



華人置業集團

CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)

Stock Code 股份代號: 127

2020年報

ANNUAL REPORT



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Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.

倘中英文版本出現歧義，概以英文版本為準。

Date of this annual report: 8 March 2021

本年報日期：二零二一年三月八日

CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors:

Chan, Hoi-wan (*Chief Executive Officer*)

Chan, Lok-wan

Lam, Kwong-wai

Non-executive Directors:

Lau, Ming-wai (*Chairman*)

Amy Lau, Yuk-wai

Independent Non-executive Directors:

Chan, Kwok-wai

Phillis Loh, Lai-ping

Ma, Tsz-chun

AUDIT COMMITTEE

Chan, Kwok-wai (*Chairman*)

Phillis Loh, Lai-ping

Ma, Tsz-chun

INVESTMENT COMMITTEE

Chan, Hoi-wan (*Chairman*)

Lam, Kwong-wai (*Chief Investment Officer*)

Chan, Kwok-wai

Ma, Tsz-chun

NOMINATION COMMITTEE

Phillis Loh, Lai-ping (*Chairman*)

Chan, Kwok-wai

Ma, Tsz-chun

REMUNERATION COMMITTEE

Chan, Kwok-wai (*Chairman*)

Phillis Loh, Lai-ping

Ma, Tsz-chun

COMPANY SECRETARY

Lam, Kwong-wai

AUTHORISED REPRESENTATIVES

Chan, Hoi-wan

Lam, Kwong-wai

董事

執行董事：

陳凱韻 (*行政總裁*)

陳諾韻

林光蔚

非執行董事：

劉鳴煒 (*主席*)

劉玉慧

獨立非執行董事：

陳國偉

羅麗萍

馬時俊

審核委員會

陳國偉 (*主席*)

羅麗萍

馬時俊

投資委員會

陳凱韻 (*主席*)

林光蔚 (*投資總監*)

陳國偉

馬時俊

提名委員會

羅麗萍 (*主席*)

陳國偉

馬時俊

薪酬委員會

陳國偉 (*主席*)

羅麗萍

馬時俊

公司秘書

林光蔚

授權代表

陳凱韻

林光蔚

SOLICITORS*(Listed in alphabetical order)*

King & Wood Mallesons
 Reynolds Porter Chamberlain
 S.Y. Wong & Co.

INDEPENDENT AUDITORS

HLB Hodgson Impey Cheng Limited

BANKERS*(Listed in alphabetical order)*

China Construction Bank (Asia) Corporation Limited
 Deutsche Bank AG, Singapore Branch
 Nanyang Commercial Bank, Limited
 OCBC Wing Hang Bank Limited
 Oversea-Chinese Banking Corporation Limited
 The Bank of East Asia, Limited, London Branch

PLACE OF INCORPORATION

Bermuda

REGISTERED OFFICE

Victoria Place, 5th Floor
 31 Victoria Street
 Hamilton HM 10
 Bermuda

PRINCIPAL OFFICE IN HONG KONG

21st Floor, Chubb Tower
 Windsor House
 311 Gloucester Road
 Causeway Bay, Hong Kong

PRINCIPAL REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
 4th Floor North, Cedar House
 41 Cedar Avenue
 Hamilton HM 12
 Bermuda

律師*(按字母順序排列)*

金杜律師事務所
 Reynolds Porter Chamberlain
 黃倩儀律師事務所

獨立核數師

國衛會計師事務所有限公司

往來銀行*(按字母順序排列)*

中國建設銀行(亞洲)股份有限公司
 Deutsche Bank AG, Singapore Branch
 南洋商業銀行有限公司
 華僑永亨銀行有限公司
 Oversea-Chinese Banking Corporation Limited
 東亞銀行有限公司(倫敦分行)

註冊成立地點

百慕達

註冊辦事處

Victoria Place, 5th Floor
 31 Victoria Street
 Hamilton HM 10
 Bermuda

香港主要辦事處

香港銅鑼灣
 告士打道311號
 皇室大廈
 安達人壽大樓21樓

主要過戶登記處

MUFG Fund Services (Bermuda) Limited
 4th Floor North, Cedar House
 41 Cedar Avenue
 Hamilton HM 12
 Bermuda

BRANCH REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990/(852) 2529 6087

OFFICE IN THE PEOPLE'S REPUBLIC OF CHINA

Room 1003, 10th Floor, Oriental Place
No. 9 East Dongfang Road
North Dongsanhuan Road
Chaoyang District, Beijing, PRC
Post Code: 100027
Tel: (8610) 6466 0638
Fax: (8610) 6466 0238

WEBSITE

<http://www.chineseestates.com>

STOCK CODE

127

BOARD LOT

500 shares

INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:
Tel: (852) 2866 6999
Fax: (852) 2866 2822/(852) 2866 2833
E-mail: investor.relations@chineseestates.com

香港過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712至1716號舖
電話：(852) 2862 8555
傳真：(852) 2865 0990/(852) 2529 6087

中華人民共和國辦事處

中國北京市朝陽區
東三環北路
東方東路9號
東方國際大廈10樓1003室
郵編：100027
電話：(8610) 6466 0638
傳真：(8610) 6466 0238

網址

<http://www.chineseestates.com>

股份代號

127

買賣單位

500股

投資者關係

有關投資者關係之查詢，請聯絡：
電話：(852) 2866 6999
傳真：(852) 2866 2822/(852) 2866 2833
電郵： investor.relations@chineseestates.com

EXECUTIVE DIRECTORS

Ms. CHAN, Hoi-wan, aged 41, has been appointed as an Executive Director of the Company since 2017 and acts as the Chief Executive Officer of the Company since 17 February 2021. She also acts as a director of certain subsidiaries of the Company. Ms. Chan is also the chairman of the investment committee of the Company. She had joined the then associate of the Group (the Company together with its subsidiaries, the "Group") from 2002 to 2005 and participated in its cosmetics business, including Two Girls products. She also possessed of more than 3.5 years' work experience in media field in Hong Kong and gained experience in properties and securities investments through her investments. Ms. Chan is the elder sister of *Ms. Chan, Lok-wan*, the step-mother of *Mr. Lau, Ming-wai* and the sister-in-law of *Ms. Amy Lau, Yuk-wai*. As at the date of this annual report, Ms. Chan is a director of certain substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Ms. CHAN, Lok-wan, aged 36, joined the Group in 2008 and has been appointed as an Executive Director of the Company since 2015. She is the Manager of Sales and Leasing Department and also acts as a director of certain subsidiaries of the Company. Ms. Chan holds a Bachelor Degree of Science in Business and Management (Marketing) from Brunel University London and a Master Degree of Science in Communication, Information and Society from The London School of Economics and Political Science. She is responsible for the Group's marketing affairs, overseeing the Group's cosmetics business, including Two Girls products, and participated in the Group's properties' sales and leasing businesses. Ms. Chan has over 12 years of experience in sales and marketing. She is the younger sister of *Ms. Chan, Hoi-wan* and the aunt of *Mr. Lau, Ming-wai*.

Mr. LAM, Kwong-wai, aged 65, joined the Group in 1989 and has been appointed as an Executive Director of the Company since 2012. Mr. Lam is the Group Financial Controller and Company Secretary of the Company and acts as a director of certain subsidiaries of the Company. He is also a member of the investment committee of the Company and acts as the chief investment officer. Mr. Lam is an independent non-executive director of Lifestyle China Group Limited, the shares of this company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Lam is a Certified Public Accountant (Practising) and holds a Master Degree of Business Administration from the University of Warwick, United Kingdom. He has over 43 years of experience in auditing, finance and accounting industries.

執行董事

陳凱韻女士，現年41歲，自二零一七年起獲委任為本公司之執行董事，並自二零二一年二月十七日起出任本公司行政總裁。彼亦出任本公司若干附屬公司之董事。陳女士亦為本公司投資委員會主席。彼曾於二零零二年至二零零五年加入本集團(本公司連同其附屬公司，統稱「本集團」)當時之聯營公司並參與該公司之化妝品業務包括『雙妹』產品。彼亦具有超逾三年半於香港之傳媒工作經驗及擁有個人物業及證券之投資經驗。陳女士為陳諾韻女士之胞姊、劉鳴煒先生之繼母及劉玉慧女士之嫂子。於本年報日期，陳女士為若干按香港法例第571章證券及期貨條例第XV部所述屬本公司主要股東之董事。

陳諾韻女士，現年36歲，於二零零八年加入本集團，並自二零一五年起獲委任為本公司之執行董事。彼現任銷售及租務部經理，亦出任本公司若干附屬公司之董事。陳女士持有倫敦布魯內爾大學商業及管理(市場學)理學學士學位，以及倫敦經濟及政治科學學院傳意、資訊及社會理學碩士學位。彼負責本集團之市場推廣事宜及處理本集團化妝品業務包括『雙妹』產品，並參與本集團物業銷售及租務業務。陳女士在營銷及市場推廣方面累積逾十二年經驗。彼為陳凱韻女士之胞妹及劉鳴煒先生之小姨。

林光蔚先生，現年65歲，於一九八九年加入本集團，並自二零一二年起獲委任為本公司之執行董事。林先生現任本公司之集團財務總監及公司秘書，亦出任本公司若干附屬公司之董事。彼亦為本公司投資委員會成員及投資總監。林先生為利福中國集團有限公司之獨立非執行董事，該公司之股份於香港聯合交易所有限公司(「聯交所」)主板上市。林先生為執業會計師，持有英國華威大學工商管理學碩士學位。彼在核數、財務及會計方面累積逾四十三年經驗。

NON-EXECUTIVE DIRECTORS

Mr. LAU, Ming-wai, aged 40, has been appointed as a Director of the Company since 2006 and appointed as the Chairman of the board of Directors since 2014. Mr. Lau holds a Bachelor Degree of Laws from King's College London, a Master Degree of Laws from The London School of Economics and Political Science, and a Doctor Degree of Philosophy in Laws from King's College London. He worked at The Goldman Sachs Group, Inc. and Longview Partners LP, both in London prior to joining the Group. Mr. Lau is a registered attorney in the State of New York and a CFA (Chartered Financial Analyst) charterholder. He is the step-son of *Ms. Chan, Hoi-wan*, and the nephew of *Ms. Chan, Lok-wan* and *Ms. Amy Lau, Yuk-wai*.

