subject to a cap of monthly relevant income of HK\$30,000. The Group’s contributions to the MPF Scheme are expensed as incurred. 5% of relevant income vests immediately upon the completion of service in the relevant service period, while the remaining portion vests in accordance with the MPF Scheme’s vesting scales. Where employees leave the MPF Scheme prior to the full vesting of the employer’s contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

The employees employed by the Group’s subsidiaries in the People’s Republic of China (the “**PRC**”) are members of state-managed retirement benefit schemes operated by the government of the PRC. The subsidiaries are required to contribute a specific percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes operated by the government of the PRC is to make the specified contributions under the schemes.

3. 主要會計政策概要(續)

僱員福利

花紅

本集團於合約責任及責任金額能夠可靠地估計時就花紅確認負債。

退休福利責任

本集團根據香港強制性公積金計劃條例，為按香港僱傭條例聘用之僱員運作強制性公積金計劃(「強積金計劃」)。強積金計劃為界定供款計劃，其資產由獨立信託管理基金持有。

根據強積金計劃，僱主及其僱員各自須按僱員相關收入之5%向計劃作出供款，僱員供款以相關月收入30,000港元為限。本集團向強積金計劃作出之供款於產生時支銷。相關收入之5%在完成相關服務期之服務時即時歸屬，其餘部分則根據強積金計劃之歸屬比例歸屬。倘僱員於僱主供款全數歸屬前退出強積金計劃，則沒收之供款金額將用作扣減本集團應付之供款。

本集團位於中華人民共和國(「中國」)之附屬公司僱用之僱員為由中國政府設立之國家管理退休福利計劃之成員。該等附屬公司須向退休福利計劃作出佔薪金若干百分比之供款，作為提供福利之資金。根據中國政府運行之退休福利計劃作出規定供款為本集團對該等計劃之唯一責任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity-settled share-based payment transactions

Share options granted to employees

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

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (equity-settled share-based payment reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled share-based payment reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in equity-settled share-based payment reserve will be transferred to share capital and 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 equity-settled share-based payment reserve will be transferred to retained profits.

3. 主要會計政策概要(續)

以股權結算之股份支款交易

授予僱員之購股權

向僱員及提供類似服務之其他人士提供之以股權結算之股份支款按權益工具於授出日期之公平值計量。

以股權結算之股份支款之公平值乃於授出日期不考慮非市場歸屬條件而釐定，在歸屬期間以直線法列作開支，以本集團估計最終將歸屬的權益工具為基礎，並於權益(即以股權結算之股份支款儲備)作相應之增加。於各報告期末，本集團基於對所有相關非市場歸屬條件之評估，修訂關於逾期將歸屬的權益工具數目的估計。修訂原估計的影響(如有)於損益表確認，以令累計開支反映經修訂之估計，並於以股權結算之股份支款儲備作相應調整。對於在授出日期即時歸屬之購股權，所授出購股權之公平值即時於損益表列作開支。

當購股權獲行使時，之前於以股權結算之股份支款儲備確認之數額將轉撥至股本及股份溢價。若購股權在歸屬日期後被沒收或在屆滿日期仍未行使，之前於以股權結算之股份支款儲備確認之數額將轉撥至保留溢利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity-settled share-based payment transactions (Continued)

Awarded shares granted to employees

Where shares are purchase by the share award plan from the market, the total consideration of shares purchased from the market (including any directly attributable incremental costs) is presented as “shares held for the share award plan” and deducted from total equity.

Upon vesting, the related costs of the vested awarded shares purchased from the market are credited to “shares held for the share award plan”, with a corresponding decrease in the equity-settled share-based payment reserve for awarded shares.

Contingent assets and contingent liabilities

Contingent assets

Contingent assets arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the Group and they are not recognised in the consolidated financial statements. The Group assesses continually the development of contingent assets. If it has become virtually certain that an inflow of economic benefits will arise, the Group recognises the asset and the related income in the consolidated financial statements in the reporting period in which the change occurs.

Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

3. 主要會計政策概要(續)

以股權結算之股份支款交易(續)

授予僱員之獎勵股份

倘以股份獎勵計劃於市場收購股份，自市場所收購股份之總代價(包括任何直接應佔增量成本)以「為股份獎勵計劃持有之股份」呈列並從權益總額中扣除。

於歸屬後，在市場購買之歸屬獎勵股份的相關成本已計入「為股份獎勵計劃持有之股份」內，而獎勵股份之以股權結算之股份支款儲備亦相應減少。

或然資產及或然負債

或然資產

或然資產因可能會導致經濟利益流入本集團之未計劃或未預期事件而產生，而該等資產未有在綜合財務報表中確認。本集團不斷評估或然資產的發展情況。倘或然資產實際上確定將產生經濟利益流入，本集團將於發生變動的報告期於綜合財務報表中確認該資產及相關收入。

或然負債

或然負債指因過往事件引致之現時責任(但其因需要流出具有經濟利益之資源以履行責任之機會不大或責任金額不能足夠可靠地計量而不予確認)。

如本集團對須共同及各別承擔某項責任，該項責任中預期由另一方承擔的部分則以或然負債處理，並不須綜合財務報表中予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contingent assets and contingent liabilities (Continued)

Contingent liabilities (Continued)

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

Related parties transactions

A party is considered to be related to the Group if:

- (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 of the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

3. 主要會計政策概要(續)

或然資產及或然負債(續)

或然負債(續)

本集團持續評估或然負債以釐定帶有經濟利益的資源流出是否已成為可能。倘有需要就一項先前作為或然負債處理之項目付出未來經濟利益，則於可能出現變動的報告期之綜合財務報表內確認撥備(除非出現罕見情況而未能作出可靠估算)。

關連人士交易

以下人士被視為與本集團有關，倘：

- (a) 倘某人士符合以下條件，則該人士或其直系親屬被視為與本集團有關聯：
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司之主要管理人員。
- (b) 倘任何以下條件適用，則某實體與本集團有關聯：
 - (i) 該實體及本集團為同一集團之成員公司(表示各母公司、附屬公司及同系附屬公司互相關聯)；
 - (ii) 一實體為另一實體之聯營公司或合營公司(或另一實體為成員公司之集團之成員公司之聯營公司或合營公司)；
 - (iii) 兩個實體均為同一第三方之合營公司；
 - (iv) 一實體為第三間實體之合營公司，而另一實體為該第三間實體之聯營公司；

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties transactions (Continued)

- (b) An entity is related to the Group if any of the following conditions applies: (Continued)
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

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.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

3. 主要會計政策概要(續)

關連人士交易(續)

- (b) 倘任何以下條件適用，則某實體與本集團有關聯：(續)
- (v) 該實體乃為本集團或與本集團有關聯之實體之僱員利益而設之離職後福利計劃；
 - (vi) 該實體受(a)所識別人土控制或共同控制；
 - (vii) 於(a)(i)所識別之人士對該實體行使重大影響力，或為該實體(或該實體之母公司)之主要管理人員；或
 - (viii) 該實體、或一間集團之任何成員公司(為集團之一部分)向本集團或本集團之母公司提供主要管理人員服務。

關連人士交易指本集團與一名關連人士之間的資源、服務或責任轉移，不論是否收取價格。

該名人士之近親為可能被預期於與實體進行交易時影響該名人士或受該名人士影響之該等家族成員。

撥備

倘本集團因過往事件而須承擔現時之法定或推定責任、本集團可能須履行該責任及責任金額能夠可靠估計，則確認撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions (Continued)

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3. 主要會計政策概要(續)

撥備(續)

已確認為撥備之金額，為對報告期末履行現時責任所需代價之最佳估計，並考慮與責任有關之風險及不明朗因素。倘使用履行現時責任所需之估計現金流量計量撥備，其賬面值為相關現金流量之現值(倘貨幣時間值之影響重大)。

當清償撥備所需之部分或全部經濟利益預期可從第三方收回時，倘幾乎可以確定可收取彌償及應收款項金額能可靠計量，則應收款項確認為資產。

分部呈報

經營分部及綜合財務報表所呈報各分部項目之金額乃自定期提供予本集團最高層管理人員之財務資料中識別得出。最高層管理人員依據該等財務資料分配資源至本集團不同業務及地域以及評估該等業務及地域之表現。

就財務報告而言，個別重大經營分部不會合併計算，惟分部間有類似經濟特點及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務之方法及監管環境性質方面相類似則除外。倘經營分部並非個別重大但符合大部份此等準則，則該等經營分部可能會被合併計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, which are described in note 3, 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 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 underlying assumptions are reviewed on an on-going 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.

Critical judgements in applying accounting policies

The followings are the critical judgements, apart from those involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. The Group has not recognised any deferred tax on changes in fair value of investment properties as the Group is not subject to any income taxes on the fair value changes of the investment properties on disposal.

4. 關鍵會計估計及判斷

在應用本集團之會計政策(如附註3所述)時,董事須就對未能從其他來源輕易獲得的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及認為相關之其他因素作出。實際結果可能與該等估計不盡相同。

該等估計及相關假設會作持續評估。倘對會計估計之修訂僅影響進行修訂之期間,則於該期間確認,或倘修訂會影響目前及未來期間,則會於修訂期間及未來期間確認。

於應用會計政策時之關鍵判斷

除董事於應用本集團會計政策之過程中涉及估計之關鍵判斷(見下文)以外,以下為對在綜合財務報表確認之金額有最重大影響之關鍵判斷。

投資物業的遞延稅項

就計量利用公平值模式計量的投資物業所產生的遞延稅項而言,董事已檢討本集團的投資物業組合併斷定本集團的投資物業並非以旨在隨著時間流逝消耗該等投資物業包含之絕大部分經濟利益之商業模式持有。因此,在計量本集團投資物業的遞延稅項時,董事認為,以公平值模式計量的投資物業之賬面值可因出售而收回的假設成立。本集團並無確認任何投資物業公平值變動的遞延稅項,本集團未因投資物業的公平值變動而需在出售時繳納所得稅。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Critical judgements in applying accounting policies (Continued)

Principal versus agent consideration (principal)

The Group engages in trading of jewelry products. The Group reassessed whether the Group should continue to recognise revenue on gross basis based on the requirements in HKFRS 15. The Group concluded that the Group acts as the principal for such transactions as it controls the specified good before it is transferred to the customer after taking into consideration indicators such as the Group is primarily responsible for fulfilling the promise to provide the goods and the Group has inventory risk.

Key sources of estimation uncertainty

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

Assessment of economic useful lives of property, plant and equipment, right-of-use asset and intangible assets other than goodwill

Property, plant and equipment, right-of-use assets and intangible assets with finite useful lives other than goodwill are depreciated or amortised over their economic useful lives. The assessment of estimated useful lives is a matter of judgement based on the experience of the Group, taking into account factors such as technological progress, changes in market demand, expected usage and physical wear and tear. Useful lives are periodically reviewed for continued appropriateness. Due to long lives of assets, changes to the estimates used can result in variations in their carrying amounts.

4. 關鍵會計估計及判斷(續)

於應用會計政策時之關鍵判斷(續)

委託人與代理人的考慮(委託人)

本集團從事珠寶產品貿易。本集團重新評估其是否應繼續根據香港財務報告準則第15號的要求按總額基準確認收益。經計及本集團主要負責履行提供貨品的承諾及本集團承擔存貨風險等考慮因素後，由於本集團在向客戶轉移規定貨品前控制相關貨品，因此本集團認為本集團為相關交易的委託人。

估計不確定因素之主要來源

以下為關於未來之主要假設，以及於報告期末極有可能導致須對下個財政年度的資產及負債賬面值作出重大調整之估計不確定因素之其他主要來源。

商譽以外之物業、廠房及設備、使用權資產以及無形資產之經濟可使用年期評估

除商譽以外，有限可使用年期之物業、廠房及設備、使用權資產以及無形資產須於其經濟可使用年內折舊或攤銷。估計可使用年期評估乃根據本集團之經驗作出判斷，並考慮如技術進步、市場需求變動、預期用法及實物損耗等因素。定期對可使用年期進行持續適用性檢討。由於資產使用年期較長，估計變動會影響其賬面值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Key sources of estimation uncertainty (Continued)

Estimated impairment of property, plant and equipment, right-of-use assets and intangible asset

Property, plant and equipment, right-of-use assets and intangible asset are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the CGU to which the assets belong, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of CGUs, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts. Details of the impairment of property, plant and equipment, right-of-use assets and intangible assets are disclosed in notes 18 and 24.

4. 關鍵會計估計及判斷(續)

估計不確定因素之主要來源(續)

物業、廠房及設備、使用權資產以及無形資產之估計減值

物業、廠房及設備、使用權資產以及無形資產乃按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時,本集團須作出判斷及估計,尤其評估:(1)是否有事件已發生或有任何指標可能影響資產價值;(2)資產賬面值是否能夠以可收回金額(如為使用價值)支持,即按照持續使用資產估計的未來現金流量的淨現值;及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。當無法估計個別資產(包括使用權資產)的可收回金額時,本集團會估計該資產所屬現金產生單位的可收回金額,包括在能夠確定合理及一致的分配基準的情況下的公司資產分配,否則,可收回金額按已分配相關公司資產的現金產生單位的最小組別釐定。更改有關假設及估計(包括現金流量預測中的貼現率或增長率),可對可收回金額產生重大影響。有關物業、廠房及設備、使用權資產以及無形資產減值之詳情披露於附註18及24。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Key sources of estimation uncertainty (Continued)

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the CGU (or group of CGUs) to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU (or a group of CGUs) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise. Details of the recoverable amount calculation are disclosed in note 24.

Fair value measurement of financial instruments under Level 3 of the fair value hierarchy

As at 31 December 2021, certain of the Group's financial assets including unlisted equity securities and unlisted derivative financial instruments amounted to HK\$25,920,000 and HK\$3,684,000 respectively and financial liabilities including unlisted derivative financial instruments of HK\$1,789,000 are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could affect the reported fair value of these financial assets. See note 54 for further disclosures.

4. 關鍵會計估計及判斷(續)

估計不確定因素之主要來源(續)

商譽之減值

釐定商譽是否已減值需對已獲分配商譽之現金產生單位(或現金產生單位組合)的可收回金額進行估計,即使用價值或公平值減出售成本之較高者。使用價值計算要求本集團估計預期該現金產生單位(或現金產生單位組合)將產生的未來現金流量及合適的貼現率,以計算現值。如實際未來現金流低於預期,或如事實及情況出現變動導致未來現金流量調低或貼現率調高,則可能出現重大減值虧損或進一步減值虧損。有關計算可收回金額之詳情披露於附註24。

第3級公平值等級項下金融工具之公平值計量

於二零二一年十二月三十一日,本集團若干金融資產包括非上市股本證券及非上市衍生金融工具,金額分別為25,920,000港元及3,684,000港元,而金融負債包括非上市衍生金融工具金額為1,789,000港元,均按公平值計量,而公平值乃根據使用估值技術的重大不可觀察輸入數據釐定。在確定相關估值技術及其所使用的相關輸入數據時須作出判斷及估計。與該等因素相關的假設變動可能影響該等金融資產的呈報公平值。進一步討論請參閱附註54。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Key sources of estimation uncertainty (Continued)

Fair value of investment properties

Investment properties are stated at fair value based on the market values, being the estimated amount for which properties could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction or the valuation performed by an independent valuer. In determining the fair value, the valuer has based on method of valuation which involves certain estimates and assumptions. In relying on the valuation report, the management has exercised their judgements and is satisfied that the method of valuation is reflective of the current market conditions. Should there be any changes in assumptions due to change of market conditions, the fair value of the investment properties will be adjusted accordingly.

Provision of ECL for financial assets

The Group makes loss allowance on receivables based on various factors including the aging of the receivables, historical write-off experience and forward-looking information. The identification of impairment of receivables requires the use of judgement and estimates. Where the expectations are different from the original estimates, such differences will impact the carrying amounts of receivables and the allowance for ECL on receivables is recognised in the years in which such estimates have been changed. See note 54 for further discussion.

Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4. 關鍵會計估計及判斷(續)

估計不確定因素之主要來源(續)

投資物業之公平值

投資物業根據市值以公平值入賬，市值乃物業於估值日在願意買方與願意賣方按正常交易條款交易的估計金額或一名獨立估值師進行的估值。估值師於釐定公平值時乃根據包含若干估計及假設之估值方法進行。管理層已作出判斷並信納估值方法反映現行市況，方信納估值報告。倘市況變動引致假設改變，則投資物業之公平值將相應調整。

金融資產之預期信貸虧損撥備

本集團根據不同因素包括應收款項之賬齡、過往撇銷經驗及前瞻性資料對應收款項作出虧損撥備。識別應收款項減值須運用判斷及估計。倘預期有別於原先估計，則有關差異將會影響有關估計變動年內應收款項之賬面值及應收款項之預期信貸虧損撥備。進一步討論請參閱附註54。

所得稅

本集團須於多個司法權區繳納所得稅。釐定全球的所得稅撥備須作出重大判斷。於日常業務過程中，眾多交易及計算之最終稅務決定均不確定。本集團估計是否須繳納額外稅項，並據此就預計稅務審計問題確認負債。倘該等事項之最終稅務後果有別於初步記錄之金額，則相關差額將影響作出上述決定期間之所得稅及遞延稅項撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Key sources of estimation uncertainty (Continued)

Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and variable selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customers' taste and competitors' actions in response to severe industry cycle. The directors reassess the estimations at the end of reporting period.

Deferred tax asset

As at 31 December 2021, a deferred tax asset of HK\$738,000 (2020: HK\$2,070,000), HK\$11,594,000 (2020: HK\$9,415,000) and HK\$80,627,000 (2020: HK\$39,156,000) in relation to unused tax losses, amortisation of lease contract and allowance for ECL respectively has been recognised in the consolidated statement of financial position. No deferred tax asset has been recognised on the tax losses of HK\$211,585,000 due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty especially the uncertainty on how the COVID-19 pandemic may progress and evolve. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

4. 關鍵會計估計及判斷(續)

估計不確定因素之主要來源(續)

存貨之可變現淨值

存貨之可變現淨值為於日常業務過程中估計之售價，扣除估計完成成本及可變銷售開支。該等估計乃基於當前市況及銷售類似性質產品之歷史經驗，並可能因應客戶喜好變化及競爭對手為應對嚴峻的行業週期而採取的行動發生重大變動。董事於報告期末重新評估該等估計。

遞延稅項資產

於二零二一年十二月三十一日，已於綜合財務狀況表確認未動用稅項虧損、租賃合約攤銷及預期信貸虧損撥備之遞延稅項資產分別738,000港元(二零二零年：2,070,000港元)、11,594,000港元(二零二零年：9,415,000港元)及80,627,000港元(二零二零年：39,156,000港元)。由於無法估計日後之溢利，故概無就211,585,000港元之稅項虧損確認遞延稅項資產。遞延稅項資產之可變現情況主要取決於日後是否有充裕溢利或應課稅暫時差額，此為估計不確定性之主要來源，尤其是有關新型冠狀病毒疫情將如何發展及演變的不確定性。倘日後所產生實際應課稅溢利少於或多於預期，或事實及情況出現變動導致修訂日後應課稅溢利估計，則可能對遞延稅項資產作出重大撥回或進一步確認，並於作出有關撥回或進一步確認之期間於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OPERATING SEGMENTS

The Group's operating segments have been determined based on the information reported to the Chairman of the board of directors, being the chief operating decision maker, that are used for performance assessment and to make strategic decisions. The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other operating segments. The Group currently has four operating segments:

(a) Property investment	Leasing of rental properties
(b) Sale of financial assets	Sale of financial assets at FVTPL
(c) Money lending	Money lending
(d) Sale of jewelry products	Design and sale of jewelry products

An analysis of the Group's reportable segment revenue, results, assets, liabilities and other selected financial information for the years ended 31 December 2021 and 2020 by operating segments are as follows:

5. 經營分部

本集團之經營分部已根據向董事會主席（即主要經營決策人）報告之資料釐定，有關資料可用作評估表現及作出策略性決定。本集團之經營業務乃根據其業務性質及所提供之產品及服務構建及獨立管理。本集團各經營分部指提供產品及服務之策略性業務單位，其風險及回報有別於其他經營分部。本集團現時有四個經營分部：

(a) 物業投資	租賃租用物業
(b) 銷售金融資產	銷售按公平值計入損益表之金融資產
(c) 借貸	借貸
(d) 銷售珠寶產品	設計及銷售珠寶產品

截至二零二一年及二零二零年十二月三十一日止年度，本集團按經營分部劃分之可呈報分部收益、業績、資產、負債及其他選定財務資料之分析如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OPERATING SEGMENTS (Continued)

Segment revenues and results

For the year ended 31 December 2021

		Property investment 物業投資 HK\$'000 千港元	Sale of financial assets 銷售 金融資產 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	Sale of jewelry products 銷售 珠寶產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分部收益	37,429	62,164	81,808	90,764	272,165
Segment (loss)/profit	分部(虧損)/溢利	(41,878)	(53,799)	(196,413)	1,682	(290,408)
Interest income on bank deposits	銀行存款之利息收入					103
Unallocated corporate expenses	未分配企業開支					(23,270)
Gain on disposal of associate	出售聯營公司之收益					146,321
Finance costs	融資費用					(57,760)
Share of results of associates	應佔聯營公司業績					(19,411)
Loss before taxation	除稅前虧損					(244,425)
Income tax credit	所得稅抵免					43,946
Loss for the year	本年度虧損					(200,479)

5. 經營分部(續)

分部收益及業績

截至二零二一年十二月三十一日止年度

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OPERATING SEGMENTS (Continued)

Segment revenues and results (Continued)

For the year ended 31 December 2020

		Property investment 物業投資 HK\$'000 千港元	Sale of financial assets 銷售金融資產 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	Sale of jewelry products 銷售珠寶產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分部收益	26,868	51,259	74,361	69,269	221,757
Segment (loss)/profit	分部(虧損)/溢利	(49,979)	191,807	(148,768)	(13,103)	(20,043)
Interest income on bank deposits	銀行存款之利息收入					66
Unallocated corporate expenses	未分配企業開支					(4,141)
Finance costs	融資費用					(54,278)
Share of results of associates	應佔聯營公司業績					(98,176)
Loss before taxation	除稅前虧損					(176,572)
Income tax credit	所得稅抵免					35,547
Loss for the year	本年度虧損					(141,025)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in both years.

Segment results represent (loss incurred)/profit earned by each segment without allocation of central administrative expenses including directors' emoluments, share of results of associates, certain investment and other income, certain other gains and losses, finance costs and income tax credit. This is the measure reported to the Chairman of the board of directors for the purposes of resource allocation and assessment of segment performance.

5. 經營分部(續)

分部收益及業績(續)

截至二零二零年十二月三十一日止年度

上文呈報之分部收益指來自對外客戶產生之收益。兩個年度並無分部間銷售。

分部業績指各分部(產生之虧損)/賺取之溢利,惟並無分配中央行政開支,包括董事酬金、應佔聯營公司業績、若干投資及其他收入、若干其他收益及虧損、融資費用及所得稅抵免。此乃就分配資源及評估分部表現而向董事會主席呈報之衡量基準。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OPERATING SEGMENTS (Continued)

Segment assets and liabilities

At 31 December 2021

5. 經營分部(續)

分部資產及負債

於二零二一年十二月三十一日

		Property investment 物業投資 HK\$'000 千港元	Sale of financial assets 銷售金融資產 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	Sale of jewelry products 銷售珠寶產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment assets	分部資產					
– Hong Kong	– 香港	353,479	299,028	710,168	68,223	1,430,898
– The PRC	– 中國	2,292,773	–	–	–	2,292,773
		<u>2,646,252</u>	<u>299,028</u>	<u>710,168</u>	<u>68,223</u>	<u>3,723,671</u>
Unallocated corporate assets	未分配企業資產					<u>78,015</u>
Consolidated total assets	綜合資產總值					<u>3,801,686</u>
Segment liabilities	分部負債					
– Hong Kong	– 香港	(108,942)	(82,321)	(1,927)	(54,031)	(247,221)
– The PRC	– 中國	(944,337)	–	–	–	(944,337)
		<u>(1,053,279)</u>	<u>(82,321)</u>	<u>(1,927)</u>	<u>(54,031)</u>	<u>(1,191,558)</u>
Unallocated corporate liabilities	未分配企業負債					<u>(422,971)</u>
Consolidated total liabilities	綜合負債總額					<u>(1,614,529)</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OPERATING SEGMENTS (Continued)

Segment assets and liabilities (Continued)

At 31 December 2020

5. 經營分部 (續)

分部資產及負債 (續)

於二零二零年十二月三十一日

		Property investment 物業投資 HK\$'000 千港元	Sale of financial assets 銷售金融資產 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	Sale of jewelry products 銷售珠寶產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment assets	分部資產					
– Hong Kong	– 香港	371,039	423,033	815,560	60,533	1,670,165
– The PRC	– 中國	1,980,923	–	–	–	1,980,923
		<u>2,351,962</u>	<u>423,033</u>	<u>815,560</u>	<u>60,533</u>	<u>3,651,088</u>
Unallocated corporate assets	未分配企業資產					<u>189,827</u>
Consolidated total assets	綜合資產總值					<u>3,840,915</u>
Segment liabilities	分部負債					
– Hong Kong	– 香港	(116,039)	(66,427)	(4,372)	(49,921)	(236,759)
– The PRC	– 中國	(768,137)	–	–	–	(768,137)
		<u>(884,176)</u>	<u>(66,427)</u>	<u>(4,372)</u>	<u>(49,921)</u>	<u>(1,004,896)</u>
Unallocated corporate liabilities	未分配企業負債					<u>(473,362)</u>
Consolidated total liabilities	綜合負債總額					<u>(1,478,258)</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OPERATING SEGMENTS (Continued)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than interests in associates, certain deposits, prepayments, other receivables and cash and cash equivalents that are not attributable to individual segments. Assets used jointly by individual segments are allocated on the basis of the revenues earned by individual segments; and
- all liabilities are allocated to operating segments other than other borrowings, guaranteed secured notes, certain accruals and other payables, certain tax payables, amount due to an associate, and amount due to a director that are not attributable to individual segments. Liabilities for which segments are jointly liable are allocated in proportion to segment assets.

5. 經營分部 (續)

分部資產及負債 (續)

為監察分部表現及於分部間分配資源：

- 除於聯營公司之權益、若干按金、預付款項、其他應收款項以及現金及現金等價物不計入個別分部外，所有資產均分配至經營分部。個別分部共同使用之資產按個別分部賺取之收益分配；及
- 除其他借款、保證擔保票據、若干應計費用及其他應付款項、若干應付稅項、應付一間聯營公司款項及應付一名董事款項不計入個別分部外，所有負債均分配至經營分部。分部共同產生之負債按分部資產比例分配。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OPERATING SEGMENTS (Continued)

Other segment information

For the year ended 31 December 2021

5. 經營分部 (續)

其他分部資料

截至二零二一年十二月三十一日止年度

	Property investment	Sale of financial assets	Money lending	Sale of jewelry products	Consolidated
	物業投資	銷售金融資產	借貸	銷售珠寶產品	綜合
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Amount included in the measure of segment (loss)/ profit and segment assets	計量分部(虧損)/溢利及分部資產所計入之金額				
Additions to property, plant and equipment	添置物業、廠房及設備	226,883	—	7	226,890
Allowance for ECL on loan receivables	應收貸款之預期信貸虧損撥備	—	(251,002)	—	(251,002)
Amortisation of intangible assets	無形資產攤銷	(21,320)	—	—	(21,320)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	(21,520)	—	(12)	(21,532)
Depreciation of right-of-use assets	使用權資產之折舊	(6,332)	—	(300)	(6,632)
Gain arising on change in fair value of investment properties	投資物業公平值變動產生之收益	3,800	—	—	3,800
Gain arising on change in fair value of derivative financial instruments	衍生金融工具公平值變動產生之收益	—	1,895	—	1,895
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	(7,315)	—	—	(7,315)
Interest income on other receivables	其他應收款項之利息收入	1,146	—	—	1,146
Loss arising on change in fair value of financial assets at FVTPL	按公平值計入損益表之金融資產公平值變動產生之虧損	—	(117,541)	—	(117,541)
Membership income	會籍收入	3,748	—	—	3,748
Reversal of allowance for ECL on other receivables	其他應收款項之預期信貸虧損撥備撥回	426	—	—	426
Reversal of allowance for ECL on trade receivables	貿易應收款項之預期信貸虧損撥備撥回	—	—	184	184
Written-off of property, plant and equipment	撇銷物業、廠房及設備	(85)	—	—	(85)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OPERATING SEGMENTS (Continued)

Other segment information (Continued)

For the year ended 31 December 2020

5. 經營分部 (續)

其他分部資料 (續)

截至二零二零年十二月三十一日止年度

	Property investment 物業投資 HK\$'000 千港元	Sale of financial assets 銷售 金融資產 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	Sale of jewelry products 銷售 珠寶產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Amount included in the measure of segment (loss)/profit and segment assets	計量分部(虧損)/溢利及分部資產所計入之金額				
Additions to property, plant and equipment	添置物業、廠房及設備	156,894	—	7	156,901
Allowance for ECL on loan receivables	應收貸款之預期信貸虧損撥備	—	—	(197,432)	(197,432)
Allowance for ECL on other receivables	其他應收款項之預期信貸虧損撥備	(723)	—	—	(723)
Allowance for ECL on trade receivables	貿易應收款項之預期信貸虧損撥備	—	—	(315)	(315)
Amortisation of intangible assets	無形資產攤銷	(19,895)	—	—	(19,895)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	(22,862)	—	(23)	(22,885)
Depreciation of right-of-use assets	使用權資產之折舊	(2,477)	—	(296)	(2,773)
Dividend income	股息收入	—	330	—	330
Gain arising on change in fair value of financial assets at FVTPL	按公平值計入損益表之金融資產公平值變動產生之收益	—	140,509	—	140,509
Government grants	政府資助	537	—	988	1,741
Interest income on other receivables	其他應收款項之利息收入	1,691	—	—	1,691
Loss arising on change in fair value of investment properties	投資物業公平值變動產生之虧損	(19,200)	—	—	(19,200)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(8)	—	—	(8)
Loss of inventories	存貨虧損	—	—	(4,914)	(4,914)
Membership income	會籍收入	1,653	—	—	1,653
Written-off of property, plant and equipment	撇銷物業、廠房及設備	(177)	—	—	(177)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OPERATING SEGMENTS (Continued)

Geographical information

The Group mainly operates in Hong Kong and the PRC. The Group's revenue from external customers and information about its non-current assets by geographical location are detailed below:

		Revenue from external customers 來自對外客戶之收益		Non-current assets 非流動資產	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Australia	澳洲	1,038	495	—	—
Europe	歐洲	13,314	11,747	—	—
Hong Kong	香港	225,093	187,742	402,327	537,512
The PRC	中國	32,720	21,773	2,108,108	1,833,599
		272,165	221,757	2,510,435	2,371,111

Note:

Non-current assets excluded deferred tax assets, equity instruments at FVTOCI, other receivables and loan receivables.

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Customer 1 ¹	客戶 1 ¹	49,206	34,430
Customer 2 ²	客戶 2 ²	32,720	N/A 不適用 ⁴
Customer 3 ³	客戶 3 ³	—	29,916

- ¹ Revenue from sale of jewelry products.
- ² Revenue from property investment.
- ³ Revenue from sale of financial assets.
- ⁴ The corresponding revenue did not contribute over 10% of the total revenue of the Group.

5. 經營分部 (續)

地區資料

本集團主要於香港及中國經營。本集團按地區位置劃分來自對外客戶之收益及有關其非流動資產之資料詳列如下：

		Revenue from external customers 來自對外客戶之收益		Non-current assets 非流動資產	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Australia	澳洲	1,038	495	—	—
Europe	歐洲	13,314	11,747	—	—
Hong Kong	香港	225,093	187,742	402,327	537,512
The PRC	中國	32,720	21,773	2,108,108	1,833,599
		272,165	221,757	2,510,435	2,371,111

附註：

非流動資產不包括遞延稅項資產、按公平值計入其他全面收益之權益工具、其他應收款項及應收貸款。

有關主要客戶之資料

來自客戶之收益於相關年度向本集團總收益貢獻10%以上如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Customer 1 ¹	客戶 1 ¹	49,206	34,430
Customer 2 ²	客戶 2 ²	32,720	N/A 不適用 ⁴
Customer 3 ³	客戶 3 ³	—	29,916

- ¹ 來自銷售珠寶產品之收益。
- ² 來自物業投資之收益。
- ³ 來自銷售金融資產之收益。
- ⁴ 相關收益並無向本集團總收益貢獻10%以上。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. REVENUE

6. 收益

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Disaggregation of revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內來自客戶合約之收益明細		
Disaggregated by types of goods and services	按貨品及服務種類分拆		
— sale of jewelry products	— 銷售珠寶產品	90,764	69,269
Revenue from other sources	來自其他來源之收益		
— sale of financial assets at FVTPL, net	— 銷售按公平值計入損益表之金融資產，淨額	62,164	51,259
— interest income on loans	— 貸款利息收入	81,808	74,361
— rental income	— 租金收入	37,429	26,868
Total revenue	總收益	272,165	221,757
Timing of revenue recognition	收益確認之時間		
— a point in time	— 按單一時間點	90,764	69,269
— over time	— 於一段時間內	—	—
Revenue from contracts with customers	來自客戶合約之收益	90,764	69,269

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. REVENUE (Continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

6. 收益(續)

來自客戶合約之收益與於分部資料披露的金額的對賬載列如下。

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Sale of jewelry products	銷售珠寶產品	90,764	69,269
Revenue from contracts with customers	來自客戶合約之收益	90,764	69,269
Sale of financial assets at FVTPL, net	銷售按公平值計入損益表之 金融資產，淨額	62,164	51,259
Interest income on loans	貸款利息收入	81,808	74,361
Rental income	租金收入	37,429	26,868
Total revenue	總收益	272,165	221,757

Revenue from sale of financial assets at FVTPL is recorded on a net basis, details of which are as follows:

來自銷售按公平值計入損益表之金融資產之收益按淨額基準入賬，詳情如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Proceeds from sale of financial assets at FVTPL	來自銷售按公平值計入損益表之金融資產之所得款項	345,437	127,460
Carrying amounts of financial assets at FVTPL sold plus transaction costs	已售按公平值計入損益表之金融資產之賬面值另加交易費用	(283,273)	(76,201)
		62,164	51,259

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. INVESTMENT AND OTHER INCOME

7. 投資及其他收入

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Dividend income	股息收入	—	330
Government grants	政府資助	—	1,741
Interest income on bank deposits	銀行存款之利息收入	103	66
Interest income on other receivables	其他應收款項之利息收入	1,146	1,691
Membership income	會籍收入	3,748	1,653
Sundry income	雜項收入	1,844	8,611
		6,841	14,092

During the year ended 31 December 2020, the Group recognised government grants of HK\$1,741,000 in respect of COVID-19 related subsidies, of which HK\$1,661,000 relates to Employment Support Scheme and HK\$80,000 relates to the Retail Sector Subsidy Scheme under the Anti-epidemic Fund provided by the Hong Kong government.

於截至二零二零年十二月三十一日止年度，本集團確認有關新型冠狀病毒相關補貼之政府資助1,741,000 港元，其中1,661,000 港元及80,000 港元分別與香港政府在「防疫抗疫基金」下推出之「保就業」計劃及「零售業資助計劃」有關。

8. OTHER GAINS AND LOSSES

8. 其他收益及虧損

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Gain arising on change in fair value of derivative financial instruments	衍生金融工具公平值變動產生之收益	1,895	—
Gain on disposal of associate	出售聯營公司之收益	146,321	—
Gain/(loss) arising on change in fair value of investment properties	投資物業公平值變動產生之收益／(虧損)	3,800	(19,200)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	—	947
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	(7,315)	—
(Loss)/gain arising on change in fair value of financial assets at FVTPL	按公平值計入損益表之金融資產公平值變動產生之(虧損)／收益	(117,541)	140,509
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	—	(8)
Written-off of property, plant and equipment	撇銷物業、廠房及設備	(85)	(177)
		27,075	122,071

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. ALLOWANCE FOR EXPECTED CREDIT LOSSES ON FINANCIAL ASSETS

9. 金融資產之預期信貸虧損撥備

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
(Reversal of allowance)/allowance for ECL on loan receivables:	應收貸款之預期信貸虧損(撥備撥回)/撥備：		
– 12 months ECL	– 12 個月預期信貸虧損	(11,389)	11,402
– lifetime ECL not credit-impaired	– 並無信貸減值之全期預期信貸虧損	–	62,303
– lifetime ECL credit-impaired	– 信貸減值之全期預期信貸虧損	262,391	123,727
		251,002	197,432
(Reversal of allowance)/allowance for ECL on other receivables:	其他應收款項之預期信貸虧損(撥備撥回)/撥備：		
– 12 months ECL	– 12 個月預期信貸虧損	(426)	723
(Reversal of allowance)/allowance for ECL on trade receivables	貿易應收款項之預期信貸虧損(撥備撥回)/撥備	(184)	315
		250,392	198,470

10. FINANCE COSTS

10. 融資費用

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on bank borrowings	銀行借款之利息	2,441	3,528
Interest on other borrowings	其他借款之利息	19,860	18,357
Interest on lease liabilities	租賃負債之利息	15,492	12,867
Imputed interest on guaranteed secured notes	保證擔保票據之估算利息	29,223	28,105
		67,016	62,857
Less: interest on lease liabilities capitalised in the cost of qualifying assets	減：計入合資格資產成本之已資本化租賃負債利息	(9,256)	(8,579)
		57,760	54,278

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. INCOME TAX CREDIT

11. 所得稅抵免

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Hong Kong Profits Tax	香港利得稅		
— current tax	— 本期稅項	—	—
— over provision in prior years	— 過往年度超額撥備	20	36
		20	36
PRC Enterprise Income Tax	中國企業所得稅		
— current tax	— 本期稅項	(2,388)	(2,768)
Deferred tax credit (note 44)	遞延稅項抵免(附註44)	46,314	38,279
		43,946	35,547

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2,000,000 of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2,000,000 for both years.

