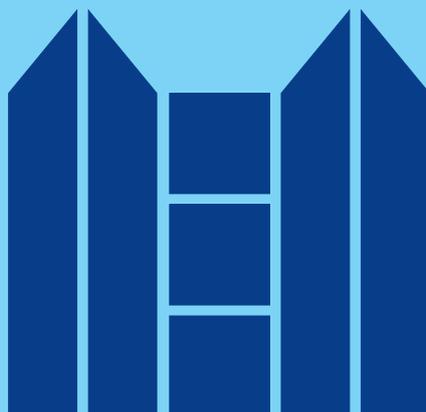


MAGNIFICENT HOTEL INVESTMENTS LIMITED

華大酒店投資有限公司

(Stock Code 股份代號: 201)



ANNUAL REPORT 2023

二零二三年年報

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Corporate Information

Executive Directors

Mr. William CHENG Kai Man (*Chairman*)
Mr. Albert HUI Wing Ho
Madam Kimmy LAU Kam May
Madam NG Yuet Ying
Madam Wendy CHENG Wai Kwan

Non-executive Director

Madam Mabel LUI FUNG Mei Yee

Independent Non-executive Directors

Mr. CHAN Kim Fai
Mr. LAM Kwai Cheung
Mr. Warren LIU Yuk Cho

Company Secretary

Madam KOO Ching Fan

Auditor

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor
35th Floor, One Pacific Place
88 Queensway
Hong Kong

Solicitor

Withers
30th Floor
United Centre
95 Queensway
Hong Kong

Principal Bankers

The Hongkong and Shanghai Banking
Corporation Limited
Bank of China (Hong Kong) Limited

Registered Office

3rd Floor, Shun Ho Tower
24-30 Ice House Street
Central, Hong Kong

Share Registrar

Tricor Tengis Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong
Tel: 2980 1333

Company's Website

www.magnificenthotelinv.com

Chairman's Statement

I present to the shareholders my report on the results and operations of Magnificent Hotel Investments Limited (the "Company") and its subsidiaries (together the "Group") for the year ended 31st December, 2023.

RESULTS

The net profit after tax attributable to owners of the Company before revaluation, depreciation and impairment of land, property and equipment and gain on disposal of a subsidiary for the year ended 31st December, 2023 was HK\$41 million (2022: HK\$179 million), decreased by HK\$138 million.

DIVIDEND

In deciding whether to distribute the final dividend and its amount, the Board has reviewed the Company's adopted dividend policy and does not recommend the payment of final dividend for the year ended 31st December, 2023 (2022: Nil) for the following reasons during the year:

- i) significant reduction of hotel operating profit under slow recovery of tourism industry;
- ii) higher interest expenses;
- iii) refurbishment of the newly acquired Grand Bay View Hotel; and
- iv) cost of repair and refurbishment of each of our quarantine hotels to become standard hotels.

BOOK CLOSURE

To ascertain shareholders' eligibility to attend and vote at the annual general meeting to be held on Friday, 24th May, 2024 ("AGM"), the register of members will be closed from Tuesday, 21st May, 2024 to Friday, 24th May, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 20th May, 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

During the year, the Group continued with its hotel investments, hotel management, property leasing and property development.

The net profit after tax attributable to owners of the Company before revaluation, depreciation and impairment of land, property and equipment and gain on disposal of a subsidiary for the year ended 31st December, 2023 was HK\$41 million (2022: HK\$179 million), decreased by HK\$138 million.

	2023 HK\$'000	2022 HK\$'000	Change
Net profit from operation of hotels	74,691	136,545	-45%
– Profit	170,066	210,498	
– Depreciation	(95,375)	(73,953)	
Net profit from property investment	32,346	31,281	+3%
– Profit	37,346	36,281	
– Revaluation loss	(5,000)	(5,000)	
Income from securities investments	45	42	+7%
Other income and gain and losses	36,597	(12,341)	N/A
	<u>143,679</u>	<u>155,527</u>	-8%
Gain on disposal of a subsidiary	–	521,857	N/A
Administrative expenses	(70,945)	(37,977)	+87%
Finance costs	(43,780)	(23,098)	+90%
Income tax expense	(62,005)	(24,146)	+157%
(Loss) profit after taxation	(33,051)	592,163	N/A
Non-controlling interests	140	636	-78%
(Loss) profit after taxation and non-controlling interests	(32,911)	592,799	N/A
Add: Revaluation loss	5,000	5,000	–
Add: Properties depreciation and impairment and release of prepaid lease payments for land	69,258	102,811	-33%
Less: Gain on disposal of a subsidiary	–	(521,857)	N/A
Net profit after tax attributable to owners of the Company before revaluation and depreciation and impairment and release of prepaid lease payments for land and gain on disposal of a subsidiary	<u>41,347</u>	<u>178,753</u>	-77%

The overall decrease in profit for the year ended 31st December, 2023 was mainly due to increase in hotel operating costs, pre-operating expenses, repair and refurbishment cost, finance costs and an extra-ordinary tax expense.

Chairman's Statement (Continued)

PERFORMANCE

For the year ended 31st December, 2023, the **GROUP'S INCOME** was mostly derived from the aggregate of income from operation of hotels and investment properties, which was analysed as follows:

Income

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>	Change	Reason
Income from operation of hotels	414,420	403,159	+3%	Increase in room rates and occupancy
Income from investment properties	37,346	36,281	+3%	Rental income received in Pounds appreciated against Hong Kong dollars
Dividend income	<u>45</u>	<u>42</u>	+7%	Dividend received from stock investment
Total	<u>451,811</u>	<u>439,482</u>	+3%	

During the year, the total income for the Group increased by 3% from approximately HK\$439 million to approximately HK\$452 million compared with last year.

HOTELS PERFORMANCES

The Group presently owns eight hotels, operates seven hotels and leases out one hotel in London. The income from operation of hotels increased by 3% to HK\$414 million (2022: HK\$403 million). Royal Scot Hotel in London was leased to a hotel management company, Travelodge.

	Ramada Hong Kong Harbour View	Ramada Hong Kong Grand	Best Western Plus Hotel Hong Kong	Best Western Hotel Causeway Bay	Best Western Plus Hotel Kowloon	Magnificent International Hotel, Shanghai	Grand Bay View Hotel
2023							
Average room occupancy (%)	93	91	95	90	91	72	84

As at 31st December, 2023, an independent third-party valuation of Royal Scot Hotel, London was GBP88,500,000 (2022: GBP88,500,000). Future prospect of rental increase of the Royal Scot Hotel is encouraging because annual rent increase (once every 5 years) is linked with the United Kingdom Retail Price Index, which is maintained at 40-year high during year 2022 to 2023 inflating consistently in double-figures. The rental income of Royal Scot Hotel, London for the year was GBP3,546,000 (2022: GBP3,546,000).

Chairman's Statement (Continued)

COST

The **HOTELS' SERVICE COST** for the year was HK\$242.8 million (2022: HK\$167.0 million/2019: HK\$262.7 million), representing hotel operation cost. The increase in hotel operating cost is much attributable to increase of employees from 334 to 536 and salary increase during the year (including staffs for newly acquired Grand Bay View Hotel). The hotel's service cost of Grand Bay View Hotel was HK\$32.8 million.

Cost of sale of HK\$1.5 million (2022: HK\$25.7 million) was from cost of food and beverage. The decrease was due to termination of providing quarantine hotel external catering during the year.

During the year, the **ADMINISTRATIVE EXPENSES** excluding depreciation was HK\$69 million (2022: HK\$36 million). The increase was mainly due to pre-operating expenses, repair and refurbishment cost of Grand Bay View Hotel and Magnificent International Hotel, Shanghai which amounted to HK\$29 million and operating expenses of Wood Street Hotel Limited which amounted to HK\$6 million.

The accounting standards require hotel properties of the Group to provide **DEPRECIATION** which amounted to HK\$95 million (2022: HK\$74 million) for the year.

DEPRECIATION OF HOTEL PROPERTIES

Name of Hotel	2023 HK\$'000	2022 HK\$'000	Change HK\$'000
Ramada Hong Kong Harbour View	6,187	6,164	+23
Ramada Hong Kong Grand	29,556	29,689	-133
Best Western Plus Hotel Kowloon	15,509	16,132	-623
Best Western Plus Hotel Hong Kong	4,212	4,176	+36
Best Western Hotel Causeway Bay	11,737	11,730	+7
Grand Bay View Hotel	25,572	-	+25,572
Grand City Hotel	-	3,574	-3,574
Magnificent International Hotel, Shanghai	2,602	2,488	+114
Total amount for the year	95,375	73,953	+21,422

FUNDING

As at 31st December, 2023, the **OVERALL DEBTS** of the Group were HK\$875 million (2022: HK\$857 million), of which HK\$330 million (2022: HK\$242 million) was assets secured bank borrowings and HK\$545 million was advances from shareholders (mainly Shun Ho Property Investments Limited) (2022: HK\$615 million).

As at 31st December, 2023, **the debt ratio was 9%** (2022: 9%) in terms of overall debt of HK\$875 million (2022: HK\$857 million) against the fully revalued net assets value of the Group amounted to HK\$9,877 million (2022: HK\$9,600 million).

As at 31st December, 2023, the gearing ratio was 21% (2022: 20%) in terms of overall debts of HK\$875 million (2022: HK\$857 million) against funds employed of HK\$4,220 million before revaluation of all hotel properties (2022: HK\$4,233 million).

The overall debts were analysed as follows:

	2022 HK\$ million	2023 HK\$ million	Change HK\$ million	Interest Paid 2023 HK\$ million
Bank loans	242	330	+88	14.5
Shareholder's loan	615	545	-70	29.3
Overall debts	<u>857</u>	<u>875</u>	<u>+18</u>	<u>43.8</u>

FINANCE COST: Of these loans, the total interest expenses amounted to HK\$43.8 million (2022: HK\$23.1 million), the bank loans interest expenses amounted to HK\$14.5 million (2022: HK\$8.2 million) and the shareholders' loan interest expenses amounted to HK\$29.3 million (2022: HK\$14.9 million). The increase in finance cost was due to increase in interest rate.

The Group's bank borrowings carry interest at floating rates and are mainly denominated in Hong Kong dollar and Pound Sterling. Accordingly, the Group exposes to exchange risk and the management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

As at 31st December, 2023, the Group had a total number of 536 employees (2022: 334 employees). Remuneration and benefit were set with reference to the market.

Chairman's Statement *(Continued)*

BUSINESS HIGHLIGHTS

A total of approximately 17 million overnight tourists visited Hong Kong during the year of 2023, of which about 12 million were from the PRC. Compared with 2019 and before the pandemic, 23 million overnight visitors arrived Hong Kong in the same period. The pace of recovery of the tourism industry is affected by various challenges such as air transport capacity, the global/PRC economy and foreign currency exchange rates. Operating costs go up significantly due to shortage of local labours and increase in number of hotel staffs.

In December 2022, the Group acquired Bay Bridge Hotel, with 435 guest rooms, restaurant, 180 covered carparks, consisting 216,314 square feet gross area (excluding 180 covered carparks).

Grand Bay View Hotel and Magnificent International Hotel, Shanghai have commenced business on 1st August, 2023 after substantial repair and refurbishment.

For the year of 2023, the total income for the Group increased by 3% compared with last year. In response to mainland and Hong Kong border re-opening at the beginning of the year, the Group hotels, after being transformed to designated quarantine and community isolated facility hotels during the pandemic years, promptly resumed normal operations with extensive renovations and relaunch of sales activities under dedicated leadership of the management. The Group achieved average hotel occupancies rate of over 90% throughout the year. However, the net profit of the Group for the year was affected by cost of renovating hotels, increase in operating expenses due to shortage of labour, and pre-operating expenses and extraordinary tax payment due to acquisition of Grand Bay View Hotel.

Future prospect of the Royal Scot Hotel, London rental increase is encouraging because annual rent increase (once every 5 years) is linked with the United Kingdom Retail Price Index, which is currently maintained at 40-year high during year 2022 to 2023 inflating consistently in double-figures.

The Group acquired Wood Street Police Headquarter building in the centre of City of London for GBP40 million on 29th January, 2020 which has a gross internal area of 117,472 s.f. on a 20,000 s.f. island site and obtained planning consents approval to refurbish a deluxe hotel of about 216 guest rooms, restaurant, bar and facilities.

LOOKING AHEAD

The Group has eight income producing hotels, six in Hong Kong, one in Shanghai, one in London, and the Wood Street Hotel refurbishment project in London.

The newly acquired Grand Bay View Hotel commenced business on 1st August, 2023 and has been achieving high occupancies. Other hotels of the Group in Hong Kong will also continue to achieve high occupancies.

The PRC economy would remain weak. However, it is expected the hotel business would benefit from the Hong Kong 2024 Budget Address that emphasizes the boost of Hong Kong tourism, and the number of overnight tourists to Hong Kong would continue to rise and outperform last year.

Future prospect of the hotel business and rental incomes continue to be challenging. Management will continue its effort to increase incomes and control costs.

William CHENG Kai Man
Chairman

Hong Kong, 15th March, 2024

Directors' Profiles

Mr. William CHENG Kai Man

Chairman, Executive Director and Chief Executive Officer

Mr. Cheng, aged 62, was appointed to the Board in 1987. He also serves as the chairman of the Nomination Committee of the Company and a member of the Remuneration Committee of the Company. He is also the chairman, executive director and chief executive officer of each of Shun Ho Holdings Limited, the Company's intermediate holding company ("Shun Ho Holdings") and Shun Ho Property Investments Limited, the Company's immediate holding company ("Shun Ho Property"), both of which are companies whose shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Cheng also holds directorships in various subsidiaries of the Company. He has over 30 years of experience in construction, property investment and development and has over 20 years of experience in hotel management. He graduated in the U.K. and holds a bachelor's degree in civil engineering and a master's degree in structural engineering. He is a brother of Madam Wendy CHENG Wai Kwan, an Executive Director of the Company. He is a director of Fastgrow Engineering & Construction Company Limited ("Fastgrow"), a substantial shareholder of the Company.

Mr. Albert HUI Wing Ho

Executive Director

Mr. Hui, aged 61, was appointed to the Board in 1990. He is also an executive director of Shun Ho Holdings and Shun Ho Property. He also holds directorships in various subsidiaries of the Company. He has over 30 years of experience in construction, property investment and development and has over 20 years of experience in hotel management. He graduated in the U.K. and holds a bachelor's degree in civil engineering.

Madam Kimmy LAU Kam May

Executive Director and Chief Financial Officer

Madam Lau, aged 56, FCCA, CPA, was appointed to the Board in 2017. She is also an executive director and the chief financial officer of each of Shun Ho Holdings and Shun Ho Property. She also holds directorship in various subsidiaries of the Company. She has extensive experience in accounting, auditing and financial management and over 10 years of experience in hotel management. She graduated from the City University of Hong Kong and holds a bachelor's degree in accountancy.

Madam NG Yuet Ying

Executive Director

Madam Ng, aged 41, was appointed to the Board in 2017. She is also an executive director of Shun Ho Holdings and Shun Ho Property. She is the head of operation and accounting of all local hotels of the Group with over 10 years of experience in accounting and financial management as well as hotel operation and management. She graduated from the University of South Australia with Bachelor of Accountancy.

Madam Wendy CHENG Wai Kwan

Executive Director

Madam Cheng, aged 59, was appointed to the Board in 2020. She is also an executive director of Shun Ho Holdings and Shun Ho Property. She also holds directorship in a subsidiary

of the Company. She has extensive experience in provision of legal advices and family business management. Her academic knowledge and practical experience with legal matters make valuable contribution for the management and the Board. She graduated in the U.K. and holds a bachelor's degree in social science and a bachelor's degree in Laws from the University of London. She is a sister of Mr. William CHENG Kai Man, the Chairman, Executive Director and Chief Executive Officer of the Company.

Madam Mabel LUI FUNG Mei Yee

Non-executive Director

Madam Lui Fung, aged 72, a Solicitor and Notary Public, was appointed to the Board in 1999. She is also a non-executive director of Shun Ho Holdings and Shun Ho Property, and an independent non-executive director of China International Marine Containers (Group) Co., Ltd., a company whose shares are listed on the Stock Exchange. She is a senior executive consultant and head of Greater China Commercial Practice of Withers.

Mr. CHAN Kim Fai

Independent Non-executive Director

Mr. Chan, aged 65, FCCA, CPA (Practising), was appointed to the Board in 2004. He also serves as the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company. He is also an independent non-executive director of Shun Ho Holdings, Shun Ho Property and EGL Holdings Company Limited, companies whose shares are listed on the Stock Exchange. From 1st January, 2021 to 1st April, 2021, he was also an independent non-executive director of China Fortune Investments (Holding) Limited, a company whose shares were listed on the Stock Exchange until it was delisted in September 2021. He holds a bachelor's degree in science from The Chinese University of Hong Kong. He has extensive experience in accounting, corporate finance and financial management. He is a partner of Ivan Chan & Co, CPA.

Mr. LAM Kwai Cheung

Independent Non-executive Director

Mr. Lam, aged 63, FCCA, CPA (Practising), was appointed to the Board in 2017. He also serves as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. He is also an independent non-executive director of Shun Ho Holdings and Shun Ho Property. He has extensive experience in accounting, auditing and financial management. He is the practitioner of Terry Lam & Co., CPA.

