

ANNUAL REPORT
2023

Building with the Times



爪哇集團
SEA Group

Stock Code 股份代號: 251

DIRECTORY

DIRECTORS

Executive Directors

Mr. Lu Wing Chi, Jesse (*Chairman*)
Mr. Lambert Lu (*Chief Executive*)
Mr. Yap Shee Liam (*Chief Financial Officer*)

Independent Non-executive Directors

Mr. Walujo Santoso, Wally
Mr. Chung Pui Lam
Mr. Chan Kwok Wai
Mr. Lo Wai Tung Welman

AUDIT COMMITTEE

Mr. Chan Kwok Wai (*Chairman*)
Mr. Walujo Santoso, Wally
Mr. Chung Pui Lam
Mr. Lo Wai Tung Welman

NOMINATION COMMITTEE

Mr. Lu Wing Chi, Jesse (*Chairman*)
Mr. Walujo Santoso, Wally
Mr. Lo Wai Tung Welman

REMUNERATION COMMITTEE

Mr. Chung Pui Lam (*Chairman*)
Mr. Lu Wing Chi, Jesse
Mr. Lambert Lu
Mr. Walujo Santoso, Wally
Mr. Lo Wai Tung Welman

AUTHORISED REPRESENTATIVES

Mr. Lambert Lu
Ms. Chow Siu Yin, Dora

COMPANY SECRETARY

Ms. Chow Siu Yin, Dora

LEGAL ADVISERS

Mayer Brown
Clifford Chance
Conyers Dill & Pearman

INDEPENDENT AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking
Corporation Limited
Bank of China (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited
Hang Seng Bank Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS

26/F., Everbright Centre
108 Gloucester Road
Wanchai, Hong Kong
Tel: (852) 2828 6363
Fax: (852) 2598 6861
E-mail: info@seagroup.com.hk

BRANCH REGISTRAR IN HONG KONG

Tricor Standard Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong
Tel: (852) 2980 1333
Fax: (852) 2528 3158

LISTING

The shares of the Company are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited.

STOCK CODE AND BOARD LOT

251/2,000 shares

WEBSITE

www.seagroup.com.hk

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HIGHLIGHTS

For the year ended 31 December 2023



Grand Victoria, Hong Kong



Revenue

HK\$413.8 million

(2022: HK\$371.7 million)



Loss attributable to the Shareholders

HK\$853.7 million

(2022: HK\$383.7 million)



Net asset value ("NAV") and NAV per share of the Group attributable to the Shareholders as at 31 December 2023

HK\$8,710.8 million and HK\$14.5 respectively[#]

[#] After adjusting hotel property to fair market value.

LOCATION OF THE GROUP'S PROPERTIES/PROJECTS

UNITED KINGDOM



CHINA



UNITED KINGDOM London

- 20 Moorgate
- 33 Old Broad Street



CHINA Hong Kong

- 1 Shouson Hill Road East
- Crowne Plaza Hong Kong Causeway Bay
- Grand Victoria
- Jardine's Lookout
- Repulse Bay
- Winway Building



PROPERTY PORTFOLIO

Major Projects

At 31 December 2023

GRAND VICTORIA

維港匯

HONG KONG, CHINA



DEVELOPMENT PROPERTY

Project Name: Grand Victoria

Development Address:

6 Lai Ying Street and 8 Lai Ying Street, South West Kowloon, Hong Kong

District: South West Kowloon

Usage: Residential

Number of Residential Units: 1,437

Geographical Environment:

Located at the South West Kowloon waterfront. The location enjoying panoramic harbour views while having the West Kowloon Cultural District and Guangzhou – Shenzhen – Hong Kong Express Rail Link Terminus in the vicinity. It enjoys excellent connectivity with MTR stations and lines linking Central, airport, the Express Rail Link Terminus and all the commercial hubs in the city.

Approximate Site Area: 208,262 sq. ft.

Approximate Gross Floor Area: 987,812 sq. ft.

Completion: Phase 1 - May 2023
Phases 2 and 3 - July 2023

Mode of Development: Joint Venture
(the Group holds 14.5% interest)

Project Highlight:

- The project consists of 3 Phases with a total of 1,437 units.
- The project is a premium waterfront property with green architectural features and smart home designs.

PROPERTY PORTFOLIO

Major Projects

At 31 December 2023

HONG KONG, CHINA



DEVELOPMENT PROPERTY

Project Name: Repulse Bay

Development Address:

Rural Building Lot No. 1203 at South Bay Road,
Repulse Bay, Hong Kong

District: Repulse Bay

Usage: Residential

Geographical Environment:

Located at traditional luxury residential area Repulse Bay, it is being developed into luxury residences with endless intoxicating sea views, featuring a stunning panoramic view of Repulse Bay.

Approximate Site Area: 21,173 sq. ft.

Approximate Gross Floor Area: 19,055 sq. ft.

Stage of Completion: Site Formation Works in Progress

Expected Completion Date: 2028

Mode of Development: Joint Venture
(the Group holds 50% interest)

PROPERTY PORTFOLIO

Major Projects

At 31 December 2023

1 SHOUSON HILL

ROAD EAST

HONG KONG, CHINA



INVESTMENT PROPERTY

Project Name: 1 Shouson Hill Road East

Development Address:

1 Shouson Hill Road East, Deep Water Bay, Hong Kong

District: Deep Water Bay

Usage: Residential

Geographical Environment:

Prestigiously situated in the luxurious residential area in the Deep Water Bay area of Island South, the project possesses the lush panoramic views of Mount Nicholson and residents could enjoy the convenience of commuting to the Central and Causeway Bay by just a few minutes of driving.

Number of Residential Units: 7 houses

Lease Expiry: 30 June 2047

Ownership Status: 100%

Project Highlight:

- Features 20 blocks of 3-storey detached houses, each with a sizable private garden, roof top and covered car parking spaces accessible directly from the house.
-

PROPERTY PORTFOLIO

Major Projects

At 31 December 2023

HONG KONG, CHINA



INVESTMENT PROPERTY

Project Name: Jardine's Lookout

Development Address:

No. 89-93 Tai Hang Road, Hong Kong (Inland Lot No. 7384)

District: Jardine's Lookout

Usage: Residential

Approximate Site Area: 11,000 sq. ft

Approximate Gross Floor Area: 22,000 sq. ft

Lease Expiry: 75 years commencing from 25 April 1957

Ownership Status: 100%

Geographical Environment:

As the new luxury residential project, Jardine's Lookout is set just above Happy Valley, overlooks the dazzling Victoria Harbour view. This predominant lavish residential neighborhood are mostly expansive detached properties. It enjoys a convenient transportation network.

PROPERTY PORTFOLIO

Major Projects

At 31 December 2023

LONDON, THE UNITED KINGDOM



INVESTMENT PROPERTY

Project Name: 33 Old Broad Street

Development Address:

33-41 Old Broad Street and 1-6 Union Court, London EC2

District: Central Business District, London

Usage: Office

Geographical Environment:

33 Old Broad Street is prominently located at the core of the City of London with only 150 metres away from the Liverpool Street Crossrail Station. This strategic location appeals to global occupiers from the financial, insurance and professional sectors.

Approximate Net Internal Area: 191,165 sq. ft.

Lease Expiry: Freehold

Ownership Status: 100%

Project Highlight:

- The 9-storey property is located in “the Eastern Cluster” identified by the City of London Corporation, which is identified as suitable for development of high-rise buildings, providing a promising redevelopment opportunity as a landmark development.
- Currently leased to Bank of Scotland as their London headquarter.

PROPERTY PORTFOLIO

Major Projects

At 31 December 2023

LONDON, THE UNITED KINGDOM



INVESTMENT PROPERTY

Project Name: 20 Moorgate

Development Address:

20 Moorgate, London EC2R 6DA

District: Central Business District, London

Usage: Office

Approximate Net Internal Area: 154,854 sq. ft.

Lease Expiry: Long Lease

Ownership Status: 100%

Geographical Environment:

20 Moorgate is a 7-storey office building located in the heart of London with less than 100 metres of walking distance from the Bank of England. The development provides a sizable floor space of Grade A office, retail and ancillary accommodation. The commercial part of the property is fully let as the headquarter of United Kingdom Prudential Regulation Authority (a regulatory body of the Bank of England).

PROPERTY PORTFOLIO

Major Projects

At 31 December 2023

HONG KONG, CHINA



INVESTMENT PROPERTY

Project Name: Winway Building

Development Address:

50 Wellington Street, Central, Hong Kong

District: Central

Usage: Commercial

Approximate Gross Floor Area: 60,000 sq. ft.

Lease Expiry: 999 years commencing from 26 June 1843

Ownership Status: 58.83%

Geographical Environment:

A 24-storey commercial tower located at the prime area of Central. It comprises of 20-storey of office floor space occupied mainly by professional service providers, such as clinics, law firms as well as beauty centres; while the G/F-2/F retail portion provides an ideal location for tenants to establish their presence in Central.

PROPERTY PORTFOLIO

Major Projects

At 31 December 2023

HONG KONG, CHINA



HOTEL PROPERTY

Project Name: Crowne Plaza Hong Kong Causeway Bay

Development Address:

8 Leighton Road, Causeway Bay, Hong Kong

District: Causeway Bay

Usage: Hotel

Lease Expiry: 6 November 2049

Ownership Status: 100%

Geographical Environment:

Situated at the heart of Hong Kong's most renowned shopping district, the hotel has spectacular views of the vibrant city as well as the greenery views of the Happy Valley race course, and it has become the premium choice of hotel accommodation for both business and leisure travelers.

Project Highlight:

- Crowne Plaza Hong Kong Causeway Bay's guest rooms and suites are spacious and comfortable, and are the largest of any hotels in the area. Since its opening in late 2009, the hotel has established an excellent reputation offering a unique experience to the international travelers around the world.
-

CHAIRMAN'S STATEMENT



During the year, even as the global market recovers steadily from the COVID-19 pandemic, it is still affected by the geopolitical and economic challenges. China continues to face the trade restrictions and has been slow to recover. A number of onward unfavourable factors like the wars in Ukraine and in Middle-East, and the persisting high interest rates environment, are dragging on the page of economic growth. Despite these difficulties, the Group's stable operation and strong financial position have played a crucial role in navigating through the year.

The hospitality industry has been experiencing a gradual recovery with the long-awaited return of visitors following the reopening of borders and the resumption of international flights. The Government has played an active role in revitalising economic activities and tourism through various campaigns. Additionally, the Government has proactively planned mega events and thematic annual conferences to boost tourism, which is expected to sustain the growth momentum in the industry. These initiatives have contributed to the positive trajectory of the hospitality sector and have created opportunities for further expansion and development.

The Group continues to prioritise property development and investment as its core business. In the Hong Kong luxury residential market, there was an initial improvement in market sentiment following the reopening of borders in early 2023. However, the buying momentum was not sustained throughout the year. The market continues to be influenced by a high-interest environment and a lack of buyer confidence, which have remained prevailing factors affecting the market dynamics. We have built up a high quality portfolio with prudent investment strategy. In addition to the substantial capital and profit repatriation from the sales of properties in Grand Victoria, the Group's

other development projects are making good progress in accordance with their development schedules. The Group's revenues and profitability will be enhanced after certain projects have been completed in the future.

The Group strives to maintain a geographically balanced investment property portfolio to diversify business risk and take advantage of different territory cycles. We continue to focus on reputable tenants under long leases with investment grade covenants to contribute a stable rental income to the Group.

CHAIRMAN'S STATEMENT



Grand Victoria, Hong Kong

The uncertain economic outlook brings both challenges and opportunity to the Group. We closely monitor changes in the external market, including trends in interest rates and the global geopolitical environment, in order to adjust our investment strategy promptly and effectively. By staying vigilant and adaptive, we aim to leverage the evolving market conditions and make informed decisions that align with our long-term objectives.

I am confident that the Group can continue upgrade and develop its portfolio of strategic business projects that are well positioned to become our key revenue driver. I would also like to take the opportunity to thank our Shareholders, partners and colleagues for their concerted effort and support, which is the basis for the steady growth of our business. They are the key elements for the Group's success.

Lu Wing Chi, Jesse
Chairman

27 March 2024

CHIEF EXECUTIVE'S REPORT



FY2023 Highlights

For the financial year of 2023, despite the COVID-19 pandemic is generally over and the reopening of border, we continued to face a number of adversely factors such as the intensified geopolitical conflicts between China and United States, wars in certain regions and the persistently high interest rates. As a result, consumer sentiments were dampened, and the pace of economic recovery remained sluggish, the Group then recorded a loss of HK\$853.7 million, mainly non-cash items, in this difficult year.

Property Development and Investment

During the year, facing the rising mortgage rates, geopolitical instability and weak domestic economic conditions, the Hong Kong residential market went through a consolidation period. In 2023, upon the border reopening with Mainland China, there were initially some signals of anticipation of recovery in Hong Kong and Mainland China economies. These signals had boosted the transaction volume of the property market in early 2023. However, the encouraging atmosphere has gradually weakened due to the weak recovery in domestic and Mainland China economies. The property market becomes subtle and consumers have less confidence. Despite the challenging market conditions, the luxury home segment exhibited resilience with an increase in transactions and sales volume in 2023. The Group has also successfully built its development pipeline in Hong Kong over the years through the acquisition of redevelopment sites, participating in Government tenders and bidding for projects. The Group also focuses on developing luxury residential projects. The Group collaborates with a joint venture partner to develop South Bay Road, Repulse Bay project. The joint venture was established in January 2023, with the Group holds

50% interest in the project. In addition, the Group also 100% holds a land site located at Jardine's Lookout for luxury residential development. The two development projects at South Bay Road, Repulse Bay and Jardine's Lookout are progressing well according to their development schedules.

We continue our effort in West Kowloon Waterfront "Grand Victoria" residential project. We hold 14.5% of the project. The project is progressed well with construction completed in 2023, the units handover have been started in mid-2023. More than 1,100 units of the residential project have been sold with total sale proceeds of more than HK\$19.0 billion. The Group commences to repatriate the capital and profit from the project. This optimises the Group's resource allocation and improves the liquidity.

CHIEF EXECUTIVE'S REPORT

Hotel Operations and Management

In 2023, the hotel industry faced a range of challenges and opportunities. Staffing shortages, rising costs, and shifting consumer behavior posed challenges to our hotel. Additionally, local weekend demand softened as many residents opted for trips to Japan, Shenzhen, and other cities in the Greater Bay Area. There is increasing trend of tourists not staying overnight in Hong Kong, hampering the momentum of regaining hotel room revenue. Factors such as pricing differentials and the weaker currency in outbound destinations played a significant role in this trend.

Despite the challenges, we recognise the opportunities that lie ahead. By adapting to market dynamics, focusing on guest satisfaction, and strategically positioning our offerings, we can capitalize on the potential for growth. We remain committed to enhancing our competitiveness and delivering exceptional experiences to our valued guests. Through careful management and strategic decision-making, we aim to navigate these challenges while maximising the potential of our business.

Balance Sheet and Management

We fully repaid US\$141.7 million guaranteed note which matured in January 2023 by our internal resources and we continue to keep a large balance of cash and highly liquid investments.

During the year, the Group maintained high financial flexibility and liquidity despite high interest rates and an economic downturn. Grand Victoria sold more than 1,100 units with total sale proceeds of more than HK\$19.0 billion. More than HK\$800.0 million was repatriated to the Group after the joint venture fully repaid its bank borrowing and construction costs in 2023. This repatriation was applied to reduce the Group's bank borrowings. After the Government lifting all tightening control measures, Grand Victoria experienced strong sales momentum, and the Group expected to receive a further HK\$1.0 billion in 2024.

Other than the cash inflows generated from Grand Victoria, the Group benefits from a stable cash contributions from other investment projects and its hotel operation which reduce its gearing ratio and improve the liquidity. The Group does not anticipate any major refinancing needs until 2026.

The Group maintained a healthy gearing ratio and have access to approximately of HK\$5.7 billion of available funds¹ to maintain maximum financial flexibility.



Grand Victoria, Hong Kong

¹ It includes cash, undrawn facilities and highly liquid marketable securities, net of leverage.

CHIEF EXECUTIVE'S REPORT

Results Highlights

In FY2023, the Group recorded revenue of HK\$413.8 million (FY2022: HK\$371.7 million), a 11.3% increase as compared to FY2022. This increase in revenue was mainly due to the increase in revenue from hotel operation.

Loss attributable to the Shareholders for the year amounted to HK\$853.7 million (FY2022: HK\$383.7 million), mainly due to the fair value loss HK\$451.5 million (FY2022: HK\$235.0 million) on investment properties and the impairment loss on listed debt securities investments.

The Group remains resilient and continues to generate sustainable value for its Shareholders. As a result, the Board recommended a final dividend of HK3 cents per share. Together with an interim dividend of HK2 cents per share, the total dividend for the year will amount to HK5 cents per share. The Group is committed to maintaining a stable dividend policy in the long run.

For more details on our financial results, please refer to the section entitled "Management Discussion and Analysis".

Strengthening Our Business Resilience

The Group adheres to prudent investment strategy even our performance in FY2023 still be affected by the high interest cost, the heightened geopolitical tensions of the Russian-Ukraine War, the outbreak of Gaza-Israel conflict and the general uncertainty in the global economy. We get ready to take advantage of a rebound in business activity during the recovery phase, especially after the resumption of normal travel and the scrapping of all property cooling measures.

The Group remains much disciplined in reviewing investment opportunities. The current market environment is starting to force certain owners of assets or businesses to consider selling or introducing a partner. The Group will seek to take advantage of the environment to expand its business.

We will also seek partnerships with companies that own land in good locations to jointly develop their sites for regeneration or repositioning which provides us with an attractive strategy to property development.

We will continue with our prudent approach in allocating capital across the different divisions and regions to allow us to generate higher returns on equity as compared with our peer groups in Hong Kong. We firmly believe this approach should drive share price outperformance.



CHIEF EXECUTIVE'S REPORT



Grand Victoria, Hong Kong

Capital Structure and Liquidity

Adhering to prudent management of our capital, the Group continued to optimize its capital structure to ensure sufficient liquidity.

As at 31 December 2023, the Group's total available fund amounted to HK\$5,516.2 million which include the Group's total pledged bank deposits, bank balances and cash of HK\$2,679.8 million (2022: HK\$2,580.1 million) and unutilised facilities of HK\$2,836.4 million (2022: HK\$4,299.3 million).

Our net gearing ratio (adjusting for hotel revaluation surplus of HK\$4,623.8 million, which is not recognized on the balance sheet) stood at 35.1% as at 31 December 2023. Although hotel valuations were affected by post COVID-19 impact and the weak economy, the Group's credit standing remains healthy.

CHIEF EXECUTIVE'S REPORT

Corporate Governance and Corporate Social Responsibility

We believe a high standard of corporate governance is an essential element to enhance sustainable development and provide a high degree of transparency to our investors. During the year, the Group received a number of international awards that recognized our efforts in its corporate governance and corporate social responsibility. The Group is committed to continuing its efforts to strengthen corporate social responsibility in all aspects and will continue to provide investors with a high degree of transparency in information disclosures.

Examples of awards include:

Hong Kong – S E A Holdings Limited

- Caring Company 2023

Hong Kong – Grand Victoria

- HKPBIA: Quality Building of The Year 2023
- HKPBIA: Certificate of Five Stars Residency Award For The Year 2023
- HKPBIA: Certificate of Five Stars Gym Room Award For The Year 2023
- Vogue Living Design Awards 2023: Best Waterfront Residence Design



Hong Kong – Crowne Plaza Hong Kong Causeway Bay

- Meituan Hotel Awards 2023: Influential Hotel of the Year
- The Tatler Dining Awards 2023
- LINE Legacy 2023 Food and Beverage Guide: The Best Italian Cuisine Restaurant – GIACOMO



CHIEF EXECUTIVE'S REPORT

Outlook

The heightened geopolitical tensions and ongoing wars in the Middle East and Ukraine continued to constrain the pace of growth. The International Monetary Fund (IMF) projected that the global growth would grow by 3.1% in 2024, the same as in 2023 but below the average annual growth rate of 3.8% during 2000 to 2019. Central Banks of the advanced economies raised interest rates to fight inflation in 2023. Looking ahead, the market widely believes that major central banks are expected to cut interest rates later in the year, though the timing and magnitude remain uncertain.

In Hong Kong, business activities began to recover from COVID-19 pandemic in 2023. However, the property market faced difficulties throughout the year due to the prolonged high interest rates and concerns over the economic prospects on the Mainland dampened property market sentiment. Hong Kong's property market has seen positive development after the Government announced the full withdrawal of cooling measures in the latest budget. In the short term, this stimulate locals and overseas people to purchase homes for their own use, and attract investors to return to the property investment market. However, as there is already abundant supply in the market now, it may not lead to the home prices to rebound immediately.

The hospitality industry faced significant challenges due to factors such as staffing shortage, rising costs and shifting consumers' behaviours in 2023. The Government has announced to allocate HK\$1 billion to support tourism, which includes organising mega events and activities to stimulate tourists' spendings. The Tourism

Board also plans to hold monthly pyrotechnics and drone shows against the backdrop of the magnificent night views of Victoria Harbour. In 2024, the hotel industry is anticipated to sustain its growth momentum, supported by resilient consumption patterns and the Government's ongoing economic stimulus efforts.

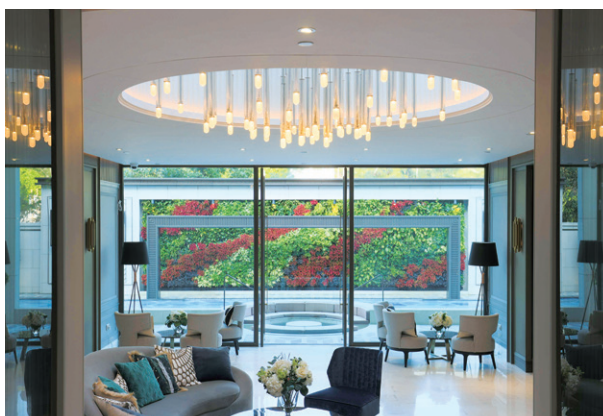
Despite all the challenges and uncertainties, Hong Kong has its strong backing from the mainland. It remains a global trade and financial center and is ideally located as a gateway to China. The city's unique legal and geographical position empowers it to overcome future challenges and navigate through uncertainties with resilience.

The Group has established a strong reputation in property development and investment, with a robust portfolio that generates stable and substantial recurring income. These factors, combined with our strong financial position, will enable us navigate economic uncertainties and seize opportunities.

Our unwavering commitment is to provide substantial returns to our shareholders, and we firmly believes that our company is well-positioned for sustained success in the years ahead.



Grand Victoria, Hong Kong



1 Shouson Hill Road East, Hong Kong

Lambert Lu
Chief Executive

27 March 2024

DIRECTORS' BIOGRAPHICAL INFORMATION

MR. LU WING CHI, JESSE

Chairman

Executive Director

Mr. Lu Wing Chi, Jesse, aged 77, joined the Group in 1969 and is currently the Chairman and Executive Director. He is also the chairman of the Nomination Committee and the Executive Committee and a member of the Remuneration Committee.

Mr. Lu is a director of various members of the Group and holds directorship in NLI (the controlling shareholder of the Company), NYH, Port Lucky, SEA Fortune and Ambleside Glory (all of them are substantial shareholders of the Company). He has more than 55 years of experience in property development and investment in Hong Kong and overseas as well as godown and factory operations.

Mr. Lu is the son of Mr. Lu Chu Mang (the founder of the Group) and the father of Mr. Lambert Lu (the Executive Director and Chief Executive).

MR. LAMBERT LU

Executive Director

Chief Executive

Mr. Lambert Lu, aged 47, joined the Group in 1999 and is currently the Executive Director and Chief Executive. He is also a member of the Executive Committee and Remuneration Committee.

Mr. Lu is a director of a number of companies within the Group and holds directorship in NLI (the controlling shareholder of the Company), NYH, Port Lucky, SEA Fortune and Ambleside Glory (all of them are substantial shareholders of the Company).

Mr. Lu was previously a member of the Henan Committee of Chinese People's Political Consultative Conference, a vice chairman of The Chamber of Hong Kong Listed Companies and a member of the Advisory Board of the MBA Programmes of The Chinese University of Hong Kong. He holds a Bachelor's degree from the University of British Columbia in Canada.

Mr. Lu is the son of Mr. Lu Wing Chi, Jesse (the Chairman and Executive Director).

MR. YAP SHEE LIAM

Executive Director

Chief Financial Officer

Mr. Yap Shee Liam, *FCPA*, aged 50, joined the Group as the Financial Controller in 2015 and has been appointed as Executive Director and Chief Financial Officer since January 2021. He is also a member of the Executive Committee and a director of a number of companies within the Group.

Prior to joining the Group, Mr. Yap was an assistant finance director of Fortune Real Estate Investment Trust (a real estate investment trust listed in Hong Kong and also listed in Singapore prior to 2019) from 2012 to 2015. He was a deputy financial controller of Lai Sun Development Company Limited (a company listed in Hong Kong) from 2008 to 2012. Previous to that he was senior manager of Messrs. Deloitte Touche Tohmatsu from 1997 to 2008. Mr. Yap has more than 20 years of experience in finance, accounting, treasury and auditing.

He holds a Bachelor Degree in Business Administration with major in Accounting from Hong Kong Baptist University.

DIRECTORS' BIOGRAPHICAL INFORMATION

MR. WALUJO SANTOSO, WALLY

Independent Non-executive Director

Mr. Walujo Santoso, Wally, aged 70, has acted as an Independent Non-executive Director since December 1994. He is a member of the Audit Committee, Nomination Committee and Remuneration Committee.

Mr. Santoso is also the Managing Director of Grand Ocean (International) Limited (a private trading company incorporated in Hong Kong) and has over 45 years of experience in international trading and manufacturing. He holds a Diploma in Accounting.

Mr. Santoso did not hold any directorship in other listed public companies in the last three years.

MR. CHUNG PUI LAM

Independent Non-executive Director

Mr. Chung Pui Lam, GBS, OBE, JP, aged 83, has acted as an Independent Non-executive Director since September 2004. He is the chairman of the Remuneration Committee and a member of the Audit Committee.

Mr. Chung is a practicing solicitor in Hong Kong. He is also a non-executive director of Chow Sang Sang Holdings International Limited and an independent non-executive director of Datronix Holdings Limited (both are listed companies in Hong Kong). In addition, Mr. Chung is serving as consultant for numerous district organisations, industrial and commercial associations, trade unions and body corporates.

MR. CHAN KWOK WAI

Independent Non-executive Director

Mr. Chan Kwok Wai, FCCA, FCPA, FCPA(Aust.), ACG, TEP, AFP, aged 67, has acted as an Independent Non-executive Director and a member of the Audit Committee since June 2019. He was appointed as the chairman of the Audit Committee in May 2021.

Mr. Chan served as an executive director of South Asia Textiles (Holdings) Limited (a private company incorporated in Hong Kong) from May 2020 to May 2023 and was the co-chief executive from March 2022 to May 2023. Prior to that, Mr. Chan was an executive director and the head of greater China at Hang Seng Bank Limited from February 2016 to May 2017. He also served as an executive director of Sun Hung Kai Properties Limited from July 2009 to November 2015 and the chief financial officer of the same company from July 2009 to January 2016. From 1995 to 2009, Mr. Chan held various roles at Hang Seng Bank Limited including executive director and general manager, chief financial officer, deputy general manager, assistant general manager and head of Financial Control Division. He was appointed as an accounting consultant of the Ministry of Finance of the People's Republic of China. Mr. Chan has more than 20 years of experience in accounting, banking and professional services industries. Mr. Chan holds a Master of Business Administration degree from the University of Warwick England.

MR. LO WAI TUNG WELMAN

Independent Non-executive Director

Mr. Lo Wai Tung Welman, aged 47, has acted as an Independent Non-executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee since May 2021.

Mr. Lo currently is the Founder and Chairman of Glide East (Holdings) Limited, a design and manufacturing company in Hong Kong. He has more than 20 years of experience in international trading and manufacturing. In addition, he acts as consultant for numerous intellectual property creative organizations. Mr. Lo holds a Bachelor of Commerce degree from the University of British Columbia in Canada.

Mr. Lo did not hold any directorship in other listed public companies in the last three years.

