

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement and the listing document referred to herein have been published for information purposes only as required by the Listing Rules (as defined below) and do not constitute an offer to sell nor a solicitation of an offer to buy any securities. Neither this announcement nor anything referred to herein (including the listing document) forms the basis for any contract or commitment whatsoever. For the avoidance of doubt, the publication of this announcement and the listing document referred to herein shall not be deemed to be an offer of securities made pursuant to a prospectus issued by or on behalf of the Issuer (as defined below) for the purposes of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong nor shall it constitute an advertisement, invitation or document containing an invitation to the public to enter into or offer to enter into an agreement to acquire, dispose of, subscribe for or underwrite securities for the purposes of the Securities and Futures Ordinance (Cap. 571) of Hong Kong.

The material contained in this announcement is not for distribution or circulation, directly or indirectly, in or into the United States. This announcement is solely for the purpose of reference and does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities and the guarantee referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) or the securities laws of any other jurisdiction and may not be offered or sold within the United States, or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the securities are being offered and sold only outside the United States and to non-U.S. persons in offshore transaction in compliance with Regulation S under the Securities Act.

Notice to Hong Kong investors: *The Issuer and the Guarantor (as defined below) confirm that the Securities (as defined below) are intended for purchase by professional investors (as defined in Chapter 37 of the Listing Rules) only and have been listed on the Hong Kong Stock Exchange (as defined below) on that basis. Accordingly, the Issuer and the Guarantor confirm that the Securities are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.*

PUBLICATION OF OFFERING CIRCULAR

CHINA GREAT WALL INTERNATIONAL HOLDINGS VI LIMITED

(incorporated with limited liability in the British Virgin Islands)
(the “Issuer”)

U.S.\$200,000,000 6.375 per cent. Guaranteed Bonds due 2028

(Stock Code: 5079)

(the “Bonds”)

and

U.S.\$300,000,000 Unsubordinated Guaranteed Perpetual Securities

(Stock Code: 5080)

(the “Perpetual Securities”, together with the Bonds, the “Securities”)

unconditionally and irrevocably guaranteed by



CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED

中國長城資產(國際)控股有限公司

(incorporated with limited liability in the Hong Kong Special Administrative Region)
(the “Guarantor”)

This announcement is issued pursuant to Rule 37.39A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Listing Rules**”).

Please refer to the offering circular dated 25 June 2024 appended hereto in relation to the Securities (the “**Offering Circular**”). As disclosed in the Offering Circular, the Securities are intended for purchase by professional investors (as defined in Chapter 37 of the Listing Rules) only and have been listed on the Hong Kong Stock Exchange on that basis.

The Offering Circular does not constitute a prospectus, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it circulated to invite offers by the public to subscribe for or purchase any securities.

Hong Kong SAR, 3 July 2024

As at the date of this announcement, the Directors of the Issuer are WANG Hai and HUANG Wei.

As at the date of this announcement, the Directors of the Guarantor are WANG Hai, HUANG Wei, BAI Xiuli, LIU Hongxin and XING Min.

IMPORTANT NOTICE

NOT FOR DISTRIBUTION TO ANY PERSON OR ADDRESS IN THE UNITED STATES. THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE ADDRESSEES OUTSIDE OF THE UNITED STATES AND ARE NOT U.S. PERSON.

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached offering circular (the “Offering Circular”). You are advised to read this disclaimer carefully before accessing, reading or making any other use of the Offering Circular. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access.

Confirmation of Your Representation: The Offering Circular is being sent to you at your request and by accepting the e-mail and accessing the attached Offering Circular, you shall be deemed to represent to the Issuer, the Guarantor (each as defined in the Offering Circular), Standard Chartered Bank, China International Capital Corporation Hong Kong Securities Limited, ABCI Capital Limited, Agricultural Bank of China Limited Hong Kong Branch, Australia and New Zealand Banking Group Limited, BOCI Asia Limited, BOCOM International Securities Limited, CCB International Capital Limited, China CITIC Bank International Limited, China Galaxy International Securities (Hong Kong) Co., Limited, CLSA Limited, Crédit Agricole Corporate and Investment Bank, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited and Mizuho Securities Asia Limited as joint global coordinators (together, the “**Joint Global Coordinators**”), Bank of Communications Co., Ltd. Hong Kong Branch, China Everbright Bank Co., Ltd., Hong Kong Branch, China Industrial Securities International Brokerage Limited, China Securities (International) Corporate Finance Company Limited, CMBC Securities Company Limited, CNCB (Hong Kong) Capital Limited, Essence International Securities (Hong Kong) Limited, Hua Xia Bank Co., Limited Hong Kong Branch, Huatai Financial Holdings (Hong Kong) Limited, Industrial and Commercial Bank of China (Asia) Limited, ICBC International Securities Limited, Industrial Bank Co., Ltd. Hong Kong Branch, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, SMBC Nikko Securities (Hong Kong) Limited, SPDB International Capital Limited, The Bank of East Asia, Limited and Victoria Harbour International Financial Holdings Limited as joint bookrunners (together, the “**Joint Bookrunners**”), and together with the Joint Global Coordinators, the “**Joint Lead Managers**”) that (1) you are a non-U.S. person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”)) outside the United States and, to the extent you purchase the securities described in the attached Offering Circular you will be doing so outside the United States in an offshore transaction pursuant to Regulation S under the Securities Act and (2) you consent to delivery of the Offering Circular and any amendments or supplements thereto by electronic transmission.

The attached Offering Circular has been made available to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently none of the Issuer, the Guarantor, Joint Lead Managers, the Trustee (as defined in the Offering Circular) or the Agents (as defined in the Offering Circular) or any of their respective affiliates, directors, officers, employees, representatives, agents or each person who controls any of them accepts any liability or responsibility whatsoever in respect of any discrepancies between the document distributed to you in electronic format and the hard copy version. We will provide a hard copy version to you upon request.

Restrictions: The attached document is being furnished in connection with an offering in offshore transactions in compliance with Regulation S under the Securities Act solely for the purpose of enabling a prospective investor to consider the purchase of the securities described herein.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES REFERRED TO IN THE OFFERING CIRCULAR (THE “SECURITIES”) AND THE GUARANTEE THEREOF HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT, OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THIS OFFERING IS MADE SOLELY TO NON-U.S. PERSONS IN OFFSHORE TRANSACTIONS PURSUANT TO REGULATION S UNDER THE SECURITIES ACT.

Nothing in this electronic transmission constitutes an offer or an invitation by or on behalf of the Issuer or the Guarantor or the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, directors, officers, employees, representatives, agents or each person who controls any of them to subscribe for or purchase any of the securities described therein, and access has been limited so that it shall not constitute in the United States or elsewhere a general solicitation or general advertising (as those terms are used in Regulation D under the Securities Act) or directed selling efforts (within the meaning of Regulation S under the Securities Act). If a jurisdiction requires that the offering be made by a licensed broker or dealer and any Joint Lead Manager or any affiliate of any Joint Lead Manager is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Joint Lead Manager or such affiliate on behalf of the Issuer or the Guarantor in such jurisdiction.

You are reminded that you have accessed the Offering Circular on the basis that you are a person into whose possession the Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorised to deliver this document, electronically or otherwise, to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the securities described in the attached.

MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Securities (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

Actions that You May Not Take: If you receive this document by e-mail, you should not reply by e-mail to this announcement, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected.

THE OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER AND IN PARTICULAR, MAY NOT BE FORWARDED TO ANY U.S. ADDRESS OR TO ANY U.S. PERSON. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED THEREIN. YOU ARE NOT AUTHORISED TO AND YOU MAY NOT FORWARD OR DELIVER THE OFFERING CIRCULAR, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH OFFERING CIRCULAR IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE ATTACHED OFFERING CIRCULAR IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

You are responsible for protecting against viruses and other destructive items. If you receive this document by e-mail, your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

CHINA GREAT WALL INTERNATIONAL HOLDINGS VI LIMITED

(incorporated with limited liability in the British Virgin Islands)

U.S.\$200,000,000 6.375 per cent. Guaranteed Bonds due 2028
and
U.S.\$300,000,000 Unsubordinated Guaranteed Perpetual Securities
unconditionally and irrevocably guaranteed by



CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED

中國長城資產(國際)控股有限公司

(incorporated with limited liability in the Hong Kong Special Administrative Region)

ISSUE PRICE FOR THE BONDS: 99.867 PER CENT.
ISSUE PRICE FOR THE PERPETUAL SECURITIES: 100.000 PER CENT.

The 6.375 per cent. guaranteed bonds due 2028 in the aggregate principal amount of U.S.\$200,000,000 (the "Bonds") and the unsubordinated guaranteed perpetual securities in the aggregate principal amount of U.S.\$300,000,000 (the "Perpetual Securities", together with the Bonds, the "Securities") will be issued by China Great Wall International Holdings VI Limited (the "Issuer"). The Bonds will be unconditionally and irrevocably guaranteed (the "Guarantee of the Bonds") by China Great Wall AMC (International) Holdings Company Limited 中國長城資產(國際)控股有限公司 (the "Guarantor"). The Perpetual Securities will be unconditionally and irrevocably guaranteed (the "Guarantee of the Perpetual Securities") and together with the Guarantee of the Bonds, the "Guarantee" by the Guarantor. The Issuer is a wholly-owned subsidiary of the Guarantor.

The Bonds will bear interest on their outstanding principal amount from and including 2 July 2024 (the "Issue Date") at the rate of 6.375 per cent. per annum and such interest will be payable semi-annually in arrear in equal instalments of U.S.\$31,875 per Calculation Amount (as defined in the Terms and Conditions of the Bonds) on 2 January and 2 July in each year, commencing on 2 January 2025. Unless previously redeemed, or purchased and cancelled, the Issuer will redeem each Bond at its principal amount on 2 January 2028 (the "Maturity Date"). The Bonds may be redeemed at the option of the Issuer in whole but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the holders of Bonds (the "Bondholders", each a "Bondholder") (in accordance with Condition 15 (Notices) of the Terms and Conditions of the Bonds) and in writing to the Trustee and the Principal Paying Agent (which notice shall be irrevocable), at their principal amount, together with interest (if any) accrued to but excluding the date fixed for redemption if, immediately before giving such notice, the Issuer satisfies the Trustee that a Cross-up Event (as defined in the Terms and Conditions of the Bonds) has occurred and the Issuer or the Guarantor is or would be required on the next succeeding due date for a payment with respect to the Bonds or the Guarantee of the Bonds to pay Additional Amounts (as defined in the Terms and Conditions of the Bonds) with respect to the Bonds and such obligation cannot be avoided by the use of reasonable measures available to the Issuer or the Guarantor or any of their successor person. The Bonds may be redeemed at the option of the Issuer in whole or in part, on giving not less than 30 nor more than 60 days' irrevocable notice (the "Optional Redemption Notice") (in accordance with Condition 15 (Notices) of the Terms and Conditions of the Bonds) to the Bondholders and in writing to the Trustee and the Principal Paying Agent at a redemption price equal to (A) (in the case of an Optional Redemption Date falling before 2 December 2027 (being one month before the Maturity Date)) the Make Whole Price (as defined in the Terms and Conditions of the Bonds) as of the Optional Redemption Date, and unpaid interest, if any, accrued to but excluding such Optional Redemption Date; or (B) (in the case of an Optional Redemption Date falling on or after 2 December 2027 (being one month before the Maturity Date)) their principal amount, plus unpaid interest, if any, accrued to but excluding such Optional Redemption Date. Following the occurrence of a Change of Control Triggering Event (as defined in the Terms and Conditions of the Bonds), each Bondholder will have the right, at such Bondholder's option, to require the Issuer to redeem all, but not some only, of that Bondholder's Bonds on the Change of Control Put Date (as defined in the Terms and Conditions of the Bonds) at 101 per cent. of their principal amount, together with interest accrued up to but excluding such Change of Control Put Date. See "Terms and Conditions of the Bonds – Redemption and Purchase".

The Bonds will constitute direct, general, unsecured, unsubordinated and unconditional obligations of the Issuer which will at all times rank *pari passu* and without any preference or priority among themselves and at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application. The Guarantee of the Bonds will constitute direct, general, unsecured, unsubordinated and unconditional obligations of the Guarantor which will at all times rank at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

The Perpetual Securities confer a right to receive distributions (each, a "Distribution") from and including the Issue Date at the applicable rate (the "Distribution Rate"). Subject to the provisions of the Perpetual Securities relating to deferral of Distribution (see "Terms and Conditions of the Perpetual Securities – Distribution – Distribution Deferral"), Distributions shall be payable on the Perpetual Securities semi-annually in arrear on 2 January and 2 July in each year (each, a "Distribution Payment Date") commencing on 2 January 2025.

Upon the occurrence of a Step-Up Event (as defined in the terms and conditions of the Perpetual Securities (the "Terms and Conditions of the Perpetual Securities"), together with the Terms and Conditions of the Bonds, the "Terms and Conditions"), unless (x) an irrevocable notice in writing to redeem the Perpetual Securities has been given by the Issuer to holders of the Perpetual Securities (each a "Holder of the Perpetual Securities"), together with the Bondholder, the "Securityholder") in accordance with Condition 15 (Notices) of the Terms and Conditions of the Perpetual Securities and in writing to the Trustee and the Principal Paying Agent by the 30th day following the occurrence of the relevant Step-Up Event or (y) the relevant Step-Up Event is remedied by the 30th day following the occurrence of such relevant Step-Up Event, the Distribution Rate will increase by 5.00 per cent. per annum with effect from (a) the next Distribution Payment Date immediately following the occurrence of the relevant Step-Up Event or (b) if the date on which the relevant Step-Up Event (as applicable) occurs is prior to the most recent preceding Distribution Payment Date, such Distribution Payment Date, provided that the maximum aggregate increase in the Distribution Rate shall be 5.00 per cent. per annum. See "Terms and Conditions of the Perpetual Securities – Distribution – Increase in Distribution Rate following occurrence of certain events – Increase in Distribution Rate".

If following an increase in the Distribution Rate after a Step-Up Event, such Step-Up Event is cured or no longer exists, upon written notice of such facts being given to the Holders of the Perpetual Securities in accordance with Condition 15 (Notices) of the Terms and Conditions of the Perpetual Securities and in writing to the Trustee and the Principal Paying Agent, the Distribution Rate shall be decreased by 5.00 per cent. per annum with effect from (and including) the Distribution Payment Date immediately following the date falling 30 days after the date on which the Trustee receives notice of the cure of such Step-Up Event provided that the maximum aggregate decrease in the Distribution Rate shall be 5.00 per cent. per annum, as further described in "Terms and Conditions of the Perpetual Securities – Distribution – Increase in Distribution Rate following occurrence of certain events – Decrease in Distribution Rate".

Subject to any increase described above, Distributions (i) from, and including, the Issue Date to, but excluding, 2 July 2027 (the "First Reset Date") shall accrue on the outstanding principal amount of the Perpetual Securities with effect from 7.150 per cent. per annum; and (ii) (A) from, and including, the First Reset Date to, but excluding, the Reset Date (as defined in the Terms and Conditions of the Perpetual Securities) falling immediately after the First Reset Date, and (B) from, and including, each Reset Date falling after the First Reset Date to, but excluding, the immediately following Reset Date, shall accrue on the outstanding principal amount of the Perpetual Securities at the Relevant Reset Distribution Rate (as defined in the Terms and Conditions of the Perpetual Securities).

The Issuer may, at its sole discretion, elect to defer (in whole or in part) any Distribution which is otherwise scheduled to be paid on a Distribution Payment Date to the next Distribution Payment Date by giving notice to the Holders of the Perpetual Securities in accordance with Condition 15 (Notices) of the Terms and Conditions of the Perpetual Securities and in writing to the Trustee and the Principal Paying Agent not less than seven business days prior to a scheduled Distribution Payment Date. Any Distribution so deferred shall constitute "Arrears of Distribution". Each amount of Arrears of Distribution shall accrue Distribution as if it constituted the principal of the Perpetual Securities at the prevailing Distribution Rate and the amount of such distribution (the "Additional Distribution Amount") with respect to Arrears of Distribution shall be calculated by applying the applicable Distribution Rate to the amount of the Arrears of Distribution and otherwise *mutatis mutandis* as described in "Terms and Conditions of the Perpetual Securities – Distribution – Distribution Deferral – Cumulative Deferral". The Issuer is not subject to any limit as to the number of times Distribution and Arrears of Distribution can be deferred. See "Terms and Conditions of the Perpetual Securities – Distribution – Distribution Deferral – Cumulative Deferral".

The Perpetual Securities are perpetual securities in respect of which there is no fixed redemption date. The Issuer may redeem in whole, but not in part, of the Perpetual Securities on the First Call Date (as defined in the Terms and Conditions of the Perpetual Securities) and the First Reset Date, the First Reset Date, the First Reset Date, the First Reset Date after the First Reset Date at their principal amount (together with any Distribution accrued to but excluding the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount)) by giving not more than 60 nor less than 30 days' irrevocable notice to the Holders of the Perpetual Securities (in accordance with Condition 15 (Notices) of the Terms and Conditions of the Perpetual Securities) and in writing to the Trustee and the Principal Paying Agent. The Perpetual Securities may also be redeemed at the option of the Issuer in whole, but not in part, at the relevant prices specified in "Terms and Conditions of the Perpetual Securities – Redemption and Purchase" upon the occurrence of (a) certain changes affecting taxes of a Relevant Jurisdiction (as defined in the Terms and Conditions of the Perpetual Securities), (b) any change or amendment to the Relevant Accounting Standards (as defined in the Terms and Conditions of the Perpetual Securities) such that the Perpetual Securities must not or must no longer be recorded as "equity" of the Guarantor in the consolidated financial statements of Guarantor pursuant to the Relevant Accounting Standards, (c) a Change of Control Triggering Event (as defined in the Terms and Conditions of the Perpetual Securities), (d) a Breach of Covenant Event (as defined in the Terms and Conditions of the Perpetual Securities), (e) a Relevant Indebtedness Default Event (as defined in the Terms and Conditions of the Perpetual Securities), (f) a Dividend Stopper Breach Event (as defined in the Terms and Conditions of the Perpetual Securities), or (g) at least 90 per cent. in principal amount of the Perpetual Securities originally issued has been redeemed or purchased and cancelled.

The Perpetual Securities will constitute direct, general, unsecured, unsubordinated and unconditional obligations of the Issuer which will at all times rank *pari passu* and without any preference or priority among themselves and at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application. The Guarantee of the Perpetual Securities will constitute direct, general, unsecured, unsubordinated and unconditional obligations of the Guarantor which will at all times rank at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

The Bonds will be issued in registered form in the denomination of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof. The Perpetual Securities will be issued in registered form in the denomination of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.

The Guarantor has caused an application for the pre-issuance registration (the "Pre-Issuance Registration") of the offering of the Bonds to be made with the National Development and Reform Commission (the "NDRC") in accordance with the Administrative Measures for the Review and Registration of Medium- and Long-Term Foreign Debt of Enterprises (企業中長期外債審批登記管理辦法(國家發展和改革委員會令第56號)) (the "NDRC Circular") issued by the NDRC and which came into effect on 10 February 2023. The Guarantor has received a Certificate of Examination and Registration of Foreign Debts Borrowed by Enterprises (企業借外債審批登記證明) dated 6 May 2024 from the NDRC in connection with the Pre-Issuance Registration. Pursuant to the requirements of the NDRC Circular, the Guarantor will be required to complete the filing in respect of the issue of the Securities within the prescribed timeframe after the Issue Date.

Application will be made to The Stock Exchange of Hong Kong Limited (the "HKSE") for the listing of, and permission to deal in, the Securities by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) ("Professional Investors") only. This document is for distribution to Professional Investors only.

Notice to Hong Kong investors: The Issuer and the Guarantor confirm that the Securities are intended for purchase by Professional Investors only and will be listed on the HKSE on that basis. Accordingly, the Issuer and the Guarantor confirm that the Securities are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

The HKSE has not reviewed the contents of this Offering Circular, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Offering Circular to Professional Investors only have been reproduced in this Offering Circular. Listing of the Securities on the HKSE is not to be taken as an indication of the commercial merits or credit quality of the Securities, the Issuer, the Guarantor, the Group or quality of disclosure in this Offering Circular. Hong Kong Exchanges and Clearing Limited and the HKSE take no responsibility for the contents of this Offering Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offering Circular.

This Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer, the Guarantor and the Group. The Issuer and the Guarantor accept full responsibility for the accuracy of the information contained in this Offering Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Investing in the Securities involves certain risks. See "Risk Factors" beginning on page 20. Investors should be aware that the Perpetual Securities are perpetual in tenor and that they have no right to require redemption, that Distributions may be deferred in the circumstances set out in "Terms and Conditions of the Perpetual Securities – Distributions – Distribution Deferral", that there are limited remedies for default under the Perpetual Securities and that there are various other risks relating to the Perpetual Securities, the Issuer, the Guarantor, the Group, their business and their jurisdictions of operations which investors should familiarise themselves with before making an investment in the Securities.

The Securities and the Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and, subject to certain exceptions, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("Regulation S")). The Securities and the Guarantee of the Bonds are being offered only outside the United States and to non-U.S. person in reliance on Regulation S. For a description of these and certain further restrictions on offers and sales of the Securities, the Guarantee of the Bonds and the distribution of this Offering Circular, see "Subscription and Sale".

The Bonds are expected to be rated "BBB-" by Fitch Ratings Ltd. ("Fitch") and "AA-" by Lianhe Ratings Global Limited ("Lianhe Global"). The Perpetual Securities are expected to be rated "BB+" by Fitch and "AA-" by Lianhe Global. The rating does not constitute a recommendation to buy, sell or hold the Bonds or, as the case may be, the Perpetual Securities and may be subject to revision, suspension, reduction or withdrawal at any time by any Rating Agency. Such rating should be evaluated independently of any other rating of the other securities of the Issuer or the Guarantor.

The Bonds will be represented by beneficial interests in a global certificate (the "Bonds Global Certificate") in registered form, which will be registered in the name of a nominee for, and shall be deposited on or about the Issue Date with, a common depositary for Euroclear Bank SA/NV ("Euroclear") and Clearstream Banking S.A. ("Clearstream"). Beneficial interests in the Global Certificate will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear and Clearstream. Except as described in the Global Certificate, certificates for Bonds will not be issued in exchange for interests in the Global Certificate.

The Perpetual Securities will be represented by beneficial interests in a global certificate (the "Perpetual Securities Global Certificate") together with the Bonds Global Certificate, the "Global Certificates") in registered form, which will be registered in the name of a nominee for, and shall be deposited on or about the Issue Date with, a common depositary for Euroclear and Clearstream. Beneficial interests in the Perpetual Securities Global Certificate will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear and Clearstream. Except as described herein, certificates for Perpetual Securities will not be issued in exchange for interests in the Perpetual Securities Global Certificate.

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

| | | | |
|--|---|--|---|
| Standard Chartered Bank | China International Capital Corporation | ABC International | Agricultural Bank of China Limited Hong Kong Branch |
| ANZ | BOC International | BOCOM International | CCB International |
| China CITIC Bank International | China Galaxy International | CITIC Securities | Crédit Agricole CIB |
| Guotai Junan International | | Haitong International | Mizuho |
| Joint Bookrunners and Joint Lead Managers | | | |
| Bank of Communications | China Everbright Bank Hong Kong Branch | | China Industrial Securities International |
| China Securities International | CMCB Capital | CNCB Capital | Essence International |
| Hua Xia Bank Co., Limited Hong Kong Branch | Huatai International | ICBC (Asia) | ICBC International |
| Industrial Bank Co., Ltd. Hong Kong Branch | Shanghai Pudong Development Bank Hong Kong Branch | SMBC Nikko | SPDB International |
| The Bank of East Asia, Limited | | Victoria Harbour International Financial | |

Offering Circular dated 25 June 2024

IMPORTANT NOTICE

Each of the Issuer and the Guarantor having made all reasonable enquiries confirms that (i) this Offering Circular contains all information with respect to the Issuer, the Guarantor and its subsidiaries (collectively the “**Group**”), the Securities and the Guarantee, which is material in the context of the issue and offering of the Securities; (ii) the statements contained herein relating to the Issuer, the Guarantor, the Group, the Securities and the Guarantee are in every material respect true and accurate and not misleading and there are no other facts in relation to the Issuer, the Guarantor, the Group, the Securities and the Guarantee, the omission of which would, in the context of the issue and offering of the Securities, make any statement in this Offering Circular misleading in any material respect; (iii) the statements of intention, opinion and belief or expectation contained in this Offering Circular with regard to the Issuer, the Guarantor and the Group are honestly and reasonably made or held, have been reached after considering all relevant circumstances; and (iv) all reasonable enquiries have been made by the Issuer and the Guarantor to ascertain such facts and to verify the accuracy of all such information and statements relating to the Issuer, the Guarantor, the Group, the Securities and the Guarantee.

This Offering Circular has been prepared by the Issuer and the Guarantor solely for use in connection with the proposed offering of the Securities described in this Offering Circular. The distribution of this Offering Circular and the offering of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuer, the Guarantor, Standard Chartered Bank, China International Capital Corporation Hong Kong Securities Limited, ABCI Capital Limited, Agricultural Bank of China Limited Hong Kong Branch, Australia and New Zealand Banking Group Limited, BOCI Asia Limited, BOCOM International Securities Limited, CCB International Capital Limited, China CITIC Bank International Limited, China Galaxy International Securities (Hong Kong) Co., Limited, CLSA Limited, Crédit Agricole Corporate and Investment Bank, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited and Mizuho Securities Asia Limited as joint global coordinators (together, the “**Joint Global Coordinators**”), Bank of Communications Co., Ltd. Hong Kong Branch, China Everbright Bank Co., Ltd., Hong Kong Branch, China Industrial Securities International Brokerage Limited, China Securities (International) Corporate Finance Company Limited, CMBC Securities Company Limited, CNCB (Hong Kong) Capital Limited, Essence International Securities (Hong Kong) Limited, Hua Xia Bank Co., Limited Hong Kong Branch, Huatai Financial Holdings (Hong Kong) Limited, Industrial and Commercial Bank of China (Asia) Limited, ICBC International Securities Limited, Industrial Bank Co., Ltd. Hong Kong Branch, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, SMBC Nikko Securities (Hong Kong) Limited, SPDB International Capital Limited, The Bank of East Asia, Limited and Victoria Harbour International Financial Holdings Limited as joint bookrunners (together, the “**Joint Bookrunners**”, and together with the Joint Global Coordinators, the “**Joint Lead Managers**”) to inform themselves about and to observe any such restrictions. No action is being taken to permit a public offering of the Securities or the distribution of this Offering Circular in any jurisdiction where action would be required for such purposes. There are restrictions on the offer and sale of the Securities and the circulation of documents relating thereto, in certain jurisdictions including the United States, the United Kingdom, European Economic Area, the People’s Republic of China, Hong Kong, Japan, Singapore and the British Virgin Islands, and to persons connected therewith. For a description of certain further restrictions on offers, sales and resales of the Securities and distribution of this Offering Circular, see “*Subscription and Sale*”.

PRIIPs REGULATION/PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

UK PRIIPs REGULATION/PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “MiFID II”); and (ii) all channels for distribution of the Securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Securities (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

No person has been or is authorised to give any information or to make any representation concerning the Issuer, the Guarantor, the Group, the Securities and the Guarantee other than as contained herein and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Issuer, the Guarantor, the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, officers, representatives or advisers or each person who controls any of them. Neither the delivery of this Offering Circular nor any offering, sale or delivery made in connection with the issue of the Securities shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in the affairs of the Issuer, the Guarantor, the Group or any of them since the date hereof or create any implication that the information contained herein is correct as of any date subsequent to the date hereof. This Offering Circular does not constitute an offer of, or an invitation by or on behalf of the Issuer, the Guarantor, the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, officers, representatives or advisers or each person who controls any of them to subscribe for or purchase any of the Securities and may not be used for the purpose of an offer to, or a solicitation by, anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorised or is unlawful.

This Offering Circular is personal to each offeree and does not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire securities. This Offering Circular may not be copied or reproduced in whole or in part. It may be distributed only to and its contents may be disclosed only to the prospective investors to whom it is provided. By accepting delivery of this Offering Circular each investor agrees to these restrictions.

No representation or warranty, express or implied, is made or given by the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, officers, representatives or advisers or each person who controls any of them as to the accuracy, completeness or sufficiency of the information contained in this Offering Circular, and nothing contained in this Offering Circular is, or shall be relied upon as a promise, representation or warranty by the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, officers, representatives or advisers or each person who controls any of them. To the fullest extent permitted by law, the Joint Lead Managers, the Trustee and the Agents and their respective affiliates, directors, employees,

agents, officers, representatives and advisers and each person who controls any of them do not accept any responsibility for the contents of this Offering Circular and assume no responsibility for the contents, accuracy, completeness or sufficiency of any such information or for any other statement, made or purported to be made by the Joint Lead Managers, the Trustee and the Agents and their respective affiliates, directors, employees, agents, officers, representatives and advisers and each person who controls any of them or on their behalf in connection with the Issuer, the Guarantor or the Group or the issue and offering of the Securities. Each of the Joint Lead Managers, the Trustee and the Agents and their respective affiliates, directors, employees, agents, officers, representatives and advisers and each person who controls any of them accordingly disclaim all and any liability whether arising in tort or contract or otherwise which they might otherwise have in respect of this Offering Circular or any statement herein. None of the Joint Lead Managers, the Trustee or any Agent or any of their respective affiliates, directors, employees, agents, officers, representatives or advisers or each person who controls any of them undertakes to review the financial conditions or affairs of the Issuer, the Guarantor or the Group after the date of this Offering Circular nor to advise any investor or potential investor in the Securities of any information coming to the attention of the Joint Lead Managers, the Trustee or any Agent or any of their respective affiliates, directors, employees, agents, officers, representatives or advisers or each person who controls any of them. The Joint Lead Managers, the Trustee and the Agents and their respective affiliates, directors, employees, agents, officers, representatives and advisers and each person who controls any of them have not independently verified any of the information contained in this Offering Circular and can give no assurance that this information is accurate, truthful or complete. This Offering Circular is not intended to provide the basis of any credit or other evaluation nor should it be considered as a recommendation by any of the Issuer, the Guarantor, the Group, the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, officers, representatives or advisers or each person who controls any of them that any recipient of this Offering Circular should purchase the Securities. Each potential purchaser of the Securities should determine for itself the relevance of the information contained in this Offering Circular and its purchase of the Securities should be based upon such investigations with its own tax, legal and business advisers as it deems necessary.

IN CONNECTION WITH THE ISSUE OF THE SECURITIES, ANY OF THE JOINT LEAD MANAGERS APPOINTED AND ACTING IN ITS CAPACITY AS STABILISATION MANAGER (THE “STABILISATION MANAGER”) (OR ANY PERSON ACTING ON BEHALF OF THE STABILISATION MANAGER) MAY OVER-ALLOT THE SECURITIES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE SECURITIES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, THERE IS NO ASSURANCE THAT THE STABILISATION MANAGER (OR ANY PERSON ACTING ON BEHALF OF THE STABILISATION MANAGER) WILL UNDERTAKE A STABILISATION ACTION. ANY STABILISATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE SECURITIES IS MADE AND, IF BEGUN, MAY BE ENDED AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE OF THE SECURITIES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE SECURITIES. ANY STABILISATION ACTION OR OVER-ALLOTMENT MUST BE CONDUCTED BY THE STABILISATION MANAGER (OR ANY PERSON ACTING ON BEHALF OF THE STABILISATION MANAGER) IN ACCORDANCE WITH ALL APPLICABLE LAWS AND RULES.

In making an investment decision, investors must rely on their own examination of the Issuer, the Guarantor, the Group, the Securities, the Guarantee and the terms of the offering, including the merits and risks involved. See “*Risk Factors*” for a discussion of certain factors to be considered in connection with an investment in the Securities.

Each person receiving this Offering Circular acknowledges that such person has not relied on the Joint Lead Managers, the Trustee or the Agents or any of their respective affiliates, directors, employees, agents, officers, representatives or advisers or each person who controls any of them in connection with its investigation of the accuracy of such information or its investment decision.

All non-company specific statistics and data relating to the Group's industry or the economies of pertinent jurisdictions, such as the PRC, have been extracted or derived from publicly available information and various government sources. The Issuer and the Guarantor believe that the sources of this information are appropriate for such information and each of the Issuer and the Guarantor has taken reasonable care in extracting and reproducing such information. Neither the Issuer nor the Guarantor has any reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. However, this information has not been independently verified by the Issuer, the Guarantor, the Joint Lead Managers, the Trustee and the Agents or any of their respective affiliates, directors, employees, agents, officers, representatives or advisers or each person who controls any of them and none of the Issuer, the Guarantor, the Joint Lead Managers, the Trustee and the Agents nor any of their respective affiliates, directors, employees, agents, officers, representatives or advisers nor each person who controls any of them makes any representation as to the correctness, accuracy or completeness of that information. In addition, third-party information providers may have obtained information from market participants and such information may not have been independently verified. Accordingly, such information should not be unduly relied upon.

Unless otherwise indicated, all references in this Offering Circular to “**China**”, “**Mainland China**” or the “**PRC**” are to the People's Republic of China and, for the purpose of this Offering Circular only, exclude, Hong Kong, Macau SAR of the PRC and Taiwan, all references to “**Macau SAR**” and “**Macau**” are to the Macau Special Administrative Region of the PRC and all references to “**Hong Kong**” are to the Hong Kong Special Administrative Region of the PRC. “**PRC government**” means the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local governmental entities) and instrumentalities thereof, or, where the context requires, any of them.

Unless otherwise specified or the context requires, references herein to “**Renminbi**” or “**RMB**” are to the lawful currency of the PRC, references herein to “**Hong Kong dollars**”, “**HK dollars**”, “**HK\$**”, “**HK cents**” or “**HKD**” are to the lawful currency of Hong Kong, references herein to “**U.S. dollars**”, “**U.S.\$**” or “**USD**” are to the lawful currency of the United States of America.

The English names of the PRC nationals, entities, departments, facilities, laws, regulations, certificates, titles and the like are translations of their Chinese names and are included for identification purpose only. In the event of any inconsistency, the Chinese name prevails.

The contents of this Offering Circular have not been reviewed by any regulatory authority in any jurisdiction to approve. Investors are advised to exercise caution in relation to the offer. If investors are in any doubt about any of the contents of this Offering Circular, investors should obtain independent professional advice.

In this Offering Circular, unless the contrary intention appears, a reference to a law or a provision of a law is a reference to that law or provision as extended, amended or re-enacted.

Notice to Investors

Prospective investors should be aware that certain intermediaries in the context of this offering of the Securities, including certain Joint Lead Managers, are “capital market intermediaries” (“**CMIs**”) subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “**SFC Code**”). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMI(s) may also be acting as “overall coordinator(s)” (“**OC(s)**”) for this offering and are subject to additional requirements under the SFC Code.

Prospective investors who are the directors, employees or major shareholders of the Guarantor, a CMI or its group companies would be considered under the SFC Code as having an association (“**Association**”) with the Guarantor, the CMI or the relevant group company. Prospective investors associated with the Guarantor or any CMI (including its group companies) should specifically disclose this when placing an order for the Securities and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to this offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to this offering, such order is hereby deemed not to negatively impact the price discovery process in relation to this offering.

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed are *bona fide*, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). If a prospective investor is an asset management arm affiliated with any Joint Lead Manager, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the Joint Lead Manager or its group company has more than 50 per cent. interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to this offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a “proprietary order”. If a prospective investor is otherwise affiliated with any Joint Lead Manager, such that its order may be considered to be a “proprietary order” (pursuant to the SFC Code), such prospective investor should indicate to the relevant Joint Lead Manager when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not such a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to this offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to this offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private bank(s)) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the Joint Lead Managers and/or any other third parties as may be required by the SFC Code, including to the Guarantor, any OC(s), relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for this offering. Failure to provide such information may result in that order being rejected.

PRESENTATION OF FINANCIAL INFORMATION

The Guarantor's audited consolidated financial information as at and for the years ended 31 December 2021, 2022 and 2023 included in this Offering Circular has been extracted from the Guarantor's audited consolidated financial statements as at and for the year ended 31 December 2022 (the "**Guarantor's 2022 Audited Financial Statements**") and the Guarantor's audited consolidated financial statements as at and for the year ended 31 December 2023 (the "**Guarantor's 2023 Audited Financial Statements**", together with the Guarantor's 2022 Audited Financial Statements, the "**Guarantor's Audited Financial Statements**"), respectively, which have been audited by BDO Limited ("**BDO**") and are included elsewhere in this Offering Circular together with the auditor's report in respect of each financial year. The Guarantor's Audited Financial Statements were prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRS**").

In this Offering Circular, where information has been presented in thousands or millions of units, amounts may have been rounded up or down. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained herein due to rounding. References to information in billions of units are to the equivalent of a thousand million units.

FORWARD-LOOKING STATEMENTS

The Issuer and the Guarantor have made forward-looking statements in this Offering Circular regarding, among other things, the Group's financial conditions, future expansion plans and business strategy. These forward-looking statements are based on the Group's current expectations about future events. Although the Issuer and the Guarantor believe that these expectations and projections are reasonable, such forward-looking statements are inherently subject to risks, uncertainties and assumptions, including, among other things:

- the ability of the Group to successfully implement its business plans and strategies;
- future developments, trends and conditions in the industry and markets in which the Group operates;
- the Group's business prospects and capital expenditure plans;
- the actions and developments of the Group's competitors;
- the Group's financial conditions and performance;
- any changes in the laws, rules and regulations of the central and local governments in the PRC and other relevant jurisdictions and the rules, regulations and policies of the relevant governmental authorities relating to all aspects of the Group's business;
- general political and economic conditions, including those related to the PRC;
- changes or volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, including those pertaining to the PRC and the industry and markets in which the Group operates;
- various business opportunities that the Group may pursue;
- macroeconomic measures taken by the PRC government to manage economic growth; and
- those other risks identified in the "*Risk Factors*" section of this Offering Circular.

The words "anticipate", "believe", "estimate", "expect", "intend", "plan" and similar expressions are intended to identify a number of these forward-looking statements. The Issuer and the Guarantor undertake no obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this Offering Circular might not occur and the Issuer's, the Guarantor's and the Group's actual results could differ materially from those anticipated in these forward-looking statements. Accordingly, investors are cautioned not to place undue reliance on these forward-looking statements.

These forward-looking statements speak only as of the date of this Offering Circular. The Issuer and the Guarantor expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in the Group's expectations with regard thereto or any change of events, conditions or circumstances, on which any such statement was based.

CONTENTS

| | Page |
|---|------|
| SUMMARY | 1 |
| THE OFFERING OF THE BONDS | 4 |
| THE OFFERING OF THE PERPETUAL SECURITIES | 8 |
| SUMMARY HISTORICAL FINANCIAL INFORMATION OF THE GUARANTOR | 16 |
| RISK FACTORS | 20 |
| TERMS AND CONDITIONS OF THE BONDS | 49 |
| TERMS AND CONDITIONS OF THE PERPETUAL SECURITIES | 70 |
| SUMMARY OF PROVISIONS RELATING TO THE SECURITIES IN GLOBAL FORM | 98 |
| USE OF PROCEEDS | 100 |
| CAPITALISATION AND INDEBTEDNESS OF THE GUARANTOR | 101 |
| DESCRIPTION OF THE ISSUER | 102 |
| DESCRIPTION OF THE GROUP | 103 |
| DIRECTORS AND SENIOR MANAGEMENT OF THE GUARANTOR | 128 |
| PRC REGULATIONS | 132 |
| TAXATION | 135 |
| SUBSCRIPTION AND SALE | 139 |
| GENERAL INFORMATION | 146 |
| INDEX TO THE FINANCIAL STATEMENTS | F-1 |

SUMMARY

This summary does not contain all the information that may be important to prospective investors in deciding whether or not to invest in the Securities. Prospective investors should read the entire Offering Circular, including the section entitled “Risk Factors” and the financial statements and related notes thereto, before making an investment decision.

THE ISSUER

China Great Wall International Holdings VI Limited is a business company with limited liability incorporated under the BVI Business Companies Act (as amended) of the British Virgin Islands (BVI company number 2033493). It was incorporated in the British Virgin Islands on 20 March 2020. The Issuer’s registered office is Craigmuir Chambers, Road Town, Tortola, VG 1110, British Virgin Islands.

See “Description of the Issuer”.

THE GROUP

The Guarantor is a direct wholly-owned subsidiary of China Great Wall Asset Management Co., Ltd. (“**China Great Wall**”, together with its subsidiaries, the “**China Great Wall Group**”). China Great Wall is one of the leading asset management companies (the “**AMCs**”) and a leading provider of comprehensive financial services and innovative products in the PRC. The predecessor of China Great Wall was jointly founded by the Ministry of Finance of the PRC (中華人民共和國財政部) (“**MOF**”), the National Council for Social Security Fund and China Life Insurance (Group) Company and was established with the approval of the State Council in 1999. China Great Wall primarily offers distressed and/or non-performing asset (“**NPA**”) management and disposal, investment banking, asset management and comprehensive financial services. Since its establishment, the China Great Wall has proactively carried out duties entrusted by the state, and has acquired, managed and disposed of more than RMB2 trillion of NPA to maintain the national financial stability and promote the high-quality development of the PRC’s financial industry. China Great Wall is a state-owned enterprise controlled by MOF, which held approximately 73.53 per cent. equity interest in China Great Wall as at the date of this Offering Circular.

The Group serves as the sole strategic overseas platform of the China Great Wall Group, focusing on NPA management business, financial service and investment business and property investment business. Leveraging the China Great Wall Group’s brand name, business network and customer base, and the strong support from the China Great Wall Group, the Group acts as a cross-border investment platform and asset manager, providing services to both onshore and offshore clients.

With a strategic presence in Hong Kong, the Group is able to take advantage of access to both the onshore and offshore markets and the transferability of the Renminbi as well as the Hong Kong dollar and other foreign currencies. It plays a key role in the China Great Wall Group’s strategy of becoming an international leading financial service provider by serving as a link between the China Great Wall Group’s onshore business and its offshore funding and investment operations. As the offshore platform for accessing the international capital markets and the China Great Wall Group’s sole strategic overseas platform, the Group also helps maintain the China Great Wall Group’s client relationships with large Chinese corporates and thus increases its overall competitiveness.

As the sole strategic subsidiary of China Great Wall, the Guarantor strives to implement the strategic blueprint of the China Great Wall Group, adhere to the overarching development strategy of the “returning to the fundamentals of AMC’s business (回歸主業)”. By applying the “one body, two wings” as the basic development framework, the Group aspires to become: the international service platform for the China Great Wall Group to support and serve the national strategy and to fully utilise the onshore and offshore markets and resources; the fundraising platform for satisfying the offshore financing needs of the China Great Wall Group’s business development; and the onshore and offshore asset disposal coordinating platform that provides non-performing asset disposal and related investment and financing services to the PRC enterprise’s “Going Global” initiatives. The Group intends to continue to use the platform of Hong Kong’s international market to explore business opportunities, expand its domestic business and further enhance its competitiveness.

The Group plans to develop its business in accordance with the regulatory requirement and the China Great Wall Group's strategic arrangement, while adhering to the overarching development strategy of the "returning to the fundamentals of AMC's business (回歸主業)" and the three principal business areas, namely distressed asset investment, substantial restructuring and licensed business in the future. To this aim, the Group intends to develop its business in the overseas and cross-border NPA market, steadily explore special opportunities such as distressed/undervalued bonds and equities investment and actively explore other sustainable development routes in compliance with the regulatory orientation and the China Great Wall Group's strategic requirements.

The Group is involved in NPA management business, and the Group has successively acquired several NPL packages recently and have developed new business models for restricting business in the local bank market. In November 2019, the Group made its breakthrough in the NPA management business by successfully acquiring China Development Bank Hong Kong Branch's NPA package, the aggregate principal and interest of which amounted to approximately U.S.\$1.2 billion. This was one of the first and largest NPA package acquisition businesses from financial institutions after the overseas platforms of the major national AMCs returned to their core business and established the Guarantor's leading position amongst the overseas platforms of the major national AMCs. Since the completion of the acquisition of the China Development Bank Hong Kong Branch's NPA package, the Group has arranged both on-site and off-site due diligence on the package and actively promoted the marketing and disposal of the package. The Group achieved partial repayment through the continued disposal of series of collateral and the Group will continue to actively promote the marketing and disposal of the NPL package.

In addition, the Group manages and invests in financial assets by providing financial service and investment business. The Group's financial service and investment business mainly includes fixed income and equity investments in both primary and secondary markets. To better serve its clients' needs, it also engages in asset management activities and has obtained Type 9 (asset management) required under the relevant laws and regulations.

Furthermore, the Group also manages and invests in real estate by conducting property investment business. The Group's property investment business is mainly conducted through the Guarantor's subsidiary, Great Wall Pan Asia Holdings Limited (長城環亞控股有限公司) (formerly known as Armada Holdings Limited (南潮控股有限公司)) ("GWPA"), which is listed on the Hong Kong Stock Exchange (stock code 583). As at 31 December 2023, the Guarantor indirectly held approximately 74.89 per cent. of the total issued share capital of GWPA. GWPA contributes stable rental income and profit to the Group by investing in a diversified property portfolio comprising a number of strategically located retail shops, office buildings, industrial properties and car parks in Hong Kong.

For the years ended 31 December 2021 and 2023, the Group's revenue was approximately HK\$1,040.6 million and HK\$211.8 million, respectively; profit before taxation was recorded at HK\$749.8 million and HK\$441.5 million, respectively; and profit was recorded at HK\$676.4 million and HK\$441.3 million, respectively. The Group recorded negative revenue (which includes commission and fee income, interest income, investment loss and rental income), profit before taxation and profit for the year ended 31 December 2022 mainly due to the impact of the macro environment, the overall arrangements for asset liquidation from the headquarter, and the decline in the fair value of related assets i.e. bonds, equities and funds. The increases in the Group's revenue, profit before taxation and profit for the year ended 31 December 2023 compared to the year ended 31 December 2022 were primarily due to the decrease in losses from changes in fair value of related assets and the reversal of expected credit loss.

As at 31 December 2021, 2022 and 2023, the Group had total assets of approximately HK\$35,299.4 million, HK\$29,109.4 million and HK\$23,714.5 million, respectively; and net assets of approximately HK\$4,898.1 million, HK\$2,432.0 million and HK\$2,732.1 million, respectively. The continued decrease in the Group's total assets as at 31 December 2021, 2022 and 2023 was primarily due to the decreases in the asset size of the financial sector and the decreases in the fair value of investment. The decrease in the Group's net assets as at 31 December 2022 compared to the net assets as at 31 December 2021 was primarily due to the Group recorded losses during the year of 2022 and increase in the Group's net assets as at 31 December 2023 compared to the net assets as at 31 December 2022 was primarily due to the Group recorded operating profit during the year of 2023.

COMPETITIVE STRENGTHS

The Group believes that the competitive strengths set out below differentiate it from other industry participants and have enabled it to compete effectively and seize growth opportunities.

- Leading position in the overseas NPA acquisition business among major national AMCs
- Benefited from the strong support of and synergy with the China Great Wall Group
- Robust business segments with advantage of onshore and offshore linkage
- Future strategy of focusing on core NPA management business and optimising innovative development
- Diversified funding channels and long-term strategic partnerships with leading global financial institutions
- Experienced management team with high-calibre professionals
- Comprehensive and effective risk management system

STRATEGIES

- Developing NPA management business vigorously while consolidating its traditional businesses
- Expand and strengthen asset management with NPA management as its core business

See "*Description of the Group*" for further details.

THE OFFERING OF THE BONDS

The following contains summary information about the Bonds and is qualified in its entirety by the remainder of this Offering Circular. Some of the terms described below are subject to important limitations and exceptions. Words and expressions defined in “Terms and Conditions of the Bonds” and “Summary of Provisions Relating to the Securities in Global Form” shall have the same meanings in this summary. For a more complete description of the terms of the Bonds, see “Terms and Conditions of the Bonds”.

| | |
|--|---|
| Issuer | China Great Wall International Holdings VI Limited. |
| Guarantor | China Great Wall AMC (International) Holdings Company Limited 中國長城資產(國際)控股有限公司. |
| The Bonds | U.S.\$200,000,000 6.375 per cent. guaranteed bonds due 2028. |
| Guarantee | The Guarantor has unconditionally and irrevocably guaranteed the due and punctual payment of all sums from time to time payable by the Issuer in respect of the Bonds, as further described in Condition 1 (<i>Form, Denomination, Status, Ranking and Guarantee</i>) of the Terms and Conditions of the Bonds. |
| Issue Price | 99.867 per cent. |
| Form and Denomination | The Bonds will be issued in registered form and in the denomination of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof. |
| Issue Date | 2 July 2024. |
| Interest | The Bonds will bear interest on their outstanding principal amount from and including 2 July 2024 at the rate of 6.375 per cent. per annum, payable semi-annually in arrear in equal instalments of U.S.\$31.875 per Calculation Amount (as defined in the Terms and Conditions of the Bonds) on 2 January and 2 July in each year, commencing on 2 January 2025. |
| Maturity Date | 2 January 2028. |
| Status of the Bonds | The Bonds will constitute direct, general, unsecured, unsubordinated and unconditional obligations of the Issuer which will at all times rank <i>pari passu</i> and without any preference or priority among themselves and at least <i>pari passu</i> with all other present and future unsubordinated and unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application. |
| Status of the Guarantee | The Guarantee of the Bonds will constitute direct, general, unsecured, unsubordinated and unconditional obligations of the Guarantor which will at all times rank at least <i>pari passu</i> with all other present and future unsubordinated and unsecured obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application. |

| | |
|---|--|
| Events of Default | The Bonds will contain certain events of default, including a cross acceleration provision as further described in Condition 8 (<i>Events of Default</i>) of the Terms and Conditions of the Bonds. |
| Taxation | All payments of principal, premium (if any) and interest in respect of the Bonds and/or the Guarantee of the Bonds by or on behalf of the Issuer or the Guarantor shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the British Virgin Islands, Hong Kong or the PRC, in each case including any political subdivision, territory or possession thereof, and any authority therein having power to tax (each as applicable, a “ Relevant Jurisdiction ”), unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law. In that event, the Issuer or the Guarantor, as the case may be, will pay such additional amounts to the extent required, as will result in receipt by the Bondholders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required, subject to certain exceptions. See “ <i>Terms and Conditions of the Bonds – Taxation</i> ”. |
| Negative Pledge | The Bonds contain a negative pledge provision, as further described in Condition 3(a) (<i>Negative Pledge</i>) of the Terms and Conditions of the Bonds. |
| Final Redemption | Unless previously redeemed, or purchased and cancelled, the Bonds will be redeemed at their principal amount on 2 January 2028. |
| Redemption at the Option of the Issuer | The Bonds may be redeemed at the option of the Issuer in whole or in part, on giving not less than 30 nor more than 60 days’ irrevocable notice (the “ Optional Redemption Notice ”) (in accordance with Condition 15 (<i>Notices</i>) of the Terms and Conditions of the Bonds) to the Bondholders and in writing to the Trustee and the Principal Paying Agent at a redemption price equal to (A) (in the case of an Optional Redemption Date (as defined in the Terms and Conditions of the Bonds) falling before 2 December 2027 (being one month before the Maturity Date)) the Make Whole Price (as defined in the Terms and Conditions of the Bonds) as of the Optional Redemption Date, and unpaid interest, if any, accrued to but excluding such Optional Redemption Date; or (B) (in the case of an Optional Redemption Date falling on or after 2 December 2027 (being one month before the Maturity Date)) their principal amount, plus unpaid interest, if any, accrued to but excluding such Optional Redemption Date. |

| | |
|---|---|
| Redemption for Taxation Reasons | The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' irrevocable notice to the Bondholders and in writing to the Trustee and the Principal Paying Agent (which notice shall be irrevocable), at their principal amount, together with any interest accrued (if any) to (but excluding) the date fixed for redemption, in the event of certain changes affecting the taxes of a Relevant Jurisdiction, as further described in Condition 5(c) (<i>Redemption for tax reasons</i>) of the Terms and Conditions of the Bonds. |
| Redemption upon a Change of Control Triggering Event | At any time following the occurrence of a Change of Control Triggering Event (as defined in the Terms and Conditions of the Bonds), any Bondholder will have the right, at such Bondholder's option, to require the Issuer to redeem all but not some only of that Bondholder's Bonds on the Change of Control Put Date (as defined in the Terms and Conditions of the Bonds) at 101 per cent. of their principal amount, together with interest accrued up to but excluding such Change of Control Put Date. |
| Further Issues | The Issuer may from time to time, without the consent of the Bondholders and in accordance with the trust deed for the Bonds (the " Bonds Trust Deed "), create and issue further bonds having the same terms and conditions as the Bonds in all respects (or in all respects except for the issue date, the issue price, the first payment of interest and the timing for relevant filings with the NDRC) so as to form a single series with the Bonds, as further described in Condition 14 (<i>Further Issues</i>) of the Terms and Conditions of the Bonds. |
| Clearing Systems | The Bonds will be represented by beneficial interests in a Global Certificate, which will be registered in the name of a nominee of, and deposited on the Issue Date with, a common depositary for Euroclear and Clearstream. Beneficial interests in such Global Certificate will be shown on and transfers thereof will be effected only through records maintained by Euroclear and Clearstream. Except as described in the Global Certificate, certificates for Bonds will not be issued in exchange for beneficial interests in such Global Certificate, which will be exchangeable for individual Certificates only in the circumstances set out therein. |
| Clearance and Settlement | The Bonds have been accepted for clearance by Euroclear and Clearstream under the following codes: ISIN: XS2841151801 Common Code: 284115180 |
| Legal Entity Identifier (LEI) | 2549002WXX0AM0J4J905 |
| Governing Law | English law. |
| Trustee | The Bank of New York Mellon, London Branch. |

| | |
|---|---|
| Registrar and Transfer Agent . . . | The Bank of New York Mellon SA/NV, Dublin Branch. |
| Principal Paying Agent | The Bank of New York Mellon, London Branch. |
| Listing | Application will be made to the HKSE for the listing of, and permission to deal in, the Bonds by way of debt issues to Professional Investors only. It is expected that the permission to deal in, and listing of, the Bonds on the HKSE will commence on 3 July 2024. |
| Rating | The Bonds are expected to be assigned a rating of “BBB-” by Fitch and AA- by Lianhe Global. Such rating of the Bonds does not constitute a recommendation to buy, sell or hold the Bonds and may be subject to revision or withdrawal at any time by any Rating Agency. |
| Selling Restrictions | The Bonds will not be registered under the Securities Act or under any state securities law of the United States and will be subject to customary restrictions on transfer and resale. See “ <i>Subscription and Sale</i> ”. |
| Use of Proceeds | See “ <i>Use of Proceeds</i> ”. |

THE OFFERING OF THE PERPETUAL SECURITIES

The following contains summary information about the Perpetual Securities and is qualified in its entirety by the remainder of this Offering Circular. Some of the terms described below are subject to important limitations and exceptions. Words and expressions defined in “Terms and Conditions of the Perpetual Securities” and “Summary of Provisions Relating to the Securities in Global Form” shall have the same meanings in this summary. For a more complete description of the terms of the Perpetual Securities, see “Terms and Conditions of the Perpetual Securities”.

| | |
|---------------------------------------|---|
| Issuer | China Great Wall International Holdings VI Limited. |
| Guarantor | China Great Wall AMC (International) Holdings Company Limited 中國長城資產(國際)控股有限公司. |
| The Perpetual Securities | U.S.\$300,000,000 unsubordinated guaranteed perpetual securities. |
| Guarantee | The Guarantor has unconditionally and irrevocably guaranteed the due and punctual payment of all sums from time to time payable by the Issuer in respect of the Perpetual Securities, as further described in Condition 1 (<i>Form, Denomination, Status, Ranking and Guarantee</i>) of the Terms and Conditions of the Perpetual Securities. |
| Issue Price | 100.000 per cent. |
| Form and Denomination | The Perpetual Securities will be issued in registered form in the denomination of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof. |
| Distribution | Subject to Condition 4(d) (<i>Distribution Deferral</i>) of the Terms and Conditions of the Perpetual Securities, the Perpetual Securities confer a right to receive distributions (each a “ Distribution ”) from, and including, the Issue Date at the Distribution Rate in accordance with Condition 4 (<i>Distribution</i>) of the Terms and Conditions of the Perpetual Securities. Subject to Condition 4(d) (<i>Distribution Deferral</i>) of the Terms and Conditions of the Perpetual Securities, Distribution shall be payable on the Perpetual Securities semi-annually in arrear on 2 January and 2 July in each year (each, a “ Distribution Payment Date ”), commencing on 2 January 2025. |
| Distribution Rate | Subject to any increase pursuant to Condition 4(e) (<i>Increase in Distribution Rate following occurrence of certain events</i>) of the Terms and Conditions of the Perpetual Securities, the rate of distribution (“ Distribution Rate ”) applicable to the Perpetual Securities shall be: (i) in respect of each Distribution Payment Date, the period from, and including, the Issue Date to, but excluding, 2 July 2027 (the “ First Reset Date ”), 7.150 per cent. per annum (the “ Initial Distribution Rate ”); and |

- (ii) in respect of the period (A) from, and including the First Reset Date, to, but excluding, the Reset Date falling immediately after the First Reset Date, and (B) from, and including, each Reset Date falling after the First Reset Date to, but excluding, the immediately following Reset Date, the Relevant Reset Distribution Rate.

The “**Relevant Reset Distribution Rate**” means a rate of distribution expressed as a percentage per annum equal to the sum of (a) the US Treasury Benchmark Rate, (b) the initial spread of 2.682 per cent. and (c) a margin of 5.00 per cent. per annum.

Distribution Deferral – Optional Deferral

The Issuer may, at its sole discretion, elect to defer (in whole or in part) any Distribution which is otherwise scheduled to be paid on a Distribution Payment Date to the next Distribution Payment Date by giving notice (an “**Optional Deferral Notice**”) to the Holders of the Perpetual Securities (in accordance with Condition 15 (*Notices*) of the Terms and Conditions of the Perpetual Securities) and in writing to the Trustee and the Principal Paying Agent not less than seven business days prior to the relevant Distribution Payment Date.

No Obligation to Pay

The Issuer shall have no obligation to pay any Distribution (including any Arrears of Distribution (as defined below) and any Additional Distribution Amount (as defined below)) on any Distribution Payment Date if it validly elects not to do so in accordance with Condition 4(d)(A) (*Optional Deferral*) of the Terms and Conditions of the Perpetual Securities.

Cumulative Deferral

Any Distribution deferred pursuant to Condition 4(d) (*Distribution Deferral*) of the Terms and Conditions of the Perpetual Securities shall constitute “**Arrears of Distribution**”. The Issuer may, at its sole discretion, elect (in the circumstances set out in Condition 4(d)(A) (*Optional Deferral*) of the Terms and Conditions of the Perpetual Securities) to further defer (in whole or in part) any Arrears of Distribution by complying with the notice requirement applicable to any deferral of Distribution set out in the Terms and Conditions of the Perpetual Securities. The Issuer is not subject to any limit as to the number of times Distribution and Arrears of Distribution can be deferred pursuant to Condition 4(d) (*Distribution Deferral*) of the Terms and Conditions of the Perpetual Securities.

Each amount of Arrears of Distribution shall accrue distribution as if it constituted the principal of the Perpetual Securities at the prevailing Distribution Rate and the amount of such distribution (the “**Additional Distribution Amount**”) with respect to Arrears of Distribution shall be calculated by applying the applicable Distribution Rate to the amount of the Arrears of Distribution and otherwise *mutatis mutandis* as provided in Condition 4 (*Distribution*) of the Terms and Conditions of the Perpetual Securities. The Additional Distribution Amount accrued up to (but excluding) any Distribution Payment Date shall be added (for the purpose of calculating the Additional Distribution Amount accruing thereafter) to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution.

**Restrictions in the case of
Deferral**

The Issuer will undertake, and will undertake to procure its Subsidiaries, unless the Payment Condition has been fully satisfied or the Issuer or the relevant Subsidiary is otherwise permitted to do so by an Extraordinary Resolution (as defined in the Terms and Conditions of the Perpetual Securities) of the Holders of Perpetual Securities:

- (1) not to declare or pay any discretionary dividends or discretionary distributions or make any other discretionary payment, and will procure that no discretionary dividend, discretionary distribution or other discretionary payment is made, in each case, on any Parity Securities or Junior Securities of the Issuer (except (x) in relation to the Parity Securities of the Issuer on a *pro rata* basis, or (y) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants); and
- (2) not, at its discretion redeem, reduce, cancel, buy-back or otherwise acquire for any consideration any Parity Securities or Junior Securities of the Issuer (except (x) in relation to the Parity Securities of the Issuer on a *pro rata* basis, (y) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants, or (z) as a result of the exchange or conversion of such Parity Securities for the Junior Securities of the Issuer).

The Guarantor will undertake, and will undertake to procure the Issuer and the other Subsidiaries of the Guarantor, unless the Payment Condition has been fully satisfied or the Issuer, the Guarantor or the relevant Subsidiary is otherwise permitted to do so by an Extraordinary Resolution of the Holders of the Perpetual Securities:

- (1) not to declare or pay any discretionary dividends or discretionary distributions or make any other discretionary payment, and will procure that no discretionary dividend, discretionary distribution or other discretionary payment is made, in each case, on any Parity Securities or Junior Securities of the Issuer or the Guarantor (except (x) in relation to the Parity Securities of the Issuer or the Guarantor, as the case may be, on a *pro rata* basis, or (y) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants); and
- (2) not, at its discretion redeem, reduce, cancel, buy-back or otherwise acquire for any consideration any Parity Securities or Junior Securities of the Issuer or the Guarantor (except (x) in relation to the Parity Securities of the Issuer or the Guarantor, as the case may be, on a *pro rata* basis, (y) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants, or (z) as a result of the exchange or conversion of such Parity Securities for Junior Securities of the Issuer or the Guarantor, as the case may be).

| | |
|---|---|
| Issue Date | 2 July 2024. |
| Maturity Date | There is no maturity date. |
| Status of Perpetual Securities and Guarantee | <p>The Perpetual Securities will constitute direct, general, unsecured, unsubordinated and unconditional obligations of the Issuer which will at all times rank <i>pari passu</i> and without any preference or priority among themselves and at least <i>pari passu</i> with all other present and future unsubordinated and unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.</p> <p>The Guarantee of the Perpetual Securities will constitute direct, general, unsecured, unsubordinated and unconditional obligations of the Guarantor which will at all times rank at least <i>pari passu</i> with all other present and future unsubordinated and unsecured obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.</p> |
| Taxation | <p>All payments of principal, premium (if any) and Distribution (including any Arrears of Distribution and any Additional Distribution Amount) in respect of the Perpetual Securities and/or the Guarantee of the Perpetual Securities by or on behalf of the Issuer or the Guarantor shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the British Virgin Islands, Hong Kong or the PRC, in each case including any political subdivision, territory or possession thereof, and any authority therein having power to tax (each as applicable, a “Relevant Jurisdiction”), unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law. In that event, the Issuer or the Guarantor, as the case may be, shall pay such additional amounts, as will result in receipt by the Holders of the Perpetual Securities after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required, subject to certain exceptions. See “<i>Terms and Conditions of the Perpetual Securities – Taxation</i>”.</p> |
| Negative Pledge | <p>The Perpetual Securities contain a negative pledge provision, as further described in Condition 3(a) (<i>Negative Pledge</i>) of the Terms and Conditions of the Perpetual Securities.</p> |
| Redemption at the Option of the Issuer | <p>The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on giving not less than 30 nor more than 60 days’ irrevocable notice (in accordance with Condition 15 (<i>Notices</i>) of the Terms and Conditions of the Perpetual Securities) to the Holders of the Perpetual Securities and in writing to the Trustee and the Principal Paying Agent at their principal amount (together with any Distribution accrued to (but excluding) the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount)) on the First Call Date (as defined in the Terms and Conditions of the Perpetual Securities), any time between the First Call Date and the First Reset Date, the First Reset Date or on any Distribution Payment Date after the First Reset Date.</p> |

Redemption for Taxation

Reasons

The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ notice to the Holders of the Perpetual Securities (in accordance with Condition 15 (*Notices*) of the Terms and Conditions of the Perpetual Securities) and in writing to the Trustee and the Principal Paying Agent (which notice shall be irrevocable), at their principal amount, together with any Distribution (if any) accrued to but excluding the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount), in the event of certain changes affecting the taxes of a Relevant Jurisdiction, as further described in Condition 5(c) (*Redemption for tax reasons*) of the Terms and Conditions of the Perpetual Securities.

Redemption for Accounting

Reasons

The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time, on the Issuer giving not less than 30 nor more than 60 days’ notice (in accordance with Condition 15 (*Notices*) of the Terms and Conditions of the Perpetual Securities) to the Holders of the Perpetual Securities and in writing to the Trustee and the Principal Paying Agent (which notice shall be irrevocable) at their principal amount, together with Distribution accrued to but excluding the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount), if, immediately before giving such notice, the Issuer satisfies the Trustee that as a result of any changes or amendments to, or a change or amendment to any interpretation of, Hong Kong Financial Reporting Standards or any other generally accepted accounting standards that may be adopted by the Guarantor for the purposes of preparing the Guarantor’s consolidated financial statements (the “**Relevant Accounting Standards**”), the Perpetual Securities must not or must no longer be recorded as “equity” of the Guarantor in the consolidated financial statements of Guarantor pursuant to the Relevant Accounting Standards.

Redemption upon a Change of

Control

The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on giving not less than 30 nor more than 60 days’ irrevocable notice (in accordance with Condition 15 (*Notices*) of the Terms and Conditions of the Perpetual Securities) to the Holders of the Perpetual Securities and in writing to the Trustee and the Principal Paying Agents at.

- (i) 101 per cent. of their principal amount together with Distribution accrued to (but excluding) the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount), at any time before the First Call Date; or
- (ii) their principal amount, together with Distribution accrued to (but excluding) the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount), at any time on or after the First Call Date,

if a Change of Control Triggering Event (as defined in the Terms and Conditions of the Perpetual Securities) occurs.

Redemption for a Breach of Covenant Event, a Relevant Indebtedness Default Event or a Dividend Stopper Breach Event

The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ irrevocable notice (in accordance with Condition 15 (*Notices*) of the Terms and Conditions of the Perpetual Securities) to the Holders of the Perpetual Securities and in writing to the Trustee and the Principal Paying Agent at their principal amount (together with any Distribution accrued to the but excluding date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount)) upon the occurrence of a Breach of Covenant Event, a Relevant Indebtedness Default Event or a Dividend Stopper Breach Event (each as defined in the Terms and Conditions of the Perpetual Securities).

Redemption for minimum outstanding amount

The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not more than 60 nor less than 30 days’ irrevocable notice (in accordance with Condition 15 (*Notices*) of the Terms and Conditions of the Perpetual Securities) to the Holders of the Perpetual Securities and in writing to the Trustee and the Principal Paying Agent at their principal amount (together with any Distribution accrued to but excluding the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount)) if prior to the date fixed for redemption at least 90 per cent. in principal amount of the Perpetual Securities originally issued has been redeemed or purchased and cancelled.

Proceedings for Winding-Up

If there is a Winding-Up (as defined in the Terms and Conditions of the Perpetual Securities) of the Issuer or the Guarantor or the Issuer or the Guarantor shall not make payment in respect of the Perpetual Securities, the Guarantee of the Perpetual Securities or under the trust deed for the Perpetual Securities (the “**Perpetual Securities Trust Deed**” and together with the Bonds Trust Deed, the “**Trust Deeds**”), for a period of 14 days or more after the date on which such payment is due, the Issuer and the Guarantor shall be deemed to be in default under the Perpetual Securities Trust Deed, the Guarantee of the Perpetual Securities and the Perpetual Securities and the Trustee may, subject to the provisions of Condition 8(d) (*Entitlement of Trustee*) of the Terms and Conditions of the Perpetual Securities, institute proceedings for the Winding-Up of the Issuer or the Guarantor, prove in the Winding-Up of the Issuer or the Guarantor or claim in the liquidation of the Issuer or the Guarantor for such payment.

Limited rights to institute proceedings

No holder of the Perpetual Securities may proceed directly against the Issuer or the Guarantor unless the Trustee, having become bound to do so, fails to do so within a reasonable time and such failure is continuing.

| | |
|---|--|
| Further Issues | The Issuer may from time to time, without the consent of the Holders of the Perpetual Securities and in accordance with the Perpetual Securities Trust Deed, create and issue further securities having the same terms and conditions as the Perpetual Securities in all respects (or in all respects except for the issue date, the issue price, the first payment of Distribution and the timing for relevant filings with the NDRC) so as to be consolidated and form a single series with the Perpetual Securities, as further described in Condition 14 (<i>Further Issues</i>) of the Terms and Conditions of the Perpetual Securities. |
| Clearing Systems | The Perpetual Securities will be represented by beneficial interests in a Global Certificate, which will be registered in the name of a nominee of, and deposited on the Issue Date with, a common depository for Euroclear and Clearstream. Beneficial interests in such Global Certificate will be shown on and transfers thereof will be effected only through records maintained by Euroclear and Clearstream. Except as described herein, certificates for Perpetual Securities will not be issued in exchange for beneficial interests in such Global Certificate, which will be exchangeable for individual Certificates only in the circumstances set out therein. |
| Clearance and Settlement | The Perpetual Securities have been accepted for clearance by Euroclear and Clearstream under the following codes: ISIN: XS2841151553 Common Code: 284115155 |
| Legal Entity Identifier (LEI) . . . | 2549002WXX0AM0J4J905. |
| Governing Law | English law. |
| Trustee | The Bank of New York Mellon, London Branch. |
| Registrar and Transfer Agent . . . | The Bank of New York Mellon SA/NV, Dublin Branch. |
| Principal Paying Agent and Calculation Agent | The Bank of New York Mellon, London Branch |
| Listing | Application will be made to HKSE for the listing of, and permission to deal in, the Perpetual Securities by way of debt issues to Professional Investors only. It is expected that the permission to deal in, and listing of, the Perpetual Securities on the HKSE will commence on 3 July 2024. |
| Rating | The Perpetual Securities are expected to be assigned a rating of “BB+” by Fitch and AA- by Lianhe Global. Such rating of the Perpetual Securities does not constitute a recommendation to buy, sell or hold the Perpetual Securities and may be subject to revision or withdrawal at any time by any Rating Agency. |

Selling Restrictions The Perpetual Securities will not be registered under the Securities Act or under any state securities law of the United States and will be subject to customary restrictions on transfer and resale. See “*Subscription and Sale*”.

Use of Proceeds See “*Use of Proceeds*”.

SUMMARY HISTORICAL FINANCIAL INFORMATION OF THE GUARANTOR

The following tables set forth the summary consolidated financial information of the Guarantor as at and for the periods indicated.

The summary consolidated financial information of the Guarantor as at and for the years ended 31 December 2021, 2022 and 2023 has been derived from the Guarantor's Audited Financial Statements.

The Guarantor's Audited Financial Statements, audited by BDO, have been prepared and presented in accordance with HKFRS and interpretation promulgated by the Hong Kong Institute of Certified Public Accountants and are included in this Offering Circular.

The information set out below should be read in conjunction with, and is qualified in its entirety by reference to, the Guarantor's Audited Financial Statements including the notes thereto.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

| | For the year ended 31 December | | |
|--|--------------------------------|------------------------|--------------------|
| | 2021 | 2022 | 2023 |
| | | (HK\$) | |
| | | (audited) | |
| Revenue | | | |
| Commission and fee income | 30,976,582 | 4,190,000 | – |
| Interest income | 285,787,103 | 147,640,257 | 32,236,844 |
| Investment income/(loss), net | 620,730,866 | (1,068,050,885) | 72,450,008 |
| Rental income | 103,072,328 | 106,212,442 | 107,110,361 |
| | 1,040,566,879 | (810,008,186) | 211,797,213 |
| Other income and gains or losses | 187,736,337 | 39,516,811 | 294,180,262 |
| Depreciation on fixed assets | (15,086,030) | (14,771,995) | (14,527,313) |
| Depreciation of right-of-use assets | (2,959,717) | – | – |
| Employee benefit expenses | (84,191,120) | (54,708,207) | (57,678,459) |
| Reversal/(provision) of impairment loss on financial assets, net | 205,515,183 | (342,096,420) | 817,225,991 |
| Impairment loss of right-of-use assets | (4,070,165) | – | – |
| Loss from derecognition of loans and receivables | (272,267,583) | – | (169,584,969) |
| Other operating expenses | (109,228,773) | (70,675,589) | (64,333,617) |
| Finance costs | (969,748,370) | (1,018,284,753) | (1,001,846,638) |
| Share of results of investments accounted for using the equity method | 773,512,499 | 465,626,015 | 426,299,878 |
| Profit/(loss) before taxation | 749,779,140 | (1,805,402,324) | 441,532,348 |
| Taxation (expenses)/credit | (73,409,048) | 9,982,846 | (225,314) |
| Profit/(loss) for the year | 676,370,092 | (1,795,419,478) | 441,307,034 |

| | For the year ended 31 December | | |
|---|--------------------------------|-------------------------------|---------------------------|
| | 2021 | 2022 | 2023 |
| | | (HK\$) | |
| | | (audited) | |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss: | | | |
| Fair value change in equity instruments at fair value through other comprehensive income | (237,276,344) | (281,790,045) | (58,762,318) |
| Items that may be reclassified subsequently to profit or loss: | | | |
| Fair value change in debt instruments at fair value through other comprehensive income | 75,290,428 | (298,078,353) | 18,570,152 |
| Exchange differences arising on translating a foreign operation | 49,375,778 | (76,206,438) | 2,957,166 |
| Reclassification adjustments relating to gain/(loss) on disposal of debt instruments at fair value through other comprehensive income during the year . . | 6,790,376 | (9,628,550) | 33,133,227 |
| (Reversal)/charge of impairment loss on debt instruments at fair value through other comprehensive income | (129,184,653) | 117,918,689 | (14,159,802) |
| Total comprehensive income for the year . . | <u>441,365,677</u> | <u>(2,343,204,175)</u> | <u>423,045,459</u> |
| Profit/(loss) for the year attributable to: | | | |
| Equity holders of the Company | 485,614,920 | (1,875,163,836) | 369,793,889 |
| Non-controlling interests | 190,755,172 | 79,744,358 | 71,513,145 |
| | <u>676,370,092</u> | <u>(1,795,419,478)</u> | <u>441,307,034</u> |
| Total comprehensive income attributable to: | | | |
| Equity holders of the Company | 250,610,505 | (2,422,948,533) | 351,532,314 |
| Non-controlling interests | 190,755,172 | 79,744,358 | 71,513,145 |
| | <u>441,365,677</u> | <u>(2,343,204,175)</u> | <u>423,045,459</u> |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

| | As at 31 December | | |
|---|------------------------------|------------------------------|------------------------------|
| | 2021 | 2022 | 2023 |
| | | (HK\$) | |
| | | (audited) | |
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | 1,237,746,375 | 1,223,139,344 | 1,209,105,682 |
| Investment properties | 2,849,000,000 | 2,866,673,927 | 2,939,100,000 |
| Investments accounted for using the equity method | 4,561,303,156 | 4,960,707,937 | 5,387,007,815 |
| Financial assets at fair value through other comprehensive income | 4,151,520,015 | 2,952,862,263 | 2,207,513,554 |
| Financial assets at fair value through profit or loss | 4,783,555,982 | 4,548,930,985 | 1,211,053,927 |
| Loans and receivables | 1,080,032,704 | 227,002,028 | 235,915,178 |
| Right-of-use assets | – | – | – |
| Goodwill | 372,178,687 | 372,178,687 | 372,178,687 |
| Total non-current assets | <u>19,035,336,919</u> | <u>17,151,495,171</u> | <u>13,561,874,843</u> |
| Current assets | | | |
| Loans and receivables | 4,312,100,150 | 2,821,391,997 | 2,124,012,925 |
| Prepayments | 25,198,355 | 41,035,118 | 17,588,416 |
| Financial assets at fair value through profit or loss | 7,330,686,833 | 4,279,030,149 | 5,506,099,268 |
| Cash and bank balances | 4,596,087,754 | 4,816,432,742 | 2,504,928,112 |
| Total current assets | <u>16,264,073,092</u> | <u>11,957,890,006</u> | <u>10,152,628,721</u> |
| Total assets | <u>35,299,410,011</u> | <u>29,109,385,177</u> | <u>23,714,503,564</u> |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Share capital | 358,661,400 | 358,661,400 | 358,661,400 |
| Reserves | 504,317,526 | (2,041,555,007) | (1,812,946,693) |
| Equity/(deficit) attributable to owners of the Company | 862,978,926 | (1,682,893,607) | (1,454,285,293) |
| Perpetual capital instruments | 3,150,045,220 | 3,150,045,220 | 3,150,045,220 |
| Non-controlling interests | 885,106,333 | 964,850,691 | 1,036,363,836 |
| Total equity | <u>4,898,130,479</u> | <u>2,432,002,304</u> | <u>2,732,123,763</u> |

| | As at 31 December | | |
|--|------------------------------|------------------------------|------------------------------|
| | 2021 | 2022 | 2023 |
| | | <i>(HK\$)</i> | |
| | | (audited) | |
| Current liabilities | | | |
| Bank and other borrowings | 13,704,843,843 | 10,885,276,543 | 6,923,004,510 |
| Other payables and accruals | 331,827,076 | 256,805,445 | 235,147,095 |
| Tax liabilities | 62,653,616 | 48,980,880 | 51,845,091 |
| Lease liabilities | 1,820,433 | – | – |
| Total current liabilities | <u>14,101,144,968</u> | <u>11,191,062,868</u> | <u>7,209,996,696</u> |
| Net current assets | <u>2,162,928,124</u> | <u>766,827,138</u> | <u>2,942,632,025</u> |
| NON-CURRENT LIABILITIES | | | |
| Bank and other borrowings | 16,279,830,550 | 15,461,252,597 | 13,738,590,544 |
| Other payables and accruals | – | – | 8,681,856 |
| Deferred tax liabilities | 20,304,014 | 25,067,408 | 25,110,705 |
| Total non-current liabilities | <u>16,300,134,564</u> | <u>15,486,320,005</u> | <u>13,772,383,105</u> |
| TOTAL LIABILITIES | <u>30,401,279,532</u> | <u>26,677,382,873</u> | <u>20,982,379,801</u> |
| Total equity and liabilities | <u>35,299,410,011</u> | <u>29,109,385,177</u> | <u>23,714,503,564</u> |

RISK FACTORS

Any investment in the Securities is subject to a number of risks. Prior to investing in the Securities, prospective investors should carefully consider risk factors associated with any investment in the Securities, the businesses of the Group and the industries in which the Group operates together with all other information contained in this Offering Circular, including, in particular, the risk factors described below. Words and expressions defined in the “Terms and Conditions of the Bonds”, “Terms and Conditions of the Perpetual Securities” or elsewhere in this Offering Circular have the same meanings in this section.

The following is not an exhaustive list or explanation of all risks which investors may face when making an investment in the Securities and should be used as guidance only. Additional risks and uncertainties relating to the Group that are not currently known to the Issuer or the Guarantor or that they currently deem immaterial, may individually or cumulatively also have a material adverse effect on the businesses, prospects, results of operations and/or financial position of the Group and, if any such risk should occur, the prices of the Securities may decline and investors could lose all or part of their investment. Investors should consider carefully whether an investment in the Securities is suitable for them in light of the information in this Offering Circular and their personal circumstances.

RISKS RELATING TO THE GROUP’S BUSINESS

Risks relating to the Group’s NPA management businesses

If the Group is unable to maintain the growth of its NPA portfolio, the Group’s competitive position, financial condition and results of operations may be materially and adversely affected.

Since the second half of 2018, the Group has shifted its focus to its function as a financial asset management company, aligning with the China Great Wall Group’s main onshore businesses of NPA management, mergers and acquisitions (“M&A”) and restructuring. In light of the overarching development strategy of the “returning to the fundamentals of AMC’s business (回歸主業)”, the Guarantor then made a strategic move to transform its business operations from cross-border financing, primary and secondary markets investments, third-party asset management and financial services, to NPA management.

The NPAs that the Group intends to acquire from financial institutions and non-financial enterprises typically primarily comprise non-performing loans (“NPLs”) sold by banks, NPAs sold by non-bank financial institutions and accounts receivable sold by non-financial enterprises. The Group’s ability to generate sustainable revenue and ensure its business growth depends, to a certain extent, on its ability to acquire NPAs suitable for its business.

The supply of NPAs is affected by a number of factors. These include changes in macroeconomic conditions, asset quality and the business conditions of financial institutions and non-financial enterprises. Changes in the NPLs’ balance of commercial banks in the PRC, the overall volume of accounts receivable of enterprises, macroeconomic conditions, the government’s control and industry policies and market liquidity fluctuation could significantly impact the supply of NPAs. Therefore, the supply of NPAs in the PRC financial market may be limited or may change over a certain period of time. The amount of NPAs the Group is able to acquire depends on a number of factors beyond its control, such as the policies of the PRC central government or local governments, the willingness of banks and enterprises to sell their NPAs and the Group’s competition with other asset management companies. Should the Group fail to acquire NPAs at acceptable prices or at all, or if further changes in government policies with regard to NPA management prevent the Group from growing its NPA portfolio, the Group might have difficulties in maintaining a portfolio of quality NPAs in the long run and its competitive position, financial condition and results of operations may be materially and adversely affected.

The Group's acquisition of NPAs involves due diligence and modelling, which are subject to certain limitations and market factors that are beyond its control. These may limit the Group's judgments and evaluations in respect of its acquisition and disposal of NPAs.

The NPAs to be acquired by the Group are expected to be transferred from various financial or non-financial institutions both onshore and offshore which cover different industry sectors and geographic regions. NPAs acquired by the Group may not have effective collateral. The Group expects that it will determine its bidding prices for NPAs primarily by taking various factors into account, such as: (i) the quality of the relevant asset portfolio as described in the due diligence reports prepared by its in-house experts and/or qualified independent third-party valuers; (ii) the estimated costs associated with the management and disposal of such assets; and (iii) prevailing market conditions and intensity of competition, all of which involve significant judgment and estimates. There is no assurance that the Group's estimated costs would be sufficient to cover the actual costs involved or to cope with future market conditions. For instance, any uncertainties in the economic conditions of the PRC or overseas markets may materially and adversely affect the value of NPAs acquired by the Group.

Any deterioration in the value of collateral granted in connection with NPAs held by the Group will affect the amount which the Group is able to recover in the event of enforcement of such collateral.