Mr. Warren LIU Yuk Cho

Independent Non-executive Director

Mr. Liu, aged 63, was appointed to the Board in 2021. He also serves as a member of the Audit Committee of the Company. He is also an independent non-executive director of Shun Ho Holdings and Shun Ho Property. He has extensive experience in real estate and development consultancy and is a fellow member of the Hong Kong Institute of Surveyors and Royal Institution of Chartered Surveyors. He is a director of Cosmo Surveyors Limited.

Corporate Governance Report

The Company is committed to maintaining good corporate governance practices and procedures. The corporate governance principles of the Company emphasise a quality board, sound internal control and transparency and accountability to all shareholders.

CORPORATE GOVERNANCE

The board of Directors (the “Board”) of the Company has adopted the Corporate Governance Code (the “Corporate Governance Code”) set out in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as the corporate governance code of the Company.

(a) Compliance with the Corporate Governance Code

During the year ended 31st December, 2023, the Company has complied with all the code provisions of the Corporate Governance Code set out in Appendix C1 of the Listing Rules on The Stock Exchange of Hong Kong Limited with the exception of the following deviation:

Code Provision C.2.1: chairman and chief executive should not be performed by the same individual

The Company does not have separate appointments for the Chairman and the Chief Executive Officer. Mr. William Cheng Kai Man holds both positions. The Board believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same person enables the Company to have a stable and consistent leadership. It also facilitates planning and execution of the Company’s strategy and is hence, for the interests of the Company and its shareholders. It is also significantly cost-saving for Mr. Cheng, the Chairman to also serve as the Chief Executive Officer, which would have otherwise been recruited from the market at a heavy cost.

(b) Compliance with the Model Code

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 of the Listing Rules (the “Model Code”) as the code of conduct regarding securities transactions by Directors. All Directors have confirmed, following specific enquiry by the Company, their compliance with the required standard set out in the Model Code throughout the year.

BOARD COMPOSITION AND BOARD PRACTICES

The Board is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing shareholders’ value.

The Listing Rules require every listed issuer to have at least three independent non-executive directors, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. As at 31st December, 2023, the Board comprises a total of nine Directors, with five Executive Directors, one Non-executive Director and three Independent Non-executive Directors. Two Independent Non-executive Directors have appropriate professional qualifications, or accounting or related financial management expertise.

As at the date of this report, the Board’s composition under major diversified perspectives was summarized as follows:

Gender	Male		Female							
Ethnicity	Chinese									
Age Group	40-49	50-59	>59							
Year of Service	<10			>10						
	0	1	2	3	4	5	6	7	8	9

Number of Directors

Mr. William Cheng Kai Man, the Chairman, Executive Director and Chief Executive Officer of the Company, is the brother of Madam Wendy Cheng Wai Kwan, the Executive Director of the Company. Save as disclosed herein, none of the Directors has any financial, business, family or other material/relevant relationship with any other Directors.

All Directors (including Executive or Non-executive Directors) are subject to retirement by rotation once every three years in accordance with the Company’s Articles of Association. Review will be made regularly of the Board composition to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company. The Directors’ biographical information is set out on page 7.

Corporate Governance Report (Continued)

The positions of the Chairman and the Chief Executive Officer of the Company are both held by Mr. William Cheng Kai Man due to reasons disclosed under the section headed “Corporate Governance” of this corporate governance report.

The Board is responsible for establishing the strategic direction of the Group, setting objectives and business development plans, monitoring the performance of the senior management and performing corporate governance duties.

The management, under the leadership of the Chief Executive Officer, is responsible for implementing strategies and plans established by the Board; and submitting reports on the Company’s operations to the Board on a regular basis to ensure effective discharge of the Board’s responsibilities.

The Board has adopted effective mechanisms to ensure independent views and input are available to the Board. Subject to approval of the Chairman of the Board, Directors may seek, at the Company’s expense, independent legal, financial or other professional advices from advisors independent to those advising the Company as and when necessary in appropriate circumstances to enable them to discharge their responsibilities effectively. The Board reviews the effectiveness of such mechanisms on an annual basis.

All Directors have made full and active contribution to the affairs of the Board and the Board always acts in the best interests of the Group.

The Board is responsible for performing the corporate governance duties including:

- (a) to develop and review the Company’s policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company’s compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

The Board meets regularly and held four meetings in 2023, the attendance of each director is set out below:

	Number of meetings attended/Number of meetings held in 2023	Attendance rate
Executive Directors		
William Cheng Kai Man (<i>Chairman</i>)	4/4	100%
Albert Hui Wing Ho	4/4	100%
Kimmy Lau Kam May	4/4	100%
Ng Yuet Ying	4/4	100%
Wendy Cheng Wai Kwan	3/4	75%
Non-executive Director		
Mabel Lui Fung Mei Yee	3/4	75%
Independent Non-executive Directors		
Chan Kim Fai	4/4	100%
Lam Kwai Cheung	4/4	100%
Warren Liu Yuk Cho	3/4	75%

Regular Board meetings of the year are scheduled in advance to give all Directors an opportunity to attend. The Directors can attend meetings in persons or through other means of electronic communication in accordance with the Company’s Articles of Association.

Each newly appointed Director is provided with a package of orientation materials setting out the duties and responsibilities of directors under the Listing Rules, related ordinances and relevant regulatory requirements of Hong Kong. Orientation meeting with every newly appointed Director will be held for briefing on business and operations of the Company. Updates are provided to Directors when necessary to ensure that Directors are aware of the latest changes in the commercial and regulatory environment in which the Group conducts its businesses.

DIRECTORS’ TRAINING

The management of the Company provides the Directors with monthly updates on the Group’s performance and position to enable the Board as a whole and each Director to discharge their duties.

Corporate Governance Report (Continued)

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. A summary of training received by Directors in 2023 is set out below:

Type of Continuous Professional Development

Name of Directors	Attending seminar on regulatory development and/or directors' duties	Reading regulatory updates or information relevant to the Company or its business
William Cheng Kai Man	√	√
Albert Hui Wing Ho	√	√
Kimmy Lau Kam May	√	√
Ng Yuet Ying	√	√
Wendy Cheng Wai Kwan	√	√
Mabel Lui Fung Mei Yee	√	√
Chan Kim Fai	√	√
Lam Kwai Cheung	√	√
Warren Liu Yuk Cho	√	√

ATTENDANCE AT GENERAL MEETING

Annual
General Meeting
(held on 30th
May, 2023)

Executive Directors

William Cheng Kai Man	√
Albert Hui Wing Ho	√
Kimmy Lau Kam May	√
Ng Yuet Ying	√
Wendy Cheng Wai Kwan	√

Non-executive Director

Mabel Lui Fung Mei Yee	√
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Independent Non-executive Directors

Chan Kim Fai	√
Lam Kwai Cheung	√
Warren Liu Yuk Cho	√

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Group.

With assistance of the Accounts Department which is under the supervision of the Chief Financial Officer of the Company, the Directors ensure the preparation of the financial statements of the Group are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the publication of the financial statements of the Group is in a timely manner.

The statement of the Auditor of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 24 to 27.

During the year, the emoluments paid by the Group to the senior management, i.e. Executive Directors, of the Company fell within the following bands:

Emolument band (HK\$)	Number of individuals
1 – 5,000,000	4
5,000,001 – 8,000,000	1
	5

RISK MANAGEMENT AND INTERNAL CONTROL

During the year, the Board is responsible for evaluating and determining the nature and extent of the risks. The Board has overall responsibilities for maintaining sound and effective risk management and internal control system of the Group. The Board should oversee management in the design, implementation and monitoring of the risk management and internal control systems, and management should provide a confirmation to the Board on the effectiveness of these systems. This evaluation process will be carried out on an ongoing basis.

The Board has conducted a review of the effectiveness of the system of risk management and internal control of the Group and considered the adequacy of resources, qualifications and experience of staff of the Company's accounting, financial reporting and environmental, social and governance performance and reporting functions and their training programmes and budget on an annual basis. The Board is of the view that the risk management and internal control system of the Group in place for the year under review and up to the date of issuance of the annual report and financial statements are sound and sufficient to safeguard the Group's assets and the interests of shareholders, customers and employees.

The responsibilities of the Audit Committee include reviewing the risk management and internal control systems. The Audit Committee reports to the Board after due review of the management's confirmation on the effectiveness of the Group's risk management and internal control systems. The Board reviews the adequacy and effectiveness of the Group's risk management through the Audit Committee. The Board relies on the Audit Committee which in turn relies on Risk Management Committee and Internal Audit Team.

The Company established the Risk Management Committee in 2019 which comprises three executive directors, namely Mr. William Cheng Kai Man (Chairman of the Risk Management Committee), Madam Kimmy Lau Kam May and Mr. Albert Hui Wing Ho. Mr. Cheng is responsible for business risks, Madam Lau, also being the Chief Financial Officer, is responsible for financial risks and Mr. Hui is responsible for property assets management risks. They perform daily, weekly and monthly checks in their specific area.

The Company established the Internal Audit Team in 2019 which comprises three executive directors, namely Mr. William Cheng Kai Man (Chairman of the Internal Audit Team), Madam Kimmy Lau Kam May (financial member of the Internal Audit Team) and Madam Ng Yuet Ying (executive member of the Internal Audit Team). Mr. Cheng is responsible for final review and approval, while Madam Lau is responsible for financial area and Madam Ng is responsible for execution area. Monthly reports from the execution member of details of all expenditures and proposed acquisitions are submitted to the Internal Audit Team. The financial members carefully analyses and scrutinises the reports and then recommends the expenditures to the Chairman. After the Chairman's review and approval, the Chairman passes down to the executive member for execution. They perform daily, weekly and monthly checks in internal audit and internal control systems.

The Internal Audit Team conducts independent reviews of the adequacy and effectiveness of the Group's internal audit and internal control systems associated with the Group's principal operations and reports the review results to the Board through the Audit Committee. Proper controls are in place for the recording of complete, accurate and timely accounting and management information. Regular reviews and internal audits are carried out to ensure that the preparation of financial statements is carried out in accordance with generally accepted accounting principles, the Group's accounting policies and applicable laws and regulations.

The risk management and internal control systems of the Group are designed to assist the Group to achieve business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. These systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

In order to identify, evaluate and manage the significant risks including operational (hotel operations, hotel management and property leasing) and functional (finance, human resources, IT, secretarial and corporate communications) risks, the risk management of the Group combines a top-down strategic view with a bottom-up operational process. The Board, by the top-down approach, has a particular focus on determining the nature and extent of significant risks it is willing to take in achieving the strategic objectives of the Group. On the other hand, the bottom up approach is embedded in the operations of the Group and complements the top-down strategic view by identifying the principal risks and ensuring all significant risks to be adequately considered by the Board. The Board assesses effectiveness of existing controls, provides treatment plans where required, and monitors risk mitigating activities. Risk management of the Group has to be proactive to ensure that significant risks are identified, assessed by considering the impacts and likelihoods of their occurrence, and effectively managed by identifying suitable controls and counter-measures, and assessing the cost effectiveness of the mitigating actions proposed.

The Board assesses the likely impact of any unexpected and significant event on the price of the Company's shares or their trading volume and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

AUDITOR'S REMUNERATION

For the year ended 31st December, 2023, the Auditor of the Group received approximately HK\$1.8 million for audit service and HK\$0.2 million for tax and consultancy services for the Company and its subsidiaries.

Corporate Governance Report (Continued)

AUDIT COMMITTEE

The Audit Committee was established in 1995 with specific terms of reference in accordance with the Corporate Governance Code. The Audit Committee of the Company currently comprises three Independent Non-executive Directors, namely, Mr. Chan Kim Fai (Chairman of the Audit Committee), Mr. Lam Kwai Cheung and Mr. Warren Liu Yuk Cho.

The principal duties of the Audit Committee are (i) to oversee the relationship with the Auditor of the Company; (ii) to review the annual and interim results before publication; and (iii) to oversee the Group's financial reporting system, risk management and internal control systems. The full version of the terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange.

The Audit Committee held two meetings in 2023, the attendance of each member is set out below:

	Number of meetings attended/ Number of meetings held in 2023	Attendance rate
Chan Kim Fai	2/2	100%
Lam Kwai Cheung	2/2	100%
Warren Liu Yuk Cho	2/2	100%

The scope of work done by the Audit Committee during the year under review includes the following:

- reviewed the accounting policies adopted by the Group;
- reviewed the interim report and the interim results announcement for the six months ended 30th June, 2023;
- reviewed the comprehensiveness, effectiveness and adequacy of the Company's risk management and internal control systems;
- reviewed the effectiveness of the internal audit system and the adequacy of resources available for its effective functioning;
- reviewed the audited accounts and final results announcement for the year ended 31st December, 2022; and
- recommended to the Board the re-appointment of the Auditor of the Company.

The Group's annual report for the year ended 31st December, 2023 has been reviewed by the Audit Committee.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

The Company established the Environmental, Social and Governance ("ESG") Committee (the "ESG Committee") in 2019 which comprises assigned management from relevant departments assisting in data collection and compilation of the ESG Report. The ESG Committee would periodically report to the Board in assessing, identifying and managing risks of the Group on ESG aspects, and reflect whether its internal control system is appropriate and effective. The assigned management reviews the ESG performance of the Group, including environmental, labour practices and other ESG aspects. The Board sets the tone at the top for the Group's ESG strategies, and is responsible for ensuring effective risk management and internal controls.

The Board assumes full responsibility for the Group's ESG strategies and reporting as well as for overseeing and managing the Group's ESG-related issue. In order to better manage the Group's ESG performance, related issues and potential risks, the Board discusses and reviews the Group's ESG risks and opportunities, performance, goals and targets regularly with the assistance of the ESG Committee. During the year, the Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues.

REMUNERATION COMMITTEE

The Remuneration Committee was established in 2005 with specific terms of reference in accordance with the Corporate Governance Code. The Remuneration Committee currently comprises two Independent Non-executive Directors, namely Mr. Chan Kim Fai (Chairman of the Remuneration Committee) and Mr. Lam Kwai Cheung, and one Executive Director, namely Mr. William Cheng Kai Man.

The principal duties of the Remuneration Committee are making recommendations to the Board on formulating directors' remuneration policy and determining directors' remunerations. The full version of the terms of reference of the Remuneration Committee are available on the websites of the Company and the Stock Exchange.

Corporate Governance Report (Continued)

The Remuneration Committee held one meeting in 2023, the attendance of each member is set out below:

	Number of meetings attended/ Number of meetings held in 2023	Attendance rate
Chan Kim Fai	1/1	100%
William Cheng Kai Man	1/1	100%
Lam Kwai Cheung	1/1	100%

During the year, the Remuneration Committee reviewed and recommended to the Board on the Directors' annual remunerations.

REMUNERATION POLICY

Directors are remunerated in accordance with the nature of their duties and comparable market conditions. Incentive bonus would be granted to reward and motivate well-performed Directors. The Company adopted a share option scheme on 14th November, 2013 (expired on 13th November, 2023) as an incentive to the Directors and other eligible participants. The Company also arranges regular continuous professional development trainings to the Directors.

NOMINATION COMMITTEE

The Nomination Committee was established in 2012 with specific terms of reference in accordance with the Corporate Governance Code. The Nomination Committee currently comprises one Executive Director, namely Mr. William Cheng Kai Man (Chairman of the Nomination Committee) and two Independent Non-executive Directors, namely Mr. Chan Kim Fai and Mr. Lam Kwai Cheung.

The principal duties of the Nomination Committee are to review the structure, size and composition of the Board; to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; to consider the suitability of a candidate to act as a Director based on the candidate's qualification, experience, integrity and potential contribution to the Company; and to assess the independence of Independent Non-executive Directors taking into account the independence requirements set out in Rule 3.13 of the Listing Rules. The full version of the terms of reference of the Nomination Committee are available on the websites of the Company and the Stock Exchange.

The Nomination Committee held one meeting in 2023, the attendance of each member is set out below:

	Number of meetings attended/ Number of meetings held in 2023	Attendance rate
William Cheng Kai Man	1/1	100%
Chan Kim Fai	1/1	100%
Lam Kwai Cheung	1/1	100%

During the year, the Nomination Committee (i) reviewed the structure, size and composition of the Board; and (ii) assessed the independence of the Independent Non-executive Directors.

BOARD DIVERSITY POLICY

The Company has adopted a policy concerning diversity of board members pursuant to which selection of candidates of board members will be based on a range of diversity perspectives, including but not limited to business experience, geography, age, gender, and ethnicity and aboriginal status. No single gender Board should be allowed. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee considered that the current Board composition has the appropriate skills, experience and diversity of perspectives that are required to support the execution of the business strategies of the Company and achieve the effective running of the Board.

The Nomination Committee reviews the implementation and effectiveness of the Board Diversity Policy and assess the Board composition on an annual basis.

The current female representation are 44% and 46% respectively at board level and at workforce level, which are considered to be achieving optimal degree of gender diversity in the Group. The Nomination Committee will review annually the need for achieving higher gender diversity and succession plans in the Board and the workforce where necessary.

NOMINATION POLICY

Objective

The Company has adopted a nomination policy pursuant to which the Nomination Committee shall consider the following criteria, procedures and process in evaluating and selecting candidates for directorship.