根據兩級制利得稅率制度，合資格集團實體的首2,000,000港元溢利將按8.25%的稅率徵稅，而超過2,000,000港元溢利將按16.5%的稅率徵稅。不符合兩級制利得稅率制度的集團實體之溢利將繼續按16.5%之劃一稅率徵稅。

因此，於兩個年度，香港利得稅之首2,000,000港元之估計應課稅溢利以8.25%計算，而超過2,000,000港元之估計應課稅溢利以16.5%計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. INCOME TAX CREDIT (Continued)

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

The income tax credit for the year can be reconciled to the loss before taxation per consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅抵免 (續)

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施規例，中國附屬公司於兩個年度之稅率為25%。

本年度所得稅抵免與綜合損益及其他全面收益表內之除稅前虧損對賬如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(244,425)	(176,572)
Taxation at domestic income tax rate	以當地所得稅率計稅	(42,938)	(30,955)
Tax effect of income not taxable for tax purpose	稅務上毋須課稅收入之稅務影響	(41,229)	(33,028)
Tax effect of expenses not deductible for tax purpose	稅務上不可扣稅開支之稅務影響	38,456	23,943
Tax effect of estimated tax losses not recognised	未確認估計稅項虧損之稅務影響	1,836	4,529
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(51)	—
Over-provision in prior years	過往年度超額撥備	(20)	(36)
Income tax credit	所得稅抵免	(43,946)	(35,547)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

12. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging/(crediting):

12. 本年度虧損

本年度虧損乃扣除／(計入)以下各項後得出：

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Amortisation of intangible assets (included in administrative expenses)	無形資產攤銷(計入行政開支)	21,320	19,895
Auditors' remuneration:	核數師酬金：		
— audit services	— 核數服務	829	829
— non-audit services	— 非核數服務	837	189
		1,666	1,018
Cost of inventories sold	已售存貨之成本	80,191	69,556
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	21,532	22,885
Depreciation of right-of-use assets	使用權資產之折舊	6,632	2,773
Loss of inventories (included in administrative expenses)	存貨虧損(計入行政開支)	—	4,914
Net foreign exchange loss	匯兌虧損淨額	108	67
Rental expenses in respect of short-term leases	短期租賃之租賃開支	30	80
Staff costs (including directors' emoluments):	員工成本(包括董事酬金)：		
— salaries and allowances	— 薪金及津貼	48,394	41,887
— discretionary bonuses	— 酌情花紅	2,247	2,298
— equity-settled share-based payment expenses	— 以股權結算之股份支款開支	16,377	—
— contributions to retirement benefits scheme	— 退休福利計劃供款	2,238	1,109
		69,256	45,294
Gross rental income from investment properties and operating rights	來自投資物業及經營權之租金總收入	(37,429)	(26,868)
Less: direct operating expenses incurred for investment properties and operating rights that generated rental income during the year	減：年內產生租金收入之投資物業及經營權產生之直接經營開支	18,556	15,083
		(18,873)	(11,785)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

13. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS

The aggregate amounts of emoluments paid or payable to the directors and the chief executive officer of the Company during the year was HK\$26,244,000 (2020: HK\$24,792,000) and was included in "administrative expenses". The emoluments of each director and the chief executive officer for the years ended 31 December 2021 and 2020 disclosed pursuant to the applicable Listing Rules and the Hong Kong Company Ordinance are as follows:

13. 董事及行政總裁之酬金

年內已付或應付本公司董事及行政總裁之酬金總額為26,244,000港元(二零二零年：24,792,000港元)並計入「行政開支」。截至二零二一年及二零二零年十二月三十一日止年度，各董事及行政總裁之酬金根據適用上市規則及香港公司條例披露如下：

	Fees		Salaries and allowances		Discretionary bonuses		Equity-settled share-based payment expenses		Contributions to retirement benefit schemes		Total		
	袍金		薪金及津貼		酌情花紅		以股權結算之股份支款開支		退休福利計劃供款		總計		
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	
	二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Executive directors	執行董事												
Mr. Lei Hong Wai, the chief executive officer	李焯偉先生 (行政總裁)	-	-	8,400	8,400	700	700	393	-	18	18	9,511	9,118
Mr. Cheung Kwok Wai Elton	張國偉先生	-	-	8,400	8,400	700	700	393	-	18	18	9,511	9,118
Mr. Chan Kin Wah Billy	陳健華先生	-	-	4,800	4,800	400	400	393	-	18	18	5,611	5,218
Mr. Cheung Kwok Fan	張國勳先生	120	120	720	840	-	-	393	-	18	18	1,251	978
Independent non-executive directors	獨立非執行董事												
Mr. Wan Shing Chi	尹成志先生	120	120	-	-	-	-	-	-	-	-	120	120
Mr. Ng Heung Yan	吳向仁先生	120	120	-	-	-	-	-	-	-	-	120	120
Mr. Wong Tak Chuen	黃德銳先生	120	120	-	-	-	-	-	-	-	-	120	120
Total emoluments	酬金總額	480	480	22,320	22,440	1,800	1,800	1,572	-	72	72	26,244	24,792

The executive directors' and the chief executive officer's emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were mainly for their services as directors.

There was no arrangement under which a director or the chief executive officer of the Company waived or agreed to waive any remuneration during the year ended 31 December 2021 (2020: Nil).

以上所示之執行董事及行政總裁之酬金為彼等就管理本公司及本集團事務提供服務之酬金。上述獨立非執行董事酬金為彼等作為董事提供服務之酬金。

於截至二零二一年十二月三十一日止年度內，並無本公司董事或行政總裁放棄或同意放棄任何酬金之安排(二零二零年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

13. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (Continued)

During the year ended 31 December 2021, no emoluments have been paid by the Group to any of the directors and the chief executive officer as an inducement to join or upon joining the Group as compensation for loss of office (2020: Nil).

The executive directors and the chief executive officer of the Company are entitled to bonus payments which are determined based on their duties and responsibilities in the Group.

During the year ended 31 December 2021, the executive directors were granted share options, in respect of their services to the Group under the share option scheme of the Company. The number of share options granted was determined based on the directors' duties and responsibilities in the Group.

During the year ended 31 December 2020, no executive directors were granted share options, in respect of their services to the Group under the share option scheme of the Company.

Details of the share option schemes are set out in note 49.

14. TRANSACTIONS, ARRANGEMENTS OR CONTRACTS IN WHICH DIRECTORS OF THE COMPANY HAVE MATERIAL INTERESTS

Save as disclosed in note 52, no transaction, arrangement and contract of significance in relation to the Group's business to which the Company or any subsidiaries of the Company was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the reporting period or at any time during the reporting period.

13. 董事及行政總裁之酬金(續)

於截至二零二一年十二月三十一日止年度內，本集團概無向任何董事及行政總裁支付酬金作為吸引彼等加盟本集團或加盟後之獎勵，或離職補償(二零二零年：無)。

本公司執行董事及行政總裁有權享有花紅，乃根據彼等於本集團之職務及責任釐定。

於截至二零二一年十二月三十一日止年度內，執行董事根據本公司購股權計劃就彼等對本集團之服務獲授購股權。授出購股權的數目乃根據董事在本集團的職務及職責釐定。

於截至二零二零年十二月三十一日止年度內，概無執行董事根據本公司購股權計劃就彼等對本集團之服務獲授購股權。

有關購股權計劃之詳情載於附註49。

14. 本公司董事擁有重大權益之交易、安排或合約

除附註52披露者外，概無本公司董事直接或間接於本公司或本公司任何附屬公司所訂立與本集團業務有關並於報告期末或報告期內任何時間仍存續之重大交易、安排及合約中擁有重大權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

15. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included three (2020: three) directors, details of whose remuneration are set out in note 13. Details of the remuneration for the year of the remaining two (2020: two) highest paid employees who are neither a director nor the chief executive officer of the Company are as follows:

15. 五名最高薪僱員

本集團於年度內之五名最高薪僱員中包括三名(二零二零年：三名)董事，彼等之酬金詳情於附註13披露。餘下兩名(二零二零年：兩名)並非本公司董事或行政總裁之最高薪僱員之酬金詳情如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	3,789	2,532
Discretionary bonuses	酌情花紅	128	211
Equity-settled share-based payment expenses	以股權結算之股份支款開支	7,226	—
Contributions to retirement benefits scheme	退休福利計劃供款	18	36
		11,161	2,779

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

酬金介乎以下範圍之最高薪非本公司董事僱員人數如下：

		Number of employees 僱員人數	
		2021 二零二一年	2020 二零二零年
HK\$0 — HK\$1,000,000	零港元至 1,000,000 港元	—	—
HK\$1,000,001 — HK\$1,500,000	1,000,001 港元至 1,500,000 港元	—	1
HK\$1,500,001 — HK\$2,000,000	1,500,001 港元至 2,000,000 港元	—	1
HK\$5,000,001 — HK\$5,500,000	5,000,001 港元至 5,500,000 港元	1	—
HK\$5,500,001 — HK\$6,000,000	5,500,001 港元至 6,000,000 港元	1	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

15. FIVE HIGHEST PAID EMPLOYEES

(Continued)

During the year ended 31 December 2021, the non-director and non-chief executive highest paid employees were granted share options, in respect of their services to the Group under the share option scheme of the Company. The number of share options granted was determined based on the duties and responsibilities of the non-director and non-chief executive highest paid employee in the Group.

During the year ended 31 December 2020, none of the non-director and the non-chief executive highest paid employee was granted share options, in respect of their services to the Group under the share options scheme of the Company.

Details of the share option schemes are set out in note 49.

16. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to the owners of the Company is based on the following data:

15. 五名最高薪僱員(續)

於截至二零二一年十二月三十一日止年度內，非董事及非行政總裁最高薪僱員根據本公司購股權計劃就彼等對本集團之服務獲授購股權。已授出購股權的數目乃根據非董事及非行政總裁最高薪僱員在本集團的職務及職責釐定。

於截至二零二零年十二月三十一日止年度內，概無非董事及非行政總裁最高薪僱員根據本公司購股權計劃就彼等對本集團之服務獲授購股權。

購股權計劃之詳情載於附註49。

16. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

	For the year ended 31 December 截至十二月三十一日止年度	
	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<u>Loss for the purpose of basic and diluted loss per share</u>	<u>於計算每股基本及攤薄虧損時所用之虧損</u>	
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損 (200,375)	(140,858)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

16. LOSS PER SHARE (Continued)

16. 每股虧損(續)

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 '000 千股	2020 二零二零年 '000 千股
Number of ordinary shares	普通股數目		
Weighted average number of ordinary shares less weighted average number of shares held for share award plan for the purpose of basic and diluted loss per share	於計算每股基本及攤薄虧損時所用之普通股加權平均數減就股份獎勵計劃持有之股份加權平均數	3,819,606	3,819,606

The computation of diluted loss per share does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price for shares for the year ended 31 December 2021.

計算截至二零二一年十二月三十一日止年度之每股攤薄虧損時並無假設行使本公司之尚未行使購股權，此乃由於該等購股權之行使價高於股份平均市價。

No diluted loss per share for the year ended 31 December 2020 was presented as there were no potential ordinary shares in issue.

由於截至二零二零年十二月三十一日止年度內概無潛在已發行普通股，故並無呈列每股攤薄虧損。

17. DIVIDENDS

The directors do not recommend the payment of any final dividend for the year ended 31 December 2021 (2020: Nil).

17. 股息

董事不建議派付截至二零二一年十二月三十一日止年度之任何末期股息(二零二零年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Golf courses 高爾夫球場 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本									
At 1 January 2020	於二零二零年一月一日	393,813	62,239	61,434	2,397	43,849	2,902	2,793	4,927	574,354
Additions	添置	—	—	156,674	—	—	7	220	—	156,901
Derecognition upon disposal of a subsidiary (note 46)	於出售一間附屬公司時終止確認(附註46)	—	—	—	—	—	(291)	(662)	(164)	(1,117)
Disposals	出售	—	—	—	(43)	—	—	—	(155)	(198)
Written-off	撇銷	—	—	—	—	—	—	—	(244)	(244)
Exchange alignment	匯兌調整	10,230	4,026	12,720	143	2,165	84	141	64	29,573
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	404,043	66,265	230,828	2,497	46,014	2,702	2,492	4,428	759,269
Additions	添置	—	—	225,483	67	716	38	586	—	226,890
Transfer to investment properties (note 20)	轉撥至投資物業(附註20)	(26,500)	—	—	—	—	—	—	—	(26,500)
Written-off	撇銷	—	—	—	(277)	—	—	—	(410)	(687)
Exchange alignment	匯兌調整	4,980	1,941	10,021	71	1,053	43	82	479	18,670
At 31 December 2021	於二零二一年十二月三十一日	382,523	68,206	466,332	2,358	47,783	2,783	3,160	4,497	977,642
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	45,979	11,639	—	1,200	14,205	1,765	1,080	2,315	78,183
Charge for the year	本年度支出	14,898	2,781	—	276	3,640	513	481	296	22,885
Eliminated upon disposal of a subsidiary (note 46)	於出售一間附屬公司時終止確認(附註46)	—	—	—	—	—	(255)	(174)	(88)	(517)
Eliminated upon disposals	出售時對銷	—	—	—	(40)	—	—	—	(150)	(190)
Eliminated upon written-off	撇銷時對銷	—	—	—	—	—	—	—	(67)	(67)
Exchange alignment	匯兌調整	2,313	904	—	114	935	64	79	38	4,447
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	63,190	15,324	—	1,550	18,780	2,087	1,466	2,344	104,741
Charge for the year	本年度支出	14,001	2,980	—	80	3,298	207	673	293	21,532
Impairment loss recognised	已確認之減值虧損	7,315	—	—	—	—	—	—	—	7,315
Transfer to investment properties (note 20)	轉撥至投資物業(附註20)	(5,800)	—	—	—	—	—	—	—	(5,800)
Eliminated upon written-off	撇銷時對銷	—	—	—	(205)	—	—	—	(397)	(602)
Exchange alignment	匯兌調整	1,952	492	—	35	28	35	45	285	2,872
At 31 December 2021	於二零二一年十二月三十一日	80,658	18,796	—	1,460	22,106	2,329	2,184	2,525	130,058
Carrying amounts	賬面值									
At 31 December 2021	於二零二一年十二月三十一日	301,865	49,410	466,332	898	25,677	454	976	1,972	847,584
At 31 December 2020	於二零二零年十二月三十一日	340,853	50,941	230,828	947	27,234	615	1,026	2,084	654,528

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

18. PROPERTY, PLANT AND EQUIPMENT

(Continued)

During the year ended 31 December 2021, the Group capitalised depreciation of right-of-use assets and incurred interest expense on lease liabilities of HK\$3,773,000 (2020: HK\$3,521,000) and HK\$9,256,000 (2020: HK\$8,579,000) respectively to construction in progress.

On 4 January 2021, a portion of the buildings located in Hong Kong with a carrying amount of HK\$24,215,000 and a fair value of HK\$20,700,000 was transferred to investment properties as the Group changed its usage from owner-occupation to earning rental. As a result, an impairment loss on property, plant and equipment of HK\$3,515,000 was recognised in profit or loss. The fair value of HK\$20,700,000 was determined based on a valuation carried out by an independent firm of qualified valuer, APAC Appraisal and Consulting Limited (“APAC”).

During the year ended 31 December 2020, the Group recognised a written-off furniture and fixtures of HK\$177,000 as result of the renovation work in the Group’s buildings located in Hong Kong.

All of the Group’s buildings, golf courses and construction in progress located in the PRC are held on medium-term lease. The Group’s buildings located in Hong Kong are also held on medium-term lease.

The Group has pledged its buildings located in Hong Kong with an aggregate carrying amounts of HK\$175,747,000 (2020: HK\$210,758,000) to secure the Group’s bank borrowings.

18. 物業、廠房及設備(續)

於截至二零二一年十二月三十一日止年度內，本集團已將分別為3,773,000港元(二零二零年：3,521,000港元)及9,256,000港元(二零二零年：8,579,000港元)之使用權資產折舊及租賃負債產生之利息開支資本化至在建工程。

於二零二一年一月四日，位於香港賬面值為24,215,000港元及公平值為20,700,000港元之樓宇若干部分，已因本集團改變用途由業主佔用轉為投資物業，以賺取租金。因此，物業、廠房及設備減值虧損3,515,000港元已於損益表內確認，其20,700,000港元之公平值由獨立合資格估值師行亞太資產評估及顧問有限公司(「亞太資產」)釐定。

於截至二零二零年十二月三十一日止年度內，由於本集團位於香港之樓宇進行翻新工程，本集團確認撇銷傢俬及裝置177,000港元。

本集團位於中國之所有樓宇、高爾夫球場及在建工程以中期租約持有，本集團位於香港之樓宇亦以中期租約持有。

本集團已將其位於香港賬面總值為175,747,000港元(二零二零年：210,758,000港元)之樓宇抵押為本集團銀行借款之抵押品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

18. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Impairment assessment

At 31 December 2021, in view of unfavourable prospect of economic due to continuing effect of COVID-19 pandemic, the management of the Group concluded there was indication for impairment and conducted impairment assessment on the Group's buildings located in Hong Kong.

The recoverable amounts of buildings located in Hong Kong have been determined individually based on their fair value less costs of disposal. The Group uses direct comparison to estimate the fair value less costs of disposal of the assets which is based on the recent transaction prices for similar properties adjusted for nature, location and conditions of the property. The fair value measurement is categorised into Level 2 fair value hierarchy. Accordingly, an impairment loss of HK\$3,800,000 was recognised in profit or loss during the year ended 31 December 2021.

Details of impairment assessment of property, plant and equipment within CGU, namely Smart Title Limited (“**Smart Title**”), are disclosed in note 24.

18. 物業、廠房及設備(續)

減值評估

於二零二一年十二月三十一日，鑑於新型冠狀病毒疫情的持續影響對經濟前景不利，本集團管理層認為存在減值跡象，並對本集團位於香港的樓宇進行減值評估。

位於香港的樓宇的可收回金額乃根據其公平值減出售成本而單獨釐定。本集團採用直接比較法，估計有關資產的公平值減出售成本，其以類似物業的近期交易價格為基準，就物業性質、地點及條件作出調整。公平值計量歸類為第2級公平值層級。因此，減值虧損3,800,000港元已於截至二零二一年十二月三十一日止年度於損益表確認。

有關現金產生單位(即 Smart Title Limited (「**Smart Title**」))內物業、廠房及設備的減值評估詳情載於附註24。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

19. RIGHT-OF-USE ASSETS

19. 使用權資產

		Driving range 發球 練習場 HK\$'000 千港元	Staff dormitory 員工宿舍 HK\$'000 千港元	The Club 會所 HK\$'000 千港元	The Subject Land 主體地塊 HK\$'000 千港元	Office premises 辦公室 物業 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	—	—	78,643	147,013	508	226,164
Additions	添置	—	10,747	—	—	—	10,747
Depreciation charge	折舊開支	—	(645)	(2,477)	(3,521)	(296)	(6,939)
Exchange alignment	匯兌調整	—	565	4,920	9,259	—	14,744
At 31 December 2020 and 1 January 2021	於二零二零年 十二月三十一日及 二零二一年一月一日	—	10,667	81,086	152,751	212	244,716
Additions	添置	36,240	—	—	—	591	36,831
Depreciation charge	折舊開支	(3,678)	(2,764)	(2,654)	(3,773)	(300)	(13,169)
Exchange alignment	匯兌調整	1,013	274	2,345	4,437	—	8,069
At 31 December 2021	於二零二一年 十二月三十一日	33,575	8,177	80,777	153,415	503	276,447

**For the year ended
31 December
截至十二月三十一日止年度**

2021	2020
二零二一年	二零二零年
HK\$'000	HK\$'000
千港元	千港元

Depreciation charge	折舊開支	13,169	6,939
Less: depreciation capitalised in the cost of qualifying assets	減：計入合資格資產成本之 已資本化折舊	(3,773)	(3,521)
depreciation charged to the lessee of the Club	計入會所承租人之 折舊	(2,764)	(645)
		6,632	2,773

**For the year ended
31 December
截至十二月三十一日止年度**

2021	2020
二零二一年	二零二零年
HK\$'000	HK\$'000
千港元	千港元

Expense relating to short-term leases	有關短期租賃之開支	30	80
Total cash outflow of leases	租賃之現金流出總額	20,235	13,778

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

19. RIGHT-OF-USE ASSETS (Continued)

For the years ended 31 December 2021 and 2020, the Group leases (i) an office, (ii) a staff dormitory, (iii) driving range, (iv) the rights to construct and operate the club facilities of the Club, and (v) the rights to develop and operate the Subject Land and the rights to manage the properties erected on the Subject Land for its operations. Lease contracts are entered into for fixed term of 2 to 50 years.

During the year ended 31 December 2021, the Group entered into a new lease agreement for an office in Hong Kong and a driving range in PRC. The new lease agreements of office and driving range are entered into for a fixed term of 2 years and 10 years respectively. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Restrictions or covenants on leases

Lease liabilities of HK\$325,367,000 (2020: HK\$285,165,000) are recognised with the related right-of-use assets of HK\$276,447,000 (2020: HK\$244,716,000) at 31 December 2021. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Impairment assessment

Details of impairment assessment of right-of-use assets within CGU, namely Smart Title, including staff dormitory, driving range, the rights to construct and operate the club facilities of the Club, and the rights to develop and operate the Subject Land and the rights to manage the properties erected on the Subject Land for its operations are disclosed in note 24.

19. 使用權資產 (續)

截至二零二一年及二零二零年十二月三十一日止年度，本集團租賃(i)辦公室；(ii)員工宿舍；(iii)發球練習場；(iv)建設及經營會所之會所設施之權利；及(v)開發及經營主體地塊之權利及就其業務管理主體地塊上已建物業之權利。租賃合約乃按固定年期二至五十年訂立。

於截至二零二一年十二月三十一日止年度內，本集團已為香港的辦公室及中國的發球練習場訂立新租賃協議。辦公室及發球練習場的新租賃協議乃分別按固定年期2年及10年訂立。租期乃按個別基準商討，並包含眾多不同條款及條件。於釐定租期及評估不可撤銷年期之期限時，本集團應用合約定義，並釐定可強制執行合約之年期。

租賃限制或契諾

租賃負債325,367,000港元(二零二零年：285,165,000港元)及相關使用權資產276,447,000港元(二零二零年：244,716,000港元)已於二零二一年十二月三十一日確認。租賃協議並無施加任何限制，惟出租人所持有之租賃資產之抵押權益除外。租賃資產可能不會用作借款之抵押。

減值評估

有關現金產生單位(即Smart Title)內的使用權資產(包括員工宿舍、發球練習場、建設及經營會所之會所設施之權利，以及開發及經營主體地塊之權利及就其業務管理主體地塊上已建物業之權利)之減值評估詳情披露於附註24。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

20. INVESTMENT PROPERTIES

The Group leases out certain office units in Hong Kong under non-cancellable operating leases with rentals receivables monthly. The leases run for a period of one year (2020: three years) and do not contain the unilateral rights to extend the lease at the end of the leases.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and lessee's option to purchase the leased properties at the end of lease term.

20. 投資物業

本集團根據不可撤銷經營租賃出租若干香港辦公室單位，須每月收取租金。租賃為期一年（二零二零年：三年），並不包含於租賃結束時單方面延長租賃的權利。

由於所有租賃均以集團實體之相應功能貨幣計值，故本集團並無因該等租賃安排而面對外幣風險。租賃合約並不包含剩餘價值擔保及承租人於租期結束時購買租賃物業之選擇權。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Fair value	公平值		
At 1 January	於一月一日	140,000	159,200
Transfer from property, plant and equipment (note 18)	轉移自物業、廠房及設備 (附註 18)	20,700	—
Gain/(loss) arising on change in fair value recognised in profit or loss	於損益表確認之公平值變動 產生之收益／(虧損)	3,800	(19,200)
At 31 December	於十二月三十一日	164,500	140,000
Unrealised gain/(loss) on change in fair value of investment properties included in the "Other gains and losses" line item in the consolidated statement of profit or loss and other comprehensive income	計入綜合損益及其他全面 收益表內「其他收益及虧損」 項目之投資物業公平值變動 產生之未變現收益／(虧損)	3,800	(19,200)

All of the Group's properties' interests held under operating leases to earn rentals or for capital appreciation purpose are measured using the fair value model and are classified and accounted for as investment properties.

本集團持有以經營租賃作賺取租金收入或資本增值之所有物業權益均採用公平值模式計算，並歸類及列賬為投資物業。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Investment properties located in Hong Kong held on medium-term lease	位於香港以中期租約持有之 投資物業	164,500	140,000

All of the Group's investment properties have been pledged to secure the Group's bank borrowings.

本集團之全部投資物業已抵押為本集團銀行借款之抵押品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

20. INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties as at 31 December 2021 are as follows:

Location 地點	Existing use 現時用途	Tenure 年期	Attributable interest to the Group 本集團應佔權益
Whole of Unit Nos.1201, 1202, 1212 and the corridor on 12th Floor, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong 香港干諾道中168-200號信德中心西翼12樓走廊及全部1201、1202及1212室	Commercial 商業	Medium-term lease 中期租約	100%

21. FAIR VALUE MEASUREMENT OF INVESTMENT PROPERTIES

(a) 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:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3 valuations: Fair value measured using significant unobservable inputs.

20. 投資物業(續)

於二零二一年十二月三十一日，本集團投資物業之詳情載列如下：

21. 投資物業之公平值計量

(a) 公平值等級

下表按照香港財務報告準則第13號公平值計量所界定的三個公平值等級，呈列本集團於報告期末按經常性基準計量之投資物業公平值。公平值計量的級別分類乃參考估值技術使用之輸入數據之可觀察程度及重要性釐定，載述如下：

- 第1級估值：僅使用第1級輸入數據(即相同資產或負債在計量日期於活躍市場之未經調整報價)計量之公平值；
- 第2級估值：使用第2級輸入數據(即不符合第1級定義之可觀察輸入數據)且並無使用重大不可觀察輸入數據計量之公平值。不可觀察輸入數據指市場數據不可用之輸入數據；及
- 第3級估值：使用重大不可觀察輸入數據計量之公平值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

21. FAIR VALUE MEASUREMENT OF INVESTMENT PROPERTIES (Continued)

(a) Fair value hierarchy (Continued)

		Fair value measurement categorised into 公平值計量分類為			
		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2021	於二零二一年 十二月三十一日				
Recurring fair value measurement	經常性公平值計量				
Investment properties located in Hong Kong	位於香港之 投資物業	—	164,500	—	164,500
At 31 December 2020	於二零二零年 十二月三十一日				
Recurring fair value measurement	經常性公平值計量				
Investment properties located in Hong Kong	位於香港之 投資物業	—	140,000	—	140,000

During the years ended 31 December 2021 and 2020, there were no transfers between Levels 1 and 2, or transfers into or out of Level 3.

The Group's investment properties were measured at fair value at 31 December 2021 and 2020. For the years ended 31 December 2021 and 2020, the valuations were carried out by APAC. APAC has among its staff members with appropriate qualifications and recent experience in the locations and categories of properties being valued. The directors have discussion with APAC on the valuation assumptions and valuation results when the valuations were performed at the end of each reporting period.

In estimating the fair value of the investment properties, the highest and best use of the investment properties is their current use.

21. 投資物業之公平值計量(續)

(a) 公平值等級(續)

於截至二零二一年及二零二零年十二月三十一日止年度內，第1級及第2級之間概無轉撥，或第3級概無轉入或轉出。

本集團之投資物業於二零二一年及二零二零年十二月三十一日按公平值計量。截至二零二一年及二零二零年十二月三十一日止年度，估值由亞太資產開展。亞太資產的職員擁有相關資格以及所估物業的地區及類別的最近期經驗。於各報告期末進行估值時，董事已就估值假設及估值結果與亞太資產進行討論。

於估計投資物業之公平值時，投資物業之最高及最佳用途即為其當前用途。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

21. FAIR VALUE MEASUREMENT OF INVESTMENT PROPERTIES (Continued)

(b) Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of investment properties located in Hong Kong is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis using market data which is publicly available. The market price per square foot is positively correlated to the fair value measurement.

21. 投資物業之公平值計量(續)

(b) 第2級公平值計量所用之估值技術及輸入數據

位於香港之投資物業之公平值乃使用市場比較法，使用可公開取閱之市場數據，按每平方呎價格基準參考可資比較物業之近期售價釐定。每平方呎市價與公平值計量成正比。

22. INTANGIBLE ASSETS

22. 無形資產

		Operating rights in respect of the Subject Land 有關主體地塊之經營權 HK\$'000 千港元	Operating rights in respect of the Club 有關會所之經營權 HK\$'000 千港元	Software and licenses 軟件及牌照 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 January 2020	於二零二零年一月一日	860,254	53,141	37	913,432
Exchange alignment	匯兌調整	55,295	3,416	2	58,713
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	915,549	56,557	39	972,145
Exchange alignment	匯兌調整	26,918	1,663	2	28,583
At 31 December 2021	於二零二一年十二月三十一日	942,467	58,220	41	1,000,728
Accumulated amortisation and impairment	累計攤銷及減值				
At 1 January 2020	於二零二零年一月一日	77,609	6,090	37	83,736
Charge for the year	本年度支出	18,447	1,448	—	19,895
Exchange alignment	匯兌調整	5,984	470	2	6,456
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	102,040	8,008	39	110,087
Charge for the year	本年度支出	19,769	1,551	—	21,320
Exchange alignment	匯兌調整	3,285	257	2	3,544
At 31 December 2021	於二零二一年十二月三十一日	125,094	9,816	41	134,951
Carrying amounts	賬面值				
At 31 December 2021	於二零二一年十二月三十一日	817,373	48,404	—	865,777
At 31 December 2020	於二零二零年十二月三十一日	813,509	48,549	—	862,058

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

22. INTANGIBLE ASSETS (Continued)

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Operating rights in respect of the Subject Land	47 years
Operating rights in respect of the Club	37 years
Software and licenses	3 years

Operating rights in respect of the Subject Land

The operating rights in respect of the Subject Land were acquired through a business combination completed on 6 October 2015. The operating rights represent (i) the rights to develop and operate the Subject Land, and (ii) the rights to manage the properties erected on the Subject Land up to 30 January 2062. The operating rights in respect of the Subject Land were granted to 北京北湖九號商務酒店有限公司 (Beijing Bayhood No. 9 Business Hotel Company Limited, “**Bayhood No.9 Co.**”), a wholly-owned subsidiary of the Company, under the cooperation construction and operating agreements. The cost of the operating rights of HK\$938,061,000 represents the fair value of such assets valued by D&P China (HK) Limited (“**D&P**”), an independent firm of qualified professional valuers, as at 6 October 2015, being the completion date of the business combination.

The operating rights in respect of the Subject Land are stated at cost less accumulated amortisation and impairment losses, if any.

Amortisation charge for the year is included in the “Administrative expenses” line item in the consolidated statement of profit or loss and other comprehensive income.

Particulars of the impairment testing on the operating rights in respect of the Subject Land are disclosed in note 24.

22. 無形資產 (續)

上述無形資產具有有限可使用年期。該等無形資產以直線法按以下期間進行攤銷：

有關主體地塊之經營權	47年
有關會所之經營權 軟件及牌照	37年 3年

有關主體地塊之經營權

通過業務合併收購有關主體地塊之經營權於二零一五年十月六日完成。該經營權指截至二零一六年一月三十日之前 (i) 開發及經營主體地塊之權利；及 (ii) 管理主體地塊上已建物業之權利。主體地塊之經營權已根據合作建設及經營協議授予本公司全資附屬公司北京北湖九號商務酒店有限公司(「北湖9號公司」)。該經營權之成本938,061,000港元指有關資產之公平值由一間獨立合資格專業估值師行D&P China (HK) Limited (「**D&P**」) 於二零一五年十月六日(即業務合併之完成日期)評估。

有關主體地塊之經營權乃按成本減累計攤銷及減值虧損(如有)呈列。

本年度之攤銷費用計入綜合損益及其他全面收益表內「行政開支」項目。

有關主體地塊之經營權之減值測試詳情於附註24披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

22. INTANGIBLE ASSETS (Continued)

Operating rights in respect of the Club

The operating rights in respect of the Club were acquired through a business combination as completed on 6 October 2015. The operating rights represent the rights to construct and operate the club facilities of the Club up to 31 December 2051. The operating rights in respect of the Club were granted to Bayhood No. 9 Co. under another cooperation construction and operating agreements. The cost of the operating rights of HK\$57,948,000 represents the fair value of such assets valued by D&P as at 6 October 2015, being the completion date of the business combination.

The operating rights in respect of the Club are stated at cost less accumulated amortisation and impairment losses, if any.

Amortisation charge for the year is included in the “Administrative expenses” line item in the consolidated statement of profit or loss and other comprehensive income.

Particulars of the impairment testing on the operating rights in respect of the Club are disclosed in note 24.

Software and licenses

Software and licenses were acquired through a business combination as completed on 6 October 2015.

Software and licenses are stated at cost less accumulated amortisation and impairment losses, if any.

22. 無形資產(續)

有關會所之經營權

通過業務合併收購有關會所之經營權於二零一五年十月六日完成。該經營權指截至二零一五年十二月三十一日之前建設及經營會所之會所設施權利。該會所之經營權已根據另一份合作建設及經營協議授予北湖9號公司。該經營權之成本57,948,000港元指有關資產之公平值由D&P於二零一五年十月六日(即業務合併之完成日期)評估。

有關會所之經營權乃按成本減累計攤銷及減值虧損(如有)呈列。

本年度之攤銷費用計入綜合損益及其他全面收益表內「行政開支」項目。

有關會所之經營權之減值測試詳情於附註24披露。

軟件及牌照

軟件及牌照透過於二零一五年十月六日完成之業務合併取得。

軟件及牌照按成本減累計攤銷及減值虧損(如有)列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

23. GOODWILL

23. 商譽

		Total 總計 HK\$'000 千港元
Cost	成本	
At 1 January 2020	於二零二零年一月一日	318,724
Exchange alignment	匯兌調整	20,502
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日	339,226
Exchange alignment	匯兌調整	9,974
At 31 December 2021	於二零二一年十二月三十一日	349,200
Accumulated impairment	累計減值	
At 1 January 2020	於二零二零年一月一日	46,400
Exchange alignment	匯兌調整	2,985
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日	49,385
Exchange alignment	匯兌調整	1,453
At 31 December 2021	於二零二一年十二月三十一日	50,838
Carrying amounts	賬面值	
At 31 December 2021	於二零二一年十二月三十一日	298,362
At 31 December 2020	於二零二零年十二月三十一日	289,841

Particulars of impairment testing on goodwill are disclosed in note 24.

商譽減值測試之詳情於附註24披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

24. IMPAIRMENT TESTING ON PROPERTY, PLANT AND EQUIPMENT, RIGHT OF USE ASSETS, INTANGIBLE ASSETS AND GOODWILL

For the purpose of impairment testing, intangible assets and goodwill in respect of the operating rights set out in notes 22 and 23 respectively to the consolidated financial statements have been allocated to an individual CGU, namely Smart Title, engaged in property investment business in Beijing, the PRC. The carrying amounts of intangible assets and goodwill in respect of the operating rights (net of accumulated impairment losses) allocated to the CGU are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Intangible assets	無形資產		
— operating rights in respect of the Subject Land	— 有關主體地塊之經營權	817,373	813,509
— operating rights in respect of the Club	— 有關會所之經營權	48,404	48,549
Goodwill	商譽	298,362	289,841
		1,164,139	1,151,899

In addition to intangible assets and goodwill above, property, plant and equipment and right-of-use assets that generate cash flows together with the related intangible assets and goodwill are also included in the CGU engaged in property investment business in Beijing for the purpose of impairment assessment.

24. 物業、廠房及設備、使用權資產、無形資產及商譽減值測試

為進行減值測試，綜合財務報表附註22及23所載有關經營權之無形資產及商譽已分配至一個獨立現金產生單位即Smart Title，於中國北京從事物業投資業務。有關經營權分配至該現金產生單位之無形資產及商譽之賬面值(扣除累計減值虧損)如下：

除上述無形資產及商譽外，產生現金流量的物業、廠房及設備以及使用權資產連同相關無形資產及商譽亦計入於北京從事物業投資業務的現金產生單位中，以進行減值評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

24. IMPAIRMENT TESTING ON PROPERTY, PLANT AND EQUIPMENT, RIGHT OF USE ASSETS, INTANGIBLE ASSETS AND GOODWILL (Continued)

The recoverable amount of the CGU engaged in property investment business in Beijing, the PRC has been determined based on the value in use calculations of the operating rights in respect of the Subject Land and the Club.

(a) Operating rights, property, plant and equipment and right-of-use assets in respect of the Subject Land

The value in use calculations of the operating rights in respect of the Subject Land has been determined with reference to two valuations prepared by APAC for both years. These calculations use cash flow projections based on the financial budgets approved by management covering a 40-year period (2020: 41-year period) for developing cultural business on the first phase of the Subject Land and property investment business on the second and third phases of the Subject Land. The discount rates used for cultural business and property investment business were 17.00% (2020: 17.00%) and 13.00% (2020: 13.00%) respectively. The budget period represents the remaining period of the rights to develop and operate the Subject Land, pursuant to the signed cooperation construction and operating agreements. The pre-tax discount rates used reflect estimated weighted average cost of capital, stage of development, and specific risks relating to the operations. Cash flow projections during the budget period for the operating rights in respect of the Subject Land are based on the budgeted revenue, gross margin, operating expenses, capital expenditures incurred, and expected inflation during the budget period, which have been determined based on the signed agreements and management's expectations for the future performance and market development with reference to the industry and macro-economic data.

During the year ended 31 December 2020, the Group has modified its business strategy for property investment business on the second and third phases of the Subject Land. The units of the building complex will lease out as high-end serviced apartments and office premises on a long-term or short lease basis instead of hotel rooms.

24. 物業、廠房及設備、使用權資產、無形資產及商譽減值測試(續)

於中國北京從事物業投資業務之現金產生單位之可收回金額已根據有關主體地塊及會所經營權之使用價值計算而釐定。

(a) 有關主體地塊之經營權、物業、廠房及設備以及使用權資產

計算有關主體地塊之經營權之使用價值時乃經參考亞太資產就兩個年度所編製之兩項估值釐定。該等計算使用根據管理層批准且涵蓋40年期間(二零二零年：41年期間)的財政預算得出的現金流量預測，用於發展主體地塊第一階段的文化業務及主體地塊第二及第三階段的物業投資業務。用於文化業務及物業投資業務的貼現率分別為17.00%(二零二零年：17.00%)及13.00%(二零二零年：13.00%)。預算期為根據已訂立合作建設及經營協議，開發及經營主體地塊之餘下期間之權利。所使用之稅前貼現率反映估計資本加權平均成本、開發階段及經營之特定風險。有關主體地塊之經營權之預算期內現金流預測乃根據預算期內之預算收入、毛利率、經營開支、所產生之資本承擔及預期通脹率，乃根據已訂立協議及管理層參考行業及宏觀經濟數據得出之未來業績及市場發展期望而釐定。

於截至二零二零年十二月三十一日止年度內，本集團已修訂於主體地塊第二及第三階段進行物業投資業務之業務策略。已搭建之建築綜合體單位將按長期或短期租賃基準出租作高端服務式公寓及辦公室物業，而非酒店房間。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

24. IMPAIRMENT TESTING ON PROPERTY, PLANT AND EQUIPMENT, RIGHT OF USE ASSETS, INTANGIBLE ASSETS AND GOODWILL (Continued)

(a) Operating rights, property, plant and equipment and right-of-use assets in respect of the Subject Land (Continued)

The key assumptions for the value in use calculations of cultural business and property investment business are as follows:

Cultural business

- (i) Budgeted revenue is based on management's expectation for future performance.
- (ii) Budgeted gross margin is based on the financial information published by listed companies engaged in similar cultural business.
- (iii) Operating expenses are based on management's estimation, with a 3% (2020: 3%) annual increment.
- (iv) Capital expenditure is based on the expected cash costs and the planned refurbishment expenditure in the cultural business.

24. 物業、廠房及設備、使用權資產、無形資產及商譽減值測試(續)

(a) 有關主體地塊之經營權、物業、廠房及設備以及使用權資產(續)

計算文化業務及物業投資業務的使用價值的關鍵假設如下：

文化業務

- (i) 預算收益乃根據管理層對未來表現的預期釐定。
- (ii) 預算毛利率乃根據從事類似文化業務的上市公司發佈的財務資料釐定。
- (iii) 經營開支乃根據管理層之估計加上每年3%(二零二零年: 3%)之增幅釐定。
- (iv) 資本開支乃根據文化業務的預期現金成本及計劃翻新開支釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

24. IMPAIRMENT TESTING ON PROPERTY, PLANT AND EQUIPMENT, RIGHT OF USE ASSETS, INTANGIBLE ASSETS AND GOODWILL (Continued)

(a) Operating rights, property, plant and equipment and right-of-use assets in respect of the Subject Land (Continued)

Property investment business

- (i) Rental income per square meter of serviced apartments is based on the current market rate for comparable properties nearby, where the rental of the entire lease period is paid before the lease commencement date.
- (ii) Building management fee income per square meter of serviced apartments is based on the current market rate for similar service standards, with a 3% (2020: 3%) annual increment.
- (iii) Rental income of restaurants area and car parks are based on rate the current market rate for comparable properties nearby, with a 3% (2020: 3%) annual increment.
- (iv) Operating expenses are based on management's estimation, with a 3% (2020: 3%) annual increment.
- (v) Development costs are budgeted to be RMB730,000,000 (equivalent to HK\$892,863,000) (2020: RMB653,770,000 (equivalent to HK\$735,615,000)).

24. 物業、廠房及設備、使用權資產、無形資產及商譽減值測試(續)

(a) 有關主體地塊之經營權、物業、廠房及設備以及使用權資產(續)

物業投資業務

- (i) 倘整個租期之租金於租賃開始日期前支付，則服務式公寓之每平方米租金收入乃根據鄰近可資比較物業之當前市場水平釐定。
- (ii) 服務式公寓之每平方米樓宇管理費收入乃根據類似服務標準之當前市場水平加上每年3% (二零二零年：3%) 之增幅釐定。
- (iii) 餐廳區及停車場之租金收入乃根據鄰近可資比較物業之當前市場水平加上每年3% (二零二零年：3%) 之增幅釐定。
- (iv) 經營開支乃根據管理層之估計加上每年3% (二零二零年：3%) 之增幅釐定。
- (v) 開發成本預算為人民幣730,000,000元(相等於892,863,000港元)(二零二零年：人民幣653,770,000元(相等於735,615,000港元))。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

24. IMPAIRMENT TESTING ON PROPERTY, PLANT AND EQUIPMENT, RIGHT OF USE ASSETS, INTANGIBLE ASSETS AND GOODWILL (Continued)

(b) Operating rights, property, plant and equipment and right-of-use assets in respect of the Club

The value in use calculation of the operating rights in respect of the Club has been determined with reference to the valuation prepared by APAC for both years. The valuation uses cash flow projection based on the financial budget approved by management covering a 30-year period (2020: 31-year period), and discount rate of 12.00% (2020: 11.50%). The budget period represents the remaining period of the rights to construct and operate the club facilities of the Club, pursuant to the signed cooperation construction and operating agreements. The pre-tax discount rate used is based on the terminal capitalisation rate of similar industry and the rental growth rate of the signed club lease agreement. Cash flow projection during the budget period for the operating rights in respect of the Club is based on the budgeted rental income and operating expenses during the budget period which have been determined based on the signed agreements and management's expectations for the lessee not to terminate the signed club lease agreement and the renewal of club lease agreement with the same terms and conditions upon its expiry.

