# 年報

# ANNUAL REPORT

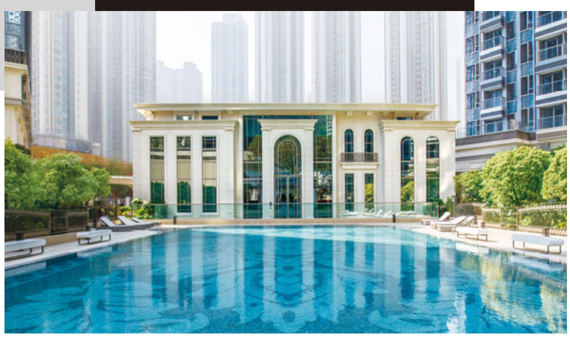
九 龍 建 業 有 限 公 司

KOWLOON DEVELOPMENT COMPANY LIMITED

Stock Code 股份代號: 34

# Kowloon Development Company Limited
# 九龍建業有限公司

Manor Hill (Hong Kong)
海茵莊園(香港)



Kowloon Development Company Limited (Stock Code: 34) has been engaged in property investment and investment holding with the operation of its business mainly in Hong Kong since its establishment. It has substantially broadened the areas of its business activity since the Polytec group gained the control of it in 2002. The Group is principally engaged in property development, property investment and property management in Hong Kong and Mainland China. It is determinedly committed to enhancing its competitive position, with its landbank amounting to approximately 3.4 million sq m of attributable gross floor area in Hong Kong and Mainland China as at 31 December 2022. The Group is also engaged in financial investments and investment holding.

九龍建業有限公司(股份代號：34)自成立以來一直從事物業投資及投資控股業務，其業務主要於香港營運。本公司自保利達集團於二零零二年入主起便大幅擴濶其業務範圍，集團主要於香港及中國大陸從事物業發展、物業投資及物業管理業務。集團致力提升本身之競爭優勢，截至二零二二年十二月三十一日，其於香港及中國大陸土地儲備之應佔總樓面面積約3,400,000平方米。集團亦從事金融投資及投資控股業務。

# Contents



*Recreation Area at Manor Hill (Hong Kong)*

# Corporate Information

## Board of Directors and Committees

### Board of Directors

**Executive Directors**
Mr Or Wai Sheun *(Chairman)*
Mr Lai Ka Fai
Mr Or Pui Kwan
Mr Lam Yung Hei

**Non-executive Directors**
Ms Ng Chi Man
Mr Yeung Kwok Kwong

**Independent Non-executive Directors**
Mr Li Kwok Sing, Aubrey
Mr Lok Kung Chin, Hardy
Mr David John Shaw
Mr Hsu Duff Karman

### Committees

**Executive Committee**
Mr Or Wai Sheun *(Chairman)*
Mr Lai Ka Fai
Mr Or Pui Kwan
Mr Lam Yung Hei
Mr Yeung Kwok Kwong

**Audit Committee**
Mr Li Kwok Sing, Aubrey *(Chairman)*
Mr Lok Kung Chin, Hardy
Mr Hsu Duff Karman
Mr Yeung Kwok Kwong

**Nomination Committee**
Mr Or Wai Sheun *(Chairman)*
Mr Lok Kung Chin, Hardy
Mr David John Shaw

**Remuneration Committee**
Mr Lok Kung Chin, Hardy *(Chairman)*
Mr Li Kwok Sing, Aubrey
Mr Hsu Duff Karman
Mr Lai Ka Fai

## Corporate and Shareholders’ Information

### Company Secretary
Ms Tse Wah Ting, Wendy

### Independent Auditor
KPMG
*Public Interest Entity Auditor*
*registered in accordance with*
*the Accounting and Financial Reporting Council Ordinance*

### Authorised Representatives
Mr Lai Ka Fai
Ms Tse Wah Ting, Wendy

### Legal Adviser
Sidley Austin

### Share Registrar
Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17th Floor, Hopewell Centre,
183 Queen’s Road East, Wanchai, Hong Kong

# Corporate Information

## Registered Office

23rd Floor, Pioneer Centre, 750 Nathan Road,
Kowloon, Hong Kong

| | | |
|---|---|---|
| Telephone | : | (852) 2396 2112 |
| Facsimile | : | (852) 2789 1370 |
| Website | : | www.kdc.com.hk |
| E-mail | : | enquiry@kdc.com.hk |

## Stock Code

The Stock Exchange of Hong Kong Limited: 34

## Principal Bankers

Bank of China
Bank of Communications
Bank of East Asia
China Construction Bank
Chong Hing Bank
DBS Bank
Hang Seng Bank
Shanghai Rural Commercial Bank
United Overseas Bank

## Financial Calendar

| | |
|---|---|
| Interim results announcement | 17 August 2022 |
| Interim dividend paid | 4 January 2023 |
| Annual results announcement | 29 March 2023 |
| 2023 Annual General Meeting | 7 June 2023 |
| Ex-dividend date for final dividend | 15 June 2023 |
| Closure of register of members | |
| – 2023 Annual General Meeting | 2 June 2023 – 7 June 2023 (both dates inclusive) |
| – Final dividend | 19 June 2023 – 20 June 2023 (both dates inclusive) |
| Final dividend payable | 5 July 2023 |

# Group's Business Structure

## KOWLOON DEVELOPMENT COMPANY LIMITED

(A member of the Polytec group)
Stock Code: 34

### HONG KONG PROPERTY

**Property Development**
Major development projects:
- High Street
- Clear Water Bay Road

Development Landbank:
204,000 sq m

**Property Investment**
Flagship investment property:
- Pioneer Centre

Investment Landbank:
54,000 sq m

**Property Management**
Properties under management:
1,214,000 sq m

### MAINLAND CHINA PROPERTY

**Property Development**
Major development projects:
- Le Cove City (Shenyang)
江灣城（瀋陽）
- The Gardenia (Shenyang)
翠堤灣（瀋陽）
- Le Cove Garden (Huizhou)
江灣南岸花園（惠州）
- The Lake (Foshan)
山語湖（佛山）
- Le Cove City (Wuxi)
江灣城（無錫）
- City Plaza (Tianjin)
城市廣場（天津）
- Yangpu (Shanghai)
楊浦（上海）
- Jiexiu (Shanxi)
介休（山西）
- Hengda Guangchang (Zhuhai)
亨達廣場（珠海）

Development Landbank:
3,226,000 sq m

### FINANCIAL INVESTMENTS

Fixed-income and equity investments in Hong Kong and other recognised financial markets

# Highlights

Clubhouse at Manor Hill (Hong Kong)

- Excluding revaluation changes from its investment properties and fair value changes on its interests in the property development and fair value changes for financial investments, the Group's underlying profit attributable to shareholders of the Company for 2022 rose to HK$1,107 million from HK$642 million in 2021, an increase of 72.4%. The underlying earnings per share for 2022 were HK$0.94 compared to HK$0.55 in 2021.

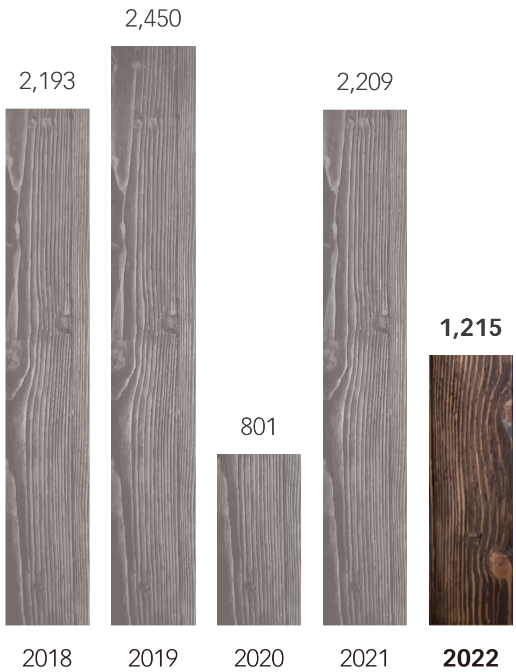
- Due to a significant decline in net fair value gains on investment properties in Hong Kong, the Group's profit attributable to shareholders of the Company for the year ended 31 December 2022 amounted to HK$1,215 million compared to HK$2,209 million in 2021, a decrease of 45.0%.

- Final dividend of HK$0.57 per share is proposed. Full year dividend for 2022 amounts to HK$0.83 per share.

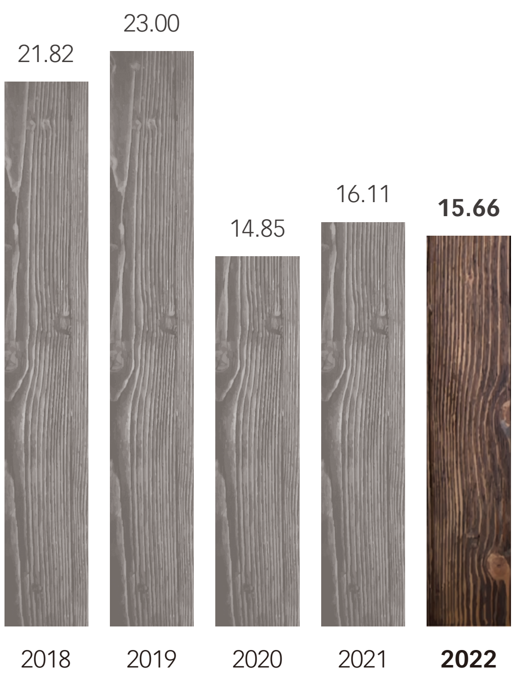
# Five-Year Financial Summary

## Shareholders' Equity
HK$ million


## Profit Attributable to Shareholders
HK$ million




## Net Asset Value per Share
HK$




## Dividends per Share (Cash)
HK$ (Note 2)

Five-Year Financial Summary

## Key Consolidated Income Statement Data

| *HK$ million* | 2018 | 2019 | 2020 | 2021 | **2022** |
|---|---|---|---|---|---|
| Revenue | 2,842 | 11,624 | 5,012 | 2,050 | **4,582** |
| Profit from Operations | 2,533 | 3,430 | 1,243 | 2,397 | **1,787** |
| Profit Attributable to Shareholders | 2,193 | 2,450 | 801 | 2,209 | **1,215** |
| Earnings per Share *(HK$)* | 1.86 | 2.08 | 0.68 | 1.88 | **1.03** |
| Underlying Profit Attributable to Shareholders *(Note 3)* | 1,711 | 2,600 | 1,299 | 642 | **1,107** |
| Underlying Earnings per Share *(HK$) (Note 3)* | 1.45 | 2.21 | 1.10 | 0.55 | **0.94** |
| Dividends (Cash) | 847 | 918 | 941 | 965 | **977** |
| Dividends per Share (Cash) *(HK$) (Note 2)* | 0.72 | 0.78 | 0.80 | 0.82 | **0.83** |

## Key Consolidated Statement of Financial Position Data

| *HK$ million* | 2018 | 2019 | 2020 | 2021 | **2022** |
|---|---|---|---|---|---|
| Non-Current Assets | 31,527 | 30,527 | 17,114 | 20,164 | **19,796** |
| Current Assets | 25,935 | 21,605 | 16,990 | 27,953 | **27,970** |
| Total Assets | 57,462 | 52,132 | 34,104 | 48,117 | **47,766** |
| Current Liabilities | (14,159) | (6,785) | (9,164) | (14,629) | **(19,191)** |
| Non-Current Liabilities | (13,478) | (14,026) | (7,352) | (14,414) | **(10,039)** |
| Net Assets | 29,825 | 31,321 | 17,588 | 19,074 | **18,536** |
| Share Capital | 8,636 | 8,636 | 8,636 | 8,636 | **8,636** |
| Reserves | 17,040 | 18,432 | 8,834 | 10,317 | **9,790** |
| Shareholders' Equity | 25,676 | 27,068 | 17,470 | 18,953 | **18,426** |
| Non-controlling Interests | 4,149 | 4,253 | 118 | 121 | **110** |
| Total Equity | 29,825 | 31,321 | 17,588 | 19,074 | **18,536** |
| Net Asset Value per Share *(HK$)* | 21.82 | 23.00 | 14.85 | 16.11 | **15.66** |
| Gearing Ratio *(%) (Note 4)* | 66.24 | 41.28 | 65.47 | 78.39 | **125.29** |

Notes:

1. The financial information in this summary is extracted from the published financial statements for the last five years.

2. In 2018, a special interim dividend was distributed by way of distribution in specie of shares in Polytec Asset Holdings Limited ("PAH") held by the Group on the basis of 1 ordinary share of PAH for every 10 ordinary shares of the Company.

   In 2020, a special interim dividend was distributed by way of distribution in specie of shares in PAH held by the Group on the basis of 2.67 ordinary shares of PAH for every 1 ordinary share of the Company. As a result, PAH no longer a subsidiary of the Company after distribution in specie of shares in PAH on 30 October 2020. Five-Year financial summary contains continuing operations and discontinued operations.

3. Underlying profit excludes revaluation of investment properties and interests in property development and provision and fair value changes for financial investments.

4. Gearing ratio represents bank borrowings and loans from related companies less amounts due from related companies and net of cash and bank balances over equity attributable to shareholders of the Company.

# Chairman's Statement


*Artist's Impression of Phase 4 development of Le Cove City (Wuxi)*

## Group Results and Dividends

Excluding revaluation changes from its investment properties and fair value changes on its interests in the property development and fair value changes for financial investments, the Group's underlying profit attributable to shareholders of the Company for 2022 rose to HK$1,107 million from HK$642 million in 2021, an increase of 72.4%. The underlying earnings per share for 2022 were HK$0.94 compared to HK$0.55 in 2021. Due to a significant decline in net fair value gains on investment properties in Hong Kong, the Group's profit attributable to shareholders of the Company for the year ended 31 December 2022 amounted to HK$1,215 million compared to HK$2,209 million in 2021, a decrease of 45.0%.

The Board of Directors has recommended the payment of a final dividend of HK$0.57 per share for the year ended 31 December 2022 (2021: HK$0.57). Together with the 2022 interim dividend of HK$0.26 per share (2021: HK$0.25), the full year dividend for 2022 amounts to HK$0.83 per share (2021: HK$0.82).

The final dividend will be payable on Wednesday, 5 July 2023 to shareholders whose names appear on the Register of Members of the Company on Tuesday, 20 June 2023, subject to the approval of shareholders at the 2023 Annual General Meeting (the "2023 AGM").

## Market Overview and Business Review

The COVID-19 pandemic, which has already lasted for three years, together with the outbreak of the Russia-Ukraine war in early 2022, had caused severe global supply chain disruptions. Major commodity prices and services costs have increased substantially, leading to a significant surge in inflation around the globe. Consequently, most major economies in the world, with exception in Mainland China, have been forced to raise their respective interest rates aggressively to ease inflationary pressures. The Federal Reserve has already raised its federal funds target rate seven times in 2022, with interest rate increases in the US amounting to 4.25% in total. The rate hikes exerted a substantial negative impact on the global economy, asset prices and in particular, the Hong Kong property market.

Due to the link between the HK dollar and the US currency, Hong Kong interest rates had followed the upward trend in the US, with Hong Kong interbank rates having increased up to a record of over 5% at one point during the past year. Coupled with the implementation of strict pandemic prevention measures and travel restrictions in response to the fifth wave of the pandemic, economic activities in Hong Kong were further affected, dragging down the performance of its property market. According to data released by the Rating and Valuation Department, residential property prices fell by more than 15% in 2022, ending over the 13 consecutive years of price increases, with the transaction volumes contracting substantially as well.

Fortunately, the Hong Kong Government significantly relaxed various pandemic prevention measures and eliminated a number of entry and quarantine restrictions at the end of 2022. In addition, the resumption of normal cross-border travel between Hong Kong and Mainland China in early 2023 have further driven more sale activity in the residential property market in Hong Kong, and prices have stabilised.

### Development Property Sales

In Hong Kong, the Group's wholly-owned high-end residential development project, namely Manor Hill, in Tseung Kwan O was completed and the Certificate of Compliance was obtained in October 2022, with the sold residential units having then been delivered to home buyers. Over 520 residential units at Manor Hill were sold as at 31 December 2022, with total sale proceeds of approximately HK$3.0 billion being recognised for the year under review.

In Mainland China, total attributable presales/sales from the Group's development projects amounted to approximately RMB2.0 billion for the year ended 31 December 2022.

### Property Development

For the year under review, the Company acquired the entire issued share capital in the company holding 70% interest in a property development project in Zhuhai with a total site area of 38,416.01 sq m and an aggregate gross floor area of 198,775.90 sq m from a related company. The acquisition was completed on 25 July 2022, which has successfully replenished the Group's quality landbank in Mainland China.

### Property Investment

While gross rental income generated from the Group's investment property portfolio in Hong Kong for the year ended 31 December 2022 fell slightly to HK$301 million from HK$303 million in 2021, a decrease of 0.7%, it is encouraging that overall occupancy rate of the portfolio has been gradually improving during the year under review.

### Financial Investments

For the year ended 31 December 2022, total interest income and dividend income generated from the Group's financial investment activities rose to HK$159 million from HK$99 million in 2021, an increase of 60.6%.

*Artist's Impression of Phase 4 development of Le Cove City (Wuxi)*

## Business Strategy

The Company has been engaged in property investment and investment holding with the operation of its business mainly in Hong Kong since its establishment. It has substantially broadened the areas of its business activity since the Polytec group gained the control of it in 2002. The Group is principally engaged in property development, property investment and property management in Hong Kong and Mainland China. It is also engaged in financial investments and investment holding.

## Prospects

Given that the coronavirus, which has been ravaging the whole world for three years, has become much milder, almost all countries around the world have fully resumed cross-border travel and life gradually returns to normal. Mainland China and Hong Kong have re-opened their borders to the outside world, helping to revitalise the Hong Kong economy, and its property market. In addition, China sets its GDP growth target at around 5% for 2023 and it is expected to launch further measures to support the property market and boost the economy.

It is expected that the inflation rate in the US will moderate by the end of 2023 or early 2024, with interest rates likely to peak and starting to fall, which would have favourable influence on the Hong Kong economy and its property market.

In Hong Kong, the Group's wholly-owned residential development project in Tseung Kwan O, namely Manor Hill, was completed last year and the Group will focus on promoting the sale of its approximately 1,000 unsold residential units in 2023.

The foundation works for the Group's 60%-owned residential and commercial development project on High Street in Sai Ying Pun (Hong Kong) are well underway. It is expected that the presale will likely be launched in the third quarter of 2023 at the earliest.

The land exchange procedure for the Clear Water Bay Road project located in Ngau Chi Wan (Hong Kong) was completed in January 2022 and the foundation and geotechnical works are well underway. The site is favourably located and will be seamlessly connected to the MTR Choi Hung Station. The Group intends to develop it into a residential and commercial complex, being the Group's sizeable flagship project in the community of the Kowloon East district, comprising five high-end modern high-rise residential blocks over a shopping mall offering a one-stop destination with shopping, dining and entertainment.

*Phase 1 and Phase 2 developments of Le Cove Garden (Huizhou)*

In Mainland China, the planning works for the Phase 3 residential development of Le Cove Garden in Huizhou are in the final stage and the construction is expected to commence later this year.

In Shenyang, the foundation works for the Phase 5 development of Le Cove City are in progress.

In Wuxi, the superstructure works for both Phase 3 and Phase 4 developments of Le Cove City are in progress which are expected to be completed in 2023 and 2024 respectively.

The presale of the remaining units of the Group's joint venture development projects in Foshan and Tianjin, namely The Lake and City Plaza, respectively, will continue during the year. The planning and design for the Phase 5 development of The Lake was commenced. With regard to City Plaza, the superstructure works for the office tower of the Phase 3A development are underway and the Phase 3A development is expected to be completed in 2023 while the foundation works for the Phase 3B development are in progress.

In Shanghai, the foundation works for the Group's redevelopment project will be started in the next few months.

In Jiexiu, Shanxi, the foundation works for the Phase 1A development of the Group were completed.

In Zhuhai, the foundation works for the Phase 1 development of Hengda Guangchang are expected to be completed in the first half of 2023 and the superstructure works will be commenced in the second half of 2023.

Despite the decline in property prices in Mainland China and Hong Kong over the past year, the Group's overall development landbank still possesses important competitive advantages over the current market prices.

Barring unforeseen circumstances, the Group's development projects in Hong Kong, namely Manor Hill (completed) and the Clear Water Bay Road project (under construction), will contribute considerably to the Group's earnings in the coming years.

I would like to express my sincere gratitude to my fellow Directors for their valuable advice and strong support during the year as well as all of our staff for their hard work and dedication.

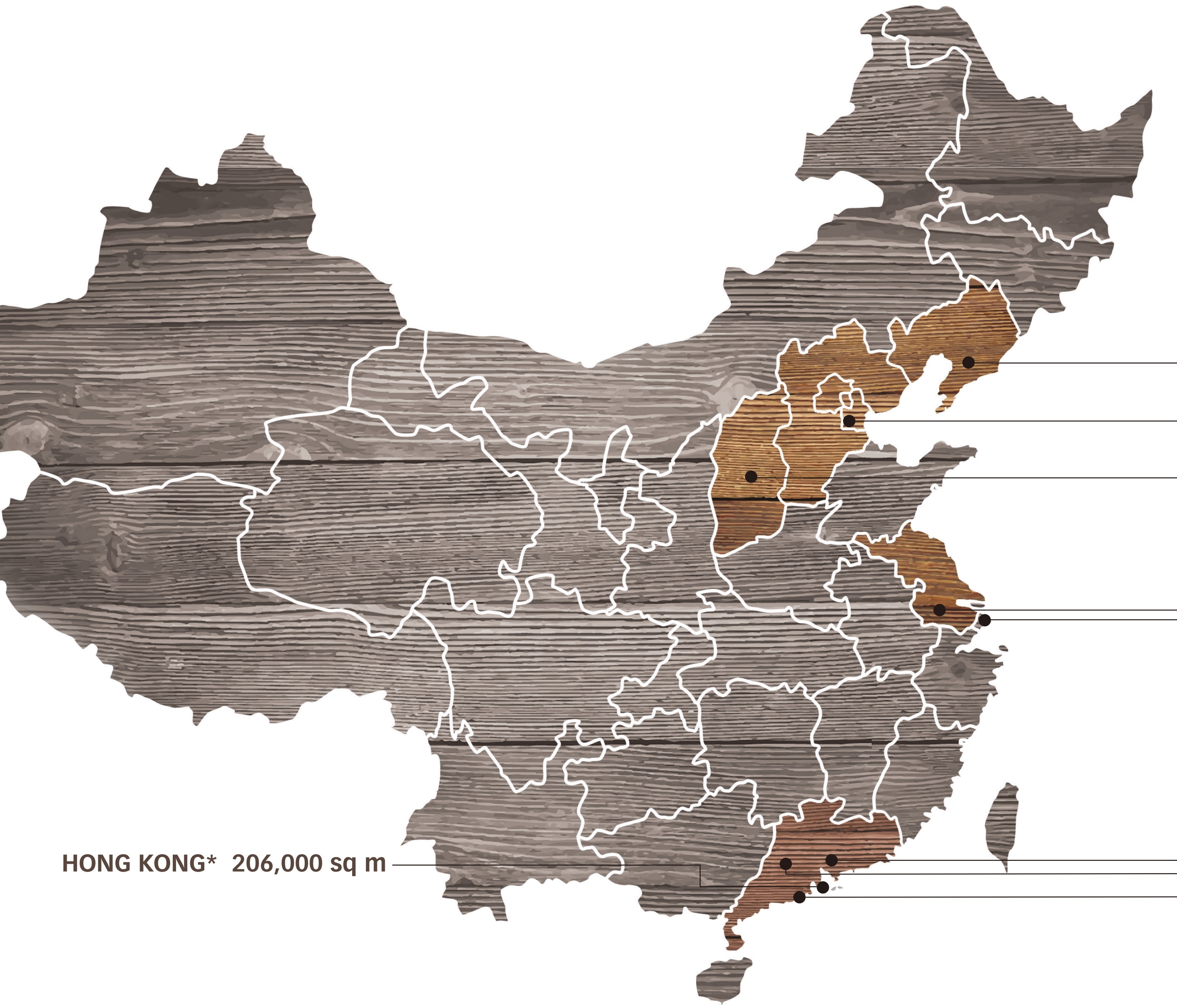
In addition, I would like to take this opportunity to express my gratitude to Mr Seto Gin Chung, John, who had been an Independent Non-executive Director since January 2002 and retired with effect from the conclusion of the 2022 Annual General Meeting, and Mr David John Shaw, who has been an Independent Non-executive Director since June 2007 and will retire with effect from the conclusion of the 2023 AGM, for their valuable contributions to the Company during their tenure of office.

**Or Wai Sheun**
*Chairman*

Hong Kong, 29 March 2023

# Review of Operations

## Group's major projects under development in the Greater China Region




* representing 100% project coverage in gross floor area

**MAINLAND CHINA* 6,779,000 sq m**

**Shenyang** 2,712,000 sq m

**Tianjin** 850,000 sq m

**Jiexiu** 463,000 sq m

**Wuxi** 365,000 sq m

**Shanghai** 75,000 sq m

**Huizhou** 520,000 sq m

**Foshan** 1,600,000 sq m

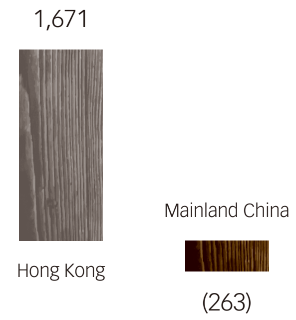
**Zhuhai** 194,000 sq m

# Key Operating Results for 2022

Total operating profit in the property development segment amounted to HK$1,408 million, which was generated from development projects in Hong Kong and Mainland China.

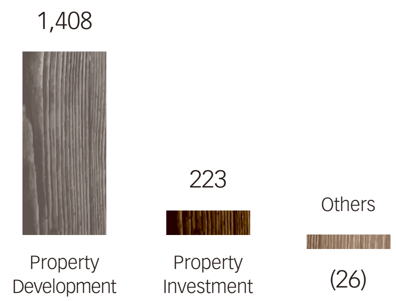
**Operating Profit/(Loss) – Property Development Geographic Distribution for 2022**

HK$ million




**Operating Profit/(Loss) by Segment for 2022**

HK$ million



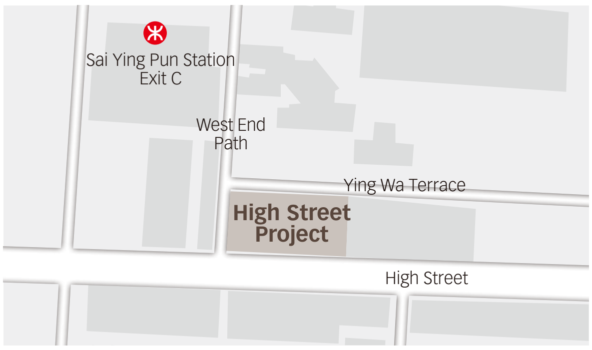
## Property Development

As at 31 December 2022, the Group's landbank for development amounted to approximately 3.4 million sq m of attributable gross floor area ("GFA"). The Group's major property projects under planning and development are set out as follows:

## Hong Kong

### High Street Project

The site is located at 2B, 2C, 4, 4B, 6 and 6A High Street in Sai Ying Pun. It is being developed into a high-end residential tower with a few retail shops covering a GFA of approximately 4,700 sq m. The Group has a 60% interest in this redevelopment project.




***Location***
2B, 2C, 4, 4B, 6 and 6A High Street,
Sai Ying Pun, Hong Kong

***Usage***
Residential and Commercial

***Group's Interest***
60%

***Approx. Total Site Area***
500 sq m

***Approx. GFA***
4,700 sq m

***Project Status***
Foundation works in progress

***Expected Date of Completion***
2025/2026

### Clear Water Bay Road Project

The site is located at No. 35 Clear Water Bay Road in Ngau Chi Wan. This residential and commercial development project is wholly-owned by the Group, with a GFA of approximately 201,000 sq m. It is expected to be developed into a complex comprising five high-end modern high-rise residential blocks over a sizeable shopping mall.