Nomination Criteria

- (a) Character and integrity;
- (b) Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- (c) Willingness to devote adequate time to discharge duties as a member of the Board;
- (d) Board diversity policy and any measurable objectives adopted for achieving diversity on the Board; and
- (e) Such other perspectives appropriate to the Company's business or as suggested by the Board.

Nomination Procedures and Process

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

- (a) A meeting of the Nomination Committee shall be called to put forward the nominations of candidates from Board members, if any, for consideration by the Nomination Committee;
- (b) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- (c) The proposed candidates will be asked to submit the necessary personal information and biography for the Nomination Committee's consideration. The Nomination Committee may request the candidate(s) to provide additional information and documents, if considered necessary;
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;

- (e) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment;
- (f) The Board may arrange for the selected candidate to be interviewed by the members of the Board and the Board will thereafter deliberate and decide the appointment as the case may be;
- (g) The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting; and
- (h) All appointment of Directors will be confirmed by the filing of the prescribed form with the Companies Registry of Hong Kong and updating (and, if necessary, filing) of the Register of Directors of the Company.

Decision by the Board

After the Nomination Committee makes its recommendations to the Board, the Board will have the final authority on determining the selection of director candidates for nomination to the Board.

ANTI-CORRUPTION AND WHISTLEBLOWING POLICIES

The Company has adopted an anti-corruption policy to govern acceptance of advantages by employees and a whistleblowing policy to provide guidance to employees and external stakeholders to report concerns about any suspected or actual improprieties relating to the Group.

COMPANY SECRETARY

Madam Koo Ching Fan is an associate of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) and a fellow member of the Association of Chartered Certified Accountants. She is also a holder of the Practitioner's Endorsement issued by the Hong Kong Chartered Governance Institute. Although the Company Secretary is not a full time employee of the Company, she reports to the Board and is responsible for advising the Board on governance matters. The primary contact person of the Company with the Company Secretary is Mr. William Cheng Kai Man, the Chairman, Executive Director and Chief Executive Officer of the Company. During 2023, Madam Koo has confirmed that she has taken no less than 15 hours of relevant professional training.

CONSTITUTIONAL DOCUMENTS

During the year, there is no significant change in the Company's constitutional documents.

SHAREHOLDERS' RIGHTS

Set out below is a summary of certain rights of the shareholders of the Company as required to be disclosed pursuant to the mandatory disclosure requirements under Part K of the Corporate Governance Code.

Convening of General Meeting on Request

Shareholder(s) may request the Directors to call a general meeting pursuant to Sections 566 to 568 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "CO").

In accordance with Section 566 of the CO, the Directors are required to call a general meeting if the Company has received requests to do so from members of the Company representing at least 5% of the total voting rights of all the members having a right to vote at general meeting. Such requests must state the general nature of the business to be dealt with at the meeting; and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Such requests may be sent to the Company in hard copy form (by depositing at the registered office of the Company at 3rd Floor, Shun Ho Tower, 24-30 Ice House Street, Central, Hong Kong for the attention of the Board) or in electronic form (by email: shunho@netvigator.com); and must be authenticated by the person or persons making it. In accordance with Section 567 of the CO, the Directors must call a meeting within 21 days after the date on which they become subject to the requirement under Section 566 of the CO and such meeting must be held on a date not more than 28 days after the date of the notice convening the meeting.

Putting Forward Proposals at Annual General Meeting

To put forward a resolution at an annual general meeting, shareholders are requested to follow the requirements and procedures set out in Sections 615 and 616 of the CO.

Section 615 of the CO provides that the Company must give notice of a resolution if it has received requests that it do so from (a) the members of the Company representing at least 2.5% of the total voting rights of all the members who have a right to vote on the resolution at the annual general meeting to which the requests relate; or (b) at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate. Such requests (a) may be sent to the Company in hard copy form (by depositing at the registered office of the Company at 3rd Floor, Shun Ho Tower, 24-30 Ice House

Street, Central, Hong Kong for the attention of the Board) or in electronic form (by email: shunho@netvigator.com); (b) must identify the resolution of which notice is to be given; (c) must be authenticated by the person or persons making it; and (d) must be received by the Company not later than (i) 6 weeks before the annual general meeting to which the requests relate; or (ii) if later, the time at which notice is given of that meeting. Section 616 of the CO provides that the Company that is required under Section 615 of the CO to give notice of a resolution must send a copy of it at the Company's own expense to each member of the Company entitled to receive notice of the annual general meeting (a) in the same manner as the notice of the meeting; and (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

Pursuant to Article 120 of the Articles of Association of the Company, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven days. The period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting. Detailed procedures for shareholders to propose a person for election as a Director can be found on the Company's website.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Board has adopted a Shareholder's Communication Policy in 2022 which sets out the Group's commitment of maintaining an effective ongoing dialogue with shareholders. In summary, the Company establishes different communication channels with shareholders and stakeholders including: (i) provision of printed or electronic copies of corporate communications; (ii) provision of timely corporate information on the company website; (iii) holding of annual general meetings to provide platform for shareholders to raise comments and exchange views with the Board; and (iv) arrangement in serving the shareholders in respect of all share registration matters. The Board reviewed the validity of implementation of the Shareholder's Communication Policy during the year and considered that it remained effective in enhancing timely, transparent, accurate and open communication between the Company and the shareholders.

Shareholders may at any time send their enquiries and concerns to the Board by addressing them to the Company at its registered office.

DIVIDEND PAYMENT POLICY

The Board has adopted a dividend payment policy (the “Dividend Payment Policy”) pursuant to which the Company may declare and pay dividends to the shareholders of the Company (the “Shareholders”).

According to the Dividend Payment Policy, the declaration, form, frequency and amount of any dividend payout of the Company must be in accordance with relevant laws, rules and regulations and subject to the Articles of Association of the Company. In accordance with the Articles of Association of the Company, the Company may by ordinary resolution declare dividends according to the respective rights of the Shareholders, but no dividend shall exceed the amount recommended by the Board and be payable out of the profits of the Company. Moreover, in addition to cash, the dividends may be paid up in the form of the Company’s shares, by the distribution of specific assets of any kind or by distribution of any form.

The Dividend Payment Policy aims to provide stable and sustainable returns to Shareholders. In deciding whether to propose a dividend and in determining the dividend amount, the Company shall take into account, inter alia:

- i. the Group’s operating conditions and market environment;
- ii. the Group’s general financial position;
- iii. the actual and future operating and liquidity capital of the Group;
- iv. after-tax profit and distributable profits of the Company and the Group;
- v. the Group’s future acquisition capital requirement and expected working capital requirements;
- vi. the continuity and sustainability of any dividend distribution; and
- vii. any other factors that the Board deems appropriate.

The Board will review the Dividend Payment Policy from time to time and reserves its right in its sole and absolute discretion to update, amend, modify and/or cancel the Dividend Payment Policy. There can be no assurance that dividends will be paid in any particular amount for any given period.

Report of the Directors

The Board presents their report and the audited consolidated financial statements of the Company for the year ended 31st December, 2023.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and provides management services to its subsidiaries. The principal activities of the Company's principal subsidiaries are set out in note 34 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2023 are set out in the consolidated statement of profit or loss on page 28.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's prospects are disclosed in the Chairman's Statement on pages 3 to 6 of this Annual Report. Description of principal risks and uncertainties that the Group is facing is disclosed in the Report of the Directors on pages 17 to 23 of this Annual Report while the financial risk management objectives and policies of the Group are disclosed in notes 35 and 36 to the consolidated financial statements. An analysis of the Group's performance during the year using key performance indicators is disclosed in the Chairman's Statement on pages 3 to 6 of this Annual Report and Financial Summary on pages 88 to 89 of this Annual Report. In addition, discussions on the Group's compliance with relevant laws and regulations which have a significant impact on the Group, relationships with its key stakeholders and environmental policies are disclosed on page 23 of this Annual Report.

DIVIDEND

The Board does not recommend the payment of final dividend in respect of the year ended 31st December, 2023 (2022: Nil).

SHARE CAPITAL

Details of the share capital of the Company are set out in note 23 to the consolidated financial statements. There were no movements in the share capital of the Company during the year.

RESERVES

Movements during the year in the reserves of the Group are set out on page 32 and those of the Company are set out in note 33 to the consolidated financial statements.

The Company's reserves available for distribution to shareholders as at 31st December, 2023 represented its retained profits of HK\$1,918,016,000 (2022: HK\$1,840,591,000).

PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in the property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

INVESTMENT PROPERTIES

All the investment properties of the Group were revalued at 31st December, 2023. The decrease in revaluation of approximately HK\$5 million has been dealt with in the consolidated statement of profit or loss.

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

BORROWINGS

An analysis of the repayment schedule of bank loans is set out in note 22 to the consolidated financial statements.

MAJOR PROPERTIES

Details of the major properties of the Group at 31st December, 2023 are set out on page 90 of the Annual Report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31st December, 2023.

Report of the Directors (Continued)

DIRECTORS

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

Executive Directors

Mr. William Cheng Kai Man
Mr. Albert Hui Wing Ho
Madam Kimmy Lau Kam May
Madam Ng Yuet Ying
Madam Wendy Cheng Wai Kwan

Non-executive Director

Madam Mabel Lui Fung Mei Yee

Independent Non-executive Directors

Mr. Chan Kim Fai
Mr. Lam Kwai Cheung
Mr. Warren Liu Yuk Cho

According to Article 116 of the Company's Articles of Association, three Directors, Madam Ng Yuet Ying, Madam Wendy Cheng Wai Kwan and Mr. Chan Kim Fai, will retire from office by rotation at the forthcoming annual general meeting of the Company. Madam Wendy Cheng Wai Kwan has decided not to stand for re-election due to her intention to devote more time to her other personal engagement. The other two retiring Directors, namely Madam Ng Yuet Ying and Mr. Chan Kim Fai, being eligible, have offered themselves for re-election.

The term of office for each Executive Director and Non-executive Director is the period up to his or her retirement by rotation in accordance with the Company's Articles of Association.

There is a service contract between the Company and each Independent Non-executive Director for the term of one year and each of them is subject to rotational and re-election requirements at the annual general meeting of the Company pursuant to the Company's Articles of Association.

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

The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence and considers that each of the Independent Non-executive Directors is independent to the Company in accordance with Rule 3.13 of the Listing Rules.

DIRECTORS OF SUBSIDIARIES

The persons who have served on the board of the subsidiaries of the Company during the year and up to the date of this report are Mr. William Cheng Kai Man, Mr. Albert Hui Wing Ho, Madam Kimmy Lau Kam May and Madam Wendy Cheng Wai Kwan.

DIRECTORS' INTERESTS IN LISTED SECURITIES

As at 31st December, 2023, the interests or short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required (a) to be entered in the register required to be kept by the Company under section 352 of the SFO; or (b) to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

The Company

Name of director	Capacity	Nature of interests	Number of Shares/ underlying Shares held	Approximate % of shareholding
William Cheng Kai Man	Interest of controlled corporations	Corporate	6,360,585,437 (Note)	71.09

Note:

Shun Ho Property beneficially owned 2,709,650,873 shares of the Company (the "Shares") (30.29%) and was taken to be interested in 395,656,000 Shares (4.42%) held by Good Taylor Limited, 273,579,983 Shares (3.06%) held by South Point Investments Limited, 3,500,000 Shares (0.04%) held by Shun Ho Technology Developments Limited and 2,978,198,581 Shares (33.29%) held by Fastgrow, representing a total of 6,360,585,437 Shares (71.09%). Mr. William Cheng Kai Man had controlling interest in the above-mentioned companies. All the above interests in the Shares are long position.

Report of the Directors (Continued)

Associated Corporations

Name of director	Name of associated corporation	Capacity	Nature of interests	Number of Shares/ underlying Shares held	Approximate % of shareholding
William Cheng Kai Man	Shun Ho Property (Note 1)	Beneficial owner and interest of controlled corporations	Personal and corporate	385,395,999	66.48
William Cheng Kai Man	Shun Ho Holdings (Note 2)	Beneficial owner and interest of controlled corporations	Personal and corporate	226,454,825	74.40
William Cheng Kai Man	Trillion Resources Limited ("Trillion Resources (BVI)") (Note 3)	Beneficial owner	Personal	2	100.00

Notes:

1. Shun Ho Property, the Company's immediate holding company, is a public limited company incorporated in Hong Kong, the shares of which are listed on the Stock Exchange.
2. Shun Ho Holdings, the Company's intermediate holding company, is a public limited company incorporated in Hong Kong, the shares of which are listed on the Stock Exchange.
3. Trillion Resources (BVI), the Company's ultimate holding company, is a company incorporated in the British Virgin Islands.
4. All the above interests in the shares of the associated corporations are long position.

Share Option Scheme

An employee share option scheme of the Company was adopted at the extraordinary general meeting held on 14th November, 2013 (the "Share Option Scheme"), amended at the annual general meeting held on 18th June, 2014 and expired on 13th November, 2023. Pursuant to the Share Option Scheme, the Board may, at its discretion, offer to grant options to subscribe for shares of the Company based on the terms and conditions set out therein to any director (including Executive, Non-executive Directors and Independent Non-executive Directors) and any employee of the Group whom the Board considers, in its sole discretion, have contributed or will contribute to the Group (the "Participant(s)"). The purpose of the Share Option Scheme is to reward hotel senior management according to their performance in relation to the growth of hotel revenue. **No share option has been granted since the adoption of the Share Option Scheme in 2013.**

Summary of the Share Option Scheme is as below:

(i) Purpose

The Share Option Scheme is a share incentive scheme and is established to reward Participants who have contributed to the Group and to encourage Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

(ii) Maximum number of shares

(1) 5% limit

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not exceed 5% of the Shares in issue on the date of the passing of the ordinary resolution on 18th June, 2014, being 447,352,566 Shares.

(2) Individual limit

The total number of Shares issued and which may fall to be issued upon exercise of the share options granted under the Share Option Scheme and any other share option schemes of the Company (including options exercised and outstanding) to each Participant in any 12 month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of share options in excess of this 1% limit shall be subject to shareholders' approval in a general meeting of the Company with such Participants and their associates (as defined in the Listing Rules) abstaining from voting, and/or other requirements prescribed under the Listing Rules from time to time.

Any grant of share options to a director, chief executive or substantial shareholder of the Company or any of their respective associates is required to be approved by the independent non-executive directors. If the Board proposes to grant share options to a substantial shareholder or any independent non-executive director or their respective associates which will result in the number of Shares issued and to be issued upon exercise of share options granted and to be granted (including share options exercised, cancelled and outstanding) to such person in the 12 month period up to and including the date of grant: (i) representing in aggregate over 0.1%, or such other percentage as may be from time to time provided under the Listing Rules, of the Shares in issue; and (ii) having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the official closing price of the Shares at the date of each grant, such further grant of share options will be subject to shareholders' approval in general meeting of the Company at which all connected persons of the Company shall abstain from voting, and/or other requirements prescribed under the Listing Rules from time to time.

(3) Maximum limit of 30%

The Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company at any time shall not exceed 30% of the shares in issue from time to time.

(iii) Time of exercise of option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period which may be determined and notified by the Board to the grantees at the time of making an offer which shall not expire later than 10 years from the grant date.

(iv) Amount payable upon acceptance of option

Upon acceptance of an option, the grantee shall pay HK\$10.00 to the Company by way of consideration for the grant.

(v) The exercise price

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of: (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant; and (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant.

(vi) The remaining life of the Share Option Scheme

Subject to earlier termination by our Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption. The Share Option Scheme had expired on 13th November, 2023 following 10 years from the date of adoption.

(vii) The number of options available for grant under the Share Option Scheme

As at 1st January, 2023 and 31st December, 2023, the number of options available for grant under the Share Option Scheme was 447,352,566 shares and 0 share respectively.

(viii) Shares to be issued under the Share Option Scheme

As at the date of this report, the total number of Shares to be issuable under the Share Option Scheme is 0 share following expiration of the Share Option Scheme.

No new nor other share option scheme was adopted by the Company and its subsidiaries as at 31st December, 2023.

Save as disclosed above and save for shares in subsidiaries held by a director in trust for their immediate holding companies, as at 31st December, 2023, none of the directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be entered in the register required to be kept by the Company under section 352 of the SFO; or (b) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers and none of the directors or their associates or their spouse or children under the age of 18, had any right to subscribe for the securities of the Company or associated corporations, or had exercised any such right during the year.

Report of the Directors (Continued)

EQUITY-LINKED AGREEMENTS

Details of the Share Option Scheme are set out in this report.

Save as disclosed above, no equity-linked agreements were entered into during the year or subsisted at the end of the year.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed above, at no time during the year was the Company or any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE AND RELATED PARTY TRANSACTIONS

During the year, the Group had transactions with certain related parties, details of which are set out in notes 8 and 32 to the consolidated financial statements.

Save as disclosed herein:

- (a) no transactions, arrangements or contracts of significance subsisted at any time during the year or at the end of the year to which the Company or any of its holding companies, fellow subsidiaries or subsidiaries was a party and in which a director of the Company or his/her connected entities had a material interest, whether directly or indirectly; and
- (b) there were no other transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

Amongst the Directors who held office during the year, Mr. William Cheng Kai Man was directly and/or indirectly interested in the share capital of Shun Ho Holdings, Shun Ho Property and the Company.