FINANCIAL HIGHLIGHTS

Statement of Profit or Loss Highlights

HK\$ million, unless otherwise stated

	For the year ended 31 December				
	2019	2020	2021	2022	2023
Revenue	816.4	602.9	530.6	371.7	413.8
Profit (loss) attributable to the Shareholders	173.1	151.0	70.2	(383.7)	(853.7)
Total dividends declared (per share) (HK cents)	5.0	5.0	5.0	5.0	5.0
Basic earnings (loss) per share for profit (loss) attributable to the Shareholders (HK\$)	0.26	0.23	0.11	(0.64)	(1.42)

	As at 31 December				
	2019	2020	2021	2022	2023
Total assets	20,537.8	16,961.7	14,369.9	13,786.1	12,143.8
Total liabilities	(14,287.4)	(10,721.2)	(8,914.2)	(9,098.3)	(8,056.7)
Adjusted NAV attributable to the Shareholders ^{Note 1}	11,564.2	11,274.4	10,509.5	9,481.5	8,710.8
Adjusted NAV per share attributable to the Shareholders (HK\$) ^{Note 1}	17.5	17.6	17.5	15.7	14.5

Note 1: The adjusted NAV and adjusted NAV per share attributable to the Shareholders are calculated on the basis of the Group's respective book NAV after adjusting hotel property (which is on cost basis in the book) to fair market value determined by an independent property valuer.



1 Shouson Hill Road East, Hong Kong

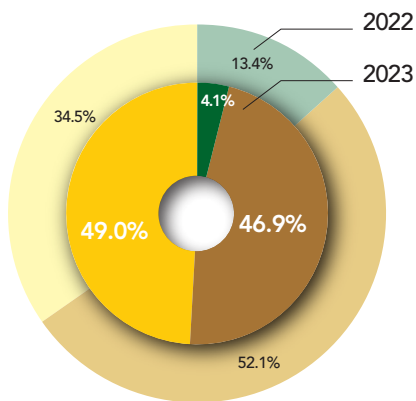
FINANCIAL HIGHLIGHTS

Segment Information



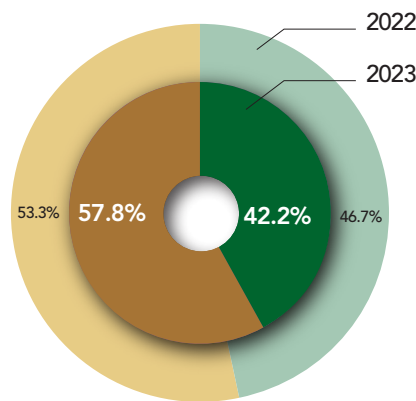
Grand Victoria, Hong Kong

Segment Revenue for External Sales



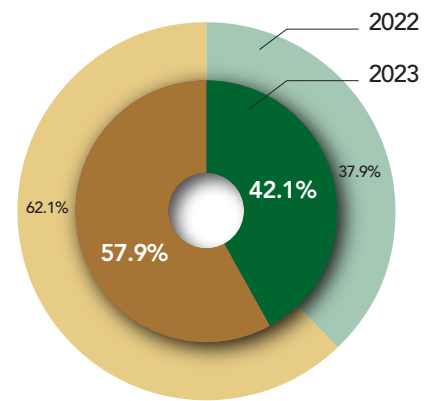
- Financial Investment
- Property Investment
- Hotel Operation

Revenue for External Customers by Geographical Location of Properties



- United Kingdom
- Hong Kong

Property Assets by Geographical Segment



- United Kingdom
- Hong Kong

MANAGEMENT DISCUSSION AND ANALYSIS



Grand Victoria, Hong Kong

Financial Summary

Revenue for the year ended 31 December 2023 amounted to HK\$413.8 million (2022: HK\$371.7 million). The revenue was principally attributable to the recognition of rental income from investment properties, revenue from hotel operation and return from financial investment.

Despite the increase in ordinary operating profit of the Group during the year under review, the loss attributable to the Shareholders for the year amounted to HK\$853.7 million (2022: HK\$383.7 million), equivalent to a basic loss per share of HK141.8 cents (2022: HK63.7 cents). The loss attributable to the Shareholders in the year under review was mainly attributable to non-recurring items including (i) a fair value loss on investment properties in the United Kingdom; and (ii) an impairment loss on listed debt securities investments. The abovementioned fair value loss and impairment loss are non-cash items and have no immediate impact on the cash flow of the Group.

As at 31 December 2023, the Group's equity attributable to the Shareholders amounted to HK\$4,087.0 million (2022: HK\$4,687.7 million). The net asset value per share attributable to the Shareholders as at 31 December 2023 was HK\$6.8 as compared with HK\$7.8 as at 31 December 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group's property assets (including interests in joint ventures) by geographical location at the year end were as follows:

	31 December 2023 HK\$' million	31 December 2022 HK\$' million
Hong Kong	5,192.9	6,563.4
United Kingdom	3,769.4	4,001.9
Total	8,962.3	10,565.3

The Group's hotel property is stated at cost less accumulated depreciation charges at a carrying value of HK\$506.2 million (2022: HK\$526.2 million), whereas the market value as at 31 December 2023 as determined by valuation carried out by an independent property valuer is HK\$5,130.0 million (2022: HK\$5,320.0 million). For the purpose of providing supplementary information, if the carrying value of the Group's hotel property was restated to its market value as at 31 December 2023, the adjusted total property assets, the adjusted net asset value and adjusted net asset value per share attributable to the Shareholders would be HK\$13,586.1 million (2022: HK\$15,359.1 million), HK\$8,710.8 million (2022: HK\$9,481.5 million) and HK\$14.5 (2022: HK\$15.7) respectively.

Dividend

The Board has resolved to recommend for Shareholders' approval at the forthcoming 2024 AGM the payment of a final dividend of HK3 cents (2022: HK3 cents) per share for the year ended 31 December 2023 to the Shareholders whose names appear on the register of members at the close of business on Tuesday, 4 June 2024. The relevant dividend warrants are expected to be despatched on or before Tuesday, 18 June 2024.

Together with the interim dividend of HK2 cents per share already paid (2022: HK2 cents), the total dividends for the year will be HK5 cents (2022: HK5 cents) per share.

Business Review

Property Investment and Development

The Group continues to focus on property development and property investment projects. The strategy of the Group will be determined by the Board taking into consideration market opportunities, the Group's financial resources and its core competence. It is the Group's approach to review and optimize the project portfolios from time to time. Currently, the Group's core projects mainly consist of two residential projects in Hong Kong (No. 1 Shouson Hill Road East and Inland Lot No. 7384 at Jardine's Lookout), a commercial property in Hong Kong (a portion of Winway Building) and two joint venture residential development projects ("Grand Victoria" at West Kowloon Waterfront and Rural Building Lot No. 1203 at South Bay Road, Repulse Bay), and two investment properties in London, the United Kingdom (20 Moorgate and 33 Old Broad Street).



1 Shouson Hill Road East, Hong Kong

MANAGEMENT DISCUSSION AND ANALYSIS

Hong Kong

During the year, the Group continues our effort in the residential development project in West Kowloon Waterfront “Grand Victoria”¹. The Group holds 14.5% equity interest in the project. The development has been completed with certificate of compliance issued. More than 1,100 units of the project have been sold with total sale proceeds of more than HK\$19.0 billion. During the year, the Group received approximately HK\$800.0 million cash repatriated from the project. As at 31 December 2023, the Group’s interest in this joint venture was HK\$1,267.9 million (2022: HK\$1,804.0 million) (including loans to joint ventures) of which HK\$1,035.7 million to be recovered within one year for the reporting year and classified under current assets.

Winway Building², one of the Group’s investment property, is at the prime location of central business district of Hong Kong and is a high quality commercial property. The rental income generated from the property for the year ended 31 December 2023 was the same as previous year. As at 31 December 2023, the occupancy rate was 94% (31 December 2022: 92%).

The Group owns a residential property project at Shouson Hill Road East for long term investment. The renovation works were completed. The Group will continue to hold the project for long term investment purpose.

The Group also focuses on developing luxury residential projects. The Group collaborates with a joint venture partner to develop South Bay Road, Repulse Bay project. The joint venture was established in January 2023, which the Group holds 50% interest in the project. In addition, the Group also 100% holds a land site located at Jardine’s Lookout for luxury residential development. The two development projects are progressing well according to their development schedules.



Grand Victoria, Hong Kong



1 Shouson Hill Road East, Hong Kong

¹ The Group is being a part of the consortium comprised of well-known property developers.

² The Group owns approximately 59% of the gross floor area of Winway Building.

MANAGEMENT DISCUSSION AND ANALYSIS



33 Old Broad Street, London

The United Kingdom

The Group owns two investment properties located in the heart of London in the United Kingdom.

20 Moorgate, London is almost fully let to the Prudential Regulatory Authority (a regulatory body of the Bank of England) as a headquarter under long-term lease agreements.

33 Old Broad Street, London is fully leased to Bank of Scotland as their London Headquarter and guaranteed by HBOS Plc (a wholly-owned subsidiary of the Lloyds Banking Group) for a fixed term until 2039 with fixed rental uplift every five years.

Given the strong lease covenants on our reputable tenants, the UK properties continue to provide stable cash flow to the Group, reflecting the Group's success in making investment strategy and the Group's capability to withstand in any market instability.

MANAGEMENT DISCUSSION AND ANALYSIS

Hotel Operation

Crowne Plaza Hong Kong Causeway Bay is a 29-storey five-star hotel comprising 263 guest rooms with ancillary facilities and is operated under the brand of Crowne Plaza of the InterContinental Hotels Group. After the worldwide travel restrictions were lifted as well as the border between Mainland and Hong Kong was fully opened in mid-February 2023, the hotel revenue for the year ended 31 December 2023 had shown improvement, which was HK\$202.7 million (2022: HK\$128.1 million), increased by approximately 58.2%.

The Group is taking all practicable measures to address the challenges and opportunities at hand. We understand the importance of delivering exceptional experience that exceed our guests' expectations. The Group will continue to improve the quality of its hotel services to ensure our guests have enjoyable experiences during their stays in our hotel.



Crowne Plaza Hong Kong Causeway Bay, Hong Kong

Financial Investment

Adhering to prudent management of our capital, the Group continues to optimize its capital structure and decrease the gearing. As at 31 December 2023, the Group held financial investment of approximately HK\$200.3 million (2022: HK\$376.1 million), which are comprised of listed equity and debt securities and unlisted investments.

During the year, the Group recorded an unrealised loss of HK\$302.7 million mainly representing impairment loss on debt securities. The above mentioned impairment loss is a non-cash item and has no immediate impact on the cash flow of the Group.



Pavilion at Crowne Plaza Hong Kong Causeway Bay, Hong Kong

Financial Resources and Liquidity

Treasury Policies

The Group adheres to prudent treasury policies. As at 31 December 2023, all of the Group's project borrowings are on a non-recourse basis, with no cross default at corporate level.

During the year, the Group maintained high financial flexibility and liquidity under the environment of high interest rates and economic downturn. Following the lifting of all tightening control by the Government, Grand Victoria experienced strong sales momentum which the Group expected to receive a further HK\$1.0 billion in 2024. The Group's robust cash contributions from other investment projects and hotel further strengthen its ability to reduce gearing ratio and finance costs. Looking ahead, the Group does not anticipate significant refinancing needs until 2026. These factors demonstrate the Group's ample financial flexibility and liquidity.



CARVER at Crowne Plaza Hong Kong Causeway Bay, Hong Kong

MANAGEMENT DISCUSSION AND ANALYSIS

Working Capital and Loan Facilities

As at 31 December 2023, the Group's total available fund amounted to HK\$5,516.2 million which include the Group's total pledged bank deposits, bank balances and cash of HK\$2,679.8 million (2022: HK\$2,580.1 million) and unutilised facilities of HK\$2,836.4 million (2022: HK\$4,299.3 million). The total financial investments (including debt instruments at fair value through other comprehensive income, financial assets at fair value through profit or loss and equity instruments at fair value through other comprehensive income) amounted to HK\$200.3 million as at 31 December 2023 (2022: HK\$376.1 million).

As at 31 December 2023, the Group's bank borrowings was HK\$7,647.7 million (2022: HK\$7,525.4 million). The guaranteed notes were fully repaid during the year (2022: HK\$1,105.8 million). After netting off the bank balance, cash and the financial investments, the Group had a net debt position of HK\$4,767.6 million (2022: HK\$5,675.0 million) with gearing ratio of 35.1% (2022: 36.9%) (calculated on the basis of net debt as a percentage of the adjusted total property assets with hotel property adjusted to fair market value of HK\$5,130.0 million (2022: HK\$5,320.0 million)).

As at 31 December 2023, maturity of the Group's outstanding borrowings (including the guaranteed notes) was as follows:

	31 December 2023 HK\$' million	31 December 2022 HK\$' million
Due		
Within 1 year	2,324.3	2,138.1
1-2 years	697.6	2,640.0
3-5 years	3,696.4	2,319.0
Over 5 years	963.9	1,589.1
	7,682.2	8,686.2
Less: Unamortised front-end fee and notes issued expenses	(34.5)	(55.0)
	7,647.7	8,631.2

Pledge of Assets

For the Company's subsidiaries operating in Hong Kong, the total bank borrowings drawn as at 31 December 2023 amounted to HK\$5,100.1 million (2022: HK\$5,043.7 million) which comprised of secured bank borrowings of HK\$2,811.5 million (2022: HK\$3,088.0 million) and unsecured bank borrowings of HK\$2,288.6 million (2022: HK\$1,955.7 million). The secured bank borrowings were secured by properties with carrying value of HK\$3,475.2 million (2022: HK\$4,044.2 million), and pledged cash of HK\$83.3 million (2022: HK\$122.1 million).

Subsidiaries of the Company operating in the United Kingdom pledged its investment properties with an aggregate carrying value of HK\$3,769.4 million (2022: HK\$4,001.9 million) and pledged cash of HK\$150.9 million as at 31 December 2023 (2022: Nil) to secure bank borrowings of HK\$2,582.1 million (2022: HK\$2,536.6 million).

MANAGEMENT DISCUSSION AND ANALYSIS

Staff and Emolument Policy

As at 31 December 2023, the Group had a total of approximately 190 employees (2022: approximately 170 employees) in Hong Kong. Employee costs, including the emoluments of the directors of the Group, amounted to HK\$98.4 million for the year ended 31 December 2023 (2022: HK\$82.8 million).

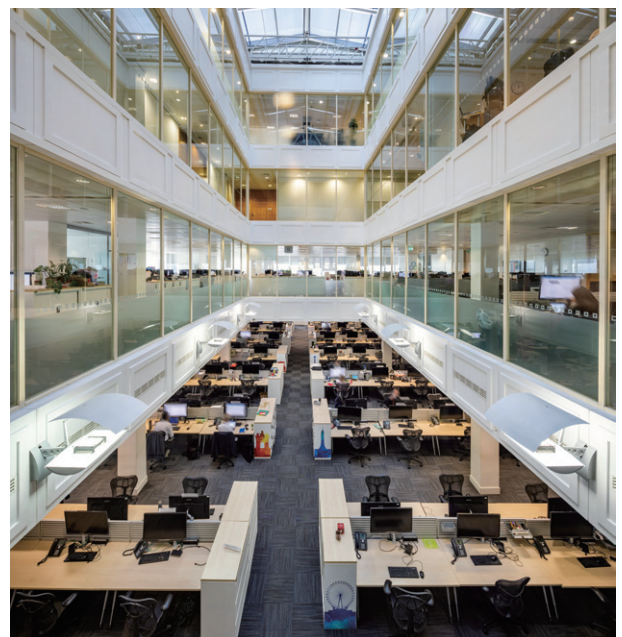
The Group maintains a good working relationship with its employees and continues to recruit, retain and develop competent individuals committed for its long-term success and growth. Salary and benefits of employees are reviewed at least annually both in response to market conditions and trends, and in conjunction with individual appraisals based on qualifications, experience, skills, responsibilities, performance and development potentials. Discretionary bonuses are granted in line with the Group's financial results and employees' performance. Fringe benefits including medical insurance scheme, study and training allowances, examination leave and voluntary employer contributions to retirement schemes are offered to employees. In addition, to retain and motivate management staff and good performers, the Company has adopted an employee share option scheme and a share award scheme with options to subscribe for shares in the Company and awards of shares being granted by the Group to its employees (including directors of the Company) on a discretionary basis. To further enhance employee relations and communications, recreational activities for general staff with senior management's participation are arranged.

Outlook

The Chinese economy encountered several challenges arising from a complicated external environment, insufficient domestic demand, dampened foreign demand and a persistent downturn in the property market in 2023. The Chinese government has implemented a series fiscal and monetary support to boost consumer confidence and recently set a growth target of 5% for 2024. The growth target exceeds IMF's expectation of 4.6%, demonstrating Chinese government remains confidence in maintaining the stable growth.

The real GDP rebounded with a growth rate of 3.2% in 2023. Looking ahead to 2024, the Hong Kong economy is projected to expand by 2.5% to 3.5%. Consumer price inflation is expected to remain moderate, with a forecast of 1.7% for 2024. The external environment in 2024 presents a complex landscape. Geopolitical tensions and the adverse effects of tight monetary policies in advanced economies will continue to impact global economic growth. However, the market generally believes that major central banks will have interest rates cut later in the year, which could provide some support to economic confidence and activities.

In 2023, Hong Kong experienced a decline in housing prices and transaction volumes due to persistently high interest rates and sluggish economic growth in both the mainland and Hong Kong. In response to this situation, the Government made an announcement in the latest budget to cancel all demand-side management measures for residential properties. This move resulted in a recent surge in transactions. However, it remains uncertain whether this increase in transaction will lead to a sustainable recovery and trigger a rebound in prices. The market's future trajectory is yet to be determined.



20 Moorgate, London

MANAGEMENT DISCUSSION AND ANALYSIS



Grand Victoria, Hong Kong

The UK economy had a challenging year in 2023 due to high interest rates, but it likely avoided a recession in the second half as the global market position became less fragile. GDP grew modestly by 0.1% in 2023, and the Bank of England maintained its base rate at 5.25% on 1 February, 2024. As inflationary pressures gradually ease, a more positive outlook is expected for the UK property market, with the potential for the release of tightened monetary policies.

The hotel industry in Hong Kong experienced a recovery in 2023 as visitor numbers rebounded after the lifting of all COVID-related restrictions and measures in early 2023. Supported by resilient consumption as well as Government's continued economic stimulus, the hotel industry is expected to remain positive.

Given the uncertain local and global economic outlook, the Group will maintain financial prudence and enhance operational efficiency to navigate the complex and ever-changing environment and deliver long-term value to the Shareholders.

FINANCIAL CALENDAR

Results Announcements

2023 Annual results announcement	27 March 2024 (Wednesday)
2024 Interim results announcement	on or before 30 August 2024 (Friday)

Book Close Dates

For ascertaining Shareholders' eligibility to attend and vote at the 2024 Annual General Meeting

Latest time to lodge transfer documents	4:30 p.m. on 17 May 2024 (Friday)
Closure of register of members	20 May 2024 (Monday) to 24 May 2024 (Friday) (both days inclusive)
Record date	20 May 2024 (Monday)

For ascertaining Shareholders' entitlement to the proposed final dividend

Latest time to lodge transfer documents	4:30 p.m. on 30 May 2024 (Thursday)
Closure of register of members	31 May 2024 (Friday) to 4 June 2024 (Tuesday) (both days inclusive)
Record date	4 June 2024 (Tuesday)

Annual General Meeting

2024 AGM	24 May 2024 (Friday)
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Final Dividend

Ex-dividend date for 2023 final dividend	29 May 2024 (Wednesday)
Payment of 2023 final dividend (subject to Shareholders' approval at the 2024 AGM)	18 June 2024 (Tuesday)

CORPORATE GOVERNANCE REPORT

The Company recognises the importance of good corporate governance to the Company's development and has devoted considerable efforts to identifying, formulating, establishing and enhancing corporate governance practices appropriate to the Company's needs. The Board, having regard to the size and nature of businesses of the Group, periodically reviews the Company's corporate governance practices to meet the rising expectations of Shareholders and comply with increasingly stringent regulatory requirements.

1. Corporate Governance Practices

Throughout the year ended 31 December 2023, the Company had applied the principles and complied with all the code provisions as set out in the CG Code contained in Appendix C1 to the Listing Rules.

2. Corporate Culture and Strategy

Founded in Hong Kong in 1956, the Group has adhered its core philosophy which offering sustainable returns to its Shareholders, while fosters an atmosphere where our employees can grow with the Company. At the same time, we pursue sustainability in parallel with our quality development to foster long-term value creation for customers, society and the environment.

We believe that a healthy corporate culture is vital for the Company to achieve its vision and mission towards sustainable growth. The Company upholds high standards of integrity and business ethics and has zero tolerance for misconduct and unethical behaviour of all kinds. The Group's ethical standards, values and regulatory requirements are set out in its Employee Handbooks and company policies like the whistleblowing policy, anti-corruption policy etc. which apply to directors and all levels of employees of the Group.

The Group highly values the well-being and betterment of its staff and is dedicated to pursuing a culture that encourages its employees to develop their skill sets and feel that they are part of a team. The Group provides excellent development opportunities for employees to enhance their knowledge base and unleash their own potential in order to meet new challenges. Besides, the Group organizes a host of activities such as company outings and networking gatherings to develop a good sense of belonging.

Adherence to the Group's philosophy of "Building with the Times" with the concerted effort of our professional management team and employees, our core strategy direction is to seek continuous growth by grasping continuing opportunities, during challenging times as they arise, and develops into a respectable, trustworthy and renowned property conglomerate.

CORPORATE GOVERNANCE REPORT

3. Board of Directors

Composition

As at the date of this report, the Board has seven members comprising three Executive Directors and four INED.

Board of Directors
<i>Executive Directors</i>
Mr. Lu Wing Chi, Jesse (Chairman) Mr. Lambert Lu (Chief Executive) Mr. Yap Shee Liam (Chief Financial Officer)
<i>Independent Non-executive Directors</i>
Mr. Walujo Santoso, Wally Mr. Chung Pui Lam Mr. Chan Kwok Wai Mr. Lo Wai Tung Welman

An updated list of Directors and their roles and functions has been maintained on the websites of the Company and HKEX. Biographical particulars of the existing Directors are set out in the section headed "Directors' Biographical Information" on pages 20 and 21.

Board Independence

The Board recognizes that Board independence is pivotal in good corporate governance and Board effectiveness. To ensure that a strong independent element on, and independent views and input are available to the Board for enhancing an objective and effective decision making, the Board established mechanisms for independent views and input to the Board in November 2022. A summary of the mechanisms is set out below:

(i) Composition

The Board ensures the appointment of at least three INED and at least one-third of the Board members being INED (or such higher threshold as may be required by the Listing Rules from time to time).

(ii) Independence Assessment

The Nomination Committee must strictly adhere to the Nomination Policy with due regard to the Board Diversity Policy and the independence assessment criteria as set out under the Listing Rules upon nomination and appointment of an INED for the Board's approval.

The Nomination Committee will assess annually the independence of all the existing INED who are required to confirm in writing their compliance of independence requirements as set out under Rule 3.13 of the Listing Rules.

CORPORATE GOVERNANCE REPORT

(iii) Open Board Culture

The Chairman encourages questions and challenges from all Directors in particular of the INED and their comments and concerns will be closely followed up and addressed. All Directors are given an opportunity to include matters in the agenda for the Board meetings.

(iv) Conflicts of Interest

If a Director has a conflict of interest in a matter that is determined to be material, the matter should be dealt with by a physical Board meeting. INED and their close associates have no material interest in the matter should be present at that Board meeting to express their views and input on the matter.

(v) Independent Professional Advice

Directors, upon reasonable request, are able to seek independent professional advice in appropriate circumstances at the Company's expense to assist them in the performance of their duties to the Company.

During the year ended 31 December 2023, more than one-third of the Board were INED and at least an INED possessed appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules.

In addition, the Company received from each of the INED an annual confirmation in writing of his independence pursuant to Rule 3.13 of the Listing Rules and considered all of the INED including their immediate family members (as defined in the Listing Rules) were independent during the year 2023.

The Board reviewed the implementation and effectiveness of the mechanisms, and considered the mechanisms were appropriate and effective during the year ended 31 December 2023. The Board will continue to review the mechanisms on an annual basis.

Role and Function

The Company is governed by the Board and the Directors are accountable to the Shareholders for the activities and performance of the Group. To oversee the Group's business and development, the Board has reserved for its decision and consideration the following matters:

- (i) adoption and overall oversight of objectives and strategic plans;
- (ii) amendment to memorandum of association and bye-laws of the Company as well as alteration of share capital;
- (iii) approval of interim dividends and other distribution and recommendation of final dividends for Shareholders' approval;
- (iv) establishment of Board committees and delegation of powers of the Board to the Board committees;
- (v) appointment, re-appointment, re-designation and removal of Board members;
- (vi) approval of significant accounting policies and practices;
- (vii) oversight of corporate governance, risk management and internal controls; and
- (viii) other significant matters.

CORPORATE GOVERNANCE REPORT

Matters other than mentioned above have been delegated by the Board to the management and the major ones are execution of the Board's decisions (including business strategies and initiatives it has adopted) and daily operations, preparation of annual and interim financial statements for the Board's approval before public reporting, implementation of adequate systems of internal control and risk management as well as compliance with relevant requirements, rules and regulations.

The four INED serve the relevant function of bringing independent judgement and valuable guidance and advice on the development, performance and risk management of the Group. They come from diverse business and professional backgrounds in the fields of international trading, financial, accounting, legal and business management, rendering valuable expertise and experience to promote the best interests of the Company and its Shareholders as a whole and ensuring that issues are considered in an independent and a more objective manner. The INED also serve on the Audit, Remuneration and Nomination Committees. Compositions of these Board committees are set out on pages 40 to 44.

Corporate Governance Function

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

- (i) to develop and review the Company's policies and practices on corporate governance;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct applicable to employees and Directors; and
- (v) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

During the year ended 31 December 2023, the Board reviewed the Company's corporate governance practices.

CORPORATE GOVERNANCE REPORT

Directors' Appointment, Retirement and Re-election

The Company entered into letters of appointment with all INED with no specified length or proposed length of service with the Company as Directors. Pursuant to the Bye-Laws, every Director shall retire from office no later than the third AGM after he was last elected or re-elected. Further, any Director appointed by the Board as an additional Board member or to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

For an INED who has served the Company for more than nine years, his further appointment will be subject to a separate resolution to be approved by the Shareholders. The papers to the Shareholders accompanying that resolution will state why the Board (or the Nomination Committee) believes the Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or the Nomination Committee) in arriving at such determination.

In accordance with Bye-Laws 88(A), 88(B) and 89 of the Bye-Laws and the CG Code, Messrs Lu Wing Chi, Jesse, Walujo Santoso, Wally and Chung Pui Lam will retire as Directors by rotation at the 2024 AGM.

Mr. Chung Pui Lam had informed the Board that he will not seek re-election at the 2024 AGM due to his decision to devote more time to his other commitments and areas of interest. Mr. Lu Wing Chi, Jesse and Mr. Walujo Santoso, Wally, being eligible for re-election, had offered themselves for re-election at the 2024 AGM.

Board Diversity Policy

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Board Diversity Policy was updated in March 2024 to include measurable objectives for implementing the policy and progress on achieving those objectives (including the gender diversity at Board level) in accordance with the CG Code. The Board values gender diversity and targets to appoint at least a female Director in the year 2024. The Board will take initiatives to identify suitable candidates to strengthen the Board diversity and set measurable objectives to achieve Board diversity where appropriate.

Under the Board Diversity Policy, all Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. Selection of candidates will be considered by the Company from a number of aspects, including but not limited to cultural and educational background, experience, skills, knowledge, length of service, age and gender. The Company's business model and specific needs will also be taken into account in determining the optimum composition of the Board.

The Nomination Committee will monitor the implementation of the Board Diversity Policy and will from time to time review the Board Diversity Policy, as appropriate, and recommend revisions to the Board for consideration and approval.

The Board places emphasis on diversity (including gender diversity) across all levels of the Group. As at 31 December 2023, the Group achieved a balanced gender diversity in the workforce (including the senior management) which comprises 49% male and 51% female. When hiring employees, the Group considers a number of factors, including gender, age, cultural and education background, qualification, ethnicity, professional experience, skills and knowledge etc. Details of the Group's gender diversity at workforce level are set out in the 2023 ESG Report to be published on the websites of HKEX and the Company in April 2024.