In respect of NPAs that will be secured by collateral or guarantees, the collateral securing such NPAs is primarily expected to include properties and other assets located in the PRC or Hong Kong. The value of the collateral securing the Group's debt assets may significantly fluctuate or decline due to factors beyond the Group's control such as macroeconomic factors affecting the PRC economy as well as significant volatilities in its capital markets. Any decline in the value of such collateral may reduce the amounts that the Group can recover from such collateral and increase its impairment losses. Please refer to "*Risk Factors – Risks relating to the Group's Overall Business – Catastrophic events or any force majeure events, including future occurrence of natural disasters or outbreaks of contagious diseases, which are unpredictable by nature, could materially and adversely affect the profitability of the Group.*".

Some of the guarantees relating to the Group's debt assets are provided by the relevant obligor's affiliates. Such debt assets are generally not secured by collateral or security interests. Material deterioration in the financial condition of any of the guarantors could significantly decrease the amounts that the Group may recover from such guarantees. Moreover, the Group is subject to the risk that courts or other judicial or governmental authorities may declare collateral to be invalid or otherwise decline or fail to grant judgment in favour of enforcing such collateral. The Group is accordingly exposed to the risk that it may not be able to recover part or all of the guaranteed amounts for its debt assets.

In addition, if the Group obtains assets in satisfaction of debt when acquiring or disposing of NPAs, it may not intend to hold these assets for the long term. Land and buildings in satisfaction of debt owed to the Group may have defects because, for instance, the land use rights or the building ownership have not been obtained by the previous owners or transferred to the Group. As a result, the Group may not be able to exercise its rights over such assets in satisfaction of debt as expected, which may affect its ability to dispose of such assets in satisfaction of debt and to generate income.

The Group may not recover the value of its NPAs as expected due to changes in market conditions and the Group's ability to dispose of its NPAs is subject to the limited methods of disposal available in the PRC.

The Group generally records the NPAs at fair value and records profits when the amount of the proceeds it receives from the disposal of the NPAs exceeds the recorded fair value or purchasing costs of such assets. Recoverability of the NPAs depends on various factors, many of which are affected by market conditions, such as the economic conditions in the PRC and the world, then-existing market conditions, and changes in the relevant PRC laws and regulations. Therefore, the actual recovered value of the NPAs could be significantly lower than the expected and the Group may incur losses in relation to such NPAs. The occurrence of the above-mentioned factors may reduce the quality of the Group's NPAs portfolio or prevent the Group from recovering the fair value or purchasing costs of the relevant NPAs. In addition,

the Group may have to occasionally recover the value of some of its NPAs through litigation or arbitration. There is no assurance, howsoever, that the Group can achieve a desirable outcome in relation to its litigation or arbitration. The Group makes provisions in connection with its NPAs as required by relevant laws and regulations and relevant accounting policies. If the Group's application of its evaluation system or debt collection is insufficient, its provision for impairment loss may be insufficient to cover actual losses suffered by the Group and it may need to make extra provisions for such impairment loss. This may materially and adversely impact the Group's business performance.

Acquisition of NPA from non-financial enterprises as a means to expand the Group's NPA portfolio and its future business development may be limited by the Group's relevant business experience and the regulatory environment.

Since the second half of 2018, the Group has shifted its focus to its function as a financial asset management company, aligning with the China Great Wall Group's main onshore businesses of NPA management, M&A and restructuring. The acquisition of NPA from non-financial enterprises could be a means by which the Group may expand its NPA portfolio. The Group may encounter difficulties with the assessment of the quality of such NPA.

In particular, the Group may not be able to make appropriate judgments in respect of the quality of assets and future income due to lack of sufficient historical data, or inappropriate application of appraisal model or approach for such assets. Furthermore, the current regulatory rules and policies relating to the acquisition of receivables from non-financial enterprises may change from time to time depending on the macroeconomic policies of the PRC government and the development of the NPA management industry. The Group may face more intense competition in the event that other AMCs are approved by regulatory authorities to conduct these businesses in the future. The Group's new business of acquiring NPA from non-financial enterprises could be adversely impacted should it be unable to effectively handle and address these risks and challenges, which may, in turn materially and adversely affect the Group's asset quality, financial condition and results of operations.

Risks relating to the Group's financial service and investment business

The Group's proprietary investment operations are subject to market volatility and its investment decisions.

The Group invests in equity, debt securities and other fixed income products for its own account, all of which are subject to market volatility and fluctuation in interest rates and, therefore, the results of its securities trading activities generally correlate with the performance of the securities markets in Hong Kong, the PRC, the United States and other jurisdictions, which could result in very significant fluctuations in the Group's year-on-year performance and financial position. While China's economy remains stable, it is still confronted with complicated internal and external situations such as the slowdown in the economic growth in the PRC and around the world. Numerous uncertainties arising from the unrelenting trade disputes between China and the United States and recent geopolitical tensions in Ukraine and Gaza Strip have dampened the investment sentiment in the financial market.

The performance of the Group's investment business is determined by its investment decisions and judgments based on its assessment of existing and future market conditions. The Group closely monitors the market value and financial performance of its proprietary trading portfolio, and actively adjusts such portfolio and allocates assets based on market conditions and internal risk management guidelines. However, the Group's investment decisions are a matter of judgment, which involves management discretion and assumptions. Its decision-making process may fail to effectively minimise losses, capture gains, or conform to actual changes in market conditions. In addition, the value of certain assets of the Group is subject to price fluctuations as a result of changes in the financial market's assessment of the relevant issuer's creditworthiness, delinquency and default rates and other factors. The decline in the value of such assets can result in the recognition of impairment losses, which in turn involves the judgment of the Group's management.

If the investee companies of the Group's fixed income investment business fail to repay the principal amount of investments and the returns thereon as scheduled due to the material deterioration of their operations, the Group's results of operations and financial condition may be materially and adversely affected.

The Group makes various fixed income investments. In respect of these fixed income investments, it has established a systematic investment risk management system with a focus on three critical stages (namely, pre-investment, investment and post-investment management).

At the pre-investment stage, the Group adopts a prudent approach in approving projects that are in line with the Group's investment direction, investment strategy, investment value and risk attributes requirements. Apart from thorough pre-due diligence by the Group's front office business units, the Group may seek external legal advice and internal approval from its compliance and business audit/management departments in devising business plans, the drafting of agreements and release of funds, all to ensure the project is operating in compliance with relevant laws and under controllable risk. At the investment stage, the Group's front office business units provide quarterly standardised updates on the project status and fund usage. With respect to any risks identified in the post-investment stage, the Group requires its business units to report, evaluate, and implement risk-mitigating measures in time.

However, the repayment capabilities of the investee companies in these projects depend on their operating conditions, and such conditions will be affected by various factors such as the macroeconomic, regulatory and operating environment. If the operations of these investee companies experience material deterioration which is beyond the Group's anticipation, it may not be able to recover the principal amount of the fixed income investments and the returns thereof as scheduled, which could have a material adverse effect on its business, financial condition and results of operations.

The Group's investments in the real estate sector are subject to real estate market conditions and political and regulatory changes in Hong Kong and other relevant jurisdictions.

The Group makes substantial investments in the commercial real estate sector. A majority of the Group's property portfolio is located in Hong Kong, and as such a substantial majority of the Group's revenue and profits sourced from the Group's investments in the real estate sector is derived in Hong Kong. Some of the Group's property-related investment is located in the United States. The real estate market could be affected by many factors, including, without limitation, the general economic conditions, interest rates and supply and demand dynamics, as well as the political and regulatory situation, many of which are beyond the Group's control. For example, any disruption to Hong Kong's economy, such as an increase in interest rates, periods of significant inflation or deflation, or events such as the global financial crisis, the economic slowdown in the PRC, the interest rate increases in the United States, the trade war between the United States and the PRC as well as other geopolitical tension may lead to a real estate market downturn in Hong Kong and other relevant jurisdictions. In addition, as leases of Hong Kong commercial properties are usually for a short duration (typically three years) compared to the long-term leases typically seen in the United States and other markets, the Group's rental income from property may experience more frequent adjustment than would be the case in other real estate markets. Furthermore, rental levels in Hong Kong are subject to fluctuations in supply and demand. In recent years, the Hong Kong government has implemented various laws, regulations and policies to prevent an overheated real estate market from time to time and to ensure the stable, healthy and sustainable development of its real estate market, which may have a significant impact on the supply and demand in the property market in Hong Kong.

As such, investments in the real estate sector made by the Group may not be as stable and profitable as the Group expected. Any decline in the value of the Group's real estate assets could have an adverse effect on the Group's business, financial condition and results of operations.

The Group's direct equity investments may not generate expected return or at all and the Group may not be able to identify or acquire suitable investment targets.

The Group makes direct equity investments in private companies and invests in private equity funds with its own capital. The Group earns investment returns from dividends paid by its portfolio companies and generates capital gains from exits through an initial public offering of or sales of shares in its portfolio companies. The Group generally prudently identifies and selects a target company based on the profitability and sustainability of the target's operations. The Group may make unsound investment decisions, and the Group's portfolio companies may take longer than expected to mature to a stage suitable for an initial public offering. Further, the Group conducts a material part of its equity investment by way of capital investment in private companies and private equity funds, private investment in public equity ("PIPEs"), mezzanine investments such as investment in preferred stocks, and security products investment. Such investments may not have active trading markets and may have less liquidity as compared to investments in stocks or shares. As such, the Group's investment period would be longer than it anticipated, which could reduce the Group's returns on investments. In addition, the Group's ability to exit from a portfolio company is subject to market conditions. The Group may be forced to sell its equity investments at undesirable prices or defer sales for a considerable period of time or may not be able to sell the investments at all due to market volatility or other reasons beyond the Group's control. In addition, there is no assurance that the Group could identify suitable targets for investment.

The Group invests in companies that it does not seek to control and the Group's best interests may not be protected.

The Group typically invests in companies that it does not seek to control. These companies may make business, financial or management decisions with which the Group does not agree. The majority stakeholders or the management of these companies may take risks or otherwise act in a manner that does not serve the Group's best interests. In addition, these companies may not be as profitable as the Group expects. If any of the foregoing were to occur, the Group's business, financial condition and results of operations could be materially and adversely affected.

A significant decline in the size of the assets under management or poor management performance may materially and adversely affect the Group's asset management operations.

The Group receives asset management fees based on the value of its customer portfolios or investments in funds and trusts managed by it. In addition, the Group provides private equity fund management, collective asset management and targeted asset management schemes in which it may also earn performance fees. Investment performance affects the Group's assets under management and is one of the most important factors in retaining clients and competing for new business. Market volatility and limitations in investment options and hedging strategies in the jurisdictions such as the PRC could limit the Group's ability to provide stable returns for its clients and cause it to lose clients. Further market volatility, adverse economic conditions, or the failure to outperform competitors or the market may reduce the size of the assets under the Group's management or affect the performance of the funds or trusts it manages. Upon the occurrence of any of the above circumstances: existing clients may withdraw their investments from the Group in favour of better performing products provided by competitors; clients may request the Group to reduce its fees for asset management services, particularly in an intensely competitive industry; the Group's incentive fees, which are based on a percentage of investment returns, could decline; and firms with which the Group has strategic alliances may terminate their relationships with the Group, and future strategic alliances may be unavailable. In addition, the Group may not be able to keep or increase its assets under management.

The Group's business involves judgments and estimates and other factors beyond its control, which could have a material adverse effect on its business, financial condition and results of operations.

The Group's business covers a wide range of investments. Making an accurate investment decision requires it to prudently identify and select target companies based on their business, financial condition, operations and the condition of the industry in which they operate. In general, this process involves a systematic analysis and estimation of the target company's profitability and sustainability. However, the Group may make unsound investment decisions due to fraudulent and concealed, inaccurate or misleading statements from a target company in the course of its due diligence, which could lead it to mistakenly estimate the value of the target company and affect its ability to make profit from such investments. In addition, the Group's understanding of and judgment on the industry in which the target company operates or its business may deviate and result in inaccurate investment decisions. The Group's private fund portfolio companies may fail to meet their obligations under the agreements entered into with it, which could result in a deterioration in the value of its investments. In such cases, the business, financial condition and results of operations of the Group's asset management business could be materially and adversely affected.

RISKS RELATING TO THE GROUP'S OVERALL BUSINESS

The Group's investment banking, asset management, and financial service and investment businesses depend on its ability to raise funds from investors and retain the funds raised. A significant decline in the size of AUM and poor management performance may materially and adversely affect the Group's investment and asset management and financial service and investment business.

The Group's ability to raise funds for its investment banking, asset management and financial service and investment businesses depends on a number of factors, many of which are beyond the Group's control. For example, investors may reduce or withdraw their investments due to market volatility and unfavourable economic conditions as well as when the investment objective is achieved. Poor performance of the Group's asset management plans could also make it more difficult for the Group to raise new capital. The Group's investors and potential investors assess the Group's asset management performance, market benchmarks and performance of its competitors. To the extent that economic and market conditions deteriorate, the Group may be unable to raise sufficient funds to support the investment activities of future asset management plans. If the Group fails to raise funds, the financial condition and results of operations of its investment banking and asset management and financial service businesses could be materially and adversely affected. Please refer to "*Risk Factors – Risks relating to the Group's Overall Business – Catastrophic events or any force majeure events, including future occurrence of natural disasters or outbreaks of contagious diseases, which are unpredictable by nature, could materially and adversely affect the profitability of the Group.*".

Limitations on investment options and hedging strategies, as well as market volatility, could limit the Group's ability to provide stable returns for the Group's clients and retain their assets under the Group's management. Market volatility, adverse economic conditions or failure to outperform the Group's competitors or market benchmarks may reduce the scale of the Group's assets under management ("AUM") or affect the performance of the Group's asset management plans, private funds or trust plans. In the event of any of the circumstances above, the Group's clients may withdraw their investments from the Group's asset management plans or private funds or terminate the trust contracts prior to the expiry dates. As a result, both the Group's management fees and performance fees may decline, and the Group's competitiveness, results of operations and financial condition may be materially and adversely affected.

The Group’s business is subject to market fluctuations and general economic, financial, regulatory and social conditions in the PRC.

The Group’s business is exposed to market fluctuations and general economic, financial, regulatory and social conditions in the PRC. The PRC government plays a significant role in regulating the industry’s development by imposing relevant policies. It also exercises significant impact over the PRC economic growth through allocation of resources, managing payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies.

China has been one of the world’s fastest growing economies, as measured by GDP growth in the past 30 years and has become the world’s second largest economy by gross GDP since 2010. However, the global crisis in financial services and credit markets since 2008 and the volatility in the global economic conditions since then has caused a slowdown in the growth of the global economy, with a corresponding impact on the PRC economy. In addition, macroeconomic events, such as the tightening of monetary policy by the United States, the PRC and other governments, the sovereign debt crisis in Europe and the United Kingdom’s withdrawal from its membership of the European Union may have an adverse effect on the global and the PRC economies. The ongoing trade dispute between the PRC and the United States and the increase in tariffs that the United States imposed on Chinese imports have contributed to increased market volatility, weakened consumer confidence and diminished expectations for economic growth around the world. The collapse of global financial institution and other mid-size banks in the United States in 2023 and the ongoing geopolitical tensions in Ukraine and Gaza Strip have also contributed to the uncertainty of the global and the PRC economy.

The Group’s business is exposed to market fluctuations and general economic, financial, regulatory and social conditions in the PRC. Unfavourable financial or economic conditions, such as those caused by the global financial and economic crisis, have adversely affected both the global financial markets and investor confidence in them, and may continue to do so in the future. Furthermore, concerns over inflation or deflation, energy costs, geopolitical issues, the availability and cost of credit, unemployment, consumer confidence, declining asset values, capital market volatility and liquidity issues have created difficult operating conditions in the past and may continue to do so in the future.

Price fluctuations in capital markets and commodity markets may adversely affect the Group’s financial condition as well. The value of the Group’s investment portfolio, which includes stocks, bonds, private equity, NPAs and the debt-equity swap (the “DES”) equity, is closely affected by the performance of capital markets and the market price of commodities. Adverse economic and market conditions could negatively affect the value and returns on the Group’s financial assets and investments, which could reduce the value of the Group’s trading and investment positions, affect the Group’s profitability, limit the Group’s liquidity and reduce the Group’s opportunities to realise gains and exit from the Group’s investments.

For the years ended 31 December 2021 and 2023, the Group’s revenue was approximately HK\$1,040.6 million and HK\$211.8 million, respectively; profit before taxation was recorded at HK\$749.8 million and HK\$441.5 million, respectively; and profit was recorded at HK\$676.4 million and HK\$441.3 million, respectively. The Group recorded negative revenue (which includes commission and fee income, interest income, investment loss and rental income), profit before taxation and profit for the year ended 31 December 2022 mainly due to the impact of the macro environment, the overall arrangements for asset liquidation from the headquarter, and the decline in the fair value of related assets i.e. bonds, equities and funds.

The Group’s business operations are subject to credit risk.

The Group is susceptible to credit risks associated with the deterioration in the credit quality of the relevant borrowers, which may be driven by socio-economic or customer-specific factors linked to economic performance. There can be no assurance that losses will not occur due to increased delinquencies. In addition, the Group is exposed to credit risk associated with its available-for-sale investments and held-to-maturity financial assets, which primarily consist of equity interests of the Group

obtained through the DES or direct investment. These investments may also be exposed to price fluctuations due to changes in the financial market's assessment of the issuer's creditworthiness, delinquency, default rates and other factors.

The Group's financial service and investment business is susceptible to the credit risks associated with its counterparties. The failure of the Group's clients or counterparties to make payment or perform their obligations could have a material adverse effect on the Group's financial condition, results of operations and cash flow.

Insufficient credit loss provision made by the Group to cover the actual loss may compel the Group to increase the provision and this could adversely impact the Group's financial condition and results of operations.

The Group's business operation is exposed to liquidity risk.

Due to the capital-intensive nature of the Group's business, a significant amount of cash is required. Having sufficient liquidity is therefore critical to the business operations of the Group. The confidence of the Group's customers or counterparties could be affected in the event of any drop in its liquidity level, which may result in loss of business and customers.

Factors which may adversely affect the Group's liquidity level include (a) unfavourable changes to the macroeconomic environment, policies or money markets; (b) the Group's failure to maintain current and future financing arrangements on commercially acceptable terms; (c) decreases in the recovery of cash from the disposal of assets due to unfavourable changes of capital markets; (d) firm-commitment underwriting transactions under investment banking business; (e) the failure to realise the value of invested financial assets at reasonable prices; (f) concentrated holdings of certain assets or asset categories; (g) mismatching of duration between assets and liabilities; (h) tightening of regulatory requirements, or other changes in regulations; and (i) weakened market and customer sentiment.

If the Group is unable to generate sufficient cash from its operational activities to meet its liquidity requirements, the Group would require external sources of financing.

There is no assurance that any additional means of financing will be made available to the Group on acceptable terms, or at all. This risk is exacerbated by the volatility in global credit markets. To the extent that additional means of financing prove to be unavailable when required for a particular investment or acquisition, the Group may be compelled to restructure the transaction or abandon the investment or acquisition plan altogether.

The Group's liquidity level could be further affected for internal reasons as further capital is used by its subsidiaries. For example, a company that the Group acquires or invests in may also require additional financing to fund continuing operations and/or growth. The Group's subsidiaries may request support from the Group to meet their liquidity requirements in their ordinary course of business. Some of the Group's subsidiaries may require additional capital injections from the Group to meet the relevant regulatory requirements. There is no assurance that the Group will be able to provide sufficient funds to its subsidiaries or branches or other companies acquired or invested by it on a timely basis, or at all. The occurrence of any of the above-mentioned circumstances could materially and adversely affect the financial condition and results of operations of the Group.

Allowance for credit losses may prove to be inadequate and the Group's credit costs may increase.

The Group reviews its NPLs, loans granted to clients or relevant borrowers and trade receivables, to assess whether impairment allowances should be made. In determining whether such impairment allowances should be recorded in its consolidated income statement, the Group's management considers various factors, such as the borrower's financial situation and the net realisable value of the underlying collateral or guarantees in favour of the Group. The Group is required to take into account many factors in its assessment of the ultimate realisation of these loans and advances, which includes the current

creditworthiness of the borrowers, and the past collection history of each loan. There is no assurance that the assessment made by the Group in regards to the impairment allowances would be accurately reflecting the actual impairment suffered, and the credit costs may therefore increase.

The complexity of the Group's operations and products exposes the Group to operating, marketing and other risks, and the Group's risk management and internal control systems may be ineffective or inadequate.

The Group has established risk management and internal control systems and procedures to manage potential risks associated with the broad range of financial services and products that it offers. The risk management and internal control systems may require constant supervision, maintenance and continual improvements by its senior management and staff. If the efforts of the Group to maintain these systems prove to be ineffective or inadequate, the Group may face operating, marketing and other risks. Deficiencies in the Group's risk management and internal control systems and procedures may hinder its ability to record, process, summarise and report financial and other data in an accurate and timely manner, as well as affect its ability to identify any reporting errors and non-compliance with the rules and regulations.

The Group's risk management and internal control systems and procedures may be inherently limited by misjudgment, mistake or the Group's limited experience or resources in making accurate, complete, up-to-date or proper evaluations. In particular, the Group devises risk-management procedures that are based on observed historical market behaviour and the Group's experience. In rapidly developing markets, the information and experience that the Group relies on for its risk management methods may become quickly outdated as markets and regulations evolve.

Furthermore, the Group may not have adequate access to resources and trading counterparties to implement its trading and investment risk mitigation strategies and techniques effectively. If the Group's decision-making process fails to effectively minimise losses while capturing gains, the Group's financial performance may be materially and adversely affected.

There can be no assurance that the risk management and internal control systems established by the Group will be adequate or effective. Should the Group fail to address any internal control matters and other deficiencies, it could result in investigations and disciplinary actions or even prosecution being taken against the Group or its employees and/or disruption to the Group's risk management systems, which may have a material and adverse effect on its financial condition and results of operations.

There can be no assurance that the Group's due diligence will identify every matter that could have a material adverse effect on the Group.

The Group intends to conduct extensive business, financial and legal due diligence in connection with its general operations and especially for potential acquisition and investment opportunities. However, there can be no assurance that the Group's due diligence will be able to identify every matter which could have a material adverse effect on the acquisition or investment targets. As a result, the Group may fail to identify existing risks in relation to the business and operations of such investment targets through its due diligence. To the extent that any of the above-mentioned issues arises, the acquired assets and investments may not produce the returns envisaged by the Group and the Group's financial condition and results of operations may be materially and adversely affected.

The Group's acquisitions may not be successful.

The Group expands through the acquisition of entities and offers financial services or products which complement its own business operations. The Group intends to identify and acquire suitable targets in line with its development strategy. There can be no assurance that the Group will be able to identify suitable acquisition opportunities, negotiate acceptable terms or successfully acquire its identified targets. It is anticipated that the investigation into an acquisition or investment plan and the negotiation, drafting and execution of the relevant agreements, disclosure documents and other instruments will require a

substantial amount of time and attention from management and incur substantial costs for the hiring of accountants, attorneys and other advisers. If such acquisition or investment plan fails to complete, the costs incurred up to that point for the proposed transaction may not be recovered.

Furthermore, even if an agreement is reached relating to a specific acquisition or investment target, the Group may not be able to implement the investment or acquisition plan for reasons beyond its control. For instance, the process of integrating an acquired business may involve unforeseen costs and delays, or other operational, technical and financial difficulties that may require a disproportionate amount of management attention, finances and other resources. Any failure to achieve consolidation savings, realise the expected synergies, successfully incorporate the acquired businesses and assets into the Group's existing operations or minimise any unforeseen operational difficulties could have a material adverse effect on its financial condition and results of operations.

Significant interest rate fluctuations could affect the Group's financial condition and results of operations.

The Group's exposure to interest rate risk is primarily associated with its interest income, interest expenses and fixed income securities. The Group earns interest income from bank deposits and fixed income securities held by the Group. Interest income from these sources is generally linked to the prevailing market interest rates. During periods of declining interest rates, the Group's interest income would generally decrease. The Group generally makes interest payments on deposits that it holds on behalf of its customers and its short-term borrowings. These interest expenses are also typically linked to the prevailing market interest rates. During periods of rising interest rates, the Group's interest expenses and financing costs would increase. Significant interest rate fluctuations could reduce the Group's interest income or returns on fixed income investments or increase its interest expenses.

Future fluctuations in the value of the Hong Kong dollar could have an adverse effect on the Group's financial condition and results of operations.

While the Group's recording currency is the Hong Kong dollar, for the purposes of its financial statements, a small portion of the Group's revenue, expenses and bank borrowings is denominated in other currencies such as the Renminbi. As a result, fluctuations in exchange rates, particularly between the Renminbi, the Hong Kong dollar and, since the Hong Kong dollar is pegged to the U.S. dollar, the U.S. dollar, could affect the Group's profitability and may result in foreign currency exchange losses of its foreign currency-denominated assets and liabilities.

The exchange rate of the Renminbi against the Hong Kong dollar, the U.S. dollar and other currencies fluctuates and is affected by, among other things, changes in the PRC's, as well as international, political and economic conditions and the PRC government's fiscal and currency policies. Starting from 1994, the conversion of the Renminbi into foreign currencies, including the Hong Kong dollar and U.S. dollar, was based on rates set daily by People's Bank of China (the "PBOC") based on the previous business day's inter-bank foreign exchange market rates and the current exchange rates on the world financial markets. For more than 10 years, the official exchange rate for conversion of Renminbi to U.S. dollar was generally stable. On 21 July 2005, the PRC government introduced a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. On the same day, the value of the Renminbi appreciated by approximately 2.0 per cent. against the U.S. dollar. In July 2008, the PRC government announced that its exchange rate regime would change to a managed floating mechanism based on market supply and demand. Given domestic and overseas economic developments, PBOC decided to further adjust the Renminbi exchange rate regime in April 2012 to enhance the flexibility of the RMB exchange rate. On 17 March 2014, PBOC continued to expand the floating range of the Renminbi against the U.S. dollar. The PBOC surprised markets in August 2015 by devaluing the Renminbi several times, lowering its daily mid-point trading price significantly against the U.S. dollar. On 5 August 2019, PBOC set the Renminbi's daily reference rate above 7 per U.S. dollar for the first time in over a decade amidst an uncertain trade and global economic climate. The currency devaluation of the Renminbi was intended to bring it more in line with the market by taking market signals into account, as well as boosting the competitiveness of the

PRC's exports. The PRC government may make further adjustments to the exchange rate system in the future. There is no assurance that the Renminbi will not experience significant appreciation or depreciation against the Hong Kong dollar, U.S. dollar or other currencies in the future. Any significant increase in the value of the Hong Kong dollar against foreign currencies could reduce the value of the Group's foreign currency-denominated revenue and assets.

The Group faces risks associated with its business expansion.

The Group is committed to providing new products and services to enhance its business competitiveness and will continue to expand the financial products and services it offers in line with the relevant PRC regulations, develop new customer relationships and enter into new markets. These activities expose the Group to new and potentially increasingly challenging risks, including, but not limited to:

- insufficient experience or expertise in offering new products and services and dealing with new counterparties and customers;
- greater regulatory scrutiny, increased credit risks, market risks and operational risks, including the impact on the Group's capital as a result of stricter new regulatory policies on capital adequacy ratios;
- potential impact on the investment return of the Group's financial services, such as trusts, due to overall economic conditions;
- reputational concerns arising from dealing with less sophisticated counterparties and customers;
- inadequate levels of service for its new products and services;
- failure to hire additional qualified personnel to support the offering of a broader range of products and services;
- unwillingness to accept the new products and services by the Group's customers or failure to meet profitability expectations;
- failure to obtain sufficient financing from internal and external sources to support business expansion; and
- unsuccessful enhancement of risk management capabilities and IT systems to identify and mitigate the risks associated with new products and services, new customers and new markets.

If the Group is unable to achieve the intended commercial results with respect to its offering of new products and services, its business, financial condition, results of operations and prospects could be materially and adversely affected.

The Group is subject to extensive regulatory requirements, non-compliance with which would materially and adversely affect the Group's financial condition and results of operations.

The Group is, directly or indirectly, subject to extensive laws, policy and regulatory requirements issued by the relevant governmental authorities in the PRC and overseas including Hong Kong. In particular, the Group's financial services are subject to supervision by various authorities, such as the Securities and Futures Commission of Hong Kong (the "SFC"). For example, the counter-delegation model applied by the Group in the NPA business is subject to restrictions in some jurisdictions though not restricted in Hong Kong. Compliance with the applicable laws, rules and regulations may restrict the Group's business activities and require it to incur increased expenses, restate or write down the value of its assets or increase its liabilities, and to devote considerable time to such compliance efforts.

In addition, pursuant to the applicable laws and regulations in the PRC and Hong Kong, the Group is required to obtain or renew approvals, permits and licences with respect to its relevant operations. There can be no assurance that the Group will be able to obtain or renew all necessary approvals, permits and licences on a timely basis or at all. The Group may not be able to obtain certificates for all of these properties due to title defects or for other reasons, which may adversely affect the Group's ownership rights in respect of these properties. Non-compliance with the relevant laws and regulations or the failure to obtain the relevant approvals could expose the Group to sanctions, fines, penalties, revocation of licences or other punitive actions, including suspension of the Group's business operations or restriction or prohibition on certain business activities. Furthermore, the relevant government authorities may adopt new laws and regulations or amend the interpretation of or enforcement of existing laws and regulations, or promulgate stricter laws and regulations, all of which may materially and adversely affect the Group's financial condition and results of operations.

Certain facts and statistics in this Offering Circular are derived from publications not independently verified by the Issuer and the Guarantor, the Group, the Joint Lead Managers or their respective directors, officers, employees, affiliates or advisers.

Some of the facts and statistics in this Offering Circular relating to the PRC, the PRC economy, the global economy and industries in which the Group operates and its related industry sectors are derived from various publications and obtained in communications with various agencies that the Issuer and the Guarantor believe to be reliable. While the Issuer and the Guarantor have taken reasonable care to ensure that the facts and statistics presented are accurately reproduced from such sources, they have not been independently verified by any of the Issuer, the Guarantor, the Joint Lead Managers, the Trustee, the Agents or their respective affiliates, directors, employees, agents, officers, representatives or advisers and, therefore, none of these parties make any representation as to the accuracy of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the facts and statistics in this Offering Circular relating to the PRC economy and the industries in which the Group operates, and its related industry sectors may be inaccurate. In all cases, investors should consider how much weight or importance they should attach to or place on such facts and statistics.

The Group's historical financial information is not necessarily indicative of its future performance, and the Group may not be able to continue acquiring additional DES assets or explore other revenue resources and, as a result, its revenues may be volatile due to the nature of its business.

The Group's historical financial information included in this Offering Circular is not indicative of its future financial results. This financial information is not intended to represent or be used to predict the results of operations of any future periods. The Group's future results of operations may change materially if its future growth does not follow its historical trends for various reasons, including factors beyond its control, such as changes in the economic environment, competitive landscape and financial markets. For example, the returns on the historic disposal of assets may not be indicative of the Group's returns on disposing of other assets in the future. In addition, the Group formulates plans for the assets to be disposed of and estimates income from such disposals for each year based on its operation development, quality of assets, business growth strategies, and financial and operation targets. Furthermore, the Group may not be able to continue acquiring NPAs or explore other sources of income after disposing of part or all of its existing NPAs. Therefore, the amount of assets the Group disposed of and income generated therefrom for each year in the past do not indicate same or similar disposal results and possible income in the future.

The Group and China Great Wall face intense competition and the Group's businesses could be materially and adversely affected if they are unable to compete effectively.

The Group primarily operates in the PRC and Hong Kong, where the financial service industry is highly competitive. The Group mainly competes with non-banking financial institutions and alternative investment companies in the relevant markets. The Group competes with its competitors in terms of brand recognition, marketing and sales capabilities, service quality, financial strength, product and services portfolio, and pricing. There is no assurance that the Group is able to acquire investments and assets at

suitable prices, or at all, under the intensified competition. When providing asset management services, the Group monitors the product prices offered by its competitors in each respective area and adjusts its commission fees and fee structure to increase its competitiveness. With the intensifying market competition, competitors may reduce their prices to improve their market share, which may compel the Group to further reduce its fees to remain competitive.

Some of its competitors may have certain competitive advantages over the Group, including greater financial resources, stronger brand recognition, a broader range of products and services, more extensive operating experience, higher market share and a more extensive network. In addition, some of the Group's competitors may have more extensive knowledge, business relationships and/or a longer operational track record in the relevant geographic markets, which enable them to have a better access to potential clients and capital resources than the Group does. There is no assurance that the Group can compete effectively against its current and future competitors, or that competitive forces in the market will not alter the industry landscape such that the Group's business objectives would become impractical or impossible.

In addition, the competition faced by China Great Wall in China has intensified. The previous major national AMCs (including China Great Wall) used to be the only licensed players in the distressed asset market in China before other new entrants were introduced. The regulator gradually opened the market by granting more licenses and relaxing restrictions on the business scope for the other AMCs to encourage competition. This is reflected in a growing number of new entrants, including local AMCs, mega banks' financial asset investment companies ("AICs"), the fifth national AMC (China Galaxy Asset Management Co. Ltd.) and foreign AMCs since 2014. From the supply side, Chinese banks now also have more options to deal with problem loans. They are allowed to enter the distressed asset market in a broader context by establishing their own investment subsidiaries, particularly for handling debt-to-equity swaps. Compared with the AMCs, AICs may have the advantage in cheap funding cost and capital support.

In view of the intensified competition faced by China Great Wall and the impact of the macro environment, rating of the Guarantor has been adjusted to BBB- by Fitch. In 2024, S&P suspended the rating of the Guarantor. There is no assurance that China Great Wall or the Guarantor would not be further downgraded or the ratings on them would not be withdrawn altogether.

The Group's businesses may be adversely affected if it is unable to retain and hire qualified employees.

The success of the Group's business depends largely on its ability to attract and retain key personnel who possess in-depth knowledge and understanding of the financial service industry. These key personnel include members of the Group's senior management, licensed sponsor representatives, experienced investment managers, product development personnel, research analysts, traders, marketing and sales staff, and information technology and other operations personnel. Competition for attracting and retaining such qualified individuals is intense. Such competition may require the Group to offer higher compensation remuneration packages and other benefits in order to attract and retain qualified professionals and this could materially and adversely affect the Group's financial condition and results of operations. Failure to attract or retain qualified personnel could severely disrupt the Group's business and weaken the Group's prospects. For example, the Group may not be able to hire enough qualified personnel to support its new products and services to remain competitive. Furthermore, as the Group expands its business or hires new employees, the employees may take time to become accustomed to any new standard procedures and consequently may not be able to comply with the standard procedures of any new business in an accurate and timely manner. The occurrence of any of the events discussed above could result in the Group sustaining unexpected losses and the Group's revenue and financial condition may be materially and adversely affected. If any of the senior management or other key personnel of the Group joins or establishes a competing business, the Group may lose some of its customers and this could have a material adverse effect on its business.

The Group is subject to risks of inadequacies in or failures of its IT systems.

The Group's business operations depend heavily on its business, accounting and other data processing systems. The failure of normal operation or even inability in operation of any of such systems will expose it to financial losses, business disruption, intervention of regulatory authorities or reputational damage.

The proper functioning of the Group's business processing, accounting, financial controls, risk management, customer service and other business depends on its IT systems and communication networks with third-party service providers. If the fundamental system which supports the Group's business suffers from malfunction or disruption, including system problems or communication disruption of its systems or the systems of any third parties it engaged, it may have a material adverse effect on the Group's ongoing business. These failures could be caused by, among other things, hardware failure, software programme errors, computer virus attacks, network failure, conversion errors due to system upgrading or system relocation, failure to implement new IT initiatives, human errors, natural disasters, war, terrorist attacks, blackouts and unanticipated problems of facilities, many of which are beyond the Group's control. Despite the security measures that the Group has implemented, the systems may be subject to physical or electronic break-ins, cyber-attacks, computer viruses and similar disruptive problems, and third parties may have the technology or expertise to breach the security of the Group's transaction data and the Group may not be able to ensure that its vendors, service providers, counterparties or other third parties, have appropriate measures in place to protect the confidentiality of such information.

In addition, the Group updates its IT systems and introduce new IT systems from time to time. However, delays, system failures or other accidents may occur during such system upgrades or introduction of new systems. Further, the upgraded or new IT systems may not achieve the anticipated processing capacity and availability and may not meet the needs of its business growth in the future. The Group's failure to address these problems promptly, including any delay in the implementation of any upgraded or new information systems, could result in its inability to perform, or delays in performing, critical business operational functions, the loss of key business data, or failure to comply with regulatory requirements, which could have a material adverse effect on the Group's business reputation, financial condition and results of operations.

The Group may not be able to fully detect money laundering and other illegal or improper activities in its business operations on a timely basis.

The Group is required to comply with applicable anti-money laundering, anti-terrorism laws and other regulations in the PRC and overseas including Hong Kong. The PRC's anti-money laundering laws require financial institutions to establish sound internal control policies and procedures with respect to anti-money laundering monitoring and reporting activities. Such policies and procedures require the Group to, among other things, establish a customer identification system in accordance with the relevant rules, record the details of customer activities and to report suspicious transactions to relevant authorities.

While the Group has adopted policies and procedures aimed at detecting and preventing the use of its business platforms to facilitate money laundering activities and terrorist activity, such policies and procedures in certain cases have only been recently adopted and may not be able to completely eliminate instances in which it may be used by other parties to engage in money laundering and other illegal activities. In the event that the Group fails to fully comply with the applicable laws and regulations, the relevant government agencies may freeze its assets or impose fines or other penalties on the Group. There can be no assurance that the Group will not fail to detect money laundering or other illegal or improper activities. Such failure of the Group may affect its business reputation, financial condition and results of operations.

The Group may not be able to detect and prevent fraud or misconduct committed by the employees, representatives, agents, customers or other third parties of the Group or the Group's affiliates.

The Group may be exposed to fraud or misconduct committed by the employees, representatives, agents, customers or other third parties of the Group or the Group's affiliates that could affect its reputation and subject it to financial losses and sanctions imposed by governmental authorities. Such misconduct could include:

- concealing unauthorised or unsuccessful activities, resulting in unknown and unmanaged risks or losses;
- intentionally concealing material facts, or failing to perform necessary due diligence procedures designed to identify potential risks, which are material to the Group in deciding whether to make investments or dispose of assets;
- improperly using or disclosing confidential information;
- recommending products, services or transactions that are not suitable for the Group's customers;
- misappropriation of funds;
- conducting transactions that exceed authorised limits;
- engaging in misrepresentation or fraudulent, deceptive or improper activities;
- engaging in unauthorised or excessive transactions to the detriment of the Group; or
- otherwise not complying with applicable laws, regulatory rules of the applicable governing authorities or the Group's internal policies and procedures.

The Group's internal control procedures are designed to monitor its operations and ensure that overall compliance is adhered to.

However, such internal control procedures may not be able to identify all incidents of non-compliance or transactions of a suspicious nature in a timely manner if at all. It is not always possible to detect and prevent fraud and other misconduct at all levels, and the precautions the Group takes to prevent and detect such activities may also not be effective. There had been incidents involving members of senior management of China Great Wall who are under investigation by PRC authorities for their personal violations of disciplines and laws. The relevant people have ceased to perform duties for China Great Wall.

There is no assurance that fraud or misconduct will not occur in the future. If such fraud or misconduct were to occur, it may cause negative publicity and/or media speculation, and if the Group fails to detect any fraud or misconduct in a timely manner or at all, it may have a material and adverse effect on the Group's business reputation, business, financial position and results of operations.

Failure to appropriately identify and address conflicts of interest could adversely affect the Group's business.

As the Group expands the scope of its business and client base, it is increasingly important to address potential conflicts of interest. These include situations where its services to a particular client or its own investments or other areas are in conflict, or are perceived to be in conflict, with the interests of another client, situations where one or more of its business units have access to material non-public information that may also not be shared with another business unit within the firm, and situations where the Group may be a counterparty of an entity with which the Group also has an advisory or other relationship.

The Group has procedures and controls that are designed to identify and address such conflicts of interest, including those designed to prevent the improper sharing of information among its businesses.

Appropriately identifying and dealing with conflicts of interest is complex. The Group's reputation could be damaged and the willingness of clients to enter into transactions with the Group may be adversely affected should the Group fail, or appear to fail, to identify, disclose and appropriately address such conflicts of interest. Furthermore, potential or perceived conflicts could give rise to litigation or regulatory enforcement actions against the Group.

Litigation and regulatory investigations and the resulting sanctions or penalties may adversely affect the Group's reputation, business, results of operations and financial condition.

The Group is exposed to risks associated with litigation relating to its operations, such as the risk of lawsuits and other legal actions relating to information disclosure, financial products design, sales practices, fraud and misconduct, as well as the protection of personal and confidential information of its customers. The Group may be exposed to arbitration claims and lawsuits in the ordinary course of its business. The Group may also be subject to inquiries, investigations and proceedings by regulatory and other governmental agencies in actions brought against it, which may result in settlements, injunctions, fines, penalties or other results adverse to it or damage to its reputation. Even if the Group is successful in defending itself against such actions, there could be significant costs incurred in the process. The Group may also be subject to regulatory actions from time to time. A substantial legal liability or a significant regulatory action could have a material and adverse effect on the Group's operations, reputation and business prospects.

There can be no assurance that the number of legal claims and amount of damages sought in litigation and regulatory proceedings will not increase in the future. A significant judgment or regulatory action against the Group or a disruption in its business arising from adverse adjudications in proceedings against its directors, officers or employees would have a material adverse effect on the Group's liquidity, business, financial condition, results of operations and prospects.

Catastrophic events or any force majeure events, including future occurrence of natural disasters or outbreaks of contagious diseases, which are unpredictable by nature, could materially and adversely affect the profitability of the Group.

The Group's businesses expose it to risks arising out of catastrophic events or force majeure events that are by nature unpredictable. Catastrophes can be caused by various natural hazards such as hurricanes, typhoons, floods, earthquakes, severe weather, fires and explosions. Catastrophes can also be artificially induced, such as terrorism, wars and industrial or engineering accidents. In addition, an epidemic or pandemic such as avian influenza, severe acute respiratory syndrome, Middle East Respiratory Syndrome, Ebola virus, swine flu caused by H1N1 virus, COVID-19, or perception of the relevant disease, can adversely affect the Group's business.

The occurrence of these events may increase the cost of doing business, adversely affect the Group's operations or those of its clients, or result in losses in the Group's investment portfolios, due to, among other things, the failure of its counterparties to perform, or significant volatility or disruption in the financial markets, all of which may in turn adversely affect the Group's business, financial condition, results of operations and prospects.

RISKS RELATING TO THE SECURITIES AND THE GUARANTEE

Issuance of the Securities is subject to PRC laws and regulations.

Since 1979, the PRC government has begun to promulgate a comprehensive system of laws and has introduced many new laws and regulations which provide general guidance on economic and business practices in the PRC, as well as regulating foreign investment. Progress has been made in the promulgation of laws and regulations dealing with economic matters, such as corporate organisation and governance, foreign investment, commerce, taxation and trade. The promulgation of changes to existing laws and the abrogation of local regulations by national laws could have a negative impact on the Securities or the Guarantee.

In addition, as these laws, regulations and legal requirements are relatively recent are subject to interpretation and enforcement. According to the Administrative Measures for the Review and Registration of Medium- and Long-Term Foreign Debt of Enterprises (企業中長期外債審核登記管理辦法(國家發展和改革委員會令第56號)) issued by the NDRC, which came into effect on 10 February 2023, domestic enterprises and/or their overseas controlled entities or branches shall obtain the Certificate of Examination and Registration of Foreign Debts Borrowed by Enterprises (企業借用外債審核登記證明) (the “**Examination and Registration Certificate**”) before borrowing any foreign debt, and notify the particulars of such issue within a prescribed timeframe after such issue. The NDRC Circular’s interpretation may involve uncertainty, and the administration of the NDRC Circular may be subject to a certain degree of executive and policy discretion by the NDRC. The Guarantor has completed the pre-issue registration with respect to the Securities with NDRC on 6 May 2024 and will submit the issue information to the NDRC after the Issue Date. However, there is no assurance that the Guarantor will be able to comply with the NDRC requirements to provide the notification of the Securities to the NDRC within the prescribed timeframe. If any enterprise borrows foreign debts in violation of the NDRC Circular, the NDRC will take disciplinary actions such as holding an interview and giving a public warning against the relevant enterprise and its principal liable person. If any application documents to apply for foreign debt approval submitted by enterprises contain concealing, false record, misleading statement, or material omission, the NDRC will give a warning to relevant enterprise and its principal liable person. If the approval is obtained by concealment, deception, bribery, or any other improper means, such approval will be revoked. For any enterprise failing to comply with filing and reporting requirements under the NDRC Circular, the NDRC will order such enterprise to take rectification actions within a prescribed time limit; and if the circumstances are severe or the enterprise fails to take rectification action within the prescribed time limit, give a warning to the relevant enterprise and its principal liable person. Therefore, there is no assurance that the failure to comply with the NDRC requirements would not result in any adverse consequences for the Issuer and the Guarantor, the Securities or the investors in the Securities. There is also no assurance that the registration with the NDRC will not be revoked or amended in the future or that future changes in PRC laws and regulations will not have a negative impact on the performance or validity and enforceability of the Securities in the PRC. Potential investors of the Securities are advised to exercise due caution when making their investment decisions.

In addition, on 11 January 2017, the PBOC issued the Circular on Matters in relation to Overall Macro-prudential Management for Cross-border Financing (中國人民銀行關於全口徑跨境融資宏觀審慎管理有關事宜的通知(銀發[2017]9號)) (the “**Macro-prudential Notice**”), which came into effect on the same day of issuance. According to the Macro-prudential Notice, domestic institutions that borrow funds in domestic and foreign currencies from non-residents shall complete the recordation with the PBOC or State Administration of Foreign Exchange (“SAFE”), either before the cross-border financing (after the execution of cross-border financing agreements but no later than three PRC business days prior to withdrawal) in the case of domestic enterprises, or after the cross-border financing in the case of domestic financial institutions under the macro cross-border financing restriction mechanism established on the basis of the capital or net assets of micro entities. The Macro-prudential Notice does not provide an explanation on the activities that are conducted by overseas entities that are controlled by domestic enterprises or financial institutions or deemed to be conducted by such domestic enterprises or financial institutions, thus the Macro-prudential Notice is not applicable to the issuance of Securities. However, there is no assurance that the PBOC would not make further interpretations indicating the opposite.

In addition, the Group cannot predict the effects of future developments in the PRC legal system, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the inconsistencies between local rules and regulations and national law. As a result, there is substantial uncertainty as to the legal protection available to the Group and investors in the Securities. The Group may be required, in the future, to procure additional permits, authorisations and approvals for the Group's existing and future operations, which may not be obtainable in a timely fashion or at all. Any failure to obtain such permits or authorisations may have an adverse effect on the Group's financial condition and results of operations.

Neither the PRC government nor China Great Wall has obligations under the Securities or the Guarantee.

Neither the PRC government nor China Great Wall is an obligor and shall under no circumstances have any obligation arising out of or in connection with the Securities or the Guarantee in lieu of the Issuer or the Guarantor. This position has been reinforced by the Circular of the Ministry of Finance on Issues relevant to the Regulation on the Financing Activities Conducted by Financial Institutions for Local Governments and State-owned Enterprises (財政部關於規範金融企業對地方政府和國有企業投融資行為有關問題的通知(財金[2018]23號)) promulgated on 28 March 2018 and which took effect on the same day, and the Circular of the National Development and Reform Commission and the Ministry of Finance on Improvement of Market Regulatory Regime and Strict Prevention of Foreign Debt Risks and Local Government Indebtedness Risks (國家發展改革委財政部關於完善市場約束機制嚴格防範外債風險和地方債務風險的通知(發改外資[2018]706號)) promulgated on 11 May 2018 and which took effect on the same day.

The MOF as one of the Guarantor's indirect shareholders only has limited liability in the form of its equity contribution in China Great Wall. China Great Wall as the Guarantor's shareholder only has limited liability in the form of its equity contribution in the Guarantor. As such, neither PRC government nor China Great Wall has any payment obligations under the Securities or the Guarantee. The Securities are solely to be repaid by the Issuer (the Guarantee by the Guarantor) and the obligations under the Securities or the Guarantee shall solely be fulfilled by the Issuer or the Guarantor, as applicable, each as an obligor under the relevant transaction documents and as an independent legal person. In addition, ownership or control by the PRC government does not necessarily correlate to, or provide any assurance as to, the Issuer's and the Guarantor's financial condition.

The credit rating assigned to the Securities may not reflect all risks and may be suspended, downgraded or withdrawn.

The Bonds are to be rated "BBB-" by Fitch and AA- by Lianhe Global while the Perpetual Securities are to be rated "BB+" by Fitch and AA- by Lianhe Global. The rating represents the opinion of the relevant Rating Agency and its assessment of the ability of the Issuer and the Guarantor to perform its obligations under the Securities and the Guarantee, respectively, and credit risks in determining the likelihood that payments will be made when due under the Securities. A credit rating is not a recommendation to buy, sell or hold the Securities and may be subject to suspension, reduction or withdrawal at any time. Neither the Issuer nor the Guarantor is obligated to inform any holder of any Securities if the rating is suspended, downgraded or withdrawn.

The credit rating of the Securities may not reflect the potential impact of all risks related to structure, market, additional factors discussed above and other factors may affect the value of the Securities. In addition, the credit rating of the Securities could also be affected by the credit rating of China Great Wall. There is no assurance that a rating will remain for any given period of time or that a rating will not be suspended, downgraded or withdrawn entirely by the rating agency if, in its judgment, circumstances in the future so warrant. See "*Risk Factors – Risks relating to the Group's Overall Business – The Group and China Great Wall face intense competition and the Group's businesses could be materially and adversely affected if they are unable to compete effectively*". None of the Trustee, the Agents or the Group has any obligation to inform Securityholders of any such revision, downgrade or withdrawal. A suspension, reduction or withdrawal at any time of the rating assigned to the Securities, the rating assigned to the Guarantor or the rating assigned to China Great Wall may adversely affect the market price of the Securities.

The Securities and the Guarantee are unsecured obligations.

The Securities and the Guarantee are unsecured obligations of the Issuer and the Guarantor, respectively. The payment obligations under the Securities and the Guarantee may be adversely affected if:

- the Issuer or the Guarantor enters into bankruptcy, liquidation, reorganisation or other winding-up proceedings;
- there is a default in payment under the Issuer's or the Guarantor's future secured indebtedness or other unsecured indebtedness; or
- there is an acceleration of any of the Issuer's or the Guarantor's indebtedness.

If any of these events were to occur, the Issuer's or the Guarantor's assets may not be sufficient to pay amounts due on the Securities.

The Issuer's ability to make payments under the Securities will depend on timely payments under on-lent loans of the proceeds from the issue of the Securities.

The Issuer is a wholly owned subsidiary of the Guarantor formed for the principal purpose of issuing the Securities and will on-lend the entire proceeds from the issues to other entities of the Group. The Issuer does not and will not have any net assets other than such on-lent loans and its ability to make payments under the Securities depends on timely payments under such loans. In the event that the recipients of such on-lent loans do not make such payments due to limitation in such loans or other agreements, lack of available cash flow or other factors, the Issuer's ability to make payments under the Securities may be adversely affected.

Each of the Issuer and the Guarantor has limited assets, which affects its ability to make payments under the Securities and/or the Guarantee.

On certain dates, including the occurrence of a redemption event of the Securities, the Issuer, failing which the Guarantor, may be required to redeem all of the Securities. However, the Issuer is a special purpose vehicle, which does not generate any revenue and the Guarantor has limited assets and recorded net current liabilities in recent years. If such an event were to occur, the Issuer or the Guarantor (as applicable) may not have sufficient cash on hand and may not be able to arrange financing to redeem the Securities in time, or on acceptable terms, or at all. The ability to redeem the Securities in such event may also be limited by the terms of other debt instruments. The Issuer's or the Guarantor's (as applicable) failure to repay, repurchase or redeem tendered Securities would give the Trustee the right to institute proceedings for the Winding-Up of the Issuer or the Guarantor under the Securities and/or accelerate payment under the Bonds, which will constitute a default under the terms of other indebtedness of the Group.

The Issuer may raise other capital which affects the price of the Securities.

The Issuer may raise additional capital through the issue of other securities or other means. Other than certain restrictions on issuing certain secured indebtedness or guaranteed indebtedness as set out in the Terms and Conditions, there is no restriction, contractual or otherwise, on the amount or type of securities or other liabilities which the Issuer may issue or incur and which rank senior to, or *pari passu* with, the Securities. The issue of any such securities or the incurrence of any such other liabilities may reduce the amount (if any) recoverable by Securityholders on a winding-up of the Issuer or may increase the likelihood of a deferral of Distributions under the Securities. The issue of any such securities or the incurrence of any such other liabilities might also have an adverse impact on the trading price of the Securities and/or the ability of the Securityholders to sell their Securities.

The Securities and the Guarantee will be structurally subordinated to the existing and future indebtedness and other liabilities of the Issuer's and the Guarantor's existing and future subsidiaries, other than the Issuer, and effectively subordinated to the Issuer's and the Guarantor's secured debt to the extent of the value of the collateral securing such indebtedness.

The Securities and the Guarantee will be structurally subordinated to any debt and other liabilities and commitments, including trade payables and lease obligations, of the Issuer's and the Guarantor's existing and future subsidiaries, other than the Issuer, whether or not secured. The Securities will not be guaranteed by any of the Issuer's and the Guarantor's subsidiaries, and the Issuer and the Guarantor may not have direct access to the assets of such subsidiaries unless these assets are transferred by dividend or otherwise to the Issuer or the Guarantor. The ability of such subsidiaries to pay dividends or otherwise transfer assets to the Issuer and the Guarantor is subject to various restrictions under applicable law. Each of the Issuer's and the Guarantor's subsidiaries are separate legal entities that have no obligation to pay any amounts due under the Securities or the Guarantee or make any funds available therefor, whether by dividends, loans or other payments. The Issuer's and the Guarantor's right to receive assets of any of the Issuer's and the Guarantor's subsidiaries, respectively, upon that subsidiary's liquidation or reorganisation will be effectively subordinated to the claim of that subsidiary's creditors (except to the extent that the Issuer or the Guarantor are creditors of that subsidiary). Consequently, the Securities and the Guarantee will be effectively subordinated to all liabilities, including trade payables and lease obligations, of any of the Issuer's and the Guarantor's subsidiaries, other than the Issuer, and any subsidiaries that the Guarantor may in the future acquire or establish.

The Securities and the Guarantee are the Issuer's and the Guarantor's unsecured obligations, respectively, and will (i) rank equally in right of payment with all the Issuer's and the Guarantor's other present and future unsecured indebtedness; (ii) be effectively subordinated to all of the Issuer's and the Guarantor's present and future secured indebtedness to the extent of the value of the collateral securing such obligations; and (iii) be senior to all of the Issuer's and the Guarantor's present and future subordinated obligations. As a result, claims of secured lenders, whether senior or junior, with respect to assets securing their loans will be prior with respect to those assets. In the event of the Issuer's or the Guarantor's bankruptcy, insolvency, liquidation, reorganisation, dissolution or other winding up, or upon any acceleration of the Securities, these assets will be available to pay obligations on the Securities only after all other debt secured by these assets has been repaid in full. Any remaining assets will be available to the Securityholders rateably with all of the Issuer's or the Guarantor's other unsecured creditors, including trade creditors. If there are not sufficient assets remaining to pay all these creditors, then all or a portion of the Securities then outstanding would remain unpaid.

If the Issuer or the Guarantor is unable to comply with the restrictions and covenants in their respective debt agreements, there could be a default under the terms of these agreements, which could cause repayment of their respective debt to be accelerated.

If the Issuer or the Guarantor is unable to comply with their respective current or future debt obligations and other agreements, there could be a default under the terms of these agreements. In the event of a default under these agreements, the holders of the debt could terminate their commitments to lend to the Issuer and the Guarantor, accelerate repayment of the debt and declare all outstanding amounts due and payable or terminate the agreements, as the case may be. Furthermore, some of the Issuer's or the Guarantor's debt agreements contain cross-acceleration or cross-default provisions. As a result, the Issuer's or the Guarantor's default under one debt agreement may cause the acceleration of repayment of not only such debt but also other debt, result in a default under the Issuer's or the Guarantor's other debt agreements or result in an Event of Default under the Bonds and/or a Step-up Event under the Perpetual Securities. If any of these events occur, neither the Issuer nor the Guarantor can assure Securityholders that their respective assets and cash flows would be sufficient to repay in full all of their respective indebtedness, or that the Issuer and the Guarantor would be able to find alternative financing. Even if they could obtain alternative financing, they cannot assure holders that it would be on terms that are favourable or acceptable to them.

Gains on the transfer of the Securities may be subject to income tax under PRC tax laws.

Under the Enterprise Income Tax Law (the “**EIT Law**”) of the PRC, an enterprise established outside the PRC with a “de facto management body” within the PRC is deemed a “resident enterprise”, meaning that it can be treated as a PRC enterprise for enterprise income tax purposes, although dividends paid from one resident enterprise to another may qualify as “tax-exempt income”. The implementing rules of the EIT Law define “de facto management” as “substantial and overall management and control over the production and operations, personnel, accounting, and properties” of the enterprise. The circular on Concerning the Determination of Chinese-Controlled Enterprises Registered Overseas as Resident Enterprises on the Basis of Their Bodies of Actual Management (關於境外註冊中資控股企業依據實際管理機構標準認定為居民企業有關問題的通知) issued by the State Administration of Taxation on 22 April 2009, and modified on 29 December 2017, respectively (the “**Circular 82**”), provides that a foreign enterprise controlled by a PRC company or a PRC company group will be treated as a “resident enterprise” with a “de facto management body” located within the PRC if all of the following requirements are satisfied at the same time: (i) the senior management and core management departments in charge of daily operations are located mainly within the PRC; (ii) financial and human resources decisions are subject to determination or approval by persons or bodies in the PRC; (iii) major assets, accounting books, company seals and minutes and files of board and shareholders’ meetings are located or kept within the PRC; and (iv) at least half of the enterprise’s directors with voting rights or senior management frequently reside within the PRC. On 27 July 2011, the State Administration of Taxation promulgated the Provisional Administrative Regulations of Enterprise Income Taxation of a Foreign Enterprise Controlled by a PRC Enterprise or a PRC Enterprise Group (關於印發《境外註冊中資控股居民企業所得稅管理辦法(試行)》的公告) (the “**Circular 45**”), which took effect on 1 September 2011, to further prescribe the rules concerning the recognition, administration and taxation of a foreign enterprise “controlled by a PRC enterprise or PRC enterprise group”. Circular 45 identifies and defines two ways for a foreign enterprise “controlled by a PRC enterprise or a PRC enterprise group” to be treated as a resident enterprise. First, the foreign enterprise may decide on its own whether its de facto management body is located in the PRC based on the criteria set forth in Circular 82, and, if it makes such determination, it shall apply to the competent tax bureau to be treated as a resident enterprise. Second, the tax authority may determine that the foreign enterprise is a resident enterprise after its active investigation.

The Issuer and the Guarantor believe that they are currently not PRC resident enterprises and, as confirmed by the Issuer and the Guarantor, as at the date of this Offering Circular, neither the Issuer nor the Guarantor has been notified or informed by the PRC tax authorities that it is considered as a “resident enterprise” for the purpose of the EIT Law. However, neither the Issuer nor the Guarantor can assure Securityholders that it will not be deemed a “resident enterprise” under the EIT Law and other applicable implementation regulations and, therefore, be subject to enterprise income tax at a rate of 25.0 per cent. on its global income in the future. If neither the Issuer nor the Guarantor is considered to be a PRC resident enterprise for EIT Law purposes, the payment of interest on the Bonds to the overseas Securityholders or the payment of distribution on the Perpetual Securities to the overseas Holders of the Perpetual Securities will not be subject to PRC withholding tax.

Under the EIT Law and its implementation rules, any gains realised on the transfer of the Securities by holders who are deemed under the EIT Law as non-resident enterprises may be subject to PRC enterprise income tax if such gains are regarded as income derived from sources within the PRC. Under the EIT Law, a “**non-resident enterprise**” means an enterprise established under the laws of a jurisdiction other than the PRC and whose actual administrative organisation is not in the PRC, which has established offices or premises in the PRC, or which has not established any offices or premises in the PRC but has obtained incomes derived from sources within the PRC. In addition, there is uncertainty as to whether gains realised on the transfer of the Securities by individual holders who are not PRC citizens or residents will be subject to PRC individual income tax. If such gains are subject to PRC income tax, the 10 per cent. enterprise income tax rate (**provided that** the non-resident enterprise does not have offices or premises in the PRC or that has offices or premises in the PRC but such gains are not effectively connected therewith) and 20 per cent. individual income tax rate will apply respectively unless there is an applicable tax treaty or arrangement that reduces or exempts such income tax. The taxable income will be the balance of the total income obtained from the transfer of the Securities minus all costs and expenses that are permitted under

PRC tax laws to be deducted from the income. According to an arrangement between Mainland China and Hong Kong for the avoidance of double taxation, any holder of any Securities who are Hong Kong residents, including both enterprise holders and individual holders, will be exempted from PRC income tax on capital gains derived from a sale or exchange of the Securities, if such capital gains are not connected with an office or premises that the Securityholders have in the PRC.

On 23 March 2016, the MOF and the State Administration of Taxation (“SAT”) jointly issued the Circular of Full Implementation of Business Tax to VAT Reform (Cai Shui [2016] No. 36) (關於全面推開營業稅改徵增值稅試點的通知(財稅[2016]36號)), and modified on 1 July 2017 and 1 April 2019, (the “Circular 36”), which provides that all business tax payers are included in the pilot programme to pay VAT from 1 May 2016. VAT is applicable where the entities or individuals provide services within the PRC. VAT is unlikely to be applicable to any transfer of Securities between entities or individuals located outside of the PRC and therefore unlikely to be applicable to gains realised upon such transfers of Securities, but there is uncertainty as to the applicability of VAT if either the seller or buyer of Securities is located inside the PRC or is deemed a PRC resident. As Circular 36 and laws and regulations pertaining to VAT are relatively new, the interpretation and enforcement of such laws and regulations involve uncertainties.

If a Securityholder, being a non-resident enterprise or non-resident individual, is required to pay any PRC income tax on gains on the transfer of the Securities, the value of the relevant Securityholder’s investment in the Securities may be materially and adversely affected.

The Securities are redeemable in the event of certain withholding taxes being applicable.

No assurances are made by the Issuer or the Guarantor as to whether or not payments on the Securities may be made without withholding taxes or deductions applying from the date on which agreement is reached to issue the Securities for or on account of any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within a Relevant Jurisdiction. Although, pursuant to the Terms and Conditions, the Issuer or the Guarantor, as the case may be, is required to gross up payments on account of any such withholding taxes or deductions, the Issuer also has the right to redeem the Securities at any time in the event that it or, as the case may be, the Guarantor has or will become obliged to pay additional amounts on account of any existing or future withholding or deduction for any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within the British Virgin Islands, Hong Kong or (only where such tax or withholding is in excess of the rate applicable on 25 June 2024) the PRC or any political subdivision, territory, possession thereof or any authority therein having power to tax as a result of any change in, or amendment to, the laws of a Relevant Jurisdiction or any regulations or rulings promulgated thereunder, or any change in the application or official interpretation of such laws, rulings or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after 25 June 2024.

The liquidity and price of the Securities following the offering may be volatile.

The price and trading volume of the Securities may be highly volatile. Factors such as variations in the Guarantor’s and the Group’s revenues, earnings and cash flows and proposals of new investments, strategic alliances and/or acquisitions, interest rates, fluctuations in prices for comparable companies, could cause the price of the Securities to change. Any such development may result in large and sudden changes in the volume and price at which the Securities will trade. There is no assurance that these developments will not occur in the future.

An investment in the Securities is subject to interest rate risks.

An investment in the Securities involves the risk that subsequent changes in market interest rates may adversely affect the value of them. The Securityholders may suffer unforeseen losses due to fluctuations in interest rates. Generally, a rise in interest rates may cause a fall in the prices of the Securities, resulting in a capital loss for the Securityholders. However, the Securityholders may reinvest the interest payments

at higher prevailing interest rates. Conversely, when interest rates fall, the prices of the Securities may rise. The Securityholders may enjoy a capital gain but interest payments received may be reinvested at lower prevailing interest rates.

Investors in the Securities may be subject to foreign exchange risks.

The Securities are denominated and payable in U.S. dollars. An investor who measures investment returns by reference to a currency other than U.S. dollars would be subject to foreign exchange risks by virtue of an investment in the Securities, due to, among other things, economic, political and other factors over which neither the Issuer nor the Guarantor has any control. Depreciation of the U.S. dollar against such currency could cause a decrease in the effective yield of the Securities below their stated coupon rates and could result in a loss when the return on the Securities is translated into such currency. In addition, there may be tax consequences for investors as a result of any foreign currency gains resulting from any investment in the Securities.

An active trading market for the Securities may not develop and there may be limited liquidity for the Securities.

The Securities may initially be sold to a limited number of investors. One or a limited number of investors may purchase a significant portion or all the Securities offered. The Securities are a new issue of securities for which there is no trading market prior to their issue. There can be no assurance as to the liquidity of the Securities or that an active trading market will develop. None of the Joint Lead Managers is obligated to make a market in the Securities. Further, the Securities may be allocated to a limited number of investors, in which case liquidity may be limited. In addition, the Securities are being offered pursuant to exemptions from registration under the Securities Act and, as a result, the Securityholders will only be able to resell the Securities in transactions that have been registered under the Securities Act or in transactions not subject to or exempt from registration under the Securities Act.

If any of the Securities are traded after their initial issue, they may trade at a discount or premium from their initial offering price, depending on prevailing interest rates, the market for similar securities and the market for the Securities and other factors, including general economic conditions and the Group's financial condition, performance and prospects. The market price of the Securities may be adversely affected by declines in the international financial markets and world economic conditions. The market for securities of entities with PRC operations is, to varying degrees, influenced by economic and market conditions in other markets, especially those in Asia. No assurance can be given as to the future price level of the Securities after their initial issue.

The Securities may not be a suitable investment for all investors.

Each potential investor in any Securities must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Securities, the merits and risks of investing in the Securities and the information contained or incorporated by reference in this Offering Circular;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Securities and the impact such investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Securities;
- understand thoroughly the terms of the Securities and be familiar with the behaviour of any relevant indices and financial markets; and

- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

A potential investor should not invest in Securities which are complex financial instruments unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Securities will perform under changing conditions, the resulting effects on the value of such Securities and the impact this investment will have on the potential investor's overall investment portfolio.

Additionally, the investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (a) Securities are legal investments for it, (b) Securities can be used as collateral for various types of borrowing and (c) other restrictions apply to its purchase of any Securities. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Securities under any applicable risk-based capital or similar rules.

The Terms and Conditions provide only limited protection against significant corporate events that could adversely impact the investors' investment in the Securities.

While the Terms and Conditions contain terms intended to provide protection to Securityholders upon the occurrence of certain events involving significant corporate transactions and the creditworthiness of the Issuer or the Guarantor, these terms are limited and may not be sufficient to protect the investors' investment in the Securities.

The Trust Deeds for the Securities also do not:

- require the Guarantor to maintain any financial ratios or specific levels of net worth, revenue, income, cash flows or liquidity;
- restrict the Guarantor's subsidiaries' or consolidated affiliated entities' ability to issue unsecured securities;
- incur unsecured indebtedness that would be senior to the Issuer's equity interests in the Group's subsidiaries or consolidated affiliated entities and therefore rank effectively senior to the Securities;
- limit the ability of the Guarantor's subsidiaries or consolidated affiliated entities to service indebtedness;
- restrict the Issuer or the Guarantor's ability to redeem or prepay any other of the Issuer or the Guarantor's securities or other indebtedness; or
- restrict the Guarantor's ability to make investments or to repurchase or pay dividends or make other payments in respect of the Issuer's shares or other securities ranking junior to the Securities.

As a result of the foregoing, when evaluating the terms of the Securities, the investors should be aware that the terms of the Securities do not restrict the Issuer's or the Guarantor's ability to engage in, or to otherwise be a party to, a variety of corporate transactions, circumstances and events that could have an adverse impact on the investors' investment in the Securities.

The Terms and Conditions do not restrict the Group's ability to incur additional debt including issuing notes or providing guarantees for notes or to take other actions that could negatively impact holders of the Securities.

The Group is not restricted under the Terms and Conditions from incurring additional debt, including secured debt, or from repurchasing the Securities. In addition, the covenants applicable to the Securities do not require the Group to achieve or maintain any minimum financial results relating to the Group's

financial position or results of operations. The Group's ability to recapitalise, incur additional debt and take other actions that are not limited by the Terms and Conditions could diminish the Group's ability to make payments on the Securities and amortising bonds when due.

The insolvency laws of the British Virgin Islands, Hong Kong and other local insolvency laws may differ from those of another jurisdiction with which the Securityholders are familiar.

As the Issuer was incorporated under the laws of the British Virgin Islands and the Guarantor was incorporated under the laws of Hong Kong, any insolvency proceeding (including a winding-up) relating to the Issuer or the Guarantor would likely involve the British Virgin Islands or Hong Kong insolvency laws, as applicable, the procedural and substantive provisions of which may differ from comparable provisions of the local insolvency laws of jurisdictions with which the Securityholders are familiar.

There may be less publicly available information about the Group than is available for public companies in certain other jurisdictions.

The Group will follow the applicable corporate disclosure standards for debt securities listed on the HKSE, which standards may be different from those applicable to debt securities listed in certain other countries. The Group will be subject to reporting obligations in respect of the Securities to be listed on the HKSE. The disclosure standards imposed by the HKSE may be different from those imposed by securities exchanges in other countries or regions. As a result, the level of information that is available may not correspond to what investors in the Securities are accustomed to.

Modifications and waivers may be made in respect of the Terms and Conditions and the Trust Deeds by the Trustee or less than all of the Securityholders, and decisions may be made on behalf of all the Securityholders that may be adverse to the interest of the individual Securityholders.

Each of the Terms and Conditions of the Bonds and the Terms and Conditions of the Perpetual Securities contain provisions for calling meetings of Bondholders or, as the case may be, Holders of the Perpetual Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Securityholders, including those Securityholders who did not attend and vote at the relevant meeting and those Securityholders who voted in a manner contrary to the majority.

The Terms and Conditions also provide that the Trustee may (but shall not be obliged to), without the consent of Securityholders, agree to any modification (other than a proposed breach or breach relating to the subject of certain reserved matters) of the relevant Trust Deed (which includes the Terms and Conditions of the Bonds or the Terms and Conditions of the Perpetual Securities) and/or the relevant agency agreement for the Securities which, in the opinion of the Trustee, will not be materially prejudicial to the interests of the Securityholders and to any modification which is of a formal, minor or technical nature or is to correct a manifest error or to comply with any mandatory provision of applicable law.

In addition, the Trustee may (but shall not be obliged to), without the consent of the Securityholders, authorise or waive any proposed breach or breach of the Securities or the relevant Trust Deed (other than a proposed breach or breach relating to the subject of certain reserved matters) if, in the opinion of the Trustee, the interests of the Securityholders will not be materially prejudiced thereby.

The Securities will initially be represented by the Global Certificates and holders of a beneficial interest in the Global Certificates must rely on the procedures of the relevant Clearing System.

The Securities will initially be represented by the Global Certificates. Such Global Certificates will be deposited with a common depository for Euroclear and Clearstream (each of Euroclear and Clearstream, a "Clearing System"). Except in the circumstances described in the relevant Global Certificate, investors will not be entitled to receive definitive Bonds or, as the case may be, definitive Perpetual Securities. The relevant Clearing System will maintain records of the beneficial interests in each Global Certificate.

While the Securities are represented by the Global Certificates, investors will be able to trade their beneficial interests only through the Clearing Systems. While the Securities are represented by the Global Certificates, the Issuer will discharge its payment obligations under the Securities by making payments to the common depository for Euroclear and Clearstream, for distribution to their account holders. A holder of a beneficial interest in the Global Certificates must rely on the procedures of the relevant Clearing System to receive payments under the Securities. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Certificates.

Securityholders of beneficial interests in the Global Certificates will not have a direct right to vote in respect of the Securities. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant Clearing System to appoint appropriate proxies.

The Trustee may request Securityholders to provide an indemnity, security and/or pre-funding to its satisfaction.

In certain circumstances, including, without limitation, taking enforcement steps pursuant to the Terms and Conditions, the Trustee may, at its sole discretion, request Securityholders to provide an indemnity and/or security and/or pre-funding to its satisfaction before it takes any steps and/or actions and/or institutes any proceedings on behalf of the Securityholders. The Trustee shall not be obliged to take any such steps and/or actions and/or institute any such proceedings if not indemnified and/or secured and/or pre-funded to its satisfaction. Negotiating and agreeing to an indemnity and/or security and/or pre-funding can be a lengthy process and may impact on when such steps and/or actions can be taken and/or when such proceedings can be instituted. The Trustee may not be able to take such steps and/or actions and/or institute such proceedings, notwithstanding the provision of an indemnity and/or security and/or pre-funding to it, in breach of the terms of the relevant Trust Deed or the Terms and Conditions of the Bonds and/or the Terms and Conditions of the Perpetual Securities and in circumstances where there is uncertainty or dispute as to the applicable laws or regulations and, to the extent permitted by the agreements and the applicable law, it will be for the Securityholders to take such steps and/or actions and/or institute such proceedings directly.

Additional procedures may be required to be taken to bring English law governed matters or disputes to the Hong Kong courts. There is also no assurance that the PRC courts will recognise and enforce judgments of the Hong Kong courts in respect of English law governed matters or disputes.

Certain directors and senior management personnel of the Group reside within the PRC, and a proportion of the Group's assets and the assets of such persons are located in the PRC. Additional procedures may be required for investors to effect service of process on or enforce judgments obtained from non-PRC courts against the Group, its directors or its executive officers who live in the PRC. The Terms and Conditions and the transaction documents are governed by English law, whereas parties to these documents have submitted to the exclusive jurisdiction of the Hong Kong courts. In order to hear English law governed matters or disputes, Hong Kong courts may require certain additional procedures to be taken.

On 18 January 2019, the Supreme People's Court of the PRC and the Hong Kong government signed the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and the Hong Kong Special Administrative Region (關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排) (the "**2019 Arrangement**"). The 2019 Arrangement has been implemented in Hong Kong by the Mainland Judgments in Civil and Commercial Matters (Reciprocal Enforcement) Ordinance (Cap. 645), which came into operation on 29 January 2024. In the Mainland, the Supreme People's Court promulgated a judicial interpretation to implement the 2019 Arrangement on 25 January 2024 (the "**Judicial Interpretation**"). The 2019 Arrangement applies to judgments made on or after 29 January 2024.

Under the 2019 Arrangement, where the Hong Kong court has given a legally effective judgment in a civil and commercial matter, any party concerned may apply to the relevant People's Court of the Mainland for recognition and enforcement of the judgment, subject to the provisions, limits, procedures and other terms and requirements of the 2019 Arrangement and the Judicial Interpretation. The recognition and

enforcement of a Hong Kong court judgment could be refused if the relevant People's Court of the Mainland consider that the enforcement of such judgment is contrary to the basic principles of law of the Mainland or the social and public interests of the Mainland. While it is expected that the relevant People's Courts of the Mainland will recognise and enforce a judgment given by a Hong Kong court and governed by Hong Kong law, there can be no assurance that such courts will do so for all such judgments as there is no established practice in this area.

RISK RELATING TO THE BONDS

The Bonds may be redeemed early at the Issuer's option.

In respect of the Bonds, such Bonds may be redeemed at the Issuer's option in the circumstances as set forth in Condition 5(b) (*Redemption at the option of the Issuer*) of the Terms and Conditions of the Bonds. An optional redemption feature is likely to limit the market value of the Bonds. During any period when the Issuer may elect to redeem the Bonds, the market value of those Bonds generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

RISK RELATING TO THE PERPETUAL SECURITIES

The Perpetual Securities are perpetual securities and investors have no right to require redemption.

The Perpetual Securities are perpetual securities and have no maturity date. The Issuer is under no obligation to redeem the Perpetual Securities at any time and the Perpetual Securities can only be disposed of by sale. Holders of the Perpetual Securities who wish to sell their Perpetual Securities may be unable to do so at a price at or above the amount they have paid for them, or at all, if insufficient liquidity exists in the market for the Perpetual Securities.

The rate of distribution will be reset on an applicable Reset Date which may affect the market value of the Perpetual Securities.

The Perpetual Securities will have an Initial Distribution Rate from the Issue Date (inclusive) to the First Reset Date (not inclusive). Thereafter, the Distribution Rate of the Perpetual Securities will be reset to a rate per annum equal to the sum of (a) the US Treasury Benchmark Rate, (b) the initial spread of 2.682 per cent. and (c) a margin of 5.00 per cent. per annum. The reset Distribution Rate will be more than the Initial Distribution Rate but the applicable reset Distribution Rate will ultimately be dependent on the applicable Treasury Rate at the time of reset.

Holders of the Perpetual Securities may not receive Distribution if the Issuer elects to defer Distribution under the Terms and Conditions of the Perpetual Securities.

The Issuer may, at its sole discretion and subject to certain conditions, elect to defer any scheduled Distribution on the Perpetual Securities for any period of time. The Issuer is not subject to any limits as to the number of times Distributions can be deferred pursuant to the Terms and Conditions of the Perpetual Securities, subject to compliance with certain restrictions and notwithstanding any increase in the Distribution Rate which may be provided for under the Terms and Conditions of the Perpetual Securities.

Although, following a deferral of any scheduled Distribution, Arrears of Distributions are cumulative, the Issuer may defer their payment indefinitely in accordance with the Terms and Conditions of the Perpetual Securities. Any such deferral of Distribution does not constitute a default under the Terms and Conditions of the Perpetual Securities. The Issuer, the Guarantor, and their respective subsidiaries are subject to certain restrictions in relation to the payment of discretionary dividends on the Junior Securities and Parity Securities of the Issuer and the Guarantor, the discretionary redemption and repurchase of Parity Securities or Junior Securities of the Issuer and the Guarantor until any outstanding Arrears of Distribution and Additional Distribution Amount are satisfied or save in certain specified situations as further described in

the Terms and Conditions of the Perpetual Securities. Such restrictions on discretionary payments, redemption or repurchase act as the main deterrent against deferral of Distribution on the Perpetual Securities.

A breach of such restrictions on discretionary payments and discretionary redemption and repurchase by the Issuer or the Guarantor will not obligate the Issuer to satisfy any Arrears of Distributions or Additional Distribution Amount accrued at the time of the breach although it may result in a Step-Up Event (as defined in the Terms and Condition of the Perpetual Securities). Any Distribution at the increased Distribution Rate may be further deferred by the Issuer at its discretion indefinitely in accordance with the Terms and Conditions of the Perpetual Securities. See also “*Risk Factors – Risks Relating to the Perpetual Securities – The Securities confer Holders with limited rights upon the occurrence of a Step-Up Event.*”

Any deferral of Distribution will likely have an adverse effect on the market price of the Perpetual Securities. In addition, as a result of the Distribution deferral provision of the Perpetual Securities, the market price of the Perpetual Securities may be more volatile than the market prices of other debt securities on which original issue discount or interest accrues that are not subject to such deferrals and may be more sensitive generally to adverse changes in the Group’s financial condition.

The Perpetual Securities may be redeemed at the Issuer’s option on the First Call Date, any time between the First Call Date and the First Reset Date, the First Reset Date or on any Distribution Payment Date after the First Reset Date or upon the occurrence of certain other events.

The Perpetual Securities are redeemable at the option of the Issuer on the First Call Date, any time between the First Call Date and the First Reset Date, the First Reset Date or on any Distribution Payment Date after the First Reset Date at their principal amount together with any Distribution accrued to (but excluding) the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount).

In addition, the Issuer also has the right to redeem the Perpetual Securities upon the occurrence of a Step-Up Event. The Perpetual Securities may also be redeemed at the option of the Issuer if prior to the date fixed for redemption at least 90 per cent. in principal amount of the Perpetual Securities originally issued has been redeemed or purchased or cancelled. The date on which the Issuer elects to redeem the Perpetual Securities may not accord with the preference of individual holders. This may be disadvantageous to the holders in light of market conditions or the individual circumstances of the Holders of the Perpetual Securities. In addition, an investor may not be able to reinvest the redemption proceeds in comparable Perpetual Securities at an effective distribution rate at the same level as that of the Perpetual Securities.

There are limited remedies for non-payment under the Perpetual Securities.

Any scheduled Distribution will not be due if the Issuer elects to defer that Distribution pursuant to and in accordance with the Terms and Conditions of the Perpetual Securities. Notwithstanding any of the provisions relating to non-payment defaults, the right to institute winding-up proceedings against the Issuer and/or the Guarantor is limited to circumstances where a Winding-Up proceeding has been initiated against the Issuer and/or the Guarantor, as the case may be, or where payment has become due under the Perpetual Securities or the Trust Deed and the Issuer and/or the Guarantor, as the case may be, fails to make such payment for a period of 14 days or more after the date on which such payment is due. Holders of the Perpetual Securities would need to prove in such Winding-Up or claim in the liquidation of the Issuer or the Guarantor (as the case may be) for such payments.

The Perpetual Securities confer Holders of the Perpetual Securities with limited rights upon the occurrence of a Change of Control Triggering Event, or a Breach of Covenant Event, a Relevant Indebtedness Default Event or a Dividend Stopper Breach Event.

The Perpetual Securities confer Holders of the Perpetual Securities with limited rights upon the occurrence of a Change of Control Triggering Event, or a Breach of Covenant Event, or a Relevant Indebtedness

Default Event or a Dividend Stopper Breach Event (each as defined in the Terms and Conditions of the Perpetual Securities). The Issuer may, at any time, on giving irrevocable notice to the Trustee, the Principal Paying Agent and the Holders of the Perpetual Securities, redeem the Perpetual Securities in whole, but not in part, if any of such events occurs. The Issuer is, however, not obliged to redeem the Perpetual Securities upon the occurrence of any of such events under the Perpetual Securities. If the Issuer elects not to redeem the Perpetual Securities upon the occurrence of such events, the Distribution Rate will increase by a certain percentage per annum pursuant to the Terms and Conditions of the Perpetual Securities.

TERMS AND CONDITIONS OF THE BONDS

The following, subject to amendment and save for the paragraphs in italics, are the Terms and Conditions of the Bonds, which will be endorsed on the individual Certificates evidencing the Bonds.