***Location***
No. 35 Clear Water Bay Road,
Ngau Chi Wan, Kowloon, Hong Kong

***Usage***
Residential and Commercial

***Group's Interest***
100%

***Approx. Total Site Area***
22,400 sq m

***Approx. GFA***
201,000 sq m

***Project Status***
Foundation works in progress

***Expected Date of Completion***
2026 – 2028

## Mainland China

# Le Cove City (Shenyang)
# 江灣城（瀋陽）

The site is located along the Hun River at 6 Hun Nan Er Road of the Hun Nan Xin District in Shenyang. This residential and commercial development project is wholly-owned by the Group, with a planned GFA of approximately 712,000 sq m.


***Location***
6 Hun Nan Er Road, Hun Nan Xin District, Shenyang, China

***Usage***
Residential and Commercial

***Group's Interest***
100%

***Approx. Total Site Area***
165,000 sq m

***Approx. GFA***
712,000 sq m

***Approx. GFA Booked***
370,000 sq m

***Project Status***
Foundation works for Phase 5 (approx. GFA of 240,000 sq m) in progress

***Expected Date of Completion***
Phase 5 2025

*Artist's Impression of Phase 5 development*

# The Gardenia (Shenyang)
# 翠堤灣（瀋陽）

The site is located on the west side of Daba Road of the Shenhe District, which is one of the five main central districts in Shenyang. This residential and commercial development project is wholly-owned by the Group, with a planned GFA of approximately 2,000,000 sq m.


***Location***
West of Daba Road, Shenhe District, Shenyang, China

***Usage***
Residential and Commercial

***Group's Interest***
100%

***Approx. Total Site Area***
1,100,000 sq m

***Approx. GFA***
2,000,000 sq m

***Approx. GFA Booked***
663,000 sq m

***Project Status***
Modification for subsequent development plan in progress

***Expected Date of Completion***
To be determined

Phase 3A development (Kindergarten and Residential Towers)

Review of Operations **Mainland China**

# Le Cove Garden (Huizhou)
# 江灣南岸花園(惠州)

The site is located at Dongjiang North Shore Wangjiang Lot of the Huicheng District in Huizhou and has a permanent natural river view at its south east side, with provincial park facilities and convenient traffic to the central business district of Dongjiang North Shore in Huizhou. The Group has a 60% interest in this residential and commercial development project, with a GFA of approximately 520,000 sq m.


***Location***
Dongjiang North Shore, Wangjiang Lot, Huicheng District, Huizhou, China

***Usage***
Residential and Commercial

***Group's Interest***
60%

***Approx. Total Site Area***
146,000 sq m

***Approx. GFA***
520,000 sq m

***Approx. GFA Booked***
357,000 sq m

***Project Status***
Planning works for Phase 3
(approx. GFA of 96,000 sq m) in progress

***Expected Date of Completion***
Phase 3 2025/2026

*Artist's Impression of Phase 3 development*

# The lake (Foshan)
## 山語湖(佛山)

The site is located in the Nanhai District of Foshan, with a total site area of approximately 4,021,000 sq m. This is a joint venture residential and commercial development project of the Group. The site is endowed with unique geographical advantages, surrounded by lakes, a wetland nature reserve zone and woods. It is being developed as one of the most emblematic residential communities in Foshan, with a GFA of approximately 1,600,000 sq m.


***Location***
Heshun Meijing Shuiku Sector,
Lishui Town, Nanhai District, Foshan,
China

***Usage***
Residential and Commercial

***Group's Interest***
50%

***Approx. Total Site Area***
4,021,000 sq m

***Approx. GFA***
1,600,000 sq m

***Approx. GFA Booked***
967,000 sq m

***Project Status***
Planning and design for Phase 5
(approx. GFA of 83,000 sq m) in progress

***Expected Date of Completion***
Phase 5 2024/2025


*Phase 3 residential development*

*Recreation Area at Phase 3 residential development*

# Le Cove City (Wuxi)
## 江灣城（無錫）

The site is located in the Liangxi District, a central business district of Wuxi, with a total site area amounting to approximately 69,000 sq m. This residential and commercial development project is wholly-owned by the Group, with a GFA of approximately 365,000 sq m.


***Location***
Tongyun Road and Gongyun Road, Liangxi District, Wuxi, China

***Usage***
Residential and Commercial

***Group's Interest***
100%

***Approx. Total Site Area***
69,000 sq m

***Approx. GFA***
365,000 sq m

***Approx. GFA Booked***
111,000 sq m

***Project Status***
Superstructure works for Phase 3 (approx. GFA of 73,000 sq m) and Phase 4 (approx. GFA of 170,000 sq m) in progress

***Expected Date of Completion***
Phase 3 2023; Phase 4 2024

*Artist's Impression of Phase 4 development*

# City Plaza (Tianjin)
# 城市廣場(天津)

The site is located in a new commercial and business area of the Hedong District, Tianjin. This residential and commercial development project is 49%-owned by the Group and has a GFA of approximately 850,000 sq m. It is being developed into a modern residential and commercial complex with luxury residential towers, office buildings, a five-star hotel and a first-class shopping arcade.


***Location***
Lot No. Jin Dong Liu 2004-066, intersection of Shiyijing Road and Liuwei Road, Hedong District, Tianjin, China

***Usage***
Residential and Commercial

***Group's Interest***
49%

***Approx. Total Site Area***
136,000 sq m

***Approx. GFA***
850,000 sq m

***Approx. GFA Booked***
435,000 sq m

***Project Status***
Superstructure works for office tower of Phase 3A (approx. GFA of 60,000 sq m) in progress; foundation works for Phase 3B (approx. GFA of 280,000 sq m) in progress

***Expected Date of Completion***
Phase 3A 2023; Phase 3B 2025

*Artist's Impression of Phase 3 development*

# Yangpu Project (Shanghai)
# 楊浦項目（上海）

The site is located in the Yangpu District, Shanghai. This residential and commercial office development project is wholly-owned by the Group, with a GFA of approximately 75,000 sq m. It is expected to develop into a block of residential building and two blocks of office building.


***Location***
176 Jiefang, Siping Road, Yangpu District, Shanghai, China

***Usage***
Residential and Commercial Office

***Group's Interest***
100%

***Approx. Total Site Area***
21,000 sq m

***Approx. GFA***
75,000 sq m

***Project Status***
Master planning and design in progress

***Expected Date of Completion***
2026

*Artist's Impression*

# Jiexiu Project (Shanxi)
# 介休項目（山西）

The site is located in the north-west of Jiexiu, Shanxi Province which is about 3.7 km from the city centre. This residential and commercial development project is wholly-owned by the Group, with a GFA of approximately 463,000 sq m. It is intended to be developed into a landmark residential and commercial complex or community in the area of Jiexiu.


***Location***
South of Public Security Bureau,
West of Wenyuan Street,
East of Sanxian Avenue,
North of Jie Highway, Jiexiu, China

***Usage***
Residential and Commercial

***Group's Interest***
100%

***Approx. Total Site Area***
181,000 sq m

***Approx. GFA***
463,000 sq m

***Project Status***
Foundation works for Phase 1A
(approx. GFA of 88,000 sq m) completed

***Expected Date of Completion***
Phase 1A 2026

# Hengda Guangchang (Zhuhai)
# 亨達廣場（珠海）

The site is located in the Xiangzhou District of Zhuhai at about 3 km from Gongbei Port. It is intended to be developed into two phases of which Phase 1 will comprise office towers, a commercial podium, the basement and a neighbourhood centre, while Phase 2 will comprise office towers and a commercial podium. The Group has a 70% interest in this development project, with a GFA of approximately 194,000 sq m.


***Location***
Northwest side of the intersection of
Jiuzhou Avenue and Yingbin South Road,
Xiangzhou District, Zhuhai, China

***Usage***
Commercial, Office and Hotel Apartment

***Group's Interest***
70%

***Approx. Total Site Area***
38,000 sq m

***Approx. GFA***
194,000 sq m

***Project Status***
Foundation works for Phase 1
(approx. GFA of 62,000 sq m) in progress

***Expected Date of Completion***
Phase 1 2025/2026

## Property Investment

While gross rental income generated from the Group's investment property portfolio in Hong Kong for the year ended 31 December 2022 fell slightly to HK$301 million from HK$303 million in 2021, a decrease of 0.7%, it is encouraging that overall occupancy rate of the portfolio has been gradually improving during the year under review.

## Property Management

The Group offers a full range of high quality property management services to our clients. Our client base includes not only self-developed luxury residential buildings, serviced apartments and medium scale commercial buildings, but also public housing estates. As at 31 December 2022, the total area of properties under management was maintained at approximately 1,214,000 sq m (2021: 1,220,000 sq m).

*Pioneer Centre (Hong Kong)*

## Key Risks and Uncertainties

The Group faces various risks including those specific to the property development business as well as those that are common to other businesses. The Group's risk management and internal control systems are in place to ensure principal risks as well as significant emerging risks are identified, monitored and managed on a continuous basis. Under such systems, management of various departments or business units would identify suitable internal controls and countermeasures to mitigate principal risks and the relevant risk owners are responsible to implement those risk mitigating measures and provide feedbacks on their effectiveness. The principal risks and uncertainties set out below may have material impacts on the Group's businesses, operating results, financial position or prospects, but they are by no means exhaustive or comprehensive.

**Property Development Risk**

Similar to other property developers, the Group's performance depends mainly on local property market conditions and overall economic environment, which may be adversely affected by the coronavirus disease 2019 ("COVID-19") pandemic and ongoing US-China tensions. Other risks include interest rate changes, availability of financing, political and social stability, governmental policies, property cooling measures, as well as the taxes and stamp duties imposed on the sales of residential properties in the geographical areas of the Group's operations.

The profitability of the Group may also be hindered by rising construction costs and sub-contracting charges and keen competition from other property developers. Adverse financial impact may arise if any of our construction projects is not able to be completed on schedule or within budget, or our residential units are not able to be sold at the price and pace as planned. The Group's reputation may be affected by delayed handover of residential units and quality issues. The Group's prospects are also subject to the supply of land affected by land policies in different geographical areas.

## Key Risks and Uncertainties (Continued)

### Regulatory Risk

The Group operates in highly-regulated markets and industries where changes to the regulatory environment may have significant impacts on our businesses. We have to ensure we can comply with all the regulatory requirements including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as well as legal, tax, environmental and any other statutory requirements for our various kinds of businesses in different jurisdictions.

### People Risk

The Group's future development is materially affected by whether it can recruit, retain, develop and motivate competent and qualified staff at various levels. The shortage or loss of key personnel may harm the Group's existing operations and prospects.

### Financial Risk

The Group is exposed to interest rate, credit, liquidity, currency and other price risks which arise in the normal course of the Group's businesses. The analysis of these risks is illustrated in the notes to the financial statements in detail.

### Business Partner Risk

Some of the Group's businesses are conducted through non wholly-owned companies or joint ventures in which the Group shares control with other business partners or exercises only limited controls under the co-investment agreements. The relevant risks include that these business partners may not continue their relationships with the Group, take actions against the Group's interests, undergo a change of control or not fulfil their obligations under the joint ventures.

### Information Security Risk

The Group's computer system and data are exposed to unauthorised access or damage caused by cyber threats, especially nowadays the worldwide cybercrime and malware attack happen more frequently. Failure in protecting the computer system and data of the Group may lead to loss or leakage of critical data or even disruptions of normal operations of the business.

### Investment Risk

The Group engages in business activity involving financial investment, including but not limited to investment fund, debt securities and equity securities, in Hong Kong and other recognised financial markets. The Group's financial investments may be subject to default risk and liquidity risk and their market values may be affected by corporate performance of the issuing institutions, economic factors or changes in government policies and regulations in relevant sectors.

### Environmental, Social and Governance ("ESG") Risk

ESG risks have a large coverage and may have significant negative impacts and hinder the long-term sustainable growth of the Group. For environmental aspect, the risks may include climate change, energy efficiency, waste and noise management. For social aspect, the risks may involve employee's health and safety, supply chain and community engagement. For governance aspect, the Group should concern about compliance with laws and regulations, anti-corruption and data privacy.

## Environmental and Social Compliance

### Environmental Policies and Performances

The Group is dedicated to high standards of environmental protection. By minimising the impact to our community and conserving resources amongst employees and tenants, we are striving to improve our environmental performance continually. Since 2007, the Group has become a corporate member of WWF-Hong Kong, supporting the Non-Governmental Organisation's works on conservation and education. The Group adopts a holistic and proactive approach towards environmental management, undertaking stringent measures to ensure both new and existing developments comply with the regulatory requirements. To show our commitment to sustainable development, we keep assessing our actual performance against the preset environmental targets to ensure we are on the right track towards long-term sustainability.

The Group is committed to conserving the environment and seeking continual improvement in environmental matters. To enhance environmental protection awareness at the workplace, we have adopted various environmental friendly and energy saving policies and measures, and continuously educate our staff. In addition, the establishment of the waste recycling systems and the participation in various kinds of recycling programmes for headquarters and the major properties under our management has demonstrated the Group's dedication to enhance waste reduction and promote a sustainability mind-set. We also work and communicate closely with our contractors to minimise generation of effluent and waste. Meanwhile, we actively reduce the environmental impacts of residential building and properties under our management, while improving environmental quality and user satisfaction. Our recent residential development project, namely Manor Hill, in Tseung Kwan O has integrated with "All-Electric Home" design concept and achieved BEAM Plus New Buildings (V1.2) – Provisional Bronze rating. On the other hand, one of our managed properties, namely Upper East, in Hung Hom has achieved several awards such as Energywi$e Certificate – Excellent Level, Wastewi$e Certificate – Good Level and the Commendation Scheme on Source Separation of Domestic Waste – Certificate of Merit.

### Compliance with Laws and Regulations

As far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations that has a significant impact on the businesses and operations of the Group during the financial year.

### Relationships with Stakeholders

The Group has an integrated human capital strategy to recruit, develop and motivate employees, making sure that employees are provided with competitive remuneration package, appropriate training and development opportunities and their performance goals are aligned with the Group's business objectives. The Group is committed to providing a work environment that is free from all forms of discrimination. As stated in the internal policies, the Group forbids all forms of discrimination on gender, religion, race, family status, disability and age at all time during recruitment, promotion, internal transfer and resignation. Management and staff at all levels are responsible to ensure all employees are working in compliance with the statutory requirements, arrange adequate resources to fulfil the safety requirements and carry out training and supervision. Furthermore, we have improved our internal communication through the intranet system to strengthen and enhance communication amongst staff.

The Group is also dedicated to providing high quality properties, products and services to meet our customers' needs and is striving to maintain good relationship and close communication with our business partners, banks, contractors and vendors so as to achieve this goal for our customers.

Additionally, communication with our stakeholders is particularly critical as the Group sets forth its sustainability framework. Therefore, we conduct stakeholder survey annually to further gauge their perspectives on the Group's environmental and social material issues. Based on the result of the annual survey, we have constructed a systematic materiality assessment as a bridge to better address various stakeholders' concerns.

Apart from the Group's continuous efforts towards improvement in relationship with its stakeholders, the Group is also committed to delivering support to the needs of the community. The Company has been awarded as a "Caring Company" since 2009 in recognition of our achievement in corporate social responsibility. To support Lok Sin Tong Social Housing Scheme, we procured to provide twenty housing units for underprivileged families in 2022. We have also donated to domestic charities and our employees have participated in a number of community activities and volunteer services.

## Environmental and Social Compliance (Continued)

### Sustainability Award and Recognition

The Group has won InnoESG Prize 2022 in recognition of our contribution to creating a more sustainable future during the year. The accolade was awarded to recognise three key success factors of sustainable future: impact on society and planet, influence of stakeholders on sustainability and innovation in solutions.

### Response to COVID-19 Pandemic

The outbreak of COVID-19 pandemic has induced unprecedented impacts and challenges socially and economically. It has always been the Group's responsibility and priority to support the community apart from complying the prevention measures of the government. In an effort to enhance the society's resilience, the Group has handled the pandemic by cooperating with stakeholders as one team. The Group has implemented a number of responsive measures to safeguard the health of its stakeholders such as customers and employees during the financial year. For our offices, construction sites, retail shops and buildings under our management, we sterilised the public area frequently and provided hand sanitisers, face masks, gloves and personal protective equipment to staff to prevent transmission of virus. We also measured the body temperature of staff and requested all office visitors to complete a health declaration form. In addition, since March 2022, we provided staff with rapid antigen test kits and required them to perform daily screening before returning to office and provided contingency manual and trainings to staff regarding the proper handling of COVID-19. During the peak of the fifth wave of COVID-19, special arrangement such as team shifting to work from home was in place for office staff.

### ESG Reporting

In accordance with the requirement under the ESG Reporting Guide set out in Appendix 27 to the Listing Rules, a separate ESG Report will be published on the Company's website (www.kdc.com.hk) under "Environmental, Social and Governance" of the "Investor Relations" section and the website of Hong Kong Exchanges and Clearing Limited. The report covers the Group's ESG performance and activities and highlights the continual efforts of the Group in building a sustainable future.


*InnoESG Prize 2022*

## Human Resources

As at 31 December 2022, the Group had a total of 2,668 employees (2021: 2,854 employees), of which 2,533 were Hong Kong staff and 135 were Mainland China staff. During the year, total staff costs increased to HK$633 million (2021: HK$623 million) due to salary revisions in July 2022. Salary levels of employees are competitive. Discretionary bonuses are granted based on the performance of the Group as well as the performance of individuals to attract, motivate and retain talented people.

The Group believes that the quality of its human resources is critical for it to maintain a strong competitive edge. The Group has conducted a range of training programmes through various institutions to strengthen employees' all-round skills and knowledge, aiming to well equip them to cope with its development in the ever-changing economy.

In addition, the Group established a recreation club and conducted a Christmas lucky draw for employees during the year to promote team spirit and loyalty and encourage communication among departments.

# Financial Review

## Financial resources and bank borrowings

Total bank borrowings of the Group amounting to HK$21,860 million as at 31 December 2022 (31 December 2021: HK$14,702 million), comprising of HK$14,489 million repayable within one year (which includes a bridging loan of HK$9,658 million for settlement of the land premium of the Clear Water Bay Road project located in Ngau Chi Wan (Hong Kong) to be refinanced by a long-term project loan shortly) and HK$7,371 million repayable after one year. Taking into account of cash and bank balances with an amount of HK$865 million, the Group's net bank borrowings position was HK$20,995 million as at 31 December 2022. Loan from a related company amounted to HK$2,091 million as at 31 December 2022.

The Group's gearing ratio (calculated on the basis of net bank borrowings and loan from a related company over equity attributable to shareholders of the Company) was 125.3% as at 31 December 2022 (31 December 2021: 78.4%). The significant increase of gearing ratio during the year is mainly due to the settlement of the land premium of HK$9,658 million in respect of the acceptance of the land exchange offer for the Clear Water Bay Road project. Following with the launch of sale for the unsold units of Manor Hill, Hong Kong and presale of Le Cove City, Wuxi in Mainland China, we expected that gearing ratio will be gradually improved in the coming quarters.

During the year, presales/sales for the property projects in Hong Kong contributed cash inflows of approximately HK$2,890 million to the Group, mainly from Manor Hill. Furthermore, the Group recorded approximately HK$815 million cash inflows mainly from presales/sales of various development projects in Mainland China.

On 20 May 2022, the Group has entered into an agreement with Polytec Holdings International Limited, a related company of the Company, for the acquisition of the entire issued share capital in the company holding 70% interest in a property development project in Zhuhai at a consideration of HK$817 million. The acquisition has been approved by independent shareholders and completed in late July 2022.

The Group continued to actively engage in the development projects in Hong Kong and Mainland China and expended a total of approximately HK$1,852 million for construction costs during the year.

All the Group's borrowings are arranged on a floating rate basis. The Group will closely monitor and manage its exposure to interest rate fluctuations and will consider engaging in relevant hedging arrangements when considered appropriate.

With the investments in Mainland China, the Group is exposed to exchange fluctuations in Renminbi ("RMB"). Using revenue and cash generated from the development projects in Mainland China and/or external borrowings in RMB, serves as a natural hedge against the exchange rate risk of RMB.

With the financing facilities in place, recurrent rental income from investment properties, cash inflows from presales/sales of the Group's development projects and the financial support from a related company, the Group has sufficient financial resources to satisfy its commitments and future funding requirements.

## Capital commitments

As at 31 December 2022, the Group had commitments mainly in connection with the Group's investment properties amounting to HK$27 million.

## Pledge of assets

As at 31 December 2022, properties having a value of HK$12,951 million and deposits of HK$18 million were pledged to banks and insurance companies mainly to secure banking facilities and performance bonds extended to the Group.

## Contingent liabilities

As at 31 December 2022, the Group had given guarantees to financial institutions in respect of performance bonds entered into by a subsidiary to the extent of HK$30 million.

# Profile of Directors

## Board of Directors

### Executive Directors

**Mr OR Wai Sheun**, aged 71, is the *Chairman* of the Company. He has been an *Executive Director* since January 2002 and is responsible for the development of corporate strategies, corporate planning and general management of the Company. Mr Or is also the sole shareholder and a director of New Explorer Developments Limited, the sole shareholder of Intellinsight Holdings Limited ("Intellinsight"), and a director of Intellinsight, the substantial shareholder of the Company, and certain subsidiaries of the Group. He was the chairman of Polytec Asset Holdings Limited (listed on the Stock Exchange of Hong Kong prior to withdrawal of listing in May 2021) from April 2006 to September 2022 as well. Mr Or has over 40 years of experience in property development, industrial and financial investment business in Hong Kong, Mainland China and Macau. He is the spouse of Ms Ng Chi Man, the father of Mr Or Pui Kwan and the father-in-law of Mr Lam Yung Hei.

**Mr LAI Ka Fai**, aged 58, has been an *Executive Director* of the Company since January 2002. He is responsible for the development of corporate strategies, corporate planning and day-to-day management of the Company. Mr Lai is also a director of Intellinsight Holdings Limited, the substantial shareholder of the Company, and certain subsidiaries of the Group. He was a non-executive director of Polytec Asset Holdings Limited (listed on the Stock Exchange of Hong Kong prior to withdrawal of listing in May 2021) from January 2002 to September 2022 as well. Mr Lai has over 35 years of experience in finance, accounting, financial and operational management and corporate planning. He graduated from the University of East Anglia in the United Kingdom with a Bachelor's degree in Science. Mr Lai is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

**Mr OR Pui Kwan**, aged 44, has been an *Executive Director* of the Company since September 2005. He is responsible for the development of corporate strategies, corporate planning and day-to-day management of the Company. Mr Or joined the Company in May 2003 and is also a director of certain subsidiaries of the Group. He has attained solid working experience in various companies engaged in property development, securities investment, information technology, product research and development. Mr Or holds a Bachelor of Combined Science degree from the University College London. He has also obtained an Executive MBA degree from the Kellogg School of Management at Northwestern University and the School of Business and Management at the Hong Kong University of Science and Technology. He is the son of Mr Or Wai Sheun and Ms Ng Chi Man and the brother-in-law of Mr Lam Yung Hei.

**Mr LAM Yung Hei**, aged 43, has been an *Executive Director* of the Company since July 2016. He is responsible for the development of corporate strategies, corporate planning and day-to-day management of the Company, and overseeing construction management of the Group. Mr Lam is also a director of certain subsidiaries of the Group. He has over 15 years of experience in Hong Kong property development, merger and acquisition and information technology. Mr Lam holds a Master of Commerce (Information Systems and Management) degree and a Bachelor of Science (Computer Science) degree both from University of New South Wales, Sydney. He is the son-in-law of Mr Or Wai Sheun and Ms Ng Chi Man and the brother-in-law of Mr Or Pui Kwan.

### Non-executive Directors

**Ms NG Chi Man**, aged 70, has been an Executive Director of the Company since January 2002 and re-designated as a *Non-executive Director* of the Company since April 2013. She is also a director of New Explorer Developments Limited, the sole shareholder of Intellinsight Holdings Limited ("Intellinsight"), Intellinsight, the substantial shareholder of the Company, and certain subsidiaries of the Group. Ms Ng has over 40 years of experience in property development, industrial and financial investment business in Hong Kong, Mainland China and Macau. She is the spouse of Mr Or Wai Sheun, the mother of Mr Or Pui Kwan and the mother-in-law of Mr Lam Yung Hei.

**Mr YEUNG Kwok Kwong**, aged 64, has been a *Non-executive Director* of the Company since January 2002. He is also a director of certain subsidiaries of the Group and was the managing director of Polytec Asset Holdings Limited (listed on the Stock Exchange of Hong Kong prior to withdrawal of listing in May 2021) from September 2000 to September 2022. Mr Yeung has over 40 years of experience in finance, accounting, financial and operational management and corporate planning. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

## Independent Non-executive Directors

**Mr LI Kwok Sing, Aubrey**, aged 73, has been an *Independent Non-executive Director* of the Company since January 2002. Mr Li is a director of IAM Family Office Limited, a Hong Kong based investment firm, and has over 45 years of experience in merchant banking and commercial banking. He is also a non-executive director of The Bank of East Asia, Limited (listed on the Stock Exchange of Hong Kong) and an independent non-executive director of Café de Coral Holdings Limited and Pokfulam Development Company Limited (both listed on the Stock Exchange of Hong Kong). Mr Li was an independent non-executive director of Kunlun Energy Company Limited and Tai Ping Carpets International Limited (both listed on the Stock Exchange of Hong Kong) from August 1998 to May 2020 and October 2010 to May 2020 respectively as well. Mr Li holds a Master's degree in Business Administration from Columbia University and a Bachelor of Science degree in Civil Engineering from Brown University.

**Mr LOK Kung Chin, Hardy**, aged 73, has been an *Independent Non-executive Director* of the Company since January 2002. Mr Lok is the chairman of The Sun Company, Limited and has over 50 years of experience in building and engineering construction work. He is also an independent non-executive director of Tsit Wing International Holdings Limited (listed on the Stock Exchange of Hong Kong). Mr Lok graduated in Civil Engineering from the University of Manchester Institute of Science & Technology. He is a member of both the Institution of Civil Engineers and the Hong Kong Institution of Engineers, and a fellow member of the Hong Kong Institute of Construction Managers.

**Mr David John SHAW**, aged 76, has been an *Independent Non-executive Director* of the Company since June 2007. Mr Shaw acted as adviser to the board of HSBC Holdings plc from June 1998 until September 2013; he retired from the HSBC Group in September 2015. He is also an independent non-executive director of Shui On Land Limited (listed on the Stock Exchange of Hong Kong). Mr Shaw is a solicitor, admitted in England and Wales and in Hong Kong. He was a partner of Norton Rose from 1973 to 1998 and during that period spent approximately 20 years working in Hong Kong. Mr Shaw obtained a law degree from Cambridge University.

**Mr HSU Duff Karman**, aged 55, has been an *Independent Non-executive Director* of the Company since August 2022. Mr Hsu is the chief executive officer of UOB Kay Hian (Hong Kong) Limited ("UOBKH"), an indirect subsidiary of UOB Kay Hian Holdings Limited, a leading regional financial services group headquartered in Singapore. He joined UOBKH in January 2012 and has over 30 years of experience in the finance industry with various established financial institutions. Mr Hsu was head of corporate finance with Cazenove Asia Limited in 1996 and was made partner at Cazenove & Co. Plc in 2001. He was subsequently appointed as managing director of JP Morgan Cazenove. In 2009, Mr Hsu was appointed as managing director, head of equity corporate finance at Standard Chartered Bank (Hong Kong) Limited. Mr Hsu was a board member on the Asia Advisory Board of University of Melbourne, from 2016 to 2021. He was also a director of Pok Oi Hospital, one of the largest charitable organisations in Hong Kong, from 2013 to 2015. Mr Hsu holds a Bachelor of Economics and Commerce degree from University of Melbourne, and qualified as a Chartered Accountant with KPMG Peat Marwick in Australia as well as a CPA with KPMG Peat Marwick in Hong Kong.

Senior management of the Group is the Executive Directors of the Company.