Ms. Amy LAU, Yuk-wai, aged 68, has been appointed as a Non-executive Director of the Company since 2004. Ms. Lau is also a non-executive director of Lifestyle International Holdings Limited, the shares of this company are listed on the Main Board of the Stock Exchange. She is a retired dentist. Ms. Lau holds a Bachelor Degree of Science and a Doctor Degree of Dental Surgery from the University of Toronto, Canada. She is the sister-in-law of *Ms. Chan, Hoi-wan* and the aunt of *Mr. Lau, Ming-wai*.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN, Kwok-wai, aged 62, has been appointed as an Independent Non-executive Director of the Company since 2004. He is the chairman of the audit committee and remuneration committee, and a member of the nomination committee and investment committee of the Company. Mr. Chan holds a Bachelor Degree of Business Administration from the Monash University, Australia. He is also a member of CPA Australia and a member of the Hong Kong Securities and Investment Institute. He has over 41 years of experience in finance and accounting industries. Mr. Chan is currently a director of High Progress Consultants Limited. He is also an independent non-executive director of China Investments Holdings Limited, Far East Consortium International Limited, National Electronics Holdings Limited and Tern Properties Company Limited respectively, the shares of all these companies are listed on the Main Board of the Stock Exchange.

非執行董事

劉鳴煒先生，現年40歲，自二零零六年起獲委任為本公司之董事，並自二零一四年起獲委任為董事會主席。劉先生持有倫敦國王學院法律學士學位、倫敦經濟及政治科學學院法律碩士學位及倫敦國王學院法律哲學博士學位。彼在加入本集團之前，曾在倫敦The Goldman Sachs Group, Inc.及Longview Partners LP任職。劉先生為紐約州註冊律師及特許財務分析師(Chartered Financial Analyst)特許持有人。彼為陳凱韻女士之繼子、陳諾韻女士之姨甥及劉玉慧女士之姪兒。

劉玉慧女士，現年68歲，自二零零四年起獲委任為本公司之非執行董事。劉女士亦為利福國際集團有限公司之非執行董事，該公司之股份於聯交所主板上市。彼為退休牙科醫生。劉女士持有加拿大多倫多大學理學士學位及牙科博士學位。彼為陳凱韻女士之小姑及劉鳴煒先生之姑母。

獨立非執行董事

陳國偉先生，現年62歲，自二零零四年起獲委任為本公司之獨立非執行董事。彼為本公司審核委員會及薪酬委員會之主席，並為提名委員會及投資委員會之成員。陳先生持有澳洲蒙納士大學工商管理學學士學位。彼亦為澳洲會計師公會會員及香港證券及投資學會會員。彼在財務及會計方面累積逾四十一年經驗。陳先生現為勤達顧問有限公司之董事。彼亦分別為中國興業控股有限公司、Far East Consortium International Limited(遠東發展有限公司)、National Electronics Holdings Limited(樂聲電子有限公司)及太興置業有限公司之獨立非執行董事，上述所有公司之股份均於聯交所主板上市。

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Cont'd)

Ms. Phillis LOH, Lai-ping, aged 56, has been appointed as an Independent Non-executive Director of the Company since 2006. She is the chairman of the nomination committee, a member of the audit committee and remuneration committee of the Company. Ms. Loh is an independent non-executive director of In Technical Productions Holdings Limited, the shares of this company are listed on the Growth Enterprise Market of the Stock Exchange. Ms. Loh holds a Bachelor Degree of Laws and a Postgraduate Certificate in Laws, both from The University of Hong Kong. Ms. Loh was a practising solicitor from 1990 to 1997, and has since become a practising barrister-at-law after she was called to the Hong Kong Bar in 1998. She was admitted as a solicitor in Hong Kong (1990) and the United Kingdom (1991), and is also a barrister and solicitor in the Supreme Court of the Australian Capital Territory (since 1991). Ms. Loh is a CEDR (Centre for Effective Dispute Resolution) Accredited Mediator (2009). Ms. Loh was an appointed member of the Board of Review (Inland Revenue Ordinance) from 2018 to 2020 and has been appointed as a Deputy Chairman of such penal since 2021. She was appointed Deputy District Judge in 2014 and 2016, and Temporary Deputy Registrar of the High Court in 2018.

Mr. MA, Tsz-chun, aged 55, has been appointed as an Independent Non-executive Director of the Company since 2008. He is a member of the audit committee, remuneration committee, nomination committee and investment committee of the Company. Mr. Ma is a Certified Public Accountant (Practising) and has over 33 years of experience in auditing, finance and accounting industries. He is currently a director and the general manager of Sino-Bridge China Consulting Limited. Mr. Ma is also an independent non-executive director of Lotus Horizon Holdings Limited and In Technical Productions Holdings Limited, the shares of these companies are listed on the Main Board and the Growth Enterprise Market of the Stock Exchange respectively. Mr. Ma holds a Master Degree in Business Administration and a Master of Science Degree in E-Commerce (Business Programme), both from The Chinese University of Hong Kong as well as a Master of Science Degree in China Business Studies from The Hong Kong Polytechnic University. Mr. Ma is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom and an associate member of Hong Kong Institute of Certified Public Accountants.

獨立非執行董事(續)

羅麗萍女士，現年56歲，自二零零六年起獲委任為本公司之獨立非執行董事。彼為本公司提名委員會主席、審核委員會及薪酬委員會之成員。羅女士為In Technical Productions Holdings Limited之獨立非執行董事，該公司之股份於聯交所創業板上市。羅女士持有香港大學法律學士學位及法學專業證書。羅女士由一九九零年至一九九七年為執業事務律師及自一九九八年獲頒香港大律師資格後成為執業大律師。彼分別於一九九零年及一九九一年獲頒香港及英國之事務律師資格，以及自一九九一年起為澳洲首府最高法院之大律師及事務律師。羅女士為CEDR (Centre for Effective Dispute Resolution)認可調解員(二零零九年)。羅女士於二零一八年至二零二零年為稅務上訴委員會委員及自二零二一年起獲委任為該會副主席。彼曾於二零一四年以及於二零一六年被委任為區域法院暫委法官，及於二零一八年被委任為高等法院暫委副司法常務官。

馬時俊先生，現年55歲，自二零零八年起獲委任為本公司之獨立非執行董事。彼為本公司審核委員會、薪酬委員會、提名委員會及投資委員會之成員。馬先生為執業會計師，於核數、財務及會計方面累積逾三十三年經驗。彼現為龍躍中國顧問有限公司之董事及總經理。馬先生亦為智中國國際控股有限公司及In Technical Productions Holdings Limited之獨立非執行董事，上述公司之股份分別於聯交所主板及創業板上市。馬先生持有香港中文大學工商管理碩士學位及電子商貿管理理學碩士學位，並持有香港理工大學中國商貿管理理學碩士學位。馬先生為英國特許公認會計師公會資深會員及香港會計師公會會員。

PROFILES OF SENIOR EXECUTIVES

高級行政人員簡介

Ms. Connie CHEUNG, Mun-yi, aged 53, joined the Group (the Company together with its subsidiaries, the "Group") in 2007 and is the Head of Legal Department. Ms. Cheung is a practising solicitor. She holds a Bachelor Degree of Laws and a Postgraduate Certificate in Laws, both from The University of Hong Kong. Before joining the Group, Ms. Cheung worked in both law firm as a solicitor and public sector as an in-house legal counsel. Ms. Cheung is responsible for overseeing the legal aspects of the Group's various businesses, including project development, commercial investments, conveyancing and tenancy. She has over 29 years of legal experience.

Mr. Simon CHEUNG, Sung-fung, aged 39, joined the Group in 2007 and is the Head of Leasing Department. Mr. Cheung is a chartered surveyor. He holds a Bachelor Degree of Business Administration (Honours) in Marketing from the City University of Hong Kong and a Master Degree of Science in Real Estate from The University of Hong Kong. He is also a member of The Royal Institution of Chartered Surveyors. Mr. Cheung is responsible for the real estate asset management. He has over 17 years of relevant experience. Mr. Cheung also acts as a director of certain subsidiaries of the Company.

Ms. Hazel LAI, Ming-yan, aged 52, joined the Group in 2000 and is the Senior Manager—Contracts of Project Development Department. Ms. Lai is a registered professional surveyor. She holds a Bachelor Degree of Science in Building from the City University of Hong Kong and a Master Degree of Science in Construction and Real Estate from The Hong Kong Polytechnic University. She is also a member of The Hong Kong Institute of Surveyors and The Royal Institution of Chartered Surveyors. Ms. Lai is responsible for the quantity surveying affairs. She has over 30 years of relevant experience.

Various businesses and functions of the Company are significantly under the direct responsibilities of the Executive Directors who are also regarded as senior executives of the Company.

張敏儀女士，現年53歲，於二零零七年加入本集團(本公司連同其附屬公司，統稱「本集團」)，現任法律部主管。張女士為執業事務律師。彼持有香港大學法律學士學位及法學專業證書。在加入本集團之前，張女士曾於律師行任職事務律師及公營機構出任法律顧問。張女士負責處理本集團的各項業務之法律事宜，包括項目發展、商業投資、樓宇買賣及租務方面。彼在法律工作方面累積逾二十九年經驗。

張崇峰先生，現年39歲，於二零零七年加入本集團，現任租務部主管。張先生為特許測量師。彼持有香港城市大學市場學(榮譽)工商管理學士學位及香港大學理科碩士(房地產)學位。彼亦為英國皇家特許測量師學會會員。張先生負責房地產資產管理。彼累積逾十七年相關經驗。張先生亦出任本公司若干附屬公司之董事。

黎明欣女士，現年52歲，於二零零零年加入本集團，現任項目發展部高級經理 – 工程合同。黎女士為註冊專業測量師。彼持有香港城市大學建造學理學士學位及香港理工大學建築及房地產學理學碩士學位。彼亦為香港測量師學會及英國皇家特許測量師學會會員。黎女士負責工料測量事宜。彼累積逾三十年相關經驗。

本公司各項業務及職責大部分由執行董事直接負責，彼等亦被視為本公司的高級行政人員。

I am pleased to present the results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2020 (the "Year") to the shareholders of the Company.