During the year ended 31 December 2021, the directors determine that no impairment on the assets of CGU engaged in property investment business in Beijing, the PRC is required (2020: Nil). The directors believe that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the assets of CGU engaged in property investment business in Beijing, the PRC to exceed its aggregate recoverable amount.

24. 物業、廠房及設備、使用權資產、無形資產及商譽減值測試(續)

(b) 有關會所之經營權

計算有關會所之經營權之使用價值乃經參考亞太資產就兩個年度所編製之估值釐定。該等估值使用管理層批准之財務預算之現金流預測，覆蓋30年期間(二零二零年：31年期間)，貼現率為12.00%(二零二零年：11.50%)。預算期為根據已訂立合作建設及經營協議，建設及經營會所之會所設施之餘下期間之權利。所使用之稅前貼現率乃基於相近行業之最終資本化率及已訂立會所租賃協議之租金增長率。有關會所之經營權之預算期內現金流預測乃根據預算期內之預算租金收入及經營開支，乃根據已訂立協議及管理層對承配人不終止已簽訂之會所租賃協議及租賃協議屆滿後以相同條款及條件重續租賃協議之預期而釐定。

於截至二零二一年十二月三十一日止年度內，董事釐定毋須對於中國北京從事物業投資業務之現金產生單位資產進行減值(二零二零年：無)。董事相信，任何該等假設之任何可能變動，將不會導致於中國北京從事物業投資業務之現金產生單位資產之賬面總值超過其可收回總金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES

25. 於聯營公司之權益

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Listed shares in Hong Kong	香港上市股份		
– China Healthwise Holdings Limited (“China Healthwise”)	– 中國智能健康控股有限公司 (「中國智能健康」)	40,910	60,059
– Global Mastermind Holdings Limited (“Global Mastermind”)	– 環球大通集團有限公司 (「環球大通」)	–	104,083
Unlisted shares in Hong Kong	香港非上市股份		
– China Hong Kong Money Limited (“China Hong Kong Money”)	– 中港資有限公司(「中港資」)	591	593
– Elite Prosperous Investment Limited (“Elite Prosperous”)	– Elite Prosperous Investment Limited (「Elite Prosperous」)	11,588	12,606
		53,089	177,341
Cost of investments in associates	於聯營公司之投資成本	58,190	240,661
Amount due from an associate	應收一間聯營公司款項	38,437	38,437
Share of post-acquisition loss, other comprehensive expense, net dividends received and reserve	應佔收購後虧損、其他全面 開支、已收股息淨額及儲備	(43,538)	(101,757)
		53,089	177,341
Market value of listed shares	上市股份市值		
– China Healthwise	– 中國智能健康	45,714	35,929
– Global Mastermind	– 環球大通	N/A 不適用	64,732

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

At the end of the reporting period, the Group had interests in the following associates:

Name of entity 實體名稱	Country/place of incorporation 註冊成立國家/地點	Principal place of business 主要營業地點	Proportion of ownership interest and voting power held by the Group 本集團所持擁有權權益及投票權比例		Principal activities 主要業務
			2021 二零二一年	2020 二零二零年	
China Healthwise (Note (i)) 中國智能健康(附註(i))	Cayman Islands 開曼群島	Hong Kong 香港	21.19%	20.27%	Sales of Chinese health products, money lending business and investment in financial instruments 銷售中藥保健產品、放債業務及投資金融工具
Global Mastermind (Note (ii)) 環球大通(附註(ii))	Cayman Islands 開曼群島	Hong Kong 香港	N/A 不適用	29.77%	Provision and operation of travel business, treasury management business, money lending business, and provision of securities, futures, assets management and financial advisory services 提供及經營旅遊業務、財資管理業務、放債業務，以及提供證券、期貨、資產管理及財務諮詢服務
China Hong Kong Money 中港資	Hong Kong 香港	Hong Kong 香港	30%	30%	Dormant 暫無營業
Elite Prosperous (Note (iii)) (附註(iii))	British Virgin Islands 英屬處女群島	Hong Kong 香港	49%	49%	Investment holding 投資控股

Notes:

- (i) During the year ended 31 December 2020, China Healthwise repurchased and cancelled 160,650,000 of its shares (before the share consolidation of the shares of China Healthwise that became effective on 25 September 2020) from January 2020 to July 2020 and the Group's shareholdings in China Healthwise increased from 18.86% at 31 December 2019 to 19.26% at 21 July 2020. As a result of the shares repurchase and cancellation, the Group recognised a gain on deemed acquisition of HK\$290,000 in the "Share of results of associates" line item in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2020.

25. 於聯營公司之權益(續)

於報告期末，本集團於以下聯營公司中擁有權益：

Name of entity 實體名稱	Country/place of incorporation 註冊成立國家/地點	Principal place of business 主要營業地點	Proportion of ownership interest and voting power held by the Group 本集團所持擁有權權益及投票權比例		Principal activities 主要業務
			2021 二零二一年	2020 二零二零年	
China Healthwise (Note (i)) 中國智能健康(附註(i))	Cayman Islands 開曼群島	Hong Kong 香港	21.19%	20.27%	Sales of Chinese health products, money lending business and investment in financial instruments 銷售中藥保健產品、放債業務及投資金融工具
Global Mastermind (Note (ii)) 環球大通(附註(ii))	Cayman Islands 開曼群島	Hong Kong 香港	N/A 不適用	29.77%	Provision and operation of travel business, treasury management business, money lending business, and provision of securities, futures, assets management and financial advisory services 提供及經營旅遊業務、財資管理業務、放債業務，以及提供證券、期貨、資產管理及財務諮詢服務
China Hong Kong Money 中港資	Hong Kong 香港	Hong Kong 香港	30%	30%	Dormant 暫無營業
Elite Prosperous (Note (iii)) (附註(iii))	British Virgin Islands 英屬處女群島	Hong Kong 香港	49%	49%	Investment holding 投資控股

附註：

- (i) 於截至二零二零年十二月三十一日止年度內，中國智能健康已於二零二零年一月至二零二零年七月期間回購及註銷其160,650,000股股份(於二零二零年九月二十五日中國智能健康股份的合併生效前)，而本集團於中國智能健康之股權由二零一九年十二月三十一日的18.86%增至二零二零年七月二十一日的19.26%。由於股份回購及註銷，本集團於截至二零二零年十二月三十一日止年度之綜合損益及其他全面收益表內「應佔聯營公司業績」項目中確認被視為收購之收益290,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(i) (Continued)

During the year ended 31 December 2020, the Group acquired 7,840,000 shares (after the share consolidation of the shares of China Healthwise that became effective on 25 September 2020) in China Healthwise at a consideration of HK\$1,976,000 and the Group's shareholdings in China Healthwise increased from 19.26% at 21 July 2020 to 20.27% at 31 December 2020 accordingly. The Group recognised a gain on bargaining purchase of HK\$917,000 in the "Share of results of associates" line item in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2020 resulted from the acquisition.

During the year ended 31 December 2021, the Group acquired 7,050,000 shares in China Healthwise at an aggregate consideration of HK\$2,199,000 and the Group's shareholdings in China Healthwise increased from 20.27% at 31 December 2020 to 21.19% at 31 December 2021 accordingly. The Group recognised a gain on bargaining purchase of HK\$926,000 in the "Share of results of associates" line item in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021 resulted from the acquisition.

The market value of the shares of China Healthwise held by the Group as at 31 December 2021 is HK\$45,714,000 (2020: HK\$35,929,000).

In view of the volume of the shares of China Healthwise traded in the Main Board of the Exchange in each of the previous 12 months immediately prior to the publication of this annual report, the directors considered that the transactions for the shares of China Healthwise taken place in the Main Board of the Exchange did not have sufficient frequency and volume to provide a pricing information on an ongoing basis and there was no deep and liquid market existed for the shares of China Healthwise.

25. 於聯營公司之權益(續)

附註：(續)

(i) (續)

於截至二零二零年十二月三十一日止年度，本集團收購中國智能健康7,840,000股股份(於二零二零年九月二十五日中國智能健康股份的合併生效後)，代價為1,976,000港元，因此，本集團於中國智能健康之股權由二零二零年七月二十一日的19.26%增至二零二零年十二月三十一日的20.27%。本集團於截至二零二零年十二月三十一日止年度之綜合損益及其他全面收益表內「應佔聯營公司業績」項目中確認收購導致的議價購買收益917,000港元。

於截至二零二一年十二月三十一日止年度，本集團以總代價2,199,000港元收購中國智能健康的7,050,000股股份，因此，本集團於中國智能健康之股權由二零二零年十二月三十一日的20.27%增至二零二一年十二月三十一日的21.19%。本集團於截至二零二零年十二月三十一日止年度之綜合損益及其他全面收益表內「應佔聯營公司業績」項目中確認收購導致的議價購買收益926,000港元。

於二零二一年十二月三十一日，本集團所持有之中國智能健康股份市值為45,714,000港元(二零二零年：35,929,000港元)。

就緊接本年報刊發前12個月各月於聯交所主板交易的中國智能健康股份之數量而言，董事認為於聯交所主板發生有關中國智能健康股份交易之頻率及數量並不足以按持續基準提供定價資料，且就中國智能健康股份而言，並無具深度之市場流通量存在。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(i) (Continued)

Given that there was no deep and liquid market existed for the shares of China Healthwise, the directors considered that the market value of the shares of China Healthwise was not relevant to the measurement of the fair value of the Group's interest in China Healthwise. Instead, the directors determined the fair value of the Group's interest in China Healthwise based on its consolidated statement of financial position as at 31 December 2021 and 2020 as a majority of China Healthwise's assets and liabilities was measured at fair values in complying with HKFRSs for financial reporting purposes. As such, the directors considered the net assets value of China Healthwise as at 31 December 2021 and 2020 was closely approximate to its fair value as at 31 December 2021 and 2020.

At 31 December 2021, the Group held 163,262,824 shares (2020: 156,212,824 shares) in China Healthwise and 160,942,024 shares (2020: 153,892,024 shares) of which, with a fair value of HK\$45,064,000 (2020: HK\$35,395,000), have been pledged to secure the secured other borrowing – securities margin financing facility granted to the Group.

(ii) During the year ended 31 December 2020, the Group acquired 31,500,000 shares in Global Mastermind at a consideration of HK\$1,477,000 and the Group's shareholdings in Global Mastermind increased from 29.04% at 31 December 2019 to 29.77% at 31 December 2020 accordingly. The Group recognised a gain on bargaining purchase of HK\$1,849,000 in the "Share of results of associates" line item in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2020 resulted from the acquisition.

25. 於聯營公司之權益(續)

附註：(續)

(i) (續)

鑑於中國智能健康之股份並無具深度之市場流通量存在，董事認為中國智能健康股份之市場價值與本集團於中國智能健康中權益之公平值之計量並不相關。取而代之，董事已根據二零二一年及二零二零年十二月三十一日之綜合財務狀況表釐定本集團於中國智能健康之權益之公平值，此乃由於中國智能健康之大部分資產及負債乃遵守香港財務報告準則按公平值計量，作財務報告用途。據此，董事認為中國智能健康於二零二一年及二零二零年十二月三十一日之資產淨值與其於二零二一年及二零二零年十二月三十一日之公平值相若。

於二零二一年十二月三十一日，本集團持有中國智能健康163,262,824股股份(二零二零年：156,212,824股股份)，而其中公平值為45,064,000港元(二零二零年：35,395,000港元)之160,942,024股股份(二零二零年：153,892,024股股份)已抵押為授予本集團之有抵押其他借款一證券保證金財務融資之抵押品。

(ii) 於截至二零二零年十二月三十一日止年度內，本集團以代價1,477,000港元收購環球大通31,500,000股股份，因此，本集團於環球大通的股權由二零一九年十二月三十一日的29.04%增至二零二零年十二月三十一日的29.77%。本集團於截至二零二零年十二月三十一日止年度之綜合損益及其他全面收益表內「應佔聯營公司業績」項目中確認收購導致的議價購買收益1,849,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(ii) (Continued)

On 30 August 2021, Global Mastermind and its subsidiaries (the “**Global Mastermind Group**”) entered into a sale and purchase agreement to dispose of (the “**HW Disposal**”) its entire equity interests in Harvest Well International Limited (“**Harvest Well**” or “**HW**”) to a purchaser (the “**HW Purchaser**”). The principal subsidiary of Harvest Well was Safe2Travel Pte Ltd. (“**Safe2Travel**”), which was engaged in travel business in Singapore. After completion of the HW Disposal, the accounting books and records of Safe2Travel were maintained at Safe2Travel’s office in Singapore, and part of accounting books and records relating to Safe2Travel which were retained by the Global Mastermind Group were not sufficient for the purposes of audit of the consolidated financial statements of the Global Mastermind Group. Global Mastermind has taken all reasonable steps and used its best endeavours to request the HW Purchaser to provide assistance in Global Mastermind’s audit procedures, but it was given to understand that the HW Purchaser had failed to procure the cooperation of the directors of Safe2Travel in the provision of documents and access to information for the purposes of audit of the Global Mastermind Group’s consolidated financial statements despite repeated demands.

25. 於聯營公司之權益(續)

附註：(續)

(ii) (續)

於二零二一年八月三十日，環球大通及其附屬公司(「環球大通集團」)訂立買賣協議，以向買方(「HW買方」)出售其於Harvest Well International Limited(「Harvest Well」或「HW」)的全部股本權益(「HW出售事項」)。Harvest Well的主要附屬公司為Safe2Travel Pte Ltd. (「Safe2Travel」)，該公司於新加坡從事旅遊業務。於HW出售事項完成後，Safe2Travel之會計賬簿及記錄存置於Safe2Travel之新加坡辦事處，環球大通集團所保留有關Safe2Travel之部分會計賬簿及記錄，就對環球大通集團綜合財務報表之審核而言並不足夠。環球大通已採取所有合理措施及盡最大努力要求HW買方為環球大通之審核程序提供協助，惟彼獲悉，儘管反覆提出要求，HW買方未能促使Safe2Travel之董事作出配合，以就審核環球大通集團綜合財務報表提供相關文件及允許查看相關資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(ii) (Continued)

Global Mastermind received a letter (the “**Letter**”) in December 2020 from a person (“**Mr. X**”) written for and on behalf of Solution Apex Investments Limited (“**Solution Apex**” or “**SA**”) (a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Global Mastermind Group), alleging, among other things, that (i) Mr. X was appointed as the sole director of Solution Apex on 1 December 2020; and (ii) Solution Apex had made three payments to three parties (the “**Purported Three Parties**”) with the aggregate amount of HK\$47,534,000 in July 2020 (the “**Purported Payments**”) for three investments (the “**Purported Investments**”). The directors of Global Mastermind represented that neither the directors of Global Mastermind nor Global Mastermind had known or met Mr. X before Global Mastermind received the Letter. Also, in the opinion of the directors of Global Mastermind, the sole director of Solution Apex had been Mr. Allan Yap (“**Mr. Yap**”) since 2014, and, Global Mastermind did not receive any notice from Mr. Yap about his bankruptcy; Mr. Yap was adjudged bankrupt by High Court of Hong Kong on 3 August 2020. The directors of Global Mastermind then enquired the directors of Durable Gold Investments Limited being Solution Apex’s immediate holding Company, (“**Durable Gold**”) (a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of Global Mastermind), with the view to verifying the identity of and the matters alleged by Mr. X. The directors of Global Mastermind were notified, among other things, that (a) Mr. Yap had ceased to be the sole director of Solution Apex with effect from 1 December 2020; (b) Mr. X was allegedly appointed as the sole director of Solution Apex and was also appointed as a director of Durable Gold with effect from 1 December 2020; (c) the bank balance held by Solution Apex in the amount of approximately HK\$47,534,000 was utilised for the Purported Payments to the Purported Three Parties around July 2020; and (d) the remaining amount of approximately HK\$11,231,000 (being the remaining bank balance of Solution Apex according to its financial information obtained by the directors of Global Mastermind) was withdrawn entirely in August 2020 (the “**Purportedly Unauthorised Cash Withdrawals**”).

25. 於聯營公司之權益(續)

附註：(續)

(ii) (續)

於二零二零年十二月，環球大通接獲一名人士(「**X先生**」)為及代表 Solution Apex Investments Limited (「**Solution Apex**」或「**SA**」，一間於英屬處女群島註冊成立之有限公司，並為環球大通之全資附屬公司)發出之函件(「**該函件**」)，聲稱(其中包括)(i)**X先生**於二零二零年十二月一日獲委任為 Solution Apex 之唯一董事；及(ii) Solution Apex 於二零二零年七月就三項投資(「**聲稱投資**」)向三名人士(「**聲稱三名人士**」)作出三筆付款，總額為 47,534,000 港元(「**聲稱付款**」)。環球大通董事聲明，環球大通之董事及環球大通於環球大通接獲該函件前均不認識 **X先生** 或曾與 **X先生** 會面。此外，環球大通董事認為，Solution Apex 之唯一董事自二零一四年起為葉家海先生(「**葉先生**」)，而環球大通並無接獲葉先生有關其破產之任何通知；葉先生於二零二零年八月三日被香港高等法院宣判為破產。環球大通董事向 Solution Apex 之直接控股公司 Durable Gold Investments Limited (「**Durable Gold**」，一間於英屬處女群島註冊成立之有限公司，並為環球大通之全資附屬公司)之董事作出查詢，以核實 **X先生** 之身份及其指稱之事宜。環球大通董事獲告知(其中包括)(a)葉先生自二零二零年十二月一日起不再為 Solution Apex 之唯一董事；(b)**X先生**自二零二零年十二月一日起指稱獲委任為 Solution Apex 之唯一董事，亦獲委任為 Durable Gold 之董事；(c)Solution Apex 持有之銀行結餘總額 47,534,000 港元已於二零二零年七月左右用作向聲稱三名人士作出聲稱付款；及(d)餘額約 11,231,000 港元(即根據環球大通董事獲取之 Solution Apex 財務資料之銀行結餘)已於二零二零年八月全數提取(「**聲稱未經授權現金提取**」)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(ii) (Continued)

The Purported Payments to the Purported Three Parties and the Purportedly Unauthorised Cash Withdrawals (collectively referred to as the “**SA Incidents**”) were carried out without authorisation from the directors of Global Mastermind. The directors of Global Mastermind had doubt on the validity and purposes of the Purported Payments to the Purported Three Parties and the Purportedly Unauthorised Cash Withdrawals. On 29 December 2020, the directors of Global Mastermind had resolved to, (a) remove Mr. X as the director of Solution Apex and Durable Gold with the immediate effect and replace the directorship by Global Mastermind’s designated persons with its authorisation; (b) instruct external legal advisers to commence legal proceedings to seek to recoup the Purported Payments to the Purported Three Parties and the Purportedly Unauthorised Cash Withdrawals and/or to seek damage and other remedies from individuals and entities against whom the Global Mastermind Group may have causes of action as a result of the SA Incidents (the “**Recovery Actions**”); (c) establish an internal investigation working team (the “**Internal Investigation Working Team**”) to investigate the SA Incidents, and to oversee the progress of the actions to be carried out by the external legal advisers; (d) recognise a loss in respect of the SA Incidents of approximately HK\$58,765,000 in the consolidated profit or loss of the Global Mastermind Group for the year ended 31 December 2020; and (e) enter into a sale and purchase agreement (the “**SA Disposal Agreement**”) with a purchaser (the “**SA Purchaser**”) to dispose of (the “**SA Disposal**”) Global Mastermind’s entire shareholdings in Solution Apex at a cash consideration of HK\$1 with an outcome sharing mechanism enabling Global Mastermind to retain 99% of the value or proceeds recovered from the realisation of the assets of Solution Apex and/or the actions to be taken by the SA Purchaser against Mr. Yap, the Purported Three Parties or other individuals and entities involved in the SA Incidents, details of which are set out in Global Mastermind’s announcement on 29 December 2020 (the “**SA Incidents Announcement**”). The SA Disposal took place on 29 December 2020 and Solution Apex had ceased to be a subsidiary of the Global Mastermind Group since then.

25. 於聯營公司之權益(續)

附註：(續)

(ii) (續)

向聲稱三名人士作出聲稱付款及聲稱未經授權現金提取(統稱為「SA事件」)乃在未經環球大通董事授權之情況下進行。環球大通董事對向聲稱三名人士作出聲稱付款及聲稱未經授權現金提取之正當性及目的存疑。於二零二零年十二月二十九日，環球大通董事已議決(a)即時罷免X先生於Solution Apex及Durable Gold之董事職務，並以環球大通授權之指定人士取代；(b)指示外部法律顧問展開法律訴訟，以尋求收回向聲稱三名人士作出聲稱付款及聲稱未經授權現金提取及／或因SA事件而導致環球大通可能對他們存在訴訟因由之個人和實體尋求賠償及其他法律救濟措施(「追收行動」)；(c)成立內部調查工作小組(「內部調查工作小組」)，以調查SA事件及監督外部法律顧問將採取之行動進度；(d)於環球大通集團截至二零二零年十二月三十一日止年度之綜合損益表中確認SA事件之虧損58,765,000港元；及(e)與一名買方(「SA買方」)訂立買賣協議(「SA出售協議」)，以現金代價1港元出售環球大通於Solution Apex之全部股權(「SA出售事項」)，並設立收益共享機制，讓環球大通能夠保留從變現Solution Apex資產及／或SA買方針對葉先生、聲稱三名人士或其他牽涉SA事件的個人及實體所採取追收行動收回的99%價值或所得款項，有關詳情載於環球大通日期為二零二零年十二月二十九日之公佈(「SA事件公佈」)。SA出售事件已於二零二零年十二月二十九日完成，Solution Apex自此不再為環球大通集團之附屬公司。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(ii) (Continued)

Following the aforesaid announcement, the Internal Investigation Working Team recommended the audit committee of Global Mastermind (the “**Audit Committee of Global Mastermind**”) to engage an independent professional firm (the “**Investigator**”) to investigate the SA Incidents (the “**Investigation**”), including circumstances and causes surrounding the Purported Payments to the Purported Three Parties and the Purportedly Unauthorised Cash Withdrawals and the management involved in the SA Incidents. The directors of Global Mastermind noted the following findings of the Investigation, among other things: (i) there was a lack of replies with substance from the ex-officers of Durable Gold and Solution Apex who were believed to have knowledge of and/or involvement in the SA Incidents (the “**Ex-officers under Investigation**”); (ii) the copy of bank statements provided by some Ex-officers under Investigation did not show the recipients of funding withdrawals; (iii) no supporting documents were located during the Investigation showing the reasons for or approval of these funding withdrawals; (iv) during the time of occurrence of the SA Incidents, Mr. Yap was assisted by his team of management, comprising the Ex-officers under Investigation, regarding the finance and accounting works of Solution Apex but all of them have resigned/been removed after the revelation of the SA Incidents; (v) after considering the documents relating to the Purported Investments (which were the reasons provided by the Ex-officers under Investigation in seeking to explain the Purported Payments to the Purported Three Parties before their resignations/removal) and the conduct of the Ex-officers under Investigation, the directors of Global Mastermind are of the view that the value of the Purported Payments to the Purported Investments and the genuineness of the Purportedly Unauthorised Cash Withdrawals were highly dubious and accordingly, the ability for Global Mastermind to recover its investment in Solution Apex was decided to be remote; and (vi) there was no indication that any present management of Global Mastermind was involved in the in the Purported Payments to the Purported Three Parties, the Purportedly Unauthorised Cash Withdrawals, the Purported Investments, the SA Incidents and the preparation of financial statements of Solution Apex.

25. 於聯營公司之權益(續)

附註：(續)

(ii) (續)

於刊發上述公佈後，內部調查工作小組建議環球大通審核委員會(「環球大通審核委員會」)聘請獨立專業公司(「調查人員」)對SA事件進行調查(「調查」)，包括圍繞向聲稱三名人士作出聲稱付款及聲稱未經授權現金提取的情況及原因以及涉及SA事件之管理層。環球大通董事注意到以下調查結果(其中包括)：(i)缺乏被認為已知悉及／或牽涉SA事件的Durable Gold及Solution Apex前高級職員(「接受調查的前高級職員」)的實質性回覆；(ii)若干接受調查的前高級職員提供的銀行對賬單副本並未顯示資金提取的收款人；(iii)於調查過程中並無找到說明該等資金提取原因或批准資金提取的支持性文件；(iv)於SA事件發生期間，葉先生在其管理團隊(包括接受調查的前高級職員)的協助下，處理Solution Apex的財務及會計工作，但於SA事件發生後已全部辭任／被罷免；(v)於考慮有關聲稱投資(接受調查的前高級職員於尋求解釋彼等辭任／被罷免前向聲稱三名人士作出聲稱付款的原因時提供的理由)的文件及接受調查的前高級職員的行為後，環球大通董事認為，向聲稱三名人士作出聲稱付款的價值及聲稱未經授權現金提取的真實性非常可疑，因此，環球大通收回其於Solution Apex的投資的能力被確定為甚微；及(vi)概無跡象表明環球大通任何現任管理層曾參與向聲稱三名人士作出聲稱付款、聲稱未經授權現金提取、聲稱投資、SA事件及Solution Apex財務報表的編製。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(ii) (Continued)

After considering the findings and status of the Investigation during the year, in December 2021, the Internal Investigation Working Team reported to the Audit Committee of Global Mastermind that due to the lack of cooperation of the Ex-officers under Investigation, Global Mastermind has exhausted its means in conducting internal investigation and passed the matter to the continual follow-up of all appropriate legal actions by Solution Apex and its legal advisers. Global Mastermind has a vested interest in the outcome sharing proportion under the SA Disposal Agreement and will continue to oversee the progress of the Recovery Actions. That having said, in the light of the findings of the Investigation so far revealed, the outcome of the Recovery Actions and the ability for Global Mastermind to recover any amount from the outcome sharing proportion were concluded by the directors Global Mastermind to be remote, and no amount has been recovered by Global Mastermind through the outcome sharing proportion under the SA Disposal Agreement up to the date of this report.

The views of the executive directors and the audit committee on the audit qualification relating (a) share of results of Global Mastermind and gain on disposal of Global Mastermind, and (b) corresponding figures in relation to interests in Global Mastermind are disclosed in the section headed “Additional Information on Audit Qualification” of the Management Discussion and Analysis on pages 33 to 37 of the annual report.

25. 於聯營公司之權益(續)

附註：(續)

(ii) (續)

經考慮本年度調查結果及情況後，於二零二一年十二月，內部調查工作小組向環球大通審核委員會報告，因缺乏接受調查的前高級職員的合作，環球大通已用盡手段進行內部調查，並將此事交由 Solution Apex 及其法律顧問繼續跟進所有適當的法律行動。環球大通根據 SA 出售協議擁有收益共享比例中的歸屬權益，並將繼續監察追收行動的進展。話雖如此，鑑於迄今為止所披露的調查結果，追收行動的結果及環球大通從收益共享比例中追回任何金額的能力均由環球大通董事確定為甚微，且截至本報告日期，環球大通尚未通過 SA 出售協議項下的收益共享比例收回任何款項。

執行董事及審核委員會對 (a) 應佔環球大通業績及出售環球大通之收益，及 (b) 有關環球大通權益之相應數字於年報第 33 至 37 頁之管理層討論及分析內「有關審核保留意見之其他資料」一節中披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(ii) (Continued)

In view of the volume of the shares of Global Mastermind traded in GEM operated by the Exchange (“GEM”) in each of the previous 12 months immediately prior to the annual report, the directors considered that the transactions for the shares of Global Mastermind taken place in GEM did not have sufficient frequency and volume to provide a pricing information on an ongoing basis and there was no deep and liquid market existed for the shares of Global Mastermind.

Given that there was no deep and liquid market existed for the shares of Global Mastermind, the directors considered that the market value of the shares of Global Mastermind was not relevant to the measurement of the fair value of the Group’s interest in Global Mastermind. Instead, the directors determined the fair value of the Group’s interest in Global Mastermind based on its consolidated statement of financial position as at 31 December 2020 as a majority of Global Mastermind’s assets and liabilities was measured at fair values in complying with HKFRSs for financial reporting purposes. As such, the directors considered the net assets value of Global Mastermind as at 31 December 2020 was closely approximate to its fair value as at 31 December 2020.

At 31 December 2020, the Group held 1,269,250,000 shares in Global Mastermind with a fair value of HK\$64,732,000 determined based on quoted share price, have been pledged to secure the secured other borrowing — securities margin financing facility granted to the Group.

25. 於聯營公司之權益(續)

附註：(續)

(ii) (續)

就緊接年報前12個月各月於由聯交所經營之GEM(「GEM」)交易的環球大通股份之數量而言，董事認為於GEM發生有關環球大通股份交易之頻率及數量並不足以按持續基準提供定價資料，且就環球大通股份而言，並無具深度之市場流通量存在。

鑑於環球大通之股份並無具深度之市場流通量存在，董事認為環球大通股份之市場價值與本集團於環球大通中權益之公平值之計量並不相關。取而代之，董事已根據二零二零年十二月三十一日之經審核綜合財務狀況表釐定本集團於環球大通之權益之公平值，此乃由於環球大通之資產及負債乃遵守香港財務報告準則按公平值計量，作財務報告用途。因此，董事認為環球大通於二零二零年十二月三十一日之資產淨值與其於二零二零年十二月三十一日之公平值相若。

於二零二零年十二月三十一日，本集團持有環球大通1,269,250,000股股份，其根據所報股價釐定之公平值為64,732,000港元，已抵押為授予本集團之有抵押其他借款 — 證券保證金財務融資之抵押品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(ii) (Continued)

On 7 May 2021, Global Mastermind received the conversion notices from the bondholder for the exercise of its conversion rights to convert the entire outstanding principal amount of the convertible bonds of HK\$60,000,000 into 84,507,042 shares in Global Mastermind at the adjusted conversion price of HK\$0.71. Global Mastermind allotted and issued the 84,507,042 new shares on 12 May 2021. After the allotment and issue of the 84,507,042 new shares, the Group's shareholdings in Global Mastermind decreased from 29.77% to 24.85%. The Group recognised a loss on deemed disposal of HK\$3,323,000 in the "Share of result of associates" line item in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021.

In May 2021, the Group disposed of an aggregate of 62,195,000 shares in Global Mastermind for a consideration of HK\$123,839,000 (net of transaction costs) through a series of trade executed on the Exchange. The Group's shareholdings in Global Mastermind decreased from 24.85% to 12.67%. The Group determined that Global Mastermind ceased to be an associate of the Group on 24 May 2021 and the Group recognised a gain on disposal of associate of HK\$146,321,000 in the "Other gains and losses" line item in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021.

25. 於聯營公司之權益(續)

附註：(續)

(ii) (續)

於二零二一年五月七日，環球大通接獲債券持有人的轉換通知，以行使其轉換權，按每股0.71港元之經調整轉換價將可換股債券之全部尚未償還本金額60,000,000港元轉換為84,507,042股環球大通股份。於二零二一年五月十二日，環球大通已配發及發行84,507,042股新股份。於配發及發行84,507,042股新股份後，本集團於環球大通之股權由29.77%減至24.85%。本集團於截至二零二一年十二月三十一日止年度之簡明綜合損益及其他全面收益表內「應佔聯營公司業績」項目中確認視作出售虧損3,323,000港元。

於二零二一年五月，本集團透過於聯交所進行一系列交易以出售合共62,195,000股環球大通股份，代價為123,839,000港元（扣除交易費用）。本集團於環球大通之股權由24.85%減至12.67%。本集團認為，環球大通於二零二一年五月二十四日不再為本集團之聯營公司，而本集團於截至二零二一年十二月三十一日止年度之綜合損益及其他全面收益表內「其他收益及虧損」項目確認出售聯營公司收益146,321,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(ii) (Continued)

The remaining 64,730,000 shares in Global Mastermind held by the Group were accounted for as financial assets at FVTPL in the consolidated financial statements of financial position. The gain on disposal of associate of HK\$146,321,000 is calculated as follows:

25. 於聯營公司之權益(續)

附註：(續)

(ii) (續)

本集團所持餘下 64,730,000 股環球大通股份計入簡綜合財務狀況表之按公平值計入損益表之金融資產。出售聯營公司之收益 146,321,000 港元之計算方式如下：

	For the year ended 31 December 2021 截至二零二一年 十二月三十一 止年度 HK\$'000 千港元
Proceeds of disposal of 12.18% interest in Global Mastermind	123,839
Add: fair value of the 12.67% interest retained reclassification of cumulative exchange reserve upon loss of significant influence over Global Mastermind	129,460
Less: carrying amount of the 24.85% interest on the date of losing significant influence over Global Mastermind	20
	(106,998)
Gain on disposal of associate recognised in profit or loss	146,321

The gain on disposal of associate recognised in profit or loss of HK\$146,321,000 in the year ended 31 December 2021 comprises a realised profit of HK\$71,405,000 (being the proceeds of HK\$123,839,000 less HK\$52,434,000 carrying amount of the interest disposed of) and an unrealised profit of HK\$74,916,000 (being the fair value less the carrying amount of the 12.67% interest retained).

截至二零二一年十二月三十一日止年度，在損益表確認的出售聯營公司之收益為 146,321,000 港元，包括已變現溢利 71,405,000 港元（即所得款項 123,839,000 港元減所出售權益的賬面值 52,434,000 港元）及未變現溢利 74,916,000 港元（即公平值減所保留 12.67% 權益之賬面值）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

- (iii) On 31 August 2017, the Group subscribed for 49 ordinary shares which represent 49% equity interests in Elite Prosperous at a consideration of US\$49. Elite Prosperous is an investment holding company.

On 5 September 2017, the Group and the other shareholder of Elite Prosperous, an independent third party, as lenders entered into the shareholders' loan agreement with Elite Prosperous as borrower. Pursuant to the shareholders' loan agreement, the Group has agreed to provide a shareholder's loan in the amount of US\$4,900,000, equivalent to HK\$38,421,000, to Elite Prosperous, being the Group's pro rata share of the shareholders' loan in the principal amount of US\$10,000,000, equivalent to HK\$78,410,000, in aggregate to be provided by all of the shareholders of Elite Prosperous. The shareholders' loan of US\$10,000,000 is solely for the purpose of financing Elite Prosperous' operating and investment needs. The shareholders' loan of US\$10,000,000 is unsecured, non-interest bearing, and repayable on demand. On the same date, the Group made the shareholder's loan of US\$4,900,000 to Elite Prosperous. The Group classified the shareholder's loan of US\$4,900,000 to Elite Prosperous as "interests in associates". The maximum amount of the shareholder's loan outstanding to the Group during the year ended 31 December 2021 was HK\$38,437,000 (2020: HK\$38,437,000).

25. 於聯營公司之權益(續)

附註：(續)

- (iii) 於二零一七年八月三十一日，本集團以代價49美元收購Elite Prosperous之49股普通股，相當於其49%股權。Elite Prosperous為一間投資控股公司。

於二零一七年九月五日，本集團及Elite Prosperous另一名股東(一名獨立第三方)(作為放債人)與Elite Prosperous(作為借款人)訂立股東貸款協議。根據股東貸款協議，本集團已同意向Elite Prosperous提供金額為4,900,000美元(相等於38,421,000港元)之股東貸款，即其於Elite Prosperous全體股東將提供之股東貸款本金總額為10,000,000美元(相等於78,410,000港元)之按比例應佔部分。此筆10,000,000美元之股東貸款僅可用於滿足Elite Prosperous之運營及投資需要。此筆10,000,000美元之股東貸款為無抵押、免息及須按要求償還。同日，本集團向Elite Prosperous提供4,900,000美元之股東貸款。本集團將向Elite Prosperous提供之股東貸款4,900,000美元劃分為「於聯營公司之權益」。於截至二零二一年十二月三十一日止年度內，未償付本集團的股東貸款之最大款項為38,437,000港元(二零二零年：38,437,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

All of the associates are accounted for using the equity method in the consolidated financial statements.

Summarised financial information of material associates

Summarised financial information in respect of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associates' financial statements prepared in accordance with HKFRSs.

China Healthwise

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產	112,236	145,692
Current assets	流動資產	201,859	288,586
Current liabilities	流動負債	(119,643)	(50,347)
Non-current liabilities	非流動負債	(1,388)	(87,640)

25. 於聯營公司之權益(續)

所有聯營公司計入綜合財務報表時均使用權益法。

重要聯營公司之財務資料概要

有關本集團重要聯營公司之財務資料概要載列於下文。以下財務資料概要代表根據香港財務報告準則編製之聯營公司財務報表所示金額。

中國智能健康

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of material associates (Continued)

China Healthwise (Continued)

		For the year ended 31 December 2021 截至 二零二一年 十二月 三十一日 止年度 HK\$'000 千港元	For the year ended 31 December 2020 截至 二零二零年 十二月 三十一日 止年度 HK\$'000 千港元
Revenue for the year	本年度收益	170,079	137,853
Loss for the year	本年度虧損	(103,046)	(25,222)
Other comprehensive expense for the year	本年度其他全面開支	(181)	(168)
Total comprehensive expense for the year	本年度全面開支總額	(103,227)	(25,390)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

25. 於聯營公司之權益(續)

重要聯營公司之財務資料概要(續)

中國智能健康(續)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net assets of China Healthwise	中國智能健康之資產淨值	193,064	296,291
Proportion of the Group's ownership interest in China Healthwise	本集團於中國智能健康擁有之權益比例	21.19%	20.27%
The Group's share of net assets of China Healthwise	本集團應佔中國智能健康之資產淨值	40,910	60,059
Carrying amount of the Group's interest in China Healthwise	本集團於中國智能健康之權益之賬面值	40,910	60,059

上述財務資料概要與綜合財務報告內所確認於該聯營公司之權益賬面值之對賬：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of material associates (Continued)

Global Mastermind

		2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產	318,076
Current assets	流動資產	282,897
Current liabilities	流動負債	(250,542)
Non-current liabilities	非流動負債	(811)

25. 於聯營公司之權益(續)

重要聯營公司之財務資料概要(續)

環球大通

		For the period from 1 January 2021 to 24 May 2021 於二零二一年 一月一日至 二零二一年 五月二十四日 期間 HK\$'000 千港元	For the year ended 31 December 2020 截至 二零二零年 十二月 三十一日 止年度 HK\$'000 千港元
Revenue for the period/year	本期間/年度收益	26,398	37,150
Profit/(loss) for the period/year	本期間/年度溢利/(虧損)	20,965	(267,084)
Other comprehensive expense for the period/year	本期間/年度其他全面開支	(1)	(190)
Total comprehensive income/(expense) for the period/year	本期間/年度全面收益/(開支)總額	20,964	(267,274)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

25. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of material associates (Continued)

Global Mastermind (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		2020 二零二零年 HK\$'000 千港元
Net assets of Global Mastermind	環球大通之資產淨值	349,620
Proportion of the Group's ownership interest in Global Mastermind	本集團於環球大通擁有之權益比例	29.77%
The Group's share of net assets of Global Mastermind	本集團應佔環球大通之資產淨值	104,083
Carrying amount of the Group's interest in Global Mastermind	本集團於環球大通之權益之賬面值	104,083

Aggregate information of associates that are not individually material

25. 於聯營公司之權益(續)

重要聯營公司之財務資料概要(續)

環球大通(續)

上述財務資料概要與綜合財務報告內所確認於該聯營公司之權益賬面值之對賬：

		2020 二零二零年 HK\$'000 千港元
環球大通之資產淨值		349,620
本集團於環球大通擁有之權益比例		29.77%
本集團應佔環球大通之資產淨值		104,083
本集團於環球大通之權益之賬面值		104,083

並非個別重大之聯營公司綜合資料

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
The Group's share of loss and total comprehensive expense for the year	本集團應佔本年度虧損及全面開支總額	(1,020)	(18,196)
Aggregate carrying amounts of the Group's interests in these associates	本集團於此等聯營公司之權益之賬面總值	12,179	13,199

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

26. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

26. 按公平值計入其他全面收益之權益工具

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unlisted equity securities	非上市股本證券	25,920	—

The above unlisted equity securities represent the Group's equity interests in two private entities incorporated in the British Virgin Islands and Hong Kong, which are engaging in trading and supply of tea and food-related products. The directors of the Company have elected to designate this investment in unlisted equity securities as at FVTOCI as the Group's strategy of holding these investments is for long-term purposes and realising their performance potential in the long run.