The U.S.\$200,000,000 6.375 per cent. guaranteed bonds due 2028 (the “**Bonds**”, which expression includes any further bonds issued pursuant to Condition 14 (*Further Issues*) and forming a single series therewith) of China Great Wall International Holdings VI Limited (the “**Issuer**”) was authorised by resolutions passed at the meeting of the board of directors of the Issuer on 21 June 2024. The Bonds are guaranteed by China Great Wall AMC (International) Holdings Company Limited 中國長城資產(國際)控股有限公司 (the “**Guarantor**”). The giving of the Guarantee of the Bonds was authorised by resolutions passed at the meeting of the board of directors of the Guarantor on 21 June 2024. The Bonds are constituted by, are subject to, and have the benefit of, a trust deed dated 2 July 2024 (as the same may be amended, restated, modified, supplemented, replaced and/or novated from time to time, the “**Trust Deed**”) between the Issuer, the Guarantor and The Bank of New York Mellon, London Branch as trustee (the “**Trustee**”, which expression includes all persons for the time being trustee or trustees appointed under the Trust Deed) and are the subject of an agency agreement dated 2 July 2024 (as the same may be amended, restated, modified, supplemented, replaced and/or novated from time to time, the “**Agency Agreement**”) between the Issuer, the Guarantor, The Bank of New York Mellon SA/NV, Dublin Branch as registrar (the “**Registrar**”, which expression includes any successor registrar appointed from time to time in connection with the Bonds) and as transfer agent (the “**Transfer Agent**”, which expression includes any successor or additional transfer agents appointed from time to time in connection with the Bonds), The Bank of New York Mellon, London Branch as principal paying agent (the “**Principal Paying Agent**”, which expression includes any successor principal paying agent appointed from time to time in connection with the Bonds), any other paying agents named therein (together with the Principal Paying Agent, the “**Paying Agents**”, which expression includes any successor or additional paying agents appointed from time to time in connection with the Bonds) and the Trustee. References herein to the “**Agents**” are to the Registrar, the Principal Paying Agent, any other Paying Agents and the Transfer Agent and any reference to an “**Agent**” is to any one of them.

Certain provisions of these terms and conditions (these “**Conditions**”) are summaries of the Trust Deed and the Agency Agreement and are subject to their detailed provisions. The Holders (as defined below) are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and are deemed to have notice of those provisions of the Agency Agreement applicable to them. For so long as any Bond remains outstanding, copies of the Trust Deed and the Agency Agreement are (i) available for inspection by Holders at all reasonable times during normal business hours (being between 9:00 a.m. and 3:00 p.m., Monday to Friday, other than public holidays) at the principal office of the Trustee (being as at the Issue Date at 160 Queen Victoria Street, London, EC4V 4LA, United Kingdom) and at the specified office of the Principal Paying Agent, in any such case following prior written request and proof of holding and identity to the satisfaction of the Trustee or, as the case may be, the Principal Paying Agent; or (ii) provided by the Principal Paying Agent via email to the relevant Holders following prior written request and proof of holding and identity satisfactory to the Principal Paying Agent, in each case, provided the Trustee and/or the Principal Paying Agent has been supplied with the relevant documents by the Issuer.

All capitalised terms not defined in these Conditions have the meanings ascribed to them in the Trust Deed.

1. FORM, DENOMINATION, STATUS, RANKING AND GUARANTEE

- (a) *Form and denomination:* The Bonds are in registered form in the denomination of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof (each, an “**Authorised Denomination**”).
- (b) *Status of the Bonds:* The Bonds constitute direct, general, unsecured, unsubordinated and unconditional obligations of the Issuer which will at all times rank *pari passu* and without any preference or priority among themselves and at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

- (c) *Guarantee of the Bonds:* The Guarantor has in the Trust Deed unconditionally and irrevocably guaranteed the due and punctual payment of all sums from time to time payable by the Issuer in respect of the Bonds (the “**Guarantee of the Bonds**”). The Guarantee of the Bonds constitutes direct, general, unsecured, unsubordinated and unconditional obligations of the Guarantor which will at all times rank at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

Upon issue, the Bonds will be evidenced by a global Certificate (the “Global Certificate”) substantially in the form scheduled to the Trust Deed. The Global Certificate will be registered in the name of a nominee for, and deposited with, a common depositary for Euroclear Bank SA/NV (“Euroclear”) and Clearstream Banking S.A. (“Clearstream”) and will be exchangeable for individual Certificates only in the circumstances set out therein.

2. REGISTER, TITLE AND TRANSFERS

- (a) *Register:* The Registrar will maintain a register (the “**Register**”) outside of the United Kingdom in respect of the Bonds in accordance with the provisions of the Agency Agreement. In these Conditions, the “**Holder**” of a Bond means the person in whose name such Bond is for the time being registered in the Register (or, in the case of a joint holding, the first named thereof). A certificate (each, a “**Certificate**”) will be issued to each Holder in respect of its registered holding. Each Certificate will be numbered serially with an identifying number which will be recorded in the Register.
- (b) *Title:* The Holder of each Bond shall (except as ordered by a court of competent jurisdiction or as otherwise required by law) be treated as the absolute owner of such Bond for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing on the Certificate relating thereto (other than the endorsed form of transfer) or any notice of any previous loss or theft of such Certificate) and no person shall be liable for so treating such Holder. No person shall have any right to enforce any term or condition of any Bonds or the Trust Deed under the Contracts (Rights of Third Parties) Act 1999 but this shall not affect any right or remedy which exists or is available apart from such Act and is without prejudice to the rights of the Holders as set out in Condition 13 (*Enforcement*).
- (c) *Transfers:* Subject to the Agency Agreement and Conditions 2(f) (*Closed periods*) and 2(g) (*Regulations concerning transfers and registration*) below, a Bond may be transferred upon surrender of the relevant Certificate, with the endorsed form of transfer duly completed, at the specified office of the Registrar or any Transfer Agent, together with such evidence as the Registrar or (as the case may be) such Transfer Agent may require to prove the title of the transferor and the authority of the individuals who have executed the form of transfer; **provided, however, that** a Bond may not be transferred unless the principal amount of Bonds transferred and (where not all of the Bonds held by a Holder are being transferred) the principal amount of the balance of Bonds not transferred are Authorised Denominations. Where not all the Bonds represented by the surrendered Certificate are the subject of the transfer, a new Certificate in respect of the balance of the Bonds will be issued to the transferor. No transfer of title to a Bond will be valid unless and until entered on the Register.

Transfers of interests in the Bonds evidenced by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems.

- (d) *Registration and delivery of Certificates:* Within seven business days of the surrender of a Certificate in accordance with Condition 2(c) (*Transfers*) above, the Registrar will register the transfer in question and deliver a new Certificate of a like principal amount of the Bonds transferred to each relevant Holder at its specified office or (as the case may be) the specified office of any Transfer Agent or (at the request and risk of any such relevant Holder) by

uninsured first class mail (airmail if overseas) to the address specified for the purpose by such relevant Holder, unless such Holder requests otherwise and pays in advance to the relevant Transfer Agent or the Registrar (as the case may be) the costs of such other method of delivery and/or such insurance as it may specify.

Except in the limited circumstances described in the Global Certificate, owners of interests in Bonds represented by the Global Certificate will not be entitled to receive definitive Certificates in respect of their individual holdings of Bonds. The Bonds are not issuable in bearer form.

- (e) *No charge:* The transfer of a Bond will be effected without charge by or on behalf of the Issuer, the Registrar or any Transfer Agent but (i) against such indemnity and/or security and/or pre-funding as the Registrar or (as the case may be) such Transfer Agent may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such transfer; (ii) the Registrar or the relevant Transfer Agent being satisfied in its absolute discretion with the documents of title or identity of the person making the application; and (iii) the relevant Agent being satisfied that the regulations referred to in Condition 2(g) (*Regulations concerning transfers and registration*) below concerning transfer of Bonds have been complied with.
- (f) *Closed periods:* No Holders may require the transfer of a Bond to be registered (i) during the period of 15 days ending on (and including) the due date for any payment of principal or interest in respect of the Bonds or (ii) after any Bond has been called for redemption.
- (g) *Regulations concerning transfers and registration:* All transfers of Bonds and entries on the Register are subject to the detailed regulations concerning the transfer of Bonds scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Trustee and the Registrar and by the Registrar with the prior written approval of the Trustee. A copy of the current regulations will be mailed (free of charge to the relevant Holder) by the Registrar to any Holder who requests in writing a copy of such regulations and provides proof of holding and identity satisfactory to the Registrar.

3. CERTAIN COVENANTS

- (a) *Negative Pledge:* For so long as any Bond remains outstanding (as defined in the Trust Deed), each of the Guarantor and the Issuer will not, and will not permit any of its respective Subsidiaries (other than any Listed Subsidiary) to create, incur, assume or permit to exist any Security Interest upon any of its property or assets, now owned or hereafter acquired, to secure any Relevant Indebtedness of the Guarantor, the Issuer or any such Subsidiary (or any guarantees or indemnity in respect thereof) outside of the PRC without, in any such case, making effective provision whereby the Bonds and the Guarantee of the Bonds will be secured either at least equally and rateably with such Relevant Indebtedness or by such other Security Interest as shall have been approved by the Holders as provided in the Trust Deed, for so long as such Relevant Indebtedness will be so secured.

The foregoing restriction will not apply to:

- (A) any Security Interest which is in existence on or prior to the Issue Date;
- (B) any Security Interest either over any asset acquired after the Issue Date which is in existence at the time of such acquisition or in respect of the obligations of any Person which becomes the Guarantor's Subsidiary after the Issue Date which is in existence at the date on which it becomes the Guarantor's Subsidiary and in both cases any replacement thereof created in connection with the refinancing (together with interest, fees and other charges attributable thereto) of the Indebtedness originally secured (but the principal amount secured by any such Security Interest may not be increased), **provided that** any such Security Interest was not incurred in anticipation of such acquisition or of such company becoming the Guarantor's Subsidiary;

- (C) any Security Interest created on any property or asset acquired, leased or developed (including improved, constructed, altered or repaired) after the Issue Date, **provided, however, that** (i)(x) any such Security Interest shall be confined to the property or asset acquired, leased or developed (including improved, constructed, altered or repaired) and; (y) to the extent that such Security Interest shall secure any other property or asset, the principal amount of the debt encumbered by such Security Interest shall not exceed the cost of the applicable acquisition, development or improvement and (ii) any such Security Interest shall be created concurrently with or within two years following the acquisition, lease or development (including construction, improvement, repair or alteration) of such property or asset;
 - (D) any Security Interest on any loan extended by a Finance Subsidiary to the Guarantor, the Issuer or any of its Subsidiaries or on any Capital Stock of a Finance Subsidiary; and
 - (E) any renewal or extension of any of the Security Interests described in the foregoing clauses which is limited to the original property or asset covered thereby.
- (b) *Rating Maintenance:* For so long as any Bond remains outstanding, save with the approval of an Extraordinary Resolution of the Holders, the Issuer shall use its reasonable endeavours to maintain a rating on the Bonds by a Rating Agency.
 - (c) *Limitation on Business Activities:* For so long as the Bonds are outstanding, the Issuer will conduct no business or any other activities other than the offering, sale or issuance of bonds, notes or other securities (including any further securities issued in accordance with Condition 14 (*Further Issues*)), the lending of the proceeds thereof to the Guarantor or a Subsidiary of the Guarantor, directly or indirectly, and located in a jurisdiction outside the PRC, the maintenance of the Issuer's corporate existence and any other activities in connection therewith.
 - (d) *Financial Statements:* For so long as any Bond remains outstanding, each of the Issuer and the Guarantor will furnish the Trustee with (i) a Compliance Certificate (on which the Trustee may rely conclusively as to such compliance without liability to any Holder or any other person) within 180 days after the end of the fiscal year of the Guarantor; (ii) as soon as they are available, but in any event within 180 days after the end of each Relevant Period, copies of the Guarantor Audited Financial Reports audited by a firm of independent accountants; and (iii) as soon as they are available, but in any event within 135 days after the end of each Relevant Period, copies of Guarantor Unaudited Financial Reports prepared on a basis consistent with the Guarantor Audited Financial Reports,

provided however, that if at any time the Capital Stock of the Guarantor is listed for trading on a recognised stock exchange, the Guarantor, in lieu of the statements and reports identified in Conditions 3(d)(ii) and 3(d)(iii) above, shall have the option to deliver to the Trustee, as soon as they are available but in any event not more than 10 days after any financial reports of the Guarantor are filed with any recognised exchange on which the Guarantor's Capital Stock is at any time listed for trading, true and correct copies of any financial report filed with such exchange.

The Trustee shall not be required to review the relevant Guarantor Audited Financial Reports, Guarantor Unaudited Financial Reports or any other financial report furnished or delivered to it as contemplated in this Condition 3(d) and, if the same shall not be in the English language, shall not be required to request or obtain or arrange for an English language translation of the same, and the Trustee shall not be liable to any Bondholder or any other person for not doing so.

- (e) *Consolidation, Merger and Sale of Assets*: Neither the Guarantor nor the Issuer may consolidate with or merge into any other Person in a transaction in which the Guarantor or the Issuer, as the case may be, is not the surviving entity, or convey, transfer or lease its properties and assets substantially as an entirety to any Person unless:
- (A) any Person formed by such consolidation or into which the Guarantor or the Issuer, as the case may be, is merged or to whom the Guarantor or the Issuer, as the case may be, has conveyed, transferred or leased its properties and assets substantially as an entirety is a corporation validly existing under the laws of the jurisdiction of its organisation and such Person expressly assumes by a supplemental trust deed to the Trust Deed all the obligations of the Guarantor or the Issuer under the Trust Deed, the Bonds or the Guarantee of the Bonds, as the case may be;
 - (B) immediately after giving effect to the transaction, no Event of Default, and no event which could, with the giving of notice, lapse of time, the issuing of a certificate and/or fulfilment of any other requirement provided in Condition 8 (*Events of Default*), become an Event of Default, shall have occurred and be continuing;
 - (C) any such Person not organised and validly existing under the laws of (or any such Person resident for tax purposes in a jurisdiction other than) Hong Kong or any successor jurisdiction (in the case of the Guarantor) or the British Virgin Islands or any successor jurisdiction (in the case of the Issuer) shall expressly agree in a supplemental trust deed that its jurisdiction of organisation or tax residence (or any political subdivision, territory or possession thereof, any taxing authority therein or any area subject to its jurisdiction) will be added to the list of Relevant Jurisdictions (as defined in Condition 7 (*Taxation*)); and
 - (D) if, as a result of the transaction, any property or asset of the Guarantor or any of the Guarantor's Subsidiaries would become subject to a Security Interest that would not be permitted under Condition 3(a) (*Negative Pledge*) above, the Guarantor, the Issuer or such successor Person takes such steps as shall be necessary to secure the Bonds at least equally and rateably with the Relevant Indebtedness secured by such Security Interest or by such other Security Interest as shall have been approved by Holders pursuant to the Trust Deed.
- (f) *NDRC Filings*: The Guarantor undertakes to make or cause to be made filings with the NDRC of the requisite information and documents in respect of the Bonds within the relevant prescribed timeframe after the Issue Date in accordance with the NDRC Measures, including but not limited to, the filing with the NDRC of the requisite information and documents in respect of the issue of the Bonds within ten PRC Business Days after the Issue Date.

The Trustee shall have no duty to monitor or ensure or to assist with the filings with the NDRC of such requisite information and/or documents as aforesaid on or before the deadline referred to above or to verify the accuracy, validity and/or genuineness of any such information and/or documents or to obtain or receive copies of any requisite information and/or documents filed by the Guarantor with the NDRC as contemplated in this Condition 3(f) (*NDRC Filings*), and the Trustee shall not be liable to any Holders or any other person for not doing so.

4. INTEREST

The Bonds bear interest on their outstanding principal amount from and including the Issue Date at the rate of 6.375 per cent. per annum, payable semi-annually in arrear in equal instalments of U.S.\$31.875 per Calculation Amount (as defined below) on 2 January and 2 July in each year (each an “**Interest Payment Date**”) commencing on 2 January 2025.

Each Bond will cease to bear interest from the due date for redemption unless, upon surrender of the Certificate representing such Bond, payment of principal is improperly withheld or refused. In such event it shall continue to bear interest at such rate (both before and after judgment) until whichever is the earlier of (a) the day on which all sums due in respect of such Bond up to that day are received by or on behalf of the relevant Holder, and (b) the day falling seven days after the Trustee or the Principal Paying Agent has notified Holders of receipt of all sums due in respect of all the Bonds up to that seventh day (except to the extent that there is failure in the subsequent payment to the relevant Holders under these Conditions).

If interest is required to be calculated for a period of less than a complete Interest Period (as defined below), the relevant day-count fraction will be determined on the basis of a 360-day year consisting of 12 months of 30 days each and, in the case of an incomplete month, the number of days elapsed.

In these Conditions, the period beginning on and including the Issue Date and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date is called an “**Interest Period**”.

Interest in respect of any Bond shall be calculated per U.S.\$1,000 in principal amount of the Bonds (the “**Calculation Amount**”). The amount of interest payable per Calculation Amount for any period shall (save as provided above in relation to equal instalments) be equal to the product of the rate of interest specified above, the Calculation Amount and the day-count fraction for the relevant period, rounding the resulting figure to the nearest cent (half a cent being rounded upwards).

5. REDEMPTION AND PURCHASE

- (a) *Final redemption:* Unless previously redeemed, or purchased and cancelled, the Bonds will be redeemed at their principal amount on 2 January 2028 (the “**Maturity Date**”). The Bonds may not be redeemed at the option of the Issuer other than in accordance with this Condition 5 (*Redemption and Purchase*).
- (b) *Redemption at the option of the Issuer:* The Bonds may be redeemed at the option of the Issuer in whole or in part, on giving not less than 30 nor more than 60 days’ irrevocable notice (the “**Optional Redemption Notice**”) (in accordance with Condition 15 (*Notices*)) to the Holders and in writing to the Trustee and the Principal Paying Agent at a redemption price equal to:
 - (A) (in the case of an Optional Redemption Date falling before 2 December 2027 (being one month before the Maturity Date)) the Make Whole Price as of the Optional Redemption Date, and unpaid interest, if any, accrued to but excluding such Optional Redemption Date; or
 - (B) (in the case of an Optional Redemption Date falling on or after 2 December 2027 (being one month before the Maturity Date)) their principal amount, plus unpaid interest, if any, accrued to but excluding such Optional Redemption Date.
- (c) *Redemption for tax reasons:* The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ notice to the Holders (in accordance with Condition 15 (*Notices*)) and in writing to the Trustee and the Principal Paying Agent (which notice shall be irrevocable), at their principal amount, together with any interest (if any) accrued to but excluding the date fixed for redemption if, immediately before giving such notice, the Issuer satisfies the Trustee that as a result of any change in or

amendment to the laws of a Relevant Jurisdiction or any regulations or rulings promulgated thereunder, or any change in the official interpretation or application of such laws, regulations or rulings (including a holding by a court of competent jurisdiction), which change or amendment (i) in the case of the Guarantor or the Issuer becomes effective on or after 25 June 2024 and (ii) in the case of any successor to the Guarantor or the Issuer that is organised or tax resident in a jurisdiction that is not a Relevant Jurisdiction as of 25 June 2024 becomes effective on or after the date such successor assumes the Guarantor's or the Issuer's obligations, as applicable, under the Bonds and the Trust Deed (each a "**Gross-Up Event**"),

- (A) (1) the Issuer is or would be required on the next succeeding due date for a payment with respect to the Bonds to pay Additional Amounts with respect to the Bonds as provided or referred to in Condition 7 (*Taxation*) and (2) such obligation cannot be avoided by the use of reasonable measures available to the Issuer or any successor person, as the case may be; or
- (B) (1) the Guarantor is or (if a demand was made under the Guarantee of the Bonds) would be required on the next succeeding due date for a payment with respect to the Bonds to pay Additional Amounts as provided or referred to in Condition 7 (*Taxation*) and (2) such obligation cannot be avoided by the use of reasonable measures available to the Guarantor or any successor person, as the case may be,

provided, however, that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer or the Guarantor, as the case may be, would be obliged to pay such Additional Amounts if a payment in respect of the Bonds were then due or (as the case may be) a demand under the Guarantee of the Bonds were then made.

Prior to the publication of any notice of redemption pursuant to this Condition 5(c) (*Redemption for tax reasons*), the Issuer shall deliver or procure that there is delivered to the Trustee (x) a certificate in English signed by any Authorised Signatory of the Issuer stating that the circumstances referred to in Condition 5(c)(A) above prevail and setting out the details of such circumstances or (as the case may be) a certificate in English signed by any Authorised Signatory of the Guarantor stating that the circumstances referred to in Condition 5(c)(B) above prevail and setting out details of such circumstances and (y) an opinion in form and substance satisfactory to the Trustee of independent legal or tax advisers of recognised standing to the effect that the Issuer or (as the case may be) the Guarantor has or will become obliged to pay such Additional Amounts as a result of such change or amendment. The Trustee shall be entitled to (but shall not be obliged to) accept and rely upon such certificate and opinion (without further investigation or enquiry and without liability to the Holders or any other person) as sufficient evidence of the satisfaction of the circumstances set out in Conditions 5(c)(A) and 5(c)(B) above, in which event the same shall be conclusive and binding on the Holders. Upon the expiry of any such notice as is referred to in this Condition 5(c) (*Redemption for tax reasons*), the Issuer shall be bound to redeem the Bonds in accordance with this Condition 5(c) (*Redemption for tax reasons*).

- (d) *Redemption upon a Change of Control Triggering Event*: At any time following the occurrence of a Change of Control Triggering Event, the Holder of any Bond will have the right, at such Holder's option, to require the Issuer to redeem all but not some only of that Holder's Bonds on the Change of Control Put Date at 101 per cent. of their principal amount, together with interest accrued to but excluding such Change of Control Put Date. In order to exercise such right, the Holder of the relevant Bond must deposit at the specified office of the Principal Paying Agent or any other Paying Agent a duly completed and signed notice of redemption, in the form for the time being current, obtainable from the specified office of the Principal Paying Agent or any other Paying Agent (a "**Put Exercise Notice**"), together with the Certificate evidencing the Bonds to be redeemed by not later than 30 days following a Change of Control Triggering Event, or, if later, 30 days following the date upon which notice thereof is given to Holders by the Issuer in accordance with Condition 15 (*Notices*).

The “**Change of Control Put Date**” shall be the fourteenth day after the expiry of such period of 30 days as referred to above in this Condition 5(d) (*Redemption upon a Change of Control Triggering Event*). A Put Exercise Notice, once delivered, shall be irrevocable and the Issuer shall redeem the Bonds the subject of the Put Exercise Notices delivered as aforesaid on the Change of Control Put Date.

The Issuer shall give notice in writing to Holders in accordance with Condition 15 (*Notices*) and to the Trustee and the Principal Paying Agent in writing by not later than 30 days following the first day on which it becomes aware of the occurrence of a Change of Control Triggering Event, which notice shall specify the procedure for exercise by Holders of their rights to require redemption of the Bonds pursuant to this Condition 5(d) (*Redemption upon a Change of Control Triggering Event*).

- (e) *No other redemption*: The Issuer shall not be entitled to redeem the Bonds otherwise than as provided in Conditions 5(a) (*Final redemption*) to 5(d) (*Redemption upon a Change of Control Triggering Event*) above.
- (f) *Purchase*: The Issuer, the Guarantor or any of their respective Subsidiaries may at any time purchase Bonds in the open market or otherwise and at any price and such Bonds may be held, resold or, at the option of the Issuer, surrendered to any Paying Agent for cancellation.
- (g) *No duty to monitor*: The Trustee and the Agents shall not be obliged to take any steps to ascertain whether a Gross-Up Event, a Change of Control or a Change of Control Triggering Event has occurred or to monitor the occurrence of any Gross-Up Event, a Change of Control or a Change of Control Triggering Event, and shall not be liable to the Holders or any other person for not doing so.
- (h) *Cancellation*: All Bonds so redeemed shall be cancelled and all Bonds so cancelled and any Bonds cancelled pursuant to Condition 5(f) (*Purchase*) above may not be reissued or resold.
- (i) *Calculations*: Neither the Trustee nor any of the Agents shall be responsible for calculating or verifying the calculations of any amount payable under any notice of redemption or Put Exercise Notice (including by way of example and not of limitation any Make Whole Price) and none of them shall be liable to the Holders or any other person for not doing so.

6. PAYMENTS

- (a) *Principal*: Payments of principal shall be made by transfer to a U.S. dollar account maintained by the payee and (i) (in the case of redemption) upon surrender, or (ii) (in the case of part payment only) upon endorsement of the relevant Certificates at the specified office of any Paying Agent.
- (b) *Interest*: Payments of interest shall be made by transfer to a U.S. dollar account maintained by the payee and (i) (in the case of interest payable on redemption) upon surrender, or (ii) (in the case of part payment only) upon endorsement of the relevant Certificates at the specified office of any Paying Agent.
- (c) *Payments subject to fiscal laws*: All payments in respect of the Bonds are subject in all cases to (i) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 7 (*Taxation*) and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Condition 7 (*Taxation*)) any law implementing an intergovernmental approach. No commissions or expenses shall be charged to the Holders in respect of such payments.

- (d) *Payments on business days:* Payment instructions (for value the due date, or, if the due date is not a business day, for value the next succeeding business day) will be initiated (i) (in the case of payments of principal and interest payable on redemption) on the later of the due date for payment and the day on which the relevant Certificate is surrendered (or, in the case of part payment only, endorsed) at the specified office of a Paying Agent and (ii) (in the case of payments of interest payable other than on redemption) on the due date for payment. A Holder of a Bond shall not be entitled to any interest or other payment in respect of any delay in payment resulting from the due date for a payment not being a business day.
- (e) *Record date:* Each payment in respect of a Bond will be made to the person shown as the Holder in the Register at the close of business in the place of the Registrar's specified office on the fifteenth day before the due date for such payment (the "**Record Date**").

*Whilst the Bonds are evidenced by the Global Certificate, each payment in respect of the Global Certificate will be made to the person shown as the Holder in the Register at the close of business (of the relevant clearing system) on the Clearing System Business Day before the due date for such payment, where "**Clearing System Business Day**" means a weekday (Monday to Friday, inclusive, except 25 December and 1 January).*

- (f) *Partial payment:* If a Paying Agent makes a partial payment in respect of any Bonds, the Issuer shall procure that the amount and date of such payment are noted in the Register and, in the case of partial payment upon presentation of a Certificate, that a statement indicating the amount and the date of such payment is endorsed on the relevant Certificate.

7. TAXATION

- (a) *Gross up:* All payments of principal, premium (if any) and interest in respect of the Bonds and/or the Guarantee of the Bonds by or on behalf of the Issuer or the Guarantor shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature (in these Conditions, "**Taxes**") imposed, levied, collected, withheld or assessed by or on behalf of the British Virgin Islands, Hong Kong or the PRC, in each case including any political subdivision, territory or possession thereof, and any authority therein having power to tax (each as applicable, a "**Relevant Jurisdiction**"), unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law.

Where such withholding or deduction is made by the Issuer or (as the case may be) the Guarantor as a result of the Issuer or the Guarantor being deemed by PRC tax authorities to be a PRC tax resident, at the rate up to and including the applicable rate in effect in the PRC on 25 June 2024 (the "**Applicable Rate**"), the Issuer or the Guarantor, as the case may be, will pay such additional amounts to the extent required, as will result in receipt by the Holders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required.

If the Issuer or the Guarantor is required to make (i) such deduction or withholding by or within the PRC, in excess of the Applicable Rate or (ii) any deduction or withholding by or within Hong Kong or the British Virgin Islands, the Issuer or the Guarantor, as the case may be, shall pay such additional amounts (the "**Additional Amounts**") as will result in receipt by the Holders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required, except that no such Additional Amounts shall be payable in respect of any Bond:

- (A) to a Holder (or to a third party on behalf of a Holder) who is liable to such Taxes in respect of such Bond by reason of his having some connection with the Relevant Jurisdiction other than the mere holding of the Bond; or

- (B) where the relevant Bond Certificate is presented or surrendered for payment more than 30 days after the Relevant Date, except to the extent that the Holder of such Bond would have been entitled to such Additional Amounts on presenting or surrendering such Bond Certificate for payment on the last day of such period of 30 days.
- (b) *Taxing jurisdiction*: If the Issuer or the Guarantor (or any successor of the Issuer or the Guarantor) becomes subject at any time to any taxing jurisdiction other than the British Virgin Islands, Hong Kong or the PRC, references in these Conditions to the Relevant Jurisdiction shall be construed to include such other jurisdiction.

Any reference in these Conditions to principal or interest shall be deemed to include any Additional Amounts in respect of such principal or interest (as the case may be) which may be payable under this Condition 7 (*Taxation*) or any undertaking given in addition to or in substitution of this Condition 7 (*Taxation*) pursuant to the Trust Deed.

- (c) *Not liable*: Neither the Trustee nor any Agent shall be responsible for paying any tax, duty, charges, withholding or other payment referred to in this Condition 7 (*Taxation*) or for determining whether such amounts are payable or the amount thereof, and none of them shall be responsible or liable for any failure by the Issuer, the Guarantor, any Holder or any third party to pay such tax, duty, charges, withholding or other payment in any jurisdiction or to provide any notice or information to the Trustee or any Agent that would permit, enable or facilitate the payment of any principal, premium (if any), interest or other amount under or in respect of the Bonds without deduction or withholding for or on account of any tax, duty, charge, withholding or other payment imposed by or in any jurisdiction.

8. EVENTS OF DEFAULT

If any of the following events (“**Events of Default**”) occurs and is continuing, the Trustee at its discretion may, and if so requested in writing by Holders of at least 25 per cent. of the aggregate principal amount of the Bonds then outstanding or if so directed by an Extraordinary Resolution shall (provided in any such case that the Trustee shall first have been indemnified and/or secured and/or pre-funded to its satisfaction), give notice to the Issuer that the Bonds are, and they shall immediately become, due and payable at 100 per cent. of their principal amount together (if applicable) with accrued and unpaid interest:

- (a) *Non-Payment of Principal*: failure to pay principal on any of the Bonds after the date such amount is due and payable, upon optional redemption, acceleration or otherwise, and such failure to pay continues for a period of 14 days; or
- (b) *Non-Payment of Interest*: failure to pay interest on any Bond within 30 days after the due date for such payment; or
- (c) *Breach of Other Obligations*:
 - (i) failure by the Issuer or the Guarantor to comply with its obligations under the covenants described in Condition 3(e) (*Consolidation, Merger and Sale of Assets*); or
 - (ii) failure by the Issuer or the Guarantor to perform any of its other covenants or agreements under the Trust Deed (other than those referred to in Conditions 8(a) (*Non-Payment of Principal*), 8(b) (*Non-Payment of Interest*) and 8(c)(i) above or where such failure gives rise to a right of redemption pursuant to Condition 5(d) (*Redemption upon a Change of Control Triggering Event*)), and such failure continues for 60 days after there has been given, by registered mail, to the Guarantor or the Issuer, as the case may be, by the Trustee’s written notice specifying such failure and requiring it to be remedied; or

- (d) *Cross-acceleration*: (i) failure to pay upon final maturity (after giving effect to the expiration of any applicable grace period therefor) the principal of any Indebtedness of the Guarantor, the Issuer or any Relevant Subsidiary, (ii) acceleration of the maturity of any Indebtedness of the Guarantor, the Issuer or any Relevant Subsidiary following a default by the Guarantor, the Issuer or any such Relevant Subsidiary, if such Indebtedness is not discharged, or such acceleration is not annulled, within 10 days after receipt by the Trustee of the written notice from the Guarantor or the Issuer as provided in the Trust Deed, or (iii) failure to pay any amount payable by the Guarantor, the Issuer or any Relevant Subsidiary under any guarantee or indemnity in respect of any Indebtedness of any other Person if such obligation is not discharged or otherwise satisfied within 10 days after receipt by the Trustee of written notice as provided in the Trust Deed; **provided, however, that** no such event set forth in (i), (ii) or (iii) of this Condition 8(d) (*Cross-acceleration*) shall constitute an Event of Default unless the aggregate outstanding Indebtedness to which all such events relate exceeds U.S.\$30 million (or its equivalent in any other currency); or
- (e) *Guarantee not in force*: the Guarantee of the Bonds ceases to be in full force or effect or the Guarantor denies or disaffirms its obligations under the Guarantee of the Bonds; or
- (f) *Unsatisfied judgment*: failure by the Guarantor, the Issuer or any Relevant Subsidiary to pay one or more final judgments from a court of competent jurisdiction in the PRC, the British Virgin Islands, Hong Kong, or a member country of the Organisation for Economic Cooperation and Development, aggregating in excess of U.S.\$30 million (or its equivalent in other currencies), which judgments are not paid, discharged or stayed for a period of 60 days, during which a stay of enforcement, by reason of a pending appeal or otherwise, is not in effect; or
- (g) *Winding up, etc.*: (i) a decree or order is entered (A) for relief in respect of the Guarantor, the Issuer or any Relevant Subsidiary in an involuntary case of winding-up or bankruptcy proceeding under applicable law or (B) adjudging the Guarantor, the Issuer or any Relevant Subsidiary bankrupt or insolvent, or (ii) in connection with the bankruptcy or insolvency of the Guarantor, the Issuer or any Relevant Subsidiary, a decree or order is entered seeking a reorganisation, a winding up, an arrangement, an adjustment or a composition, with creditors, of or in respect of the Guarantor, the Issuer or any Relevant Subsidiary under applicable law, or (iii) a decree or order is entered appointing a custodian, receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Guarantor, the Issuer or any Relevant Subsidiary or of all or substantially all of their respective properties, or ordering the winding up or liquidation of any of their affairs, and in each case, any such decree or order remains unstayed and in effect for a period of 60 consecutive days; except in each case, (x) for the purposes of and followed by a reconstruction, restructuring and rehabilitation, amalgamation, reorganisation, merger or consolidation of a Relevant Subsidiary whereby the assets or undertakings of such Relevant Subsidiary are vested in or otherwise transferred to the Guarantor, the Issuer or any Subsidiary of the Guarantor in any combination, or (y) a disposal of a Relevant Subsidiary on an arm's length basis where the consideration received from such disposal is transferred or otherwise vested in the Guarantor or any of its Subsidiaries; or
- (h) *Insolvency*: the Guarantor, the Issuer or any Relevant Subsidiary institutes a voluntary case or proceeding under applicable bankruptcy, insolvency, reorganisation or similar law, or any other case or proceedings to be adjudicated bankrupt or insolvent, or the Guarantor, the Issuer or any Relevant Subsidiary files a petition or answer or consent seeking reorganisation or relief under applicable bankruptcy, insolvency, reorganisation or similar law, or consents to the filing of any such petition or to the appointment of or taking possession by a custodian, receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of any of the Guarantor, the Issuer or any Relevant Subsidiary or of all or substantially all of its respective property, or makes an assignment for the benefit of creditors, or takes corporate action in furtherance of any such action; except in each case, (x) for the purposes of and followed by a reconstruction, restructuring and rehabilitation, amalgamation, reorganisation, merger or consolidation of a

Relevant Subsidiary whereby the assets or undertakings of such Relevant Subsidiary are vested in or otherwise transferred to the Guarantor, the Issuer or any Subsidiary of the Guarantor in any combination, or (y) a disposal of a Relevant Subsidiary on arm's length basis where the consideration received from such disposal is transferred or otherwise vested in the Guarantor or any of its Subsidiaries; or

- (i) *Security enforced:* (i) a distress, attachment, execution, any other legal process is levied, enforced or sued out on or against, or (ii) any mortgage, charge, pledge, lien or other encumbrance, present or future, becomes enforceable and any step is taken to enforce it (including the taking of possession or the appointment of a receiver, manager or other similar person), in each case with respect to, all or substantially all of the property, assets or revenues of the Guarantor, the Issuer or any of the Relevant Subsidiaries, as the case may be, and is not discharged or stayed within 60 days; or
- (j) *Failure to take action, etc.:* any action, condition or thing (including the obtaining or effecting of any necessary consent, approval, authorisation, exemption, filing, license, order, recording or registration) at any time required to be taken, fulfilled or done in order (i) to enable the Issuer and the Guarantor lawfully to enter into, exercise their respective rights and perform and comply with their respective obligations under the Bonds (other than with regard to the performance and compliance with the obligations thereunder) and the Trust Deed, (ii) to ensure that those obligations are legally binding and enforceable and (iii) to make the Bonds and the Trust Deed admissible in evidence in the courts of Hong Kong (as the case may be) is not taken, fulfilled or done; or
- (k) *Unlawfulness:* it is or will become unlawful for any of the Guarantor and the Issuer to perform or comply with any one or more of their respective obligations under any of the Bonds and/or the Trust Deed.

9. PRESCRIPTION

Claims for payment in respect of the Bonds shall become void unless the relevant Certificates are surrendered for payment within ten years of the appropriate Relevant Date.

10. REPLACEMENT OF CERTIFICATES

If any Certificate is lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the Registrar and the Transfer Agent, subject to all applicable laws and competent authority, stock exchange and/or quotation system requirements, upon payment by the claimant of the expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer may reasonably require or, as the case may be, the Transfer Agent or the Registrar may require. Mutilated or defaced Certificates must be surrendered before replacements will be issued.

11. TRUSTEE AND AGENTS

Under the Trust Deed, the Trustee is entitled to be indemnified and/or provided with security and/or prefunded and relieved from responsibility and liability in certain circumstances and to be paid or reimbursed for its fees, costs, expenses and indemnity payments and for any liabilities incurred by it in priority to the claims of the Holders. In addition, the Trustee is entitled to enter into business transactions with the Issuer, the Guarantor and any entity relating (directly or indirectly) to the Issuer or the Guarantor without accounting for any profit.

In the exercise of its powers and discretions under these Conditions and the Trust Deed, the Trustee will have regard to the interests of the Holders as a class and, in particular but without limitation, the Trustee will not be responsible or liable for any consequence for individual Holders as a result of such Holders being connected in any way with a particular territory or taxing jurisdiction.

In acting under the Agency Agreement and in connection with the Bonds, the Agents act solely as agents of the Issuer, the Guarantor and (to the extent provided therein) the Trustee and do not assume any obligations towards or relationship of agency or trust for or with any of the Holders.

The Trustee may rely without liability to Holders, the Issuer, the Guarantor or any other person on any report, confirmation, certificate or information from or any advice or opinion of any legal counsel, auditor, accountant, financial adviser, valuer, financial institution or any other expert, whether or not obtained by or addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or any other person in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may accept and shall be entitled to rely on any such report, confirmation, certificate, information, advice or opinion, in which event such report, confirmation, certificate, information, advice or opinion shall be binding on the Holders.

None of the Trustee or any of the Agents shall be responsible for the performance by the Issuer or the Guarantor, and any other person appointed by the Issuer or the Guarantor in relation to the Bonds of the duties and obligations on their part expressed in respect of the same and, unless it has written notice from the Issuer or the Guarantor to the contrary, the Trustee and each Agent shall be entitled to assume that the same are being duly performed. Neither the Trustee nor any of the Agents shall be under any obligation to monitor compliance by the Issuer or the Guarantor or any other person with the provisions of the Trust Deed, the Agency Agreement or these Conditions.

The initial Agents and their initial Specified Offices are listed below. The Issuer and the Guarantor reserve the right (with the prior written approval of the Trustee) at any time to vary or terminate the appointment of any Agent and to appoint a successor principal paying agent or registrar and additional or successor paying agents and transfer agents; **provided, however, that:**

- (a) the Issuer and the Guarantor shall at all times maintain a principal paying agent and a registrar; and
- (b) if and for so long as the Bonds are admitted to listing, trading and/or quotation by any competent authority, stock exchange and/or quotation system which requires the appointment of a Paying Agent and/or a Transfer Agent in any particular place, the Issuer and the Guarantor shall maintain a Paying Agent and/or a Transfer Agent having its Specified Office in the place required by such competent authority, stock exchange and/or quotation system.

Notice of any change in any of the Agents or in their Specified Offices shall promptly be given to the Holders by the Issuer.

Each Holder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer, the Guarantor and their respective Subsidiaries, and the Trustee shall not at any time have any responsibility for the same and each Holder shall not rely on the Trustee in respect thereof.

12. MEETINGS OF HOLDERS, MODIFICATION, WAIVER, SUBSTITUTION OR VARIATION

- (a) *Meetings of Holders:* The Trust Deed contains provisions for convening meetings (including meetings held by way of conference calls using a videoconference platform) of Holders to consider matters relating to the Bonds, including the modification of any provision of these Conditions, the Agency Agreement or the Trust Deed. Any such modification may be made if sanctioned by an Extraordinary Resolution. Such a meeting may be convened by the Issuer and the Guarantor (acting together) or by the Trustee and shall be convened by the Trustee upon the request in writing of Holders holding not less than 10 per cent. of the aggregate principal amount of the outstanding Bonds subject to its being first indemnified, provided with security and/or pre-funded to its satisfaction. The quorum at any meeting convened to vote on an Extraordinary Resolution will be two or more Persons holding or representing one more than 50 per cent. of the aggregate principal amount of the outstanding Bonds or, at any adjourned

meeting, two or more Persons being or representing Holders whatever the principal amount of the Bonds held or represented; **provided, however, that** Reserved Matters may only be sanctioned by an Extraordinary Resolution passed at a meeting of Holders at which two or more Persons holding or representing not less than 75 per cent. or, at any adjourned meeting, 25 per cent. of the aggregate principal amount of the outstanding Bonds form a quorum. Any Extraordinary Resolution duly passed at any such meeting shall be binding on all the Holders, whether present or not.

In addition, a resolution passed by Electronic Consent (as defined in the Trust Deed) or a resolution in writing signed by or on behalf of Holders holding not less than 90 per cent. of the aggregate principal amount of the then outstanding Bonds will take effect as if it were an Extraordinary Resolution. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Holders.

- (b) *Modification and waiver:* The Trustee may, without the consent of the Holders, agree (i) to any modification of these Conditions, the Agency Agreement or the Trust Deed (in each case, other than in respect of a Reserved Matter) which is, in the opinion of the Trustee, proper to make if, in the opinion of the Trustee, such modification will not be materially prejudicial to the interests of Holders and (ii) to any modification of the Bonds, the Agency Agreement or the Trust Deed which is of a formal, minor or technical nature or is to correct a manifest error.

In addition, the Trustee may without the consent of the Holders authorise or waive any proposed breach or breach of the Bonds, the Agency Agreement or the Trust Deed (in each case, other than a proposed breach or breach relating to the subject of a Reserved Matter) if, in the opinion of the Trustee, the interests of the Holders will not be materially prejudiced thereby.

Any such authorisation, waiver or modification shall be binding on the Holders and unless the Trustee agrees otherwise, any such authorisation, waiver or modification shall be notified by the Issuer to the Holders as soon as practicable thereafter in accordance with Condition 15 (*Notices*).

- (c) *Substitution:* The Trust Deed contains provisions under which the Guarantor or any Subsidiary of the Guarantor may, without the consent of the Holders assume the obligations of the Issuer as principal debtor under the Trust Deed and the Bonds **provided that** certain conditions specified in the Trust Deed are fulfilled, including, in the case of a substitution of the Issuer by a company other than the Guarantor, a requirement that the Guarantee of the Bonds is fully effective in relation to the obligations of the new principal debtor under the Trust Deed and the Bonds. No Holder shall, in connection with any substitution, be entitled to claim any indemnification or payment in respect of any tax consequence thereof for such Holder except to the extent provided for in Condition 7 (*Taxation*) (or any undertaking given in addition to or substitution for it pursuant to the provisions of the Trust Deed).
- (d) *Direction from Holders:* Notwithstanding anything to the contrary in these Conditions, the Trust Deed or the Agency Agreement, whenever the Trustee is required or entitled by the terms of these Conditions, the Trust Deed or the Agency Agreement to exercise any discretion or power, take any action, make any decision or give any direction or certification, the Trustee is entitled, prior to exercising any such discretion or power, taking any such action, making any such decision, or giving any such direction or certification, to seek directions from the Holders by way of an Extraordinary Resolution and shall have been indemnified and/or provided with security and/or pre-funded to its satisfaction against all action, proceedings, claims and demands to which in its opinion it may be or become liable and all costs, charges, damages, expenses (including legal expenses) and liabilities which may be incurred by it in connection therewith, and the Trustee is not responsible for any loss or liability incurred by any person as a result of any delay in it exercising such discretion or power, taking such action, making such decision, or giving such direction or certification where the Trustee is seeking such directions.

None of the Trustee or any Agent shall be liable to any Holder, the Issuer, the Guarantor or any other person for any action taken by the Trustee or such Agent in accordance with the instructions of the Holders. The Trustee shall be entitled to rely on any direction, request or resolution of Holders given by Holders of the requisite principal amount of the Bonds outstanding or passed at a meeting of Holders convened and held in accordance with, or otherwise passed in accordance with, the Trust Deed.

13. ENFORCEMENT

The Trustee may at any time, at its absolute discretion and without notice, take and/or institute such actions, steps and/or proceedings as it thinks fit to enforce its rights under the Trust Deed and the Agency Agreement and in respect of the Bonds, but it shall not be bound to do so unless:

- (a) it has been so requested in writing by the Holders of at least 25 per cent. of the aggregate principal amount of the outstanding Bonds or has been so directed by an Extraordinary Resolution; and
- (b) it has been indemnified, prefunded or provided with security to its satisfaction.

No Holder may proceed directly against the Issuer or the Guarantor unless the Trustee, having become bound to do so, fails to do so within a reasonable time and such failure is continuing.

14. FURTHER ISSUES

The Issuer may from time to time, without the consent of the Holders and in accordance with the Trust Deed, create and issue further bonds having the same terms and conditions as the Bonds in all respects (or in all respects except for the issue date, the issue price, the first payment of interest and the timing for relevant filings with the NDRC) so as to be consolidated and form a single series with the Bonds. References in these Conditions to the Bonds include (unless the context requires otherwise) any other bonds issued pursuant to this Condition and consolidated and forming a single series with the Bonds. Any further bonds forming a single series with the outstanding bonds of any series (including the Bonds) constituted by the Trust Deed or any deed supplemental to it shall, and any other bonds may (with the consent of the Trustee), be constituted by a deed supplemental to the Trust Deed.

15. NOTICES

Notices to the Holders will be sent to them by first class mail (or its equivalent) or (if posted to an overseas address) by airmail at their respective addresses on the Register. Any such notice shall be deemed to have been given on the fourth day after the date of mailing.

So long as the Global Certificate is held on behalf of Euroclear and Clearstream or any other clearing system, any notice to the Holders of the Bonds shall be validly given by the delivery of the relevant notice to the relevant clearing system, for communication by such clearing system to entitled accountholders in substitution for notification as required by the Conditions and shall be deemed to have been given on the date of delivery to such clearing system.

16. GOVERNING LAW AND JURISDICTION

- (a) *Governing law:* The Bonds and the Trust Deed and any non-contractual obligations arising out of or in connection with the Bonds and the Trust Deed are governed by English law.
- (b) *Jurisdiction:* Each of the Issuer and the Guarantor has in the Trust Deed (i) agreed that the courts of Hong Kong shall have exclusive jurisdiction to settle any dispute (a “**Dispute**”) arising out of or in connection with the Trust Deed, the Bonds (including any non-contractual obligation arising out of or in connection with the Bonds); and (ii) agreed that those courts are

the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue that any other courts are more appropriate or convenient; and (iii) in the case of the Issuer, designated the Guarantor at its registered office in Hong Kong to accept service of any process on its behalf.

- (c) *Waiver of immunity*: To the extent that the Issuer or the Guarantor may in any jurisdiction claim for itself or its assets immunity from suit, execution, attachment (whether in aid of execution, before judgment or otherwise) or other legal process, and to the extent that in any such jurisdiction there may be attributed to itself or its assets or revenues such immunity (whether or not claimed), each of the Issuer and the Guarantor agrees not to claim and irrevocably waives such immunity to the full extent permitted by the laws of such jurisdiction.

17. DEFINITIONS

In these Conditions:

“**Additional Amounts**” has the meaning ascribed to it in Condition 7 (*Taxation*);

“**business day**” means: (a) in respect of Condition 2 (*Register, Title And Transfers*), a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Registrar or (as the case may be) the Transfer Agent has its specified office; (b) in respect of Condition 4 (*Interest*), any day on which banks are open for general business (including dealings in foreign currencies) in New York, Hong Kong and in the place in which the specified office of the Principal Paying Agent is located; and (c) in respect of Condition 6 (*Payments*), any day on which banks are open for general business (including dealings in foreign currencies) in London, Hong Kong and New York City and, in the case of surrender (or, in the case of part payment only, endorsement) of a Certificate, in the place in which the Certificate is surrendered (or, as the case may be, endorsed);

“**Capital Stock**” means any and all shares, interests (including joint venture interests), participations or other equivalents (however designated) of capital stock of a corporation or any and all equivalent ownership interests in a Person (other than a corporation);

“**Change of Control**” means the occurrence, at any time, of any of the following:

- (a) China Great Wall Asset Management Co., Ltd. (中國長城資產管理股份有限公司) (the “**Company**”) ceasing to own and control, directly or indirectly at least 50.1 per cent. of the Voting Shares of the Guarantor; or
- (b) the Guarantor ceasing to own and control directly 100 per cent. of the Capital Stock of the Issuer; or
- (c) the government of the PRC or Persons controlled by the government of the PRC ceasing to Control the Company;

“**Change of Control Triggering Event**” means a Change of Control, **provided however, that**, in the event that the Bonds are, on the Rating Date, rated Investment Grade by one or more Rating Agencies, a Change of Control Triggering Event shall mean the occurrence of both a Change of Control and a Rating Decline. No Change of Control Triggering Event will be deemed to have occurred in connection with any particular Change of Control unless and until such Change of Control has actually been consummated;

“**Comparable Treasury Issue**” means the U.S. Treasury security selected by the Independent Investment Bank as having a maturity comparable to the remaining term of the Bonds from the relevant Optional Redemption Date to the Maturity Date, that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of a maturity most nearly equal to the Maturity Date;

“**Comparable Treasury Price**” means, with respect to any Optional Redemption Date, (1) the average of the Reference Treasury Dealer Quotations for such Optional Redemption Date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations, or (2) if the Guarantor obtains fewer than three such Reference Treasury Dealer Quotations, the average of all quotations obtained;

“**Compliance Certificate**” means a certificate in English substantially in the form scheduled to the Trust Deed of each of the Issuer and the Guarantor signed by any Authorised Signatory of the Issuer or, as the case may be, the Guarantor certifying that, having made all reasonable enquiries, to the best of the knowledge, information and belief of the Issuer or (as the case may be) the Guarantor as at a date (the “**Certification Date**”) not more than five days before the date of the certificate:

- (a) no Event of Default, or any event or circumstance which could, with the giving of notice, lapse of time, the issuing of a certificate and/or fulfilment of any other requirement provided for in Condition 8 (*Events of Default*), become an Event of Default had occurred since the Certification Date of the last such certificate or (if none) the date of the Trust Deed or, if such an event had occurred, giving details of it; and
- (b) each of the Issuer and the Guarantor has complied with all its obligations under the Trust Deed and the Bonds;

“**Control**” means directly or indirectly (a) owning and controlling at least 50.1 per cent. of the Voting Shares of the Company; or (b) nominating or appointing a majority of the members of the Company’s board of directors or other equivalent or successor governing body; or (c) possessing the ability or power to direct the management policies of the Company;

“**Finance Subsidiary**” means any Person who is wholly-owned by the Guarantor and who does not engage in any business activity except (a) the incurrence of Indebtedness to Persons other than the Guarantor, the Issuer or any of their respective Subsidiaries, (b) the ownership of shares of another Finance Subsidiary, (c) activity related to the establishment or maintenance of that Person’s corporate existence, and (d) any other activity in connection with or incidental to activities referred to in (a), (b) or (c) above of this definition (but for the avoidance of doubt does not include the Issuer);

“**Gross-Up Event**” has the meaning given to it in Condition 5(c) (*Redemption for tax reasons*);

“**Guarantor Audited Financial Reports**” means the annual audited consolidated statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity of the Guarantor and its Subsidiaries together with any statements, reports (including any directors’ and auditors’ reports) and notes attached to or intended to be read with any of them;

“**Guarantor Unaudited Financial Reports**” means the semi-annual unaudited consolidated statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity of the Guarantor and its Subsidiaries together with any statements, reports (including any directors’ and auditors’ review reports) and notes attached to or intended to be read with any of them, if any;

“**Holder**” has the meaning ascribed to it in Condition 2(a) (*Register*);

“**Hong Kong**” means the Hong Kong Special Administrative Region of the People’s Republic of China;

“**Independent Investment Bank**” means an independent investment bank of international repute (acting as an expert) selected and appointed by the Guarantor (at the expense of the Guarantor) and notified to the Trustee in writing;

“Indebtedness” of any Person means, at any date, without duplication, (i) any outstanding indebtedness for or in respect of money borrowed (including bonds, debentures, notes or other similar instruments, whether or not listed) that is evidenced by any agreement or instrument, excluding trade payables, (ii) all non-contingent obligations of such Person to reimburse any bank or other Person in respect of amounts paid under a letter of credit or similar instrument, and (iii) all Indebtedness of others guaranteed by such Person;

“Investment Grade” means a rating of “AAA”, “AA”, “A” or “BBB”, as modified by a “+” or “-” indication, or an equivalent rating representing one of the four highest rating categories, by S&P or any of its successors or assigns; a rating of “Aaa”, “Aa”, “A” or “Baa”, as modified by a “1”, “2” or “3” indication, or an equivalent rating representing one of the four highest rating categories, by Moody’s or any of its successors or assigns; a rating of “BBB-” or better by Fitch or any of its successors or assigns; a rating of “BBB” or better, as modified by a “+” or “-” indication, or an equivalent rating representing one of the four highest rating categories, by Lianhe Global or any of its successors or assigns or the equivalent ratings of any securities rating agency or agencies generally known to rate offshore debt securities, as the case may be, which shall have been designated by the Guarantor as having been substituted for S&P, Moody’s, Fitch or Lianhe Global or any combination thereof, as the case may be;

“Issue Date” means 2 July 2024;

“Listed Subsidiary” means any Subsidiary of the Guarantor, the shares of which are at the relevant time listed on any stock exchange, and any Subsidiary of such Listed Subsidiary;

“Macau” means the Macau Special Administrative Region of the People’s Republic of China;

“Make Whole Determination Business Day” means a day, other than a Saturday, Sunday or public holiday, on which commercial banks and foreign exchange markets are open for general business in Hong Kong and New York City;

“Make Whole Price” means, with respect to a Bond at the relevant Optional Redemption Date, the amount calculated by the Independent Investment Bank that is the greater of (a) the principal amount of such Bond, which amount shall be notified in writing by the Independent Investment Bank to the Trustee, the Principal Paying Agent and the Issuer and (b) amount equal to the sum of the present value of the principal amount of such Bond, together with the present values of all required remaining scheduled interest payments due on such Bond from the relevant Optional Redemption Date to the Maturity Date (but excluding accrued and unpaid interest to the such Optional Redemption Date), computed using a discount rate equal to the Treasury Rate plus 0.50 per cent.;

“NDRC” means the National Development and Reform Commission of the People’s Republic of China;

“NDRC Measures” means the Administrative Measures for the Examination and Registration of Medium and Long-term Foreign Debts of Enterprises (NDRC Order No. 56) (企業中長期外債審核登記管理辦法(國家發展和改革委員會令第56號)) promulgated by the NDRC on 5 January 2023 and became effective on 10 February 2023, and any implementation rules, regulations, certificates, circulars or notices in connection therewith as may be issued by the NDRC prior to the submission of such filing, as supplemented and amended from time to time;

“Optional Redemption Date” means the date on which the Bonds shall be redeemed at the option of the Issuer as specified in the Optional Redemption Notice;

“Person” means any state-owned enterprise, individual, corporation, partnership, joint venture, association, joint stock company, trust, unincorporated organisation, limited liability company, government or any agency or political subdivision thereof or any other entity;

“**PRC**” means the People’s Republic of China, which, for the purposes of these Conditions, shall not include Hong Kong, Macau and Taiwan;

“**PRC Business Day**” means a day, other than a Saturday, Sunday or public holiday, on which commercial banks are generally open for business in Beijing;

“**Rating Agency**” means (a) S&P Global Ratings and its successors (“**S&P**”), (b) Moody’s Investors Service, Inc., a subsidiary of Moody’s Corporation, and its successors (“**Moody’s**”), (c) Fitch Ratings Inc. and its successors (“**Fitch**”) or (d) Lianhe Ratings Global Limited and its successors (“**Lianhe Global**”); and (e) if one or more of S&P, Moody’s, Fitch or Lianhe Global shall not make a rating of the Bonds publicly available, any securities rating agency or agencies generally known to rate offshore debt securities, as the case may be, selected by the Issuer and the Guarantor, which shall be substituted for S&P, Moody’s, Fitch or Lianhe Global or any combination thereof, as the case may be;

“**Rating Date**” means, in connection with a Change of Control Triggering Event, that date which is 90 days prior to the earlier of (a) a Change of Control and (b) a public notice of the occurrence of a Change of Control or of the intention by any Person or Persons to effect a Change of Control;

“**Rating Decline**” means, in connection with a Change of Control Triggering Event, the occurrence on, or within six months after, the date, or public notice of the occurrence of, a Change of Control or the intention by any Person or Persons to effect a Change of Control (which period shall be extended (by no more than an additional three months after the consummation of the Change of Control) so long as the rating of the Bonds is under publicly announced consideration for possible downgrade by any of the Rating Agencies) of any of the events listed below:

- (a) in the event the Bonds (i) are on the Rating Date (A) rated by three or more Ratings Agencies and (B) rated Investment Grade by each such Rating Agency, and (ii) cease to be rated Investment Grade by at least two of such Rating Agencies;
- (b) in the event the Bonds (i) are on the Rating Date (A) rated by two but not more Ratings Agencies and (B) rated Investment Grade by each such Rating Agency, and (ii) cease to be rated Investment Grade by both such Rating Agencies; or
- (c) in the event the Bonds (A) are on the Rating Date (I) rated by one and only one Ratings Agency and (II) rated Investment Grade by such Rating Agency, and (B) cease to be rated Investment Grade by such Rating Agency;

“**Reference Treasury Dealer**” means each of any three investment banks of recognised standing that is a primary U.S. Government securities dealer in New York, selected and appointed by the Issuer or the Guarantor (at the expense of the Issuer, failing which the Guarantor);

“**Reference Treasury Dealer Quotations**” means, with respect to each Reference Treasury Dealer and any Optional Redemption Date, the average as determined by the Independent Investment Bank, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Bank by such Reference Treasury Dealer at 5:00 p.m. on the third business day (as defined in Condition 17 (*Definitions*) pursuant to Condition 4 (*Interest*)) preceding such Optional Redemption Date;

“**Register**” has the meaning ascribed to it in Condition 2(a) (*Register*);

“**Relevant Date**” means, in relation to any payment, whichever is the later of (a) the date on which the payment in question first becomes due and (b) if the full amount payable has not been received by the Principal Paying Agent or the Trustee on or prior to such due date, the date on which (the full amount having been so received) notice to that effect has been given to the Holders;

“Relevant Indebtedness” of any Person means (a) any present or future indebtedness that is in the form of, or represented or evidenced by any bonds, notes, debentures, debenture stocks, loan stock certificates or other securities, which are, or intended to be, quoted, listed or dealt in or traded on any stock exchange or over-the-counter market or other securities market and has a final maturity of one year or more from its date of incurrence or issuance; and (b) all Relevant Indebtedness of others guaranteed by such Person;

“Relevant Jurisdiction” has the meaning ascribed to it in Condition 7(a) (*Gross up*);

“Relevant Period” means (a) in relation to the Guarantor Audited Financial Reports, each period of twelve months ending on the last day of its respective financial year (being 31 December of that financial year) and (b) in relation to the Guarantor Unaudited Financial Reports, each period of six months ending on the last day of the first half of its respective financial year (being 30 June of that financial year);

“Relevant Subsidiary” at any time shall mean a Subsidiary of the Guarantor whose total amount of gross assets, profits, or revenue (excluding intra-group items) represents 10 per cent. or more of the gross assets, profits or revenue of the Group calculated on a consolidated basis, as determined by reference to the latest audited consolidated financial statements of that Subsidiary (consolidated in the case of a Subsidiary which itself has Subsidiaries) and the latest audited consolidated financial statements of the Guarantor, or determined by reference to the most recent compliance certificate delivered by the Guarantor certifying its Relevant Subsidiaries. If a Subsidiary of the Guarantor has been acquired since the date at which the latest audited consolidated financial statements of the Guarantor were prepared, such financial statements shall be adjusted in order to take into account the acquisition of that Subsidiary;

“Reserved Matter(s)” means any proposal:

- (a) to change any date fixed for payment of principal or interest in respect of the Bonds, to reduce the amount of principal or interest payable on any date in respect of the Bonds or to alter the method of calculating the amount of any payment in respect of the Bonds or the date for any such payment;
- (b) to effect the exchange or substitution of the Bonds for, or the conversion of the Bonds into, shares, bonds or other obligations or securities of the Issuer, the Guarantor or any other person or body corporate formed or to be formed (other than as permitted under Condition 12(c) (*Substitution*));
- (c) to change the currency in which amounts due in respect of the Bonds are payable;
- (d) to modify any provision of the Guarantee of the Bonds;
- (e) to change the quorum requirements relating to meetings or the majority required to pass an Extraordinary Resolution; or
- (f) to amend this definition;

“Security Interest” means any mortgage, charge, pledge, lien, encumbrance, hypothecation, title retention, security interest or security arrangement of any kind;

“Subsidiary” means, as applied to any Person, any corporation or other entity of which a majority of the outstanding Voting Shares is, at the time, directly or indirectly, owned by such Person;

“Treasury Rate” means either (i) the rate per annum equal to the yield, under the heading that represents the average for the week immediately preceding the third Make Whole Determination Business Day prior to the issue of the Make Whole Redemption Notice, appearing in the most recently published statistical release designated “H.15(519)” or if such release is not published any successor publication that is published weekly by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded United States Treasury securities adjusted to constant maturity under the caption “Treasury Constant Maturities” for the maturity corresponding to the Comparable Treasury Issue (if no maturity is within three months before or after the Maturity Date, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue shall be determined and the U.S. Treasury Rate shall be interpolated or extrapolated from such yields on a straight line basis, rounding to the nearest month) or (ii) if such release (or any successor release) is not published during the week preceding the third Make Whole Determination Business Day prior to the issue of the Make Whole Redemption Notice or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such Optional Redemption Date, in each case calculated on the third Make Whole Determination Business Day immediately preceding the issue of the Make Whole Redemption Notice; and

“Voting Shares” means, with respect to any Person, the Capital Stock having the general voting power under ordinary circumstances to vote on the election of the members of the board of directors or other governing body of such Person (irrespective of whether or not at the time stock of any other class or classes shall have or might have voting power by reason of the happening of any contingency).

TERMS AND CONDITIONS OF THE PERPETUAL SECURITIES

The following, subject to amendment and save for the paragraphs in italics, are the Terms and Conditions of the Perpetual Securities, which will be endorsed on the individual Certificates evidencing the Perpetual Securities.

The U.S.\$300,000,000 unsubordinated guaranteed perpetual securities (the “**Perpetual Securities**”, which expression includes any further securities issued pursuant to Condition 14 (*Further Issues*) and forming a single series therewith) of China Great Wall International Holdings VI Limited (the “**Issuer**”) was authorised by resolutions passed at the meeting of the board of directors of the Issuer on 21 June 2024. The Perpetual Securities are guaranteed by China Great Wall AMC (International) Holdings Company Limited 中國長城資產(國際)控股有限公司 (the “**Guarantor**”). The giving of the Guarantee of the Perpetual Securities was authorised by resolutions passed at the meeting of the board of directors of the Guarantor on 21 June 2024. The Perpetual Securities are constituted by, are subject to, and have the benefit of, a trust deed dated 2 July 2024 (as the same may be amended, restated, modified, supplemented, replaced and/or novated from time to time, the “**Trust Deed**”) between the Issuer, the Guarantor and The Bank of New York Mellon, London Branch as trustee (the “**Trustee**”, which expression includes all persons for the time being trustee or trustees appointed under the Trust Deed) and are the subject of an agency agreement dated 2 July 2024 (as the same may be amended, restated, modified, supplemented, replaced and/or novated from time to time, the “**Agency Agreement**”) between the Issuer, the Guarantor, The Bank of New York Mellon SA/NV, Dublin Branch as registrar (the “**Registrar**”, which expression includes any successor registrar appointed from time to time in connection with the Perpetual Securities) and as transfer agent (the “**Transfer Agent**”, which expression includes any successor or additional transfer agents appointed from time to time in connection with the Perpetual Securities), The Bank of New York Mellon, London Branch as principal paying agent (the “**Principal Paying Agent**”, which expression includes any successor principal paying agent appointed from time to time in connection with the Perpetual Securities), any other paying agents named therein (together with the Principal Paying Agent, the “**Paying Agents**”, which expression includes any successor or additional paying agents appointed from time to time in connection with the Perpetual Securities), The Bank of New York Mellon, London Branch as calculation agent (the “**Calculation Agent**”, which expression includes any successor or additional calculation agents appointed from time to time in connection with the Perpetual Securities) and the Trustee. References herein to the “**Agents**” are to the Registrar, the Principal Paying Agent, any other Paying Agents, the Transfer Agent and the Calculation Agent and any reference to an “**Agent**” is to any one of them.

Certain provisions of these terms and conditions (these “**Conditions**”) are summaries of the Trust Deed and the Agency Agreement and are subject to their detailed provisions. The Holders (as defined below) are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and are deemed to have notice of those provisions of the Agency Agreement applicable to them. For so long as any Perpetual Security remains outstanding, copies of the Trust Deed and the Agency Agreement are (i) available for inspection by Holders at all reasonable times during normal business hours (being between 9:00 a.m. and 3:00 p.m., Monday to Friday, other than public holidays) at the principal office of the Trustee (being as at the Issue Date at 160 Queen Victoria Street, London, EC4V 4LA, United Kingdom) and at the specified office of the Principal Paying Agent, in any such case following prior written request and proof of holding and identity to the satisfaction of the Trustee or, as the case may be, the Principal Paying Agent; or (ii) provided by the Principal Paying Agent via email to the relevant Holders following prior written request and proof of holding and identity satisfactory to the Principal Paying Agent, in each case, provided the Trustee and/or the Principal Paying Agent has been supplied with the relevant documents by the Issuer.

All capitalised terms not defined in these Conditions have the meanings ascribed to them in the Trust Deed.

1. FORM, DENOMINATION, STATUS, RANKING AND GUARANTEE

- (a) *Form and denomination:* The Perpetual Securities are in registered form in the denomination of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof (each, an “**Authorised Denomination**”).
- (b) *Status of the Perpetual Securities:* The Perpetual Securities constitute direct, general, unsecured, unsubordinated and unconditional obligations of the Issuer which will at all times rank *pari passu* and without any preference or priority among themselves and at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
- (c) *Guarantee of the Perpetual Securities:* The Guarantor has in the Trust Deed unconditionally and irrevocably guaranteed the due and punctual payment of all sums from time to time payable by the Issuer in respect of the Perpetual Securities (the “**Guarantee of the Perpetual Securities**”). The Guarantee of the Perpetual Securities constitutes direct, general, unsecured, unsubordinated and unconditional obligations of the Guarantor which will at all times rank at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

*Upon issue, the Perpetual Securities will be evidenced by a global Certificate (the “**Global Certificate**”) substantially in the form scheduled to the Trust Deed. The Global Certificate will be registered in the name of a nominee for, and deposited with, a common depository for Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking S.A. (“**Clearstream**”) and will be exchangeable for individual Certificates only in the circumstances set out therein.*

2. REGISTER, TITLE AND TRANSFERS

- (a) *Register:* The Registrar will maintain a register (the “**Register**”) outside of the United Kingdom in respect of the Perpetual Securities in accordance with the provisions of the Agency Agreement. In these Conditions, the “**Holder**” of a Perpetual Security means the person in whose name such Perpetual Security is for the time being registered in the Register (or, in the case of a joint holding, the first named thereof). A certificate (each, a “**Certificate**”) will be issued to each Holder in respect of its registered holding. Each Certificate will be numbered serially with an identifying number which will be recorded in the Register.
- (b) *Title:* The Holder of each Perpetual Security shall (except as ordered by a court of competent jurisdiction or as otherwise required by law) be treated as the absolute owner of such Perpetual Security for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing on the Certificate relating thereto (other than the endorsed form of transfer) or any notice of any previous loss or theft of such Certificate) and no person shall be liable for so treating such Holder. No person shall have any right to enforce any term or condition of any Perpetual Securities or the Trust Deed under the Contracts (Rights of Third Parties) Act 1999 but this shall not affect any right or remedy which exists or is available apart from such Act and is without prejudice to the rights of the Holders as set out in Conditions 8 (*Non-payment*) and 13 (*Enforcement*).
- (c) *Transfers:* Subject to the Agency Agreement and Conditions 2(f) (*Closed periods*) and 2(g) (*Regulations concerning transfers and registration*) below, a Perpetual Security may be transferred upon surrender of the relevant Certificate, with the endorsed form of transfer duly completed, at the specified office of the Registrar or any Transfer Agent, together with such evidence as the Registrar or (as the case may be) such Transfer Agent may require to prove the title of the transferor and the authority of the individuals who have executed the form of transfer; provided, however, that a Perpetual Security may not be transferred unless the

principal amount of Perpetual Securities transferred and (where not all of the Perpetual Securities held by a Holder are being transferred) the principal amount of the balance of Perpetual Securities not transferred are Authorised Denominations. Where not all the Perpetual Securities represented by the surrendered Certificate are the subject of the transfer, a new Certificate in respect of the balance of the Perpetual Securities will be issued to the transferor. No transfer of title to a Perpetual Security will be valid unless and until entered on the Register.

Transfers of interests in the Perpetual Securities evidenced by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems.

- (d) *Registration and delivery of Certificates:* Within seven business days of the surrender of a Certificate in accordance with Condition 2(c) (*Transfers*) above, the Registrar will register the transfer in question and deliver a new Certificate of a like principal amount of the Perpetual Securities transferred to each relevant Holder at its specified office or (as the case may be) the specified office of any Transfer Agent or (at the request and risk of any such relevant Holder) by uninsured first class mail (airmail if overseas) to the address specified for the purpose by such relevant Holder, unless such Holder requests otherwise and pays in advance to the relevant Transfer Agent or the Registrar (as the case may be) the costs of such other method of delivery and/or such insurance as it may specify.

Except in the limited circumstances described in the Global Certificate, owners of interests in Perpetual Securities represented by the Global Certificate will not be entitled to receive definitive Certificates in respect of their individual holdings of Perpetual Securities. The Perpetual Securities are not issuable in bearer form.

- (e) *No charge:* The transfer of a Perpetual Security will be effected without charge by or on behalf of the Issuer, the Registrar or any Transfer Agent but (i) against such indemnity and/or security and/or pre-funding as the Registrar or (as the case may be) such Transfer Agent may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such transfer; (ii) the Registrar or the relevant Transfer Agent being satisfied in its absolute discretion with the documents of title or identity of the person making the application; and (iii) the relevant Agent being satisfied that the regulations referred to in Condition 2(g) (*Regulations concerning transfers and registration*) below concerning transfer of Perpetual Securities have been complied with.
- (f) *Closed periods:* No Holders may require the transfer of a Perpetual Security to be registered (i) during the period of 15 days ending on (and including) the due date for any payment of principal or Distribution (including any Arrears of Distribution and any Additional Distribution Amount) in respect of the Perpetual Securities or (ii) after any Perpetual Securities has been called for redemption.
- (g) *Regulations concerning transfers and registration:* All transfers of Perpetual Securities and entries on the Register are subject to the detailed regulations concerning the transfer of Perpetual Securities scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Trustee and the Registrar and by the Registrar with the prior written approval of the Trustee. A copy of the current regulations will be mailed (free of charge to the relevant Holder) by the Registrar to any Holder who requests in writing a copy of such regulations and provides proof of holding and identity satisfactory to the Registrar.

3. CERTAIN COVENANTS

- (a) *Negative Pledge*: For so long as any Perpetual Security remains outstanding (as defined in the Trust Deed), each of the Guarantor and the Issuer will not, and will not permit any of its respective Subsidiaries (other than any Listed Subsidiary) to create, incur, assume or permit to exist any Security Interest upon any of its property or assets, now owned or hereafter acquired, to secure any Relevant Indebtedness of the Guarantor, the Issuer or any such Subsidiary (or any guarantees or indemnity in respect thereof) outside of the PRC without, in any such case, making effective provision whereby the Perpetual Securities and the Guarantee of the Perpetual Securities will be secured either at least equally and rateably with such Relevant Indebtedness or by such other Security Interest as shall have been approved by the Holders as provided in the Trust Deed, for so long as such Relevant Indebtedness will be so secured.

The foregoing restriction will not apply to:

- (A) any Security Interest which is in existence on or prior to the Issue Date;
- (B) any Security Interest either over any asset acquired after the Issue Date which is in existence at the time of such acquisition or in respect of the obligations of any Person which becomes the Guarantor's Subsidiary after the Issue Date which is in existence at the date on which it becomes the Guarantor's Subsidiary and in both cases any replacement thereof created in connection with the refinancing (together with interest, fees and other charges attributable thereto) of the Indebtedness originally secured (but the principal amount secured by any such Security Interest may not be increased); provided that any such Security Interest was not incurred in anticipation of such acquisition or of such company becoming the Guarantor's Subsidiary;
- (C) any Security Interest created on any property or asset acquired, leased or developed (including improved, constructed, altered or repaired) after the Issue Date, provided, however, that (i) (x) any such Security Interest shall be confined to the property or asset acquired, leased or developed (including improved, constructed, altered or repaired) and; (y) to the extent that such Security Interest shall secure any other property or asset, the principal amount of the debt encumbered by such Security Interest shall not exceed the cost of the applicable acquisition, development or improvement and (ii) any such Security Interest shall be created concurrently with or within two years following the acquisition, lease or development (including construction, improvement, repair or alteration) of such property or asset;
- (D) any Security Interest on any loan extended by a Finance Subsidiary to the Guarantor, the Issuer or any of its Subsidiaries or on any Capital Stock of a Finance Subsidiary; and
- (E) any renewal or extension of any of the Security Interests described in the foregoing clauses which is limited to the original property or asset covered thereby.
- (b) *Rating Maintenance*: For so long as any Perpetual Security remains outstanding, save with the approval of an Extraordinary Resolution of the Holders, the Issuer shall use its reasonable endeavours to maintain a rating on the Perpetual Securities by a Rating Agency.
- (c) *Limitation on Business Activities*: For so long as the Perpetual Securities are outstanding, the Issuer will conduct no business or any other activities other than the offering, sale or issuance of bonds, notes or other securities (including any further securities issued in accordance with Condition 14 (*Further Issues*)), the lending of the proceeds thereof to the Guarantor or a Subsidiary of the Guarantor, directly or indirectly, and located in a jurisdiction outside the PRC, the maintenance of the Issuer's corporate existence and any other activities in connection therewith.

- (d) *Financial Statements:* For so long as any Perpetual Security remains outstanding, each of the Issuer and the Guarantor will furnish the Trustee with: (i) a Compliance Certificate (on which the Trustee may rely conclusively as to such compliance without liability to any Holder or any other person) within 180 days after the end of the fiscal year of the Guarantor; (ii) as soon as they are available, but in any event within 180 days after the end of each Relevant Period, copies of the Guarantor Audited Financial Reports audited by a firm of independent accountants; and (iii) as soon as they are available, but in any event within 135 days after the end of each Relevant Period, copies of Guarantor Unaudited Financial Reports prepared on a basis consistent with the Guarantor Audited Financial Reports,

provided however, that if at any time the Capital Stock of the Guarantor is listed for trading on a recognised stock exchange, the Guarantor, in lieu of the statements and reports identified in Conditions 3(d)(ii) and 3(d)(iii) above, shall have the option to deliver to the Trustee, as soon as they are available but in any event not more than 10 days after any financial reports of the Guarantor are filed with any recognised exchange on which the Guarantor's Capital Stock is at any time listed for trading, true and correct copies of any financial report filed with such exchange.

The Trustee shall not be required to review the relevant Guarantor Audited Financial Reports, Guarantor Unaudited Financial Reports or any other financial report furnished or delivered to it as contemplated in this Condition 3(d) and, if the same shall not be in the English language, shall not be required to request or obtain or arrange for an English language translation of the same, and the Trustee shall not be liable to any Holder or any other person for not doing so.

- (e) *Consolidation, Merger and Sale of Assets:* Neither the Guarantor nor the Issuer may consolidate with or merge into any other Person in a transaction in which the Guarantor or the Issuer, as the case may be, is not the surviving entity, or convey, transfer or lease its properties and assets substantially as an entirety to any Person unless:
- (A) any Person formed by such consolidation or into which the Guarantor or the Issuer, as the case may be, is merged or to whom the Guarantor or the Issuer, as the case may be, has conveyed, transferred or leased its properties and assets substantially as an entirety is a corporation validly existing under the laws of the jurisdiction of its organisation and such Person expressly assumes by a supplemental trust deed to the Trust Deed all the obligations of the Guarantor or the Issuer under the Trust Deed, the Perpetual Securities or the Guarantee of the Perpetual Securities, as the case may be;
 - (B) immediately after giving effect to the transaction, no Step-Up Event (other than a Change of Control Triggering Event), and no event which could, with the giving of notice, lapse of time, the issuing of a certificate and/or fulfilment of any other requirement, become a Step-Up Event (other than a Change of Control Triggering Event), shall have occurred and be continuing;
 - (C) any such Person not organised and validly existing under the laws of (or any such Person resident for tax purposes in a jurisdiction other than) Hong Kong or any successor jurisdiction (in the case of the Guarantor) or the British Virgin Islands or any successor jurisdiction (in the case of the Issuer) shall expressly agree in a supplemental trust deed that its jurisdiction of organisation or tax residence (or any political subdivision, territory or possession thereof, any taxing authority therein or any area subject to its jurisdiction) will be added to the list of Relevant Jurisdictions (as defined in Condition 7 (*Taxation*)); and

- (D) if, as a result of the transaction, any property or asset of the Guarantor or any of the Guarantor's Subsidiaries would become subject to a Security Interest that would not be permitted under Condition 3(a) (*Negative Pledge*) above, the Guarantor, the Issuer or such successor Person takes such steps as shall be necessary to secure the Perpetual Securities at least equally and rateably with the Relevant Indebtedness secured by such Security Interest or by such other Security Interest as shall have been approved by Holders pursuant to the Trust Deed.
- (f) *NDRC Filings*: The Guarantor undertakes to make or cause to be made filings with the NDRC of the requisite information and documents in respect of the Perpetual Securities within the relevant prescribed timeframe after the Issue Date in accordance with the NDRC Measures, including but not limited to, the filing with the NDRC of the requisite information and documents in respect of the issue of the Perpetual Securities within ten PRC Business Days after the Issue Date.

The Trustee shall have no duty to monitor or ensure or to assist with the filings with the NDRC of such requisite information and/or documents as aforesaid on or before the deadline referred to above or to verify the accuracy, validity and/or genuineness of any such information and/or documents or to obtain or receive copies of any requisite information and/or documents filed by the Guarantor with the NDRC as contemplated in this Condition 3(f) (*NDRC Filings*), and the Trustee shall not be liable to any Holders or any other person for not doing so.

4. DISTRIBUTION

- (a) *Distribution*: Subject to Condition 4(d) (*Distribution Deferral*) below, the Perpetual Securities confer a right to receive distributions (each a "**Distribution**") from, and including, 2 July 2024 (the "**Issue Date**") at the Distribution Rate in accordance with this Condition 4 (*Distribution*). Subject to Condition 4(d) (*Distribution Deferral*) below, Distribution shall be payable on the Perpetual Securities semi-annually in arrear on 2 January and 2 July in each year (each, a "**Distribution Payment Date**"), commencing on 2 January 2025.

If any Distribution is required to be calculated in respect of a period of less than a full half-year, it shall be calculated on the basis of a 360-day year consisting of 12 months of 30 days each and, in the case of an incomplete month, on the number of days elapsed.

- (b) *Rate of Distribution*: Subject to any increase pursuant to Condition 4(e) (*Increase in Distribution Rate following occurrence of certain events*) below, the rate of distribution ("**Distribution Rate**") applicable to the Perpetual Securities shall be:
- (A) in respect of each Distribution Payment Date, the period from, and including, the Issue Date to, but excluding, 2 July 2027 (the "**First Reset Date**"), the Initial Distribution Rate; and
- (B) in respect of the period (i) from, and including, the First Reset Date, to, but excluding, the Reset Date falling immediately after the First Reset Date, and (ii) from, and including, each Reset Date falling after the First Reset Date to, but excluding, the immediately following Reset Date, the Relevant Reset Distribution Rate.
- (c) *Distribution Accrual*: Unless otherwise provided for in these Conditions, each Perpetual Security will cease to confer the right to receive any Distribution from and including the due date for redemption unless, upon due presentation, payment of the full amount due is improperly withheld or refused. In such event, Distribution shall continue to accrue as provided in the Trust Deed. In such latter event, Distribution will continue to accrue at the applicable rate (both before and after judgment) until whichever is the earlier of (i) the day on which all sums due in respect of such Perpetual Security up to that day are received by or on behalf of the relevant Holder and (ii) the day which is seven days after the Principal Paying Agent or the Trustee has notified the Holders that it has received all sums due in respect of the Perpetual Securities up to such seventh day (except to the extent that there is any subsequent default in payment).

(d) *Distribution Deferral:*

- (A) *Optional Deferral:* The Issuer may, at its sole discretion, elect to defer (in whole or in part) any Distribution which is otherwise scheduled to be paid on a Distribution Payment Date to the next Distribution Payment Date by giving notice (an “**Optional Deferral Notice**”) to the Holders (in accordance with Condition 15 (*Notices*)) and in writing to the Trustee and the Principal Paying Agent not less than seven business days prior to the relevant Distribution Payment Date (an “**Optional Deferral Event**”).
- (B) *No obligation to pay:* The Issuer shall have no obligation to pay any Distribution (including any Arrears of Distribution and any Additional Distribution Amount) on any Distribution Payment Date if it validly elects not to do so in accordance with Condition 4(d)(A) (*Optional Deferral*) above.
- (C) *Cumulative Deferral:* Any Distribution deferred pursuant to this Condition 4(d) (*Distribution Deferral*) shall constitute “**Arrears of Distribution**”. The Issuer may, at its sole discretion, elect (in the circumstances set out in Condition 4(d)(A) (*Optional Deferral*) above) to further defer (in whole or in part) any Arrears of Distribution by complying with the foregoing notice requirement applicable to any deferral of Distribution. The Issuer is not subject to any limit as to the number of times Distribution and Arrears of Distribution can be deferred pursuant to this Condition 4(d) (*Distribution Deferral*).