In the opinion of the directors not having an interest in those transactions, those transactions were carried out in the ordinary course of the Group's business on normal commercial terms.

MANAGEMENT CONTRACTS

No contracts of significance concerning the management and administration of the whole or any substantial part of the business of the Company or any of its subsidiaries were entered into during the year or subsisted at the end of the year.

PERMITTED INDEMNITY PROVISION

The Articles of Association of the Company provides that every director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, provided that the Articles of Association of the Company shall only have effect in so far as its provisions are not avoided by the Companies Ordinance.

The Company has taken out insurance against the liabilities and costs associated with defending any proceedings which may be brought against the Directors of the Company and its subsidiaries.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate amount of purchases and sales attributable to the five largest suppliers and customers of the Group accounted for less than 10% in aggregate of the Group's total purchases and sales respectively.

None of the Directors, their close associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's shares) has any interest in any of the Group's five largest customers or suppliers.

SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2023, the following persons (not being directors or chief executive of the Company) had interests in the Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

Report of the Directors (Continued)

Name of shareholder	Capacity	Number of Shares/ underlying Shares held	Approximate % of shareholding
Shun Ho Property (Note 1)	Beneficial owner and interest of controlled corporations	6,360,585,437 (L)	71.09
Omnico Company Inc. ("Omnico") (Note 2)	Interest of controlled corporations	6,360,585,437 (L)	71.09
Shun Ho Holdings (Note 2)	Interest of controlled corporations	6,360,585,437 (L)	71.09
Trillion Resources (BVI) (Note 2)	Interest of controlled corporations	6,360,585,437 (L)	71.09
Liza Lee Pui Ling (Note 3)	Interest of spouse	6,360,585,437 (L)	71.09
Fastgrow	Beneficial owner	2,978,198,581 (L)	33.29
Alef United Holdings Limited (Note 4)	Beneficial owner and interest in persons acting in concert	885,094,524 (L)	9.89
Credit Suisse Trust Limited (Note 4)	Interests of controlled corporations	885,094,524 (L)	9.89
Hashim Majed Hashim A. (Note 4)	Interests of controlled corporations	885,094,524 (L)	9.89
North Salomon Limited (Note 4)	Interests of controlled corporations	885,094,524 (L)	9.89
Saray Capital Limited (Note 4)	Interests of controlled corporations	885,094,524 (L)	9.89
Saray Value Fund SPC (Note 4)	Beneficial owner and interest in persons acting in concert	885,094,524 (L)	9.89
Shobokshi Hussam Ali H. (Note 4)	Interests of controlled corporations	885,094,524 (L)	9.89
FMR LLC (Note 5)	Interests of controlled corporation	469,451,000 (L)	5.25

Notes:

1. Shun Ho Property beneficially owned 2,709,650,873 Shares (30.29%) and was taken to be interested in 395,656,000 Shares (4.42%) held by Good Taylor Limited, 273,579,983 Shares (3.06%) held by South Point Investments Limited, 3,500,000 Shares (0.04%) held by Shun Ho Technology Developments Limited and 2,978,198,581 Shares (33.29%) held by Fastgrow, representing a total of 6,360,585,437 Shares (71.09%). The above-mentioned companies were wholly-owned subsidiaries of Shun Ho Property.

2. Shun Ho Property is directly and indirectly owned as to 60.38% by Omnico, which was in turn owned as to 100% by Shun Ho Holdings, which was in turn directly owned as to 50.60% by Trillion Resources (BVI), which was in turn wholly-owned by Mr. William Cheng Kai Man. Therefore, Omnico, Shun Ho Holdings and Trillion Resources (BVI) were taken to be interested in 6,360,585,437 Shares (71.09%) by virtue of their direct or indirect interests in Shun Ho Property.

3. Madam Liza Lee Pui Ling was deemed to be interested in 6,360,585,437 Shares (71.09%) by virtue of the interest in such Shares of her spouse, Mr. William Cheng Kai Man, a director of the Company.

4. According to the notices filed by Alef United Holdings Limited ("Alef United") and Saray Value Fund SPC ("Saray Value Fund") on 6th April, 2022, Alef United beneficially held 2,396,000 Shares (0.03%) and Saray Value Fund, a wholly-owned subsidiary of Saray Capital Limited, beneficially held 882,698,524 Shares (9.87%). Since Alef United and Saray Value Fund are concert parties to an agreement to buy shares under section 317(1)(a) of SFO, they are deemed to have interest in the Shares held by the other concert parties. And according to the notice filed by Saray Value SPV Asia I on 14th April, 2022, Saray Value SPV Asia I disposed of 8,517,976 Shares and ceased to be a concert party on 14th April 2022. Saray Capital Limited was held by Shobokshi Hussam Ali H. as to 26.76% and Hashim Majed Hashim A. as to 50%. Alef United was wholly-owned by Shobokshi Hussam Ali H.. Therefore, the total number of Shares in which Saray Value Fund, Saray Capital Limited, Shobokshi Hussam Ali H. and Hashim Majed Hashim A. were interested under Sections 317 and 318 of SFO was 885,094,524 Shares (9.89%).

Saray Value Fund was held by North Salomon Limited as to 67.40%. North Salomon Limited was held by Credit Suisse Trust Limited as to 100%. Therefore, the total number of Shares in which North Salomon Limited and Credit Suisse Trust Limited were interested under Sections 317 and 318 of SFO was 885,094,524 Shares (9.89%).

5. Fidelity Management & Research (Japan) Limited beneficially held 220,316,000 Shares (2.46%). Fidelity Management & Research (Hong Kong) Limited beneficially held 90,048,000 Shares (1.01%). FMR Investment Management (UK) Limited beneficially held 159,087,000 Shares (1.78%). Both Fidelity Management & Research (Japan) Limited and Fidelity Management & Research (Hong Kong) Limited were wholly-owned by Fidelity Management & Research Company. FMR Investment Management (UK) Limited was wholly-owned by Fidelity Management & Research Company, Fidelity Management & Research Company was wholly-owned by FMR LLC. Therefore, FMR LLC was deemed to have interest in 469,451,000 Shares (5.25%).

L: Long Position

Save as disclosed above, there was no person, other than a director or chief executive of the Company, who has an interest or short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

Report of the Directors (Continued)

PUBLIC FLOAT

Based on the information that is publicly available to the Company and with the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

ENVIRONMENTAL POLICIES

With regard to the environmental policies, the Group aims at minimising the Group's environmental impact. The Group has adopted various environmental protection measures for enhancing carbon reduction and energy and water usage efficiency. They are regularly reviewed and results are closely monitored.

Further details have been disclosed in the Company's ESG Report 2023 which has been published on the websites of the Stock Exchange and the Company.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Company ensures that all applicable laws, rules and regulations are duly complied with. All the Group's hotels in Hong Kong obtained hotel licences from Home Affairs Departments and the hotel in the PRC obtained the business licence to operate hotel business. For operating hotel business, all the relevant permits, licenses, certificates and other approvals were obtained.

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Company places significant emphasis on human capital. The remuneration and benefit were set with reference to the market so as to recruit and retain staff with particular skills required for the Company's strategies. The Company provides a health and safety management system, a fair workplace together with a range of opportunities for career advancement based on employees' merits and performance.

To enhance customer satisfaction and promote a customer-oriented culture within the Company, the Company takes 'Customer First' as one of our core values. The Company values the feedback from customers through daily communication, regular inspections and customer satisfaction surveys. The Company has also established the mechanism about customer service, support and complaints. The Company address customers' concern in a timely manner and in accordance with international standards.

The Company believes that the suppliers are equally important in driving quality delivery of its services. The business suppliers of the Company deliver quality sustainable products and services. The Company assures the performance of suppliers through supplier approval process and by spot checks on the delivered goods.

THE PRINCIPAL RISKS AND UNCERTAINTIES FACING THE COMPANY

The following is a list of principal risks and uncertainties that are considered to be of significance and have potential to affect the Group's businesses, results of operations and financial conditions. However, this is non-exhaustive as there may be other risks and uncertainties arise resulting from changes in economic and other conditions over time.

The Group owns eight hotels, six in Hong Kong, one in London and one in the PRC. The Group is operating seven hotels out of these eight hotels, the hotel in London is operated by a hotel management company. Hotel performance is usually subject to a high degree of fluctuations caused by both predictable and unpredictable factors including seasonality, social stability, epidemic diseases and changes in economic conditions. Because of the large operating expenses of hotel business, the market profit margin is only 35% to 40% of the hotel's total income. Therefore, any significant income downturn due to the above predictable or unpredictable factors may lead to substantial decrease of net profit.

In this respect, hotel segment closely assesses the impact of the geopolitical outlook and economic development of different countries for building its portfolios and exposures to match with the Group's risk appetite. It also takes continual reviews of competition, legal and political changes as well as market trends for setting its business strategies including marketing and pricing to protect and drive profitability.

AUDITOR

A resolution to re-appoint Messrs. Deloitte Touche Tohmatsu as the Auditor of the Company will be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

William CHENG Kai Man
Chairman

Hong Kong, 15th March, 2024



TO THE MEMBERS OF MAGNIFICENT HOTEL INVESTMENTS LIMITED

華大酒店投資有限公司

(incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of Magnificent Hotel Investments Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 28 to 87, which comprise the consolidated statement of financial position as at 31st December, 2023, and the consolidated statement of profit or loss and the consolidated statement of total comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st December, 2023, 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 MATTER

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. The matter was 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 the matter.

Independent Auditor's Report (Continued)

KEY AUDIT MATTER (Continued)

Key audit matter

Valuation of investment properties

We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the judgments associated with determining the fair value. As at 31st December, 2023, the Group's investment properties are located in Hong Kong and the United Kingdom, amounted to approximately HK\$1,061 million. A net decrease in fair value of approximately HK\$5 million was recognised in the consolidated statement of profit or loss for the year.

All of the Group's investment properties are stated at fair value based on valuations performed by independent professional valuers (the "Valuers"). Fair value of investment properties is derived by income approach. Details of the valuation techniques and key inputs used in the valuations are disclosed in note 16 to the consolidated financial statements. The valuations of investment properties are dependent on those key inputs that involve the management's and Valuer's judgements, including reversionary yield and market rent. A table showing the relationship of significant unobservable inputs to fair value is also disclosed in note 16.

OTHER INFORMATION

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

How our audit addressed the key audit matter

Our procedures in relation to assessing the appropriateness of the carrying values of the investment properties included:

- Assessing the integrity of information provided by the management to the Valuers by comparing details of rental to the respective underlying existing lease agreements and the management's process for reviewing the work of the Valuers;
- Evaluating the competence, capability and objectivity of the Valuers;
- Obtaining an understanding of the valuation process and techniques adopted by the Valuers; and
- Evaluating the reasonableness of key inputs used in the valuations by (i) checking the reversionary yield and market rent; and (ii) comparing to relevant market information on selling prices, rents and yield rates of other similar properties in nearby location and with similar condition.

Independent Auditor's Report *(Continued)*

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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.

Those charged with governance are responsible 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 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.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

Independent Auditor's Report *(Continued)*

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

We communicate with those charged with governance 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 those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, 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 the matter 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 the independent auditor's report is Chung Chin Cheung.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
15th March, 2024

Consolidated Statement of Profit or Loss

For the Year Ended 31st December, 2023

	<i>NOTES</i>	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Revenue	5		
Contracts with customers		414,420	403,159
Leases		37,346	36,281
Dividend income		45	42
		<u>451,811</u>	<u>439,482</u>
Total revenue		451,811	439,482
Cost of sales		(1,532)	(25,701)
Other service costs		(242,822)	(166,960)
Depreciation of property, plant and equipment		(94,590)	(73,153)
Depreciation of right-of-use asset		(785)	(800)
		<u>112,082</u>	<u>172,868</u>
Gross profit		112,082	172,868
Net decrease in fair value of investment properties		(5,000)	(5,000)
Gain on disposal of a subsidiary	26	–	521,857
Other income and gains and losses	7	36,597	(12,341)
Administrative expenses		(70,945)	(37,977)
– Depreciation		(1,798)	(1,858)
– Others		(69,147)	(36,119)
Finance costs	8	(43,780)	(23,098)
		<u>28,954</u>	<u>616,309</u>
Profit before taxation	9	28,954	616,309
Income tax expense	11	(62,005)	(24,146)
		<u>(33,051)</u>	<u>592,163</u>
(Loss) profit for the year		<u>(33,051)</u>	<u>592,163</u>
(Loss) profit for the year attributable to:			
Owners of the Company		(32,911)	592,799
Non-controlling interests		(140)	(636)
		<u>(33,051)</u>	<u>592,163</u>
		<i>HK cents</i>	<i>HK cents</i>
(Loss) earnings per share	13		
Basic		<u>(0.37)</u>	<u>6.63</u>

Consolidated Statement of Total Comprehensive Income

For the Year Ended 31st December, 2023

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
(Loss) profit for the year	<u>(33,051)</u>	<u>592,163</u>
Other comprehensive (expense) income		
Item that will not be reclassified to profit or loss		
Fair value loss on equity instruments at fair value through other comprehensive income ("FVTOCI")	(43,664)	(1,829)
Item that may be reclassified subsequently to profit or loss		
Exchange differences on translation of foreign operations	<u>63,963</u>	<u>(144,809)</u>
Other comprehensive income (expense) for the year	<u>20,299</u>	<u>(146,638)</u>
Total comprehensive (expense) income for the year	<u><u>(12,752)</u></u>	<u><u>445,525</u></u>
Total comprehensive (expense) income attributable to:		
Owners of the Company	(12,612)	446,161
Non-controlling interests	<u>(140)</u>	<u>(636)</u>
	<u><u>(12,752)</u></u>	<u><u>445,525</u></u>

Consolidated Statement of Financial Position

At 31st December, 2023

	<i>NOTES</i>	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
NON-CURRENT ASSETS			
Property, plant and equipment	<i>14</i>	3,764,137	3,782,568
Right-of-use asset	<i>15</i>	23,131	24,374
Investment properties	<i>16</i>	1,061,460	1,020,440
Equity instruments at FVTOCI	<i>19</i>	100,739	144,403
		<u>4,949,467</u>	<u>4,971,785</u>
CURRENT ASSETS			
Inventories		1,418	1,133
Trade and other receivables	<i>17</i>	18,460	16,059
Other deposits and prepayments		7,782	10,623
Bank balances and cash	<i>18</i>	309,245	265,908
		<u>336,905</u>	<u>293,723</u>
CURRENT LIABILITIES			
Trade and other payables and accruals	<i>20</i>	41,111	51,915
Rental and other deposits received		2,389	2,840
Refund liabilities	<i>21</i>	1,754	14,932
Contract liabilities	<i>21</i>	6,786	5,744
Amount due to immediate holding company	<i>32</i>	540,022	609,974
Amount due to a shareholder	<i>32</i>	5,088	5,088
Tax liabilities		34,306	16,497
Bank loans	<i>22</i>	98,248	22,000
		<u>729,704</u>	<u>728,990</u>
NET CURRENT LIABILITIES		<u>(392,799)</u>	<u>(435,267)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>4,556,668</u></u>	<u><u>4,536,518</u></u>

Consolidated Statement of Financial Position (Continued)

At 31st December, 2023

	NOTES	2023 HK\$'000	2022 HK\$'000
CAPITAL AND RESERVES			
Share capital	23	841,926	841,926
Reserves		<u>3,370,823</u>	<u>3,383,435</u>
Equity attributable to owners of the Company		4,212,749	4,225,361
Non-controlling interests		<u>7,263</u>	<u>7,403</u>
TOTAL EQUITY		<u>4,220,012</u>	<u>4,232,764</u>
NON-CURRENT LIABILITIES			
Bank loans	22	232,050	219,715
Rental deposits received		1,006	–
Deferred tax liabilities	24	<u>103,600</u>	<u>84,039</u>
		<u>336,656</u>	<u>303,754</u>
		<u>4,556,668</u>	<u>4,536,518</u>

The consolidated financial statements on pages 28 to 87 were approved and authorised for issue by the Board of Directors on 15th March, 2024 and are signed on its behalf by:

William CHENG Kai Man
DIRECTOR

Kimmy LAU Kam May
DIRECTOR

Consolidated Statement of Changes in Equity

For the Year Ended 31st December, 2023

	Attributable to owners of the Company									
	Share capital	Special capital reserve	Property revaluation reserve	Securities revaluation reserve	Foreign currency translation reserve	Other reserve	Retained profits	Sub-total	Non-controlling interests	Total
	HK\$'000	HK\$'000 (Note a)	HK\$'000 (Note b)	HK\$'000	HK\$'000	HK\$'000 (Note c)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1st January, 2022	841,926	612,477	1,089	69,875	9,199	3,561	2,241,073	3,779,200	8,039	3,787,239
Profit (loss) for the year	-	-	-	-	-	-	592,799	592,799	(636)	592,163
Exchange differences arising on translation of foreign operations	-	-	-	-	(144,809)	-	-	(144,809)	-	(144,809)
Fair value loss on investment in equity instruments at FVTOCI	-	-	-	(1,829)	-	-	-	(1,829)	-	(1,829)
Total comprehensive (expense) income for the year	-	-	-	(1,829)	(144,809)	-	592,799	446,161	(636)	445,525
At 31st December, 2022	841,926	612,477	1,089	68,046	(135,610)	3,561	2,833,872	4,225,361	7,403	4,232,764
Loss for the year	-	-	-	-	-	-	(32,911)	(32,911)	(140)	(33,051)
Exchange differences arising on translation of foreign operations	-	-	-	-	63,963	-	-	63,963	-	63,963
Fair value loss on investment in equity instruments at FVTOCI	-	-	-	(43,664)	-	-	-	(43,664)	-	(43,664)
Total comprehensive (expense) income for the year	-	-	-	(43,664)	63,963	-	(32,911)	(12,612)	(140)	(12,752)
At 31st December, 2023	<u>841,926</u>	<u>612,477</u>	<u>1,089</u>	<u>24,382</u>	<u>(71,647)</u>	<u>3,561</u>	<u>2,800,961</u>	<u>4,212,749</u>	<u>7,263</u>	<u>4,220,012</u>

Notes:

- (a) The special capital reserve represents the difference arising from the reduction of the nominal value of the Company's share in 1999. Details are set out in note 33 to the consolidated financial statements.
- (b) The property revaluation reserve is arisen from the transfer of properties from property, plant and equipment to investment properties and will be transferred to retained profits when the relevant properties are disposed of.
- (c) The other reserve represents the difference between the sales proceeds from the disposal of partial interest in a subsidiary and the reduction of interest in the carrying amounts of assets and liabilities of the subsidiary in previous years.