The fair value measurement of the unlisted equity securities at 31 December 2021 was classified under Level 3 of the fair value hierarchy and was based on the valuation performed by Access Partner Consultancy and Appraisals Limited ("Access Partner"), an independent firm of professional valuers, using income approach.

Details of fair value measurement of unlisted equity securities at 31 December 2021 are set out in note 54.

上述非上市股本證券指本集團於英屬處女群島及香港註冊成立的兩個私營實體的股權，該等實體主要從事茶及食品相關產品之貿易及供應。由於本集團為長期目的持有該等投資並長期實現其業績潛力的策略，因此本公司董事已選擇將此項非上市股本證券投資指定為按公平值計入其他全面收益。

於二零二一年十二月三十一日之非上市股本證券之公平值計量被分類為第3級公平值等級，乃基於一間獨立專業估值師亞克碩顧問及評估有限公司（「亞克碩」）使用收入法進行的估值計量。

有關於二零二一年十二月三十一日之非上市股本證券之公平值計量的詳情載於附註54。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

27. LOAN RECEIVABLES

27. 應收貸款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loans to customers	向客戶提供之貸款	1,035,432	964,910
Accrued interest receivables	應收應計利息	49,003	11,689
		1,084,435	976,599
Less: accumulated allowance for ECL	減：累計預期信貸虧損撥備	(454,680)	(203,678)
		629,755	772,921

All loans are denominated in Hong Kong dollar. The loan receivables carry effective interest ranging from 8% to 15% per annum (2020: 8% to 15% per annum). Loans contain a repayable on demand clause and are classified under current assets. A maturity profile of the loan receivables (net of accumulated allowance for ECL) at 31 December 2021 and 2020, based on the maturity date is as follows:

所有貸款均以港元計值。應收貸款之實際年利率介乎8%至15%（二零二零年：年利率8%至15%）。貸款含有按要求償還條款，並分類為流動資產。於二零二一年及二零二零年十二月三十一日，按到期日劃分之應收貸款（扣除累計預期信貸虧損撥備）到期情況如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	500,787	611,491
More than one year but not exceeding two years	一年以上但不超過兩年	128,968	161,430
		629,755	772,921

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

27. LOAN RECEIVABLES (Continued)

During the year ended 31 December 2021, an allowance for ECL on loan receivables of HK\$251,002,000 was recognised (2020: HK\$197,432,000).

During the year ended 31 December 2021, no loan receivables was written-off (2020: HK\$15,775,000).

At 31 December 2021, six loans in the aggregate principal amounts of HK\$615,000,000 are secured by corporate guarantees. At 31 December 2020, three loans in the aggregate principal amounts of HK\$260,000,000 are secured by corporate guarantees.

Included in the carrying amount of loan receivables at 31 December 2021 is an accumulated allowance for ECL of HK\$454,680,000 (2020: HK\$203,678,000).

Details of ECL assessment of loan receivables for the years ended 31 December 2021 and 2020 are set out in note 54.

27. 應收貸款 (續)

於截至二零二一年十二月三十一日止年度內，已確認應收貸款之預期信貸虧損撥備為251,002,000港元(二零二零年：197,432,000港元)。

於截至二零二一年十二月三十一日止年度內，並無撇銷應收貸款(二零二零年：15,775,000港元)。

於二零二一年十二月三十一日，六筆本金總額為615,000,000港元之貸款以公司擔保作抵押。於二零二零年十二月三十一日，三筆本金總額為260,000,000港元之貸款以公司擔保作抵押。

應收貸款於二零二一年十二月三十一日之賬面值包括累計預期信貸虧損撥備454,680,000港元(二零二零年：203,678,000港元)。

截至二零二一年及二零二零年十二月三十一日止年度，應收貸款之預期信貸虧損評估詳情載於附註54。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

27. LOAN RECEIVABLES (Continued)

Movements in the accumulated allowance for ECL during the year are as follows:

27. 應收貸款 (續)

年內之累計預期信貸虧損撥備變動如下：

		12 months ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		12個月 預期信貸虧損 HK\$'000 千港元	並無信貸 減值之全期 預期信貸虧損 HK\$'000 千港元	信貸減值之 全期預期 信貸虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2020	於二零二零年 一月一日	22,021	—	—	22,021
Transfer to lifetime ECL not credit-impaired	轉撥至並無信貸減值 之全期預期信貸虧 損	(2,881)	2,881	—	—
Transfer to lifetime ECL credit-impaired	轉撥至信貸減值之 全期預期信貸虧損	(1,162)	—	1,162	—
Allowance for ECL recognised	已確認預期信貸 虧損撥備	11,402	62,303	123,727	197,432
Written-off of loan receivables	撇銷應收貸款	—	—	(15,775)	(15,775)
At 31 December 2020 and 1 January 2021	於二零二零年 十二月三十一日及 二零二一年 一月一日	29,380	65,184	109,114	203,678
Transfer to lifetime ECL credit-impaired	轉撥至信貸減值之 全期預期信貸虧損	(9,753)	(65,184)	74,937	—
Allowance for ECL (reversed)/recognised	(撥回)/確認預期 信貸虧損撥備	(11,389)	—	262,391	251,002
At 31 December 2021	於二零二一年 十二月三十一日	8,238	—	446,442	454,680

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

28. INVENTORIES

28. 存貨

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Raw materials	原材料	10,247	10,430
Work-in-progress	在製品	791	431
Finished goods	製成品	25,368	22,132
		36,406	32,993

Inventories are expected to be recovered within one year.

存貨預期將於一年內收回。

29. TRADE RECEIVABLES

29. 貿易應收款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables	貿易應收款項	35,136	30,014
Less: accumulated allowance for ECL	減：累計預期信貸虧損撥備	(276)	(460)
		34,860	29,554

The following is an aging analysis of trade receivables (net of accumulated allowance for ECL) at the end of the reporting period presented based on the invoice dates:

按發票日期呈列於報告期末之貿易應收款項(扣除累計預期信貸虧損撥備)之賬齡分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0-30 days	0 至 30 日	7,547	6,974
31-60 days	31 至 60 日	7,275	6,590
61-90 days	61 至 90 日	3,734	5,924
91-120 days	91 至 120 日	5,265	5,627
121-180 days	121 至 180 日	5,277	3,490
Over 180 days	180 日以上	5,762	949
		34,860	29,554

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

29. TRADE RECEIVABLES (Continued)

The Group allows credit period ranging from 0 to 270 days to its customers. The directors assess the credit status and impose credit limits for customers in accordance with the Group's credit policy. The credit limits are closely monitored and subject to periodic reviews.

During the year ended 31 December 2021, an allowance for ECL on trade receivables of HK\$184,000 was reversed (2020: HK\$315,000 was recognised).

Included in the carrying amount of trade receivables at 31 December 2021 is an accumulated allowance for ECL of HK\$276,000 (2020: HK\$460,000).

Details of ECL assessment of trade receivables for the years ended 31 December 2021 and 2020 are set out in note 54.

Movements in the accumulated allowance for ECL during the year are as follows:

29. 貿易應收款項(續)

本集團允許向其客戶提供之信貸期介乎0至270日。董事根據本集團之信貸政策評估客戶之信貸狀況並制訂信貸限額。信貸限額獲緊密監察並作定期檢討。

於截至二零二一年十二月三十一日止年度內，貿易應收款項之預期信貸虧損撥備撥回184,000港元(二零二零年：已確認315,000港元)。

貿易應收款項於二零二一年十二月三十一日之賬面值包括累計預期信貸虧損撥備276,000港元(二零二零年：460,000港元)。

截至二零二一年及二零二零年十二月三十一日止年度，應收貸款之預期信貸虧損評估詳情載於附註54。

年內之累計預期信貸虧損撥備變動如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 1 January	於一月一日	460	145
Allowance for ECL (reversed)/ recognised during the year	年內(撥回)/確認之預期 信貸虧損撥備	(184)	315
At 31 December	於十二月三十一日	276	460

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

30. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

30. 按金、預付款項及其他應收款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Deposits	按金	884	10,894
Prepayments	預付款項	61,365	41,556
Other receivables	其他應收款項	137,096	95,540
		199,345	147,990
Less: accumulated allowance for ECL on other receivables	減：其他應收款項之累計預期信貸虧損撥備	(26,527)	(26,189)
		172,818	121,801
Less: prepayments and other receivables classified as non-current assets	減：分類為非流動資產之預付款項及其他應收款項	(28,590)	(25,441)
		144,228	96,360

At 31 December 2021, included in the other receivables were the loan to a third party of RMB20,000,000 (equivalent to HK\$24,462,000) (2020: RMB20,000,000 (equivalent to HK\$23,763,000)), for a term of three years commencing on 22 May 2020 and the related interest receivable of RMB342,000 (equivalent to HK\$419,000) (2020: RMB104,000 (equivalent to HK\$123,000)).

The loan to a third party was interest bearing at 4.75% per annum, unsecured, and maturing on 21 May 2023.

於二零二一年十二月三十一日，其他應收款項包括向一名第三方提供人民幣20,000,000元（相等於24,462,000港元）（二零二零年：人民幣20,000,000元（相等於23,763,000港元））之貸款（自二零二零年五月二十二日起計為期三年）及相關應收利息人民幣342,000元（相等於419,000港元（二零二零年：人民幣104,000元（相等於123,000港元）））。

向一名第三方提供之貸款按年利率4.75%計息、無抵押，並於二零二三年五月二十一日到期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

31. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Listed equity securities in Hong Kong were measured at fair value at the end of the reporting period. The fair value of the listed equity securities in Hong Kong were determined with reference to quoted market closing price.

One of the listed equity securities with a fair value of HK\$4,623,000 at 31 December 2020 had been suspended from trading on the Exchange since 27 November 2017. The fair value measurement of the suspended listed equity securities at 31 December 2020 was classified under Level 3 of the fair value hierarchy and was based on the valuation performed by Graval Consulting Limited (“Graval”) an independent firm of professional valuers, using market approach. On 1 March 2021, the trading of the suspended listed equity securities was permitted to recommence on the Exchange and hence the fair value was determined with reference to quoted market closing price at 31 December 2021.

Details of fair value measurement of the suspended listed equity securities at 31 December 2020 are set out in note 54.

During the year ended 31 December 2021, a loss arising on change in fair value of financial assets at FVTPL of HK\$117,541,000 (2020: a gain of HK\$140,509,000) was recognised in the “Other gains and losses” line item in the consolidated statement of profit or loss and other comprehensive income.

31. 按公平值計入損益表之金融資產 (續)

於報告期末，香港上市股本證券以公平值計量。香港上市股本證券之公平值參考市場所報收市價確定。

其中一隻於二零二零年十二月三十一日公平值為4,623,000港元之上市股本證券自二零一七年十一月二十七日起於聯交所暫停買賣。於二零二零年十二月三十一日之已暫停上市股本證券之公平值計量被分類為第3級公平值等級，乃基於一間獨立專業估值師行博浩企業顧問有限公司(「博浩」)使用市場法進行的估值計量。於二零二一年三月一日，上市股本證券已獲准在聯交所重新開始買賣，因此公平值乃參考二零二一年十二月三十一日的市場報價收市價釐定。

有關於二零二零年十二月三十一日之已暫停上市股本證券的公平值計量的詳情載於附註54。

於截至二零二一年十二月三十一日止年度內，按公平值計入損益表之金融資產公平值變動產生之虧損117,541,000港元(二零二零年：收益140,509,000港元)於綜合損益及其他全面收益表內「其他收益及虧損」項目確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

32. DERIVATIVE FINANCIAL INSTRUMENTS

32. 衍生金融工具

		Assets 資產 2021 二零二一年 HK\$'000 千港元	Liabilities 負債 2021 二零二一年 HK\$'000 千港元
Equities options	股票購股權	3,684	1,789

The maturity date and notional amount of the contract as at 31 December 2021 are as follows:

於二零二一年十二月三十一日的合約到期日及名義金額如下：

		Notional amounts 名義金額 2021 二零二一年 HK\$'000 千港元
Within one year	一年內	39,787

The equities options are stated at fair value at the end of the reporting period. The fair value measurement of the equity option at 31 December 2021 was classified under Level 3 of the fair value hierarchy and was based on the valuation performed by Grant Sherman Appraisal Limited (“**Grant Sherman**”), an independent firm of professional valuers, using binomial option pricing model.

股票購股權在報告期末按公平值列報。股票購股權於二零二一年十二月三十一日的公平值計量被分類為第3級公平值等級，乃基於一間獨立專業估值師中證評估有限公司（「中證」）使用二項式期權定價模式法進行的估值計量。

Details of fair value measurement of equity option at 31 December 2021 are set out in note 54.

有關於二零二一年十二月三十一日之股票購股權的公平值計量的詳情載於附註54。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

33. CASH AND CASH EQUIVALENTS

33. 現金及現金等價物

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cash at bank and on hand	銀行及手頭現金	43,571	54,125

At the end of the reporting period, the cash and cash equivalents of the Group denominated in Renminbi (“RMB”) and United States dollar (“USD”) amounted to HK\$11,080,000 (2020: HK\$16,838,000) and HK\$807,000 (2020: HK\$872,000) respectively.

The RMB is not freely convertible into other currencies, however, under the PRC’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Bank balances earn interests at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

For the years ended 31 December 2021 and 2020, the Group performed ECL assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for ECL is provided. Details of ECL assessment of bank balances for the years ended 31 December 2021 and 2020 are set out in note 54.

於報告期末，本集團以人民幣（「人民幣」）及美元（「美元」）計值之現金及現金等價物分別為11,080,000港元（二零二零年：16,838,000港元）及807,000港元（二零二零年：872,000港元）。

人民幣不可自由兌換為其他貨幣。然而，根據中國的外匯管理條例及結匯及售匯及付匯管理規定，本集團獲准通過獲授權開展外匯業務之銀行將人民幣兌換為其他貨幣。

銀行結餘按根據銀行日存款利率計算之浮動利率計息。銀行結餘存放於信譽良好且近期並無違約記錄之銀行。

截至二零二一年及二零二零年十二月三十一日止年度，本集團對銀行結餘進行預期信貸虧損評估，並認為對手方銀行違約的可能性並不重大，因此並無作出預期信貸虧損撥備。截至二零二一年及二零二零年十二月三十一日止年度，銀行結餘之預期信貸虧損評估詳情載於附註54。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

34. SHARE CAPITAL

34. 股本

		Number of shares 股份數目		Share capital 股本	
		2021 二零二一年 '000 千股	2020 二零二零年 '000 千股	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之 普通股				
Authorised:	法定：				
At 1 January and 31 December	於一月一日及 十二月三十一日	10,000,000	10,000,000	100,000	100,000
Issued and fully paid:	已發行及繳足：				
At 1 January and 31 December	於一月一日及 十二月三十一日	3,819,606	3,819,606	38,196	38,196

35. TRADE PAYABLES

35. 貿易應付款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade payables	貿易應付款項	15,512	7,961

The following is an aging analysis of trade payables at the end of the reporting period presented based on the invoice dates:

按發票日期呈列於報告期末之貿易應付款項之賬齡分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0-30 days	0 至 30 日	9,859	4,159
31-60 days	31 至 60 日	837	970
61-90 days	61 至 90 日	146	1,039
91-120 days	91 至 120 日	164	815
Over 120 days	120 日以上	4,506	978
		15,512	7,961

The average credit period on purchase of goods and services is 120 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

購買貨品及服務之平均信貸期為120日。本集團已實施財務風險管理政策，以確保所有應付款項於信貸時間範圍內清償。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. DEPOSITS RECEIVED, ACCRUALS AND OTHER PAYABLES

36. 已收按金、應計費用及其他應付款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Deposits received	已收按金	437	1,437
Accruals	應計費用	26,097	24,335
Other payables	其他應付款項	134,131	138,347
		160,665	164,119
Less: deposits received and other payables classified as non-current liabilities	減：分類為非流動負債之已收按金及其他應付款項	(51,221)	(62,583)
		109,444	101,536

37. RECEIPTS IN ADVANCE

37. 預收款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Rental in respect of the properties erected on the Subject Land	主體地塊上已建物業之租金	98,280	16,454
Rental in respect of the Club	會所之租金	50,086	—
Others	其他	15,441	19,026
		163,807	35,480

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

38. BANK BORROWINGS

38. 銀行借款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Secured bank borrowings	已抵押銀行借款	157,354	162,465
Carrying amounts that contain a repayable on demand clause (shown under current liabilities) but repayable:	含有按要求償還條款但須償還之賬面值(計入流動負債):		
Within one year	一年內	55,536	54,333
More than one year, but not exceeding two years	一年以上但不超過兩年	6,298	6,025
More than two years, but not exceeding five years	兩年以上但不超過五年	19,308	18,541
Over five years	五年以上	76,212	83,566
		157,354	162,465
Less: amounts shown under current liabilities	減: 計入流動負債之款項	(157,354)	(162,465)
Amounts shown under non-current liabilities	計入非流動負債之款項	—	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

38. BANK BORROWINGS (Continued)

At 31 December 2021, the Group had the following bank borrowings:

- (a) a secured mortgage loan of HK\$108,048,000 (2020: HK\$114,080,000), which is interest bearing at 1% per annum over one-month Hong Kong Interbank Offered Rate (“HIBOR”) or 3% per annum below prime rate quoted by the bank from time to time, whichever is lower, secured by a first legal charge over the Group’s buildings and investment properties located in Hong Kong with an aggregate carrying amount of HK\$340,247,000 (2020: HK\$350,758,000), guaranteed by the Company and two wholly-owned subsidiaries of the Company, namely K E Group Limited and Om Gem Limited, and maturing on 18 March 2038;
- (b) two secured revolving term loans of HK\$5,000,000 and HK\$20,000,000 (2020: HK\$5,000,000 and HK\$20,000,000), which are interest bearing at HIBOR plus 2% per annum, secured by the first legal charge over the Group’s buildings and investment properties located in Hong Kong with an aggregate carrying amount of HK\$340,247,000 (2020: HK\$350,758,000), guaranteed by the Company and Om Gem Limited, and maturing on 9 March 2022 and 27 April 2022 respectively; and
- (c) the secured account payable financing facilities of HK\$24,306,000 (2020: HK\$23,385,000), which are interest bearing at 2% per annum over HIBOR, secured by the first legal charge over the Group’s buildings and investment properties located in Hong Kong with an aggregate carrying amount of HK\$340,247,000 (2020: HK\$350,758,000), guaranteed by the Company and Om Gem Limited, and maturing within five months commencing from January 2022 (2020: five months commencing from January 2021).

As the secured mortgage loan contains a repayable on demand clause, the entire outstanding balance of the secured mortgage loan was classified under current liabilities.

All bank borrowings are denominated in Hong Kong dollar.

38. 銀行借款 (續)

於二零二一年十二月三十一日，本集團有以下銀行借款：

- (a) 一筆為108,048,000港元(二零二零年：114,080,000港元)之有抵押按揭貸款，乃按一個月期香港銀行同業拆息(「香港銀行同業拆息」)加年利率1%或銀行不時所報之最優惠利率減年利率3%(以較低者為準)計息，以本集團賬面總值為340,247,000港元(二零二零年：350,758,000港元)之位於香港之樓宇及投資物業之第一法定押記作抵押，由本公司及本公司兩間全資附屬公司(即鑽滙集團有限公司及Om Gem Limited)提供擔保，並於二零三八年三月十八日到期；
- (b) 兩筆分別為5,000,000港元及20,000,000港元(二零二零年：5,000,000港元及20,000,000港元)之有抵押循環定期貸款，乃按香港銀行同業拆息加年利率2%計息，以本集團賬面總值為340,247,000港元(二零二零年：350,758,000港元)之位於香港之樓宇及投資物業之第一法定押記作抵押，由本公司及Om Gem Limited提供擔保，並分別於二零二二年三月九日及二零二二年四月二十七日到期；及
- (c) 一筆為24,306,000港元(二零二零年：23,385,000港元)之有抵押應付款項財務融資，乃按香港銀行同業拆息加年利率2%計息，以本集團賬面總值為340,247,000港元(二零二零年：350,758,000港元)之位於香港之樓宇及投資物業之第一法定押記作抵押，由本公司及Om Gem Limited提供擔保，並於二零二二年一月起計五個月內(二零二零年：於二零二一年一月起計五個月)到期。

由於有抵押按揭貸款包含須按要求償還條文，因此有抵押按揭貸款全部未付金額被列作流動負債。

所有銀行借款均以港元計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OTHER BORROWINGS

39. 其他借款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Secured other borrowings – securities margin financing facilities	有抵押其他借款 – 證券保證金財務融資	68,420	54,315
Unsecured other borrowings	無抵押其他借款	200,000	200,000
		268,420	254,315

At 31 December 2021, the securities margin financing facility of HK\$54,825,000 (2020: HK\$40,250,000) granted by a securities brokerage firm, which is interest bearing at prime rate plus 3% per annum and secured by (i) the Group's listed equity securities in Hong Kong held in the margin securities trading account with a fair value of HK\$123,102,000 (2020: HK\$158,115,000), of which HK\$78,038,000 (2020: HK\$98,788,000) is related to the Group's financial assets at FVTPL and HK\$45,064,000 (2020: HK\$59,327,000) is related to part of the Group's listed investments in associates, and (ii) a personal guarantee given by Mr. Lei Hong Wai, the Chairman of the board of directors and an executive director.

At 31 December 2021, the securities margin financing facility of HK\$13,595,000 (2020: HK\$14,065,000) granted by a securities brokerage firm, which is interest bearing at a fixed rate of 6% per annum and secured by (i) the Group's listed equity securities in Hong Kong held in the margin securities trading account with a fair value of HK\$38,924,000, which is related to the Group's financial assets at FVTPL (2020: HK\$73,113,000) of which HK\$32,313,000 is related to the Group's financial assets at FVTPL and HK\$40,800,000 is related to part of the Group's listed investments in associates), and (ii) a personal guarantee given by Mr. Lei Hong Wai.

於二零二一年十二月三十一日，由一間證券經紀公司授出一筆證券保證金財務融資54,825,000港元(二零二零年：40,250,000港元)，按最優惠利率加年利率3%計息，並以(i)本集團於保證金證券買賣賬戶所持有公平值為123,102,000港元(二零二零年：158,115,000港元)之香港上市股本證券(其中78,038,000港元(二零二零年：98,788,000港元)與本集團按公平值計入損益表之金融資產相關，而45,064,000港元(二零二零年：59,327,000港元)與本集團於聯營公司之部份上市投資相關)；及(ii)董事會主席兼執行董事李雄偉先生之個人擔保作抵押。

於二零二一年十二月三十一日，由一間證券經紀公司授出一筆證券保證金財務融資13,595,000港元(二零二零年：14,065,000港元)，以固定年利率6%計息，並以(i)本集團於保證金證券買賣賬戶所持有公平值為38,924,000港元之香港上市股本證券，與本集團按公平值計入損益表之金融資產相關(二零二零年：73,113,000港元，其中32,313,000港元與本集團按公平值計入損益表之金融資產相關，而40,800,000港元與本集團於聯營公司之部份上市投資相關)；及(ii)李雄偉先生之個人擔保作抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. OTHER BORROWINGS (Continued)

On 9 June 2021, the Company entered into a supplemental agreement with the finance company to extend the repayment date of the unsecured other borrowing from 28 May 2021 to 27 May 2022. Save and except for the extension of the repayment date, all terms and conditions of the loan agreement remain unchanged and continue in full force and effect.

At 31 December 2021, the unsecured other borrowing of HK\$200,000,000 is interest bearing at 8% per annum, secured by (i) the post-dated cheques drawn in favour of a finance company for payment of the principal and the interests stipulated under the loan agreement, and (ii) a personal guarantee given by Mr. Lei Hong Wai, and maturing on 27 May 2022. The unsecured other borrowing contains a repayable on demand clause and is denominated in Hong Kong dollar.

On 11 June 2020, the Company entered into a supplemental agreement with the finance company to extend the repayment date of the unsecured other borrowing from 29 May 2020 to 28 May 2021. Save and except for the extension of the repayment date, all terms and conditions of the loan agreement remain unchanged and continue in full force and effect.

At 31 December 2020, the unsecured other borrowing of HK\$200,000,000 is interest bearing at 8% per annum, secured by (i) the post-dated cheques drawn in favour of a finance company for payment of the principal and the interests stipulated under the loan agreement, and (ii) a personal guarantee given by Mr. Lei Hong Wai, and maturing on 28 May 2021. The unsecured other borrowing contains a repayable on demand clause and is denominated in Hong Kong dollar.

39. 其他借款 (續)

於二零二一年六月九日，本公司與財務公司訂立一份補充協議，將無抵押其他借款之還款日期由二零二一年五月二十八日延長至二零二二年五月二十七日。除延長還款日期外，貸款協議之所有條款及條件維持不變，並繼續具有十足效力及作用。

於二零二一年十二月三十一日，無抵押其他借款200,000,000港元以年利率8%計息，以(i)支付貸款協議項下本金及利息而以一間財務公司為抬頭人之期票，及(ii)由李雄偉先生之個人擔保作抵押，並於二零二二年五月二十七日到期。無抵押其他借款含有按要求償還條款並以港元計值。

於二零二零年六月十一日，本公司與財務公司訂立一份補充協議，將無抵押其他借款之還款日期由二零二零年五月二十九日延長至二零二一年五月二十八日。除延長還款日期外，貸款協議之所有條款及條件維持不變，並繼續具有十足效力及作用。

於二零二零年十二月三十一日，無抵押其他借款200,000,000港元以年利率8%計息，以(i)支付貸款協議項下本金及利息而以一間財務公司為抬頭人之期票，及(ii)由李雄偉先生之個人擔保作抵押，並於二零二一年五月二十八日到期。無抵押其他借款含有按要求償還條款並以港元計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. LEASE LIABILITIES

40. 租賃負債

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：				
Within one year	一年內	21,401	15,917	6,854	3,042
More than one year, but not exceeding two years	一年以上但不超過 兩年	22,136	15,932	7,465	3,450
More than two years, but not exceeding five years	兩年以上但不超過 五年	59,308	46,815	16,061	7,975
Over five years	五年以上	630,069	605,185	294,987	270,698
		732,914	683,849	325,367	285,165
Less: future finance charge	減：未來融資費用	(407,547)	(398,684)	—	—
Present value of lease liabilities	租賃負債現值	325,367	285,165	325,367	285,165
Less: lease liabilities classified as non-current liabilities	減：租賃負債分類為 非流動負債			(318,513)	(282,123)
Lease liabilities classified as current liabilities	租賃負債分類為 流動負債			6,854	3,042

The incremental borrowing rates applied to lease liabilities range from 2.22% to 4.90% (2020: from 4.75% to 5.13%).

應用於租賃負債之增量借款利率介乎 2.22% 至 4.90% (二零二零年：4.75% 至 5.13%)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. LEASE LIABILITIES (Continued)

The lease liabilities are denominated in currencies set out below:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Hong Kong dollar	港元	504	216
RMB	人民幣	324,863	284,949
		325,367	285,165

40. 租賃負債(續)

租賃負債以下列貨幣計值：

41. GUARANTEED SECURED NOTES

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Guaranteed secured notes	保證擔保票據	200,000	250,000
			HK\$'000
At 1 January 2020	於二零二零年一月一日		299,841
Imputed interest on guaranteed secured notes	保證擔保票據之估算利息		28,105
Interest paid and payable	已付及應付利息		(27,946)
Issue of guaranteed secured notes	發行保證擔保票據		270,000
Set off of guaranteed secured notes	抵銷保證擔保票據		(270,000)
Redemption	贖回		(50,000)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日		250,000
Imputed interest on guaranteed secured notes	保證擔保票據之估算利息		29,223
Interest paid and payable	已付及應付利息		(29,223)
Issue of guaranteed secured notes	發行保證擔保票據		200,000
Set off of guaranteed secured notes	抵銷保證擔保票據		(200,000)
Redemption	贖回		(50,000)
At 31 December 2021	於二零二一年十二月三十一日	200,000	

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. GUARANTEED SECURED NOTES

(Continued)

Secured Notes due 2020

On 25 August 2017, the Company issued the secured notes in the aggregate principal amount of HK\$300,000,000 (the “**Secured Notes due 2020**”). The Secured Notes due 2020 were interest bearing at 8% per annum and payable semi-annually in arrears, secured by a share charge over 100% of the issued share capital in China Jiu hao Health Industry Group Limited (now known as Eternity Investment (China) Limited), a wholly-owned subsidiary of the Company and the principal assets of which are the operating rights in respect of the Club and the Subject Land, and maturing on 25 August 2020.

The effective interest rate of the Secured Notes due 2020 was 8.09% per annum.

Under the Secured Notes due 2020, the Company covenanted with the noteholders that from the issue date and for so long as any Secured Notes due 2020 were outstanding, (i) the Group would not create any encumbrance upon the whole or any part of its present or future undertaking, assets or revenue of the Group to secure any present or future indebtedness incurred or to secure any guarantee or indemnity in respect of any guarantee or indemnity in respect of (subject to the exceptions as set out in the Secured Notes due 2020), and (ii) the Company would ensure the consolidated tangible net worth of the Group (as defined in the terms and conditions of the Secured Notes due 2020) would not be less than HK\$1,300,000,000.

Based on the condensed consolidated financial statements of the Company for the six months ended 30 June 2020, the consolidated tangible net worth (as defined in the terms and conditions of the Secured Notes due 2020) as at 30 June 2020 was less than HK\$1,300,000,000, which constituted a breach of the relevant terms and conditions of the Secured Notes due 2020 (the “**Breach**”). The Breach constituted an event of default under the Secured Notes due 2020 and entitled the noteholders to declare the outstanding principal amount of the Secured Notes due 2020, accrued interest and all other sums payable under the Secured Notes due 2020 immediately due and repayable. On 27 August 2020, the Company obtained a waiver from the noteholders in respect of the Breach.

41. 保證擔保票據 (續)

二零二零年到期之有抵押票據

於二零一七年八月二十五日，本公司發行本金總額為300,000,000港元之有抵押票據（「二零二零年到期之有抵押票據」）。二零二零年到期之有抵押票據以年利率8%計息，每半年到期時支付一次，以本公司全資附屬公司中國9號健康產業集團有限公司（現稱永恆策略投資（中國）有限公司）（其主要資產為有關會所及主體地塊之經營權）的100%已發行股本之股份押記作抵押，並於二零二零年八月二十五日到期。

二零二零年到期之有抵押票據之實際年利率為8.09%。

根據二零二零年到期之有抵押票據，本公司與票據持有人訂約，自發行日期及於任何二零二零年到期之有抵押票據仍未償還期間，(i)本集團將不會就其現時或將來的承擔、資產或收入的全部或任何部分置設產權負擔，以取得任何現時或將來債務或取得現時或將來債務之擔保或彌償保證（受二零二零年到期之有抵押票據所載豁免者除外）；及(ii)本公司將確保本集團的綜合有形淨值（定義見二零二零年到期之有抵押票據之條款及條件）將不少於1,300,000,000港元。

根據本公司截至二零二零年六月三十日止六個月之簡明綜合財務報表，於二零二零年六月三十日之綜合有形淨值（定義見二零二零年到期之有抵押票據之條款及條件）少於1,300,000,000港元，構成違反二零二零年到期之有抵押票據之相關條款及條件（「違反」）。違反構成二零二零年到期之有抵押票據項下之違約事件，賦予票據持有人權利宣佈二零二零年到期之有抵押票據之未償還本金金額、二零二零年到期之有抵押票據項下之應計利息及所有其他應付款項立即到期應付。於二零二零年八月二十七日，本公司就違反取得票據持有人發出之豁免。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. GUARANTEED SECURED NOTES

(Continued)

Secured Notes due 2020 (Continued)

On 24 August 2020, the Company made a partial redemption of HK\$30,000,000 of the outstanding principal amount of the Secured Notes due 2020.

On 29 September 2020, the Company issued the Guaranteed Secured Notes due 2021 (as defined below) in the aggregate principal amount of HK\$270,000,000 to the subscriber. The proceeds of the Guaranteed Secured Notes due 2021 (as defined below) was fully set off against the outstanding principal amount of the Secured Notes due 2020.

As at 31 December 2020, the outstanding principal amount of the Secured Notes due 2020 was nil (2019: HK\$270,000,000).

The Secured Notes due 2020 were denominated in Hong Kong dollar.

Guaranteed Secured Notes due 2021

On 25 September 2020, the Company as issuer, Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton as guarantors entered into a subscription and note instrument agreement with the subscriber, pursuant to which the Company issued and the subscriber subscribed for the guaranteed secured notes due 2021 in the aggregate principal amount of HK\$270,000,000 (the “**Guaranteed Secured Notes due 2021**”). Pursuant to the terms and conditions of the subscription and note instrument agreement, the proceeds of the Guaranteed Secured Notes due 2021 was fully set off against the outstanding principal amount of the Secured Notes due 2020. On 29 September 2020, the Company issued the Guaranteed Secured Notes due 2021 in the aggregate principal amount of HK\$270,000,000 to the subscriber.

The Guaranteed Secured Notes due 2021 were interest bearing at 13% per annum and payable semi-annually in arrears, secured by a share charge over 100% of the issued share capital in China Jiu hao Health Industry Group Limited (now known as Eternity Investment (China) Limited), guaranteed by Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton, and maturing on 25 September 2021.

41. 保證擔保票據 (續)

二零二零年到期之有抵押票據 (續)

於二零二零年八月二十四日，本公司就二零二零年到期之有抵押票據之未償還本金額進行30,000,000港元部份贖回。

於二零二零年九月二十九日，本公司向認購人發行二零二一年到期本金總額為270,000,000港元之保證擔保票據(定義見下文)。二零二一年到期之保證擔保票據(定義見下文)之所得款項已悉數抵銷二零二零年到期之有抵押票據之未償還本金額。

於二零二零年十二月三十一日，二零二零年到期之有抵押票據之未償還本金額為零港元(二零一九年：270,000,000港元)。

二零二零年到期之有抵押票據以港元計值。

二零二一年到期之保證擔保票據

於二零二零年九月二十五日，本公司(作為發行人)、李雄偉先生及張國偉先生(作為擔保人)與認購人訂立認購及票據工具協議，據此，本公司發行而認購人認購二零二一年到期本金總額為270,000,000港元之保證擔保票據(「二零二一年到期之保證擔保票據」)。根據認購及票據工具協議之條款及條件，二零二一年到期之保證擔保票據之所得款項已悉數抵銷二零二零年到期之有抵押票據之未償還本金額。於二零二零年九月二十九日，本公司已向認購人發行二零二一年到期之保證擔保票據，本金總額為270,000,000港元。

二零二一年到期之保證擔保票據按年利率13%計息，每半年支付前期利息，並以中國9號健康產業集團有限公司(現稱永恒策略投資(中國)有限公司)之100%已發行股本之股份質押作抵押，由李雄偉先生及張國偉先生提供擔保，並於二零二一年九月二十五日到期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. GUARANTEED SECURED NOTES

(Continued)

Guaranteed Secured Notes due 2021 (Continued)

The effective interest rate of the Guaranteed Secured Notes due 2021 was 13.44% per annum.

Under the Guaranteed Secured Notes due 2021, the Company covenanted with the noteholders that from the issue date and for so long as any Guaranteed Secured Notes due 2021 were outstanding, (i) the Group would not create any encumbrance upon the whole or any part of its present or future undertaking, assets or revenue of the Group to secure any present or future indebtedness incurred or to secure any guarantee or indemnity in respect of (subject to the exceptions as set out in the Guaranteed Secured Notes due 2021), and (ii) the Company would ensure the consolidated tangible net worth of the Group will not be less than HK\$1,000,000,000. The Company complied with the covenant throughout the period from 29 September 2020 to 25 September 2021.

On 21 December 2020, the Company made a partial redemption of HK\$20,000,000 of the outstanding principal amount of the Guaranteed Secured Notes due 2021.

On 25 May 2021 and 25 July 2021, the Company made the partial redemptions of HK\$25,000,000 and HK\$25,000,000 of the outstanding principal amount of the Guaranteed Secured Notes due 2021 respectively.

On 22 December 2021, the Company issued the Guaranteed Secured Notes due 2022 (as defined below) in the aggregate principal amount of HK\$200,000,000 to the subscriber. The proceeds of the Guaranteed Secured Notes due 2022 (as defined below) was fully set off against the outstanding principal amount of the Guaranteed Secured Notes due 2021.

As at 31 December 2021, the outstanding principal amount of the Guaranteed Secured Notes due 2021 was nil (2020: HK\$250,000,000).

The Guaranteed Secured Notes due 2021 were denominated in Hong Kong dollar.

41. 保證擔保票據 (續)

二零二一年到期之保證擔保票據 (續)

二零二一年到期之保證擔保票據之實際年利率為13.44%。

根據二零二一年到期之保證擔保票據，本公司與票據持有人訂約，自發行日期及於任何二零二一年到期之保證擔保票據仍未償還期間，(i)本集團將不會就其現時或將來的承擔、資產或收入的全部或任何部分置設產權負擔，以取得任何現時或將來債務或取得現時或將來債務之擔保或彌償保證(受二零二一年到期之保證擔保票據所載豁免者除外)；及(ii)本公司將確保本集團的綜合有形淨值將不少於1,000,000,000港元。本公司於二零二零年九月二十九日至二零二一年九月二十五日整個期間遵守有關契諾。

於二零二零年十二月二十一日，本公司就二零二一年到期之保證擔保票據之未償還本金額進行20,000,000港元部份贖回。

於二零二一年五月二十五日及二零二一年七月二十五日，本公司就二零二一年到期之保證擔保票據之未償還本金額分別進行25,000,000港元及25,000,000港元部份贖回。

於二零二一年十二月二十二日，本公司向認購人發行二零二二年到期本金總額為200,000,000港元之保證擔保票據(定義見下文)。二零二二年到期之保證擔保票據(定義見下文)之所得款項已悉數抵銷二零二一年到期之保證擔保票據之未償還本金額。

於二零二一年十二月三十一日，二零二一年到期之保證擔保票據之未償還本金額為零港元(二零二零年：250,000,000港元)。

二零二一年到期之保證擔保票據以港元計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. GUARANTEED SECURED NOTES

(Continued)

Guaranteed Secured Notes due 2022

On 22 December 2021, the Company as issuer, Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton as guarantors entered into a subscription and note instrument agreement with the subscriber, pursuant to which the Company issues and the subscriber subscribed for the guaranteed secured notes due 2022 in the aggregate principal amount of HK\$200,000,000 (the “**Guaranteed Secured Notes due 2022**”). Pursuant to the terms and conditions of the subscription and note instrument agreement, the proceeds of the Guaranteed Secured Notes due 2022 were fully set off against the outstanding principal amount of the Guaranteed Secured Notes due 2021. On 22 December 2021, the Company issued the Guaranteed Secured Notes due 2022 in the aggregate principal amount of HK\$200,000,000 to the subscriber.

The Guaranteed Secured Notes due 2022 are interest bearing at 13% per annum and payable semi-annually in arrears, secured by a share charge over 100% of the issued share capital in Eternity Investment (China) Limited, guaranteed by Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton, and maturing on 24 September 2022.

The effective interest rate of the Guaranteed Secured Notes due 2022 is 13.57% per annum.

Under the Guaranteed Secured Notes due 2022, the Company covenants with the noteholders that from the issue date and for so long as any Guaranteed Secured Notes due 2022 are outstanding, (i) the Group will not create any encumbrance upon the whole or any part of its present or future undertaking, assets or revenue of the Group to secure any present or future indebtedness incurred or to secure any guarantee or indemnity in respect of any guarantee or indemnity in respect of (subject to the exceptions as set out in the Guaranteed Secured Notes due 2022), and (ii) the Company will ensure the consolidated tangible net worth of the Group will not be less than HK\$1,000,000,000. The Company complied with the covenant throughout the period from 22 December 2021 to 31 December 2021.