Each amount of Arrears of Distribution shall accrue distribution as if it constituted the principal of the Perpetual Securities at the prevailing Distribution Rate and the amount of such distribution (the “**Additional Distribution Amount**”) with respect to Arrears of Distribution shall be calculated by applying the applicable Distribution Rate to the amount of the Arrears of Distribution and otherwise *mutatis mutandis* as provided in the foregoing provisions of this Condition 4 (*Distribution*). The Additional Distribution Amount accrued up to (but excluding) any Distribution Payment Date shall be added (for the purpose of calculating the Additional Distribution Amount accruing thereafter) to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution.

(D) *Restrictions in the case of Deferral:*

- (A) The Issuer undertakes, and undertakes to procure its Subsidiaries, unless the Payment Condition has been fully satisfied or the Issuer or the relevant Subsidiary is otherwise permitted to do so by an Extraordinary Resolution of the Holders:
 - (1) not to declare or pay any discretionary dividends or discretionary distributions or make any other discretionary payment, and will procure that no discretionary dividend, discretionary distribution or other discretionary payment is made, in each case, on any Parity Securities or Junior Securities of the Issuer (except (x) in relation to the Parity Securities of the Issuer on a *pro rata* basis, or (y) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants); and
 - (2) not, at its discretion, redeem, reduce, cancel, buy-back or otherwise acquire for any consideration any Parity Securities or Junior Securities of the Issuer (except (x) in relation to the Parity Securities of the Issuer on a *pro rata* basis, (y) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants, or (z) as a result of the exchange or conversion of such Parity Securities for the Junior Securities of the Issuer).

- (B) The Guarantor undertakes, and undertakes to procure the Issuer and the other Subsidiaries of the Guarantor, unless the Payment Condition has been fully satisfied or the Issuer, the Guarantor or the relevant Subsidiary is otherwise permitted to do so by an Extraordinary Resolution of the Holders:
- (1) not to declare or pay any discretionary dividends or discretionary distributions or make any other discretionary payment, and will procure that no discretionary dividend, discretionary distribution or other discretionary payment is made, in each case, on any Parity Securities or Junior Securities of the Issuer or the Guarantor (except (x) in relation to the Parity Securities of the Issuer or the Guarantor, as the case may be, on a *pro rata* basis, or (y) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants); and
 - (2) not, at its discretion, redeem, reduce, cancel, buy-back or otherwise acquire for any consideration any Parity Securities or Junior Securities of the Issuer or the Guarantor (except (x) in relation to the Parity Securities of the Issuer or the Guarantor, as the case may be, on a *pro rata* basis, (y) in connection with any employee benefit plan or similar arrangements with or for the benefit of employees, officers, directors or consultants, or (z) as a result of the exchange or conversion of such Parity Securities for Junior Securities of the Issuer or the Guarantor, as the case may be).

In addition, the incurrence of any Parity Securities or Junior Securities itself will not constitute a Dividend Stopper Breach Event.

(E) *Satisfaction of Arrears of Distribution by payment:*

The Issuer:

- (A) may satisfy any Arrears of Distribution and Additional Distribution Amount (in whole or in part) at any time by giving notice of such election to the Holders (in accordance with Condition 15 (*Notices*)) and in writing to the Trustee and the Principal Paying Agent not less than five nor more than 10 business days prior to the proposed payment date specified in such notice (which notice shall be irrevocable and shall oblige the Issuer to pay the relevant Arrears of Distribution and Additional Distribution Amounts, on the payment date specified in such notice); and
- (B) in any event shall satisfy any outstanding Arrears of Distribution and Additional Distribution Amount (in whole but not in part) on the earliest of:
 - (1) the date of redemption of the Perpetual Securities in accordance with the redemption events set out in Condition 5 (*Redemption and Purchase*);
 - (2) a Winding-Up of the Issuer or the Guarantor; and
 - (3) the date of any substitution or variation in accordance with Condition 12(d) (*Substitution or Variation*).

The Guarantor undertakes as a primary obligation to pay all outstanding Arrears of Distribution and Additional Distribution Amount upon a Winding-Up of the Guarantor.

Any partial payment of outstanding Arrears of Distribution and any Additional Distribution Amount by the Issuer shall be shared by the Holders of all outstanding Perpetual Securities on a *pro rata* basis.

(F) *No default*: Notwithstanding any other provision in these Conditions or in the Trust Deed, the deferral of any Distribution payment in accordance with this Condition 4(d) (*Distribution Deferral*) shall not constitute a default for any purpose (including, without limitation, pursuant to Condition 8 (*Non-payment*)) on the part of the Issuer under the Perpetual Securities or the Guarantor under the Guarantee of the Perpetual Securities or for any other purpose.

(e) *Increase in Distribution Rate following occurrence of certain events*:

(A) *Increase in Distribution Rate*: Upon the occurrence of a Step-Up Event, unless (i) an irrevocable notice in writing to redeem the Perpetual Securities has been given by the Issuer to Holders (in accordance with Condition 15 (*Notices*)) and in writing to the Trustee and the Principal Paying Agent pursuant to Condition 5 (*Redemption and Purchase*) by the 30th day following the occurrence of the relevant Step-Up Event or (ii) the relevant Step-Up Event is remedied by the 30th day following the occurrence of such relevant Step-Up Event, the Distribution Rate will increase by 5.00 per cent. per annum with effect from (1) the next Distribution Payment Date immediately following the occurrence of the relevant Step-Up Event or (2) if the date on which the relevant Step-Up Event (as applicable) occurs is prior to the most recent preceding Distribution Payment Date, such Distribution Payment Date, provided that the maximum aggregate increase in the Distribution Rate pursuant to this Condition 4(e) (*Increase in Distribution Rate following occurrence of certain events*) shall be 5.00 per cent. per annum. For the avoidance of doubt, any increase in the Distribution Rate pursuant to this Condition 4(e) (*Increase in Distribution Rate following occurrence of certain events*) is separate from and in addition to any change in the Distribution Rate pursuant to Condition 4(b)(B) above.

Any increase in the Distribution Rate pursuant to this Condition 4(e) (*Increase in Distribution Rate following occurrence of certain events*) shall be notified by the Issuer to the Holders (in accordance with Condition 15 (*Notices*)) and in writing to the Trustee and the Agents no later than the 30th day following the occurrence of the relevant Step-Up Event.

(B) *Decrease in Distribution Rate*: If following an increase in the Distribution Rate after a Step-Up Event, such Step-Up Event is cured or no longer exists, upon written notice of such facts being given to the Holders (in accordance with Condition 15 (*Notices*)) and in writing to the Trustee and the Principal Paying Agent, the Distribution Rate shall be decreased by 5.00 per cent. per annum with effect from (and including) the Distribution Payment Date immediately following the date falling 30 days after the date on which the Trustee receives notice of the cure of such Step-Up Event provided that the maximum aggregate decrease in the Distribution Rate pursuant to this Condition 4(e) (*Increase in Distribution Rate following occurrence of certain events*) shall be 5.00 per cent. per annum.

5. REDEMPTION AND PURCHASE

(a) *No fixed redemption*: The Perpetual Securities are perpetual securities in respect of which there is no fixed redemption date and the Issuer shall (without prejudice to Condition 8 (*Non-payment*)), only have the right to redeem or purchase them in accordance with the following provisions of this Condition 5 (*Redemption and Purchase*).

(b) *Redemption at the option of the Issuer*: The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on giving not less than 30 nor more than 60 days' irrevocable notice (in accordance with Condition 15 (*Notices*)) to the Holders and in writing to the Trustee and the Principal Paying Agent at their principal amount (together with any Distribution accrued to but excluding the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount)) on the First Call Date, any time between the First Call Date and the First Reset Date, the First Reset Date or any Distribution Payment

Date after the First Reset Date (each, a “**Call Date**”). On expiry of any such notice as is referred to in this Condition 5(b) (*Redemption at the option of the Issuer*), the Issuer shall be bound to redeem the Perpetual Securities on the relevant Call Date in accordance with this Condition 5(b) (*Redemption at the option of the Issuer*).

- (c) *Redemption for tax reasons*: The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ notice to the Holders (in accordance with Condition 15 (*Notices*)) and in writing to the Trustee and the Principal Paying Agent (which notice shall be irrevocable), at their principal amount, together with any Distribution (if any) accrued to but excluding the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount), if, immediately before giving such notice, the Issuer satisfies the Trustee that as a result of any change in or amendment to the laws of a Relevant Jurisdiction or any regulations or rulings promulgated thereunder, or any change in the official interpretation or application of such laws, regulations or rulings (including a holding by a court of competent jurisdiction), which change or amendment (i) in the case of the Guarantor or the Issuer becomes effective on or after 25 June 2024 and (ii) in the case of any successor to the Guarantor or the Issuer that is organised or tax resident in a jurisdiction that is not a Relevant Jurisdiction as of 25 June 2024 becomes effective on or after the date such successor assumes the Guarantor’s or the Issuer’s obligations, as applicable, under the Perpetual Securities and the Trust Deed (each a “**Gross-Up Event**”),
- (A) (1) the Issuer is or would be required on the next succeeding due date for a payment with respect to the Perpetual Securities to pay Additional Amounts with respect to the Perpetual Securities as provided or referred to in Condition 7 (*Taxation*) and (2) such obligation cannot be avoided by the use of reasonable measures available to the Issuer or any successor person, as the case may be; or
- (B) (1) the Guarantor is or (if a demand was made under the Guarantee of the Perpetual Securities) would be required on the next succeeding due date for a payment with respect to the Perpetual Securities to pay Additional Amounts as provided or referred to in Condition 7 (*Taxation*) and (2) such obligation cannot be avoided by the use of reasonable measures available to the Guarantor or any successor person, as the case may be,

provided, however, that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer or the Guarantor, as the case may be, would be obliged to pay such Additional Amounts if a payment in respect of the Perpetual Securities were then due or (as the case may be) a demand under the Guarantee of the Perpetual Securities were then made.

Prior to the publication of any notice of redemption pursuant to this Condition 5(c) (*Redemption for tax reasons*), the Issuer shall deliver or procure that there is delivered to the Trustee (x) a certificate in English signed by any Authorised Signatory of the Issuer stating that the circumstances referred to in Condition 5(c)(A) above prevail and setting out the details of such circumstances or (as the case may be) a certificate in English signed by any Authorised Signatory of the Guarantor stating that the circumstances referred to in Condition 5(c)(B) above prevail and setting out details of such circumstances and (y) an opinion in form and substance satisfactory to the Trustee of independent legal or tax advisers of recognised standing to the effect that the Issuer or (as the case may be) the Guarantor has or will become obliged to pay such Additional Amounts as a result of such change or amendment. The Trustee shall be entitled to (but shall not be obliged to) accept and rely upon such certificate and opinion (without further investigation or enquiry and without liability to the Holders or any other person) as sufficient evidence of the satisfaction of the circumstances set out in Conditions 5(c)(A) and 5(c)(B) above, in which event the same shall be conclusive and binding on the Holders. Upon the expiry of any such notice as is referred to in this Condition 5(c) (*Redemption for tax reasons*), the Issuer shall be bound to redeem the Perpetual Securities in accordance with this Condition 5(c) (*Redemption for tax reasons*).

- (d) *Redemption for accounting reasons*: The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time, on the Issuer giving not less than 30 nor more than 60 days' notice (in accordance with Condition 15 (*Notices*)) to the Holders and in writing to the Trustee and the Principal Paying Agent (which notice shall be irrevocable) at their principal amount, together with any Distribution accrued to but excluding the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount), if, immediately before giving such notice, the Issuer satisfies the Trustee that as a result of any changes or amendments to, or a change or amendment to any interpretation of, Hong Kong Financial Reporting Standards or any other generally accepted accounting standards that may be adopted by the Guarantor for the purposes of preparing the Guarantor's consolidated financial statements (the "**Relevant Accounting Standards**"), the Perpetual Securities must not or must no longer be recorded as "equity" of the Guarantor in the consolidated financial statements of Guarantor pursuant to the Relevant Accounting Standards (an "**Accounting Event**").

Prior to the publication of any notice of redemption pursuant to this Condition 5(d) (*Redemption for accounting reasons*), the Issuer shall deliver or procure that there is delivered to the Trustee:

- (A) a certificate in English, signed by any Authorised Signatory of the Guarantor, stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer to so redeem have occurred and that such Accounting Event cannot be avoided by the Guarantor taking reasonable measures available to it; and
- (B) an opinion, in form and substance satisfactory to the Trustee, of the independent auditors of the Guarantor, stating that the circumstances referred to above in this Condition 5(d) (*Redemption for accounting reasons*) prevail and the date on which the relevant change or amendment to or the relevant change or amendment to the relevant interpretation of, the Relevant Accounting Standards is due to take effect,

provided, however, that no notice of redemption may be given under this Condition 5(d) (*Redemption for accounting reasons*) earlier than 90 days prior to the date on which the relevant change or amendment to, or the relevant change or amendment to the relevant interpretation of, the Relevant Accounting Standards is due to take effect in relation to the Guarantor.

Upon the expiry of any such notice as is referred to in this Condition 5(d) (*Redemption for accounting reasons*), the Issuer shall be bound to redeem the Perpetual Securities in accordance with this Condition 5(d) (*Redemption for accounting reasons*), provided that such date for redemption shall be no earlier than the last day before the date on which the Perpetual Securities must not or must no longer be so recorded as "equity" of the Guarantor, as the case may be, pursuant to the Relevant Accounting Standards.

The Trustee shall be entitled to accept and rely upon such certificate and opinion (without further investigation or enquiry) as sufficient evidence of the satisfaction of the conditions precedent set out in (A) and (B) of this Condition 5(d) (*Redemption for accounting reasons*), in which event the same shall be conclusive and binding on the Holders.

- (e) *Redemption upon a Change of Control Triggering Event*: The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on giving not less than 30 nor more than 60 days' irrevocable notice (in accordance with Condition 15 (*Notices*)) to the Holders and in writing to the Trustee and the Principal Paying Agent at:
- (A) 101 per cent. of their principal amount together with any Distribution accrued to (but excluding) the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount), at any time before the First Call Date; or

- (B) their principal amount, together with any Distribution accrued to (but excluding) the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount), at any time on or after the First Call Date,

if a Change of Control Triggering Event occurs.

Prior to the publication of any notice of redemption pursuant to this Condition 5(e) (*Redemption upon a Change of Control Triggering Event*), the Issuer shall deliver or procure that there is delivered to the Trustee a certificate in English, signed by any Authorised Signatory of the Guarantor, stating that the circumstances referred to above in this Condition 5(e) (*Redemption upon a Change of Control Triggering Event*) prevail and setting out the details of such circumstances.

The Trustee shall be entitled to accept and rely upon such certificate (without further investigation or enquiry) as sufficient evidence of the satisfaction of the circumstances set out above, in which event it shall be conclusive and binding on the Holders. Upon the expiry of any such notice as is referred to in this Condition 5(e) (*Redemption upon a Change of Control Triggering Event*), the Issuer shall be bound to redeem the Perpetual Securities in accordance with this Condition 5(e) (*Redemption upon a Change of Control Triggering Event*).

- (f) *Redemption for a Breach of Covenant Event, a Relevant Indebtedness Default Event or a Dividend Stopper Breach Event*: The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' irrevocable notice (in accordance with Condition 15 (*Notices*)) to the Holders and in writing to the Trustee and the Principal Paying Agent at their principal amount (together with any Distribution accrued to but excluding the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount)) upon the occurrence of:

- (A) a Breach of Covenant Event;
- (B) a Relevant Indebtedness Default Event; or
- (C) a Dividend Stopper Breach Event.

Upon the expiry of any such notice as is referred to in this Condition 5(f) (*Redemption for a Breach of Covenant Event, a Relevant Indebtedness Default Event or a Dividend Stopper Breach Event*), the Issuer shall be bound to redeem the Perpetual Securities in accordance with this Condition 5(f) (*Redemption for a Breach of Covenant Event, a Relevant Indebtedness Default Event or a Dividend Stopper Breach Event*).

- (g) *Redemption for minimum outstanding amount*: The Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' irrevocable notice (in accordance with Condition 15 (*Notices*)) to the Holders and in writing to the Trustee and the Principal Paying Agent at their principal amount (together with any Distribution accrued to but excluding the date fixed for redemption (including any Arrears of Distribution and any Additional Distribution Amount)) if prior to the date fixed for redemption at least 90 per cent. in principal amount of the Perpetual Securities originally issued has been redeemed or purchased and cancelled.

Upon the expiry of any such notice as is referred to in this Condition 5(g) (*Redemption for minimum outstanding amount*), the Issuer shall be bound to redeem the Perpetual Securities in accordance with this Condition 5(g) (*Redemption for minimum outstanding amount*).

- (h) *No other redemption*: The Issuer shall not be entitled to redeem the Perpetual Securities otherwise than as provided in Conditions 5(a) (*No fixed redemption*) to 5(g) (*Redemption for minimum outstanding amount*) above.

- (i) *Purchase*: The Issuer, the Guarantor or any of their respective Subsidiaries may at any time purchase Perpetual Securities in the open market or otherwise and at any price and such Perpetual Securities may be held, resold or, at the option of the Issuer, surrendered to any Paying Agent for cancellation.
- (j) *No duty to monitor*: The Trustee and the Agents shall not be obliged to take any steps to ascertain whether a Step-Up Event, a Change of Control or an Accounting Event has occurred or to monitor the occurrence of any Step-Up Event, Change of Control or Accounting Event, and shall not be liable to the Holders or any other person for not doing so.
- (k) *Cancellation*: All Perpetual Securities so redeemed shall be cancelled and all Perpetual Securities so cancelled and any Perpetual Securities cancelled pursuant to Condition 5(i) (*Purchase*) above may not be reissued or resold.
- (l) *Calculations*: Neither the Trustee nor any of the Agents shall be responsible for calculating or verifying the calculations of any amount payable under any notice of redemption and none of them shall be liable to the Holders or any other person for not doing so.

6. PAYMENTS

- (a) *Principal*: Payments of principal shall be made by transfer to a U.S. dollar account maintained by the payee and (i) (in the case of redemption) upon surrender, or (ii) (in the case of part payment only) upon endorsement of the relevant Certificates at the specified office of any Paying Agent.
- (b) *Distribution*: Payments of Distribution (including any Arrears of Distribution and any Additional Distribution Amount) shall be made by transfer to a U.S. dollar account maintained by the payee and (i) (in the case of Distribution payable on redemption) upon surrender, or (ii) (in the case of part payment only) upon endorsement of the relevant Certificates at the specified office of any Paying Agent.
- (c) *Payments subject to fiscal laws*: All payments in respect of the Perpetual Securities are subject in all cases to (i) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 7 (*Taxation*) and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Condition 7 (*Taxation*)) any law implementing an intergovernmental approach. No commissions or expenses shall be charged to the Holders in respect of such payments.
- (d) *Payments on business days*: Payment instructions (for value the due date, or, if the due date is not a business day, for value the next succeeding business day) will be initiated (i) (in the case of payments of principal and Distribution payable on redemption) on the later of the due date for payment and the day on which the relevant Certificate is surrendered (or, in the case of part payment only, endorsed) at the specified office of a Paying Agent and (ii) (in the case of payments of Distribution payable other than on redemption) on the due date for payment. A Holder of a Perpetual Security shall not be entitled to any Distribution or other payment in respect of any delay in payment resulting from the due date for a payment not being a business day.
- (e) *Record date*: Each payment in respect of a Perpetual Security will be made to the person shown as the Holder in the Register at the close of business in the place of the Registrar’s specified office on the fifteenth day before the due date for such payment (the “**Record Date**”).

Whilst the Perpetual Securities are evidenced by the Global Certificate, each payment in respect of the Global Certificate will be made to the person shown as the holder in the Register at the close of business (of the relevant clearing system) on the Clearing System Business Day before the due date for such payment, where “Clearing System Business Day” means a weekday (Monday to Friday, inclusive, except 25 December and 1 January).

- (f) *Partial payment:* If a Paying Agent makes a partial payment in respect of any Perpetual Securities, the Issuer shall procure that the amount and date of such payment are noted in the Register and, in the case of partial payment upon presentation of a Certificate, that a statement indicating the amount and the date of such payment is endorsed on the relevant Certificate.

7. TAXATION

- (a) *Gross up:* All payments of principal, premium (if any) and Distribution (including any Arrears of Distribution and any Additional Distribution Amount) in respect of the Perpetual Securities and/or the Guarantee of the Perpetual Securities by or on behalf of the Issuer or the Guarantor shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature (in these Conditions, “**Taxes**”) imposed, levied, collected, withheld or assessed by or on behalf of the British Virgin Islands, Hong Kong or the PRC, in each case including any political subdivision, territory or possession thereof, and any authority therein having power to tax (each as applicable, a “**Relevant Jurisdiction**”), unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law.

Where such withholding or deduction is made by the Issuer or (as the case may be) the Guarantor as a result of the Issuer or the Guarantor being deemed by PRC tax authorities to be a PRC tax resident, at the rate up to and including the applicable rate in effect in the PRC on 25 June 2024 (the “**Applicable Rate**”), the Issuer or the Guarantor, as the case may be, will pay such additional amounts to the extent required, as will result in receipt by the Holders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required.

If the Issuer or the Guarantor is required to make (i) such deduction or withholding by or within the PRC, in excess of the Applicable Rate or (ii) any deduction or withholding by or within Hong Kong or the British Virgin Islands, the Issuer or the Guarantor, as the case may be, shall pay such additional amounts (the “**Additional Amounts**”) as will result in receipt by the Holders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required, except that no such Additional Amounts shall be payable in respect of any Perpetual Security:

- (A) to a Holder (or to a third party on behalf of a Holder) who is liable to such Taxes in respect of such Perpetual Security by reason of his having some connection with the Relevant Jurisdiction other than the mere holding of the Perpetual Security; or
 - (B) where the relevant Perpetual Security Certificate is presented or surrendered for payment more than 30 days after the Relevant Date, except to the extent that the Holder of such Perpetual Security would have been entitled to such Additional Amounts on presenting or surrendering such Perpetual Security Certificate for payment on the last day of such period of 30 days.
- (b) *Taxing jurisdiction:* If the Issuer or the Guarantor (or any successor of the Issuer or the Guarantor) becomes subject at any time to any taxing jurisdiction other than the British Virgin Islands, Hong Kong or the PRC, references in these Conditions to the Relevant Jurisdiction shall be construed to include such other jurisdiction.

Any reference in these Conditions to principal or Distribution, Arrears of Distribution or Additional Distribution Amount shall be deemed to include any Additional Amounts in respect of such principal or Distribution, Arrears of Distribution or Additional Distribution Amount (as the case may be) which may be payable under this Condition 7 (*Taxation*) or any undertaking given in addition to or in substitution of this Condition 7 (*Taxation*) pursuant to the Trust Deed.

- (c) *Not liable*: Neither the Trustee nor any Agent shall be responsible for paying any tax, duty, charges, withholding or other payment referred to in this Condition 7 (*Taxation*) or for determining whether such amounts are payable or the amount thereof, and none of them shall be responsible or liable for any failure by the Issuer, the Guarantor, any Holder or any third party to pay such tax, duty, charges, withholding or other payment in any jurisdiction or to provide any notice or information to the Trustee or any Agent that would permit, enable or facilitate the payment of any principal, premium (if any), Distribution, Arrears of Distribution, Additional Distribution Amount or other amount under or in respect of the Perpetual Securities without deduction or withholding for or on account of any tax, duty, charge, withholding or other payment imposed by or in any jurisdiction.

8. NON-PAYMENT

- (a) *Non-payment when due*: Notwithstanding any of the provisions below in this Condition 8 (*Non-Payment*), the right to institute proceedings for Winding-Up of the Issuer or the Guarantor is limited to circumstances where payment has become due and is unpaid. In the case of any Distribution, such Distribution will not be due if the Issuer has elected to defer that Distribution in accordance with Condition 4(d)(A) (*Optional Deferral*) to Condition 4(d)(C) (*Cumulative Deferral*).
- (b) *Proceedings for Winding-Up*: If there is a Winding-Up of the Issuer or the Guarantor, or the Issuer or the Guarantor shall not make payment in respect of the Perpetual Securities, the Guarantee of the Perpetual Securities or under the Trust Deed, for a period of 14 days or more after the date on which such payment is due, the Issuer and the Guarantor shall be deemed to be in default under the Trust Deed, the Guarantee of the Perpetual Securities and the Perpetual Securities and the Trustee may, subject to the provisions of Condition 8(d) (*Entitlement of Trustee*) below, institute proceedings for the Winding-Up of the Issuer or the Guarantor, prove in the Winding-Up of the Issuer or the Guarantor or claim in the liquidation of the Issuer or the Guarantor for such payment.
- (c) *Enforcement*: Without prejudice to Condition 8(b) (*Proceedings for Winding-Up*) but subject to the provisions of Condition 8(d) below, the Trustee may at its discretion and without notice to the Issuer or the Guarantor take such steps and/or actions and/or institute such proceedings against the Issuer or the Guarantor as it may think fit to enforce any term or condition binding on the Issuer or the Guarantor under the Trust Deed, the Guarantee of the Perpetual Securities or the Perpetual Securities, as the case may be, (other than any payment obligation of the Issuer or the Guarantor under or arising from the Perpetual Securities, the Guarantee of the Perpetual Securities or the Trust Deed including, without limitation, payment of any principal, premium (if any) or Distribution (including any Arrears of Distribution and any Additional Distribution Amount) in respect of the Perpetual Securities, including any damages awarded for breach of any obligations) and, in no event shall the Issuer or the Guarantor, by virtue of the institution of any such proceedings, be obliged to pay any sum or sums, in cash or otherwise, sooner than the same would otherwise have been payable by it. The rights and remedies of the Trustee and the Holders under the Perpetual Securities and the Trust Deed are cumulative and not exclusive of any rights or remedies provided by law.
- (d) *Entitlement of Trustee*: The Trustee shall not be obliged to take any of the actions referred to in Conditions 8(b) (*Proceedings for Winding-Up*) or 8(c) (*Enforcement*) above against the Issuer or the Guarantor to enforce the terms of the Trust Deed, the Guarantee of the Perpetual Securities or the Perpetual Securities, as the case may be, unless (i) it shall have been so

requested by an Extraordinary Resolution of the Holders or in writing by the Holders of at least 25 per cent. of the aggregate principal amount of the Perpetual Securities then outstanding and (ii) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction in accordance with the Trust Deed.

- (e) *Right of Holders*: No Holder shall be entitled to proceed directly against the Issuer or the Guarantor or to institute proceedings for the Winding-Up of the Issuer or the Guarantor or claim in the liquidation of the Issuer or the Guarantor to prove in such Winding-Up unless the Trustee, having become so bound to proceed or being able to prove in such Winding-Up or claim in such liquidation, fails to do so within a reasonable period and such failure shall be continuing, in which case the Holder shall have only such rights against the Issuer or the Guarantor as those which the Trustee is entitled to exercise as set out in this Condition 8.
- (f) *Extent of Holders' remedy*: No remedy against the Issuer or the Guarantor, other than as referred to in this Condition 8, shall be available to the Trustee or the Holders, whether for the recovery of amounts owing in respect of the Perpetual Securities, the Guarantee of the Perpetual Securities or under the Trust Deed or in respect of any breach by the Issuer or the Guarantor of any of their respective other obligations under or in respect of the Perpetual Securities or the Trust Deed.
- (g) *No obligation to monitor*: The Trustee and the Agents shall not be obliged to take any steps to ascertain whether there is a Winding-Up of the Issuer or the Guarantor or the Issuer or the Guarantor shall not have made payment in respect of the Perpetual Securities, the Guarantee of the Perpetual Securities or under the Trust Deed, and none of them shall be liable to the Holders or any other person for not doing so.

9. PRESCRIPTION

Claims for payment in respect of the Perpetual Securities shall become void unless the relevant Certificates are surrendered for payment within ten years of the appropriate Relevant Date.

10. REPLACEMENT OF CERTIFICATES

If any Certificate is lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the Registrar and the Transfer Agent, subject to all applicable laws and competent authority, stock exchange and/or quotation system requirements, upon payment by the claimant of the expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer may reasonably require or, as the case may be, the Transfer Agent or the Registrar may require. Mutilated or defaced Certificates must be surrendered before replacements will be issued.

11. TRUSTEE AND AGENTS

Under the Trust Deed, the Trustee is entitled to be indemnified and/or provided with security and/or prefunded and relieved from responsibility and liability in certain circumstances and to be paid or reimbursed for its fees, costs, expenses and indemnity payments and for any liabilities incurred by it in priority to the claims of the Holders. In addition, the Trustee is entitled to enter into business transactions with the Issuer, the Guarantor and any entity relating (directly or indirectly) to the Issuer or the Guarantor without accounting for any profit.

In the exercise of its powers and discretions under these Conditions and the Trust Deed, the Trustee will have regard to the interests of the Holders as a class and, in particular but without limitation, the Trustee will not be responsible or liable for any consequence for individual Holders as a result of such Holders being connected in any way with a particular territory or taxing jurisdiction.

In acting under the Agency Agreement and in connection with the Perpetual Securities, the Agents act solely as agents of the Issuer, the Guarantor and (to the extent provided therein) the Trustee and do not assume any obligations towards or relationship of agency or trust for or with any of the Holders.

The Trustee may rely without liability to Holders, the Issuer, the Guarantor or any other person on any report, confirmation, certificate or information from or any advice or opinion of any legal counsel, auditor, accountant, financial adviser, valuer, financial institution or any other expert, whether or not obtained by or addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or any other person in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may accept and shall be entitled to rely on any such report, confirmation, certificate, information, advice or opinion, in which event such report, confirmation, certificate, information, advice or opinion shall be binding on the Holders.

None of the Trustee or any of the Agents shall be responsible for the performance by the Issuer or the Guarantor, and any other person appointed by the Issuer or the Guarantor in relation to the Perpetual Securities of the duties and obligations on their part expressed in respect of the same and, unless it has written notice from the Issuer or the Guarantor to the contrary, the Trustee and each Agent shall be entitled to assume that the same are being duly performed. Neither the Trustee nor any of the Agents shall be under any obligation to monitor compliance by the Issuer or the Guarantor or any other person with the provisions of the Trust Deed, the Agency Agreement or these Conditions.

The initial Agents and their initial Specified Offices are listed below. The Issuer and the Guarantor reserve the right (with the prior written approval of the Trustee) at any time to vary or terminate the appointment of any Agent and to appoint a successor principal paying agent, or registrar or calculation agent and additional or successor paying agents and transfer agents; provided, however, that:

- (a) the Issuer and the Guarantor shall at all times maintain a principal paying agent, a registrar and a calculation agent; and
- (b) if and for so long as the Perpetual Securities are admitted to listing, trading and/or quotation by any competent authority, stock exchange and/or quotation system which requires the appointment of a Paying Agent and/or a Transfer Agent in any particular place, the Issuer and the Guarantor shall maintain a Paying Agent and/or a Transfer Agent having its Specified Office in the place required by such competent authority, stock exchange and/or quotation system.

Notice of any change in any of the Agents or in their Specified Offices shall promptly be given to the Holders by the Issuer.

Each Holder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer, the Guarantor and their respective Subsidiaries, and the Trustee shall not at any time have any responsibility for the same and each Holder shall not rely on the Trustee in respect thereof.

12. MEETINGS OF HOLDERS, MODIFICATION, WAIVER, SUBSTITUTION OR VARIATION

- (a) *Meetings of Holders:* The Trust Deed contains provisions for convening meetings (including meetings held by way of conference calls using a videoconference platform) of Holders to consider matters relating to the Perpetual Securities, including the modification of any provision of these Conditions, the Agency Agreement or the Trust Deed. Any such modification may be made if sanctioned by an Extraordinary Resolution. Such a meeting may be convened by the Issuer and the Guarantor (acting together) or by the Trustee and shall be convened by the Trustee upon the request in writing of Holders holding not less than 10 per cent. of the aggregate principal amount of the outstanding Perpetual Securities subject to its being first indemnified, provided with security and/or pre-funded to its satisfaction. The quorum at any meeting convened to vote on an Extraordinary Resolution will be two or more Persons holding or representing one more than 50 per cent. of the aggregate principal amount of the outstanding Perpetual Securities or, at any adjourned meeting, two or more Persons being or representing Holders whatever the principal amount of the Perpetual Securities held or represented; provided, however, that Reserved Matters may only be sanctioned by an Extraordinary Resolution passed at a meeting of Holders at which two or more Persons holding or representing not less than 75 per cent. or, at any adjourned meeting, 25 per cent. of the aggregate principal amount of the outstanding Perpetual Securities form a quorum. Any Extraordinary Resolution duly passed at any such meeting shall be binding on all the Holders, whether present or not.

In addition, a resolution passed by Electronic Consent (as defined in the Trust Deed) or a resolution in writing signed by or on behalf of Holders holding not less than 90 per cent. of the aggregate principal amount of the then outstanding Perpetual Securities will take effect as if it were an Extraordinary Resolution. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Holders.

- (b) *Modification and waiver:* The Trustee may, without the consent of the Holders, agree (i) to any modification of these Conditions, the Agency Agreement or the Trust Deed (in each case, other than in respect of a Reserved Matter) which is, in the opinion of the Trustee, proper to make if, in the opinion of the Trustee, such modification will not be materially prejudicial to the interests of Holders and (ii) to any modification of the Perpetual Securities, the Agency Agreement or the Trust Deed which is of a formal, minor or technical nature or is to correct a manifest error.

In addition, the Trustee may without the consent of the Holders authorise or waive any proposed breach or breach of the Perpetual Securities, the Agency Agreement or the Trust Deed (in each case, other than a proposed breach or breach relating to the subject of a Reserved Matter) if, in the opinion of the Trustee, the interests of the Holders will not be materially prejudiced thereby.

Any such authorisation, waiver or modification shall be binding on the Holders and unless the Trustee agrees otherwise, any such authorisation, waiver or modification shall be notified by the Issuer to the Holders as soon as practicable thereafter in accordance with Condition 15 (*Notices*).

- (c) *Direction from Holders:* Notwithstanding anything to the contrary in these Conditions, the Trust Deed or the Agency Agreement, whenever the Trustee is required or entitled by the terms of these Conditions, the Trust Deed or the Agency Agreement to exercise any discretion or power, take any action, make any decision or give any direction or certification, the Trustee is entitled, prior to exercising any such discretion or power, taking any such action, making any such decision, or giving any such direction or certification, to seek directions from the Holders by way of an Extraordinary Resolution and shall have been indemnified and/or provided with security and/or pre-funded to its satisfaction against all action, proceedings, claims and

demands to which in its opinion it may be or become liable and all costs, charges, damages, expenses (including legal expenses) and liabilities which may be incurred by it in connection therewith, and the Trustee is not responsible for any loss or liability incurred by any person as a result of any delay in it exercising such discretion or power, taking such action, making such decision, or giving such direction or certification where the Trustee is seeking such directions.

None of the Trustee or any Agent shall be liable to any Holder, the Issuer, the Guarantor or any other person for any action taken by the Trustee or such Agent in accordance with the instructions of the Holders. The Trustee shall be entitled to rely on any direction, request or resolution of Holders given by holders of the requisite principal amount of the Perpetual Securities outstanding or passed at a meeting of Holders convened and held in accordance with, or otherwise passed in accordance with, the Trust Deed.

- (d) *Substitution or Variation*: If a Special Event has occurred and is continuing, then the Issuer may at its option, subject to Condition 4 (*Distribution*) (without any requirement for the consent or approval of the Holders) and subject to it having satisfied the Trustee immediately prior to the giving of any notice referred to in this Condition 12(d) (*Substitution or Variation*) that the provisions of this Condition 12(d) (*Substitution or Variation*) have been complied with, and having given not less than 30 nor more than 60 days' irrevocable notice in writing to the Trustee and the Principal Paying Agent and, in accordance with Condition 15 (*Notices*), to the Holders, at any time either (i) substitute all, but not some only, of the Perpetual Securities for, or (ii) vary the terms of the Perpetual Securities with the effect that they remain or become (as the case may be), Qualifying Perpetual Securities, and the Trustee shall (subject to the following provisions of this Condition 12(d) (*Substitution or Variation*) and subject to the receipt by it of the certificate in English of (A) an Authorised Signatory of the Issuer and (y) of an Independent Investment Bank referred to in the definition of Qualifying Perpetual Securities, on which the Trustee may rely absolutely) agree to such substitution or variation. Any such substitution or variation agreed to by the Trustee as aforesaid shall be binding on the Holders.

Upon expiry of such notice, the Issuer shall either vary the terms of or, as the case may be, substitute the Perpetual Securities in accordance with this Condition 12(d) (*Substitution or Variation*). In connection therewith, any outstanding Arrears of Distribution (including any Additional Distribution Amount) shall be satisfied in full in accordance with the provisions of Condition 4(d)(E) (*Satisfaction of Arrears of Distribution by payment*).

Any such substitution or variation in accordance with the foregoing provisions of this Condition 12(d) (*Substitution or Variation*) shall not be permitted if any such substitution or variation would itself give rise to a Special Event with respect to the Perpetual Securities or the Qualifying Perpetual Securities.

In these Conditions:

- (A) “**Special Event**” means a Gross-Up Event, an Accounting Event or any combination of the foregoing; and
- (B) “**Qualifying Perpetual Securities**” means securities that:
- (A) have terms not materially less favourable to an investor than the terms of the Perpetual Securities, provided that:
- (1) they are issued by the Issuer or any Subsidiary of the Guarantor, provided that the Guarantor shall own and control, directly or indirectly 100 per cent. of the Voting Shares of such Subsidiary;
- (2) they are unconditionally and irrevocably guaranteed by the Guarantor; and

(3) they (or, as appropriate, the guarantee as aforesaid) shall rank *pari passu* with the Perpetual Securities on a Winding-Up of the issuer or the guarantor thereof, shall preserve the Holders' rights to any Arrears of Distribution, any Additional Distribution Amount and any other payment that has accrued with respect to the relevant securities, and shall contain terms which provide at least for the same Distribution Rate (including the distribution amount receivable thereunder), Distribution Payment Dates and redemption events, from time to time applying to the Perpetual Securities and otherwise have substantially identical (as reasonably determined by the Issuer) terms to the Perpetual Securities, save where any modifications to such terms are required to be made to resolve a Gross-Up Event or, as the case may be, an Accounting Event;

(B) have been, or will on issue be, assigned at least the same credit rating as that assigned by the Rating Agencies to the Perpetual Securities immediately prior to such substitution or variation; and

(C) are listed on or by The Stock Exchange of Hong Kong Limited or another securities exchange of international standing regularly used for the listing and quotation of debt securities offered and traded in the international markets,

in each case as certified in English to the Trustee by (x) an Authorised Signatory of the Issuer and (y) an Independent Investment Bank prior to the substitution or variation of the relevant Perpetual Securities.

13. ENFORCEMENT

The Trustee may at any time, at its absolute discretion and without notice, take and/or institute such actions, steps and/or proceedings as it thinks fit to enforce its rights under the Trust Deed and the Agency Agreement and in respect of the Perpetual Securities, but it shall not be bound to do so unless:

- (a) it has been so requested in writing by the Holders of at least 25 per cent. of the aggregate principal amount of the outstanding Perpetual Securities or has been so directed by an Extraordinary Resolution; and
- (b) it has been indemnified, prefunded or provided with security to its satisfaction.

No Holder may proceed directly against the Issuer or the Guarantor unless the Trustee, having become bound to do so, fails to do so within a reasonable time and such failure is continuing.

14. FURTHER ISSUES

The Issuer may from time to time, without the consent of the Holders and in accordance with the Trust Deed, create and issue further securities having the same terms and conditions as the Perpetual Securities in all respects (or in all respects except for the issue date, the issue price, the first payment of Distribution and the timing for relevant filings with the NDRC) so as to be consolidated and form a single series with the Perpetual Securities. References in these Conditions to the Perpetual Securities include (unless the context requires otherwise) any other perpetual securities issued pursuant to this Condition and consolidated and forming a single series with the Perpetual Securities. Any further perpetual securities forming a single series with the outstanding perpetual securities of any series (including the Perpetual Securities) constituted by the Trust Deed or any deed supplemental to it shall, and any other perpetual securities may (with the consent of the Trustee), be constituted by a deed supplemental to the Trust Deed.

15. NOTICES

Notices to the Holders will be sent to them by first class mail (or its equivalent) or (if posted to an overseas address) by airmail at their respective addresses on the Register. Any such notice shall be deemed to have been given on the fourth day after the date of mailing.

So long as the Global Certificate is held on behalf of Euroclear and Clearstream or any other clearing system, any notice to the holders of the Perpetual Securities shall be validly given by the delivery of the relevant notice to the relevant clearing system, for communication by such clearing system to entitled accountholders in substitution for notification as required by the Conditions and shall be deemed to have been given on the date of delivery to such clearing system.

16. GOVERNING LAW AND JURISDICTION

- (a) *Governing law:* The Perpetual Securities and the Trust Deed and any non-contractual obligations arising out of or in connection with the Perpetual Securities and the Trust Deed are governed by English law.
- (b) *Jurisdiction:* Each of the Issuer and the Guarantor has in the Trust Deed (i) agreed that the courts of Hong Kong shall have exclusive jurisdiction to settle any dispute (a “**Dispute**”) arising out of or in connection with the Trust Deed, the Perpetual Securities (including any non-contractual obligation arising out of or in connection with the Perpetual Securities); and (ii) agreed that those courts are the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue that any other courts are more appropriate or convenient; and (iii) in the case of the Issuer, designated the Guarantor at its registered office in Hong Kong to accept service of any process on its behalf.
- (c) *Waiver of immunity:* To the extent that the Issuer or the Guarantor may in any jurisdiction claim for itself or its assets immunity from suit, execution, attachment (whether in aid of execution, before judgment or otherwise) or other legal process, and to the extent that in any such jurisdiction there may be attributed to itself or its assets or revenues such immunity (whether or not claimed), each of the Issuer and the Guarantor agrees not to claim and irrevocably waives such immunity to the full extent permitted by the laws of such jurisdiction.

17. DEFINITIONS

In these Conditions:

“**Accounting Event**” has the meaning ascribed to it in Condition 5(d) (*Redemption for accounting reasons*);

“**Additional Distribution Amount**” has the meaning ascribed to it in Condition 4(d)(C) (*Cumulative Deferral*);

“**Additional Amounts**” has the meaning ascribed to it in Condition 7 (*Taxation*);

“**Arrears of Distribution**” has the meaning ascribed to it in Condition 4(d)(C) (*Cumulative Deferral*);

“**Breach of Covenant Event**” means the occurrence of (a) a Covenant Breach, and (b) the Trustee acting on the instructions of the Holders holding 25 per cent. or more in aggregate principal amount of the Perpetual Securities outstanding gives notice in writing to the Issuer that the Distribution Rate will be adjusted in accordance with Condition 4(e)(A) (*Increase in Distribution Rate following occurrence of certain events*);

“**business day**” means: (a) in respect of Condition 2 (*Register, Title and Transfers*), a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Registrar or (as the case may be) the Transfer Agent has its specified office; (b) in respect of Condition 4 (*Distribution*), any day on which banks are open for general business (including dealings in foreign currencies) in New York, Hong Kong and in the place in which the specified office of the Principal Paying Agent is located; and (c) in respect of Condition 6 (*Payments*), any day on which banks are open for general business (including dealings in foreign currencies) in London, Hong Kong and New York City and, in the case of surrender (or, in the case of part payment only, endorsement) of a Certificate, in the place in which the Certificate is surrendered (or, as the case may be, endorsed);

“**Call Date**” has the meaning ascribed to it in Condition 5(b) (*Redemption at the option of the Issuer*);

“**Capital Stock**” means any and all shares, interests (including joint venture interests), participations or other equivalents (however designated) of capital stock of a corporation or any and all equivalent ownership interests in a Person (other than a corporation);

“**Change of Control**” means the occurrence, at any time, of any of the following:

- (a) China Great Wall Asset Management Co., Ltd. (中國長城資產管理股份有限公司) (the “**Company**”) ceasing to own and control, directly or indirectly at least 50.1 per cent. of the Voting Shares of the Guarantor; or
- (b) the Guarantor ceasing to own and control directly 100 per cent. of the Capital Stock of the Issuer; or
- (c) the government of the PRC or Persons controlled by the government of the PRC ceasing to Control the Company;

“**Change of Control Triggering Event**” means a Change of Control, provided however, that, in the event that the Perpetual Securities are, on the Rating Date, rated Investment Grade by one or more Rating Agencies, a Change of Control Triggering Event shall mean the occurrence of both a Change of Control and a Rating Decline. No Change of Control Triggering Event will be deemed to have occurred in connection with any particular Change of Control unless and until such Change of Control has actually been consummated;

“**Comparable Treasury Issue**” means the U.S. Treasury security selected by the Issuer as having a maturity of three years that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities with a maturity of three years;

“**Comparable Treasury Price**” means:

- (a) the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) on the third New York business day preceding the relevant Reset Date, as set forth in the daily statistical release (of any successor release) published by the Federal Reserve Bank of New York and designated “Composite 3:30 p.m. Quotations for U.S. Government Securities”; or
- (b) if such release (or any successor release) is not published or does not contain such prices on such New York business day, (i) the average of the Reference Treasury Dealer Quotations for the relevant Reset Date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations, or (ii) if fewer than three such Reference Treasury Dealer Quotations are available, the average of all such quotations, if the Comparable Treasury Price cannot be determined in accordance with the above provisions, as determined by the Independent Investment Bank;

“Compliance Certificate” means a certificate in English substantially in the form scheduled to the Trust Deed of each of the Issuer and the Guarantor signed by any Authorised Signatory of the Issuer or, as the case may be, the Guarantor certifying that, having made all reasonable enquiries, to the best of the knowledge, information and belief of the Issuer or (as the case may be) the Guarantor as at a date (the **“Certification Date”**) not more than five days before the date of the certificate:

- (a) no Step-Up Event, or any event or circumstance which could, with the giving of notice, lapse of time, the issuing of a certificate and/or fulfilment of any other requirement, become a Step-Up Event had occurred since the Certification Date of the last such certificate or (if none) the date of the Trust Deed or, if such an event had occurred, giving details of it; and
- (b) each of the Issuer and the Guarantor has complied with all its obligations under the Trust Deed and the Perpetual Securities;

“Control” means directly or indirectly (a) owning and controlling at least 50.1 per cent. of the Voting Shares of the Company; or (b) nominating or appointing a majority of the members of the Company’s board of directors or other equivalent or successor governing body; or (c) possessing the ability or power to direct the management policies of the Company;

“Covenant Breach” means a non-compliance or non-performance by the Issuer or the Guarantor of any one or more of its obligations and covenants set out in Condition 3 (*Certain Covenants*);

“Distribution” has the meaning ascribed to it in Condition 4(a) (*Distribution*) and includes Arrears of Distribution and Additional Distribution Amount (if any) whether or not so specified in these Conditions;

“Distribution Payment Date” has the meaning ascribed to it in Condition 4(a) (*Distribution*);

“Distribution Rate” has the meaning ascribed to it in Condition 4(b) (*Rate of Distribution*);

“Dividend Stopper Breach Event” means a non-compliance or non-performance by the Issuer or the Guarantor of any of the restrictions set out in Condition 4(d)(D) (*Restrictions in the case of Deferral*);

“Finance Subsidiary” means any Person who is wholly-owned by the Guarantor and who does not engage in any business activity except (a) the incurrence of Indebtedness to Persons other than the Guarantor, the Issuer or any of their respective Subsidiaries, (b) the ownership of shares of another Finance Subsidiary, (c) activity related to the establishment or maintenance of that Person’s corporate existence, and (d) any other activity in connection with or incidental to activities referred to in (a), (b) or (c) above of this definition (but for the avoidance of doubt does not include the Issuer);

“First Call Date” means 2 June 2027 (being the date that falls one month prior to the First Reset Date);

“First Reset Date” has the meaning ascribed to it in Condition 4(b)(A) (*Rate of Distribution*);

“Gross-Up Event” has the meaning given to it in Condition 5(c) (*Redemption for tax reasons*);

“Guarantee of the Perpetual Securities” has the meaning ascribed to it in Condition 1(c) (*Guarantee of the Perpetual Securities*);

“Guarantor Audited Financial Reports” means the annual audited consolidated statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity of the Guarantor and its Subsidiaries together with any statements, reports (including any directors’ and auditors’ reports) and notes attached to or intended to be read with any of them;

“**Guarantor Unaudited Financial Reports**” means the semi-annual unaudited consolidated statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity of the Guarantor and its Subsidiaries together with any statements, reports (including any directors’ and auditors’ review reports) and notes attached to or intended to be read with any of them, if any;

“**Holder**” has the meaning ascribed to it in Condition 2(a) (*Register*);

“**Hong Kong**” means the Hong Kong Special Administrative Region of the People’s Republic of China;

“**Independent Investment Bank**” means an independent investment bank of international repute (acting as an expert) selected and appointed by the Guarantor (at the expense of the Guarantor) and notified to the Trustee in writing;

“**Indebtedness**” of any Person means, at any date, without duplication, (i) any outstanding indebtedness for or in respect of money borrowed (including bonds, debentures, notes or other similar instruments, whether or not listed) that is evidenced by any agreement or instrument, excluding trade payables, (ii) all non-contingent obligations of such Person to reimburse any bank or other Person in respect of amounts paid under a letter of credit or similar instrument, and (iii) all Indebtedness of others guaranteed by such Person;

“**Initial Distribution Rate**” means 7.150 per cent. per annum;

“**Investment Grade**” means a rating of “AAA”, “AA”, “A” or “BBB”, as modified by a “+” or “-” indication, or an equivalent rating representing one of the four highest rating categories, by S&P or any of its successors or assigns; a rating of “Aaa”, “Aa”, “A” or “Baa”, as modified by a “1”, “2” or “3” indication, or an equivalent rating representing one of the four highest rating categories, by Moody’s or any of its successors or assigns; a rating of “BBB-” or better by Fitch or any of its successors or assigns; a rating of “BBB” or better, as modified by a “+” or “-” indication, or an equivalent rating representing one of the four highest rating categories, by Lianhe Global or any of its successors or assigns or the equivalent ratings of any securities rating agency or agencies generally known to rate offshore debt securities, as the case may be, which shall have been designated by the Guarantor as having been substituted for S&P, Moody’s, Fitch or Lianhe Global or any combination thereof, as the case may be;

“**Junior Securities**” means (a) in respect of the Issuer, any class of the Issuer’s share capital (including without limitation any preference shares) and any Subordinated Indebtedness issued or guaranteed by the Issuer; and (b) in respect of the Guarantor, any class of the Guarantor’s share capital (including without limitation any preference shares) and any Subordinated Indebtedness issued or guaranteed by the Guarantor;

“**Listed Subsidiary**” means any Subsidiary of the Guarantor, the shares of which are at the relevant time listed on any stock exchange, and any Subsidiary of such Listed Subsidiary;

“**Macau**” means the Macau Special Administrative Region of the People’s Republic of China;

“**NDRC**” means the National Development and Reform Commission of the People’s Republic of China;

“**NDRC Measures**” means the Administrative Measures for the Examination and Registration of Medium and Long-term Foreign Debts of Enterprises (NDRC Order No. 56) (企業中長期外債審核登記管理辦法(國家發展和改革委員會令第56號)) promulgated by the NDRC on 5 January 2023 and became effective on 10 February 2023, and any implementation rules, regulations, certificates, circulars or notices in connection therewith as may be issued by the NDRC prior to the submission of such filing, as supplemented and amended from time to time;

“**Optional Deferral Event**” has the meaning ascribed to it in Condition 4(d) (*Distribution Deferral*);

“**Optional Deferral Notice**” has the meaning ascribed to it in Condition 4(d) (*Distribution Deferral*);

“**Parity Securities**” means (a) in respect of the Issuer, any instrument or security issued, entered into or guaranteed by the Issuer, which ranks or is expressed to rank, by its terms or by operation of law, *pari passu* with the Perpetual Securities; and (b) in respect of the Guarantor, any instrument or security issued, entered into or guaranteed by the Guarantor, as the case may be, which ranks or is expressed to rank, by its terms or by operation of law, *pari passu* with the Guarantee of the Perpetual Securities;

“**Payment Condition**” means the Issuer having satisfied in full all outstanding Arrears of Distribution and Additional Distribution Amount;

“**Person**” means any state-owned enterprise, individual, corporation, partnership, joint venture, association, joint stock company, trust, unincorporated organisation, limited liability company, government or any agency or political subdivision thereof or any other entity;

“**PRC**” means the People’s Republic of China, which, for the purposes of these Conditions, shall not include Hong Kong, Macau and Taiwan;

“**PRC Business Day**” means a day, other than a Saturday, Sunday or public holiday, on which commercial banks are generally open for business in Beijing;

“**Rating Agency**” means (a) S&P Global Ratings and its successors (“**S&P**”), (b) Moody’s Investors Service, Inc., a subsidiary of Moody’s Corporation, and its successors (“**Moody’s**”), (c) Fitch Ratings Inc. and its successors (“**Fitch**”) or (d) Lianhe Ratings Global Limited and its successors (“**Lianhe Global**”); and (e) if one or more of S&P, Moody’s, Fitch or Lianhe Global shall not make a rating of the Perpetual Securities publicly available, any securities rating agency or agencies generally known to rate offshore debt securities, as the case may be, selected by the Issuer and the Guarantor, which shall be substituted for S&P, Moody’s, Fitch or Lianhe Global or any combination thereof, as the case may be;

“**Rating Date**” means, in connection with a Change of Control Triggering Event, that date which is 90 days prior to the earlier of (a) a Change of Control and (b) a public notice of the occurrence of a Change of Control or of the intention by any Person or Persons to effect a Change of Control;

“**Rating Decline**” means, in connection with a Change of Control Triggering Event, the occurrence on, or within six months after, the date, or public notice of the occurrence of, a Change of Control or the intention by any Person or Persons to effect a Change of Control (which period shall be extended (by no more than an additional three months after the consummation of the Change of Control) so long as the rating of the Perpetual Securities is under publicly announced consideration for possible downgrade by any of the Rating Agencies) of any of the events listed below:

- (a) in the event the Perpetual Securities (i) are on the Rating Date (A) rated by three or more Ratings Agencies and (B) rated Investment Grade by each such Rating Agency, and (ii) cease to be rated Investment Grade by at least two of such Rating Agencies;
- (b) in the event the Perpetual Securities (i) are on the Rating Date (A) rated by two but not more Ratings Agencies and (B) rated Investment Grade by each such Rating Agency, and (ii) cease to be rated Investment Grade by both such Rating Agencies; or
- (c) in the event the Perpetual Securities (A) are on the Rating Date (I) rated by one and only one Ratings Agency and (II) rated Investment Grade by such Rating Agency, and (B) cease to be rated Investment Grade by such Rating Agency;

“Reference Treasury Dealer” means each of any three investment banks of recognised standing that is a primary U.S. Government securities dealer in New York, selected and appointed by the Issuer or the Guarantor (at the expense of the Issuer, failing which the Guarantor);

“Reference Treasury Dealer Quotations” means, with respect to each Reference Treasury Dealer and any Reset Date, the average as determined by the Calculation Agent, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Calculation Agent by such Reference Treasury Dealer at 5:00 p.m. on the third business day (as defined in Condition 17 (*Definitions*) pursuant to Condition 4 (*Distribution*)) preceding such Reset Date;

“Register” has the meaning ascribed to it in Condition 2(a) (*Register*);

“Relevant Accounting Standards” has the meaning ascribed to it in Condition 5(d) (*Redemption for accounting reasons*);

“Relevant Date” means, in relation to any payment, whichever is the later of (a) the date on which the payment in question first becomes due and (b) if the full amount payable has not been received by the Principal Paying Agent or the Trustee on or prior to such due date, the date on which (the full amount having been so received) notice to that effect has been given to the Holders;

“Relevant Indebtedness” of any Person means (a) any present or future indebtedness that is in the form of, or represented or evidenced by any bonds, notes, debentures, debenture stocks, loan stock certificates or other securities, which are, or intended to be, quoted, listed or dealt in or traded on any stock exchange or over-the-counter market or other securities market and has a final maturity of one year or more from its date of incurrence or issuance; and (b) all Relevant Indebtedness of others guaranteed by such Person;

“Relevant Indebtedness Default Event” means the occurrence of one or more of the following events (and such event is continuing): (a) failure to pay upon final maturity (after giving effect to the expiration of any applicable grace period therefor) the principal of any Indebtedness of the Guarantor, the Issuer or any Relevant Subsidiary, (b) acceleration of the maturity of any Indebtedness of the Guarantor, the Issuer or any Relevant Subsidiary following a default by the Guarantor, the Issuer, or any such Relevant Subsidiary, if such Indebtedness is not discharged, or such acceleration is not annulled, within 10 days after receipt by the Trustee of the written notice from the Guarantor or the Issuer as provided in the Trust Deed, or (c) failure to pay any amount payable by the Guarantor, the Issuer or any Relevant Subsidiary under any guarantee or indemnity in respect of any Indebtedness of any other Person if such obligation is not discharged or otherwise satisfied within 10 days after receipt by the Trustee of written notice as provided in the Trust Deed; **provided, however, that** no such event set forth in clause (a), (b) or (c) of this definition shall constitute a Relevant Indebtedness Default Event unless the aggregate outstanding Indebtedness to which all such events relate exceeds U.S.\$30 million (or its equivalent in any other currency);

“Relevant Jurisdiction” has the meaning ascribed to it in Condition 7(a) (*Gross up*);

“Relevant Period” means (a) in relation to the Guarantor Audited Financial Reports, each period of twelve months ending on the last day of its respective financial year (being 31 December of that financial year) and (b) in relation to the Guarantor Unaudited Financial Reports, each period of six months ending on the last day of the first half of its respective financial year (being 30 June of that financial year);

“Relevant Reset Distribution Rate” means a rate of distribution expressed as a percentage per annum equal to the sum of (a) the US Treasury Benchmark Rate, (b) the initial spread of 2.682 per cent. and (c) a margin of 5.00 per cent. per annum;

“Relevant Subsidiary” at any time shall mean a Subsidiary of the Guarantor whose total amount of gross assets, profits, or revenue (excluding intra-group items) represents 10 per cent. or more of the gross assets, profits or revenue of the Group calculated on a consolidated basis, as determined by reference to the latest audited consolidated financial statements of that Subsidiary (consolidated in the case of a Subsidiary which itself has Subsidiaries) and the latest audited consolidated financial statements of the Guarantor, or determined by reference to the most recent compliance certificate delivered by the Guarantor certifying its Relevant Subsidiaries. If a Subsidiary of the Guarantor has been acquired since the date at which the latest audited consolidated financial statements of the Guarantor were prepared, such financial statements shall be adjusted in order to take into account the acquisition of that Subsidiary;

“Reset Date” means the First Reset Date and each day falling every three calendar years after the First Reset Date;

“Reserved Matter(s)” means any proposal

- (a) to change any date fixed for payment of principal or Distribution (including any Arrears of Distribution and any Additional Distribution Amount) in respect of the Perpetual Securities, to reduce the amount of principal or Distribution (including any Arrears of Distribution and any Additional Distribution Amount) payable on any date in respect of the Perpetual Securities, to alter the method of calculating the amount of any payment in respect of the Perpetual Securities or the date for any such payment,
- (b) to effect the exchange or substitution of the Perpetual Securities for, or the conversion of the Perpetual Securities into, shares, bonds or other obligations or securities of the Issuer, the Guarantor or any other person or body corporate formed or to be formed (other than as permitted under Condition 12(d) (*Substitution or Variation*));
- (c) to change the currency in which amounts due in respect of the Perpetual Securities are payable;
- (d) to modify any provision of the Guarantee of the Perpetual Securities;
- (e) to change the quorum requirements relating to meetings or the majority required to pass an Extraordinary Resolution; or
- (f) to amend this definition;

“Security Interest” means any mortgage, charge, pledge, lien, encumbrance, hypothecation, title retention, security interest or security arrangement of any kind;

“Step-Up Event” means the occurrence of a Change of Control Triggering Event, a Breach of Covenant Event, a Relevant Indebtedness Default Event or a Dividend Stopper Breach Event;

“Subordinated Indebtedness” means all indebtedness for money borrowed or raised which, in the event of the Winding-Up of the issuer thereof, ranks or is expressed to rank, by its terms or by operation of law, in right of payment behind the claims of unsecured and unsubordinated creditors of such issuer, and for this purpose indebtedness shall include all liabilities, whether actual or contingent;

“Subsidiary” means, as applied to any Person, any corporation or other entity of which a majority of the outstanding Voting Shares is, at the time, directly or indirectly, owned by such Person;

“US Treasury Benchmark Rate” means the rate notified by the Calculation Agent to the Issuer and the Holders (in accordance with Condition 15 (*Notices*)) in per cent. per annum equal to the yield, under the heading that represents the average for the week ending two New York business days prior to each Reset Date for calculating the Relevant Reset Distribution Rate under Condition 4(b)(B)

(Rate of Distribution), appearing in the most recently published statistical release designated “H.15 (519)” (weblink: <http://www.federalreserve.gov/releases/h15/current/default.htm>) or any successor publication that is published weekly by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded US Treasury securities adjusted to constant maturity under the caption “Treasury constant maturities” for the maturity corresponding to the Comparable Treasury Issue. If such release (or any successor release) is not published during the week preceding the relevant date for calculation or does not contain such yields, “US Treasury Benchmark Rate” means the rate in per cent. per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for the applicable Reset Date under paragraph (b) *(Rate of Distribution)* of Condition 4 *(Distribution)*;

“**Voting Shares**” means, with respect to any Person, the Capital Stock having the general voting power under ordinary circumstances to vote on the election of the members of the board of directors or other governing body of such Person (irrespective of whether or not at the time stock of any other class or classes shall have or might have voting power by reason of the happening of any contingency); and

“**Winding-Up**” means a final and effective court order or effective resolution by a competent authority in the respective jurisdiction of the Issuer or the Guarantor for the winding-up, liquidation or similar proceedings in respect of the Issuer or the Guarantor (as applicable).

SUMMARY OF PROVISIONS RELATING TO THE SECURITIES IN GLOBAL FORM

The Global Certificates contain provisions which apply to the Securities in respect of which the Global Certificates are issued, some of which modify the effect of the Terms and Conditions set out in this Offering Circular. Terms defined in the Terms and Conditions of the Bonds or, as the case may be, the Terms and Conditions of the Perpetual Securities have the same meaning in the paragraphs below. The following is a summary of those provisions:

The Securities will be represented by the relevant Global Certificate which will be registered in the name of a nominee of, and deposited with, a common depository on behalf of Euroclear and Clearstream.

PROMISE TO PAY

The Issuer, for value received, promises to pay to the Securityholders represented by the Global Certificates on a date as the amount payable upon redemption under the Terms and Conditions may become repayable in accordance with the Terms and Conditions, the amount payable upon redemption under the Terms and Conditions in respect of the Securities represented by the Global Certificates and to pay interest or Distribution (including any Arrears of Distribution and any Additional Distribution Amount) (as the case may be) in respect of such Securities in arrear at the rates, in the circumstances for payment, and in accordance with the method of calculation provided for in the Terms and Conditions, save that the calculation is made in respect of the total aggregate amount of the Securities represented by the Global Certificates, together with such other sums and additional amounts (if any) as may be payable under the Terms and Conditions, in accordance with the Terms and Conditions.

EXCHANGE FOR INDIVIDUAL CERTIFICATES

The Global Certificates will be exchanged in whole (but not in part) for duly authenticated and completed individual certificates (“**Individual Certificates**”) if Euroclear Bank SA/NV (“**Euroclear**”) or Clearstream Banking S.A. (“**Clearstream**”) or any other clearing system selected by the Issuer and approved in writing by the Trustee, the Principal Paying Agent and the Registrar through which the Securities are held (an “**Alternative Clearing System**”) is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business.

In such circumstances, the Issuer will cause sufficient individual definitive Certificates to be executed and delivered to the Registrar for completion, authentication and despatch to the relevant Securityholders. A person with an interest in the Securities in respect of which the Global Certificates are issued must provide the Registrar not less than 30 days’ notice at its specified office of such holder’s intention to effect such exchange and a written order containing instructions and such other information as the Issuer and the Registrar may require to complete, execute and deliver such individual definitive Certificates.

DELIVERY OF INDIVIDUAL CERTIFICATES

Whenever the Global Certificates are to be exchanged for Individual Certificates, such Individual Certificates shall be issued in an aggregate principal amount equal to the principal amount of the Global Certificates within five business days of the delivery, by or on behalf of the Securityholder, Euroclear and/or Clearstream, to the Registrar of such information as is required to complete and deliver such Individual Certificates (including, without limitation, the names and addresses of the persons in whose names the Individual Certificates are to be registered and the principal amount of each such person’s holding) against the surrender of the Global Certificates at the Specified Office (as defined in the Terms and Conditions) of the Registrar. Such exchange shall be effected in accordance with the provisions of the Agency Agreement and the regulations concerning the transfer and registration of Securities scheduled thereto and, in particular, shall be effected without charge to any Securityholder or the Trustee, but against such indemnity as the Registrar may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such exchange. In this paragraph, “**business day**” means a day on which commercial banks are open for business (including dealings in foreign currencies) in the city in which the Registrar has its Specified Office.

PAYMENT RECORD DATE

Each payment made in respect of the Global Certificates will be made to the person shown as the Securityholder in the Register at the close of business (in the relevant clearing system) on the Clearing System Business Day before the due date for such payment (the “**Record Date**”) where “**Clearing System Business Day**” means a weekday (Monday to Friday, inclusive, except 25 December and 1 January).

NOTICES

Notwithstanding the Terms and Conditions, so long as the Global Certificates are held on behalf of Euroclear, Clearstream or an Alternative Clearing System, notices to Securityholders represented by the Global Certificates may be given by delivery of the relevant notice to Euroclear, Clearstream or (as the case may be) such Alternative Clearing System.

USE OF PROCEEDS

The proceeds of the issue of the Securities after deduction of the combined management and selling commission and the other estimated offering expenses incurred in connection with the issue of the Securities, will be used for the purpose of replacing the medium and long-term foreign debt due in July 2024.

CAPITALISATION AND INDEBTEDNESS OF THE GUARANTOR

The following table sets forth the consolidated capitalisation and indebtedness of the Guarantor as at 31 December 2023 on an actual basis and on an adjusted basis to give effect to the issue of the Securities before deduction of any fees, commissions and expenses. The following table should be read in conjunction with the Guarantor's 2023 Audited Financial Statements and related notes included elsewhere in this Offering Circular.

| | As at 31 December 2023 | | | |
|--|------------------------|-----------------------|-------------------------|----------------------|
| | (HK\$) | | (U.S.\$) ⁽¹⁾ | |
| | (actual) | (as adjusted) | (actual) | (as adjusted) |
| Current Borrowings | | | | |
| Bank borrowings | 5,367,827,500 | 5,367,827,500 | 687,222,663 | 687,222,663 |
| Bonds repayable | 1,555,177,010 | 1,555,177,010 | 199,103,434 | 199,103,434 |
| Non-current Borrowings | | | | |
| Bank borrowings | – | – | – | – |
| Bonds repayable | 13,738,590,544 | 13,738,590,544 | 1,758,899,812 | 1,758,899,812 |
| Bonds to be issued | – | 1,562,180,000 | – | 200,000,000 |
| Total Borrowings | 20,661,595,054 | 22,223,775,054 | 2,645,225,909 | 2,845,225,909 |
| Equity | | | | |
| Share capital | 358,661,400 | 358,661,400 | 45,918,063 | 45,918,063 |
| Reserves | (1,812,946,693) | (1,812,946,693) | (232,104,712) | (232,104,712) |
| Perpetual capital instruments . . | 3,150,045,220 | 3,150,045,220 | 403,288,382 | 403,288,382 |
| Non-controlling interest | 1,036,363,836 | 1,036,363,836 | 132,681,744 | 132,681,744 |
| Perpetual Securities to be issued | – | 2,343,270,000 | – | 300,000,000 |
| Total Equity | 2,732,123,763 | 5,075,393,763 | 349,783,477 | 649,783,477 |
| Total Capitalisation ⁽²⁾ | 23,393,718,817 | 27,299,168,817 | 2,995,009,386 | 3,495,009,386 |

(1) Calculated at the exchange rate of U.S.\$1.00 = HK\$7.8109 on 29 December 2023 as set forth in the H.10 statistical release of the Federal Reserve Board. No comment is made as to the appropriateness of such rate or whether the Hong Kong dollar was, could have been, or could be, converted into United States dollars at that rate.

(2) Total capitalisation equals the sum of total borrowings and total equity.

Save as disclosed in this Offering Circular, there has been no material adverse change in the consolidated capitalisation and indebtedness of the Guarantor since 31 December 2023.

DESCRIPTION OF THE ISSUER

FORMATION

China Great Wall International Holdings VI Limited is a business company with limited liability incorporated under the BVI Business Companies Act (as amended) of the British Virgin Islands (BVI company number 2033493). It was incorporated in the British Virgin Islands on 20 March 2020. The Issuer's registered office is Craigmuir Chambers, Road Town, Tortola, VG 1110, British Virgin Islands.

BUSINESS ACTIVITY

The Issuer was incorporated with unrestricted objects and powers set out in its memorandum of association. The Issuer does not sell any products or provide any services and has undertaken no business activities since the date of its incorporation, other than those incidental to its incorporation and establishment as a wholly-owned subsidiary of the Guarantor and those incidental to the issue of the Securities or other securities. Other than the issuance of the U.S.\$500,000,000 4.25 per cent. Guaranteed Bonds due 2025 unconditionally and irrevocably guaranteed by the Guarantor on 28 April 2022, the Issuer has not since the date of its incorporation, carried on or undertaken any other business in the British Virgin Islands.

FINANCIAL STATEMENTS

Under BVI law, the Issuer is not required to publish interim or annual financial statements. The Issuer has not published, and does not propose to publish, any financial statements. The Issuer is, however, required to keep proper books of account as are necessary to give a true and fair view of the state of the Issuer's affairs and to explain its transactions.

DIRECTORS

The directors of the Issuer are Mr. WANG Hai and Mr. HUANG Wei and their business address is 20/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong. None of the directors of the Issuer holds any shares or options to acquire shares of the Issuer. The Issuer does not have any employees and has no subsidiaries.

DESCRIPTION OF THE GROUP

OVERVIEW

The Guarantor is a direct wholly-owned subsidiary of China Great Wall. China Great Wall is a leading AMC and a leading provider of comprehensive financial services and innovative products in the PRC. The predecessor of China Great Wall was jointly founded by the MOF, the National Council for Social Security Fund and China Life Insurance (Group) Company and was established with the approval of the State Council in 1999. China Great Wall primarily offers NPA management and disposal, investment banking, asset management and comprehensive financial services. Since its establishment, the China Great Wall has proactively carried out duties entrusted by the state, and has acquired, managed and disposed of more than RMB2 trillion of NPA to maintain the national financial stability and promote the high-quality development of the PRC's financial industry. China Great Wall is a state-owned enterprise controlled by MOF, which held approximately 73.53 per cent. equity interest in China Great Wall as at the date of this Offering Circular.

The Group serves as the sole strategic overseas platform of the China Great Wall Group, focusing on NPA management business, financial service and investment business and property investment business. Leveraging the China Great Wall Group's brand name, business network and customer base, and the strong support from the China Great Wall Group, the Group acts as a cross-border investment platform and asset manager, providing services to both onshore and offshore clients.

With a strategic presence in Hong Kong, the Group is able to take advantage of access to both the onshore and offshore markets and the transferability of the Renminbi as well as the Hong Kong dollar and other foreign currencies. It plays a key role in the China Great Wall Group's strategy of becoming an international leading financial service provider by serving as a link between the China Great Wall Group's onshore business and its offshore funding and investment operations. As the offshore platform for accessing the international capital markets and the China Great Wall Group's sole strategic overseas platform, the Group also helps maintain the China Great Wall Group's client relationships with large Chinese corporates and thus increases its overall competitiveness.

As the sole strategic subsidiary of China Great Wall, the Guarantor strives to implement the strategic blueprint of the China Great Wall Group, adhere to the overarching development strategy of the "returning to the fundamentals of AMC's business (回歸主業)". By applying the "one body, two wings" as the basic development framework, the Group aspires to become: the international service platform for the China Great Wall Group to support and serve the national strategy and to fully utilise the onshore and offshore markets and resources; the fundraising platform for satisfying the offshore financing needs of the China Great Wall Group's business development; and the onshore and offshore asset disposal coordinating platform that provides non-performing asset disposal and related investment and financing services to the PRC enterprise's "Going Global" initiatives. The Group intends to continue to use the platform of Hong Kong's international market to explore business opportunities, expand its domestic business and further enhance its competitiveness.

The Group plans to develop its business in accordance with the regulatory requirement and the China Great Wall Group's strategic arrangement, while adhering to the overarching development strategy of the "returning to the fundamentals of AMC's business (回歸主業)" and the three principal business areas, namely distressed asset investment, substantial restructuring and licensed business in the future. To this aim, the Group intends to develop its business in the overseas and cross-border NPA market, steadily explore special opportunities such as distressed/undervalued bonds and equities investment and actively explore other sustainable development routes in compliance with the regulatory orientation and the China Great Wall Group's strategic requirements.

The Group is involved in NPA management business, and the Group has successively acquired several NPL packages recently and have developed new business models for restricting business in the local bank market. In November 2019, the Group made its breakthrough in the NPA management business by successfully acquiring China Development Bank Hong Kong Branch's NPA package, the aggregate principal and interest of which amounted to approximately U.S.\$1.2 billion. This was one of the first and

largest NPA package acquisition businesses from financial institutions after the overseas platforms of the major national AMCs returned to their core business and established the Guarantor's leading position amongst the overseas platforms of the major national AMCs. Since the completion of the acquisition of the China Development Bank Hong Kong Branch's NPA package, the Group has arranged both on-site and off-site due diligence on the package and actively promoted the marketing and disposal of the package. The Group achieved partial repayment through the continued disposal of series of collateral and the Group will continue to actively promote the marketing and disposal of the NPL package.

In addition, the Group manages and invests in financial assets by providing financial service and investment business. The Group's financial service and investment business mainly includes fixed income and equity investments in both primary and secondary markets. To better serve its clients' needs, it also engages in asset management activities and has obtained Type 9 (asset management) required under the relevant laws and regulations.

Furthermore, the Group also manages and invests in real estate by conducting property investment business. The Group's property investment business is mainly conducted through the Guarantor's subsidiary, GWPA, which is listed on the Hong Kong Stock Exchange (stock code 583). As at 31 December 2023, the Guarantor indirectly held approximately 74.89 per cent. of the total issued share capital of GWPA. GWPA contributes stable rental income and profit to the Group by investing in a diversified property portfolio comprising a number of strategically located retail shops, office buildings, industrial properties and car parks in Hong Kong.

For the years ended 31 December 2021 and 2023, the Group's revenue was approximately HK\$1,040.6 million and HK\$211.8 million, respectively; profit before taxation was recorded at HK\$749.8 million and HK\$441.5 million, respectively; and profit was recorded at HK\$676.4 million and HK\$441.3 million, respectively. The Group recorded negative revenue (which includes commission and fee income, interest income, investment loss and rental income), profit before taxation and profit for the year ended 31 December 2022 mainly due to the impact of the macro environment, the overall arrangements for asset liquidation from the headquarter, and the decline in the fair value of related assets i.e. bonds, equities and funds. The increases in the Group's revenue, profit before taxation and profit for the year ended 31 December 2023 compared to the year ended 31 December 2022 were primarily due to the decrease in losses from changes in fair value of related assets and the reversal of expected credit loss.

As at 31 December 2021, 2022 and 2023, the Group had total assets of approximately HK\$35,299.4 million, HK\$29,109.4 million and HK\$23,714.5 million, respectively; and net assets of approximately HK\$4,898.1 million, HK\$2,432.0 million and HK\$2,732.1 million, respectively. The continued decrease in the Group's total assets as at 31 December 2021, 2022 and 2023 was primarily due to the decreases in the asset size of the financial sector and the decreases in the fair value of investment. The decrease in the Group's net assets as at 31 December 2022 compared to the net assets as at 31 December 2021 was primarily due to the Group recorded losses during the year of 2022 and increase in the Group's net assets as at 31 December 2023 compared to the net assets as at 31 December 2022 was primarily due to the Group recorded operating profit during the year of 2023.

HISTORY AND DEVELOPMENT

The following table sets forth the key development milestones in the Group's history:

| | |
|---------------|--|
| 1993. | On 7 January 1993, the Guarantor, formerly known as Agricultural Bank Investment Co., Ltd. (農銀投資有限公司), was established as a wholly-owned subsidiary of the Agricultural Bank of China, with a registered share capital of HK\$1.0 million. The Guarantor was principally engaged in investment and financing businesses. |
| 2000. | The Guarantor was acquired by China Great Wall as its only offshore platform to conduct investment and financial assets management business, under the authorisation of MOF and the PBOC. |

2007. With the successful completion of China Great Wall's NPA disposal mission, the Group fully committed to commercialisation and marketisation.
2011. In September 2011, the Guarantor was renamed Great Wall Pan Asia International Investment Co., Limited (長城環亞國際投資有限公司).
2014. In January 2014, Great Wall Pan Asia Asset Management Limited (長城環亞資產管理有限公司) (“**GWPAAM**”) (formerly Great Wall Pan Asia International Asset Management Limited (長城環亞國際資產管理有限公司)) was established by the Guarantor as its wholly-owned subsidiary.
- In March 2014, Great Wall Pan Asia Corporate Finance Limited (長城環亞融資有限公司) (“**GWPA Corporate Finance**”) (formerly Great Wall International Corporate Finance Limited (長城國際融資有限公司)) was established by the Guarantor as its wholly-owned subsidiary.
- In May 2014, GWPAAM obtained Type 4 (advising on securities) and Type 9 (asset management) licences from the SFC, marking an important milestone in the Group's financial service and investment business.
- In July 2014, GWPA Corporate Finance obtained Type 6 (advising on corporate finance) licence from the SFC.
- In September 2014, the Guarantor completed its debut issue in the offshore capital market by issuing 2.50 per cent. credit-enhanced bonds through its subsidiary in the aggregate amount of U.S.\$500 million.
2015. In April 2015, GWPAAM obtained Type 1 (dealing in securities) licence from the SFC, as a result of which the Group became equipped with licences to provide comprehensive financial service and investment business in Hong Kong.
- In June 2015, the Guarantor completed its second issue in the offshore capital market by issuing 2.50 per cent. credit-enhanced bonds through its subsidiary in the aggregate amount of U.S.\$1.0 billion.
2016. In April 2016, the Group participated in the CRE Alliance Fund I L.P (華潤創業聯和基金一期(有限合夥)) as a cornerstone investor. This was the first offshore consumer goods industry fund established by China Resources Enterprise Co., Ltd. and had initial AUM of U.S.\$500 million.

In October 2016, the Guarantor completed the establishment of its first offshore medium-term note programme, under which China Great Wall International Holdings III Limited (“**Great Wall International Holdings III**”) issued dual-tranche 2.25 per cent. and 2.625 per cent. senior notes due 2019 and 2021, respectively, in the aggregate principal amount of U.S.\$1.5 billion. The bonds were guaranteed by the Guarantor with the benefit of a keepwell deed and a deed of equity interest purchase and investment undertaking provided by China Great Wall.

In October 2016, the Guarantor acquired 74.89 per cent. of the total issued share capital of GWPA. GWPA is principally engaged in the property development business.

2017. In June 2017, the Guarantor changed its name to China Great Wall AMC (International) Holdings Company Limited 中國長城資產(國際)控股有限公司.

The Guarantor transferred the entire issued share capital in GWPAAM and the entire issued share capital in GWPA Corporate Finance to GWPA, effectively disposing of 25.1 per cent. of the Guarantor’s interest in GWPAAM and GWPA Corporate Finance. The acquisitions of GWPAAM and GWPA Corporate Finance, two entities that possess licences from the SFC to conduct regulated activities, were in line with the GWPA’s strategic plan and constituted an important step towards the diversification of its business into the provision of financial service and investment business.

In August 2017, Great Wall International Holdings III issued triple-tranche 2.75 per cent., 3.125 per cent. and 3.875 per cent. senior notes due 2020, 2022 and 2027, respectively, in the aggregate principal amount of U.S.\$2.0 billion. The bonds were guaranteed by the Guarantor with the benefit of a keepwell deed and a deed of equity interest purchase and investment undertaking provided by China Great Wall.