CORPORATE GOVERNANCE REPORT

Meetings

The Board conducts meetings on a regular basis with at least 14 days' notice and on an ad hoc basis with reasonable notice that are required for significant and important issues. Before each Board and committee meetings, relevant agendas and documents with appropriate information are sent to Directors who are consulted for including matters in the agendas. The Board has four scheduled meetings a year to, amongst other matters, approve the final results and interim results respectively and consider financial and operating performances of the Company. All businesses transacted at the Board meetings are well-documented and the records are maintained properly. The Board members are provided with appropriate and sufficient information in a timely manner to keep abreast of the Group's latest developments.

During the year ended 31 December 2023, the Board held five meetings and the attendance record of each Director is set out in the following table:

Directors	Attendance/Number of Board meetings held in 2023
<i>Executive Directors</i>	
Mr. Lu Wing Chi, Jesse (Chairman)	5/5
Mr. Lambert Lu (Chief Executive)	5/5
Mr. Yap Shee Liam (Chief Financial Officer)	5/5
<i>INED</i>	
Mr. Walujo Santoso, Wally	4/5
Mr. Chung Pui Lam	5/5
Mr. Chan Kwok Wai	5/5
Mr. Lo Wai Tung Welman	5/5

Note: The Chairman met all INED without the presence of other Directors in 2023.

Relationship

Mr. Lu Wing Chi, Jesse (the Chairman and Executive Director) is the father of Mr. Lambert Lu (the Executive Director and Chief Executive). Other than this, there is no financial, business, family and other material relationship among other members of the Board.

Notwithstanding the above relationships, there has been an effective and balanced board collectively responsible for the Company's activities and affairs. In addition, the roles of the Chairman and the Chief Executive are separate and performed by different Directors. Their roles and responsibilities had been clearly set out and approved by the Board.

During the year 2023, more than half of the Board members were INED whose views carried significant weight in the Board's decisions. Directors have been free to discuss issues properly put to the Board meetings and express their views and concerns. No individual or small group can dominate the Board's decision-making process.

CORPORATE GOVERNANCE REPORT

Training, Professional Development and Insurance for Directors

When a newly-appointed Director joins the Group, he/she will receive an induction briefing that will give him/her an understanding of the Group, its businesses and Director's responsibilities.

The Company provides a Director's Handbook to the Directors to give them an overview of key governance issues and key guidelines relating to their roles, responsibilities and ongoing obligations, and will update the handbook from time to time. The Directors are also provided with monthly updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

Directors are provided with timely updates on changes in laws and compliance issues relevant to the Group. The Company also encourages its Directors to enroll in relevant professional development courses to continually update and further improve their relevant knowledge and skills. An in-house training session conducted by a solicitors' firm was organised by the Company for the year 2023 as part of the continuous professional development for its Directors to update them on the latest developments regarding the Listing Rules and applicable regulatory requirements in discharging their duties.

A summary of training participated by the Directors during the year ended 31 December 2023 is as follows:

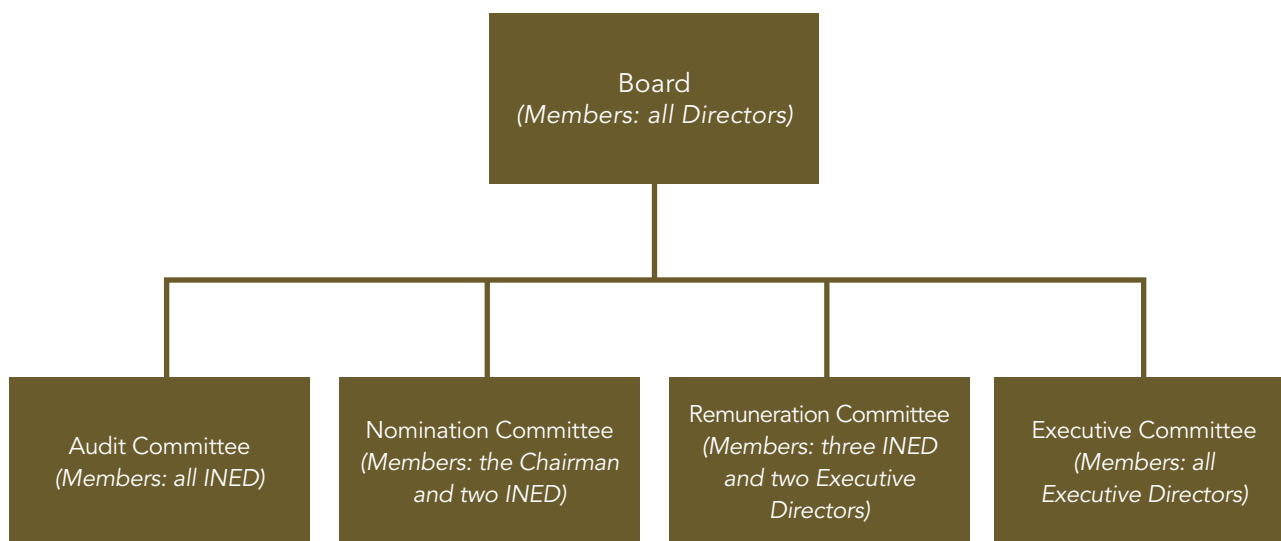
Directors	Attending seminars and/or reading materials in relation to updates on laws, rules and regulations	Reading regulatory updates and information relevant to the Group or its business
<i>Executive Directors</i>		
Mr. Lu Wing Chi, Jesse (<i>Chairman</i>)	✓	✓
Mr. Lambert Lu (<i>Chief Executive</i>)	✓	✓
Mr. Yap Shee Liam (<i>Chief Financial Officer</i>)	✓	✓
<i>INED</i>		
Mr. Walujo Santoso, Wally	✓	✓
Mr. Chung Pui Lam	✓	✓
Mr. Chan Kwok Wai	✓	✓
Mr. Lo Wai Tung Welman	✓	✓

The Company has also arranged for appropriate liability insurance for the Directors for indemnifying their liabilities arising out of corporate activities.

CORPORATE GOVERNANCE REPORT

4. Delegation – Board Committees

The Board has properly delegated its powers and established the Audit Committee, Nomination Committee, Remuneration Committee and Executive Committee with specific written terms of reference that clearly deal with their authority and duties, to oversee particular aspects of the Company's affairs and assist in the execution of the Board's responsibilities.



Audit Committee

Composition

The Audit Committee was established in 1999. The terms of reference of the Audit Committee were published on the websites of the Company and HKEX. The Audit Committee currently comprises four members and all of them are INED. The attendance record of the committee members at the meetings held during the year ended 31 December 2023 is set out below:

Committee Members	Attendance/Number of Audit Committee meetings held in 2023
<i>INED</i>	
Mr. Chan Kwok Wai (<i>chairman</i>)	2/2
Mr. Walujo Santoso, Wally	1/2
Mr. Chung Pui Lam	2/2
Mr. Lo Wai Tung Welman	2/2

CORPORATE GOVERNANCE REPORT

Role and Function

The primary duties of the Audit Committee are to ensure the objectivity and credibility of financial reporting, the effectiveness of the audit process in accordance with applicable standards, the effectiveness and adequacy of the Group's risk management and internal control systems as well as to maintain an appropriate relationship with the independent external auditor of the Company.

During the year ended 31 December 2023, the Audit Committee met twice with representatives of the management and Deloitte (the independent auditor of the Company) to discuss the auditing and financial reporting matters. During the meetings, the Audit Committee in particular reviewed and discussed about:

- (i) the accounting principles and policies adopted by the Group;
- (ii) the annual results (including the announcement thereof) and the audited financial statements for the year ended 31 December 2022;
- (iii) the interim results (including the announcement thereof) and the financial statements for the six months ended 30 June 2023;
- (iv) any significant findings by the independent auditor during the financial audit and other audit issues;
- (v) the letters of management representations issued to the independent auditor in connection with the audit or review of the Group's relevant financial statements; and
- (vi) the risk management and internal control systems including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

The Audit Committee also recommended to the Board for the re-appointment of Deloitte and reviewed the relevant audit fees. In March 2024, the Audit Committee reviewed with representatives of the management and Deloitte the audited consolidated financial statements of the Company for the year ended 31 December 2023 and was of the opinion that such financial statements had been prepared in compliance with applicable financial reporting standards and requirements and adequate disclosure had been made. The Audit Committee also reviewed the continuing connected transaction entered into by the Company (details are disclosed in the section headed "Directors' Report" and note 44 to the consolidated financial statements).

CORPORATE GOVERNANCE REPORT

Nomination Committee

Composition

The Nomination Committee was established in 2012. Its terms of reference can be found on the websites of the Company and HKEX. The Nomination Committee is chaired by the Chairman, currently comprises three members including the Chairman and two INED. The attendance record of the committee members at the meeting held during the year ended 31 December 2023 is set out in the following table:

Committee Members	Attendance/Number of Nomination Committee meeting held in 2023
<i>Executive Director</i>	
Mr. Lu Wing Chi, Jesse (<i>chairman</i>)	1/1
<i>INED</i>	
Mr. Walujo Santoso, Wally	1/1
Mr. Lo Wai Tung Welman	1/1

Role and Function

The principal role of the Nomination Committee includes, inter alia, reviewing the structure, size and composition of the Board with due regard to the Board Diversity Policy, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

The Board adopted the Nomination Policy in March 2014 setting out the criteria, procedures and process for nomination of Directors. When identifying candidates to be appointed as Director, the Nomination Committee shall make evaluation of the proposed candidate pursuant to the nomination criteria and make recommendation to the Board if appropriate. The Board shall make decisions on the appointment based on the recommendation of the Nomination Committee. The Nomination Policy contains a number of factors in assessing the suitability of a proposed candidate which include the candidate's skills, competence, experience, professional and educational qualifications, time commitment, diversity perspectives set out in the Board Diversity Policy and the independence criteria under Rule 3.13 of the Listing Rules if the candidate is proposed to be appointed as an INED.

The Nomination Committee also reviews the expertise and overall contribution of the retiring Directors who are standing for re-election at the AGM and recommends such retiring Directors to the Board for re-election at the AGM.

During the year 2023 and in January 2024, the Nomination Committee reviewed the structure, size, composition of the Board and the Board Diversity Policy, assessed the independence of INED and made recommendations in relation to the re-appointment of retiring Directors who offered themselves for re-election at the coming AGM.

CORPORATE GOVERNANCE REPORT

In the meeting held in January 2024, the Nomination Committee made recommendation to the Board for approval on the proposed amendment to the Board Diversity Policy and also considered the proposed change to the membership of the Remuneration Committee following the retirement of Mr. Chung Pui Lam at the 2024 AGM in order to comply with the relevant requirements of the Listing Rules and the terms of reference of the Remuneration Committee.

Remuneration Committee

Composition

The Remuneration Committee was established in 2005. Its terms of reference can be found on the websites of the Company and HKEX. The Remuneration Committee currently comprises five members including three INED and two Executive Directors. The attendance record of the committee members at the meeting held during the year ended 31 December 2023 is set out in the following table:

Committee Members	Attendance/Number of Remuneration Committee meeting held in 2023
<i>INED</i>	
Mr. Chung Pui Lam (<i>chairman</i>)	1/1
Mr. Walujo Santoso, Wally	1/1
Mr. Lo Wai Tung Welman	1/1
<i>Executive Directors</i>	
Mr. Lu Wing Chi, Jesse	1/1
Mr. Lambert Lu	1/1

Role and Function

The Remuneration Committee is responsible for, amongst other matters, establishing a formal and transparent procedure for developing remuneration policies and overseeing the remuneration packages for the Executive Directors and Non-executive Directors and ensuring that no Director will be involved in deciding his own remuneration. The Remuneration Committee has adopted the operation model where it determines the remuneration packages of individual Executive Directors and make recommendations to the Board on the remuneration packages of individual Non-executive Directors.

In determining the Directors' emoluments, the Remuneration Committee takes into consideration factors such as the qualifications, experience, time commitment, responsibilities, performance, contribution and remuneration of the Directors for previous years, the Company's profitability, emoluments paid by comparable companies and employment conditions elsewhere in the Group.

The Company adopted a Remuneration Policy in November 2022 which aims to provide fair market level of remuneration to motivate, attract and retain high quality Directors to maximize the Shareholders value, through a set of formal and transparent procedures. The Remuneration Committee is responsible for monitoring and regular view of the policy to ensure the effectiveness of the policy, and will make amendment for the Board's approval if necessary.

CORPORATE GOVERNANCE REPORT

Below is a summary of key provisions of the Remuneration Policy:

- (i) the remuneration packages of Executive Directors are determined by the Board and/or Remuneration Committee with reference to their duties and responsibilities, the Company's performance and profitability and the prevailing market conditions;
- (ii) the annual director's fees of Non-executive Directors (including INED) are reviewed by the Remuneration Committee and recommended to the Board for approval with reference to, inter alia, market trend and their time commitments to the Group;
- (iii) any adjustment of the annual fee cap in respect of the aggregate amount of the annual Directors' fees of the Company shall be subject to approval of the Shareholders; and
- (iv) no Director shall be involved in deciding his own remuneration.

At the AGM held in 2019, the Shareholders passed an ordinary resolution to authorise the Directors to fix the directors' fees for an aggregate amount not exceeding HK\$5.0 million per annum.

During the year 2023 and in January 2024, the Remuneration Committee determined the remuneration packages of the Executive Directors as well as made recommendation to the Board for approval on the remuneration packages of the INED.

Details of the Directors' emoluments for the year ended 31 December 2023 are set out in note 16 to the consolidated financial statements.

Executive Committee

Composition

The Executive Committee was set up in 1990 and is currently comprised of three Executive Directors.

Mr. Lu Wing Chi, Jesse (*Chairman*)

Mr. Lambert Lu (*Chief Executive*)

Mr. Yap Shee Liam (*Chief Financial Officer*)

Role and Function

The Executive Committee is primarily responsible for supervising and undertaking the day-to-day operations of the Group. It exercises leadership and develops and keeps under review business development initiatives of the Group and monitors their implementation. The Executive Committee meets as and when necessary.

CORPORATE GOVERNANCE REPORT

5. Securities Transactions by Directors and Employees

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

In response to the specific enquiry made by the Company, all Directors confirmed in writing that they had complied with the required standards as set out in the Model Code throughout the year ended 31 December 2023.

Directors' interests in shares and underlying shares in the Company are contained in the section headed "Directors' Report" on pages 60 to 62.

The Company has also adopted a code with no less exacting terms than the Model Code for the directors and employees of the Group (other than the Directors) to regulate their dealings in the securities of the Company, as they are likely to be in possession of inside information in relation to the Company or its securities because of their office or employment.

6. Directors' Responsibility for Preparing Financial Statements

The Directors acknowledge their responsibilities for preparing the financial statements of the Group which give a true and fair view of the state of the Group's affairs and of its results. Their responsibilities have also been stated in the section headed "Independent Auditor's Report" on page 72. In doing so, the Directors select suitable accounting policies and apply them consistently and make accounting estimates that are appropriate in the circumstances. With the assistance of the accounting and finance department of the Company, the Directors ensure that the financial statements of the Group are prepared in accordance with statutory requirements and appropriate financial reporting standards.

In addition, the Directors ensure timely publication of the financial statements of the Group.

7. Risk Management and Internal Control

The Board has overall responsibility for maintaining and ensuring effective implementation of the risk management and internal control systems of the Group and reviewing their effectiveness by the Audit Committee to safeguard the Shareholders' interest and the Company's assets. However, these systems are designed to manage rather than eliminate risk of failure in operational system, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Group has implemented an effective internal control system which includes a defined management structure with clear lines of responsibility and limits of authority, proper procedures for income and expenditure, monthly review by the Executive Directors of operational and financial reports provided by the management, regular business meetings between the Executive Directors and the core management team and periodic review of the Group's financial results by the Board.

CORPORATE GOVERNANCE REPORT

The Board, through the Audit Committee, reviews regularly the effectiveness and adequacy of the Group's internal control system which includes financial, operational and compliance mechanisms and risk management functions in order to identify, evaluate and manage risks (including ESG risks) and take appropriate measures to avoid or mitigate those risks that could adversely impact the Group's business activities. The review also includes the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting functions, training programmes and budget, internal audit as well as those relating to the Company's ESG performance and reporting. The review process consists of, amongst other matters, assessment and implementation of material control issues identified by an independent external auditor during the statutory audit.

During the year 2023, the Company engaged an independent consultant to perform an internal audit review on the operations of the Group in order to assist the Group to assess its internal control system in general. The consultant also assisted the Group to perform an ESG risk assessment by identifying ESG issues of the environmental and social aspects, assessing and prioritizing the ESG risks as well as considering upcoming plans for enhancing the current ESG practices of the Group. An ESG working committee comprising management members and led by an Executive Director was formed to review and monitor the Group's ESG matters and ensure the compliance with the ESG related regulatory requirements.

The work approach of the review conducted by the independent consultant includes:

- (i) making enquiries with appropriate management and key process owners to obtain a thorough understanding of the operations of the in-scope processes and to identify major risks, respective internal controls and significant design deficiencies of the internal control system;
- (ii) performing walkthrough tests and identifying implementation deficiencies for the key internal control procedures;
- (iii) performing necessary substantive procedures to identify operating deficiencies of the key internal control procedures; and
- (iv) following completion of the review, the independent consultant summarizes the findings and certain deficiencies identified and also makes appropriate recommendations for improving and strengthening the Group's internal control system to the Audit Committee for approval.

In the year under review, no material issues on the Group's internal control system have been identified in the reviewed areas. The findings of the review and some recommendations proposed to the management for improving the internal control system have been reported to the Audit Committee. The independent consultant also performed a follow-up review on the remedial actions undertaken by the management of the Company on the control deficiencies in the review carried out in the previous year. The recommended remedial actions were fully implemented by the Company. After reviewing the internal audit report for the year 2023, the Board considered that the risk management and internal control system was adequate and effective.

Policies for Whistleblowing and Anti-Corruption

The Company is committed to achieving and maintaining the highest standards of openness, probity and accountability. In line with this commitment, the Board adopted a Whistleblowing Policy in August 2022 which provides reporting channels and guidance for its employees and other third parties who deal with the Group (e.g. customers, tenants, contractors and suppliers) to report any suspected impropriety, misconduct or malpractice within the Group. The Company's Business Ethics Committee (comprising the Chief Executive and the Head of Human Resources and Administration Department of the Company) will review and investigate the reported matters and determine the subsequent corrective action. All information received from a whistleblower and his/her identity will be kept confidential.

CORPORATE GOVERNANCE REPORT

The Business Ethics Committee of the Company will report the concerns and the outcome of investigation to the Audit Committee regularly. The Audit Committee is empowered to take any further appropriate course of action and report to the Board that requires its attention and approval. The Audit Committee will review the Whistleblowing Policy to ensure its effectiveness from time to time and make recommendation to the Board of any revisions for its approval.

The Company is also committed to conducting business honestly, ethically and with integrity. In line with this commitment, the Board adopted an Anti-Corruption Policy in August 2022 which sets out the minimum standards of conduct of directors, officers and employees of the Group when dealing business under the applicable anti-corruption laws, rules and regulations. Every employee has a duty to timely report any actual or suspected breach of the policy through the procedures as stated in the Whistleblowing Policy. The Board is responsible for monitoring the implementation of this policy and will from time to time review this policy as appropriate to ensure the effectiveness of this policy.

The Whistleblowing Policy and Anti-Corruption Policy have been published on the Company's website and intranet for public and employees information.

8. Handling and Dissemination of Inside Information

The Group acknowledges its responsibilities under the SFO and the Listing Rules and the overriding principle that inside information should be announced immediately when it is the subject of a decision.

The Board adopted the Inside Information Policy in August 2019 which provides a general guide to the Group's officers and employees in handling confidential information and ensures that inside information of the Company is to be disseminated to the public in a timely manner in accordance with the applicable laws and regulations.

Below is a summary of key provisions of the Inside Information Policy:

- (i) officers and employees must follow the reporting channels for disclosing the inside information and take reasonable care for safeguard the confidentiality of all inside information;
- (ii) the Executive Directors are empowered to take appropriate actions to ensure compliance with the disclosure requirements including issuing announcements and making a request to the Stock Exchange for a trading halt in case the Company is facing an unexpected and significant event; and
- (iii) Directors and employees of the Group must not deal in the Company's securities when they are in possession of unpublished inside information.

The Group also keeps the Directors and employees apprised of the latest regulatory updates on disclosure requirements of inside information.

CORPORATE GOVERNANCE REPORT

9. Dividend Policy

The Board adopted the Dividend Policy in December 2018 which sets out the frequency, forms and criteria of dividend payout in order to provide stable and sustainable returns to the Shareholders that allows the Shareholders to participate in the Company's profits and for the Company to retain adequate reserves for future development.

The Company may distribute dividends by way of cash and/or by way of distribution in specie, subject to the applicable rules and requirements under the Bermuda law and the Company's constitutional documents. The Board takes into account, inter alia, the following factors in deciding whether to propose a dividend and in determining the dividend amount:

- (i) the Group's actual and expected financial performance;
- (ii) retained earnings and distributable reserves of the Company and its subsidiaries;
- (iii) the cash flow position of the Group;
- (iv) the Group's working capital requirements and future expansion plans; and
- (v) general economic conditions and other internal and external factors that may have an impact on the business or financial performance and position of the Group.

The Company will review the Dividend Policy from time to time and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way to obligate the Company to declare a dividend for any given period.

10. Independent Auditor's Reporting Responsibility

The statement of Deloitte, Certified Public Accountants, the independent auditor of the Company, about their reporting responsibility on the financial statements of the Group is set out in the section headed "Independent Auditor's Report" on pages 72 to 74. Representatives of Deloitte also attend the AGMs to answer questions which the Shareholders may have.

11. Independent Auditor's Remuneration

At the AGM held on 19 May 2023, Deloitte was re-appointed by the Shareholders as independent auditor of the Company at a fee to be agreed by the Board. The total fees paid/payable to Deloitte in respect of the audit and non-audit services provided during the year ended 31 December 2023 are set out as follows:

	HK\$'000
Audit services	2,500
Non-audit services (reviewing and other reporting services)	70
Total	2,570

CORPORATE GOVERNANCE REPORT

12. Going Concern

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

13. Shareholders Engagement

The Shareholders' Communication Policy was updated in November 2023 to enhance the communication with the Shareholders so as to ensure the communications are timely, transparent, accurate and open. Information of the Company is disseminated to the Shareholders through a number of channels as follows:

- (i) corporate communications such as annual reports, interim reports and circulars are available on the websites of the Company and HKEX;
- (ii) periodic announcements are made through the Stock Exchange and published on the respective websites of the Company and HKEX;
- (iii) corporate information is made available on the Company's website;
- (iv) AGMs and SGMs provide a forum for Shareholders to make comments and exchange views with the Directors and senior management of the Company; and
- (v) the Company's Hong Kong branch share registrar serves the Shareholders in respect of share registration, dividend payment, change of their particulars and related matters, election of means of receipt of corporate communications and related matters.

Having considered the multiple channels of communication with the Shareholders, the Company considers that the Shareholder's Communication Policy is proper and effective. The Board will review the policy from time to time and make necessary changes if required.

Shareholders are encouraged to access the Company's corporate communications electronically via the websites of the Company and HKEX to help protect the environment. Shareholders have the right to change their choice of receipt of our corporate communications at any time by giving reasonable notice to the Company.

Separate resolutions are proposed at general meetings on each substantial issue including the election of individual Directors.

During the year ended 31 December 2023, an AGM was held on 19 May 2023. All resolutions relating to ordinary businesses and special businesses, and a special resolution regarding the amendments to the preceding Bye-Laws and adopting new Bye-Laws proposed at the AGM were duly passed.

CORPORATE GOVERNANCE REPORT

The attendance records of the Directors at the 2023 AGM are set out in the following table:

Directors	Attendance at the 2023 AGM
<i>Executive Directors</i>	
Mr. Lu Wing Chi, Jesse (<i>Chairman</i>)	✓
Mr. Lambert Lu (<i>Chief Executive</i>)	✓
Mr. Yap Shee Liam (<i>Chief Financial Officer</i>)	✓
<i>INED</i>	
Mr. Walujo Santoso, Wally	✓
Mr. Chung Pui Lam	✓
Mr. Chan Kwok Wai	✓
Mr. Lo Wai Tung Welman	✓

14. Shareholders' Rights

Convening Special General Meeting

Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company may request the Board to convene a SGM. The purposes of the meeting must be stated in the related requisition and deposited at the Company's registered office and principal place of business in Hong Kong. If the Directors do not within 21 days from the date of the deposit of a request (after being verified to be valid) proceed to convene a SGM, the Shareholders concerned, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a SGM, but any SGM so convened shall not be held after the expiration of three months from the date of the deposit of the request.

Putting forward proposals at general meetings

Shareholders holding not less than one-twentieth of the total voting rights of those Shareholders having the right to vote at a general meeting or not less than one hundred Shareholders can submit a written request to move a resolution at a general meeting. The written request must state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution and deposited at the Company's registered office and principal place of business in Hong Kong not less than six weeks before the meeting in the case of a requisition requiring notice of a resolution, and not less than one week before the meeting in the case of any other requisition. Upon the request verified to be valid, the Company will give notice of the resolution or circulate the statement provided that the Shareholders concerned have deposited a sum reasonably sufficient to meet the Company's expenses in regard thereto.

CORPORATE GOVERNANCE REPORT

15. Constitutional Documents

At the AGM held in May 2023, a special resolution was passed for approving the amendments to the preceding Bye-Laws and adopting new Bye-Laws in order to (i) comply with the Core Shareholder Protection Standards as set out in Appendix A1 to the Listing Rules; (ii) reflect the prevailing requirements under the applicable laws of Bermuda; (iii) allow general meetings of the Company to be held as a physical meeting, an electronic meeting or a hybrid meeting; and (iv) make other consequential and housekeeping amendments. Details of the amendments of the Bye-Laws were set out in the Company's circular dated 26 April 2023.

Save as disclosed above, there is no other change in the constitutional documents during the year ended 31 December 2023 and up to the date of this report. The updated constitutional documents of the Company are available on the websites of the Company and HKEX.

16. Investor Relations

The Company keeps on promoting investor relations and enhancing communication with the Shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public who may contact the Company by the following means:

- (i) By phone at (852) 2828 6363 during normal business hours
- (ii) By fax at (852) 2598 6861
- (iii) By e-mail to info@seagroup.com.hk
- (iv) By post to 26/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong

17. Looking Forward

The Board will continue to monitor, review and take appropriate actions to ensure compliance with the required practices and standards including the code provisions and if reasonably practicable, the recommended best practices of the CG Code at all times.

DIRECTORS' REPORT

The Directors have pleasure in presenting this Directors' Report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

Principal Activities

During the year 2023, the Company acted as an investment holding company and the activities of its principal subsidiaries were property investment, property development, hotel operation and financial investment in Hong Kong and the United Kingdom.

Other particulars of the principal subsidiaries of the Company as at 31 December 2023 are set out in note 46 to the consolidated financial statements.

Business Review and Performance

A review of the business of the Group during the year ended 31 December 2023 and a discussion on the Group's future business development, principal risks and uncertainties that the Group may be facing are provided in the "Chairman's Statement" on pages 12 and 13, "Chief Executive's Report" on pages 14 to 19 and "Management Discussion and Analysis" on pages 24 to 31 of this Annual Report.

The financial risk management objectives and policies of the Group can be found in note 36 to the consolidated financial statements.

An analysis of the Group's performance during the year ended 31 December 2023 using financial key performance indicators is provided in the "Chairman's Statement" on pages 12 and 13, "Chief Executive's Report" on pages 14 to 19 and "Management Discussion and Analysis" on pages 24 to 31 and "Financial Highlights" on pages 22 and 23 of this Annual Report.

Environmental Protection

The Group is committed to reduce its environmental footprint and promote environmental responsibility in its daily operation. The Group has formulated a corporate social responsibility policy statement to demonstrate its determination to care for the environment. It continually seeks to identify and manage environmental impacts attributable to its operational activities and strives to minimise these impacts.

To address climate-related issues, the Group has adopted the Climate Change Policy which guides the Group in mitigating the impacts of climate change on its operations, enhance the resilience, adaptability and disclosure of climate-related issues. The Group also adopted the Supply Chain Management Policy for managing the environmental and social risks of the Group's supply chain that covers the suppliers' business ethics, environmental performance and social standards.