# Corporate Governance Report

## Corporate Governance Practices

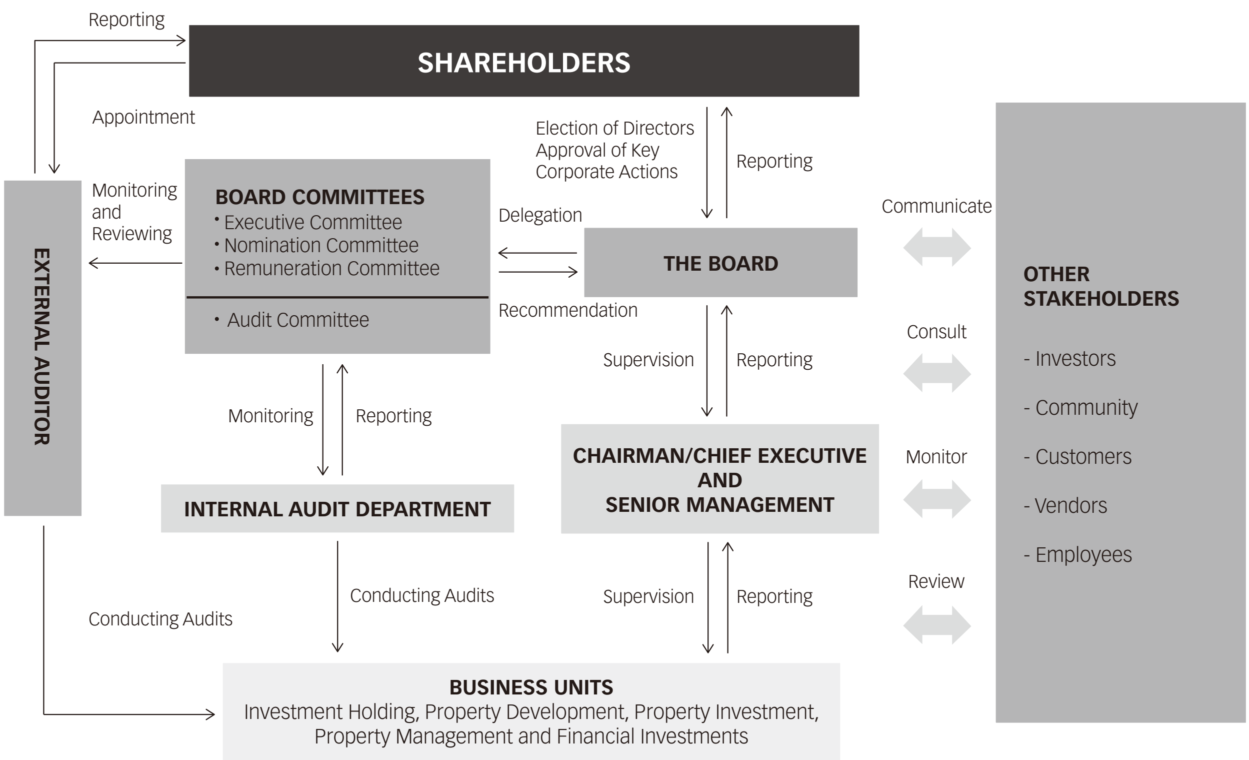
The Board of Directors of the Company (the "Board") is accountable to the shareholders of the Company ("Shareholder(s)") for good corporate governance. Accordingly, the Board has considered carefully the requirements of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and, as described below, has taken actions to further enhance corporate transparency and accountability.

We believe good corporate governance is one of the critical factors for achieving sustainable long-term success. The corporate governance principles of the Company emphasise the importance of a quality Board and accountability to Shareholders. We will regularly review our corporate governance practices to ensure and maintain the long-term health of the Company.

### Compliance with the CG Code

Throughout the year ended 31 December 2022, the Company has complied with all code provisions as set out in Part 2 of the CG Code ("Code Provision"), with the exception of Code Provision C.2.1 (which recommends the roles of chairman and chief executive should be separate and should not be performed by the same individual) as disclosed hereinafter under the section headed "Chairman of the Board and Chief Executive".

## Corporate Governance Structure



## Corporate Culture

The Company is committed to developing a positive and progressive culture that is built on its purpose, vision and values; that allow the Company to bolster employee cohesiveness and build an outstanding enterprise.

A healthy corporate culture across the Company and its subsidiaries (collectively, the "Group") is integral to attain its vision and strategy. It is the Board's role to foster a corporate culture with the following core principles and to ensure the Company's vision, values and business strategies are aligned to it.

### Integrity and Code of Conduct

The Group strives to maintain high standards of business ethics and corporate governance across all our activities and operations. The Directors, management and staff are all required to act lawfully, ethically and responsibly, and the required standards and norms are explicitly set out in the training materials for all new staff and embedded in various policies such as the Staff Handbook, Code of Conduct, Anti-corruption Policy and Whistleblowing Policy of the Company. Trainings are conducted from time to time to reinforce the required standards in respect of ethics and integrity.

### Commitment

The Group believes that the Company's culture, its commitment to workforce development, workplace safety, diversity and sustainable development, are vital to foster the sense of commitment and a shared vision among the staff members. This sets the tone for a strong and productive workforce that attracts, develops, and retains the best talent and produces the highest quality work. Moreover, the Company's strategy for business development and management, with due consideration given to the environmental, social and governance ("ESG") aspects, helps long-term steady and sustainable growth.

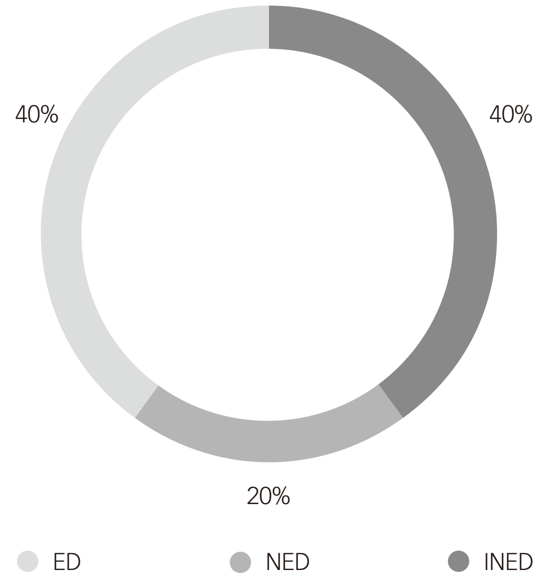
## Board of Directors

As at 31 December 2022, the Board comprises ten members:

**Executive Directors (ED)**
Mr Or Wai Sheun *(Chairman)*
Mr Lai Ka Fai
Mr Or Pui Kwan*
Mr Lam Yung Hei*

**Non-executive Directors (NED)**
Ms Ng Chi Man*
Mr Yeung Kwok Kwong

**Independent Non-executive Directors (INED)**
Mr Li Kwok Sing, Aubrey
Mr Lok Kung Chin, Hardy
Mr David John Shaw
Mr Hsu Duff Karman




* Family members of Mr Or Wai Sheun

## Board of Directors (Continued)

More than one-third of the Board comprises Independent Non-executive Directors. In accordance with the Listing Rules, every Independent Non-executive Director has provided an annual confirmation of his independence to the Company. The Company considers that they satisfy the independence requirements.

Biographical details of the Board members which include relationships among members of the Board are set out on pages 28 and 29 of this Annual Report.

The Board is governed by the Companies Ordinance (the "Companies Ordinance") (Chapter 622 of the Laws of Hong Kong), the Listing Rules and the Articles of Association of the Company. The role of the Board is to provide strong guidance and oversight to management in formulation of the overall strategic direction, monitor the performance of management, and assure the best interests of the Company are being served. The day-to-day operational duties of the Board are delegated to management to carry out but the Board takes ultimate responsibility.

## Chairman of the Board and Chief Executive

Mr Or Wai Sheun has performed the combined role as the chairman of the Board and the chief executive taking charge of the overall operations of the Group. He is also responsible for leading the Board. Directors with different views are encouraged to voice their concerns. This combining of the roles enables the Company to make prompt and effective decisions. The Board will reassess the applicability of Code Provision C.2.1 if the existing approach cannot provide an optimal result given the particular structure of the Company.

Apart from the regular Board meetings, the Chairman held two meetings with the Independent Non-executive Directors without the presence of other Directors to discuss general matters of the Group during the year.

## Selection, Appointment and Re-Election of Directors

The Board shall have power to appoint any person as a Director either to fill a vacancy or for expansion of the Board. The Company has a Nomination Committee for formulating Director Nomination Policy for consideration of the Board and making recommendations to the Board on the selection, appointment or re-appointment of Directors.

All Directors were provided with a letter of appointment setting out the key terms and conditions of their appointment.

In accordance with the Articles of Association of the Company, any Director newly appointed shall hold office only until the next following annual general meeting of the Company and shall be eligible for re-election. Other existing Directors, including Non-executive Directors, shall be elected for a term of not more than three years since last election or re-election. Retiring Directors shall be eligible for re-election at the annual general meeting of the Company.

The Company has also complied with the requirement of Part 2 of the CG Code on considering the independence of an Independent Non-executive Director who has served more than nine years for his further appointment. Mr David John Shaw, who has served on the Board for more than nine years, was re-elected as Independent Non-executive Director by passing a separate resolution at the 2022 Annual General Meeting (the "2022 AGM"). The Board's view on Mr David John Shaw's independent status was set out in the 2022 AGM circular. The re-election of Li Kwok Sing, Aubrey, Independent Non-executive Director, who has served on the Board for more than nine years will be considered by vote on a separate resolution in the forthcoming 2023 Annual General Meeting (the "2023 AGM"). Further information to be set out in the circular to Shareholders on the reasons why the Board believes he is still independent and should be re-election.

## Diversity

### Board Diversity Policy

With a view to enhance the capability of decision making and effectiveness in dealing with organisational changes, the Company adopted a Board Diversity Policy which set out the approach to achieve Board diversity.

The Company has considered the diversity of the Board members from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service of Directors and will consider above factors as measurable objectives when deciding on new appointments to the Board. The current Board is considered well-balanced and of a diverse mix appropriate for the development of the Company.

Moreover, the Nomination Committee reviews and considers if mechanism(s) has/have in place and remain(s) effective to ensure independent views and input are available to the Board. Such mechanism(s) may include but is/are not limited to:

(i) a sufficient number of Independent Non-executive Directors representing not less than one-third of the Board and ensure that all of them devote sufficient time and attention to the Company's affairs;

(ii) ensure all Directors would participate in continuous professional development, and suitable training(s) should be provided by the Company when necessary, to develop and refresh their knowledge and skills;

(iii) the Chairman at least annually holds a meeting with the Independent Non-executive Directors without the presence of other Directors to ensure the Independent Non-executive Directors are able to voice their concerns and bring an independent judgement to the Company's affairs;

(iv) independent professional advice, at the Company's expense, would be available upon reasonable request and when necessary, to assist Independent Non-executive Directors to perform their duties to the Company;

(v) the Nomination Committee should review annually each Director's time commitment to the Company's affairs. Directors' attendance records at Board, committee and general meetings shall be disclosed in the Corporate Governance Report of the Company; and

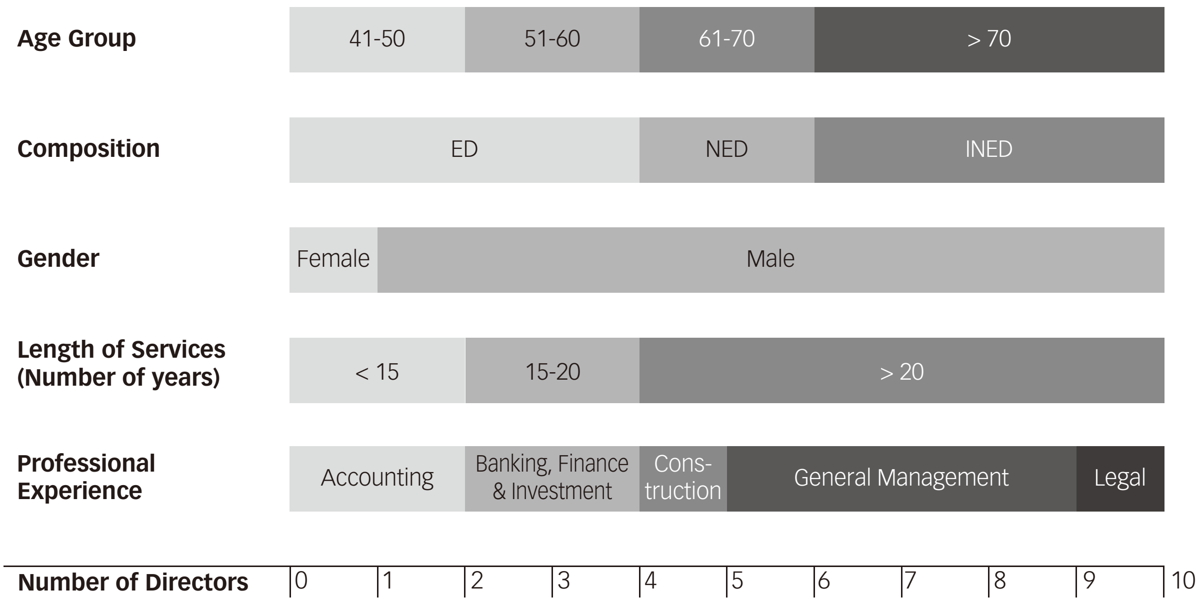
(vi) the Company should receive an annual written confirmation of independence from all the Independent Non-executive Directors pursuant to Rule 3.13 of the Listing Rules.

The Board monitors the implementation of the Board Diversity Policy and the above mechanism(s) as well as the progress on achieving those measurable objectives and will review the Board Diversity Policy and such mechanism(s) on an annual basis to ensure their continuing effectiveness.

## Diversity (Continued)

### Board Diversity Policy (Continued)

The Board composition and diversity as at 31 December 2022 are as follows:




*ED – Executive Directors*
*NED – Non-executive Directors*
*INED – Independent Non-executive Directors*

### Gender Diversity – Fostering a Diversified and Inclusive Workplace

The Company advocates a diversified and inclusive workplace, promote diversity of employees' backgrounds, age, gender and family status and provide the equal work opportunities and workplace. The Company emphasises on gender diversity, as at 31 December 2022, 60% of our workforce is female and 10% of our Board members is female. The Company schedules to maintain at least 50% female workforce in the coming years. The Board will continue to take opportunities to increase the proportion of its female members over the time as and when suitable candidates are identified.

## Director Nomination Policy

The Board has adopted the Director Nomination Policy implemented by the Company's Nomination Committee. The Nomination Committee is responsible for selecting candidates for the Board and the Director Nomination Policy is to describe the process by which the Nomination Committee will select candidates for possible inclusion in the Company's recommended slate of director nominees. The Director Nomination Policy is applicable for all Directors.

When evaluating a person for nomination for election to the Board, the assessment parameters considered by the Nomination Committee, may include, but are not limited to:

(a) the composition of the Board and its committees with due regard to the factors set out in the Board Diversity Policy;

(b) the commitment of devoting sufficient time and attention to the Company's affairs;

(c) the perceived needs and the extent to which the interplay within the Board for particular skill, background and business experience;

(d) the reputation, character and integrity of the nominee;

(e) nominees' background with regard to executive compensation; and

(f) applicable regulatory and listing requirements, including independence requirements for Independent Non-executive Directors and legal considerations.

The Nomination Committee may use multiple sources for identifying director candidates, including its own contacts and referrals from other Directors, members of management, the Company's advisors, and executive search firms. The Nomination Committee will also consider director candidates recommended by Shareholders and will evaluate such director candidates in the same manner in which it evaluates candidates recommended by other sources.

The nomination procedures for selecting suitable candidate by the Nomination Committee are set out as follows:

### Nomination of New and Replacement Directors by the Nomination Committee

(i) If the Nomination Committee determines that an additional or a replacement Director is required, the committee may take measures that it considers appropriate in connection with its identification and evaluation of a candidate.

(ii) The Nomination Committee may propose such candidate to the Board for consideration based on the assessment parameters set out in the Director Nomination Policy and such other factors it considers appropriate. The Board has the final authority to determine if the candidate is suitable for appointment.

### Nomination of Re-elected Directors by the Nomination Committee

Where a retiring Director, being eligible, offers himself/herself for re-election and nominated by the Nomination Committee, the Board shall consider, if appropriate, recommend such retiring Director for re-election at a general meeting. A circular containing the requisite information of such retiring Director will be sent to Shareholders prior to a general meeting in accordance with the Listing Rules.

## Director Nomination Policy (Continued)

### Nomination of New Directors by Shareholders

The Company's website set out the procedures for Shareholders to propose a person for election as a Director. For any person that is nominated by a Shareholder, the Nomination Committee shall evaluate such candidate based on the assessment parameters set out in the Director Nomination Policy and make recommendation to the Board if appropriate. Recommendation shall then be made to Shareholders in a supplementary circular for the proposed election of such candidate at a general meeting.

The Director Nomination Policy is in place and has been updated to take into consideration the revised CG Code effective from 1 January 2022. Mr Hsu Duff Karman was nominated for directorship in 2022.

## Remuneration of Directors and Senior Management

The Board is ultimately responsible for the Company's Remuneration Policy. The Remuneration Committee has been delegated powers to make recommendations on the Remuneration Policy and structure for all Directors and senior management remuneration and the remuneration packages of individual Executive Directors and senior management whilst ensuring no Director is involved deciding his/her own remuneration.

In determining remuneration packages of individual Executive Directors and senior management, the Remuneration Committee is required to follow the Remuneration Policy of the Company that, among others, the remuneration should reflect performance and achievements with a view to attracting, motivating and retaining high performing individuals. The Non-executive Directors shall be entitled to receive Directors' fees as shall from time to time be determined by the Company in general meeting or, if authorised by Shareholders, by the Board. The Directors' fees for the year were determined after reviewing the pay levels of their peers in corporations of similar size and industry and having taken into account the prevailing market practice, workload, scale and complexity of the Company's business and the responsibility involved.

The emoluments of Directors and management for the year are set out in note 5 to the financial statements.

## Operation of the Board

The Board is committed to ensuring appropriate corporate governance practices are in place. In ensuring proper ethical and responsible decision making, the Board has established a series of mechanisms for formal review of particular aspects of the Company's affairs. Important decisions, including those which may be expected to affect the long-term Shareholders' interests, are made by the Board and applicable Board committees. Matters relating to remuneration of Directors and senior management, financial reporting, risk management and internal control are regularly reviewed by applicable Board committees (comprised of a substantial majority of independent Directors) which make recommendations to the Board.

The Board has formalised the matters reserved to the Board and has reviewed those arrangements periodically to ensure that they remain appropriate to the Company's needs.

The Board meets regularly. Four physical meetings were held during the year. Each Director was provided with the notice of meeting of not less than fourteen days and related Board papers and explanatory material for preview at least three days before the meeting. Draft minutes were sent out to Directors who were eligible to be counted in the quorum of a meeting for review and comment prior to signing off by the Chairman. Copies of final versions of minutes had been sent to all Directors for their records.

Directors have access to the Company Secretary and through her to such legal advice they may require. The Company Secretary keeps all the minutes of the Board and its committees meetings.

## Board Committees

There are four Board committees. Each of them adopts formal terms of reference, which has included those specific duties in line with Code Provision A.2.1 (Executive Committee), Code Provision D.3.3 (Audit Committee), Code Provision B.3.1 (Nomination Committee) and Code Provision E.1.2 (Remuneration Committee) under Part 2 of the CG Code. The terms of reference of each Board committee is available on the websites of the Company (www.kdc.com.hk) and Hong Kong Exchanges and Clearing Limited (except the one for the Executive Committee) or the Company Secretary upon request.

| **Executive Committee** | |
|---|---|
| Members: | Mr Or Wai Sheun (Chairman), Mr Lai Ka Fai, Mr Or Pui Kwan, Mr Lam Yung Hei and Mr Yeung Kwok Kwong |
| Meeting Schedule: | Meetings were held frequently during 2022. |
| Major Responsibilities: | – to exercise all the general powers of the Board, save and except for the matters reserved to the Board; and<br>– to manage the Company's business and review corporate policies and strategies. |
| Works performed during the year: | – performed reviews of the risk management and internal control systems;<br>– reviewed and monitored the Company's policies on compliance with legal and regulatory requirements;<br>– reviewed the Company's compliance with the CG Code and the disclosure in this Corporate Governance Report; and<br>– performed reviews of the ESG Report. |

## Board Committees (Continued)

| **Audit Committee** | |
|---|---|
| Members: | Mr Li Kwok Sing, Aubrey# (Chairman), Mr Lok Kung Chin, Hardy#, Mr Hsu Duff Karman# and Mr Yeung Kwok Kwong<br><br>Three out of four Audit Committee members are Independent Non-executive Directors. The chairman of the committee possesses the relevant financial management expertise or experience. |
| Meeting Schedule: | Three meetings were held and the committee members met the external auditor two times during 2022 in the absence of management. |
| Major Responsibilities: | – to review, assess and make recommendations to the Board on financial reporting, auditing, risk management and internal control matters and discuss with the external auditor and management on issues arising from the annual audit and/or interim review of financial statements; and<br><br>– to assist the Board in considering how it will apply the financial reporting, risk management and internal control principles and maintaining an appropriate relationship with the Company's external auditor. |
| Works performed during the year: | – performed reviews of the half yearly and annual results;<br><br>– performed reviews of financial and accounting policies and practices of the Group;<br><br>– performed reviews of the relationships with the external auditor, including remuneration, independence, objectivity, effectiveness of the audit process and non-audit services;<br><br>– performed reviews of the effectiveness of the risk management and internal control systems including risk management of investment activities, the internal audit plan and the adequacy of resources of the Internal Audit Department ("IAD"); and<br><br>– reviewed and monitored the Whistleblowing Policy and system for employees and independent third parties who deal with the Company to raise concerns about any suspected impropriety, misconduct or malpractice within the Group. |

| **Nomination Committee** | |
|---|---|
| Members: | Mr Or Wai Sheun (Chairman), Mr Lok Kung Chin, Hardy# and Mr David John Shaw#<br><br>Two out of three Nomination Committee members are Independent Non-executive Directors and the chairman of the committee is the Chairman of the Board. |
| Meeting Schedule: | Two meetings were held during 2022. |
| Major Responsibilities: | – to review the composition of the Board, identify suitable Board members, assess the independence of Independent Non-executive Directors and make recommendations to the Board on the appointment or re-appointment of Directors; and<br><br>– to develop selection procedures for candidates and consider the suitability of a candidate by using various criteria including the perceived needs and the extent of interplay within the Board for particular skills, backgrounds and business experience; the nominee's reputation, character and integrity; the nominee's background with regard to executive compensation; and independence requirements and legal considerations. |
| Works performed during the year: | – performed reviews of the structure, size and composition of the Board;<br><br>– performed an assessment of the independence of Independent Non-executive Directors;<br><br>– performed review of the implementation of the Director Nomination Policy;<br><br>– performed review of the implementation and effectiveness of the Board Diversity Policy including the measureable objectives that has set for implementing the policy and the mechanism(s) for Directors' independent views and input, and progress on achieving those objectives and such mechanism(s); and<br><br>– made recommendations to the Board on the appointment of a new Independent Non-executive Director, re-appointment of Directors and succession planning for Directors. |

## Board Committees (Continued)

| **Remuneration Committee** | | |
|---|---|---|
| Members: | Mr Lok Kung Chin, Hardy# (Chairman), Mr Li Kwok Sing, Aubrey#, Mr Hsu Duff Karman# and Mr Lai Ka Fai<br><br>Three out of four Remuneration Committee members are Independent Non-executive Directors. | |
| Meeting Schedule: | Three meetings were held during 2022. | |
| Major Responsibilities: | – | to review, assess and make recommendations to the Board on the Remuneration Policy and structure for all Directors and senior management remuneration and make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management. |
| Works performed during the year: | – | performed reviews of the Remuneration Policy, organisational structure and human resources deployment; |
| | – | performed an annual review of the remuneration of Executive Directors and senior management; and |
| | – | performed a review of the Directors' fees proposal submitted by management. |

# Independent Non-executive Director

### Corporate Governance Functions

With the requirement on the CG Code in respect of the responsibilities for performing the corporate governance duties, the Board has delegated its following responsibilities to the Executive Committee:

(i) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

(ii) to review and monitor the training and continuous professional development of Directors and senior management;

(iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

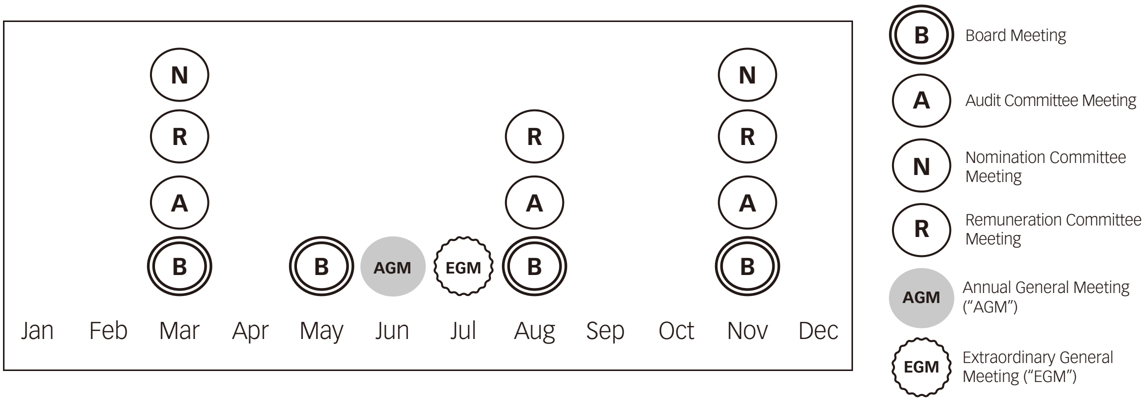
(iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and

(v) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report of the Company.

The corporate governance matters which were considered by the Executive Committee are set out in "Works performed during the year" on page 37 of this Corporate Governance Report.

### Time Commitment

Timeline for the Board, Board committees and general meetings held in 2022 is set out below:




The Board has regularly reviewed the contribution required from the Directors and is satisfied that all of them have committed sufficient time during 2022 for the fulfilment of their duties as Directors. The number of Board, Board committees and general meetings eligible for attendance and attended by each of the Directors during the year is set out below:

| | Number of meetings attended/held in 2022 | | | | | |
|---|---|---|---|---|---|---|
| **Board Members** | **Board Meetings** | **Audit Committee Meetings** | **Nomination Committee Meetings** | **Remuneration Committee Meetings** | **2022 AGM##** | **2022 EGM** |
| *Executive Directors* | | | | | | |
| Mr Or Wai Sheun *(Chairman)* | 4/4 | – | 2/2 | – | 1/1 | 0/1Δ |
| Mr Lai Ka Fai | 4/4 | – | – | 3/3 | 1/1 | 1/1 |
| Mr Or Pui Kwan | 4/4 | – | – | – | 1/1 | 0/1Δ |
| Mr Lam Yung Hei | 4/4 | – | – | – | 1/1 | 0/1Δ |
| *Non-executive Directors* | | | | | | |
| Ms Ng Chi Man | 4/4 | – | – | – | 1/1 | 0/1Δ |
| Mr Yeung Kwok Kwong | 4/4 | 3/3 | – | – | 1/1 | 1/1 |
| *Independent Non-executive Directors* | | | | | | |
| Mr Li Kwok Sing, Aubrey | 4/4 | 3/3 | – | 3/3 | 1/1 | 1/1 |
| Mr Lok Kung Chin, Hardy | 4/4 | 3/3 | 2/2 | 3/3 | 1/1 | 1/1 |
| Mr Seto Gin Chung, John* | 2/2 | 1/1 | – | 1/1 | 1/1 | – |
| Mr David John Shaw | 3/4 | – | 1/2 | – | 0/1# | 0/1# |
| Mr Hsu Duff Karman^ | 2/2 | 2/2 | – | 2/2 | – | – |
| **Total Meetings Held** | 4 | 3 | 2 | 3 | 1 | 1 |
| **Average Attendance Rate** | 98%☆ | 100% | 83%☆ | 100% | 90% | 44%☆ |

# Mr David John Shaw was unable to attend the 2022 AGM and the 2022 EGM as he was overseas at that time.
## Representatives of the external auditor had attended the 2022 AGM.
* Mr Seto Gin Chung, John retired as Independent Non-executive Director with effect from the conclusion of the 2022 AGM.
^ Mr Hsu Duff Karman has been appointed as Independent Non-executive Director with effect from 1 August 2022.
Δ Mr Or Wai Sheun, Ms Ng Chi Man, Mr Or Pui Kwan and Mr Lam Yung Hei were absent from the 2022 EGM as they abstained from voting in that meeting.
☆ Percentage is approximation due to rounding.