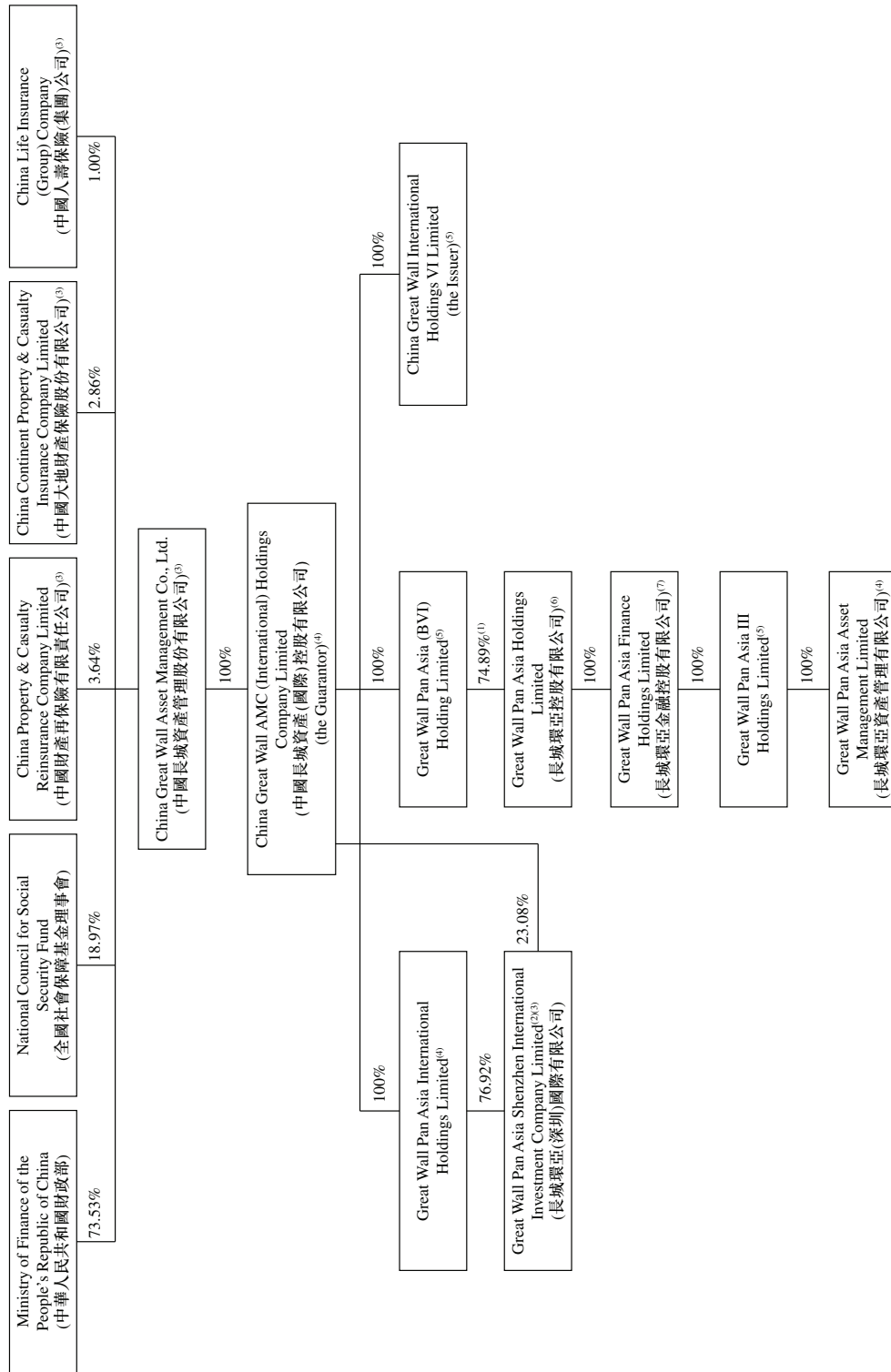
In August 2017, the Group participated with China Merchants Group (招商局集團) in the establishment of the China Merchants & Great Wall Ocean Strategy & Technology Fund (L.P.) (招商局長城海洋科技戰略發展產業) with initial AUM of U.S.\$1.0 billion. This fund primarily focuses on marine equipment, marine oil and gas production chains, automated manufacturing, logistics, marine technology research centres, marine industrial real assets and other frontier or profitable marine technology sectors.

The Group expanded its business into financial intermediary services through establishing capital cooperation with KKR & Inc. Co. (“**KKR**”).

2018. In May 2018, Great Wall International Holdings III issued 4.375 per cent. bonds due 2023 in the aggregate principal amount of U.S.\$600 million. The bonds were guaranteed by the Guarantor with the benefit of a keepwell deed and a deed of equity interest purchase and investment undertaking provided by China Great Wall.
2019. In July 2019, China Great Wall International Holdings IV Limited issued 3.125 per cent. guaranteed bonds due 2024 in the aggregate principal amount of U.S.\$200 million, and 3.95 per cent. unsubordinated guaranteed perpetual securities in the aggregate principal amount of U.S.\$400 million. The issuance was on the Guarantor’s own credit, which effectively reduced its financial leverage and dependence on its parent, China Great Wall, and laid a solid foundation for self-sufficient and sustainable development in the future.
- In November 2019, the Guarantor successfully acquired the China Development Bank Hong Kong Branch’s NPA package, the aggregate principal and interest of which amounted to approximately U.S.\$1.2 billion. This was the Guarantor’s breakthrough for acquisitions of NPA packages and also one of the first and largest NPA package acquisition businesses from financial institutions after the overseas platforms of major national AMCs returned to their core business, which established the Guarantor’s leading position in the main business among the overseas platforms of major national AMCs.
2020. In August 2020, China Great Wall International Holdings V Limited issued 2.375 per cent. guaranteed bonds due 2030 in the aggregate principal amount of U.S.\$500 million.
2021. In October 2021, the Group has fully redeemed the U.S.\$800 million 2.625 per cent bonds issued by Great Wall International Holdings III by cash.
- In November 2021, China Great Wall International Holdings V Limited issued 2.875 per cent. guaranteed bonds due 2026 in the aggregate principal amount of U.S.\$300 million.
2022. In April 2022, China Great Wall International Holdings VI Limited issued 4.25 per cent. guaranteed bonds due 2025 in the aggregate principal amount of U.S.\$500 million.
- In August 2022, the Group repaid U.S.\$1 billion bonds on time as they fell due.
2023. In May 2023, the Group signed tripartite strategic cooperation agreement with China Resources Capital Management Limited and New World Development Company Limited.
- In May 2023, the Group repaid U.S.\$600 million bonds on time as they fell due.

ORGANISATION

The following chart sets forth a simplified corporate and shareholding structure of the Group as at the date of this Offering Circular.



- (1) Such equity interest represents indirect holdings in the relevant subsidiaries.
- (2) The Chinese names are the official names of these entities and the English names are the translation of their official names.
- (3) Incorporated in the People's Republic of China.
- (4) Incorporated in Hong Kong.
- (5) Incorporated in British Virgin Islands.
- (6) Incorporated in Bermuda.
- (7) Incorporated in Cayman Islands.

AWARDS

The Group's proven track record is also demonstrated by the numerous awards that it has received, including, amongst others:

- GWPA was awarded the “7th China Securities Golden Bauhinia Award – Best Listed Company award” in 2017 and the “8th China Securities Golden Bauhinia Award – Most Valuable Investment Listed Company Award” in 2018 by the Committee of China Securities Golden Bauhinia Award, which consists of important management agencies, professional securities institutions and economists;
- GWPA was recognised as one of the top-ten after-tax net profit growth enterprises of 2017 by Top 100 Hong Kong Listed Companies Research Centre;
- GWPA's 2017 annual report was awarded “Industry Gold Award”, “Top 60 Chinese Annual Report”, “Top 80 in Asia Pacific Annual Report” for two consecutive years in 2016 and 2017, and “Technical Achievement Award” in 2017 by the League of American Communications Professionals (LACP);
- GWPA's 2018 annual report was awarded “Industry Gold Award”, “Top 80 Chinese Reports of 2018”, “Top 80 Reports in Asia Pacific Region”, “Technical Achievement Award” and “Outstanding Production Values” by the League of American Communications Professionals (LACP);
- GWPA was certified by the Hong Kong Environmental Campaign Committee as a “Hong Kong Green Organisation” in 2018;
- GWPA was awarded the “Caring Company Award” by the Hong Kong Council of Social Service for three consecutive years in 2017/18, 2018/19 and 2019/20;
- GWPA was certified by the Hong Kong Environmental Campaign Committee as a “Hong Kong Green Organisation” in 2018 to 2024;
- GWPA was awarded the “Caring Company Award” by the Hong Kong Council of Social Service for seven consecutive years from 2017 to 2024; and
- China Great Wall was named Best Financial Services Award in the Greater Bay Area at Hong Kong Ta Kung Wen Wei Media Group's “Navigator 9+2” Third Guangdong-Hong Kong-Macao Greater Bay Area Development Forum and Prize Presentation Ceremony at Hong Kong Convention and Exhibition Centre.

COMPETITIVE STRENGTHS

The Group believes that the competitive strengths set out below differentiate it from other industry participants and have enabled it to compete effectively and seize growth opportunities.

Leading position in the overseas NPA acquisition business among major national AMCs

In light of the overarching “returning to the fundamentals of AMC's business (回歸主業)” development strategy requirement, the Guarantor then made a strategic move in 2018 to transform its business focus of cross-border financing, primary and secondary markets investments and third-party asset management, and applied its experience in the financial service industry to NPA management. Leveraging the advantage of Hong Kong as a highly developed capital market as well as the Group's strategic advantage in cross-border NPA financing, the Group proactively lines up its offshore resources and professional expertise to provide services related to NPA management of Chinese financial institutions in Hong Kong as well as the resolution and disposal of onshore NPAs.

The Group has a deep understanding of, and a precise grasp on the opportunities for, NPA management business in Hong Kong. Utilising the experience of disposing of different types of NPA from domestic groups, the Guarantor has implemented a two-way integration of software and hardware capabilities: it formed a market-orientated and international service line, built a professional personnel team for NPA management business, and established an information system with the ability to dispose of NPA in batches.

Taking the cross-border NPA business as a breakthrough, the Group strives to expand its main business. It has proposed the business goal of to “serve the dissolution of NPA of Chinese-funded financial institutions in Hong Kong”, taken the initiative to strengthen contacts with Chinese banks and other financial institutions in Hong Kong, expanded the NPA business channels and actively participated in the bidding of several financial NPA projects. In November 2019, the Guarantor successfully acquired the China Development Bank Hong Kong Branch’s NPA package, the aggregate principal and interest of which amounted to approximately U.S.\$1.2 billion. This was the Guarantor’s breakthrough for acquisitions of NPA packages and also one of the first and largest NPA package acquisition businesses from financial institutions after the overseas platforms of major national AMCs returned to their core business, which established the Guarantor’s leading position in the main business among the overseas branches of the major national AMCs. In addition, the Group, by capitalising the China Great Wall Group’s resource and experience and the brand advantage and reputation of the Group as central state-owned enterprise’s Hong Kong subsidiary deeply rooted in Hong Kong, adhering to the “returning to the fundamentals of AMC’s business (回歸主業)” regulatory requirements, is focused on business development in the Guangdong, Hong Kong and Macau Bay Area relying on its location advantages. The Group also strives to expand its NPA business in Hong Kong applying a “down to the earth” approach, by combining the actual demand of the local market with the established NPA trading structure in China.

Since 2022, the Group’s investment team continues to explore on new NPA-related projects from Chinese state-owned commercial banks and financial asset management companies, global commercial banks and other financial institutions. In 2023, the Group has reviewed several projects, of which the total outstanding balance amount is up to approximately U.S.\$1.24 billion.

Benefited from the strong support of and synergy with the China Great Wall Group

Acquired by China Great Wall as its only offshore platform to conduct investment and financial assets management business, the Guarantor, as a wholly-owned subsidiary of China Great Wall, occupies a strategically significant position in the China Great Wall Group in realising its globalisation, business expansion and innovation strategies.

The Group also undertakes the important mission of maintaining the China Great Wall Group’s relationships with large onshore Chinese corporate clients. By being their go-to offshore platform for accessing the international capital markets, the Guarantor acts as a dual-purpose cross-border platform that connects offshore investment capital and technology with onshore enterprises. In return, the Group enjoys strong and comprehensive support from the China Great Wall Group in terms of a broad customer base and extensive cross-selling opportunities, onshore and offshore business synergies, liquidity support and internal administrative and risk management.

The Group believes that China Great Wall is one of the state-owned financial institutions with large asset scale, outstanding profitability, strong return on equity, high total market value, comprehensive financial licences, great brand value and strong government support. In 1999, the PRC government set up four AMCs (including the predecessor of China Great Wall) to cope with the Asian financial crisis. These four asset management companies and the leading PRC financial asset management companies played important roles in mitigating financial risks, protecting state-owned assets and maintaining economic and social stability, and experienced tremendous growth since their establishment. Since its inception, China Great Wall has been involved in the acquisition, management and disposal of NPAs of prominent state-owned financial institutions such as the Agricultural Bank of China, the Industrial and Commercial Bank of China and other financial and non-financial institutions. As at 31 December 2023, the China Great Wall Group has established presence in 30 provincial-level regions (provinces, autonomous regions and direct-controlled municipalities) across the PRC and Hong Kong by operating 32 branches and eight

controlling subsidiaries. Following its establishment as a policy-oriented asset disposal company, China Great Wall has evolved into a full-scale financial service provider since 2007. With the aim of eliminating financial risks, enhancing asset value and contributing to economic development, China Great Wall is committed to focusing on its core business and pursuing a comprehensive development. With a “three pillars” business framework comprising of asset management (namely NPA management and third-party asset management), investment banking (with a focus on mergers and acquisitions and restructuring) and financial intermediary services (providing a full suite of licensed financial services), China Great Wall is keen to position itself as a globally influential “century-old financial one-stop shop”. China Great Wall has been involved in the business of NPA disposals with a large number of enterprises, with experiences of successfully handling complex disposal scenarios, managing a wide range of asset types and utilising diversified disposal methods and technologies. The China Great Wall Group provides one-stop comprehensive financial services, including banking, securities, financial leasing, life insurance, trust, financial consultancy, financial guarantee, capital investment, equity investment and financial assets exchange platforms.

With a strategic presence in Hong Kong, a key, world-renowned financial centre and participant of “the Guangdong – Hong Kong – Macau Greater Bay Area Initiative”, the Group plays a key role in spearheading the development of the China Great Wall Group’s cross-border business and globalisation strategies. Leveraging the China Great Wall Group’s brand recognition, business network and customer base, the Group is able to take advantage of access to both the onshore and offshore markets and the transferability of the Renminbi, as well as the Hong Kong dollar and other foreign currencies to conduct a wide range of management of, and investment in, financial assets and real estate. The Group is well-positioned to benefit from potential cross-selling opportunities among the onshore and offshore clients of the China Great Wall Group. Many cross-border business opportunities generated by the China Great Wall Group were successfully referred to and executed through the Group.

At the same time, the overseas platform, overseas customer base and branch network of the Group have also allowed the China Great Wall Group to capture increasing cross-border business and meet changing customer needs in the Greater China region. This integrated platform further enables the Group to provide various financial services to its customers and is compatible with the businesses of China Great Wall, including non-performing asset management, investment banking, asset management and financial services. The Group is therefore able to generate significant synergies with different subsidiaries and business lines of the China Great Wall Group, creating an extensive business network. For example, the Guarantor has benefited from synergies in brand name, business network, expertise and licences through strengthened cooperation with various members of the China Great Wall Group such as Great Wall West China Bank Co., Ltd (長城華西銀行股份有限公司), Great Wall Glory Securities Co., Ltd (長城國瑞證券有限公司) and regional offices of China Great Wall.

In addition, the Group’s financing activities benefit from the strong liquidity support of the China Great Wall Group. For example, the China Great Wall Group provided keepwell and equity repurchase commitments for the U.S. dollar-denominated bonds issued by the Group in the past and intends to provide capital support to the Group for its development when needed.

Furthermore, as China Great Wall directly appoints the board of directors and the senior management of the Guarantor, many on the Group’s management team have held various roles in the China Great Wall Group, where they accumulated extensive management experience and developed an in-depth understanding of the financial market. The Group also benefits from guidance and support from the China Great Wall Group in terms of internal control, human resources and risk management. In particular, the Group has developed a comprehensive risk management mechanism in line with the China Great Wall Group’s risk management system. For more details on the Group’s risk management procedures, please refer to “*Description of the Group – Risk Management*”.

Benefiting from the strong support of the China Great Wall Group, the Group believes it has achieved outstanding growth and financial performance in the past.

Robust business segments with advantage of onshore and offshore linkage

Leveraging the client network, brand name and other synergies resulting from business collaborations with various members of the China Great Wall Group, in particular, the onshore entities such as Great Wall West China Bank Co., Ltd (長城華西銀行股份有限公司), Great Wall Glory Securities Co., Ltd (長城國瑞證券有限公司) and the Shenzhen, Guangzhou and Anhui Offices of the China Great Wall Group, the Group also provides services in debt financing and other structured financing in Hong Kong's capital markets.

The Group also seizes the growing business opportunities emerging from special situations such as distressed situations, liquidity crises, refinancing, NPAs and loans. The Group believes that the NPAs in the banking industry in Hong Kong have a solid growth potential due to the ever-increasing demand for commercial banks to dispose of their NPAs. Relying on the ever-expanding asset scale of Chinese financial institutions in Hong Kong, the Group focuses on problematic enterprises, problematic projects and problematic institutions and provides financial assistance to enterprises to overcome their financial crises and risks. By leveraging its advantage in the onshore and offshore capital markets, the Group provides customised financing solutions to cater for the various cyclical financing needs of its customers. For example, although the “counter-delegation model” is already a mature business model in the NPA industry in the PRC, it has not been widely accepted by foreign or Chinese banks in Hong Kong. In order to bridge the differences in the debt valuation of the two sides and to serve the needs of the banks and other financial institutions, the Group has actively applied the “counter-delegation model” and the “fixed income share model” to develop the offshore NPA business and has gradually obtained recognitions from some banks. In addition, as a result of foreign exchange supervision, the Group has been strategically cooperating with onshore banks, as well as securities, trusts and leasing firms to bridge onshore and offshore funding channels for NPA-related businesses. The Group also believes that it has fully leveraged its advantage as a “multi-purpose financial toolkit” by strengthening cooperation between the Guarantor and other subsidiaries of the Group in terms of disposal, collateral custody and M&A, with a principal focus on the development of NPA management and special opportunities investment.

With respect to its asset management business, the Group collaborates with quality institutional investors through fund or joint investment models to identify and nurture Chinese enterprises with high growth potential. The Group also provides a diversified portfolio of products for its onshore customers seeking overseas investment opportunities. The Group's asset management business derives its revenue mainly from management fees, commission and capital gains from self-owned funds.

Future strategy of focusing on core NPA management business and optimising innovative development

In light of the China Great Wall Group's development strategies and through collaborating with the China Great Wall Group's onshore subsidiaries, the Guarantor is able to seize the market opportunities arising from the increase in disposals of NPLs by the banking industry and has thus promoted steady growth of the core business in NPA management. Leveraging the advantage of its strategic presence in Hong Kong, the Group has access to both the onshore and the offshore markets, integrating onshore and offshore resources and strengthening coordination with mainland branches. The Group's extensive experience in the financial service and investment industries can better serve the Guangdong – Hong Kong – Macau Greater Bay Area with a business focus on substantial M&A and restructuring. The Group is continuously involved in the development of several NPA projects such as the acquisition of NPAs of Chinese financial institutions in Hong Kong, establishment of special opportunities funds with Chinese financial institutions in Hong Kong, as well as engagement in third-party asset management business with a principal focus on special opportunities investment. For instance, the Group has deployed “counter-delegation model” and the “fixed income share model” to develop the offshore NPA business. The capital needs to acquire the NPA packages are also limited: on the one hand, the NPA package is normally deeply discounted originally and therefore the corresponding capital needs are usually limited in acquiring those NPA packages and the Group's own funds would be sufficient to cover the acquisition expenditure; and on the other hand, under the new business models mentioned, the Group is gradually transforming into a “light asset” financial institution, with limited upfront capital investment needs as well.

By optimising its capital employment, risk prevention, internal management and business structure, the Group expects to play an increasingly important role as the China Great Wall Group's international arm in the development of the China Great Wall Group's core NPA management business.

Diversified funding channels and long-term strategic partnerships with leading global financial institutions

To fund the Group's business activities, the Group has established and benefited from diversified financing channels, including funding support from China Great Wall, borrowings from banks, borrowings from other financial syndicates as well as alternative financing through asset securitisation and third-party asset management.

The Group maintains sustainable and long-term strategic cooperative relationships with around 20 major onshore and offshore financial institutions, including China Construction Bank (Asia) Corporation Ltd., Agricultural Bank of China Limited Hong Kong Branch, Bank of Communications Co., Ltd., Shanghai Pudong Development Bank Hong Kong Branch, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Industrial Bank Co., Ltd., Hong Kong Branch. The Group has extensive, diversified and strong access to investment and financial channels and the current weighted average financing cost is at approximately 4 per cent. per annum. These relationships have enabled the Group to not only secure sustainable sources of financing (including committed loans and rolling credit facilities) to support its business growth and working capital requirements, but also enhance its competitive strengths and expand its operations across Southeast Asia and countries promoting the Belt and Road Initiative. As at 31 December 2023, the Group had credit facilities with a total principal amount of approximately HK\$11.5 billion from various banks in Hong Kong among which approximately HK\$5,368 million has been used with approximately HK\$6,132 million unused. In the face of the economic challenges both in the PRC and internationally, the Group actively expands its rich and diversified financing channels, fully utilises its established close strategic and cooperative partnerships, and further strengthens its relationships with the onshore and offshore major financial institutions to keep its competitive position.

The Group has developed financing capabilities and an outstanding track record in offshore capital markets. The Group completed its first issuance of U.S. dollar-denominated credit-enhanced bonds in September 2014. In October 2016, the Group set up a medium-term note programme with the Guarantor as guarantor, under which the Group's offshore subsidiary, Great Wall International Holdings III, has issued various HKSE-listed medium term notes with different maturities to optimise its debt and capitalisation profile. In July 2019, the Group completed issuance of 3.125 per cent. guaranteed bonds due 2024 in the aggregate principal amount of U.S.\$200 million and 3.95 per cent. unsubordinated guaranteed perpetual securities in the aggregate principal amount of U.S.\$400 million with the Guarantor as guarantor. The issuance was on the Guarantor's own credit, which effectively reduced its financial leverage and dependence on its parent, China Great Wall, and laid a solid foundation for self-sufficient and sustainable development in the future. Subsequent issuances from 2020 to 2022 in the aggregate principal amount of U.S.\$1.3 billion were based on the Guarantor's own credit and with varies maturities.

The Group believes it has maintained liquidity at a healthy level and an appropriate debt structure. As at 31 December 2023, the Group had cash and cash equivalents of HK\$2,504.9 million and total current assets of HK\$10,152.6 million. To ensure sufficient liquidity, the Group seeks to continuously maintain a balance between its short-term and long-term debt obligations and to work closely with major banks. The Group's long-term debt obligations mainly consist of offshore bonds, while borrowings from banks constitute a majority of its short-term debt obligations. The Group focuses strongly on liquidity management and matches assets and liabilities between terms and currencies. Its overall financing strategy is based on the market environment while long-terms funds are mainly supported by issuing bonds and short-terms funds are mainly supported by bank credit. The overall bond structure and maturity are optimised based on the matching of project's investment and collection period. In recent years, by relying on its own strength on financing capabilities, the Group also continuously optimises its business operations and debt profile: the Group's total debt reduced from approximately HK\$30.401 billion as at 31 December 2021 to approximately HK\$20.982 billion as at 31 December 2023. As at 31 December 2023, the Group had total short-term, interest-bearing borrowings (including bank borrowings repayable on

demand and bonds repayable within one year) of approximately HK\$6.9 billion, representing 33.5 per cent. of the Group's total interest-bearing bank and other borrowings. Bank borrowings accounted for 19.9 per cent., 23.6 per cent. and 26.0 per cent. of the Group's total interest-bearing liabilities as at 31 December 2021, 2022 and 2023, respectively, while bonds repayable account for 80.1 per cent., 76.4 per cent. and 74.0 per cent. of the Group's total interest-bearing liabilities as at 31 December 2021, 2022 and 2023, respectively.

In addition, the Group has adopted an active and prudent approach in liquidity management and bonds issuance. Since its first offshore bond issuance in 2014 and as at the date of this Offering Circular, the Group has had a total of U.S.\$7.5 billion in issue. As at the date of this Offering Circular, the outstanding balance is approximately U.S.\$2.36 billion with maturity evenly distributed from 2024 to 2030. Bonds repayable on demand or within one-year represent 32.2 per cent., 23.2 per cent. and 10.2 per cent., bonds repayable in the second to fifth year (inclusive) represent 35.5 per cent., 57.7 per cent. and 65.8 per cent. and bonds repayable over five years represent 32.3 per cent., 19.1 per cent. and 24.1 per cent. as at 31 December 2021, 2022 and 2023, respectively. Compared with the other major AMCs, the Group is more focused on monitoring the compatibility between project and debt structures, controlling the scale of any debts and maintaining sufficient liquidity (with liquidity indicators higher than their corresponding critical values). Under the premise of meeting capital needs and balancing liability structure, the Group determines optimal issuance size and maturity by adhering to the investment standard of duration matching between assets and liabilities. The Group endeavours to repay its bank loans, bond obligations with sustainable cash flows generated from adequate and diverse sources including profit and return on its investment projects. The Group also believes that it has established sufficient capital reserves and liquidity by closely monitoring its asset quality to ensure sufficient resources for debt repayment.

As at 31 December 2023, the Group's funding support from borrowings from banks and offshore debt financing accounted for 22.6 per cent. and 64.5 per cent. of its total assets of HK\$23,714.5 million, respectively. As at 31 December 2021, 2022 and 2023, the leverage ratio of the Group's total assets to total equity was 7.2x, 12.0x and 8.7x, respectively. The increase of the leverage ratio of the Group's total assets to total equity as at 31 December 2022 as compared to leverage ratio as at 31 December 2021 was primarily attributable to the repayment of bank borrowings and bonds resulting in the decreases in the asset, and the decrease of the leverage ratio of the Group's total assets to total equity as at 31 December 2023 as compared to leverage ratio as at 31 December 2022 was primarily because that the fair value of financial assets has been decreased. With diversified funding channels, bonds with evenly distributed maturities and the continuous exploration of new financing opportunities, the Group believes that it is able to borrow at favourable rates, maintain sufficient credit lines and facilities and further lower its financial costs, and is therefore in a strong financial position to expand its businesses.

Experienced management team with high-calibre professionals

The success of the Group is attributable to its experienced management and high-calibre professionals. The Group believes that the strategic vision of its experienced and visionary senior management team has distinguished it from its competitors, supported its sustainable growth, ensured consistent implementation of its strategies and brought strong execution capability to the Group's future strategic direction and development. The majority of the Guarantor's directors and the senior management team have served the China Great Wall Group for over 20 years. In addition, China Great Wall directly appoints the board of directors and the senior management of the Guarantor. Many of the Group's senior management team have held various roles in the China Great Wall Group, where they accumulated extensive management experience and developed an in-depth understanding of the development and characteristics of the financial market in China.

The Group also has a professional and high-calibre talent team with collectively over ten years of investment experience, a proven track record and a deep understanding of both onshore and offshore markets. The Group's employees are highly educated, well-trained and have extensive execution experience and the technical skills necessary to accurately value assets, identify risks and maximise gains. Its experienced and highly qualified management and operations team will continue to contribute to its future development.

Comprehensive and effective risk management system

Comprehensive risk management is a core competitive strength of the Group. The Group has a well-established and continuously improving risk management system that entails risk-conscious decision-making, controls and operations. The Group places significant importance in overcoming risks that it and its clients face and has implemented effective risk management and internal controls at various operational levels. Among the major national AMCs, China Great Wall was the first to implement an economic capital risk management system. From 2014, China Great Wall was the industry pioneer in initiating the “multi-faceted, three-dimensional, full coverage” comprehensive risk management system, which includes risk identification, measurement, assessment, reporting, control and mitigation by taking into consideration the company’s risk profile, risk status and market and macroeconomic conditions. The Group’s risk management system is integrated into the risk management system and shares the same attributes as the China Great Wall Group. The Group also regularly reports to the China Great Wall Group on its exposure to various risks and ensures that its risk exposures are in strict compliance with the Group’s internal risk management guidelines. See “*Description of the Group – Internal Control and Risk Management*”.

As part of its risk management, the Guarantor consistently maintains a high level of capital reserves and liquidity. The Guarantor conducts cash flow forecasts and liquidity stress tests in compliance with relevant regulations.

In relation to liquidity management, the Group focuses on monitoring the compatibility between project and debt structures, implementing rigorous risk identification, assessment, control and mitigation measures before, during and post investment. In particular, the Group has in place comprehensive risk management criteria and procedures in client and project selection to ensure asset quality, compliance with relevant legal and regulatory requirements, as well as monitor and manage credit risk, market risk, liquidity risk and operational risk. The Group believes that it holds a leading position among its peers in terms of internal controls.

In addition, the Group has also established prudent corporate governance to reduce its exposure to various risks in the financial market. In particular, the Group is committed to nurturing a comprehensive risk management culture through coordinating independent learning and expert training, weekly meetings between the Group’s senior management and various business units, project-based decision-making strategic group meetings, and regular interdepartmental business summary and analysis meetings to enable various departments and business units to proactively and systematically participate in risk prevention. Furthermore, the Group continues to establish and enforce appropriate criteria, policies and procedures in its client and project selection to prevent money laundering and terrorist financing so as to comply with all relevant legal and regulatory requirements.

The Group is also dedicated to the establishment of a digitalised risk management system. In particular, the Group has been developing digitalised systems on project risk identification, control and surveillance with the aim to standardise its project risk management mechanism.

STRATEGIES

Guided by the principals of preventing the country from financial risks and creating values for shareholders, the Group is focused on three core objectives, i.e. sustainable development, differentiation and focus on risk and mechanism. Regarding sustainable development, the Group continues to adjust its asset structure around its NPA management business, substantive M&A and restructuring business and license business by: making all efforts in addressing the NPA and revitalising the current asset; and exiting in an orderly manner from non-core investments such as investments in securities assets and overseas equity assets which are subject to market and interest rate risks, and concentrating funds for the development of its main business. In relation to differentiation, by leveraging its advantage in the onshore and offshore capital markets, the Group connects the two-way market of offshore non-performing claims of domestic institutions and domestic NPAs of offshore institutions, and the Group works with the China Great Wall Group to manage problematic enterprises using the same legal entity in order to achieve unique market position. As to focus on risk and mechanism as an objective, the risky and cyclical nature of NPA operations requires higher risk premium compensation and stronger risk control measures.

Developing NPA management business vigorously while consolidating its traditional businesses

With a focus on distressed enterprises and assets, the Group intends to continue to leverage its access to onshore and offshore capital markets to resolve financial risks and contribute to the maintenance of a robust economy in China. The Group intends to further facilitate its business transformation and structural change by adopting the concept of “problem resource +” (“問題資源+”) and continue to explore innovative NPA-related businesses including cross-border entrusted management, custody liquidation and consulting, reorganisation and restructuring of problematic institutions, risk resolution of default bonds and trusts, and NPA-based securitisation. Furthermore, the Group will seize the special opportunities investment and explore a new profit model combining with core NPA management business. Leveraging on the increasing capital scale of Chinese financial institutions in Hong Kong as well as the close economic ties between Hong Kong and Mainland China, the Group plans to continue to explore the unique features of NPA disposals in Hong Kong and strives to optimise the vicinity and the strategic advantage of Hong Kong as a financial centre to avoid homogenous competition with other onshore industry participants.

In addition, following the overarching “returning to the fundamentals of AMC’s business (回歸主業)” development strategy requirement of the China Great Wall Group, the Group endeavours to further steer its market positioning towards China Great Wall Group’s core businesses of NPA management, M&A and restructuring and become (i) the international service platform for the China Great Wall Group to support and serve the national strategy and to fully utilise the onshore and offshore markets and resources; (ii) the fundraising platform for satisfying the offshore financing needs of the China Great Wall Group’s business development; and (iii) the onshore and offshore asset disposal coordinating platform providing non-performing asset disposal and related investment and financing services to the PRC enterprise’s “Going Global” initiatives.

In the future, the Group intends to steadily develop its core businesses of property investment, project-based investment and asset management.

The Group will focus on developing its “RAIR” (namely Refresh, Debt Acquisition, Banking and Reorganisation) business model while conducting M&A and restructuring business. The RAIR business model centres around refreshing business concepts, making debt acquisitions, employing corporate finance techniques and conducting reorganisation. In particular, the Group will further explore the business model of combining NPA acquisition with reorganisation. To facilitate such a model, it will establish acquisition funds and actively engage in industry, regional and cross-border M&A.

Expand and strengthen asset management with NPA management as its core business

The Group will vigorously pursue acquisition of NPAs from both banks and non-bank financial institutions, increasing its overall market share. The Group plans to proactively seek investment opportunities, formulate precise acquisition strategy and concentrate its resources on NPAs with value that can be realised through restructuring. Leveraging its expertise in NPAs and asset management, the Group aims to (i) help distressed businesses, (ii) realise underlying asset values and (iii) facilitate industry integration and development. The Group will also seek strategic alliances, develop innovative ways to conduct its NPA management business and diversify its NPA portfolio. It will also strengthen the development of its third-party asset management products and explore alternative asset management business from NPA management.

In the future, the Group intends to focus on its core businesses of NPA acquisition, management and disposal, paying attention to the field of special opportunity investment and comprehensively utilising means of M&A to give full play to its advantages in cross-border business. Moreover, with an extension of the Group’s NPA management offshore and its main playing field of cross-border NPA disposal, the Group intends to fully utilise its linkage role between domestic and overseas capital resources to become a professional institution with NPA management as one of its core businesses with strategies of “marketisation and internationalisation.”

BUSINESS OF THE GROUP

Overview

The Group mainly engages in NPA management business, financial service and investment business and property investment business. The Group's financial service and investment business mainly includes fixed income and equity investments in both primary and secondary markets. To better service its client needs, it also engages in asset management activities conducted in compliance with relevant laws and regulations. In addition, the Group engages in property investment business mainly through GWPA. GWPA contributes stable rental income and profit to the Group by investing in a diversified property portfolio comprising a number of strategically located retail shops, office buildings, industrial properties and car parks in Hong Kong.

The Group is also exploring substantial M&A and restructuring business and asset-light operations business. Regarding the substantial M&A and restructuring business, in the new circumstances, the trend is for national AMCs to explore, individually or jointly with other institutions, to use a variety of means and methods, including mergers and reorganization, insolvency reorganization, mezzanine investment, bridge financing, stage shareholding, to reconfigure the funds, assets, capital, human resource, technology, management and other elements of problematic enterprises, to restore the capability to produce and operate and the ability to repay debts, and to realize and improve the value of the enterprise. Regarding the asset-light operations business, relying on the advantages of its license and experience, the Group's professional team could provide external services such as asset management and disposal of NPAs.

For the years ended 31 December 2021, 2022 and 2023, the Group's revenue was HK\$1,040.6 million, -HK\$810.0 million and HK\$211.8 million, respectively.

The following table sets forth a breakdown of the Group's revenue and other income and gains or losses for the periods indicated:

| Revenue and other income and gains or losses | For the year ended 31 December | | | | | |
|---|--------------------------------|-------------------|-----------------------|-------------------|---------------------|-------------------|
| | 2021 | | 2022 | | 2023 | |
| | (HK\$ million) | per cent. | (HK\$ million) | per cent. | (HK\$ million) | per cent. |
| <i>NPA management business</i> | – | – | (329.4) | 42.7 | 64.2 | 12.7 |
| <i>Financial service and investment business</i> | | | | | | |
| Project-based investment | 573.8 | 46.7 | (510.4) | 66.3 | (78.0) | (15.4) |
| Secondary market trading | 315.1 | 25.6 | (110.0) | 14.3 | 292.2 | 57.7 |
| Financial intermediary business | 140.8 | 11.5 | 59.9 | (7.8) | 50.5 | 10.0 |
| Total | <u>1,029.7</u> | <u>83.8</u> | <u>(889.9)</u> | <u>115.5</u> | <u>328.9</u> | <u>65.0</u> |
| <i>Property investment business</i> | <u>198.6</u> | <u>16.2</u> | <u>119.4</u> | <u>(15.5)</u> | <u>177.1</u> | <u>35.0</u> |
| Total revenue and other income and gains or losses | <u><u>1,228.3</u></u> | <u><u>100</u></u> | <u><u>(770.5)</u></u> | <u><u>100</u></u> | <u><u>506.0</u></u> | <u><u>100</u></u> |

NPA Management Business

The Group is keen to develop NPA management as its core business. In 2018, in line with its overall strategy, the Group actively provided NPA acquisition, disposal, additional investment, entrusted management, as well as special opportunities financing services for financial and non-financial institutions. In 2019, the Group has performed in-depth analysis of its own situation and the market environment to explore a high-quality development path with the direction of “returning to the fundamentals of AMC’s business (回歸主業)”. Taking the cross-border NPA business as a breakthrough, the Group strives to expand its main business. It has proposed the business goal to “serve the dissolution of NPA of Chinese-funded financial institutions in Hong Kong”, taken the initiative to strengthen contacts with Chinese banks and other financial institutions in Hong Kong, expanded its NPA business channels and actively participated in the bidding of several financial NPA projects.

The Group has been acquiring several NPL packages lately and has developed new ways of doing business in the local bank market. In November 2019, the Group made its first big move in the NPA management business by successfully buying China Development Bank Hong Kong Branch’s NPA package, which had an aggregate principal and interest of about U.S.\$1.2 billion. This was one of the earliest and biggest NPA package acquisition businesses from financial institutions after the overseas platforms of the major national AMCs came back to their core business and established the Guarantor’s leading role among the overseas platforms of the major national AMCs.

After acquiring the China Development Bank Hong Kong Branch’s NPA package, the Group has done both on-site and off-site due diligence on the package and has actively pushed the marketing and disposal of the package. The Group got partial repayment through the ongoing disposal of series of collateral and the Group will keep on actively pushing the marketing and disposal of the NPL package. The Group also successfully acquired the NPA package from a HK-funded bank at the end of 2021, and acquired the NPA package from a PRC-funded bank in 2023.

Furthermore, the Group, by using the China Great Wall Group’s resource and experience and the brand benefit and reputation of the Group as a central state-owned enterprise’s Hong Kong subsidiary deeply based in Hong Kong, following the “returning to the fundamentals of AMC’s business (回歸主業)” regulatory requirements, is focused on growing its business in the Guangdong, Hong Kong and Macau Bay Area by tapping into its location benefits. The Group also works hard to grow its NPA business in Hong Kong by applying a “down to the earth” approach, by matching the actual demand of the local market with the established NPA trading structure in China. For instance, while the “counter-delegation model” is already a mature way of doing business in the NPA industry in the PRC, it has not been widely accepted by foreign or Chinese banks in Hong Kong. To bridge the gap in the debt valuation of the two sides and to meet the needs of the banks and other financial institutions, the Group has actively used the “counter-delegation model” and the “fixed income share model” to develop the offshore NPA business and has gradually gained recognition from some banks. The capital needs to buy the NPA packages are also limited: on one hand, the NPA package is usually heavily discounted in the first place and therefore the related capital needs are usually limited in buying those NPA packages and the Group’s own funds would be enough to cover the purchase cost; and on the other hand, under the new ways of doing business mentioned, the Group is gradually changing into a “light asset” financial institution, with limited upfront capital investment needs as well.

For the years ended 31 December 2022 and 2023, the Group’s revenue and other income and gains or losses from its NPA business was -HK\$329.4 million and HK\$64.2 million. The Group’s NPA business did not generate revenue for the year ended 31 December 2021. In the near future, the Group aims to derive a substantial portion of its aggregate revenue from its NPA management business.

Financial Service and Investment Business

The Group's financial service and investment business is the largest contributor to the Group's consolidated revenue among its business segments. As at 31 December 2023, the total value of assets attributable to the Group's financial service and investment business (including fixed income and equity investments in both primary and secondary markets) amounted to HK\$11.3 billion, accounting for 47.6 per cent. of the Group's total assets. For the years ended 31 December 2021, 2022 and 2023, the Group's revenue and other income and gains or losses from its financial service and investment business was HK\$1,029.7 million, -HK\$889.9 million and HK\$328.9 million respectively.

The principal businesses of the Group's financial service and investment business include (i) project-based investment, which includes fixed income investments such as debt financing, entrustment loans, asset-backed schemes, structured financing products, asset restructuring financing, secured financing and convertible debt financing in the primary market, and equity investment in private companies and private equity funds, PIPEs, mezzanine investments and security products investment (such as investment in convertible bonds and exchangeable bonds); (ii) listed debt securities and listed equity securities investments in the secondary markets, and (iii) financial intermediary business which includes asset management.

Project-based investment

The Group's project-based investment business can be further divided into fixed income investment, equity investment and others.

The Group has adopted a prudent approach in its project-based investments. At the pre-investment stage, the Group approves projects that are in line with the Group's investment direction, investment strategy, investment value and risk attributes requirements. Apart from thorough pre-due diligence by the Group's front office business units, the Group may seek external legal advice and internal approval from its compliance and business audit/management departments in devising business plans, the drafting of agreements and release of funds, all to ensure that each project is operating in compliance with relevant laws and under controllable risk. At the investment stage, the Group's front office business units provide regular and standardised updates on project status and fund usage. With respect to any risks identified in the post-investment stage, the Group requires its business units to report, evaluate, and implement risk-mitigating measures in a timely manner.

Fixed income investment

Fixed income investment refers to investment that generates a fixed amount of return payable on a fixed schedule during the entire investment period. Capitalising on its own investment expertise and the China Great Wall Group's customer base, the Group invested in a wide range of fixed income products in the primary market, such as debt financing, entrustment loans, asset-backed schemes, structured financing products, asset restructuring financing, secured financing, convertible debt financing and mezzanine investments (such as investment in convertible bonds and exchangeable bonds).

As at 31 December 2023, the Group had 13 ongoing fixed income investment projects with an aggregate investment amount of HK\$2.23 billion.

The Group's fixed income investment covers a broad range of industries such as water conservancy, environmental and public infrastructure management, manufacturing, financial services and investments, health and social work, wholesale and retail, production and supply of electricity, heating, gas and water, culture, sports and entertainment, mining etc. The Group takes the following factors into account when selecting fixed income investment targets:

- (i) *Industry and regional standards*: factoring in the latest national policies, industry trends and capital market developments, the Group endeavours to promote business developments in industries including financial services and investments, new energies, new materials, health, information

technology, energy conservation and environmental protection, new energy vehicles, high-end equipment manufacturing, modern services, railway transportation and aerospace. In line with the national strategy to promote regional economic development, the Group endeavours to facilitate business development in the Guangdong – Hong Kong – Macau Greater Bay Area.

- (ii) *Enterprise standards*: as part of the Group’s strategy to cultivate a customer base with superior quality and maintain sustainable long-term strategic relationship with its clients, the Group focuses on investing in industrial leaders and companies with a sophisticated business model, as well as large well-known state-owned enterprises and private enterprises.
- (iii) *Project standards*: the Group pursues a legally compliant transaction structure with considerable yield, stable cash flows, financing period within three years or below and a solid primary source of repayment.

The Group has adopted the following mitigating policies and procedures to reduce investment loss:

- (i) *Risk control policies*: the Group generally requires its investments to have collaterals with a clear, integral, compliant, full and effective ownership and the rate of collaterals needs to be in compliance with the Group’s internal requirement. Project teams are required to evaluate the monetisation efficiency of such collateral, as well as the impact on disposable value as a result of accelerated liquidation.
- (ii) *Guarantee and undertaking*: the controlling shareholder(s), legal representative(s) and the person in *de facto* control of the target enterprise are generally required to provide an undertaking of joint and several liability for the financing and disclose the list of properties under their control and details of any guarantee provided externally.
- (iii) *Stock pledge*: stocks subject to a pledge are required to have clear ownership structure and be registrable. The target enterprises are also required to establish a mechanism on replenishing and closing positions. In addition, non-listed enterprises’ equity pledge rate is required be evaluated by a recognised or qualified rating agency or agencies.

Equity investment

The Group invests its capital in private companies and private equity funds, PIPEs, mezzanine investments such as investment in preferred stocks, and security products investment. As at 31 December 2023, the Group had 11 ongoing equity investment projects with an aggregate investment amount of HK\$4.78 billion. The Group’s equity investment covers a broad range of industries such as transportation, warehousing and postal services, healthcare and medicine, social work, telecommunications, software and information technology services, mining, financial services, consumer goods, manufacturing, production and supply of electricity, heat, gas and water, as well as education.

Focusing on industries with strong growth potential, the Group makes strategic investments in selected high-quality companies and forms mutually beneficial cooperative relationships with such clients by providing financing support to foster their growth. In terms of investment strategies, the Group focuses on investments in unlisted companies’ equity projects and in industries including wholesale and retail, financial services, warehousing and postal services, healthcare and medicine, as well as information technology services, and has also established a professional team to explore overseas merger and acquisition opportunities.

The Group generates capital gains from its equity investments primarily through adopting a variety of exit strategies, such as through an initial public offering, selling back through repurchase, transferring to third-party investors or through share sale by its portfolio companies.

The Group’s private equity business has extensive client resources, a nationwide network layout as well as financial services capabilities equipped with an experienced and professional execution team. The Group has established close cooperation with its portfolio companies through its provision of both capital support and financial services, which enables the Group to tap into the potential growth value of such enterprises by providing individually tailored value-added services, promoting continuous development, maximising their enterprise value, achieving value appreciation for its equity investments and subsequently injecting into listed companies or other capital operations to realise its investment returns, and ultimately create value for its shareholders.

The Group manages some of its private equity investment by setting up investment funds. The following table sets out the details of the Group’s investment fund as at 31 December 2023:

| Fund | Investment Targets | Fund Size (HK\$) | Time of Establishment |
|-----------------------------------|--------------------------------|----------------------------|------------------------------|
| CRE Alliance Fund I L.P | Consumer goods/services sector | 2,582,680,806.9 | May 2016 |

Secondary market investment

The Group also engages in the investment in fixed income products and equity securities listed and traded on the stock exchange of Hong Kong, such as debt securities and shares.

The Group’s secondary market equity investment covers a broad range of industries such as financial services, insurance, consumer goods as well as telecommunication. The industries which the Group’s secondary market debt investment covers include finance, communications, infrastructure and etc. In recent years, the Group has continually sought to optimise its secondary market trading business structure and portfolio so as to strike a better balance between risk and return.

For its investment in equity securities, the Group selects large-cap blue-chip stocks listed on the Shanghai, Shenzhen and Hong Kong stock exchanges. The Group’s investment managers then select different types of stocks for investment from the trading pool based on their research (which covers macroeconomics, industry sectors and individual stocks), discussions with research analysts and the prevailing market conditions. After the investment decision committee approves an investment decision, the investment managers seek final authorisations from different levels of management based on the value of each investment, and subsequently place orders with the traders.

For its investments in debt securities, the Group has adopted a stringent risk management system to keep its investment risks within a reasonable level. The Group strictly controls its investment periods to minimise the risk of default. Currently, most of its debt securities comprise stable and high quality bonds issued by state-owned or foreign financial institutions or other premium non-state owned companies. Based on prevailing market conditions, the Group actively adjusts its investment strategies and asset allocation between aggressive and conservative approaches so as to minimise risks and capture gains.

Financial intermediary business

Another key segment of the Group’s financial service and investment business is financial intermediary business, including asset management, with a principal focus on special opportunities investment.

In the third quarter of 2017, the Guarantor and KKR entered into a strategic cooperation to invest in global leveraged lending products and explore strategic capital market initiatives in Asia. KKR is a leading global investment firm that manages multiple alternative asset classes, including private equity, credit and real assets, with strategic partners that manage hedge funds. The cooperation brings together the asset

management expertise of the China Great Wall Group in China and KKR's investment experience and global network. The cooperation will focus on opportunities in capital markets, specifically the leveraged loan sector, benefiting from the capital markets and investment expertise of KKR to strengthen the growth of the Group and the China Great Wall Group. Since September 2017, the Group has completed a total of 158 projects with KKR, mainly covering industries such as financial services, healthcare, technology, media and telecom and consumer products. During the year ended 31 December 2023, such cooperation had generated income approximately in the amount of HK\$50.5 million, contributing substantially to the Group's financial service and investment business.

The Group primarily conducts its asset management business through GWPAAM. The asset management business generates revenue by charging management fees based on the amount of assets under management.

Property Investment Business

The Group invests in various commercial and industrial properties mainly in Hong Kong through GWPA, which is a subsidiary property holding company of the Guarantor and is principally engaged in the property development business. As at 31 December 2023, the Guarantor indirectly held approximately 74.89 per cent. of the total issued share capital of GWPA. GWPA contributes stable rental income and profit to the Group by investing in a diversified property portfolio comprising a number of strategically located retail shops, office buildings, industrial properties and car parks in Hong Kong.

For the years ended 31 December 2021, 2022 and 2023 the Group's revenue and other income and gains or losses from its property investment business amounted to HK\$198.6 million, HK\$119.4 million, and HK\$177.1 million, respectively.

As at 31 December 2023, the Group had a total of 24 investment properties, among which 3, 10 and 11 are located on Hong Kong Island, Kowloon and the New Territories, respectively. As at 31 December 2023, the total value of assets attributable to the Group's property investment business amounted to HK\$8.33 billion, accounting for 35.11 per cent. of the Group's total assets.

On 28 November 2017, GWPA, through its wholly-owned subsidiary, subscribed for the shares of a joint venture property investment holding company named Everwell City Limited which had contracted to purchase the portfolio assets disposed of by LINK REIT (which is listed on the Hong Kong Stock Exchange (stock code 823)) comprised of a portfolio of diversified commercial properties and shopping centres, plazas and car parks in Hong Kong. The investment was completed in February 2018. As at 31 December 2023, GWPA held 35.78 per cent. interest in Everwell City Limited (together with its subsidiaries, collectively the "**JV Group**").

The JV Group owns 16 diversified commercial properties and shopping centres, plazas and car parks across Hong Kong at Cheung Hang Shopping Centre, Kai Yip Commercial Centre, Kam Tai Shopping Centre, Lei Cheng Uk Shopping Centre, On Ting Commercial Complex, Shek Lei Shopping Centre I & II, Tai Wo Hau Commercial Centre, Tsz Ching Shopping Centre, Yau Oi Commercial Centre, Yung Shing Shopping Centre, Kwai Shing East Shopping Centre, Lai Kok Shopping Centre, Lee On Shopping Centre, retail and car park within Shun Tin Estate, Tsing Yi Commercial Complex and Lions Rise Mall. GWPA's share of profit of an associate from JV Group was approximately HK\$426.3 million in 2023 compared to a share of profit for the year ended 31 December 2022 at HK\$465.9 million. The decrease of the share of profit of an associate of GWPA is mainly due to the rise of the Hong Kong Interbank Offered Rates on which the borrowing cost of the JV Group's loans are based.

In addition, in June 2018, the Group completed the acquisition of one of the commercial properties in the portfolio, namely Kwai Fong Plaza. Completion of such acquisition in June 2018 enables the Group to further expand its property investment business, thereby creating additional sources of revenue and enhancing its profitability. These transactions mark a new milestone for the Group in gaining a sizeable retail presence in Hong Kong.

During the years of 2021, 2022 and 2023, the Group's property investment segment continued to contribute stable rental income and profit to the Group by maintaining satisfactory occupancy rates and income from the five investment properties in Hong Kong, consisting of Kwai Fong Plaza, certain floors of the Bank of America Tower in Central, Yue King Building in Causeway Bay, Ko Fai Industrial Building in Yau Tong and Seaview Estate in North Point. For the years ended 31 December 2021, 2022 and 2023, these investment properties generated segment operating revenue of HK\$119.1 million, HK\$120.6 million and HK\$121.8 million.

Other Businesses

The Group is committed to capturing opportunities emerging from cross-border special situations, providing customised financing solutions to satisfy clients' financing needs in distressed situations, leveraged acquisition, strategic mergers and acquisitions, business expansion, and other commercial and investment activities.

FUNDING

The Group's primary sources of funding include funding support from China Great Wall, borrowings from banks, borrowings from other financial syndicates and offshore capital market offerings, as well as alternative financing through asset securitisation and third-party asset management. The Group believes that it has adequate sources of capital and established relationships with financial institutions that provide credit facilities to the Group. The Group was able to effectively control funding risks due to the low concentration of available funding channels.

COMPETITION

The Group primarily operates in Hong Kong where the financial service market is highly competitive. The Group mainly competes with non-banking financial institutions in the relevant markets. The Group competes with its competitors in terms of brand recognition, marketing and sales capabilities, service quality, financial strength, product and services portfolio and pricing. Please refer to "*Risk Factors – Risks relating to the Group's overall businesses – The Group faces intense competition and its businesses could be materially and adversely affected if it is unable to compete effectively.*"

EMPLOYEES

As at 31 December 2023, the Group had 66 employees. 24 employees held professional qualifications to conduct securities, futures, funds, banking, insurance, accounting, auditing, legal or internal evaluation business, accounting for 36 per cent. of the Group's total employees. The Group is committed to recruiting, training and retaining skilled and experienced employees. The Group intends to achieve this by offering competitive remuneration packages as well as by focusing on local and overseas professional training and career development of its employees.

INTERNAL CONTROL AND RISK MANAGEMENT

The Group is committed to establishing a comprehensive risk management system that is integral to its business operations. With regards to risk management, the Group is committed to strengthening its risk control culture by establishing a robust corporate governance structure and internal control policies. The Group has built a "multifaceted, multidimensional, full coverage" comprehensive risk management system with the aim of ensuring:

- stable operations and the healthy development of the Group;
- that risk management is consistent with the Group's development strategy and operational objectives;
- the proper execution of significant decision-making procedures adopted by the Group to realise its operational objectives and guarantee operational efficiency and effectiveness; and

- the compliance of the Group’s business with relevant regulatory requirements, as well as the absence of other material risks relating to the Group’s business operations.

The multidimensional risk management system consists of (i) full process management, (ii) full risk prevention, (iii) all staff involvement and (iv) comprehensive risk coverage over the Group’s business.

Full process management

Full process management refers to “three defensive lines, “being the front-office business operation department, the middle-office business approval (management) department and the back-office legal and compliance and audit department. The business operation department of the Group is responsible for identifying, evaluating and controlling operational and post-investment risks. The business approval (management) department of the Group is responsible for assisting the business operation department in identifying, assessing and monitoring financial risks of the Group’s business. The audit department of the Group is responsible for evaluating the effectiveness of risk management and internal control, providing suggestions for improvement and supervising the implementation of improvement methods. The legal and compliance department is responsible for providing legal support for the Group’s operations and supervising the Group’s management of compliance risk.

Full risk prevention

The Group adopts both quantitative and qualitative approaches for evaluating risks and has established a sound risk management mechanism as well as robust procedures to ensure that all types of risks are monitored thoroughly and effectively. The Group also applies risk management techniques to conduct various scenario (or sensitivity) analyses and stress tests to balance its risk tolerance and profitability. The Group has established a system of internal reporting channels to monitor economic capital risks.

Credit Risk

Credit risk is the risk of loss resulting from the failure of one of the Group’s debtors to make principal or interest payments in full when due. The Group is exposed to credit risk primarily associated with its NPAs and other impaired assets in Renminbi or foreign currencies stripped from major financial or non-financial institutions, the credit quality of which may deteriorate because of socioeconomic or customer-specific factors linked to economic performance.

The Group has established and strictly follows its business management policy guidelines and business approval procedures, which cover the periods before, during and after the occurrence of credit risk. The business management policy guidelines and business approval procedures mainly reflect the following three components: counterparty due diligence, project approval and post-implementation project management. Among these, counterparty due diligence plays an important role in the Group’s credit risk management and is considered the most significant initial defence against credit risk. Meanwhile, the Group controls customer concentration risk by setting investment quotas for its counterparties.

Market Risk

Market risk refers to the potential loss of the Group as a result of changes in interest rates, market prices, foreign currency exchange rates and other related risk factors. The principal market risks to which the Group is exposed include interest rate risk, market price risk and exchange rate risk.

With respect to assets and liabilities of the Group that are sensitive to interest rates, the Group manages interest rate risk by strictly controlling the maturity date and strengthening the combination of maturity and interest rate structure between its liabilities and its assets. With respect to market price risk, the Group closely monitors the effects of macroeconomic changes and industry trends on operations and financial conditions of the enterprises in which the Group owns an equity interest, as well as on the Group’s own equity value, and adjusts its equity management and disposal strategies accordingly. With respect to market risks to which the Guarantor’s subsidiaries are exposed, the Group has established market risk management systems in accordance with regulatory requirements and standard industry practices.

Liquidity Risk

Liquidity risk refers to the risk of failure to obtain sufficient funds, or to obtain funds at reasonable cost, to repay the Group's financial obligations when they fall due. Liquidity risk can be further divided into financing liquidity risk and asset liquidity risk.

- *Financing liquidity risk* – the Group manages financing liquidity risk by increasing the number of banks that provide credit facilities to the Group, increasing the available credit limits and extending the credit terms. At the same time, the Group explores additional external financing channels, including, among others, the issuance of private equity bonds and syndicated loans.
- *Asset liquidity risk* – the Group manages asset liquidity risk by continuously improving transactional structures, shortening the turnover period of projects, increasing the cash flow return rate of projects, and implementing instalment repayment schedules for customers. The Group increases its surplus reserve rate and strengthens its asset liability management through centralised management of funds.

Operational Risk

Operational risk refers to the risk of losses resulting from internal operational failures or external events beyond the Group's control. Internal operational failures arise from inappropriate internal procedures (procedure risk), system failures (system risk) or artificial errors or corruption (artificial risk). Uncontrollable external events that contribute to operational risk mainly include, among others, law and policy factors, changes in the macro-control policies of the PRC government and regional development strategies or legal requirements, such as adjustments to taxation law or accounting standards.

In order to effectively manage operational risk and internal control, the Group has formulated a set of internal risk control procedures and established a system of supervision by the risk management committee on management-level risk control. The Group actively implements risk responsibilities across different departments and job positions in different stages of project management such as due diligence, review and approval, conditions examination, funds recovery and post-implementation project management. The Group allocates risk responsibilities to ensure proper risk management performance by every department.

Reputational Risk

Reputational risk refers to the risk of receiving negative comments from stakeholder(s) of a group as a consequence of operation, management or other behaviours of that group or external events.

The Group has established a reputational risk management system to conduct spontaneous reputational risk management. The aim of reputational risk management is to discover and promptly deal with incidents in relation to or which may lead to reputational risk of the Group and to prevent it from happening, to protect and improve the social image of the Group, minimise negative impacts on the Group and hence improve the operational management and service level of the Group.

The Group places importance on reputational risk management. In its daily operation, the Group has worked in accordance with the principles of proactive management, prudent management, division of duties and responsibility, process management, full involvement and classification management to reinforce the awareness of reputational risk management and further improve the ability of reputational risk management so as to safeguard and promote its social reputation, brand name and image.

The Group also has a contingency plan in place to deal with any negative publicity, which provides units responsible for reputational risk management and establishes a highly effective communication and coordination mechanism among related divisions. The contingency plan deals with publicity events, aiming to proactively control the risks resulting from such events.

All staff involvement

All staff involvement is carried out by various departments at both the Guarantor level and the Group members' level throughout the process. The overall structure of the Group's risk management is as follows:

- *Board of directors and senior management* – in command of the Group's comprehensive risk management and responsible for approving and reviewing the overall risk management plan, policies and regulation and the allocation of risk capital;
- *Business Approval (Management) Department* – tasked with carrying out risk management, developing internal risk management-related regulations and procedures, implementing risk monitoring and control, and preparing risk monitoring reports. Such regulations and procedures are applied and implemented across the Group; and
- *Risk management by the Guarantor and its subsidiaries* – each of the Guarantor and its subsidiaries implements risk management procedures, carries out risk control measures, monitors operational risk continuously, conducts periodic analysis of asset risk and prepares risk monitoring reports.

Comprehensive risk coverage over the Group's business

Comprehensive risk coverage refers to the full coverage of risks over the Group's financial services and investments, NPA investment and management business operations at both the Guarantor level and the Group members level.

LICENCES

The Group has obtained and maintained various licences and permits in relation to its operations. GWPAAM, a subsidiary of the Guarantor incorporated in Hong Kong, is licensed for Type 9 (asset management) regulated activities under the SFO.

LEGAL PROCEEDINGS

From time to time, the Group may be involved in legal proceedings, claims or other disputes in the ordinary course of its business. As at the date of this Offering Circular, there was no litigation or arbitration pending or threatened against the Group which the Guarantor believes could have a material adverse effect on its business, financial condition or results of operations.

DIRECTORS AND SENIOR MANAGEMENT OF THE GUARANTOR

BOARD OF DIRECTORS

The members of the Guarantor's board of directors as at the date of this Offering Circular are as follows:

| <u>Name</u> | <u>Position</u> |
|-----------------------|---|
| WANG Hai | Executive Director and Chairman of the Board of Directors |
| HUANG Wei | Executive Director and General Manager |
| BAI Xiuli | Non-Executive Director |
| LIU Hongxin | Non-Executive Director |
| XING Min | Non-Executive Director |

WANG Hai

Executive Director and Chairman of the Board of Directors

Mr. Wang Hai holds a Master degree in Business Administration from Tsinghua University and holds the title of senior accountant. Mr. Wang has engaged in finance-related work since July 1992 and has more than 30 years of experience in finance field. From July 1992 to October 1999, he successively served as the cadre of the business department in Beijing branch of Agricultural Bank of China (中國農業銀行北京分行), cadre, deputy staff member and principal staff member of the capital planning department in head office of Agricultural Bank of China (中國農業銀行總行). From October 1999 to March 2007, he successively served as the cadre and deputy director of capital operation division, deputy director of operation planning division and director of capital planning division of the finance department of China Great Wall. From March 2007 to November 2010, he successively served as the Party member, leader of the significant project team, deputy general manager and secretary of the commission for discipline inspection in Shenyang branch of China Great Wall. From November 2010 to January 2014, he successively served as the deputy general manager of significant project department, deputy general manager of mergers and acquisitions department of China Great Wall. From January 2014 to June 2021, he successively served as the general manager, chairman of the board and Party secretary of Great Wall (Tianjin) Equity Investment Fund Management Co., Ltd. (長城(天津)股權投資基金管理有限責任公司). From October 2011 to December 2014, he successively served as the chairman of the board of Hunan Tianyi Science and Technology Co., Ltd. (湖南天一科技股份有限公司) (stock code: 000908) (currently known as Hunan Jingfeng Pharmaceutical Co., Ltd. (湖南景峰醫藥股份有限公司), a company listed on the Shenzhen Stock Exchange) (“**Hunan Tianyi**”). From June 2021 to June 2022, he successively served as the deputy secretary of the Party Committee, director and general manager of the Guarantor. Since June 2022, Mr. Wang has been serving as the secretary of the Party Committee and chairman of the board of directors of the Guarantor.

HUANG Wei

Executive Director and General Manager

Dr. Huang Wei holds a Doctorate degree in Economics and Finance and holds the title of senior economist. Dr. Huang has engaged in economic and finance-related research since June 2002 and has been involved in finance-related work since October 2007, and has more than 20 years of experience in the economic and finance field. From October 2007 to April 2013, he successively served as manager and senior deputy manager of the development planning department of China Huarong Asset Management Co., Ltd. (中國華融資產管理公司) (currently know as China CITIC Financial Asset Management Co., Ltd. (中國中信金融資產管理股份有限公司)). From April 2013 to November 2016, he successively served as senior manager and deputy general manager of the strategic development department of China Great Wall. From November 2016 to February 2022, he successively served as the deputy principal of the office of the board of China Great Wall (the office responsible for overseeing listings), Party member, deputy general

manager and secretary of the commission for discipline inspection in Hubei Branch of China Great Wall. From February 2022 to June 2022, he successively served as the deputy secretary of the Party Committee and deputy general manager (general manager level) of the Guarantor. Since June 2022, Dr. Huang has been serving as the deputy secretary of the Party Committee, director and general manager of the Guarantor.

BAI Xiuli

Non-Executive Director

Ms. Bai Xiuli holds a Master degree from the Heilongjiang Provincial Academy of Social Sciences and holds the title of senior economist. Ms. Bai joined the Agricultural Bank of China in 1994. From 1994 to 2000, she successively served as a staff member of the international business department of Harbin branch of Agricultural Bank of China (中國農業銀行哈爾濱市分行), deputy director (deputy division level) and director (division level) of Huijin branch of Agricultural Bank of China in Harbin City (中國農業銀行哈爾濱市匯金支行). Since joining the China Great Wall Group in 2000, she successively served as the principal staff member of the capital planning department, principal staff member of the evaluation management department and assistant to the director (division level) of the supervision and audit department in Harbin office of China Great Wall, staff member of the audit department of China Great Wall, assistant to the director of the market development department in Beijing office of China Great Wall, staff member of system audit division of the supervision and audit department of China Great Wall, senior deputy manager in Beijing office of China Great Wall, senior deputy manager and senior manager of the supervision and audit department of China Great Wall, senior manager and deputy general manager of the audit department of China Great Wall, member and general manager of the disciplinary inspection committee, of China Great Wall. Ms. Bai was appointed as a director of the Guarantor in 2023.

LIU Hongxin

Non-Executive Director

Mr. Liu Hongxin holds a Master degree in National Economic Planning and Management from the Guanghua School of Management, Peking University and holds the title of senior economist. Mr. Liu joined the Agricultural Bank of China in 1995. From 1995 to 1999, he successively served as the cadre and staff member of the agricultural credit department of the Agricultural Bank of China, principal staff member of the credit management department II of the Agricultural Bank of China. Since joining the China Great Wall Group in 1999, he successively served as the deputy director of the asset management department of China Great Wall, deputy county mayor (temporary post) of the Longxian County in Shaanxi Province of the PRC, director of the audit department of China Great Wall, director and deputy general manager of the supervision and audit department (office of the commission for discipline inspection) of China Great Wall, deputy secretary of the Party Committee and deputy general manager, and later secretary of the party committee and general manager, in the Zhengzhou office of China Great Wall, general manager of the asset operations department, general manager of the asset management department, general manager of the international business department, general manager of the asset management department I, general manager of the human resources department (organisation department of the Party Committee and international business department) of China Great Wall. Mr. Liu was appointed as a director of the Guarantor in 2023.

XING Min

Non-Executive Director

Mr. Xing Min holds a Master degree in Business Administration from Tsinghua University and holds the title of economist. Mr. Xing has engaged in economic and finance-related work since 1990 and has successively served as the cadre in Yanta branch of Agricultural Bank of China in Xi'an City (中國農業銀行西安市雁塔支行), cadre and deputy staff member in Xi'an branch of Agricultural Bank of China (中國農業銀行西安市分行), vice president and member of the Party Committee in Yanliang branch of Xi'an

branch of Agricultural Bank of China (中國農業銀行西安市分行閩良區支行), cadre in Shaanxi Branch of Agricultural Bank of China (中國農業銀行陝西省分行). In February 2000, he joined the China Great Wall Group and has been serving in it since then, during which he successively served as the cadre and deputy director of the Xi'an office of China Great Wall, deputy director and director of the asset disposal committee of China Great Wall, senior manager of the project review department, senior manager of the significant project department of China Great Wall, vice chairman of Hunan Tianyi, deputy general manager of the business review department of China Great Wall, deputy secretary of the Party Committee and deputy general manager (in a supervisory role), and later secretary of the Party committee and general manager, of the Xi'an office of China Great Wall, secretary of the Party Committee and general manager of the Shaanxi Branch of China Great Wall, general manager of the business review department of China Great Wall. Since 2020, Mr. Xing has served as a director of Great Wall Guorong Investment Management Co., Ltd. (長城國融投資管理有限公司) and the general manager of the subsidiary management department of China Great Wall. Mr. Xing was appointed as a director of the Guarantor in 2023.

SENIOR MANAGEMENT

The members of the Guarantor's senior management as at the date of this Offering Circular are as follows:

| Name | Position |
|-----------------------|---|
| WANG Hai | Executive Director and Chairman of the Board of Directors |
| HUANG Wei | Executive Director and General Manager |
| WANG Zuomin | Deputy General Manager (General Manager Level) |
| JIANG Juqi | Assistant to General Manager |

WANG Hai

For details, please see “*Board of Directors*” above.

HUANG Wei

For details, please see “*Board of Directors*” above.

WANG Zuomin

Deputy General Manager (General Manager Level)

Mr. Wang Zuomin holds a Master degree in Finance from the Zhongnan University of Economics and holds the title of economist. Mr. Wang joined the Agricultural Bank of China in 1990. From 1990 to 2000, he successively served as loan officer of Guomao office, deputy director of Chunfeng office, deputy director (main person in charge) of Chunfeng office, director of Chunfeng office and director of credit management department, in Shenzhen Branch of Agricultural Bank of China (中國農業銀行深圳市分行). Since joining the China Great Wall Group in 2000, he successively served as the cadre of the business department, deputy director of the business department, deputy director (in a supervisory role) of the office of the asset disposal committee, deputy director (in a supervisory role) of the investment banking department, director of the investment banking department in Shenzhen office of China Great Wall, senior manager of the market development department of Shenzhen Great Wall Guosheng Investment Holding Co., Ltd. (深圳長城國盛投資控股有限公司) (“**Shenzhen Guosheng Holding Ltd.**”), assistant to the general manager of Shenzhen office of China Great Wall, assistant to the general manager of Shenzhen Guosheng Holding Ltd., member of the Party Committee of Shenzhen office of China Great Wall, assistant to the general manager of Shenzhen Great Wall Guosheng Investment Guarantee Holding Co., Ltd. (深圳長城國盛投資擔保控股有限公司) (“**Shenzhen Guosheng Guarantee Ltd.**”), secretary of the commission for discipline inspection in Shenzhen office of China Great Wall, deputy general manager (deputy general

manager at branch office level) of Shenzhen Guosheng Guarantee Ltd., member of the Party Committee of Shenzhen Great Wall Rongzi Guarantee Holding Co., Ltd., (深圳長城融資擔保控股有限公司) (“**Shenzhen Rongzi Guarantee Ltd.**”), secretary of the commission for discipline inspection of Shenzhen Rongzi Guarantee Ltd. (since 2012, concurrently serving as a director of Shenzhen Rongzi Guarantee Ltd.), deputy general manager (in charge of operation and management) of Great Wall Rongzi Guarantee Co., Ltd. (長城融資擔保有限公司) (“**Great Wall Rongzi Guarantee Ltd.**”), member of the Party Committee of Shenzhen office of China Great Wall. Since 2015, he has served as the general manager and legal representative (deputy general manager level) of Great Wall Rongzi Guarantee Ltd., secretary of the commission for discipline inspection of Shenzhen Branch of China Great Wall, committee member, secretary of the commission for discipline inspection, general manager of the company leadership, chairman and supervisor of Great Wall Guofu Real Estate Co., Ltd. (長城國富置業有限公司). Since February 2023, Mr. Wang has been a member of the Party Committee, secretary of the commission for discipline inspection and deputy general manager (general manager level) of the Guarantor.

JIANG Juqi

Assistant to General Manager

Ms. Jiang Juqi holds a Master degree in Currency and Banking from the Faculty of Finance of the Jinan University and holds the title of certified public accountant. From 1999 to 2000, Ms. Jiang successively served as the cadre of the international business department in Guangdong branch of Agricultural Bank of China (中國農業發展銀行廣東省分行). In 2000, she joined the China Great Wall Group and has since then successively served as the cadre, business manager (deputy division level) of the finance department, business supervisor of the market development department, senior deputy manager of the finance department, senior deputy manager (in a supervisory role) of the intermediate business department and senior deputy manager of the asset management department (urbanisation finance department) in Guangzhou office of China Great Wall, senior deputy manager (in a supervisory role) of financial market department I, senior manager of financial market department I of Guangdong Branch of China Great Wall. Since 2021, she has successively served as the senior manager and head of the special investment department of the Guarantor, deputy general manager and general manager of Great Wall Pan Asia Shenzhen International Investment Company Limited (長城環亞(深圳)國際投資有限公司). In April 2022, Ms. Jiang was appointed as a member of the Party Committee and assistant to the general manager of the Guarantor.

PRC REGULATIONS

This section summarises the principal PRC laws and regulations which are relevant to the business of the Group. As this is a summary, it does not contain a detailed analysis of the PRC laws and regulations which are relevant to the Guarantor.

THE PRC LEGAL SYSTEM

The PRC legal system is based on the Constitution of the People's Republic of China (the "**PRC Constitution**") and is made up of written laws, regulations, directives and local laws and laws resulting from international treaties entered into by the PRC government. In general, court judgments do not constitute binding precedents. However, they are used for the purposes of judicial reference and guidance.

The National People's Congress of the PRC (the "**NPC**") and the Standing Committee of the NPC are empowered by the PRC Constitution to exercise the legislative power of the State. The NPC has the power to amend the PRC Constitution, enact and amend basic laws governing State agencies and civil, criminal and other matters. The Standing Committee of the NPC is empowered to enact and amend all laws except for the laws that are required to be enacted and amended by the NPC.

The State Council is the highest organ of the State administration and has the power to enact administrative rules and regulations. The ministries and commissions under the State Council are also vested with the power to issue orders, directives and regulations within the jurisdiction of their respective departments. All administrative rules, regulations, directives and orders promulgated by the State Council and its ministries and commissions must be consistent with the PRC Constitution and the national laws enacted by the NPC and the Standing Committee of the NPC. In the event that a conflict arises, the Standing Committee of the NPC has the power to annul administrative rules, regulations, directives and orders. The People's Congresses or their standing committees of the comparatively larger cities may, in light of the specific local conditions and actual needs, formulate local regulations, **provided that** they do not contradict the PRC Constitution, the national laws, the administrative regulations and the local regulations of their respective provinces or autonomous regions, and they shall submit the regulations to the standing committees of the people's congresses of the provinces or autonomous regions for approval before implementation.

At the regional level, the provincial and municipal congresses and their respective standing committees may enact local rules and regulations and the people's governments may promulgate administrative rules and directives applicable to their own administrative areas. These local rules and regulations must be consistent with the PRC Constitution, the national laws and the administrative rules and regulations promulgated by the State Council.

The State Council, provincial and municipal governments may also enact or issue rules, regulations or directives in new areas of the law for experimental purposes or in order to enforce the law. After gaining sufficient experience with experimental measures, the State Council may submit legislative proposals to be considered by the NPC or the Standing Committee of the NPC for enactment at the national level.

The PRC Constitution vests the power to interpret laws in the Standing Committee of the NPC. The Supreme People's Court, in addition to its power to give general interpretation on the application of laws in judicial proceedings, also has the power to interpret specific cases. The State Council and its ministries and commissions are also vested with the power to interpret rules and regulations that they have promulgated. At the regional level, the power to interpret regional rules and regulations is vested in the regional legislative and administrative bodies which promulgated such laws.

THE PRC JUDICIAL SYSTEM

Under the PRC Constitution and the Law of Organisation of the People's Courts, the judicial system is made up of the Supreme People's Court, the local courts, military courts and other special courts. The local courts are comprised of the basic courts, the intermediate courts and the higher courts. The basic courts are organised into civil, criminal, economic, administrative and other divisions. The intermediate courts are organised into divisions similar to those of the basic courts, and are further organised into other special divisions, such as the intellectual property division. The higher level courts supervise the judicial work of the basic and intermediate courts. The people's procuratorates also have the right to exercise legal supervision over the civil proceedings of courts of the same level and lower levels. The Supreme People's Court is the highest judicial body in the PRC. It supervises the administration of justice by all other courts.

The courts employ a two-tier appellate system. A party may appeal against a judgment or order of a local court to the court at the next higher level. Second judgments or orders given at the next higher level and the first judgments or orders given by the Supreme People's Court are final. If, however, the Supreme People's Court or a court at a higher level finds an error in a judgment which has been given by any court at a lower level, or the president of a court finds an error in a judgment which has been given in the court over which he presides, the case may then be retried in accordance with the judicial supervision procedures.

The Civil Procedure Law of the PRC, which was adopted on 9 April 1991 and amended on 28 October 2007, on 31 August 2012, on 27 June 2017, on 24 December 2021 and 1 September 2023, sets forth the criteria for instituting a civil action, the jurisdiction of the courts, the procedures to be followed for conducting a civil action and the procedures for enforcement of a civil judgment or order. All parties to a civil action conducted within the PRC must comply with the Civil Procedure Law. Generally, a civil case is initially heard by a local court of the municipality or province in which the defendant resides. The parties to a contract may, by express agreement, select a jurisdiction where civil actions may be brought, **provided that** the jurisdiction is either the plaintiff's or the defendant's place of residence, the place of execution or implementation of the contract or the place of the object of the contract. However, such selection cannot violate the stipulations of grade jurisdiction and exclusive jurisdiction in any case.

A foreign individual or enterprise generally has the same litigation rights and obligations as a citizen or legal person of the PRC. If a foreign country's judicial system limits the litigation rights of PRC citizens and enterprises, the PRC courts may apply the same limitations to the citizens and enterprises of that foreign country within the PRC. If any party to a civil action refuses to comply with a judgment or order made by a court or an award granted by an arbitration panel in the PRC, the aggrieved party may apply to the competent court to request for enforcement of the judgment, order or award. The time limit imposed on the right to apply for such enforcement is two years. If a person fails to satisfy a judgment made by the court within the stipulated time, the court will, upon application by either party, mandatorily enforce the judgment.

A party seeking to enforce a judgment or order of a court against a party who is not located within the PRC and does not own any property in the PRC may apply to a foreign court with proper jurisdiction for recognition and enforcement of the judgment or order. A foreign judgment or ruling may also be recognised and enforced by a PRC court in accordance with the PRC enforcement procedures if the PRC has entered into, or acceded to, an international treaty with the relevant foreign country, which provides for such recognition and enforcement, or if the judgment or ruling satisfies the PRC court's examination in accordance with the principal of reciprocity, unless the PRC court finds that the recognition or enforcement of such judgment or ruling will result in a violation of the basic legal principles of the PRC, sovereignty or national security, or for reasons of social and public interests.

NDRC Registration

The NDRC issued the NDRC Circular on 5 January 2023, which came into effect on 10 February 2023 and repealed the National Development and Reform Commission on Pushing Forth Administrative Reform for Filing and Registration for Issuance of Foreign Debt by Enterprises (《國家發展改革委關於推進企業發行外債備案登記制管理改革的通知》) on the same day. According to the NDRC Circular, an enterprise shall undergo formalities for approval and registration procedure managed by the NDRC to obtain the Examination and Registration Certificate. Without prior approval and registration, no foreign debt may be borrowed. The NDRC Circular further (i) tightens requirements on the condition of enterprises for borrowing foreign debt; (ii) clarifies the penalties and legal liability of non-compliant enterprises, relevant intermediaries and responsible persons; (iii) broadens the scope of responsibility of such enterprises, intermediary or person; and (iv) increases the legal consequences for non-compliant entities. The NDRC Circular also prohibit foreign debt proceeds from being used to threaten information and data security, to increase local government's hidden debts, or for speculative purposes. Under the NDRC Circular, an enterprise shall, (i) within 10 working days after the borrowing of each foreign debt, submit the information on the borrowed foreign debt to the NDRC, (ii) within 10 working days after the expiration of the Examination and Registration Certificate, file a report with the NDRC on the status of the borrowed foreign debt, (iii) within five working days prior to the end of January and end of July each year, file a report with the NDRC detailing the deployment of proceeds as of the applicable period, the status of payment obligations, as well as material information pertaining to the Issuer's (or the Guarantor's, as the case may be) operations and (iv) file the requisite information and documents upon the occurrence of any material event that may affect the enterprise's due performance of its debt obligations.

TAXATION

The following summary of certain tax consequences of the purchase, ownership and disposition of the Securities is based upon applicable laws, regulations, rulings and decisions in effect as at the date of this Offering Circular, all of which are subject to change (possibly with retroactive effect). This discussion does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Securities and does not purport to deal with consequences applicable to all categories of investors, some of which may be subject to special rules. Neither these statements nor any other statements in this Offering Circular are to be regarded as advice on the tax position of any Securityholders or any persons acquiring, selling or otherwise dealing in the Securities or on any tax implications arising from the acquisition, sale or other dealings in respect of the Securities. Persons considering the purchase of the Securities should consult their own tax advisers concerning the possible tax consequences of buying, holding or selling any Securities under the laws of their country of citizenship, residence or domicile.

BRITISH VIRGIN ISLANDS

Under existing British Virgin Islands law, payments of interest and principal on the Securities will not be subject to taxation in the British Virgin Islands and no withholding will be required on the payment of interest and principal to any holder of the Securities nor will gains derived from the disposal of the Securities be subject to British Virgin Islands income or corporation tax, **provided that** the payments are made to persons who are not resident in the British Virgin Islands.

No estate, inheritance, succession or gift tax, rate, duty, levy or other charge is payable by persons who are not resident in the British Virgin Islands with respect to the Securities.

There are currently no withholding taxes or exchange control regulations in the British Virgin Islands applicable to the Issuer.

If neither the Issuer nor any subsidiary holds an interest in real estate in the British Virgin Islands, no stamp duty is payable in respect of the issue of the Securities or on an instrument of transfer in respect of the Securities.

HONG KONG

Withholding Tax

No Hong Kong withholding tax is payable on payments of principal (including any premium payable on redemption of the Securities) or interest in respect of the Securities.

Profits Tax

Hong Kong profits tax is charged on every person carrying on a trade, profession or business in Hong Kong in respect of assessable profits arising in or derived from Hong Kong from such trade, profession or business.

Interest on the Securities may be deemed to be profits arising in or derived from Hong Kong from a trade, profession or business carried on in Hong Kong in the following circumstances:

- (i) interest on the Securities is derived from Hong Kong and is received by or accrues to a corporation carrying on a trade, profession or business in Hong Kong;
- (ii) interest on the Securities is derived from Hong Kong and is received by or accrues to a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business;

- (iii) interest on the Securities is received by or accrues to a financial institution (as defined in the Inland Revenue Ordinance (Cap. 112) of Hong Kong (the “**IRO**”)) and arises through or from the carrying on by the financial institution of its business in Hong Kong; or
- (iv) interest on the Securities is received by or accrues to a corporation, other than a financial institution, and arises through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO).

Sums derived from the sale, disposal or redemption of Securities (other than capital gains) will be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution, who carries on a trade, profession or business in Hong Kong and the sum has a Hong Kong source. The source of such sums will generally be determined by having regard to the manner in which the Securities are acquired and disposed of, including where such activities were undertaken.

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal and redemption of Securities will be subject to profits tax.

Sums received by or accrued to a corporation (other than a financial institution) by way of gains or profits arising through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the Inland Revenue Ordinance) from the sale, disposal and redemption of Securities will be subject to profits tax.

In addition, the Inland Revenue (Amendment) (Taxation on Specified Foreign-sourced Income) Ordinance 2022 of Hong Kong (the “**Amendment Ordinance**”) came into effect on 1 January 2023. Under the Amendment Ordinance, certain foreign-sourced interest on the Securities accrued to an MNE entity (as defined in the Amendment Ordinance) carrying on a trade, profession or business in Hong Kong is regarded as arising in or derived from Hong Kong and subject to Hong Kong profits tax when it is received in Hong Kong. The Amendment Ordinance also provides for relief against double taxation in respect of certain foreign-sourced income and transitional matters.

In certain circumstances, Hong Kong profits tax exemptions may be available to certain qualifying investors. Investors are advised to consult their own tax advisors to ascertain the applicability of any exemptions to their individual positions.

Stamp Duty

No Hong Kong stamp duty will be chargeable upon the issue or transfer of a Security (for so long as the register of holders of the Securities is maintained outside Hong Kong).