Energy saving measures have been implemented at the main office in order to reduce power and paper consumption. All copiers, printers and other electronic equipment have been set to eco-friendly options by default. Energy-saving modes of office equipment is also being enabled after a long period of inactivity. LED lighting and indoor temperature control are applied to minimise power consumption. The Group also makes an effort to raise its staff's energy-saving awareness and regularly reminds them to switch off unnecessary lighting and electronic devices when not in use. Application of e-system, setting printers from single-sided printing mode to double-sided printing mode, and recycling of papers and stationery are carried out to reduce paper consumption and to achieve cost savings.

DIRECTORS' REPORT

The Group has also actively promoted material-savings and implemented policies to reduce waste generated from its business activities. Water saving signage is posted at the pantry to remind and encourage staff to save water resources. Its financial reports are printed on Forest Stewardship Council-certified (FSC) papers. To further save paper resources, the Company has made arrangements to its Shareholders to receive corporate documents like financial reports and circulars in electronic form. The Group understands the importance of reducing waste production and promotes recycling across its operations. Waste electrical and electronic equipment such as computers, printers and photocopiers were sent to recyclers for processing. The recycling of materials in our operations, including papers, plastic bottles, stationery and office equipment, are highly encouraged. Hazardous waste such as used ink and toner cartridges are returned to service providers to minimise negative impacts on the environment.

Crowne Plaza is committed to environmental protection and has taken several measures to improve energy efficiency within its operations. An energy monitoring system has been implemented to assess and monitor energy consumption behavior. LED lighting has been adopted throughout the hotel, and lights and electronic devices are switched off when not in use. Regular maintenance and servicing of equipment ensure maximum efficiency, and seasonal adjustments are made to chiller plants to reduce electricity consumption without compromising guest comfort.

Water-saving measures have been implemented at Crowne Plaza, with a water consumption monitoring system in place to track water usage. Water-saving taps have been installed in kitchens and washrooms to reduce water consumption.

Waste management is an important aspect of Crowne Plaza's operation. Drop-off points for recyclable items such as cardboards, newspapers, office papers, glass, metal, plastic, aluminium cans and cooking oil and grease have been established throughout the hotel. Hazardous materials are disposed of at approved facilities by original suppliers or professional companies appointed by Crowne Plaza.

Compliance with Laws and Regulations

The Group complies with applicable rules and regulations governing property development and property investment in Hong Kong and holds relevant required licences for provision of services. With respect to the overseas properties held by the Group, it engages external professional advisors to ensure the compliance with applicable laws and regulations of that jurisdictions. During the year under review, there was no reported incident of material non-compliance with the relevant laws and regulations that had a significant impact on the Group's business.

The Group respects and recognizes intellectual property rights protection as part of our business ethics. The Group has registered its domain name and various trademarks in various classes in Hong Kong, the PRC and other relevant jurisdictions. The Group takes all appropriate actions to enforce its intellectual property rights.

DIRECTORS' REPORT

The Group is committed to upholding the highest standard of business integrity and complying with relevant legal and regulatory requirements. It is the policy of the Group to strictly prohibit bribery, corruption and money laundering activities to ensure the conduct of the Group companies and employees are in compliance with the applicable rules and regulations. The Group has an Anti-Corruption Policy setting out the responsibilities of all directors, officers and employees of the Group as well as any persons associated within the Group to comply with the Prevention of Bribery Ordinance and all other applicable laws, rules and regulations for the purpose of preventing corruption and bribery in all business dealings. They are strictly prohibited from soliciting, accepting or offering advantages from or to any third parties, such as suppliers or business partners. Any actual or suspect cases can be reported through the reporting channels and procedures as stated in the Group's Whistleblowing Policy. The Group will investigate and take appropriate actions accordingly.

The Company has provided sufficient information on the Group's anti-corruption principles to all employees. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time. During the year under review, the Group invited Hong Kong Independent Commission Against Corruption (ICAC) to give training to our employees in order to heighten their awareness on the vulnerability and corruption risk at work, understand the legal requirements and organization's policy in preventing corruption as well as necessary skills to handle ethical dilemmas at their workplace. Directors were also provided with training materials issued by The Hong Kong Institution of Directors on implementation of sound and effective ethical governance practices against corruption, fraud and malpractices.

Workplace Quality

The Group values its employees and is dedicated to supporting their career development and protecting their rights. The Group believes a motivated and balanced workforce is crucial for building a substantial business model and delivering long-term returns.

The Group has formulated and updated from time to time an Employee Handbook which clearly sets out company policies and procedures, expectations for employees' conduct and behavior, employees' rights and benefits. We establish and implement policies that promote a harmony, respectful and safe workplace. The Group encourages staff of all levels to serve the community and care for those in need. We participated in the "Dress Casual Day" which is the annual charity event organised by the Community Chest. Besides, we continued to make donation to Yang Memorial Methodist Social Service for supporting social services. The Group was awarded the Caring Company Logo by the Hong Kong Council of Social Service (HKCSS) in 2023 in recognition of our commitment in caring for our community, employees and environment over the past year.

The Group believes that people are the valuable assets of an enterprise and commits to attracting and retaining talent with diverse backgrounds for achieving sustainable growth. To show its gratitude to employees, the Group gave out festival gifts such as Easter gift basket, rice dumplings and mooncakes to our employees for festival celebration in 2023. As at 31 December 2023, approximately 16% of the staff have been serving the Group for more than five years. Service awards were presented as tribute to staff members who have contributed to the Group for 5, 10, 15 and 50 years during the year. Furthermore, the Company organized group gatherings including team building activity, festive lunches and annual dinner in 2023 in order to develop good sense of belonging and strong team bonding among employees.

DIRECTORS' REPORT

The Group provides a fair workplace, promoting non-discrimination and diversity to our staff, together with competitive remuneration and benefits, as well as opportunities for career advancement based on employees' merits and performance. It is the policy of the Group to encourage employees to attend appropriate courses to keep them abreast of the latest developments in the market and industry. They are encouraged to enrol in external job-related seminars and training programmes to improve their knowledge and maximise their potentials.

The Group considers employee health and safety as a priority at all times across its business operations. The Group follows the guidelines from the Occupational Safety and Health Council and Labour Department which outline relevant measures and tips covering use of equipment, hygiene, first aid and fire precaution. The Group had provided free on-site flu vaccination to its employees to safeguard their health and safety during 2023. Crowne Plaza prioritizes safety and provides safety policies and training to its employees. Occupational health and safety awareness is raised through safety trainings provided to operational staff, with annual refresher trainings organized to ensure ongoing safety awareness.

Further discussions on the Group's environmental policies, compliance with relevant laws and regulations and relationships with its key stakeholders which have a significant impact on the Group's operation are provided in the stand-alone 2023 ESG Report which will be published on the websites of HKEX and the Company in April 2024.

Segmental Analysis of Operations

An analysis of the Group's performance for the year by reportable segments is set out in note 6 to the consolidated financial statements.

Results

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss on page 75 and the consolidated statement of profit or loss and other comprehensive income on page 76.

The state of affairs of the Group as at 31 December 2023 is set out in the consolidated statement of financial position on pages 77 and 78.

Dividends

An interim dividend of HK2 cents per share (2022: HK2 cents) amounting to HK\$12.0 million (2022: HK\$12.0 million) was paid to the Shareholders during the year.

The Board has resolved to recommend for the Shareholders' approval at the forthcoming 2024 AGM the payment of a final dividend of HK3 cents (2022: HK3 cents) per share for the year under review, amounting to HK\$18.1 million (2022: HK\$18.1 million) to the Shareholders whose names appear on the register of members at the close of business on Tuesday, 4 June 2024. The relevant dividend warrants are expected to be despatched on or before Tuesday, 18 June 2024.

Share Capital

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

DIRECTORS' REPORT

Reserves

Details of the movements in the reserves of the Group during the year 2023 are set out in the consolidated statement of changes in equity on page 79. The Company's reserves available for distribution to the Shareholders as at 31 December 2023 were as follows:

	2023 HK\$'000	2022 HK\$'000
Contributed surplus	190,081	190,081
Retained profits	4,543,870	4,601,551
	4,733,951	4,791,632

Under the Companies Act 1981 of Bermuda (as amended), the amount of the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend or make a distribution out of contributed surplus if after the payment:

- (i) it is or would be unable to pay its liabilities as they become due; or
- (ii) the realisable value of its assets would thereby be less than its liabilities.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Bye-Laws and there is no restriction against such rights under the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to its existing Shareholders.

Investment Properties

All the investment properties of the Group were revalued at 31 December 2023. The net decrease in fair value of investment properties amounting to HK\$451 million (2022: net decrease of HK\$235 million) has been debited directly to the consolidated statement of profit or loss.

Details of the movements in the investment properties of the Group during the year are set out in note 20 to the consolidated financial statements.

Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 21 to the consolidated financial statements.

DIRECTORS' REPORT

Properties

Details of the properties of the Group held for investment and sale purposes at 31 December 2023 are set out in the section headed "Property Portfolio" on pages 4 to 11.

Permitted Indemnity Provision

Pursuant to the Bye-Law 148, every Director for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, liabilities, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default respectively. During the year under review, the Company had arranged a directors' and officers' liability insurance for the Directors.

Directors

The Directors who served during the year and up to the date of this Annual Report were set out below.

Executive Directors

Mr. Lu Wing Chi, Jesse (*Chairman*)

Mr. Lambert Lu (*Chief Executive*)

Mr. Yap Shee Liam (*Chief Financial Officer*)

Independent Non-executive Directors

Mr. Walujo Santoso, Wally

Mr. Chung Pui Lam

Mr. Chan Kwok Wai

Mr. Lo Wai Tung Welman

In accordance with Bye-laws 88(A), 88(B) and 89 of the Bye-Laws and in compliance with the code provision B.2.2 of the CG Code as set out in Appendix C1 to the Listing Rules, Messrs Lu Wing Chi, Jesse, Walujo Santoso, Wally and Chung Pui Lam will retire as Directors by rotation at the 2024 AGM.

Mr. Chung Pui Lam had informed the Board that he will not seek re-election due to his decision to devote more time to his other commitments and areas of interest. Mr. Lu Wing Chi, Jesse and Mr. Walujo Santoso, Wally, being eligible, had offered themselves for re-election at the 2024 AGM.

All other Directors shall continue in office.

DIRECTORS' REPORT

Directors' Biographical Particulars

Biographical particulars of the present Directors are set out on pages 20 and 21 of this Annual Report.

Further particulars of the Directors to be re-elected at the 2024 AGM are set out in the circular to be despatched to the Shareholders in April 2024.

Directors' Service Contracts

None of the Directors proposed for re-election at the 2024 AGM has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation other than statutory compensation.

Particulars of the emoluments of Directors on a named basis for the year are set out in note 16 to the consolidated financial statements.

Directors' Interests in Transactions, Arrangements or Contracts of Significance

Save as disclosed in the section headed "Connected Transaction" on pages 59 and 60 of this report, there were no other transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its holding companies, subsidiaries or fellow subsidiaries was a party and in which a Director or a controlling Shareholder had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Arrangements for Directors to Acquire Shares and Debentures

At no time during the year was the Company or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors or any of their spouse or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' Interests in Competing Businesses

Pursuant to Rule 8.10 of the Listing Rules, the following Directors and their associates (as defined in the Listing Rules) are considered by the Company to have interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where such Directors have been appointed to represent the interests of the Company and/or other members of the Group:

- (i) Mr. Lu Wing Chi, Jesse (the Chairman and Executive Director) has shareholdings (for himself and on behalf of his associates) and holds directorships in a number of private companies controlled by, or owned in conjunction with, his close relatives and associates. From time to time, such companies are involved in real estate development and investment. In this regard, Mr. Lu is considered to have interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

DIRECTORS' REPORT

- (ii) Mr. Lambert Lu (the Executive Director and Chief Executive) is the son of Mr. Lu Wing Chi, Jesse. In this regard, Mr. Lambert Lu is considered to have interests in the competing businesses in which Mr. Lu Wing Chi, Jesse is deemed interested. Mr. Lambert Lu also has shareholdings (for himself and on behalf of his associates) and holds directorships in certain private companies controlled by, or owned in conjunction with, his close relatives and associates. From time to time, such companies are involved in real estate development and investment. In this regard, Mr. Lambert Lu is considered to have interests in businesses which compete or is likely to compete, either directly or indirectly, with the businesses of the Group.

Currently, more than half of the Board members are INED whose views carry significant weight in the Board's decisions. Fundamentally, it is independent of the above individuals and the respective boards of directors of the above companies in which the relevant directors have personal interests. Further, all the Directors are fully aware of, and have been discharging, their fiduciary duty to the Company and have acted and will continue to act in the best interest of the Company and the Shareholders as a whole. Therefore, the Group is capable of carrying on its businesses independently of, and at arm's length from, the said competing businesses.

Management Contracts

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

Connected Transaction

On 1 March 2023, S E A Project Management Company Limited ("SEA PM"), an indirect wholly-owned subsidiary of the Company, entered into a project management agreement with Newgate Property Holdings Limited ("Newgate Property") for a term of 36 months commencing on 1 March 2023 and ending on 28 February 2026 pursuant to which SEA PM has agreed to provide project management services to Newgate Property relating the proposed development project for a commercial building located at New Kowloon Inland Lot No. 5948, 7 Wang Tai Road, Kowloon Bay, Hong Kong.

Details of the continuing connected transaction including the terms of the project management agreement and the total fees for the provision of project management services payable to the Group were disclosed in the Company's announcement dated 1 March 2023.

For the year ended 31 December 2023, the Group received approximately HK\$13,194,000 for the project management services, which is within the annual cap of HK\$21,667,000.

As Mr. Lu Wing Chi, Jesse is the Chairman, Executive Director and controlling Shareholder, and Mr. Lambert Lu is the Executive Director, Chief Executive and controlling Shareholder, and therefore they are connected persons of the Company. Messrs Lu Wing Chi, Jesse and Lambert Lu indirectly and collectively hold 40% of the equity interests in Newgate Property. Accordingly, Newgate Property is an associate of Messrs Lu Wing Chi, Jesse and Lambert Lu and a connected person of the Company, and the entering into of the project management agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

DIRECTORS' REPORT

The Independent Non-executive Directors have reviewed and confirmed that during the year of 2023, the above continuing connected transaction was entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Deloitte, the Company's independent auditor, was engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transaction disclosed by the Group in this Annual Report in accordance with Rule 14A.56 of the Listing Rules.

Directors' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2023, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

1. Long positions in shares of the Company

Name of Directors	Number of ordinary shares held			Number of underlying shares held under equity derivatives		Approximate % of interest in the issued share capital
	Personal interests (held as beneficial owner)	Corporate interests (held by controlled corporations)	Family interests (interests of spouse)	Personal interests (held as beneficial owner)	Total interests	
Lu Wing Chi, Jesse	–	446,392,255 ⁽ⁱ⁾	–	–	446,392,255	74.14
Lambert Lu	550,000	338,779,740 ⁽ⁱⁱ⁾	–	–	339,329,740	56.36
Yap Shee Liam	648,000	–	–	–	648,000	0.11
Walujo Santoso, Wally	1,680,400	–	–	–	1,680,400	0.28
Chung Pui Lam	894,800	–	–	–	894,800	0.15
Chan Kwok Wai	–	–	–	–	–	–
Lo Wai Tung Welman	–	–	–	–	–	–

DIRECTORS' REPORT

Notes:

- (i) Among these 446,392,255 shares, 107,612,515 shares were held by Port Lucky, 78,548,387 shares were held by Ambleside Glory and 260,231,353 shares were held by NLI. Port Lucky is 100% owned by SEA Fortune, which in turn is 100% owned by NYH. NYH is 100% owned by Mr. Lu Wing Chi, Jesse. Ambleside Glory is 100% owned by NLI, which in turn is owned by Mr. Lu Wing Chi, Jesse and Mr. Lambert Lu as to 60% and 40% respectively (as disclosed in the section of "Long positions in shares of associated corporation" as stated below). By virtue of Mr. Lu Wing Chi, Jesse's interests in NLI, Port Lucky and Ambleside Glory, he is deemed to be interested in these shares.
- (ii) As disclosed in Note (i) above, among these 338,779,740 shares, 78,548,387 shares were held by Ambleside Glory and 260,231,353 shares were held by NLI. Ambleside Glory is 100% owned by NLI, which in turn is owned by Mr. Lu Wing Chi, Jesse and Mr. Lambert Lu as to 60% and 40% respectively. By virtue of Mr. Lambert Lu's interests in NLI and Ambleside Glory, he is also deemed to be interested in these shares.
- (iii) The total number of issued shares of the Company as at 31 December 2023 was 602,122,726 shares.

2. Long positions in shares of associated corporation

Name of associated corporation	Name of Directors	Number of ordinary shares held			Total interests	Approximate % of interest in the issued share capital
		Personal interests (held as beneficial owner)	Corporate interests (held by controlled corporation)	Family interests (interests of spouse)		
NLI	Lu Wing Chi, Jesse	93,876	—	—	93,876	60.00
	Lambert Lu	62,584	—	—	62,584	40.00

Saved as disclosed herein, as at 31 December 2023, none of the Directors 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 to be recorded in the register kept by the Company under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' REPORT

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2023, so far as is known to the Directors, the following substantial Shareholders and other persons (other than Directors) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Long positions in shares of the Company

Name of Shareholders	Number of ordinary shares		Total interests	Approximate % of interest in the issued share capital
	Held as beneficial owner	Held by controlled corporations		
NLI	260,231,353	78,548,387 ⁽ⁱ⁾	338,779,740	56.26
Ambleside Glory	78,548,387	—	78,548,387	13.05
NYH	—	107,612,515 ⁽ⁱⁱ⁾	107,612,515	17.87
SEA Fortune	—	107,612,515 ⁽ⁱⁱ⁾	107,612,515	17.87
Port Lucky	107,612,515	—	107,612,515	17.87

Notes:

- (i) NLI holds 100% of the issued share capital of Ambleside Glory. The above 78,548,387 shares held by Ambleside Glory are also deemed to be interest of NLI and such shares are, therefore, duplicated between these shareholders for the purpose of the SFO.
- (ii) NYH holds 100% of the issued share capital of SEA Fortune, which in turn holds 100% of the issued share capital of Port Lucky. The above 107,612,515 shares held by Port Lucky are also deemed to be interest of SEA Fortune and NYH and such shares are, therefore, duplicated between these shareholders for the purpose of the SFO.
- (iii) Messrs Lu Wing Chi, Jesse and Lambert Lu, both being Directors, are also directors of NLI, Ambleside Glory, NYH, SEA Fortune and Port Lucky.
- (iv) The total number of issued shares of the Company as at 31 December 2023 was 602,122,726 shares.

Saved as disclosed herein, as at 31 December 2023, none of the substantial Shareholders and other persons (other than Directors) had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

DIRECTORS' REPORT

Share Option Scheme

The Company adopted the 2015 Share Option Scheme on 29 May 2015. A summary of the principal terms of the 2015 Share Option Scheme is set out below:

- 1. Purpose:** To provide a flexible means to recognise and acknowledge the performance and/or contribution of the eligible participants (as defined under the 2015 Share Option Scheme).
- 2. Participants:** Eligible participants include any (i) director or employee of the Company or any of its affiliate; (ii) representative, manager, agent, contractor, advisor, consultant, distributor or supplier engaged by the Company or any of its affiliate; (iii) customer, promoter, business ally or joint-venture partner of the Company or any of its affiliate; or (iv) trustee of any trust established for the benefit of employees of the Company or any of its affiliate.
- 3. Total number of shares available for issue under the 2015 Share Option Scheme and percentage of the issued share capital that it represents as at the date of this Annual Report:** The maximum number of shares which could be issued upon exercise of all options granted or to be granted under the 2015 Share Option Scheme was 69,186,772 shares (the "Scheme Mandate Limit"), representing approximately 10% of the shares of the Company in issue as at 29 May 2015, the date on which an ordinary resolution was passed by the Shareholders to approve the 2015 Share Option Scheme.

As at 27 March 2024, a total of 58,731,772 shares (excluding the underlying shares comprised in share options that have been granted but not yet lapsed, cancelled or exercised) were available for issue under the 2015 Share Option Scheme, which represented approximately 9.75% of the issued share capital of the Company on that date.
- 4. Maximum entitlement of each participant:** Unless approved by the Shareholders, the total number of shares issued and to be issued upon exercise of the share options already granted or to be granted to each eligible participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares of the Company then in issue.

In addition, for any grant of share options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates would result in the shares issued and to be issued upon exercise of all options already granted or to be granted (including options exercised, cancelled and outstanding) to such person in any 12-month period exceed 0.1% of the shares of the Company then in issue and with an aggregate value in excess of HK\$5 million, then the proposed grant is also subject to the approval of Shareholders in general meeting.

DIRECTORS' REPORT

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|----|---|--|
| 5. | Period within which the shares must be taken up under an option: | The period during which an option may be exercised is determined by the Board at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. |
| 6. | Minimum period for which an option must be held before it can vest: | As determined by the Board. |
| 7. | Amount payable on acceptance of an option and the period within which payments shall be made: | HK\$10 is payable to the Company upon acceptance of the option which must be taken up within 28 days from the date of offer. |
| 8. | Basis of determining the exercise price: | The exercise price is determined by the Board which must be at least the highest of (i) the closing price of the shares of the Company on the Stock Exchange on the date of grant of the option; (ii) the average of the closing price of the shares of the Company on the Stock Exchange for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of the share of the Company. |
| 9. | Remaining life of the 2015 Share Option Scheme: | Valid and effective for a term of ten years from the date of adoption until 28 May 2025. |

The following table shows the movements in share options under the 2015 Share Option Scheme during the year ended 31 December 2023 and the options outstanding at the beginning and end of the year:

Grantees	Date of grant	Exercise price per share (HK\$)	Exercise period	Number of underlying shares comprised in share options		
				As at 01.01.2023	Lapsed during the year	As at 31.12.2023
Eligible employees in aggregate	22.01.2018	12.80	01.01.2021 to 31.12.2022	500,000	(500,000)	—
			01.07.2021 to 30.06.2023	850,000	(850,000)	—
Total				1,350,000	(1,350,000)	—

Notes:

- (i) The vesting period of the share options granted is from the date of grant until the commencement of the exercisable period.
- (ii) No share options had been granted, exercised or cancelled under the 2015 Share Option Scheme for the year ended 31 December 2023.
- (iii) As at 1 January 2023 and 31 December 2023, 57,881,772 and 58,731,772 share options were available for grant under the 2015 Share Option Scheme respectively.
- (iv) During the year ended 31 December 2023, no share options had been granted under the 2015 Share Option Scheme. Accordingly, there were no shares of the Company that might be issued in respect of the share options granted under the 2015 Share Option Scheme during the said year.

DIRECTORS' REPORT

Share Award Scheme

The Share Award Scheme was approved by the Shareholders at the SGM held on 27 May 2010. A summary of the principal terms of the Share Award Scheme is set out below:

1. Purpose:

To provide a flexible means to recognise and acknowledge the performance and/or contribution of the eligible participants (as defined under the Share Award Scheme).
2. Participants:

Eligible participants include any (i) director or employee of the Company or any of its affiliate; (ii) representative, manager, agent, contractor, advisor, consultant, distributor or supplier engaged by the Company or any of its affiliate; (iii) customer, promoter, business ally or joint-venture partner of the Company or any of its affiliate; or (iv) trustee of any trust established for the benefit of employees of the Company or any of its affiliate.
3. Total number of shares which can be awarded under the Share Award Scheme and percentage of the issued share capital that it represents as at the date of this Annual Report:

The maximum number of shares to be awarded under the Share Award Scheme was 67,377,365, representing approximately 10% of the shares of the Company in issue as at 27 May 2010, the date on which an ordinary resolution was passed by the Shareholders to approve the Share Award Scheme.

As at 27 March 2024, a total of 39,917,365 shares were available to be awarded under the Share Award Scheme, which represented approximately 6.63% of the issued share capital of the Company on that date.
4. Maximum entitlement of each participant:

Unless approved by the Shareholders, the total number of shares granted or to be granted to each eligible participant (including any vested, cancelled and outstanding awards) in any 12-month period must not exceed 1% of the shares of the Company in issue as at the date of such new grant.
5. Vesting period for the grant of awards:

Subject to satisfaction of vesting criteria, the awards may be vested to the eligible participant at any time as determined and notified by the Board or any delegated committee.
6. Amount payable on acceptance of the awards and the period within which payments shall be made:

The awarded shares will be issued or transferred to the eligible participants with nil consideration.

DIRECTORS' REPORT

7. Basis of determining the purchase price: Under the Share Award Scheme, the Board (or any committee delegated by the Board) may at its absolute discretion grant awards, which may comprise (a) new shares of the Company; (b) existing shares of the Company in issue and are listed on the Stock Exchange; (c) cash in lieu of the shares of the Company; or (d) a combination of any of (a), (b) and (c), to any eligible participants as it thinks fit and appropriate.
- In the event the award includes cash in lieu of shares of the Company, the cash value must be the higher of (i) the closing price of the shares of the Company on the Stock Exchange on the date of vesting in respect of such award; and (ii) the average of the closing price of the shares of the Company on the Stock Exchange for the five business days ending on the date of vesting of such award.
8. Remaining life of the Share Award Scheme: Valid and effective for a term of fifteen years from the date of commencement on 15 June 2010 until 14 June 2025.

A total of 27,460,000 shares were granted without vesting period under the Share Award Scheme since its adoption.

As at 1 January 2023 and 31 December 2023, 39,917,365 awarded shares were available for grant under the Share Award Scheme.

During the year ended 31 December 2023, no award had been granted, vested, cancelled or lapsed by the Company under the Share Award Scheme. Accordingly, there were no shares of the Company that might be issued in respect of the share awards granted under the Share Award Scheme during the said year.

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

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

Major Customers and Major Suppliers

During the year, the revenue and aggregate revenue attributable to the Group's largest customer and five largest customers accounted for approximately 24% and 47% of the Group's total revenue respectively.

The aggregate purchases attributable to the five largest suppliers of the Group accounted for less than 30% of the total purchases of the Group for the year.

Save as disclosed in the section headed "Connected Transaction" of this Directors' Report, at no time during the year did a Director, a close associate of a Director or a Shareholder (which to the knowledge of the Directors own more than 5% of the Company's share capital) had an interest in any of the Group's five largest customers.

DIRECTORS' REPORT

Related Party Transactions

Details of the significant related party transactions undertaken in the usual course of business are set out in note 44 to the consolidated financial statements. Save as disclosed in the section headed "Connected Transaction" of this Directors' Report, the other related party transactions are fully exempt connected transaction under Chapter 14A of the Listing Rules.

Corporate Governance

The Company is committed to maintain high corporate governance standards so as to ensure better transparency and protection of Shareholders' interests. Information on the corporate governance practices adopted by the Company is set out in the section headed "Corporate Governance Report" on pages 33 to 51.

Financial Assistance to Affiliated Companies

Pursuant to Rule 13.22 of the Listing Rules, a combined statement of financial position of those affiliated companies with financial assistance from the Group and the Group's attributable interests in those affiliated companies as at 31 December 2023 are presented as follows:

	Combined statement of financial position HK\$ million	Group's attributable interests HK\$ million
Non-current assets	607	94
Current assets	10,024	1,906
Current liabilities	(717)	(105)
Total assets less current liabilities	9,914	1,895
Non-current liabilities		
— Bank borrowings	(468)	(234)
	9,446	1,661
Total equity (including capital contribution in form of loan to the affiliated company)	9,446	1,661

The combined statement of financial position of the affiliated companies was prepared by combining their statements of financial position, after making adjustments to conform with the Group's significant accounting policies and re-grouping into significant classification in the statement of financial position, as at 31 December 2023.

DIRECTORS' REPORT

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the issued shares in the Company were held by the public (i.e. the prescribed public float applicable to the Company under the Listing Rules) during the year and up to the date of this Annual Report.

Charitable Donations

During the year, the Group made charitable donations amounting to about HK\$44,000 (2022: HK\$52,000).

Five-Year Financial Summary

A summary of the results, assets and liabilities of the Group for the past five financial years is set out in the section headed "Financial Highlights" on page 22.

Review by Audit Committee

The Audit Committee comprises four members, namely Messrs Chan Kwok Wai, Walujo Santoso, Wally, Chung Pui Lam and Lo Wai Tung Welman, all being INED. The Audit Committee has reviewed with the management the audited consolidated financial statements of the Company for the year ended 31 December 2023.