RESULTS

Profit for the Year attributable to owners of the Company was HK\$622.2 million as compared to HK\$790.2 million for the last year. The decrease in profit for the Year was mainly due to a mix of the following reasons: (a) decrease in profit from investments and treasury products at fair value through profit or loss of HK\$1,666.5 million; (b) increase in unrealised loss on fair value changes of investment properties of HK\$806.5 million; (c) share of results of investments accounted for using the equity method turned from profit of HK\$209.7 million to loss of HK\$38.4 million; (d) decrease in net rental income; (e) net dividend income of HK\$1,967.6 million (2019: nil) was recognised from the shares of China Evergrande Group (stock code: 3333) during the Year; (f) surrender premium and dilapidations settlement received from tenants in respect of properties in the United Kingdom of HK\$249.8 million (2019: HK\$2.0 million) was recorded during the Year; and (g) no impairment loss of goodwill (2019: HK\$322.9 million) was recognised during the Year. Earnings per share for the Year was HK\$0.33 (2019: HK\$0.41).

If the net loss on the major non-cash items of HK\$1,605.1 million (2019: HK\$907.2 million) is excluded, the Group will have a core profit for the Year attributable to owners of the Company of HK\$2,227.3 million (2019: HK\$1,697.4 million) and a core profit per share of HK\$1.17 (2019: HK\$0.89).

The major non-cash items represented the attributable net unrealised fair value loss on investment properties together with their respective deferred tax from the Group and its associates and joint venture of HK\$1,605.1 million (2019: attributable net unrealised fair value loss on investment properties together with their respective deferred tax from the Group and its associates and joint venture of HK\$584.3 million and impairment loss of goodwill of HK\$322.9 million).

DIVIDENDS

The board of directors of the Company (the "Directors" or the "Board") has recommended the payment of a final dividend of HK1 cent per share (2019: HK1 cent per share) for the Year (the "Final Dividend").

The Company had paid an interim dividend of HK1 cent per share on 7 September 2020 (2019: HK1 cent per share). Having considered the Company's dividend policy, to preserve more cash for the Group's future financial, property investment or securities investment opportunities, the Board has recommended the payment of the Final Dividend of HK1 cent per share (2019: HK1 cent per share).

本人欣然向本公司之股東呈報本公司及其附屬公司（「本集團」）截至二零二零年十二月三十一日止年度（「本年度」）之業績。

業績

本公司擁有人應佔本年度之溢利為622,200,000港元，相比去年為790,200,000港元。本年度溢利減少主要由於混合以下原因：(a)來自通過損益以反映公平值之投資及財資產品之溢利減少1,666,500,000港元；(b)投資物業之公平值變動之未變現虧損增加806,500,000港元；(c)攤佔以權益法入賬投資之業績由溢利209,700,000港元轉為虧損38,400,000港元；(d)租金收入淨額減少；(e)於本年度確認來自中國恆大集團（股份代號：3333）股份之股息收入淨額1,967,600,000港元（二零一九年：無）；(f)於本年度錄得就英國物業向租戶收取之退租補償及拆卸費用249,800,000港元（二零一九年：2,000,000港元）；及(g)於本年度並無確認商譽之減值虧損（二零一九年：322,900,000港元）。本年度之每股盈利為0.33港元（二零一九年：0.41港元）。

如撇除主要非現金項目虧損淨額1,605,100,000港元（二零一九年：907,200,000港元），本集團將錄得本公司擁有人應佔本年度之核心溢利2,227,300,000港元（二零一九年：1,697,400,000港元）及每股核心溢利為1.17港元（二零一九年：0.89港元）。

主要非現金項目乃指來自本集團以及其聯營公司及合資公司之應佔投資物業之未變現公平值虧損淨額連同其相關之遞延稅項共1,605,100,000港元（二零一九年：本集團以及其聯營公司及合資公司之應佔投資物業之未變現公平值虧損淨額連同其相關之遞延稅項584,300,000港元以及商譽之減值虧損322,900,000港元）。

股息

本公司董事會（「董事」或「董事會」）建議派發本年度之末期股息每股1港仙（「末期股息」）（二零一九年：每股1港仙）。

本公司已於二零二零年九月七日支付中期股息每股1港仙（二零一九年：每股1港仙）。經考慮本公司之股息政策，為保留更多現金作本集團把握日後財務、物業投資或證券投資的機遇之需要，董事會建議派發末期股息每股1港仙（二零一九年：每股1港仙）。

DIVIDENDS (Cont'd)

Subject to shareholders' approval at the forthcoming annual general meeting of the Company to be held on 26 May 2021 (the "2021 AGM"), dividend warrants for the Final Dividend will be posted on or about 11 June 2021 to shareholders whose names appear on the register of members of the Company on 2 June 2021.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the members' eligibility to attend and vote at the 2021 AGM, and entitlement to the recommended Final Dividend, the register of members will be closed during the following periods respectively:

(1) For ascertaining eligibility to attend and vote at the 2021 AGM:

(1) 為確定出席二零二一年股東週年大會並於會上投票的資格：

Latest time to lodge transfers documents for registration 交回股份過戶文件以作登記的最後時限	20.5.2021 16:30
Closure of register of members 暫停辦理股東登記手續	21.5.2021 – 26.5.2021 (both days inclusive)(包括首尾兩天)

(2) For ascertaining entitlement to the recommended Final Dividend:

(2) 為確定獲派建議末期股息的權利：

Latest time to lodge transfers documents for registration 交回股份過戶文件以作登記的最後時限	31.5.2021 16:30
Closure of register of members 暫停辦理股東登記手續	1.6.2021 – 2.6.2021 (both days inclusive)(包括首尾兩天)
Record date 記錄日期	2.6.2021

To be eligible to attend and vote at the 2021 AGM, and to qualify for the recommended Final Dividend, all properly completed share transfers documents accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Registrar and Transfer Office in Hong Kong, namely Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than the respective latest time as stated above.

股息(續)

待股東於本公司將於二零二一年五月二十六日舉行之應屆股東週年大會(「二零二一年股東週年大會」)上批准，末期股息之股息單將於二零二一年六月十一日或前後寄發予於二零二一年六月二日名列本公司股東名冊之股東。

暫停辦理股東登記手續

為確定股東出席二零二一年股東週年大會並於會上投票的資格，及獲派建議末期股息的權利，本公司將分別於下列期間暫停辦理股東登記手續：

為符合資格出席二零二一年股東週年大會並於會上投票，及獲派建議末期股息，所有填妥的股份過戶文件連同有關股票必須於上述分別指明的最後時限前送達本公司於香港之過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖。

BUSINESS MODEL AND STRATEGIES

The Group's core businesses comprise property investments for rental and property development as well as securities investments.

The Group aims at enhancing value and recurrent revenue of investment properties through conceptualising and implementing redevelopment, renovation works and repackaging programmes for properties as well as actively managing a balanced tenant mix for retail properties to achieve long-term sustainable growth.

In Hong Kong, the Group participates in developing modern industrial properties.

The Group invested in office properties and hotel business in Mainland China and commercial and residential properties in the United Kingdom. All of them are located in the prestigious areas and generate stable and recurrent rental income for the Group.

The Group is actively grasping the opportunity for acquiring properties in Hong Kong and the United Kingdom.

The Group continues its strategy in quality partnerships with property developers or other parties to the extent commercially feasible and beneficial to the Group's development.

Apart from the aforesaid, the Group has conducted variety of securities investment business, such as equity investments, debt investments and other treasury products, with the aim to yield enhancement for treasury management.

The Group believes that the stable rental income from its investment properties, together with the property development and trading as well as securities investment, forms a diversified cash flow stream which allows the Group to weather the cyclicity of the real estate business.

業務模式及策略

本集團核心業務包括投資物業的租賃、物業發展及證券投資。

本集團致力透過物業重建、翻新及改造工程以提升旗下投資物業之價值及增加經常性收益。本集團亦積極管理及平衡零售物業租戶組合，以達致長期及可持續增長。

在香港，本集團參與發展現代化工廈。

本集團於中國內地持有寫字樓及投資於酒店業務，並於英國持有商業及住宅物業。該等物業及投資均位於優質地區，為本集團帶來穩定及經常性租金收入。

本集團正積極物色機會收購位於香港及英國之物業。

本集團秉持其策略，在商業上可行及有利於本集團發展之情況下與發展商或其他人士建立優質夥伴關係。

除上述所指外，本集團亦進行各種證券投資業務，如股本投資、債務投資及其他財資產品，為財資管理謀求增益。

本集團相信，投資物業之穩定租金收入，連同物業發展及買賣以及證券投資形成了多元化的現金流，使本集團能抵禦地產業務之週期性。

MANAGEMENT DISCUSSION AND ANALYSIS

Hong Kong Property Investment

Rentals from investment properties continued to be one of the major sources of our income.

As at 31 December 2020, the occupancy rate of the shops of Causeway Place was approximately 98.01%.

Olympian City 3 (25% interest), the retail mall in The Hermitage residences in West Kowloon, the average occupancy rate was approximately 95.85% during the Year.

Coronation Circle (15% interest), the retail mall in The Coronation residences in West Kowloon, the average occupancy rate was approximately 70.57% during the Year.

During the Year, the average occupancy rate of the Group's office property, Harcourt House was approximately 81.37%.