41. 保證擔保票據 (續)

二零二二年到期之保證擔保票據

於二零二一年十二月二十二日，本公司(作為發行人)、李雄偉先生及張國偉先生(作為擔保人)與認購人訂立認購及票據工具協議，據此，本公司發行而認購人認購二零二二年到期本金總額為200,000,000港元之保證擔保票據(「二零二二年到期之保證擔保票據」)。根據認購及票據工具協議之條款及條件，二零二二年到期之保證擔保票據之所得款項已悉數抵銷二零二一年到期之保證擔保票據之未償還本金額。於二零二一年十二月二十二日，本公司已向認購人發行本金總額為200,000,000港元的二零二二年到期之保證擔保票據。

二零二二年到期之保證擔保票據以年利率13%計息，每半年到期時支付一次，以永恒策略投資(中國)有限公司之100%已發行股本之股份質押作抵押品，由李雄偉先生及張國偉先生提供擔保，並於二零二二年九月二十四日到期。

二零二二年到期之保證擔保票據之實際年利率為13.57%。

根據二零二二年到期之保證擔保票據，本公司與票據持有人訂約，自發行日期及於任何二零二二年到期之保證擔保票據仍未償還期間，(i)本集團將不會就其現時或將來的承擔、資產或收益的全部或任何部分置設產權負擔，以取得任何現時或將來債務或取得現時或將來債務之擔保或彌償保證(受二零二二年到期之保證擔保票據所載豁免者除外)，及(ii)本公司將確保本集團的綜合有形淨值將不少於1,000,000,000港元。本公司已於二零二一年十二月二十二日至二零二一年十二月三十一日止整個期間遵守有關契諾。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. GUARANTEED SECURED NOTES

(Continued)

Guaranteed Secured Notes due 2022 (Continued)

As at 31 December 2021, the outstanding principal amount of the Guaranteed Secured Notes due 2022 was HK\$200,000,000.

The Guaranteed Secured Notes due 2022 are denominated in Hong Kong dollar.

The Company had an option to repay the outstanding principal amount of the Secured Notes due 2020, the Guaranteed Secured Notes due 2021 and the Guaranteed Secured Notes due 2022 at any time before the maturity date. The option was regarded as embedded derivatives in the host contract. The directors assessed the fair value of the option with reference to the valuation performed by Grant Sherman, an independent firm of professional valuers, which assessed the fair value of the option using the discounted cash flow method and determined that the fair value of the option was insignificant on initial recognition and at the end of the reporting period. Accordingly, the option was not recognised in the consolidated financial statements.

42. AMOUNT DUE TO AN ASSOCIATE

Amount due to an associate is unsecured, non-interest bearing, and repayable on demand.

41. 保證擔保票據(續)

二零二二年到期之保證擔保票據(續)

於二零二一年十二月三十一日，二零二二年到期之保證擔保票據之未償還本金額為200,000,000港元。

二零二二年到期之保證擔保票據以港元計值。

本公司可選擇在到期日前之任何時間償還二零二零年到期之有抵押票據、二零二一年到期之保證擔保票據及二零二二年到期之保證擔保票據之未償還本金額。選擇權被視為主合約之嵌入衍生工具。董事參考一間獨立專業估值師行中證進行之估值評估選擇權之公平值，該估值師使用貼現現金流法評估選擇權之公平值，並釐定選擇權於初步確認及於報告期末之公平值微不足道。因此，並無於綜合財務報表中確認選擇權。

42. 應付一間聯營公司款項

應付一間聯營公司款項為無抵押、免息及須按要求償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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. AMOUNT DUE TO A DIRECTOR

Mr. Cheung Kwok Fan	張國勳先生
Mr. Lei Hong Wai	李雄偉先生

Amount due to a director is unsecured, non-interest bearing, and repayable on demand.

On 28 August 2020, Mr. Lei Hong Wai, the Chairman of the board of directors and an executive director of the Company, made a cash advance of HK\$1,300,000 to the Group for financing its short-term funding needs. On 26 January 2021, the Group repaid the cash advance to Mr. Lei Hong Wai.

On 30 January 2020, 2 March 2020, and 8 April 2020, Mr. Cheung Kwok Fan, an executive director of the Company, made cash advances of HK\$600,000, HK\$400,000, and HK\$200,000 respectively to the Group for financing its short-term funding needs. On 29 June 2020, the Group repaid the cash advances to Mr. Cheung Kwok Fan.

On 8 September 2021, Mr. Cheung Kwok Fan made a cash advance of HK\$600,000 to the Group for financing its short-term funding needs. On 28 December 2021, the Group repaid the cash advance to Mr. Cheung Kwok Fan.

43. 應付一名董事款項

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
----------------------------------	----------------------------------

—	—
—	1,300

應付一名董事款項為無抵押、免息及須按的要求償還。

於二零二零年八月二十八日，董事會主席兼執行董事李雄偉先生就本集團之短期資金需要而向其作出1,300,000港元現金墊款。於二零二一年一月二十六日，本集團已向李雄偉先生償還現金墊款。

於二零二零年一月三十日、二零二零年三月二日及二零二零年四月八日，本公司執行董事張國勳先生就本集團之短期資金需要而分別向其作出600,000港元、400,000港元及200,000港元現金墊款。於二零二零年六月二十九日，本集團已向張國勳先生償還現金墊款。

於二零二一年九月八日，張國勳先生就本集團之短期資金需要而向其作出600,000港元現金墊款。於二零二一年十二月二十八日，本集團已向張國勳先生償還現金墊款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

44. DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	92,959	50,642
Deferred tax liabilities	遞延稅項負債	(245,065)	(230,521)
		(152,106)	(179,879)

The followings are the major deferred tax assets and liabilities recognised and movements thereon:

		Tax losses HK\$'000 千港元	Fair value adjustment on acquisition of subsidiaries 收購附屬公司之公平值調整 HK\$'000 千港元	Amortisation of lease contract 租賃合約攤銷 HK\$'000 千港元	Allowance for ECL 預期信貸虧損撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	-	(232,083)	7,306	8,668	(216,109)
Credited to profit or loss	計入損益	2,070	5,550	505	30,154	38,279
Exchange alignment	匯兌調整	-	(3,987)	1,604	334	(2,049)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	2,070	(230,520)	9,415	39,156	(179,879)
(Charged)/credited to profit or loss	(自損益抵扣)/計入損益	(1,332)	5,652	685	41,309	46,314
Exchange alignment	匯兌調整	-	(20,197)	1,494	162	(18,541)
At 31 December 2021	於二零二一年十二月三十一日	738	(245,065)	11,594	80,627	(152,106)

At 31 December 2021 the Group had unused estimated tax losses of HK\$216,058,000 (2020: HK\$213,307,000) available for offsetting against future taxable profits. A deferred tax asset has been recognised in respect of HK\$4,473,000 (2020: HK\$12,546,000) of such losses. No deferred tax asset has been recognised in respect of remaining HK\$211,585,000 (2020: HK\$200,761,000) due to the unpredictability of future profit streams.

44. 遞延稅項資產／負債

為呈列於綜合財務狀況表，若干遞延稅項資產及負債已予以抵銷。就財務報告而言，以下為遞延稅項結餘之分析：

以下為主要已確認遞延稅項資產及負債及其變動：

於二零二一年十二月三十一日，本集團有未動用估計稅項虧損216,058,000港元（二零二零年：213,307,000港元）可供抵銷日後應課稅溢利。本集團已就該等虧損4,473,000港元（二零二零年：12,546,000港元）確認遞延稅項資產。由於無法估計日後之溢利，故概無就餘下211,585,000港元（二零二零年：200,761,000港元）確認遞延稅項資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

45. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

45. 本公司之財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司之財務狀況表

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
ASSETS	資產		
Non-current assets	非流動資產		
Interests in subsidiaries	於附屬公司之權益	2,365,852	2,769,432
Current assets	流動資產		
Prepayments	預付款項	302	709
Cash and cash equivalents	現金及現金等價物	10,320	1,831
		10,622	2,540
Total assets	資產總值	2,376,474	2,771,972
EQUITY	權益		
Capital and reserves attributable to owners of the Company	本公司擁有人應佔股本及儲備		
Share capital	股本	38,196	38,196
Reserves	儲備	1,910,831	2,255,943
Total equity	權益總額	1,949,027	2,294,139

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

45. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

(a) Statement of financial position of the Company (Continued)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
LIABILITIES	負債		
Current liabilities	流動負債		
Accruals and other payable	應計費用及其他應付款項	13,450	12,536
Amount due to a director	應付一名董事款項	—	1,300
Amounts due to subsidiaries	應付附屬公司款項	13,997	13,997
Other borrowings	其他借款	200,000	200,000
Guaranteed secured notes	保證擔保票據	200,000	250,000
		427,447	477,833
Total liabilities	負債總額	427,447	477,833
Total equity and liabilities	權益及負債總額	2,376,474	2,771,972
Net current liabilities	流動負債淨額	(416,825)	(475,293)
Total assets less current liabilities	資產總值減流動負債	1,949,027	2,294,139

Approved and authorised for issue by the board of directors on 29 March 2022 and signed on its behalf by:

於二零二二年三月二十九日經董事會批准及授權刊發，並由下列人士代表簽署：

Lei Hong Wai
李雄偉
Director
董事

Chan Kin Wah Billy
陳健華
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

45. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

45. 本公司之財務狀況表及儲備變動 (續)

(b) Reserve of the Company

(b) 本公司儲備

	Shares held for share award plan	Share premium	Contributed surplus	Equity-settled share-based payment reserve	Accumulated losses	Total	
	為股份獎勵計劃持有之股份	股份溢價	實繳盈餘	結算之股份支款儲備	累計虧損	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	
	(Note a)		(Note b)	(Note c)			
	(附註 a)		(附註 b)	(附註 c)			
At 1 January 2020	於二零二零年一月一日	—	1,807,051	488,016	—	(34,893)	2,260,174
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	—	—	—	—	(4,231)	(4,231)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	—	1,807,051	488,016	—	(39,124)	2,255,943
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	—	—	—	—	(344,108)	(344,108)
Recognition of equity-settled share-based payment	確認以股權結算之股份支款	—	—	—	—	16,377	16,377
Shares purchased under share award plan	根據股份獎勵計劃購買之股份	(17,381)	—	—	—	—	(17,381)
At 31 December 2021	於二零二一年十二月三十一日	(17,381)	1,807,051	488,016	16,377	(383,232)	1,910,831

Notes:

附註：

- (a) The Company's shares purchased under the share award plan and held by the trustee of the share award plan are presented as "shares held for share award plan" and deducted from total equity.
- (b) Contributed surplus represents the net amount transferred from share capital and share premium to retained profits pursuant to the special resolutions passed at the special general meetings held on 22 August 2003, 30 April 2008 and 12 December 2011.

- (a) 本公司根據股份獎勵計劃購買並由股份獎勵計劃受托人持有之股份呈列為「為股份獎勵計劃持有之股份」，並從權益總額扣除。
- (b) 實繳盈餘指根據於二零零三年八月二十二日、二零零八年四月三十日及二零一一年十二月十二日舉行之股東特別大會上通過之特別決議案自股本及股份溢價轉撥至保留溢利之淨額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

45. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

(b) Reserve of the Company (Continued)

Notes: (Continued)

Under the Company Act 1981 of Bermuda (as amended), the contributed surplus is available for distribution. However, the Company cannot make a distribution out of the contributed surplus if: (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than its liabilities.

- (c) Equity-settled share-based payment reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share options which is based on the fair value of the share options at grant date. The fair value of the share options is recognised as staff costs and related expenses with a corresponding increase in equity-settled share-based payment reserve.

45. 本公司之財務狀況表及儲備變動 (續)

(b) 本公司儲備 (續)

附註：(續)

根據百慕達一九八一年公司法(經修訂)，繳入盈餘可供分派。然而，於以下情況，本公司不得自繳入盈餘中作出分派：(i)本公司當時或將於派付後無力償還到期而應償還之債項；或(ii)本公司資產之可變現值將因而低於其負債。

- (c) 以股權結算之股份支款儲備指授出相關購股權以換取估計將接獲服務之公平值，乃根據購股權於授出日期之公平值計算。購股權公平值確認為員工成本及相關開支，而以股權結算之股份支款儲備作相應增加。

46. DISPOSAL OF A SUBSIDIARY

For the year ended 31 December 2020

北京北湖商業管理有限公司

On 14 July 2020, the Group entered into a conditional sale and purchase agreement relating to the disposal of the entire issued share capital of 北京北湖商業管理有限公司 to an independent third party, at a cash consideration of RMB1. The disposal was completed on 14 July 2020.

Analysis of assets and liabilities over which control was lost

46. 出售一間附屬公司

截至二零二零年十二月三十一日止年度

北京北湖商業管理有限公司

於二零二零年七月十四日，本集團就有關出售北京北湖商業管理有限公司之全部已發行股本予一名獨立第三方訂立有條件買賣協議，現金代價為人民幣1元。該出售事項已於二零二零年七月十四日完成。

失去控制權之資產及負債分析

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	600
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	3,453
Cash and cash equivalents	現金及現金等價物	116
Deposits received, accruals and other payables	已收按金、應計費用及其他應付款項	(4,608)
Amounts due to group companies	應付集團公司款項	(6,858)
Net liabilities disposed of	已出售之負債淨額	(7,297)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

46. DISPOSAL OF A SUBSIDIARY (Continued)

For the year ended 31 December 2020 (Continued)

北京北湖商業管理有限公司 (Continued)

Gain on disposal of a subsidiary

		HK\$'000 千港元
Cash consideration received	已收現金代價	—
Net liabilities disposed of	已出售之負債淨額	7,297
Amounts due to group companies assigned to purchaser	轉讓予買方之應付集團公司款項	(6,858)
Release of exchange reserve upon disposal of a subsidiary	於出售一間附屬公司後匯兌儲備撥回	508
Gain on disposal of a subsidiary	出售一間附屬公司之收益	947

Net cash outflow arising on disposal

出售產生之現金流出淨額

		HK\$'000 千港元
Cash consideration received	已收現金代價	—
Less: cash and cash equivalents disposed of	減：已出售之現金及現金等價物	(116)
Net cash outflow	現金流出淨額	(116)

47. OPERATING LEASING ARRANGEMENTS

The Group as lessor

Rental income from investment properties earned during the year amounted to HK\$4,710,000 (2020: HK\$5,095,000). All of the Group's investment properties are held for rental purposes. The investment properties are expected to generate rental yields of 2.86% (2020: 3.60%) on an ongoing basis. The investment properties have committed tenants for the next four months (2020: the next four months).

47. 經營租賃安排

本集團作為出租人

年內投資物業賺取之租金收入為4,710,000港元(二零二零年：5,095,000港元)。所有本集團之投資物業乃持作租賃用途。預期投資物業可持續產生2.86%(二零二零年：3.60%)之租金收益率。投資物業於未來四個月(二零二零年：未來四個月)均已承有承諾租戶。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

47. OPERATING LEASING ARRANGEMENTS

(Continued)

The Group as lessor (Continued)

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	1,411	1,600

48. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following capital commitments which were contracted but not provided for.

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Capital expenditures for the Subject Land	主體地塊之資本開支	264,792	237,998
Renovation costs for the properties located in Hong Kong	位於香港之物業之翻新成本	—	290
		264,792	238,288

47. 經營租賃安排 (續)

本集團作為出租人 (續)

於報告期末，本集團於不可撤銷經營租賃下就下列日後最低租賃付款與承租人訂約，有關到期情況如下：

48. 資本承擔

於報告期末，本集團有以下已訂約但並未撥備之資本承擔。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

49. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

Share option schemes

Pursuant to an ordinary resolution passed by the shareholders on 12 December 2011, the Company adopted a new share option scheme (the “**2011 Share Option Scheme**”) to replace the share option scheme adopted on 21 January 2002. The 2011 Share Option Scheme expired on 11 December 2021. Pursuant to an ordinary resolution passed by the shareholders on 15 December 2021, the Company adopted another new share option scheme (the “**2021 Share Option Scheme**”). The purpose of the 2021 Share Option Scheme is to enable the Company to grant share options to selected eligible participants as incentives or rewards for their contribution or potential contribution to the Group.

Under the 2021 Share Option Scheme, eligible participants are full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary); any holder of any securities issued by the Group; and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sub-licensee) or distributors, landlords or tenants (including any sub-tenants) of the Group or any person who, in the sole discretion of the board of directors, has contributed or may contribute to the Group.

49. 以股權結算之股份支款之交易

購股權計劃

根據股東於二零一一年十二月十二日通過之普通決議案，本公司採納一項新購股權計劃（「二零一一年購股權計劃」）以取代於二零零二年一月二十一日採納之購股權計劃。二零一一年購股權計劃於二零二一年十二月十一日屆滿。根據股東於二零二一年十二月十五日通過之普通決議案，本公司採納一項新購股權計劃（「二零二一年購股權計劃」）。二零二一年購股權計劃旨在令本公司可向選定之合資格參與者授出購股權，作為彼等對本集團之貢獻或潛在貢獻之獎勵或報酬。

根據二零二一年購股權計劃，合資格參與者為本集團之全職或兼職僱員（包括本公司或任何附屬公司之任何董事，不論執行或非執行，及不論是否獨立）；本集團所發行任何證券之任何持有人；及本集團之任何業務或合營企業夥伴、承包商、代理或代表、顧問、諮詢人、供應商、製片商或授權人、客戶、獲授權人（包括任何轉授獲授權人）或發行商、業主或租戶（包括任何分租租戶），或董事會全權酌情決定已經或可能對本集團作出貢獻之任何人士。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

49. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share option schemes (Continued)

The overall limit on the number of shares which may be issued upon exercise of all share options granted and yet to be exercised under the 2021 Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time. Subject to the above overall limit, the total number of shares which may be issued upon exercise of all share options to be granted under the 2021 Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the shares in issue as at the date of approval of the 2021 Share Option Scheme (the “**Scheme Mandate Limit**”). Share options lapsed in accordance with the terms of the 2021 Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit. The Company may refresh the Scheme Mandate Limit subject to approval of the shareholders in general meeting, provided that the Scheme Mandate Limit as refreshed must not exceed 10% of the shares in issue as at the date of approval of the refreshed limit.

Unless approved by the shareholders in the manner set out below, the total number of shares issued and to be issued upon exercise of the share options granted to each eligible participant (including both exercised and outstanding share options) in any 12-month must not exceed 1% of the shares in issue. Where any further grant of share options to an eligible participant would result in the shares issued and to be issued upon exercise of all share options granted and to be granted to such eligible participant (including exercised, cancelled and outstanding share options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares in issue, such further grant must be separately approved by the shareholders in general meeting with such eligible participant and his associates abstaining from voting.

49. 以股權結算之股份支款之交易(續)

購股權計劃(續)

於行使根據二零二一年購股權計劃及本公司任何其他購股權計劃授出而尚未行使之所有購股權後可予發行之股份數目整體上限，不得超過不時已發行股份之30%。在上述整體限額之規限下，於行使根據二零二一年購股權計劃及本公司任何其他購股權計劃將予授出之所有購股權後可予發行之股份總數，合共不得超過二零二一年購股權計劃獲批准當日已發行股份之10%（「計劃授權限額」）。於計算計劃授權限額時，已根據二零二一年購股權計劃之條款失效之購股權將不計算在內。在股東大會上獲股東批准後，本公司可更新計劃授權限額，惟更新後之計劃授權限額不得超過更新限額獲批准當日已發行股份之10%。

除非以下述方式獲股東批准，否則任何12個月期間內，每名合資格參與者於行使獲授予之購股權（包括已行使及尚未行使之購股權）後已發行及將予發行之股份總數，不得超過已發行股份之1%。倘向合資格參與者進一步授出購股權將導致於截至進一步授出購股權當日（包括該日）止12個月期間內，於行使已授予及將授予該合資格參與者之所有購股權（包括已行使、註銷及尚未行使之購股權）後已發行及將予發行之股份合共超過已發行股份之1%，則進一步授出該等購股權須獲股東於股東大會上批准，該合資格參與者及其聯繫人須放棄投票。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

49. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share option schemes (Continued)

Any grant of share options to a substantial shareholder (as defined in the Listing Rules) or an independent non-executive director, or their respective associates, would result in the shares issued and to be issued upon exercise of all share options already granted and to be granted (including share options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (i) representing in aggregate over 0.1% of the shares in issue; and (ii) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5,000,000, such further grant of share options must be approved by the shareholders at a general meeting, with voting to be taken by way of a poll.

An offer for the grant of share options shall remain open for acceptance for a period of 30 days from the date upon which it is made. A non-refundable nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of an offer for the grant of share options. Share options may be exercised in whole or in part at any time during the period to be determined and identified by the board of directors, but in any event no later than 10 years from the date of grant but subject to the early termination of the 2021 Share Option Scheme.

The exercise price shall be determined by the board of directors at its sole discretion, provided that it shall be not less than the highest of: (i) the closing price of the shares as shown in the daily quotations sheet of the Exchange on the offer date; (ii) the average closing prices of the shares as shown in the daily quotations sheet of the Exchange for the five business days immediately preceding the offer date; and (iii) the nominal value of the shares on the offer date.

49. 以股權結算之股份支款之交易 (續)

購股權計劃 (續)

倘向本公司主要股東(定義見上市規則)或獨立非執行董事或彼等各自之聯繫人士授出任何購股權將導致於截至授出購股權當日(包括該日)止12個月期間內,於行使已授出及將予授出之所有購股權(包括已行使、註銷及尚未行使之購股權)後已發行及將予發行之股份:(i)合共超過已發行股份之0.1%;及(ii)按股份於各授出日期之收市價計算,總值超過5,000,000港元,則進一步授出該等購股權須獲股東於股東大會上以投票表決方式批准。

出售購股權之要約須於作出要約日期起30日期間內維持有效可供接納。承授人於接納所授出購股權之要約時須支付1.00港元之不可退還名義代價。購股權可於董事會釐定及確定之期間內隨時全部或部分行使,但無論如何不得遲於授出日期起計十年,惟受二零二一年購股權計劃提早終止所規限。

行使價由董事會以其唯一酌情權釐定,但不得低於以下三者之最高者:(i)股份於要約日期在聯交所每日報價表所示之收市價;(ii)股份於緊接要約日期前五個營業日在聯交所每日報價表所示之平均收市價;及(iii)股份於要約日期之面值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

49. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share option schemes (Continued)

At 31 December 2021, the Company did not adopt any share option scheme other than the 2021 Share Option Scheme.

At 31 December 2020, the Company did not adopt any share option scheme other than the 2011 Share Option Scheme.

During the year ended 31 December 2021, 171,760,000 share options were granted and vested on 4 June 2021 under the 2011 Share Option Scheme. The estimated fair value of the share options granted on the grant date was HK\$16,377,000, which had been expensed as equity-settled share-based payment expenses.

During the year ended 31 December 2020, no share options were granted.

Details of specific categories of share options during the year ended 31 December 2021 are as follows:

Share option type 購股權類別	Date of grant 授出日期	Exercise period 行使期	Exercise price 行使價
2021 二零二一年	4 June 2021 二零二一年六月四日	4 June 2021 to 3 June 2024 二零二一年六月四日至 二零二四年六月三日	HK\$0.298 0.298 港元

49. 以股權結算之股份支款之交易 (續)

購股權計劃 (續)

於二零二一年十二月三十一日，本公司並無採納除二零二一年購股權計劃外的任何購股權計劃。

於二零二零年十二月三十一日，本公司並無採納除二零一一年購股權計劃外的任何購股權計劃。

於截至二零二一年十二月三十一日止年度，於二零二一年六月四日根據二零一一年購股權計劃授出及歸屬 171,760,000 份購股權。於授出日期已授出購股權的估計公平值為 16,377,000 港元，已列作以股權結算之股份支款開支。

截至二零二零年十二月三十一日止年度，概無授出購股權。

特定類別購股權於截至二零二一年十二月三十一日止年度內之詳情如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

49. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share option schemes (Continued)

The following table discloses movements of the Company's share options during the year ended 31 December 2021:

Share option type	購股權類別	Outstanding	Number of share options				Outstanding
		as at 1 January 2021	Granted during the year	Exercised during the year	Forfeited during the year	Expired during the year	as at 31 December 2021
		於二零二一年 一月一日 尚未行使	於年內授出	於年內行使	於年內沒收	於年內屆滿	於二零二一年 十二月三十一日 尚未行使
2021	二零二一年	–	171,760,000	–	–	–	171,760,000
Exercisable at the end of the reporting period							171,760,000
Weighted average exercise price	加權平均行使價	–	HK\$0.298 港元	–	–	–	HK\$0.298 港元

The fair value of the share options granted during the year ended 31 December 2021 was determined based on the valuation performed by Grant Sherman using a binomial option pricing model. The following table lists the inputs to the model used:

		Share option type
		購股權類別
		2021
		二零二一年
Grant date share price	授出日期股價	HK\$0.295 港元
Exercise price	行使價	HK\$0.298 港元
Expected life	預期年期	3 years 年
Expected volatility	預期波幅	53.28%
Expected dividend yield	預期股息收益率	0%
Risk-free interest rate	無風險利率	0.399%

Expected volatility was determined by using historical volatility of the Company's share prices over the previous one year. The expected life used in the model has been adjusted, based on the directors' best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

49. 以股權結算之股份支款之交易 (續)

購股權計劃 (續)

下表披露於截至二零二一年十二月三十一日止年度內本公司購股權之變動：

截至二零二一年十二月三十一日止年度，授出購股權之公平值乃由中證採用二項式購股權定價模式進行之估值而釐定。下表載列模式所用輸入數據：

預期波幅乃利用本公司過去一年之股價之歷史波幅釐定。該模式所用之預期年期已根據董事對非可轉讓性、行使限制及行為因素之影響作出最佳估計後予以調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

49. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share option schemes (Continued)

The variables and assumptions used in computing the fair value of the share options were based on the directors' best estimate. The value of a share option varied with different variables of certain subjective assumptions.

Share award plan

On 16 September 2021, the board of directors resolved to adopt a share award plan (the “**Share Award Plan**”). The purpose and objective of the Share Award Plan is (i) to recognise and reward the contribution of certain eligible participants to the growth and development of the Group and to provide incentives in order to retain them for continual operation and development of the Group, and (ii) to attract suitable personnel for further development of the Group.

A trustee has been appointed as the trustee for the administration of the Share Award Plan. The trustee holds the trust fund and shares exclusively for the benefit of the selected eligible participants. The trustee shall not exercise any voting rights in respect of the shares held under the trust.

The Share Award Plan shall terminate on the earlier of (i) the 10th anniversary date of the adoption date, and (ii) such date of early termination as determined by the board of directors, provided that such termination shall not affect any subsisting rights of any selected eligible participant.

The maximum number of shares that may be awarded under the Share Award Plan shall not exceed 10% of the total number of shares in issue from time to time. In addition, the board of directors may determine from time to time the maximum number of shares that may be provisionally awarded to any selected eligible participant.

49. 以股權結算之股份支款之交易 (續)

購股權計劃 (續)

計算購股權之公平值所用之變數及假設乃以董事之最佳估計為基準。購股權之價值須視乎若干主觀假設之數據而計算出不同之估值。

股份獎勵計劃

於二零二一年九月十六日，董事會決議通過採納股份獎勵計劃（「股份獎勵計劃」）。本股份獎勵計劃之目的及目標為：(i) 對若干合資格參與者為本集團之增長及發展所作貢獻予以肯定及獎勵，並提供激勵以挽留該等人士，令本集團能持續營運及發展；及(ii) 吸引合適人員推動本集團進一步發展。

受託人已獲委任為管理股份獎勵計劃之受託人。受託人持有專為選定之合資格參與者之利益而設立之信託基金及股份。受託人不得行使根據信託持有之股份之投票權。

股份獎勵計劃將於(i)採納日期的10週年日期；及(ii)董事會釐定提早終止日期（以較早者為準）終止，惟有關終止將不影響任何選定參與者之任何存續權益。

股份獎勵計劃可授予之最高股份數目，即不得超過不時已發行之股份總數的10%。此外，董事會可不時確定可臨時授予任何選定合資格參與者之最大股份數。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

49. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share award plan (Continued)

Under the Share Award Plan, an eligible participant is (i) any eligible employee, (ii) any director (including independent non-executive directors) of the Company, any subsidiary or any affiliated company, (iii) any supplier of goods or services to any member of the Group or any affiliated company, (iv) any customer of any member of the Group or any affiliated company, (v) any shareholder of any member of the Group or any affiliated company or any holder of any securities issued by any member of the Group or any affiliated company, (vi) any adviser or consultant to any area of business or business development of any member of the Group or any affiliated company, and (vii) any other group or classes of participants who have contributed or may contribute by way of a joint venture, business alliance or other business arrangement to the development and growth of the Group.

Under the Share Award Plan, the board of directors shall be entitled to make an award out of the shares pool to any eligible participants such number of issued shares subject to the maximum number of shares that may be provisionally awarded determined by the board of directors. After an award of shares has been provisionally made to a selected eligible participant, the board of directors shall notify the selected eligible participant in writing within three business days. An award shall be deemed to be irrevocably accepted by a selected eligible participant unless the selected eligible participant shall within five business days after receipt of the award notice from the board of directors notify the Company in writing that he/she would decline to accept such award. If an award is proposed to be made to a connected person of the Company, such award shall first be approved by the independent non-executive directors (excluding any independent non-executive director to whom an award is proposed to be made) and satisfy all applicable requirements of Chapter 14A of the Listing Rules.

49. 以股權結算之股份支款之交易(續)

股份獎勵計劃(續)

根據股份獎勵計劃，合資格參與者為(i)任何合資格僱員；(ii)本公司、任何附屬公司或任何聯屬公司之任何董事(包括獨立非執行董事)；(iii)本集團任何成員公司或任何聯屬公司之任何貨品或服務供應商；(iv)本集團任何成員公司或任何聯屬公司之任何客戶；(v)本集團任何成員公司或任何聯屬公司之任何股東或本集團任何成員公司或任何聯屬公司發行之任何證券之任何持有人；(vi)本集團任何成員公司或任何聯屬公司之任何業務或業務發展領域之任何顧問或諮詢人；及(vii)通過合資企業、業務聯盟或其他業務安排對本集團之發展及增長作出貢獻或可能作出貢獻之任何其他團體或類別之參與者。

根據股份獎勵計劃，董事會有權從股份池中向任何合資格參與者授予已發行股份的數量，惟不得超過董事會確定的可臨時授予的最高股份數量。在向選定合資格參與者臨時作出股份獎勵後，董事會應在三個營業日內書面通知選定合資格參與者。獎勵應被視為選定合資格參與者已不可撤回地接受，除非選定合資格參與者在收到董事會的獎勵通知後的五個營業日內以書面形式通知本公司彼將拒絕接受該獎勵。倘向本公司關連人士作出獎勵必須首先獲得獨立非執行董事(不包括擬獲獎勵的任何獨立非執行董事)批准，並符合上市規則第14A章內有關的所有適用規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

49. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share award plan (Continued)

Under the Share Award Plan, the trustee may purchase existing shares, via on-market and/or off-market transactions, and/or subscribe for new shares by using funds allocated by the board of directors out of the Company's resources and/or gift contributions (whether cash or shares, etc.) from third parties. If the trustee effects any purchases by on-market transactions, the trustee shall purchase existing shares at the prevailing market price. If the trustee effects any purchases by off-market transactions, the purchase price for such purchases shall be determined solely by the trustee by reference to the prevailing and recent market prices. If the trustee subscribes for new shares, the allotment and issue of such shares by the Company to the trustee shall only be made upon the satisfaction of (i) a shareholders' approval in a general meeting having been obtained, and (ii) the Listing Committee of the Exchange having granted approval for the listing of, and the permission to deal in such shares.

Subject to an award not being lapsed by the rules of the Share Award Plan, the trustee shall transfer to and vest in the relevant selected eligible participant the legal and/or beneficial ownership of the awarded shares to which such selected eligible participant entitled under the relevant award and all the other distributions attributable to such awarded shares within ten business days after the latest of (i) the earliest vesting date as specified in the award notice to which such award relates, and (ii) where applicable, the date on which the condition(s) and/or performance target(s) (if any) to be attained by such selected eligible participant as specified in the related award notice has been attained and notified to the trustee by the board of directors.

49. 以股權結算之股份支款之交易 (續)

股份獎勵計劃 (續)

根據股份獎勵計劃，受託人可以通過場內及／或場外交易購買現有股份，及／或利用董事會從本公司資源中分配的資金及／或第三方的捐贈（現金或股份等）認購新股。倘受託人通過場內交易進行任何購買，受託人應按當時的市場價格購買現有股份。倘受託人通過場外交易進行任何購買，有關購買的價格由受託人參考當時及最近市場價格單獨確定。倘受託人認購新股，本公司向受託人配發及發行該等股份時，必須滿足以下條件：(i) 已於股東大會上獲得股東批准，及(ii) 聯交所上市委員會已批准該等股份上市，並獲得交易該等股份的許可。

在股份獎勵計劃規則未導致獎勵失效的情況下，受託人須於以下較遲者後的十個營業日內，向相關選定合資格參與者轉讓並歸屬該選定合資格參與者根據相關獎勵有權獲得獎勵股份以及歸屬於該等獎勵股份的所有其他分配的合法及實益擁有權：(i) 就相關獎勵所發出獎勵通知上列明的最早歸屬日期，(ii) 倘適用，相關獎勵通知所訂明將由有關選定合資格參與者達成的條件及／或表現目標（如有）獲達成後獲董事會通知受託人的日期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

49. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share award plan (Continued)

Movements of the Company's shares held for share award plan are as follows:

		Number of shares held for share award plan 為股份獎勵計 劃持有之 股份數目 2021 二零二一年 '000 千股	Shares held for share award plan 為股份獎勵計 劃持有之 股份 2021 二零二一年 HK\$'000 千港元
At 1 January	於一月一日	—	—
Shares purchased under share award plan	根據股份獎勵計劃購買之股份	83,000	17,381
At 31 December	於十二月三十一日	83,000	17,381

During the year ended 31 December 2021, the share award plan acquired 83,000,000 shares of the Company through purchases on open market. The aggregate consideration paid to acquire the shares was HK\$17,381,000.

During the year ended 31 December 2021, none of the shares purchased was awarded under the share award plan.

49. 以股權結算之股份支款之交易(續)

股份獎勵計劃(續)

為股份獎勵計劃持有之本公司股份變動如下：

於截至二零二一年十二月三十一日止年度，股份獎勵計劃透過在公開市場購買的方式收購本公司83,000,000股股份。收購該等股份所支付的總代價為17,381,000港元。

截至二零二一年十二月三十一日止年度，概無所收購股份根據股份獎勵計劃授出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

50. RETIREMENT BENEFITS SCHEMES

With effect from 1 December 2000, the Group has set up a defined contribution retirement scheme, the MPF Scheme for all the eligible employees of the Group. The Group did not provide retirement benefits for its employees prior to set up of the MPF Scheme.

Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries up to a maximum of HK\$1,500 per employee and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of each employee's monthly salaries up to a maximum of HK\$1,500 (the "Mandatory Contribution"). The employees are entitled to 100% of the Mandatory Contribution upon their retirement at the age of 65 years old, death or total incapacity.

The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. The subsidiaries are required to contribute a specific percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes operated by the PRC government is made the specified contributions under the schemes. The contributions are charged to profit or loss as incurred.

At 31 December 2021 and 2020, there was no forfeited contribution under any defined contribution retirement schemes available which may be used by the Group to reduce the existing level of contributions, nor any contribution under any defined contribution retirement schemes was forfeited by the Group during the year ended 31 December 2021 and 2020.

50. 退休福利計劃

自二零零零年十二月一日起，本集團為所有合資格僱員設立一項界定供款退休計劃－強積金計劃。於設立強積金計劃前，本集團並無為僱員提供任何退休福利。

根據強積金計劃，僱員均須按其月薪之5%（以每名僱員最多1,500港元為限）作出供款，並可選擇作出額外供款。僱主每月之供款按各僱員月薪之5%（以最多1,500港元為限）計算（「強制性供款」）。僱員可於65歲退休、逝世或完全失去工作能力時全數獲取強制性供款。

本集團於中國附屬公司之僱員為由中國政府設立之國家管理退休福利計劃之成員。該等附屬公司須向退休福利計劃作出佔薪金若干百分比之供款，作為提供福利之資金。根據該等退休福利計劃作出規定供款為本集團對該等計劃之唯一責任。供款於產生時於損益表扣除。

於二零二一年及二零二零年十二月三十一日，概無可供本集團用於降低現有供款水平之任何界定供款退休計劃之沒收供款，而於截至二零二一年及二零二零年十二月三十一日止年度，本集團亦無沒收任何定額供款退休計劃之任何供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

51. PARTICULAR OF SUBSIDIARIES AND CONTROLLED STRUCTURED ENTITY

Details of the Company's subsidiaries at 31 December 2021 are set out as follows:

51. 附屬公司及受控制結構實體之詳情

本公司附屬公司於二零二一年十二月三十一日之詳情載列如下：

Name of subsidiary 附屬公司名稱	Country/place of incorporation or operation 註冊成立或經營之國家/地點	Class of share capital/ registered capital 股本/註冊股本類別	Proportion of ownership interest and voting power held by the Company 本公司持有之擁有權權益及投票權比例		Issued and fully paid shares held/ registered capital 已發行及繳足持有股份/註冊股本	Principal activities 主要業務
			2021 二零二一年 %	2020 二零二零年 %		
Adelio Holdings Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Angel Wish Group Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Bayhood No. 9 Co. [#] 北湖9號公司 [#]	The PRC 中國	Registered 註冊	100	100	RMB50,000,000 人民幣50,000,000元	Provision of recreational and wellness services through the management of a membership-based golf club and resort 透過管理會員制高爾夫俱樂部及酒店提供休閒度假及保健服務
Best Season Holdings Corp.	British Virgin Islands 英屬處女群島	Ordinary 普通	75	75	US\$100 100美元	Dormant 暫無營業
Bluelagoon Investment Holdings Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Dormant 暫無營業
Eternity Finance Group Limited 永恒財務集團有限公司	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	HK\$100,000,000 100,000,000港元	Investment holding 投資控股
Eternity Investment (China) Limited (formerly known as China Jiu hao Health Industry Group Limited) 永恒策略投資(中國)有限公司(前稱中國9號健康產業集團有限公司)	Hong Kong 香港	Ordinary 普通	100	100	HK\$1 1港元	Investment holding 投資控股
Gainful Fortune Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	99.99	99.99	HK\$160,000,100 160,000,100港元	Dormant 暫無營業
Golden Stone Management Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

51. PARTICULAR OF SUBSIDIARIES AND CONTROLLED STRUCTURED ENTITY

(Continued)

Details of the Company's subsidiaries at 31 December 2021 are set out as follows:
(Continued)

51. 附屬公司及受控制結構實體之詳情 (續)

本公司附屬公司於二零二一年十二月三十一日之詳情載列如下：(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation or operation 註冊成立或經營之國家/地點	Class of share capital/ registered capital 股本/註冊股本類別	Proportion of ownership interest and voting power held by the Company 本公司持有之擁有權權益及投票權比例		Issued and fully paid shares held/ registered capital 已發行及繳足持有股份/註冊股本	Principal activities 主要業務
			2021 二零二一年 %	2020 二零二零年 %		
Hong Kong Builders Finance Limited 港建財務有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$2 2港元	Money lending 借貸
K E G Limited 鑽滙有限公司	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
K E Group Limited 鑽滙集團有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$10,000 10,000港元	Design and sale of jewelry products 設計及銷售珠寶產品
Legend Rich Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Max Winner Investments Limited 凱宏投資有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$1 1港元	Property holdings 持有物業
New Cove Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Om Gem Limited	Hong Kong 香港	Ordinary 普通	100	100	HK\$10,000 10,000港元	Design and sale of jewelry products 設計及銷售珠寶產品
One Synergy Limited	Hong Kong 香港	Ordinary 普通	100	100	HK\$1 1港元	Investment holding 投資控股
Open Heart Investments Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Rexdale Investment Limited	Hong Kong 香港	Ordinary 普通	100	100	HK\$10,000,000 10,000,000港元	Property holdings 持有物業
Riche Advertising Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Sale of financial assets 銷售金融資產

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

51. PARTICULAR OF SUBSIDIARIES AND CONTROLLED STRUCTURED ENTITY (Continued)

Details of the Company's subsidiaries at 31 December 2021 are set out as follows:
(Continued)

51. 附屬公司及受控制結構實體之詳情 (續)

本公司附屬公司於二零二一年十二月三十一日之詳情載列如下：(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation or operation 註冊成立或經營之國家/地點	Class of share capital/ registered capital 股本/註冊股本類別	Proportion of ownership interest and voting power held by the Company 本公司持有之擁有權權益及投票權比例		Issued and fully paid shares held/ registered capital 已發行及繳足持有股份/註冊股本	Principal activities 主要業務
			2021 二零二一年 %	2020 二零二零年 %		
RICHE (BVI) LIMITED	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1,000 1,000美元	Investment holding 投資控股
Riche Distribution Limited 豐采發行有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$1,000,000 1,000,000港元	Dormant 暫無營業
Riche Multi-Media Limite 豐采多媒體有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$2 2港元	Dormant 暫無營業
Riche Pictures Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Simple View Investment Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Sale of financial assets 銷售金融資產
Smart Field Management Limited 港駿管理有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$1 1港元	Investment holding 投資控股
Smart Sphinx Limited	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Smart Title	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
Stable Income Limited 堅益有限公司	Hong Kong 香港	Ordinary 普通	100	100	HK\$1,000,000 1,000,000港元	Dormant 暫無營業
Victory Peace Holdings Limited 捷寧控股有限公司	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Sale of financial assets 銷售金融資產
Yuan Shun Investments Limited 元順投資有限公司	British Virgin Islands 英屬處女群島	Ordinary 普通	100	100	US\$1 1美元	Investment holding 投資控股
四海能樂(北京)餐飲文化有限公司 [#]	The PRC 中國	Registered 註冊	100	100	RMB6,657,085 人民幣6,657,085元	Investment holding 投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

51. PARTICULAR OF SUBSIDIARIES AND CONTROLLED STRUCTURED ENTITY

(Continued)

Details of the Company's subsidiaries at 31 December 2021 are set out as follows:
(Continued)

51. 附屬公司及受控制結構實體之詳情 (續)

本公司附屬公司於二零二一年十二月三十一日之詳情載列如下：(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation or operation 註冊成立或經營之國家/地點	Class of share capital/ registered capital 股本/註冊股本類別	Proportion of ownership interest and voting power held by the Company 本公司持有之擁有權權益及投票權比例		Issued and fully paid shares held/ registered capital 已發行及繳足持有股份/註冊股本	Principal activities 主要業務
			2021 二零二一年 %	2020 二零二零年 %		
歡樂時代文化發展(北京)有限公司 ⁸	The PRC 中國	Registered 註冊	100	100	RMB100,000 人民幣100,000元	Investment holding 投資控股
北京時代發展物業管理有限公司 ⁹	The PRC 中國	Registered 註冊	100	100	RMB10,000,000 人民幣10,000,000元	Provision of property management services 提供物業管理服務
北京北湖時代文化有限公司 ⁹	The PRC 中國	Registered 註冊	100	100	RMB10,000,000 人民幣10,000,000元	Investment holding 投資控股
北京棟馳文化發展有限公司(「棟馳」) ⁹	The PRC 中國	Registered 註冊	70	70	RMB10,000,000 人民幣10,000,000元	Managing and operating cultural forum and related cultural activities 管理及經營文化論壇及相關文化活動

[#] limited liability company (solely invested by Taiwan, Hong Kong or Macao legal person) established in the PRC.