Consolidated Statement of Cash Flows

For the Year Ended 31st December, 2023

	<i>NOTES</i>	2023 HK\$'000	2022 <i>HK\$'000</i>
OPERATING ACTIVITIES			
Profit before taxation		28,954	616,309
Adjustments for:			
Interest income from bank deposits		(7,655)	(10,588)
Finance costs		43,780	23,098
Net decrease in fair value of investment properties		5,000	5,000
Loss on disposal of property, plant and equipment		268	461
Gain on disposal of a subsidiary		–	(521,857)
Gain on disposal of financial assets at FVTPL		–	(128)
(Reversal of impairment loss) impairment loss on property, plant and equipment		(27,915)	27,000
Depreciation of property, plant and equipment		96,388	75,011
Depreciation of right-of-use asset		785	800
		<hr/>	<hr/>
Operating cash flows before movements in working capital		139,605	215,106
Increase in inventories		(285)	(96)
Increase in trade and other receivables		(2,346)	(8,686)
Decrease (increase) in other deposits and prepayments		2,841	(1,260)
(Decrease) increase in trade and other payables and accruals		(8,486)	13,391
Increase (decrease) in rental and other deposits received		555	(299)
Increase (decrease) in contract liabilities		1,042	(20,711)
Decrease in refund liabilities		(13,178)	–
		<hr/>	<hr/>
Cash generated from operations		119,748	197,445
Hong Kong Profits Tax paid		(21,775)	(1,971)
Income tax paid in other jurisdictions		(4,738)	(6,500)
		<hr/>	<hr/>
NET CASH FROM OPERATING ACTIVITIES		93,235	188,974
INVESTING ACTIVITIES			
Net proceeds from disposal of a subsidiary	<i>26</i>	–	893,607
Acquisition of a subsidiary	<i>25</i>	–	(1,414,054)
Proceeds from disposal of financial assets at FVTPL		–	12,578
Acquisition of property, plant and equipment		(29,923)	(7,824)
Proceeds from disposal of property, plant and equipment		47	139
Interest received		7,600	10,142
		<hr/>	<hr/>
NET CASH USED IN INVESTING ACTIVITIES		(22,276)	(505,412)

Consolidated Statement of Cash Flows (Continued)

For the Year Ended 31st December, 2023

	<i>NOTES</i>	2023 HK\$'000	2022 <i>HK\$'000</i>
FINANCING ACTIVITIES			
New bank loans raised		98,248	1,226,331
(Repayment to) advance from immediate holding company		(99,270)	406,024
Repayments of bank loans		(21,773)	(1,268,954)
Interest paid		(14,256)	(8,072)
		<u> </u>	<u> </u>
NET CASH (USED IN) FROM FINANCING ACTIVITIES		(37,051)	355,329
		<u> </u>	<u> </u>
NET INCREASE IN CASH AND CASH EQUIVALENTS		33,908	38,891
		<u> </u>	<u> </u>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		265,908	247,842
		<u> </u>	<u> </u>
Effect of foreign exchange rate changes		9,429	(20,825)
		<u> </u>	<u> </u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash		309,245	265,908
		<u> </u>	<u> </u>

Notes to the Consolidated Financial Statements

For the Year Ended 31st December, 2023

1. GENERAL INFORMATION

Magnificent Hotel Investments Limited (the “Company”) is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

The Company’s immediate and intermediate holding company are Shun Ho Property Investments Limited (“Shun Ho Property”) and Shun Ho Holdings Limited (“Shun Ho Holdings”), respectively, both are public limited companies incorporated in Hong Kong whose shares are listed on the Hong Kong Stock Exchange. The directors of the Company consider the Company’s ultimate holding company to be Trillion Resources Limited, an international business company incorporated in the British Virgin Islands (the “BVI”).

The address of the registered office and principal place of business of the Company is 3rd Floor, Shun Ho Tower, 24 – 30 Ice House Street, Central, Hong Kong.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are investment and operation of hotels, property investment and securities investment.

The consolidated financial statements are presented in Hong Kong Dollars (“HK\$”), which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual periods beginning on or after 1st January, 2023 for the preparation of the consolidated financial statements:

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform-Pillar Two model Rules
HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 8 Definition of Accounting Estimates

The Group has applied the amendments for the first time in the current year. The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. The amendments to HKAS 8 clarify the distinction between changes in accounting estimates, and changes in accounting policies and the correction of errors.

The application of the amendments in the current year had no material impact on the consolidated financial statements.

Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

The Group has applied the amendments for the first time in the current year. HKAS 1 Presentation of Financial Statements is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in Note 3 to the consolidated financial statements.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Change in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong

As disclosed in note 31, the Group has several subsidiaries operating in Hong Kong which are obliged to pay LSP to employees under certain circumstances. Meanwhile, the Group makes mandatory MPF contributions to the trustee who administers the assets held in a trust solely for the retirement benefits of each individual employee. Offsetting of LSP against an employee’s accrued retirement benefits derived from employers’ MPF contributions was allowed under the Employment Ordinance (Cap.57). In June 2022, the Government of the HKSAR gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”) which abolishes the use of the accrued benefits derived from employers’ mandatory MPF contributions to offset severance payment and LSP (the “Abolition”). The Abolition will officially take effect on 1st May, 2025 (the “Transition Date”). In addition, under the Amendment Ordinance, the last month’s salary immediately preceding the Transition Date (instead of the date of termination of employment) is used to calculate the portion of LSP in respect of the employment period before the Transition Date.

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” which provides guidance for the accounting for the offsetting mechanism and the impact arising from abolition of the MPF-LSP offsetting mechanism in Hong Kong. In light of this, the Group has implemented the guidance published by the HKICPA in connection with the LSP obligation retrospectively so as to provide more reliable and more relevant information about the effects of the offsetting mechanism and the Abolition.

The Group considered that the impact from the Amendment Ordinance on the Group’s LSP liability and earnings is considered insignificant.

Amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following amendments to HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1st January, 2024.

³ Effective for annual periods beginning on or after 1st January, 2025.

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if an entity classifies liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1st January, 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1st January, 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 31st December, 2023, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group’s liabilities.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the fact that the Group’s current liabilities exceeded its current assets by HK\$392,799,000 as at 31st December, 2023. In the opinion of the directors of the Company, the Group has a number of sources of finance available to fund its operations, including internal resources and available unutilised banking facilities. The immediate holding company has also agreed not to demand for repayment until the Group has the financial ability to do so. Accordingly, the consolidated financial statements have been prepared in conformity with principles applicable to a going concern basis because:

- The Group is having a positive operating cash inflow at HK\$93,235,000 during the year and net increase in cash and cash equivalents of HK\$33,908,000. Moreover, Shun Ho Property, which is the immediate holding company agreed not to demand repayment on the amount due to immediate holding company before the Group has the financial ability to do so; and
- The Group has unutilised banking facilities with aggregate amount of HK\$827,752,000 as at 31st December, 2023.

3.2 Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

3.2 Material accounting policy information *(Continued)*

Basis of consolidation *(Continued)*

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Business combinations or asset acquisition

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Revenue from contracts with customers

Information about the Group's accounting policies relating to contracts with customers is provided in notes 5 and 21.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

3.2 Material accounting policy information *(Continued)*

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

3.2 Material accounting policy information *(Continued)*

Property, plant and equipment *(Continued)*

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as “right-of-use assets” in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets over their estimated useful lives, using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Impairment on property, plant and equipment

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss.

The recoverable amount of property, plant and equipment are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated to the assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less cost of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Impairment on property, plant and equipment (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 “Revenue from Contracts with Customers” (“HKFRS 15”). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Dividend income which is derived from the Group’s ordinary course of business are presented as revenue.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

3.2 Material accounting policy information *(Continued)*

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets *(Continued)*

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the security revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the security revaluation reserve.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, rental and other deposits received, amount due to immediate holding company, amount due to a shareholder and bank loans) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve.

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Taxation (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred taxes for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale, except for freehold land, which is always presumed to be recovered entirely through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same tax authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly to equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Employee benefits

Retirement benefit costs

Payments to the Group's Mandatory Provident Fund Scheme and other defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgment in applying accounting policies

The following is the critical judgment, apart from those involving estimations (see below), that the directors of the company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. The Group has not recognised any deferred taxes on changes in fair value of investment properties located in Hong Kong as the Group is not subject to any income taxes on fair value changes of the investment properties on disposal.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuer. Fair value of investment properties is derived by income approach. Details of the valuation techniques and key inputs used in the valuations are disclosed in note 16 to the consolidated financial statements. The valuation of investment properties are dependent on those key inputs that involve the management's and Valuer's judgements, including reversionary yield and market rent. A table showing (i) inputs that are not based on observable market data to estimate the fair value of investment properties; and (ii) the relationship of significant unobservable inputs to fair value is disclosed in note 16.

In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

As at 31st December, 2023, the carrying amount of the Group's investment properties is HK\$1,061,460,000 (2022: HK\$1,020,440,000).

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

5. REVENUE

Revenue represents the aggregate of income from operation of hotels, property rental and dividend income, and are analysed as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Income from operation of hotels	414,420	403,159
Income from property rental	37,346	36,281
Dividend income	45	42
	<u>451,811</u>	<u>439,482</u>

(i) **Disaggregation of revenue for operation of hotels with the amounts disclosed in the hospitality services segment**

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Types of goods or services (time of revenue recognition):		
Room revenue and other ancillary services (recognised over time)	407,683	371,978
Food and beverage (recognised at a point in time)	6,737	31,181
	<u>414,420</u>	<u>403,159</u>
Geographical markets:		
Hong Kong	409,026	383,982
The People's Republic of China ("PRC")	5,394	19,177
	<u>414,420</u>	<u>403,159</u>

(ii) **Performance obligations for contracts with customers and revenue recognition policies**

Based on the hotel operation pattern, the directors of the Company are of the opinion that the services income from operation of hotels are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to the unsatisfied contracts is not disclosed.

Revenue from room revenue and other ancillary service is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation, as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

Revenue from hotel food and beverage sales is recognised at a point in time when the food and beverage are served.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

5. REVENUE (Continued)

(iii) Leases

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
For operating leases:		
Fixed lease payments	<u>37,346</u>	<u>36,281</u>

6. SEGMENT INFORMATION

HKFRS 8 “Operating Segments” requires operating and reportable segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (the “CODM”), being the Chairman of the Company, for the purposes of allocating resources to segments and assessing their performance. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The Group’s operating and reportable segments under HKFRS 8 are therefore as follows:

1. Hospitality services – Best Western Plus Hotel Kowloon
2. Hospitality services – Best Western Plus Hotel Hong Kong
3. Hospitality services – Magnificent International Hotel, Shanghai
4. Hospitality services – Best Western Hotel Causeway Bay
5. Hospitality services – Ramada Hong Kong Harbour View
6. Hospitality services – Ramada Hong Kong Grand
7. Hospitality services – Grand City Hotel
8. Hospitality services – Wood Street Hotel
9. Hospitality services – Grand Bay View Hotel
10. Property investment – Shops, hotel and residential properties
11. Securities investment

Information regarding the above segments is reported below.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

6. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments for both years:

	Segment revenue		Segment results	
	Year ended 31st December,		Year ended 31st December,	
	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hospitality services	414,420	403,159	74,691	136,545
– Best Western Plus Hotel Kowloon	57,624	29,922	10,181	(7,355)
– Best Western Plus Hotel Hong Kong	83,829	57,220	31,148	14,765
– Magnificent International Hotel, Shanghai	5,394	19,177	(3,129)	4,183
– Best Western Hotel Causeway Bay	53,182	64,135	8,265	23,295
– Ramada Hong Kong Harbour View	92,391	109,027	38,712	61,950
– Ramada Hong Kong Grand	86,770	101,664	13,170	34,098
– Grand City Hotel	–	22,014	–	5,609
– Grand Bay View Hotel	35,230	–	(23,656)	–
Property investment	37,346	36,281	32,346	31,281
Securities investment	45	42	45	42
	451,811	439,482	107,082	167,868
Gain on disposal of a subsidiary			–	521,857
Other income and gains and losses			36,597	(12,341)
Administration expenses			(70,945)	(37,977)
Finance costs			(43,780)	(23,098)
Profit before taxation			28,954	616,309

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in note 3. Segment results represents the profit earned by/loss from each segment without allocation of central administration costs, other income and gains and losses and finance costs. This is the measure reported to the CODM, for the purposes of resources allocation and performance assessment.

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales for both years.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segments:

	2023 HK\$'000	2022 HK\$'000
Segment assets		
Hospitality services	3,741,293	3,760,420
– Best Western Plus Hotel Kowloon	213,209	227,457
– Best Western Plus Hotel Hong Kong	305,560	309,121
– Magnificent International Hotel, Shanghai	58,066	62,544
– Best Western Hotel Causeway Bay	271,689	282,792
– Ramada Hong Kong Harbour View	476,977	483,726
– Ramada Hong Kong Grand	577,643	606,620
– Wood Street Hotel	412,253	364,921
– Grand Bay View Hotel	1,425,896	1,423,239
Property investment	1,061,460	1,020,440
Securities investment	100,739	144,403
Total segment assets	4,903,492	4,925,263
Unallocated assets	382,880	340,245
Consolidated assets	5,286,372	5,265,508
Segment liabilities		
Hospitality services	37,992	44,599
– Best Western Plus Hotel Kowloon	5,504	4,959
– Best Western Plus Hotel Hong Kong	6,467	7,702
– Magnificent International Hotel, Shanghai	961	851
– Best Western Hotel Causeway Bay	4,821	9,115
– Ramada Hong Kong Harbour View	5,978	12,451
– Ramada Hong Kong Grand	7,433	8,966
– Grand Bay View Hotel	6,828	555
Property investment	11,406	10,878
Securities investment	1	1
Total segment liabilities	49,399	55,478
Unallocated liabilities	1,016,961	977,266
Consolidated liabilities	1,066,360	1,032,744

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating and reportable segments other than the Group's head office corporate assets (including certain property, plant and equipment), all bank balances and cash and certain other receivables and deposits; and
- all liabilities are allocated to operating and reportable segments other than the Group's head office corporate liabilities, amount due to immediate holding company, amount due to a shareholder, bank loans, tax liabilities and deferred tax liabilities.

Other segment information

Depreciation of property, plant and equipment and depreciation of right-of-use asset		Additions to non-current assets	
2023	2022	2023	2022
HK\$'000	HK\$'000	HK\$'000	HK\$'000

Amounts included in the measure of segment profit or loss or segment assets:

Hospitality services	95,375	73,953	29,850	1,428,454
– Best Western Plus Hotel Kowloon	15,509	16,132	151	76
– Best Western Plus Hotel Hong Kong	4,212	4,176	656	996
– Magnificent International Hotel, Shanghai	2,602	2,488	1,225	13
– Best Western Hotel Causeway Bay	11,737	11,730	636	1,019
– Ramada Hong Kong Harbour View	6,187	6,164	1,003	1,017
– Ramada Hong Kong Grand	29,556	29,689	457	511
– Grand City Hotel	–	3,574	–	241
– Wood Street Hotel	–	–	–	3,886
– Grand Bay View Hotel	25,572	–	25,722	1,420,695
Property investments	–	–	–	14
	95,375	73,953	29,850	1,428,468

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

6. SEGMENT INFORMATION (Continued)

Revenue from major services

The following is an analysis of the Group's revenue from its major services:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Room revenue (<i>Note</i>)	406,495	369,004
Food and beverage	6,737	31,181
Property rental income	37,346	36,281
Dividend income	45	42
Other hotel ancillary income	1,188	2,974
	<u>451,811</u>	<u>439,482</u>

Note: During the year ended 31st December 2022, revenue included proceeds from the Government of the Hong Kong Special Administrative Region (the "HKSAR Government") for providing several hotel facilities as Quarantine Centre (the "QC") and Community Isolation Facilities (the "CIFs") to the Department of Health to deal with the fifth wave of Covid-19, amounting to HK\$150,419,000.