Nos. 14–18 Ma Kok Street (100% interest), an industrial building in Tsuen Wan was vacant as at 31 December 2020. The redevelopment comprises of a 25-storey industrial building (including 2 basement levels for parking and loading/unloading facilities) with a total gross floor area of approximately 228,000 square feet. It is currently in planning and design stage. Demolition of the existing building has been completed, and foundation construction will commence in early 2021. The new building is expected to be completed by early 2025. The Group's equity interest in the company holding Nos. 14–18 Ma Kok Street has been increased from 51% to 100% in February 2020.

No. 1 Hung To Road (33.33% interest), a 33-storey industrial building in Kwun Tong, the average occupancy rate was approximately 97.88% during the Year.

Hong Kong Property Development

The Hermitage (25% interest) is one of the Group's joint venture development projects in West Kowloon. It comprises 6 residential tower blocks and provides in aggregate 964 residential units and retail properties with a total gross floor area of around 1,095,980 square feet. As at 31 December 2020, 99.79% of total residential units were sold.

管理層討論與分析

香港物業投資

投資物業之租金仍然是本集團之主要收入來源之一。

於二零二零年十二月三十一日，銅鑼灣地帶之商舖出租率約為98.01%。

奧海城三期(佔25%權益)，位於西九龍帝峯•皇殿住宅之商場，於本年度內之平均出租率約為95.85%。

中港薈(佔15%權益)，位於西九龍御金•國峯住宅之商場，於本年度內之平均出租率約為70.57%。

於本年度內，本集團之辦公室物業 – 夏慤大廈之平均出租率約為81.37%。

馬角街14至18號(佔100%權益)，位於荃灣之一幢工業大廈，於二零二零年十二月三十一日為空置。將重建為一幢總樓面面積約228,000平方呎，25層之工業大廈(包括兩層地庫泊車及上落貨區)。項目現處於規劃及設計階段。現有大廈之拆卸工程已竣工，並將於二零二一年年初展開地基工程。新大樓預期於二零二五年年初落成。本集團於持有馬角街14至18號之公司之股權權益於二零二零年二月由51%增至100%。

鴻圖道1號(佔33.33%權益)，位於觀塘之一幢33層工業大廈，於本年度內之平均出租率約為97.88%。

香港物業發展

帝峯•皇殿(佔25%權益)為本集團其中一項位於西九龍的合營發展項目。該項目由6座住宅大廈組成，提供合共964個住宅單位及零售商舖，總樓面面積合共約1,095,980平方呎。於二零二零年十二月三十一日，已售出住宅單位總數之99.79%。

MANAGEMENT DISCUSSION AND ANALYSIS

(Cont'd)

Hong Kong Property Development (Cont'd)

The Coronation (15% interest) is another joint venture development project of the Group in West Kowloon. It comprises 6 residential tower blocks and provides in aggregate 740 residential units and retail properties with a total gross floor area of around 650,600 square feet. As at 31 December 2020, all residential units were sold.

Grand Central (10% interest) is a joint venture development project of the Group awarded by the Urban Renewal Authority. Its total site area is approximately 234,160 square feet, with a total gross floor area of around 1,853,561 square feet. 4 residential tower blocks with 1,999 residential units in aggregate are built in two phases. Up to 31 December 2020, 860 units of first phase and 770 units of second phase were presold. Superstructure works of both phases were completed, occupation permit was issued in November 2020, and certificate of compliance is anticipated to be granted in the second quarter of 2021.

Mainland China Property Investment

Hilton Beijing (50% interest), a five-star international hotel having 506 rooms, its occupancy rate has been dropped to approximately 40.14% as at 31 December 2020 due to renovation works and the outbreak of COVID-19. Due to the pandemic, the renovation works of 5th to 14th Floors of the main tower were temporarily suspended.

Oriental Place (50% interest), a 10-storey office building next to Hilton Beijing. Its average occupancy rate was approximately 73.29% during the Year.

Overseas Property Investment

River Court is a freehold office building situated at 116–129 Fleet Street, London, United Kingdom. It provides a total net internal area of approximately 431,324 square feet, together with certain car parking spaces. During the Year, the retails portion of River Court was fully let while the office accommodation was vacant as the anchor tenant has moved out in the first quarter of 2020. It is expected that asset enhancement works of office accommodation will be carried out in due course when relevant government approval is granted.

管理層討論與分析(續)

香港物業發展(續)

御金•國峯(佔15%權益)為本集團另一項位於西九龍的合營發展項目。該項目由6座住宅大廈組成，提供合共740個住宅單位及零售商舖，總樓面面積合共約650,600平方呎。於二零二零年十二月三十一日，所有住宅單位均已售出。

凱匯(佔10%權益)為本集團獲市區重建局批予發展之合營發展項目。其地盤面積合共約234,160平方呎，總樓面面積合共約1,853,561平方呎。分兩期建成4座住宅大廈，合共提供1,999個住宅單位。截至二零二零年十二月三十一日止已預售第一期860個單位及第二期770個單位。兩期項目之上蓋建築工程現已完成，於二零二零年十一月獲發入伙紙，而滿意紙亦預期於二零二一年第二季獲批出。

中國內地物業投資

北京希爾頓酒店(佔50%權益)為一座設有506間客房的五星級國際酒店，因進行翻新工程及2019冠狀病毒病爆發，於二零二零年十二月三十一日之入住率下降至約為40.14%。由於疫情關係，其主樓5至14樓層之翻新工程已暫時停工。

東方國際大廈(佔50%權益)為北京希爾頓酒店側的一幢樓高10層辦公樓，於本年度內之平均出租率約為73.29%。

海外物業投資

River Court為一幢位於英國倫敦Fleet Street 116–129號之永久業權寫字樓。River Court提供總室內淨面積約431,324平方呎，連同若干泊車位。於本年度內，零售部分之單位均獲承租，而寫字樓單位則因主要租戶於二零二零年第一季遷出而空置。寫字樓單位的資產優化工程將於獲得有關政府部門許可後施工。

MANAGEMENT DISCUSSION AND ANALYSIS

(Cont'd)

Overseas Property Investment (Cont'd)

"14 St George Street" is a freehold office building located in London, United Kingdom. The building comprises approximately 51,861 square feet of office accommodation arranged over lower ground, ground and four upper floors, approximately 91.61% had been let out during the Year on average.

"61–67 Oxford Street and 11–14 Soho Street" is a mixed use freehold building located in London, United Kingdom, comprising approximately 55,162 square feet in aggregate. The building provides retails, office and residential accommodation, occupying approximately 33,850 square feet, 13,735 square feet and 7,577 square feet respectively, over lower ground, ground and six upper floors. During the Year, the average occupancy rate was approximately 83.34%.

"11 and 12 St James's Square and 14 to 17 Ormond Yard" is a mixed use freehold building located in London, United Kingdom. The building provides around 80,000 square feet office accommodation arranged over lower ground, ground and six upper floors, approximately 93.26% had been let out during the Year on average.

Securities Investment

Securities investment is one of the principal activities of the Group.

The Group's strategy is to maintain securities investment portfolio for treasury management. As at 31 December 2020, the Group's securities investment portfolio mainly comprised bonds, listed equity investments and treasury products. The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders of the Company. The Group's strategy for future investments is to invest in a diversified portfolio to minimise risks with attractive yield, good liquidity and issuers from reputable entities, so as to maintain a healthy financial status and grasp every good investment chance.

The gain recognised from securities investments and treasury products for the Year was approximately HK\$2,068.7 million. Details of the performance of securities investments are disclosed in the "Financial Operation Review" of this annual report.

The Group will continue to closely monitor its portfolio of securities investment to achieve satisfactory returns.

管理層討論與分析(續)

海外物業投資(續)

「St George Street 14號」為一幢位於英國倫敦之永久業權寫字樓。該物業由面積合共約51,861平方呎分佈於地下低層、地下及樓上四層之寫字樓樓面組成。於本年度內平均約91.61%獲承租。

「Oxford Street 61–67號及Soho Street 11–14號」為一幢位於英國倫敦之永久業權綜合用途樓宇，面積合共約55,162平方呎。該物業提供零售、寫字樓及住宅單位，面積分別約33,850平方呎、13,735平方呎及7,577平方呎，由地下低層、地下及樓上六層組成。於本年度內，平均出租率約為83.34%。

「St James's Square 11及12號以及Ormond Yard 14至17號」為一幢位於英國倫敦之永久業權綜合用途樓宇。該物業提供約80,000平方呎之寫字樓樓面，分佈於地下低層、地下及樓上六層。於本年度內平均約93.26%獲承租。

證券投資

證券投資乃本集團其中一項主要業務。

本集團的策略是維持證券投資組合的財資管理。於二零二零年十二月三十一日，本集團證券投資組合主要包括債券、上市股本投資及財資產品。本集團管理資本之主要目標為保持本集團之實體持續經營之能力，以確保本集團能為本公司股東持續提供回報。本集團之未來投資策略是投資於具吸引收益率、充分流動性及由信譽良好之發行人發行之多元化投資組合以把風險降至最低，從而保持穩健的財務狀況，抓住每一個良好的投資機會。

本年度證券投資及財資產品確認之收益約2,068,700,000港元。證券投資表現之詳情於本年報「財務業務回顧」內披露。

本集團將繼續密切監察其證券投資組合，以取得令人滿意的回報。

OTHER INFORMATION AND EVENT AFTER THE REPORTING PERIOD

Acquisition of Remaining Interest in Nos. 14–18 Ma Kok Street, Tsuen Wan – Discloseable Transaction

As announced on 10 January 2020, the Group entered into a sale and purchase agreement with an independent third party in relation to, inter alia, the acquisition of the remaining 49% interest in Landrich (H.K.) Limited (“Landrich”) (the owner of Tsuen Wan Town Lot No. 128 situated at Nos. 14–18 Ma Kok Street, Tsuen Wan, New Territories, Hong Kong and the building erected thereon) (the “Acquisition”). The Group initially acquired 50% interest in Landrich in March 2018 and further acquired 1% interest in Landrich in December 2019 (the “Previous Acquisitions”). Subsequent to the completion of the Acquisition on 28 February 2020, Landrich has become a wholly-owned subsidiary of the Company. The Acquisition (aggregated with the Previous Acquisitions) constituted a discloseable transaction for the Company under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

Disposal of Debt Securities – Major and Connected Transaction

As announced on 29 January 2020, the Group entered into a disposal agreement with Ms. Chan, Hoi-wan (an Executive Director (as at the date of such announcement) and a trustee of the substantial shareholders of the Company (who are her minor children)) in relation to, inter alia, the disposal of certain debt securities (the “Disposal”). The Disposal constituted a major and connected transaction for the Company under the Listing Rules and was approved by the independent shareholders of the Company at the special general meeting of the Company held on 23 March 2020. The disposal of the last tranche of the debt securities was completed on 18 December 2020. Details of the Disposal were set out in the Company's announcement dated 29 January 2020, circular dated 28 February 2020 and announcement dated 18 December 2020.