## Board Committees (Continued)

### Time Commitment (Continued)

During 2022, Independent Non-executive Directors had also played vital monitoring roles in a corporate transaction including forming an Independent Board Committee to give advice to the independent Shareholders in the discloseable and connected transaction for the acquisition of the entire issued share capital of Able Elite Developments Limited (which has a 70% investment in and financing of the development to be erected on the parcel of land located at the northwest side of the intersection of Jiuzhou Avenue and Yingbin South Road, Xiangzhou District, Zhuhai City, Guangdong Province, the People's Republic of China) from Polytec Holdings International Limited (a company which is ultimately wholly-owned by Mr Or Wai Sheun, an Executive Director and the controlling shareholder of the Company) by the Company.

Further details of the above transaction are set out in the section headed "Directors' Interests in Transactions, Arrangements or Contracts and Connected Transactions" of the Report of the Directors.

The Board considers that Independent Non-executive Directors contributed significantly to the deliberations of the Board by virtue of independent judgement, expertise and experience.

### Training and Support for Directors

The Company provides briefings and organises in-house trainings to develop and refresh the Directors' knowledge and skills on a regular basis. To ensure Directors' compliance with the Listing Rules and strengthen the Directors' awareness of good corporate governance, the Company continuously updates Directors on the latest developments of the Listing Rules and other applicable regulatory requirements by issuing circulars, guidance notes and reading materials to them. During the year, the Company had organised in-house training programmes for the Directors.

In addition, each newly appointed Director is provided with a necessary induction and information to ensure that he/she has a proper understanding of the Company's businesses and operations as well as his/her responsibilities under relevant laws, rules and regulations.

During the year, the Directors participated in the following trainings as per their records provided to the Company:

| **Board Members** | **Attending in-house trainings and/or seminars and/or conferences and/or forums** | **Reading newspapers, journals, newsletters and updates relating to the economy, general business, real estate, corporate governance or director duties and responsibilities, etc.** |
|---|---|---|
| *Executive Directors* | | |
| Mr Or Wai Sheun *(Chairman)* | ✔ | ✔ |
| Mr Lai Ka Fai | ✔ | ✔ |
| Mr Or Pui Kwan | ✔ | ✔ |
| Mr Lam Yung Hei | ✔ | ✔ |
| *Non-executive Directors* | | |
| Ms Ng Chi Man | ✔ | ✔ |
| Mr Yeung Kwok Kwong | ✔ | ✔ |
| *Independent Non-executive Directors* | | |
| Mr Li Kwok Sing, Aubrey | ✔ | ✔ |
| Mr Lok Kung Chin, Hardy | ✔ | ✔ |
| Mr David John Shaw | ✔ | ✔ |
| Mr Hsu Duff Karman | ✔ | ✔ |

## Company Secretary's Training

For the year under review, the Company Secretary has complied with Rule 3.29 of the Listing Rules by taking no less than fifteen hours of relevant professional training to update her skills and knowledge.

## Permitted Indemnity Provision

A permitted indemnity provision for the benefit of the Directors is provided by the Articles of Association of the Company and is currently in force and was in force throughout the year. The Company has arranged insurance cover in respect of legal action against its Directors. The insurance coverage is reviewed annually to ensure that the Directors and officers are adequately protected against potential liabilities.

## Promote Ethical Decision Making

Each Director and employee is expected to adhere to high standard of ethical conduct and to be guided by two main principles: no insider dealing and avoid conflict of interests.

### Securities Transactions of Directors and Relevant Employees

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") (Appendix 10 to the Listing Rules) as a code of conduct regarding Directors' securities transactions. All Directors confirmed in writing that they have complied with the Model Code throughout the year. The Company has also established written guidelines on employees' securities transactions. Relevant employees are required to obtain written preclearance before initiating a securities transaction during the blackout period.

### Act in the Best Interests of the Company

In connection with the actual or potential conflict of interests, each Director is required to disclose to the Board the existence of his/her financial interest and all material facts before a vote on the transaction. A Director having a material interest in the transaction shall not vote on that matter (or be counted in the quorum of that meeting) in accordance with the Company's Articles of Association. Each Director is also required to disclose to the Board if he/she has any business or interest in a business which competes with the business of the Company.

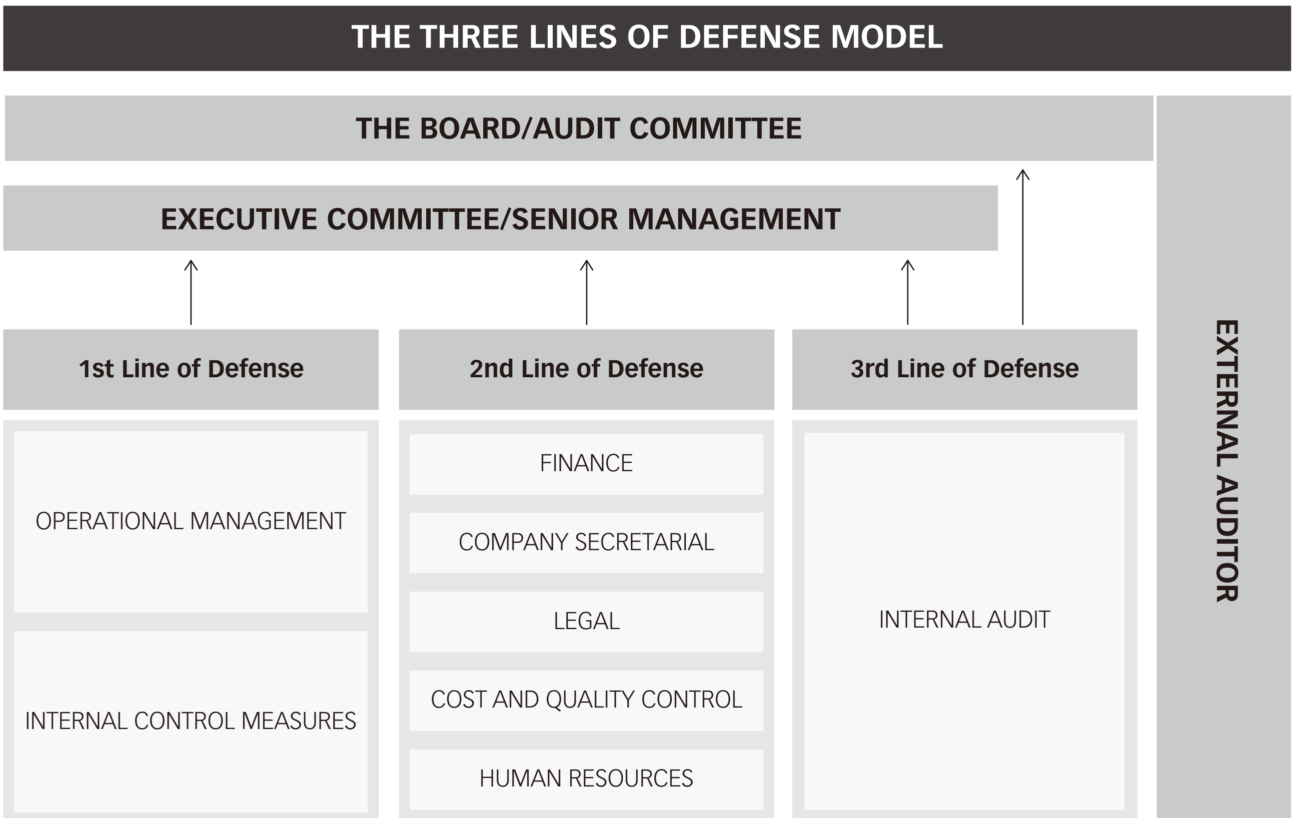
## Accountability and Audit

The Board leads and maintains effective controls over the Group's activities, with executive responsibility for the running of the Group's business being delegated to management. Management provides all members of the Board with monthly updates in order to give a balanced and understandable assessment of the Group's performance, position and prospects to enable them to discharge their duties.

### Risk Management and Internal Control

The Board acknowledges its responsibility to maintain the Group's risk management and internal control systems and review their effectiveness on an ongoing basis. The Board has delegated part of this responsibility to the Executive Committee and the Audit Committee.

The Group's risk management structure meets the best practice model known as "Three Lines of Defense Model" with the first line of defense being operational management and internal control measures, the second line of defense being finance, company secretarial, legal, cost and quality control and human resources functions, and the third line of defense being internal audit.



The Group's risk management and internal control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss; to mitigate and monitor rather than completely eliminate the risks, including but not limited to financial, operational, compliance as well as ESG risks. The systems play a key role in the management of risks that are significant to the achievement of corporate objectives, ensuring good corporate practice, safeguarding the Shareholders' investments and the Group's assets. Emerging risks that may lead to significant negative impacts are identified and monitored on an ongoing basis. The systems comprise the Group's policies and procedures, and standards to ensure effective management, including well-defined organisational structure with specified authority limits and areas of responsibility, basis for review of financial performance, application of financial reporting standards, maintenance of proper accounting records, assurance of reliable financial information, and compliance with relevant laws and regulations.

Each of the Board and management has a responsibility to identify and analyse the risks underlying the achievement of business objectives, and to determine how such risks should be managed and mitigated. Supported by the Audit Committee, review of the effectiveness of the risk management and internal control systems is conducted at least annually. The review assesses all material controls, including financial, operational, compliance and ESG controls. The assessment considers the changes in nature and extent of significant risks since the previous review and the Group's ability to respond to changes in its business and the external environment. It covers the regular reports provided by management on significant issues identified during their daily operation, together with the action plans to resolve material internal control defects, if any. Internal and external auditors also report directly to the Audit Committee regularly on any risks and control issues identified in the course of their audits.

The Board believes that the quality of corporate governance is influenced by the corporate culture. Therefore, the Group is determined to foster and maintain high standards of professional conduct and business ethics. The Code of Conduct, which is posted on the Group's intranet, had been provided to all employees to inform them of the Group's expectations and put them under special obligations in maintaining the highest standard of honesty and trustworthiness in their jobs. The Whistleblowing Policy, which is posted on the Company's website and the Group's intranet, has established an effective channel allowing employees and other stakeholders to communicate their concerns and findings to management. The Group aims to build risk awareness and control responsibility into the corporate culture and regards them as part of the risk management and internal control systems. In addition, the Group has applied relevant controls on handling of inside information by relevant employees, including controls over the dissemination of such information and their dealings in the Group's shares.

## Linkage between Corporate Governance and ESG

Corporate governance provides the framework within which the Board forms decisions and develops businesses. The Board focuses on creating long-term sustainable growth for Shareholders and delivering long-term values to all stakeholders. The well-established corporate governance structure of the Group allows us to have a better understanding of, evaluate and manage, risks and opportunities, including ESG risks and opportunities.

The Board is responsible for effective governance and oversight of ESG matters, as well as assessment and management of material environmental and social risks. For details of the Group's environmental and social matters, stakeholders can refer to our separate ESG Report prepared in accordance with the requirements under the ESG Reporting Guide set out in Appendix 27 to the Listing Rules.

## Accountability and Audit (Continued)

### Internal Audit

The IAD reports to the Chairman and the Audit Committee and the IAD is responsible for assessing the effectiveness of the systems of risk management and internal controls of all major projects and activities of the Group with the aim to control and mitigate risks, and ensure operational effectiveness and efficiency.

The IAD adopts a risk-based approach in conducting internal reviews, including financial, operational, compliance and risk management control functions, and monitors the operational compliance with the Group's policies and procedures. The internal audit plan and reporting documents of the Group for the year ended 31 December 2022 were prepared by the IAD, and issued to the Audit Committee for review. The IAD monitors the issues raised to ensure they are addressed and managed properly by management.

During the year, the Audit Committee had three meetings with the senior members of the IAD to discuss the role, objectives, scope and job progress of internal audit functions as well as risk management and internal control issues.

The Board, through the Audit Committee and the IAD, reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit, financial reporting functions, as well as those relating to the Group's ESG performance and reporting at the Board meeting held in March 2023. Based on the results of the review for the year ended 31 December 2022, the Board considered that the risk management and internal control systems were effective and adequate.

### Financial Reporting

The Directors acknowledge their responsibilities for keeping proper accounting records and preparing financial statements for each financial year/period which give a true and fair view of the state of affairs of the Group as at the end of the financial year/period and of the profit and loss for the year/period. In preparing the financial statements, the Directors have adopted all applicable Hong Kong Financial Reporting Standards in all material respects, selected appropriate accounting policies and then applied them consistently, made judgements and estimates that are fair and reasonable. The Directors use the going concern basis in preparing the financial statements unless this is inappropriate.

The Company recognises that a clear, balanced and timely presentation of financial report is crucial in maintaining the confidence of stakeholders. Reasonable disclosure of the Company's financial position and prospects are provided in the report. Annual and interim results are published within three and two months after the end of the relevant financial year/period respectively.

A statement of the Company's external auditor about its reporting responsibilities is included in the Independent Auditor's Report on pages 61 to 67 of this Annual Report.

### Inside Information

In view of the requirements under Part XIVA of the Securities and Futures Ordinance ("SFO") (Chapter 571 of the Laws of Hong Kong) and the Listing Rules, the Company developed the Inside Information Policy and guidelines on reporting and disseminating inside information, maintaining confidentiality and complying with dealing instruction are in place for employees to follow. The Inside Information Policy (for all staff) has been communicated to the staff through the Group's intranet. Senior officers of the Group have been identified and authorised to handle and respond the external enquiries in relation to the published announcement(s). The systems and procedures on publication and handling of inside information are monitored and reviewed on a regular basis.

## External Auditor

KPMG performed some non-audit services during the year. A breakdown of its remuneration is set out below:

| | 2022<br>HK$'000 |
|---|---|
| Audit services | **2,184** |
| Non-audit services | |
| Tax and business advisory services | **324** |
| Others | **674** |

During the year, the Audit Committee met the external auditor two times, in the absence of management, to discuss matters about its independence to ensure it performed its work objectively, and any issues arising from the audit. The external auditor have confirmed in writing its independence.

## Shareholder Relations

### Communication with Shareholders

The Board has established a Shareholders Communication Policy and is dedicated to maintaining an on-going dialogue with Shareholders and the investment community. The policy is subject to review regularly to ensure its effectiveness. It aims to ensure the Shareholders and the investment community are provided with ready and timely access to all publicly available information about the Company so as to enable the Shareholders to exercise their rights in an informed manner and to allow the Shareholders and investment community to engage actively with the Company. Information is communicated to them mainly through the Company's financial reports (interim and annual reports), annual general meeting and other general meeting(s) (if any), as well as disclosure on the websites of Hong Kong Exchanges and Clearing Limited and the Company. The Company has also taken its own initiative to disclose the inside information to comply with the latest statutory requirements under Part XIVA of the SFO and the voluntary information/business update in a timely manner.

The Company's website (www.kdc.com.hk) serves as a communication tool, in which the Company's announcements, circulars to Shareholders, notices of general meetings and financial reports are posted on the "Investor Relations" section. Corporate profile and development of corporate governance of the Company are also provided on the Company's website. Information on such website is updated on a regular basis.

Shareholders can direct their questions about their shareholdings to the Company's share registrar. They can request for publicly available information of the Company from the Company Secretary.

The Company recognises the importance of Shareholders' privacy and will not disclose the Shareholders' information without their consent unless required by law to do so.

The Company acknowledges its responsibility to implement the Shareholders Communication Policy and review its effectiveness on a regular basis.

During the year, the review of the implementation and effectiveness of the Shareholders Communication Policy has been conducted and confirmed by management.

## Shareholder Relations (Continued)

### General Meetings

The general meetings of the Company provide the forum for effective communication with Shareholders.

The Chairman takes the general meetings as the opportunity to open the dialogue with Shareholders and to elaborate on the outlook of the Group and its business strategies. The chairmen of the Board and its committees or, if he/they cannot present, fellow Directors are available to answer questions at the general meetings.

Total voting rights of Shareholders present at the AGM personally or by proxy in the last five years are as follows:

| | Year of the AGM | | | | |
|---|---|---|---|---|---|
| | 2018 | 2019 | 2020 | 2021 | 2022 |
| Total voting rights present at the AGM | | | | | |
| Number of shares represented | 867,040,285 | 859,679,150 | 856,727,201 | 853,590,676 | 852,484,856 |
| Percentage of shares represented | 73.69% | 73.06% | 72.81% | 72.55% | 72.45% |
| Number of issued shares as at the date of the AGM | 1,176,631,296 | 1,176,631,296 | 1,176,631,296 | 1,176,631,296 | 1,176,631,296 |

During the year, the Board met and communicated with Shareholders at the 2022 AGM and the 2022 EGM and the notices of which were distributed to all Shareholders at least twenty-one and fourteen days before the meetings respectively. At each of the meetings, the chairman of the meeting demanded for a poll and the Company's share registrar was appointed as scrutineer for the vote taking. The external auditor had also attended the 2022 AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report and auditor independence.

The 2022 AGM was held at Chiu Garden, 4th Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong on 8 June 2022. Resolutions proposed at the meeting and the percentage of votes cast in favour of the resolutions are set out below:

– to receive and consider the audited financial statements together with the reports of the Directors and the auditor thereon for the year ended 31 December 2021 (100.00%);

– to declare a final dividend for the year ended 31 December 2021 (100.00%);

– to re-elect Mr Or Wai Sheun and Mr David John Shaw as Directors and to authorise the Board to fix the Directors' remuneration (99.89%, 99.90% and 100.00% respectively);

– to re-appoint KPMG as auditor and authorise the Board to fix the auditor's remuneration (99.99%);

– to grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of the issued shares of the Company (97.62%);

– to grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of the issued shares of the Company (99.99%); and

– to extend the general mandate to the Directors to issue new shares by adding the number of the shares repurchased (97.66%).

The 2022 EGM was held at 9th Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong on 20 July 2022. Major item discussed was the approval of the acquisition of the entire issued share capital of Able Elite Developments Limited from Polytec Holdings International Limited (a company which is ultimately wholly-owned by Mr Or Wai Sheun, an Executive Director and the controlling shareholder of the Company) by the Company.

The percentage of votes cast in favour of the resolution duly passed by the independent Shareholders is set out below:

– To ratify, confirm and approve the agreement in relation to the acquisition by the Company of the entire share capital of Able Elite Developments Limited and the transactions contemplated thereunder, including the terms of the co-investment agreement in relation to, among other things, the investment in and financing of the development to be erected on the parcel of land located at the northwest side of the intersection of Jiuzhou Avenue and Yingbin South Road, Xiangzhou District, Zhuhai City, Guangdong Province, the People's Republic of China (100.00%).

Remark: All percentages in the above are approximations due to rounding.

## Dividend Policy

The Company is committed to striving for balance between increasing the value of dividends per share and retaining the competitiveness for its future business expansion. The Company's Dividend Policy aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its profits as dividends to the Shareholders provided that there are distributable profits and the normal operations of the Group are not affected.

Principles and guidelines of the Company's Dividend Policy are set out below:

1. The Board has the discretion to declare and distribute dividends to the Shareholders by way of cash or scrip or by other means that the Board considers appropriate.

2. When considering the declaration and payment of dividends, the Board shall take into account a number of factors, including but not limited to:

   (a) actual and expected financial performance of the Group;

   (b) retained earnings and distributable reserves of the Group;

   (c) expected working capital requirements, capital expenditure requirements, liquidity position and future business strategies of the Group;

   (d) general economic conditions and other factors that may have an impact on the business or financial performance and position of the Group;

   (e) the Shareholders' interests; and

   (f) any other factors that the Board may consider relevant.

## Shareholder Relations (Continued)

### Dividend Policy (Continued)

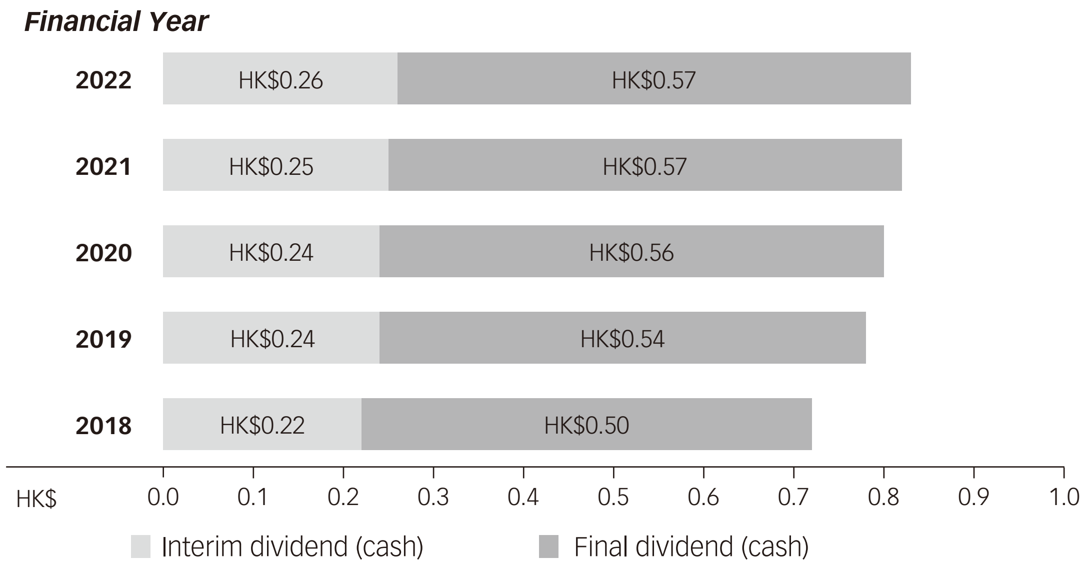
3. The Company does not have any predetermined dividend payout ratio.

4. The declaration and payment of dividends by the Company will be subject to all applicable laws, rules and regulations and the Articles of Association of the Company.

5. Any final dividend will also be subject to the Shareholders' approval.

Subject to the financial performance of the Company, we expect to pay two dividends for each financial year.

### Dividend per share




Remarks:

(1) In 2018, a special interim dividend by way of distribution in specie (the "Special Interim Dividend in Kind") was also distributed on the basis of 1 ordinary share of Polytec Asset Holdings Limited ("Polytec Asset") for every 10 ordinary shares of the Company held.

(2) In 2020, the Special Interim Dividend in Kind was also distributed on the basis of 2.67 ordinary shares of Polytec Asset for every 1 ordinary share of the Company held.

(3) The final dividend for 2022 will be subject to the approval of the Shareholders at the 2023 AGM.

## Shareholders’ Rights

### Procedures for Shareholders to propose a person for election as a Director

If a Shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with the appointment or election of Director(s), intends to propose a person for election as a Director of the Company, the Shareholder concerned shall lodge a written notice at the Company’s registered office for the attention of the Company Secretary stating (i) his/her intention to propose such person for election as a Director; and (ii) the biographical details of the nominated candidate. Such written notice should be signed by the Shareholder concerned and the person who has been proposed indicating his/her willingness to be elected. The period for lodgement shall commence no earlier than the day after the dispatch of the notice of general meeting appointed for such election of Director(s) and end no later than seven days prior to the date of such meeting. Detailed procedures can be found on the Company’s website.

### Procedures for Shareholders to convene an EGM

- Shareholders holding not less than one-twentieth (1/20) of the paid-up capital of the Company can deposit a written requisition to convene an EGM at the registered office of the Company for the attention of the Company Secretary.

- The written requisition must state the objects of the meeting, signed by the relevant Shareholders making the request and may consist of several documents in like form, each signed by one or more of the relevant Shareholders.

- The requisition will be verified by the Company’s share registrar and upon their confirmation that the requisition is in order, the Company Secretary will arrange the Board to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders.

- If the requisition is verified to be not in order, the relevant Shareholders will be advised of the result and accordingly, an EGM will not be convened as requested.

- If the Board does not within twenty-one days from the date of the deposit of the requisition proceed to convene an EGM for a day not more than twenty-eight days after the date on which the notice convening the EGM is given, the relevant Shareholders, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM, but any meeting so convened shall not be held after the expiration of three months from the date of the deposit of the requisition.

## Shareholders’ Rights (Continued)

### Procedures for Shareholders to put forward proposals at general meetings

- Shareholders may propose resolution at general meetings by submitting a written requisition. The number of Shareholders shall be (i) not less than one-fortieth (1/40) of the total voting rights of all members or (ii) not less than fifty Shareholders holding shares in the Company on which there has been paid up an average sum, per member, of not less than HK$2,000.

- The written requisition must state the proposed resolution, along with a statement of not more than one thousand words with respect to the matter referred to in the resolution or the business to be dealt with at the general meeting. It must also be signed by the relevant Shareholders and deposited at the Company’s registered office for the attention of the Company Secretary not less than six weeks before the meeting in the case of a requisition requiring notice of a resolution and not less than one week in the case of any other requisition.

- The requisition will be verified by the Company’s share registrar and upon their confirmation that the requisition is in order, the Company will give notice of the resolution or circulate the statement provided that the relevant Shareholders have deposited a sum reasonably sufficient to meet the Company’s expenses in regard thereto.

- If the requisition is verified to be not in order or the relevant Shareholders have failed to deposit sufficient money to meet the Company’s expenses for the said purpose, the relevant Shareholders will be advised of the result and accordingly, no action will be taken by the Company in that regard.

### Procedures for Shareholders to send enquiries to the Board

Shareholders may make enquiries or direct concerns to the Board in writing by addressing to the Company Secretary by mail at 23rd Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong or by email to enquiry@kdc.com.hk.

## Constitutional Documents

There was no change to the Company’s Articles of Association during the financial year.

# Report of the Directors

The Directors have pleasure in submitting this Annual Report together with the audited financial statements for the year ended 31 December 2022.

## Principal Place of Business

The Company is incorporated and domiciled in Hong Kong and has its registered office and principal place of business at 23rd Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong.

## Principal Activities and Business Review

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in investment holding, property development, property investment, property management and financial investments. The principal activities and particulars of its principal subsidiaries are set out in note 26 to the financial statements.

Further discussion and analysis of the above activities as required by Schedule 5 to the Companies Ordinance (the "Companies Ordinance") (Chapter 622 of the Laws of Hong Kong), including a fair review of the Group's business, a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2022, and an indication of likely future development in the Group's business, can be found in the "Five-Year Financial Summary", "Chairman's Statement", "Review of Operations", "Financial Review" and "Corporate Governance Report" sections of this Annual Report. The aforesaid sections form part of this report.

## Dividends

An interim dividend of HK$0.26 per share (2021: HK$0.25) was paid on 4 January 2023. The Directors now recommend that a final dividend of HK$0.57 per share be paid in respect of the year ended 31 December 2022 (2021: HK$0.57).

## Share Capital

Movements in share capital during the year are set out in note 21(b) to the financial statements.

## Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the year ended 31 December 2022.

## Reserves

Movements in reserves during the year are set out in the Consolidated Statement of Changes in Equity.

## Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Group as at 31 December 2022 are set out in notes 19 and 20 to the financial statements.

## Finance Costs Capitalised

The amount of finance costs capitalised by the Group during the year is set out in note 4(b) to the financial statements.

## Donations

Charitable donations made by the Group during the year amounted to HK$261,000 (2021: HK$985,000).

## Properties

Particulars of major properties and property interests of the Group are shown on pages 140 to 144 of this Annual Report.

## Five-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 6 and 7 of this Annual Report.

## Management Contracts

Save for the Directors' service contracts, no other contracts concerning the management and administration of the whole or any substantial part of any business of the Company were entered into or subsisted during the year.

## Major Customers and Suppliers

Particulars of major customers and suppliers of the Group during the year ended 31 December 2022 are set out in note 3(d) to the financial statements.