[#] 於中國成立之有限責任公司(台港澳法人獨資)。

⁹ limited liability company (solely invested by legal person) established in the PRC.

⁹ 於中國成立之有限責任公司(法人獨資)。

⁸ limited liability company (solely invested by foreign owned enterprise) established in the PRC.

⁸ 於中國成立之有限責任公司(外商投資企業獨資)。

⁹ other limited liability company established in the PRC.

⁹ 於中國成立之其他有限責任公司。

The Company directly holds the interest in RICHE (BVI) LIMITED. All other subsidiaries are indirectly held by the Company.

本公司直接持有 RICHE (BVI) LIMITED 之權益。所有其他附屬公司均由本公司間接持有。

None of the subsidiaries had issued any debt securities at the end of the year or during the year.

概無附屬公司已於年末或年內發行任何債務證券。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

51. PARTICULAR OF SUBSIDIARIES AND CONTROLLED STRUCTURED ENTITY

(Continued)

The directors consider that Best Season Holdings Corp., Gainful Fortune Limited and 棣馳, the non-wholly owned subsidiaries that have non-controlling interests, are not material to the Group. Accordingly, the financial information of Best Season Holdings Corp., Gainful Fortune Limited and 棣馳 is not separately presented in the consolidated financial statements.

Details of the Company's controlled structured entity at 31 December 2021 are set out as follows:

Name of controlled structured entity 受控制結構實體名稱	Country/place of incorporation or operation 註冊成立或經營之國家/地點	Class of shares held 持有股份類別	Proportion of ownership interest and voting power held by the Company 本公司持有之擁有權權益及投票權比例		Issued and fully paid share capital 已發行及繳足股本	Principal activities 主要業務
			2021 二零二一年 %	2020 二零二零年 %		
Victory Success (Hong Kong) Limited	Hong Kong 香港	Ordinary 普通	100	—	HK\$2 2港元	Purchases, administers and holds the Company's shares for the benefit of selected eligible participants under share award plan 根據股份獎勵計劃為選定合資格參與者利益購買、管理及持有本公司股份

The Company has the power to direct the relevant activities of Victory Success (Hong Kong) Limited, and it has the ability to use its power over Victory Success (Hong Kong) Limited to affect its exposure to returns. Therefore, Victory Success (Hong Kong) Limited is considered as a controlled structured entity of the Group.

51. 附屬公司及受控制結構實體之詳情 (續)

董事認為 Best Season Holdings Corp.、Gainful Fortune Limited 及 棣馳 (為擁有非控股權益之非全資附屬公司) 對本集團而言並非重大。因此 Best Season Holdings Corp.、Gainful Fortune Limited 及 棣馳 之財務資料並無於綜合財務報表中分開呈列。

本公司受控制結構實體於二零二一年十二月三十一日之詳情載列如下：

本公司有權操控 Victory Success (Hong Kong) Limited 之相關活動，亦有能力運用對 Victory Success (Hong Kong) Limited 之權力影響其回報風險。因此，Victory Success (Hong Kong) Limited 被視為本集團之受控制結構實體。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

52. MATERIAL RELATED PARTY TRANSACTIONS

During the years ended 31 December 2021 and 2020, the Group entered into the following transactions with related parties:

(a) Transactions with associates

Amounts due from/(to) associates

Amount due from an associate (note 25)	應收一間聯營公司款項 (附註25)
Amount due to an associate (note 42)	應付一間聯營公司款項 (附註42)

The amounts from/(to) associates do not constitute connected transactions as defined in Chapter 14A of the Listing Rules.

Expenses paid/payable to and income received/receivable from associates

Advisory fee expenses for corporate finance paid/payable to an associate	已付/應付一間聯營公司企業財務之顧問費用開支
Brokerage and related expenses paid/payable to an associate	已付/應付一間聯營公司經紀及相關開支
Rental income received/receivable from associates	已收/應收聯營公司租金收入

The above transactions do not constitute connected transactions as defined in Chapter 14A of the Listing Rules.

52. 重大關連人士交易

於截至二零二一年及二零二零年十二月三十一日止年度內，本集團與關連人士訂立以下交易：

(a) 與聯營公司之交易

應收/(應付)聯營公司款項

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
----------------------------------	----------------------------------

38,437	38,437
(1,961)	(1,966)

應收/(應付)聯營公司款項並不構成上市規則第14A章所定義之關連交易。

已付/應付聯營公司支出及已收/應收聯營公司收入

For the year ended 31 December 截至十二月三十一日止年度	
2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元

370	—
47	113
2,954	5,095

上述交易並不構成上市規則第14A章所定義之關連交易。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

52. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Compensation for key management personnel

The remuneration of executive directors and the chief executive officer, who are key management, during the year was as follows:

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Fees, salaries and allowances	袍金、薪金及津貼	22,440	22,560
Discretionary bonuses	酌情花紅	1,800	1,800
Contributions to retirement benefit schemes	退休福利計劃供款	72	72
Equity-settled share-based payment expenses	以股權結算之股份支款	1,572	—
		25,884	24,432

Total remuneration is included in “staff costs” (see note 12).

The remuneration of executive directors and the chief executive officer is approved by the board of directors on the recommendation of the Remuneration Committee having regard to the duties and responsibilities of individuals and market trends.

52. 重大關連人士交易(續)

(b) 主要管理人員薪酬

年內，執行董事及行政總裁(為主要管理人員)之酬金如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Fees, salaries and allowances	袍金、薪金及津貼	22,440	22,560
Discretionary bonuses	酌情花紅	1,800	1,800
Contributions to retirement benefit schemes	退休福利計劃供款	72	72
Equity-settled share-based payment expenses	以股權結算之股份支款	1,572	—
		25,884	24,432

總酬金乃計入「員工成本」(見附註12)。

執行董事及行政總裁之酬金乃由董事會按薪酬委員會之推薦建議及參考各人之職務及職責及市場趨勢後批准。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

52. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(c) Transactions with the directors and substantial shareholders of the Company

- (i) On 29 November 2018, Mr. Lei Hong Wai, the Chairman of the board of directors and an executive director, provided a personal guarantee to secure the Company's repayment obligations under the loan of HK\$200,000,000 granted by the finance company to the Company. No consideration was paid by the Company to Mr. Lei Hong Wai for providing the personal guarantee. No security over the assets of the Group was provided for the personal guarantee given by Mr. Lei Hong Wai.

As at 31 December 2021 and 2020, the provision of the personal guarantee by Mr. Lei Hong Wai remained in full force and effect.

- (ii) On 30 January 2020, 2 March 2020 and 8 April 2020, Mr. Cheung Kwok Fan, an executive director, made cash advances of HK\$600,000, HK\$400,000, and HK\$200,000 respectively to the Group for financing its short-term funding needs. The cash advances were unsecured, non-interest bearing, and repayable on demand. On 29 June 2020, the Group repaid the cash advances to Mr. Cheung Kwok Fan.
- (iii) On 9 March 2020, Mr. Lei Hong Wai provided a personal guarantee to secure the Group's repayment obligations under the securities margin financing facility granted by a securities brokerage firm to the Group. The limit of the securities margin financing facility is currently at HK\$55,000,000. No consideration was paid by the Group to Mr. Lei Hong Wai for providing the personal guarantee. No security over the assets of the Group was provided for the personal guarantee given by Mr. Lei Hong Wai.

As at 31 December 2021 and 2020, the provision of the personal guarantee by Mr. Lei Hong Wai remained in full force and effect.

52. 重大關連人士交易(續)

(c) 與本公司之董事及主要股東之交易

- (i) 於二零一八年十一月二十九日，董事會主席兼執行董事李雄偉先生就財務公司向本公司提供200,000,000港元之貸款之還款責任提供個人擔保。本公司概無就提供個人擔保向李雄偉先生支付代價，亦概無就李雄偉先生提供之個人擔保提供本集團資產作為抵押。

於二零二一年及二零二零年十二月三十一日，李雄偉先生提供個人擔保維持十足效力及作用。

- (ii) 於二零二零年一月三十日、二零二零年三月二日及二零二零年四月八日，執行董事張國勳先生就本集團之短期資金需要而分別向其作出600,000港元、400,000港元及200,000港元現金墊款。現金墊款為無抵押、免息並須按要求償還。於二零二零年六月二十九日，本集團已向張國勳先生償還現金墊款。

- (iii) 於二零二零年三月九日，李雄偉先生就證券公司向本集團提供證券保證金財務融資之還款責任提供個人擔保。該證券保證金財務融資之限額現為55,000,000港元。本集團概無就提供個人擔保向李雄偉先生支付代價，亦概無就李雄偉先生提供之個人擔保提供本集團資產作為抵押。

於二零二一年及二零二零年十二月三十一日，李雄偉先生提供個人擔保維持十足效力及作用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

52. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(c) Transactions with the directors and substantial shareholders of the Company (Continued)

- (iv) On 28 August 2020, Mr. Lei Hong Wai made a cash advance of HK\$1,300,000 to the Group for financing its short-term funding needs. The cash advance was unsecured, non-interest bearing, and repayable on demand.

As at 31 December 2020, the outstanding balance of the cash advance is HK\$1,300,000, which is presented in the "Amount due to a director" line item in the consolidated statement of financial position.

On 26 January 2021, the Group repaid the cash advance to Mr. Lei Hong Wai.

- (v) On 29 September 2020, each of Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton, an executive director, provided a personal guarantee to guarantee the punctual performance by the Company's obligations under the Guaranteed Secured Note due 2021 of HK\$270,000,000 issued by the Company on 29 September 2020 pursuant to the subscription and note instrument agreement dated 25 September 2020. No consideration was paid by the Company to Mr. Lei Hong Wai and/or Mr. Cheung Kwok Wai Elton for providing the personal guarantees. No security over the assets of the Group was provided for the personal guarantees given by Mr. Lei Hong Wai and/or Mr. Cheung Kwok Wai Elton.

As at 31 December 2020, the provision of the personal guarantees by Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton remained in full force and effect.

The personal guarantees provided by Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton were released on 22 December 2021.

52. 重大關連人士交易(續)

(c) 與本公司之董事及主要股東之交易(續)

- (iv) 於二零二零年八月二十八日，李雄偉先生就本集團之短期資金需要而向其作出1,300,000港元現金墊款。現金墊款為無抵押、免息並須按要求償還。

於二零二零年十二月三十一日，現金墊款之未償還結餘為1,300,000港元，其計入綜合財務狀況表內「應付一名董事款項」項目。

於二零二一年一月二十六日，本集團已向李雄偉先生償還現金墊款。

- (v) 於二零二零年九月二十九日，執行董事李雄偉先生及張國偉先生分別提供個人擔保，以擔保本公司準時履行本公司於二零二零年九月二十九日根據日期為二零二零年九月二十五日之認購及票據工具協議發行之二零二一年到期本金總額為270,000,000港元之擔保有抵押票據項下之責任。本公司概無就李雄偉先生及／或張國偉先生提供個人擔保支付代價，亦概無就李雄偉先生及／或張國偉先生提供之個人擔保提供本集團資產作為抵押。

於二零二零年十二月三十一日，李雄偉先生及張國偉先生提供之個人擔保維持十足效力及作用。

李雄偉先生及張國偉先生提供之個人擔保已於二零二一年十二月二十二日解除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

52. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(c) Transactions with the directors and substantial shareholders of the Company (Continued)

- (vi) On 22 October 2020, Mr. Lei Hong Wai provided a personal guarantee to secure the Group's repayment obligations under the securities margin financing facility of HK\$14,000,000 granted by a securities brokerage firm to the Group. No consideration was paid by the Group to Mr. Lei Hong Wai for providing the personal guarantee. No security over the assets of the Group was provided for the personal guarantee given by Mr. Lei Hong Wai.

As at 31 December 2021 and 2020, the provision of the personal guarantee by Mr. Lei Hong Wai remained in full force and effect.

- (vii) On 8 September 2021, Mr. Cheung Kwok Fan provided a cash advance of HK\$600,000 to the Group for financing its short-term funding needs. The cash advance is unsecured, non-interest bearing, and repayable on demand. On 28 December 2021, the Group repaid the cash advance to Mr. Cheung Kwok Fan.
- (viii) On 22 December 2021, each of Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton provided a personal guarantee to guarantee the punctual performance by the Company's obligations under the Guaranteed Secured Notes due 2022 of HK\$200,000,000 issued by the Company on 22 December 2021 pursuant to the subscription and note instrument agreement dated 22 December 2021. No consideration was paid by the Company to Mr. Lei Hong Wai and/or Mr. Cheung Kwok Wai Elton for providing the personal guarantees. No security over the assets of the Group was provided for the personal guarantees given by Mr. Lei Hong Wai and/or Mr. Cheung Kwok Wai Elton.

52. 重大關連人士交易 (續)

(c) 與本公司之董事及主要股東之交易 (續)

- (vi) 於二零二零年十月二十二日，李雄偉先生就一間證券經紀公司向本集團授出14,000,000港元證券保證金財務融資之還款責任提供個人擔保。本集團概無就提供個人擔保向李雄偉先生支付代價，亦概無就李雄偉先生提供之個人擔保提供本集團資產作為抵押。

於二零二一年及二零二零年十二月三十一日，李雄偉先生提供個人擔保維持十足效力及作用。

- (vii) 於二零二一年九月八日，張國勳先生就本集團之短期資金需要而向其作出600,000港元現金墊款。現金墊款為無抵押、免息並須按的要求償還。於二零二一年十二月二十八日，本集團已向張國勳先生償還現金墊款。
- (viii) 於二零二一年十二月二十二日，李雄偉先生及張國偉先生分別提供個人擔保，以擔保本公司準時履行本公司於二零二一年十二月二十二日根據日期為二零二一年十二月二十二日之認購及票據工具協議發行二零二二年到期本金總額為200,000,000港元之保證擔保票據項下之責任。本公司概無就李雄偉先生及／或張國偉先生提供個人擔保支付代價，亦無就李雄偉先生及／或張國偉先生提供之個人擔保提供本集團資產作為抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

52. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(c) Transactions with the directors and substantial shareholders of the Company (Continued)

(viii) (Continued)

As at 31 December 2021, the provision of the personal guarantees by Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton remained in full force and effect.

All of the above transactions also constitute connected transactions as defined in Chapter 14A of the Listing Rules. However, these transactions are fully exempt from the connected transaction requirements in Chapter 14A of the Listing Rules under Rule 14A.90.

(d) Transactions with the directors of the subsidiaries of the Company

On 20 August 2018, Bayhood No. 9 Co. as lender entered into a loan agreement with Mr. Guan Jialin, a director of certain subsidiaries of the Group, as borrower, and Ms. Hao Yuhui, the spouse of Mr. Guan Jialin, as guarantor relating to grant a loan in the principal amount of RMB25,000,000 (equivalent to HK\$28,532,000) to Mr. Guan Jialin for a term of 24 months commencing from 24 August 2018. The loan was interest bearing at 9.00% per annum, secured by a real estate mortgage over a residential property located in Beijing, the PRC owned by Ms. Hao Yuhui (the “**Property**”) and maturing on 23 August 2020. The terms of the loan agreement were negotiated on an arm’s length basis between Bayhood No. 9 Co. and Mr. Guan Jialin with reference to terms and conditions of the loan agreements entered into between the Group and its money lending customers.

52. 重大關連人士交易 (續)

(c) 與本公司之董事及主要股東之交易 (續)

(viii) (續)

於二零二一年十二月三十一日，李雄偉先生及張國偉先生提供個人擔保維持十足效力及作用。

所有上述之交易亦構成上市規則第14A章所定義之關連交易。然而，該等交易獲全面豁免遵守上市規則第14A章第14A.90條項下之關連交易之規定。

(d) 與本公司附屬公司之董事之交易

於二零一八年八月二十日，北湖9號公司(作為貸款人)與本集團若干附屬公司之董事關家麟先生(作為借款人)及關家麟先生之配偶郝玉慧女士(作為擔保人)已訂立貸款協議，內容有關向關家麟先生授出本金額為人民幣25,000,000元(相等於28,532,000港元)之貸款，自二零一八年八月二十四日起計為期二十四個月。貸款按年利率9%計息，以郝玉慧女士擁有之位於中國北京市之住宅物業(「物業」)之房地產按揭作抵押及於二零二零年八月二十三日到期。貸款協議之條款乃經北湖9號公司與關家麟先生公平磋商後協定，並參考本集團及其借貸客戶訂立之貸款協議之條款及條件。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

52. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(d) Transactions with the directors of the subsidiaries of the Company (Continued)

On 20 September 2018, Bayhood No. 9 Co., Mr. Guan Jialin and Ms. Hao Yuhui entered into a supplemental agreement relating to the amendment of the condition precedent of the loan agreement dated 20 August 2018. Pursuant to which, the loan agreement was conditional upon the real estate mortgage over the Property having been duly registered with the Beijing Shunyi District Real Estate Bureau (the “**Real Estate Bureau**”) by Mr. Yuan Huixia (as agent of Bayhood No. 9 Co.), a then director and legal representative of a wholly-owned subsidiary of the Company, and Ms. Hao Yuhui.

Concurrently, on 20 September 2018, Mr. Yuan Huixia executed an irrevocable undertaking in favour of Bayhood No. 9 Co., pursuant to which:

- (i) Mr. Yuan Huixia shall, on behalf of Bayhood No. 9 Co. and together with Ms. Hao Yuhui, register the real estate mortgage over the Property with the Real Estate Bureau;
- (ii) in the event that Mr. Guan Jialin does not repay the loan in accordance with the loan agreement, Mr. Yuan Huixia shall sell the Property on the instruction of Bayhood No. 9 Co. and transfer the proceeds in full to Bayhood No. 9 Co.;
- (iii) in the event that Bayhood No. 9 Co. proposes to change the mortgagee of the mortgage over the Property or terminate the mortgage, Mr. Yuan Huixia shall execute all necessary documents on the instruction of Bayhood No. 9 Co. to effect such change or termination; and
- (iv) unless on the instruction of Bayhood No. 9 Co., Mr. Yuan Huixia shall not change the mortgagee of the mortgage over the Property, terminate the mortgage, or sell the Property.

52. 重大關連人士交易(續)

(d) 與本公司附屬公司之董事之交易(續)

於二零一八年九月二十日，北湖9號公司、關家麟先生及郝玉慧女士訂立補充協議，內容有關修訂日期為二零一八年八月二十日之貸款協議之先決條件，據此，貸款協議須待本公司一間全資附屬公司當時之董事及法律代表袁輝霞先生(作為北湖9號公司代理人)及郝玉慧女士向北京市順義區房屋管理局(「房屋管理局」)正式註冊物業之房地產按揭後方可作實。

同時，於二零一八年九月二十日，袁輝霞先生以北湖9號公司為受益人簽立一份不可撤銷承諾書，據此：

- (i) 袁輝霞先生代表北湖9號公司連同郝玉慧女士向房屋管理局註冊物業之房地產按揭；
- (ii) 倘關家麟先生未能按貸款協議償還貸款，袁輝霞先生須按北湖9號公司之指示出售物業，並將所得款項全數轉讓予北湖9號公司；
- (iii) 倘北湖9號公司建議更改物業按揭之承按人或終止按揭，袁輝霞先生須按北湖9號公司之指示執行所有必要文件，以產生該更改或終止；及
- (iv) 除非獲北湖9號公司之指示，否則袁輝霞先生不得更改物業按揭之承按人、終止按揭或出售物業。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

52. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(d) Transactions with the directors of the subsidiaries of the Company (Continued)

As each of Mr. Guan Jialin, Ms. Hao Yuhui and Mr. Yuan Huixia was a connected person at the subsidiary level of the Company under Chapter 14A of the Listing Rules as at the date of the loan agreement, the entering into of the loan agreement (as supplemented by the supplemental agreement with the undertaking) constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

The directors (including all the independent non-executive directors) confirmed that the terms of the loan agreement (as supplemented by the supplemental agreement with the undertaking) were fair and reasonable, the transactions contemplated thereunder were on normal commercial terms and in the interests of the Company and its shareholders as a whole.

Announcements in respect of the loan agreement and the supplemental agreement with the undertaking were published on 20 August 2018 and 20 September 2018 respectively in accordance with Chapter 14A of the Listing Rules.

The loan agreement (as supplemented by the supplemented agreement with the undertaking) became unconditional on 26 September 2018 and the drawdown of the loan was made on 29 September 2018.

On 2 June 2020, Mr. Guan Jialin repaid the loan of RMB25,000,000 (equivalent to HK\$27,178,000) together with the accrued interest thereon of RMB599,000 (equivalent to HK\$651,000).

The directors confirm that the above transactions have complied with the connected transaction requirements in Chapter 14A of the Listing Rules.

52. 重大關連人士交易(續)

(d) 與本公司附屬公司之董事之交易(續)

根據上市規則第14A章，由於關家麟先生、郝玉慧女士與袁輝霞先生各自於貸款協議日期於附屬公司層面上為本公司之關連人士，故訂立貸款協議(經補充協議及承諾書補充)構成上市規則第14A章項下本公司之關連交易。

董事(包括全體獨立非執行董事)確認貸款協議(經補充協議及承諾書補充)之條款屬公平合理、其項下擬進行之交易乃按一般商業條款訂立，並符合本公司及其股東之整體利益。

根據上市規則第14A章有關貸款協議以及補充協議及承諾書之公佈已分別於二零一八年八月二十日及二零一八年九月二十日刊發。

貸款協議(經補充協議及承諾書補充)已於二零一八年九月二十六日成為無條件及貸款已於二零一八年九月二十九日提取。

於二零二零年六月二日，關家麟先生已償還貸款人民幣25,000,000元(相等於27,178,000港元)連同其應計利息人民幣599,000元(相等於651,000港元)。

董事確認上述之交易已遵守上市規則第14A章之關連交易規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

53. CAPITAL RISK MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and maintain healthy ratios in order to support its business and enhance shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue of new shares or redemption of existing shares as well as raise or repay debts. The Group's overall strategy remains unchanged from prior years.

The Group monitors capital using a gearing ratio, which is total debt divided by equity attributable to owners of the Company. The Group's policy is to maintain the gearing ratio between 20% and 40%. Debt includes interest bearing bank and other borrowings, amount due to a director and guaranteed secured notes. Equity attributable to owners of the Company includes share capital, retained profits and other reserves. The gearing ratio as at the end of the reporting periods was as follows:

53. 資本風險管理

本集團管理資本之主要目標為保障本集團持續經營之能力並維持穩健比率，以支持其業務及提升股東價值。

本集團管理其資本結構並根據經濟情況變化作出調整。為維持或調整資本結構，本集團會調整向股東派發之股息、向股東發還資本、發行新股或贖回現有股份以及籌集或償還債務。自上年度，本集團之整體策略維持不變。

本集團使用資產負債比率監察資本，該比率按債務總額除以本公司擁有人應佔權益計算。本集團的政策是維持資產負債比率介乎20%至40%。債務包括計息銀行借款及其他借款、應付一名董事款項及保證擔保票據。本公司擁有人應佔權益包括股本、保留溢利及其他儲備。於報告期末之資產負債比率如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Total debt	債務總額	625,774	668,080
Equity attributable to owners of the Company	本公司擁有人應佔權益	2,193,442	2,368,661
Gearing ratio	資產負債比率	28.53%	28.20%

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

53. CAPITAL RISK MANAGEMENT (Continued)

On 25 August 2017, the Group issued the Secured Notes due 2020 in the aggregate principal amount of HK\$300,000,000. Under the Secured Notes due 2020, the Company covenants with the noteholders that from the issue date and for so long as any Secured Notes due 2020 are outstanding, the Group will ensure the consolidated tangible net worth of the Group will not be less than HK\$1,300,000,000. Consolidated tangible net worth of the Group means, by reference to an annual audited consolidated financial statement or a semiannual unaudited consolidated financial statement of the Group, the aggregate of the amounts paid up or credited as paid up on the issued ordinary share capital of the Company and the amount standing to the credit of the reserves of the Group, but deducting any amount shown in respect of goodwill or other intangible assets of the Group.

Based on the condensed consolidated financial statements of the Company for the six months ended 30 June 2020, the consolidated tangible net worth as at 30 June 2020 was less than HK\$1,300,000,000, which constituted the Breach. On 27 August 2020, the Company obtained a waiver from the noteholders in respect on the Breach.

53. 資本風險管理 (續)

於二零一七年八月二十五日，本集團發行本金總額為300,000,000港元的二零二零年到期之有抵押票據。根據二零二零年到期之有抵押票據，本公司向票據持有人作出契諾，自發行日期及直至有任何尚未償還二零二零年到期之有抵押票據，本集團將確保本集團的綜合有形淨值將不少於1,300,000,000港元。本集團的綜合有形淨值指經參考本集團的年度經審核綜合財務報表或半年度未經審核綜合財務報表，本公司已發行普通股本的繳足或入賬列作繳足總額，以及本集團儲備的進賬金額，惟扣減任何有關就本集團商譽或其他無形資產呈列的金額。

根據本公司截至二零二零年六月三十日止六個月之簡明綜合財務報表，於二零二零年六月三十日之綜合有形淨值少於1,300,000,000港元，構成違反。於二零二零年八月二十七日，本公司就違反取得票據持有人發出之豁免。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

53. CAPITAL RISK MANAGEMENT (Continued)

On 25 September 2020, the Group issued the Guaranteed Secured Notes due 2021 in the aggregate principal amount of HK\$270,000,000. Under the Guaranteed Secured Notes due 2021, the Company covenants with the noteholders that from the issue date and for the so long as any Guaranteed Secured Notes due 2021 are outstanding, the Group will ensure the consolidated tangible net worth of the Group will not less than HK\$1,000,000,000. Consolidated tangible net worth of the Group means, by reference to an annual audited or a semiannual unaudited consolidated financial statements of the Group, the aggregate of the amounts paid up or credited as paid up on the issued ordinary share capital of the Company and the amount standing to the credit of the reserves of the Group, but (i) deducting any amount shown in respect of goodwill, other intangible assets or right-of-use assets of the Group, and (ii) adding any amount show in respect of lease liabilities or deferred tax liabilities relating to the other intangible assets of the Group.

The Company has complied with the covenant throughout the period from 29 September 2020 to 25 September 2021. At 31 December 2020, the consolidated tangible net worth of the Group was HK\$1,466,722,000. At 30 June 2021, the consolidated tangible net worth of the Group was HK\$1,518,562,000.

53. 資本風險管理(續)

於二零二零年九月二十五日，本集團發行本金總額為270,000,000港元之二零二一年到期之保證擔保票據。根據二零二一年到期之保證擔保票據，本公司與票據持有人訂約，自發行日期及於任何二零二一年到期之保證擔保票據仍未償還期間，本集團將確保本集團之綜合有形淨值將不少於1,000,000,000港元。經參考本集團之年度經審核或半年度未經審核綜合財務報表後，本集團之綜合有形淨值指本公司已發行普通股股本之繳足或入賬列作繳足之總金額及本集團儲備所記之金額，惟(i)扣除計入本集團商譽、其他無形資產或使用權資產之任何金額，及(ii)加上計入有關本集團租賃負債或其他無形資產之遞延稅項負債之任何金額。

本公司已於二零二零年九月二十九日至二零二一年九月二十五日止期間一直遵守有關契諾。於二零二零年十二月三十一日，本集團之綜合有形淨值為1,466,722,000港元。於二零二一年六月三十日，本集團的綜合有形淨值為1,518,562,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

53. CAPITAL RISK MANAGEMENT (Continued)

On 22 December 2021, the Group issued the Guaranteed Secured Notes due 2022 in the aggregate principal amount of HK\$200,000,000. Under the Guaranteed Secured Notes due 2022, the Company covenants with the noteholders that from the issue date and for the so long as any Guaranteed Secured Notes due 2022 are outstanding, the Group will ensure the consolidated tangible net worth of the Group will not less than HK\$1,000,000,000. Consolidated tangible net worth of the Group means, by reference to an annual audited or a semiannual unaudited consolidated financial statements of the Group, the aggregate of the amounts paid up or credited as paid up on the issued ordinary share capital of the Company and the amount standing to the credit of the reserves of the Group, but (i) deducting any amount shown in respect of goodwill, other intangible assets or right-of-use assets of the Group, (ii) adding any amount show in respect of lease liabilities or deferred tax liabilities relating to the other intangible assets of the Group, and (iii) adding any contingent consideration payable by any member of the Group relating to the acquisition of the entire issued share capital of Proactivity Plus Co., Ltd. as announced by the Company on 4 May 2021 on the Exchange.

The Company has complied with the covenant throughout the period from 22 December 2021 to 31 December 2021. At 31 December 2021, the consolidated tangible net worth of the Group was HK\$1,288,383,000.

53. 資本風險管理(續)

於二零二一年十二月二十二日，本集團發行本金總額為200,000,000港元之二零二二年到期之保證擔保票據。根據二零二二年到期之保證擔保票據，本公司與票據持有人訂約，自發行日期及於任何二零二二年到期之保證擔保票據仍未償還期間，本集團將確保本集團之綜合有形淨值將不少於1,000,000,000港元。經參考本集團之年度經審核或半年度未經審核綜合財務報表後，本集團之綜合有形淨值指本公司已發行普通股股本之繳足或入賬列作繳足之總金額及本集團儲備所記之金額，惟(i)扣除計入本集團商譽、其他無形資產或使用權資產之任何金額；(ii)加上計入有關本集團租賃負債或其他無形資產之遞延稅項負債之任何金額；及(iii)加上如本公司於二零二一年五月四日在聯交所公佈，本集團任何成員公司就收購Proactivity Plus Co., Ltd.全部已發行股本而應付的任何或然代價。

本公司已於二零二一年十二月二十二日至二零二一年十二月三十一日止期間一直遵守有關契諾。於二零二一年十二月三十一日，本集團之綜合有形淨值為1,288,383,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS

Categories of financial instruments

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets	金融資產		
Amortised cost	攤銷成本	819,639	925,951
Equity instruments at FVTOCI	按公平值計入其他全面收益之 權益工具	25,920	—
Financial assets at FVTPL	按公平值計入損益表之金融 資產	255,954	410,395
Derivative financial instruments	衍生金融工具	3,684	—
		1,105,197	1,336,346
Financial liabilities	金融負債		
Amortised cost	攤銷成本	1,129,279	1,127,291
Derivative financial instruments	衍生金融工具	1,789	—
		1,131,068	1,127,291

At the end of the reporting period:

- (a) loan receivables, trade receivables, deposits and other receivables, and cash and cash equivalents are categorised as “amortised cost” under financial assets; and
- (b) trade payables, deposits received, accruals and other payables, bank borrowings, other borrowings, amount due to an associate, amount due to a director, lease liabilities, and guaranteed secured notes are categorised as “amortised cost” under financial liabilities.

於報告期末：

- (a) 應收貸款、貿易應收款項、按金及其他應收款項以及現金及現金等價物分類為金融資產項下的「攤銷成本」；及
- (b) 貿易應付款項、已收按金、應計費用及其他應付款項、銀行借款、其他借款、應付一間聯營公司款項、應付一名董事款項、租賃負債及保證擔保票據分類為金融負債下的「攤銷成本」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

The Group's major financial instruments include listed equity securities in Hong Kong classified under financial assets at FVTPL, unlisted equity securities at FVTOCI, loan receivables, trade receivables, deposits and other receivables, cash and cash equivalents, trade payables, deposits received, accruals and other payables, bank borrowings, other borrowings, amount due to an associate, amount due to a director, lease liabilities, guaranteed secured notes and derivative financial instruments. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (foreign currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below.

The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(a) Foreign currency risk

The Group's operations are mainly in Hong Kong and the PRC. An entity within the Group is exposed to foreign currency risk from commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The Group engages in property investment business in the PRC through its local subsidiaries with RMB as their functional currency. These PRC subsidiaries are not exposed to foreign currency risk as their commercial transactions and monetary assets and liabilities are denominated in RMB.

Several subsidiaries of the Group with Hong Kong dollar as their functional currency have commercial transactions and monetary assets and liabilities that are denominated in USD, Pound Sterling and Euro.

54. 金融工具(續)

財務風險管理目標及政策

本集團之主要金融工具包括分類為按公平值計入損益表之金融資產之香港上市股本證券、按公平值計入其他全面收益之非上市股本證券、應收貸款、貿易應收款項、按金及其他應收款項、現金及現金等價物、貿易應付款項、已收按金、應計費用及其他應付款項、銀行借款、其他借款、應付一間聯營公司款項、應付一名董事款項、租賃負債、保證擔保票據及衍生金融工具。金融工具的詳情於相關附註中披露。該等金融工具的相關風險包括市場風險(外幣風險、利率風險及股價風險)、信貸風險及流動資金風險。下文載列如何減低該等風險的政策。

管理層管理及監察該等風險承擔，以確保及時及有效採取適當措施。

市場風險

(a) 外幣風險

本集團之經營主要位於香港及中國。本集團一間實體面臨外幣風險，其由商業交易及以並非該實體功能貨幣之貨幣計值之貨幣資產及負債產生。

本集團通過國內附屬公司在中國從事物業投資業務以人民幣作為功能貨幣。該等中國附屬公司並無面臨外匯風險，原因為其商業交易以及貨幣資產及負債乃以人民幣計值。

本集團以港元為其功能貨幣之多間附屬公司擁有以美元、英鎊及歐元計值之商業交易以及貨幣資產及負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Foreign currency risk (Continued)

The Group currently does not have a foreign currency hedging policy. It manages its foreign currency risk by closely monitoring financial position and cash flow exchange risk exposures and where considered appropriate using financial instruments, such as forward exchange contracts, foreign currency options and forward rate agreements, to hedge the foreign currency risk.

As at 31 December 2021, the Group's entities with functional currency of Hong Kong dollar had the aggregate net monetary assets denominated in USD amounted to HK\$10,552,000 (2020: HK\$7,092,000). Given that Hong Kong dollar are pegged to USD, the directors consider that there is no significant foreign currency risk exposure with respect to USD.

As at 31 December 2021, the Group's entities with functional currency of Hong Kong dollar had the aggregate net monetary assets denominated in Pound Sterling and Euro amounted to HK\$91,000 (2020: HK\$261,000). Given that the aggregate net monetary assets denominated in these foreign currencies is less than 1.00% (2020: less than 1.00%) of the Group's net assets at 31 December 2021, the directors consider that the net monetary assets of these currencies are not significant to the Group at the end of the reporting period. Accordingly, no sensitivity analysis is prepared and disclosed.

54. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(a) 外幣風險(續)

本集團現時並無外幣對沖政策。本集團管理其外幣風險，密切監測財務狀況及現金流匯兌風險，並在其認為適用的情況下使用金融工具(如遠期外匯合約、外匯期權及遠期利率協議)對沖該外幣風險。

於二零二一年十二月三十一日，本集團以港元為功能貨幣之實體擁有以美元計值之貨幣資產淨值總額為10,552,000港元(二零二零年：7,092,000港元)。鑑於港元與美元掛鈎，董事認為並無有關美元之重大外幣風險。

於二零二一年十二月三十一日，本集團以港元為功能貨幣之實體擁有以英鎊及歐元計值之貨幣資產淨值總額為91,000港元(二零二零年：261,000港元)。由於以該等外幣計值之貨幣資產淨值總額佔本集團於二零二一年十二月三十一日之資產淨值少於1.00%(二零二零年：少於1.00%)，故董事認為該等貨幣於報告期末之貨幣資產淨值對本集團而言並不重大。因此，並無編製及披露敏感度分析。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(b) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to its bank borrowings and one of the securities margin financing facilities classified under “other borrowings” respectively with variable rates. The Group’s cash flow interest rate risk is concentrated on fluctuation of HIBOR and prime rate arising from its Hong Kong dollar denominated bank borrowings and securities margin financing facility respectively. The Group’s certain other borrowings and guaranteed secured notes carry fixed interest rates, which are not exposed to cash flow interest rate risk.

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (“IBORs”) with alternative nearly risk-free rates. Details of the impacts on the Group’s risk management strategy arising from the interest rate benchmark reform and the progress towards implementation of alternative benchmark interest rates are set out under “interest rate benchmark reform” in this note.

The Group currently does not have an interest rate hedging policy. It manages its interest rate risk by closely monitoring the interest rate movements and where considered appropriate using financial instruments to hedge the interest rate risk.

As at 31 December 2021, if interest rates of the bank borrowings and securities margin financing facility had been 50 basis points (2020: 50 basis points) higher/lower, with all other variables remain constant, the Group’s loss and total comprehensive expense for the year ended 31 December 2021 would have increased/decreased by HK\$886,000 (2020: HK\$846,000).

54. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(b) 利率風險

本集團因其浮息銀行借款及其中一筆分類為「其他借款」的證券保證金財務融資而分別面臨現金流量利率風險。本集團的現金流量利率風險主要集中於其以港元計值的銀行借款及證券保證金財務融資分別產生的香港銀行同業拆息及最優惠利率的波動。本集團的若干其他借款及保證擔保票據均按固定利率計息，並無面臨現金流量利率風險。

全球正在對主要利率基準進行根本性改革，包括用幾乎無風險的替代利率取代若干銀行同業拆息（「銀行同業拆息」）。利率基準改革對本集團風險管理策略的影響及替代基準利率的實施進展詳情載於本附註「利率基準改革」。

本集團現時並無利率對沖政策。本集團透過密切監察利率變動及在適合時動用金融工具對沖利率風險以管理其利率風險。

於二零二一年十二月三十一日，倘銀行借款及證券保證金財務融資的利率上升／下降50個基點（二零二零年：50個基點），而所有其他變數維持不變，則本集團截至二零二一年十二月三十一日止年度的虧損及全面開支總額將增加／減少886,000港元（二零二零年：846,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(b) Interest rate risk (Continued)

The sensitivity analysis above has been determined based on the exposure to a change in interest rates for the bank borrowings and securities margin financing facility with variable rates at the end of the reporting period. The analysis is prepared assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure the Group's bank borrowings and securities margin financing facility with variable rates which expose the Group to cash flow interest rate risk at the end of the reporting period. The impact on the Group's loss and total comprehensive expense for the year ended 31 December 2021 is estimated as an annualised impact on interest expense of such change in interest rates. The sensitivity analysis is performed on the same basis for 2020.