Independent Auditor

The consolidated financial statements of the Company for the year under review have been audited by Deloitte, who will retire and, being eligible, offer themselves for re-appointment. Approved by the Board upon the Audit Committee's recommendation, a resolution to re-appoint Deloitte as independent auditor of the Company for the ensuing year will be put to the 2024 AGM for the Shareholders' approval.

On behalf of the Board

Lu Wing Chi, Jesse

Chairman

Hong Kong, 27 March 2024

INDEPENDENT AUDITOR'S REPORT

Deloitte.

德勤

To the Shareholders of S E A Holdings Limited

(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of S E A Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 75 to 173, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other 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 31 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 disclosure requirements of 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.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

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

Key audit matter

How our audit addressed the key audit matter

Valuation of investment properties

We identified the valuation of investment properties as a key audit matter as the valuation is subject to management estimate and has a significant impact on the financial result and financial position of the Group.

As disclosed in note 20 to the consolidated financial statements, the carrying value of the investment properties amounted to HK\$6,744,962,000 as at 31 December 2023 and the decrease in fair value of the investment properties recorded in the loss for the year was HK\$451,494,000. In estimating the fair value of investment properties, it is the Group's policy to engage independent qualified professional valuers (the "Valuers") to perform the valuation.

The Valuers have determined the fair value of the Group's investment properties by the use of different valuation methodologies, and key inputs such as: (i) capitalisation rate under income capitalisation approach; (ii) adjusting factors such as location, size, age and maintenance under direct comparison approach and (iii) estimated costs to complete and market unit rate for gross development value under residual approach.

Our procedures in relation to the valuation of investment properties included:

- Evaluating the competence, capabilities and objectivity of the Valuers;
- Obtaining an understanding of the valuation process and significant assumptions to assess if the methodologies meet relevant accounting requirements and industry norms;
- Evaluating the appropriateness of the valuation models used based on our knowledge of the property market; and
- Assessing the reasonableness of the key inputs used by the Valuers by comparing them to comparable market transactions, other publicly available information of the property market and entity-specific information such as rental income and tenancy summary on a sample basis.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS *(continued)*

Key audit matter

How our audit addressed the key audit matter

Measurement of expected credit loss ("ECL") for debt instruments at fair value through other comprehensive income ("FVTOCI")

We identified the measurement of ECL for debt instruments at FVTOCI as a key audit matter due to the determination of loss allowances for debt instruments at FVTOCI using the ECL model involving significant estimates and judgements, including determination of whether there is significant increase in credit risk since initial recognition, use of assumptions in determination of probability of default and loss given default, and incorporation of forward-looking information.

As at 31 December 2023, the Group's debt instruments at FVTOCI amounted to HK\$53,236,000, for which impairment losses under ECL of HK\$302,667,000 has been recognised in the consolidated statements of profit or loss during the year. As set out in note 4 to the consolidated financial statements, the measurement of ECL is dependent on the external economic conditions and the credit rating of each debt instrument and requires management's estimation, significant assumptions applied in the ECL model and the selection of key inputs used in the ECL model. The Group had also engaged an independent qualified professional valuer to perform ECL assessment on the debt instruments which are determined to have suffered a significant increase in credit risk and credit-impaired.

Our procedures in relation to the measurement of ECL for debt instruments at FVTOCI included:

- Obtaining an understanding of the Group's process in assessing the ECL for debt instruments at FVTOCI under HKFRS 9 *Financial Instruments*;
- Evaluating the competence, capabilities and objectivity of the independent qualified professional valuer;
- Understanding and evaluating the management's judgement in determining significant increase in credit risk and the staging criteria based on the external available information;
- Testing the integrity of significant inputs used by management in determining ECL and the mathematical accuracy of the calculations; and
- Engaging our internal specialist to review the significant management judgements and assumptions, including (i) the criteria for significant increase in credit risk made by assessing credit rating migration between origination date and reporting date; (ii) reasonableness of probability of default, recovery rate and loss given default; and (iii) the use of economic variables and relative weighting for forward-looking scenarios.

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

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

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

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

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

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of 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 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the 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.

INDEPENDENT AUDITOR'S REPORT

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

As part of an audit in accordance with HKSAAs, 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.

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.

INDEPENDENT AUDITOR'S REPORT

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

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 these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Tan Wei Ming.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
27 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2023

	NOTES	2023 HK\$'000	2022 HK\$'000
Revenue	7		
— Renting of investment properties		193,904	193,714
— Hotel operation		202,697	128,129
— Return from financial investment			
— Interest income and others		17,189	49,878
Total revenue		413,790	371,721
Other income	8	28,841	9,679
Costs:			
Property and related costs	9	(3,735)	(3,887)
Staff costs		(98,377)	(82,770)
Depreciation and amortisation		(43,463)	(41,930)
Other expenses	10	(99,167)	(86,636)
		(244,742)	(215,223)
Profit before fair value changes on investment properties, impairment loss and other gains and losses		197,889	166,177
Fair value changes on investment properties		(451,494)	(234,954)
Loss after fair value changes on investment properties		(253,605)	(68,777)
Other gains and losses	11	25,368	94,871
Impairment loss recognised on debt instruments at fair value through other comprehensive income ("FVTOCI")	12	(302,667)	(152,439)
Share of result of joint ventures		59,331	(3,277)
Finance costs	13	(378,568)	(260,891)
Loss before taxation	14	(850,141)	(390,513)
Income tax (expense) credit	15	(3,608)	6,854
Loss for the year		(853,749)	(383,659)
Loss for the year attributable to the Company's shareholders		(853,749)	(383,659)
		HK cents	HK cents
Basic and diluted loss per share for loss attributable to the Company's shareholders	19	(141.8)	(63.7)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023

	NOTE	2023 HK\$'000	2022 HK\$'000
Loss for the year		(853,749)	(383,659)
Other comprehensive (expense) income:			
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Fair value loss on equity instruments at FVTOCI		(11,575)	(116,854)
Share of other comprehensive income (expense) of a joint venture		284	(2,631)
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		72,782	(171,622)
Fair value loss on debt instruments at FVTOCI		(107,924)	(225,213)
Reclassification to profit or loss upon disposal/derecognition of debt instruments at FVTOCI		26,921	9,629
Impairment loss recognised on debt instruments at FVTOCI	12	302,667	152,439
Other comprehensive income (expense) for the year		283,155	(354,252)
Total comprehensive expense for the year attributable to the Company's shareholders		(570,594)	(737,911)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2023

	NOTES	2023 HK\$'000	2022 HK\$'000
Non-current assets			
Investment properties	20	6,744,962	6,958,517
Property, plant and equipment	21	576,667	595,662
Investments in joint ventures	22	722,160	883,374
Equity instruments at FVTOCI	23	92,991	109,236
Debt instruments at FVTOCI	24	15,889	73,820
Financial assets at fair value through profit or loss ("FVTPL")	25	54,100	57,234
Pledged bank deposits	27	190,156	105,979
Other assets	26	5,704	6,719
		8,402,629	8,790,541
Current assets			
Inventories		1,694	1,587
Loans to joint ventures	22	1,035,705	1,000,000
Debt instruments at FVTOCI	24	37,347	135,854
Trade and other receivables, deposits and prepayments	28	176,718	150,942
Tax recoverable		—	6
Pledged bank deposits	27	44,001	—
Cash and cash equivalents	27	2,445,668	2,457,179
		3,741,133	3,745,568
Assets classified as held for sale	29	—	1,249,948
		3,741,133	4,995,516
Current liabilities			
Payables, rental deposits and accrued charges	30	131,030	189,943
Tax liabilities		14,942	14,145
Lease liabilities	33	12,380	11,925
Guaranteed notes	32	—	1,105,767
Bank borrowings — due within one year	31	2,310,653	539,927
		2,469,005	1,861,707
Liabilities associated with assets classified as held for sale	29	—	466,656
		2,469,005	2,328,363
Net current assets		1,272,128	2,667,153
Total assets less current liabilities		9,674,757	11,457,694

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2023

	NOTES	2023 HK\$'000	2022 HK\$'000
Capital and reserves			
Share capital	34	60,212	60,212
Reserves		4,026,816	4,627,516
Total equity		4,087,028	4,687,728
Non-current liabilities			
Payables, rental deposits and accrued charges	30	70,750	71,488
Lease liabilities	33	167,625	171,065
Bank borrowings — due after one year	31	5,337,063	6,519,231
Deferred taxation	35	12,291	8,182
		5,587,729	6,769,966
Total equity and non-current liabilities		9,674,757	11,457,694

The consolidated financial statements on pages 75 to 173 were approved and authorised for issue by the Board of Directors on 27 March 2024 and are signed on its behalf by:

LU WING CHI, JESSE
 CHAIRMAN
 AND EXECUTIVE DIRECTOR

LAMBERT LU
 EXECUTIVE DIRECTOR
 AND CHIEF EXECUTIVE

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

	Attributable to the Company's shareholders								
	Share capital	Contributed surplus	Translation reserve	Capital redemption reserve	Share option reserve	Investment revaluation reserve	Other reserves	Retained profits	Total
	HK\$'000	HK\$'000 (note i)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000 (note ii)	HK\$'000	HK\$'000
At 1 January 2022	60,212	277,707	91,434	4,451	1,403	(473,338)	20,159	5,473,717	5,455,745
Loss for the year	—	—	—	—	—	—	—	(383,659)	(383,659)
Exchange differences arising on translation of foreign operations	—	—	(171,622)	—	—	—	—	—	(171,622)
Fair value loss on equity instruments at FVTOCI	—	—	—	—	—	(116,854)	—	—	(116,854)
Fair value loss on debt instruments at FVTOCI	—	—	—	—	—	(225,213)	—	—	(225,213)
Reclassification to profit or loss upon disposal/derecognition of debt instruments at FVTOCI	—	—	—	—	—	9,629	—	—	9,629
Impairment loss recognised on debt instruments at FVTOCI	—	—	—	—	—	152,439	—	—	152,439
Share of other comprehensive expense of a joint venture	—	—	—	—	—	(2,631)	—	—	(2,631)
Other comprehensive expense for the year	—	—	(171,622)	—	—	(182,630)	—	—	(354,252)
Total comprehensive expense for the year	—	—	(171,622)	—	—	(182,630)	—	(383,659)	(737,911)
Lapse of share options	—	—	—	—	(651)	—	—	651	—
Release of reserve upon liquidation of a subsidiary	—	—	—	—	—	—	7,610	(7,610)	—
Dividends paid (note 18)	—	—	—	—	—	—	—	(30,106)	(30,106)
Reclassification upon disposal of equity instruments at FVTOCI	—	—	—	—	—	12,981	—	(12,981)	—
At 31 December 2022	60,212	277,707	(80,188)	4,451	752	(642,987)	27,769	5,040,012	4,687,728
Loss for the year	—	—	—	—	—	—	—	(853,749)	(853,749)
Exchange differences arising on translation of foreign operations	—	—	72,782	—	—	—	—	—	72,782
Fair value loss on equity instruments at FVTOCI	—	—	—	—	—	(11,575)	—	—	(11,575)
Fair value loss on debt instruments at FVTOCI	—	—	—	—	—	(107,924)	—	—	(107,924)
Reclassification to profit or loss upon disposal/derecognition of debt instruments at FVTOCI	—	—	—	—	—	26,921	—	—	26,921
Impairment loss recognised on debt instruments at FVTOCI	—	—	—	—	—	302,667	—	—	302,667
Share of other comprehensive income of a joint venture	—	—	—	—	—	284	—	—	284
Other comprehensive income for the year	—	—	72,782	—	—	210,373	—	—	283,155
Total comprehensive income (expense) for the year	—	—	72,782	—	—	210,373	—	(853,749)	(570,594)
Lapse of share options	—	—	—	—	(752)	—	—	752	—
Dividends paid (note 18)	—	—	—	—	—	—	—	(30,106)	(30,106)
Reclassification upon disposal of equity instruments at FVTOCI	—	—	—	—	—	2,820	—	(2,820)	—
At 31 December 2023	60,212	277,707	(7,406)	4,451	—	(429,794)	27,769	4,154,089	4,087,028

Notes:

- (i) Contributed surplus represents the excess of the nominal value of the shares of the acquired subsidiaries over the nominal value of the Company's shares issued for the acquisition pursuant to the Group reorganisation in previous years.
- (ii) Other reserves represent the excess of the consideration paid for acquisition of additional interest in subsidiaries from non-controlling interests over the carrying amount of non-controlling interests.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	NOTE	2023 HK\$'000	2022 HK\$'000
Operating activities			
Loss before taxation		(850,141)	(390,513)
Adjustments for:			
Interest expense		378,568	260,891
Depreciation and amortisation		43,463	41,930
Fair value changes on investment properties		451,494	234,954
Loss on disposal/derecognition of debt instruments at FVTOCI		26,921	9,629
Impairment loss recognised on debt instruments at FVTOCI		302,667	152,439
Fair value loss on financial assets at FVTPL		7,831	—
Gain on early redemption of guaranteed notes		—	(1,656)
Share of result of joint ventures		(59,331)	3,277
Interest income		(26,607)	(43,607)
Dividend from listed equity securities		(533)	(7,452)
Loss on disposal of property, plant and equipment		—	20
Gain on disposal of club membership		(3,226)	—
Net exchange losses (gains)		201	(1,044)
Amortisation of discount on acquisition of additional investments in joint ventures		(57,095)	(101,800)
Operating cash flows before movements in working capital		214,212	157,068
(Increase) decrease in inventories		(107)	113
(Increase) decrease in trade and other receivables, deposits and prepayments		(7,447)	96,313
Increase in payables, rental deposits and accrued charges		4,630	18,966
Cash generated from operations		211,288	272,460
Interest received from financial investment		16,836	61,818
Dividend received		533	7,452
Tax paid		(21)	(24,163)
Net cash from operating activities		228,636	317,567
Investing activities			
Interest received from bank deposits		9,951	1,181
Placement of pledged bank deposits		(127,984)	(124,722)
Release of pledged bank deposits		—	62,913
Redemption of debt instruments at FVTOCI		—	812,046
Repayment from (advances to) joint ventures in form of loan		635,215	(101,480)
Purchase of property, plant and equipment		(24,458)	(4,602)
Acquisition of investment properties		—	(1,851,060)
Additions to investment properties		(5,397)	(12,766)
Purchase of financial assets at FVTPL		(4,644)	(9,077)
Proceeds from disposal of equity instruments at FVTOCI		18,651	85,093
Proceeds from disposal of debt instruments at FVTOCI		33,166	—
Proceeds from disposal of subsidiaries	38	341,472	408,170
Disposal of club memberships		4,231	—
Net cash from (used in) investing activities		880,203	(734,304)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	NOTE	2023 HK\$'000	2022 HK\$'000
Financing activities			
Drawdown of bank borrowings		802,900	1,576,952
Repayment of bank borrowings		(369,125)	(1,039,410)
Repayment of lease liabilities		(12,050)	(12,316)
Repayment of guaranteed notes		(1,105,870)	(45,336)
Payment of bank borrowings front-end fee		(21,145)	(9,750)
Interest paid		(391,506)	(243,784)
Dividends paid		(30,098)	(30,098)
Net cash (used in) from financing activities		(1,126,894)	196,258
Net decrease in cash and cash equivalents		(18,055)	(220,479)
Cash and cash equivalents at beginning of the year		2,457,973	2,688,283
Effect of foreign exchange rate changes		5,750	(9,831)
Cash and cash equivalents at end of the year		2,445,668	2,457,973
Represented by:			
Cash and cash equivalents		2,445,668	2,457,179
Cash and cash equivalents included in assets classified as held for sale	29	—	794
		2,445,668	2,457,973

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

1. GENERAL INFORMATION

S E A Holdings Limited (the "Company") is an exempted company incorporated in Bermuda with limited liability and its shares are listed on Stock Exchange. Nan Luen International Limited, an exempted company incorporated in Bermuda with limited liability, is the immediate and ultimate holding company of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the Directory of the annual report.

The Company acts as an investment holding company. The principal activities of its subsidiaries and joint ventures are set out in notes 46 and 22 respectively.

The consolidated financial statements are presented in 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 annual periods beginning on 1 January 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
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
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

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

For the year ended 31 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)*

2.1 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 amendment in the current year had no material impact on the consolidated financial statements.

2.2 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

For the year ended 31 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)*

2.3 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 43, 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 1 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.

This change in accounting policy in the current year had no material impact on the consolidated financial statements and the opening balance of equity as at 1 January 2022 and the cash flows amounts for the year ended 31 December 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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

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 1 January 2024.

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

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

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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") *(continued)*

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 an entity is 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 the entity classify 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 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 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 31 December 2023, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group's liabilities.

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 and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

(continued)

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.

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.

Changes in the Group's interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

(continued)

3.2 Material accounting policy information *(continued)*

Investments in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of the joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of the joint venture used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. Changes in net assets of the joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interest in the joint venture that are not related to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

(continued)

3.2 Material accounting policy information *(continued)*

Non-current assets held for sale

Non-current assets (and disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell, except for financial assets within the scope of HKFRS 9 and investment properties which continue to be measured in accordance with the accounting policies as set out in respective sections.

Revenue from contracts with customers

Information about the Group's accounting policy relating to contract with customers is provided in note 7.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties also include leasehold land which is being recognised as right-of-use assets and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

(continued)

3.2 Material accounting policy information *(continued)*

Investment properties *(continued)*

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposal. A leasehold land under head lease which is recognised as a right-of-use asset is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Property, plant and equipment

Property, plant and equipment are tangible assets that held for use in the supply of services, or for administrative purpose. Property, plant and equipment other than crockery, utensils and linen are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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 that is accounted for as an operating lease is presented as "right-of-use assets" in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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

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 (if any).

The recoverable amount of property, plant and equipment, is 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.

In testing a cash-generating unit for impairment, corporate assets are allocated to individual cash generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, the recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a 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. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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 a 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 measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at 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. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognised immediately in profit or loss.

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

For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost on initial recognition.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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 ("OCI") 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.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments subsequently measured at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, 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

For the year ended 31 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)*

(i) Amortised cost and interest income *(continued)*

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

(ii) Debt instruments classified as FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as FVTOCI as a result of interest income calculated using the effective interest method, and foreign exchange gains and losses are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of investment revaluation reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in OCI are reclassified to profit or loss.

(iii) 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 investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividend from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividend clearly represent a recovery of a part of the cost of the investment. Dividends are included in the "revenue" return from financial investment (interest income and others) line item in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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)*

(iv) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

Impairment of financial assets and financial guarantee contract subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss model ("ECL") on trade receivables, other receivables, pledged bank deposits, bank balances, debt instruments at FVTOCI, loans to joint ventures and financial guarantee contract which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually.

For all other instruments with the exception of purchased or originated credit-impaired financial assets, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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)

Impairment of financial assets and financial guarantee contract subject to impairment assessment under HKFRS 9 (continued)

Purchased or originated credit-impaired ("POCI") financial assets are treated differently because the asset is credit-impaired at initial recognition. For these assets, the Group recognises all changes in lifetime ECL since initial recognition as a loss allowance with any changes recognised in profit or loss. A favourable change for such assets creates an impairment gain.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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)

Impairment of financial assets and financial guarantee contract subject to impairment assessment under HKFRS 9 *(continued)*

(i) Significant increase in credit risk *(continued)*

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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)

Impairment of financial assets and financial guarantee contract subject to impairment assessment under HKFRS 9 (continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- (e) the disappearance of an active market for that financial asset because of financial difficulties; or
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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)

Impairment of financial assets and financial guarantee contract subject to impairment assessment under HKFRS 9 *(continued)*

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contract for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for investments in debt instruments that are measured at FVTOCI and the financial guarantee contract, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in OCI and accumulated in the investment revaluation reserve without reducing the carrying amount of these debt instruments. Such amount represents the changes in the investment revaluation reserve in relation to accumulated loss allowance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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)

Derecognition/modification of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

Except for changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform in which the Group applies the practical expedient, when the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset, after reducing gross carrying amount that has been written off.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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 liabilities and equity (continued)

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 recorded at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, bank borrowings, and guaranteed notes are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

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.

Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform

For changes in the basis for determining the contractual cash flows of a financial asset or financial liability to which the amortised cost measurement applies as a result of interest rate benchmark reform, the Group applies the practical expedient to account for these changes by updating the effective interest rate, such change in effective interest rate normally has no significant effect on the carrying amount of the relevant financial asset or financial liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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 liabilities and equity (continued)

Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform *(continued)*

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if and only if, both these conditions are met:

- the change is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis (i.e. the basis immediately preceding the change).

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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 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 lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

(continued)

3.2 Material accounting policy information *(continued)*

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability; and
- any lease payments made at or before the commencement date, less any lease incentives received.

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property in "property, plant and equipment", the same line item within which the corresponding underlying assets would be presented if they were owned. Right-of-use assets that meet the definition of investment property are presented within "investment properties".

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by changes in interest and lease payments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

(continued)

3.2 Material accounting policy information *(continued)*

Leases (continued)

The Group as a lessee (continued)

Lease liabilities *(continued)*

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

(continued)

3.2 Material accounting policy information (continued)

Leases (continued)

The Group as a lessee (continued)

Changes in the basis for determining the future lease payments as a result of interest rate benchmark reform

For changes in the basis for determining the future lease payments as a result of interest rate benchmark reform, the Company applies the practical expedient to remeasure the lease liabilities by discounting the revised lease payments using the unchanged discount rate and makes a corresponding adjustment to the related right-of-use assets. A lease modification is required by interest rate benchmark reform if, and only if, both of these conditions are met:

- the modification is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the lease payments is economically equivalent to the previous basis (i.e. the basis immediately preceding the modification).

If lease modifications are made in addition to those lease modifications required by interest rate benchmark reform, the Company applies the applicable requirements in HKFRS 16 (see the accounting policy above) to account for all lease modifications made at the same time, including those required by interest rate benchmark reform.

The Group as lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value method. Variable lease payments for operating leases that depend on an index or a rate are based on the market or rate at commencement date of the lease and included in the total lease payments to be recognised on a straight-line basis over the lease term. Variable lease payments that do not depend on an index or a rate are recognised as income when they arise.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

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

(continued)

3.2 Material accounting policy information (continued)

Leases (continued)

The Group as lessor (continued)

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

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 on 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.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's investment in the foreign operation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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 *(continued)*

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing 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 translation reserve.

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For LSP obligation, the Group accounts for the employer MPF contributions expected to be offset as a deemed employee contribution towards the LSP obligation in terms of HKAS 19.93(a) and it is measured on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

Short-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.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from loss 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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 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 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 difference.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interest are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax 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 tax 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.

For the purpose of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 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)*

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

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 taxation authority.

Current and deferred tax is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

Critical judgements in applying accounting policies

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

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the Directors have determined that the Group's investment properties situated in Hong Kong and in the United Kingdom ("UK") 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, the presumption that the carrying amounts of investment properties are recovered entirely through sale is not rebutted for properties situated in Hong Kong and UK. For the Group's investment properties situated in Hong Kong, the Group has not recognised any deferred taxes on changes in fair value of these investment properties as the Group is not subject to any income taxes on disposal of these investment properties. For the Group's investment properties situated in UK, the Group has recognised deferred tax on changes in fair value of these investment properties due to changes of tax regulation in April 2019.

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.

Deferred tax asset

As at 31 December 2023, a deferred tax asset of HK\$58,766,000 (2022: HK\$38,564,000) in relation to unused tax losses of HK\$356,160,000 (2022: HK\$233,724,000) has been recognised to offset with the deferred tax liabilities arisen from same entities. No deferred tax asset has been recognised on the remaining tax losses of HK\$540,528,000 (2022: HK\$468,556,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such reversal or further recognition takes place.

Fair value of investment properties

Investment properties with a carrying amount of HK\$6,744,962,000 in aggregate (2022: HK\$6,958,517,000) are stated at fair value based on the valuation performed by independent qualified professional valuers. In determining the fair values, the valuers have used different methods of valuation which involve certain assumptions of market conditions. In relying on the valuation reports, the Directors have exercised their judgment and are satisfied that the methods of valuation are reflective of the current market conditions. Changes in assumption relating to these factors could affect the reported fair values of the investment properties. See note 20 for further disclosures.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

Key sources of estimation uncertainty *(continued)*

Fair value measurement of financial assets at FVTPL

The Group's financial assets at FVTPL as disclosed in note 25 are measured at fair values with fair values being determined based on unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair values of these instruments.

Measurement of ECL for debt instruments at FVTOCI

Measurement of ECL for debt instruments at FVTOCI is dependent on the external economic conditions and credit behaviour (e.g. the likelihood of issuers defaulting and the resulting losses) of each debt instrument.

The determination of loss allowances for debt instruments at FVTOCI using the ECL model involves significant estimates and judgements, including determination of whether there is significant increase in credit risk since initial recognition and the use of the following:

- The selection of inputs which the entity used in the ECL model including loss given default and probability of default;
- The selection of forward-looking information;
- Macroeconomic scenario and weighting information

The Group had engaged an independent professional valuer to perform ECL assessment on the debt instruments which are determined to have suffered a significant increase in credit risk and credit-impaired by taking into consideration the historical data from international rating agencies. The management regularly review the estimation and assumptions used in the ECL calculation to reduce any differences between loss estimates and actual loss experience.

See note 36(b) for further disclosures.

5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of bank borrowings and equity attributable to the Company's shareholders, comprising issued capital, retained profits and reserves.

The Directors review the capital structure periodically. As part of this review, the Directors consider the cost of capital and the risks associated with the capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as raising of new debts or repayment of existing debts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

6. SEGMENT INFORMATION

Information reported to the Executive Directors, being the chief operating decision makers ("CODM"), for the purposes of resource allocation and assessment of segment performance is mainly focused on property development, property investment, hotel operation and financial investment.

The property investment segment includes a number of various property locations, each location is considered as a separate operating segment by the CODM. For segment reporting, these individual operating segments have been aggregated into a single reportable segment as property investment provide the same nature of income with the same recognition criteria.

The financial investment segment includes interest income from time deposits and investment income from listed investments.

It is the Group's strategy to make financial investment, particularly fixed income debt securities, from time to time in order to generate stable financial investment income for the Group.

Segment revenues and results

The following is an analysis of the Group's revenue and results from operating and reportable segments:

For the year ended 31 December 2023

	Property development HK\$'000	Property investment HK\$'000	Hotel operation HK\$'000	Financial investment HK\$'000	Consolidated HK\$'000
SEGMENT REVENUE					
External revenue	—	193,904	202,697	17,189	413,790
SEGMENT RESULTS					
Segment profit (loss)	114,414	(266,055)	39,928	(320,884)	(432,597)
Unallocated interest income					9,951
Corporate expenses					(52,149)
Share of result of a joint venture					(4)
Gain on disposal of club memberships					3,226
Finance costs					(378,568)
Loss before taxation					(850,141)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

6. SEGMENT INFORMATION *(continued)*

Segment revenues and results *(continued)*

For the year ended 31 December 2022

	Property development HK\$'000	Property investment HK\$'000	Hotel operation HK\$'000	Financial investment HK\$'000	Consolidated HK\$'000
SEGMENT REVENUE					
External revenue	—	193,714	128,129	49,878	371,721
SEGMENT RESULTS					
Segment profit (loss)	130,327	(95,344)	6,483	(110,551)	(69,085)
Unallocated interest income					1,181
Corporate expenses					(59,255)
Share of result of a joint venture					(2,463)
Finance costs					(260,891)
Loss before taxation					(390,513)

Segment results of the property investment division for the year ended 31 December 2023 included a decrease in fair value of investment properties of HK\$452,134,000 (2022: a decrease of HK\$267,312,000).

Segment results of the property development division for the year ended 31 December 2023 included an amortisation of discount on acquisition of additional investments in joint ventures of HK\$57,095,000 (2022: HK\$101,800,000).

The accounting policies for operating segments are the same as the Group's accounting policies described in note 3.

The Group does not allocate interest income generated from bank deposits, corporate expenses, share of results of a joint venture and finance costs to individual reportable segment profit or loss for the purposes of resource allocation and performance assessment by the CODM.

The CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

6. SEGMENT INFORMATION *(continued)*

Other segment profit or loss information

Amounts included in the measure of segment profit or loss:

For the year ended 31 December 2023

	Property development HK\$'000	Property investment HK\$'000	Hotel operation HK\$'000	Financial investment HK\$'000	Unallocated HK\$'000	Consolidated HK\$'000
Amortisation and depreciation						
— Other assets	—	—	—	—	10	10
— Property, plant and equipment	—	—	31,631	—	11,822	43,453
Fair value changes on investment properties	(640)	452,134	—	—	—	451,494

For the year ended 31 December 2022

	Property development HK\$'000	Property investment HK\$'000	Hotel operation HK\$'000	Financial investment HK\$'000	Unallocated HK\$'000	Consolidated HK\$'000
Amortisation and depreciation						
— Other assets	—	—	—	—	60	60
— Property, plant and equipment	—	—	29,564	—	12,306	41,870
Fair value changes on investment properties	(32,358)	267,312	—	—	—	234,954
Loss on disposal of property, plant and equipment	—	—	20	—	—	20

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

6. SEGMENT INFORMATION *(continued)*

Geographical information

The Group's operations are located in Hong Kong (country of domicile) and UK.

Information about the Group's revenue from external customers by the geographical location of its properties or the principal place of business of the Company is detailed below.

	2023 HK\$'000	2022 HK\$'000
Hong Kong	239,048	198,078
UK	174,742	173,643
	413,790	371,721

Other than the tenants of 33 Old Broad Street and 20 Moorgate from whom the rental income represents 24% (2022: 27%) and 18% (2022: 20%) of the total revenue of the Group respectively, there is no other single customer who contributes over 10% of the total revenue of the Group.

Information about the Group's non-current assets, excluding financial assets at FVTPL, equity instruments at FVTOCI, debt instruments at FVTOCI, investments in joint ventures and pledged bank deposits, by geographical location is detailed below.

	2023 HK\$'000	2022 HK\$'000
Hong Kong	3,557,971	3,558,982
UK	3,769,362	4,001,916
	7,327,333	7,560,898

The total assets of the Group by geographical location which is determined by reference to the location of the asset or the principal place of the business of the Company are detailed below.

	2023 HK\$'000	2022 HK\$'000
Hong Kong	8,172,429	9,675,885
UK	3,971,333	4,110,172
	12,143,762	13,786,057

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

7. REVENUE

	2023 HK\$'000	2022 HK\$'000
Renting of investment properties (note i)	193,904	193,714
Hotel operation (note ii)	202,697	128,129
Return from financial investment		
— Interest income and others (note iii)	17,189	49,878
	413,790	371,721

Notes:

- i. Included in revenue generated from renting of investment properties, HK\$193,469,000 (2022: HK\$192,916,000) is rental income from leasing of investment properties under operating leases in which the lease payments are fixed. No rental income from leasing of investment properties under operating leases in which the lease payments depend on an index or a certain rate is generated for both years.
- ii. For the year ended 31 December 2023, revenue from hotel operation, which arose from contracts with customers comprises of (i) hotel room revenue of HK\$164,021,000 (2022: HK\$82,788,000) being recognised over time and based on output method; (ii) food and beverage sales of HK\$28,655,000 (2022: HK\$36,667,000) and ancillary service of HK\$2,680,000 (2022: HK\$2,246,000) being recognised at point in time. The remaining revenue of HK\$7,341,000 (2022: HK\$6,428,000) is rental income from leasing of hotel's retail portion under operating leases in which the lease payments are either fixed or variable that are based on the percentage of monthly sales and minimum monthly fixed payments that are fixed over the lease terms, whichever is higher.

Performance obligations for contracts with customers and revenue recognition policies

The hotel room revenue from customers are recognised over time using output method when the services and facilities are provided. The Group allows an average credit period is not more than 30 days to travel agents and corporate customers.

For income from food and beverage, the performance obligation is the promise to provide catering services. Revenue from catering services is recognised at a point in time when the services are rendered. A receivable is recognised by the Group when the services are rendered to the customers at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. Payment of the transaction price is due immediately at the point the services are rendered to the customers.

With the provision these services are at a period of one year or less, as permitted under HKFRS 15, the transaction price allocation to the unsatisfied contracts is not disclosed.

- iii. Interest income and others includes interest income from listed debt securities and time deposits of HK\$16,656,000 (2022: HK\$42,426,000) and dividend income from listed equity securities of HK\$533,000 (2022: HK\$7,452,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

8. OTHER INCOME

	2023 HK\$'000	2022 HK\$'000
Interest income from bank deposits	9,951	1,181
Management fee income (note 44)	13,194	—
Government grants	1,731	6,273
Others	3,965	2,225
	28,841	9,679

For the year ended 31 December 2023, the Group recognised government grants of HK\$1,731,000 (2022: HK\$6,273,000) from Employment Support Scheme, Club-house Subsidy Scheme, Catering Business Subsidy Scheme, Designated Quarantine Hotel Scheme and Hotel Sector Support Scheme under Anti-Epidemic Fund of the Government, as well as Reimbursement of Maternity Leave Pay Scheme.

9. PROPERTY AND RELATED COSTS

	2023 HK\$'000	2022 HK\$'000
Selling and marketing expenses	198	148
Direct operating expenses of investment properties	3,537	3,739
	3,735	3,887

10. OTHER EXPENSES

	2023 HK\$'000	2022 HK\$'000
Included in other expenses are:		
Hotel operating expenses	63,474	43,177
Legal and professional fees	8,453	21,581

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

11. OTHER GAINS AND LOSSES

	2023 HK\$'000	2022 HK\$'000
Net exchange (losses) gains	(201)	1,044
Gain on disposal of club memberships	3,226	—
Gain on early redemption of guaranteed notes	—	1,656
Loss on disposal/derecognition of debt instruments at FVTOCI	(26,921)	(9,629)
Fair value loss on financial assets at FVTPL	(7,831)	—
Amortisation of discount on acquisition of additional investments in joint ventures (note 22)	57,095	101,800
	25,368	94,871

12. IMPAIRMENT ASSESSMENT OF FINANCIAL ASSETS SUBJECT TO EXPECTED CREDIT LOSS MODEL

	2023 HK\$'000	2022 HK\$'000
Impairment loss recognised on debt instruments at FVTOCI	302,667	152,439

For the year ended 31 December 2023, the Group provided impairment allowance of HK\$302,667,000 (2022: HK\$152,439,000) for listed debt securities due to the deterioration of credit quality of respective listed debt securities issued by PRC property developers.

Details of ECL assessment refer to note 36(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

13. FINANCE COSTS

	2023 HK\$'000	2022 HK\$'000
Bank borrowings:		
Interest on bank borrowings	342,308	166,762
Amortisation of bank borrowings front-end fee	17,467	19,669
	359,775	186,431
Guaranteed notes:		
Interest on guaranteed notes	2,710	55,550
Amortisation of guaranteed notes issued costs	103	2,214
	2,813	57,764
Lease liabilities:		
Interest on lease liabilities	5,519	5,523
Other charges	10,461	11,173
	378,568	260,891

14. LOSS BEFORE TAXATION

	2023 HK\$'000	2022 HK\$'000
Loss before taxation has been arrived at after charging (crediting):		
Auditor's remuneration	2,500	1,895
Loss on disposal of property, plant and equipment	—	20
Gross rental income from investment properties	(193,469)	(192,916)
Less: direct operating expenses	3,537	3,739
Net rental income	(189,932)	(189,177)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

15. INCOME TAX EXPENSE (CREDIT)

	2023 HK\$'000	2022 HK\$'000
Current tax:		
Hong Kong	10	18
UK	—	3,622
Others	37	20
	47	3,660
Overprovision in prior years:		
Hong Kong	(15)	(119)
	(15)	(119)
Deferred tax (note 35):		
Current year	3,576	(10,395)
	3,608	(6,854)

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million for the qualifying group entity.

The United Kingdom Corporate Tax is calculated at 25% which was effective from 1 April 2023 (2022: 19%) of the estimated assessable profit. Effective from 6 April 2019, the Group is subject to the United Kingdom Corporate Tax which is calculated at 19% of the assessable chargeable capital gain on disposals.

Income tax arising in other jurisdiction is calculated at the rate prevailing in the relevant jurisdictions.

Details of deferred taxation are set out in note 35.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

15. INCOME TAX EXPENSE (CREDIT) *(continued)*

Income tax expense (credit) for the year can be reconciled to loss before taxation per the consolidated statement of profit or loss as follows:

	2023 HK\$'000	2022 HK\$'000
Loss before taxation	(850,141)	(390,513)
Tax at the domestic income tax rate of 16.5%	(140,273)	(64,435)
Tax effect of expenses not deductible for tax purposes	132,205	66,509
Tax effect of income not taxable for tax purposes	(22,576)	(32,531)
Tax effect of tax losses not recognised	30,511	23,848
Effect of different tax rates of subsidiaries operating overseas	229	799
Overprovision in prior years	(15)	(119)
Others	3,527	(925)
Income tax expense (credit) for the year	3,608	(6,854)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

16. DIRECTORS' AND CHIEF EXECUTIVES EMOLUMENTS

The emoluments paid or payable to each of the Directors for the year are as follows:

	Mr. Lu Wing Chi, Jesse HK\$'000	Mr. Lambert Lu HK\$'000	Mr. Yap Shee Liam HK\$'000	Mr. Walujo Santoso, Wally HK\$'000	Mr. Chung Pui Lam HK\$'000	Mr. Chan Kwok Wai HK\$'000	Mr. Lo Wai Tung Welman HK\$'000	Total HK\$'000
2023								
Fees (note 1)	40	40	40	400	500	500	400	1,920
Other emoluments (note 2)								
Salaries and other benefits	3,600	6,000	1,980	—	—	—	—	11,580
Discretionary and performance-based bonus (note 3)	—	—	500	—	—	—	—	500
Retirement benefits scheme contributions	540	900	198	—	—	—	—	1,638
Total emoluments	4,180	6,940	2,718	400	500	500	400	15,638
2022								
Fees (note 1)	40	40	40	400	500	500	400	1,920
Other emoluments (note 2)								
Salaries and other benefits	3,600	6,000	1,872	—	—	—	—	11,472
Discretionary and performance-based bonus (note 3)	—	—	500	—	—	—	—	500
Retirement benefits scheme contributions	540	900	187	—	—	—	—	1,627
Total emoluments	4,180	6,940	2,599	400	500	500	400	15,519

Notes:

- The directors' fees shown above were mainly for their services as the Directors and its subsidiaries.
- The other emoluments shown above were mainly for their services in connection with management of the affairs of the Company and the Group.
- The discretionary and performance-based bonus to Messrs. Lui Wing Chi, Jesse and Lambert Lu are based on their contribution to the Group and calculated on the basis of profit before taxation attributable to the Shareholders. The discretionary and performance-based bonus to Mr. Yap Shee Liam is based on the Group's and his performance.
- There was no arrangement under which a Director or the Chief Executive waived or agreed to waive any remuneration during both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

17. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included three directors (2022: three directors), details of whose remuneration are set out in note 16 above. Details of the remuneration for the year of the remaining two (2022: two) highest paid employees who are neither a Director nor Chief Executive are as follows:

	2023 HK\$'000	2022 HK\$'000
Salaries and other benefits	2,915	2,380
Retirement benefits scheme contributions	265	238
Discretionary and performance-based bonus	320	250
	3,500	2,868

The number of the highest paid employees who are not the Directors whose remuneration fell within the following bands is as follows:

	2023 Number of employees	2022 Number of employees
HK\$1,500,001 to HK\$2,000,000	2	1
HK\$1,000,001 to HK\$1,500,000	—	1

18. DIVIDENDS

	2023 HK\$'000	2022 HK\$'000
Dividends recognised as distributions during the year:		
2023 interim dividend — HK2 cents (2022: 2022 interim dividend — HK2 cents) per share	12,042	12,042
2022 final dividend — HK3 cents (2022: 2021 final dividend — HK3 cents) per share	18,064	18,064
	30,106	30,106
2023 final dividend proposed: HK3 cents (2022: HK3 cents) per share	18,064	18,064

Subsequent to the end of the reporting year, a final dividend in respect of the year ended 31 December 2023 of HK3 cents (2022: HK3 cents) per ordinary share, in an aggregate amount of HK\$18,064,000 (2022: HK\$18,064,000), has been proposed by the Directors and is subject to approval by the Shareholders in the forthcoming AGM.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

19. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the Company's shareholders is based on the following data:

	2023 HK\$'000	2022 HK\$'000
Loss for the purpose of basic and diluted loss per share:		
Loss for the year attributable to the Company's shareholders	(853,749)	(383,659)

	Number of shares	
	2023	2022
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	602,122,726	602,122,726

As the Group incurred losses for the years ended 31 December 2023 and 2022, the potential ordinary shares were not included in the calculation of dilutive loss per share, as their inclusion would be anti-dilutive. Accordingly, dilutive loss per share for the years ended 31 December 2023 and 2022 is the same as basic loss per share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

20. INVESTMENT PROPERTIES

The Group leases out various offices and retail stores under operating leases with rentals receivables monthly or quarterly. The leases typically run for an initial period of 2 to 35 years (2022: 2 to 35 years). Some of the lease contracts contain market review clauses.

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.

	Hong Kong HK\$'000	UK HK\$'000	Total HK\$'000
At 1 January 2022	2,383,600	4,663,284	7,046,884
Acquisitions	1,851,060	—	1,851,060
Additions	21,900	—	21,900
Fair value changes	(66,960)	(167,994)	(234,954)
Transfer to assets held for sale (note 29)	(1,233,000)	—	(1,233,000)
Exchange adjustments	—	(493,373)	(493,373)
At 31 December 2022	2,956,600	4,001,917	6,958,517
Additions	17,514	—	17,514
Fair value changes	1,486	(452,980)	(451,494)
Exchange adjustments	—	220,425	220,425
At 31 December 2023	2,975,600	3,769,362	6,744,962
Unrealised gain (loss) on property revaluation included in profit or loss	1,486	(452,980)	(451,494)

All of the Group's property interests held under operating leases to earn rentals and/or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

Included in the investment properties in the United Kingdom are leasehold land subleased by the Group under operating leases. The related right-of-use assets of HK\$158,051,000 are recognised with related lease liabilities of HK\$166,081,000 as at 31 December 2023 (2022: right-of-use assets of HK\$158,911,000 and related lease liabilities of HK\$159,378,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

For the year ended 31 December 2023, the total cash outflow for leases is HK\$7,402,000 (2022: HK\$7,411,000), paid for leasehold land under sublease.

During the year ended 31 December 2023, the Group also paid approximately HK\$17,514,000 (2022: HK\$21,900,000) for construction costs in relation to renovation projects for investment properties in Hong Kong.

The fair value of the Group's investment properties as at 31 December 2023 and 2022 has been arrived at on the basis of valuation carried out on the respective dates by the independent qualified professional valuers not connected to the Group as disclosed in below table.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

20. INVESTMENT PROPERTIES (continued)

Details of the valuation methodologies are as follows:

Valuer	Class of properties	Fair value as at 31 December		Valuation methodology	Fair value hierarchy	Unobservable key inputs to the valuation	Sensitivity analysis
		2023 HK\$'000	2022 HK\$'000				
Completed investment properties							
Colliers International (Hong Kong) Limited [†] , Jones Lang Lasalle Limited [*] and Knight Frank Petty Limited ^{##} (2022: Colliers International (Hong Kong) Limited [†] and Jones Lang Lasalle Limited [*])	Residential and commercial units in Hong Kong	2,293,600	2,291,600	The valuers have used the direct comparison approach and made reference to comparable sales evidence as available in the market adjusted by location, size, age and maintenance, etc.	Level 3	Hong Kong residential units adjusting factors for nature, location and conditions of the property ranging from 74.9% to 110.2% (2022: 67.5% to 95.9%) Hong Kong commercial units adjusting factors for nature, location and conditions of the property ranging from 72.6% to 198.1% (2022: 82.1% to 129.0%)	A significant increase in the adjusting factors for location, size, age and maintenance of the property used would result in a significant increase in fair value, and vice versa.
Knight Frank LLP [^] and Colliers International Property Consultants Limited [@] (2022: Knight Frank LLP [^])	Office portion in the UK	3,769,362	4,001,917	The valuer has used the income capitalisation approach in which the valuations have reflected the current lease terms and capitalised the appropriate income stream, having regard to market comparable evidence.	Level 3	UK office capitalisation rates ranging from 4.2% to 5.5% (2022: 3.9% to 4.5%) per annum	A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa.
Investment properties under construction or development							
Colliers International (Hong Kong) Limited [†] (2022: Colliers International (Hong Kong) Limited [†])	Development property units in Hong Kong	682,000	665,000	The valuer has used the direct comparison approach and residual method.	Level 3	Market unit rate for gross development value assessment and estimated cost to completion.	A significant increase in the market unit rate of gross development value would result in a significant increase in the fair value of the investment properties under construction or development and vice versa. A significant increase in the estimated cost to completion would result in a significant decrease in the fair value of the investment properties under construction or development and vice versa.

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For the year ended 31 December 2023

20. INVESTMENT PROPERTIES *(continued)*

- # Colliers International (Hong Kong) Limited is an independent professional valuer not connected to the Group and is a firm of registered valuers recognised by The Hong Kong Institute of Surveyors.
- * Jones Lang Lasalle Limited is an independent professional valuer not connected to the Group and is a firm of registered valuers recognised by the Hong Kong Institute of Surveyors.
- ^ Knight Frank LLP is an independent professional valuer not connected to the Group and is regulated by the Royal Institution of Chartered Surveyors.
- © Colliers International Property Consultants Limited is an independent professional valuer not connected to the Group and is regulated by the Royal Institution of Chartered Surveyors.
- ## Knight Frank Petty Limited is an independent professional valuer not connected to the Group and is a firm of registered valuers recognised by The Hong Kong Institute of Surveyors.

In estimating the fair value of investment properties, the Group uses market-observable data to the extent it is available. In respect of the valuation of investment properties carried out by independent qualified professional valuers at the end of each reporting period, the valuers have appropriate qualifications and recent experience in the valuation of properties in the relevant locations. The management works closely with the independent qualified professional valuers to establish the appropriate valuation techniques and inputs to the model.

There has been no change from the valuation technique used in the prior year. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

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

During the year, the Group leased its investment property to one of the Directors for a term of one year. The rental income recognised during the year amounted to HK\$1,230,000 (2022: HK\$1,350,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

21. PROPERTY, PLANT AND EQUIPMENT

	Hotel property HK\$'000	Leased properties HK\$'000	Owned properties HK\$'000	Plant and machinery HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Leasehold improvements HK\$'000	Crockery, utensils and linen HK\$'000	Total HK\$'000
COST									
At 1 January 2022	789,389	35,243	26,646	37,152	53,234	5,968	95,140	4,826	1,047,598
Additions	—	29,352	—	—	862	866	2,874	—	33,954
Disposals	(7)	—	—	—	(486)	—	(59)	—	(552)
At 31 December 2022	789,382	64,595	26,646	37,152	53,610	6,834	97,955	4,826	1,081,000
Additions	—	—	—	—	3,954	3,005	17,499	—	24,458
Disposals	—	—	—	—	(1,641)	—	(1)	—	(1,642)
At 31 December 2023	789,382	64,595	26,646	37,152	55,923	9,839	115,453	4,826	1,103,816
DEPRECIATION									
At 1 January 2022	243,229	30,902	5,492	37,152	45,975	5,143	76,107	—	444,000
Provided for the year	19,996	10,259	952	—	3,080	764	6,819	—	41,870
Eliminated on disposals	(3)	—	—	—	(470)	—	(59)	—	(532)
At 31 December 2022	263,222	41,161	6,444	37,152	48,585	5,907	82,867	—	485,338
Provided for the year	19,994	9,784	826	—	3,106	809	8,934	—	43,453
Eliminated on disposals	—	—	—	—	(1,641)	—	(1)	—	(1,642)
At 31 December 2023	283,216	50,945	7,270	37,152	50,050	6,716	91,800	—	527,149
CARRYING VALUES									
At 31 December 2023	506,166	13,650	19,376	—	5,873	3,123	23,653	4,826	576,667
At 31 December 2022	526,160	23,434	20,202	—	5,025	927	15,088	4,826	595,662

The above items of property, plant and equipment, except for crockery, utensils and linen, are depreciated on a straight-line basis at the following rates per annum:

Hotel property	40 years
Leased properties	Over the term of the lease
Owned properties	4%
Plant and machinery	10%
Furniture, fixtures and equipment	25%
Motor vehicles	25%
Leasehold improvements	25%

All properties as at 31 December 2023 and 2022 were situated in Hong Kong.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

21. PROPERTY, PLANT AND EQUIPMENT *(continued)*

The Group as lessee

Right-of-use asset (included in the property, plant and equipment)

	Leased properties	
	2023	2022
	HK\$'000	HK\$'000
As at 1 January		
Carrying amount	23,434	4,341
For the year ended 31 December		
Addition	—	29,352
Depreciation charge	(9,784)	(10,259)
As at 31 December		
Carrying amount	13,650	23,434

As at 31 December 2023, the carrying amount of the leased property categorised as right-of-use asset is recognised with related lease liabilities of HK\$13,924,000 (2022: HK\$23,612,000). The lease agreement does not impose any covenants other than the security interests in the leased asset that is held by the lessor. Leased asset may not be used as security for borrowing purposes.

For the year ended 31 December 2023, the total cash outflows for leases is HK\$10,167,000 (2022: HK\$10,428,000).

For both years, the Group leases office premises for its operations. Lease contract is entered into for fixed term of 3 years with extension options. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

21. PROPERTY, PLANT AND EQUIPMENT *(continued)*

The Group as lessee *(continued)*

The Group has extension options for lease of office premises. These extension options are used to maximise operational flexibility in terms of managing the assets used in the Group's operation. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

The Group assesses, at lease commencement date, whether it is reasonably certain to exercise the extension options. As at 31 December 2023, the potential exposures to these future undiscounted lease payments for extension options in which the Group is not reasonably certain to exercise of the lease liabilities are HK\$30,502,000 (2022: HK\$30,502,000) of which such amount has not been recognised in consolidated financial statements.

In addition, the Group assesses whether it is reasonably certain to exercise an extension option upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year, there is no such triggering event (2022: nil).

Impairment assessment

The management of the Group concluded there was indication for impairment and conducted impairment assessment on recoverable amounts of certain property, plant and equipment related to hotel operation with carrying amount of approximately HK\$506,166,000 (2022: HK\$526,160,000). The management of the Group estimated the recoverable amount of the cash-generating unit ("CGU") to which the assets belong based on fair value less costs of disposal. The relevant hotel property were measured at fair value based on Level 3 hierarchy using residual approach on a redevelopment basis. In determining the fair value of the relevant property, the Group engaged an independent qualified professional valuer to perform the valuation. The key unobservable inputs used in the valuation included the gross development value on completion status and estimated redevelopment cost.

Based on the result of the assessment, the management of the Group determined that the recoverable amount of the CGU based on the fair value less cost of disposal was higher than its carrying amount. No impairment is recognised during the years ended 31 December 2023 and 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

22. INVESTMENTS IN JOINT VENTURES/LOANS TO JOINT VENTURES

	2023 HK\$'000	2022 HK\$'000
Investment cost	28	28
Loans to joint ventures (note)	1,713,279	1,898,403
Share of post-acquisition gains (losses) and other comprehensive income (expense)	44,558	(15,057)
	1,757,865	1,883,374
Note: Analysed for reporting purposes as:		
Current assets	1,035,705	1,000,000
Non-current assets	677,574	898,403
	1,713,279	1,898,403

The loans to joint ventures are unsecured, non-interest bearing (2022: interest bearing at floating rate ranging from 0.0% to 0.6%), has no fixed terms of repayment. Included in the loans to joint ventures is an amount of HK\$1,035,705,000 (2022: HK\$1,000,000,000) which is expected to be recovered within one year from the reporting period. The remaining amount of HK\$677,574,000 (2022: HK\$898,403,000) is not expected to be recovered within one year from the end of the reporting period. In the opinion of the Directors, the loans are considered as part of the Group's net investment in the joint ventures.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

22. INVESTMENTS IN JOINT VENTURES/LOANS TO JOINT VENTURES

(continued)

Details of the Group's joint ventures at the end of the reporting period are as follows:

Name of entities	Place of incorporation	Principal place of business	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activities
			2023	2022	2023	2022	
Asia Bright Development Limited ("Asia Bright") (note a)	Hong Kong	Hong Kong	14.5%	14.5%	14.5%	14.5%	Property development
Grand Victoria Finance Company Limited ("Grand Victoria Finance") (note a)	Hong Kong	Hong Kong	14.5%	14.5%	14.5%	14.5%	Mortgage loan financing
Star Galaxy Limited ("Star Galaxy") (note a)	Hong Kong	Hong Kong	14.5%	14.5%	14.5%	14.5%	Property management
United Link Venture Limited ("United Link") (note b)	British Virgin Island ("B.V.I.")	Hong Kong	40.65%	40.65%	40.65%	40.65%	Investment holding
Time Trade Global Limited ("Time Trade") (note c)	B.V.I.	Hong Kong	50.0%	100.0%	50.0%	100.0%	Property development

Notes:

- (a) As at 31 December 2023 and 2022, the Group holds 14.5% of the ownership interest of Asia Bright, Grand Victoria Finance and Star Galaxy (collectively referred to as "JV companies"). JV companies are accounted for as joint ventures as at 31 December 2023 and 2022 as major financial and operating decision required the unanimous consent of all joint venture partners in accordance with the Memorandum of Agreement entered into by the Group with other third party investors upon establishment of JV companies in 2017.

During the year ended 31 December 2023, amortisation of discount on additional investment in joint ventures of HK\$57,095,000 (2022: HK\$101,800,000) has been recognised in the profit or loss.

- (b) As at 31 December 2023 and 2022, the Group holds 40.65% equity interest in United Link. United Link is accounted for as a joint venture as at 31 December 2023 and 2022 as major financial and operating decision required the unanimous consent of all joint venture partners in accordance with the Amended Memorandum and Articles of Association adopted by all shareholders of United Link in January 2021.

- (c) During the year ended 31 December 2023, the Group completed the disposal of 50% equity interest in Time Trade and accordingly accounted the remaining 50% equity interest as investment in joint venture. Details of disposals are set out in note 38.

As at 31 December 2023, Time Trade is accounted for as a joint venture as major financial and operating decision required the unanimous consent of all joint venture partners in accordance with the Memorandum of Agreement entered into by the Group with other third party investors upon establishment of the joint venture in December 2022.

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For the year ended 31 December 2023

22. INVESTMENTS IN JOINT VENTURES/LOANS TO JOINT VENTURES

(continued)

Summarised financial information of material joint ventures

Summarised financial information in respect of the Group's material joint ventures is set out below. The summarised financial information below represents amounts shown in the joint ventures' financial statements prepared in accordance with HKFRSs.

The joint ventures are accounted for using the equity method in these consolidated financial statements.

JV Companies

	2023 HK\$'000	2022 HK\$'000
Current assets	8,747,960	22,972,533
Non-current assets	590,156	293,674
Current liabilities	(712,646)	(6,942,689)
Non-current liabilities	(8,198,346)	(16,449,556)
	2023 HK\$'000	2022 HK\$'000
Revenue	15,960,756	25,014
Profit (loss) for the year	553,071	(5,616)

Reconciliation of the above summarised financial information to the carrying amount of the interests in the joint ventures recognised in the consolidated financial statements:

	2023 HK\$'000	2022 HK\$'000
Net assets (liabilities) of joint ventures	427,124	(126,038)
Portion of net assets (liabilities) shared by the Group in joint ventures	61,933	(18,275)
Capital contribution in form of loans to joint ventures	1,200,134	1,816,390
Pre-acquisition loss	5,855	5,855
Aggregate carrying amount of the Group's investments in joint ventures	1,267,922	1,803,970

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For the year ended 31 December 2023

22. INVESTMENTS IN JOINT VENTURES/LOANS TO JOINT VENTURES

(continued)

Summarised financial information of material joint ventures (continued)

Time Trade

	2023 HK\$'000
Current assets	1,275,331
Non-current assets	17,200
Current liabilities	(825,788)
Non-current liabilities	(468,175)

	2023 HK\$'000
Revenue	—
Loss for the year	(1,305)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements:

	2023 HK\$'000
Net liabilities of joint venture	(1,432)
Portion of net liabilities shared by the Group in a joint venture	(716)
Capital contribution in form of loan to a joint venture	410,910
Aggregate carrying amount of the Group's investment in a joint venture	410,194

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For the year ended 31 December 2023

22. INVESTMENTS IN JOINT VENTURES/LOANS TO JOINT VENTURES

(continued)

Aggregate information of a joint venture that is not individually material

	2023 HK\$'000	2022 HK\$'000
The Group's share of profit (loss) and total comprehensive income (expense)	280	(5,094)
Aggregate carrying amount of the Group's investments in a joint venture	79,749	79,404

As at 31 December 2023, there was no any corporate financial guarantees in proportion of its equity interest in joint venture. As at 31 December 2022, the Group has executed the corporate financial guarantees in proportion of its equity interest in joint venture for the banking facilities granted to a joint venture. As at 31 December 2022, the total amount of such facilities attributable to the Group was HK\$642,923,000, of which HK\$543,275,000 was utilised by the joint ventures and HK\$99,648,000 was unutilised.