## Directors

The Directors during the year and up to the date of this report are:

Mr Or Wai Sheun, *Chairman and Executive Director*
Mr Lai Ka Fai, *Executive Director*
Mr Or Pui Kwan, *Executive Director*
Mr Lam Yung Hei, *Executive Director*
Ms Ng Chi Man, *Non-executive Director*
Mr Yeung Kwok Kwong, *Non-executive Director*
Mr Li Kwok Sing, Aubrey, *Independent Non-executive Director*
Mr Lok Kung Chin, Hardy, *Independent Non-executive Director*
Mr Seto Gin Chung, John, *Independent Non-executive Director*
*(retired with effect from the conclusion of the Annual General Meeting held on 8 June 2022)*
Mr David John Shaw, *Independent Non-executive Director*
Mr Hsu Duff Karman, *Independent Non-executive Director*
*(appointed with effect from 1 August 2022)*

In accordance with Article 105 of the Articles of Association of the Company, Mr Lai Ka Fai, Mr Lam Yung Hei, Ms Ng Chi Man, Mr Li Kwok Sing, Aubrey and Mr David John Shaw will retire at the forthcoming Annual General Meeting. With the exception of Mr David John Shaw who is to retire, the aforesaid Directors, being eligible, offer themselves for re-election.

Mr Hsu Duff Karman was appointed as an Independent Non-executive Director with effect from 1 August 2022. In accordance with Article 96 of the Articles of Association of the Company, he shall hold office until the forthcoming Annual General Meeting. Mr Hsu Duff Karman, being eligible, offers himself for re-election.

Particulars of the Directors' emoluments, disclosed pursuant to Section 383 of the Companies Ordinance and Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), are set out in note 5(a) to the financial statements.

Brief biographical particulars of all Directors are given on pages 28 and 29 of this Annual Report.

## Directors of Subsidiaries

The list of directors who have served on the boards of the subsidiaries of the Company during the year and up to the date of this report is available on the Company's website at www.kdc.com.hk.

## Director's Service Contracts

None of the Directors seeking re-election at the forthcoming Annual General Meeting has a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## Directors' Interests and Short Positions

As at 31 December 2022, the interests of the Directors in the shares of the Company as recorded in the register required to be kept under Section 352 of the Securities and Futures Ordinance ("SFO") (Chapter 571 of the Laws of Hong Kong), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") (Appendix 10 to the Listing Rules), are set out below:

### Long positions in the shares of the Company

| **Name** | **Nature of interest** | **Number of ordinary shares** | **Percentage of shareholding** (Note 1) | Note |
|---|---|---|---|---|
| Mr Or Wai Sheun | Corporate | 836,809,624 | 71.12% | 2 |
| Mr Lok Kung Chin, Hardy | Founder and beneficiary of trusts | 1,425,000 | 0.12% | 3 |
| Mr Lai Ka Fai | Personal | 751,000 | 0.06% | |
| Mr David John Shaw | Personal | 200,500 | 0.02% | |
| Mr Yeung Kwok Kwong | Personal | 180,000 | 0.02% | |
| Mr Or Pui Kwan | Personal | 43,500 | 0.00% | |

Notes:

(1) The percentage of shareholding is calculated based on 1,176,631,296 shares, being the total number of issued ordinary shares of the Company as at 31 December 2022.

(2) Such interest in shares is held by Intellinsight Holdings Limited ("Intellinsight"), a wholly-owned subsidiary of New Explorer Developments Limited which is wholly-owned by Mr Or Wai Sheun.

(3) Such interest in shares is owned by discretionary trusts of which Mr Lok Kung Chin, Hardy is the founder and a beneficiary respectively.

Save as disclosed above, as at 31 December 2022, none of the Directors and chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

## Substantial Shareholder's Interest

As at 31 December 2022, the shareholder (other than the Directors and chief executives of the Company) who had an interest or short position in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO is set out below:

| Name | Nature of interest | Number of ordinary shares | Percentage of shareholding (Note 1) | Note |
|---|---|---|---|---|
| New Explorer Developments Limited | Corporate | 836,809,624 | 71.12% | 2 |

Notes:

(1) The percentage of shareholding is calculated based on 1,176,631,296 shares, being the total number of issued ordinary shares of the Company as at 31 December 2022.

(2) Such interest in shares is held by Intellinsight as described in note (2) under the section headed "Directors' Interests and Short Positions".

The interest disclosed above represents long position in the shares of the Company.

Save as disclosed above, as at 31 December 2022, the Company had not been notified by any persons (other than the Directors and chief executives of the Company) who had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## Directors' Interests in Transactions, Arrangements or Contracts and Connected Transactions

On 20 May 2022, the Company entered into an agreement (the "Agreement") with Polytec Holdings International Limited ("Polytec Holdings"), pursuant to which the Company agreed to purchase one ordinary share of US$1.00 in the issued share capital of Able Elite Developments Limited (the "Target Company"), representing the entire issued share capital of the Target Company, for a consideration of HK$816,600,000 (the "Acquisition"). Prior to the execution of the Agreement, on 19 May 2022, the Target Company entered into a co-investment agreement (the "Co-investment Agreement") with Allround Holdings Limited ("Allround Holdings"), a direct wholly-owned subsidiary of Polytec Holdings, and Polytec Holdings, pursuant to which, among other things, the Target Company agreed to co-invest with Allround Holdings in the ratio of 70% to 30% in the development to be erected on the parcel of land located at the northwest side of the intersection of Jiuzhou Avenue and Yingbin South Road, Xiangzhou District, Zhuhai City, Guangdong Province, the People's Republic of China.

Given that Polytec Holdings is a company which is ultimately wholly-owned by Mr Or Wai Sheun (an Executive Director and the controlling shareholder of the Company), Polytec Holdings is an associate of a connected person of the Company. As such, the Acquisition constituted a discloseable and connected transaction for the Company under the Listing Rules. Details relating to the Acquisition and the Co-investment Agreement were disclosed in the announcement and circular of the Company dated 20 May 2022 and 30 June 2022 respectively.

## Directors’ Interests in Transactions, Arrangements or Contracts and Connected Transactions (Continued)

An Independent Board Committee comprising all the Independent Non-executive Directors was formed, and an Independent Financial Adviser was appointed, to advise in relation to the Agreement and the transactions contemplated thereunder, including the terms of the Co-investment Agreement, and considered that the terms of the Agreement and the Co-investment Agreement are on normal commercial terms and fair and reasonable, and the Acquisition and the transactions contemplated under the Co-investment Agreement are in the ordinary and usual course of business of the Group and are in the interests of the Company and its shareholders as a whole. The Agreement and the transactions contemplated thereunder, including the terms of the Co-investment Agreement, were approved by the independent shareholders at an extraordinary general meeting of the Company on 20 July 2022.

The Company has complied with the disclosure requirements for the above connected transaction in accordance with Chapter 14A of the Listing Rules. Save as disclosed above and the sections headed “Interests in property development” and “Material related party transactions” as set out in notes 12 and 28 to the financial statements, none of the Directors of the Company was materially interested in any transaction, arrangement or contract entered into by the Company, its subsidiaries or holding companies or its fellow subsidiaries which transaction, arrangement or contract subsisted at the end of the year or at any time during the year and which was significant in relation to the business of the Company and its subsidiaries.

## Permitted Indemnity Provision

A permitted indemnity provision (as defined in Section 469 of the Companies Ordinance) for the benefit of the Directors is currently in force and was in force throughout the year. Details of the Company’s permitted indemnity provision are set out in the Corporate Governance Report of this Annual Report.

## Changes in Information of Directors

Save for the Directors’ emoluments which set out in note 5(a) to the financial statements and the Profile of Directors which set out on pages 28 and 29 of this Annual Report, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

## Disclosure Pursuant to Rule 13.21 of the Listing Rules

During the year ended 31 December 2022, the Company had no disclosure obligation pursuant to Rule 13.21 of the Listing Rules.

## Retirement Schemes

Particulars of the retirement schemes operated by the Group are set out in note 27 to the financial statements.

## Arrangement to Purchase Shares and Debentures

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

## Corporate Governance

Principal corporate governance practices of the Company are set out in the Corporate Governance Report on pages 30 to 52 of this Annual Report.

## Review of Financial Statements

The Audit Committee of the Company has reviewed the Group's consolidated financial statements for the year ended 31 December 2022, including the accounting principles and practices adopted by the Group, in conjunction with the Company's independent auditor.

## Public Float

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

## Closure of Register of Members

For the purpose of determining shareholders' eligibility to attend and vote at the 2023 Annual General Meeting, the Register of Members of the Company will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023, both dates inclusive. During the aforementioned period, no transfer of shares will be registered. In order to be eligible to attend and vote at the 2023 Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, for registration not later than 4:30 pm (Hong Kong time) on Thursday, 1 June 2023.

For the purpose of determining shareholders' entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Monday, 19 June 2023 to Tuesday, 20 June 2023, both dates inclusive. During the aforementioned period, no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, for registration not later than 4:30 pm (Hong Kong time) on Friday, 16 June 2023.

## Auditor

The Group's consolidated financial statements for the year ended 31 December 2022 have been audited by KPMG, Certified Public Accountants, who retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board

**Or Wai Sheun**
*Chairman*

Hong Kong, 29 March 2023

# Independent Auditor's Report

KPMG

**Independent auditor's report to the shareholders of**
**Kowloon Development Company Limited**
*(Incorporated in Hong Kong with limited liability)*

## Opinion

We have audited the consolidated financial statements of Kowloon Development Company Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 68 to 139, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

## Basis for opinion

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

## Key audit matters

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

## Key audit matters (Continued)

**Assessing the net realisable value of properties under development for sale (“PUD”) and properties held for sale (“PHS”) in mainland China owned by the Group, joint ventures and associated companies**

*Refer to accounting policies set out in notes 1(j)(ii) and (j)(iii) and notes 2(b), 13, 14 and 16 to the consolidated financial statements*

| The Key Audit Matter | How the matter was addressed in our audit |
|---|---|
| As at 31 December 2022, the Group held either directly or through joint ventures or associated companies, several residential and commercial property development projects located in certain cities across mainland China.<br><br>PUD and PHS are stated at the lower of cost and net realisable value. The determination of the net realisable value of these properties requires significant management estimation and judgement, particularly in determining expected selling prices, costs to completion and the costs necessary to complete the sale of these properties.<br><br>Changes in government policies, which affect interest rates, the required reserve ratio for banks and/or mortgage requirements for second-home buyers, could lead to volatility in property prices, particularly for properties in mainland China.<br><br>We identified the assessment of net realisable value of PUD and PHS in mainland China held by the Group and its joint ventures and associated companies as a key audit matter because of the significance of these properties to the Group’s total assets and because the assessment of net realisable value is inherently subjective and requires significant management judgement and estimation in relation to estimating future selling prices and future construction costs which increases the risk of error or potential management bias. | Our audit procedures to assess the net realisable value of PUD and PHS in mainland China included the following:<br><br>• obtaining and inspecting management’s valuation assessments on which management’s assessment of the net realisable value of PUD and PHS was based;<br><br>• discussing with management and assessing their valuation methodology; and assessing the key estimates and assumptions adopted in the valuations, including expected future selling prices and costs to completion, by comparing these to, where available, recently transacted prices for similar properties or the prices of comparable properties located in the vicinity of each development, and publicly available construction cost information for properties of a similar nature and location;<br><br>• conducting site visits to PUD to observe the development progress and evaluating the management’s development budgets reflected in the latest forecasts with reference to market statistics about estimated construction costs, signed construction contracts and/or unit construction costs of recently completed projects, on a sample basis;<br><br>• re-performing calculations made by management in arriving at the year end assessments of net realisable value of PHS and PUD, and comparing the estimated future construction costs to complete the PUD to the latest budgets, on a sample basis;<br><br>• performing a retrospective review for all PUD completed during the year by comparing the actual construction costs incurred during the year with those included in the prior year’s forecasts in order to assess the accuracy of the Group’s budgeting process; and<br><br>• performing sensitivity analyses to determine the extent of change in those estimates that, either individually or collectively, would be required for these properties to be materially misstated and considering the likelihood of such a movement in those key estimates arising and whether there was any evidence of management bias. |

## Key audit matters (Continued)

**Valuation of investment properties ("IP") and investment properties under development ("IPUD")**

*Refer to accounting policy sets out in note 1(g), and notes 2(a) and 10 to the consolidated financial statements*

| The Key Audit Matter | How the matter was addressed in our audit |
|---|---|
| As at 31 December 2022, the Group held a portfolio of IP and IPUD located in Hong Kong. These properties comprise office premises, retail shops, shopping malls and car parking bays.<br><br>The fair values of IP and IPUD as at 31 December 2022 were assessed by management based on valuations prepared by a qualified external property valuer.<br><br>We identified valuation of IP and IPUD as a key audit matter because of the significance of IP and IPUD to the Group's total assets and the significance of changes in fair value of IP and IPUD to the Group's profit before taxation and the valuation of IP and IPUD involve significant judgement and estimation, particularly in selecting appropriate valuation methodology, and for IP, capitalisation rates and market rents while, for IPUD, an estimation of costs to complete property development project, which increase the risk of error or potential management bias. | Our audit procedures to address the valuation of IP and IPUD included the following:<br><br>• obtaining and inspecting the valuation report prepared by the external property valuer on which the management's assessment of the fair values of IP and IPUD was based;<br><br>• assessing the external property valuer's qualifications, experience and expertise in the properties being valued and considering their objectivity;<br><br>• with the assistance of our internal valuation specialists and utilising their industry knowledge and experience, discussing with the external property valuer, without the presence of management, and assessing the external property valuer's valuation methodologies; and assessing the key estimates and assumptions adopted in the valuation by comparing capitalisation rates, prevailing market rents and comparable market transactions with the available market data, on a sample basis;<br><br>• comparing IP's tenancy information, including committed rents and occupancy rates, provided by management to the external property valuer, with underlying contracts and related documentation, on a sample basis; and<br><br>• conducting site visit to IPUD to observe the development progress and evaluating management's latest development budgets with reference to market statistics about estimated construction costs, signed construction contracts and/or unit construction costs of recently completed projects. |

## Key audit matters (Continued)

### Valuation of interests in property development

*Refer to accounting policy sets out in note 1(i), and notes 2(c) and 12 to the consolidated financial statements*

| The Key Audit Matter | How the matter was addressed in our audit |
|---|---|
| As at 31 December 2022, interests in property development represented the Group's interests in the development of residential, office and commercial properties located in mainland China which were classified as financial assets at fair value through profit or loss and were stated at a fair value.<br><br>The fair value of interests in property development was measured using a discounted cash flow model prepared by management.<br><br>Changes in government policies, which affect interest rates, the required reserve ratio for banks and/or mortgage requirements for second-home buyers, could lead to volatility in property prices, particularly for properties in mainland China.<br><br>We identified the valuation of interests in property development as a key audit matter because the valuation of interests in property development can be inherently subjective and requires the exercise of significant management judgement and estimation which increases the risk of error or management bias. | Our audit procedures to address the valuation of interests in property development included the following:<br><br>• obtaining and assessing the discounted cash flow forecast prepared by management and comparing the key estimates and assumptions made in prior years with the current year and current market developments to assess the accuracy of the Group's forecasting process and whether this is any indication of management bias;<br><br>• with the assistance of our internal valuation specialists and utilising their industry knowledge and experience, discussing and assessing with management their valuation methodology and assessing the key estimates and assumptions adopted, by comparing those relating to expected future selling prices, costs to completion and the discount rate applied with publicly available market information;<br><br>• conducting site visit to the property development projects to observe the development progress and evaluating whether development progress for the project was consistent with the latest development plan; and<br><br>• re-performing calculation of the discounted cash flow model prepared by management in arriving at the year end fair value and comparing the expected profit distribution plan with the latest sales budget plan maintained by management. |

## Information other than the consolidated financial statements and auditor’s report thereon

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor’s report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of the directors for the consolidated financial statements

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

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

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

## Auditor’s responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 these consolidated financial statements.

## Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

## Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Tak Kei.

**KPMG**
*Certified Public Accountants*
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

29 March 2023

# Consolidated Income Statement

For the year ended 31 December 2022
(Expressed in Hong Kong dollars)

| | Note | **2022 $'000** | 2021 $'000 |
|---|---|---|---|
| **Revenue** | 3(a) | **4,581,905** | 2,050,388 |
| Cost of sales | | **(1,644,255)** | (533,028) |
| Other revenue | | **60,601** | 74,930 |
| Other net expenses | 4(a) | **(457,522)** | (979,034) |
| Depreciation and amortisation | | **(21,464)** | (22,837) |
| Staff costs | | **(614,251)** | (595,016) |
| Selling, marketing and distribution expenses | | **(188,302)** | (145,716) |
| Other operating expenses | | **(130,117)** | (96,281) |
| Fair value changes on investment properties | 10 | **200,333** | 2,585,549 |
| Fair value changes on interests in property development | 12 | **420** | 58,259 |
| **Profit from operations** | | **1,787,348** | 2,397,214 |
| Finance costs | 4(b) | **(96,309)** | (41,825) |
| Share of losses of associated companies | | **(56,048)** | (7,946) |
| Share of profits/(losses) of joint ventures | | **11,688** | (12,177) |
| **Profit before taxation** | 4 | **1,646,679** | 2,335,266 |
| Income tax | 6(a) | **(436,803)** | (125,212) |
| **Profit for the year** | | **1,209,876** | 2,210,054 |
| **Attributable to:** | | | |
| Shareholders of the Company | | **1,214,934** | 2,209,081 |
| Non-controlling interests | | **(5,058)** | 973 |
| **Profit for the year** | | **1,209,876** | 2,210,054 |
| **Earnings per share – Basic and diluted** | 7 | **$1.03** | $1.88 |

The notes on pages 75 to 139 form part of these financial statements.

# Consolidated Statement of Comprehensive Income

For the year ended 31 December 2022
(Expressed in Hong Kong dollars)

| | 2022<br>$'000 | 2021<br>$'000 |
|---|---|---|
| **Profit for the year** | **1,209,876** | 2,210,054 |
| **Other comprehensive income for the year** | | |
| Items that may be reclassified subsequently to profit or loss: | | |
| Exchange differences on translation of financial statements of subsidiaries outside Hong Kong | **(430,524)** | 129,515 |
| Share of other comprehensive income of joint ventures and associated companies | **(340,190)** | 99,744 |
| | **(770,714)** | 229,259 |
| **Total comprehensive income for the year** | **439,162** | 2,439,313 |
| **Attributable to:** | | |
| Shareholders of the Company | **449,101** | 2,436,433 |
| Non-controlling interests | **(9,939)** | 2,880 |
| **Total comprehensive income for the year** | **439,162** | 2,439,313 |

The notes on pages 75 to 139 form part of these financial statements.

# Consolidated Statement of Financial Position

At 31 December 2022
(Expressed in Hong Kong dollars)

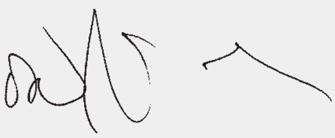
| | Note | 2022 $'000 | 2022 $'000 | 2021 $'000 | 2021 $'000 |
|---|---|---|---|---|---|
| **Non-current assets** | | | | | |
| Investment properties | 10 | | **13,618,270** | | 13,479,600 |
| Property, plant and equipment | 11 | | **252,609** | | 272,092 |
| Interests in property development | 12 | | **1,997,849** | | 1,870,030 |
| Interest in joint ventures | 13 | | **1,954,153** | | 2,111,642 |
| Interest in associated companies | 14 | | **1,294,496** | | 1,486,033 |
| Other financial assets | 15 | | **285,794** | | 445,036 |
| Trade and other receivables | 17 | | **112,133** | | 77,018 |
| Loans and advances | 17 | | **244,002** | | 373,030 |
| Deferred tax assets | 9(a) | | **36,569** | | 49,665 |
| | | | **19,795,875** | | 20,164,146 |
| **Current assets** | | | | | |
| Inventories | 16 | **25,549,725** | | 26,041,755 | |
| Interests in property development | 12 | **689,201** | | – | |
| Trade and other receivables | 17 | **691,303** | | 674,711 | |
| Loans and advances | 17 | **18,617** | | 13,699 | |
| Other financial assets | 15 | **43,610** | | 66,892 | |
| Amount due from a joint venture | 13 | **112,883** | | 112,883 | |
| Cash and bank balances | | **864,590** | | 1,043,140 | |
| | | **27,969,929** | | 27,953,080 | |
| **Current liabilities** | | | | | |
| Trade and other payables | 18 | **3,692,787** | | 11,720,094 | |
| Amount due to a joint venture | 13 | **560,374** | | 491,071 | |
| Loan from an associated company | 14 | **44,353** | | 48,458 | |
| Bank loans | 20 | **14,488,973** | | 2,053,727 | |
| Current taxation | | **404,345** | | 315,538 | |
| | | **19,190,832** | | 14,628,888 | |
| **Net current assets** | | | **8,779,097** | | 13,324,192 |
| **Total assets less current liabilities** | | | **28,574,972** | | 33,488,338 |

## Consolidated Statement of Financial Position

At 31 December 2022
(Expressed in Hong Kong dollars)

| | Note | **2022** $'000 | **2022** $'000 | 2021 $'000 | 2021 $'000 |
|---|---|---|---|---|---|
| **Non-current liabilities** | | | | | |
| Loan from a related company | 19 | **2,090,754** | | 1,199,073 | |
| Bank loans | 20 | **7,371,180** | | 12,648,339 | |
| Deferred tax liabilities | 9(a) | **577,339** | | 566,492 | |
| | | | **10,039,273** | | 14,413,904 |
| **NET ASSETS** | | | **18,535,699** | | 19,074,434 |
| **Capital and reserves** | | | | | |
| Share capital | 21(b) | | **8,636,490** | | 8,636,490 |
| Reserves | | | **9,789,095** | | 10,316,598 |
| **Total equity attributable to the shareholders of the Company** | | | **18,425,585** | | 18,953,088 |
| **Non-controlling interests** | | | **110,114** | | 121,346 |
| **TOTAL EQUITY** | | | **18,535,699** | | 19,074,434 |

Approved and authorised for issue by the board of directors on 29 March 2023.



**Or Wai Sheun**
*Director*

**Lai Ka Fai**
*Director*

The notes on pages 75 to 139 form part of these financial statements.

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2022
(Expressed in Hong Kong dollars)

| | | Attributable to shareholders of the Company | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Note | Share capital $'000 | Capital reserve $'000 | Exchange reserves $'000 | Retained profits $'000 | Total $'000 | Non-Controlling interests $'000 | Total equity $'000 |
| At 1 January 2021 | | 8,636,490 | (176,595) | 385,556 | 8,624,276 | 17,469,727 | 118,466 | 17,588,193 |
| Changes in equity for 2021 | | | | | | | | |
| Profit for the year | | – | – | – | 2,209,081 | 2,209,081 | 973 | 2,210,054 |
| Other comprehensive income | | – | – | 227,352 | – | 227,352 | 1,907 | 229,259 |
| Total comprehensive income | | – | – | 227,352 | 2,209,081 | 2,436,433 | 2,880 | 2,439,313 |
| Dividends approved in respect of the previous year | 8(b) | – | – | – | (658,914) | (658,914) | – | (658,914) |
| Dividends approved in respect of the current year | 8(a) | – | – | – | (294,158) | (294,158) | – | (294,158) |
| At 31 December 2021 | | 8,636,490 | (176,595) | 612,908 | 9,880,285 | 18,953,088 | 121,346 | 19,074,434 |

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2022
(Expressed in Hong Kong dollars)

| | | Attributable to shareholders of the Company | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Note | Share capital $'000 | Capital reserve $'000 | Exchange reserves $'000 | Retained profits $'000 | Total $'000 | Non-Controlling interests $'000 | Total equity $'000 |
| **At 1 January 2022** | | 8,636,490 | (176,595) | 612,908 | 9,880,285 | 18,953,088 | 121,346 | 19,074,434 |
| **Changes in equity for 2022** | | | | | | | | |
| Profit for the year | | – | – | – | 1,214,934 | 1,214,934 | (5,058) | 1,209,876 |
| Other comprehensive income | | – | – | (765,833) | – | (765,833) | (4,881) | (770,714) |
| Total comprehensive income | | – | – | (765,833) | 1,214,934 | 449,101 | (9,939) | 439,162 |
| Dividends approved in respect of the previous year | 8(b) | – | – | – | (670,680) | (670,680) | – | (670,680) |
| Dividends approved in respect of the current year | 8(a) | – | – | – | (305,924) | (305,924) | – | (305,924) |
| Dividends paid to non-controlling interests | | – | – | – | – | – | (1,293) | (1,293) |
| **At 31 December 2022** | | 8,636,490 | (176,595) | (152,925) | 10,118,615 | 18,425,585 | 110,114 | 18,535,699 |

The notes on pages 75 to 139 form part of these financial statements.

# Consolidated Cash Flow Statement

For the year ended 31 December 2022
(Expressed in Hong Kong dollars)

| | Note | 2022 $'000 | 2021 $'000 |
|---|---|---|---|
| **Net cash used in operating activities** | 22(a) | **(6,066,589)** | (2,118,424) |
| **Investing activities** | | | |
| Purchase of debt securities | | **–** | (569,215) |
| Proceeds from disposal of property, plant and equipment | | **321** | 10,898 |
| Proceeds from disposal of investment properties | | **87,977** | 10,700 |
| Proceeds from disposal of debt securities | | **30,395** | – |
| Additions to investment properties | | **(903,596)** | (102,438) |
| Additions to property, plant and equipment | | **(2,418)** | (5,224) |
| Increase in bank deposits with maturity more than 3 months | | **(26,800)** | – |
| **Net cash used in investing activities** | | **(814,121)** | (655,279) |
| **Financing activities** | | | |
| Drawdown of bank loans | 22(b) | **13,644,269** | 4,528,263 |
| Repayment of bank loans | 22(b) | **(6,290,895)** | (1,762,646) |
| Increase in loan from a related company | 22(b) | **38,330** | 849,768 |
| Dividends paid to shareholders of the Company | | **(670,453)** | (952,018) |
| Dividends paid to non-controlling interests | | **(1,293)** | – |
| **Net cash generated from financing activities** | | **6,719,958** | 2,663,367 |
| **Net decrease in cash and cash equivalents** | | **(160,752)** | (110,336) |
| Cash and cash equivalents at 1 January | | **1,043,140** | 1,133,841 |
| Effect of foreign exchange rate changes | | **(44,598)** | 19,635 |
| **Cash and cash equivalents at 31 December** | | **837,790** | 1,043,140 |
| **Analysis of balances of cash and cash equivalents at 31 December** | | | |
| Cash and bank balances | | **864,590** | 1,043,140 |
| Less: Bank deposits with maturity more than 3 months | | **(26,800)** | – |
| Cash and cash equivalents | | **837,790** | 1,043,140 |

The notes on pages 75 to 139 form part of these financial statements.

# Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 1 Significant accounting policies

### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules"). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective for the current accounting period of the Group.

– Amendments to HKAS 16, "Property, plant and equipment: Proceeds before intended use"

– Amendments to HKAS 37, "Provisions, contingent liabilities and contingent assets: Onerous contracts – cost of fulfilling a contract"

None of the development has had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### (b) Measurement basis

The measurement basis used in the preparation of the financial statements is the historical cost basis except for investment properties (note 1(g)), interests in property development (note 1(i)) and investments in equity securities (note 1(m)), which are measured at their fair values, as explained in the accounting policies set out below.

The preparation of the financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

### (c) Basis of consolidation

The consolidated financial statements include the financial statements of Kowloon Development Company Limited ("the Company") and all of its subsidiaries (together referred to as "the Group") made up to 31 December, together with the Group's share of the results for the year and net assets of its associated companies and joint ventures. The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from or to the date of their acquisition or disposal, as appropriate.

# 1 Significant accounting policies (Continued)

## (d) Interest in subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has the power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in income statement. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(m)) or, when appropriate, the cost on initial recognition of an investment in an associated company or joint venture (see note 1(e)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less any impairment losses (see note 1(r)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

## 1 Significant accounting policies (Continued)

### (e) Associated companies and joint ventures

An associated company is an entity in which the Group or the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or the Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associated company or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associated company or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post-acquisition changes in the Group's share of the investee's net assets and any impairment losses relating to the investment. At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the associated company or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associated company or the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its associated companies and joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associated company becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associated company or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(m)).

In the Company's statement of financial position, investments in associated companies and joint ventures are stated at cost less impairment losses (see note 1(r)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

# 1 Significant accounting policies (Continued)

## (f) Joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint operators) have rights to the assets, and obligations for the liabilities, relating to the arrangement in accordance with contractual arrangements.