Geographical information

The Group's operations are located in Hong Kong, the PRC and the UK.

The following is an analysis of the Group's revenue primarily by geographical markets based on location of assets:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Hong Kong (place of domicile)	411,853	385,840
The PRC	5,394	19,177
The UK	34,564	34,465
	<u>451,811</u>	<u>439,482</u>

The following is an analysis of the Group's non-current assets by geographical location of the assets:

	Non-current assets (<i>Note</i>)	
	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Hong Kong (<i>note</i>)	3,910,072	3,537,895
The PRC	57,196	59,637
The UK	881,460	1,229,850
	<u>4,848,728</u>	<u>4,827,382</u>

Note: Non-current assets excluded equity instruments at FVTOCI.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

6. SEGMENT INFORMATION (Continued)

Geographical information (Continued)

Save for the revenue from the HKSAR Government for providing several hotel facilities as the QC and the CIFs to the Department of Health to deal with the fifth wave of Covid-19 which contributed over 10% of the total sales of the Group during the year ended 31st December, 2022, there were no customers individually contributing over 10% of the total revenue for both years.

7. OTHER INCOME AND GAINS AND LOSSES

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Other income and gains and losses comprise:		
Interest income from bank deposits	7,655	10,588
Exchange loss	(27)	(9)
Management fee income	895	716
Loss on disposal of property, plant and equipment	(268)	(461)
Reversal of impairment loss (impairment loss) on property, plant and equipment	27,915	(27,000)
Government grants	–	3,650
Gain on disposal of financial assets at FVTPL	–	128
Others	427	47
	<u>36,597</u>	<u>(12,341)</u>

8. FINANCE COSTS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Interests on:		
Bank loans	14,462	8,226
Amount due to immediate holding company (note 32)	29,318	14,872
	<u>43,780</u>	<u>23,098</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

9. PROFIT BEFORE TAXATION

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Profit before taxation has been arrived at after charging:		
Auditor's remuneration	1,830	1,386
Staff costs including directors' emoluments	145,761	115,655
Depreciation of property, plant and equipment	96,388	75,011
Depreciation of right-of-use asset	785	800
	<u>785</u>	<u>800</u>

10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' and Chief Executive's emoluments

The emoluments paid or payable to the Company's directors are as follows:

	Year ended 31st December, 2023				Total <i>HK\$'000</i>
	Directors' fees <i>HK\$'000</i>	Basic salaries, allowances and benefits- in-kind <i>HK\$'000</i>	Performance related bonus payments <i>HK\$'000</i>	Contributions to retirement benefits schemes <i>HK\$'000</i>	
Executive Directors					
Mr. William Cheng Kai Man	-	6,557	1,949	18	8,524
Mr. Albert Hui Wing Ho	-	1,398	369	18	1,785
Madam Kimmy Lau Kam May	-	1,236	89	18	1,343
Madam Ng Yuet Ying	-	1,410	573	18	2,001
Madam Wendy Cheng Wai Kwan	-	210	-	-	210
Non-executive Director					
Madam Mabel Lui Fung Mei Yee	17	-	-	-	17
Independent Non-executive Directors					
Mr. Chan Kim Fai	70	-	-	-	70
Mr. Lam Kwai Cheung	70	-	-	-	70
Mr. Warren Liu Yuk Cho	70	-	-	-	70
	<u>227</u>	<u>10,811</u>	<u>2,980</u>	<u>72</u>	<u>14,090</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and Chief Executive's emoluments (Continued)

	Year ended 31st December, 2022				Total HK\$'000
	Directors' fees HK\$'000	Basic salaries, allowances and benefits- in-kind HK\$'000	Performance related bonus payments HK\$'000	Contributions to retirement benefits schemes HK\$'000	
Executive Directors					
Mr. William Cheng Kai Man	–	6,306	1,878	18	8,202
Mr. Albert Hui Wing Ho	–	1,324	358	18	1,700
Madam Kimmy Lau Kam May	–	1,198	86	18	1,302
Madam Ng Yuet Ying	–	1,342	260	18	1,620
Madam Wendy Cheng Wai Kwan	–	210	–	–	210
Non-executive Director					
Madam Mabel Lui Fung Mei Yee	67	–	–	–	67
Independent Non-executive Directors					
Mr. Chan Kim Fai	67	–	–	–	67
Mr. Lam Kwai Cheung	67	–	–	–	67
Mr. Warren Liu Yuk Cho	67	–	–	–	67
	268	10,380	2,582	72	13,302

Mr. William Cheng Kai Man is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

No directors waived any emoluments in the years ended 31st December, 2023 and 2022.

The performance related bonus payments payable to the executive directors are determined based on the performance of the individual directors.

During the years ended 31st December, 2023 and 2022, no emolument was paid to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(b) Employees' emoluments

The five highest paid employees of the Group during the year included four (2022: four) directors whose emoluments are included above. The emoluments of the remaining one highest paid employee who is neither a director nor chief executive of the Company (2022: one individual) is as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Basic salaries, allowances and benefits-in-kind	973	1,091
Performance related bonus payments	85	185
Contributions to retirement benefit scheme	18	18
	<u>1,076</u>	<u>1,294</u>

The emoluments were within the following band:

	Number of individual 2023	2022
HK\$1,000,001 to HK\$1,500,000	<u>1</u>	<u>1</u>

11. INCOME TAX EXPENSE

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
The taxation expense comprises:		
Current tax		
Hong Kong	38,081	14,419
PRC Enterprise Income Tax	14	598
The UK	5,191	5,477
	<u>43,286</u>	<u>20,494</u>
Overprovision in prior years		
Hong Kong	(337)	(60)
The UK	(505)	(93)
	<u>42,444</u>	<u>20,341</u>
Deferred tax (note 24)	<u>19,561</u>	<u>3,805</u>
	<u>62,005</u>	<u>24,146</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

11. INCOME TAX EXPENSE (Continued)

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for both years.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% for both years.

Under the UK Tax Law, the tax rate of the subsidiary operating in the UK is 25% (2022: 19%).

According to a joint circular of the Ministry of Finance and State Administration of Taxation – Cai Shui 2008 No. 1, starting from 1st January, 2008, 10% withholding income tax will be imposed on dividends related to profits earned by the companies established in the PRC in the calendar year 2008 onwards, being declared to their foreign shareholders pursuant to Articles 3 and 6 of the EIT Law, and Article 17 of the Implementation Rules of the EIT Law. Deferred tax liability on the temporary differences attributable to the undistributed profit earned by the Company’s PRC subsidiary has been recognised in full and amount of HK\$Nil (2022: HK\$328,000) were charged to profit or loss.

Income tax expense for the year can be reconciled to profit before taxation as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Profit before taxation	<u>28,954</u>	<u>616,309</u>
Tax at the Hong Kong Profits Tax rate of 16.5% (2022: 16.5%)	4,777	101,691
Tax effect of expenses not deductible for tax purpose	14,287	12,839
Tax effect of income not taxable for tax purpose	(7,354)	(90,865)
Overprovision in respect of prior years	(842)	(153)
Tax effect of tax losses not recognised	2	369
Utilisation of tax losses previously not recognised	(41)	(113)
Effect of different tax rates of subsidiaries operating in other jurisdictions	2,763	958
Others (Note)	<u>48,413</u>	<u>(580)</u>
Income tax expense of the year	<u>62,005</u>	<u>24,146</u>

Note: During the year ended 31st December, 2023, the Group has transferred a hotel property in Hong Kong between two subsidiaries upon a reorganisation, which give rise to a current tax charge of HK\$48 million representing effect of tax deductions previously claimed by prior property owners, including the transferor, in respect of the hotel property whereas the transferee has recognised deferred tax liability of HK\$25 million arising on accelerated tax depreciation and deferred tax asset of HK\$18 million in respect of tax losses at 31st December, 2023, as a result of this arrangement. The net effect is not significant to the consolidated profit and loss statement. There was no such arrangement in the year ended 31st December, 2022.

12. DIVIDEND

No dividend was paid or proposed by the directors for ordinary shareholders of the Company during 2023 and 2022, nor has any dividend been proposed since the end of the reporting period.

13. (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share is based on the loss for the year attributable to owners of the Company of HK\$32,911,000 (profit for 2022: HK\$592,799,000) and on 8,947,051,000 shares (2022: 8,947,051,000 shares) in issue during the year.

Diluted (loss) earnings per share for both years are not presented as there are no potential ordinary shares exist during both years.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings <i>HK\$'000</i>	Hotel properties <i>HK\$'000</i>	Renovation/ Construction in progress <i>HK\$'000</i>	Furniture, fixtures and equipment <i>HK\$'000</i>	Others <i>HK\$'000</i>	Total <i>HK\$'000</i>
COST						
At 1st January, 2022	92,946	3,091,539	432,965	130,534	30,869	3,778,853
Exchange realignment	(3,304)	(6,237)	(44,930)	(481)	(17)	(54,969)
Additions	–	–	3,886	3,936	2	7,824
Acquisition of a subsidiary (note 25)	–	–	1,420,695	–	–	1,420,695
Disposal of a subsidiary (note 26)	–	(397,228)	–	(11,525)	–	(408,753)
Disposals	–	–	–	(3,374)	–	(3,374)
At 31st December, 2022	89,642	2,688,074	1,812,616	119,090	30,854	4,740,276
Exchange realignment	1,576	(1,128)	20,332	(5)	(3)	20,772
Additions	–	–	25,723	3,919	281	29,923
Disposals	–	–	–	(691)	(42)	(733)
Transfer	–	1,420,695	(1,446,418)	25,723	–	–
At 31st December, 2023	91,218	4,107,641	412,253	148,036	31,090	4,790,238
DEPRECIATION AND IMPAIRMENT						
At 1st January, 2022	20,708	751,235	–	97,413	29,683	899,039
Exchange realignment	(659)	(3,104)	–	(452)	(16)	(4,231)
Provided for the year	1,601	66,669	–	6,229	512	75,011
Impairment loss recognised in profit or loss	–	–	27,000	–	–	27,000
Eliminated on disposal of a subsidiary (note 26)	–	(31,045)	–	(5,292)	–	(36,337)
Eliminated on disposals	–	–	–	(2,774)	–	(2,774)
At 31st December, 2022	21,650	783,755	27,000	95,124	30,179	957,708
Exchange realignment	27	(544)	915	(57)	(3)	338
Provided for the year	1,601	88,142	–	6,293	352	96,388
Reversal of impairment loss recognised in profit or loss	–	–	(27,915)	–	–	(27,915)
Eliminated on disposals	–	–	–	(376)	(42)	(418)
At 31st December, 2023	23,278	871,353	–	100,984	30,486	1,026,101
CARRYING AMOUNTS						
At 31st December, 2023	67,940	3,236,288	412,253	47,052	604	3,764,137
At 31st December, 2022	67,992	1,904,319	1,785,616	23,966	675	3,782,568

Note: Leasehold land and buildings are situated on land in Hong Kong.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment (except renovation/construction in progress) are depreciated on a straight-line basis at the following rates per annum:

Leasehold land	Over the remaining term of land lease
Hotel properties and buildings	50 years or over the remaining term of land lease, whichever is shorter
Furniture, fixtures and equipment	4% – 20%
Others	20%

Impairment assessment

As at 31st December, 2022, due to the inflationary environment and interest rates hike, the management of the Group concluded there was indication for impairment and conducted impairment assessment on certain construction in progress in the UK with carrying amounts of HK\$391,920,000. The recoverable amounts of the construction in progress have been determined based on their value in use. The relevant assets were impaired to their recoverable amount of HK\$364,920,000, which is their carrying values at year end and the impairment of HK\$27,000,000 has been recognised in profit or loss to which these assets relate during the year.

As at 31st December, 2023, due to the recovery and stabilization of the hotel operation in the UK, the management of the Group concluded there was indication for reversal of impairment. The Group engages third party qualified valuers to perform valuation, measured using discounted cash flow projection. The period over which the management has projected the projection is 5 years and the growth rate used to extrapolate cash flow projection approximate inflation.

15. RIGHT-OF-USE ASSET

	Leasehold land <i>HK\$'000</i>
As at 31st December, 2023	
Carrying amount	23,131
As at 31st December, 2022	
Carrying amount	24,374
For the year ended 31st December, 2023	
Depreciation charge	(785)
Exchange realignment	(458)
	(1,243)
For the year ended 31st December, 2022	
Depreciation charge	(800)
Exchange realignment	(2,483)
	(3,283)

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

15. RIGHT-OF-USE ASSET (Continued)

The right-of-use asset is depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Expense relating to short-term leases	<u>1,040</u>	<u>1,040</u>
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	<u>1,326</u>	<u>1,066</u>
Total cash outflow for leases	<u>2,366</u>	<u>2,106</u>

For both years, the Group leases land and rented equipment for its operation. Lease contracts are entered into for fixed terms from 1 to 50 years.

16. INVESTMENT PROPERTIES

The Group leases out two shops, two residential properties in Hong Kong and one investment property located in United Kingdom under operating leases with rentals payable monthly and quarterly. The leases typically run for an initial period of 3 to 23 years, with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
FAIR VALUE		
At the beginning of the year	1,020,440	1,121,905
Exchange realignment	46,020	(96,465)
Net decrease in fair value recognised in profit or loss	<u>(5,000)</u>	<u>(5,000)</u>
At the end of the year	<u>1,061,460</u>	<u>1,020,440</u>

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2023

16. INVESTMENT PROPERTIES *(Continued)*

The fair values of the Group's investment properties as at 31st December, 2023 and 31st December, 2022 have been arrived at on the basis of valuations carried out on that date by both Cushman & Wakefield Limited and Allsop LLP, the Valuer which are not connected with the Group. The valuation reports on these properties are signed by a director of Cushman & Wakefield Limited who is a member of The Hong Kong Institute of Surveyors and a partner of Allsop LLP who is a member of the Royal Institution of Chartered Surveyors, and were arrived at by adopting the income approach as available in the market to assess the market value of the investment properties. During the assessment of the fair values of investment properties, the Valuer and the Directors of the Company have exercised their judgement and are satisfied that the method of valuation and the key inputs, including term yield, reversionary yield and market rent, are reflective of the current market conditions. If there are changes in the assumptions used for the valuations, the fair value of the investment properties will change in the future.

The investment properties of the Group with an aggregate carrying amount of approximately HK\$1,031,460,000 (2022: HK\$989,440,000) were rented out under operating leases at the end of the reporting period. The resulting loss on fair value changes of investment properties HK\$5,000,000 has been recognised directly in profit or loss for the year (2022: HK\$5,000,000).

In estimating the fair value of the properties, the highest and best use of the properties is their current use. The income approach estimates the values of the properties on an open market basis by capitalising rental income on a fully leased basis having regard to the current passing rental income from existing tenancies and potential future reversionary income at the market level. The term value involves the capitalisation of the current passing rental income over the existing lease term. The reversionary value is taken to be current market rental income upon the expiry of the lease and is capitalised on a fully leased basis. In this approach, the Valuer has considered the term yield and reversionary yield. The term yield is used for capitalisation of the current passing rental income as at the date of valuation whilst the reversionary yield is used to convert reversionary rental income.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

16. INVESTMENT PROPERTIES (Continued)

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Investment properties held by the Group	Fair value at 31st December		Valuation techniques and key inputs	Significant unobservable inputs	Sensitivity
	2023 HK\$'000	2022 HK\$'000			
Commercial units and residential units in Hong Kong	180,000	185,000	Income approach based on term yield, reversionary yield and market rent on similar properties	Term yield, taking into account of yield generated by market lease over market value on comparables, which ranging from 1.88% to 2.75% (2022: 1.88% to 2.75%)	A slight increase in term yield used would result in a slight decrease in fair value, and vice versa.
				Reversionary yield, taking into account of yield generated by market lease over market value on comparables, which ranging from 1.88% to 2.75% (2022: 1.88% to 2.75%)	A slight increase in reversionary yield used would result in a significant decrease in fair value, and vice versa.
				Market rent, taking into account on the market lease comparables, which ranging from HK\$32.10 and HK\$84.44 (2022: HK\$33.06 and HK\$88.94) per square feet	A slight increase in the market rent used would result in a significant increase in fair value, and vice versa.
Commercial units in the UK	881,460	835,440	Income approach based on term yield, reversionary yield and market rent on similar properties	Term yield, taking into account of yield generated by market lease over market value on comparables, which is 4.87% (2022: 4.58%)	A slight increase in term yield used would result in a significant decrease in fair value, and vice versa.
				Reversionary yield, taking into account of yield generated by market lease over market value on comparables, which is 4.94% (2022: 4.58%)	A slight increase in reversionary yield used would result in a significant decrease in fair value, and vice versa.
				Market rent, taking into account on the market lease comparables, which is Pound Sterling ("GBP") 2.93 (2022: GBP2.74) per square feet	A slight increase in the market rent used would result in a significant increase in fair value, and vice versa.
	<u>1,061,460</u>	<u>1,020,440</u>			

There were no transfers into or out of Level 3 during both years.

As at 31st December, 2023, the Group's investment properties amounted to HK\$980,460,000 (2022: HK\$937,440,000) have been pledged to secure banking facilities granted to the Group.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

17. TRADE AND OTHER RECEIVABLES

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Trade receivables from contracts with customers	15,569	10,730
Other receivables	2,891	5,329
	<u>18,460</u>	<u>16,059</u>

As at 1st January, 2022, trade receivables from contracts with customers amounted to HK\$3,402,000.