At the end of the reporting period, the Group did not recognise any liabilities in respect of such corporate financial guarantees as the Directors consider that the fair values of this financial guarantee contracts at their initial recognition and at the end of the reporting period is insignificant.

23. EQUITY INSTRUMENTS AT FVTOCI

	2023 HK\$'000	2022 HK\$'000
Equity instruments listed in Hong Kong, United States and Singapore	92,991	109,236

The above listed equity investments represent ordinary shares of entities listed in Hong Kong and United States and perpetual securities listed in Hong Kong and Singapore. These investments are not held for trading. Instead, they are held for long-term strategic purposes. The Directors have elected to designate these investments in equity instruments 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.

Details of the fair value measurement are disclosed in note 36(c).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

24. DEBT INSTRUMENTS AT FVTOCI

	2023 HK\$'000	2022 HK\$'000
Listed debt securities		
— Debt securities overdue or maturing between August 2024 to January 2031 (2022: overdue or maturing between July 2023 to July 2028) with a fixed interest ranging from 0.0% to 12.0% (2022: from 3.8% to 12.0%) per annum	53,236	209,674
Analysed for reporting purposes as:		
Current assets	37,347	135,854
Non-current assets	15,889	73,820
	53,236	209,674

During the year ended 31 December 2023, interest income generated from the listed debt securities was HK\$5,120,000 (2022: HK\$23,895,000) and fair value loss was HK\$107,924,000 (2022: HK\$225,213,000), which were recognised in profit or loss and other comprehensive income, respectively.

During the year ended 31 December 2023, there is an impairment loss of HK\$302,667,000 (2022: HK\$152,439,000) recognised on listed debt securities. During the year ended 31 December 2022, the Group had provided impairment loss of HK\$22,038,000 on the listed debt securities issued by China Evergrande Group due to the existence of objective evidence of default in repayment and significant financial difficulty of the issuer since 2021 while the Group has provided impairment loss of HK\$186,726,000 due to further assessment under ECL during the year ended 31 December 2023.

Details of impairment assessment and fair value measurement are disclosed at notes 36(b) and (c).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

25. FINANCIAL ASSETS AT FVTPL

	2023 HK\$'000	2022 HK\$'000
Unlisted investments		
— Preferred shares (note)	—	7,804
— Unit fund	54,100	49,430
	54,100	57,234
Analysed for reporting purposes as:		
Non-current assets	54,100	57,234
	54,100	57,234

Note: The unlisted investments in preferred shares do not meet the requirement of an equity instruments based on the terms and conditions of the shares. In addition, it does not represent solely payment for principal and interest of the principal amount outstanding, and it is therefore, measured at fair value through profit or loss.

26. OTHER ASSETS

Other assets represent club memberships with finite useful lives and amortised on a straight-line basis over the membership period of 24 years up to 31 December 2039 as the Directors are of the opinion that the Group will derive benefits from the use of these club memberships over their lives.

Club memberships with indefinite useful lives are stated at cost. All club memberships will be tested for impairment annually or whenever there is an indication of impairment.

During the year ended 31 December 2023, amortisation of HK\$10,000 (2022: HK\$60,000) was recognised in profit or loss and the Group has disposed club memberships of HK\$1,005,000 (2022: HK\$nil) with a cash consideration of HK\$4,231,000 to independent third parties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

27. CASH AND CASH EQUIVALENTS/PLEDGED BANK DEPOSITS

Cash and cash equivalents include demand deposits and short term deposits for the purpose of meeting the Group's short term cash commitments, which carry interest at market rates range from 2.1% to 6.1% (2022: 0.1% to 5.0%).

As at 31 December 2023, the pledged bank deposits amounting to HK\$234,157,000 (2022: HK\$105,979,000) carry fixed interest rates ranges from 4.0% to 5.8% (2022: 0.5% to 5.3%). It included deposits amounting to HK\$190,156,000 (2022: HK\$105,979,000) which is pledged to banks to secure bank borrowings due after one year, and therefore they are classified as non-current assets. The pledged bank deposits will be released upon the settlement of relevant bank borrowing.

Details of impairment assessment of cash and cash equivalents and pledged bank deposits are set out in note 36(b).

28. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2023 HK\$'000	2022 HK\$'000
Trade receivables (note i)	5,342	869
Deposit paid for acquisition of properties (note ii)	127,508	127,508
Prepaid front-end fee	15,645	—
Deposits, prepayments and other receivables	28,223	22,565
	176,718	150,942

Notes:

- i. Trade receivables from corporate customers and travel agents for the use of hotel facilities as well as the tenants for leasing of investment properties.
- ii. The amounts represented a refundable stamp duty of HK\$127,508,000 in relation to the acquisition of a property at Jardine's Lookout, Hong Kong.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

28. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

(continued)

As at 1 January 2022, trade receivables from contracts with customers amounted to HK\$954,000.

The following is an aged analysis of trade receivables presented based on the invoice date.

	2023 HK\$'000	2022 HK\$'000
0 to 30 days	5,060	646
31 to 60 days	282	212
61 to 90 days	—	11
	5,342	869

As at 31 December 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$282,000 (2022: HK\$223,000) which are past due as at the reporting date. The outstanding balances have been subsequently settled. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade and other receivables are set out in note 36(b).

29. ASSETS CLASSIFIED AS HELD FOR SALE AND LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

On 23 December 2022, the Group entered into a binding memorandum of agreement to dispose of 50% of its equity interests in Time Trade and its subsidiaries that owns the land of Rural Building Lot No. 1203 located at South Bay Road, Repulse Bay, Hong Kong to Hon Kwok Land Investment Company, Limited ("Hon Kwok"), an independent third party incorporated in Hong Kong to form a joint venture for jointly owning and developing the land which was subsequently reclassified as property under development for sale. Pursuant to the memorandum of agreement, the strategic financial and operating decisions relating to relevant activities require the unanimous consent of both parties. With the disposal of 50% of Time Trade, the Group accounts its remaining 50% shareholding in Time Trade as an investment in a joint venture. The transaction was completed on 20 January 2023. Details of disposal are disclosed at note 38.

As at 31 December 2022, the assets and liabilities of Time Trade and its subsidiaries have been classified as assets and liabilities held for sale and are presented separately in the consolidated statement of financial position as Time Trade are expected to be sold within twelve months.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

29. ASSETS CLASSIFIED AS HELD FOR SALE AND LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE *(continued)*

As at 31 December 2022, the assets and liabilities of Time Trade classified as held for sale are as follows:

	2022 HK\$'000
Investment properties	1,233,000
Pledged bank deposits	16,100
Trade receivables, deposits and prepayments	54
Cash and cash equivalents	794
Assets classified as held for sale	1,249,948
Other payables	431
Bank borrowings — due after one year	466,225
Liabilities associated with assets classified as held for sale	466,656

30. PAYABLES, RENTAL DEPOSITS AND ACCRUED CHARGES

	2023 HK\$'000	2022 HK\$'000
Trade payables	1,482	1,078
Rental deposits	9,232	8,433
Rental received in advance	42,228	39,924
Other payables, other deposits and accrued charges	134,019	178,391
Interest payables	14,819	33,605
	201,780	261,431
Analysed for reporting purposes as:		
Current liabilities	131,030	189,943
Non-current liabilities	70,750	71,488
	201,780	261,431

The following is an aged analysis of trade payables presented based on the invoice date.

	2023 HK\$'000	2022 HK\$'000
0 to 60 days	1,482	1,078

The average credit period on purchase of goods is 60 days.

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For the year ended 31 December 2023

31. BANK BORROWINGS

	2023 HK\$'000	2022 HK\$'000
Secured	5,393,646	5,149,605
Unsecured	2,288,600	1,955,700
	7,682,246	7,105,305
Less: front-end fee	(34,530)	(46,147)
	7,647,716	7,059,158
Less: amounts due within one year shown under current liabilities	(2,310,653)	(539,927)
	5,337,063	6,519,231
Amounts shown under non-current liabilities	5,337,063	6,519,231
The carrying amounts of bank borrowings are repayable based on repayment schedule:		
Within one year	2,324,300	557,200
Within a period of more than one year, but not exceeding two years	697,600	2,640,000
Within a period of more than two years, but not exceeding five years	3,696,446	2,318,998
Over five years	963,900	1,589,107
	7,682,246	7,105,305

As at 31 December 2023, bank borrowings of HK\$1,458,600,000 (2022: HK\$505,700,000) with repayment on demand clause are shown under current liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

31. BANK BORROWINGS *(continued)*

The bank borrowings are denominated in the functional currencies of the relevant group entities, the principal amount of which are analysed below:

Denominated in	2023 HK\$'000	2022 HK\$'000
Hong Kong dollars	5,100,100	4,568,700
Great Britain pounds	2,582,146	2,536,605
	7,682,246	7,105,305

The effective interest rates of these variable rate borrowings range from 5.3% to 7.5% (2022: 0.6% to 7.0%) per annum.

As disclosed in note 29, no bank borrowings (2022: HK\$466,225,000) had been classified as liabilities associated with assets classified as held for sale and was presented separately in the consolidated statement of financial position as at 31 December 2023.

32. GUARANTEED NOTES

On 19 January 2018, the Group issued US\$150,000,000 (approximately HK\$1,172,940,000) 4.875% guaranteed notes with a maturity of five years due on 19 January 2023 guaranteed by the Company (the "Guaranteed Notes"). The Guaranteed Notes are payable at their principal amount upon maturity.

The Guaranteed Notes bear interest at 4.875% per annum, payable semi-annually in arrears on 19 January and 19 July in each year. As at 31 December 2023, the Guaranteed Notes have been fully repaid. During the year ended 31 December 2023, the total Guaranteed Notes of US\$141,700,000 (approximately HK\$1,105,870,000) (2022: US\$6,000,000 (approximately HK\$46,992,000)) were redeemed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

33. LEASE LIABILITIES

	2023 HK\$'000	2022 HK\$'000
Lease liabilities payable:		
Within one year	12,380	11,925
Within a period of more than one year but not more than two years	6,514	16,082
Within a period of more than two years but not more than five years	3,453	6,887
Within a period of more than five years	157,658	148,096
	180,005	182,990
Less: amount due for settlement within 12 months shown under current liabilities	(12,380)	(11,925)
Amount due for settlement after 12 months shown under non-current liabilities	167,625	171,065

Lease obligations are denominated in currencies of the functional currencies of the relevant group entities.

34. SHARE CAPITAL

	Number of ordinary shares of HK\$0.1 each	Nominal value HK\$'000
Authorised	1,000,000,000	100,000
Issued and fully paid:		
At 1 January 2022, 31 December 2022 and 2023	602,122,726	60,212

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For the year ended 31 December 2023

35. DEFERRED TAXATION

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior year:

	Accelerated tax depreciation HK\$'000	Fair value of investment properties HK\$'000	Tax losses HK\$'000	Lease liabilities HK\$'000	Total HK\$'000
At 1 January 2022	45,292	13,945	(37,823)	(921)	20,493
Charge (credit) to profit or loss	2,297	(12,841)	(741)	890	(10,395)
Exchange adjustments	(838)	(1,160)	—	82	(1,916)
At 31 December 2022	46,751	(56)	(38,564)	51	8,182
Charge (credit) to profit or loss	23,778	—	(20,202)	—	3,576
Exchange adjustments	533	—	—	—	533
At 31 December 2023	71,062	(56)	(58,766)	51	12,291

At the end of the reporting period, the Group has unused tax losses of HK\$896,688,000 (2022: HK\$702,280,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$356,160,000 (2022: HK\$233,724,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$540,528,000 (2022: HK\$468,556,000) due to unpredictability of future profit streams. All tax losses may be carried forward indefinitely.

36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2023 HK\$'000	2022 HK\$'000
Financial assets		
Financial assets at FVTPL	54,100	57,234
Debt instruments at FVTOCI	53,236	209,674
Equity instruments at FVTOCI	92,991	109,236
Financial assets at amortised cost	4,550,815	4,610,319
Financial liabilities		
Financial liabilities at amortised cost	7,693,204	8,281,906

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

(b) Financial risk management objectives and policies

The Directors have overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls to monitor risks and adherence to market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a constructive control environment in which all employees understand their roles and obligations. The Directors monitor and manage the financial risks relating to the operations of the Group to ensure appropriate measures are implemented on a timely and effective manner. These risks include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk.

Market risk

(i) Currency risk

Certain subsidiaries of the Company have foreign currency denominated monetary assets/ (liabilities) which expose the Group to foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, the management monitors the foreign currency exposure and will consider hedging significant foreign exchange exposure should the need arises.

The carrying amounts of the Group's foreign currency, except US\$, denominated net monetary assets at the end of the reporting period in the respective group entities are as follows:

	2023 HK\$'000	2022 HK\$'000
Renminbi	919	942
Australian dollar	260	275
Great Britain pound	1,186	1,147

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Market risk *(continued)*

(i) Currency risk *(continued)*

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2022: 5%) increase and decrease in the functional currencies of the relevant subsidiaries (i.e. Renminbi, Australian dollar and Great Britain pound) against the relevant foreign currencies of the relevant subsidiaries (i.e. Renminbi, Australian dollar and Great Britain pound). 5% (2022: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. A positive number below indicates an decrease in loss for the year where the relevant functional currencies of the subsidiaries strengthen 5% (2022: 5%) against relevant foreign currencies. There would be an equal and opposite impact where functional currencies of the relevant subsidiaries weaken by 5% (2022: 5%) against the relevant foreign currencies.

	Decrease in loss for the year	
	2023 HK\$'000	2022 HK\$'000
Renminbi	46	47
Australian dollar	13	14
Great Britain pound	59	57

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

Since the HK\$ is pegged to the US\$ under the Linked Exchange Rate System, the management does not expect any significant foreign currency exposure in relation to the exchange rate fluctuations between the Hong Kong dollar and the United States dollar.

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to guaranteed notes, listed debt securities, and pledged bank deposits. The Group is also exposed to cash flow interest rate risk in relation to variable-rate borrowings and bank balances. The Company consider that the interest rate risk on bank balances are insignificant as they are subject to minimal interest rate fluctuation, accordingly, no sensitivity analysis is presented. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the Hong Kong Interbank Offered Rate ("HIBOR") and Sterling Overnight Index Average ("SONIA") on the bank borrowings. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook by assessing bank borrowing level of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Market risk *(continued)*

(ii) Interest rate risk *(continued)*

Total interest income in revenue and other income from financial assets that are measured at amortised cost or at FVTOCI is as follows:

	2023 HK\$'000	2022 HK\$'000
Revenue		
Financial assets		
— at amortised cost	11,536	18,531
— at FVTOCI	5,120	23,895
	16,656	42,426
Other income		
Financial assets		
— at amortised cost	9,951	1,181
Total interest income	26,607	43,607

Interest expense on financial liabilities not measured at FVTPL:

	2023 HK\$'000	2022 HK\$'000
Financial liabilities at amortised cost	362,588	244,195

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For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Market risk *(continued)*

(ii) Interest rate risk *(continued)*

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis points (2022: 50 basis points) increase or decrease in variable-rate bank borrowings are used when reporting interest rate risk internally to key management personnel and represents the management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points (2022: 50 basis points) higher/lower and all other variables were held constant, the Group's:

- loss for the year ended 31 December 2023 would increase/decrease by HK\$38,411,000 (2022: HK\$35,527,000) in respect to its variable-rate bank borrowings; and
- investment revaluation reserve would decrease/increase by HK\$279,000 (2022: HK\$1,216,000) in respect to the changes in the fair value of fixed rate instruments classified as debt instruments at FVTOCI and equity instruments at FVTOCI.

(iii) Price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTOCI. For listed equity securities measured at FVTOCI, the management of the Group manages this exposure by maintaining a portfolio of investments with different risks.

Sensitivity analysis

The sensitivity analysis has been determined based on the exposure to equity price risk at the reporting date.

If the prices of the respective equity securities had been 5% higher/lower, the Group's investment revaluation reserve for the year ended 31 December 2023 would increase/decrease by HK\$4,525,000 (2022: HK\$3,788,000) as a result of changes in fair value of equity securities measured at FVTOCI.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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36. FINANCIAL INSTRUMENTS *(continued)*

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

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 receivables, other receivables, pledged bank deposits, bank balances, debt instruments at FVTOCI, loans to joint ventures and financial liability in relation to the financial guarantee contract in respect of its joint venture to lenders (see note 22). The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets and financial guarantee contracts.

Trade receivables arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before granting credit to any corporate customers and travel agents, the Group uses an internal credit assessment policy to assess the customer's credit quality and defines credit limit for corporate customer and travel agents. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the Directors consider that the Group's credit risk is mitigated. In addition, the Group performs impairment assessment under ECL model on trade balances individually. For the years ended 31 December 2023 and 2022, the Group assessed the ECL for trade receivables to be insignificant and thus no loss allowance was recognised.

Other receivables and deposits

For other receivables and deposits, the Directors make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information including reasonable and supportable forward-looking information that is available without undue cost or effort. The Directors believe that there are no significant increases in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2023 and 2022, the Group assessed the ECL for other receivables and deposits to be insignificant and thus no loss allowance was recognised.

Pledged bank deposits and bank balances

Credit risk on pledged bank deposits and 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 pledged bank deposits and 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. For the years ended 31 December 2023 and 2022, the Group assessed the ECL for pledged bank deposits and bank balances to be insignificant and thus no loss allowance was recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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36. FINANCIAL INSTRUMENTS *(continued)*

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

Credit risk and impairment assessment *(continued)*

Debt instruments at FVTOCI

The Group has established an expected credit losses calculation methodology that is based on the probability of default and loss given default assigned to each issuer according to their external credit ratings, financial performance, financial positions and the related historical credit losses experience, adjusted for forward-looking information, including the forecast economic conditions that are relevant to the issuers, forecast property market development, forecast changes in default rate of the respective credit rating published by the external credit rating agencies, etc.

In light of the recent liquidity crisis and liquidation process of PRC property developers, the management of the Group remains vigilant and continues to assess recovery rate of respective debt instruments by referencing to the available credit ratings and most recent market news of respective issuers, in reflecting a robust and timely ECL assessment. In addition, the Group has also performed impairment loss assessment by considering the restructuring scheme announced by the issuer and probable restructuring plans formulated by the management for those credit-impaired debt instruments.

The Group determines individually whether i) the issuers have suffered from significant increase in credit risk since initial recognition by comparing the credit rating and other qualitative benchmarks that affect the credit quality of the issuers at initial recognition and at the end of the reporting period; ii) objective evidence indicating the debt instruments to be credit-impaired exists, such as significant financial difficulty of the issuers, triggering of default event, or high probability for debt restructuring or financial reorganisation.

During the years ended 31 December 2023 and 2022, as certain issuers, which are PRC property developers, were determined to have suffered a significant increase in credit risk since initial recognition, the credit loss allowances on those individual debt instruments are measured on lifetime ECL basis. During the year ended 31 December 2023, impairment in relation to those individual credit-impaired debt instruments continued to be measured on lifetime ECL basis.

The Group engaged an independent professional valuer ("Valuer") to perform ECL assessment on the debt instruments which are determined to have suffered a significant increase in credit risk (including those credit-impaired) and the POCI by taking into consideration the historical data from international rating agencies and forward-looking information from macroeconomic factors affecting each issuer such as PRC property market conditions and debt restructuring or financial reorganisation. The management works closely with the Valuer to establish appropriate valuation techniques and inputs to the model. In making that evaluation, the Group assesses ECL for debt instruments at FVTOCI by reference to the credit rating of the debt instruments announced by external credit rating agencies, market conditions of the PRC property market and most recent available financial information of the issuer in estimating the recovery rate of each debt instrument. For debt instruments with credit ratings being withdrawn, the management has referred to the implied effective interest rate, the most recent available financial information of the issuer and relevant quoted price trend in an active market if applicable. The Group also takes into account forward looking information that is reasonably and supportably available to the Group without undue cost or effort.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Credit risk and impairment assessment *(continued)*

Debt instruments at FVTOCI (continued)

As at 31 December 2023, the Group's debt instruments at FVTOCI portfolio comprised debt instruments issued by PRC property developers amounting to HK\$21,222,000 (2022: HK\$146,599,000), representing 40% (2022: 70%) of the Group's portfolio.

During the year ended 31 December 2023, the net impairment loss on debt instruments at FVTOCI amounting to HK\$302,667,000 (2022: HK\$152,439,000) was recognised in profit or loss.

Loans to joint ventures

The Group's exposure to credit risk arising from default of the counterparties are limited as the counterparties mainly engage in property development in Hong Kong and the underlying properties under development are of high quality. For the years ended 31 December 2023 and 2022, the Group assessed the ECL for loans to joint ventures to be insignificant and thus no loss allowance was recognised.

Financial guarantee contract

For financial guarantee contracts provided to the lenders in respect of banking facilities granted to a joint venture, the maximum amount that the Group has guaranteed under the respective contracts was HK\$nil as at 31 December 2023 (2022: HK\$543,275,000). The Directors make periodic assessment on the ECL based on financial position and financial performance of the joint venture, and also quantitative and qualitative information that is reasonable and supportive forward-looking information, including the macroeconomic conditions that the counterparties operated in, such as forecast unemployment rate and property market development, etc. At the end of the prior reporting period, the Directors have performed impairment assessment, and concluded that there has been no significant increase in credit risk since initial recognition of the financial guarantee contracts after assessing the financial performance of the joint venture. Accordingly, the loss allowance for financial guarantee contracts issued by the Group was measured at an amount equal to 12m ECL. For the year ended 31 December 2022, the Group assessed the ECL for financial guarantee contracts to be insignificant and thus no loss allowance was recognised.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings and debt instruments at FVTOCI issued by PRC property developers, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Credit risk and impairment assessment *(continued)*

Financial guarantee contract (continued)

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	Amount is written off	Amount is written off

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Credit risk and impairment assessment *(continued)*

The table below details the credit risk exposures of the Group's financial assets and financial guarantee contract which are subject to ECL assessment:

	External credit rating	Internal credit rating	12m ECL or lifetime ECL	Gross carrying amount 2023 HK\$'000	2022 HK\$'000
Debt instruments at FVTOCI					
Listed debt instruments	Unrated (2022: Ca to Unrated)	N/A	12m ECL (note iv)	32,014	63,075
	N/A (2022: Caa2 to Unrated)	N/A	Lifetime ECL (not credit-impaired) (note v)	—	20,727
	Ca to Withdrawn rating (2022: Unrated to Withdrawn rating)	N/A	Lifetime ECL (credit-impaired) (note vi)	12,181	118,356
	Withdrawn rating (2022: Withdrawn rating)	N/A	POCI (note vii)	9,041	7,516
Financial assets at amortised costs					
Pledged bank deposits	AA	N/A	12m ECL	234,157	105,979
Bank balances	AA	N/A	12m ECL	2,445,437	2,457,016
Loans to joint ventures	N/A	Low risk (note i)	12m ECL	1,713,279	1,898,403
Other receivables	N/A	Low risk (note i)	12m ECL	152,369	147,889
Trade receivables	N/A	Low risk (note ii)	Lifetime ECL (not credit-impaired)	5,342	869
Other item					
Financial guarantee contract	N/A	(note iii)	12m ECL	—	543,275

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Credit risk and impairment assessment *(continued)*

Notes:

- (i) For the purposes of internal credit risk management, the Group uses past due information and information developed internally or obtained from external sources regarding default event to assess whether credit risk has increased significantly since initial recognition.

The loans to joint ventures have no fixed terms of repayment and is not past due. No significant increase in credit risk is noted for the years ended 31 December 2023 and 2022.

All other receivables have no fixed terms of repayment and are not past due. No significant increase in credit risk is noted for the years ended 31 December 2023 and 2022.

- (ii) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items individually. The balances are settled within 30 days after the credit period granted, no significant increase in credit risk noted for the years ended 31 December 2023 and 2022.
- (iii) For financial guarantee contracts, the gross carrying amount represents the maximum amount the Group has guaranteed under the respective contracts.
- (iv) There is no significant increase in credit risk based on management's assessment.
- (v) Based on management's assessment of the market situation, during the year ended 31 December 2022, there was a significant increase in credit risk with reference to the liquidity issue in the PRC property development market, rating actions taken by external credit rating agencies and adverse change in the operating results of the issuers. All the listed debt instruments with significant increase in credit risk were issued by PRC property developers.
- (vi) In view of the existence of objective evidence, such as default in repayment, significant financial difficulty of the issuers and process of liquidation, the debt instruments were determined to be credit-impaired. All the credit-impaired listed debt instruments were issued by PRC property developers.

For debt instruments with credit ratings being withdrawn, the Group has made reference to the implied effective interest rate and credit spread to arrive at the rating as speculative grade.

- (vii) During the year ended 31 December 2022 and 2023, the Group had derecognised certain listed debt securities issued by PRC property developers due to change of contractual terms under the debt restructuring plans resulting in a substantial modification. The modified listed debt securities were classified at initial recognition as POCI. These bonds originated at a deep discount reflecting incurred credit losses. An effective interest rate based on the contractual cash flows net of expected credit losses is used.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Credit risk and impairment assessment *(continued)*

The following table show reconciliation of impairment loss that has been recognised for debt instruments at FVTOCI:

	12m ECL HK\$'000	Lifetime ECL (not credit- impaired) HK\$'000	Lifetime ECL (credit- impaired) HK\$'000	POCI HK\$'000	Total HK\$'000
As at 1 January 2022	11,067	20,461	679,523	—	711,051
Transfer to lifetime ECL (credit-impaired)	—	(16,567)	16,567	—	—
Impairment loss (reversed) recognised	(10,868)	13,309	149,998	—	152,439
Derecognition	—	—	(25,162)	—	(25,162)
Exchange adjustments	4	99	2,259	—	2,362
As at 31 December 2022	203	17,302	823,185	—	840,690
Transfer to lifetime ECL (credit-impaired)	—	(17,362)	17,362	—	—
Impairment loss (reversed) recognised	(150)	—	274,683	28,134	302,667
Derecognition	—	—	(168,229)	—	(168,229)
Exchange adjustments	1	60	44	(75)	30
At 31 December 2023	54	—	947,045	28,059	975,158

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Credit risk and impairment assessment *(continued)*

The following table provides information about gross carrying amounts associated with movements in the loss allowance:

	Notes	(Decrease) increase in 12m ECL HK\$'000	(Decrease) increase in lifetime ECL (not credit- impaired) HK\$'000	Increase (decrease) in lifetime ECL (credit- impaired) HK\$'000	POCI HK\$'000
For the year ended 31 December 2023					
Change in probability of default and loss given default for the debt instruments at FVTOCI with gross carrying amount of HK\$32,014,000	(i)	(150)	—	—	—
Default and transfer to credit-impaired for the debt instruments at FVTOCI with gross carrying amount of HK\$24,210,000	(ii)	—	(17,362)	17,362	—
Change in probability of default and loss given default for the debt instruments at FVTOCI with gross carry amount of HK\$12,181,000	(iv)	—	—	274,683	—
Derecognition of debt instruments at FVTOCI with gross carry amount of HK\$207,782,000 under substantial modification	(v)	—	—	(168,229)	—
Change in probability of default and loss given default for the debt instruments at FVTOCI with gross carry amount of HK\$9,041,000	(v)	—	—	—	28,134

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Credit risk and impairment assessment *(continued)*

	Notes	(Decrease) increase in 12m ECL HK\$'000	(Decrease) increase in lifetime ECL (not credit- impaired) HK\$'000	Increase (decrease) in lifetime ECL (credit- impaired) HK\$'000
For the year ended 31 December 2022				
Change in probability of default and loss given default for the debt instruments at FVTOCI with gross carrying amount of HK\$63,075,000	(i)	(10,868)	—	—
Default and transfer to credit-impaired for the debt instruments at FVTOCI with gross carrying amount of HK\$27,130,000	(ii)	—	(16,567)	16,567
Change in probability of default and loss given default for the debt instruments at FVTOCI with gross carrying amount of HK\$20,727,000	(iii)	—	13,309	—
Change in probability of default and loss given default for the debt instruments at FVTOCI with gross carrying amount of HK\$125,872,000	(iv)	—	—	149,998
Derecognition of debt instruments at FVTOCI with gross carrying amount of HK\$31,366,000 under substantial modification	(v)	—	—	(25,162)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Credit risk and impairment assessment *(continued)*

Notes:

- (i) Given the change in probability of default and loss given default in case of default on respective credit rating published by external credit rating agencies, accumulated impairment loss of HK\$54,000 (2022: HK\$203,000) has been recorded in respect of the debt instruments at FVTOCI with gross carrying amount of HK\$32,014,000 (2022: HK\$63,075,000) based on 12m ECL, with impairment loss of HK\$150,000 (2022: HK\$10,868,000) reversed in profit or loss during the year.
- (ii) By considering the deteriorating credit ratings issued by external credit rating agencies against the issuer which are included in the Group's portfolio and its past due events during current year, the Group has reclassified the relevant listed debt instruments with gross carrying amount of HK\$24,210,000 (2022: HK\$27,130,000) as credit-impaired from lifetime ECL (not credit-impaired) (2022: lifetime ECL (not credit-impaired)). Impairment loss of HK\$17,362,000 (2022: HK\$16,567,000) has been transferred from lifetime ECL (not credit-impaired) to lifetime ECL (credit-impaired).
- (iii) As at 31 December 2022, with respect to the rating actions taken by external credit rating agencies against the issuer which included in the Group's portfolio and its deteriorating credit ratings as well as its weakening liquidity position, the Group has considered that the accumulated impairment loss of HK\$17,302,000 has been recorded in respect of listed debt instruments measured at lifetime ECL (not credit-impaired) with gross carrying amount of HK\$20,727,000 of which impairment loss of HK\$13,309,000 has been recognised in profit or loss during the year ended 31 December 2022.