Investments in joint operations are accounted for such that the Group (as a joint operator) recognises its assets (including its share of any assets jointly held), its liabilities (including its share of any liabilities incurred jointly), its revenue (including its share of revenue from sale of the output by the joint operation) and its expenses (including its share of any expenses incurred jointly). The Group accounts for the assets and liabilities, as well as revenues and expenses, relating to its interest in the joint operation in accordance with the applicable standards.

## (g) Investment properties

Investment properties are land and/or buildings held under leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property. They are valued semi-annually by external firm of professional valuers on a market value basis. Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair values cannot be reliably measured at that time in which case they are stated at cost less any impairment losses. All changes in fair value of investment properties are recognised directly in the consolidated income statement.

## (h) Property, plant and equipment

**(i) Leasehold land and buildings held for own use**

Leasehold land and buildings held for own use are stated at cost less accumulated depreciation and impairment losses.

**(ii) Other property, plant and equipment**

Other property, plant and equipment (other than land and buildings held for own use) is stated at cost less accumulated depreciation and impairment losses (see note 1(r)).

**(iii)** Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

## (i) Interests in property development

Interests in property development are classified as investments measured at fair value through profit or loss ("FVPL"). Changes in fair value of the investment (including interest) are recognised in profit or loss. The fair value of interests in property development is determined based on the estimated entitlements to the interests in property development.

# 1 Significant accounting policies (Continued)

## (j) Inventories

### (i) Land/Properties held for future development

Land/Properties held for future development is stated at the lower of cost and the estimated net realisable value. Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the properties.

### (ii) Properties under development

Properties under development are stated at the lower of cost and estimated net realisable value. Cost comprises the acquisition cost of interests in leasehold land, borrowing costs capitalised, aggregate costs of development, materials and supplies, wages and other direct expenses. Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the properties.

### (iii) Properties held for sale

Properties held for sale are stated at the lower of cost and estimated net realisable value. Net realisable value represents the estimated selling price less costs to be incurred in selling the properties.

### (iv) Trading goods and consumables

Inventories other than consumables are stated at the lower of cost and net realisable value. Consumables are stated at cost less any provision for obsolescence. Cost of inventories, other than properties, is determined using the weighted average method. Net realisable value is the estimated selling price less the estimated costs of completion and the estimated costs necessary to make the sale.

## (k) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 1(t)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses ("ECLs") in accordance with the policy set out in note 1(r)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 1(l)).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 1(t)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(l)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 1(t)).

## 1 Significant accounting policies (Continued)

### (l) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 1(k)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 1(r)).

### (m) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries, associated companies and joint ventures, are set out below.

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 29(e). These investments are subsequently accounted for as follows, depending on their classification:

#### (i) Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

– amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 1(t)(vi)).

– fair value through other comprehensive income ("FVOCI") – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

– FVPL if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

# 1 Significant accounting policies (Continued)

## (m) Other investments in debt and equity securities (Continued)

### (ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained profits. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 1(t)(v).

## (n) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

## (o) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

## (p) Borrowings

Borrowings are recognised initially at fair value less transaction costs. Subsequent to initial recognition, borrowings are stated at amortised cost using the effective interest method.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to prepare for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred. The capitalisation rate is arrived at by reference to the actual rate payable on borrowings for development purposes or, with regard to that part of the development costs financed out of general working capital, to the average rate thereof.

# 1 Significant accounting policies (Continued)

## (q) Depreciation and amortisation

### (i) Leasehold land and buildings

Leasehold land and buildings are stated at cost less accumulated depreciation and impairment losses. Leasehold land is depreciated over the remaining term of the leases. Buildings and improvements thereto are depreciated over the shorter of their useful lives and the unexpired terms of the leases.

### (ii) Other property, plant and equipment

Other property, plant and equipment is stated at cost less accumulated depreciation and impairment losses. Future estimated dismantling and restoration costs of other property, plant and equipment are discounted at appropriate rates and are capitalised as part of the costs of other property, plant and equipment, which are subsequently depreciated. Any subsequent change in the present value of the estimated costs, other than the change due to passage of time, is reflected as an adjustment to the costs.

Depreciation is calculated on a straight line method to write off the assets over their estimated useful lives as follows:

| | |
|---|---|
| – Air conditioning plant, plant and machinery, lifts and escalators | 5 to 10 years |
| – Furniture and fixtures, motor vehicles, electronic data processing equipment and others | 2 to 5 years |

## (r) Credit losses and impairment of assets

### (i) Credit losses from financial instruments and contract assets

The Group recognises a loss allowance for ECLs on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables, loans and advances, amount due from a joint venture, loans to associated companies, loan to a joint venture and debt securities measured at amortised cost);
- contract assets as defined in HKFRS 15 (see note 1(k)); and
- debt securities measured at FVOCI (recycling).

Other financial assets measured at fair value, including equity and debt securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to ECL assessment.

# 1 Significant accounting policies (Continued)

## (r) Credit losses and impairment of assets (Continued)

### (i) Credit losses from financial instruments and contract assets (Continued)

*Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

– fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof; and

– variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

– 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

– lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

# 1 Significant accounting policies (Continued)

## (r) Credit losses and impairment of assets (Continued)

### (i) Credit losses from financial instruments and contract assets (Continued)

*Measurement of ECLs (Continued)*

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

*Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. 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 since initial recognition:

– failure to make payments of principal or interest on their contractually due dates;

– an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

– an actual or expected significant deterioration in the operating results of the debtor; and

– existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

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

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

# 1 Significant accounting policies (Continued)

## (r) Credit losses and impairment of assets (Continued)

### (i) Credit losses from financial instruments and contract assets (Continued)

*Basis of calculation of interest income*

Interest income recognised in accordance with note 1(t)(vi) 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 the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

– significant financial difficulties of the debtor;

– a breach of contract, such as a default or past due event;

– it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;

– significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or

– the disappearance of an active market for a security because of financial difficulties of the issuer.

*Write-off policy*

The gross carrying amount of a financial asset or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

# 1 Significant accounting policies (Continued)

## (r) Credit losses and impairment of assets (Continued)

### (ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased.

- property, plant and equipment, including right-of-use assets (other than properties carried at fair values);
- intangible assets; and
- investments in subsidiaries, associated companies and joint ventures in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount

  The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

- Recognition of impairment losses

  An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- Reversals of impairment losses

  In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

  A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

# 1 Significant accounting policies (Continued)

## (r) Credit losses and impairment of assets (Continued)

### (iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, "Interim financial reporting", in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(r)(i) and 1(r)(ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

## (s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the income statement except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits. Apart from differences which arise on initial recognition of assets and liabilities, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised.

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 1(g), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the end of the reporting period unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

## 1 Significant accounting policies (Continued)

### (t) Recognition of revenue

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

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

**(i) Rental income from operating leases**

Rental income receivable under operating leases is recognised in the income statement in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives granted are recognised in the income statement as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

**(ii) Sale of properties**

Revenue arising from the sale of properties is recognised in the income statement on the basis that control over the ownership of the property has been passed to the customer, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all the benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities.

**(iii) Income from interests in property development**

Income from interests in property development is recognised when the Group is entitled to a distribution in respect of the investment.

**(iv) Property management service income**

Revenue arising from provision of property management service is recognised when the service is rendered.

**(v) Dividend income**

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

**(vi) Interest income**

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset.

# 1 Significant accounting policies (Continued)

## (u) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in the income statement.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to the income statement when the profit or loss on disposal is recognised.

## (v) Financial guarantees issued, provisions and contingent liabilities

### (i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

The amount of the guarantee initially recognised as deferred income is amortised in the income statement over the term of the guarantee as income from financial guarantees issued.

# 1 Significant accounting policies (Continued)

## (v) Financial guarantees issued, provisions and contingent liabilities (Continued)

### (i) Financial guarantees issued (Continued)

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation). The same definition of default and the same assessment of significant increase in credit risk as described in note 1(r)(i) apply.

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 1(r)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

### (ii) Other provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

### (iii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of fulfilling the contract. The cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling that contract.

## 1 Significant accounting policies (Continued)

### (w) Related parties

(i) A person, or a close member of that person's family, is related to the Group if that person:

(1) has control or joint control over the Group;

(2) has significant influence over the Group; or

(3) is a member of the key management personnel of the Group or the Group's parent.

(ii) An entity is related to the Group if any of the following conditions applies:

(1) 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).

(2) One entity is an associated company or joint venture of the other entity (or an associated company or joint venture of a member of a group of which the other entity is a member).

(3) Both entities are joint ventures of the same third party.

(4) One entity is a joint venture of a third entity and the other entity is an associated company of the third entity.

(5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(6) The entity is controlled or jointly controlled by a person identified in (i).

(7) A person identified in (i)(1) 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).

(8) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

# 1 Significant accounting policies (Continued)

## (x) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

### (i) As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(q) and 1(r)(ii)), except for the following types of right-of-use asset:

– right-of-use assets that meet the definition of investment property are carried at fair value in accordance with note 1(g); and

– right-of-use assets related to interests in leasehold land where the interest in the land is held as inventory are carried at the lower of cost and net realisable value in accordance with note 1(j).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

# 1 Significant accounting policies (Continued)

## (x) Leased assets (Continued)

### (ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 1(t)(i).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 1(x)(i), then the Group classifies the sub-lease as an operating lease.

## (y) Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contributions to Mandatory Provident Funds as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance, are recognised as an expense in profit or loss as incurred.

Contributions to retirement plans (defined contribution retirement plans) managed by respective local governments of the municipalities in which the Group operates in the Mainland China are charged to profit or loss as and when incurred, except to the extent that they are included in properties under development for sale not yet recognised as an expense.

## (z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's top 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.

## 2 Critical accounting judgements and key sources of estimation uncertainty

In the process of applying the Group's accounting policies (which are described in note 1), management has made the following judgements that have significant effect on the amounts recognised in the financial statements.

### (a) Estimation of fair value of investment properties

Investment properties are stated at market value based on a valuation performed by an external firm of professional valuers at the end of the reporting period based on certain assumptions (see note 10(b)).

The fair value of investment properties is revalued semi-annually by external qualified valuers, by using the income capitalisation approach with reference to sales transactions as convertible in the market. The income capitalisation approach is the sum of the term value and the reversionary value calculated by discounting the contracted annual rent at the capitalisation rate over the existing lease period; and the sum of average unit market rent at the capitalisation rate after the existing lease period.

The fair value of investment properties under development is revalued semi-annually by external qualified valuers, by estimating the fair value of such properties as if they were completed in accordance with relevant development plan, which makes reference to the average selling prices based on certain comparable sales transactions in the market and adjusted for differences such as location, size, timing and other factors collectively, and then deducting the estimated cost to complete the construction.

### (b) Estimation of provision for land/properties held for future development and properties under development and held for sale

Management determines the net realisable value of land/properties held for future development and properties under development and held for sale by using the prevailing market data such as most recent sale transactions and market survey reports available from external property valuers.

Management's assessment of net realisable value of land/properties held for future development and properties under development and held for sale requires judgement as to the anticipated sale prices with reference to the recent sale transaction in nearby locations, rate of new property sales, marketing costs and the expected costs to complete the properties and the legal and regulatory framework and general market conditions.

### (c) Estimation of fair value of interests in property development

Interests in property development are stated at their fair value measured using a discounted cash flow model. In preparing the discounted cash flow model, management estimates the future cash flows expected to arise from the interests in property development and a suitable discount rate based on the past performance, current market conditions, development and building plans, sale and marketing plans and management's expectations for market development and terms provided under the co-investment agreements. Any adverse change in the key assumptions could decrease the fair value.

## 3 Segment reporting

The Group manages its business by a mixture of both business lines and geography. In a manner consistent with the way in which information is reported internally to the Group's top management for the purposes of assessing segment performance and allocating resources between segments, the Group has identified the following reportable segments.

– Property development segment (Hong Kong/Mainland China): the development and sale of properties and interests in property development. Given the importance of the property development division to the Group, the Group's property development business is segregated further into two reportable segments on a geographical basis.

– Property investment segment: the leasing of properties to generate rental income and to gain from the appreciation in the properties' values in the long term.

– Other businesses segment: mainly includes the provision of property management services, financial investments, the provision of finance services and treasury operations.

Revenue comprises mainly rental income from properties, gross proceeds from sale of properties, income from interests in property development, property management service income and interest income.

Reportable segment profit represents profit before taxation by excluding fair value changes on interests in property development and investment properties, finance costs and head office and corporate income/expenses.

Reportable segment assets include all tangible and current assets with the exception of deferred tax assets, cash and bank balances and other corporate assets.

## 3 Segment reporting (Continued)

### (a) Disaggregation of revenue

| | 2022 $'000 | 2021 $'000 |
|---|---|---|
| **Revenue from contracts with customers within the scope of HKFRS 15:** | | |
| Sale of properties | **3,510,241** | 855,686 |
| Property management service income | **459,061** | 409,041 |
| Others | **122,949** | 122,133 |
| | **4,092,251** | 1,386,860 |
| **Revenue from other sources:** | | |
| Rental income | **300,681** | 302,979 |
| Distribution from interests in property development | – | 220,000 |
| Others | **188,973** | 140,549 |
| | **4,581,905** | 2,050,388 |

In accordance with HKFRS 15 "Revenue from contracts with customers", revenue from sale of properties and property management service income are recognised at a point in time. Revenue from other businesses of $123 million (2021: $122 million) is recognised at a point of time.

At 31 December 2022, the aggregate amount of revenue expected to be recognised in the consolidated income statement in the future from pre-completion sales contracts entered into in relation to the Group's properties in Hong Kong and Mainland China amounted to $991,697,000 (2021: $3,445,767,000), which will be recognised when the pre-sold properties are assigned to or accepted by the customers and which is expected to occur within the next 24 months (2021: within the next 36 months).

The Group has applied practical expedient in paragraph 121 of HKFRS 15 to exempt the disclosure of revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date with performance obligation is part of a contract that has an original expected duration of one year or less.

## 3 Segment reporting (Continued)

### (b) Segment results and assets

Information regarding the Group's reportable segments as provided to the Group's top management for the purposes of resource allocation and assessment of segment performance for the year is set out below.

| | 2022 | | | | |
|---|---|---|---|---|---|
| | | Property development | | | |
| | Total | Hong Kong | Mainland China | Property investment | Others *(Remark 1)* |
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| Revenue | **4,581,905** | **3,234,792** | **275,449** | **300,681** | **770,983** |
| Reportable segment profit/(loss) | **1,605,355** | **1,671,309** | **(263,380)** | **223,878** | **(26,452)** |
| Fair value changes on investment properties | **200,333** | **–** | **–** | **200,333** | **–** |
| Fair value changes on interests in property development | **420** | **–** | **420** | **–** | **–** |
| Head office and corporate expenses | **(63,120)** | | | | |
| Finance costs | **(96,309)** | | | | |
| Profit before taxation | **1,646,679** | | | | |
| Share of losses of associated companies | **(56,048)** | **–** | **(55,095)** | **–** | **(953)** |
| Share of profits of joint ventures | **11,688** | **–** | **11,688** | **–** | **–** |
| Interest income | **187,743** | **–** | **–** | **–** | **187,743** |
| Depreciation and amortisation | **(21,464)** | **–** | **–** | **–** | **(21,464)** |

Remark 1: Others included revenue from property management services and financial investments of $459,061,000 and $158,761,000 (2021: $409,041,000 and $98,794,000) respectively and the relevant segment profit/(loss) of $32,286,000 and ($80,226,000) (2021: $4,278,000 and ($970,138,000)) respectively.

# 3 Segment reporting (Continued)

## (b) Segment results and assets (Continued)

| | 2021 | | | | |
|---|---|---|---|---|---|
| | | Property development | | | |
| | Total | Hong Kong | Mainland China | Property investment | Others *(Remark 1)* |
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| Revenue | 2,050,388 | 465,844 | 609,842 | 302,979 | 671,723 |
| Reportable segment (loss)/profit | (206,150) | 178,564 | 278,357 | 281,155 | (944,226) |
| Fair value changes on investment properties | 2,585,549 | – | – | 2,585,549 | – |
| Fair value changes on interest in property development | 58,259 | – | 58,259 | – | – |
| Head office and corporate expenses | (60,567) | | | | |
| Finance costs | (41,825) | | | | |
| Profit before taxation | 2,335,266 | | | | |
| Share of losses of associated companies | (7,946) | – | (7,359) | – | (587) |
| Share of losses of joint ventures | (12,177) | – | (12,177) | – | – |
| Interest income | 139,674 | – | – | – | 139,674 |
| Depreciation and amortisation | (22,837) | – | – | – | (22,837) |

## 3 Segment reporting (Continued)

### (b) Segment results and assets (Continued)

| | **2022** | | | | |
|---|---|---|---|---|---|
| | | **Property development** | | | |
| | **Total** | **Hong Kong** | **Mainland China** | **Property investment** | **Others *(Remark 2)*** |
| | **$'000** | **$'000** | **$'000** | **$'000** | **$'000** |
| Reportable segment assets | **46,773,407** | **15,551,966** | **16,592,004** | **13,637,350** | **992,087** |
| Deferred tax assets | **36,569** | | | | |
| Cash and bank balances | **864,590** | | | | |
| Head office and corporate assets | **91,238** | | | | |
| Total assets | **47,765,804** | | | | |
| Interest in associated companies | **1,294,496** | **–** | **1,294,496** | **–** | **–** |
| Interest in and amount due from joint ventures | **2,067,036** | **–** | **2,067,036** | **–** | **–** |

| | 2021 | | | | |
|---|---|---|---|---|---|
| | | Property development | | | |
| | Total | Hong Kong | Mainland China | Property investment | Others *(Remark 2)* |
| | $'000 | $'000 | $'000 | $'000 | $'000 |
| Reportable segment assets | 46,935,391 | 16,267,554 | 15,878,554 | 13,496,872 | 1,292,411 |
| Deferred tax assets | 49,665 | | | | |
| Cash and bank balances | 1,043,140 | | | | |
| Head office and corporate assets | 89,030 | | | | |
| Total assets | 48,117,226 | | | | |
| Interest in associated companies | 1,486,033 | – | 1,485,079 | – | 954 |
| Interest in and amount due from joint ventures | 2,224,525 | – | 2,224,525 | – | – |

Remark 2: Others included reportable segment assets of property management services and financial investments amounting to $123,351,000 and $329,404,000 (2021: $106,439,000 and $511,928,000) respectively.

## 3 Segment reporting (Continued)

### (c) Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's non-current assets other than financial assets and deferred tax assets. The geographical location of customers is based on the location at which the services were provided or the goods were delivered. The geographical location of non-current assets is based on the physical location of the asset and, in case of interests in associated companies and joint ventures, the location of operations.

| | **Revenue** | | **Non-current assets** | |
|---|---|---|---|---|
| | **2022** **$'000** | 2021 $'000 | **2022** **$'000** | 2021 $'000 |
| Hong Kong (place of domicile) | **4,143,297** | 1,331,372 | **13,868,134** | 13,749,289 |
| Mainland China | **281,078** | 621,097 | **3,251,394** | 3,600,078 |
| Others | **157,530** | 97,919 | **–** | – |
| | **4,581,905** | 2,050,388 | **17,119,528** | 17,349,367 |

In addition to the above non-current assets, the Group has interests in property development of $1,997,849,000 (2021: $1,870,030,000) in Mainland China.

### (d) Major customers and suppliers

During the year ended 31 December 2021, the Group had recognised distribution from interests in property development in Mainland China of $220,000,000 under the property development segment, which exceeded 10% of the Group's revenue. No distribution was recognised from interests in property development for the year ended 31 December 2022. Except for this, less than 30% of the Group's sales and less than 30% of the Group's purchases were attributable to the Group's five largest customers and five largest suppliers respectively.

## 4 Profit before taxation

Profit before taxation is arrived at after charging/(crediting) the amounts as set out below:

### (a) Other net expenses

Other net expenses mainly represent impairment and fair value losses on other financial assets of $92,540,000 (2021: $1,076,700,000), write down of inventories of $206,369,000 (2021: Nil) and remeasurement loss on debt securities of $149,564,000 (2021: Nil), offset by the write back of construction cost accrual of Nil (2021: $95,169,000).

### (b) Finance costs

| | **2022** **$'000** | 2021 $'000 |
|---|---|---|
| Interest on bank loans | **542,710** | 249,294 |
| Interest on loan from a related company | **59,827** | 9,197 |
| Less: Amount capitalised *(Remark)* | **(506,228)** | (216,666) |
| | **96,309** | 41,825 |

Remark: Borrowing costs were capitalised at rates of 0.76% – 6.29% (2021: 1.00% – 5.70%) per annum.

### (c) Other items

| | **2022** **$'000** | 2021 $'000 |
|---|---|---|
| Auditors' remuneration | **3,439** | 4,186 |
| Depreciation and amortisation | **21,464** | 22,837 |
| Staff costs | **614,251** | 595,016 |
| Total staff costs | **633,306** | 622,664 |
| Less: Amount capitalised | **(19,055)** | (27,648) |
| Impairment of trade receivables and loans and advances recognised *(note 17(b))* | **7,451** | 5,152 |
| Impairment of trade receivables and loans and advances written back *(note 17(b))* | **(3,727)** | (2,556) |
| Rentals receivable from investment properties less outgoings | **(259,086)** | (257,672) |
| Rental income | **(300,681)** | (302,979) |
| Less: Outgoings | **41,595** | 45,307 |
| Interest income | **(187,743)** | (139,674) |

# 5 Directors' and management's emoluments

## (a) Directors' emoluments

Directors' emoluments disclosed pursuant to Section 383(1) to the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation is as follows:

| | Directors' fees $'000 | Salaries, allowances and benefits in kind $'000 | Performance related bonuses $'000 | Provident fund contributions $'000 | 2022 Total $'000 |
|---|---|---|---|---|---|
| ***Executive directors*** | | | | | |
| Mr Or Wai Sheun | **–** | **–** | **–** | **–** | **–** |
| Mr Lai Ka Fai | **–** | **2,598** | **550** | **239** | **3,387** |
| Mr Or Pui Kwan | **–** | **1,338** | **250** | **18** | **1,606** |
| Mr Lam Yung Hei | **–** | **1,338** | **500** | **18** | **1,856** |
| ***Non-executive directors*** | | | | | |
| Ms Ng Chi Man | **300** | **–** | **–** | **–** | **300** |
| Mr Yeung Kwok Kwong | **300** | **–** | **–** | **–** | **300** |
| ***Independent non-executive directors*** | | | | | |
| Mr Li Kwok Sing, Aubrey | **300** | **–** | **–** | **–** | **300** |
| Mr Lok Kung Chin, Hardy | **300** | **–** | **–** | **–** | **300** |
| Mr Seto Gin Chung, John *(Remark 1)* | **131** | **–** | **–** | **–** | **131** |
| Mr David John Shaw | **300** | **–** | **–** | **–** | **300** |
| Mr Hsu Duff Karman *(Remark 2)* | **126** | **–** | **–** | **–** | **126** |
| | **1,757** | **5,274** | **1,300** | **275** | **8,606** |

Remark 1: Mr. Seto Gin Chung, John retired from the Independent Non-executive Director of the Company on 8 June 2022.

Remark 2: Mr. Hsu Duff Karman was appointed as Independent Non-executive Director of the Company on 1 August 2022.

| | Directors' fees $'000 | Salaries, allowances and benefits in kind $'000 | Performance related bonuses $'000 | Provident fund contributions $'000 | 2021 Total $'000 |
|---|---|---|---|---|---|
| ***Executive directors*** | | | | | |
| Mr Or Wai Sheun | – | – | – | – | – |
| Mr Lai Ka Fai | – | 2,510 | 580 | 231 | 3,321 |
| Mr Or Pui Kwan | – | 1,293 | 270 | 18 | 1,581 |
| Mr Lam Yung Hei | – | 1,293 | 500 | 18 | 1,811 |
| ***Non-executive directors*** | | | | | |
| Ms Ng Chi Man | 300 | – | – | – | 300 |
| Mr Yeung Kwok Kwong | 300 | – | – | – | 300 |
| ***Independent non-executive directors*** | | | | | |
| Mr Li Kwok Sing, Aubrey | 300 | – | – | – | 300 |
| Mr Lok Kung Chin, Hardy | 300 | – | – | – | 300 |
| Mr Seto Gin Chung, John | 300 | – | – | – | 300 |
| Mr David John Shaw | 300 | – | – | – | 300 |
| | 1,800 | 5,096 | 1,350 | 267 | 8,513 |

# 5 Directors' and management's emoluments (Continued)

## (b) Individuals with highest emoluments

Of the five individuals with the highest emoluments, one (2021: one) is director whose emoluments are disclosed in note 5(a). The aggregate of the emoluments in respect of the remaining four (2021: four) individuals are as follows:

| | **2022 $'000** | 2021 $'000 |
|---|---|---|
| Salaries and allowances | **7,003** | 7,325 |
| Performance related bonuses | **1,776** | 4,008 |
| Provident fund contributions | **225** | 213 |
| | **9,004** | 11,546 |

The emoluments of the individuals with the highest emoluments are within the following bands:

| | **2022** | 2021 |
|---|---|---|
| $2,000,001 – $2,500,000 | **3** | 1 |
| $2,500,001 – $3,000,000 | **1** | 2 |
| $3,000,001 – $3,500,000 | **–** | – |
| $3,500,001 – $4,000,000 | **–** | – |
| $4,000,001 – $4,500,000 | **–** | 1 |

## 6 Income tax

**(a)** Taxation in the consolidated income statement represents:

| | 2022<br>$'000 | 2021<br>$'000 |
|---|---|---|
| ***Current tax – Hong Kong*** | | |
| Provision for the year | **312,255** | 60,208 |
| (Over)/Under-provision in respect of prior years | **(221)** | 18,296 |
| | **312,034** | 78,504 |
| ***Current tax – Outside Hong Kong*** | | |
| Provision for the year | **55,007** | 7,180 |
| (Over)/Under-provision in respect of prior years | **(6,969)** | 2,568 |
| | **48,038** | 9,748 |
| ***Land appreciation tax ("LAT")*** | **32,919** | 18,926 |
| ***Deferred tax*** | | |
| Origination and reversal of temporary differences | **43,812** | 18,034 |
| | **436,803** | 125,212 |

The provision for Hong Kong Profits Tax is calculated at 16.5% (2021: 16.5%) of the estimated assessable profits for the year.

Tax levied in jurisdictions outside Hong Kong is charged at the appropriate current rates of taxation ruling in relevant jurisdictions.

Under the Provisional Regulations on LAT in Mainland China, all gains arising from the transfer of real estate property in Mainland China are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sale of properties less deductible expenditure including the costs of land use rights, borrowing costs and all property development expenditure.

Mainland China tax law also imposed a withholding tax at 10%, unless reduced by a treaty or agreement, for dividends distributed by a People Republic of China ("PRC")-resident enterprise to its immediate holding company outside Mainland China for earnings generated beginning on 1 January 2008. Undistributed earnings generated prior to 1 January 2008 are exempted from such withholding tax. Provision for withholding tax is recognised for the dividends that have been declared and deferred tax liability is recognised for those to be declared in the foreseeable future. The Group did not recognise any withholding tax for the year of 2022 and 2021.

## 6 Income tax (Continued)

**(b)** Reconciliation between tax expense and accounting profit at applicable tax rates:

| | 2022 $'000 | 2021 $'000 |
|---|---|---|
| Profit before taxation | **1,646,679** | 2,335,266 |
| Tax at applicable tax rates | **169,382** | 406,928 |
| Non-deductible expenses | **293,649** | 191,646 |
| Non-taxable income | **(69,025)** | (496,164) |
| Unrecognised tax losses | **19,178** | 7,811 |
| Previously unrecognised tax losses utilised | **(1,982)** | (19,141) |
| Previously unrecognised tax losses now recognised | **–** | (7,061) |
| Tax effect of temporary differences not recognised | **289** | 1,456 |
| LAT on properties sold | **32,919** | 18,926 |
| (Over)/Under-provision in respect of prior years | **(7,190)** | 20,864 |
| Others | **(417)** | (53) |
| Actual tax expense | **436,803** | 125,212 |

## 7 Earnings per share

**(a) Basic earnings per share**

The calculation of basic earnings per share are based on the profit attributable to shareholders of the Company of $1,214,934,000 (2021: $2,209,081,000) and the weighted average number of ordinary shares in issue during the year of 1,176,631,296 (2021: 1,176,631,296).