其他資料及報告期末後事項

收購荃灣馬角街14至18號餘下權益 – 須予披露交易

誠如二零二零年一月十日發出之公布，本集團與獨立第三方訂立一份買賣協議，內容有關(其中包括)收購隆裕(香港)有限公司(「隆裕」)(持有位於香港新界荃灣馬角街14至18號之荃灣市地段128號及其上蓋建築物)餘下49%權益(「該收購」)。本集團最初於二零一八年三月購入隆裕50%權益，並其後於二零一九年十二月進一步購入隆裕1%權益(「先前收購事項」)。該收購於二零二零年二月二十八日完成後，隆裕已成為本公司全資擁有附屬公司。根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)，該收購(與先前收購事項合併計算)構成本公司之須予披露交易。

出售債務證券 – 主要及關連交易

誠如二零二零年一月二十九日發出之公布，本集團與陳凱韻女士(執行董事(於有關公布日期)及本公司之主要股東(彼之未成年子女)之信託人)訂立出售協議，內容有關(其中包括)出售若干債務證券(「該出售」)。根據上市規則，該出售構成本公司之主要及關連交易並獲本公司獨立股東於二零二零年三月二十三日舉行之本公司股東特別大會上批准。最後一批債務證券已於二零二零年十二月十八日完成出售。該出售之詳情載於本公司日期為二零二零年一月二十九日之公布、日期為二零二零年二月二十八日之通函及日期為二零二零年十二月十八日之公布內。

OTHER INFORMATION AND EVENT AFTER THE REPORTING PERIOD (Cont'd)

Disposal of Perpetual Bond – Discloseable Transaction

On 19 March 2020, the Group disposed of the 7.5% fixed rate resetting perpetual subordinated contingent convertible securities issued by Standard Chartered PLC (the shares of which are listed on the London Stock Exchange, the Stock Exchange (stock code: 2888), the Bombay Stock Exchange in India and the National Stock Exchange in India) (the "Perpetual Bond") in the principal amount of US\$2,500,000 (equivalent to approximately HK\$19,490,000) through over-the-counter market for a consideration of approximately US\$2,265,000 (equivalent to approximately HK\$17,655,000) (inclusive of accrued interest) (the "Bond Disposal"). The Bond Disposal (when aggregated with the disposal of the Perpetual Bond under the Disposal mentioned in the above paragraph) constituted a discloseable transaction for the Company under the Listing Rules as more described in the Company's announcement dated 20 March 2020.

Change of Address of Principal Office in Hong Kong

With effect from 20 April 2020, the address of the Company's head office and principal place of business in Hong Kong has been changed to 21st Floor, Chubb Tower, Windsor House, 311 Gloucester Road, Causeway Bay, Hong Kong. Relevant announcement had been made on 17 April 2020.

Leasing of Windsor House – Connected Transaction and Continuing Connected Transaction

As announced on 12 June 2020, the Group (as tenant) entered into a tenancy agreement in relation to the leasing of the whole of 39th Floor of Chubb Tower, Windsor House with a company at that time indirectly owned by (i) Ms. Chan, Hoi-wan (an Executive Director (as at the date of such announcement) and a trustee of the substantial shareholders of the Company (who are her minor children)), both in her capacity as a trustee of her minor children and in her own capacity; and (ii) a family trust of Mr. Lau, Ming-wai (a Non-executive Director and the Chairman of the Board) (as landlord) (the "Transaction"), for the purpose of other part of the new headquarter of the Group. The Transaction constituted a connected transaction and a continuing connected transaction for the Company under the Listing Rules as more described in the Company's announcement dated 12 June 2020.

其他資料及報告期末後事項(續)

出售永續債券 – 須予披露交易

於二零二零年三月十九日，本集團透過場外交易市場出售由渣打集團有限公司(其股份於倫敦證券交易所、聯交所(股份代號：2888)以及印度孟買證券交易所及印度國家證券交易所上市)發行，本金額為2,500,000美元(相當於約19,490,000港元)之7.5厘固定利率可重設永續次級或然可換股證券(「永續債券」)，代價為約2,265,000美元(相當於約17,655,000港元)(包括應計利息)(「債券出售」)。根據上市規則，債券出售(與前段提述之該出售項下出售永續債券合併計算)構成本公司之須予披露交易，詳情載列於本公司日期為二零二零年三月二十日之公布內。

香港主要辦事處之地址變更

自二零二零年四月二十日起，本公司之香港總辦事處及主要營業地點之地址已變更為香港銅鑼灣告士打道311號皇室大廈安達人壽大樓21樓。相關公布已於二零二零年四月十七日發出。

租賃皇室大廈 – 關連交易及持續關連交易

誠如二零二零年六月十二日發出之公布，本集團(作為租戶)與當時由(i)陳凱韻女士(執行董事(於有關公布日期)及本公司之主要股東(彼之未成年子女)之信託人)(以其未成年子女之信託人之身份及其本身之身份)、及(ii)劉鳴煒先生(非執行董事及董事會主席)之家族信託間接持有之公司(作為業主)訂立一份有關租賃皇室大廈安達人壽大樓39樓全層的租賃協議(「該交易」)，以作本集團新總部之另一部分。根據上市規則，該交易構成本公司之關連交易及持續關連交易，詳情載列於本公司日期為二零二零年六月十二日之公布內。

OTHER INFORMATION AND EVENT AFTER THE REPORTING PERIOD (Cont'd)

Contract for Services – Discloseable and Continuing Connected Transactions

As announced on 14 August 2020, the Group entered into a contract for services with Ms. Chan, Hoi-wan (an Executive Director (as at the date of such announcement) and a trustee of the substantial shareholders of the Company (who are her minor children)), whereby the Group agreed to provide to Ms. Chan, Hoi-wan and/or her associate(s) or relative(s) leasing administration services, sale administration services, property management services, property administration services, asset management and maintenance services, rental services, advisory and consultancy services, and other ordinary services for a term of 3 years commenced on 1 November 2020 (the "Contract for Services Transaction"). The Contract for Services Transaction constituted discloseable and continuing connected transactions for the Company under the Listing Rules as more described in the Company's announcement dated 14 August 2020 and circular dated 7 October 2020. The Contract for Services Transaction was approved by the independent shareholders of the Company at the special general meeting of the Company held on 28 October 2020.

Subscription of New Notes – Discloseable Transaction

On 26 November 2020, the Group entered into a placement and subscription agreement in relation to the subscription for 8.875% senior notes due 2021 (the "New Notes") on a private placement basis in the principal amount of US\$100,000,000 (equivalent to HK\$775,230,000) issued by Zhongliang Holdings Group Company Limited (the shares of which are listed on the Stock Exchange (stock code: 2772)), an independent third party, at the issue price of 98.966% of the principal amount of the New Notes plus accrued interest (the "Subscription"). The Subscription constituted a discloseable transaction for the Company under the Listing Rules as more described in the Company's announcement dated 26 November 2020.

其他資料及報告期末後事項(續)

服務合約 – 須予披露及持續關連交易

誠如二零二零年八月十四日發出之公布，本集團與陳凱韻女士(執行董事(於有關公布日期)及本公司之主要股東(彼之未成年子女)之信託人)訂立一份服務合約，據此，本集團同意向陳凱韻女士及／或其聯繫人或親屬提供租務行政服務、銷售行政服務、物業管理服務、物業行政服務、資產管理及保養服務、租賃服務、諮詢及顧問服務、及其他一般服務，於二零二零年十一月一日起生效，為期三年(「服務合約交易」)。根據上市規則，服務合約交易構成本公司之須予披露及持續關連交易，詳情載列於本公司日期為二零二零年八月十四日之公布及日期為二零二零年十月七日之通函內。服務合約交易已獲本公司獨立股東於二零二零年十月二十八日舉行之本公司股東特別大會上批准。

認購新票據 – 須予披露交易

於二零二零年十一月二十六日，本集團訂立一份配售及認購協議，內容有關按私人配售形式認購由中梁控股集團有限公司(其股份於聯交所上市(股份代號：2772))(獨立第三方)發行，於二零二一年到期本金金額為100,000,000美元(相當於775,230,000港元)之8.875厘優先票據(「新票據」)，發行價為新票據本金金額之98.966%，另加應計利息(「該認購」)。根據上市規則，該認購構成本公司之須予披露交易，詳情載列於本公司日期為二零二零年十一月二十六日之公布內。

OTHER INFORMATION AND EVENT AFTER THE REPORTING PERIOD (Cont'd)

Resignation of Director and Change of Chief Executive Officer

Ms. Chan, Sze-wan resigned from her offices of Executive Director, the Chief Executive Officer of the Company, an authorised representative of the Company under Rule 3.05 of the Listing Rules, and the chairman and member of the investment committee of the Company with effect from 17 February 2021. In light of the resignation of Ms. Chan, Sze-wan, the Board has appointed Ms. Chan, Hoi-wan, an Executive Director, as the Chief Executive Officer of the Company, an authorised representative of the Company under Rule 3.05 of the Listing Rules, and the chairman and member of the investment committee of the Company with effect from 17 February 2021. The Company has made relevant announcement on 17 February 2021.