PRC

The following summary describes certain PRC tax consequences of ownership and disposition of the Securities by beneficial owners who, or which, are not residents of Mainland China for PRC tax purposes. These beneficial owners are referred to as non-PRC Holders in this “Taxation – PRC” section. In considering whether to invest in the Securities, investors should consult their own tax advisers with regard to the application of PRC tax laws to their particular situations as well as any tax consequences arising under the laws of any other tax jurisdiction.

EIT

Pursuant to the EIT Law and its implementation regulations, enterprises that are established under laws of foreign countries and regions (including Hong Kong, Macau and Taiwan) but whose “*de facto* management body” are within the territory of China are treated as PRC tax resident enterprises for the purpose of the EIT Law and must pay PRC enterprise income tax at the rate of 25 per cent. in respect of their taxable income. Although the rules are not entirely clear, dividends from a PRC tax resident enterprise should be excluded from the taxable income of a recipient that is also a PRC tax resident enterprise. If relevant PRC tax authorities decide, in accordance with applicable tax rules and regulations, that the “*de facto* management body” of the Issuer is within the territory of PRC, the Issuer may be treated as a PRC tax resident enterprise for the purpose of the EIT Law, and the Issuer may be subject to PRC enterprise income tax at the rate of 25 per cent. on its taxable income. At the date of this Offering Circular, the Issuer has not been notified or informed by the PRC tax authorities that it is considered as a PRC tax resident enterprise for the purpose of the EIT Law.

However, there is no assurance that the Issuer will not be treated as a PRC tax resident enterprise under the EIT Law and related implementation regulations in the future. Pursuant to the EIT Law and its implementation regulations, any non-resident enterprise without an establishment within the PRC or whose income has no connection to its establishment inside the PRC must pay enterprise income tax on income sourced within the PRC, and such income tax must be withheld at source by the PRC payer. Accordingly, if the Issuer is treated as a PRC tax resident enterprise by the PRC tax authorities, the Issuer may be required to withhold income tax from the payments of interest in respect of the Securities to any non-PRC Securityholder, and gain from the disposition of the Securities may be subject to PRC tax, if the income or gain is treated as PRC-source. The tax rate is generally 10 per cent. for non-resident enterprise Securityholders and 20 per cent. in the case of non-resident individuals, subject to the provisions of an applicable tax treaty. The Issuer has agreed to pay additional amounts to Securityholders, subject to certain exceptions, so that they would receive the full amount of the scheduled payment, as further set out in the Terms and Conditions.

In addition, in the case where the Guarantor is regarded as a PRC tax resident enterprise, if the Issuer is not able to make payments under the Securities and the Guarantor fulfils the payment obligations under the Guarantee of the Securities, the Guarantor must withhold PRC income tax on payments with respect to the Securities to non-resident enterprise holders generally at the rate of 10 per cent. (and possibly at a rate of 20 per cent. in the case of payments to non-resident individual holders), if such interest payments are deemed to be derived from sources within the PRC, subject to the provisions of any applicable tax treaty.

VAT

According to Circular 36, the entities and individuals providing services within PRC will be subject to VAT. Services are treated as being provided within the PRC where either the service provider or the service recipient is located in the PRC. Services subject to VAT include financial services, such as the provision of loans and the transfer of financial products. It is further clarified under Circular 36 that “loans” refers to the activity of lending capital for another’s use and receiving the interest income thereon. According to the Announcement of the Ministry of Finance and the State Taxation Administration on the Measures for Determining the Tax Basis of Urban Maintenance and Construction Tax and Other Matters which took effect on 1 September 2021, import of goods or paid by overseas entities and individuals for selling labour services, services, and intangible assets in PRC is exempted from urban maintenance and construction tax, educational surtax and local education surcharges.

Therefore, starting from 1 September 2021, the VAT and surcharges may be deducted at the rate of 6 per cent. of the interest payable by the Guarantor on the Securities under the Guarantee to the Securityholders, if the PRC tax authorities view the recovery of such interest from the Guarantor by the Securityholders would be deemed by the PRC tax authorities as providing taxable services in the PRC on part of the Securityholders under the Circular 36.

Where a holder located outside of the PRC resells Securities to a buyer also located outside of the PRC, since neither buyer nor seller is located in the PRC, theoretically Circular 36 would not apply and the Issuer would not have the obligation to withhold VAT or local levies. However, there is uncertainty as to the applicability of VAT if either a seller or buyer of Securities is located within the PRC.

Circular 36 has been issued recently and remains subject to further clarification and/or interpretations by the competent tax authority. There is uncertainty as to the application of the Circular 36 in the context of the issuance of the Securities, payments thereunder, and their sale and transfer.

The Group confirms that, as at the date of this Offering Circular, the Issuer has not been notified or informed by the PRC tax authorities that it is considered as a PRC tax resident enterprise.

However, there is no assurance that the Issuer will not be treated as a PRC tax resident enterprise. Pursuant to the VAT reform detailed above, the Guarantor may need to withhold VAT (should such tax apply) from the payments of interest in respect of the Securities for any Securityholders located outside of the PRC. The Issuer has agreed to pay additional amounts to Securityholders, subject to certain exceptions, so that Securityholders would receive the full amount of the scheduled payment, as further set out in the Terms and Conditions of the Bonds and the Terms and Conditions of the Perpetual Securities.

Stamp Duty

No PRC stamp duty will be chargeable upon the issue or transfer of a Security (for so long as the register of Securityholders is maintained outside the PRC).

SUBSCRIPTION AND SALE

The Issuer and the Guarantor have entered into a subscription agreement with the Joint Lead Managers dated 25 June 2024 (the “**Subscription Agreement**”), pursuant to which and subject to certain conditions contained therein, the Issuer has agreed to sell to the Joint Lead Managers, which have severally, but not jointly, agreed to subscribe and pay for, or to procure subscribers to subscribe and pay for the aggregate principal amount of the Bonds and the Perpetual Securities set forth opposite its name below.

| | Principal Amount of the Bonds to be subscribed | Principal Amount of the Perpetual Securities to be subscribed |
|--|---|--|
| | <i>(U.S.\$)</i> | <i>(U.S.\$)</i> |
| Joint Lead Managers | | |
| Standard Chartered Bank | 8,800,000.00 | 13,200,000.00 |
| China International Capital Corporation Hong Kong Securities Limited | 8,800,000.00 | 13,200,000.00 |
| ABC Capital Limited | 8,800,000.00 | 13,200,000.00 |
| Agricultural Bank of China Limited Hong Kong Branch | 8,800,000.00 | 13,200,000.00 |
| Australia and New Zealand Banking Group Limited | 8,800,000.00 | 13,200,000.00 |
| BOCI Asia Limited | 8,800,000.00 | 13,200,000.00 |
| BOCOM International Securities Limited | 8,800,000.00 | 13,200,000.00 |
| CCB International Capital Limited | 8,800,000.00 | 13,200,000.00 |
| China CITIC Bank International Limited | 8,800,000.00 | 13,200,000.00 |
| China Galaxy International Securities (Hong Kong) Co., Limited | 8,800,000.00 | 13,200,000.00 |
| CLSA Limited | 8,800,000.00 | 13,200,000.00 |
| Crédit Agricole Corporate and Investment Bank | 8,800,000.00 | 13,200,000.00 |
| Guotai Junan Securities (Hong Kong) Limited | 8,800,000.00 | 13,200,000.00 |
| Haitong International Securities Company Limited | 8,800,000.00 | 13,200,000.00 |
| Mizuho Securities Asia Limited | 8,800,000.00 | 13,200,000.00 |
| Bank of Communications Co., Ltd. Hong Kong Branch | 4,000,000.00 | 6,000,000.00 |
| China Everbright Bank Co., Ltd., Hong Kong Branch | 4,000,000.00 | 6,000,000.00 |
| China Industrial Securities International Brokerage Limited | 4,000,000.00 | 6,000,000.00 |
| China Securities (International) Corporate Finance Company Limited | 4,000,000.00 | 6,000,000.00 |
| CMBC Securities Company Limited | 4,000,000.00 | 6,000,000.00 |
| CNCB (Hong Kong) Capital Limited | 4,000,000.00 | 6,000,000.00 |
| Essence International Securities (Hong Kong) Limited | 4,000,000.00 | 6,000,000.00 |
| Hua Xia Bank Co., Limited Hong Kong Branch | 4,000,000.00 | 6,000,000.00 |
| Huatai Financial Holdings (Hong Kong) Limited | 4,000,000.00 | 6,000,000.00 |
| Industrial and Commercial Bank of China (Asia) Limited | 4,000,000.00 | 6,000,000.00 |
| ICBC International Securities Limited | 4,000,000.00 | 6,000,000.00 |
| Industrial Bank Co., Ltd. Hong Kong Branch | 4,000,000.00 | 6,000,000.00 |
| Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch | 4,000,000.00 | 6,000,000.00 |
| SMBC Nikko Securities (Hong Kong) Limited | 4,000,000.00 | 6,000,000.00 |
| SPDB International Capital Limited | 4,000,000.00 | 6,000,000.00 |
| The Bank of East Asia, Limited | 4,000,000.00 | 6,000,000.00 |
| Victoria Harbour International Financial Holdings Limited | 4,000,000.00 | 6,000,000.00 |
| TOTAL | 200,000,000.00 | 300,000,000.00 |

The Subscription Agreement provides that the Issuer and the Guarantor will indemnify the Joint Lead Managers and their respective affiliates against certain liabilities in connection with the offer and sale of the Securities. The Subscription Agreement provides that the obligations of the Joint Lead Managers are subject to certain conditions precedent and entitles the Joint Lead Managers to terminate the Subscription Agreement in certain circumstances prior to the payment being made to the Issuer.

The Joint Lead Managers and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities (“**Banking Services or Transactions**”). The Joint Lead Managers and their respective affiliates may have, from time to time, performed, and may in the future perform, various Banking Services and/or Transactions with the Issuer and the Guarantor for which they have received, or will receive, fees and expenses.

In connection with the offering of the Securities, the Joint Lead Managers and/or their respective affiliates, or affiliates of the Issuer or the Guarantor, may place orders, receive allocations and purchase Securities for their own account (without a view to distributing such Securities). Such entities may hold or sell such Securities or purchase further Securities for their own account in the secondary market or deal in any other securities of the Issuer or the Guarantor, and therefore, they may offer or sell the Securities or other securities otherwise than in connection with this offering. Accordingly, references herein to the Securities being ‘offered’ should be read as including any offering of the Securities to the Joint Lead Managers and/or their respective affiliates, or affiliates of the Issuer or the Guarantor for their own account. Such entities are not expected to disclose such transactions or the extent of any such investment, otherwise than in accordance with any legal or regulatory obligation to do so. Furthermore, it is possible that only a limited number of investors may subscribe for a significant proportion of the Securities. If this is the case, liquidity of trading in the Securities may be constrained (see “*Risk Factors – Risks Relating to the Securities and the Guarantee – An active trading market for the Securities may not develop and there may be limited liquidity for the Securities*”). The Issuer, the Guarantor and the Joint Lead Managers are under no obligation to disclose the extent of the distribution of the Securities amongst individual investors.

In the ordinary course of their various business activities, the Joint Lead Managers and their respective affiliates make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Issuer and/or the Guarantor, including the Securities and could adversely affect the trading prices of the Securities. The Joint Lead Managers and their respective affiliates may make investment recommendations and/or publish or express independent research views (positive or negative) in respect of the Securities or other financial instruments of the Issuer or the Guarantor, and may recommend to their clients that they acquire long and/or short positions in the Securities or other financial instruments.

In connection with the issue of the Securities, any of the Joint Lead Managers appointed and acting in its capacity as stabilisation manager (the “**Stabilisation Manager**”) (or any person acting on behalf of the Stabilisation Manager), may, to the extent permitted by applicable laws and directives, over-allot the Securities or effect transactions with a view to supporting the price of the Securities at a level higher than that which might otherwise prevail, but in so doing, the Stabilisation Manager or any person acting on behalf of the Stabilisation Manager shall act as principal and not as agent of the Issuer or the Guarantor. However, there is no assurance that the Stabilisation Manager or any person acting on behalf of the Stabilisation Manager will undertake stabilisation action. Any loss or profit sustained as a consequence of any such over-allotment or stabilisation shall be for the account of the Joint Lead Managers.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and any Joint Lead Manager or any affiliate of any Joint Lead Manager is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Joint Lead Manager or such affiliate on behalf of the Issuer or the Guarantor in such jurisdiction.

IMPORTANT NOTICE TO CMIs (INCLUDING PRIVATE BANKS)

This notice to CMIs (including private banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including private banks). Certain CMIs may also be acting as OC(s) for this offering and are subject to additional requirements under the SFC Code.

Prospective investors who are the directors, employees or major shareholders of the Guarantor, a CMI or its group companies would be considered under the SFC Code as having an Association with the Guarantor, the CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the Securities. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Guarantor or any CMI (including its group companies) and inform the Joint Lead Managers accordingly.

CMIs are informed that the marketing and investor targeting strategy for this offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions and, if applicable, any MiFID II product governance and UK MiFIR product governance language set out elsewhere in this Offering Circular.

CMIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). CMIs should enquire with their investor clients regarding any orders which appear unusual or irregular. CMIs should disclose the identities of all investors when submitting orders for the Securities (except for omnibus orders where underlying investor information may need to be provided to the OC(s) when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place “X-orders” into the order book.

CMIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMIs (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer or the Guarantor. In addition, CMIs (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the Securities.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Joint Lead Managers in control of the order book should consider disclosing order book updates to all CMIs.

When placing an order for the Securities, private banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a “principal” basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a “principal” basis may require the relevant affiliated Joint Lead Managers (if any) to categorize it as a proprietary order and apply the “proprietary orders” requirements of the SFC Code to such order.

In relation to omnibus orders, when submitting such orders, CMI (including private banks) that are subject to the SFC Code should disclose underlying investor information in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). Underlying investor information in relation to omnibus orders should consist of:

- The name of each underlying investor;
- A unique identification number for each investor;
- Whether an underlying investor has any “Associations” (as used in the SFC Code);
- Whether any underlying investor order is a “Proprietary Order” (as used in the SFC Code);
- Whether any underlying investor order is a duplicate order.

Underlying investor information in relation to omnibus order should be sent to: synhk@sc.com, IB_Project_ExcellenceX@cicc.com.cn, fmd.dcm@abchina.com, hkbondsyndicate@anz.com, debt.syndicate@bocigroup.com, dcm_project.fi@bocomgroup.com, dcm@ccbintl.com, TMG_Syndicate@cncbinternational.com, dcm.execution@chinastock.com.hk, ib.dcm.fig@cls.com, Project.ExcellenceX@ca-cib.com, HKG-Syndicate@ca-cib.com, dcm.ig@gtjas.com.hk, dcm@htisec.com, omnibus_Bond@hk.mizuho-sc.com, dcm@bankcomm.com.hk, dcm@xyzq.com.hk, Project.ExcellenceX@csci.hk, debtsyndicate@csci.hk, dcm@cmbccap.com, dcm@cncbinvestment.com, dcm@hxb.com.cn, ling.chen@icbcasia.com, jackie.jq.chen@icbcasia.com, tiantian.li@icbcasia.com, lisixuan.hester@icbcasia.com, linziying.lavinia@icbcasia.com, qiruixiao.tracy@icbcasia.com, chenwen.emerald@icbcasia.com, dcmnea.int@smbcnikko-hk.com, dcm@spdbi.com and operations@jyfh2020.com.

To the extent information being disclosed by CMI and investors is personal and/or confidential in nature, CMI (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to the OC(s); and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to the OC(s). By submitting an order and providing such information to the OC(s), each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by the OC(s) and/or any other third parties as may be required by the SFC Code, including to the Guarantor, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for this offering. CMI that receive such underlying investor information are reminded that such information should be used only for submitting orders in this offering. The Joint Lead Managers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMI (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMI (including private banks) are required to provide the relevant Joint Lead Managers with such evidence within the timeline requested.

By placing an order, prospective investors (including any underlying investors in relation to omnibus orders) are deemed to represent to the Joint Lead Managers that it is not a Sanctions Restricted Person. A “**Sanctions Restricted Person**” means an individual or entity (a “**Person**”): (a) that is, or is directly or indirectly owned or controlled by a Person that is, described or designated in (i) the most current “Specially Designated Nationals and Blocked Persons” list (which as of the date hereof can be found at: <http://www.treasury.gov/ofac/downloads/sdnlist.pdf>) or (ii) the Foreign Sanctions Evaders List (which as of the date hereof can be found at: <http://www.treasury.gov/ofac/downloads/fse/fselist.pdf>) or (iii) the most current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: <https://data.europa.eu/data/datasets/consolidated-list-of-persons-groups-and-entities-subject-to-eu-financial-sanctions?locale=en>); or (b) that is otherwise the subject of any sanctions administered or enforced by any Sanctions Authority, other than solely by virtue of the following (i) – (vi) to the extent that it will not result in violation of any sanctions by the CMI: (i) their

inclusion in the most current “Sectoral Sanctions Identifications” list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/ssi/ssilist.pdf>) (the “**SSI List**”), (ii) their inclusion in Annexes 3, 4, 5 and 6 of Council Regulation No. 833/2014, as amended by Council Regulation No. 960/2014 (the “**EU Annexes**”), (iii) their inclusion in any other list maintained by a Sanctions Authority, with similar effect to the SSI List or the EU Annexes, (iv) them being the subject of restrictions imposed by the U.S. Department of Commerce’s Bureau of Industry and Security (“**BIS**”) under which BIS has restricted exports, re-exports or transfers of certain controlled goods, technology or software to such individuals or entities; (v) them being an entity listed in the Annex to the new Executive Order of 3 June 2021 entitled “Addressing the Threat from Securities Investments that Finance Certain Companies of the People’s Republic of China” (known as the Non-SDN Chinese Military-Industrial Complex Companies List), which amends the Executive Order 13959 of 12 November 2020 entitled “Addressing the threat from Securities Investments that Finance Chinese Military Companies”; or (vi) them being subject to restrictions imposed on the operation of an online service, Internet application or other information or communication services in the United States directed at preventing a foreign government from accessing the data of U.S. persons; or (c) that is located, organized or a resident in a comprehensively sanctioned country or territory, including Cuba, Iran, North Korea, Syria, the Crimea region of Ukraine, the Donetsk’s People’s Republic or Luhansk People’s Republic. “Sanctions Authority” means: (a) the United Nations; (b) the United States; (c) the European Union (or any of its member states); (d) the United Kingdom; (e) the People’s Republic of China; (f) any other equivalent governmental or regulatory authority, institution or agency which administers economic, financial or trade sanctions; and (g) the respective governmental institutions and agencies of any of the foregoing including, without limitation, the Office of Foreign Assets Control of the U.S. Department of the Treasury, the United States Department of State, the United States Department of Commerce and His Majesty’s Treasury.

GENERAL

The Securities are a new issue of securities with no established trading market. No assurance can be given as to the liquidity of any trading market for the Securities.

The distribution of this Offering Circular or any offering material and the offering, sale or delivery of the Securities is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Offering Circular or any offering material are advised to consult with their own legal advisers as to what restrictions may be applicable to them and to observe such restrictions. This Offering Circular may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

No action has been taken or will be taken in any jurisdiction that would permit a public offering of the Securities, or possession or distribution of this Offering Circular or any amendment or supplement thereto or any other offering or publicity material relating to the Securities, in any country or jurisdiction where action for that purpose is required.

UNITED STATES

The Securities and the Guarantee have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S.

Each Manager has agreed that, except as permitted by the Subscription Agreement, it will not offer or sell or deliver the Securities and the Guarantee in the United States or to, or for the account or benefit of, U.S. persons except in accordance with Rule 903 of Regulation S under the Securities Act, and that accordingly, neither it, its affiliates nor any persons acting on its or their behalf have engaged or will engage in any directed selling efforts with respect to the Securities and the Guarantee. Terms used in this paragraph have the meanings given to them by Regulation S.

The Securities and the Guarantee are being offered and sold outside of the United States to non-U.S. persons in reliance on Regulation S.

In addition, until 40 days after the commencement of the offering of the Securities and the Guarantee, an offer or sale of Securities and the Guarantee within the United States by a dealer that is not participating in the offering may violate the registration requirements of the Securities Act.

UNITED KINGDOM

Prohibition of Sales to UK Retail Investors

Each Joint Lead Manager has represented, warranted and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by this Offering Circular in relation thereto to any retail investor in the UK. For the purposes of this provision, the expression “retail investor” means a person who is one (or more) of the following:

- (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or
- (b) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Other regulatory restrictions

Each of the Joint Lead Managers has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “FSMA”) received by it in connection with the issue or sale of the Securities in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer or the Guarantor; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Securities in, from or otherwise involving the United Kingdom.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS

Each Joint Lead Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by this Offering Circular in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision the expression “retail investor” means a person who is one (or more) of the following:

- (a) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or
- (b) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

HONG KONG

Each of the Joint Lead Managers has represented and agreed that:

- (i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Securities other than (a) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “SFO”) and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “C(WUMP)O”) or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and
- (ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Securities, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

PRC

Each of the Joint Lead Managers has represented, warranted and agreed that the Securities are not being offered or sold and may not be offered or sold, directly or indirectly, in the PRC (for such purposes, not including Hong Kong and the Macau Special Administrative Region or Taiwan), except as permitted by the Securities Law of the PRC.

JAPAN

The Securities have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “**Financial Instruments and Exchange Act**”). Accordingly, each of the Joint Lead Managers has represented and agreed that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Securities in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

SINGAPORE

Each of the Joint Lead Managers has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each of the Joint Lead Managers has represented and agreed that it has not offered or sold any Securities or caused such Securities to be made the subject of an invitation for subscription or purchase and will not offer or sell such Securities or cause such Securities to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Securities, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time including by any subsidiary legislation as may be applicable at the relevant time (together, the “SFA”)) under Section 274 of the SFA, or (ii) to an accredited investor (as defined in Section 4(A) of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

BRITISH VIRGIN ISLANDS

Each of the Joint Lead Managers has represented, warranted and agreed that no invitation whether directly or indirectly may be made to the public in the British Virgin Islands to subscribe for any of the Securities.

GENERAL INFORMATION

1. **CLEARING SYSTEMS:** The Securities have been accepted for clearance through Euroclear and Clearstream. The Issuer's Legal Entity Identifier (LEI) code is 2549002WXX0AM0J4J905.

The securities codes for the Bonds are as follows:

Common Code: 284115180

ISIN: XS2841151801

The securities codes for the Perpetual Securities are as follows:

Common Code: 284115155

ISIN: XS2841151553

2. **AUTHORISATIONS:** The Issuer has obtained all necessary consents, approvals and authorisations in connection with the issue and performance of the Securities. The issue of the Securities was authorised by resolutions passed at the meeting of the board of directors of the Issuer held on 21 June 2024. The Guarantor has obtained all necessary consents, approvals and authorisations in connection with the provision of the Guarantee and the entry into the transaction documents in connection with the Securities. The giving of the Guarantee was authorised by resolutions passed at the meeting of the board of directors of the Guarantor held on 21 June 2024.
3. **NO MATERIAL ADVERSE CHANGE:** Save as disclosed in this Offering Circular, there has been no material adverse change in the financial condition or results of operations of the Issuer since its incorporation and there has been no material adverse change in the financial condition or results of operations of the Guarantor or the Group since 31 December 2023.
4. **LITIGATION:** As at the date of this Offering Circular, none of the Issuer, the Guarantor or any member of the Group is involved in any litigation or arbitration proceedings that are material in the context of the Securities nor is the Issuer or the Guarantor aware that any such proceedings are pending or threatened.
5. **AVAILABLE DOCUMENTS:** Copies of the following documents may be inspected during normal business hours at the specified office of the Guarantor at 20th Floor, Bank of America Tower, 12 Harcourt Road Central, Hong Kong for so long as the Securities are capable of being issued:
 - (a) the Articles of Association of the Issuer and the Guarantor;
 - (b) the Trust Deeds;
 - (c) the agency agreement in respect of the Bonds and the agency agreement in respect of the Perpetual Securities; and
 - (d) the Guarantor's Audited Financial Statements.

Copies of items (b) and (c) above are (i) available to Securityholders following prior written request and proof of holding and identity satisfactory to the Trustee or the Principal Paying Agent, as the case may be, at all reasonable times from Monday to Friday, other than public holidays during normal business hours (being between 9:00 a.m. and 3:00 p.m.) at the principal place of business of the Trustee (being at the date of this Offering Circular at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom) and at the specified office for the time being of the Principal Paying Agent; or (ii) provided by the Principal Paying Agent via email to the relevant Securityholders following prior written request and proof of holding and identity satisfactory to the Principal Paying Agent, in each case, provided the Trustee and/or the Principal Paying Agent has been supplied with the relevant documents by the Issuer, so long as any Security is outstanding.

6. **FINANCIAL STATEMENTS:** The Guarantor's Audited Financial Statements have been audited without qualification by BDO, independent accountants as stated in its audit report.
7. **LISTING:** Application will be made to the HKSE for the listing of, and permission to deal in, the Securities by way of debt issues to Professional Investors only. It is expected that the permission to deal in, and listing of, the Securities on the HKSE will commence on 3 July 2024.

INDEX TO THE FINANCIAL STATEMENTS

| | Pages |
|---|--------------|
| Audited Consolidated Financial Statements of the Guarantor as at and for the year ended 31 December 2023 | |
| Directors' Report | F-3 |
| Independent Auditor's Report | F-6 |
| Consolidated Statement of Profit or Loss and Other Comprehensive Income | F-10 |
| Consolidated Statement of Financial Position | F-12 |
| Consolidated Statement of Changes in Equity | F-14 |
| Consolidated Statement of Cash Flows | F-16 |
| Notes to the Consolidated Financial Statements | F-18 |
| Audited Consolidated Financial Statements of the Guarantor as at and for the year ended 31 December 2022 | |
| Directors' Report | F-101 |
| Independent Auditor's Report | F-104 |
| Consolidated Statement of Profit or Loss and Other Comprehensive Income | F-108 |
| Consolidated Statement of Financial Position | F-110 |
| Consolidated Statement of Changes in Equity | F-112 |
| Consolidated Statement of Cash Flows | F-114 |
| Notes to the Financial Statements | F-116 |



**CHINA GREAT WALL AMC (INTERNATIONAL)
HOLDINGS COMPANY LIMITED**
(中國長城資產(國際)控股有限公司)
(incorporated in Hong Kong with limited liability)

**DIRECTORS' REPORT AND CONSOLIDATED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**



CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

DIRECTORS' REPORT

The directors are pleased to present their report and the audited consolidated financial statements of China Great Wall AMC (International) Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activities of the Company are money lending, property investment, financial assets investment and distressed assets investment. The principal activities and other particulars of the subsidiaries set out in note 16 to the consolidated financial statements. There were no significant changes to the Group's principal activities during the current year.

BUSINESS REVIEW

The Company is a wholly-owned subsidiary of China Great Wall Asset Management Co., Ltd. in the financial year and therefore, according to section 388(3)(b) of Hong Kong Companies Ordinance, it is exempted to prepare a business review as required by the Schedule 5 of the Hong Kong Company Ordinance (Cap. 622) for the financial year.

RESULTS

The results of the Group for the year ended 31 December 2023 and the Group's financial position at that date are set out in the Group's consolidated financial statement on pages 8 to 11.

The directors do not recommend the payment of a dividend.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and the statement of changes in equity of the Company on pages 12 to 13 and pages 96 to 97 respectively.

SHARE CAPITAL

Details of the Company's share capital are set out in note 23 to the consolidated financial statements. There was no movement in the Company's share capital during the year.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

DIRECTORS' REPORT

DIRECTORS

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

Wang Hai
Huang Wei
Liu Hongxin (Appointed on 16 February 2023)
Xing Min (Appointed on 16 February 2023)
Bai Xiuli (Appointed on 16 February 2023)

In accordance with the Company's Articles of Association, all directors retire and, being eligible, offer themselves for re-election for the forthcoming year.

DIRECTORS' SERVICE CONTRACTS

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

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

PERMITTED INDEMNITY PROVISION

During the financial year and as at the date of this report, a qualifying indemnity provision made by the Company for the benefit of the directors of the Company is in force.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

No transactions, arrangements and contract of significance, to which the Company's holding companies, subsidiaries or fellow subsidiaries was a party and in which a director or a connected entity of a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

DIRECTORS' REPORT

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.

AUDITOR

A resolution for the reappointment of BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the directors



Wang Hai
Director

Hong Kong, 11 March 2024



Tel : +852 2218 8288
Fax : +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
中國長城資產(國際)控股有限公司**

(incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of China Great Wall AMC (International) Holdings Company Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 8 to 97, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies 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 issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") 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.

- 4 -

BDO Limited
香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
中國長城資產(國際)控股有限公司**

(incorporated in Hong Kong with limited liability)

Other Information

The directors are responsible for the other information. The other information comprises the information included in the directors' report.

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

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

Responsibilities of the Directors 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 Hong Kong Financial Reporting Standards issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those Charged with Governance are responsible for overseeing the Group's financial reporting process.



**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
中國長城資產(國際)控股有限公司**

(incorporated in Hong Kong with limited liability)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

As part of an audit in accordance with HKSA's, 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.



**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
中國長城資產(國際)控股有限公司**

(incorporated in Hong Kong with limited liability)

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements -
Continued**

- 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.

BDO Limited
Certified Public Accountants

Chan Wing Fai
Practising Certificate Number P05443

Hong Kong, 11 March 2024

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2023**

| | Notes | 2023 HK\$ | 2022 HK\$ |
|---|-------|---------------------------|-------------------------------|
| Revenue | | | |
| Commission and fee income | | - | 4,190,000 |
| Interest income | 6 | 32,236,844 | 147,640,257 |
| Investment income/(loss), net | 7 | 72,450,008 | (1,068,050,885) |
| Rental income | | <u>107,110,361</u> | <u>106,212,442</u> |
| | | 211,797,213 | (810,008,186) |
| Other income and gains or losses | 8 | 294,180,262 | 39,516,811 |
| Depreciation on fixed assets | 12 | (14,527,313) | (14,771,995) |
| Employee benefit expenses | 9 | (57,678,459) | (54,708,207) |
| Reversal/(provision) of impairment loss on financial assets, net | 10 | 817,225,991 | (342,096,420) |
| Loss from derecognition of loans and receivables | 10 | (169,584,969) | - |
| Other operating expenses | | (64,333,617) | (70,675,589) |
| Finance costs | 10 | (1,001,846,638) | (1,018,284,753) |
| Share of results of investments accounted for using the equity method | 15 | <u>426,299,878</u> | <u>465,626,015</u> |
| Profit/(loss) before taxation | 10 | 441,532,348 | (1,805,402,324) |
| Taxation (expenses)/credit | 11 | <u>(225,314)</u> | <u>9,982,846</u> |
| Profit/(loss) for the year | | 441,307,034 | (1,795,419,478) |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss: | | | |
| Fair value change in equity instruments at fair value through other comprehensive income | | (58,762,318) | (281,790,045) |
| Items that may be reclassified subsequently to profit or loss: | | | |
| Fair value change in debt instruments at fair value through other comprehensive income | | 18,570,152 | (298,078,353) |
| Exchange differences arising on translating a foreign operation | | 2,957,166 | (76,206,438) |
| Reclassification adjustments relating to gain/(loss) on disposal of debt instruments at fair value through other comprehensive income during the year | | 33,133,227 | (9,628,550) |
| (Reversal)/charge of impairment loss on debt instruments at fair value through other comprehensive income | | <u>(14,159,802)</u> | <u>117,918,689</u> |
| Total comprehensive income for the year | | <u><u>423,045,459</u></u> | <u><u>(2,343,204,175)</u></u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2023

| | 2023 HK\$ | 2022 HK\$ |
|--|--------------------|------------------------|
| Profit/(loss) for the year attributable to | | |
| Equity holders of the Company | 369,793,889 | (1,875,163,836) |
| Non-controlling interests | <u>71,513,145</u> | <u>79,744,358</u> |
| | <u>441,307,034</u> | <u>(1,795,419,478)</u> |
| Total comprehensive income attributable to | | |
| Equity holders of the Company | 351,532,314 | (2,422,948,533) |
| Non-controlling interests | <u>71,513,145</u> | <u>79,744,358</u> |
| | <u>423,045,459</u> | <u>(2,343,204,175)</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

| | Notes | As at 31 December 2023 HK\$ | As at 31 December 2022 HK\$ |
|---|-------|--------------------------------------|--------------------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | 12 | 1,209,105,682 | 1,223,139,344 |
| Investment properties | 13 | 2,939,100,000 | 2,866,673,927 |
| Investments accounted for using the equity method | 15 | 5,387,007,815 | 4,960,707,937 |
| Financial assets at fair value through other comprehensive income | 18 | 2,207,513,554 | 2,952,862,263 |
| Financial assets at fair value through profit or loss | 19 | 1,211,053,927 | 4,548,930,985 |
| Loans and receivables | 16 | 235,915,178 | 227,002,028 |
| Goodwill | 17 | <u>372,178,687</u> | <u>372,178,687</u> |
| Total non-current assets | | <u>13,561,874,843</u> | <u>17,151,495,171</u> |
| Current assets | | | |
| Loans and receivables | 16 | 2,124,012,925 | 2,821,391,997 |
| Prepayments | | 17,588,416 | 41,035,118 |
| Financial assets at fair value through profit or loss | 19 | 5,506,099,268 | 4,279,030,149 |
| Cash and bank balances | | <u>2,504,928,112</u> | <u>4,816,432,742</u> |
| Total current assets | | <u>10,152,628,721</u> | <u>11,957,890,006</u> |
| Total assets | | <u>23,714,503,564</u> | <u>29,109,385,177</u> |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Share capital | 23 | 358,661,400 | 358,661,400 |
| Reserves | | <u>(1,812,946,693)</u> | <u>(2,041,555,007)</u> |
| Deficit attributable to owners of the Company | | (1,454,285,293) | (1,682,893,607) |
| Perpetual capital instruments | 24 | 3,150,045,220 | 3,150,045,220 |
| Non-controlling interests | | <u>1,036,363,836</u> | <u>964,850,691</u> |
| Total equity | | <u>2,732,123,763</u> | <u>2,432,002,304</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

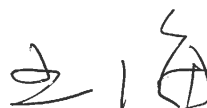
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

| | Notes | As at 31 December 2023 HK\$ | As at 31 December 2022 HK\$ |
|---|-------|--------------------------------------|--------------------------------------|
| Current liabilities | | | |
| Bank and other borrowings | 20 | 6,923,004,510 | 10,885,276,543 |
| Other payables and accruals | 21 | 235,147,095 | 256,805,445 |
| Tax liabilities | | <u>51,845,091</u> | <u>48,980,880</u> |
| Total current liabilities | | <u>7,209,996,696</u> | <u>11,191,062,868</u> |
| Net current assets | | <u>2,942,632,025</u> | <u>766,827,138</u> |
| NON-CURRENT LIABILITIES | | | |
| Bank and other borrowings | 20 | 13,738,590,544 | 15,461,252,597 |
| Other payables and accruals | 21 | 8,681,856 | - |
| Deferred tax liabilities | 22 | <u>25,110,705</u> | <u>25,067,408</u> |
| Total non-current liabilities | | <u>13,772,383,105</u> | <u>15,486,320,005</u> |
| TOTAL LIABILITIES | | <u>20,982,379,801</u> | <u>26,677,382,873</u> |
| Total equity and liabilities | | <u>23,714,503,564</u> | <u>29,109,385,177</u> |

On behalf of the directors



Huang Wei
Director



Wang Hai
Director

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023

| | Share capital (Note 23) HK\$ | Capital reserve (Note (a)) HK\$ | Investment revaluation reserve (Note (b)) HK\$ | Translation reserve (Note (c)) HK\$ | Retained earnings/ (accumulated losses) HK\$ | Other reserve (Note (d)) HK\$ | Sub-total HK\$ | Perpetual capital instruments HK\$ | Non-controlling interests HK\$ | Total HK\$ |
|--|------------------------------|---------------------------------|--|-------------------------------------|--|-------------------------------|-----------------|------------------------------------|--------------------------------|-----------------|
| As at 1 January 2022 | 358,661,400 | 408,258,204 | (1,640,832,278) | 86,017,525 | 1,661,869,726 | (10,995,651) | 862,978,926 | 3,150,045,220 | 885,106,333 | 4,898,130,479 |
| Loss for the year | - | - | - | - | (1,998,087,836) | - | (1,998,087,836) | 122,924,000 | 79,744,358 | (1,795,419,478) |
| Other comprehensive income for the year | - | - | (471,578,259) | (76,206,438) | - | - | (547,784,697) | - | - | (547,784,697) |
| Total comprehensive income for the year | - | - | (471,578,259) | (76,206,438) | (1,998,087,836) | - | (2,545,872,533) | 122,924,000 | 79,744,358 | (2,343,204,175) |
| Distribution paid on perpetual capital instruments | - | - | - | - | - | - | - | (122,924,000) | - | (122,924,000) |
| As at 31 December 2022 and 1 January 2023 | 358,661,400 | 408,258,204 | (2,112,410,537) | 9,811,087 | (336,218,110) | (10,995,651) | (1,682,893,607) | 3,150,045,220 | 964,850,691 | 2,432,002,304 |
| Profit for the year | - | - | - | - | 246,869,889 | - | 246,869,889 | 122,924,000 | 71,513,145 | 441,307,034 |
| Other comprehensive income for the year | - | - | (21,218,741) | 2,957,166 | - | - | (18,261,575) | - | - | (18,261,575) |
| Total comprehensive income for the year | - | - | (21,218,741) | 2,957,166 | 246,869,889 | - | 228,608,314 | 122,924,000 | 71,513,145 | 423,045,459 |
| Distribution paid on perpetual capital instruments | - | - | - | - | - | - | - | (122,924,000) | - | (122,924,000) |
| As at 31 December 2023 | 358,661,400 | 408,258,204 | (2,133,629,278) | 12,768,253 | (89,348,221) | (10,995,651) | (1,454,285,293) | 3,150,045,220 | 1,036,363,836 | 2,732,123,763 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023

Notes:

- (a) The capital reserve represents the waiver of the amount due to ultimate holding company for the year ended 31 December 2011.
- (b) The investment revaluation reserve comprises the cumulative change in the fair value of financial assets at fair value through other comprehensive income held at the end of the year.
- (c) The translation reserve represents the exchange difference arising from the translation of a foreign operation into the presentation currency of the Group.
- (d) Other reserve arose from the difference between the amount by which the non-controlling interests are adjusted and the consideration paid and received for the acquisition of additional interest, partial disposal of interest without loss of control in a subsidiary, and deemed partial disposal of interest without loss of control in subsidiaries in prior years.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2023

| | Notes | 2023 HK\$ | 2022 HK\$ |
|---|-------|----------------------|----------------------|
| Cash flows from operating activities | | | |
| Profit/(loss) before taxation | | 441,532,348 | (1,805,402,324) |
| Adjustments for: | | | |
| Interest expense on bank loans | 10 | 367,933,247 | 150,206,720 |
| Interest expense on bond payables | 10 | 633,913,391 | 868,066,466 |
| Interest expense on lease liabilities | 10 | - | 11,567 |
| Depreciation on fixed assets | 12 | 14,527,313 | 14,771,995 |
| Net loss on financial assets/liabilities at fair value through profit or loss | 7 | 290,872,562 | 1,658,148,810 |
| Net gain on disposal of financial assets at fair value through profit or loss | 7 | - | (6,203,200) |
| Gain on repurchase of bond payables | 8 | (58,355,375) | - |
| Fair value change of investment properties (Reversal)/provision of impairment loss on financial assets, net | 8 | (69,959,365) | (13,242,756) |
| Loss from derecognition of loans and receivables | 10 | (817,225,991) | 342,096,420 |
| Loss on written-off of property, plant and equipment | | 169,584,969 | - |
| Bank interest income | 8 | 7,504 | - |
| Loan interest income | 8 | (122,824,551) | (106,996,261) |
| Interest income from debt securities | 6 | (32,236,844) | (147,640,257) |
| Dividend income | 7 | (352,256,941) | (512,600,992) |
| Rental income from investment properties | 7 | (20,135,623) | (51,746,420) |
| Share of results of investments accounted for using equity method | 15 | (107,110,361) | (106,212,442) |
| | | <u>(426,299,878)</u> | <u>(465,626,015)</u> |
| | | (88,033,595) | (182,368,689) |
| Decrease in loans and receivables | | 1,306,373,107 | 2,120,645,307 |
| Decrease/(increase) in prepayments | | 23,446,702 | (15,836,763) |
| Decrease in other payables and accruals | | <u>(38,002,088)</u> | <u>(65,580,042)</u> |
| Cash generated from operations | | 1,203,784,126 | 1,856,859,813 |
| Income tax refund | | 2,682,194 | 1,073,504 |
| Bank interest income received | | 122,824,551 | 106,996,261 |
| Loan interest received | | <u>32,236,844</u> | <u>147,640,257</u> |
| Net cash generated from operating activities | | <u>1,361,527,715</u> | <u>2,112,569,835</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2023

| | Notes | 2023 HK\$ | 2022 HK\$ |
|--|-------|------------------------|------------------------|
| Cash flows from investing activities | | | |
| Dividend income received from listed securities | | 20,135,623 | 51,746,420 |
| Dividend income from an associate | | - | 66,221,234 |
| Interest received from debt securities | | 352,256,941 | 512,600,992 |
| Rental income received from investment properties | | 107,110,361 | 105,128,233 |
| Net change in disposal of financial assets/liabilities at fair value through profit or loss | | 1,819,935,377 | 1,634,336,071 |
| Net change in disposal of financial assets at fair value through other comprehensive income | | 741,640,166 | 609,160,805 |
| Purchase of fixed assets | 12 | (501,830) | (169,828) |
| Addition of investment properties | 13 | (2,466,708) | (4,431,171) |
| Net cash generated from investing activities | | <u>3,038,109,930</u> | <u>2,974,592,756</u> |
| Cash flows from financing activities | | | |
| Proceeds from issuance of bonds | 27 | - | 3,890,000,000 |
| New bank loans raised | 27 | 3,139,230,000 | 2,350,500,000 |
| Repayment of bank loans | 27 | (4,009,250,000) | (2,021,993,856) |
| Repayment of issued bond | 27 | (4,668,000,000) | (7,780,000,000) |
| Repurchase of issued bond | 27 | (118,545,182) | - |
| Repayment of lease liability | 27 | - | (1,832,000) |
| Loan interest paid | 27 | (361,251,079) | (138,617,390) |
| Bond interest paid | 27 | (749,040,234) | (1,012,021,385) |
| Net cash used in financing activities | | <u>(6,766,856,495)</u> | <u>(4,713,964,631)</u> |
| Net decrease in cash and cash equivalents | | (2,367,218,850) | 373,197,960 |
| Effect of changes in foreign exchange rate | | 55,714,220 | (152,852,972) |
| Cash and cash equivalents at beginning of the year | | <u>4,816,432,742</u> | <u>4,596,087,754</u> |
| Cash and cash equivalents at end of the year | | <u>2,504,928,112</u> | <u>4,816,432,742</u> |
| Analysis of balances of cash and cash equivalents | | | |
| Cash and bank balances | | <u>2,504,928,112</u> | <u>4,816,432,742</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

1. GENERAL

China Great Wall AMC (International) Holdings Company Limited (the “Company”) is a limited liability company incorporated in Hong Kong. Its immediate holding company and ultimate holding company is China Great Wall Asset Management Co., Ltd. which is incorporated in the People’s Republic of China (the “PRC”). The address of its registered office and principal place of business is 20/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.

The principal activities of the Company are money lending, property investment, financial assets investment and distressed assets investment. The principal activities and other particulars of the subsidiaries are set out in note 14 to the consolidated financial statements.

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

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

(a) Adoption of new and revised HKFRSs - effective 1 January 2023

| | |
|--|---|
| HKFRS 17 | Insurance Contracts |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies |
| Amendments to HKAS 8 | Definition of Accounting Estimates |
| Amendments to HKAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction |
| Amendments to HKAS 12 | International Tax Reform - Pillar Two Model Rules |

None of these new or amended HKFRSs has a material impact on the Group’s results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period. Impact on the applications of these amended HKFRSs are summarised below.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

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

(a) Adoption of new and revised HKFRSs - effective 1 January 2023 - Continued

Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies

Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. 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. Amendments to HKFRS Practice Statement 2 Making Material Judgements provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 4 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group’s financial statements.

Amendments to HKAS 8, Definition of Accounting Estimates

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group’s approach and policy align with the amendments, the amendments had no impact on the Group’s financial statements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

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

(a) Adoption of new and revised HKFRSs - effective 1 January 2023 - Continued

Amendments to HKAS 12, Deferred Tax related to Assets and Liabilities arising from a
Single Transaction

Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax assets (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments had no impact on the Group’s financial statements.

Amendments to HKAS 12, International Tax Reform - Pillar Two Model Rules

Amendments to HKAS 12 International Tax Reform - Pillar Two Model Rules introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two Model Rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities’ exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two Model Rules, the amendments did not have any impact to the Group.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

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

(b) New/amended HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

| | |
|------------------------------------|--|
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³ |
| Amendments to HKFRS 16 | Lease Liability in a Sale and Leaseback ¹ |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current (the “2020 Amendments”) ^{1,4} |
| Amendments to HKAS 1 | Non-current Liabilities with Covenants (the “2022 Amendments”) ^{1,4} |
| Amendments to HKAS 7 and HKFRS 7 | Supplier Finance Arrangements ¹ |
| Amendments to HKAS 21 | Lack of Exchangeability ² |

¹ Effective for annual periods beginning on or after 1 January 2024

² Effective for annual periods beginning on or after 1 January 2025

³ No mandatory effective date yet determined but available for adoption

⁴ As consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

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

(b) New/amended HKFRSs that have been issued but are not yet effective -
Continued

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

Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 was removed by the HKICPA. However, the amendments are available for adoption now.

Amendments to HKFRS 16, Lease Liability in a Sale and Leaseback

The amendments specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 January 2019). Earlier application is permitted.

The amendments are not expected to have any significant impact on the Group's financial statements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

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

(b) New/amended HKFRSs that have been issued but are not yet effective -
Continued

Amendments to HKAS 1, Classification of Liabilities as Current or Non-current

The amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision.

Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group’s financial statements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

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

(b) New/amended HKFRSs that have been issued but are not yet effective -
Continued

Amendments to HKAS 7 and HKFRS 7, Supplier Finance Arrangements

The amendments clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity’s liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual report period and interim disclosures. The amendments are not expected to have any significant impact on the Group’s financial statements.

Amendments to HKAS 21, Lack of Exchangeability

The amendments specify how an entity shall assess whether a currency is exchangeable into other currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where, appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group’s financial statements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

3. BASIS OF PREPARATION

The financial statements of the Company have been prepared on a going concern basis. As reflected in the statement of financial position of the Company, the Company has a net current liability of HK\$5,744,270,693 (2022: HK\$6,721,807,879) as at 31 December 2023. Liabilities of HK\$16,622,083,49 (2022: HK\$18,411,758,942) are due to wholly owned subsidiaries and will not be due for repayment for a period of at least twelve months from the date when the board of directors of the Company approve the financial statements of the Company, except for an amount of HK\$1,556,000,000 (2022: HK\$4,668,000,000) which will be due on 31 July 2024. The Company has adequate liquid assets as in necessary to enable the Company to meet in full its financial obligations for a further period of at least twelve months from the date when the board of directors of the Company approve the financial statements of the Company.

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosure required by the Hong Kong Companies Ordinance.

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

3. BASIS OF PREPARATION - Continued

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for measurements that are within the scope of HKFRS 16 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as value in use in HKAS 36 “Impairment of Assets”.

For financial instruments and investment properties which are transferred at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. 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.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Basis of consolidation - Continued

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into 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 ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the 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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the cash-generating unit within group of cash-generating unit in which the Group monitor goodwill).

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described below.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Investment in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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 associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or 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 associate or joint venture. Changes in net assets of the associate/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 an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or 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 associate or joint venture.

An investment in an associate or joint venture is accounted for using the equity method from the date on which the investee becomes an associate or joint venture. On acquisition of the investment in an associate or 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.

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Investment in an associate - Continued

The Group assesses whether there is an objective evidence that the interest in an associate or 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 forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9/HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or a joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or a joint venture is included in the determination of the gain or loss on disposal of the associate or a joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate or a joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Leases

Definition of a lease

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

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

The Group as a lessor

Classification and measurement of leases

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

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Initial direct costs (other than those incurred by manufacturer or dealer lessors) are included in the initial measurement of the net investments in the leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

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

Any changes in the scope of the consideration for a lease that was not part of the original terms and conditions of the lease are counted for as lease modifications. The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, recognizing the remaining lease payments as income on either a straight-line basis or another systematic basis over the remaining lease term.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Investment properties

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

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. 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.

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

If a property becomes a fixed asset because its used has changed as evidenced by start of owner-occupation, the properties' deemed cost for subsequent accounting shall be its fair value at the date of change in use. Subsequent to the change, the property will be subject to depreciation in accordance with the Group's accounting policy for fixed assets.

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

Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in consolidated statement of profit or loss and other comprehensive income.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Impairment losses on tangible assets - Continued

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of an impairment loss is recognised immediately in consolidated statement of profit or loss and other comprehensive income.

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2019. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) 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 or financial liabilities at fair value through profit or loss 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 assets or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. 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 collecting contractual cash flows and selling; 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 fair value through profit or loss (“FVTPL”), except that at the date of initial application of HKFRS 9/initial recognition of a financial asset, the Group may irrevocably elect to present subsequent changes in fair value of 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 combinations to which HKFRS 3 “Business Combinations” applies.

A financial asset is as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Financial instruments - Continued

Financial assets - Continued

Classification and subsequent measurement of financial assets - Continued

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

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. 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.

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at 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 other comprehensive income are reclassified to profit or loss.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Financial instruments - Continued

Financial assets - Continued

Classification and subsequent measurement of financial assets - Continued

(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 OCI and accumulated in the investments 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 earnings.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

(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 "net (losses)/gains on financial assets/liabilities at fair value through profit or loss" line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial asset (including financial assets at fair value through other comprehensive income, loans and receivables, pledged deposits, amount due from a joint venture, amount due from fellow subsidiary and cash and bank balances) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Financial instruments - Continued

Financial assets - Continued

Impairment of financial assets - Continued

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. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the counterparties, 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 measures the ECL equal to 12m ECL, unless when 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.

(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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Financial instruments - Continued

Financial assets - Continued

Impairment of financial assets - Continued

(i) Significant increase in credit risk - Continued

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.

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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Financial instruments - Continued

Financial assets - Continued

Impairment of financial assets - Continued

(i) Significant increase in credit risk - Continued

For loan commitment, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment.

In assessing whether there has been a significant increase in the credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates; for 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 the event of default occurs when the information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

In respective 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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Financial instruments - Continued

Financial assets - Continued

Impairment of financial assets - Continued

(iii) Credit-impaired financial assets

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

- (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; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(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. 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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Financial instruments - Continued

Financial assets - Continued

Impairment of financial assets - Continued

(v) Measurement and recognition of ECL

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

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 undrawn loan commitments, the ECL is the present value of the difference between the contractual cash flows that are due to the Group if the holder of the loan commitments draws down the loan, and the cash flows that the Group expects to receive if the loan is drawn down.

Where ECL is measured on a collective basis, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

(v) Measurement and recognition of ECL - Continued

Except for investments in debt instruments that are measured at FVTOCI, the Group recognises an impairment loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of loans and receivables where the corresponding adjustment is recognised through a ECL account. For investments in debt instruments that are measured at FVTOCI, the ECL is recognised in OCI and accumulated in the investment revaluation reserve without reducing the carrying amount of these debt instruments in the consolidated statement of financial position.

Derecognition 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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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 upon application of HKFRS 9, the cumulative gain or loss previously accumulated in the FVTOCI 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 investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Financial instruments - Continued

Financial liabilities and equity instruments

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

Equity instruments

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

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

Derecognition of financial liabilities

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base 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 difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

4. MATERIAL ACCOUNTING POLICY INFORMATION - Continued

Taxation - Continued

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

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

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

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

Current and deferred tax is recognised in profit or loss, except when it relates 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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Group are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an 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.

Key sources of estimation uncertainty

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

Fair value of investment properties

The valuation of investment properties is performed in accordance with the "Valuation Standards on Valuation of Properties" published by the Hong Kong Institute of Surveyors. The valuation is reviewed by qualified valuers by considering the information from a variety of sources including but not limited to:

- (i) Comparable sales transactions as available in the relevant market; and
- (ii) Rental income derived from the existing tenancies with due provision for any reversionary income potential.

The fair value of investment properties are determined by using valuation technique. Details of the judgement and assumptions have been disclosed in note 13.

Changes to the assumptions used in deriving the valuation could have a significant risk of causing material adjustment to the carrying amounts in the consolidated statement of financial position.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION
UNCERTAINTY - Continued

Key sources of estimation uncertainty - Continued

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows, a material impairment loss/further impairment loss may arise. As at 31 December 2023, the carrying amount of goodwill is HK\$372,178,687 (2022: HK\$372,178,687).

Impairment of financial assets at amortised cost and financial assets at FVTOCI

The directors of the Company estimate the amount of ECL for the ECL on financial assets at amortised cost and financial assets at FVTOCI based on the credit risk of the respective financial instrument. The ECL amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the respective financial instrument. The assessment of the credit risk and therefore expected cash flows of the respective financial instrument, in particular credit impaired financial assets, involves a high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly. The information about the ECL and the financial assets at amortised cost and financial assets at FVTOCI are disclosed in respective notes to the consolidated financial statements.

Loss Given Default ("LGD") is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements. The LGD models for secured assets consider forecasts of future collateral valuation taking into account sale discounts, transaction volume of the secured assets and seniority of claim. For unsecured loans, the calculation of LGD includes the judgments in determining the proportion of loan recovered after default and the duration of recovery.

Relevant information with regard to the exposure of credit risk and expected credit losses are set out in respective notes to the consolidated financial statements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY - Continued

Key sources of estimation uncertainty - Continued

Fair value measurement of financial instruments

The Group selects appropriate valuation techniques for financial instruments which are classified as level 3 investments in accordance with the Group's material accounting policy information as disclosed in note 4 to the consolidated financial statements. In determining the fair value of the financial assets, the Group uses valuation technique for financial instruments which are not quoted in an active market. However, areas such as credit risk of the Group and counterparties, volatilities and correlations required management to make estimates. Changes in assumption about these factors could affect the estimate fair value of the financial instruments. Note 26 to the consolidated financial statements provides detailed information about the key assumptions used in the determination of the fair value of material financial instruments.

6. INTEREST INCOME

| | 2023 | 2022 |
|----------------------|-------------------|--------------------|
| | HK\$ | HK\$ |
| Loan interest income | <u>32,236,844</u> | <u>147,640,257</u> |

7. INVESTMENT INCOME/(LOSS), NET

| | 2023 | 2022 |
|--|-------------------|------------------------|
| | HK\$ | HK\$ |
| Net loss on financial assets/liabilities at fair value through profit or loss | (290,872,562) | (1,658,148,810) |
| Net gain on disposal of financial assets at fair value through profit or loss | - | 6,203,200 |
| Net (loss)/gain on disposal of financial assets at fair value through other comprehensive income | (9,069,994) | 19,547,313 |
| Interest income from debt securities | 352,256,941 | 512,600,992 |
| Dividend income | <u>20,135,623</u> | <u>51,746,420</u> |
| | <u>72,450,008</u> | <u>(1,068,050,885)</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

8. OTHER INCOME AND GAINS OR LOSSES

| | 2023 | 2022 |
|--|---------------------------|--------------------------|
| | HK\$ | HK\$ |
| Bank interest income | 122,824,551 | 106,996,261 |
| Sundry income | 5,615,815 | 22,955,389 |
| Gain on repurchase of bond | 58,355,375 | - |
| Net foreign exchange gain/(loss) | 37,425,156 | (103,677,595) |
| Net gain on fair value of investment properties (note 13) | <u>69,959,365</u> | <u>13,242,756</u> |
| | <u><u>294,180,262</u></u> | <u><u>39,516,811</u></u> |

9. EMPLOYEE BENEFIT EXPENSES

| | 2023 | 2022 |
|--|--------------------------|--------------------------|
| | HK\$ | HK\$ |
| Employee benefit expenses (including directors' emoluments (note 10)): | | |
| - salaries, allowances and other benefits | 47,308,513 | 45,927,297 |
| - contributions to pension plans | 5,587,636 | 2,759,292 |
| - staff welfare | <u>4,782,310</u> | <u>6,021,618</u> |
| | <u><u>57,678,459</u></u> | <u><u>54,708,207</u></u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

10. PROFIT/(LOSS) BEFORE TAXATION

| | 2023 | 2022 |
|---|---------------|---------------|
| | HK\$ | HK\$ |
| The Group's profit/(loss) before taxation is arrived at after charging/(crediting): | | |
| Auditor's remuneration | | |
| - Current year | 2,850,000 | 3,150,000 |
| - Non-audit services | 150,000 | 150,000 |
| | 3,000,000 | 3,300,000 |
| Finance costs | | |
| - Interest expense on bank loans | 367,933,247 | 150,206,720 |
| - Interest expense on bond payables | 633,913,391 | 868,066,466 |
| - Interest expense on lease liabilities | - | 11,567 |
| | 1,001,846,638 | 1,018,284,753 |
| (Reversal)/provision of impairment loss on financial assets, net | (817,225,991) | 342,096,420 |
| Loss from derecognition of loans and receivables (note(ii)) | 169,584,969 | - |
| Directors' emoluments (note(i)) | | |
| - salaries, allowances and other benefits | 2,048,351 | 3,276,776 |
| - contributions to pension plans | 502,913 | 211,060 |
| | 2,551,264 | 3,487,836 |

Notes:

- (i) The directors' emoluments are disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation under Cap. 622(G).
- (ii) On 21 June 2023, the court approved the restructuring proposal of 安徽盛運環保(集團)股份有限公司 ("盛運環保") for restructuring 盛運環保's financial indebtedness for the discharge of the loans and interest receivables amounted to HK\$1,346,756,900 by receiving consideration of RMB150,000 and 5,290,344 shares of 盛運環保.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

11. TAXATION EXPENSES/(CREDIT)

Taxation expenses/(credit) in the consolidated statement of profit or loss and other comprehensive income of the Group represents:

| | 2023 HK\$ | 2022 HK\$ |
|---|----------------|--------------------|
| Hong Kong profits tax | | |
| Charges for the year | 5,663,254 | 27,020,255 |
| Over provision in respect of prior year | (6,070,986) | (41,881,129) |
| Deferred tax expenses (note 22) | 43,297 | 4,763,394 |
| PRC corporate income tax | | |
| Charges for the year | <u>589,749</u> | <u>114,634</u> |
| | <u>225,314</u> | <u>(9,982,846)</u> |

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

The tax charge for the year can be reconciled to the profit/(loss) before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

| | 2023 HK\$ | 2022 HK\$ |
|--|--------------------|------------------------|
| Profit/(loss) before taxation | <u>441,532,348</u> | <u>(1,805,402,324)</u> |
| Tax at the application tax rate of 16.5% | 72,852,837 | (297,891,383) |
| Tax effect of expenses that are not deductible | 282,441,379 | 379,600,549 |
| Tax effect of income that are not taxable | (426,202,663) | (129,493,985) |
| Effect on different tax rate of operations in other jurisdiction | 200,515 | 38,975 |
| Over provision in respect of prior year | (6,070,986) | (41,881,129) |
| Tax loss not recognised | <u>77,004,232</u> | <u>79,644,127</u> |
| Tax expenses/(credit) | <u>225,314</u> | <u>(9,982,846)</u> |

At the end of the reporting period, the Group has unused tax losses of HK\$2,321.0 million (2022: HK\$1,854.3 million) to carry forward against future profits. A deferred tax asset has been recognised in respect of HK\$19.5 million (2022: HK\$19.5 million) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$2,301.5 million (2022: HK\$1,834.8 million) due to the unpredictability of future profit streams.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

12. FIXED ASSETS

| | Owned properties HK\$ | Leasehold improvement HK\$ | Office equipment HK\$ | Furniture and fixtures HK\$ | Computer equipment HK\$ | Motor vehicles HK\$ | Total HK\$ |
|--|--------------------------|-------------------------------|--------------------------|--------------------------------|----------------------------|------------------------|---------------|
| Cost | | | | | | | |
| At 1 January 2022 | 1,263,500,000 | 12,998,716 | 7,600,933 | 5,881,735 | 61,490 | 1,285,164 | 1,291,328,038 |
| Addition | - | - | 169,828 | - | - | - | 169,828 |
| Exchange difference | - | - | (10,816) | - | (3,715) | - | (14,531) |
| At 31 December 2022 and 1 January 2023 | 1,263,500,000 | 12,998,716 | 7,759,945 | 5,881,735 | 57,775 | 1,285,164 | 1,291,483,335 |
| Addition | - | - | 501,830 | - | - | - | 501,830 |
| Written-off | - | - | (46,897) | - | - | - | (46,897) |
| Exchange difference | - | - | (1,850) | - | (571) | - | (2,421) |
| At 31 December 2023 | 1,263,500,000 | 12,998,716 | 8,213,028 | 5,881,735 | 57,204 | 1,285,164 | 1,291,935,847 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

12. FIXED ASSETS - Continued

| | Owned properties HK\$ | Leasehold improvement HK\$ | Office equipment HK\$ | Furniture and fixtures HK\$ | Computer equipment HK\$ | Motor vehicles HK\$ | Total HK\$ |
|--|--------------------------|-------------------------------|--------------------------|--------------------------------|----------------------------|------------------------|---------------|
| Accumulated depreciation | | | | | | | |
| At 1 January 2022 | 33,693,904 | 8,007,906 | 5,605,882 | 5,180,165 | 59,649 | 1,034,157 | 53,581,663 |
| Charges for the year | 12,635,000 | 1,214,521 | 551,950 | 226,919 | 172 | 143,433 | 14,771,995 |
| Exchange difference | - | - | (6,067) | - | (3,600) | - | (9,667) |
| At 31 December 2022 and 1 January 2023 | 46,328,904 | 9,222,427 | 6,151,765 | 5,407,084 | 56,221 | 1,177,590 | 68,343,991 |
| Charges for the year | 12,635,000 | 1,214,521 | 351,299 | 218,919 | - | 107,574 | 14,527,313 |
| Written-off | - | - | (39,393) | - | - | - | (39,393) |
| Exchange difference | - | - | (1,192) | - | (554) | - | (1,746) |
| At 31 December 2023 | 58,963,904 | 10,436,948 | 6,462,479 | 5,626,003 | 55,667 | 1,285,164 | 82,830,165 |
| Net book value | | | | | | | |
| At 31 December 2023 | 1,204,536,096 | 2,561,768 | 1,750,549 | 255,732 | 1,537 | - | 1,209,105,682 |
| At 31 December 2022 | 1,217,171,096 | 3,776,289 | 1,608,180 | 474,651 | 1,554 | 107,574 | 1,223,139,344 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

12. FIXED ASSETS - Continued

The above items of fixed assets are depreciated on a straight-line basis at the following rates per annum:

| | |
|------------------------|--|
| Owned properties | shorter of remaining lease term of the land or 100 years |
| Leasehold improvement | shorter of remaining lease term of 2 to 50 years or useful life |
| Office equipment | 3 to 10 years |
| Furniture and fixtures | 3 to 10 years |
| Computer equipment | 3 to 4 years |
| Motor vehicles | 3 to 10 years |

Impairment assessment of owned property

Impairment will be made when there are a continuous decline in fair value of the owned property.

The Group's owned property was valued on 31 December 2023 by CBRE Advisory Hong Kong Limited ("CBRE"), an independent valuer not related to the Group.

The fair value of the owned properties was determined based on the income capitalisation approach that capitalise the net income of similar properties with due allowance for reversionary income potential at appropriate capitalisation rate.

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

One of the key unobservable inputs used in valuing the owned properties was the adjusted rent per square meter and capitalisation rate.

Adjusted rent per square meter ranged from HK\$79 to HK\$81 (2022: HK\$88 to HK\$89) and capitalisation rate at 2.50% (2022: 2.75%) as at 31 December 2023. An decrease in the adjusted rent per square meter used would result in an decrease in the fair value measurement of the owned property and an increase in capitalisation rate used would result in a decrease in the fair value measurement of the owned properties, and vice versa.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

12. FIXED ASSETS - Continued

Impairment assessment of owned properties - Continued

Details of the Group's owned properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

| | 2023 | |
|-------------------------------|----------------------------|---|
| | Carrying amount HK\$ | Fair value at Level 3 hierarchy HK\$ |
| Owned properties in Hong Kong | <u>1,204,536,096</u> | <u>2,761,983,822</u> |
| | 2022 | |
| | Carrying amount HK\$ | Fair value at Level 3 hierarchy HK\$ |
| Owned properties in Hong Kong | <u>1,217,171,096</u> | <u>958,000,000</u> |

13. INVESTMENT PROPERTIES

The Group leases out various commercial and residential units under operating leases with rentals payable monthly. The leases typically run for an initial period of 2 to 50 years, with unilateral rights to extend the lease beyond initial period held by lessees only.

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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

13. INVESTMENT PROPERTIES - Continued

For the year ended 31 December 2023, there's no cash outflow for leases with no leased properties under sub-leases and no leasehold land acquired during the year.

| | HK\$ |
|---|-----------------------------|
| FAIR VALUE | |
| At 1 January 2022 | 2,849,000,000 |
| Capitalised expenses | 4,431,171 |
| Net gain on fair value recognised in consolidated statement of profit or loss and other comprehensive income (note 8) | <u>13,242,756</u> |
| As at 31 December 2022 and 1 January 2023 | 2,866,673,927 |
| Capitalised expenses | 2,466,708 |
| Net gain on fair value recognised in consolidated statement of profit or loss and other comprehensive income (note 8) | <u>69,959,365</u> |
| At 31 December 2023 | <u><u>2,939,100,000</u></u> |

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

The fair value of the Group's investment properties as at 31 December 2023 has been arrived at on the basis of a valuation carried out by Jones Lang LaSalle Corporate Appraisal and Advisory Limited ("JLL"), CBRE and Savills (31 December 2022: China Faith Appraisers Co., Ltd. ("China Faith") and Savills), independent qualified professional valuers not connected to the Group.

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

The fair values of the Group's investment properties are categorised as Level 3 measurement in the three-level fair value hierarchy. During the year, there were no transfers between different levels within the fair value hierarchy.

The fair value of commercial unit and residential units located in Hong Kong as at the end of the reporting period is determined using direct comparison approach by reference to market price of comparable properties in their respective existing states and uses on the market basis assuming sale with immediate vacant possession and by making reference to comparable sales evidence, adjusted for a premium or a discount specific to the quality of the Group's properties compared to the recent sales. For the remaining investment properties, the fair value as at the end of the reporting period is determined using income capitalisation approach. Income capitalisation approach capitalise the net income from existing tenancies with due allowance for reversionary income potential at appropriate capitalisation rates for investment properties.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

13. INVESTMENT PROPERTIES - Continued

| Description | Fair value at 31 December 2023 HK\$ | Valuation technique | Fair value hierarchy | Unobservable inputs | Range of significant unobservable inputs | Valuation performed by |
|--|--|--------------------------|----------------------------|--|---|-------------------------------|
| Commercial unit located in HK | 64,600,000 (2022: 66,560,703) | Market Comparison | 3 | Premium or discount for quality of properties (e.g. view, level and condition of the commercial unit) | -21.0% to 14.3% (2022: -4.51% to 2.71%) | JLL (2022: China Faith) |
| Residential units located in HK | 26,500,000 (2022: 29,113,224) | Market Comparison | 3 | Premium or discount for quality of properties (e.g. view, level and condition of the residential units) | -14.3% to 6.5% (2022: -7.82% to 1.53%) | JLL (2022: China Faith) |
| Industrial units located in HK | 329,000,000 (2022: 330,000,000) | Income capitalisation | 3 | Capitalisation rate | 3.10% - 3.35% (2022: 3.10% - 3.60%) | CBRE (2022: Savills) |
| Retail office | 459,000,000 (2022: 455,000,000) | Income capitalisation | 3 | Capitalisation rate | 3.90% (2022: 3.90%) | CBRE (2022: Savills) |
| Retail shop, fresh market and carpark units located in HK | 2,060,000,000 (2022: 1,986,000,000) | Income capitalisation | 3 | Capitalisation rate | 3.50% - 3.75% (2022: 3.50% - 3.75%) | Savills (2022: Savills) |

One of the key inputs used in the valuations of investment properties is the sales prices of properties nearby the Group's commercial unit and residential units, which ranged from HK\$12,645/sq. ft. to HK\$37,689 /sq. ft. (2022: HK\$14,226/sq. ft. to HK\$43,439/sq. ft.) where sq. ft. is a common unit of area used in Hong Kong. A decrease in the sales price would result in a decrease in fair value measurement of the investment properties, and vice versa.

Higher premiums or discounts for differences in the quality and characteristics of the Group's properties and the comparable properties would result in correspondingly higher or lower fair value measurement.

An increase in capitalisation rate used would result in a decrease on the fair value measurement of the investment properties, and vice versa.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

14. INVESTMENT IN SUBSIDIARIES

| | 2023 HK\$ | 2022 HK\$ |
|-------------------------|--------------|--------------|
| Unlisted shares at cost | 398,579 | 398,579 |

Particulars of the principal subsidiaries as at 31 December 2023 and 2022 are as follows:

| Name of subsidiary | Place of incorporation | Issued and fully paid share capital/registered capital | Proportional of nominal value of issued share capital held by the Group | | Principal activities |
|--|----------------------------|---|--|------|---------------------------------|
| | | | 2023 | 2022 | |
| Power Fortune Limited | The Cayman Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Securities Limited | Hong Kong | HK\$1 (2022: HK\$1) | 100% | 100% | Investment holding |
| Great Wall Investment Management Limited | The Cayman Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| East Avenue Development Company Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Evergreat Prosper Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Clean Energy Investment Holding Company Limited | Hong Kong | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall Pan Asia International Holdings Limited | Hong Kong | HK\$1 (2022: HK\$1) | 100% | 100% | Investment holding |
| China Great Wall International Holdings III Limited | The British Virgin Islands | US\$0.01 (2022: US\$0.01) | 100% | 100% | Issue bonds listed in Hong Kong |
| China Great Wall International Holdings IV Limited | The British Virgin Islands | US\$0.01 (2022: US\$0.01) | 100% | 100% | Issue bonds listed in Hong Kong |
| China Great Wall International Holdings V Limited | The British Virgin Islands | US\$500 (2022: US\$500) | 100% | 100% | Issue bonds listed in Hong Kong |
| China Great Wall International Holdings VI Limited | The British Virgin Islands | US\$500 (2022: US\$500) | 100% | 100% | Issue bonds listed in Hong Kong |
| Great Wall Pan Asia (BVI) Holding Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

14. INVESTMENT IN SUBSIDIARIES - Continued

| Name of subsidiary | Place of incorporation | Issued and fully paid share capital/registered capital | Proportional of nominal value of issued share capital held by the Group | | Principal activities |
|---|----------------------------|--|---|------|----------------------|
| | | | 2023 | 2022 | |
| Great Wall Pan Asia International Asset Management (Cayman) Limited | The Cayman Islands | US\$1 (2022: US\$1) | 100% | 100% | Asset management |
| Great Wall International Investment I Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment II Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment IV Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment V Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment VII Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment VIII Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment X Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XI Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XII Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XV Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XVI Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XVII Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XVIII Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

14. INVESTMENT IN SUBSIDIARIES - Continued

| Name of subsidiary | Place of incorporation | Issued and fully paid share capital/registered capital | Proportional of nominal value of issued share capital held by the Group | | Principal activities |
|--|---------------------------------|--|---|--------|---|
| | | | 2023 | 2022 | |
| Great Wall International Investment XX Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XXI Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XXII Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 100% | 100% | Investment holding |
| Great Wall Guorun Investment Company Limited | The Cayman Islands | US\$50,000 (2022: US\$50,000) | 100% | 100% | Investment holding |
| 長城環亞(深圳)國際投資有限公司 | People's Republic of China | US\$130,000,000 (2022: US\$130,000,000) | 100% | 100% | Financial Advisory and investment holding |
| Great Wall Pan Asia Holdings Limited | Bermuda | HK\$156,774,560 (2022: HK\$156,774,560) | 74.89% | 74.89% | Investment holding |
| Great Wall Pan Asia Asset Management Limited | Hong Kong | HK\$25,560,000 (2022: HK\$25,560,000) | 74.89% | 74.89% | Conduct regulated activities of advising on securities and asset management |
| Great Wall Pan Asia Corporate Finance Limited | Hong Kong | HK\$5,000,000 (2022: HK\$5,000,000) | 74.89% | 74.89% | Conduct regulated activities of advising on corporate finance |
| Nanchao Yau Tong Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 74.89% | 74.89% | Property holding |
| Macheer Properties Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 74.89% | 74.89% | Property holding |
| Sunny Success Development Limited | Hong Kong | HK\$2 (2022: HK\$2) | 74.89% | 74.89% | Property holding |
| Sunny Bright Development Limited | Hong Kong | HK\$2 (2022: HK\$2) | 74.89% | 74.89% | Property holding |
| Lyton Investment Limited | The Commonwealth of the Bahamas | US\$2 (2022: US\$2) | 74.89% | 74.89% | Property holding |
| Ray Glory Limited | Hong Kong | HK\$1 (2022: HK\$1) | 74.89% | 74.89% | Property holding |
| GWPA Property I Holding Limited | The British Virgin Islands | US\$1 (2022: US\$1) | 74.89% | 74.89% | Investment holding |
| Patrol Hall 12 Limited | The British Virgin Islands | HK\$8 (2022: HK\$8) | 74.89% | 74.89% | Property holding |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

15. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

| | Note | 2023 HK\$ | 2022 HK\$ |
|--|-------|----------------------|----------------------|
| Associate: | | | |
| Cost of unlisted investment in associates | | 3,098,388,623 | 3,098,388,623 |
| Share of post-acquisition profit, net of dividend received | | <u>2,288,619,192</u> | <u>1,862,319,314</u> |
| | 15(a) | <u>5,387,007,815</u> | <u>4,960,707,937</u> |
| Share of results of investment in associates | | <u>426,299,878</u> | <u>465,626,015</u> |

Details of principal investments accounted for using the equity method are:

| Name of entity | Place of incorporation | Proportional of nominal value of issued share capital held by the Group | | Principal activities |
|---|----------------------------|---|-------|----------------------|
| | | 2023 | 2022 | |
| Associate | | | | |
| Everwell City Limited (note (i)) | The British Virgin Islands | 26.8% | 26.8% | Properties holding |
| Dymocks Franchise Systems (China) Limited (note (ii)) | Hong Kong | 33.7% | 33.7% | Bookshop operation |

Notes:

- (i) On 28 November 2017, GWPA Property I Holding Limited (“GWPA Property”), a subsidiary which the Group holds 74.89%, entered into the shareholders agreement (which was amended and restated on 15 February 2018 and 12 April 2018 respectively) with other investors regarding the formation of a joint venture, Everwell City Limited (“Everwell City”), of which GWPA Property agreed to subscribe for 29.9% of class A ordinary shares of Everwell City. Everwell City had participated into a bidding for and won the bid for the purchase of a portfolio of assets comprising 16 diversified commercial properties and shopping centers, retail shops and carparks across Hong Kong (the “Portfolio Assets”).

Under the said shareholders agreement, GWPA Property also agreed to provide an interest-free advance of not more than HK\$743,000,000 to Everwell City in consideration of the grant of a call option which entitled GWPA Property to purchase the relevant subsidiary of the joint venture group which indirectly holds the Portfolio Assets, and the actual amount of such interest-free advance provided to Everwell City by GWPA Property was HK\$725,051,488.

The Group’s capital contribution to Everwell City was completed on 22 February 2018 and the actual contribution paid to Everwell City by GWPA Property was HK\$3,123,382,161. The purchase of the Portfolio Assets by Everwell City was completed on 28 February 2018.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

15. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD - Continued

Notes: - Continued

(i) Continued

During the year ended 31 December 2018, the Company exercised the call option in May 2018 and completed the acquisition of Patrol Hall 12 Limited and its subsidiary, the major asset of which is Kwai Fong Plaza.

On 12 April 2018, one of the existing shareholders of Everwell City had syndicated a portion of its interests to a new investor. Due to regulatory reasons, the new investor had to directly acquire a stake in each underlying Hong Kong subsidiaries of Everwell City and as such, the GWPA Property's interests in such Hong Kong subsidiaries had been diluted. To facilitate the new investor's acquisition, the GWPA Property's shareholding percentage in Everwell City had been adjusted accordingly and the GWPA Property's interest in Everwell City had been increased to 35.78% so as to maintain the GWPA Property's effective economic interests in the relevant Hong Kong subsidiaries and underlying assets at approximately 29.9% following the acquisition.

Notwithstanding such adjustment, the proportionate voting rights of the existing shareholders of Everwell City remain the same.

(ii) Great Wall Pan Asia Holdings Limited, a subsidiary which the Group holds 74.89% equity interest holds 45% of the issued share capital of Dymocks Franchise Systems (China) Limited, thus the Group hold 33.70% effective ownership in Dymocks Franchise Systems (China) Limited.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

15. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD - Continued

(a) Reconciliation of financial information for the material associate:

Set out below is the recognised financial information for Everwell City as at 31 December 2023 and 2022, which is accounted for using the equity method. In the opinion of the Directors, Everwell City is material to the Group.

Summarised statement of financial position

| | 2023 | 2022 |
|-------------------------|------------------|------------------|
| | HK\$ | HK\$ |
| Non-current asset | 31,794,776,933 | 30,247,236,463 |
| Current assets | 442,778,305 | 512,587,928 |
| Current liabilities | (10,482,548,505) | (383,100,618) |
| Non-current liabilities | (14,090,610,302) | (24,137,542,559) |

Summarised statement of profit or loss and other comprehensive income

| | 2023 | 2022 |
|--|---------------|---------------|
| | HK\$ | HK\$ |
| Revenue | 1,218,679,129 | 1,141,467,450 |
| Profit and total comprehensive income for the year | 1,425,215,217 | 1,558,179,697 |

Reconciliation of summarised financial information

| | 2023 | 2022 |
|---|----------------------|----------------------|
| | HK\$ | HK\$ |
| Profit and total comprehensive income for the year | 1,425,215,217 | 1,558,179,697 |
| Less: Net profit attributable to non-controlling interest of Everwell City's subsidiaries | <u>(233,767,822)</u> | <u>(256,010,633)</u> |
| Group's shareholdings | 1,191,447,395 | 1,302,169,064 |
| | 35.78% | 35.78% |
| Group's share of net profit attributable to equity holders | 426,299,878 | 465,916,091 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

15. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD - Continued

(a) Reconciliation of financial information for the material associate: - Continued

| | 2023 | 2022 |
|--|---------------|---------------|
| | HK\$ | HK\$ |
| Net assets attributable to owners of the associate | 6,405,506,818 | 5,214,059,423 |
| Proportion of subsidiary's ownership (note (i)) | 35.78% | 35.78% |
| The Group's share of net assets of Everwell City | 2,291,944,564 | 1,865,644,686 |
| Shareholders loan to Everwell City | 3,095,063,251 | 3,095,063,251 |
| Carrying amount of the Group's interest in Everwell City | 5,387,007,815 | 4,960,707,937 |
| Dividend received | - | 61,893,018 |

16. LOANS AND RECEIVABLES

| | 2023 | 2022 |
|--|-----------------|-----------------|
| | HK\$ | HK\$ |
| Loans to customers | 4,168,602,865 | 5,624,755,183 |
| Less: Impairment allowance on loans to customers | (1,914,820,457) | (2,686,336,230) |
| Loans to customers, net of impairment | 2,253,782,408 | 2,938,418,953 |
| Interest receivables, net of impairment | 75,258,979 | 84,801,969 |
| Other receivables | 23,817,642 | 17,251,880 |
| Accounts receivable | 6,179,452 | 6,946,733 |
| Rental and utilities deposit | 889,622 | 974,490 |
| | 2,359,928,103 | 3,048,394,025 |
| Classified as: | | |
| Current assets | 2,124,012,925 | 2,821,391,997 |
| Non-current assets | 235,915,178 | 227,002,028 |
| | 2,359,928,103 | 3,048,394,025 |

Details of impairment assessment of loans and receivables are set out in note 26.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

17. GOODWILL

| | 2023 HK\$ | 2022 HK\$ |
|------------------------------|--------------------|--------------------|
| COST | | |
| At 1 January and 31 December | <u>372,178,687</u> | <u>372,178,687</u> |

Impairment testing of goodwill

The recoverable amounts of the cash-generating unit of GWPA have been determined based on a value in use calculation using cash flow projection based on financial budget approved by management covering a five-year period at a pre-tax discount rate from 5.33% to 6.10% (2022: 7.47%) cost of equity. The cash flows beyond the five-year period are estimated at a 2.5% (2022: 3.5%) terminal growth rate. No impairment loss was considered necessary for both years.

18. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

| | 2023 HK\$ | 2022 HK\$ |
|--|----------------------|----------------------|
| Equity instruments at fair value through other comprehensive income | | |
| Listed investments: | | |
| Equity securities listed in Hong Kong (note) | 326,587,589 | 384,696,723 |
| Equity securities listed outside Hong Kong (note) | 2,697,212 | - |
| Debt instruments at fair value through other comprehensive income | | |
| Investments in listed bonds | <u>1,878,228,753</u> | <u>2,568,165,540</u> |
| | <u>2,207,513,554</u> | <u>2,952,862,263</u> |

Note:

The above listed equity investments represent ordinary shares of an entity listed in and outside Hong Kong. These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognised 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 impairment assessment for debt instruments at fair value through other comprehensive income are set out in note 26.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | 2023 HK\$ | 2022 HK\$ |
|---|----------------------|----------------------|
| ASSETS | | |
| Financial assets measured at fair value through profit or loss | | |
| Listed securities held for trading | | |
| - Equity securities | | |
| Listed in Hong Kong | 107,127,500 | 102,267,500 |
| - Debt securities | | |
| Listed in Hong Kong | 653,237,228 | 635,765,593 |
| Listed outside Hong Kong | <u>1,074,581,969</u> | <u>1,582,817,827</u> |
| | <u>1,834,946,697</u> | <u>2,320,850,920</u> |
| Unit funds | 3,543,404,626 | 4,211,412,124 |
| Unlisted equity securities | 177,833,263 | 1,307,393,998 |
| Derivative financial assets | - | 78,361,133 |
| Preference shares | 424,044,038 | 253,706,189 |
| Structured loans | 342,677,610 | 244,058,600 |
| Distressed assets | <u>394,246,961</u> | <u>412,178,170</u> |
| | <u>4,882,206,498</u> | <u>6,507,110,214</u> |
| | <u>6,717,153,195</u> | <u>8,827,961,134</u> |
| Classified as: | | |
| Current assets | 5,506,099,268 | 4,279,030,149 |
| Non-current assets | <u>1,211,053,927</u> | <u>4,548,930,985</u> |
| | <u>6,717,153,195</u> | <u>8,827,961,134</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

20. BANK AND OTHER BORROWINGS

| | 2023 HK\$ | 2022 HK\$ |
|-------------------------------|-----------------------|-----------------------|
| Bank borrowings - unsecured | 5,367,827,500 | 6,220,800,600 |
| Listed bonds - secured (note) | <u>15,293,767,554</u> | <u>20,125,728,540</u> |
| | <u>20,661,595,054</u> | <u>26,346,529,140</u> |

The bank borrowings and listed bonds are repayable as follows:

| | 2023 HK\$ | 2022 HK\$ |
|--|-----------------------|-----------------------|
| Bank borrowings | | |
| - within one year | 5,367,827,500 | 6,220,800,600 |
| Bonds repayable | | |
| - within one year | 1,555,177,010 | 4,664,475,943 |
| - in the second to fifth years inclusive | 10,056,437,095 | 11,611,606,799 |
| - over five years | <u>3,682,153,449</u> | <u>3,849,645,798</u> |
| | <u>20,661,595,054</u> | <u>26,346,529,140</u> |

Note:

Another bonds totalled US\$1,000 million and US\$500 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings III Limited, pursuant to the Offering Circular dated 24 August 2017, the bonds, with coupon rate of 2.75% and 3.875% per annum respectively and both payable semi-annually, were listed on the Hong Kong Stock Exchange on 31 August 2017. The bonds are repaid on 31 August 2022 and repayable on 31 August 2027 respectively. ("Bond 2")

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

20. BANK AND OTHER BORROWINGS - Continued

Note: - Continued

Another bonds totalled US\$600 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings III Limited, pursuant to the Offering Circular dated 17 May 2018, the bonds, with coupon rate of 4.375% per annum payable semi-annually, were listed on the Hong Kong Stock Exchange on 25 May 2018. The bonds are repaid on 25 May 2023. (“Bond 3”)

Another bonds totalled US\$200 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings IV Limited, pursuant to the Offering Circular dated 25 July 2019, the bonds, with coupon rate of 3.125% per annum payable semi-annually, were listed on the Hong Kong Stock Exchange on 31 July 2019. The bonds are repayable on 31 July 2024. (“Bond 4”)

Another bonds totalled US\$500 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings V Limited, pursuant to the Offering Circular dated 12 August 2020, the bonds, with coupon rate of 2.375% per annum payable semi-annually, were listed on the Hong Kong Stock Exchange on 19 August 2020. The bonds are repayable on 18 August 2030. (“Bond 5”).

Another bond totalled US\$300 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings V Limited, pursuant to Offering Circular dated 16 November 2021, the bonds, with coupon rate of 2.875% per annual payable semi-annually, were listed on the Hong Kong Stock Exchange on 23 November 2021. The bonds are repayable on 23 November 2026. (“Bond 6”)

Another bond totalled US\$500 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings VI Limited, pursuant to Offering Circular dated 21 April 2022, the bonds, with coupon rate of 4.25% per annual payable semi-annually, were listed on the Hong Kong Stock Exchange on 28 April 2022. The bonds are repayable on 28 April 2025. (“Bond 7”)

Bond 1, 2 and 3 have benefit of a keepwell deed and a deed of equity interest purchase, investment and liquidity support undertaken by the ultimate holding company. The Company is the sole guarantor of Bond 4, 5 ,6 and 7.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

21. OTHER PAYABLES AND ACCRUALS

| | 2023 HK\$ | 2022 HK\$ |
|--------------------------------------|--------------------|--------------------|
| Accounts, other payable and accruals | 52,594,838 | 62,637,421 |
| Interest payables | 161,127,509 | 163,956,132 |
| Receipts in advance | 3,279,703 | 3,862,662 |
| Rental deposits received | 26,826,901 | 26,349,230 |
| | <u>243,828,951</u> | <u>256,805,445</u> |
| Represented by: | | |
| Non-current portion | 8,681,856 | - |
| Current portion | <u>235,147,095</u> | <u>256,805,445</u> |
| | <u>243,828,951</u> | <u>256,805,445</u> |

All payables are unsecured, non-interest bearing and repayable on demand.

22. DEFERRED TAX

The following is the major deferred tax liabilities recognised and movements thereon during the year.

| | Tax loss recognised HK\$ | Accelerated tax depreciation HK\$ | Total HK\$ |
|--|--------------------------------|---|-------------------|
| At 1 January 2022 | (3,213,578) | 23,517,592 | 20,304,014 |
| Charged to consolidated statement of profit or loss and other comprehensive income (note 11) | - | 4,763,394 | 4,763,394 |
| At 31 December 2022 and 1 January 2023 | (3,213,578) | 28,280,986 | 25,067,408 |
| Charged to consolidated statement of profit or loss and other comprehensive income (note 11) | - | 43,297 | 43,297 |
| At 31 December 2023 | <u>(3,213,578)</u> | <u>28,324,283</u> | <u>25,110,705</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

23. SHARE CAPITAL

| | Number of shares | Share capital HK\$ |
|---|---------------------|-----------------------|
| Issued and fully paid: | | |
| At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023 | 358,661,400 | 358,661,400 |

24. PERPETUAL CAPITAL INSTRUMENTS

| | Principal HK\$ | Distribution HK\$ | Total HK\$ |
|--|-------------------|----------------------|---------------|
| Balance at 1 January 2022 (note) | 3,098,826,886 | 51,218,334 | 3,150,045,220 |
| Profit attributable to holders of perpetual capital instruments | - | 122,924,000 | 122,924,000 |
| Distribution paid on perpetual capital instruments | - | (122,924,000) | (122,924,000) |
| Balance at 31 December 2022 and 1 January 2023 | 3,098,826,886 | 51,218,334 | 3,150,045,220 |
| Profit attributable to holders of perpetual capital instruments | - | 122,924,000 | 122,924,000 |
| Distribution paid on perpetual capital instruments | - | (122,924,000) | (122,924,000) |
| Balance at 31 December 2023 | 3,098,826,886 | 51,218,334 | 3,150,045,220 |

Note:

Pursuant to the Offering Circular dated 25 July 2019, China Great Wall International Holdings IV Limited (the "Issuer"), a wholly-owned subsidiary of the Group, issued perpetual capital securities with the principal amount of US\$400 million, with an issuing cost of approximately HK\$3,469,000. The perpetual capital instrument was listed on the Hong Kong Stock Exchange on 31 July 2019. The perpetual capital securities are classified as equity instruments, as there is no maturity of the instruments and the payments of distribution can be deferred into perpetuity at the discretion of the Company. When the Company elects to distribute, the distribution to the holder of perpetual capital securities shall be made at the distribution rate from 3.95% to 8.95% per annum as set out in the subscription agreement.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

25. RELATED PARTY TRANSACTIONS

Other than those disclosed elsewhere in the consolidated financial statements, the Group did not enter into any other material related party transactions with its related parties during the year.

Compensation of key management personnel

Key management personnel of the Company are the directors of the Company only. The remuneration of directors is disclosed in note 10.

26. FINANCIAL INSTRUMENTS

Categories of financial instruments

| | 2023 HK\$ | 2022 HK\$ |
|--|----------------|----------------|
| Financial assets | | |
| Financial assets measured at fair value through profit or loss | | |
| - Listed securities held-for-trading (note 19) | 1,834,946,697 | 2,320,850,920 |
| - Preference share (note 19) | 424,044,038 | 253,706,189 |
| - Unit funds (note 19) | 3,543,404,626 | 4,211,412,124 |
| - Unlisted equity securities (note 19) | 177,833,263 | 1,307,393,998 |
| - Derivative financial assets (note 19) | - | 78,361,133 |
| - Structured loans (note 19) | 342,677,610 | 244,058,600 |
| - Distressed assets (note 19) | 394,246,961 | 412,178,170 |
| Financial assets at amortised cost | 4,864,856,215 | 7,864,826,767 |
| Equity instruments at FVTOCI (note 18) | 329,284,801 | 384,696,723 |
| Debt instruments at FVTOCI (note 18) | 1,878,228,753 | 2,568,165,540 |
| Financial liabilities | | |
| Financial liabilities at amortised cost | 20,822,722,563 | 26,510,485,272 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

The Group's major financial instruments include financial assets at fair value through other comprehensive income, financial assets at fair value through profit or loss, loans and receivables, cash and bank balances, bank and other borrowings and other payables. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

Exposure to credit, liquidity, interest rate, currency and price risk arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

Financial risk management objectives and policies

Currency risk

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

(in HK\$ equivalent)

| | 2023 | | | 2022 | | |
|---|------------------------|----------------------|---------------------|------------------------|--------------------|--------------------|
| | USD | RMB | EUR | USD | RMB | EUR |
| Financial assets at fair value through profit or loss | 6,610,025,695 | - | - | 7,907,632,338 | 78,361,133 | - |
| Financial assets at fair value through other comprehensive income | 1,878,228,753 | - | - | 2,568,165,540 | - | - |
| Loans and receivables | 1,860,141,609 | 71,281,299 | 268,400,269 | 2,338,618,350 | 41,899,332 | 514,846,572 |
| Cash at banks and in hand | 1,050,378,522 | 1,084,146,271 | 48,975,302 | 2,523,846,575 | 815,433,786 | 20,854,402 |
| Bank and other borrowings | (19,637,881,048) | - | (407,607,500) | (24,766,968,540) | - | (390,560,600) |
| Other payables | (159,350,602) | - | - | (169,782,396) | - | (436,906) |
| | <u>(8,398,457,071)</u> | <u>1,155,427,570</u> | <u>(90,231,929)</u> | <u>(9,598,488,133)</u> | <u>935,694,251</u> | <u>144,703,468</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies

Currency risk - continued

Given that the Hong Kong dollar is pegged with the United States dollar, it is not expected that the currency risk arising from changes in the United States dollar/Hong Kong dollar exchange rate would be material. Accordingly, no sensitivity analysis is performed and presented.

If the exchange rate of RMB increases/decreases by 5% at 31 December 2023, with all other variables held constant, the Group's profit after taxation will increase/decrease by approximately HK\$48million (2022: HK\$39 million) respectively.

If the exchange rate of EUR increase/decrease by 5% at 31 December 2023, with all other variable held constant, the Group's profit after taxation will increase/decrease by approximately HK\$30 million (2022: HK\$6 million) respectively.

The sensitivity analysis above has been determined assuming that the change in exchange rate had occurred at the end of the year and had been applied to the exposure to currency risk in existence at that date. The 5% change represents management's assessment of a reasonably possible change in exchange rate over the period until the end of the year. The analysis is performed on the same basis for 2022.

Price risk

The Group is exposed to equity price risk on financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive included in the consolidated statement of financial position. If the equity price of the financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income held by the Group as at 31 December 2023 had increased/decreased by 10%, the Group's profit after taxation will increase/decrease by approximately HK\$9 million (2022: HK\$9 million) and the total equity will increase/decrease by approximately HK\$42 million (2022: HK\$47 million).

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Interest rate risk

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Fair value interest rate risk

The Group is exposed to fair value interest rate risk in relation to investment in fixed rates debt securities.

At 31 December 2023, if market interest rates had been 50 basis points (2022: 50 basis points) higher/lower with all other variables held constant, profit after tax for the year would decrease/increase by HK\$28 million (2022: decrease/increase by HK\$37 million) and investment revaluation reserve in equity would decrease/increase by HK\$11 million (2022: decrease/increase by HK\$15 million).

Cash flow interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable bank loans' rate (see Note 20 for details). It is the Group's policy to keep its bank loans at floating rate of interests so as to minimise the fair value interest rate risk. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of London Interbank Offered Rate arising from the Group's United States dollar denominated bank loans.

If the interest rate increases/decreases by 50 basis points (2022: 50 basis points), based on cash at banks and bank loans as at 31 December 2023 with all other variables held constant, the Group's profit after taxation will increase/decrease by approximately HK\$12 million (2022: HK\$6 million) respectively.

The sensitivity analysis above has been determined assuming that the change in interest rate had occurred at the end of the year and had been applied to the exposure to interest rate risk for the financial assets and liabilities in existence at that date. 50 basis points change represents management's assessment of a reasonably possible change in interest rate over the period until the end of the year. The analysis was performed on the same basis for 2022.

No sensitivity analysis has been presented for loans and receivables and bond payable as they are carried at amortised cost and the directors of the Company consider the fixed interest loans and receivables are not subject to significant fair value interest rate risk.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligations by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the directors of the Company have delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual loan at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's credit risk is primarily attributable to loans and receivables, pledged deposits and debt instrument of financial assets at fair value through other comprehensive income. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Loans to customers, interest receivables and pledged deposits

Pledged deposits are placed with financial institution in benefit of an onward lending customer.

Individual credit evaluations are performed periodically and regularly on all loans to customers, interest receivables and pledged deposits until all the loans, receivables and deposits are fully recovered. These evaluations focus on the customers' repayment history, current ability to pay and the adequacy of collateral/security/guarantees provided, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operates.

The Group establishes an allowance for impairment loss on loans to customers, interest receivables and pledged deposits that represents its estimate of receivables from customers which may not be recoverable. The ECL is determined after taking into consideration the repayment ability of its customers.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - Continued

Loans to customers, interest receivables and pledged deposits - Continued

The allowance account in respect of loans to customers, interest receivables and pledged deposits is used to record impairment losses unless the Group is satisfied that no recovery of the amount receivable is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset.

The Group seeks to obtain collateral to mitigate credit risk to an acceptable level. All credit decisions, whether or not secured by collateral, are based on counterparties' repayment capacity. The Group implements guidelines on the acceptability of specific classes of collateral or credit risk mitigation. The principal types of collateral in credit risk mitigation mainly include charges over financial instruments such as properties and properties and stocks.

The Group has established policies to govern the determination of eligibility of assets taken as a collateral for credit risk mitigation. In order for an asset to be considered as effective risk mitigation, the market value of the asset should be readily determinable or can be reasonably established. The asset is marketable and there exists a readily available secondary market for disposal of the asset. In addition, the Group is able to secure control over the asset if necessary. The collateral value is assessed periodically ranging from quarterly to annually, depending on the type of collateral.

As at 31 December 2023, the total amount of loans to customers of the Group consists of 7 (2022: 7) independent counterparties. The balance of the top three independent counterparties amounting to HK\$2,086,657,676 (2022: HK\$2,541,660,925) in total approximates to 88% (2022: 83%) of the total loans and receivables. The Group closely monitors the credit risk exposure to each customer.

Other than the above, the Group has no significant concentration of credit risk by any other debtor, with exposure spread over a number of counterparties and clients.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - Continued

Debt investments at FVTOCI

The Group invested in listed bonds which are classified as financial assets at FVTOCI. The credit risk of the issuers of these instruments are monitored by the Group regularly. The fair value of the listed bonds are determined with reference to quoted price provided by brokers or financial institutions and recent transaction price in inactive market respectively.

Other receivables and deposits

For other receivables and deposits, the directors of the Company 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 that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 December 2023 and 2022, the Group assessed the ECL for other receivables and deposits were insignificant and thus no loss allowance was recognised.

Debt instruments at amortised cost

The Group invested in debt instruments at amortised cost mainly comprise instruments that have a low risk of default and the counterparties have a strong capacity to repay. The financial instruments that are of investment grade or issuer with good credit history can capacity to repay. For the year ended 31 December 2023 and 2022, the Group assessed the ECL for debt instruments at amortised cost were insignificant and thus no loss allowance was recognised.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - Continued

Cash and bank balances

Cash and bank balances with financial institutions are placed with various authorised institutions. The credit risk on time deposits and cash at banks is low as the counterparties are banks with high credit ratings assigned by international credit-ratings agencies. Accordingly, the directors of the Company consider the credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-ratings agencies.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong and the PRC.

The Group implements guidelines on the acceptability of specific classes of collateral or credit risk mitigation. The principal collateral types for loans and receivables are corporate guarantees and personal guarantees.

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

| <u>Internal credit rating</u> | <u>Description</u> | <u>Financial assets/other items</u> |
|-------------------------------|---|---------------------------------------|
| Low risk | The counterparty has a low risk of default and does not have any past-due amounts or have past-due amounts has not more than 30 days | 12-month ECL |
| Watch list | There have been significant increases in credit risk since initial recognition through information developed internally or external resources | Lifetime ECL - not credit-impaired |
| Substandard | There is evidence indicating the asset is credit-impaired | Lifetime ECL - credit-impaired |
| Doubtful | There is evidence indicating the asset is in doubtful financial difficulty and the Group has little realistic prospect of recovery | Lifetime ECL - credit-impaired |
| Loss | There is evidence indicating that the asset is in severe financial difficulty and the Group has no realistic prospect of recovery | Lifetime ECL - credit-impaired |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - Continued

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

| 2022 | External rating | Internal rating | 12-month or lifetime ECL | Gross carrying amount | |
|--|--------------------------|-----------------|-------------------------------------|-----------------------|---------------|
| | | | | HK\$ | HK\$ |
| Financial assets at amortised costs | | | | | |
| Loans to customers (note 16) | N/A | Low risk | 12-month ECL | 227,376,902 | |
| | N/A | Watch list | Lifetime ECL (not credit-impaired) | 2,785,217,061 | |
| | N/A | Substandard | Lifetime ECL (credit-impaired) | 420,911,246 | |
| | N/A | Doubtful | Lifetime ECL (credit-impaired) | <u>2,191,249,974</u> | 5,624,755,183 |
| Interest receivables (note 16) | N/A | Low risk | 12-month ECL | 60,856,677 | |
| | N/A | Watch list | Lifetime ECL (not credit-impaired) | 24,311,455 | |
| | N/A | Substandard | Lifetime ECL (credit-impaired) | 46,213,487 | |
| | N/A | Doubtful | Lifetime ECL (credit-impaired) | <u>401,495,304</u> | 532,876,923 |
| Other receivables (note 16) | N/A | Note (a) | 12-month ECL | <u>17,251,880</u> | 17,251,880 |
| Accounts receivable (note 16) | N/A | Note (a) | Lifetime ECL (note credit-impaired) | <u>6,946,733</u> | 6,946,733 |
| Rental and utilities deposit (note 16) | N/A | Note (a) | 12-month ECL | <u>974,490</u> | 974,490 |
| Cash and bank balances | Above baa 2 (Moody's) | Note (b) | 12-month ECL | <u>4,816,432,742</u> | 4,816,432,742 |
| Pledged deposits | N/A | Doubtful | Lifetime ECL (credit-impaired) | <u>106,653,620</u> | 106,653,620 |
| Other items | | | | | |
| Financial assets FVTOCI * (note 18) | Baa3 and above (Moody's) | Low risk | 12-month ECL | 2,573,943,952 | |
| | B1 to B3 (Moody's) | Watch list | Lifetime ECL (not credit-impaired) | 115,941,450 | |
| | Below B3 (Moody's) | Substandard | Lifetime ECL (credit-impaired) | <u>299,906,682</u> | 2,989,792,084 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - Continued

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

| 2023 | External rating | Internal rating | 12-month or lifetime ECL | Gross carrying amount | |
|--|--------------------------|-----------------|-------------------------------------|-----------------------|---------------|
| | | | | HK\$ | HK\$ |
| Financial assets at amortised costs | | | | | |
| Loans to customers (note 16) | N/A | Low risk | 12-month ECL | 237,301,281 | |
| | N/A | Watch list | Lifetime ECL (not credit-impaired) | - | |
| | N/A | Substandard | Lifetime ECL (credit-impaired) | 2,424,377,570 | |
| | N/A | Doubtful | Lifetime ECL (credit-impaired) | <u>1,506,924,014</u> | 4,168,602,865 |
| Interest receivables (note 16) | N/A | Low risk | 12-month ECL | 74,960,481 | |
| | N/A | Watch list | Lifetime ECL (not credit-impaired) | - | |
| | N/A | Substandard | Lifetime ECL (credit-impaired) | 46,542,239 | |
| | N/A | Doubtful | Lifetime ECL (credit-impaired) | <u>370,220,174</u> | 491,722,894 |
| Other receivables (note 16) | N/A | Note (a) | 12-month ECL | <u>23,817,641</u> | 23,817,641 |
| Accounts receivable (note 16) | N/A | Note (a) | Lifetime ECL (note credit-impaired) | <u>6,179,452</u> | 6,179,452 |
| Rental and utilities deposit (note 16) | N/A | Note (a) | 12-month ECL | <u>889,622</u> | 889,622 |
| Cash and bank balances | Above baa 2 (Moody's) | Note (b) | 12-month ECL | <u>2,504,928,112</u> | 2,504,928,112 |
| Pledged deposits | N/A | Doubtful | Lifetime ECL (credit-impaired) | <u>106,653,620</u> | 106,653,620 |
| Other items | | | | | |
| Financial assets FVTOCI * (note 18) | Baa3 and above (Moody's) | Low risk | 12-month ECL | 1,930,607,000 | |
| | | Watch list | Lifetime ECL (not credit-impaired) | - | |
| | | Substandard | Lifetime ECL (credit-impaired) | <u>299,530,000</u> | 2,230,137,000 |

* The balance represented the amount in amortised cost.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - Continued

Note a: The directors of the Company consider the impacts of the ECL from these financial assets are immaterial to the Group, so no ECL and internal rating are recorded/assigned.

Note b: Bank balances and deposits with financial institutions are placed with various authorised institutions. Accordingly, the directors of the Company consider the credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-ratings agencies.

The following tables show reconciliation of ECLs that has been recognised for receivables.

Loans to customers - gross carrying amount

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|--|----------------------|---|---|----------------------|
| Gross carrying amount as at 31 December 2022 | <u>227,376,902</u> | <u>2,785,217,061</u> | <u>2,612,161,220</u> | <u>5,624,755,183</u> |
| Gross carrying amount as at 31 December 2023 | <u>237,301,281</u> | <u>-</u> | <u>3,931,301,584</u> | <u>4,168,602,865</u> |

Loans to customers - ECL

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|---|----------------------|---|---|----------------------|
| As at 1 January 2022 | 8,856,657 | 63,696,972 | 2,683,480,785 | 2,756,034,414 |
| Changes in ECL | | | | |
| - Transfer to stage 2 | (6,897,032) | 6,897,032 | - | - |
| (Reversed)/provided for the year | <u>(1,584,751)</u> | <u>460,806,675</u> | <u>(528,920,108)</u> | <u>(69,698,184)</u> |
| As at 31 December 2022 and 1 January 2023 | 374,874 | 531,400,679 | 2,154,560,677 | 2,686,336,230 |
| Changes in ECL | | | | |
| - Transfer to stage 3 | - | (529,549,844) | 529,549,844 | - |
| (Reversed)/provided for the year | <u>1,011,231</u> | <u>(1,850,835)</u> | <u>(770,676,169)</u> | <u>(771,515,773)</u> |
| As at 31 December 2023 | <u>1,386,105</u> | <u>-</u> | <u>1,913,434,352</u> | <u>1,914,820,457</u> |

As at 31 December 2023, financial assets at amortised cost with a gross carrying amount of HK\$Nil (2022: HK\$762,417,061) classified as lifetime ECL (not credit-impaired) was covered by collateral.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - Continued

Loans to customers are back by collateral. The Group accepts collaterals in form of properties and stocks. As at 31 December 2023, 39.9% (2022: 54.2%) of the outstanding balance in gross carrying amount were secured by collateral.

In determining the allowance for credit impaired loans to customers, the management of the Group also takes into account shortfall by comparing the fair value of collateral and the outstanding balance of loans and advances. In the opinion of the directors of the Company, the impairment provision of ECL for the current year is appropriate.

The following table shows the reconciliation of gross carrying amount and ECL that has been recognised for interest receivables.

Interest receivables - gross carrying amount

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|--|----------------------|---|---|--------------------|
| Gross carrying amount as at 31 December 2022 | <u>60,856,677</u> | <u>24,311,455</u> | <u>447,708,791</u> | <u>532,876,923</u> |
| Gross carrying amount as at 31 December 2023 | <u>74,960,481</u> | <u>-</u> | <u>416,762,413</u> | <u>491,722,894</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - Continued

Interest receivables - ECL

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|---|----------------------|---|---|---------------|
| As at 1 January 2022 | 265,134 | 52,075,616 | 102,125,756 | 154,466,506 |
| Changes in ECL | | | | |
| - Transfer to stage 2 | (1,140) | 1,140 | - | - |
| - Transfer to stage 3 | (70,643) | (51,794,385) | 51,865,028 | - |
| Provided/(reversed) for the year | 95,518 | (205,078) | 293,718,008 | 293,608,448 |
| As at 31 December 2022 and 1 January 2023 | 288,869 | 77,293 | 447,708,792 | 448,074,954 |
| Changes in ECL | | | | |
| - Transfer to stage 1 | 5,368 | (5,368) | - | - |
| - Transfer to stage 3 | (6,389) | (9,274) | 15,663 | - |
| Provided/(reversed) for the year | 160,380 | (62,651) | (31,708,768) | (31,611,039) |
| As at 31 December 2023 | 448,228 | - | 416,015,687 | 416,463,915 |

The following table shows the reconciliation of gross carrying amount and ECL that has been recognised for pledged deposits.

Pledged deposits - gross carrying amount

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|--|----------------------|---|---|---------------|
| Gross carrying amount as at 31 December 2022 | - | - | 106,653,620 | 106,653,620 |
| Gross carrying amount as at 31 December 2023 | - | - | 106,653,620 | 106,653,620 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - Continued

Pledged deposits - ECL

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|---|----------------------|---|---|---------------|
| As at 1 January 2022 | - | - | 106,653,620 | 106,653,620 |
| Changes in ECL | | | | |
| Provided for the year | - | - | - | - |
| As at 31 December 2022 and 1 January 2023 | - | - | 106,653,620 | 106,653,620 |
| Changes in ECL | | | | |
| Provided for the year | - | - | - | - |
| As at 31 December 2023 | - | - | 106,653,620 | 106,653,620 |

The following table shows the reconciliation of gross carrying amount and ECL that has been recognised for debt investments at fair value through other comprehensive income.

Debt investments at FVTOCI - gross carrying amount

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|--|----------------------|---|---|---------------|
| Gross carrying amount as at 31 December 2022 | 2,573,943,952 | 115,941,450 | 299,906,682 | 2,989,792,084 |
| Gross carrying amount as at 31 December 2023 | 1,930,607,000 | - | 299,530,000 | 2,230,137,000 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - Continued

Debt investments at FVTOCI - ECL

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|---|----------------------|---|---|---------------|
| As at 1 January 2022 | 5,462,028 | 14,412,450 | 190,686,097 | 210,560,575 |
| Changes in ECL | | | | |
| Transfer to stage 3 | (1,131,825) | - | 1,131,825 | - |
| Provided/(reversed) for the year | 22,583,693 | (12,753,763) | 108,088,759 | 117,918,689 |
| As at 31 December 2022 and 1 January 2023 | 26,913,896 | 1,658,687 | 299,906,681 | 328,479,264 |
| Changes in ECL | | | | |
| Reversed for the year | (12,124,433) | (1,658,687) | (376,682) | (14,159,802) |
| As at 31 December 2023 | 14,789,463 | - | 299,529,999 | 314,319,462 |

Liquidity risk

In the management of liquidity risk, the Group monitors and maintains sufficient bank balances and securing continuous financial support from the ultimate controlling entities so as to enable the Group to meet its liabilities as when they fall due. In the opinion of directors, the Group does not have significant liquidity risk.

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that the Group maintains sufficient funds including those generated by the Group's operations and such additional finance as may be borrowed from time to time from the holding company undertaking and/or third parties, to meet the Group's liquidity requirements in the short and longer terms.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

The following tables details the remaining contractual maturities at the end of the year of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payment computed using contractual interest rate) and earliest date the Group can be required to pay:

| | Contractual undiscounted cash flow | | | | Carrying amount at 31.12.2023 HK\$ |
|---------------------------|---------------------------------------|------------------------------|--------------|-----------------------|---|
| | Within 1 year or on demand HK\$ | Over 1 year but less than | | Total HK\$ | |
| | | 5 years | Over 5 years | | |
| | | HK\$ | HK\$ | | |
| Other payables | 161,127,509 | - | - | 161,127,509 | 161,127,509 |
| Bank and other borrowings | 6,923,827,500 | 14,004,000,000 | - | 20,927,827,500 | 20,667,888,548 |
| As at 31 December 2023 | <u>7,084,955,009</u> | <u>14,004,000,000</u> | <u>-</u> | <u>21,088,955,009</u> | <u>20,822,722,563</u> |

| | Contractual undiscounted cash flow | | | | Carrying amount at 31.12.2022 HK\$ |
|---------------------------|---------------------------------------|------------------------------|--------------|-----------------------|---|
| | Within 1 year or on demand HK\$ | Over 1 year but less than | | Total HK\$ | |
| | | 5 years | Over 5 years | | |
| | | HK\$ | HK\$ | | |
| Other payables | 163,956,132 | - | - | 163,956,132 | 163,956,132 |
| Bank and other borrowings | 10,888,800,600 | 15,560,000,000 | - | 26,448,800,600 | 26,346,529,140 |
| As at 31 December 2022 | <u>11,052,756,732</u> | <u>15,560,000,000</u> | <u>-</u> | <u>26,612,756,732</u> | <u>26,510,485,272</u> |

Fair value of assets and liabilities

Fair value measurements recognised in the statement of financial position

This note provides information about how the Group determines fair values of financial assets that are measured at fair value on a recurring basis.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Fair value measurements recognised in the statement of financial position - continued

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 and inputs used).

| | 31 December 2023 HK\$ | 31 December 2022 HK\$ | Fair value hierarchy | Valuation technique(s) and key input(s) |
|--|-----------------------------|-----------------------------|-------------------------|---|
| Financial assets | | | | |
| <i>Financial assets at fair value through profit or loss</i> | | | | |
| - Listed securities held for trading | | | | |
| Equity securities | | | | |
| Listed in Hong Kong | 107,127,500 | 102,267,500 | Level 1 | (a) |
| Debt securities | | | | |
| Listed in Hong Kong | 653,237,228 | 635,765,593 | Level 2 | (b) |
| Listed outside Hong Kong | 1,074,581,969 | 1,582,817,827 | Level 2 | (b) |
| - Unlisted derivative financial assets | - | 78,361,133 | Level 2 | (b) |
| - Unlisted unit funds | 3,421,657,118 | 4,075,226,002 | Level 3 | (c) |
| - Unlisted unit funds | 121,747,508 | 136,186,122 | Level 3 | (d) |
| - Unlisted equity securities | 177,833,263 | 1,307,393,998 | Level 3 | (e) |
| - Unlisted preference share | 424,044,038 | 253,706,189 | Level 3 | (g) |
| - Structured loans | 342,677,610 | 244,058,600 | Level 3 | (h) |
| - Distressed assets | 394,246,961 | 412,178,170 | Level 3 | (f) |
| | <u>6,717,153,195</u> | <u>8,827,961,134</u> | | |
| | | | Fair value hierarchy | Valuation technique(s) and key input(s) |
| | 31 December 2023 HK\$ | 31 December 2022 HK\$ | | |
| Financial assets | | | | |
| <i>Financial assets at fair value through other comprehensive income</i> | | | | |
| Equity instruments at FVOCI | | | | |
| - Equity securities | | | | |
| Listed in Hong Kong | 326,587,589 | 384,696,723 | Level 1 | (a) |
| Listed outside Hong Kong | 2,697,212 | - | Level 1 | (a) |
| Debt instruments at FVOCI | | | | |
| - Debt securities | | | | |
| Listed in Hong Kong | 513,807,110 | 633,047,467 | Level 2 | (b) |
| Listed outside Hong Kong | 1,364,421,643 | 1,935,118,073 | Level 2 | (b) |
| | <u>2,207,513,554</u> | <u>2,952,862,263</u> | | |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Fair value measurements recognised in the consolidated statement of financial position
- continued

- a) Quoted price in active markets
- b) The fair values was determined with reference to the quoted price provided by brokers/financial institutions.
- c) The fair value is determined with reference to the net asset value of unlisted equity/partnership investment mostly determined based on the fair value of the underlying investment portfolio, which is comprised of (i) listed equity investments of which their price are quoted in active market and/or (ii) unlisted equity shares of which their fair value are determined by discounted cash flows that the futures cash flows are based on the contractual values as at the maturity date and discounted at a rate determined by observable market yield and/or (iii) unlisted equity shares of which their fair value are determined by market comparable approach based on the Guideline Companies Method with the P/S, EV/EBIDTA multiple of the comparable companies, liquidation or redemption values, expected volatility, expected life and the risk free-rate as key parameters.
- (d) The fair value is determined with reference to the terms of guarantee return in LPA. As the term was listed in signed LPA, the Fund guaranteed a fixed rate of return to the Company and the Company can calculate the fair value by using NAV approach based on their commitment or using fixed rate of return. The Company determined to use the compound fixed rate to calculate the fair value and the discount rate as key parameters.
- (e) The fair value was derived from the equity value of the unlisted equity investment based on market approach with the Price to Sale multiple/ Price to Book ratio of the comparable companies.

The significant unobservable input is the discount rate for lack of marketability to the estimated equity value of the unlisted equity investment. The directors of the Company considered that the relationship of unobservable inputs to the fair value of such investment is in negative relationship that the higher the discount rate, the lower the fair value.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Fair value measurements recognised in the consolidated statement of financial position
- continued

- (f) Fair value determined based on discounted cash flow. Discounted cash flow with future cash flows that are estimated based on contractual terms, discounted at rates that reflect management's best estimation of the expected risk level. The significant unobservable input is the discount rate based on the management judgement. The directors of the Company considered that the relationship of unobservable inputs to the fair value of such investment is in negative relationship that the higher the discount rate, the lower the fair value.
- (g) The fair value is using Binomial option pricing model for equity component. The key inputs are exercise price of the options, current unlisted share price of the underlying assets of the options, expected volatility, time to maturity, risk free rate, dividend yield and discount rate.

The fair value of the current unlisted share price of the underlying assets is derived based on market approach with the Price to Book ratio of the comparable companies.

The significant unobservable input is the discount rate for Binomial option pricing model and for lack of marketability to the estimated unlisted share price of the underlying assets. The directors of the Company considered that the relationship of unobservable inputs to the fair value of such investment is in negative relationship that the higher the discount rates, the lower the fair value.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Fair value measurements recognised in the consolidated statement of financial position
- continue

- (h) The fair value is determined with reference to the net asset value of the investment mostly determined based on the fair value of the identifiable assets and liabilities, which is comprised of (i) financial assets of which their fair value are determined by discounted cash flow under income approach to estimate the amount receivable under various scenarios; (ii) loans and other receivables and other payables are determined by the expected value to be converted into cash or repaid; (iii) right-of-use assets and lease liabilities are initially recognized and adjusted if necessary through accounting treatments; and (iv) deposits and cash at bank are readily convertible to cash hence no adjustments are required. The discount rate as key parameters.

Fair value hierarchy

| | At 31 December 2023 | | | |
|---|---------------------|----------------------|----------------------|-----------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| | HK\$ | HK\$ | HK\$ | HK\$ |
| Financial assets measured at fair value through profit or loss | 107,127,500 | 1,727,819,197 | 4,882,206,498 | 6,717,153,195 |
| Financial assets at fair value through other comprehensive income | <u>329,284,801</u> | <u>1,878,228,753</u> | <u>-</u> | <u>2,207,513,554</u> |
| Total | <u>436,412,301</u> | <u>3,606,047,950</u> | <u>4,882,206,498</u> | <u>8,924,666,749</u> |
| | At 31 December 2022 | | | |
| | Level 1 | Level 2 | Level 3 | Total |
| | HK\$ | HK\$ | HK\$ | HK\$ |
| Financial assets measured at fair value through profit or loss | 102,267,500 | 2,296,944,553 | 6,428,749,081 | 8,827,961,134 |
| Financial assets at fair value through other comprehensive income | <u>384,696,723</u> | <u>2,568,165,540</u> | <u>-</u> | <u>2,952,862,263</u> |
| Total | <u>486,964,223</u> | <u>4,865,110,093</u> | <u>6,428,749,081</u> | <u>11,780,823,397</u> |

There were no transfers between Levels 1 and 2 for both years.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

26. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Valuation techniques

The fair value of listed trading securities being classified as Level 1 was determined based on quoted price in an active market.

The fair value of listed debt securities and unlisted unit funds being classified as Level 2 and Level 3 was determined based on recent transaction price.

The fair value of unlisted investments being classified as Level 3 was determined based on valuation techniques that include inputs for the assets that are not based on observable market data.

Assets and liabilities carried at amortised cost

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

Reconciliation of Level 3 fair value measurements

| | Financial assets at fair value through profit or loss HK\$ |
|--|---|
| At 1 January 2022 | 7,553,832,457 |
| Addition | 1,162,110,278 |
| Disposal/redemption | (541,304,395) |
| Total gain in profit or loss | <u>(1,745,889,259)</u> |
| At 31 December 2022 and 1 January 2023 | 6,428,749,081 |
| Addition | 34,454,365 |
| Disposal/redemption | (1,341,374,532) |
| Total loss in profit or loss | <u>(239,622,416)</u> |
| At 31 December 2023 | <u>4,882,206,498</u> |

Capital risk management

The Group regularly reviews and manages its capital structure (consisting of share capital, retained earnings and capital reserve) in order to meet the Group's operation and working capital requirements. The Group follows a conservative dividend policy which allows changing financial needs to be met from internal resources. The Group's overall strategy for capital management remains unchanged from prior years and is not subject to external imposed capital requirements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

27. 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.

| | Bank borrowings HK\$ (Note 20) | Bond payables HK\$ (Note 20) | Interest payables HK\$ (Note 21) | Perpetual capital instruments HK\$ (Note 24) | Total HK\$ |
|---|---|------------------------------------|---|--|------------------------|
| At 1 January 2022 | 5,964,315,756 | 24,020,358,637 | 212,431,818 | 3,150,045,220 | 33,347,151,431 |
| Changes from financing cash flows | | | | | |
| Drawdown of bank borrowings | 2,350,500,000 | - | - | - | 2,350,500,000 |
| Repayment of bank borrowings | (2,021,993,856) | - | - | - | (2,021,993,856) |
| Proceed from debt issuance | - | 3,890,000,000 | - | - | 3,890,000,000 |
| Debt repayment | - | (7,780,000,000) | - | - | (7,780,000,000) |
| Loan interest paid | - | - | (138,617,390) | - | (138,617,390) |
| Bond interest paid | - | - | (889,097,385) | (122,924,000) | (1,012,021,385) |
| Total changes from financing cash flows | <u>328,506,144</u> | <u>(3,890,000,000)</u> | <u>(1,027,714,775)</u> | <u>(122,924,000)</u> | <u>(4,712,132,631)</u> |
| Other changes | | | | | |
| Interest expense on bank loans | - | - | 150,206,720 | - | 150,206,720 |
| Interest expense on bond payables | - | 868,066,466 | - | - | 868,066,466 |
| Coupon interest accrual | - | (829,032,369) | 829,032,369 | - | - |
| Profit attributable to holders of perpetual capital instruments | - | - | - | 122,924,000 | 122,924,000 |
| Unrealised exchange loss/(gain) | <u>(72,021,300)</u> | <u>(43,664,194)</u> | <u>-</u> | <u>-</u> | <u>(115,685,494)</u> |
| Total other changes | <u>(72,021,300)</u> | <u>(4,630,097)</u> | <u>979,239,089</u> | <u>122,924,000</u> | <u>1,025,511,692</u> |
| As at 31 December 2022 and 1 January 2023 | <u>6,220,800,600</u> | <u>20,125,728,540</u> | <u>163,956,132</u> | <u>3,150,045,220</u> | <u>29,660,530,492</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

27. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES - Continued

| | Bank borrowings HK\$ (Note 20) | Bond payables HK\$ (Note 20) | Interest payables HK\$ (Note 21) | Perpetual capital instruments HK\$ (Note 24) | Total HK\$ |
|---|---|------------------------------------|---|--|------------------------|
| At 31 December 2022 and 1 January 2023 | 6,220,800,600 | 20,125,728,540 | 163,956,132 | 3,150,045,220 | 29,660,530,492 |
| Changes from financing cash flows | | | | | |
| Drawdown of bank borrowings | 3,139,230,000 | - | - | - | 3,139,230,000 |
| Repayment of bank borrowings | (4,009,250,000) | - | - | - | (4,009,250,000) |
| Debt repayment | - | (4,668,000,000) | - | - | (4,668,000,000) |
| Repurchase of issued bond | - | (118,211,926) | (333,256) | - | (118,545,182) |
| Loan interest paid | - | - | (361,251,079) | - | (361,251,079) |
| Bond interest paid | - | - | (626,116,234) | (122,924,000) | (749,040,234) |
| Total changes from financing cash flows | <u>(870,020,000)</u> | <u>(4,786,211,926)</u> | <u>(987,700,569)</u> | <u>(122,924,000)</u> | <u>(6,766,856,495)</u> |
| Other changes | | | | | |
| Interest expense on bank loans | - | - | 367,933,247 | - | 367,933,247 |
| Interest expense on bond payables | - | 633,913,391 | - | - | 633,913,391 |
| Coupon interest accrual | - | (606,059,174) | 606,059,174 | - | - |
| Profit attributable to holders of perpetual capital instruments | - | - | - | 122,924,000 | 122,924,000 |
| Gain on repurchase of bond | - | (58,355,375) | - | - | (58,355,375) |
| Unrealised exchange loss/(gain) | 17,046,900 | (15,247,902) | 10,879,525 | - | 12,678,523 |
| Total other changes | <u>17,046,900</u> | <u>(45,749,060)</u> | <u>984,871,946</u> | <u>122,924,000</u> | <u>1,079,093,786</u> |
| As at 31 December 2023 | <u>5,367,827,500</u> | <u>15,293,767,554</u> | <u>161,127,509</u> | <u>3,150,045,220</u> | <u>23,972,767,783</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

28. OPERATING LEASES

The Group as a lessor

All properties held for rental purpose have committed leases for the next 2 to 3 years respectively.

Minimum lease payments receivable on leases are as follows:

| | 2023 HK\$ | 2022 HK\$ |
|---|--------------------|--------------------|
| Within one year | 72,989,631 | 76,030,009 |
| After one year but within two years | 42,157,192 | 58,242,662 |
| After two years but within three years | 9,336,727 | 22,402,980 |
| After three years but within four years | 230,000 | 1,200,000 |
| After four years but within five years | - | 50,000 |
| After five years | - | - |
| | <u>124,713,550</u> | <u>157,925,651</u> |

29. CAPITAL COMMITMENT

The Group had the following commitments at year end.

| | 2023 HK\$ | 2022 HK\$ |
|--|--------------|----------------|
| Contracted, but not provided | | |
| Capital expenditure on investment properties | <u>-</u> | <u>700,000</u> |

30. SUBSEQUENT EVENTS

There is no significant subsequent event after the reporting period.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

31. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

| | As at 31 December 2023 HK\$ | As at 31 December 2022 HK\$ |
|---|--------------------------------------|--------------------------------------|
| | Note | |
| ASSETS | | |
| Non-current assets | | |
| Fixed assets | 1,598,623 | 2,337,281 |
| Investment properties | 91,100,000 | 95,673,927 |
| Financial assets at fair value through other comprehensive income | 2,207,513,554 | 2,952,862,263 |
| Financial assets at fair value through profit or loss | 2,861,357,342 | 3,522,463,479 |
| Investment in subsidiaries | 14 398,579 | 398,579 |
| Total non-current assets | <u>5,161,968,098</u> | <u>6,573,735,529</u> |
| Current assets | | |
| Loans and receivables | 182,940,147 | 1,237,866,948 |
| Prepayments | 2,944,839 | 18,220,886 |
| Financial assets at fair value through profit or loss | 2,185,492,751 | 3,791,204,799 |
| Amounts due from subsidiaries | 13,682,722,781 | 13,346,569,561 |
| Cash and bank balances | 1,817,520,793 | 4,245,070,622 |
| Total current assets | <u>17,871,621,311</u> | <u>22,638,932,816</u> |
| Total assets | <u><u>23,033,589,409</u></u> | <u><u>29,212,668,345</u></u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

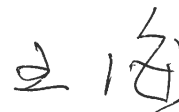
31. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY -
Continued

| | Note | As at 31 December 2023 HK\$ | As at 31 December 2022 HK\$ |
|--------------------------------------|------|--------------------------------------|--------------------------------------|
| LIABILITIES | | | |
| Current liabilities | | | |
| Bank and other borrowings | | 5,367,827,500 | 6,220,800,600 |
| Amounts due to subsidiaries | | 18,178,083,049 | 23,079,758,942 |
| Tax liabilities | | 60,588,550 | 9,392,905 |
| Other payables and accruals | | 9,392,905 | 50,788,248 |
| Total current liabilities | | <u>23,615,892,004</u> | <u>29,360,740,695</u> |
| Net current liabilities | | <u>(5,744,270,693)</u> | <u>(6,721,807,879)</u> |
| Non-current liabilities | | | |
| Deferred tax liabilities | | 6,972,883 | 6,972,883 |
| Total non-current liabilities | | <u>6,972,883</u> | <u>6,972,883</u> |
| Total liabilities | | <u>23,622,864,887</u> | <u>29,367,713,578</u> |
| NET LIABILITIES | | <u>(589,275,478)</u> | <u>(155,045,233)</u> |
| EQUITY | | | |
| Equity | | | |
| Share capital | 22 | 358,661,400 | 358,661,400 |
| Reserve | | (947,936,878) | (513,706,633) |
| TOTAL DEFICIT | | <u>(589,275,478)</u> | <u>(155,045,233)</u> |

On behalf of the directors



Huang Wei
Director



Wang Hai
Director

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

31. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY -
Continued

Movements in components of equity

Details of the changes in the Company's individual component of equity between the beginning and the end of the year are set out below.

| | Share capital (Note 25) HK\$ | Capital reserve (Note (a)) HK\$ | Investment revaluation reserve (Note (b)) HK\$ | Retained earnings HK\$ | Total HK\$ |
|---|------------------------------------|--|--|------------------------------|-----------------|
| At 1 January 2022 | | | | | |
| - As previously stated | 358,661,400 | 408,258,204 | (1,640,832,278) | 1,493,832,787 | 619,920,113 |
| - Prior year adjustments | - | - | - | 452,557,604 | 452,557,604 |
| - As restated | 358,661,400 | 408,258,204 | (1,640,832,278) | 1,946,390,391 | 1,072,477,717 |
| Loss for the year | - | - | - | (755,944,691) | (755,944,691) |
| Other comprehensive income for the year | - | - | (471,578,259) | - | (471,578,259) |
| Total comprehensive income for the year | - | - | (471,578,259) | (755,944,691) | (1,227,522,950) |
| At 31 December 2022 and 1 January 2023 | 358,661,400 | 408,258,204 | (2,112,410,537) | 1,190,445,700 | (155,045,233) |
| Loss for the year | - | - | - | (416,361,895) | (416,361,895) |
| Other comprehensive income for the year | - | - | (17,868,350) | - | (17,868,350) |
| Total comprehensive income for the year | - | - | (17,868,350) | (416,361,895) | (434,230,245) |
| At 31 December 2023 | 358,661,400 | 408,258,204 | (2,130,278,887) | 774,083,805 | (589,275,478) |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE CONSOLIDATION FINANCIAL STATEMENTS
31 DECEMBER 2023

**31. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY -
Continued**

Notes:

- (a) The capital reserve represents the waiver of amount due to ultimate holding company for the year ended 31 December 2011.
- (b) The investment revaluation reserve comprises the cumulative change in the fair value of financial assets at fair value through other comprehensive income held at the end of the year.

32. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of the Company on 11 March 2024.

**CHINA GREAT WALL AMC (INTERNATIONAL)
HOLDINGS COMPANY LIMITED**
(中國長城資產(國際)控股有限公司)
(incorporated in Hong Kong with limited liability)

**DIRECTORS' REPORT AND CONSOLIDATED
FINANCIAL STATEMENTS**
FOR THE YEAR ENDED 31 DECEMBER 2022

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

DIRECTORS' REPORT

The directors are pleased to present their report and the audited consolidated financial statements of China Great Wall AMC (International) Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activities of the Company are money lending, property investment, financial assets investment and distressed assets investment. The principal activities and other particulars of the subsidiaries set out in note 16 to the consolidated financial statements. There were no significant changes to the Group's principal activities during the current year.

BUSINESS REVIEW

The Company is a wholly-owned subsidiary of China Great Wall Asset Management Co., Ltd. in the financial year and therefore, according to section 388(3)(b) of Hong Kong Companies Ordinance, it is exempted to prepare a business review as required by the Schedule 5 of the Hong Kong Company Ordinance (Cap. 622) for the financial year.

RESULTS

The results of the Group for the year ended 31 December 2022 and the Group's financial position at that date are set out in the Group's consolidated financial statement on pages 8 to 11.

The directors do not recommend the payment of a dividend.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and the statement of changes in equity of the Company on pages 12 to 13 and pages 122 to 123 respectively.

SHARE CAPITAL

Details of the Company's share capital are set out in note 25 to the consolidated financial statements. There was no movement in the Company's share capital during the year.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

DIRECTORS' REPORT

DIRECTORS

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

Chen Zenan (Resigned on 5 July 2022)
Xu Yongle (Resigned on 6 October 2022)
Wang Hai
Huang Wei (Appointed on 5 July 2022)
Liu Hongxin (Appointed on 16 February 2023)
Xing Min (Appointed on 16 February 2023)
Bai Xiuli (Appointed on 16 February 2023)

In accordance with the Company's Articles of Association, all directors retire and, being eligible, offer themselves for re-election for the forthcoming year.

DIRECTORS' SERVICE CONTRACTS

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

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

PERMITTED INDEMNITY PROVISION

During the financial year and as at the date of this report, a qualifying indemnity provision made by the Company for the benefit of the directors of the Company is in force.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

No transactions, arrangements and contract of significance, to which the Company's holding companies, subsidiaries or fellow subsidiaries was a party and in which a director or a connected entity of a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

DIRECTORS' REPORT

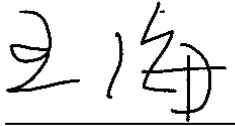
MANAGEMENT CONTRACTS

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.

AUDITOR

A resolution for the reappointment of BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the directors



Wang Hai
Director

Hong Kong, 29 June 2023

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS
COMPANY LIMITED**

中國長城資產(國際)控股有限公司

(incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of China Great Wall AMC (International) Holdings Company Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 8 to 123, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS
COMPANY LIMITED**

中國長城資產(國際)控股有限公司

(incorporated in Hong Kong with limited liability)

Other Information

The directors are responsible for the other information. The other information comprises the information included in the directors' report.

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

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

Responsibilities of the Directors 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 Hong Kong Financial Reporting Standards issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those Charged with Governance are responsible for overseeing the Group's financial reporting process.

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS
COMPANY LIMITED**

中國長城資產(國際)控股有限公司

(incorporated in Hong Kong with limited liability)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

As part of an audit in accordance with HKSA's, 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.



**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS
COMPANY LIMITED**

中國長城資產(國際)控股有限公司

(incorporated in Hong Kong with limited liability)

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements -
Continued**

- 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.

BDO Limited

Certified Public Accountants

Chan Wing Fai

Practising Certificate Number P05443

Hong Kong, 29 June 2023

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

| | Notes | 2022 HK\$ | 2021 HK\$ |
|---|-------|------------------------|----------------------|
| Revenue | | | |
| Commission and fee income | | 4,190,000 | 30,976,582 |
| Interest income | 7 | 147,640,257 | 285,787,103 |
| Investment (loss)/income | 8 | (1,068,050,885) | 620,730,866 |
| Rental income | | <u>106,212,442</u> | <u>103,072,328</u> |
| | | (810,008,186) | 1,040,566,879 |
| Other income and gains or losses | 9 | 39,516,811 | 187,736,337 |
| Depreciation on fixed assets | 13 | (14,771,995) | (15,086,030) |
| Depreciation of right-of-use assets | 14 | - | (2,959,717) |
| Employee benefit expenses | 10 | (54,708,207) | (84,191,120) |
| Impairment loss of financial assets, net of reversal | 11 | (342,096,420) | 205,515,183 |
| Impairment loss of right-of-use assets | 14 | - | (4,070,165) |
| Loss from derecognition of loans and receivables | 11 | - | (272,267,583) |
| Other operating expenses | | (70,675,589) | (109,228,773) |
| Finance costs | 11 | (1,018,284,753) | (969,748,370) |
| Share of results of investments accounted for using the equity method | 17 | <u>465,626,015</u> | <u>773,512,499</u> |
| (Loss)/profit before taxation | 11 | (1,805,402,324) | 749,779,140 |
| Taxation credit/(expenses) | 12 | <u>9,982,846</u> | <u>(73,409,048)</u> |
| (Loss)/profit for the year | | (1,795,419,478) | 676,370,092 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss: | | | |
| Fair value change in equity instruments at fair value through other comprehensive income | | (281,790,045) | (237,276,344) |
| Items that may be reclassified subsequently to profit or loss: | | | |
| Fair value change in debt instruments at fair value through other comprehensive income | | (298,078,353) | 75,290,428 |
| Exchange (loss)/gain arising on translating a foreign operation | | (76,206,438) | 49,375,778 |
| Reclassification adjustments relating to (loss)/gain on disposal of debt instruments at fair value through other comprehensive income during the year | | (9,628,550) | 6,790,376 |
| Charge/(reversal) of impairment loss on debt instruments at fair value through other comprehensive income | | <u>117,918,689</u> | <u>(129,184,653)</u> |
| Total comprehensive income for the year | | <u>(2,343,204,175)</u> | <u>441,365,677</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

| | 2022 HK\$ | 2021 HK\$ |
|--|------------------------|--------------------|
| (Loss)/profit for the year attributable to | | |
| Equity holders of the Company | (1,875,163,836) | 485,614,920 |
| Non-controlling interests | <u>79,744,358</u> | <u>190,755,172</u> |
| | <u>(1,795,419,478)</u> | <u>676,370,092</u> |
| | | |
| Total comprehensive income attributable to | | |
| Equity holders of the Company | (2,422,948,533) | 250,610,505 |
| Non-controlling interests | <u>79,744,358</u> | <u>190,755,172</u> |
| | <u>(2,343,204,175)</u> | <u>441,365,677</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

| | Notes | As at 31 December 2022 HK\$ | As at 31 December 2021 HK\$ |
|---|-------|--------------------------------------|--------------------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | 13 | 1,223,139,344 | 1,237,746,375 |
| Investment properties | 15 | 2,866,673,927 | 2,849,000,000 |
| Investments accounted for using the equity method | 17 | 4,960,707,937 | 4,561,303,156 |
| Financial assets at fair value through other comprehensive income | 20 | 2,952,862,263 | 4,151,520,015 |
| Financial assets at fair value through profit or loss | 21 | 4,548,930,985 | 4,783,555,982 |
| Loans and receivables | 18 | 227,002,028 | 1,080,032,704 |
| Right-of-use assets | 14 | - | - |
| Goodwill | 19 | 372,178,687 | 372,178,687 |
| Total non-current assets | | <u>17,151,495,171</u> | <u>19,035,336,919</u> |
| Current assets | | | |
| Loans and receivables | 18 | 2,821,391,997 | 4,312,100,150 |
| Prepayments | | 41,035,118 | 25,198,355 |
| Financial assets at fair value through profit or loss | 21 | 4,279,030,149 | 7,330,686,833 |
| Cash and bank balances | | 4,816,432,742 | 4,596,087,754 |
| Total current assets | | <u>11,957,890,006</u> | <u>16,264,073,092</u> |
| Total assets | | <u>29,109,385,177</u> | <u>35,299,410,011</u> |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Share capital | 25 | 358,661,400 | 358,661,400 |
| Reserves | | (2,041,555,007) | 504,317,526 |
| (Deficit)/equity attributable to owners of the Company | | (1,682,893,607) | 862,978,926 |
| Perpetual capital instruments | 26 | 3,150,045,220 | 3,150,045,220 |
| Non-controlling interests | | 964,850,691 | 885,106,333 |
| Total equity | | <u>2,432,002,304</u> | <u>4,898,130,479</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

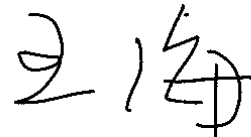
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

| | Notes | As at 31 December 2022 HK\$ | As at 31 December 2021 HK\$ |
|--------------------------------------|-------|--------------------------------------|--------------------------------------|
| Current liabilities | | | |
| Bank and other borrowings | 22 | 10,885,276,543 | 13,704,843,843 |
| Other payables and accruals | 23 | 256,805,445 | 331,827,076 |
| Tax liabilities | | 48,980,880 | 62,653,616 |
| Lease liabilities | 14 | - | 1,820,433 |
| Total current liabilities | | <u>11,191,062,868</u> | <u>14,101,144,968</u> |
| Net current assets | | <u>766,827,138</u> | <u>2,162,928,124</u> |
| NON-CURRENT LIABILITIES | | | |
| Bank and other borrowings | 22 | 15,461,252,597 | 16,279,830,550 |
| Deferred tax liabilities | 24 | 25,067,408 | 20,304,014 |
| Total non-current liabilities | | <u>15,486,320,005</u> | <u>16,300,134,564</u> |
| TOTAL LIABILITIES | | <u>26,677,382,873</u> | <u>30,401,279,532</u> |
| Total equity and liabilities | | <u>29,109,385,177</u> | <u>35,299,410,011</u> |

On behalf of the directors



Huang Wei
Director



Wang Hai
Director

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

| | Share capital (Note 25) HK\$ | Capital reserve (Note (a)) HK\$ | Investment revaluation reserve (Note (b)) HK\$ | Translation reserve (Note (c)) HK\$ | Retained earnings/ (accumulated losses) HK\$ | Other reserve (Note (d)) HK\$ | Sub-total HK\$ | Perpetual capital instruments HK\$ | Non- controlling interests HK\$ | Total HK\$ |
|--|------------------------------------|--|--|--|--|--|-------------------|---|--|-----------------|
| As at 1 January 2021 | 358,661,400 | 408,258,204 | (1,356,452,085) | 36,641,747 | 1,299,178,806 | (10,995,651) | 735,292,421 | 3,098,826,886 | 694,351,161 | 4,528,470,468 |
| Profit for the year | - | - | - | - | 362,690,920 | - | 362,690,920 | 122,924,000 | 190,755,172 | 676,370,092 |
| Other comprehensive income for the year | - | - | (284,380,193) | 49,375,778 | - | - | (235,004,415) | - | - | (235,004,415) |
| Total comprehensive income for the year | - | - | (284,380,193) | 49,375,778 | 362,690,920 | - | 127,686,505 | 122,924,000 | 190,755,172 | 441,365,677 |
| Distribution paid on perpetual capital instruments | - | - | - | - | - | - | - | (71,705,666) | - | (71,705,666) |
| As at 31 December 2021 and 1 January 2022 | 358,661,400 | 408,258,204 | (1,640,832,278) | 86,017,525 | 1,661,869,726 | (10,995,651) | 862,978,926 | 3,150,045,220 | 885,106,333 | 4,898,130,479 |
| Loss for the year | - | - | - | - | (1,998,087,836) | - | (1,998,087,836) | 122,924,000 | 79,744,358 | (1,795,419,478) |
| Other comprehensive income for the year | - | - | (471,578,259) | (76,206,438) | - | - | (547,784,697) | - | - | (547,784,697) |
| Total comprehensive income for the year | - | - | (471,578,259) | (76,206,438) | (1,998,087,836) | - | (2,545,872,533) | 122,924,000 | 79,744,358 | (2,343,204,175) |
| Distribution paid on perpetual capital instruments | - | - | - | - | - | - | - | (122,924,000) | - | (122,924,000) |
| As at 31 December 2022 | 358,661,400 | 408,258,204 | (2,112,410,537) | 9,811,087 | (336,218,110) | (10,995,651) | (1,682,893,607) | 3,150,045,220 | 964,850,691 | 2,432,002,304 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

Notes:

- (a) The capital reserve represents the waiver of the amount due to ultimate holding company for the year ended 31 December 2011.
- (b) The investment revaluation reserve comprises the cumulative change in the fair value of financial assets at fair value through other comprehensive income held at the end of the year.
- (c) The translation reserve represents the exchange difference arising from the translation of a foreign operation into the presentation currency of the Group.
- (d) Other reserve arose from the difference between the amount by which the non-controlling interests are adjusted and the consideration paid and received for the acquisition of additional interest, partial disposal of interest without loss of control in a subsidiary, and deemed partial disposal of interest without loss of control in subsidiaries in prior years.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022

| | Notes | 2022 HK\$ | 2021 HK\$ |
|--|-------|----------------------|----------------------|
| Cash flows from operating activities | | | |
| (Loss)/profit before taxation | | (1,805,402,324) | 749,779,140 |
| Adjustments for: | | | |
| Interest expense on bank loans | 11 | 150,206,720 | 51,442,093 |
| Interest expense on bond payables | 11 | 868,066,466 | 917,931,387 |
| Interest expense on lease liabilities | 11 | 11,567 | 374,890 |
| Depreciation on fixed assets | 13 | 14,771,995 | 15,086,030 |
| Depreciation on right-of-use assets | 14 | - | 2,959,717 |
| Net loss/(gain) on financial assets/liabilities at fair value through profit or loss | 8 | 1,658,148,810 | (64,980,354) |
| Net gain on disposal of financial assets at fair value through profit or loss | 8 | (6,203,200) | - |
| Fair value of investment properties | 9 | (13,242,756) | (95,574,485) |
| Impairment loss on financial assets, net of reversal | 11 | 342,096,420 | (205,515,183) |
| Impairment loss on right-of-use assets | 14 | - | 4,070,165 |
| Loss from derecognition of loans and receivables | 11 | - | 272,267,583 |
| Loss on write off of property, plant and equipment | | - | 395,247 |
| Gain on effect of lease term reassessment | 11 | - | (1,127,880) |
| Bank interest income | 9 | (106,996,261) | (50,496,247) |
| Loan interest income | 7 | (147,640,257) | (285,787,103) |
| Interest income from debt securities | 8 | (512,600,992) | (489,684,137) |
| Dividend income | 8 | (51,746,420) | (60,151,609) |
| Rental income from investment properties | | (106,212,442) | (103,072,328) |
| Share of results of investments accounted for using equity method | 17 | (465,626,015) | (773,512,499) |
| | | (182,368,689) | (115,595,573) |
| Decrease in loans and receivables | | 2,120,645,307 | 1,045,701,287 |
| Increase in prepayments | | (15,836,763) | (10,657,910) |
| (Decrease)/increase in other payables and accruals | | (65,580,042) | 65,434,243 |
| Cash generated from operations | | 1,856,859,813 | 984,882,047 |
| Income tax paid | | 1,073,504 | (99,804,324) |
| Bank interest income received | | 106,996,261 | 50,496,247 |
| Loan interest received | | 147,640,257 | 297,466,220 |
| Net cash generated from operating activities | | <u>2,112,569,835</u> | <u>1,233,040,190</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022

| | Notes | 2022 HK\$ | 2021 HK\$ |
|--|-------|------------------------|------------------------|
| Cash flows from investing activities | | | |
| Dividend income received from listed securities | | 51,746,420 | 60,151,609 |
| Dividend income from an associate | | 66,221,234 | 67,095,619 |
| Repayment of loan from an associate | | - | 14,591,204 |
| Interest received from debt securities | | 512,600,992 | 414,699,591 |
| Rental income received from investment properties | | 105,128,233 | 74,886,686 |
| Net change in disposal of financial assets/liabilities at fair value through profit or loss | | 1,634,336,071 | 1,696,479,332 |
| Net change in disposal/(purchase) of financial assets at fair value through other comprehensive income | | 609,160,805 | (845,527,524) |
| Purchase of fixed assets | 13 | (169,828) | (335,945) |
| Addition of investment properties | 15 | (4,431,171) | (1,925,515) |
| Withdrawal of restricted cash | | - | 6,226,254 |
| Net cash generated from investing activities | | <u>2,974,592,756</u> | <u>1,486,341,311</u> |
| Cash flows from financing activities | | | |
| Proceeds from issuance of bonds | 29 | 3,890,000,000 | 2,334,000,000 |
| New bank loans raised | 29 | 2,350,500,000 | 5,372,776,556 |
| Repayment of bank loans | 29 | (2,021,993,856) | (3,530,405,356) |
| Repayment of issued bond | 29 | (7,780,000,000) | (6,224,000,000) |
| Repayment of lease liability | 29 | (1,832,000) | (5,496,000) |
| Loan interest paid | 29 | (138,617,390) | (50,329,403) |
| Bond interest paid | 29 | (1,012,021,385) | (1,097,109,666) |
| Net cash used in financing activities | | <u>(4,713,964,631)</u> | <u>(3,200,563,869)</u> |
| Net increase/(decrease) in cash and cash equivalents | | 373,197,960 | (481,182,368) |
| Effect of changes in foreign exchange rate | | (152,852,972) | (28,336,489) |
| Cash and cash equivalents at beginning of the year | | <u>4,596,087,754</u> | <u>5,105,606,611</u> |
| Cash and cash equivalents at end of the year | | <u>4,816,432,742</u> | <u>4,596,087,754</u> |
| Analysis of balances of cash and cash equivalents | | | |
| Cash and bank balances | | <u>4,816,432,742</u> | <u>4,596,087,754</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

1. GENERAL

China Great Wall AMC (International) Holdings Company Limited (the “Company”) is a limited liability company incorporated in Hong Kong. Its immediate holding company and ultimate holding company is China Great Wall Asset Management Co., Ltd. which is incorporated in the People’s Republic of China (the “PRC”). The address of its registered office and principal place of business is 20/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.

The principal activities of the Company are money lending, property investment, financial assets investment and distressed assets investment. The principal activities and other particulars of the subsidiaries are set out in note 16 to the consolidated financial statements.

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

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

(a) Adoption of new and revised HKFRSs - effective 1 January 2022

| | |
|---|--|
| Amendments to HKFRS 3 | Reference to the Conceptual Framework |
| Amendments to HKAS 16 | Property, Plant and Equipment: Proceeds before Intended Use |
| Amendments to HKAS 37 | Onerous Contracts - Cost of Fulfilling a Contract |
| Annual Improvements to HKFRSs 2018-2020 | Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41 |

None of these new or amended HKFRSs has a material impact on the Group’s results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period. Impact on the applications of these amended HKFRSs are summarised below.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

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

(a) Adoption of new and revised HKFRSs - effective 1 January 2022 - Continued

Amendments to HKFRS 3, Reference to the Conceptual Framework

Amendments to HKFRS 3 replace a reference to the previous Framework for the Preparation and Presentation of Financial Statements with a reference to the Conceptual Framework for Financial Reporting (the “Conceptual Framework”) issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no contingent assets, liabilities and contingent liabilities within the scope of the amendments arising in the business combination that occurred during the year, the amendments did not have any impact on the financial position and performance of the Group. These amendments had no impact on the consolidated financial statements of, nor is there expected to be any future impact to the Group.

Amendments to HKAS 16, Property, Plant and Equipment: Proceeds before Intended Use

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 Inventories, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

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

(a) Adoption of new and revised HKFRSs - effective 1 January 2022 - Continued

Amendments to HKAS 37, Onerous Contracts - Cost of Fulfilling a Contract

Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

Annual Improvements to HKFRSs 2018-2020, Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

Details of the amendments that are expected to be applicable to the Group are as follows:

HKFRS 9 Financial Instruments: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other’s behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group’s financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

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

(b) New/amended HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

| | |
|---|--|
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³ |
| Amendments to HKFRS 16 | Lease Liability in a Sale and Leaseback ² |
| HKFRS 17 | Insurance Contracts ¹ |
| Amendments to HKFRS 17 | Insurance Contracts ^{1,5} |
| Amendment to HKFRS 17 | Initial Application of HKFRS 17 and HKFRS 9 - Comparative Information ⁶ |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current (the “2020 Amendments”) ^{2,4} |
| Amendments to HKAS 1 | Non-current Liabilities with Covenants (the “2022 Amendments”) ² |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies ¹ |
| Amendments to HKAS 8 | Definition of Accounting Estimates ¹ |
| Amendments to HKAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹ |

¹ Effective for annual periods beginning on or after 1 January 2023

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

³ No mandatory effective date yet determined but available for adoption

⁴ As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion

⁵ As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

⁶ An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

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

(b) New/amended HKFRSs that have been issued but are not yet effective - Continued

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

Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKFRS 16, Lease Liability in a Sale and Leaseback

The amendments specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 January 2019). Earlier application is permitted.

The amendments are not expected to have any significant impact on the Group's financial statements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

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

(b) New/amended HKFRSs that have been issued but are not yet effective -
Continued

HKFRS 17, Insurance Contracts

HKFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, HKFRS 17 will replace the existing HKFRS 4 Insurance Contracts. The standard applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply. The overall objective of the standard is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in HKFRS 4, which are largely based on grandfathering previous local accounting policies, the standard provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of the standard is the general model, supplemented by:

- a specific adaptation for contracts with direct participation features (the variable fee approach); and
- a simplified approach (the premium allocation approach) mainly for short-duration contracts.

HKFRS 17 is effective for reporting periods beginning on or after 1 January 2023. Early application is permitted, provided the entity also applies HKFRS 9 and HKFRS 15 on or before the date it first applies HKFRS 17.

The standard is not expected to have any impact on the Group.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

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

(b) New/amended HKFRSs that have been issued but are not yet effective -
Continued

Amendments to HKFRS 17, Insurance Contracts

The amendments include changes to simplify certain requirements in the standard and make financial performance easier to explain. The amendments also provide additional reliefs to reduce the effort required for the transition to HKFRS 17. In addition, the amendments defer the effective date of HKFRS 17 to annual reporting periods beginning on or after 1 January 2023 with earlier application permitted. As a result of the deferral, the HKICPA issued the amendments to HKFRS 4 to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023.

The amendments are not expected to have any impact on the Group.

Amendment to HKFRS 17, Initial Application of HKFRS 17 and HKFRS 9 - Comparative Information

The amendment is a transition option relating to comparative information about financial assets presented on initial application of HKFRS 17, which helps to avoid temporary accounting mismatches between financial assets and insurance contract liabilities, and improve the usefulness of comparative information for users of financial statements. An entity that chooses to apply the transition option set out in this amendment shall apply it on initial application of HKFRS 17.

The amendment is not expected to have any impact on the Group.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

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

(b) New/amended HKFRSs that have been issued but are not yet effective - Continued

Amendments to HKAS 1, Classification of Liabilities as Current or Non-current

The amendments clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision.

Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group’s financial statements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

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

(b) New/amended HKFRSs that have been issued but are not yet effective -
Continued

Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting
Policies

Amendments to HKAS 1 Disclosure of Accounting Policies require entities to disclose their material accounting policy information rather than their significant accounting policies. 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. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

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

(b) New/amended HKFRSs that have been issued but are not yet effective -
Continued

Amendments to HKAS 8, Definition of Accounting Estimates

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group’s financial statements.

Amendments to HKAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction

Amendments to HKAS 12 narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.

The amendments are not expected to have any significant impact on the Group’s financial statements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

3. BASIS OF PREPARATION

The financial statements of the Company have been prepared on a going concern basis. As reflected in the statement of financial position of the Company, the Company has a net current liability of HK\$6,721,807,879 (2021: HK\$7,998,164,841) as at 31 December 2022. Liabilities of HK\$18,411,758,942 (2021: HK\$19,438,876,851) are due to wholly owned subsidiaries and will not be due for repayment for a period of at least twelve months from the date when the board of directors of the Company approve the financial statements of the Company, except for an amount of HK\$4,668,000,000 (2021: HK\$7,780,000,000) which will be due on 25 May 2023. The Company has adequate liquid assets as in necessary to enable the Company to meet in full its financial obligations for a further period of at least twelve months from the date when the board of directors of the Company approve the financial statements of the Company.

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosure required by the Hong Kong Companies Ordinance.

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

3. BASIS OF PREPARATION - Continued

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for measurements that are within the scope of HKFRS 16 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as value in use in HKAS 36 “Impairment of Assets”.

For financial instruments and investment properties which are transferred at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

4. PRIOR YEAR ADJUSTMENTS

In preparing the financial statements of the Company for the year ended 31 December 2022, the Company identified misstatement and made correction in the presentation and disclosures of certain balances in the previously issued financial statements for the year ended 31 December 2021.

(a) Understatement of interest income from subsidiaries

During the year ended 31 December 2021, the Company omitted to record certain interest income arising from interest bearing current account balances from subsidiaries.

Accordingly, prior year adjustment was made which resulted the increase in the retained earnings by HK\$452,557,604 and the increase in amounts due from subsidiaries by HK\$452,557,604 as at 1 January 2022.

The effect of the restatements to the statement of financial position on note (a) is set out in the table below.

Statement of financial position as at 1 January 2022

| | As previously reported HK\$ | Adjustment (a) HK\$ | As restated HK\$ |
|-------------------------------|-----------------------------------|------------------------|---------------------|
| Amounts due from subsidiaries | 14,927,906,744 | 452,557,604 | 15,380,464,348 |
| Retained earnings | 1,493,832,787 | 452,557,604 | 1,946,390,391 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES

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.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Basis of consolidation - Continued

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

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 into 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 ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Basis of consolidation - Continued

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the 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.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits” respectively;

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Business combinations - Continued

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 “Share-based Payment” at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary’s net assets in the event of liquidation are initially measured either at the non-controlling interests’ proportionate share of the recognised amounts of the acquiree’s identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Business combinations - Continued

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Goodwill - Continued

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the cash-generating unit within group of cash-generating unit in which the Group monitor goodwill).

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described below.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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 associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or 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 associate or joint venture. Changes in net assets of the associate/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 an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or 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 associate or joint venture.

An investment in an associate or joint venture is accounted for using the equity method from the date on which the investee becomes an associate or joint venture. On acquisition of the investment in an associate or 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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment in an associate - Continued

The Group assesses whether there is an objective evidence that the interest in an associate or 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 forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9/HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or a joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or a joint venture is included in the determination of the gain or loss on disposal of the associate or a joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate or a joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment in an associate - Continued

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

Revenue from contracts with customers

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Consultancy, financial advisory and handling service fee, included in the "commission and fee income" line item, are recognised at a point in time when the underlying transaction are executed and services are completed.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Revenue from contracts with customers - Continued

Management fee income, included in the “commission and fee income” line item, is recognised over time as the Group provides management services and the customer’s simultaneously receives and consumes the benefit, provided by the Group. The management income is charged at a fixed rate per annum.

Service fees and charges such as air conditioning income and management fee income arising from the provision of services are recognised over time when such services are rendered.

Asset management and investment advisory related services, corporate investment advisory related services and consultancy service fee (collectively “Financial services”) are recognised over time during the service period.

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 or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, 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.

Short-term leases

The Group applies the short-term lease recognition exemption to leases of staff quarters and office equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - 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;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Leases - Continued

The Group as a lessee - Continued

Lease liabilities - Continued

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate the lease.

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

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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Leases - Continued

The Group as a lessee - Continued

Lease modifications - continued

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

The Group as a 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.

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Initial direct costs (other than those incurred by manufacturer or dealer lessors) are included in the initial measurement of the net investments in the leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

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

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Fixed assets

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

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Ownership interests in building

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. 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 fixed assets.

Depreciation is recognised so as to write off the cost of assets 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 fixed assets 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 fixed assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment properties

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

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. 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.

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

If a property becomes a fixed asset because its use has changed as evidenced by start of owner-occupation, the properties' deemed cost for subsequent accounting shall be its fair value at the date of change in use. Subsequent to the change, the property will be subject to depreciation in accordance with the Group's accounting policy for fixed assets.

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

Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in consolidated statement of profit or loss and other comprehensive income.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Impairment losses on tangible assets - Continued

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of an impairment loss is recognised immediately in consolidated statement of profit or loss and other comprehensive income.

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2019. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) 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 or financial liabilities at fair value through profit or loss 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 assets or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial instruments - Continued

Financial assets

Classification and subsequent measurement of financial assets

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

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

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

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; 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 fair value through profit or loss (“FVTPL”), except that at the date of initial application of HKFRS 9/initial recognition of a financial asset, the Group may irrevocably elect to present subsequent changes in fair value of 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 combinations to which HKFRS 3 “Business Combinations” applies.

A financial asset is as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial instruments - Continued

Financial assets - Continued

Classification and subsequent measurement of financial assets - Continued

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

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. 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.

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at 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 other comprehensive income are reclassified to profit or loss.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial instruments - Continued

Financial assets - Continued

Classification and subsequent measurement of financial assets - Continued

(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 OCI and accumulated in the investments 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 earnings.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

(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 "net (losses)/gains on financial assets/liabilities at fair value through profit or loss" line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial asset (including financial assets at fair value through other comprehensive income, loans and receivables, pledged deposits, amount due from a joint venture, amount due from fellow subsidiary and cash and bank balances) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial instruments - Continued

Financial assets - Continued

Impairment of financial assets - Continued

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. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the counterparties, 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 measures the ECL equal to 12m ECL, unless when 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.

(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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial instruments - Continued

Financial assets - Continued

Impairment of financial assets - Continued

(i) Significant increase in credit risk - Continued

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.

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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial instruments - Continued

Financial assets - Continued

Impairment of financial assets - Continued

(i) Significant increase in credit risk - Continued

For loan commitment, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment.

In assessing whether there has been a significant increase in the credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates; for 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 the event of default occurs when the information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

In respect 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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial instruments - Continued

Financial assets - Continued

Impairment of financial assets - Continued

(iii) Credit-impaired financial assets

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

- (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; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(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. 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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial instruments - Continued

Financial assets - Continued

Impairment of financial assets - Continued

(v) Measurement and recognition of ECL

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

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 undrawn loan commitments, the ECL is the present value of the difference between the contractual cash flows that are due to the Group if the holder of the loan commitments draws down the loan, and the cash flows that the Group expects to receive if the loan is drawn down.

Where ECL is measured on a collective basis, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

(v) Measurement and recognition of ECL - Continued

Except for investments in debt instruments that are measured at FVTOCI, the Group recognises an impairment loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of loans and receivables where the corresponding adjustment is recognised through a ECL account. For investments in debt instruments that are measured at FVTOCI, the ECL is recognised in OCI and accumulated in the investment revaluation reserve without reducing the carrying amount of these debt instruments in the consolidated statement of financial position.

Derecognition 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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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 upon application of HKFRS 9, the cumulative gain or loss previously accumulated in the FVTOCI 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 investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Financial instruments - Continued

Financial liabilities and equity instruments

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

Equity instruments

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at amortised cost

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

Derecognition of financial liabilities

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Cash and bank balances

For the purpose of the consolidated statement of cash flows, cash and bank balances comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally at or within three months when acquired, and form an integral part of the Group's cash management. For the purpose of the consolidated statement of financial position, cash and bank balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Restoration provisions

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised at the date of inception of the lease at the directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base 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 difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

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

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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Taxation - Continued

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

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

Current and deferred tax is recognised in profit or loss, except when it relates 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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Foreign currencies

In preparing the consolidated financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) 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 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.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rate prevailing at the end of the reporting period. Income and expenses are translated at the average exchange rates for the year, 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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

5. SIGNIFICANT ACCOUNTING POLICIES - Continued

Retirement benefit costs

Payments to the Mandatory Provident Fund scheme are charged as an expense when employees have rendered service entitling them to the contributions.

Borrowing costs

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

6. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Group are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an 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.

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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

6. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION
UNCERTAINTY - Continued

Key sources of estimation uncertainty - Continued

Fair value of investment properties

The valuation of investment properties is performed in accordance with the “Valuation Standards on Valuation of Properties” published by the Hong Kong Institute of Surveyors. The valuation is reviewed by qualified valuers by considering the information from a variety of sources including but not limited to:

- (i) Comparable sales transactions as available in the relevant market; and
- (ii) Rental income derived from the existing tenancies with due provision for any reversionary income potential.

The fair value of investment properties are determined by using valuation technique. Details of the judgement and assumptions have been disclosed in note 15.

Changes to the assumptions used in deriving the valuation could have a significant risk of causing material adjustment to the carrying amounts in the consolidated statement of financial position.

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows, a material impairment loss/further impairment loss may arise. As at 31 December 2022, the carrying amount of goodwill is HK\$372,178,687 (2021: HK\$372,178,687).

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

6. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION
UNCERTAINTY - Continued

Key sources of estimation uncertainty - Continued

Impairment of financial assets at amortised cost and financial assets at FVTOCI

The directors of the Company estimate the amount of ECL for the ECL on financial assets at amortised cost and financial assets at FVTOCI based on the credit risk of the respective financial instrument. The ECL amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the respective financial instrument. The assessment of the credit risk and therefore expected cash flows of the respective financial instrument, in particular credit impaired financial assets, involves a high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly. The information about the ECL and the financial assets at amortised cost and financial assets at FVTOCI are disclosed in respective notes to the consolidated financial statements.

Loss Given Default ("LGD") is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements. The LGD models for secured assets consider forecasts of future collateral valuation taking into account sale discounts, transaction volume of the secured assets and seniority of claim. For unsecured loans, the calculation of LGD includes the judgments in determining the proportion of loan recovered after default and the duration of recovery.

Relevant information with regard to the exposure of credit risk and expected credit losses are set out in respective notes to the consolidated financial statements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

6. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY - Continued

Key sources of estimation uncertainty - Continued

Fair value measurement of financial instruments

The Group selects appropriate valuation techniques for financial instruments which are classified as level 3 investments in accordance with the Group's significant accounting policies as disclosed in note 5 to the consolidated financial statements. In determining the fair value of the financial assets, the Group uses valuation technique for financial instruments which are not quoted in an active market. However, areas such as credit risk of the Group and counterparties, volatilities and correlations required management to make estimates. Changes in assumption about these factors could affect the estimate fair value of the financial instruments. Note 28 to the consolidated financial statements provides detailed information about the key assumptions used in the determination of the fair value of material financial instruments.