**(b) Diluted earnings per share**

There were no dilutive potential shares in existence during the years ended 31 December 2022 and 2021.

## 8 Dividends

### (a) Dividends attributable to the year

| | **2022** **$'000** | 2021 $'000 |
|---|---|---|
| Interim dividend declared of $0.26 (2021: declared and paid of $0.25) per share | **305,924** | 294,158 |
| Final dividend proposed after the end of the reporting period of $0.57 (2021: $0.57) per share | **670,680** | 670,680 |
| | **976,604** | 964,838 |

The final dividend declared after the year end has not been recognised as a liability at 31 December.

### (b) Dividends attributable to the previous financial year, approved and paid during the year

| | **2022** **$'000** | 2021 $'000 |
|---|---|---|
| Final dividend in respect of the previous financial year, approved and paid during the year, of $0.57 (2021: $0.56) per share | **670,680** | 658,914 |

## 9 Deferred taxation

**(a)** The components of deferred tax (liabilities)/assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

| | Future benefit of tax losses $'000 | Revaluation of properties $'000 | Accelerated depreciation allowances $'000 | Others $'000 | Total $'000 |
|---|---|---|---|---|---|
| At 1 January 2021 | 11,255 | (467,647) | (24,867) | (10,835) | (492,094) |
| Exchange adjustments | – | (6,699) | – | – | (6,699) |
| Credited/(Charged) to the income statement | 5,079 | 857 | (15,424) | (8,546) | (18,034) |
| At 31 December 2021 | 16,334 | (473,489) | (40,291) | (19,381) | (516,827) |
| At 1 January 2022 | **16,334** | **(473,489)** | **(40,291)** | **(19,381)** | **(516,827)** |
| Exchange adjustments | **–** | **19,869** | **–** | **–** | **19,869** |
| (Charged)/Credited to the income statement | **(12,563)** | **1,030** | **(6,133)** | **(26,146)** | **(43,812)** |
| At 31 December 2022 | **3,771** | **(452,590)** | **(46,424)** | **(45,527)** | **(540,770)** |

| | **2022 $'000** | 2021 $'000 |
|---|---|---|
| Net deferred tax assets recognised in the consolidated statement of financial position | **36,569** | 49,665 |
| Net deferred tax liabilities recognised in the consolidated statement of financial position | **(577,339)** | (566,492) |
| | **(540,770)** | (516,827) |

## 9 Deferred taxation (Continued)

### (b) Deferred tax assets not recognised

The Group has not recognised deferred tax assets in respect of cumulative tax losses of $329,031,000 (2021: $121,517,000) and temporary difference of $398,601,000 (2021: $195,280,000) as the probability of generating future taxable profits in order to utilise the tax losses and temporary difference is uncertain at this point of time. The tax losses arising from Hong Kong operations do not expire under current tax legislation. The tax losses arising from the operations in Mainland China expire five years after the relevant accounting year end date.

### (c) Deferred tax liabilities not recognised

Deferred tax liabilities of $18,479,000 (2021: $21,036,000) have not been recognised in respect of the tax on PRC distributable profit as the Group controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

## 10 Investment properties

### (a) Reconciliation of carrying amount

| | **Completed Investment properties $'000** | **Investment properties under development $'000** | **Total $'000** |
|---|---|---|---|
| Valuation | | | |
| At 1 January 2021 | 9,135,630 | 724,000 | 9,859,630 |
| Additions | – | 996,421 | 996,421 |
| Disposals | (8,200) | – | (8,200) |
| Transfer in | – | 46,200 | 46,200 |
| Fair value adjustment | (21,530) | 2,607,079 | 2,585,549 |
| At 31 December 2021 | 9,105,900 | 4,373,700 | 13,479,600 |
| At 1 January 2022 | **9,105,900** | **4,373,700** | **13,479,600** |
| Additions | **–** | **37,037** | **37,037** |
| Disposals | **(98,700)** | **–** | **(98,700)** |
| Transfer in/(out) | **304,400** | **(304,400)** | **–** |
| Fair value adjustment | **178,570** | **21,763** | **200,333** |
| At 31 December 2022 | **9,490,170** | **4,128,100** | **13,618,270** |

The fair value adjustment on investment properties is recognised in the line item "Fair value changes on investment properties" on the face of the consolidated income statement.

## 10 Investment properties (Continued)

### (b) Fair values measurement of investment properties

The fair value of the Group's investment properties falls under Level 3 of 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 valuation technique.

During the year, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2021: Nil).

The investment properties of the Group were revalued at 31 December 2022 by Vigers Appraisal and Consulting Limited, an external qualified professional valuer, who has appropriate qualifications and experience in the valuation of similar properties in the relevant locations. The Group's top management hold discussions with the valuer on the valuation assumptions and valuation results at each interim and annual reporting date.

**Information about Level 3 fair value measurements**

| | **Valuation techniques** *(Note 2(a))* | **Unobservable input** | **Rate** | **Remark** |
|---|---|---|---|---|
| Completed investment properties | Income capitalisation approach | Capitalisation rate | 3.00% to 4.50% (2021: 3.00% to 4.75%) | (1) |
| Investment properties under development | Direct comparison approach | Unit sale rate | $13,500 per square foot (2021: $12,500 per square foot) | (2) |

Remarks:

Relationship of unobservable inputs to fair value:

(1) The fair value is negatively correlated to the unobservable input that the lower the factor the higher the fair value.

(2) The fair value is positively correlated to the unobservable input that the higher the factor the higher the fair value.

The movements during the year in the balance of these Level 3 fair value measurements are set out in note 10(a) to the financial statements.

## 10 Investment properties (Continued)

### (c) Analysis of the carrying values of interests in leasehold investment properties

| | 2022 $'000 | 2021 $'000 |
|---|---|---|
| In Hong Kong, with remaining lease term of: | | |
| – 50 years or more | **7,846,130** | 7,762,650 |
| – between 10 and 50 years | **5,772,140** | 5,716,950 |
| | **13,618,270** | 13,479,600 |

### (d) Investment properties leased out

The Group leases out investment properties under operating leases. The leases typically run for an initial period of several months to four years. Some leases have an option to renew on expiry at which time all terms are renegotiated. Some leases have provisions for turnover rent. Turnover rent of $1,917,000 was recognised in 2022 (2021: $2,603,000).

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

| | 2022 $'000 | 2021 $'000 |
|---|---|---|
| Within 1 year | **206,200** | 231,123 |
| After 1 year but within 2 years | **98,031** | 136,732 |
| After 2 years but within 3 years | **30,518** | 32,591 |
| After 3 years but within 4 years | **6,082** | 507 |
| After 4 years but within 5 years | **1,082** | – |
| | **341,913** | 400,953 |

# 11 Property, plant and equipment

## (a) Reconciliation of carrying amount

| | Leasehold land held for own use $'000 | Other property, plant and equipment | | Total $'000 |
|---|---|---|---|---|
| | | Buildings $'000 | Others $'000 | |
| ***Cost*** | | | | |
| At 1 January 2021 | 138,461 | 129,852 | 126,201 | 394,514 |
| Exchange adjustments | – | – | 609 | 609 |
| Additions | – | – | 5,224 | 5,224 |
| Disposals | (1,516) | (757) | (1,498) | (3,771) |
| At 31 December 2021 | 136,945 | 129,095 | 130,536 | 396,576 |
| At 1 January 2022 | **136,945** | **129,095** | **130,536** | **396,576** |
| Exchange adjustments | **–** | **–** | **(1,886)** | **(1,886)** |
| Additions | **–** | **–** | **2,418** | **2,418** |
| Disposals | **–** | **–** | **(449)** | **(449)** |
| At 31 December 2022 | **136,945** | **129,095** | **130,619** | **396,659** |
| ***Accumulated depreciation and amortisation*** | | | | |
| At 1 January 2021 | 11,663 | 9,924 | 81,398 | 102,985 |
| Exchange adjustments | – | – | 538 | 538 |
| Charge for the year | 4,388 | 4,222 | 14,300 | 22,910 |
| Written back on disposals | (37) | (468) | (1,444) | (1,949) |
| At 31 December 2021 | 16,014 | 13,678 | 94,792 | 124,484 |
| At 1 January 2022 | **16,014** | **13,678** | **94,792** | **124,484** |
| Exchange adjustments | **–** | **–** | **(1,636)** | **(1,636)** |
| Charge for the year | **4,386** | **4,196** | **13,051** | **21,633** |
| Written back on disposals | **–** | **–** | **(431)** | **(431)** |
| At 31 December 2022 | **20,400** | **17,874** | **105,776** | **144,050** |
| ***Carrying value*** | | | | |
| At 31 December 2022 | **116,545** | **111,221** | **24,843** | **252,609** |
| At 31 December 2021 | 120,931 | 115,417 | 35,744 | 272,092 |

In 2022, an amount of $169,000 (2021: $73,000) included in the depreciation and amortisation charge for the year was capitalised under inventories.

## 11 Property, plant and equipment (Continued)

**(b)** The analysis of the carrying values of right-of-use assets by class of underlying asset is as follows:

| | **2022** **$'000** | 2021 $'000 |
|---|---|---|
| Ownership interests in leasehold land and buildings held for own use in Hong Kong with remaining lease term of: | | |
| – between 10 and 50 years | **227,766** | 236,348 |

**(c)** The analysis of expense items in relation to leases recognised in profit or loss is as follows:

| | **2022** **$'000** | 2021 $'000 |
|---|---|---|
| Depreciation charge of right-of-use assets by class of underlying asset: | | |
| Ownership interests in leasehold land and buildings | **8,582** | 8,610 |

**(d) Ownership interests in leasehold land and buildings held for own use**

The Group holds several buildings for its property management and retailing business. The Group is the registered owner of these property interests. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

## 12 Interests in property development

| | **2022** **$'000** | 2021 $'000 |
|---|---|---|
| At 1 January | **1,870,030** | 1,811,771 |
| Distribution | **–** | (220,000) |
| Change in fair value recognised in profit or loss | **420** | 278,259 |
| Net changes in fair value | **420** | 58,259 |
| Addition through acquisition of a subsidiary during the year *(Note 22(c))* | **816,600** | – |
| At 31 December | **2,687,050** | 1,870,030 |
| **Representing:** | | |
| Non-current | **1,997,849** | 1,870,030 |
| Current | **689,201** | – |
| | **2,687,050** | 1,870,030 |

Interests in property development represent the Group's interests in the development of various properties located at Huizhou and Zhuhai in Mainland China under co-investment agreements with a related company, Polytec Holdings International Limited ("Polytec Holdings"). Details of the funding arrangement and other key terms of the co-investment agreements were disclosed in the Company's Circulars dated 30 October 2013 and 30 June 2022. The basis and estimations for arriving at the fair value of the interests in property development are further described in note 2(c).

During the year ended 31 December 2021, pursuant to the co-investment agreement, distribution of $220,000,000 was made by Polytec Holdings to the Group, in relation to the property development project at Huizhou was recognised in profit or loss. No distribution was made by Polytec Holdings during the year ended 31 December 2022.

## 13 Interest in joint ventures and Amounts due from/to a joint venture

| | **2022** **$'000** | 2021 $'000 |
|---|---|---|
| Share of net assets | **1,734,653** | 1,892,142 |
| Loan to a joint venture | **219,500** | 219,500 |
| | **1,954,153** | 2,111,642 |
| Amount due from a joint venture | **112,883** | 112,883 |
| Amount due to a joint venture | **(560,374)** | (491,071) |
| | **1,506,662** | 1,733,454 |

Loan to a joint venture is unsecured, interest bearing at a fixed rate with reference to bank lending rates and is not expected to be repaid within one year.

## 13 Interest in joint ventures and Amounts due from/to a joint venture (Continued)

The amount due from and to a joint venture are unsecured, interest-free and recoverable/repayable on demand.

During the year, no interest income is recognised from a joint venture (2021: Nil).

Details of the Group's interest in joint ventures which are accounted for using the equity method in the consolidated financial statements are as follows:

| Joint venture | Place of incorporation/ operation | Proportion of ownership interest | | Principal activities |
|---|---|---|---|---|
| | | Direct | Indirect | |
| 中海保利達地產(佛山)有限公司 | Mainland China | 50.0% | – | Property development and investment holding |
| 佛山市山語湖酒店物業管理有限公司 | Mainland China | – | 50.0% | Hotel management |

The joint ventures are unlisted corporate entities for which quoted market prices are not available.

The financial information of 中海保利達地產(佛山)有限公司 is as follows:

| | **2022 $'000** | 2021 $'000 |
|---|---|---|
| **Gross amounts of the joint venture** | | |
| Current assets | **5,132,531** | 6,632,233 |
| Non-current assets | **459,312** | 475,471 |
| Current liabilities | **(2,122,537)** | (2,620,927) |
| Non-current liabilities | **–** | (702,493) |
| Net assets | **3,469,306** | 3,784,284 |
| Revenue | **1,647,634** | 76,614 |
| Profit/(Loss) for the year | **23,376** | (24,355) |
| Other comprehensive income | **(338,354)** | 112,335 |
| Total comprehensive income | **(314,978)** | 87,980 |
| **Reconciled to the Group's interest in joint ventures** | | |
| Gross amounts of the net assets of the joint venture | **3,469,306** | 3,784,284 |
| Group's effective interest | **50%** | 50% |
| Carrying amount in the consolidated financial statements | **1,734,653** | 1,892,142 |

## 14 Interest in associated companies/Loan from an associated company

| | 2022 $'000 | 2021 $'000 |
|---|---|---|
| Share of net assets | **522,248** | 1,245,704 |
| Loan to an associated company | **772,248** | 240,329 |
| | **1,294,496** | 1,486,033 |
| Loan from an associated company | **(44,353)** | (48,458) |
| | **1,250,143** | 1,437,575 |

Loan to an associated company is unsecured, interest-free and not expected to be repaid within one year. During the year, interest income of $537,898,000 (2021: $4,761,000) was recognised in profit or loss and included in the share of losses of associated companies. As at 31 December 2022, accumulated accrued interest income of approximately RMB186,000,000 (2021: RMB1,151,000,000) due from an associated company has not been recognised as the Group considers it is not probable that the economic benefits will flow to the Group as at the end of the reporting period.

Loan from an associated company is unsecured, interest-free and repayable on demand.

All of the associated companies are unlisted corporate entities for which quoted market prices are not available.

| Associated company | Place of incorporation/ operation | Proportion of ownership interest | | Principal activities |
|---|---|---|---|---|
| | | Direct | Indirect | |
| 中海保利達地產(天津)有限公司 | Mainland China | 49.0% | – | Property development |
| Jeeves (HK) Limited | Hong Kong | – | 34.5% | Provision of high class dry cleaning and valeting services |
| 東莞市嘉安達房地產開發有限公司 | Mainland China | – | 40.0% | Property development |

## 14 Interest in associated companies/Loan from an associated company (Continued)

All of the associated companies are accounted for using the equity method in the consolidated financial statements.

Summarised financial information of 中海保利達地產(天津)有限公司, adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements, are disclosed below:

| | **2022** **$'000** | 2021 $'000 |
|---|---|---|
| **Gross amounts of the associated company** | | |
| Current assets | **6,408,712** | 14,492,955 |
| Non-current assets | **1,213** | 1,491 |
| Current liabilities | **(5,398,901)** | (12,013,997) |
| Non-current liabilities | **–** | – |
| Net assets | **1,011,024** | 2,480,449 |
| Revenue | **7,779,857** | 95,330 |
| Loss for the year | **(1,210,189)** | (24,735) |
| Other comprehensive income | **(259,236)** | 71,500 |
| Total comprehensive income | **(1,469,425)** | 46,765 |
| Interest income received/receivable from the associated company | **537,898** | 4,761 |
| **Reconciled to the Group's interest in associated companies** | | |
| Gross amounts of the net assets of the associated company | **1,011,024** | 2,480,449 |
| Group's effective interest | **49%** | 49% |
| Carrying amount in the consolidated financial statements | **495,402** | 1,215,420 |

The aggregate financial information of other associated companies is as follows:

| | **2022** **$'000** | 2021 $'000 |
|---|---|---|
| Carrying amount in the consolidated financial statements | **26,846** | 30,284 |
| The Group's effective share of associated companies: | | |
| Loss for the year | **(953)** | (587) |
| Other comprehensive income | **(2,485)** | 838 |
| Total comprehensive income | **(3,438)** | 251 |

## 15 Other financial assets

| | 2022 $'000 | 2021 $'000 |
|---|---|---|
| **Non-current** | | |
| Investments measured at amortised cost | | |
| Listed debt securities outside Hong Kong | **285,794** | 445,036 |
| | **285,794** | 445,036 |
| **Current** | | |
| Investments measured at FVPL | | |
| Listed equity securities in Hong Kong | **14,628** | 18,770 |
| Unlisted investment fund | **28,982** | 48,122 |
| | **43,610** | 66,892 |
| **Total** | **329,404** | 511,928 |
| Market value of listed debt securities | **351,382** | 591,378 |

## 16 Inventories

| | 2022 $'000 | 2021 $'000 |
|---|---|---|
| Land/Properties held for future development | **4,760,041** | 5,213,903 |
| Properties under development | **17,051,884** | 19,436,671 |
| Properties held for sale | **3,733,896** | 1,387,224 |
| Trading goods and consumables | **3,904** | 3,957 |
| | **25,549,725** | 26,041,755 |

The amount of land/properties held for future development and properties under development expected to be recovered after more than one year is $4,760,041,000 (2021: $5,213,903,000) and $17,051,884,000 (2021: $15,615,883,000) respectively. All of the other inventories are expected to be recovered within one year.

## 16 Inventories (Continued)

The analysis of carrying value of land under inventories is as follows:

| | **2022 $'000** | 2021 $'000 |
|---|---|---|
| In Hong Kong, with remaining lease term of: | | |
| – 50 years or more | **1,317,815** | 1,353,649 |
| – between 10 and 50 years | **11,288,861** | 11,824,126 |
| | **12,606,676** | 13,177,775 |
| Outside Hong Kong, with remaining lease term of: | | |
| – 50 years or more | **3,079,516** | 2,390,515 |
| – between 10 and 50 years | **3,521,765** | 4,727,323 |
| | **6,601,281** | 7,117,838 |
| | **19,207,957** | 20,295,613 |

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

| | **2022 $'000** | 2021 $'000 |
|---|---|---|
| Carrying amount on inventories sold | **1,644,255** | 533,028 |

## 17 Trade and other receivables/Loans and advances

**(a)** The following is an ageing analysis (based on the due date) of trade receivables and loans and advances (net of loss allowance) at 31 December:

| | **2022 $'000** | 2021 $'000 |
|---|---|---|
| Current | **539,286** | 582,432 |
| Within 3 months | **46,819** | 40,060 |
| 3 months to 6 months | **5,875** | 5,230 |
| More than 6 months | **16,113** | 11,930 |
| Trade receivables and loans and advances | **608,093** | 639,652 |
| Utility and other deposits | **14,825** | 19,068 |
| Prepaid tax | **102,770** | 92,610 |
| Other receivables and prepayments | **340,367** | 387,128 |
| | **1,066,055** | 1,138,458 |
| Representing: | | |
| Non-current assets | **356,135** | 450,048 |
| Current assets | **709,920** | 688,410 |
| | **1,066,055** | 1,138,458 |

Utility and other deposits of the Group of $7,761,000 (2021: $8,271,000) are expected to be recovered after more than one year.

Receivables and prepayments of the Group of $195,967,000 (2021: $200,570,000) are expected to be recovered after more than one year.

## 17 Trade and other receivables/Loans and advances (Continued)

### (b) Expected credit losses

As at 31 December 2022 and 2021, the Group measures loss allowance for trade receivables and loans and advances at an amount equal to lifetime ECLs. Given the Group has not experienced any significant credit losses in the past, holds sufficient rental deposits from tenants and hold properties as collateral from customers and borrowers to cover the potential exposure to credit risk, the allowance for ECLs is $26,389,000 (2021: $25,341,000).

The movement for the Group in the loss allowance for impairment of trade receivables and loans and advances during the year, including both specific and collective loss components, is as follows:

| | **2022 $'000** | 2021 $'000 |
|---|---|---|
| At 1 January | **25,341** | 22,745 |
| Impairment loss recognised *(note 4(c))* | **7,451** | 5,152 |
| Impairment loss written back *(note 4(c))* | **(3,727)** | (2,556) |
| Uncollectible amounts written off | **(2,676)** | – |
| At 31 December | **26,389** | 25,341 |

## 18 Trade and other payables

The following is an ageing analysis (based on the due date) of trade payables at 31 December:

| | **2022 $'000** | 2021 $'000 |
|---|---|---|
| Not yet due or on demand | **2,249,483** | 10,897,687 |
| Within 3 months | **6,397** | 8,384 |
| 3 months to 6 months | **121** | 40 |
| More than 6 months | **43** | – |
| Trade payables | **2,256,044** | 10,906,111 |
| Rental and other deposits *(Remark (1))* | **73,351** | 73,712 |
| Other payables and accrued expenses *(Remark (2))* | **641,181** | 295,071 |
| Contract liabilities – deposits received on sale of properties *(Remark (3))* | **722,211** | 445,200 |
| | **3,692,787** | 11,720,094 |

Remarks:

(1) Rental and other deposits of the Group of $63,069,000 (2021: $69,662,000) are expected to be refunded after more than one year.

(2) Other payables and accrued expenses of the Group of $438,923,000 (2021: $138,021,000) are expected to be settled after more than one year.

(3) Deposits received on sale of properties of the Group of $78,814,000 (2021: $396,313,000) are expected to be recognised as income within one year.

## 18 Trade and other payables (Continued)

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

### Deposits received on sales of properties

The Group receives certain percentage of the amount of sale consideration as a deposit from customers when they sign the sale and purchase agreement relating to property sales. This deposit is recognised as a contract liability until the properties are completed and legally assigned to the customer. The rest of the sale consideration is typically paid when legal assignment is completed/accepted by the customer.

In some sale arrangements, the customers agree to pay the balance of the sale consideration early while construction is still ongoing, rather than when legal assignment is completed or the property is accepted by the customer. Such advance payment schemes result in contract liabilities being recognised throughout the remaining property construction period for the full amount of the sale consideration.

### Movements in contract liabilities

| | **Deposits received on sale of properties** | |
|---|---|---|
| | **2022 $'000** | 2021 $'000 |
| At 1 January | **445,200** | 236,085 |
| Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year | **(345,345)** | (196,472) |
| Increase in contract liabilities as a result of deposits received from customers on sale of properties during the year | **634,673** | 401,551 |
| Exchange movement | **(12,317)** | 4,036 |
| At 31 December | **722,211** | 445,200 |

## 19 Loan from a related company

Loan from a related company is unsecured, interest bearing at Hong Kong Interbank Offered Rate ("HIBOR") plus a margin per annum and is not expected to be repaid within one year.

## 20 Bank loans

At 31 December, bank loans were repayable as follows:

| | 2022<br>$'000 | 2021<br>$'000 |
|---|---|---|
| Within 1 year or on demand | **14,488,973** | 2,053,727 |
| After 1 year but within 2 years | **6,618,713** | 4,948,339 |
| After 2 years but within 5 years | **752,467** | 7,700,000 |
| | **7,371,180** | 12,648,339 |
| | **21,860,153** | 14,702,066 |

At 31 December, bank loans were secured and unsecured as follows:

| | 2022<br>$'000 | 2021<br>$'000 |
|---|---|---|
| Bank loans | | |
| – secured | **10,460,803** | 12,954,168 |
| – unsecured | **11,399,350** | 1,747,898 |
| | **21,860,153** | 14,702,066 |

Interest on bank loans is charged at HIBOR plus a margin per annum in Hong Kong or by reference to interest rates for term loans published by the People's Bank of China.

## 21 Total equity

### (a) Movements in components of equity and distribution of reserves

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

**Company**

| | Note | Share capital $'000 | Retained profits $'000 | Total $'000 |
|---|---|---|---|---|
| At 1 January 2021 | | 8,636,490 | 5,354,189 | 13,990,679 |
| Final dividend declared and paid | 8(b) | – | (658,914) | (658,914) |
| Interim dividend declared and paid | 8(a) | – | (294,158) | (294,158) |
| Profit and total comprehensive income for the year | | – | 405,498 | 405,498 |
| At 31 December 2021 | | 8,636,490 | 4,806,615 | 13,443,105 |
| At 1 January 2022 | | **8,636,490** | **4,806,615** | **13,443,105** |
| Final dividend declared and paid | 8(b) | **–** | **(670,680)** | **(670,680)** |
| Interim dividend declared | 8(a) | **–** | **(305,924)** | **(305,924)** |
| Profit and total comprehensive income for the year | | **–** | **731,130** | **731,130** |
| At 31 December 2022 | | **8,636,490** | **4,561,141** | **13,197,631** |

At 31 December 2022, the aggregate amount of reserves available for distribution to shareholders of the Company, as calculated under the provisions of Part 6 of the Hong Kong Companies Ordinance was $4,561,141,000 (2021: $4,806,615,000).

## 21 Total equity (Continued)

### (b) Share capital

| | **2022** | | 2021 | |
|---|---|---|---|---|
| | **No. of shares** | **Amount $'000** | No. of shares | Amount $'000 |
| Ordinary shares, issued and fully paid | | | | |
| At 1 January and 31 December | **1,176,631,296** | **8,636,490** | 1,176,631,296 | 8,636,490 |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

### (c) Capital management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of bank borrowings, borrowing from a related company, cash and cash equivalents and equity attributable to shareholders of the Company, comprising issued share capital, reserves and retained profits.

The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital and maintains an appropriate gearing ratio determined as the Group's net borrowings (bank borrowings plus loan from a related company and net of cash and bank balances) over equity attributable to shareholders of the Company. In view of this, the Group will balance its overall capital structure through the payment of dividends, new shares issues as well as raising new debts or redemption of existing debts. The Group's overall strategy remains unchanged from prior year and the gearing ratio as at 31 December 2022 is 125.3% (2021: 78.4%).