Update on Impact on the Outbreak of COVID-19 to the Group

The outbreak of COVID-19 in Hong Kong and many countries started in early 2020 and continues up to the date of this annual report, its social-economic impact is unprecedented. The global pandemic is having a major impact on the economies and financial markets.

The drop in rental income of the Group during the Year was mainly due to the surrender of lease by an anchor tenant of one of the Group's investment properties in the United Kingdom. Meanwhile, in view of COVID-19 pandemic, rent concessions have been given by the Group to certain tenants to ease their hardship that resulted in a drop in rental income.

The spreading of COVID-19 pandemic has adversely affected the fair value of investment properties of the Group. During the Year, the Group recorded an unrealised loss on fair value changes of investment properties of HK\$1,549.2 million.

The Group shared loss from Hilton Beijing (50% interest) during the Year, mainly due to the significant decline in room sales and food and beverage business, as a result of COVID-19 pandemic.

其他資料及報告期末後事項(續)

董事辭任及行政總裁之更改

陳詩韻女士已於二零二一年二月十七日起辭任其執行董事、本公司之行政總裁、根據上市規則第3.05條之本公司之授權代表、及本公司之投資委員會主席及成員之職務。就陳詩韻女士之辭任，董事會已委任執行董事陳凱韻女士為本公司之行政總裁、根據上市規則第3.05條之本公司之授權代表、及本公司之投資委員會主席及成員，於二零二一年二月十七日起生效。本公司已於二零二一年二月十七日發出有關公布。

2019冠狀病毒病爆發對本集團影響之更新

2019冠狀病毒病自二零二零年年初於香港及許多國家爆發後一直持續，截至本年報日期仍然存在，對社會經濟之影響乃前所未見。全球疫情對經濟及金融市場產生重大影響。

本集團於本年度之租金收入減少主要由於集團旗下其中一項英國投資物業的主要租戶退回租賃。同時，鑑於2019冠狀病毒病疫情，本集團對若干租戶提供了租金優惠以緩解他們的困境，導致租金收入下降。

2019冠狀病毒病疫情之蔓延已對本集團之投資物業的公平值產生不利影響。於本年度，本集團錄得投資物業公平值變動之未變現虧損1,549,200,000港元。

本集團於本年度攤佔北京希爾頓酒店(佔50%權益)之虧損，主要是2019冠狀病毒病疫情導致客房及餐飲業務收入大幅下降所致。

OTHER INFORMATION AND EVENT AFTER THE REPORTING PERIOD (Cont'd)

Update on Impact on the Outbreak of COVID-19 to the Group (Cont'd)

For the financial market, due to recent market volatility and changes in the market sentiments of the pandemic, the market price of securities investment during the Year was in general lower than the beginning of the Year. During the Year, the Group recognised realised loss on investments and treasury products at fair value through profit or loss of HK\$411.4 million in profit or loss.

As COVID-19's duration is unpredictable and the extent of its impact is not easy to determine under this volatile situation of the pandemic, it is believed that COVID-19 will continue to affect the Group's businesses for a period of time.

INVESTOR RELATIONS

The Company is continuously committed to maintaining good communication with shareholders, investors and analysts in order to ensure their thorough understanding of the Group's strategies and business development, thereby enhancing transparency and investor relations.

The Company maintains a Company's website (www.chineseestates.com) to make the Company's information available on the internet, including the dissemination of statutory announcements and circulars etc., to facilitate its communication with shareholders and to provide important information to the investing public on corporate governance structure, policies and systems, profiles of the Directors and senior executives as well as terms of reference of Board committees.

The up-to-date information of the Group is available for public access on the Company's website. The Company encourages its shareholders to take advantage of the Company's website and welcomes suggestions from investors and shareholders, and invites them to share their views and suggestions by contacting the Company at investor.relations@chineseestates.com.

Shareholders can raise their enquiries to the Board or the company secretary of the Company in writing by sending such written enquiries to the principal office of the Company in Hong Kong at the address disclosed in "Corporate Information" of this annual report or by email at investor.relations@chineseestates.com. Shareholders also have right to raise questions at general meetings.

其他資料及報告期末後事項(續)

2019冠狀病毒病爆發對本集團影響之更新(續)

至於金融市場，由於近期市場動盪和疫情令市場氣氛變化，導致本年度證券投資的市場價格整體上較本年初低。於本年度，本集團於損益內確認通過損益以反映公平值之投資及財資產品之已變現虧損為411,400,000港元。

由於難以估計2019冠狀病毒病之持續時間，及基於現時疫情多變的形勢下，難以釐定其影響程度，相信本集團之業務將繼續受2019冠狀病毒病影響一段時間。

投資者關係

本公司一貫致力與股東、投資者及分析員保持良好溝通，以確保彼等對本集團之策略及業務發展有透徹的理解，從而提高透明度及加強與投資者關係。

本公司設有公司網站(www.chineseestates.com)，使股東可透過互聯網取得公司資料，包括法定公布及股東通函之發放等，加強與股東之溝通，並提供重要資料予公眾投資者了解企業管治架構、政策及制度、董事及高級行政人員簡介，以及董事會轄下委員會之職權範圍。

有關本集團之最新資訊，本公司會於公司網站作出相應更新以讓公眾人士查閱。本公司鼓勵其股東善用本公司網站及歡迎投資者及股東提出意見，並誠邀彼等透過電郵investor.relations@chineseestates.com聯絡本公司，分享彼等之意見及建議。

股東可以書面方式向董事會或本公司之公司秘書作查詢，該書面查詢可送交至本公司香港主要辦事處，地址載於本年報「公司資料」內或電郵至 investor.relations@chineseestates.com。股東亦有權於股東大會上作出提問。

PROSPECTS

The COVID-19 pandemic still dominates the global economic outlook, while the new variants of the virus also posed concerns. Although the global economy is emerging from the collapse triggered by COVID-19, the recovery is likely to be subdued. Despite the 2020 United States presidential election came to an end, the direction of foreign and economic policies of the new United States administration, particularly its implications on China-US relations, remains to be seen.

Though Hong Kong economy saw some improvement in the third quarter of 2020, with local consumption and business sentiments have shown relative improvement, its epidemic situation saw an abrupt deterioration amid the fourth wave of local infections. Unemployment rate hit a 16-year high of 6.6 per cent in the final quarter of 2020 and worsened in January 2021 to 7 per cent, close to a 17-year high. Resulting from the re-tightening of social distancing measures since the surge of fourth wave of the pandemic, food and beverage sector remains as the main victim. This inevitably slow the pace or even reverse the course of the recovery of Hong Kong's economy. As a result, the near-term economic outlook will hinge critically on the development of the local COVID-19 situation.

As for tourism sector in Hong Kong, travel restrictions around the globe will continue to hard hit inbound tourism. The spreading of COVID-19 pandemic has also adversely affected the fair value of investment properties of the Group. It is therefore expected that the Group's investment properties will continue to face numerous challenges over 2021. Despite the high unemployment rate, fourth wave of pandemic and social distancing measures, residential sales market has outperformed other segments of properties, which indicated that shortage still prevails. In particular, the low interest rate environment and abundant liquidity also helped stabilize Hong Kong residential market.

In the United Kingdom, Brexit deal is finally confirmed. European Union and the United Kingdom finally reached a deal governing their future relationship days before the end of the Brexit transition period on 31 December 2020. The breakthroughs remove uncertainty in the short-term. While the news is welcome for the markets, the economic impact is being overshadowed by the financial fallout of the pandemic. There are major risks to the downside associated with the emergence of new COVID-19 strains and their effect on the path of the virus. Notwithstanding the uncertainties associated with the constantly changing landscape in the United Kingdom, the Group remains to preserve long-term view for the United Kingdom economy. Our immediate focus remains on the asset enhancement works of our properties in the United Kingdom through team of experts, despite the decrease in fair value of these investment properties. Meanwhile, we will continue to address to the surrounding challenges and be well prepared to capture investment opportunity at an opportune moment.

展望

2019冠狀病毒病疫情仍主導環球經濟前景，同時新病毒變種亦帶來憂慮。雖然全球經濟正從2019冠狀病毒病觸發的衰退中復甦過來，但復甦可能會受到抑制。即使二零二零年美國總統大選已塵埃落定，美國新政府的對外及經濟政策方向(特別是對中美關係的影響)仍有待觀察。

香港經濟表現於二零二零年第三季度有一定改善，本地消費及營商氣氛相對好轉，但爆發第四波的本地感染疫情期間經濟一度急速惡化。失業率創十六年來的高位，於二零二零年最後一季達6.6%，並於二零二一年一月進一步惡化至7%，直迫十七年來的高位。由於爆發第四波疫情，社交距離措施再度收緊，餐飲業繼續成為主要受害者，無可避免地減緩了香港經濟復甦的步伐，甚至逆轉了經濟復甦的進程。因此，短期經濟展望將主要取決於本地2019冠狀病毒病情況的發展。

香港旅遊業方面，全球旅遊限制將繼續嚴重打擊入境旅遊業。2019冠狀病毒病疫情的蔓延亦對本集團之投資物業的公平值產生不利影響。因此，預期本集團的投資物業於二零二一年將繼續面臨諸多挑戰。儘管失業率高企、第四波疫情爆發及實施社交距離措施，住宅銷售市場表現跑贏其他物業市場，反映供不應求的情況仍然存在。尤其是，低息環境及充裕的流動資金亦有助穩定香港住宅市場。

在英國，脫歐協議最終得到落實。歐盟及英國最終於二零二零年十二月三十一日脫歐過渡期結束前就未來關係達成協議，此突破性發展消除了短期的不確定性。正當市場對消息表示歡迎，有關經濟影響卻被疫情引發的金融動盪所拖累。新2019冠狀病毒病病毒株的出現及新病毒株對病毒路徑的影響存在重大下行風險。即使英國局勢不斷變化帶來了不確定性，本集團對英國經濟仍著眼長線。本集團當前重點仍是透過專家團隊進行英國物業資產優化工程，無懼該等物業的公平值下降。同時，我們將繼續應對週邊的挑戰，做好充分準備在適當時機把握投資機會。

PROSPECTS (Cont'd)

For equity market, good news like the United States presidential election in November 2020 and the launch of COVID-19 vaccines gave another boost to equity markets. The improving risk sentiment has attracted funds flowing to risky assets, and investment demand for gold drops. Gold prices therefore softened significantly in November 2020. However, the development of the pandemic is still the biggest uncertainty facing by investors. In Hong Kong stock market, amidst the uncertainties due to global pandemic and China-US dispute, market funds are still ample which boost the liquidity. Investors generally expect Hang Seng Index would experience significant rebound in 2021. In the United States, its equity market went through a roller-coaster ride in 2020 but ended on positive note. With the improving economic momentum over the coming months, investors eye on 2021 are positive.