During the year ended 31 December 2023, the listed debt instruments has been transferred from lifetime ECL (not credit-impaired) to lifetime ECL (credit-impaired) set out in note (ii).

- (iv) By considering the deteriorating-credit ratings issued by external credit rating agencies against the issuer which included in the Group's portfolio and its past due events during current year, the Group has classified the relevant listed debt instruments with gross carrying amount of HK\$12,181,000 (2022: HK\$125,872,000) as credit-impaired. Accumulated impairment loss of HK\$947,045,000 (2022: HK\$823,185,000) has been recorded in respect of these listed debt instruments, of which impairment loss of HK\$274,683,000 (2022: HK\$149,998,000) has been recognised in profit or loss during the year.
- (v) During the year ended 31 December 2023, the Group had derecognised certain listed debt securities issued by PRC property developers with gross carrying amount of HK\$207,782,000 (2022: HK\$31,366,000) due to change of contractual terms under the debt restructuring plans resulting in a substantial modification and initial recognition of new listed debt securities, mandatory convertible bond, convertible bond and ordinary shares of that PRC property developers at fair value (with all the mandatory convertible bond and convertible bond then being converted into ordinary shares by the year end) (2022: new listed debt instruments at fair value). After debt restructuring, ordinary shares of PRC property developer has been recognised at fair value of HK\$4,443,000 at initial recognition and the respective mandatory convertible bond and convertible bond have been subsequently converted into ordinary shares initially recognised at fair value of HK\$9,549,000 within the current year.

Accumulated impairment loss of HK\$168,229,000 (2022: HK\$25,162,000) has been derecognised in respect of these listed debt instruments during the year. The modified listed debt securities were newly recognised as POCI. The total amount of undiscounted ECL at initial recognition on POCI listed debt securities initially recognised during the reporting period was HK\$87,696,000 (2022: HK\$32,468,000). Accumulated impairment loss of HK\$28,059,000 (2022: HK\$nil) has been recorded in respect of these listed debt instruments, of which impairment loss of HK\$28,134,000 (2022: HK\$nil) has been recognised in profit or loss during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Directors, who have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities, and by continuously monitoring forecast and actual cash flows. As at 31 December 2023, the Group has bank balances and cash (including those assets classified as held for sale) of HK\$2,445,668,000 (2022: HK\$2,457,973,000) and available unutilised bank borrowings facilities of approximately HK\$2,836,400,000 (2022: HK\$4,299,300,000).

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specially, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity for other financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows, estimated based on interest rate at the end of the reporting period.

	Weighted average effective interest rate %	Repayable on demand or within 3 months HK\$'000	3 months to 6 months HK\$'000	6 months to 9 months HK\$'000	9 months to 12 months HK\$'000	Over 1 year HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
At 31 December 2023								
Payables and deposits received	—	38,084	1,019	755	119	5,511	45,488	45,488
Bank borrowings (note i)	6.92	2,166,939	108,682	338,473	104,227	6,316,867	9,035,188	7,647,716
Lease liabilities	3.03	4,345	4,360	4,374	4,390	644,700	662,169	180,005
		2,209,368	114,061	343,602	108,736	6,967,078	9,742,845	7,873,209

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

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

Liquidity risk *(continued)*

	Weighted average effective interest rate %	Repayable on demand or within 3 months HK\$'000	3 months to 6 months HK\$'000	6 months to 9 months HK\$'000	9 months to 12 months HK\$'000	Over 1 year HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
At 31 December 2022								
Payables and deposits received	—	109,167	432	—	1,134	6,248	116,981	116,981
Bank borrowings (note i)	5.16	736,547	230,904	230,729	230,553	5,709,244	7,137,977	7,059,158
Guaranteed notes	4.88	1,105,869	—	—	—	—	1,105,869	1,105,767
Lease liabilities	3.00	4,183	4,197	4,211	4,226	627,737	644,554	182,990
		1,955,766	235,533	234,940	235,913	6,343,229	9,005,381	8,464,896
Financial guarantee (note ii)		543,275	—	—	—	—	543,275	—

Notes:

- i. The amounts included above for variable rate bank borrowings are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Bank borrowings with a repayment on demand clause are included in the "within 3 months" time band in the above maturity analysis. As at 31 December 2023, the aggregate carrying amounts of these bank borrowings amounted to HK\$2,286,600,000 (2022: HK\$505,700,000). Those bank borrowings are revolving loan in nature, and with repayment period of less than three months. Taking into account the Group's financial position, the Directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment.

- ii. The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

(c) Fair value measurement of financial instruments

Certain of the Group's financial instruments are measured at fair value for financial reporting purposes. The management determines the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent qualified professional valuers to perform the valuation if the investment is material. The management works closely with the independent qualified professional valuers to establish the appropriate valuation techniques and inputs to the model. The management reports the findings to the Directors regularly to explain the cause of fluctuations in the fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

(c) Fair value measurement of financial instruments *(continued)*

(i) Fair value of the Group's financial assets that are measured at fair values on a recurring basis

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 inputs used).

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	31 December 2023 HK\$'000	31 December 2022 HK\$'000		
Listed equity and perpetual securities classified as equity instruments at FVTOCI (note 23)	92,991	95,074	Level 1	The fair value is quoted price in an active market.
Listed equity securities classified as equity instruments at FVTOCI (note 23)	—	14,162	Level 3	The fair value is determined with reference to the comparable approach. Comparable approach determines the fair value with reference to the market value of the similar listed comparable adjusted by revaluation of certain underlying assets and discount for lack of marketability. A slight decrease in the discount for lack of marketability used would result in a slight increase in fair value, and vice versa.
Listed debt securities classified as debt instruments at FVTOCI (note 24)	49,554	209,674	Level 1	The fair value is quoted price in an active market.
Listed debt securities classified as debt instruments at FVTOCI (note 24)	3,682	—	Level 3	The fair value is based on discounted cash flow methodology with reference to the expected credit loss rate ranging from 97% to 100% applied on estimated cash inflow from the listed debt securities. A 1% change positive/negative in the expected credit loss rate used would result in increase/decrease in the fair value of HK\$9,628,000/HK\$1,270,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

(c) Fair value measurement of financial instruments *(continued)*

- (i) Fair value of the Group's financial assets that are measured at fair values on a recurring basis *(continued)*

Fair value gain on financial assets at FVTPL are included in 'other gains and losses'.

There were no transfer in or out of level 1, 2 and 3 during the years ended 31 December 2023 and 2022, except for the following.

During the year ended 31 December 2023, the Group transferred certain listed debt securities classified as debt instruments at FVTOCI from level 1 to level 3 due to minimal relevant transaction volume and executable quotes, or the transaction price or quoted price that does not represent fair value. In addition, a listed equity security has been transferred from level 3 to level 1 during the year as the listed equity security has resumed trading in early August 2023.

- (ii) Reconciliation of Level 3 Measurements

Listed equity securities classified as equity instruments at FVTOCI

	HK\$'000
At 1 January 2022	—
Transfers into level 3	82,379
Fair value loss in other comprehensive income	(68,217)
At 31 December 2022	14,162
Transfers into level 1	(43,338)
Fair value gain in other comprehensive income	29,176
At 31 December 2023	—

Listed debt securities classified as debt instruments at FVTOCI

	HK\$'000
At 1 January 2022 and 31 December 2022	—
Transfers into level 3	3,682
At 31 December 2023	3,682

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

36. FINANCIAL INSTRUMENTS *(continued)*

(c) Fair value measurement of financial instruments *(continued)*

- (iii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

The fair value of financial assets and financial liabilities carried at amortised cost, are determined in accordance with generally accepted pricing models which is based on discounted cash flows analysis using the relevant prevailing market rates as input.

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

The Group's policy is to recognise transfers into and transfers out of Level 3 as of the date of the event or change in circumstances that caused the transfer.

37. OPERATING LEASE ARRANGEMENTS

The Group as lessor

The lease terms of the remaining leased properties range from 1 month to 16 years (2022: 2 months to 17 years).

The majority of the Group's investment properties were leased out under operating leases.

Minimum lease payments receivable on leases are as follows:

	2023 HK\$'000	2022 HK\$'000
Within one year	208,372	190,686
In the second year	203,507	193,097
In the third year	193,418	189,801
In the fourth year	154,759	181,840
In the fifth year	118,172	146,394
After five years	1,455,994	1,487,800
	2,334,222	2,389,618

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For the year ended 31 December 2023

38. DISPOSAL OF SUBSIDIARIES

During the year ended 31 December 2023, the Group has completed the disposal of 50% equity interests in Time Trade to Hon Kwok.

The net assets of Time Trade at the date of disposal were as follows:

	2023 HK\$'000
Net assets disposed of	785,860
Total consideration	
Satisfied by:	
Cash	392,930
Investment in a joint venture	392,930
	785,860

Disposal-related costs amounting to HK\$299,000 had been recognised as an expense for the year within the "other expenses" line item in the consolidated statement of profit or loss.

Assets and liabilities derecognised at the date of disposal

	2023 HK\$'000
Property under development	1,234,856
Trade receivables, deposits and prepayments	95
Pledged bank deposits	16,100
Cash and cash equivalents	1,458
Total assets	1,252,509
Other payables	(319)
Bank borrowings	(466,330)
Total liabilities	(466,649)
	785,860

Net cash inflows arising on disposal

	HK\$'000
Consideration received	341,472

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For the year ended 31 December 2023

38. DISPOSAL OF SUBSIDIARIES *(continued)*

During the year ended 31 December 2022, the Group has completed the disposal of Green Charm Global Limited ("Green Charm") and Glorious Creation Limited ("Glorious Creation").

The net assets of Green Charm and Glorious Creation at the date of disposal were as follows:

	2022 HK\$'000
Net assets disposed of	408,170
Total consideration	
Satisfied by:	
Cash	408,170

Disposal-related costs amounting to HK\$12,985,000 had been recognised as an expense in the period within the "other expenses" line item in the consolidated statement of profit or loss.

Assets derecognised at the date of disposal

	2022 HK\$'000
Investment properties (note 20)	408,000
Rental deposits, prepayment and other receivable	170
	408,170

Net cash inflows arising on disposal

	HK\$'000
Consideration received	408,170

39. CAPITAL COMMITMENTS

	2023 HK\$'000	2022 HK\$'000
Capital expenditure contracted for but not provided in the consolidated financial statements:		
— redevelopment of investment properties (included assets classified as held for sale)	20,697	30,954
— investment fund contribution	8,383	13,004
	29,080	43,958

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

40. 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.

	Lease liabilities HK\$'000 (note 33)	Bank borrowings HK\$'000 (note 31)	Guaranteed notes HK\$'000 (note 32)	Interest payable (included in other payables) HK\$'000 (note 30)	Dividends payable (included in other payables) HK\$'000	Total HK\$'000
At 1 January 2023	182,990	7,059,158	1,105,767	33,605	2,828	8,384,348
Financing cash flows	(17,569)	428,275	(1,105,870)	(385,987)	(30,098)	(1,111,249)
Amortisation of guaranteed notes issued costs	—	—	103	—	—	103
Foreign exchange translation	9,065	141,923	—	498	—	151,486
Amortisation of bank borrowings front-end fee	—	17,467	—	—	—	17,467
Capitalisation of interest expenses	—	893	—	11,224	—	12,117
Interest expenses	5,519	—	—	355,479	—	360,998
Dividends declared	—	—	—	—	30,106	30,106
At 31 December 2023	180,005	7,647,716	—	14,819	2,836	7,845,376

	Lease liabilities HK\$'000 (note 33)	Bank borrowings HK\$'000 (note 31)	Guaranteed notes HK\$'000 (note 32)	Interest payable (included in other payables) HK\$'000 (note 30)	Dividends payable (included in other payables) HK\$'000	Total HK\$'000
At 1 January 2022	185,208	7,113,807	1,149,340	28,298	2,820	8,479,473
Financing cash flows	(17,839)	527,792	(45,336)	(238,261)	(30,098)	196,258
Foreign exchange translation	(19,254)	(297,048)	1,205	1,924	—	(313,173)
Amortisation of bank borrowings front-end fee	—	19,669	—	—	—	19,669
Amortisation of guaranteed notes issued costs	—	—	2,214	—	—	2,214
Capitalisation of interest expenses	—	975	—	8,159	—	9,134
Modification of a lease	29,352	—	—	—	—	29,352
Gain on early redemption of guaranteed notes	—	—	(1,656)	—	—	(1,656)
Interest expenses	5,523	—	—	233,485	—	239,008
Dividends declared	—	—	—	—	30,106	30,106
Transfer from liabilities associated with assets classified as held for sale	—	160,188	—	—	—	160,188
Transfer to liabilities associated with assets classified as held for sale (note 29)	—	(466,225)	—	—	—	(466,225)
At 31 December 2022	182,990	7,059,158	1,105,767	33,605	2,828	8,384,348

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

41. PLEDGE OF ASSETS

At the end of the reporting period, the Group had pledged the following assets to secure banking facilities granted to the Group:

- (a) Fixed charges on investment properties (included assets classified as held for sale) with an aggregate carrying value of HK\$6,738,362,000 (2022: HK\$7,519,917,000) together with a floating charge over all the assets of the properties owning subsidiaries and benefits accrued to the relevant properties.
- (b) Fixed charges on hotel properties with aggregate carrying values of HK\$506,166,000 (2022: HK\$526,160,000) together with a floating charge over all the assets of the properties owning subsidiaries and benefits accrued to the hotel properties.
- (c) Pledged bank deposits (included assets classified as held for sale) of HK\$234,157,000 (2022: HK\$122,079,000).

42. SHARE-BASED PAYMENTS TRANSACTIONS

Share Option Scheme of the Company

The Company adopted 2015 Share Option Scheme. Unless terminated earlier by the Board, 2015 Share Option Scheme shall be valid and effective for a term of 10 years until 28 May 2025. Under 2015 Share Option Scheme, the Board may offer to eligible participants options to subscribe for shares of the Company at a price at least the highest of (i) the nominal value of the share of the Company; (ii) the average of the closing price of the share of the Company on the Stock Exchange for the five business days immediately preceding the date of grant of the option; and (iii) the closing price of the share of the Company on the Stock Exchange on the date of grant of the option.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

42. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

Share Option Scheme of the Company *(continued)*

Details of the share options granted under 2015 Share Option Scheme during the years ended 31 December 2023 and 2022 are as follows:

Date of grant	Exercisable period upon vesting	Exercise price per share HK\$	Number of share options				
			At 1 January 2022	Lapsed	At 31 December 2022	Lapsed	At 31 December 2023
Granted to the employees							
22.01.2018	01.01.2020 to 31.12.2021	12.800	500,000	(500,000)	—	—	—
22.01.2018	01.07.2020 to 30.06.2022	12.800	75,000	(75,000)	—	—	—
22.01.2018	01.01.2021 to 31.12.2022	12.800	575,000	(75,000)	500,000	(500,000)	—
22.01.2018	01.07.2021 to 30.06.2023	12.800	875,000	(25,000)	850,000	(850,000)	—
			2,025,000	(675,000)	1,350,000	(1,350,000)	—
	Weighted average exercise price (HK\$)		12.800	12.800	12.800	12.800	—
	Exercisable at year end		2,025,000		1,350,000		—
	Weighted average exercise price of options exercisable at year end (HK\$)		12.800		12.800		—

Under 2015 Share Option Scheme, no share options had been granted, exercised and cancelled during the years ended 31 December 2022 and 2023. The vesting period of the share options is from the date of grant until the commencement of the exercisable period.

On 22 January 2018, 5,775,000 share options under 2015 Share Option Scheme were granted to the employees of the Company and the closing price of the Company's shares immediately preceding the date of grant was HK\$12.64. The estimated fair value of the share options granted to employees of the Company on that date was HK\$4,339,000. The Directors determined the fair values of share options with reference to the calculation of the fair value of the share options granted made by an independent professional valuer.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

42. SHARE-BASED PAYMENTS TRANSACTIONS *(continued)*

Share Option Scheme of the Company *(continued)*

The fair values were calculated using The Binominal Option Pricing model. The inputs into the model were as follows:

	Share Option Granted on 22 January 2018
Share price as at grant date:	HK\$12.80
Exercise price:	HK\$12.80
Expected volatility:	25.31% - 34.27%
Expected dividend yield:	0.62%
Risk-free rate:	1.53% - 1.82%

Expected volatility was determined by using the historical volatility of the Company's share price over the previous five years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The variables and assumptions used in computing the fair value of the share options were based on the Director's best estimate. The value of an option varied with different variables of certain subjective assumptions.

The Group recognised the total expense of HK\$nil for the years ended 31 December 2023 and 2022 in relation to share options granted by the Company.

Share Award Scheme of the Company

The Share Award Scheme was approved by the Shareholders on 27 May 2010 and came into effect on 15 June 2010. Unless terminated earlier by the Board, the Share Award Scheme shall be valid and effective for a term of 15 years until 14 June 2025.

The purpose of the Share Award Scheme is to provide a flexible means to recognise and acknowledge the performance and/or contribution of the eligible participants (as defined in the Share Award Scheme). Under the Share Award Scheme, the Board (or any committee delegated by the Board) may at its absolute discretion grant awards, which may comprise (a) new shares of the Company; (b) existing shares of the Company in issue and is listed on the Stock Exchange from time to time; (c) cash in lieu of the shares of the Company; or (d) a combination of (a), (b) and (c), to any eligible participants as it thinks fit and appropriate and subject to the terms and conditions of the Share Award Scheme. No award may be granted under the Share Award Scheme if the aggregate number of shares which may be issued and/or transferred upon vesting of all outstanding awards granted under the Share Award Scheme and any other share award scheme of the Company and which may be issued upon exercise of all outstanding options granted and yet to be exercised under any share option scheme of the Company exceed 30% of the shares of the Company in issue from time to time.

The Company has appointed a trustee to acquire the Company's shares from the open market with funds provided by the Company and to hold the shares before they are vested and transferred to the selected participants.

No ordinary shares of the Company were awarded for both years ended 31 December 2023 and 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

43. RETIREMENT BENEFIT PLANS

The Group participates in a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance in December 2000 and also participated in a defined contribution scheme which is registered under the Occupational Retirement Schemes Ordinance (the "ORSO Scheme"). The assets of the schemes are/were held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

For members of the MPF Scheme, the Group contributes 5% to 15% of relevant payroll costs to the scheme for members of the MPF Scheme, depending on the grading and the length of service with the Group.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at rates ranging from 5% to 15% of the employee's basic salary, depending on the length of service with the Group.

The Group terminated the ORSO Scheme in February 2019 and all members of the ORSO Scheme transferred their accrued benefits and contributions under the ORSO Scheme to the MPF Scheme.

The total expense recognised in profit or loss of HK\$5,457,000 (2022: HK\$4,597,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans. No forfeited contributions have been used to reduce the level of contributions in either year.

44. RELATED PARTY TRANSACTIONS

Other than as disclosed in note 20 and elsewhere in these consolidated financial statements, the Group has the following transactions and balances with related parties.

(i) Related company

	2023 HK\$'000	2022 HK\$'000
Management fee income (note)	13,194	—

Note: Certain Directors, being the controlling shareholders, have significant influence over the related company through a series of controlled corporations. Accordingly, the related company is a related party of the Group.

(ii) Compensation of key management personnel

The remuneration of the Directors who are the Group's key management personnel is set out in note 16.

The remuneration of the Directors and key executives of the Company is determined/recommended to the Board for approval by the remuneration committee of the Company having regard to the performance of individuals and market trends.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

45. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2023 HK\$'000	2022 HK\$'000
Non-current assets		
Interests in subsidiaries	5,459,635	5,569,384
Pledged bank deposits	—	69,516
	5,459,635	5,638,900
Current assets		
Receivables and deposits	1,299	1,295
Pledged bank deposits	44,001	—
Cash and cash equivalents	1,584,854	1,216,052
	1,630,154	1,217,347
Current liabilities		
Payables and accrued charges	6,756	53,255
Bank borrowings — due within one year	2,284,419	500,126
	2,291,175	553,381
Net current (liabilities) assets	(661,021)	663,966
Net assets	4,798,614	6,302,866
Capital and reserves		
Share capital	60,212	60,212
Reserves	4,738,402	4,796,835
Total equity	4,798,614	4,857,047
Non-current liability		
Bank borrowings — due after one year	—	1,445,819
Total equity and non-current liability	4,798,614	6,302,866

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

45. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY *(continued)*

Movement in the Company's capital and reserves

	Attributable to the shareholders of the Company					Total HK\$'000
	Share capital	Contributed surplus	Capital redemption reserve	Share option reserve	Retained profits	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 January 2022	60,212	190,081	4,451	1,403	4,314,087	4,570,234
Profit and total comprehensive income for the year	—	—	—	—	317,570	317,570
Lapse of vested share options	—	—	—	(651)	—	(651)
Dividends paid	—	—	—	—	(30,106)	(30,106)
At 31 December 2022	60,212	190,081	4,451	752	4,601,551	4,857,047
Loss and total comprehensive expense for the year	—	—	—	—	(27,575)	(27,575)
Lapse of vested share options	—	—	—	(752)	—	(752)
Dividends paid	—	—	—	—	(30,106)	(30,106)
At 31 December 2023	60,212	190,081	4,451	—	4,543,870	4,798,614

46. PRINCIPAL SUBSIDIARIES

General information of subsidiaries

Name of subsidiary	Place/country of incorporation/ operation	Issued and paid up share capital/ registered capital	Effective % of issued share capital/ registered capital held by the Company		Principal activities
			2023	2022	
<i>Direct subsidiary</i>					
South-East Asia Investment And Agency Company, Limited	Hong Kong	HK\$10,000,000	100	100	Provision of corporate and property management services
<i>Indirect subsidiaries</i>					
Concord Way Limited	Hong Kong	HK\$100	100	100	Hotel operation
Easy Mega Investment Limited	Hong Kong	HK\$1	100	100	Property investment
Grace Art Development Limited	Hong Kong	HK\$1	100	100	Treasury services
High Team International Limited	Hong Kong	HK\$1	100	100	Property investment
Honest Smart Properties Limited	Hong Kong	HK\$1	100	100	Property investment

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

46. PRINCIPAL SUBSIDIARIES *(continued)*

General information of subsidiaries *(continued)*

Name of subsidiary	Place/country of incorporation/operation	Issued and paid up share capital/registered capital	Effective % of issued share capital/registered capital held by the Company		Principal activities
			2023	2022	
Leighton Road Hotel Management Services Limited	Hong Kong	HK\$1	100	100	Hotel operation
Nice Source Investment Limited	Hong Kong	HK\$1	100	100	Property investment
One Valley View Limited	Hong Kong	HK\$1	100	100	Property investment
SEA Profit Holdings Limited	B.V.I./Hong Kong	US\$1	100	100	Property investment
Seven Valley View Limited	Hong Kong	HK\$1	100	100	Property investment
Sound Grace Limited	Hong Kong	HK\$1	100	100	Property investment
True Bloom Limited	Hong Kong	HK\$1	100	100	Property investment
Two Valley View Limited	Hong Kong	HK\$1	100	100	Property investment
Tycoon Honour Limited	B.V.I./Hong Kong	US\$1	100	100	Investment holding of The Moorgate Unit Trust's units
Worthy Merit Limited	B.V.I./Hong Kong	US\$1	100	100	Investment holding of The Moorgate Unit Trust's units

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

None of the subsidiaries has issued any debt securities except for Rosy Delta Investments Limited which has issued guaranteed notes as set out in note 32 as at 31 December 2022.

GLOSSARY

In this annual report, unless the context otherwise requires, the following expression shall have the following meanings:

"AGM(s)"	the annual general meeting(s) of the Company;
"Ambleside Glory"	Ambleside Glory Limited, a company incorporated in the British Virgin Islands with limited liability;
"Audit Committee"	the audit committee of the Company;
"Board"	the board of Directors;
"Bye-Laws"	the bye-laws of the Company as amended, supplemented on otherwise modified from time to time;
"CG Code"	the Corporate Governance Code;
"Chairman"	the chairman of the Board;
"Chief Executive"	the chief executive of the Company;
"Chief Financial Officer"	the chief financial officer of the Company;
"Company" or "SEA"	S E A Holdings Limited is an exempted company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange (Stock code: 251);
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules;
"Crowne Plaza"	Crowne Plaza Causeway Bay Hong Kong;
"Deloitte"	Deloitte Touche Tohmatsu, Certified Public Accountants;
"Director(s)"	the director(s) of the Company;
"ESG"	environmental, social and governance;
"ESG Report"	environmental, social and governance report of the Company;
"Executive Committee"	the executive committee of the Company;
"Executive Director(s)"	the executive Director(s);

GLOSSARY

“Government”	the government of Hong Kong;
“Group”	the Company and its subsidiaries;
“HK\$”	the lawful currency of Hong Kong for the time being;
“HKAS”	Hong Kong Accounting Standards;
“HKEX”	Hong Kong Exchanges and Clearing Limited;
“HKFRS”	Hong Kong Financial Reporting Standards;
“HKPBIA”	Hong Kong Professional Building Inspection Academy;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Non-executive Director(s)” or “INED”	the independent non-executive Director(s);
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules;
“NLI”	Nan Luen International Limited, an exempted company incorporated in Bermuda with limited liability;
“Nomination Committee”	the nomination committee of the Company;
“Non-executive Director(s)”	the non-executive Director(s);
“NYH”	NYH Limited, an exempted company incorporated in Bermuda with limited liability;
“Port Lucky”	Port Lucky Limited, a company incorporated in the British Virgin Islands with limited liability;
“PRC” or “Mainland” or “Mainland China” or “China”	The People’s Republic of China;
“Remuneration Committee”	the remuneration committee of the Company;

GLOSSARY

"SEA Fortune"	SEA Fortune Ventures Limited, a company incorporated in the British Virgin Islands with limited liability;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"SGM(s)"	the special general meeting(s) of the Company;
"Shareholders"	the shareholders of the Company;
"Share Award Scheme"	the share award scheme of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"UK"	The United Kingdom;
"US\$"	United States dollars, the lawful currency of the United States of America;
"%"	per cent; and
"2015 Share Option Scheme"	the share option scheme adopted by the Company on 29 May 2015.

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爪哇控股有限公司
SEA Holdings Limited

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