(c) Equity price risk

The Group is exposed to equity price risk arising from listed equity securities in Hong Kong held by it classified as financial assets at FVTPL. The Group's listed equity securities in Hong Kong are listed on the Exchange.

The Group manages its equity price risk by regularly monitoring equity portfolio to address any portfolio issues promptly and spreading price risk exposure by investing a number of listed equity securities in Hong Kong.

The sensitivity analyses have been determined based on the exposure to equity price risk at the reporting date.

54. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(b) 利率風險(續)

上述敏感度分析乃基於浮息銀行借款及證券保證金財務融資於報告期末利率發生變動的風險而釐定。該分析乃假設於報告期末利率發生變動而編製，並應用於在報告期末重新計量令本集團面臨現金流量利率風險的本集團浮息銀行借款及證券保證金財務融資。其對本集團截至二零二一年十二月三十一日止年度的虧損及全面開支總額的影響，乃按有關利率變動對利息開支造成的年化影響作估計。該敏感度分析按與二零二零年相同的基準進行。

(c) 股價風險

本集團面臨由其持有的香港上市股本證券(分類為按公平值計入損益表之金融資產)產生的股價風險。本集團的香港上市股本證券在聯交所上市。

本集團定期監察股本組合以即時處理任何組合事宜達致管理股價風險，並以投資多項香港上市股本證券分散價格風險。

敏感度分析乃基於於報告日期所面對的股價風險釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

(c) Equity price risk (Continued)

As at 31 December 2021, if the prices of the listed equity securities in Hong Kong with quoted market price held by the Group had been 15% (2020: 15%) higher/lower, with all other variables remain constant, the Group's loss for the year ended 31 December 2021 would have increased/decreased by HK\$32,058,000 (2020: HK\$51,402,000).

Credit risk and impairment assessment

The credit risk of the Group mainly arises from bank balances, trade receivables, loan receivables and other receivables. The exposures to these credit risks are regularly monitored on an ongoing basis by established credit policies in each of the Group's core businesses.

(a) Bank balances

The Group's exposure to credit risk arising from bank balances is limited because the counterparties are high-credit-quality banks and/or financial institutions, for which the Group considers to have low credit risk.

(b) Trade receivables

Trade receivables arise from the Group's sale of jewelry products business. The Group trades only with recognised and creditworthy third parties. The Group allows credit period ranging from 0 to 270 days to its customers. Before accepting any new customer, credit evaluation is performed by the responsible executive director to assess the potential customer's credit quality and define its credit limit. Credit evaluations are reviewed regularly. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the directors of the Company consider the Group's credit risk is significantly reduced.

54. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(c) 股價風險(續)

於二零二一年十二月三十一日，倘本集團持有的具所報市價的香港上市股本證券價上升／下跌15%（二零二零年：15%），而所有其他變數維持不變，則本集團截至二零二一年十二月三十一日止年度的虧損將增加／減少32,058,000港元（二零二零年：51,402,000港元）。

信貸風險及減值評估

本集團之信貸風險主要由銀行結餘、貿易應收款項、應收貸款及其他應收款項產生。該等信貸風險透過於本集團各核心業務建立之信貸政策按持續基準定期監察。

(a) 銀行結餘

本集團自銀行結餘產生之信貸風險承擔有限，原因是交易對手方為信貸評級高之銀行及／或金融機構，而本集團認為該等交易對手方之信貸風險偏低。

(b) 貿易應收款項

本集團之銷售珠寶產品業務產生貿易應收款項。本集團僅與熟悉及信譽良好的第三方進行貿易。本集團向其客戶授出介乎0至270日之間之信貸期。在接納任何新客戶之前，負責之執行董事進行信貸評估，以評估潛在客戶的信貸質量及決定其信貸限額。本集團定期審查信貸評估。本集團已實際其他監控程序，以確保採取跟進行動收回逾期債務。就此而言，本公司董事認為本集團的信貸風險大幅減少。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(b) Trade receivables (Continued)

The Group performs ECL assessment by applying the HKFRS 9 simplified approach, which uses lifetime ECL allowance as basis for all trade receivables with reference to an ECL valuation prepared by Grant Sherman. The ECL of trade receivables is calculated as the product of the three factors: gross credit exposure, probability of default, and recovery rate in case of insolvency in Hong Kong. The probability of default is derived through the application of a linear multiple regression model, which estimates the statistical relationship between a dependent variable and multiple independent variables. To reflect any current or forward-looking information affecting the customers' abilities to settle the trade receivables, certain adjustments have been made in the process of deriving the appropriate probability of default. The calculation reflects the probability-weighted outcome, the time value of money, and reasonable and supportable information that is available at the end of the reporting period about past events, current conditions and forecasts of future economic conditions.

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(b) 貿易應收款項(續)

本集團應用香港財務報告準則第9號簡易方法對所有貿易應收款項進行預期信貸虧損評估，該方法以全期預期信貸虧損撥備作基準，並已參考中證編製的預期信貸虧損估值。貿易應收款項的預期信貸虧損按三個系數的積數計算：信貸風險承擔總額、違約率及倘在香港無力償債的收回率。違約率透過應用線性複迴歸模型計算得出，該模型估計因變數及多個獨立變數之間之統計關係。為反映影響客戶結付貿易應收款項能力的任何現時或前瞻性資料，於計算得出適當違約率的過程中已作出若干調整。有關計算反映概率加權結果、金錢的時間價值及於報告期末可得有關過往事件、現時狀況及對未來經濟狀況預測的合理及可支持資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(b) Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and allowance for ECL on trade receivables at 31 December 2021 and 2020:

2021

Past due status	逾期狀況	ECL rate 預期信貸 虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Allowance for ECL recognised 已確認之預期 信貸虧損撥備 HK\$'000 千港元	Net carrying amounts 賬面淨值 HK\$'000 千港元
Current (not past due)	即期(並無逾期)	0.71%	33,986	(242)	33,744
1-30 days past due	逾期1至30日	0.73%	750	(5)	745
31-90 days past due	逾期31至90日	0.71%	279	(2)	277
More than 90 days past due	逾期超過90日	21.96%	121	(27)	94
			35,136	(276)	34,860

2020

Past due status	逾期狀況	ECL rate 預期信貸 虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Allowance for ECL recognised 已確認之預期 信貸虧損撥備 HK\$'000 千港元	Net carrying amounts 賬面淨值 HK\$'000 千港元
Current (not past due)	即期(並無逾期)	1.03%	28,865	(298)	28,567
1-30 days past due	逾期1至30日	4.61%	477	(22)	455
31-90 days past due	逾期31至90日	17.11%	228	(39)	189
More than 90 days past due	逾期超過90日	22.75%	444	(101)	343
			30,014	(460)	29,554

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(b) 貿易應收款項(續)

下表提供有關本集團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之信貸風險及預期信貸虧損撥備之資料：

二零二一年

Past due status	逾期狀況	ECL rate 預期信貸 虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Allowance for ECL recognised 已確認之預期 信貸虧損撥備 HK\$'000 千港元	Net carrying amounts 賬面淨值 HK\$'000 千港元
Current (not past due)	即期(並無逾期)	0.71%	33,986	(242)	33,744
1-30 days past due	逾期1至30日	0.73%	750	(5)	745
31-90 days past due	逾期31至90日	0.71%	279	(2)	277
More than 90 days past due	逾期超過90日	21.96%	121	(27)	94
			35,136	(276)	34,860

二零二零年

Past due status	逾期狀況	ECL rate 預期信貸 虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Allowance for ECL recognised 已確認之預期 信貸虧損撥備 HK\$'000 千港元	Net carrying amounts 賬面淨值 HK\$'000 千港元
Current (not past due)	即期(並無逾期)	1.03%	28,865	(298)	28,567
1-30 days past due	逾期1至30日	4.61%	477	(22)	455
31-90 days past due	逾期31至90日	17.11%	228	(39)	189
More than 90 days past due	逾期超過90日	22.75%	444	(101)	343
			30,014	(460)	29,554

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(b) Trade receivables (Continued)

Trade receivables are written off when there is information indicating that the customer is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the customer has been placed under liquidation or has entered into bankruptcy proceedings, or the trade receivables are over 270 days past due, whichever occurs earlier.

(c) Loan receivables

Loan receivables arise from the Group's money lending business.

The Group's money lending business only provides loan financing. The Group's customers principally include high net worth individuals, private companies, or listed companies introduced to the staff and management of the Group through business/personal networks or are referred to the Group by its existing or former customers.

The Group has developed a credit policy and procedures manual for its money lending business. The credit policy and procedures manual specifies the Group's credit policy towards its money lending business, the risk management of the Group's money lending business, and the credit procedures for the Group's money lending business, which include, among others, the loan application, credit approval, loan closing, and monitoring ongoing credit risk procedures. All new customers of the Group are subject to loan application procedures, which include customer due diligence, reference check for credit and character, and financial background check. The following internal control procedures are put in place:

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(b) 貿易應收款項(續)

當有資料顯示客戶有嚴重財政困難及未來並無實際機會收回有關款項，例如客戶正在清盤中或已進行破產程序，或貿易應收款項逾期超過270日(以較早發生者為準)，則撤銷有關貿易應收款項。

(c) 應收貸款

本集團之借貸業務產生應收貸款。

本集團之借貸業務僅提供貸款融資。本集團之主要客戶包括高淨值人士、私人企業或通過業務/個人網絡向本集團員工及管理層介紹或由其現有或過往客戶轉介至本集團之上市公司。

本集團已為其借貸業務制定信貸政策及程序手冊。信貸政策及程序手冊訂明本集團有關其借貸業務的信貸政策、本集團借貸業務的風險管理以及本集團借貸業務的信貸程序，包括(其中包括)申請貸款、信貸批核、貸款完結及監察持續信貸風險程序。本集團的所有新客戶須辦理貸款申請程序，包括客戶盡職審查、信貸及人格的背景調查及財務背景調查。已制定以下內部控制程序：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

(i) Credit risk assessment of customers

Prior to grant of a loan to a customer, the Group carries out credit risk assessment on the customer, taking into account, among other things, the following factors:

- (1) background and character of the customer, if the customer is an individual;
- (2) shareholders' background, character, and management capability, if the customer is a company;
- (3) purpose of the loan;
- (4) source of repayment;
- (5) value of collateral and guarantee(s), if any; and
- (6) the financial strength of the customer, shareholder(s), and guarantor(s).

For renewal/extension of any granted loans, the Group carries out an update assessment on the customer. In addition, the Group also considers the customer's repayment behavior in the past.

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

(i) 客戶之信貸風險評估

在向客戶發放貸款前，本集團對客戶進行信貸風險評估(其中包括)以下因素：

- (1) 客戶之背景及性格(倘客戶是個人)；
- (2) 股東背景、性格及管理能力的(倘客戶是企業)；
- (3) 貸款用途；
- (4) 還款來源；
- (5) 抵押品價值和擔保(如有)；
- (6) 經客戶、股東及擔保人之財務實力。

對於任何已授出貸款之續期/展期，本集團對客戶進行最新評估。此外，本集團亦會考慮客戶過往之還款行為。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

(ii) Mechanism in determining loan terms

The terms of a loan are normally determined following arm's length negotiation between the Group and the customer, taking into account the factors set out in (i) above. Normally, the Group tends to grant loans under loan tenure of not more than two years, subject to renewals by mutual consent. The Group expects the interest rate of a loan to be not less than the best lending rate quoted by The Hongkong and Shanghai Banking Corporation Limited plus 3.00% per annum. The Group would normally test the customer's willingness/reluctance to provide collateral/guarantee to the loan, but will take a pragmatic approach in order to maintain flexibility and competitiveness as compared to banking institutions who can normally offer better rates to the customer if they can provide collateral/guarantee.

(iii) Approval process for granting loans, and related checks and balances

The approval process for granting or renewing loans is normally as follows:

- (1) the Group would request the customer to complete the Loan Application Form, the Know Your Customer Form, and the Personal Financial Information Form;
- (2) the Finance and Accounting Department would seek to verify the information provided by the customer, collect supporting documents, and complete the Loan Recommendation Form on the customer's loan application and submit to the responsible directors;

54. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

(c) 應收貸款 (續)

(ii) 確定貸款條款之機制

貸款條款通常由本集團與客戶公平磋商後釐定，並考慮上文(i)所載因素。本集團一般傾向於在不超過兩年之貸款期限內發放貸款，但須經雙方同意續期。本集團預期貸款利率將不少於香港上海滙豐銀行有限公司所報之最優惠利率加每年3.00%。本集團通常會測試客戶是否願意／不願為貸款提供抵押品／擔保，但會採取務實之態度，以保持與銀行機構相比之靈活性及競爭力，且銀行機構一般可以提供更優惠之利率給客戶抵押／保證。

(iii) 發放貸款之審批程序以及相關之互相制衡

授予或更新貸款之一般審批程序如下：

- (1) 本集團要求客戶完成貸款申請表格、客戶信息表及個人財務信息表；
- (2) 財務及會計部門會核實客戶提供之資料，收集證明文件、並在客戶貸款申請表格中填寫貸款建議並提交給負責之董事；

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

(iii) (Continued)

- (3) the responsible directors would review the recommendation from the Finance and Accounting Department, spot check the supporting documents, and indicate their approval (with or without modification) or rejection of the loan application;
- (4) the Finance and Accounting Department will carry out compliance procedures on all loan applications approved by the responsible directors. Under the credit policy and procedures manual, if the grant of a loan does not constitute a notifiable transaction under Chapter 14 of the Listing Rules and the customer is not a connected person, the grant of the loan would only be required to be approved by the responsible directors;
- (5) if the grant of a loan constitutes a notifiable and/or connected transaction under Chapter 14 or 14A of the Listing Rules, the grant of the loan would be required to be submitted to the board of directors for approval; and
- (6) the Finance and Accounting Department would prepare the loan documentation for signing, and the announcement if the grant of a loan constitutes a notifiable and/or connected transaction.

54. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

(c) 應收貸款 (續)

(iii) (續)

- (3) 負責之董事會審核財務及會計部門之推薦意見，抽查相關證明文件，並註明同意（不論有否修改）或拒絕貸款申請；
- (4) 財務及會計部門將對負責之董事批准之所有貸款申請執行合規程序。根據信貸政策及程序手冊，倘批出貸款不構成上市規則第14章規定的須予公佈交易，且客戶並非關連人士，則批出貸款僅須經負責董事批准；
- (5) 倘根據上市規則第14章或第14A章，批出貸款構成須予公佈及／或關連交易，則批出貸款須呈交董事局批准；及
- (6) 財務及會計部門將準備貸款文件以供簽署，倘批出貸款構成須予公佈及／或關連交易，則將同時準備公佈。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

(iv) Monitoring loan repayment

The following procedures are in place for monitoring loan repayment:

- (1) monthly loan repayment and interest payment schedules are prepared by the Finance and Accounting Department to enable the responsible directors to monitor the timely payment of each customer. If a customer does not make loan repayment or interest payment in accordance with the loan agreement, the Finance and Accounting Department would promptly report to the responsible directors; and
- (2) the responsible directors conduct the following loan monitoring procedures twice a year for each loan, which include: a review of the pattern of credit usage, contact with the customer, review of periodic financial statements/ position of the customer, and monitor compliance with existing covenants or other conditions of the loan. The conducting of semi-annual loan monitoring not only enables the responsible directors to identify problematic loans on a timely basis, but also serves as an input for loan classification in calculating impairment loss of loan receivables for financial reporting purposes.

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

(iv) 監測貸款償還情況

以下為監測貸款償還情況的程序：

- (1) 財務及會計部門每月編製貸款償還及利息支付時間表，讓負責董事能監測每名客戶的及時支付情況。倘客戶並未按照貸款協議償還貸款或支付利息，則財務及會計部門會即時向負責董事報告；及
- (2) 負責董事每年對每筆貸款進行兩次下述貸款監測程序，包括：審查信貸使用模式、與客戶聯絡、審查客戶的定期財務報表／狀況，以及監測對現有契諾或其他貸款條件的遵守情況。每半年進行一次貸款監察，不但可讓負責董事即時發現問題貸款，亦可作為計算應收貸款減值虧損的貸款分類輸入數據，以作財務報告之用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

(v) Actions for recovering delinquent loans

The actions taken for recovering delinquent loans would normally include the following:

- (1) examine and evaluate the delinquent loan situation;
- (2) discuss with the customer of the delinquent loan;
- (3) discuss internally to formulate an action plan of recovery; and
- (4) recovery strategy can involve a wide range of actions, which includes the revising of the repayment terms, adding of collaterals/guarantees, reaching of settlement, the commencement of legal actions against the customer, and/or enforcement on collaterals/guarantees.

The directors of the Company consider that the above internal control procedures significantly reduce the Group's credit risk.

The board of directors is responsible to ensure the credit policy and procedures manual is appropriate to the market need and the procedures as set out in the manual are strictly followed and carried out by the staff. The board of directors has appointed Infinity Concept Ripple Limited, an independent firm of professional accountants, to conduct independent review on adequacy and effectiveness of the risk management and internal control systems of the Group's money lending business.

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

(v) 追討拖欠貸款的行動

為追討拖欠貸款而採取的行動通常包括：

- (1) 檢查及評估拖欠貸款情況；
- (2) 與拖欠貸款的客戶商討；
- (3) 內部討論制定收回拖欠貸款的行動計劃；及
- (4) 收回策略可能涉及一系列的行動，包括修訂還款條款、增加抵押品／擔保、達成和解、對客戶採取法律行動，及／或強制執行抵押品／擔保。

本公司董事認為，上述內部控制程序大幅降低本集團的信貸風險。

董事會負責確保信貸政策及程序手冊適合市場需要，以及員工嚴格遵守及執行手冊所載程序。董事會已委任一間獨立專業會計師行集思廣益有限公司獨立檢討本集團借貸業務的風險管理及內部監控系統的充足性及有效性。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

The Group applies the general approach, which is often referred to “three-stage model”, under HKFRS 9, in which ECL of loan receivable are determined based on (i) the changes in credit quality of the loan receivable since initial recognition, and (ii) the estimated expectation of an economic loss of the loan receivable under consideration.

Under the general approach, there are two measurement bases for allowance for ECL:

- (i) 12-months ECL, which are the ECL that result from default events that are possible within 12 months after the reporting date and are calculated as the allowance for ECL on a loan receivable weighted by the probability of default accumulated over the 12 months after the reporting date.
- (ii) lifetime ECL, which are the ECL that result from all possible default events over the expected life of a loan receivable and are calculated as the allowance for ECL on a loan receivable weighted by the probability of default accumulated over the entire life of the loan receivable.

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

本集團應用香港財務報告準則第9號的一般方法(通常稱為「三階段模型」),其中應收貸款的預期信貸虧損乃根據(i)應收貸款的信貸質量自初始確認以來的變化,以及(ii)所考慮的應收貸款經濟損失的估計預期來確定。

根據一般方法,預期信貸虧損的撥備有兩個衡量基礎:

- (i) 12個月預期信貸虧損,指因報告日期後12個月內可能發生的違約事件而產生的預期信貸虧損,並計算為應收貸款的預期信貸虧損撥備,按報告日期後12個月內累積的違約概率加權計算。
- (ii) 全期預期信貸虧損,指於應收貸款的預期年期內所有可能違約事件產生的預期信貸虧損,並計算為應收貸款的預期信貸虧損撥備,按應收貸款在整個年期內累積的違約概率加權計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

The allowance for ECL on loan receivables are derived from gross credit exposure, recovery rate, and probability of default. The Group uses the following ECL formula to calculate the allowance for ECL on its loan receivables:

Allowance for ECL = gross credit exposure x adjusted probability of default x (1 - recovery rate)

For ECL assessment, the Group's loan receivables are classified as follows:

- (i) Stage 1 (Performing) includes loan receivables that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these loan receivables, 12-month ECL are recognised.
- (ii) Stage 2 (Underperforming) includes loan receivables that have had a significant increase in credit risk since initial recognition (unless they have low credit risk at the reporting date) but that do not have objective evidence of impairment. For these loan receivables, lifetime ECL are recognised.
- (iii) Stage 3 (Non-performing) includes loan receivables that have objective evidence of impairment and are considered as credit-impaired financial assets at the reporting date. For these loan receivables, lifetime ECL are recognised.

To ensure the adequacy of allowance for ECL on loan receivables, the Group engaged Grant Sherman, an independent firm of professional valuers, to conduct a valuation on the allowance for ECL on loan receivables recognised for each reporting period.

54. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

(c) 應收貸款 (續)

應收貸款的預期信貸虧損撥備乃根據信貸風險承擔總額、收回率及違約率計算。本集團使用以下預期信貸虧損公式計算其應收貸款的預期信貸虧損撥備：

預期信貸虧損撥備 = 信貸風險承擔總額 x 經調整違約率 x (1 - 收回率)

就預期信貸虧損評估而言，本集團應收貸款分為以下類別：

- (i) 第1階段(履約)包括自初始確認以來信貸風險並無大幅增加或於報告日期信貸風險較低的應收貸款。對於該等應收貸款，會確認12個月的預期信貸虧損。
- (ii) 第2階段(不良)包括自初始確認以來信貸風險大幅增加(除非於報告日期信貸風險較低)但並無客觀減值證據的應收貸款。對於該等應收貸款，會確認全期預期信貸虧損。
- (iii) 第3階段(不履約)包括於報告日期具客觀減值證據且被視為信貸減值金融資產的應收貸款。對於該等應收貸款，會確認全期預期信貸虧損。

為確保應收貸款預期信貸虧損撥備之充足性，本集團委聘獨立專業估值師行中證對各報告期確認的應收貸款預期信貸虧損撥備進行估值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

The following table provides information about the Group's exposure to credit risk and allowance for ECL on loan receivables at 31 December 2021 and 2020:

2021

	ECL rate	Gross carrying amount	Allowance for ECL recognised	Net carrying amounts
	預期信貸虧損率	賬面總值 HK\$'000 千港元	已確認之 預期信貸 虧損撥備 HK\$'000 千港元	賬面淨值 HK\$'000 千港元
Stage 1 (Performing) 第1階段(履約)	2.07%	397,948	(8,238)	389,710
Stage 2 (Underperforming) 第2階段(不良)	—	—	—	—
Stage 3 (Non-performing) 第3階段(不履約)	65.03%	686,487	(446,442)	240,045
		1,084,435	(454,680)	629,755

2020

	ECL rate	Gross carrying amount	Allowance for ECL recognised	Net carrying amounts
	預期信貸虧損率	賬面總值 HK\$'000 千港元	已確認之 預期信貸 虧損撥備 HK\$'000 千港元	賬面淨值 HK\$'000 千港元
Stage 1 (Performing) 第1階段(履約)	4.40%	668,200	(29,380)	638,820
Stage 2 (Underperforming) 第2階段(不良)	45.98%	141,779	(65,184)	76,595
Stage 3 (Non-performing) 第3階段(不履約)	65.49%	166,620	(109,114)	57,506
		976,599	(203,678)	772,921

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

下表提供有關本集團於二零二一年及二零二零年十二月三十一日就應收貸款之信貸風險及預期信貸虧損撥備之資料：

二零二一年

	ECL rate	Gross carrying amount	Allowance for ECL recognised	Net carrying amounts
	預期信貸虧損率	賬面總值 HK\$'000 千港元	已確認之 預期信貸 虧損撥備 HK\$'000 千港元	賬面淨值 HK\$'000 千港元
Stage 1 (Performing) 第1階段(履約)	2.07%	397,948	(8,238)	389,710
Stage 2 (Underperforming) 第2階段(不良)	—	—	—	—
Stage 3 (Non-performing) 第3階段(不履約)	65.03%	686,487	(446,442)	240,045
		1,084,435	(454,680)	629,755

二零二零年

	ECL rate	Gross carrying amount	Allowance for ECL recognised	Net carrying amounts
	預期信貸虧損率	賬面總值 HK\$'000 千港元	已確認之 預期信貸 虧損撥備 HK\$'000 千港元	賬面淨值 HK\$'000 千港元
Stage 1 (Performing) 第1階段(履約)	4.40%	668,200	(29,380)	638,820
Stage 2 (Underperforming) 第2階段(不良)	45.98%	141,779	(65,184)	76,595
Stage 3 (Non-performing) 第3階段(不履約)	65.49%	166,620	(109,114)	57,506
		976,599	(203,678)	772,921

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

Movements in gross balance of loan receivables:

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

應收貸款之總結餘變動：

		Year ended 31 December 2021 截至二零二一年十二月三十一日止年度			
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	668,200	141,779	166,620	976,599
Increase in loan receivables	應收貸款增加	34,045	—	73,791	107,836
Transfer from stage 1 to stage 3	由第1階段轉撥至第3階段	(304,297)	—	304,297	—
Transfer from stage 2 to stage 3	由第2階段轉撥至第3階段	—	(141,779)	141,779	—
At 31 December 2021	於二零二一年十二月三十一日	397,948	—	686,487	1,084,435
		Year ended 31 December 2020 截至二零二零年十二月三十一日止年度			
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	1,000,071	—	—	1,000,071
(Decrease)/increase in loan receivables	應收貸款(減少)/增加	(9,831)	2,775	(641)	(7,697)
Transfer from stage 1 to stage 2	由第1階段轉撥至第2階段	(139,004)	139,004	—	—
Transfer from stage 1 to stage 3	由第1階段轉撥至第3階段	(183,036)	—	183,036	—
Written-off of loan receivables	撇銷應收貸款	—	—	(15,775)	(15,775)
At 31 December 2020	於二零二零年十二月三十一日	668,200	141,779	166,620	976,599

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

Movements in allowance for ECL on loan receivables:

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

應收貸款之預期信貸虧損撥備變動：

		Year ended 31 December 2021 截至二零二一年十二月三十一日止年度			
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	29,380	65,184	109,114	203,678
Transfer from stage 1 to stage 3	由第1階段轉撥至第3階段	(9,753)	—	9,753	—
Transfer from stage 2 to stage 3	由第2階段轉撥至第3階段	—	(65,184)	65,184	—
Allowance for ECL recognised	已確認之預期信貸虧損撥備	(11,389)	—	262,391	251,002
At 31 December 2021	於二零二一年十二月三十一日	8,238	—	446,442	454,680
		Year ended 31 December 2020 截至二零二零年十二月三十一日止年度			
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	22,021	—	—	22,021
Transfer from stage 1 to stage 2	由第1階段轉撥至第2階段	(2,881)	2,881	—	—
Transfer from stage 1 to stage 3	由第1階段轉撥至第3階段	(1,162)	—	1,162	—
Allowance for ECL recognised	已確認之預期信貸虧損撥備	11,402	62,303	123,727	197,432
Written-off of loan receivables	撇銷應收貸款	—	—	(15,775)	(15,775)
At 31 December 2020	於二零二零年十二月三十一日	29,380	65,184	109,114	203,678

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

The Group writes off a loan receivable in whole or in part when its credit quality is classified as non-performing. No written-off of loan receivable recognised during the year ended 31 December 2021 (2020: HK\$15,775,000). The Group still seeks to recover amounts it is legally owned in full, but which have been written-off due to no reasonable expectation of full recovery.

As at 31 December 2021, the amounts of loan receivables (before accumulated allowance for ECL) from the largest customer and the five largest customers in aggregate amounted to HK\$260,379,000 (2020: HK\$169,373,000) and HK\$937,641,000 (2020: HK\$719,027,000), respectively. They accounted for 24.01% (2020: 17.07%) and 86.46% (2020: 72.46%) respectively of the loan receivables (before accumulated allowance for ECL) as at 31 December 2021.

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

當應收貸款之信貸質素分類為不履約時，本集團全部或部分撇銷該應收貸款。於截至二零二一年十二月三十一日止年度，概無確認撇銷應收貸款(二零二零年：15,775,000港元)。本集團仍然力圖全額收回其合法享有之債權，但由於無法合理預期全額收回，因此進行撇銷。

於二零二一年十二月三十一日，來自最大客戶及五大客戶的應收貸款總額(累計預期信貸虧損撥備前)分別為260,379,000港元(二零二零年：169,373,000港元)及937,641,000港元(二零二零年：719,027,000港元)。其分別佔於二零二一年十二月三十一日的應收貸款(累計預期信貸虧損撥備前)的24.01%(二零二零年：17.07%)和86.46%(二零二零年：72.46%)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

Major terms of the outstanding loans as at 31 December 2021 and 2020 are as follows:

Loan and interest receivables (before accumulated allowance for ECL) as at 31 December 2021	Accumulated allowance for ECL as at 1 January 2021	Reversal of allowance/ (allowance) for ECL recognised for the year ended 31 December 2021	Loan and interest receivables (after accumulated allowance for ECL) as at 31 December 2021
於二零二一年十二月三十一日之應收貸款及利息(累計預期信貸虧損撥備前)	於二零二一年一月一日的累計預期信貸虧損撥備	截至二零二一年十二月三十一日止年度已確認的預期信貸虧損撥回撥備/(撥備)	於二零二一年十二月三十一日的應收貸款及利息(扣除累計預期信貸虧損撥備後)
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元

Stage 1

第1階段

				Interest rate per annum	Collateral and/or guarantee obtained	Maturing on
				年利率	所得抵押品及/或擔保	到期日
Customer A 客戶A	59,826	(3,222)	1,642	8.00%	No 否	9 November 2022 二零二二年十一月九日
Customer A 客戶A	66,069	(3,527)	1,797	8.00%	No 否	9 November 2022 二零二二年十一月九日
Customer A 客戶A	40,263	(2,177)	1,110	8.00%	No 否	9 November 2022 二零二二年十一月九日
Customer A 客戶A	3,215	(173)	88	8.00%	No 否	9 November 2022 二零二二年十一月九日
Customer A 客戶A	91,006	—	(663)	8.00%	Yes 是	6 May 2023 二零二三年五月六日
Customer E 客戶E	22,450	(1,623)	1,032	9.00%	No 否	14 July 2022 二零二二年七月十四日
Customer G 客戶G	22,352	(1,168)	582	12.00%	No 否	14 July 2022 二零二二年七月十四日
Customer L 客戶L	59,093	—	(1,509)	12.00%	No 否	17 May 2022 二零二二年五月十七日
Customer M 客戶M	3,059	—	(81)	8.00%	No 否	1 July 2022 二零二二年七月一日
Customer N 客戶N	20,401	—	(68)	12.00%	Yes 是	31 October 2022 二零二二年十月三十一日
Customer O 客戶O	10,214	—	(278)	12.00%	No 否	27 April 2022 二零二二年四月二十七日
Three ex-customers 三名前客戶	—	(7,737)	7,737	—	—	—
	397,948	(19,627)	11,389			

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

於二零二一年及二零二零年十二月三十一日的未償還貸款主要條款如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

Major terms of the outstanding loans as at 31 December 2021 and 2020 are as follows: (Continued)

54. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

(c) 應收貸款 (續)

於二零二一年及二零二零年十二月三十一日的未償還貸款主要條款如下：(續)

	Loan and interest receivables (before accumulated allowance for ECL) as at 31 December 2021 於二零二一年十二月三十一日之應收貸款及利息(累計預期信貸虧損撥備前) HK\$'000 千港元	Accumulated allowance for ECL as at 1 January 2021 於二零二一年一月一日的累計預期信貸虧損撥備 HK\$'000 千港元	Reversal of allowance/ (allowance) for ECL recognised for the year ended 31 December 2021 截至二零二一年十二月三十一日止年度已確認的預期信貸虧損撥回撥備/(撥備) HK\$'000 千港元	Loan and interest receivables (after accumulated allowance for ECL) as at 31 December 2021 於二零二一年十二月三十一日的應收貸款及利息(扣除累計預期信貸虧損撥備後) HK\$'000 千港元	Interest rate per annum 年利率	Collateral and/or guarantee obtained 所得抵押品及/或擔保	Maturing on 到期日
Stage 3							
第3階段							
Customer D (Note 1) 客戶D(附註1)	137,938	(939)	(84,173)	52,826	8.00%	Yes 是	6 February 2022 二零二二年二月六日
Customer D (Note 1) 客戶D(附註1)	100,789	—	(62,165)	38,624	8.00%	Yes 是	24 May 2023 二零二三年五月二十四日
Customer I (Note 2) 客戶I(附註2)	102,033	(102,029)	(4)	—	15.00%	Yes 是	11 November 2021 二零二一年十一月十一日
Customer J (Note 3) 客戶J(附註3)	9,225	—	—	9,225	12.00%	Yes 是	14 July 2020 二零二零年七月十四日
Customer H (Note 4) 客戶H(附註4)	148,458	(65,184)	(28,493)	54,781	8.00%	No 否	15 November 2021 二零二一年十一月十五日
Customer F (Note 5) 客戶F(附註5)	188,044	(8,814)	(94,641)	84,589	13.00%	Yes 是	5 November 2022 二零二二年十一月五日
One ex-customer 一名前客戶	—	(7,085)	7,085	—			
	686,487	(184,051)	(262,391)	240,045			
	1,084,435	(203,678)	(251,002)	629,755			

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

Notes:

- Further details of these loans are set out in the Company's announcements dated 9 February 2018, 7 February 2020 and 25 May 2021. The two loans receivable from Customer D with the aggregate principal amount of HK\$234,293,000 were transferred from stage 1 (performing) to stage 3 (non-performing) as Customer D failed to repay the loan of HK\$134,293,000 and the accrued and unpaid interest on 6 February 2022, being the final repayment date. The Group is currently in negotiation with Customer D regarding the settlement arrangement of the two loans.
- Further details of this loan are set out in Note 3 of the Company's announcement dated 25 November 2021. As disclosed, this loan is guaranteed by certain guarantors. In September 2021, Customer I procured one of the guarantors to assign a debt in the face value of HK\$117,000,000 owned by the guarantor to the Group to enable the Group to demand payment and liquidate the debt and to apply the proceeds, if any, from the recovery of the debt to offset the loan receivable due by Customer I. The Group is working with its legal adviser with the view to liquidate the debt. Subject to the views of the legal adviser, the Group may later choose to pursue after the original loan receivable instead of the assigned debt.
- Further details of this loan are set out in Note 4 of the Company's announcement dated 25 November 2021. As at 31 December 2021, the loan receivable from Customer J (before written-off of HK\$15,775,000) amounted to HK\$25,000,000.

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

附註：

- 該等貸款的進一步詳情載於本公司日期為二零一八年二月九日、二零二零年二月七日及二零二一年五月二十五日的公佈。由於客戶D未能在二零二二年二月六日(即最終還款日期)償還134,293,000港元的貸款以及應計及未付利息，因此客戶D的兩筆本金總額為234,293,000港元的應收貸款由第1階段(履約)轉移至第3階段(不履約)。本集團目前正就該兩筆貸款的結算安排與客戶D磋商。
- 該貸款的進一步詳情載於本公司日期為二零二一年十一月二十五日的公佈附註3。誠如所披露者，該貸款獲若干擔保人所擔保。二零二一年九月，客戶I促使其中一名擔保人將該擔保人擁有的面值117,000,000港元的債務轉讓予本集團，讓本集團可要求支付及清償該債務，並將收回債務的所得款項(如有)用於抵銷客戶I應付的應收貸款。本集團正與法律顧問合作，以清償該債務。視乎法律顧問的意見，本集團日後可能會選擇追收原應收貸款而非已轉讓債務。
- 該貸款的進一步詳情載於本公司日期為二零二一年十一月二十五日的公佈附註4。於二零二一年十二月三十一日，客戶J之應收貸款(於撇銷15,775,000港元前)為25,000,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

Notes: (Continued)

3. (Continued)

The Group has commenced civil proceedings in Mainland China against Customer J, the guarantor, and the shareholders of the guarantor for recovering the outstanding principal amount of HK\$25,000,000 (before written-off of HK\$15,775,000) together with the accrued and unpaid interest thereon. The first hearing of the civil proceedings took place on 17 March 2022. On 21 March 2022, the court handed down the first instance judgement ordering, among others, Customer J to repay the outstanding principal amount of the loan of HK\$25,000,000, the unpaid interest of HK\$748,000, and the default interest to the Group within ten days from the effective date of the first instance judgement and ordering the guarantor to guarantee the above payment obligations of Customer J.

4. Further details of this loan is set out in Note 2 of the Company's announcement dated 25 November 2021. The Group has instructed its legal adviser to commence civil proceedings in Mainland China against Customer H for recovering the outstanding principal amount of HK\$137,617,000 and the accrued and unpaid interest thereon.

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

附註：(續)

3. (續)

本集團已在中國內地向客戶J、擔保人及擔保人之股東提起民事訴訟以收回未償還本金25,000,000港元(於撇銷15,775,000港元前)連同其應計及未付利息。第一次民事訴訟庭審於二零二二年三月十七日舉行。於二零二二年三月二十一日，法院作出一審判決，勒令(其中包括)客戶J於一審判決生效日期起計十天內，向本集團償還貸款之未償還本金25,000,000港元、未償還利息748,000港元及違約利息，並勒令擔保人擔保客戶J履行上述付款義務。

4. 該貸款的進一步詳情載於本公司日期為二零二一年十一月二十五日的公佈附註2。本集團已指示其法律顧問在中國內地向客戶H提起民事訴訟以收回未償還本金137,617,000港元以及其應計及未付利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

Notes: (Continued)

5. On 7 September 2021, the Group obtained a corporate guarantee provided by a private company owned by Customer F and her spouse (“**Customer F Guarantor**”) to secure all of Customer F’s obligations of the loan of HK\$165,000,000 under the loan agreement. The major assets of Customer F Guarantor include 150,000 participating shares in a closed-end private fund with an estimated value of HK\$45,000,000 (net of a loan of HK\$16,000,000 secured by 40,000 participating shares) and a commercial property located in Mainland China (the “**Property of Customer F Guarantor**”) with an estimated value of RMB100,000,000 (equivalent to HK\$122,700,000) (net of a mortgage loan of RMB30,000,000 which is equivalent to HK\$36,693,000).

On the same date, the Group obtained a share charge over the entire issued share capital of Customer F Guarantor and a share pledge over 110,000 participating shares of the closed-end private fund. In addition, on 16 September 2021, Customer F Guarantor has provided the Property of Customer F Guarantor as collateral to secure the repayment of the loan receivable from Customer F.

54. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

(c) 應收貸款 (續)

附註：(續)

5. 於二零二一年九月七日，本集團取得客戶F及其配偶所擁有的一家私人公司(「客戶F擔保人」)提供的公司擔保，為貸款協議項下165,000,000港元貸款中客戶F之所有義務提供擔保。客戶F擔保人的主要資產包括封閉式私人基金的150,000股參與股份，估計價值為45,000,000港元(扣除由40,000股參與股份擔保的16,000,000港元貸款)，以及一項位於中國內地的商業物業(「客戶F擔保人物業」)，估計價值為人民幣100,000,000元(相等於122,700,000港元)(扣除按揭貸款人民幣30,000,000元(相等於36,693,000港元))。

同日，本集團獲得客戶F擔保人全部已發行股本的股份質押，以及封閉式私人基金超過110,000股參與股份的股份質押。此外，於二零二一年九月十六日，客戶F擔保人提供客戶F擔保人物業作為擔保客戶F償還應收貸款的抵押品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

	Loan and interest receivables (before accumulated allowance for ECL and written-off) as at 31 December 2020	Accumulated allowance for ECL as at 1 January 2020	Reversal of allowance/ (allowance) for ECL recognised and written-off for the year ended 31 December 2020	Loan and interest receivables (after accumulated allowance for ECL and written-off) as at 31 December 2020			
	於二零二零年十二月三十一日之應收貸款及利息(累計預期信貸虧損撥備及撇銷前) HK\$'000 千港元	於二零二零年一月一日的累計預期信貸虧損撥備 HK\$'000 千港元	截至二零二零年十二月三十一日止年度已確認及撇銷的預期信貸虧損撥回撥備/(撥備) HK\$'000 千港元	於二零二零年十二月三十一日的應收貸款及利息(扣除累計預期信貸虧損撥備及撇銷後) HK\$'000 千港元	Interest rate per annum	Collateral and/or guarantee obtained	Maturing on
					年利率	所得抵押品及/或擔保	到期日
Stage 1							
第1階段							
Customer A 客戶 A	59,826	(1,567)	(1,655)	56,604	8.00%	No 否	9 November 2022 二零二二年十一月九日
Customer A 客戶 A	66,069	(1,715)	(1,812)	62,542	8.00%	No 否	9 November 2022 二零二二年十一月九日
Customer A 客戶 A	40,263	(1,059)	(1,118)	38,086	8.00%	No 否	9 November 2022 二零二二年十一月九日
Customer A 客戶 A	3,215	(845)	672	3,042	8.00%	No 否	9 November 2022 二零二二年十一月九日
Customer B 客戶 B	2,997	(80)	(85)	2,832	8.00%	No 否	4 July 2021 二零二一年七月四日
Customer C 客戶 C	103,578	(2,800)	(2,882)	97,896	9.00%	No 否	23 January 2022 二零二二年一月二十三日
Customer D 客戶 D	136,535	(3,699)	2,760	135,596	8.00%	Yes 是	6 February 2022 二零二二年二月六日
Customer E 客戶 E	30,571	(804)	(819)	28,948	9.00%	No 否	14 July 2022 二零二二年七月十四日
Customer E 客戶 E	35,032	(936)	(954)	33,142	9.00%	No 否	14 July 2022 二零二二年七月十四日
Customer F 客戶 F	167,762	(4,366)	(4,448)	158,948	13.00%	No 否	5 November 2022 二零二二年十一月五日
Customer G 客戶 G	22,352	—	(1,168)	21,184	12.00%	No 否	14 July 2022 二零二二年七月十四日
An ex-customer 一名前客戶	—	(107)	107	—			
	668,200	(17,978)	(11,402)	638,820			

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(c) Loan receivables (Continued)

	Loan and interest receivables (before accumulated allowance for ECL and written-off) as at 31 December 2020	Accumulated allowance for ECL as at 1 January 2020	Reversal of allowance/ (allowance) for ECL recognised and written-off for the year ended 31 December 2020	Loan and interest receivables (after accumulated allowance for ECL and written-off) as at 31 December 2020			
	於二零二零年十二月三十一日之應收貸款及利息(累計預期信貸虧損撥備及撇銷前) HK\$'000 千港元	於二零二零年一月一日的累計預期信貸虧損撥備 HK\$'000 千港元	截至二零二零年十二月三十一日止年度已確認及撇銷的預期信貸虧損撥回撥備/(撥備) HK\$'000 千港元	於二零二零年十二月三十一日的應收貸款及利息(扣除累計預期信貸虧損撥備及撇銷後) HK\$'000 千港元	Interest rate per annum	Collateral and/or guarantee obtained	Maturing on
Stage 2							
第2階段							
Customer H	141,779	(2,881)	(62,303)	76,595	8.00%	No	15 November 2021
客戶H						否	二零二一年十一月十五日
	141,779	(2,881)	(62,303)	76,595			
Stage 3							
第3階段							
Customer I	102,033	(332)	(101,697)	4	15.00%	Yes	11 November 2021
客戶I						是	二零二一年十一月十一日
Customer J	25,000	(668)	(15,107)	9,225	12.00%	Yes	14 July 2020
客戶J						是	二零二零年七月十四日
Customer K	55,362	(162)	(6,923)	48,277	8.00%	No	1 December 2021
客戶K						否	二零二一年十二月一日
	182,395	(1,162)	(123,727)	57,506			
	992,374	(22,021)	(197,432)	772,921			

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(c) 應收貸款(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(d) Other receivables

Other receivables arise from transactions outside the principal activities of the Group and mainly represent cash advances to various construction contractors and services providers in relation to the development of the Subject Land prior to the acquisition of the operating rights in respect of the Subject Land by the Group. At 31 December 2021, other receivables included a loan to a third party of HK\$24,462,000 (2020: HK\$23,763,000) and the related interest of HK\$419,000 (2020: HK\$123,000). The loan to a third party is interest bearing at 4.75% per annum, unsecured, and repayable on 21 May 2023.

At the end of the reporting period, the Group performed ECL assessment on other receivables of HK\$112,215,000 (2020: HK\$71,654,000), excluding the loan to a third party of HK\$24,462,000 (2020: HK\$23,763,000) and the related interest receivable of HK\$419,000 (2020: HK\$123,000) by assessing whether a receivable became a credit-impaired financial asset. In assessing whether a receivable becomes a credit-impaired financial asset, the Group has taken observable data into account, such as the current financial conditions of a debtor, the probability of default of a debtor, and the aging of a cash advance. Except for other receivables of HK\$25,977,000 (2020: HK\$25,234,000) which were considered as credit-impaired and full allowance for ECL was recognised as at 31 December 2021 and 2020, the directors assessed expected loss rate of the remaining other receivables amounted to HK\$86,238,000 (2020: HK\$46,420,000) was minimal in view of the credit status and recurring business relationship with the debtors and no allowance for ECL was recognised accordingly.

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(d) 其他應收款項

本集團主要業務以外的交易產生其他應收款項，及主要為本集團於收購有關主體地塊之經營權前主體地塊之開發而向多名建築承建商及服務供應商作出之現金墊款。於二零二一年十二月三十一日，其他應收賬款包括向一名第三方提供24,462,000港元(二零二零年：23,763,000港元)之貸款及相關利息419,000港元(二零二零年：123,000港元)。向一名第三方提供之貸款按年利率4.75%計息，無抵押，並須於二零二三年五月二十一日償還。

於報告期末，本集團透過評估應收款項是否成為信貸減值金融資產，對其他應收款項112,215,000港元(二零二零年：71,654,000港元)(不包括向一名第三方提供24,462,000港元(二零二零年：23,763,000港元)之貸款及相關應收利息419,000港元(二零二零年：123,000港元))進行預期信貸虧損評估。於評估應收款項是否成為信貸減值金融資產時，本集團考慮可觀察數據，例如債務人的現時財務狀況、債務人的違約率以及現金墊款的賬齡。除於二零二一年及二零二零年十二月三十一日被視為信貸減值及全額確認預期信貸虧損撥備之其他應收款項25,977,000港元(二零二零年：25,234,000港元)外，鑑於債務人之信貸狀況及與債務人之經常性業務關係，董事評估餘下其他應收款項86,238,000港元(二零二零年：46,420,000港元)之預期虧損率極低，因此並無確認預期信貸虧損撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(d) Other receivables (Continued)

At the end of the reporting period, the Group performed an ECL assessment on the loan to a third party of HK\$24,462,000 (2020: HK\$23,763,000) and the related interest receivable of HK\$419,000 (2020:123,000) by applying the HKFRS 9 general approach on the basis of allowance of 12-month ECL for item without significant increase in credit risk and lifetime ECL for item with significant increase in credit risk with reference to the ECL valuation prepared by Grant Sherman. The loan to a third party was not classified to have a significant increase in credit risk at 31 December 2021 and 2020. The allowance for ECL on the loan to a third party is calculated as the product of the three factors: gross credit exposure, probability of default over 12 months following the reporting date, and recovery rate in case of insolvency in Hong Kong. The probability of default is derived through the application of a linear multiple regression model, which estimates the statistical relationship between a dependent variable and multiple independent variables. To reflect any current or forward-looking information affecting the director's ability to settle the receivable, certain adjustments have been made in the process of deriving the appropriate probability of default. The calculation reflects the probability-weighted outcome, the time value of money, and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Having performed the ECL assessment, an allowance for ECL of HK\$426,000 on the loan to a third party was reversed during the year ended 31 December 2021 (2020: HK\$723,000 was recognised).

54. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

(d) 其他應收款項(續)

於報告期末，向一名第三方提供24,462,000港元(二零二零年：23,763,000港元)之貸款及相關應收利息419,000港元(二零二零年：123,000港元)的預期信貸虧損評估而言，本集團應用香港財務報告準則第9號的一般方法進行預期信貸虧損評估，就並無信貸風險顯著增加的項目按12個月預期信貸虧損的基準進行評估，而就有信貸風險顯著增加的項目則按全期預期信貸虧損的基準進行評估，並已參考中證編製的預期信貸虧損估值。於二零二一年及二零二零年十二月三十一日向一名第三方提供之貸款並無分類為信貸風險有顯著增加。向一名第三方提供之貸款之預期信貸虧損撥備按三個系數的積數計算：信貸風險承擔總額、報告日期後12個月的違約率及尚在香港無力償債的收回率。違約率透過應用線性複迴歸模型計算得出，該模型估計因變數及多個獨立變數之間之統計關係。為反映影響該董事結付應收款項能力的任何現時或前瞻性資料，於計算得出適當違約率的過程中已作出若干調整。有關計算反映概率加權結果、金錢的時間價值及於報告日期可得有關過往事件、現時狀況及對未來經濟狀況預測的合理及可支持資料。進行預期信貸虧損評估後，於截至二零二一年十二月三十一日止年度已就向一名第三方提供貸款之預期信貸虧損撥回撥備426,000港元(二零二零年：已確認723,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

Ultimate responsibility for liquidity risk rests with the board of directors, which has built an appropriate liquidity risk management framework to meet the Group's short, medium and long-term funding and liquidity management requirements. The Group manages its liquidity risk by regularly monitoring liquidity and financial position, maintaining appropriate liquidity to cover commitments, limiting liquidity risk exposure by investing only in securities listed on major stock exchanges, and ensuring acceptable and appropriate finance in place, or believed to be available before committing investment projects.

The following tables detail 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 the financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings and unsecured other borrowing with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

54. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險

流動資金風險之最終責任由董事會承擔。董事會已設立妥善之流動資金風險管理架構，符合本集團短期、中期及長期融資及流動資金管理規定。本集團管理其流動資金風險之方式為定期監測流動資金及財務狀況、保留適當流動資金兌現承諾、透過僅投資於主要交易所上市證券限制流動資金風險以及承擔投資項目之前確保已有或將有可接受及適當資金。

下表基於協定之還款期詳列本集團的非衍生金融負債之餘下合約到期情況。該表根據本集團須付款的最早日期之金融負債未貼現現金流量而編製。具體來說，無論銀行選擇行使其權利的可能性有多大，銀行借款及帶有按要求償還條文的無抵押其他借款均列入最早的時間段。其他非衍生金融負債的到期日乃基於已協定的償還日期。

該表包括利息及本金現金流量。在利息流量為浮動利率的情況下，未貼現金額按報告期末的利率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

54. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

		Weighted average interest rate 加權平均 利率	Within 1 year or on demand 1年內 或按要求 HK\$'000 千港元	1 to 5 years 1至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現 總現金流量 HK\$'000 千港元	Total carrying amount 賬面總值 HK\$'000 千港元
2021	二零二一年						
Non-derivative financial liabilities	非衍生金融負債						
Trade payables	貿易應付款項	—	15,512	—	—	15,512	15,512
Deposits received, accruals and other payables	已收按金、應計費用 及其他應付款項	—	160,665	—	—	160,665	160,665
Guaranteed secured notes	保證擔保票據	13.00%	219,019	—	—	219,019	200,000
Other borrowings	其他借款	7.60%	268,420	—	—	268,420	268,420
Bank borrowings	銀行借款	1.18%	157,354	—	—	157,354	157,354
Amount due to an associate	應付一間聯營公司 款項	—	1,961	—	—	1,961	1,961
Lease liabilities	租賃負債	4.89%	21,401	81,444	630,069	732,914	325,367
Total	總計		844,332	81,444	630,069	1,555,845	1,129,279
2020	二零二零年						
Non-derivative financial liabilities	非衍生金融負債						
Trade payables	貿易應付款項	—	7,961	—	—	7,961	7,961
Deposits received, accruals and other payables	已收按金、應計費用 及其他應付款項	—	101,536	62,583	—	164,119	164,119
Guaranteed secured notes	保證擔保票據	13.00%	273,863	—	—	273,863	250,000
Other borrowings	其他借款	7.93%	254,315	—	—	254,315	254,315
Bank borrowings	銀行借款	1.69%	162,465	—	—	162,465	162,465
Amount due to an associate	應付一間聯營公司 款項	—	1,966	—	—	1,966	1,966
Amount due to a director	應付一名董事款項	—	1,300	—	—	1,300	1,300
Lease liabilities	租賃負債	4.89%	15,917	62,747	605,185	683,849	285,165
Total	總計		819,323	125,330	605,185	1,549,838	1,127,291

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Bank borrowings and the unsecured other borrowing classified under “Other borrowings” with a repayable on demand clause are included in the “within 1 year or on demand” time band in the above maturity analysis. At 31 December 2021, the aggregate undiscounted cash flows of the bank borrowings and unsecured other borrowing amounted to HK\$167,525,000 (2020: HK\$175,930,000) and HK\$206,400,000 (2020: HK\$206,488,000) respectively, which contained a repayable on demand clause. Taking into account the Group’s financial position, the directors do not believe that it is probable that the counterparties will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank borrowings and unsecured other borrowing will be repaid after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements, details of which are set out in the table below:

Maturity Analysis — Borrowings with a repayable on demand clause based on scheduled repayments

		Within 1 year or on demand 1年內 或按要求 HK\$'000 千港元	1 to 5 years 1至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現 總現金流量 HK\$'000 千港元	Total carrying amount 賬面總值 HK\$'000 千港元
2021	二零二一年					
Non-derivative financial liabilities	非衍生金融負債					
Bank borrowings	銀行借款	56,854	29,027	81,644	167,525	157,354
Other borrowings	其他借款	206,400	—	—	206,400	200,000
		263,254	29,027	81,644	373,925	357,354
2020	二零二零年					
Non-derivative financial liabilities	非衍生金融負債					
Bank borrowings	銀行借款	56,146	30,514	89,270	175,930	162,465
Other borrowings	其他借款	206,488	—	—	206,488	200,000
		262,634	30,514	89,270	382,418	362,465

54. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

具有按要求償還條款之銀行借款及分類為「其他借款」的無抵押其他借款在以上到期分析中列入「1年內或按要求」時間段。於二零二一年十二月三十一日，銀行借款及無抵押其他借款之總未貼現現金流分別為167,525,000港元(二零二零年：175,930,000港元)及206,400,000港元(二零二零年：206,488,000港元)，其中包括按要求償還條款。經考慮本集團之財務狀況，董事認為該等交易對手方不大可能行使酌情權要求立即還款。董事認為，該等銀行借款及無抵押其他借款將根據貸款協議之預定還款日期於報告期末後償還，詳情於下表載列：

基於預定還款安排之到期分析 — 具有按要求償還條款之貸款

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The amounts included above for variable interest rate instruments are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Interest rate benchmark reform

As disclosed in note 38, the Group's HIBOR bank borrowings may be subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

HIBOR

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist.

Fair value measurements of financial instruments

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis

(a) Fair value hierarchy

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:

54. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

倘可變利率的變化與報告期末確定的利率估計值不同，則上述可變利率工具的金額可能會產生變化。

利率基準改革

誠如附註38所披露，本集團之香港銀行同業拆息銀行借款可能受利率基準改革影響。本集團正密切監察市場及管理向新基準利率的過渡，包括相關銀行同業拆息監管機構的公佈。

香港銀行同業拆息

儘管港元隔夜平均指數(「港元隔夜平均指數」)已經被指定為香港銀行同業拆息的備用參考利率，但現時並無停止發佈香港銀行同業拆息的計劃。香港已採用多種利率並存方案，香港銀行同業拆息與港元隔夜平均指數將會並存。

金融工具之公平值計量

按經常性基準以公平值計量之本集團金融資產及負債之公平值

(a) 公平值等級

下表按照香港財務報告準則第13號公平值計量所界定的三個公平值等級，呈列本集團於報告期末按經常性基準計量之金融工具公平值。公平值計量的級別分類乃參考估值技術使用之輸入數據之可觀察程度及重要性釐定，載述如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

(a) Fair value hierarchy (Continued)

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The board of directors has appointed the Finance and Accounting Department, which is headed up by an executive director, to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent third party qualified valuers to perform valuation. The Finance and Accounting Department works closely with the independent third party qualified valuers to establish the appropriate valuation techniques and inputs to the model. The executive director who is responsible for the Group's finance and accounting function reports the Finance and Accounting Department's findings to the board of directors twice a year to explain the cause of fluctuations in the fair value of the assets and liabilities.

54. 金融工具(續)

金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融資產及負債之公平值(續)

(a) 公平值等級(續)

- 第1級估值：僅使用第1級輸入數據(即相同資產或負債在計量日期於活躍市場之未經調整報價)計量之公平值；
- 第2級估值：使用第2級輸入數據(即不符合第1級定義之可觀察輸入數據)且並無使用重大不可觀察輸入數據計量之公平值。不可觀察輸入數據指市場數據不可用之輸入數據；及
- 第3級估值：使用重大不可觀察輸入數據計量之公平值。

董事會已委任由一名執行董事主管之財務及會計部門，就公平值計量釐定合適之估值技術及輸入數據。

估計資產或負債公平值時，本集團盡可能採用市場可觀察數據。倘並無第1級輸入數據，本集團將委聘獨立第三方合資格估值師進行估值。財務及會計部門與獨立第三方合資格估值師緊密合作，制訂合適之估值技術及輸入數據模式。負責本集團之財務及會計職能之執行董事每年兩次向董事會呈報財務及會計部門之調查結果以解釋資產及負債公平值波動之原因。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

(a) Fair value hierarchy (Continued)

54. 金融工具(續)

金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融資產及負債之公平值(續)

(a) 公平值等級(續)

		Fair value measurements categorised into 公平值計量分類為							
		Level 1 第1級		Level 2 第2級		Level 3 第3級		Total 總計	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets	金融資產								
Financial assets at FVTPL	按公平值計入損益表之金融資產								
– listed equity securities in Hong Kong	– 香港上市股本證券	255,954	405,772	–	–	–	4,623	255,954	410,395
Equity instruments at FVTOCI	按公平值計入其他全面收益之權益工具								
– unlisted equity securities	– 非上市股本證券	–	–	–	–	25,920	–	25,920	–
Derivative financial asset	衍生金融資產	–	–	–	–	3,684	–	3,684	–
		255,954	405,772	–	–	29,604	4,623	285,558	410,395
Financial liabilities	金融負債								
Derivative financial liability	衍生金融負債	–	–	–	–	1,789	–	1,789	–

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

(a) Fair value hierarchy (Continued)

54. 金融工具(續)

金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融資產及負債之公平值(續)

(a) 公平值等級(續)

	Fair value at 31 December 2021 於二零二一年 十二月三十一日 之公平值 HK\$'000 千港元	Fair value at 31 December 2020 於二零二零年 十二月三十一日 之公平值 HK\$'000 千港元	Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值技術及 主要輸入數據
Financial assets				
金融資產				
Financial assets at FVTPL				
按公平值計入損益表之金融資產				
— listed equity securities in Hong Kong — 香港上市股本證券	255,954	405,772	Level 1 第1級	Quoted closing prices in active markets 於活躍市場所報之收市價
— listed equity securities in Hong Kong — 香港上市股本證券	—	4,623	Level 3 第3級	Significant unobservable inputs 重大不可觀察輸入數據
Equity instruments at FVTOCI				
按公平值計入其他全面收益之權益 工具				
— unlisted equity securities — 非上市股本證券	25,920	—	Level 3 第3級	Significant unobservable inputs 重大不可觀察輸入數據
Derivative financial asset 衍生金融資產	3,684	—	Level 3 第3級	Significant unobservable inputs 重大不可觀察輸入數據
Financial liabilities				
金融負債				
Derivative financial liability 衍生金融負債	1,789	—	Level 3 第3級	Significant unobservable inputs 重大不可觀察輸入數據

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

(a) Fair value hierarchy (Continued)

During the year ended 31 December 2021, there were no transfers between Level 1 and Level 2, or transfers into Level 3. On 1 March 2021, the Group transferred the listed equity securities with an aggregate fair value of HK\$4,623,000 from Level 3 to Level 1 as the trading of this suspended listed equity securities were permitted to recommence on the Exchange on that date. Therefore, the fair value of the listed equity securities as at 31 December 2021 was determined based on a published price quotation available on the Exchange.

During the year ended 31 December 2020, there were no transfers between Levels 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.

54. 金融工具(續)

金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融資產及負債之公平值(續)

(a) 公平值等級(續)

於截至二零二一年十二月三十一日止年度，第1級及第2級之間並無轉撥，或並無轉入第3級。於二零二一年三月一日，本集團將公平值總額4,623,000港元之上市股本證券由第3級轉入第1級，原因為該已暫停上市股本證券於該日獲准在聯交所重新開始買賣。因此，於二零二一年十二月三十一日之上市股本證券公平值乃按聯交所所報之已刊發報價釐定。

於截至二零二零年十二月三十一日止年度，第1級及第2級之間並無轉撥，或並無轉入或轉出第3級。

本集團之政策為於轉撥發生之報告期末，確認公平值等級之間之轉撥。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

(b) Information about Level 3 fair value measurements

54. 金融工具(續)

金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融資產及負債之公平值(續)

(b) 關於第3級公平值計量之資料

	Valuation techniques	Significant unobservable input	Relation of significant unobservable inputs to fair value
	估值技術	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值之關係
At 31 December 2021			
於二零二一年十二月三十一日			
Financial assets			
金融資產			
Equity instruments at FVTOCI			
按公平值計入其他全面收益之權益工具			
– unlisted equity securities	Income approach	Discount rate of 18.31%	The discount rate is negatively correlated to the fair value measurement
– 非上市股本證券	收入法	貼現率 18.31%	貼現率與公平值計量成反比
		Discount for lack of marketability of 15.80%	The discount for lack of marketability is negatively correlated to the fair value measurement
		貼現缺乏市場流通性 15.80%	貼現缺乏市場流通性與公平值計量成反比
Derivative financial asset	Binomial option pricing model	Expected volatility of 41.17%	The expected volatility is positively correlated to the fair value measurement
衍生金融資產	二項式期權定價模式	預期波幅 41.17%	預期波幅與公平值計量成正比
		Risk free rate of 0.595%	The risk free rate is negatively correlated to the fair value measurement
		無風險利率 0.595%	無風險利率與公平值計量成反比

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

(b) Information about Level 3 fair value measurements (Continued)

54. 金融工具(續)

金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融資產及負債之公平值(續)

(b) 關於第3級公平值計量之資料(續)

	Valuation techniques 估值技術	Significant unobservable input 重大不可觀察輸入數據	Relation of significant unobservable inputs to fair value 重大不可觀察輸入數據與公平值之關係
At 31 December 2021 於二零二一年十二月三十一日			
Financial liabilities 金融負債			
Derivative financial liability 衍生金融負債	Binomial option pricing model 二項式期權定價模式	Expected volatility of 79.12% 預期波幅 79.12%	The expected volatility is positively correlated to the fair value measurement 預期波幅與公平值計量成正比
		Risk free rate of 0.593% 無風險利率 0.593%	The risk free rate is negatively correlated to the fair value measurement 無風險利率與公平值計量成反比

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

(b) Information about Level 3 fair value measurements (Continued)

54. 金融工具(續)

金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融資產及負債之公平值(續)

(b) 關於第3級公平值計量之資料(續)

	Valuation techniques	Significant unobservable input	Relation of significant unobservable inputs to fair value
	估值技術	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值之關係
At 31 December 2020 於二零二零年十二月三十一日			
Financial assets at FVTPL 按公平值計入損益表之金融資產			
– listed equity securities in Hong Kong – 香港上市股本證券	Market approach 市場法	Holding return basis of negative 56.29% 持股回報基準負56.29%	The holding return basis is positively correlated to the fair value Measurement 持股回報基準與公平值計量成正比
		Price-to-earning basis of 13.09 市盈基準13.09	The price-to-earning basis is positively correlated to the fair value measurement 市盈基準與公平值計量成正比
		Discount rate of 72.36% 貼現率72.36%	The discount rate is negatively correlated to the fair value measurement 貼現率與公平值計量成反比

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

(b) Information about Level 3 fair value measurements (Continued)

The fair value of the unlisted equity securities and derivative financial assets/liabilities at 31 December 2021 was determined based on valuations prepared by Access Partner and Grant Sherman respectively using a valuation technique with significant unobservable inputs and hence was classified under Level 3 of the fair value hierarchy.

One of the Group's listed equity securities in Hong Kong classified as financial assets at FVTPL had been suspended from trading since 27 November 2017, and no unadjusted quoted price in active markets was available. As a result, the fair value of the listed equity securities in Hong Kong at 31 December 2020 was measured by Graval using a valuation technique with significant unobservable inputs and classified under Level 3 of the fair value hierarchy. On 1 March 2021, the trading of this suspended listed equity securities was permitted to recommence on the Exchange. Accordingly, the listed equity securities were transferred from Level 3 to Level 1 of the fair value hierarchy.

54. 金融工具(續)

金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融資產及負債之公平值(續)

(b) 關於第3級公平值計量之資料(續)

非上市股本證券及衍生金融資產／負債於二零二一年十二月三十一日的公平值乃根據亞克碩及中證分別採用具有重大不可觀察輸入數據的估值技術編製的估值釐定，因此被分類為第3級公平值等級。

本集團其中一隻分類為按公平值計入損益表之金融資產之香港上市股本證券自二零一七年十一月二十七日起暫停買賣，並於活躍市場並無可用未經調整報價。因此，香港上市股本證券於二零二零年十二月三十一日之公平值乃博浩採用重大不可觀察輸入數據之估值技術計量，且被分類為第3級公平值等級。於二零二一年三月一日，該已暫停上市股本證券已獲准在聯交所重新開始買賣，因此公平值等級由第3級轉移至第1級。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

(b) Information about Level 3 fair value measurements (Continued)

The movements during the year in the balance of this Level 3 fair value measurement are as follows:

Financial assets at FVTPL

		HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	7,103
Loss arising on change in fair value of financial assets at FVTPL	按公平值計入損益表之金融資產之公平值變動產生之虧損	(2,480)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	4,623
Transfer to Level 1	轉至第1級	(4,623)
At 31 December 2021	於二零二一年十二月三十一日	—

54. 金融工具(續)

金融工具之公平值計量(續)

按經常性基準以公平值計量之本集團金融資產及負債之公平值(續)

(b) 關於第3級公平值計量之資料(續)

本年度第3級公平值計量結餘之變動如下：

按公平值計入損益表之金融資產

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

(b) Information about Level 3 fair value measurements (Continued)

The movements during the year in the balance of this Level 3 fair value measurement are as follows: (Continued)

Equity instruments at FVTOCI

		HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	—
Addition	添置	26,518
Loss arising on change in fair value of equity instruments at FVTOCI	按公平值計入其他全面收益之權益工具之公平值變動產生之虧損	(598)
At 31 December 2021	於二零二一年十二月三十一日	25,920

Derivative financial asset

衍生金融資產

		HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	—
Gain arising on change in fair value of derivative financial instruments	衍生金融工具公平值變動產生之收益	3,684
At 31 December 2021	於二零二一年十二月三十一日	3,684

Derivative financial liability

衍生金融負債

		HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	—
Loss arising on change in fair value of derivative financial instruments	衍生金融工具公平值變動產生之虧損	1,789
At 31 December 2021	於二零二一年十二月三十一日	1,789

54. 金融工具 (續)

金融工具之公平值計量 (續)

按經常性基準以公平值計量之本集團金融資產及負債之公平值 (續)

(b) 關於第3級公平值計量之資料 (續)

本年度第3級公平值計量結餘之變動如下：(續)

按公平值計入其他全面收益之權益工具

		HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	—
Addition	添置	26,518
Loss arising on change in fair value of equity instruments at FVTOCI	按公平值計入其他全面收益之權益工具之公平值變動產生之虧損	(598)
At 31 December 2021	於二零二一年十二月三十一日	25,920

衍生金融資產

		HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	—
Gain arising on change in fair value of derivative financial instruments	衍生金融工具公平值變動產生之收益	3,684
At 31 December 2021	於二零二一年十二月三十一日	3,684

衍生金融負債

		HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	—
Loss arising on change in fair value of derivative financial instruments	衍生金融工具公平值變動產生之虧損	1,789
At 31 December 2021	於二零二一年十二月三十一日	1,789

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

54. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are not measured at fair value on a recurring basis

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values at 31 December 2021 and 2020, except for the guaranteed secured notes, which had a carrying amount and fair value of HK\$200,000,000 (2020: HK\$250,000,000) and HK\$205,610,000 (2020: HK\$258,868,000) at 31 December 2021 respectively.

The fair value measurement of the guaranteed secured notes was classified under Level 3 of the fair value hierarchy. The fair value of the guaranteed secured notes was determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant input being the discount rate that reflects the return required by the noteholders for investing in similar financial instruments.

54. 金融工具(續)

金融工具之公平值計量(續)

並非按經常性基準以公平值計量之本集團金融資產及負債之公平值

按攤銷成本計量之本集團金融工具之賬面值與其於二零二一年及二零二零年十二月三十一日之公平值並無重大差異，惟於二零二一年十二月三十一日保證擔保票據之賬面值及公平值分別為200,000,000港元(二零二零年：250,000,000港元)及205,610,000港元(二零二零年：258,868,000港元)。

保證擔保票據之公平值計量獲分類為第3級公平值等級。保證擔保票據之公平值根據普遍接受之基於貼現現金流量分析所作之定價模式釐定，最重大之輸入數據為貼現率，可反映投資類似金融工具之票據持有人所要求之回報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

55. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

55. 融資活動產生之負債對賬

下表詳述本集團融資活動所產生之負債變動(包括現金及非現金變動)。融資活動所產生負債之現金流量或未來現金流量已經或將會於本集團綜合現金流量表內分類為融資活動現金流量。

		Interest payable	Bank borrowings	Other borrowings	Lease liabilities	Guaranteed secured notes	Amount due to an associate	Amount due to a director	Total
		應付利息	銀行借款	其他借款	租賃負債	保證擔保票據	應付一間聯營公司款項	應付一名董事款項	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2020	於二零二零年一月一日	10,928	155,720	200,000	259,251	299,841	1,967	-	927,707
Non-cash changes	非現金變動								
Interest expenses on bank borrowings	銀行借款的利息開支	3,528	-	-	-	-	-	-	3,528
Interest expenses on other borrowings	其他借款的利息開支	18,357	-	-	-	-	-	-	18,357
Interest expenses on guaranteed secured notes	保證擔保票據的利息開支	27,946	-	-	-	159	-	-	28,105
Interest expenses on lease liabilities	租賃負債的利息開支	12,867	-	-	-	-	-	-	12,867
Foreign exchange translation	外匯換算	141	-	-	17,158	-	-	-	17,299
Interest expense on lease liabilities charged to lessee of the Club	計入會所承租人之租賃負債的利息開支	113	-	-	-	-	-	-	113
Issue of guaranteed secured notes	發行保證擔保票據	-	-	-	-	270,000	-	-	270,000
Set off of guaranteed secured notes	抵銷保證擔保票據	-	-	-	-	(270,000)	-	-	(270,000)
New leases entered	已訂立之新租賃	-	-	-	10,747	-	-	-	10,747
Cash flows	現金流量								
Inflow from financing activities	自融資活動流入	-	82,214	54,315	-	-	-	2,500	139,029
Outflow from financing activities	自融資活動流出	(61,322)	(75,469)	-	(1,991)	(50,000)	(1)	(1,200)	(189,983)
At 31 December 2020	於二零二零年十二月三十一日	12,558	162,465	254,315	285,165	250,000	1,966	1,300	967,769

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

55. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (Continued)

55. 融資活動產生之負債對賬(續)

		Interest payable	Bank borrowings	Other borrowings	Lease liabilities	Guaranteed secured notes	Amount due to an associate	Amount due to a director	Total
		應付利息 HK\$'000 千港元	銀行借款 HK\$'000 千港元	其他借款 HK\$'000 千港元	租賃負債 HK\$'000 千港元	保證擔保 票據 HK\$'000 千港元	應付一間 聯營公司 款項 HK\$'000 千港元	應付一名 董事款項 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	12,558	162,465	254,315	285,165	250,000	1,966	1,300	967,769
Non-cash changes	非現金變動								
Interest expenses on bank borrowings	銀行借款的利息開支	2,441	—	—	—	—	—	—	2,441
Interest expenses on other borrowings	其他借款的利息開支	19,860	—	—	—	—	—	—	19,860
Interest expenses on guaranteed secured notes	保證擔保票據的利息開支	29,233	—	—	—	—	—	—	29,233
Interest expenses on lease liabilities	租賃負債的利息開支	15,492	—	—	—	—	—	—	15,492
Foreign exchange translation	外匯換算	90	—	—	8,824	—	—	—	8,914
Interest expense on lease liabilities charged to lessee of the Club	計入會所承租人之租賃負債的利息開支	436	—	—	—	—	—	—	436
Issue of guaranteed secured notes	發行保證擔保票據	—	—	—	—	200,000	—	—	200,000
Set off of guaranteed secured notes	抵銷保證擔保票據	—	—	—	—	(200,000)	—	—	(200,000)
New leases entered	已訂立之新租賃	—	—	—	36,831	—	—	—	36,831
Cash flows	現金流量								
Inflow from financing activities	自融資活動流入	—	113,544	14,105	—	—	—	600	128,249
Outflow from financing activities	自融資活動流出	(67,951)	(118,655)	—	(5,453)	(50,000)	(5)	(1,900)	(243,964)
At 31 December 2021	於二零二一年十二月三十一日	12,159	157,354	268,420	325,367	200,000	1,961	—	965,261

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

56. MAJOR NON-CASH TRANSACTIONS

Save as disclosed in notes 19 and 40 in the consolidated financial statements, the Group entered the following major non-cash transactions during the year ended 31 December 2021 and 2020:

- (a) On 1 January 2021, the Group entered into a new lease agreement for the driving range. The new lease agreement is entered into for a fixed term of 10 years. On the lease commencement, the Group recognised a right-of-use asset of HK\$36,240,000 and a lease liability of HK\$36,240,000.
- (b) On 18 October 2021, the Group entered into a new lease agreement for the office premises. The new lease agreement is entered into for a fixed term of 2 years. On the lease commencement, the Group recognised a right-of-use asset of HK\$591,000 and a lease liability of HK\$591,000.
- (c) On 22 December 2021, the Company issued the Guaranteed Secured Notes due 2022 in the aggregate principal amount of HK\$200,000,000 and the proceeds was fully set off against the outstanding principal amount of the Guaranteed Secured Notes due 2021.
- (d) On 1 October 2020, the Group entered into a new lease agreement for a staff dormitory. The new lease agreement is entered into for a fixed term of 4.17 years. On the lease commencement, the Group recognised a right-of-use asset of HK\$10,747,000 and a lease liability of HK\$10,747,000.
- (e) On 29 September 2020, the Company issued the Guaranteed Secured Notes due 2021 in the aggregate principal amount of HK\$270,000,000 and the proceeds was fully set off against the outstanding principal amount of the Secured Notes due 2020.

56. 主要非現金交易

除綜合財務報表附註19及40所披露者外，本集團於截至二零二一年及二零二零年十二月三十一日止年度內訂立以下主要非現金交易：

- (a) 於二零二一年一月一日，本集團已為發球練習場訂立一項新租賃協議。新租賃協議乃按固定年期10年訂立。於租賃開始時，本集團確認使用權資產36,240,000港元及租賃負債36,240,000港元。
- (b) 於二零二一年十月十八日，本集團已為辦公室物業訂立一項新租賃協議。新租賃協議乃按固定年期2年訂立。於租賃開始時，本集團確認使用權資產591,000港元及租賃負債591,000港元。
- (c) 於二零二一年十二月二十二日，本公司發行二零二二年到期本金總額為200,000,000港元之保證擔保票據，而所得款項已悉數抵銷二零二一年到期之保證擔保票據之未償還本金額。
- (d) 於二零二零年十月一日，本集團已為員工宿舍訂立一項新租賃協議。新租賃協議乃按固定年期4.17年訂立。於租賃開始時，本集團確認使用權資產10,747,000港元及租賃負債10,747,000港元。
- (e) 於二零二零年九月二十九日，本公司發行二零二一年到期之本金總額為270,000,000港元之保證擔保票據，而所得款項已悉數抵銷二零二零年到期之有抵押票據之未償還本金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

57. CONTINGENT LIABILITIES

On 6 May 2021, a Beijing law firm as plaintiff filed a civil claim to the People's Court in Chaoyang District, Beijing, Mainland China against four defendants, one of the four defendants is Bayhood No. 9 Co. for an unsettled legal fee of RMB31,000,000 (equivalent to HK\$37,256,000) (excluding overdue interest) regarding an engagement of such law firm by the four defendants to resolve a civil dispute brought against them by an independent third party in relation to a property transaction in 2010. Details of the civil claim are disclosed in the Company's announcement dated 6 August 2021. The Group has been advised by a Mainland Chinese legal adviser that the possibility of Bayhood No. 9 Co. being required to pay the unsettled legal fee is remote. Accordingly, no provision for any liability has been made in respect of the civil claim. Save as disclosed above, the Group did not have any material contingent liabilities at 31 December 2021.

58. EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 December 2021, the fair value of the Group's financial assets at FVTPL decreased from HK\$255,954,000 at 31 December 2021 to HK\$217,998,000 at the date of approval of the consolidated financial statements.

59. IMPACT OF THE NOVEL CORONAVIRUS ON THE GROUP'S BUSINESS OPERATIONS

The outbreak of COVID-19 and the subsequent quarantine measures as well as the travel restrictions imposed by many countries have had negative impacts to the global economy, business environment and directly and indirectly affect the Group's operations. The financial positions and performance of the Group were affected in different aspects, including a significant increase in allowance for ECL on the Group's loan receivables as disclosed in the Management Discussion and Analysis on pages 7 to 40 of the annual report.

60. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 29 March 2022.

57. 或然負債

於二零二一年五月六日，北京一間律師事務所（作為原告）向中國內地北京市朝陽區人民法院發出民事訴訟，北湖九號為四名被告之一，而訴訟乃就該四名被告委聘北京一間律師事務所解決一宗由一名獨立第三方於二零一零年向彼等提出的財產交易民事訴訟案件而結欠一筆未清償律師費人民幣31,000,000元（相等於37,256,000港元）（不包括逾期利息）提出申索。民事訴訟之詳情已於本公司日期為二零二一年八月六日之公佈披露。本集團已獲中國內地法律顧問告知，北湖九號不大可能被要求支付未清償律師費。因此，並無就該民事訴訟作出任何負債撥備。除上述所披露者外，本集團於二零二一年十二月三十一日並無重大或然負債。

58. 報告期後事項

於二零二一年十二月三十一日後，本集團按公平值計入損益表之金融資產之公平值由二零二一年十二月三十一日之255,954,000港元下降至綜合財務報表獲批准當日之217,998,000港元。

59. 新型冠狀病毒對本集團業務營運之影響

新型冠狀病毒爆發及其後隔離措施以及各國實施之旅遊限制已對全球經濟及營商環境造成負面影響，並直接及間接影響本集團之業務。本集團之財務狀況及表現於各方面均受影響，包括本集團應收貸款之預期信貸虧損撥備大幅增加，於年報第7至40頁之管理層討論及分析中披露。

60. 批准綜合財務報表

綜合財務報表已於二零二二年三月二十九日經董事會批准及授權刊發。

Five-Year Financial Summary

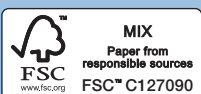
五年財務概要

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

		For the year ended 31 December 截至十二月三十一日止年度				
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Results	業績					
Revenue	收益	272,165	221,757	198,796	188,037	53,989
Loss from operations	經營虧損	(186,665)	(122,294)	(161,491)	(556,540)	(181,042)
Finance costs	融資費用	(57,760)	(54,278)	(48,891)	(43,276)	(23,627)
Loss before taxation	除稅前虧損	(244,425)	(176,572)	(210,382)	(599,816)	(204,669)
Income tax credit/ (expense)	所得稅抵免/ (開支)	43,946	35,547	(1,724)	11,091	9,052
Loss for the year from continuing operations	來自持續經營 業務之本年度 虧損	(200,479)	(141,025)	(212,106)	(588,725)	(195,617)
Loss for the year from discontinued operation	來自已終止經營 業務之本年度 虧損	—	—	—	—	(3)
Loss for the year	本年度虧損	(200,479)	(141,025)	(212,106)	(588,725)	(195,620)
Dividends	股息	—	—	—	—	—
		As at 31 December 於十二月三十一日				
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	資產總值	3,801,686	3,840,915	3,834,656	3,971,193	5,223,905
Total liabilities	負債總額	(1,614,529)	(1,478,258)	(1,416,200)	(1,318,115)	(1,957,600)
Net assets	資產淨值	2,187,157	2,362,657	2,418,456	2,653,078	3,266,305
Capital and reserves	股本及儲備					
Equity attributable to owners of the Company	本公司擁有人應佔權益	2,193,442	2,368,661	2,423,931	2,655,704	3,266,389
Non-controlling interest	非控股權益	(6,285)	(6,004)	(5,475)	(2,626)	(84)
		2,187,157	2,362,657	2,418,456	2,653,078	3,266,305



ETERNITY INVESTMENT LIMITED
永恒策略投資有限公司*
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code 股份代號 : 764)



* 僅供識別