Though considerable uncertainties cloud the global economy, the market is generally expected that the global economy will recover gradually. We believe changes come with opportunity. Looking ahead, the Group will address to the challenging environment and acts watchfully and cautiously and concern shareholders' value as a whole.

APPRECIATION

I would like to take this opportunity to express my gratitude to the shareholders for their continuing support. I would also like to express my sincere thanks to my fellow directors and all staff members for their dedication and hard work.

Lau, Ming-wai

Chairman

Hong Kong, 8 March 2021

展望(續)

股票市場方面，二零二零年十一月之美國總統大選及2019冠狀病毒疫苗面世等利好消息給股市再添動力。風險情緒改善吸引資金流入高風險資產，黃金投資需求下降。因此，金價於二零二零年十一月大幅回軟。然而，疫情的發展仍然是投資者面臨最大的不確定性。香港股票市場方面，在疫情蔓延全球及中美糾紛所帶來的不明朗因素下，市場資金仍然充裕，有助提升流動性。投資者普遍預期恒生指數將於二零二一年大幅反彈。在美國，股票市場於二零二零年經歷過山車起跌後，年底頻頻報捷。隨著未來數月經濟勢頭持續改善，投資者對二零二一年持樂觀態度。

儘管全球經濟面對眾多不確定性的陰霾，市場普遍預期全球經濟可望逐步復甦。我們相信，有變革便有機遇。展望未來，本集團將審慎行事應對充滿挑戰的環境，同時關注股東的整體價值。

致謝

本人謹藉此機會對股東一直以來的鼎力支持與各位董事及全體員工的貢獻及竭誠工作表示謝意。

主席

劉鳴煒

香港，二零二一年三月八日

RESULTS

The Company has in the past disclosed in its annual and interim reports the interest income from bonds and structured products and dividend income from listed and unlisted equity investments as “Investment Income, Net” and building management fee income and property management services income as “Other Income” in the consolidated statement of comprehensive income. Having reviewed the factors mentioned below, the directors of the Company (“Directors”) consider that it is more appropriate to classify these items as components of the revenue of the Company and its subsidiaries (together, “Group”), these items should now be presented in and classified as “Revenue” of the Group under the new accounting policy (“Reclassification”). The Reclassification will not have any effect on the consolidated statement of financial position or the consolidated net profit of the Group.

Securities Investments

Securities investment is one of the principal activities of the Group. The Group’s strategy is to maintain securities investment portfolio for treasury management and invest in securities investments and treasury products with attractive yield and good prospect in order to bring stable and satisfactory realised return in long run. Following the reduction of the scale of operations of the Group for sales of development properties and holding of investment properties for generation of rental income in recent years, the revenue contribution of (i) interest income from bonds and structured products; and (ii) dividend income from listed and unlisted equity investments have become more and more significant to the Group. In the recent years, the Group has committed significant financial and managerial resources in pursuance of its securities investment strategies. Hence, the Directors consider that it is more appropriate to classify the (i) interest income from bonds and structured products; and (ii) dividend income from listed and unlisted equity investments as components of the revenue of the Group, rather than as items recorded under “Investment Income, Net”.

Building and property management services income

The provision of building and property management services is a significant activity of the Group, entailing the employment of the highest number of employees amongst all revenue-generating activities of the Group. In terms of manpower employed, the Directors consider that it is more appropriate to classify the building and property management services income as a component of the revenue of the Group, rather than as an item recorded under “Other Income”.

業績

本公司過往於年度及中期報告中，於綜合全面收益報表內將債券及結構性產品之利息收入以及上市及非上市股本投資之股息收入列為「投資收入淨額」，以及將樓宇管理費收入及物業管理服務收入列為「其他收入」。經審視下述因素，本公司之董事（「董事」）認為將該等項目分類為本公司及其附屬公司（統稱「本集團」）之收入部分，即該等項目現應呈列及分類為本集團之「收入」（「經重新分類事項」）更為恰當。經重新分類事項不會對本集團之綜合財務狀況報表及綜合溢利淨額構成任何影響。

證券投資

證券投資為本集團主要業務之一。本集團之策略是維持證券投資組合之財資管理以及投資具吸引收益率及良好前景之證券投資及財資產品，以確保長遠帶來穩定及滿意之變現回報。隨著本集團近年發展物業銷售及持有投資物業而產生租金收入之經營規模減少，(i)債券及結構性產品之利息收入以及(ii)上市及非上市股本投資之股息收入對本集團收入貢獻顯得更為重要。近年來，本集團按照證券投資策略投入大量財務及管理資源。因此，董事認為將(i)債券及結構性產品之利息收入以及(ii)上市及非上市股本投資之股息收入分類為本集團之收入部分而非計入「投資收入淨額」項目更為恰當。

樓宇及物業管理服務收入

提供樓宇及物業管理服務為本集團一項主要業務，在本集團所有產生收入活動中需要僱用最多員工人數。就僱用人力資源而言，董事認為將樓宇及物業管理服務收入分類為本集團之收入部分而非計入「其他收入」項目更為恰當。

RESULTS (Cont'd)

Further, in the opinion of the Directors, the Reclassification results in the consolidated financial statements providing reliable and more relevant information, taking into account the practice adopted by other listed companies in Hong Kong for the presentation and classification of similar items as the subject matter of the Reclassification.

Revenue

Revenue for the year ended 31 December 2020 ("Year") amounted to HK\$3,041.5 million (2019: HK\$1,310.0 million (restated)), an increase of 132.2% over last year and comprised gross rental income of HK\$373.5 million (2019: HK\$523.0 million), gain on sales of investments held-for-trading on a net basis of HK\$25.3 million (2019: nil), dividend income from listed and unlisted equity investments of HK\$1,973.2 million (2019: nil), interest income from bonds and structured products of HK\$596.1 million (2019: HK\$715.9 million), building and property management services income of HK\$53.2 million (2019: HK\$55.1 million) and others of HK\$20.2 million (2019: HK\$16.0 million). The increase in revenue was mainly due to the dividend income from shares of China Evergrande Group (stock code: 3333) ("China Evergrande") ("Evergrande Shares") of HK\$1,967.7 million, which will be elaborated below.

Gross Profit

Gross profit for the Year amounted to HK\$2,961.5 million (2019: HK\$1,266.5 million (restated)), an increase of 133.8% as compared with last year which also mainly due to the dividend income from the Evergrande Shares despite of the decrease in net rental income and interest income from bonds and structured products for the Year.

Property Leasing

For property leasing, the rental revenue in non-retail and retail section decreased by 32.3% to HK\$302.1 million and 7.3% to HK\$71.4 million respectively during the Year. The total rental income in revenue for the Year recorded a decrease of 28.6% to HK\$373.5 million as compared with last year of HK\$523.0 million. The decrease in rental income was mainly due to an anchor tenant of an investment property in the United Kingdom surrendered the lease during the Year.

業績(續)

此外，董事經考慮香港其他上市公司就對類似經重新分類事項項下之項目之呈列及分類所採納之慣例，認為於綜合財務報表內經重新分類事項之結果可提供可靠及更相關之資料。

收入

截至二零二零年十二月三十一日止年度(「本年度」)之收入為3,041,500,000港元(二零一九年：1,310,000,000港元(重列))，較去年增加132.2%，當中包含租金收入總額373,500,000港元(二零一九年：523,000,000港元)、按淨額基準呈報出售持作買賣之投資收益25,300,000港元(二零一九年：無)、上市及非上市股本投資之股息收入1,973,200,000港元(二零一九年：無)、債券及結構性產品之利息收入596,100,000港元(二零一九年：715,900,000港元)、樓宇及物業管理服務收入53,200,000港元(二零一九年：55,100,000港元)以及其他收入20,200,000港元(二零一九年：16,000,000港元)。收入增加主要由於來自中國恆大集團(股份代號：3333)(「中國恆大」)股份(「恆大股份」)之股息收入1,967,700,000港元(以下將作出詳述)。

毛利

本年度之毛利為2,961,500,000港元(二零一九年：1,266,500,000港元(重列))，較去年增加133.8%，主要亦由於於本年度來自恆大股份之股息收入，儘管租金收入淨額以及債券及結構性產品之利息收入下降。

物業租賃

在物業租賃方面，於本年度非零售及零售部分之租金收入分別減少32.3%至302,100,000港元及減少7.3%至71,400,000港元。本年度之收入錄得之租金收入總額較去年之523,000,000港元減少28.6%至373,500,000港元。租金收入下降主要由於英國投資物業之一位主要租戶於本年度退回其租賃。

RESULTS (Cont'd)

Property Leasing (Cont'd)

Together with the attributable rental revenue generated from associates and an investee company of HK\$94.3 million (2019: from associates, a joint venture and an investee company of HK\$129.7 million), the total attributable rental revenue to the Group amounted to HK\$467.8 million (2019: HK\$652.7 million), which represents a decrease of 28.3% over last year.