7. INTEREST INCOME

| | 2022 | 2021 |
|----------------------|--------------------|--------------------|
| | HK\$ | HK\$ |
| Loan interest income | <u>147,640,257</u> | <u>285,787,103</u> |

8. INVESTMENT (LOSS)/INCOME

| | 2022 | 2021 |
|---|------------------------|--------------------|
| | HK\$ | HK\$ |
| Net (loss)/gain on financial assets/liabilities at fair value through profit or loss | (1,658,148,810) | 64,980,354 |
| Net gain on disposal of financial assets at fair value through profit or loss | 6,203,200 | - |
| Net gain on disposal of financial assets at fair value through other comprehensive income | 19,547,313 | 5,914,766 |
| Interest income from debt securities | 512,600,992 | 489,684,137 |
| Dividend income | <u>51,746,420</u> | <u>60,151,609</u> |
| | <u>(1,068,050,885)</u> | <u>620,730,866</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

9. OTHER INCOME AND GAINS OR LOSSES

| | 2022 | 2021 |
|--|--------------------------|---------------------------|
| | HK\$ | HK\$ |
| Bank interest income | 106,996,261 | 50,496,247 |
| Sundry income | 22,955,389 | 19,684,615 |
| Net foreign exchange (loss)/gain | (103,677,595) | 21,980,990 |
| Net gain on fair value of investment properties (note 15) | <u>13,242,756</u> | <u>95,574,485</u> |
| | <u><u>39,516,811</u></u> | <u><u>187,736,337</u></u> |

10. EMPLOYEE BENEFIT EXPENSES

| | 2022 | 2021 |
|--|--------------------------|--------------------------|
| | HK\$ | HK\$ |
| Employee benefit expenses (including directors' emoluments (note 11)): | | |
| - salaries, allowances and other benefits | 45,927,297 | 73,475,004 |
| - contributions to pension plans | 2,759,292 | 2,550,329 |
| - staff welfare | <u>6,021,618</u> | <u>8,165,787</u> |
| | <u><u>54,708,207</u></u> | <u><u>84,191,120</u></u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

11. (LOSS)/PROFIT BEFORE TAXATION

| | 2022 | 2021 |
|---|---------------|---------------|
| | HK\$ | HK\$ |
| The Group's (loss)/profit before taxation is arrived at after charging/(crediting): | | |
| Auditor's remuneration | | |
| - Current year | 3,150,000 | 3,300,000 |
| - Non-audit services | 150,000 | 1,100,000 |
| | 3,300,000 | 4,400,000 |
| Finance costs | | |
| - Interest expense on bank loans | 150,206,720 | 51,442,093 |
| - Interest expense on bond payables | 868,066,466 | 917,931,387 |
| - Interest expense on lease liabilities | 11,567 | 374,890 |
| | 1,018,284,753 | 969,748,370 |
| Impairment loss on financial assets, net of reversal | 342,096,420 | (205,515,183) |
| Loss from derecognition of loans and receivables (note (i)) | - | 272,267,583 |
| Gain on effect of lease term reassessment | - | (1,127,880) |
| Directors' emoluments (note(ii)) | | |
| - salaries, allowances and other benefits | 3,276,776 | 4,005,528 |
| - contributions to pension plans | 211,060 | 181,288 |
| | 3,487,836 | 4,186,816 |

Notes:

- (i) On 24 June 2021, the Group entered into a restructuring implementation deed with BCPE Flying Paradise Holdings Ltd. ("BCPE") for restructuring BCPE's financial indebtedness for the discharge of the loans and interest receivables amounted to approximately HK\$467,000,000 by receiving consideration of US\$15,000,000 and 98,900 ordinary shares, which representing 9% shareholding, of BCPE.
- (ii) The directors' emoluments are disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation under Cap. 622(G).

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

12. TAXATION (CREDIT)/EXPENSES

Taxation (credit)/expenses in the consolidated statement of profit or loss and other comprehensive income of the Group represents:

| | 2022 HK\$ | 2021 HK\$ |
|---|--------------------|-------------------|
| Hong Kong profits tax | | |
| Charges for the year | 27,020,255 | 2,450,830 |
| (Over)/under provision in respect of prior year | (41,881,129) | 65,380,947 |
| Deferred tax expenses (note 24) | 4,763,394 | 6,461,147 |
| PRC corporate income tax | | |
| Charges/(credit) for the year | 114,634 | (883,876) |
| | <u>(9,982,846)</u> | <u>73,409,048</u> |

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

The tax charge for the year can be reconciled to the (loss)/profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

| | 2022 HK\$ | 2021 HK\$ |
|--|------------------------|--------------------|
| (Loss)/profit before taxation | <u>(1,805,402,324)</u> | <u>749,779,140</u> |
| Tax at the application tax rate of 16.5% | (297,891,383) | 123,713,558 |
| Tax effect of expenses that are not deductible | 379,600,549 | 254,887,122 |
| Tax effect of income that are not taxable | (129,493,985) | (425,662,959) |
| Effect on different tax rate of operations in other jurisdiction | 38,975 | (354,847) |
| (Over)/under provision in respect of prior year | (41,881,129) | 65,380,947 |
| Tax loss not recognised | 79,644,127 | 55,452,802 |
| Utilisation of tax loss | - | (7,575) |
| Tax (credit)/expenses | <u>(9,982,846)</u> | <u>73,409,048</u> |

At the end of the reporting period, the Group has unused tax losses of HK\$1,854.3 million (2021: HK\$1,371.6 million) to carry forward against future profits. A deferred tax asset has been recognised in respect of HK\$19.5 million (2021: HK\$19.5 million) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$1,834.8 million (2021: HK\$1,352.1 million) due to the unpredictability of future profit streams.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

13. FIXED ASSETS

| | Owned properties HK\$ | Leasehold improvement HK\$ | Office equipment HK\$ | Furniture and fixtures HK\$ | Computer equipment HK\$ | Motor vehicles HK\$ | Total HK\$ |
|--|--------------------------|-------------------------------|--------------------------|--------------------------------|----------------------------|------------------------|---------------|
| Cost | | | | | | | |
| At 1 January 2021 | 1,263,500,000 | 13,022,620 | 8,470,078 | 6,766,851 | 2,181,927 | 1,285,164 | 1,295,226,640 |
| Addition | - | 56,396 | 276,069 | 3,480 | - | - | 335,945 |
| Written-off | - | (80,300) | (1,150,600) | (888,596) | (2,121,688) | - | (4,241,184) |
| Exchange difference | - | - | 5,386 | - | 1,251 | - | 6,637 |
| At 31 December 2021 and 1 January 2022 | 1,263,500,000 | 12,998,716 | 7,600,933 | 5,881,735 | 61,490 | 1,285,164 | 1,291,328,038 |
| Addition | - | - | 169,828 | - | - | - | 169,828 |
| Exchange difference | - | - | (10,816) | - | (3,715) | - | (14,531) |
| At 31 December 2022 | 1,263,500,000 | 12,998,716 | 7,759,945 | 5,881,735 | 57,775 | 1,285,164 | 1,291,483,335 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

13. FIXED ASSETS - Continued

| | Owned properties HK\$ | Leasehold improvement HK\$ | Office equipment HK\$ | Furniture and fixtures HK\$ | Computer equipment HK\$ | Motor vehicles HK\$ | Total HK\$ |
|--|--------------------------|-------------------------------|--------------------------|--------------------------------|----------------------------|------------------------|---------------|
| Accumulated depreciation | | | | | | | |
| At 1 January 2021 | 21,058,904 | 6,841,413 | 5,867,776 | 5,544,269 | 2,179,807 | 843,391 | 42,335,560 |
| Charges for the year | 12,635,000 | 1,213,438 | 672,390 | 370,372 | 4,064 | 190,766 | 15,086,030 |
| Written-off | - | (46,945) | (942,828) | (734,476) | (2,121,688) | - | (3,845,937) |
| Exchange difference | - | - | 8,544 | - | (2,534) | - | 6,010 |
| At 31 December 2021 and 1 January 2022 | 33,693,904 | 8,007,906 | 5,605,882 | 5,180,165 | 59,649 | 1,034,157 | 53,581,663 |
| Charges for the year | 12,635,000 | 1,214,521 | 551,950 | 226,919 | 172 | 143,433 | 14,771,995 |
| Exchange difference | - | - | (6,067) | - | (3,600) | - | (9,667) |
| At 31 December 2022 | 46,328,904 | 9,222,427 | 6,151,765 | 5,407,084 | 56,221 | 1,177,590 | 68,343,991 |
| Net book value | | | | | | | |
| At 31 December 2022 | 1,217,171,096 | 3,776,289 | 1,608,180 | 474,651 | 1,554 | 107,574 | 1,223,139,344 |
| At 31 December 2021 | 1,229,806,096 | 4,990,810 | 1,995,051 | 701,570 | 1,841 | 251,007 | 1,237,746,375 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

13. FIXED ASSETS - Continued

The above items of fixed assets are depreciated on a straight-line basis at the following rates per annum:

| | |
|------------------------|--|
| Owned properties | 100 years |
| Leasehold improvement | shorter of remaining lease term of 2 to 50 years or useful life |
| Office equipment | 3 to 10 years |
| Furniture and fixtures | 3 to 10 years |
| Computer equipment | 3 to 4 years |
| Motor vehicles | 3 to 10 years |

Note: On 1 May 2019, 20th Floor and 21st Floor of Bank of America Tower together with a car parking space were reclassified from investment properties to property, plant and equipment in the consolidated statement of financial position as at 31 December 2019 as the owner occupies the properties as the Group's head office.

Impairment assessment of owned property

Impairment will be made when there are a continuous decline in fair value of the owned property.

The Group's owned property was valued on 31 December 2022 by Savills Valuation and Professional Services Limited ("Savills"), an independent valuer not related to the Group.

The fair value of the owned properties was determined based on the income capitalisation approach that capitalise the net income of similar properties with due allowance for reversionary income potential at appropriate capitalisation rate.

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

One of the key unobservable inputs used in valuing the owned properties was the adjusted rent per square meter and capitalisation rate.

Adjusted rent per square meter ranged from HK\$88 to HK\$89 (2021: HK\$94 to HK\$96) and capitalisation rate at 2.75% (2021: 2.65%) as at 31 December 2022. An decrease in the adjusted rent per square meter used would result in an decrease in the fair value measurement of the owned property and an increase in capitalisation rate used would result in a decrease in the fair value measurement of the owned properties, and vice versa.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

13. FIXED ASSETS - Continued

Impairment assessment of owned properties - Continued

Details of the Group's owned properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

| | 2022 | |
|-------------------------------|-------------------------|---|
| | Carrying amount HK\$ | Fair value at Level 3 hierarchy HK\$ |
| Owned properties in Hong Kong | <u>1,217,171,096</u> | <u>958,000,000</u> |
| | 2021 | |
| | Carrying amount HK\$ | Fair value at Level 3 hierarchy HK\$ |
| Owned properties in Hong Kong | <u>1,229,806,096</u> | <u>1,060,000,000</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Nature of leasing activities (in the capacity as lessee)

The Group leases offices for its operations and advertising billboards with lease term of 12 months to 6 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term lease for staff quarters. As at 31 December 2022 and 2021, the portfolio of short-term lease is similar to the portfolio of short-term lease to which the short-term lease expense disclosed as below.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follow:

| | 2022 HK\$ | 2021 HK\$ |
|-----------------------------------|--------------|--------------|
| At 1 January | - | 16,912,667 |
| Effect of lease term reassessment | - | (9,882,785) |
| Impairment | - | (4,070,165) |
| Depreciation | - | (2,959,717) |
| At 31 December | - | - |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES - Continued

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

| | 2022 HK\$ | 2021 HK\$ |
|-----------------------------------|--------------|------------------|
| At 1 January | 1,820,433 | 17,952,208 |
| Interest expenses | 11,567 | 374,890 |
| Lease payment | (1,832,000) | (5,496,000) |
| Effect of lease term reassessment | - | (11,010,665) |
| At 31 December | <u>-</u> | <u>1,820,433</u> |
| | 2022 HK\$ | 2021 HK\$ |
| Classified as: | | |
| Current portion | - | 1,820,433 |
| Non-current portion | - | - |
| | <u>-</u> | <u>1,820,433</u> |

Future lease payments are due as follows:

| | Minimum lease payments HK\$ | Interest HK\$ | Present value HK\$ |
|--|--------------------------------------|------------------|--------------------------|
| As at 31 December 2022 | | | |
| Not later than one year | - | - | - |
| Later than one year and not later than two years | - | - | - |
| More than two years and not later than five years | - | - | - |
| | <u>-</u> | <u>-</u> | <u>-</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES - Continued

(b) Lease liabilities - Continued

| | Minimum lease payments HK\$ | Interest HK\$ | Present value HK\$ |
|--|--------------------------------------|------------------|--------------------------|
| As at 31 December 2021 | | | |
| Not later than one year | 1,832,000 | (11,567) | 1,820,433 |
| Later than one year and not later than two years | - | - | - |
| More than two years and not later than five years | - | - | - |
| | <u>1,832,000</u> | <u>(11,567)</u> | <u>1,820,433</u> |

15. INVESTMENT PROPERTIES

The Group leases out various commercial and residential units under operating leases with rentals payable monthly. The leases typically run for an initial period of 2 to 50 years, with unilateral rights to extend the lease beyond initial period held by lessees only.

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.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

15. INVESTMENT PROPERTIES - Continued

For the year ended 31 December 2022, there's no cash outflow for leases with no leased properties under sub-leases and no leasehold land acquired during the year.

| | HK\$ |
|---|---------------|
| FAIR VALUE | |
| At 1 January 2021 | 2,751,500,000 |
| Capitalised expenses | 1,925,515 |
| Net gain on fair value recognised in consolidated statement of profit or loss and other comprehensive income (note 9) | 95,574,485 |
| As at 31 December 2021 and 1 January 2022 | 2,849,000,000 |
| Capitalised expenses | 4,431,171 |
| Net gain on fair value recognised in consolidated statement of profit or loss and other comprehensive income (note 9) | 13,242,756 |
| At 31 December 2022 | 2,866,673,927 |

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

The fair value of the Group's investment properties as at 31 December 2022 has been arrived at on the basis of a valuation carried out by China Faith Appraisers Co., Ltd. ("China Faith") and Savills (31 December 2021: ValQuest Advisory Group Limited ("ValQuest") and Savills), independent qualified professional valuers not connected to the Group.

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

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

15. INVESTMENT PROPERTIES - Continued

The fair values of the Group's investment properties are categorised as Level 3 measurement in the three-level fair value hierarchy. During the year, there were no transfers between different levels within the fair value hierarchy.

The fair value of commercial unit and residential units located in Hong Kong as at the end of the reporting period is determined using direct comparison approach by reference to market price of comparable properties in their respective existing states and uses on the market basis assuming sale with immediate vacant possession and by making reference to comparable sales evidence, adjusted for a premium or a discount specific to the quality of the Group's properties compared to the recent sales. For the remaining investment properties, the fair value as at the end of the reporting period is determined using income capitalisation approach. Income capitalisation approach capitalise the net income from existing tenancies with due allowance for reversionary income potential at appropriate capitalisation rates for investment properties.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

15. INVESTMENT PROPERTIES - Continued

| Description | Fair value at 31 December 2022 HK\$ | Valuation technique | Fair value hierarchy | Unobservable inputs | Range of significant unobservable inputs | Valuation performed by |
|---|--|--------------------------|----------------------------|--|---|------------------------------------|
| Commercial unit located in HK | 66,560,703 (2021: 67,000,000) | Market Comparison | 3 | Premium or discount for quality of properties (e.g. view, level and condition of the commercial unit) | -4.51% to 2.71% (2021: -2.89% to 4.54%) | China Faith (2021: ValQuest) |
| Residential units located in HK | 29,113,224 (2021: 32,000,000) | Market Comparison | 3 | Premium or discount for quality of properties (e.g. view, level and condition of the residential units) | -7.82% to 1.53% (2021: -23.35% to 6.87%) | China Faith (2021: ValQuest) |
| Industrial units located in HK | 330,000,000 (2021: 343,000,000) | Income capitalisation | 3 | Capitalisation rate | 3.10% - 3.60% (2021: 3.00% - 3.60%) | Savills (2021: Savills) |
| Retail office | 455,000,000 (2021: 475,000,000) | Income capitalisation | 3 | Capitalisation rate | 3.90% (2021: 3.90%) | Savills (2021: Savills) |
| Retail shop, fresh market and carpark units located in HK | 1,986,000,000 (2021: 1,932,000,000) | Income capitalisation | 3 | Capitalisation rate | 3.50% - 3.75% (2021: 3.50% - 3.75%) | Savills (2021: Savills) |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

15. INVESTMENT PROPERTIES - Continued

One of the key inputs used in the valuations of investment properties is the sales prices of properties nearby the Group's commercial unit and residential units, which ranged from HK\$14,226/sq. ft. to HK\$43,439/sq. ft. (2021: HK\$13,372/sq. ft. to HK\$43,636/sq. ft.) where sq. ft. is a common unit of area used in Hong Kong. A decrease in the sales price would result in a decrease in fair value measurement of the investment properties.

Higher premiums or discounts for differences in the quality and characteristics of the Group's properties and the comparable properties would result in correspondingly higher or lower fair value measurement.

An increase in capitalisation rate used would result in a decrease on the fair value measurement of the investment properties, and vice versa.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

16. INVESTMENT IN SUBSIDIARIES

| | 2022 | 2021 |
|-------------------------|-------------|-------------|
| | HK\$ | HK\$ |
| Unlisted shares at cost | 398,579 | 398,579 |

Particulars of the principal subsidiaries as at 31 December 2022 and 2021 are as follows:

| Name of subsidiary | Place of incorporation | Issued and fully paid share capital/registered capital | Proportional of nominal value of issued share capital held by the Group | 2022 | 2021 | Principal activities |
|--|----------------------------|--|---|------|------|---------------------------------|
| Power Fortune Limited | The Cayman Islands | US\$1 (2021: US\$1) | 100% | 100% | | Investment holding |
| Great Wall International Securities Limited | Hong Kong | HK\$1 (2021: HK\$1) | 100% | 100% | | Investment holding |
| Great Wall Investment Management Limited | The Cayman Islands | US\$1 (2021: US\$1) | 100% | 100% | | Investment holding |
| East Avenue Development Company Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | | Investment holding |
| Evergreet Prosper Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | | Investment holding |
| China Great Wall International Holdings Limited (note) | The British Virgin Islands | N/A (2021: US\$1) | N/A | 100% | | Issue bonds listed in Hong Kong |
| China Great Wall International Holdings II Limited (note) | The British Virgin Islands | N/A (2021: US\$0.01) | N/A | 100% | | Issue bonds listed in Hong Kong |
| Great Wall International Clean Energy Investment Holding Company Limited | Hong Kong | US\$1 (2021: US\$1) | 100% | 100% | | Investment holding |
| Great Wall Pan Asia International Holdings Limited | Hong Kong | HK\$1 (2021: HK\$1) | 100% | 100% | | Investment holding |
| China Great Wall International Holdings III Limited | The British Virgin Islands | US\$0.01 (2021: US\$0.01) | 100% | 100% | | Issue bonds listed in Hong Kong |
| China Great Wall International Holdings IV Limited | The British Virgin Islands | US\$0.01 (2021: US\$0.01) | 100% | 100% | | Issue bonds listed in Hong Kong |
| China Great Wall International Holdings V Limited | The British Virgin Islands | US\$500 (2021: US\$500) | 100% | 100% | | Issue bonds listed in Hong Kong |
| China Great Wall International Holdings VI Limited | The British Virgin Islands | US\$500 (2021: US\$500) | 100% | 100% | | Issue bonds listed in Hong Kong |
| Great Wall Pan Asia (BVI) Holding Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | | Investment holding |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

16. INVESTMENT IN SUBSIDIARIES - Continued

| Name of subsidiary | Place of incorporation | Issued and fully paid share capital/registered capital | Proportional of nominal value of issued share capital held by the Group | | Principal activities |
|---|----------------------------|--|---|------|----------------------|
| | | | 2022 | 2021 | |
| Great Wall Pan Asia International Asset Management (Cayman) Limited | The Cayman Islands | US\$1 (2021: US\$1) | 100% | 100% | Asset management |
| Great Wall International Investment I Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment II Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment IV Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment V Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment VII Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment VIII Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment X Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XI Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XII Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XV Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XVI Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XVII Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XVIII Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

16. INVESTMENT IN SUBSIDIARIES - Continued

| Name of subsidiary | Place of incorporation | Issued and fully paid share capital/registered capital | Proportional of nominal value of issued share capital held by the Group | | Principal activities |
|--|----------------------------|--|---|--------|---|
| | | | 2022 | 2021 | |
| Great Wall International Investment XX Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XXI Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall International Investment XXII Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 100% | 100% | Investment holding |
| Great Wall Guorun Investment Company Limited | The Cayman Islands | US\$50,000 (2021: US\$50,000) | 100% | 100% | Investment holding |
| 長城環亞(深圳)國際投資有限公司 | People's Republic of China | US\$130,000,000 (2021: US\$130,000,000) | 100% | 100% | Financial Advisory and investment holding |
| Great Wall Pan Asia Holdings Limited | Bermuda | HK\$156,774,560 (2021: HK\$156,774,560) | 74.89% | 74.89% | Investment holding |
| Great Wall Pan Asia Asset Management Limited | Hong Kong | HK\$25,560,000 (2021: HK\$25,560,000) | 74.89% | 74.89% | Conduct regulated activities of advising on securities and asset management |
| Great Wall Pan Asia Corporate Finance Limited | Hong Kong | HK\$5,000,000 (2021: HK\$5,000,000) | 74.89% | 74.89% | Conduct regulated activities of advising on corporate finance |
| Nanchao Investments Limited | Hong Kong | N/A (2021: HK\$2) | N/A | 74.89% | Investment holding and share investments |
| Nanchao Yau Tong Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 74.89% | 74.89% | Property holding |
| Macheer Properties Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 74.89% | 74.89% | Property holding |
| Sunny Success Development Limited | Hong Kong | HK\$2 (2021: HK\$2) | 74.89% | 74.89% | Property holding |
| Sunny Bright Development Limited | Hong Kong | HK\$2 (2021: HK\$2) | 74.89% | 74.89% | Property holding |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

16. INVESTMENT IN SUBSIDIARIES - Continued

| Name of subsidiary | Place of incorporation | Issued and fully paid share capital/registered capital | Proportional of nominal value of issued share capital held by the Group | | Principal activities |
|---------------------------------|---------------------------------|--|---|--------|----------------------|
| | | | 2022 | 2021 | |
| Lytton Investment Limited | The Commonwealth of the Bahamas | US\$2 (2021: US\$2) | 74.89% | 74.89% | Property holding |
| Ray Glory Limited | Hong Kong | HK\$1 (2021: HK\$1) | 74.89% | 74.89% | Property holding |
| GWPA Property I Holding Limited | The British Virgin Islands | US\$1 (2021: US\$1) | 74.89% | 74.89% | Investment holding |
| Patrol Hall 12 Limited | The British Virgin Islands | HK\$8 (2021: HK\$8) | 74.89% | 74.89% | Property holding |

Note: China Great Wall International Holdings Limited was deregistered on 27 January 2022 and China Great Wall International Holdings II Limited was deregistered on 17 August 2022.

17. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

| | Note | 2022 HK\$ | 2021 HK\$ |
|--|-------|----------------------|----------------------|
| Associate: | | | |
| Cost of unlisted investment in associates | | 3,098,388,623 | 3,098,388,623 |
| Share of post-acquisition profit, net of dividend received | | <u>1,862,319,314</u> | <u>1,462,914,533</u> |
| | 17(a) | <u>4,960,707,937</u> | <u>4,561,303,156</u> |
| Share of results of investment in associates | | <u>465,626,015</u> | <u>773,512,499</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

17. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD - Continued

Details of principal investments accounted for using the equity method are:

| Name of entity | Place of incorporation | Proportional of nominal value of issued share capital held | | Principal activities |
|---|----------------------------|---|-------|----------------------|
| | | by the Group 2022 | 2021 | |
| Associate | | | | |
| Everwell City Limited (note (i)) | The British Virgin Islands | 26.8% | 26.8% | Properties holding |
| Dymocks Franchise Systems (China) Limited (note (ii)) | Hong Kong | 33.7% | 33.7% | Bookshop operation |

Notes:

- (i) On 28 November 2017, GWPA Property I Holding Limited (“GWPA Property”), a subsidiary which the Group holds 74.89%, entered into the shareholders agreement (which was amended and restated on 15 February 2018 and 12 April 2018 respectively) with other investors regarding the formation of a joint venture, Everwell City Limited (“Everwell City”), of which GWPA Property agreed to subscribe for 29.9% of class A ordinary shares of Everwell City. Everwell City had participated into a bidding for and won the bid for the purchase of a portfolio of assets comprising 16 diversified commercial properties and shopping centers, retail shops and carparks across Hong Kong (the “Portfolio Assets”).

Under the said shareholders agreement, GWPA Property also agreed to provide an interest-free advance of not more than HK\$743,000,000 to Everwell City in consideration of the grant of a call option which entitled GWPA Property to purchase the relevant subsidiary of the joint venture group which indirectly holds the Portfolio Assets, and the actual amount of such interest-free advance provided to Everwell City by GWPA Property was HK\$725,051,488.

The Group’s capital contribution to Everwell City was completed on 22 February 2018 and the actual contribution paid to Everwell City by GWPA Property was HK\$3,123,382,161. The purchase of the Portfolio Assets by Everwell City was completed on 28 February 2018.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

17. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD - Continued

Notes: - Continued

(i) Continued

During the year ended 31 December 2018, the Company exercised the call option in May 2018 and completed the acquisition of Patrol Hall 12 Limited and its subsidiary, the major asset of which is Kwai Fong Plaza.

On 12 April 2018, one of the existing shareholders of Everwell City had syndicated a portion of its interests to a new investor. Due to regulatory reasons, the new investor had to directly acquire a stake in each underlying Hong Kong subsidiaries of Everwell City and as such, the GWPA Property's interests in such Hong Kong subsidiaries had been diluted. To facilitate the new investor's acquisition, the GWPA Property's shareholding percentage in Everwell City had been adjusted accordingly and the GWPA Property's interest in Everwell City had been increased to 35.78% so as to maintain the GWPA Property's effective economic interests in the relevant Hong Kong subsidiaries and underlying assets at approximately 29.9% following the acquisition.

Notwithstanding such adjustment, the proportionate voting rights of the existing shareholders of Everwell City remain the same.

(ii) Great Wall Pan Asia Holdings Limited, a subsidiary which the Group holds 74.89% equity interest holds 45% of the issued share capital of Dymocks Franchise Systems (China) Limited, thus the Group hold 33.70% effective ownership in Dymocks Franchise Systems (China) Limited.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

17. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD - Continued

(a) Reconciliation of financial information for the material associate:

Set out below is the recognised financial information for Everwell City as at 31 December 2022 and 2021, which is accounted for using the equity method. In the opinion of the Directors, Everwell City is material to the Group.

| | 2022 | 2021 |
|--|-------------------------|-------------------------|
| | HK\$ | HK\$ |
| Non-current asset | 30,247,236,463 | 28,674,140,745 |
| Current assets | 512,587,928 | 545,843,978 |
| Current liabilities | (383,100,618) | (315,702,645) |
| Non-current liabilities | <u>(24,137,542,559)</u> | <u>(24,016,280,561)</u> |
| Net assets | 6,239,181,214 | 4,888,001,517 |
| Non-controlling interests | <u>(1,025,121,791)</u> | <u>(803,121,258)</u> |
| Net assets attributable to owners of the associate | 5,214,059,423 | 4,084,880,259 |
| Proportion of subsidiary's ownership (note (i)) | <u>35.78%</u> | <u>35.78%</u> |
| The Group's share of net assets of Everwell City | 1,865,644,686 | 1,461,570,157 |
| Shareholders loan to Everwell City | <u>3,095,063,251</u> | <u>3,095,063,251</u> |
| Carrying amount of the Group's interest in Everwell City | <u>4,960,707,937</u> | <u>4,556,633,408</u> |
| Dividend received | <u>61,893,018</u> | <u>67,095,619</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

18. LOANS AND RECEIVABLES

| | 2022 HK\$ | 2021 HK\$ |
|--|------------------------|------------------------|
| Loans to customers | 5,624,755,183 | 7,376,423,595 |
| Less: Impairment allowance on loans to customers | <u>(2,686,336,230)</u> | <u>(2,756,034,414)</u> |
| Loans to customers, net of impairment | <u>2,938,418,953</u> | <u>4,620,389,181</u> |
| Interest receivables, net of impairment | 84,801,969 | 567,568,984 |
| Other receivables | 17,251,880 | 80,164,575 |
| Accounts receivable | 6,946,733 | 5,862,524 |
| Rental and utilities deposit | 974,490 | 1,447,590 |
| Debt instruments at amortised cost | - | 116,700,000 |
| | <u>3,048,394,025</u> | <u>5,392,132,854</u> |
| Classified as: | | |
| Current assets | 2,821,391,997 | 4,312,100,150 |
| Non-current assets | <u>227,002,028</u> | <u>1,080,032,704</u> |
| | <u>3,048,394,025</u> | <u>5,392,132,854</u> |

Details of impairment assessment of loans and receivables are set out in note 28.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

19. GOODWILL

| | 2022 | 2021 |
|------------------------------|--------------------|--------------------|
| | HK\$ | HK\$ |
| COST | | |
| At 1 January and 31 December | <u>372,178,687</u> | <u>372,178,687</u> |

Impairment testing of goodwill

The recoverable amounts of the cash-generating unit of GWPA have been determined based on a value in use calculation using cash flow projection based on financial budget approved by management covering a five-year period at a pre-tax discount rate of 7.47% (2021: 8.33%) cost of equity. The cash flows beyond the five-year period are estimated at a 3.5% (2021: 3.5%) terminal growth rate. No impairment loss was considered necessary for both years.

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

| | 2022 | 2021 |
|--|----------------------|----------------------|
| | HK\$ | HK\$ |
| Equity instruments at fair value through other comprehensive income | | |
| Listed investments: | | |
| Equity securities listed in Hong Kong (note) | <u>384,696,723</u> | <u>629,086,768</u> |
| Debt instruments at fair value through other comprehensive income | | |
| Investments in listed bonds | <u>2,568,165,540</u> | <u>3,522,433,247</u> |
| | <u>2,952,862,263</u> | <u>4,151,520,015</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME
- Continued

Note:

The above listed equity investments represent ordinary shares of an entity listed in Hong Kong. These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognised 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 realizing their performance potential in the long run.

Details of impairment assessment for debt instruments at fair value through other comprehensive income are set out in note 28.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | 2022 HK\$ | 2021 HK\$ |
|---|----------------------|-----------------------|
| ASSETS | | |
| Financial assets measured at fair value through profit or loss | | |
| Listed securities held for trading | | |
| - Equity securities | | |
| Listed in Hong Kong | 102,267,500 | 123,320,000 |
| - Debt securities | | |
| Listed in Hong Kong | 635,765,593 | 972,092,176 |
| Listed outside Hong Kong | <u>1,582,817,827</u> | <u>2,079,131,744</u> |
| | <u>2,320,850,920</u> | <u>3,174,543,920</u> |
| Unit funds | 4,211,412,124 | 5,312,943,744 |
| Unlisted equity securities | 1,307,393,998 | 86,332,877 |
| Derivative financial assets | 78,361,133 | 1,385,866,438 |
| Preference shares | 253,706,189 | 450,388,393 |
| Structured loans | 244,058,600 | 815,104,843 |
| Distressed assets | <u>412,178,170</u> | <u>889,062,600</u> |
| | <u>6,507,110,214</u> | <u>8,939,698,895</u> |
| | <u>8,827,961,134</u> | <u>12,114,242,815</u> |
| Classified as: | | |
| Current assets | 4,279,030,149 | 7,330,686,833 |
| Non-current assets | <u>4,548,930,985</u> | <u>4,783,555,982</u> |
| | <u>8,827,961,134</u> | <u>12,114,242,815</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

22. BANK AND OTHER BORROWINGS

| | 2022 | 2021 |
|-------------------------------|-----------------------|-----------------------|
| | HK\$ | HK\$ |
| Bank borrowings - unsecured | 6,220,800,600 | 5,964,315,756 |
| Listed bonds - secured (note) | <u>20,125,728,540</u> | <u>24,020,358,637</u> |
| | <u>26,346,529,140</u> | <u>29,984,674,393</u> |

The bank borrowings and listed bonds are repayable as follows:

| | 2022 | 2021 |
|--|-----------------------|-----------------------|
| | HK\$ | HK\$ |
| Bank borrowings | | |
| - within one year | 6,220,800,600 | 5,964,315,756 |
| Bonds repayable | | |
| - within one year | 4,664,475,943 | 7,740,528,087 |
| - in the second to fifth years inclusive | 11,611,606,799 | 8,529,066,968 |
| - over five years | <u>3,849,645,798</u> | <u>7,750,763,582</u> |
| | <u>26,346,529,140</u> | <u>29,984,674,393</u> |

Note:

Bonds totalled US\$700 million and US\$800 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings III Limited, pursuant to the Offering Circular dated 17 October 2016, the bonds, with coupon rate of 2.25% and 2.625% per annum respectively and both payable semi-annually, were listed on the Hong Kong Stock Exchange on 28 October 2016. The bonds are repaid/repayable on 26 October 2019 and 27 October 2021 respectively. ("Bond 1")

Another bonds totalled US\$500 million, US\$1,000 million and US\$500 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings III Limited, pursuant to the Offering Circular dated 24 August 2017, the bonds, with coupon rate of 2.625%, 2.75% and 3.875% per annum respectively and both payable semi-annually, were listed on the Hong Kong Stock Exchange on 31 August 2017. The bonds are repayable on 31 August 2020, 31 August 2022 and 31 August 2027 respectively. ("Bond 2")

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

22. BANK AND OTHER BORROWINGS - Continued

Note: - Continued

Another bonds totalled US\$600 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings III Limited, pursuant to the Offering Circular dated 17 May 2018, the bonds, with coupon rate of 4.375% per annum payable semi-annually, were listed on the Hong Kong Stock Exchange on 25 May 2018. The bonds are repayable on 25 May 2023. ("Bond 3")

Another bonds totalled US\$200 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings IV Limited, pursuant to the Offering Circular dated 25 July 2019, the bonds, with coupon rate of 3.125% per annum payable semi-annually, were listed on the Hong Kong Stock Exchange on 31 July 2019. The bonds are repayable on 31 July 2024. ("Bond 4")

Another bonds totalled US\$500 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings V Limited, pursuant to the Offering Circular dated 12 August 2020, the bonds, with coupon rate of 2.375% per annum payable semi-annually, were listed on the Hong Kong Stock Exchange on 19 August 2020. The bonds are repayable on 18 August 2030. ("Bond 5").

Another bond totalled US\$300 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings V Limited, pursuant to Offering Circular dated 16 November 2021, the bonds, with coupon rate of 2.875% per annual payable semi-annually, were listed on the Hong Kong Stock Exchange on 23 November 2021. The bonds are repayable on 23 November 2026. ("Bond 6")

Another bond totalled US\$500 million were issued by a wholly owned subsidiary of the Company, China Great Wall International Holdings VI Limited, pursuant to Offering Circular dated 21 April 2022, the bonds, with coupon rate of 4.25% per annual payable semi-annually, were listed on the Hong Kong Stock Exchange on 28 April 2022. The bonds are repayable on 28 April 2025. ("Bond 7")

Bond 1, 2 and 3 have benefit of a keepwell deed and a deed of equity interest purchase, investment and liquidity support undertaken by the ultimate holding company. The Company is the sole guarantor of Bond 4, 5, 6 and 7.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

23. OTHER PAYABLES AND ACCRUALS

| | 2022 HK\$ | 2021 HK\$ |
|--------------------------------------|--------------------|--------------------|
| Accounts, other payable and accruals | 62,637,421 | 87,826,962 |
| Interest payables | 163,956,132 | 212,431,818 |
| Receipts in advance | 3,862,662 | 4,884,165 |
| Rental deposits received | 26,349,230 | 26,684,131 |
| | <u>256,805,445</u> | <u>331,827,076</u> |

All payables are unsecured, non-interest bearing and repayable on demand.

24. DEFERRED TAX

The following is the major deferred tax liabilities recognised and movements thereon during the year.

| | Tax loss recognised HK\$ | Accelerated tax depreciation HK\$ | Total HK\$ |
|---|--------------------------------|---|-------------------|
| At 1 January 2021 | (3,213,578) | 17,056,445 | 13,842,867 |
| Charged to consolidated statement of profit or loss and other comprehensive income (note 12) | - | 6,461,147 | 6,461,147 |
| At 31 December 2021 and 1 January 2022 | (3,213,578) | 23,517,592 | 20,304,014 |
| Charged to consolidated statement of profit or loss and other comprehensive income (note 12) | - | 4,763,394 | 4,763,394 |
| At 31 December 2022 | <u>(3,213,578)</u> | <u>28,280,986</u> | <u>25,067,408</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

25. SHARE CAPITAL

| | Number of shares | Share capital HK\$ |
|---|---------------------|-----------------------|
| Issued and fully paid: | | |
| At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022 | 358,661,400 | 358,661,400 |

26. PERPETUAL CAPITAL INSTRUMENTS

| | Principal HK\$ | Distribution HK\$ | Total HK\$ |
|--|-------------------|----------------------|---------------|
| Balance at 1 January 2021 (note) | 3,098,826,886 | - | 3,098,826,886 |
| Profit attributable to holders of perpetual capital instruments | - | 122,924,000 | 122,924,000 |
| Distribution paid on perpetual capital instruments | - | (71,705,666) | (71,705,666) |
| Balance at 31 December 2021 and 1 January 2022 | 3,098,826,886 | 51,218,334 | 3,150,045,220 |
| Profit attributable to holders of perpetual capital instruments | - | 122,924,000 | 122,924,000 |
| Distribution paid on perpetual capital instruments | - | (122,924,000) | (122,924,000) |
| Balance at 31 December 2022 | 3,098,826,886 | 51,218,334 | 3,150,045,220 |

Note:

Pursuant to the Offering Circular dated 25 July 2019, China Great Wall International Holdings IV Limited (the "Issuer"), a wholly-owned subsidiary of the Group, issued perpetual capital securities with the principal amount of US\$400 million, with an issuing cost of approximately HK\$3,469,000. The perpetual capital instrument was listed on the Hong Kong Stock Exchange on 31 July 2019. The perpetual capital securities are classified as equity instruments, as there is no maturity of the instruments and the payments of distribution can be deferred into perpetuity at the discretion of the Company. When the Company elects to distribute, the distribution to the holder of perpetual capital securities shall be made at the distribution rate from 3.95% to 8.95% per annum as set out in the subscription agreement.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

27. RELATED PARTY TRANSACTIONS

Other than those disclosed elsewhere in the consolidated financial statements, the Group did not enter into any other material related party transactions with its related parties during the year.

Compensation of key management personnel

Key management personnel of the Company are the directors of the Company only. The remuneration of directors is disclosed in note 11.

28. FINANCIAL INSTRUMENTS

Categories of financial instruments

| | 2022 HK\$ | 2021 HK\$ |
|--|----------------|----------------|
| Financial assets | | |
| Financial assets measured at fair value through profit or loss | | |
| - Listed securities held-for-trading (note 21) | 2,320,850,920 | 3,174,543,920 |
| - Preference share (note 21) | 253,706,189 | 450,388,393 |
| - Unit funds (note 21) | 4,211,412,124 | 5,312,943,744 |
| - Unlisted equity securities (note 21) | 1,307,393,998 | 86,332,877 |
| - Derivative financial assets (note 21) | 78,361,133 | 1,385,866,438 |
| - Structured loans (note 21) | 244,058,600 | 815,104,843 |
| - Distressed assets (note 21) | 412,178,170 | 889,062,600 |
| Financial assets at amortised cost | 7,864,826,767 | 9,988,220,608 |
| Equity instruments at FVTOCI (note 20) | 384,696,723 | 629,086,768 |
| Debt instruments at FVTOCI (note 20) | 2,568,165,540 | 3,522,433,247 |
| Financial liabilities | | |
| Financial liabilities at amortised cost | 26,510,485,272 | 30,209,317,681 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

The Group's major financial instruments include financial assets at fair value through other comprehensive income, financial assets at fair value through profit or loss, loans and receivables, cash and bank balances, bank and other borrowings and other payables. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

Exposure to credit, liquidity, interest rate, currency and price risk arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

Financial risk management objectives and policies

Currency risk

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

(in HK\$ equivalent)

| | 2022 | | | 2021 | | |
|---|------------------------|--------------------|--------------------|------------------------|--------------------|----------------------|
| | USD | RMB | EUR | USD | RMB | EUR |
| Financial assets at fair value through profit or loss | 7,907,632,338 | 78,361,133 | - | 10,595,912,015 | 11,916,633 | - |
| Financial assets at fair value through other comprehensive income | 2,568,165,540 | - | - | 3,522,433,247 | - | - |
| Loans and receivables | 2,338,618,350 | 41,899,332 | 514,846,572 | 3,977,254,547 | 90,447,102 | 505,624,291 |
| Cash at banks and in hand | 2,523,846,575 | 815,433,786 | 20,854,402 | 3,651,934,236 | 466,440,574 | 44,636,042 |
| Bank and other borrowings | (24,766,968,540) | - | (390,560,600) | (27,057,878,637) | - | (1,086,139,200) |
| Other payables | (169,782,396) | - | (436,906) | (212,431,819) | - | - |
| | <u>(9,598,488,133)</u> | <u>935,694,251</u> | <u>144,703,468</u> | <u>(5,522,776,411)</u> | <u>568,804,309</u> | <u>(535,878,867)</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies

Currency risk - continued

Given that the Hong Kong dollar is pegged with the United States dollar, it is not expected that the currency risk arising from changes in the United States dollar/Hong Kong dollar exchange rate would be material. Accordingly, no sensitivity analysis is performed and presented.

If the exchange rate of RMB increases/decreases by 5% at 31 December 2022, with all other variables held constant, the Group's profit after taxation will increase/decrease by approximately HK\$39 million (2021: HK\$24 million) respectively.

If the exchange rate of EUR increase/decrease by 5% at 31 December 2022, with all other variable held constant, the Group's profit after taxation will increase/decrease by approximately HK\$6 million (2021: HK\$22 million) respectively.

The sensitivity analysis above has been determined assuming that the change in exchange rate had occurred at the end of the year and had been applied to the exposure to currency risk in existence at that date. The 5% change represents management's assessment of a reasonably possible change in exchange rate over the period until the end of the year. The analysis is performed on the same basis for 2021.

Price risk

The Group is exposed to equity price risk on financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive included in the consolidated statement of financial position. If the equity price of the financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income held by the Group as at 31 December 2022 had increased/decreased by 10%, the Group's profit after taxation will increase/decrease by approximately HK\$9 million (2021: HK\$10 million) and the total equity will increase/decrease by approximately HK\$47 million (2021: HK\$73 million).

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Interest rate risk

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Fair value interest rate risk

The Group is exposed to fair value interest rate risk in relation to investment in fixed rates debt securities.

At 31 December 2022, if market interest rates had been 50 basis points (2021: 50 basis points) higher/lower with all other variables held constant, profit after tax for the year would decrease/increase by HK\$37 million (2021: decrease/increase by HK\$51 million) and investment revaluation reserve in equity would decrease/increase by HK\$15 million (2021: decrease/increase by HK\$21 million).

Cash flow interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable bank loans' rate (see Note 22 for details). It is the Group's policy to keep its bank loans at floating rate of interests so as to minimise the fair value interest rate risk. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of London Interbank Offered Rate arising from the Group's United States dollar denominated bank loans.

If the interest rate increases/decreases by 50 basis points (2021: 50 basis points), based on cash at banks and bank loans as at 31 December 2022 with all other variables held constant, the Group's profit after taxation will increase/decrease by approximately HK\$6 million (2021: HK\$6 million) respectively.

The sensitivity analysis above has been determined assuming that the change in interest rate had occurred at the end of the year and had been applied to the exposure to interest rate risk for the financial assets and liabilities in existence at that date. 50 basis points change represents management's assessment of a reasonably possible change in interest rate over the period until the end of the year. The analysis was performed on the same basis for 2021.

No sensitivity analysis has been presented for loans and receivables and bond payable as they are carried at amortised cost and the directors of the Company consider the fixed interest loans and receivables are not subject to significant fair value interest rate risk.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligations by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the directors of the Company have delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual loan at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's credit risk is primarily attributable to loans and receivables, pledged deposits and debt instrument of financial assets at fair value through other comprehensive income. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Loans to customers, interest receivables and pledged deposits

Pledged deposits are placed with financial institution in benefit of an onward lending customer.

Individual credit evaluations are performed periodically and regularly on all loans to customers, interest receivables and pledged deposits until all the loans, receivables and deposits are fully recovered. These evaluations focus on the customers' repayment history, current ability to pay and the adequacy of collateral/security/guarantees provided, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operates.

The Group establishes an allowance for impairment loss on loans to customers, interest receivables and pledged deposits that represents its estimate of receivables from customers which may not be recoverable. The ECL is determined after taking into consideration the repayment ability of its customers.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

Loans to customers, interest receivables and pledged deposits - Continued

The allowance account in respect of loans to customers, interest receivables and pledged deposits is used to record impairment losses unless the Group is satisfied that no recovery of the amount receivable is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset.

The Group seeks to obtain collateral to mitigate credit risk to an acceptable level. All credit decisions, whether or not secured by collateral, are based on counterparties' repayment capacity. The Group implements guidelines on the acceptability of specific classes of collateral or credit risk mitigation. The principal types of collateral in credit risk mitigation mainly include charges over financial instruments such as properties and properties and stocks.

The Group has established policies to govern the determination of eligibility of assets taken as a collateral for credit risk mitigation. In order for an asset to be considered as effective risk mitigation, the market value of the asset should be readily determinable or can be reasonably established. The asset is marketable and there exists a readily available secondary market for disposal of the asset. In addition, the Group is able to secure control over the asset if necessary. The collateral value is assessed periodically ranging from quarterly to annually, depending on the type of collateral.

As at 31 December 2022, the total amount of loans to customers of the Group consists of 7 (2021: 9) independent counterparties. The balance of the top three independent counterparties amounting to HK\$2,541,660,925 (2021: HK\$3,698,157,955) in total approximates to 83% (2021: 60%) of the total loans and receivables. The Group closely monitors the credit risk exposure to each customer.

Other than the above, the Group has no significant concentration of credit risk by any other debtor, with exposure spread over a number of counterparties and clients.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

Debt investments at FVTOCI

The Group invested in listed bonds which are classified as financial assets at FVTOCI. The credit risk of the issuers of these instruments are monitored by the Group regularly. The fair value of the listed bonds are determined with reference to quoted price provided by brokers or financial institutions and recent transaction price in active market respectively.

Other receivables and deposits

For other receivables and deposits, the directors of the Company 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 that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 December 2022 and 2021, the Group assessed the ECL for other receivables and deposits were insignificant and thus no loss allowance was recognised.

Debt instruments at amortised cost

The Group invested in debt instruments at amortised cost mainly comprise instruments that have a low risk of default and the counterparties have a strong capacity to repay. The financial instruments that are of investment grade or issuer with good credit history can capacity to repay. For the year ended 31 December 2022 and 2021, the Group assessed the ECL for debt instruments at amortised cost were insignificant and thus no loss allowance was recognised.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

Cash and bank balances

Cash and bank balances with financial institutions are placed with various authorised institutions. The credit risk on time deposits and cash at banks is low as the counterparties are banks with high credit ratings assigned by international credit-ratings agencies. Accordingly, the directors of the Company consider the credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-ratings agencies.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong and the PRC.

The Group implements guidelines on the acceptability of specific classes of collateral or credit risk mitigation. The principal collateral types for loans and receivables are corporate guarantees and personal guarantees.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

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

| <u>Internal credit rating</u> | <u>Description</u> | <u>Financial assets/other items</u> |
|-------------------------------|---|---------------------------------------|
| Low risk | The counterparty has a low risk of default and does not have any past-due amounts or have past-due amounts has not more than 30 days | 12-month ECL |
| Watch list | There have been significant increases in credit risk since initial recognition through information developed internally or external resources | Lifetime ECL - not credit-impaired |
| Substandard | There is evidence indicating the asset is credit-impaired | Lifetime ECL - credit-impaired |
| Doubtful | There is evidence indicating the asset is in doubtful financial difficulty and the Group has little realistic prospect of recovery | Lifetime ECL - credit-impaired |
| Loss | There is evidence indicating that the asset is in severe financial difficulty and the Group has no realistic prospect of recovery | Lifetime ECL - credit-impaired |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

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

| 2021 | External rating | Internal rating | 12-month or lifetime ECL | Gross carrying amount | |
|--|--------------------------|-----------------|------------------------------------|-----------------------|---------------|
| | | | | HK\$ | HK\$ |
| Financial assets at amortised costs | | | | | |
| Loans to customers (note 18) | N/A | Low risk | 12-month ECL | 3,144,901,438 | |
| | N/A | Watch list | Lifetime ECL (not credit-impaired) | 1,038,630,000 | |
| | N/A | Substandard | Lifetime ECL (credit-impaired) | 437,289,299 | |
| | N/A | Doubtful | Lifetime ECL (credit-impaired) | <u>2,755,602,858</u> | 7,376,423,595 |
| Interest receivables (note 18) | N/A | Low risk | 12-month ECL | 128,435,289 | |
| | N/A | Watch list | Lifetime ECL (not credit-impaired) | 491,474,445 | |
| | N/A | Substandard | Lifetime ECL (credit-impaired) | 9,608,504 | |
| | N/A | Doubtful | Lifetime ECL (credit-impaired) | <u>92,517,252</u> | 722,035,490 |
| Other receivables (note 18) | N/A | Note (a) | 12-month ECL | <u>80,164,575</u> | 80,164,575 |
| Debt instruments at amortised cost (note 18) | N/A | Note (a) | 12-month ECL | <u>116,700,000</u> | 116,700,000 |
| Accounts receivable (note 18) | N/A | Note (a) | Lifetime ECL (not credit-impaired) | <u>5,862,524</u> | 5,862,524 |
| Rental and utilities deposit (note 18) | N/A | Note (a) | 12-month ECL | <u>1,447,590</u> | 1,447,590 |
| Cash and bank balances | Above baa 2 (Moody's) | Note (b) | 12-month ECL | <u>4,596,087,754</u> | 4,596,087,754 |
| Pledged deposits | N/A | Doubtful | Lifetime ECL (credit-impaired) | <u>106,653,620</u> | 106,653,620 |
| Other items | | | | | |
| Financial assets FVTOCI * (note 20) | Baa3 and above (Moody's) | Low risk | 12-month ECL | 3,368,122,279 | |
| | B1 to B3 (Moody's) | Watch list | Lifetime ECL (not credit-impaired) | 115,941,450 | |
| | Below B3 (Moody's) | Substandard | Lifetime ECL (credit-impaired) | <u>190,686,098</u> | 3,674,749,827 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

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

| 2022 | External rating | Internal rating | 12-month or lifetime ECL | Gross carrying amount | |
|--|--------------------------|-----------------|-------------------------------------|-----------------------|---------------|
| | | | | HK\$ | HK\$ |
| Financial assets at amortised costs | | | | | |
| Loans to customers (note 18) | N/A | Low risk | 12-month ECL | 227,376,902 | |
| | N/A | Watch list | Lifetime ECL (not credit-impaired) | 2,785,217,061 | |
| | N/A | Substandard | Lifetime ECL (credit-impaired) | 420,911,246 | |
| | N/A | Doubtful | Lifetime ECL (credit-impaired) | 2,191,249,974 | 5,624,755,183 |
| Interest receivables (note 18) | N/A | Low risk | 12-month ECL | 60,856,677 | |
| | N/A | Watch list | Lifetime ECL (not credit-impaired) | 24,311,455 | |
| | N/A | Substandard | Lifetime ECL (credit-impaired) | 46,213,487 | |
| | N/A | Doubtful | Lifetime ECL (credit-impaired) | 401,495,304 | 532,876,923 |
| Other receivables (note 18) | N/A | Note (a) | 12-month ECL | 17,251,880 | 17,251,880 |
| Accounts receivable (note 18) | N/A | Note (a) | Lifetime ECL (note credit-impaired) | 6,946,733 | 6,946,733 |
| Rental and utilities deposit (note 18) | N/A | Note (a) | 12-month ECL | 974,490 | 974,490 |
| Cash and bank balances | Above baa 2 (Moody's) | Note (b) | 12-month ECL | 4,816,432,742 | 4,816,432,742 |
| Pledged deposits | N/A | Doubtful | Lifetime ECL (credit-impaired) | 106,653,620 | 106,653,620 |
| Other items | | | | | |
| Financial assets FVTOCI * (note 20) | Baa3 and above (Moody's) | Low risk | 12-month ECL | 2,573,943,952 | |
| | B1 to B3 (Moody's) | Watch list | Lifetime ECL (not credit-impaired) | 115,941,450 | |
| | Below B3 (Moody's) | Substandard | Lifetime ECL (credit-impaired) | 299,906,682 | 2,989,792,084 |

* The balance represented the amount in amortised cost.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

Note a: The directors of the Company consider the impacts of the ECL from these financial assets are immaterial to the Group, so no ECL and internal rating are recorded/assigned.

Note b: Bank balances and deposits with financial institutions are placed with various authorised institutions. Accordingly, the directors of the Company consider the credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-ratings agencies.

The following tables show reconciliation of ECLs that has been recognised for receivables.

Loans to customers - gross carrying amount

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|--|----------------------|---|---|----------------------|
| Gross carrying amount as at 31 December 2021 | <u>3,144,901,438</u> | <u>1,038,630,000</u> | <u>3,192,892,157</u> | <u>7,376,423,595</u> |
| Gross carrying amount as at 31 December 2022 | <u>227,376,902</u> | <u>2,785,217,061</u> | <u>2,612,161,220</u> | <u>5,624,755,183</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

Loans to customers - ECL

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|---|----------------------|---|---|---------------|
| As at 1 January 2021 | 25,256,740 | - | 2,727,167,543 | 2,752,424,283 |
| Changes in ECL | | | | |
| - Transfer to stage 2 | (1,791,354) | 1,791,354 | - | - |
| (Reversed)/provided for the year | (14,608,729) | 61,905,618 | 150,813,242 | 198,110,131 |
| Financial asset that have been derecognised | - | - | (194,500,000) | (194,500,000) |
| As at 31 December 2021 and 1 January 2022 | 8,856,657 | 63,696,972 | 2,683,480,785 | 2,756,034,414 |
| Changes in ECL | | | | |
| - Transfer to stage 2 | (6,897,032) | 6,897,032 | - | - |
| (Reversed)/provided for the year | (1,584,751) | 460,806,675 | (528,920,108) | (69,698,184) |
| As at 31 December 2022 | 374,874 | 531,400,679 | 2,154,560,677 | 2,686,336,230 |

As at 31 December 2022, financial assets at amortised cost with a gross carrying amount of HK\$762,417,061 (2021: HK\$863,580,000) classified as lifetime ECL (not credit-impaired) was covered by collateral.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

Loans to customers are back by collateral. The Group accepts collaterals in form of properties and stocks. As at 31 December 2022, 54.2% (2021: 58.1%) of the outstanding balance in gross carrying amount were secured by collateral.

In determining the allowance for credit impaired loans to customers, the management of the Group also takes into account shortfall by comparing the fair value of collateral and the outstanding balance of loans and advances. In the opinion of the directors of the Company, the impairment provision of ECL for the current year is appropriate.

The following table shows the reconciliation of gross carrying amount and ECL that has been recognised for interest receivables.

Interest receivables - gross carrying amount

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|--|----------------------|---|---|--------------------|
| Gross carrying amount as at 31 December 2021 | <u>128,435,289</u> | <u>491,474,445</u> | <u>102,125,756</u> | <u>722,035,490</u> |
| Gross carrying amount as at 31 December 2022 | <u>60,856,677</u> | <u>24,311,455</u> | <u>447,708,791</u> | <u>532,876,923</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

Interest receivables - ECL

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|---|----------------------|---|---|---------------|
| As at 1 January 2021 | 596,617 | 20,563,988 | 216,556,073 | 237,716,678 |
| Changes in ECL | | | | |
| - Transfer to stage 2 | (19,605) | 19,605 | - | - |
| (Reversed)/provided for the year | (311,878) | 31,492,023 | (36,662,734) | (5,482,589) |
| Financial asset that have been derecognised | - | - | (77,767,583) | (77,767,583) |
| As at 31 December 2021 and 1 January 2022 | 265,134 | 52,075,616 | 102,125,756 | 154,466,506 |
| Changes in ECL | | | | |
| - Transfer to stage 2 | (1,140) | 1,140 | - | - |
| - Transfer to stage 3 | (70,643) | (51,794,385) | 51,865,028 | - |
| Provided/(reversed) for the year | 95,518 | (205,078) | 293,718,008 | 293,608,448 |
| As at 31 December 2022 | 288,869 | 77,293 | 447,708,792 | 448,074,954 |

The following table shows the reconciliation of gross carrying amount and ECL that has been recognised for pledged deposits.

Pledged deposits - gross carrying amount

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|--|----------------------|---|---|---------------|
| Gross carrying amount as at 31 December 2021 | - | - | 106,653,620 | 106,653,620 |
| Gross carrying amount as at 31 December 2022 | - | - | 106,653,620 | 106,653,620 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

Pledged deposits - ECL

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|---|----------------------|---|---|---------------|
| As at 1 January 2021 | - | - | 103,612,167 | 103,612,167 |
| Changes in ECL | | | | |
| Provided for the year | - | - | 3,041,453 | 3,041,453 |
| As at 31 December 2021 and 1 January 2022 | - | - | 106,653,620 | 106,653,620 |
| Changes in ECL | | | | |
| Provided for the year | - | - | - | - |
| As at 31 December 2022 | - | - | 106,653,620 | 106,653,620 |

The following table shows the reconciliation of gross carrying amount and ECL that has been recognised for debt investments at fair value through other comprehensive income.

Debt investments at FVTOCI - gross carrying amount

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|--|----------------------|---|---|---------------|
| Gross carrying amount as at 31 December 2021 | 3,368,122,279 | 115,941,450 | 190,686,098 | 3,674,749,827 |
| Gross carrying amount as at 31 December 2022 | 2,573,943,952 | 115,941,450 | 299,906,682 | 2,989,792,084 |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

Credit risk and impairment assessment - continued

Debt investments at FVTOCI - ECL

| | 12-month ECL HK\$ | Lifetime ECL (not credit- impaired) HK\$ | Lifetime ECL (credit- impaired) HK\$ | Total HK\$ |
|---|----------------------|---|---|---------------|
| As at 1 January 2021 | 106,509,710 | 42,248,838 | 190,986,681 | 339,745,229 |
| Reversed for the year | (101,047,682) | (27,836,388) | (300,584) | (129,184,654) |
| As at 31 December 2021 and 1 January 2022 | 5,462,028 | 14,412,450 | 190,686,097 | 210,560,575 |
| Changes in ECL | | | | |
| Transfer to stage 3 | (1,131,825) | - | 1,131,825 | - |
| Provided/(reversed) for the year | 22,583,693 | (12,753,763) | 108,088,759 | 117,918,689 |
| As at 31 December 2022 | 26,913,896 | 1,658,687 | 299,906,681 | 328,479,264 |

Liquidity risk

In the management of liquidity risk, the Group monitors and maintains sufficient bank balances and securing continuous financial support from the ultimate controlling entities so as to enable the Group to meet its liabilities as when they fall due. In the opinion of directors, the Group does not have significant liquidity risk.

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that the Group maintains sufficient funds including those generated by the Group's operations and such additional finance as may be borrowed from time to time from the holding company undertaking and/or third parties, to meet the Group's liquidity requirements in the short and longer terms.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Financial risk management objectives and policies - Continued

The following tables details the remaining contractual maturities at the end of the year of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payment computed using contractual interest rate) and earliest date the Group can be required to pay:

| | Contractual undiscounted cash flow | | | | Carrying amount at 31.12.2022 HK\$ |
|---------------------------|------------------------------------|-----------------------------------|--------------|-----------------------|---------------------------------------|
| | Within 1 year or on demand HK\$ | Over 1 year but less than 5 years | | Over 5 years HK\$ | |
| | | 5 years | Over 5 years | | |
| | | Total HK\$ | | | |
| Other payables | 163,956,132 | - | - | 163,956,132 | 163,956,132 |
| Bank and other borrowings | 10,888,800,600 | 15,560,000,000 | - | 26,448,800,600 | 26,346,529,140 |
| As at 31 December 2022 | <u>11,052,756,732</u> | <u>15,560,000,000</u> | <u>-</u> | <u>26,612,756,732</u> | <u>26,510,485,272</u> |

| | Contractual undiscounted cash flow | | | | Carrying amount at 31.12.2021 HK\$ |
|---------------------------|------------------------------------|-----------------------------------|--------------|-----------------------|---------------------------------------|
| | Within 1 year or on demand HK\$ | Over 1 year but less than 5 years | | Over 5 years HK\$ | |
| | | 5 years | Over 5 years | | |
| | | Total HK\$ | | | |
| Other payables | 224,643,288 | - | - | 224,643,288 | 224,643,288 |
| Bank and other borrowings | 13,744,315,756 | 19,450,000,000 | - | 33,194,315,756 | 29,984,674,393 |
| Lease liabilities | 1,832,000 | - | - | 1,832,000 | 1,820,433 |
| As at 31 December 2021 | <u>13,970,791,044</u> | <u>19,450,000,000</u> | <u>-</u> | <u>33,420,791,044</u> | <u>30,211,138,114</u> |

Fair value of assets and liabilities

Fair value measurements recognised in the statement of financial position

This note provides information about how the Group determines fair values of financial assets that are measured at fair value on a recurring basis.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Fair value measurements recognised in the statement of financial position - continued

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 and inputs used).

| | 31 December 2022 HK\$ | 31 December 2021 HK\$ | Fair value hierarchy | Valuation technique(s) and key input(s) |
|--|-----------------------------|-----------------------------|-------------------------|---|
| <u>Financial assets</u> | | | | |
| <i>Financial assets at fair value through profit or loss</i> | | | | |
| - Listed securities held for trading | | | | |
| Equity securities | | | | |
| Listed in Hong Kong | 102,267,500 | 123,320,000 | Level 1 | (a) |
| Debt securities | | | | |
| Listed in Hong Kong | 635,765,593 | 972,092,176 | Level 2 | (b) |
| Listed outside Hong Kong | 1,582,817,827 | 2,079,131,744 | Level 2 | (b) |
| - Unlisted derivative financial assets | 78,361,133 | 1,385,866,438 | Level 2 | (b) |
| - Unlisted unit funds | 4,075,226,002 | 5,166,505,961 | Level 3 | (c) |
| - Unlisted unit funds | 136,186,122 | 146,437,783 | Level 3 | (d) |
| - Unlisted equity securities | 1,307,393,998 | 86,332,877 | Level 3 | (e) |
| - Unlisted preference share | 253,706,189 | 450,388,393 | Level 3 | (g) |
| - Structured loans | 244,058,600 | 815,104,843 | Level 3 | (h) |
| - Distressed assets | 412,178,170 | 889,062,600 | Level 3 | (f) |
| | <u>8,827,961,134</u> | <u>12,114,242,815</u> | | |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Fair value measurements recognised in the statement of financial position - continued

| | 31 December 2022 HK\$ | 31 December 2021 HK\$ | Fair value hierarchy | Valuation technique(s) and key input(s) |
|--|-----------------------------|-----------------------------|-------------------------|---|
| <u>Financial assets</u> | | | | |
| <i>Financial assets at fair value through other comprehensive income</i> | | | | |
| Equity instruments at FVOCI | | | | |
| - Equity securities | | | | |
| Listed in Hong Kong | 384,696,723 | 629,086,768 | Level 1 | (a) |
| Debt instruments at FVOCI | | | | |
| - Debt securities | | | | |
| Listed in Hong Kong | 633,047,467 | 687,621,327 | Level 2 | (b) |
| Listed outside Hong Kong | 1,935,118,073 | 2,834,811,920 | Level 2 | (b) |
| | <u>2,952,862,263</u> | <u>4,151,520,015</u> | | |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Fair value measurements recognised in the consolidated statement of financial position
- continued

- a) Quoted price in active markets
- b) The fair values was determined with reference to the quoted price provided by brokers/financial institutions.
- c) The fair value is determined with reference to the net asset value of unlisted equity/partnership investment mostly determined based on the fair value of the underlying investment portfolio, which is comprised of (i) listed equity investments of which their price are quoted in active market and/or (ii) unlisted equity shares of which their fair value are determined by discounted cash flows that the futures cash flows are based on the contractual values as at the maturity date and discounted at a rate determined by observable market yield and/or (iii) unlisted equity shares of which their fair value are determined by market comparable approach based on the Guideline Companies Method with the P/S, EV/EBIDTA multiple of the comparable companies, liquidation or redemption values, expected volatility, expected life and the risk free-rate as key parameters.
- (d) The fair value is determined with reference to the terms of guarantee return in LPA. As the term was listed in signed LPA, the Fund guaranteed a fixed rate of return to the Company and the Company can calculate the fair value by using NAV approach based on their commitment or using fixed rate of return. The Company determined to use the compound fixed rate to calculate the fair value and the discount rate as key parameters.
- (e) The fair value was derived from the equity value of the unlisted equity investment based on market approach with the Price to Sale multiple/ Price to Book ratio of the comparable companies.

The significant unobservable input is the discount rate for lack of marketability to the estimated equity value of the unlisted equity investment. The directors of the Company considered that the relationship of unobservable inputs to the fair value of such investment is in negative relationship that the higher the discount rate, the lower the fair value.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Fair value measurements recognised in the consolidated statement of financial position
- continued

- (f) Fair value determined based on discounted cash flow. Discounted cash flow with future cash flows that are estimated based on contractual terms, discounted at rates that reflect management's best estimation of the expected risk level. The significant unobservable input is the discount rate based on the management judgement. The directors of the Company considered that the relationship of unobservable inputs to the fair value of such investment is in negative relationship that the higher the discount rate, the lower the fair value.
- (h) The fair value is using Binomial option pricing model for equity component. The key inputs are exercise price of the options, current unlisted share price of the underlying assets of the options, expected volatility, time to maturity, risk free rate, dividend yield and discount rate.

The fair value of the current unlisted share price of the underlying assets is derived based on market approach with the Price to Book ratio of the comparable companies.

The significant unobservable input is the discount rate for Binomial option pricing model and for lack of marketability to the estimated unlisted share price of the underlying assets. The directors of the Company considered that the relationship of unobservable inputs to the fair value of such investment is in negative relationship that the higher the discount rates, the lower the fair value.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Fair value measurements recognised in the consolidated statement of financial position - continue

- (h) The fair value is determined with reference to the terms of guarantee return in the agreement. As the term was listed in signed agreement, the counter-party guaranteed a fixed rate of return to the Company and the Company can calculate the fair value by using fixed rate of return and the discount rate as key parameters.

Fair value hierarchy

| | At 31 December 2022 | | | |
|---|---------------------|-----------------|-----------------|----------------|
| | Level 1 HK\$ | Level 2 HK\$ | Level 3 HK\$ | Total HK\$ |
| Financial assets measured at fair value through profit or loss | 102,267,500 | 2,296,944,553 | 6,428,749,081 | 8,827,961,134 |
| Financial assets at fair value through other comprehensive income | 384,696,723 | 2,568,165,540 | - | 2,952,862,263 |
| Total | 486,964,223 | 4,865,110,093 | 6,428,749,081 | 11,780,823,397 |

| | At 31 December 2021 | | | |
|---|---------------------|-----------------|-----------------|----------------|
| | Level 1 HK\$ | Level 2 HK\$ | Level 3 HK\$ | Total HK\$ |
| Financial assets measured at fair value through profit or loss | 123,320,000 | 4,437,090,358 | 7,553,832,457 | 12,114,242,815 |
| Financial assets at fair value through other comprehensive income | 629,086,768 | 3,522,433,247 | - | 4,151,520,015 |
| Total | 752,406,768 | 7,959,523,605 | 7,553,832,457 | 16,265,762,830 |

There were no transfers between Levels 1 and 2 for both years.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Valuation techniques

The fair value of listed trading securities being classified as Level 1 was determined based on quoted price in an active market.

The fair value of listed debt securities and unlisted unit funds being classified as Level 2 and Level 3 was determined based on recent transaction price.

The fair value of unlisted investments being classified as Level 3 was determined based on valuation techniques that include inputs for the assets that are not based on observable market data.

Assets and liabilities carried at amortised cost

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

Reconciliation of Level 3 fair value measurements

| | Financial assets at fair value through profit or loss HK\$ |
|--|---|
| At 1 January 2021 | 9,328,775,978 |
| Disposal/redemption | (2,362,619,024) |
| Total gain in profit or loss | <u>587,675,503</u> |
| At 31 December 2021 and 1 January 2022 | 7,553,832,457 |
| Addition | 1,162,110,278 |
| Disposal/redemption | (541,304,395) |
| Total loss in profit or loss | <u>(1,745,889,259)</u> |
| At 31 December 2022 | <u><u>6,428,749,081</u></u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

28. FINANCIAL INSTRUMENTS - Continued

Fair value of assets and liabilities - Continued

Capital risk management

The Group regularly reviews and manages its capital structure (consisting of share capital, retained earnings and capital reserve) in order to meet the Group's operation and working capital requirements. The Group follows a conservative dividend policy which allows changing financial needs to be met from internal resources. The Group's overall strategy for capital management remains unchanged from prior years and is not subject to external imposed capital requirements.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

29. 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.

| | Bank borrowings HK\$ (Note 22) | Bond payables HK\$ (Note 22) | Interest payables HK\$ (Note 23) | Lease liabilities HK\$ (Note 14) | Perpetual capital instruments HK\$ (Note 26) | Total HK\$ |
|---|---|------------------------------------|---|---|--|------------------------|
| At 1 January 2021 | 4,217,957,123 | 27,889,013,576 | 285,345,007 | 17,952,208 | 3,098,826,886 | 35,509,094,800 |
| Changes from financing cash flows | | | | | | |
| Drawdown of bank borrowings | 5,372,776,556 | - | - | - | - | 5,372,776,556 |
| Repayment of bank borrowings | (3,530,405,356) | - | - | - | - | (3,530,405,356) |
| Proceed from debt issuance | - | 2,334,000,000 | - | - | - | 2,334,000,000 |
| Debt repayment | - | (6,224,000,000) | - | - | - | (6,224,000,000) |
| Payment of lease liability | - | - | - | (5,496,000) | - | (5,496,000) |
| Loan interest paid | - | - | (50,329,403) | - | - | (50,329,403) |
| Bond interest paid | - | - | (1,025,404,000) | - | (71,705,666) | (1,097,109,666) |
| Total changes from financing cash flows | <u>1,842,371,200</u> | <u>(3,890,000,000)</u> | <u>(1,075,733,403)</u> | <u>(5,496,000)</u> | <u>(71,705,666)</u> | <u>(3,200,563,869)</u> |
| Other changes | | | | | | |
| Interest expense on bank loans | - | - | 51,442,093 | - | - | 51,442,093 |
| Interest expense on bond payables | - | 917,931,387 | - | - | - | 917,931,387 |
| Interest expense on lease liabilities | - | - | - | 374,890 | - | 374,890 |
| Coupon interest accrual | - | (951,378,121) | 951,378,121 | - | - | - |
| Profit attributable to holders of perpetual capital instruments | - | - | - | - | 122,924,000 | 122,924,000 |
| Effect of lease term reassessment | - | - | - | (11,010,665) | - | (11,010,665) |
| Unrealised exchange loss/(gain) | (96,012,567) | 54,791,795 | - | - | - | (41,220,772) |
| Total other changes | <u>(96,012,567)</u> | <u>21,345,061</u> | <u>1,002,820,214</u> | <u>(10,635,775)</u> | <u>122,924,000</u> | <u>1,040,440,933</u> |
| As at 31 December 2021 and 1 January 2022 | <u>5,964,315,756</u> | <u>24,020,358,637</u> | <u>212,431,818</u> | <u>1,820,433</u> | <u>3,150,045,220</u> | <u>33,348,971,864</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES -
Continued

| | Bank borrowings HK\$ (Note 22) | Bond payables HK\$ (Note 22) | Interest payables HK\$ (Note 23) | Lease liabilities HK\$ (Note 14) | Perpetual capital instruments HK\$ (Note 26) | Total HK\$ |
|---|---|------------------------------------|---|---|--|------------------------|
| At 31 December 2021 and 1 January 2022 | 5,964,315,756 | 24,020,358,637 | 212,431,818 | 1,820,433 | 3,150,045,220 | 33,348,971,864 |
| Changes from financing cash flows | | | | | | |
| Drawdown of bank borrowings | 2,350,500,000 | - | - | - | - | 2,350,500,000 |
| Repayment of bank borrowings | (2,021,993,856) | - | - | - | - | (2,021,993,856) |
| Proceed from debt issuance | - | 3,890,000,000 | - | - | - | 3,890,000,000 |
| Debt repayment | - | (7,780,000,000) | - | - | - | (7,780,000,000) |
| Payment of lease liability | - | - | - | (1,832,000) | - | (1,832,000) |
| Loan interest paid | - | - | (138,617,390) | - | - | (138,617,390) |
| Bond interest paid | - | - | (889,097,385) | - | (122,924,000) | (1,012,021,385) |
| Total changes from financing cash flows | <u>328,506,144</u> | <u>(3,890,000,000)</u> | <u>(1,027,714,775)</u> | <u>(1,832,000)</u> | <u>(122,924,000)</u> | <u>(4,713,964,631)</u> |
| Other changes | | | | | | |
| Interest expense on bank loans | - | - | 150,206,720 | - | - | 150,206,720 |
| Interest expense on bond payables | - | 868,066,466 | - | - | - | 868,066,466 |
| Interest expense on lease liabilities | - | - | - | 11,567 | - | 11,567 |
| Coupon interest accrual | - | (829,032,369) | 829,032,369 | - | - | - |
| Profit attributable to holders of perpetual capital instruments | - | - | - | - | 122,924,000 | 122,924,000 |
| Unrealised exchange loss/(gain) | (72,021,300) | (43,664,194) | - | - | - | (115,685,494) |
| Total other changes | <u>(72,021,300)</u> | <u>(4,630,097)</u> | <u>979,239,089</u> | <u>11,567</u> | <u>122,924,000</u> | <u>1,025,523,259</u> |
| As at 31 December 2022 | <u>6,220,800,600</u> | <u>20,125,728,540</u> | <u>163,956,132</u> | <u>-</u> | <u>3,150,045,220</u> | <u>29,660,530,492</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

30. OPERATING LEASES

The Group as a lessor

All properties held for rental purpose have committed leases for the next 2 to 3 years respectively.

Minimum lease payments receivable on leases are as follows:

| | 2022 HK\$ | 2021 HK\$ |
|----------------------------|--------------------|--------------------|
| Within one year | 76,030,009 | 66,737,731 |
| Between one and five years | 81,895,642 | 116,293,220 |
| Over five years | - | 2,827,427 |
| | <u>157,925,651</u> | <u>185,858,378</u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

31. CAPITAL COMMITMENT

The Group had the following commitments at year end.

| | 2022 HK\$ | 2021 HK\$ |
|--|----------------|--------------|
| Contracted, but not provided | | |
| Capital expenditure on investment properties | <u>700,000</u> | <u>-</u> |

32. SUBSEQUENT EVENTS

There is no significant subsequent event after the reporting period.

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

| | As at 31 December 2022 HK\$ | As at 31 December 2021 HK\$ (Restated) |
|---|--------------------------------------|--|
| Note | | |
| ASSETS | | |
| Non-current assets | | |
| Fixed assets | 2,337,281 | 3,601,569 |
| Investment properties | 95,673,927 | 99,000,000 |
| Financial assets at fair value through other comprehensive income | 2,952,862,263 | 4,151,520,015 |
| Financial assets at fair value through profit or loss | 3,522,463,479 | 4,002,022,339 |
| Loans and receivables | - | 821,072,939 |
| Investment in subsidiaries | 16 398,579 | 398,579 |
| Total non-current assets | <u>6,573,735,529</u> | <u>9,077,615,441</u> |
| Current assets | | |
| Loans and receivables | 1,237,866,948 | 907,556,368 |
| Prepayments | 18,220,886 | 3,347,688 |
| Financial assets at fair value through profit or loss | 3,791,204,799 | 5,190,819,868 |
| Amounts due from subsidiaries | 13,346,569,561 | 15,380,464,348 |
| Cash and bank balances | 4,245,070,622 | 3,809,427,219 |
| Total current assets | <u>22,638,932,816</u> | <u>25,291,615,491</u> |
| Total assets | <u><u>29,212,668,345</u></u> | <u><u>34,369,230,932</u></u> |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

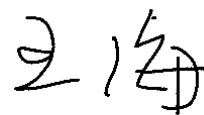
33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY -
Continued

| | Note | As at 31 December 2022 HK\$ | As at 31 December 2021 HK\$ (Restated) |
|--------------------------------------|------|--------------------------------------|--|
| LIABILITIES | | | |
| Current liabilities | | | |
| Bank and other borrowings | | 6,220,800,600 | 5,964,315,756 |
| Amounts due to subsidiaries | | 23,079,758,942 | 27,218,876,851 |
| Tax liabilities | | 9,392,905 | 31,250,000 |
| Other payables and accruals | | 50,788,248 | 75,337,725 |
| Total current liabilities | | <u>29,360,740,695</u> | <u>33,289,780,332</u> |
| Net current liabilities | | <u>(6,721,807,879)</u> | <u>(7,998,164,841)</u> |
| Non-current liabilities | | | |
| Deferred tax liabilities | | 6,972,883 | 6,972,883 |
| Total non-current liabilities | | <u>6,972,883</u> | <u>6,972,883</u> |
| Total liabilities | | <u>29,367,713,578</u> | <u>33,296,753,215</u> |
| NET (LIABILITIES)/ASSETS | | <u>(155,045,233)</u> | <u>1,072,477,717</u> |
| EQUITY | | | |
| Equity | | | |
| Share capital | 24 | 358,661,400 | 358,661,400 |
| Reserve | | (513,706,633) | 713,816,317 |
| TOTAL (DEFICIT)/EQUITY | | <u>(155,045,233)</u> | <u>1,072,477,717</u> |

On behalf of the directors



Huang Wei
Director



Wang Hai
Director

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY -
Continued

Movements in components of equity

Details of the changes in the Company's individual component of equity between the beginning and the end of the year are set out below.

| | Share capital (Note 25) HK\$ | Capital reserve (Note (a)) HK\$ | Investment revaluation reserve (Note (b)) HK\$ | Retained earnings HK\$ | Total HK\$ |
|--|------------------------------------|--|--|------------------------------|-----------------|
| At 1 January 2021 | 358,661,400 | 408,258,204 | (1,356,452,085) | 1,286,242,477 | 696,709,996 |
| Profit for the year | - | - | - | 207,590,310 | 207,590,310 |
| Other comprehensive income for the year | - | - | (284,380,193) | - | (284,380,193) |
| Total comprehensive income for the year | - | - | (284,380,193) | 207,590,310 | (76,789,883) |
| At 31 December 2021 and 1 January 2022 | | | | | |
| - As previously stated | 358,661,400 | 408,258,204 | (1,640,832,278) | 1,493,832,787 | 619,920,113 |
| - Prior year adjustments (note 4) | - | - | - | 452,557,604 | 452,557,604 |
| - As restated | 358,661,400 | 408,258,204 | (1,640,832,278) | 1,946,390,391 | 1,072,477,717 |
| Loss for the year | - | - | - | (755,944,691) | (755,944,691) |
| Other comprehensive income for the year | - | - | (471,578,259) | - | (471,578,259) |
| Total comprehensive income for the year | - | - | (471,578,259) | (755,944,691) | (1,227,522,950) |
| At 31 December 2022 | 358,661,400 | 408,258,204 | (2,112,410,537) | 1,190,445,700 | (155,045,233) |

CHINA GREAT WALL AMC (INTERNATIONAL) HOLDINGS COMPANY LIMITED
(中國長城資產(國際)控股有限公司)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

**33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY -
Continued**

Notes:

- (a) The capital reserve represents the waiver of amount due to ultimate holding company for the year ended 31 December 2011.
- (b) The investment revaluation reserve comprises the cumulative change in the fair value of financial assets at fair value through other comprehensive income held at the end of the year.

34. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of the Company on 29 June 2023.

ISSUER

China Great Wall International Holdings VI Limited
 Craigmuir Chambers
 Road Town
 Tortola, VG1110
 British Virgin Islands

GUARANTOR

China Great Wall AMC (International) Holdings
 Company Limited
 中國長城資產(國際)控股有限公司
 20/F., Bank of America Tower
 12 Harcourt Road Central
 Hong Kong

TRUSTEE

The Bank of New York Mellon, London Branch
 160 Queen Victoria Street
 London EC4V 4LA
 United Kingdom

REGISTRAR AND TRANSFER AGENT

The Bank of New York Mellon SA/NV
 Dublin Branch
 Riverside Two
 Sir John Rogerson's Quay
 Grand Canal Dock
 Dublin 2
 Ireland

**PRINCIPAL PAYMENT AGENT AND
CALCULATION AGENT**

The Bank of New York Mellon, London Branch
 160 Queen Victoria Street
 London EC4V 4LA
 United Kingdom

LEGAL ADVISERS TO THE ISSUER AND THE GUARANTOR

As to English law

Clifford Chance
 27th Floor, Jardine House
 One Connaught Place
 Hong Kong

As to British Virgin Islands law

Maples and Calder (Hong Kong) LLP
 26th Floor, Central Plaza
 18 Harbour Road
 Wan Chai
 Hong Kong

As to PRC law

King & Wood Mallesons
 18th Floor, East Tower
 World Financial Centre
 1 Dongsanhuan Zhonglu, Chaoyang District
 Beijing 100020, China

**LEGAL ADVISERS TO THE
JOINT LEAD MANAGERS**

As to English law

Davis Polk & Wardwell
 10/F, The Hong Kong Club Building
 3A Chater Road
 Central, Hong Kong

**LEGAL ADVISERS TO THE
JOINT LEAD MANAGERS**

As to PRC law

JunHe LLP
 26/F HKRI Centre One, HKRI Taikoo Hui
 288 Shimen Road (No. 1)
 Shanghai 200040, P.R. China

LEGAL ADVISERS TO THE TRUSTEE

As to English law

Herbert Smith Freehills
 23/F Gloucester Tower
 15 Queen's Road
 Central
 Hong Kong

AUDITORS OF THE GUARANTOR

BDO Limited
 25/F, Wing On Centre
 111 Connaught Road Central
 Hong Kong