Except for a credit period of 30 to 60 days granted to travel agencies and certain customers of the hotels, the Group does not allow any credit period to customers. The following is an aged analysis of the Group's trade receivables from contracts with customers presented based on the invoice date at the end of the reporting period:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Not yet due	14,947	8,122
Overdue:		
0 – 30 days	137	1,194
31 – 60 days	25	1,057
61 – 90 days	460	357
	<u>15,569</u>	<u>10,730</u>

As at 31st December, 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$622,000 (2022: HK\$2,608,000) which are past due as at the reporting date.

Details of impairment assessment of trade receivables from contracts with customers, other receivables and other deposits are set out in note 36.

No credit loss allowance has been recognised on the trade and other receivables as the directors of the Company consider that the amount is immaterial.

18. BANK BALANCES AND CASH

Bank balances carry interest at prevailing deposit interest rates ranging from 0.01% to 5.30% (2022: 0.01% to 1.35%) per annum.

Details of impairment assessment of bank balances are set out in note 36.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

19. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Listed:		
Equity securities listed in Hong Kong Stock Exchange	<u>100,739</u>	<u>144,403</u>

The fair value of listed equity securities is determined by reference to quoted market bid price from the Hong Kong Stock Exchange.

The Group's non-current equity securities listed in Hong Kong include approximately 11.75% (2022: 11.75%) interest in Shun Ho Property, approximately 20.57% (2022: 20.57%) interest in Shun Ho Holdings and some ordinary shares of another entity. All of them are public companies incorporated and listed on Hong Kong Stock Exchange.

The Company is a subsidiary of Shun Ho Property and Shun Ho Holdings. Under the Hong Kong Companies Ordinance, companies within the Group who are shareholders of Shun Ho Property and Shun Ho Holdings have no right to vote at meetings of Shun Ho Property and Shun Ho Holdings. The directors are of the opinion that the Group is not in a position to exercise significant influence over Shun Ho Property and Shun Ho Holdings, accordingly, the results of Shun Ho Property and Shun Ho Holdings have not been accounted for on an equity basis.

These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

20. TRADE AND OTHER PAYABLES AND ACCRUALS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Trade payables	3,875	2,487
Interest payables	388	182
Other payables	971	7,116
Legal and professional fee payables	2,167	10,908
Rental receipt in advance	8,150	7,717
Accrued staff costs	13,581	10,513
Other accruals	<u>11,979</u>	<u>12,992</u>
	<u>41,111</u>	<u>51,915</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

20. TRADE AND OTHER PAYABLES AND ACCRUALS (Continued)

The following is an aged analysis of the Group's trade payables presented based on the invoice date at the end of the reporting period:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
0 – 30 days	3,864	2,414
31 – 60 days	9	72
61 – 90 days	2	1
	<u>3,875</u>	<u>2,487</u>

The credit period on purchase of goods is up to 30 days. The Group has financial risk management policies in place to ensure that all payables are within credit timeframe.

21. CONTRACT LIABILITIES/REFUND LIABILITIES

Contract liabilities

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Receipt in advance	<u>6,786</u>	<u>5,744</u>

As at 1st January, 2022, contract liabilities amounted to HK\$26,455,000.

Contract liabilities of the Group, which are expected to be settled within the Group's normal operating cycle, are classified as current.

Revenue from hospitality services recognised during the year ended 31st December, 2023 that was included in the contract liabilities at the beginning of the year was HK\$5,744,000 (2022: HK\$14,265,000).

The Group recognises hospitality services revenue when related performance obligation is satisfied. Contract liabilities represents receipt in advance from hotel guests.

Refund liabilities

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Refund liabilities	<u>1,754</u>	<u>14,932</u>

The refund liabilities relate to customers' right to return hotel bookings after the announcement of lifting of compulsory quarantine requirement for inbound persons from overseas places starting from late September 2022.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

22. BANK LOANS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Secured bank loans	<u>330,298</u>	<u>241,715</u>
The carrying amounts of bank loans are repayable (based on scheduled repayment dates set out in the loan agreements):		
Within a period of more than two years but not exceeding five years	<u>232,050</u>	<u>219,715</u>
The carrying amounts of bank loans that contain a repayment on demand clause (shown under current liabilities) but repayable:		
Within one year	<u>98,248</u>	<u>22,000</u>
	<u>330,298</u>	<u>241,715</u>
Amounts shown under current liabilities	<u>98,248</u>	<u>22,000</u>
Amounts shown under non-current liabilities	<u>232,050</u>	<u>219,715</u>
	<u>330,298</u>	<u>241,715</u>

All the Group's bank loans are floating rate borrowings. The bank loans are secured over certain of the Group's assets as disclosed in note 30. Effective interest rate is 5.76% (2022: 4.69%) per annum.

23. SHARE CAPITAL

	Number of shares <i>'000</i>	Amount <i>HK\$'000</i>
Ordinary shares		
Issued and fully paid:		
At 1st January, 2022, 31st December, 2022 and 2023	<u>8,947,051</u>	<u>841,926</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

24. DEFERRED TAX LIABILITIES/ASSET

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax liabilities and asset have been offset. The following are the deferred tax liabilities (asset) recognised and movements thereon during the current and prior reporting periods:

	Business combination	Accelerated tax depreciation	Withholding tax	Tax losses	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
At 1st January, 2022	21,170	81,367	3,214	(15,655)	90,096
Acquisition of a subsidiary (note 25)	–	–	–	(8,664)	(8,664)
Disposal of a subsidiary (note 26)	–	(8,908)	–	7,710	(1,198)
(Credit) charge to profit or loss	(761)	371	328	3,867	3,805
At 31st December, 2022	20,409	72,830	3,542	(12,742)	84,039
(Credit) charge to profit or loss	(761)	28,072	–	(7,750)	19,561
At 31st December, 2023	19,648	100,902	3,542	(20,492)	103,600

At the end of the reporting period, the Group has unused tax losses of HK\$146,671,000 (2022: HK\$99,936,000) available to offset against future profits. A deferred tax asset has been recognised in respect of such losses to the extent of HK\$124,194,000 (2022: HK\$77,223,000). No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$22,477,000 (2022: HK\$22,713,000) due to the unpredictability of future profit streams. All the unrecognised tax losses may be carried forward indefinitely.

25. ACQUISITION OF A SUBSIDIARY

On 11th May, 2022, Shun Ho Construction (Holdings) Limited (“Shun Ho Construction”), a direct wholly owned subsidiary of the Group has entered into a sale and purchase agreement with Crest Incorporated, an independent third party to the Group to acquire the entire equity interest in Ocean Time Investments Limited (“Ocean Time”) and accept the assignment of the loan owing by Ocean Time, at a consideration of HK\$1,430,864,000 (the “Acquisition”), Ocean Time holds a hotel property which is located in Hong Kong. In December 2022, the Acquisition was completed pursuant to the fulfilment of all conditions as set out in Sale and Purchase Agreement signed.

Consideration transferred:

	2022
	<i>HK\$'000</i>
Consideration paid in cash	1,416,011
Deferred cash consideration	14,853
	<u>1,430,864</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

25. ACQUISITION OF A SUBSIDIARY (Continued)

Assets acquired and liabilities recognised at the date of acquisition:

	2022 HK\$'000
Property, plant and equipment	1,420,695
Trade and other receivable	1,042
Deposit and prepayment	1,392
Bank balance and cash	1,957
Other payable and accruals	(2,886)
Deferred tax assets	8,664
	<u>1,430,864</u>

Net cash outflows arising on acquisition of Ocean Time:

	2022 HK\$'000
Consideration paid in cash	1,416,011
Less: bank balances and cash acquired	<u>(1,957)</u>
	<u>1,414,054</u>

26. DISPOSAL OF A SUBSIDIARY

On 11th May, 2022, Babenna Limited (“Babenna”), a direct wholly-owned subsidiary of the Group entered into a sale and purchase agreement with SYP Investment Limited (“SYP Investment”), an independent third party to dispose the entire equity interest of Sino Money Investments Limited (“Sino Money”), which holds a hotel namely Grand City Hotel in Hong Kong, and assign to SYP Investment the loan owing by Sino Money to Babenna as at completion at a consideration of HK\$900,532,000. The net assets of Sino Money at the date of disposal were as follows:

Consideration received:

	2022 HK\$'000
Cash received	<u>900,532</u>
Total consideration received	<u>900,532</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

26. DISPOSAL OF A SUBSIDIARY (Continued)

Analysis of assets and liabilities over which control was lost:

	At 27th September, 2022 HK\$'000
Property, plant and equipment	372,416
Deposits and prepayments	651
Trade and other payables	(119)
Deferred tax liabilities	(1,198)
	<hr/>
Net assets disposed of	371,750
	<hr/> <hr/>
Gain on disposal of a subsidiary:	
Consideration received	900,532
Net assets disposed of	(371,750)
Legal and professional fees for directly attributable to the disposal	(6,925)
	<hr/>
Gain on disposal	521,857
	<hr/> <hr/>
Net cash inflow arising on disposal:	
Cash consideration	900,532
Less: Legal and professional fee paid during the year ended 31st December, 2022	(6,925)
	<hr/>
	893,607
	<hr/> <hr/>

27. SHARE OPTION SCHEME

An employee share option scheme of the Company was adopted at the extraordinary general meeting held on 14th November, 2013 (the "Share Option Scheme") and was amended at the annual general meeting held on 18th June, 2014. Pursuant to the Share Option Scheme, the Board of Directors may, at its discretion, offer to grant options to subscribe for shares of the Company based on the terms and conditions set out therein to any director (including executive, non-executive directors and independent non-executive directors) and any employee of the Group whom the Board of Directors considers, in its sole discretion, have contributed or will contribute to the Group. The Share Option Scheme was expired on 13th November, 2023.

The purpose of the Share Option Scheme is to reward hotel senior management according to their performance in relation to the growth of hotel revenue.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

27. SHARE OPTION SCHEME (Continued)

Summary of the Share Option Scheme is as below:

- (i) The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not exceed 5% of the shares in issue on the date of the adoption of Share Option Scheme.
- (ii) The maximum number of shares issuable upon exercise of the share options granted under the Share Option Scheme to each eligible participant in any 12 month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Any further grant of share options in excess of this 1% limit shall be subject to shareholders' approval in a general meeting of the Company with such participants and their associates (as defined in the Listing Rules) abstaining from voting, and/or other requirements prescribed under the Listing Rules from time to time.

Any grant of share options to a director, chief executive or substantial shareholder of the Company or any of their respective associates is required to be approved by the independent non-executive directors. If the Board of Directors proposes to grant share options to a substantial shareholder or any independent non-executive director or their respective associates which will result in the number of shares issued and to be issued upon exercise of share options granted and to be granted (including share options exercised, cancelled and outstanding) to such person in the 12 month period up to and including the date of grant: (i) representing in aggregate over 0.1%, or such other percentage as may be from time to time provided under the Listing Rules, of the shares in issue; and (ii) having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the official closing price of the shares at the date of each grant, such further grant of share options will be subject to shareholders' approval in general meeting of the Company at which all connected persons of the Company shall abstain from voting, and/or other requirements prescribed under the Listing Rules from time to time.

- (iii) The shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company at any time shall not exceed 30% of the shares in issue from time to time.
- (iv) An option may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period which may be determined and notified by the Board of Directors to the grantees at the time of making an offer which shall not expire later than 10 years from the grant date.
- (v) Upon acceptance of an option, the grantee shall pay HK\$10.00 to the Company by way of consideration for the grant.
- (vi) The subscription price of a share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board of Directors in its absolute discretion shall determine, save that such price will not be less than the highest of: (i) the official closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheets on the date of grant; and (ii) the average of the official closing prices of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant.

No share option has been granted under the Share Option Scheme and no other share option scheme was adopted by the Group and its subsidiaries during the year ended 31st December, 2023.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

28. CAPITAL COMMITMENTS

As at 31st December, 2023, the Group had commitments contracted for but not provided in the consolidated financial statements in respect of expenditure on property, plant and equipment amounting to HK\$Nil (2022: HK\$11,140,000).

29. OPERATING LEASES ARRANGEMENTS

The Group as lessor

All of the properties held for rental purposes have committed lessees for two months to sixteen years from the end of the reporting period without termination options granted to tenants.

Undiscounted lease payments receivable on leases are as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Within one year	38,471	37,126
In the second year	36,748	34,465
In the third year	36,148	34,465
In the fourth year	35,308	34,465
In the fifth year	35,308	34,465
After five years	440,471	429,949
	<u>622,454</u>	<u>604,935</u>

30. PLEDGE OF ASSETS

At the end of the reporting period, the bank loan facilities of the Group were secured by the followings:

- (a) investment properties and hotel properties of the Group with carrying amounts as at 31st December, 2023 of approximately HK\$980 million (2022: HK\$937 million) and HK\$1,545 million (2022: HK\$1,596 million), respectively;
- (b) pledge of shares in certain subsidiaries of the Company with an aggregate net asset value as at 31st December, 2023 of approximately HK\$634 million (2022: HK\$574 million);
- (c) assignment of property rental of certain subsidiaries of the Company; and
- (d) assignment of insurance on an investment property.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

31. RETIREMENT BENEFIT PLANS

The Group participates the Mandatory Provident Fund Scheme for all qualifying employees. The assets of the scheme are held separately from those of the Group in funds under the control of trustees. The Group contributes 5% of relevant payroll costs capped at HK\$1,500 (2022: HK\$1,500) per month of each individual employee to the scheme, which contribution is matched by employees.

The employees of the Company's subsidiary in the PRC are members of a state-managed retirement benefit scheme operated by the PRC government. The subsidiary is required to contribute certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to this retirement benefit scheme is to make the specified contributions.

The contributions paid and payable to the Mandatory Provident Fund Scheme and the state-managed retirement benefit scheme operated by the PRC government by the Group in respect of the year which were charged to profit or loss amounting to HK\$4,919,000 (2022: HK\$4,187,000). The Group's contribution to the retirement benefit schemes for its employees in Hong Kong and the PRC are fully and immediately vested in the employees once the contributions are made. Accordingly, there are no forfeited contributions under the retirement benefit schemes that may be used by the Group to reduce the existing level of contributions as described in paragraph 26(2) of Appendix 16 of the Listing Rules.

For the Group's subsidiaries operating in Hong Kong, pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay LSP to qualifying employees in Hong Kong under certain circumstances (e.g. dismissal by employers or upon retirement), subject to a minimum of 5 years employment period, based on certain formula.

Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilise the Group's mandatory MPF contributions, plus/minus any positive/negative returns thereof, for the purpose of offsetting LSP payable to an employee (the "Offsetting Arrangement").

The Amendment Ordinance was gazetted on 17th June, 2022, which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset the LSP. The Abolition will officially take effect on the Transition Date (i.e., 1st May, 2025). Separately, the Government of the HKSAR is also expected to introduce a subsidy scheme to assist employers for a period of 25 years after the Transition Date on the LSP payable by employers up to a certain amount per employee per year. Under the Amendment Ordinance, the accrued benefits derived from the Group's Enhanced MPF Scheme, minus the mandatory contributions, made pre-, on or post-transition can continue to be used to offset pre- and post-transition LSP. The impact from the Amendment Ordinance on the Group's LSP liability and earnings is considered insignificant.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

32. RELATED PARTY TRANSACTIONS/BALANCES

Other than those disclosed in respective notes to the consolidated financial statements, the Group had the following transactions with related parties during the year and balances with related parties at the end of the reporting period:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Transactions during the year:		
Shun Ho Property and its subsidiaries (“Shun Ho Property Group”)*		
Expenses related to short-term leases	1,040	1,040
Interest expenses on amount due to Shun Ho Property Group (<i>Note a</i>)	29,317	14,872
Corporate management fee income for administrative facilities provided	5,116	4,363
Corporate management fee income for hotel operation services provided	895	716
Shun Ho Holdings		
Corporate management fee income for administrative facilities provided	150	150
Compensation of key management personnel (<i>Note c</i>)	14,090	13,302
Rental income from Mr. William Cheng Kai Man	<u>840</u>	<u>840</u>
Balance as at year end:		
Shun Ho Property Group*		
Amount due to Shun Ho Property Group at the end of the reporting period (<i>Note a</i>)	540,022	609,974
Amount due to Mr. William Cheng Kai Man (<i>Note b</i>)	<u>5,088</u>	<u>5,088</u>

* exclude the Company and its subsidiaries

Notes:

- The amount due to immediate holding company which carried interest at 5.76% (2022: 2.00% per annum) was unsecured and repayable on demand.
- The amount due to a shareholder which is non-trade related, unsecured, interest free and repayable on demand.
- The compensation of key management personnel comprised short-term and post-employment benefits attributable to such personnel.