## 22 Notes to consolidated cash flow statement

### (a) Reconciliation of profit before taxation to net cash used in operating activities:

| | 2022 $'000 | 2021 $'000 |
|---|---|---|
| **Profit before taxation** | **1,646,679** | 2,335,266 |
| Adjustments for: | | |
| Unclaimed dividend written back | **(534)** | (556) |
| Gain on disposal of other property, plant and equipment | **(303)** | (9,076) |
| Loss/(Gain) on disposal of investment properties | **10,723** | (2,500) |
| Gain on disposal of debt securities | **(1,688)** | – |
| Share of losses of associated companies | **56,048** | 7,946 |
| Share of (profits)/losses of joint ventures | **(11,688)** | 12,177 |
| Distribution from interest in property development | **–** | (220,000) |
| Write down of inventories | **206,369** | – |
| Loss allowance of debts securities | **69,258** | 1,037,921 |
| Remeasurement of debts securities | **149,564** | – |
| Fair value changes on investment properties | **(200,333)** | (2,585,549) |
| Fair value changes on interests in property development | **(420)** | (58,259) |
| Fair value changes on equity securities and investment fund | **23,282** | 38,779 |
| Dividend income from equity securities | **(1,231)** | (875) |
| Interest income from debt securities | **(157,530)** | (97,919) |
| Bank interest income | **(8,106)** | (12,682) |
| Interest expenses | **96,309** | 41,825 |
| Depreciation and amortisation | **21,464** | 22,837 |
| **Operating profit before working capital changes** | **1,897,863** | 509,335 |
| Decrease in loans and advances | **124,110** | 145,884 |
| Increase in inventories | **(9,614)** | (10,593,099) |
| Increase in trade and other receivables | **(40,994)** | (85,739) |
| (Decrease)/Increase in trade and other payable | **(7,217,878)** | 8,319,997 |
| **Cash used in operations** | **(5,246,513)** | (1,703,622) |
| Interest received | **78,183** | 125,353 |
| Interest paid | **(580,047)** | (257,349) |
| Dividends received from equity securities | **1,231** | 875 |
| Profits tax paid | **(319,443)** | (283,681) |
| **Net cash used in operating activities** | **(6,066,589)** | (2,118,424) |

## 22 Notes to consolidated cash flow statement (Continued)

### (b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows financing activities.

| | **Bank loans** ***(Note 20)*** **$'000** | **Loan from a related company** ***(Note 19)*** **$'000** | **Loan from an associated company** ***(Note 14)*** **$'000** | **Total** **$'000** |
|---|---|---|---|---|
| At 1 January 2021 | 11,875,250 | 695,335 | 47,075 | 12,617,660 |
| Cash flows, net | 2,765,617 | 849,768 | – | 3,615,385 |
| Other changes: | | | | |
| Non-cash repayment of loan from a related company *(Note 22(d)(i))* | – | (297,928) | – | (297,928) |
| Exchange adjustments | 61,199 | (48,102) | 1,383 | 14,480 |
| Total other changes | 61,199 | (346,030) | 1,383 | (283,448) |
| At 31 December 2021 | 14,702,066 | 1,199,073 | 48,458 | 15,949,597 |
| **At 1 January 2022** | **14,702,066** | **1,199,073** | **48,458** | **15,949,597** |
| **Cash flows, net** | **7,353,374** | **38,330** | **–** | **7,391,704** |
| **Other changes:** | | | | |
| Non-cash repayment of loan from a related company *(Notes 22(d)(i) and (ii))* | **–** | **(97,200)** | **–** | **(97,200)** |
| Non-cash drawdown of loan from a related company *(Notes 22(c))* | **–** | **816,600** | **–** | **816,600** |
| Exchange adjustments | **(195,287)** | **133,951** | **(4,105)** | **(65,441)** |
| **Total other changes** | **(195,287)** | **853,351** | **(4,105)** | **653,959** |
| **At 31 December 2022** | **21,860,153** | **2,090,754** | **44,353** | **23,995,260** |

## 22 Notes to consolidated cash flow statement (Continued)

### (c) Acquisition of a subsidiary

| | **2022** **$'000** |
|---|---|
| Fair value of assets and liabilities of a subsidiary acquired | |
| Interest in property development, net assets acquired and total consideration on acquisition of a subsidiary | **816,600** |
| Less: Consideration settled through loan from a related company | **(816,600)** |
| Net cash outflow | – |

On 20 May 2022, the Group had entered into an agreement with Polytec Holdings for the proposed acquisition of 100% equity interest of Able Elite Developments Limited, a wholly owned subsidiary of Polytec Holdings, at a consideration of $816,600,000 and is fully settled through loan from a related company. The assets held by the subsidiary comprised of an interest in property development in Zhuhai, Mainland China (see note 12). The proposed acquisition was approved by the independent shareholders at an extraordinary general meeting on 20 July 2022 and the acquisition was completed on 25 July 2022.

### (d) Non-cash transactions

(i) During 2022, the Group repaid loan from a related company by transferring (1) the interest income received and repayment of a loan to an associated company amounting to $2,389,000 (2021: $77,928,000), (2) distribution from interests in property development (note 12) amounting to Nil (2021: $220,000,000).

(ii) During 2022, the Group has settled loan from a related company of $94,811,000 through a joint venture (2021: Nil).

## 23 Capital commitments

Capital commitments outstanding at 31 December 2022 contracted but not provided for in the financial statements amounted to $27,018,000 (2021: $21,955,000).

## 24 Contingent liabilities

As at 31 December 2022, the Group had given guarantees to financial institutions in respect of performance bonds entered into by a subsidiary to the extent of $29,757,000 (2021: $36,032,000).

## 25 Pledge of assets

At 31 December 2022, properties having a value of approximately $12,950,958,000 (2021: $12,932,344,000) and deposits of $17,612,000 (2021: $12,689,000) were pledged to banks and insurance companies mainly to secure general banking facilities granted to the Group.

## 26 Subsidiaries

Details of the subsidiaries of Kowloon Development Company Limited, which principally affected the results, assets or liabilities of the Group, are as follows:

| Subsidiary | Place of incorporation/ operation | Particulars of issued and paid up capital | Proportion of ownership interest | | Principal activities |
|---|---|---|---|---|---|
| | | | Direct | Indirect | |
| Able Elite Developments Limited | British Virgin Islands | US$1 | 100.0% | – | Investment holding |
| Best Award Investments Limited | British Virgin Islands | US$1 | 100.0% | – | Property investment and investment holding |
| Best Power (Asia) Limited | Hong Kong | $2 | – | 100.0% | Property development |
| China Total Limited | Hong Kong | $1 | 100.0% | – | Property development and investment |
| Cinema City (Film Production) Company Limited | Hong Kong | $5,000,000 | – | 85.0% | Cinematograph film distribution |
| Cinema City Company Limited | Hong Kong | $1,000,000 | – | 85.0% | Cinematograph film distribution |
| Colour Luck Limited | Hong Kong | $1 | 100.0% | – | Property investment |
| Country House Property Management Limited | Hong Kong | $10,000 | – | 100.0% | Provision of property management, security, technical and house keeping services and investment holding |
| Easy Favour Limited | Hong Kong | $1 | – | 100.0% | Property investment |
| Easy Living Consultant Limited | Hong Kong | $1,000,000 | – | 56.9% | Provision of building surveying, property management and guarding services and investment holding |
| Elegant Florist Limited | British Virgin Islands | US$1,000 | 100.0% | – | Investment holding |
| Eversound Investments Limited | Hong Kong | $1,000,000 | – | 100.0% | Property development and investment |

## 26 Subsidiaries (Continued)

Details of the subsidiaries of Kowloon Development Company Limited, which principally affected the results, assets or liabilities of the Group, are as follows: (Continued)

| Subsidiary | Place of incorporation/ operation | Particulars of issued and paid up capital | Proportion of ownership interest Direct | Proportion of ownership interest Indirect | Principal activities |
|---|---|---|---|---|---|
| Excel Billion Holdings Limited | Hong Kong | $1 | – | 100.0% | Property development and investment holding |
| Find Jade Limited | British Virgin Islands | US$1 | 100.0% | – | Financial investments |
| Fullco Development Limited | Hong Kong | $1 | – | 100.0% | Property development and investment |
| Fund Wealth Limited | Hong Kong | $1 | – | 100.0% | Retail |
| Gold Ease Holdings Limited | Hong Kong | $1 | – | 100.0% | Property investment |
| Golden Princess Amusement Company Limited | Hong Kong | $100,000 | 85.0% | – | Distribution of films and investment holding |
| Golden Princess Film Production Limited | Hong Kong | $10,000 | – | 85.0% | Cinematograph film distribution |
| Henmell Investment Limited | Hong Kong | $2 | – | 100.0% | Property development and investment |
| Jumbo Power Enterprises Limited | Hong Kong | $2 | – | 100.0% | Property development and investment |
| Kingbo Investment Limited | Hong Kong | $1 | 100.0% | – | Property investment |
| Kowloon Development Engineering Limited | Hong Kong | $2 | – | 100.0% | Engaging in construction contracts and investment holding |
| Kowloon Development Finance Limited | Hong Kong | $2,000,000 | 100.0% | – | Provision of financial services |
| Kowloon Development Properties Company Limited | Hong Kong | $1 | 100.0% | – | Project management |
| Li Profit Limited | Hong Kong | $7,000,000 | – | 100.0% | Property development and investment |
| Mass Ventures International Limited | British Virgin Islands/ Hong Kong | US$1 | – | 100.0% | Property investment |

## 26 Subsidiaries (Continued)

Details of the subsidiaries of Kowloon Development Company Limited, which principally affected the results, assets or liabilities of the Group, are as follows: (Continued)

| Subsidiary | Place of incorporation/ operation | Particulars of issued and paid up capital | Proportion of ownership interest | | Principal activities |
|---|---|---|---|---|---|
| | | | Direct | Indirect | |
| New Basic Holdings Limited | British Virgin Islands | US$1 | 100.0% | – | Investment holding |
| Polytec Property (Wuxi) Limited *(Remark 3)* | Mainland China | $1,202,500,000 *(Remark 1)* | – | 100.0% | Property development and investment holding |
| Polytec Property Good Companion (Shenyang) Limited *(Remark 3)* | Mainland China | US$109,800,000 *(Remark 1)* | – | 100.0% | Property development |
| Top Sail International Limited | British Virgin Islands/ Hong Kong | US$1 | – | 100.0% | Property development |
| Tyleelord Development & Agency Company Limited | Hong Kong | $100,000 | – | 100.0% | Property investment |
| Un Chau Properties Limited | Hong Kong | $2 | – | 100.0% | Property investment |
| Units Properties Limited | Hong Kong | $2 | – | 100.0% | Property investment |
| Wealrise Investments Limited | Hong Kong | $2 | – | 100.0% | Property investment |
| Wealth Genesis Limited | Hong Kong | $2 | 100.0% | – | Property investment |

## 26 Subsidiaries (Continued)

Details of the subsidiaries of Kowloon Development Company Limited, which principally affected the results, assets or liabilities of the Group, are as follows: (Continued)

| Subsidiary | Place of incorporation/ operation | Particulars of issued and paid up capital | Proportion of ownership interest | | Principal activities |
|---|---|---|---|---|---|
| | | | Direct | Indirect | |
| 中山市長江兆業地產開發有限公司 *(Remark 3)* | Mainland China | $80,000,000 *(Remark 1)* | – | 70.0% | Property development |
| 保利達地產(瀋陽)高悦有限公司 *(Remark 3)* | Mainland China | US$59,600,000 *(Remark 1)* | – | 100.0% | Property development and investment holding |
| 上海揚業房地產開發有限公司 | Mainland China | RMB250,000,000 *(Remark 1)* | – | 100.0% | Property development |
| 上海城昱置業有限公司 *(Remark 3)* | Mainland China | RMB12,000,000 *(Remark 1)* | – | 100.0% | Property development |
| 山西保頤置業有限公司 | Mainland China | RMB20,000,000 *(Remark 2)* | – | 100.0% | Property development |

Remarks:

(1) The amount represented the registered capital paid up.

(2) The amount represented the registered capital not yet paid up.

(3) Wholly foreign owned enterprise incorporated in Mainland China.

## 27 Staff retirement scheme

The Group operates a defined contribution staff retirement scheme. Contributions under the scheme are charged to the income statement as incurred. The amount of contributions is based on a specified percentage of the basic salary of the eligible employees. No forfeited contributions in respect of unvested benefits of staff leavers was utilised to reduce the Group's ongoing contributions during the year 2022 and 2021. There were no unutilised forfeited contributions at the end of the reporting period of both years. The Group's annual contribution for the year was $359,000 (2021: $382,000).

Contributions to the Mandatory Provident Funds of $17,114,000 (2021: $25,368,000) as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance were charged to the income statement for the year.

Employees of the Group's subsidiaries in the Mainland China are required to participate in defined contribution retirement schemes which are administered and operated by the local municipal governments. The Group's subsidiaries contributed funds of $2,737,000 (2021: $2,579,000), which were calculated on certain percentages of the average employee salary as agreed by the local municipal governments, to the schemes to fund the retirement benefits of the employees.

## 28 Material related party transactions

In addition to the transactions and balances disclosed above, the Group also entered into the following material related party transactions:

(a) As at 31 December 2022, certain bank loans were secured by properties and shares of subsidiaries of Polytec Holdings having a total value of $3,007,000,000 (2021: $3,007,000,000) and guaranteed by these subsidiaries.

(b) During the year ended 31 December 2022, the remuneration for key management personnel being short-term employee benefits amounted to $17,610,000 (2021: $20,059,000) as disclosed in notes 5(a) and 5(b). The remuneration of directors and senior management is recommended by the Remuneration Committee to the Board having regard to the performance and responsibilities of individuals and market trends.

(c) Applicability of the Listing Rules relating to connected transactions. The related party transactions in respect of notes 28(a) and 28(b) above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. However, they are exempt from the disclosure requirements of Chapter 14A of the Listing Rules.

## 29 Financial risk management and fair values

The Group is exposed to interest rate, credit, liquidity, currency and other price risks which arise in the normal course of the Group's business as set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner and these risks are limited by the financial policies and practices undertaken by the Group.

### (a) Interest rate risk

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing bank borrowings and borrowing from a related company. All the borrowings are on a floating rate basis. The risk is mainly concentrated on the fluctuation in interest rates arising from the Group's borrowings.

Interest rate risk is managed by the Group's management with defined policies through regular review to determine the strategy as of funding in floating/fixed rate mix appropriate to its current business profile, and to engage in relevant hedging arrangements at the appropriate time.

At 31 December 2022, it is estimated that an increase/decrease in interest rates by 100 basis points, with all other variables held constant, would have decreased/increased the Group's result attributable to shareholders of the Company and retained profits by approximately $67 million (2021: $65 million).

The sensitivity analysis has been determined based on the exposure to interest rate risk at the end of the reporting period. The analysis is prepared assuming the amount of interest bearing borrowings outstanding at the end of the reporting period was outstanding for the whole year. The analysis has been performed on the same basis for 2021.

### (b) Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 December 2022 and 2021 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

The Group maintains a defined credit policy. An ageing analysis of trade receivables and loans and advances is prepared on a regular basis and is closely monitored to minimise any credit risk associated with receivable and loans and advances. Collateral is usually obtained in respect of loans and advances to customers.

Cash at bank and deposits placed with financial institutions are with counterparties with sound credit ratings to minimise credit exposure.

The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

All of the Group's debt securities measured at amortised cost of $285,794,000 (2021: $445,036,000) at 31 December 2022. Management assessed the credit risk of each of the Group's investment in debt securities with reference to the grading by market credit rating agencies, where available, and default probability analysis performed by external agencies. As at the end of the reporting period, several debt securities were credit-impaired, based on the significant financial difficulty of the issuers noted.

The Group estimated credit loss based on the difference between the gross carrying amount and the present value of estimated future cash flow on the credited-impaired debt securities and respective 12 months default risks rate as at 31 December 2022 for the issuer of debt securities, which are obtained from external agencies.

## 29 Financial risk management and fair values (Continued)

### (c) Liquidity risk

Cash management of the Company and wholly owned subsidiaries of the Group are substantially centralised at the Group level. The non-wholly owned subsidiaries are responsible for their own cash management, including the short term investment of cash surpluses with creditworthy financial institutions and the raising of loans to cover expected cash demands, in accordance with the established policies and strategies with the concurrence by the management of the Group. The Group's policy is to regularly monitor current, expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash, readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables detail the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay:

| | Contractual undiscounted cash flows | | | | | |
|---|---|---|---|---|---|---|
| | Within 1 year or on demand $'000 | More than 1 year but less than 2 years $'000 | More than 2 years but less than 5 years $'000 | Undated $'000 | Total $'000 | Carrying amount $'000 |
| **At 31 December 2022** | | | | | | |
| Trade and other payables | **2,458,418** | **410,818** | **27,102** | **64,072** | **2,960,410** | **2,960,410** |
| Bank loans | **15,067,546** | **6,733,759** | **776,587** | **–** | **22,577,892** | **21,860,153** |
| Loan from a related company | **–** | **–** | **–** | **2,090,754** | **2,090,754** | **2,090,754** |
| Amount due to a joint venture | **560,374** | **–** | **–** | **–** | **560,374** | **560,374** |
| Loan from an associated company | **–** | **–** | **–** | **44,353** | **44,353** | **44,353** |
| | **18,086,338** | **7,144,577** | **803,689** | **2,199,179** | **28,233,783** | **27,516,044** |
| At 31 December 2021 | | | | | | |
| Trade and other payables | 11,056,637 | 119,514 | 18,106 | 70,063 | 11,264,320 | 11,264,320 |
| Bank loans | 2,054,189 | 5,064,733 | 7,712,471 | – | 14,831,393 | 14,702,066 |
| Loan from a related company | – | – | – | 1,199,073 | 1,199,073 | 1,199,073 |
| Amount due to a joint venture | 491,071 | – | – | – | 491,071 | 491,071 |
| Loan from an associated company | – | – | – | 48,458 | 48,458 | 48,458 |
| | 13,601,897 | 5,184,247 | 7,730,577 | 1,317,594 | 27,834,315 | 27,704,988 |

The Group is exposed to liquidity risk that arises from guarantees in respect of banking facilities and performance bond of a subsidiary. The guarantees are callable if the subsidiary is unable to meet its obligations. Further details are set out in to note 24.

## 29 Financial risk management and fair values (Continued)

### (d) Currency risk

The Group owns assets and conducts its business mainly in Hong Kong and Mainland China.

The Group's primary foreign currency exposures arise from its direct property development in Mainland China. The Group is mainly exposed to the effects of fluctuation in Renminbi. Where appropriate and cost efficient, the Group seeks to finance these investments by Renminbi borrowings and as future returns from these investments are denominated in Renminbi, exposure to Renminbi currency risk is minimised.

Management considers this risk is insignificant to the Group as a whole but still manages and monitors this risk to ensure that its net exposure is kept to an acceptable low level.

### (e) Fair values measurement of financial instruments

**Financial assets and liabilities measured at fair value**

The following table presents the carrying value of financial instruments measured at fair value at the end of the reporting period across the three levels of the fair value hierarchy defined in HKFRS 13, "Fair value measurement", with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

– Level 1: fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments

– Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data

– Level 3: fair values measured using valuation techniques in which any significant input is not based on observable market data

| | **2022 $'000** | 2021 $'000 |
|---|---|---|
| **Assets** | | |
| Level 1 | | |
| Other financial assets | | |
| – Listed equity securities in Hong Kong | **14,628** | 18,770 |
| Level 2 | | |
| Other financial assets | | |
| – Unlisted investment fund | **28,982** | 48,122 |
| Level 3 | | |
| Interests in property development | **2,687,050** | 1,870,030 |

## 29 Financial risk management and fair values (Continued)

### (e) Fair values measurement of financial instruments (Continued)

**Financial assets and liabilities measured at fair value** (Continued)

During the year ended 31 December 2022, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2021: Nil). 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.

The fair value of unlisted investment fund was determined with reference to the fair value of underlying investment portfolio and adjustments or related transaction costs.

The movement during the year in the balance of Level 3 fair value measurements are set out in note 12 to the financial statements.

The Group is also exposed to property price risk through its interests in property development. The Group has a team reporting to the top management which performs the valuation of the interests in property development required for financial reporting purposes. Discussions of valuation processes and results are held between the top management and the team at least once every six months, in line with the Group's half-yearly reporting dates. The key unobservable market data used in the models of development project at Huizhou and Zhuhai in Mainland China includes estimated selling prices of the underlying properties which are derived from observable market data, including average market prices of properties in Mainland China, with certain adjustments to reflect the impacts of those factors on the development. The adjustments to the average market selling price range from –10% to +10%. The fair value measurement is positively correlated to adjustments to the selling prices of the underlying properties. At 31 December 2022, it is estimated that an increase/decrease of 5% in the expected/forecasted selling price of the underlying properties at Huizhou and Zhuhai of the Group's interests in property development, with all other variables held constant, would have increased/decreased the Group's retained profits by $66,926,000/$66,920,000 (2021: $35,629,000/$35,723,000).

The analysis has been determined assuming that the changes in the selling price of the underlying properties had occurred at the end of the reporting period and had been applied to the exposure to property price risk in existence at that date. The analysis has been performed on the same basis as for 2021 and taken into account of the expiration of the land concession as set out in note 2(c).

## 30 Company-level statement of financial position

| | Note | 2022 $'000 | 2022 $'000 | 2021 $'000 | 2021 $'000 |
|---|---|---|---|---|---|
| **Non-current assets** | | | | | |
| Property, plant and equipment | | | **1,726** | | 2,025 |
| Interest in subsidiaries | | | **16,239,618** | | 15,237,999 |
| Interest in joint ventures | | | **584,079** | | 584,079 |
| Interest in an associated company | | | **963,792** | | 389,532 |
| | | | **17,789,215** | | 16,213,635 |
| **Current assets** | | | | | |
| Loans to subsidiaries | | **2,128,114** | | 2,696,080 | |
| Trade and other receivables | | **3,066** | | 3,521 | |
| Cash and bank balances | | **77,521** | | 467,578 | |
| | | **2,208,701** | | 3,167,179 | |
| **Current liabilities** | | | | | |
| Trade and other payables | | **427,264** | | 90,298 | |
| Amounts due to subsidiaries | | **34,505** | | 31,901 | |
| Amount due to a joint venture | | **560,374** | | 491,071 | |
| Loans from subsidiaries | | **150,801** | | 1,745,527 | |
| Current taxation | | **123,561** | | 62,238 | |
| | | **1,296,505** | | 2,421,035 | |
| **Net current assets** | | | **912,196** | | 746,144 |
| **Total assets less current liabilities** | | | **18,701,411** | | 16,959,779 |
| **Non-current liabilities** | | | | | |
| Loan from a related company | | **2,090,754** | | 1,199,073 | |
| Loans from subsidiaries | | **3,412,786** | | 2,317,319 | |
| Deferred tax liabilities | | **240** | | 282 | |
| | | | **5,503,780** | | 3,516,674 |
| **NET ASSETS** | | | **13,197,631** | | 13,443,105 |

## 30 Company-level statement of financial position (Continued)

| | | **2022** | | 2021 | |
|---|---|---|---|---|---|
| | Note | **$'000** | **$'000** | $'000 | $'000 |
| **Capital and reserves** | | | | | |
| Share capital | | | **8,636,490** | | 8,636,490 |
| Reserves | | | **4,561,141** | | 4,806,615 |
| **TOTAL EQUITY** | 21(a) | | **13,197,631** | | 13,443,105 |

Approved and authorised for issue by the board of directors on 29 March 2023.

**Or Wai Sheun**
*Director*

**Lai Ka Fai**
*Director*

## 31 Parent and ultimate holding company

At 31 December 2022, the Directors consider the parent company and ultimate holding company to be Intellinsight Holdings Limited and New Explorer Developments Limited, which are both incorporated in the British Virgin Islands. Neither entity produces financial statements available for public use.

## 32 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2022

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2022 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

| | Effective for accounting periods beginning on or after |
|---|---|
| Amendments to HKAS 1 and HKFRS Practice Statement 2, "Disclosure of accounting policies" | 1 January 2023 |
| Amendments to HKAS 8, "Definition of accounting estimates" | 1 January 2023 |
| Amendments to HKAS 12, "Deferred tax related to assets and liabilities arising from a single transaction" | 1 January 2023 |
| Amendments to HKAS 1, "Classification of liabilities as current or non-current" | 1 January 2024 |

The Group is in the progress of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's consolidated financial statements.

# Particulars of Properties

31 December 2022

## A. Major Investment Properties

| Location | Usage | Category of Lease | Approximate Total Gross Floor Area (sq m) | Group's Interest (%) |
|---|---|---|---|---|
| **Hong Kong** | | | | |
| Pioneer Centre<br>750 Nathan Road<br>Mongkok | Commercial | Long lease | 45,891 sq m and 124 Car Parking Spaces | 100.0 |
| 20th Floor of<br>Argyle Centre Phase 1<br>688 Nathan Road and<br>65 Argyle Street<br>Mongkok | Commercial | Medium-term lease | 1,465 | 100.0 |
| 2nd to 23rd Floor and<br>the Roof of The Elgin<br>51 Elgin Street<br>Central | Residential | Long lease | 1,327 | 100.0 |
| The Whole Shop Spaces<br>on Basement<br>Peninsula Centre<br>67 Mody Road<br>Tsim Sha Tsui | Commercial | Long lease | 1,767 sq m and 10 Car Parking Spaces | 100.0 |
| 32 Shop Units on Basement,<br>Ground Floor,<br>Mezzanine Floor and 1st Floor<br>Sino Centre<br>582-592 Nathan Road<br>Mongkok | Commercial | Medium-term lease | 614 | 100.0 |

Particulars of Properties

31 December 2022

## B. Major Properties Under Development/Held For Sale

| Location | Usage | Approximate Total Site Area (sq m) | Approximate Total Gross Floor Area (sq m) | Status | Expected Date of Completion | Group's Interest (%) |
|---|---|---|---|---|---|---|
| **Hong Kong** | | | | | | |
| 35 Clear Water Bay Road<br>Ngau Chi Wan | Residential and Commercial | 22,400 | 201,000 | Foundation works in progress | 2026-2028 | 100.0 |
| 2B, 2C, 4, 4B, 6 and 6A<br>High Street<br>Sai Ying Pun<br>*(Remark)* | Residential and Commercial | 500 | 4,700 | Foundation works in progress | 2025/2026 | 60.0 |
| **Mainland China** | | | | | | |
| *The Gardenia (翠堤灣)*<br>West of Daba Road<br>Shenhe District<br>Shenyang | Residential and Commercial | 1,100,000 | 2,000,000 | Modification for subsequent development plan in progress | To be determined | 100.0 |
| *Le Cove City (江灣城)*<br>6 Hun Nan Er Road<br>Hun Nan Xin District<br>Shenyang | Residential and Commercial | 165,000 | 712,000 | Foundation works for Phase 5 in progress | Phase 5<br>2025 | 100.0 |
| *Le Cove City (江灣城)*<br>Tongyun Road and<br>Gongyun Road<br>Liangxi District<br>Wuxi | Residential and Commercial | 69,000 | 365,000 | Superstructure works for Phase 3 and Phase 4 in progress | Phase 3<br>2023;<br><br>Phase 4<br>2024 | 100.0 |
| South of Public<br>Security Bureau<br>West of Wenyuan Street<br>East of Sanxian Avenue<br>North of Jie Highway<br>Jiexiu | Residential and Commercial | 181,000 | 463,000 | Foundation works for Phase 1A completed | Phase 1A<br>2026 | 100.0 |

Remark:
The redevelopment of this project is under the cooperation agreement with Mr Or Pui Kwan.

## C. Major Land Held For Future Development

| Location | Usage | Approximate Total Site Area (sq m) | Approximate Total Gross Floor Area (sq m) | Group's Interest (%) |
|---|---|---|---|---|
| **Mainland China** | | | | |
| 176 Jiefang Siping Road<br>Yangpu District<br>Shanghai | Residential and Commercial Office | 21,000 | 75,000 | 100.0 |

## D. Properties Under Development/Held For Sale of Joint Venture

| Location | Usage | Approximate Total Site Area (sq m) | Approximate Total Gross Floor Area (sq m) | Status | Expected Date of Completion | Group's Interest (%) |
|---|---|---|---|---|---|---|
| **Mainland China** | | | | | | |
| *The Lake (山語湖)*<br>Heshun Meijing Shuiku Sector<br>Lishui Town<br>Nanhai District<br>Foshan | Residential and Commercial | 4,021,000 | 1,600,000 | Planning and design for Phase 5 in progress | Phase 5<br>2024/2025 | 50.0 |

Particulars of Properties

31 December 2022

## E. Properties Under Development/Held For Sale of Associated Company

| Location | Usage | Approximate Total Site Area (sq m) | Approximate Total Gross Floor Area (sq m) | Status | Expected Date of Completion | Group's Interest (%) |
|---|---|---|---|---|---|---|
| **Mainland China** | | | | | | |
| *City Plaza (城市廣場)*<br>Lot No. Jin Dong Liu 2004-066 intersection of Shiyijing Road and Liuwei Road<br>Hedong District<br>Tianjin | Residential and Commercial | 136,000 | 850,000 | Superstructure works for office tower of Phase 3A in progress<br><br>Foundation works for Phase 3B in progress | Phase 3A<br>2023<br><br>Phase 3B<br>2025 | 49.0 |

## F. Interests in Property Development

| Location | Usage | Approximate Total Site Area (sq m) | Approximate Total Gross Floor Area (sq m) | Status | Expected Date of Completion | Group's Interest (%) |
|---|---|---|---|---|---|---|
| **Mainland China** | | | | | | |
| *Le Cove Garden (江灣南岸花園)*<br>Dongjiang North Shore<br>Wangjiang Lot<br>Huicheng District<br>Huizhou<br>*(Remark)* | Residential and Commercial | 146,000 | 520,000 | Planning works for Phase 3 in progress | Phase 3<br>2025/2026 | 60.0 |
| *Hengda Guangchang (亨達廣場)*<br>Northwest side of the intersection of Jiuzhou Avenue and Yingbin South Road<br>Xiangzhou District<br>Zhuhai<br>*(Remark)* | Commercial, Office and Hotel Apartment | 38,000 | 194,000 | Foundation works for Phase 1 in progress | Phase 1<br>2025/2026 | 70.0 |

Remark:
The development of these properties are under the co-investment agreements with a related company.

Manor Hill

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