The remuneration of directors which are also the key management personnel of the Group during the year was as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Short-term benefits	14,018	13,230
Post-employment benefits	<u>72</u>	<u>72</u>
	<u>14,090</u>	<u>13,302</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
NON-CURRENT ASSETS		
Property, plant and equipment	230	309
Investments in subsidiaries (<i>Note</i>)	571,253	513,989
Amounts due from subsidiaries	3,832,028	3,862,225
Deferred tax asset	158	221
	<u>4,403,669</u>	<u>4,376,744</u>
CURRENT ASSETS		
Other receivables	1,749	1,248
Other deposits and prepayments	932	1,809
Tax recoverable	923	–
Bank balances and cash	20,411	23,045
	<u>24,015</u>	<u>26,102</u>
CURRENT LIABILITIES		
Other payables and accruals	3,558	3,973
Amount due to immediate holding company	540,022	609,974
Amounts due to subsidiaries	511,685	493,905
	<u>1,055,265</u>	<u>1,107,852</u>
NET CURRENT LIABILITIES	<u>(1,031,250)</u>	<u>(1,081,750)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u><u>3,372,419</u></u>	<u><u>3,294,994</u></u>
CAPITAL AND RESERVES		
Share capital	841,926	841,926
Reserves	2,530,493	2,453,068
TOTAL EQUITY	<u><u>3,372,419</u></u>	<u><u>3,294,994</u></u>

Note: Investments in subsidiaries are included in the Company's statement of financial position at cost (including deemed capital contribution) less any identified impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 15th March, 2024 and is signed on its behalf by:

William CHENG Kai Man
DIRECTOR

Kimmy LAU Kam May
DIRECTOR

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Movement in the Company's reserves

	Special capital reserve <i>HK\$'000</i> <i>(Note)</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1st January, 2022	612,477	1,807,880	2,420,357
Profit and total comprehensive income for the year	—	32,711	32,711
At 31st December, 2022	612,477	1,840,591	2,453,068
Profit and total comprehensive income for the year	—	77,425	77,425
At 31st December, 2023	612,477	1,918,016	2,530,493

Note: When sanctioning the reduction in the nominal value of the Company's shares in 1999, the High Court of the Hong Kong Special Administrative Region stipulated that the credit arising on the reduction be transferred to a special capital reserve, and that the reserve, which may be reduced by any increase in the issued share capital and share premium of the Company resulting from an issue of shares for cash or other new consideration or upon a capitalisation of distributable reserves, is not regarded as realised profit and distributable until all of the liabilities of the Company as at 22nd September, 1999, the date on which the reduction of share capital took effect, are settled. The liabilities of the Company at that date have not yet been fully settled as at 31st December, 2023, accordingly the special capital reserve is not considered distributable.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES

All the principal subsidiaries are incorporated and operating principally in Hong Kong except otherwise indicated. None of the subsidiaries had any debt securities outstanding as at 31st December, 2023 or at any time during the year.

Name of subsidiary	Paid up issued		Proportion of ownership				Principal activities
	Number of shares	ordinary share/registered capital Amount	interest held by the Company				
			2023		2022		
			Directly %	Indirectly %	Directly %	Indirectly %	
Babenna Limited	2	HK\$20	100	-	100	-	Investment holding
Beautiful Sky Investment Limited	2	HK\$2	100	-	100	-	Hotel investment and operation and investment holding
Boutique Hotel Limited	2	HK\$2	100	-	100	-	Hotel investment and operation
Grand Bay View Hotel Limited (formerly named Grand Bayview Hotel Limited)	2	HK\$2	-	100	-	100	Hotel investment and operation
Grand View Hotel Limited	2,500,000	HK\$2,500,000	-	100	-	100	Hotel management
Harbour Rich Industrial Limited	10,000	HK\$10,000	-	100	-	100	Property investment
Himson Enterprises Limited	2	HK\$2	100	-	100	-	Hotel investment and operation
Houston Venture Limited	2	HK\$2	100	-	100	-	Property investment
King Express Development Limited (ii)	1	HK\$1	100	-	100	-	Property investment
Longham Investment Limited	2	HK\$2	-	100	-	100	Property investment
Magnificent International Hotel Limited	2	HK\$2	100	-	100	-	Hotel investment and operation
Mercury Fast Limited	2	HK\$2	100	-	100	-	Securities dealings and investment holding
Ocean Time	100,000	HK\$100,000	-	100	-	100(v)	Hotel investment and operation
Pacific Rich International Limited	8	HK\$8	-	100	-	100	Property investment
Postal Power Company Limited ("Postal Power")	1,000	HK\$1,000	-	75	-	75	Property investment
Shanghai Shun Ho (Lands Development) Limited (iii)	1	US\$1	100	-	100	-	Investment holding
上海順家房地產發展有限公司 Shanghai Shun Ho Property Development Co., Ltd. (j)	Registered capital	US\$4,950,000	-	100	-	100	Hotel investment and operation
Shun Ho Capital Properties Limited (iii)	1	US\$1	100	-	100	-	Investment holding
Sino Money Investments Limited	10,000	HK\$10,000	-	(vi)	-	(vi)	Hotel investment and operation
United Assets Company Limited	2,000,000	HK\$2,000,000	-	100	-	100	Hotel investment and operation and investment holding
Wood Street Hotel Limited (iv)	1	GBP1	-	100	-	100	Property investment

(i) Sino foreign co-operative company established and operating principally in the PRC.

(ii) Incorporated in Hong Kong and operating in the UK.

(iii) Incorporated in the BVI.

(iv) Incorporated and operated in the UK.

(v) The entity was acquired during the year ended 31st December, 2022, as detailed in note 25.

(vi) The entity was disposed of during the year ended 31st December, 2022, as detailed in note 26.

The directors are of the opinion that a complete list of the subsidiaries of the Company will be of excessive length and therefore the above list contains only the particulars of subsidiaries which principally affects the results or assets of the Group.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

35. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that group entities will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which include amount due to immediate holding company and amount due to a shareholder disclosed in note 32, bank loans disclosed in note 22 (net of bank balances and cash), and equity attributable to owners of the Company, comprising issued capital, retained profits and other reserves as disclosed in the consolidated statement of changes in equity.

The management of the Group reviews the capital structure periodically. As a part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, as well as the issue of new debt or the redemption of existing debts.

There are no significant changes on the Group's approach to capital risk management during the year.

36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Financial assets		
Amortised cost	332,843	289,114
Equity instruments at FVTOCI	100,739	144,403
	<u>433,582</u>	<u>433,517</u>
Financial liabilities		
Amortised cost	<u>885,790</u>	<u>895,240</u>

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity instruments at FVTOCI, trade and other receivables, other deposits, bank balances and cash, trade and other payables, rental and other deposits received, amount due to immediate holding company, amount due to a shareholder and bank loans. Details of these financial instruments are disclosed in respective notes. The risk associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Foreign currency risk management

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	GBP Assets		GBP Liabilities	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
Bank balance	150	399	–	–
Intra-group Loans to foreign operations that form part of a net investment	1,019,564	960,511	–	–
Intra-group balances	–	–	–	(19,860)

Sensitivity analysis

The following table details the Group's sensitivity to a 10% (2022: 10%) increase and decrease in HK\$ against GBP. 10% (2022: 10%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 10% (2022: 10%) change in foreign currency rate. It excludes items denominated in US\$ held by Group entities with HK\$ as functional currency as the directors consider that the Group exposure to US\$ for such entities is insignificant on the ground that HK\$ is pegged to US\$. A positive number below indicates a decrease in post-tax loss for the year (2022: increase in post-tax profit) where HK\$ weaken 10% (2022: 10%) against GBP. For a 10% (2022: 10%) strengthening of HK\$ against GBP, there will be an increase in post-tax loss (2022: decrease in post-tax profit) for the year as below indicated number.

	GBP 2023 HK\$'000	GBP 2022 HK\$'000
Profit or loss	15	40
Other comprehensive expense	(101,956)	(94,065)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the relevant years.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Interest rate risk management

The Group is exposed to cash flow interest rate risk in relation to bank balances and bank loans which are subject to variable-rate interest rate. The interest rates and terms of repayment of the bank loans of the Group are disclosed in note 22. The Group has not used any derivative contracts to hedge its exposure to such interest rate risk, however, the management monitors interest rate exposures and will consider other necessary action when significant interest rate exposure is anticipated. The Group's interest rate risk is mainly concentrated on the fluctuation of market interest rate on bank loans.

Interest rate sensitivity

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments including variable-rate bank loans at the end of the reporting period. For variable-rate financial instruments, the analysis is prepared assuming the amount of financial instruments are outstanding for the whole year. A 50 basis points (2022: 50 basis points) increase or decrease is used which represents management's assessment of the reasonably possible change in interest rate.

If interest rates had been 50 basis points (2022: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31st December, 2023 would increase/decrease by HK\$3,663,000 (2022: post-tax profit decrease/increase by HK\$1,009,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank loans.

The bank balances are excluded from the sensitivity analysis as the management of the Group considers that the impact due to interest rate fluctuation is not significant.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

(iii) Other price risk

The Group is exposed to equity price risk arising from equity instruments at FVTOCI.

Equity price sensitivity

The sensitivity analysis below have been determined based on the exposure to equity price risk at the reporting date. If the market prices of the respective equity instruments had been 10% (2022: 10%) higher/lower, the other comprehensive income would increase/decrease by HK\$10,074,000 (2022: increase/decrease by HK\$14,440,000) as a result of the changes in fair value of equity instruments at FVTOCI.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables, other deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets except that the credit risks associated with trade receivables is mitigated because they are secured over deposits.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates but usually settle in full	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner	Amount is written off	Amount is written off

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount	
					2023	2022
					HK\$'000	HK\$'000
Financial assets at amortised cost						
Trade receivables from contracts with customers	17	N/A	Low risk	Lifetime ECL	15,569	10,730
Other receivables	17	N/A	Low risk	12m ECL	2,891	5,038
Other deposits	N/A	N/A	Low risk	12m ECL	5,138	7,438
Bank balances	18	Baa1 to A1	N/A	12m ECL	309,245	265,908
					332,843	289,114

Trade receivables from contracts with customers

Before accepting any new customer, the Group has assessed the potential customer's credit quality and defined credit rating limits. The Group has no significant concentration of credit risk on trade receivables from contracts with customers, with exposure spread over a number of counterparties and customers.

The Group performs impairment assessment under ECL model on trade balances. The trade receivables from contracts with customers are grouped, based on shared credit risk characteristics by reference to repayment histories for recurring customers and current past due exposure for new customers.

As part of the Group's credit risk management, the Group used an internal credit rating by assigning loss rates to its debtors. The estimated loss rates are based on aging of trade debtors as well as historical observed default rates over the expected life of the debtors and forward-looking information that is available without undue cost or effort.

For the years ended 31st December, 2023 and 2022, the Group assessed the balance of ECL for trade receivables were insignificant and thus no loss allowance was recognised.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2023

36. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

(iv) Credit risk and impairment assessment (Continued)

Other receivables and other deposits

For other receivables and other deposits, the directors of the Company make periodic assessment on the recoverability of other receivables and other deposits based on past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

For the years ended 31st December, 2023 and 2022, the Group assessed the ECL for other receivables and other deposits were insignificant and thus no loss allowance was recognised.

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. The 12m ECL on bank balances is considered to be insignificant.

(v) Liquidity risk management

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

As at 31st December, 2023, the Group has available unutilised banking facilities of approximately HK\$827,752,000.

As at 31st December, 2023, the Group had net current liabilities of HK\$392,799,000 which is exposed to liquidity risk. In order to mitigate the liquidity risk, the directors of the Company consider that the Group is able to utilise the unused banking facilities and have a sufficient operating cash inflows in a timely manner to meet in full its financial obligations as they fall due for the foreseeable future.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(v) Liquidity risk management (Continued)

The table below summarises the maturity analysis of term loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand or less than 1 month” time band in the maturity analysis contained in the table above. Taking into account the Group’s financial position, the directors of the Company do not consider that it is probable that the banks will exercise its discretion to demand immediate repayment. The directors of the Company believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	Maturity Analysis – Term loans subject to a repayment on demand clause based on scheduled repayments						Carrying amount HK\$’000
	Less than 1 month HK\$’000	1 – 3 months HK\$’000	3 months to 1 year HK\$’000	1 – 5 years HK\$’000	Over 5 years HK\$’000	Total undiscounted cash flows HK\$’000	
2023	<u>518</u>	<u>1,035</u>	<u>99,801</u>	<u>–</u>	<u>–</u>	<u>101,354</u>	<u>98,248</u>
2022	<u>108</u>	<u>217</u>	<u>22,325</u>	<u>–</u>	<u>–</u>	<u>22,650</u>	<u>22,000</u>

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.

(c) Fair values of financial instruments

Some of the Group’s financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and key inputs used).

Financial asset	2023 HK\$’000	2022 HK\$’000	Fair value hierarchy	Valuation technique(s) and key input(s)
Equity instruments at FVTOCI	<u>100,739</u>	<u>144,403</u>	Level 1	Quoted bid prices in an active market

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2023

37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Interest payables (included in other payables) HK\$'000	Bank loans HK\$'000	Amount due to immediate holding company HK\$'000	Amount due to a shareholder HK\$'000	Total HK\$'000
At 1st January, 2022	28	310,299	189,078	5,088	504,493
Financing cash inflows	–	1,226,331	406,024	–	1,632,355
Financing cash outflows	(8,072)	(1,268,954)	–	–	(1,277,026)
Interest expenses	8,226	–	14,872	–	23,098
Exchange realignment	–	(25,961)	–	–	(25,961)
	<u>–</u>	<u>(25,961)</u>	<u>–</u>	<u>–</u>	<u>(25,961)</u>
At 31st December, 2022	182	241,715	609,974	5,088	856,959
Financing cash inflows	–	98,248	–	–	98,248
Financing cash outflows	(14,256)	(21,773)	(99,270)	–	(135,299)
Interest expenses	14,462	–	29,318	–	43,780
Exchange realignment	–	12,108	–	–	12,108
	<u>–</u>	<u>12,108</u>	<u>–</u>	<u>–</u>	<u>12,108</u>
At 31st December, 2023	<u>388</u>	<u>330,298</u>	<u>540,022</u>	<u>5,088</u>	<u>875,796</u>

Financial Summary

CONSOLIDATED RESULTS

	For the year ended 31st December,				
	2019 <i>HK\$'000</i>	2020 <i>HK\$'000</i>	2021 <i>HK\$'000</i>	2022 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Revenue	<u>427,593</u>	<u>223,410</u>	<u>326,398</u>	<u>439,482</u>	<u>451,811</u>
Operating profit (loss) and profit (loss) before taxation	46,133	(203,925)	73,868	616,309	28,954
Income tax (expense) credit	<u>(14,302)</u>	<u>2,215</u>	<u>(8,269)</u>	<u>(24,146)</u>	<u>(62,005)</u>
Profit (loss) before non-controlling interests	31,831	(201,710)	65,599	592,163	(33,051)
Non-controlling interests	<u>–</u>	<u>–</u>	<u>(77)</u>	<u>636</u>	<u>140</u>
Profit (loss) for the year attributable to owners of the Company	<u>31,831</u>	<u>(201,710)</u>	<u>65,522</u>	<u>592,799</u>	<u>(32,911)</u>

Financial Summary (Continued)

CONSOLIDATED NET ASSETS

	As 31st December,				
	2019 <i>HK\$'000</i>	2020 <i>HK\$'000</i>	2021 <i>HK\$'000</i>	2022 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Property, plant and equipment	2,655,849	2,520,947	2,879,814	3,782,568	3,764,137
Right-of-use asset	26,481	27,629	27,657	24,374	23,131
Investment properties	1,097,900	1,491,110	1,121,905	1,020,440	1,061,460
Other non-current assets	696,013	167,763	146,232	144,403	100,739
Net current liabilities	(119,623)	(124,074)	(297,011)	(435,267)	(392,799)
Non-current bank loans	(266,024)	(253,728)	–	(219,715)	(232,050)
Non-current rental deposits received	(1,552)	(1,236)	(1,262)	–	(1,006)
Deferred tax liabilities	(97,834)	(89,435)	(90,096)	(84,039)	(103,600)
Non-controlling interests	–	–	(8,039)	(7,403)	(7,263)
Net assets attributable to owners of the Company	<u>3,991,210</u>	<u>3,738,976</u>	<u>3,779,200</u>	<u>4,225,361</u>	<u>4,212,749</u>

Major Properties

A. HOTEL PROPERTIES (HELD FOR INVESTMENT)

Location	Type of use	Lease term
Best Western Plus Hotel Hong Kong No. 308 Des Voeux Road West Hong Kong	Hotel	Long lease
Best Western Plus Hotel Kowloon Nos. 73-75 Chatham Road South Tsimshatsui Kowloon, Hong Kong	Hotel	Medium-term lease
Ramada Hong Kong Grand No. 23 Austin Avenue Tsimshatsui Kowloon, Hong Kong	Hotel	Medium-term lease
Best Western Hotel Causeway Bay No. 38 Bowrington Road Causeway Bay Hong Kong	Hotel	Medium-term lease
Ramada Hong Kong Harbour View No. 239 Queen's Road West Hong Kong	Hotel	Long lease
Magnificent International Hotel No. 381 Xizang Road South Shanghai, The PRC	Hotel	Medium-term lease
Grand Bay View Hotel 123 Castle Peak Road, Yau Kom Tau, Tsuen Wan, New Territories, Hong Kong	Hotel	Medium-term lease
Royal Scot Hotel 100 King's Cross Road London, WC1X 9DT England	Hotel	Freehold
No. 37 Wood Street London EC2 England	Hotel	Long lease