Attributable net rental income for the Year showed HK\$389.5 million, a decrease of 34.8% over HK\$597.5 million in last year.

Property Development and Trading

During the Year, the Group did not dispose of any trading property (2019: no disposal).

In respect of properties held by associates, sales of two units and two store rooms of Hing Wai Centre in Aberdeen (50% interest) generated profit of HK\$0.3 million as reflected in the share of results of investments accounted for using the equity method. In respect of properties held by an investee company, sales of a unit and two parking spaces of The Coronation in West Kowloon (15% interest) were recorded by the investee company during the Year and will contribute profit to the Group upon recognition of dividend income.

The Group's associate and investee company executed properties sale agreements to third parties recorded an attributable contracted sales of HK\$11.9 million for the Year.

Securities Investments

The Group has in the ordinary and usual course of business conducted its securities investment activities, as at 31 December 2020, mainly comprised bonds, listed equity investments and treasury products. During the Year, the gain (excluding gain/loss recognised in financial assets measured at fair value through other comprehensive income ("FVTOCI") reserve) recognised from securities investments and treasury products was HK\$2,068.7 million (2019: HK\$1,685.7 million), comprised gain on listed equity investments at FVTOCI of HK\$1,936.3 million (2019: loss of HK\$113.2 million) and gain on investments and treasury products at fair value through profit or loss ("FVTPL") of HK\$132.4 million (2019: HK\$1,798.9 million).

業績(續)

物業租賃(續)

連同應佔聯營公司及一間接受投資公司租金收入94,300,000港元(二零一九年：聯營公司、一間合資公司及一間接受投資公司租金收入129,700,000港元)，本集團應佔租金收入總額467,800,000港元(二零一九年：652,700,000港元)，相對去年減幅為28.3%。

本年度之應佔租金收入淨額為389,500,000港元，較去年之597,500,000港元減少34.8%。

物業發展及買賣

於本年度，本集團並無出售任何買賣物業(二零一九年：並無出售)。

至於由聯營公司所持有之物業，銷售位於香港仔之興偉中心兩個單位及兩個儲物室(佔50%權益)帶來溢利300,000港元，已反映於攤佔以權益法入賬投資之業績內。至於由一間接受投資公司所持有之物業，銷售位於西九龍之御金•國峯一個單位及兩個車位(佔15%權益)於本年度由接受投資公司入賬並將於確認股息收入時為本集團帶來溢利。

本集團之聯營公司及接受投資公司與第三者於本年度已簽訂物業銷售協議之應佔訂約銷售額為11,900,000港元。

證券投資

本集團在一般及日常業務過程中進行證券投資活動，於二零二零年十二月三十一日主要包含債券、上市股本投資及財資產品。於本年度，來自證券投資及財資產品確認之收益(不包括於通過其他全面收益以反映公平值(「通過其他全面收益以反映公平值」)計量之金融資產之儲備內確認之收益/虧損)為2,068,700,000港元(二零一九年：1,685,700,000港元)，包含來自通過其他全面收益以反映公平值之上市股本投資之收益為1,936,300,000港元(二零一九年：虧損為113,200,000港元)及通過損益以反映公平值(「通過損益以反映公平值」)之投資及財資產品之收益為132,400,000港元(二零一九年：1,798,900,000港元)。

RESULTS (Cont'd)

Securities Investments (Cont'd)

During the Year, the Group disposed of listed investments held-for-trading and recognised a realised gain of HK\$25.3 million (the gains/losses of which was included in revenue) with gross proceeds of HK\$365.2 million (2019: no disposal). The realised loss from sales of bonds of HK\$436.7 million (2019: realised gain of HK\$184.2 million) was recognised in profit or loss during the Year, comprising the realised loss on bonds in the industry of the People's Republic of China ("PRC")-based real estate of HK\$137.7 million (2019: realised gain of HK\$82.0 million), the realised loss on bonds in the industry of overseas financial institutions of HK\$255.3 million (2019: realised gain of HK\$97.4 million) and the realised loss on bonds in other industries of HK\$43.7 million (2019: realised gain of HK\$4.8 million). During the Year, the Group had acquired 22 bonds (2019: 19 bonds) in the sum of HK\$2,039.6 million (2019: HK\$3,436.7 million), and disposed of/redeemed 33 bonds (2019: 19 bonds) (including those with partial disposal) with carrying amounts in the sum of HK\$7,305.7 million (2019: HK\$2,309.4 million). Bonds acquired were mainly in the industry of PRC-based real estate of 98.7% (2019: 96.9%) and overseas financial institutions and insurance of 1.3% (2019: 3.1%). In addition, the Group recorded a minimal realised gain (2019: realised loss of HK\$0.7 million) on the structured products during the Year.

During the Year, the Group disposed of certain bonds under the disposal agreement entered into with Ms. Chan, Hoi-wan, an executive Director and the trustee of substantial shareholders of the Company, on 29 January 2020. Pursuant to the terms under the disposal agreement, consideration shall be determined based on the higher of (i) 100% of principal amount and (ii) prevailing market bid price for the bonds to be disposed of. The excess amount paid by Ms. Chan, Hoi-wan, at the consideration of 100% of principal amount over the prevailing market bid price of the bonds disposed of was directly recognised in the reserve as it is deemed as the contribution from the Company's equity participant. During the Year, the Group recognised gain of HK\$206.6 million in the contribution reserve.

業績(續)

證券投資(續)

於本年度，本集團出售持作買賣之上市投資而確認之已變現收益為25,300,000港元(其收益／虧損已包括於收入內)，所得銷售總額為365,200,000港元(二零一九年：並無出售)。出售債券之已變現虧損為436,700,000港元(二零一九年：已變現收益184,200,000港元)已於本年度之損益內確認，當中包含來自中華人民共和國(「中國」)房地產行業之債券之已變現虧損137,700,000港元(二零一九年：已變現收益82,000,000港元)、海外金融機構行業之債券之已變現虧損255,300,000港元(二零一九年：已變現收益97,400,000港元)，及其他行業之債券之已變現虧損43,700,000港元(二零一九年：已變現收益4,800,000港元)。於本年度，本集團購入22隻(二零一九年：19隻)債券總額為2,039,600,000港元(二零一九年：3,436,700,000港元)，及出售／贖回33隻(二零一九年：19隻)債券(包括部分出售之債券)賬面值總額為7,305,700,000港元(二零一九年：2,309,400,000港元)。購入之債券主要來自中國房地產行業佔98.7%(二零一九年：96.9%)以及海外金融機構及保險行業佔1.3%(二零一九年：3.1%)。此外，於本年度本集團錄得來自結構性產品之已變現收益屬較少數(二零一九年：已變現虧損700,000港元)。

於本年度，本集團與陳凱韻女士(一位執行董事及本公司之主要股東之信託人)於二零二零年一月二十九日訂立出售協議，並按該協議出售若干債券。根據該出售協議之條款，代價應按(i)出售債券本金金額之100%及(ii)出售債券之現行市場買入價(以較高者為準)釐定。出售債券之代價由陳凱韻女士以本金金額之100%支付而超出現行市場買入價之額外金額直接於儲備內確認，而該額外金額被視作為本公司權益參與者之注資金額。於本年度，本集團於注資儲備內確認之收益為206,600,000港元。

RESULTS (Cont'd)

Securities Investments (Cont'd)

Furthermore, the Group recorded an unrealised gain of HK\$0.3 million (2019: HK\$978.5 million) mainly representing the changes in fair value of bonds and listed equity investments, which had no effect on the cash flow of the Group. The unrealised gain of HK\$14.9 million (2019: HK\$978.5 million) from changes in fair value of bonds represented 27 bonds (2019: 34 bonds), mainly comprising the unrealised gain from the industry of overseas financial institutions of HK\$11.2 million (2019: HK\$399.8 million) or increase in fair value of 3.8% (2019: 12.4%) over the Year; and the unrealised gain from the industry of PRC-based real estate of HK\$3.7 million (2019: HK\$518.9 million) or increase in fair value of 0.1% (2019: 11.5%) over the Year. The Group believes that the fluctuation in price of bonds during the Year, among others, was owing to concerns about the economic impact of COVID-19 pandemic and the ongoing tensions in the United States-China relationship exacerbated, the global economy has been greatly affected. During the Year, the Group also recorded unrealised loss on listed investments held-for-trading of HK\$12.7 million (2019: nil) and unrealised loss on structured products of HK\$1.9 million (2019: nil).

During the Year, interest income from bonds (which was included in revenue) amounted to HK\$585.7 million (2019: HK\$714.0 million), represented 10.30% (2019: 8.46%) (before effect on leverage) return on average market value of bondholding during the Year. The interest income from structured products (which was included in revenue) amounted to HK\$10.4 million (2019: HK\$1.9 million).

Summing up the realised and unrealised gain/loss and adding the net income from net dividend income from listed equity investments, interest income, other net investment expenses and net finance costs of HK\$2,479.8 million (2019: interest income, other net investment income and net finance costs of HK\$523.7 million), the gain recognised from securities investments and treasury products was HK\$2,068.7 million (2019: HK\$1,685.7 million), of which net dividend income from the Evergrande Shares was HK\$1,967.6 million (2019: nil) for the Year.

The dividend income from listed equity investments of HK\$1,969.8 million (2019: nil) and interest income from bonds and structured products of HK\$596.1 million (2019: HK\$715.9 million) were recorded in revenue.

業績(續)

證券投資(續)

此外，本集團錄得未變現收益300,000港元(二零一九年：978,500,000港元)主要為債券及上市股本投資之公平值之變動，對本集團現金流量並無影響。債券之公平值變動之未變現收益14,900,000港元(二零一九年：978,500,000港元)乃來自27隻(二零一九年：34隻)債券，主要包含來自海外金融機構行業之未變現收益11,200,000港元(二零一九年：399,800,000港元)或於本年度之公平值增加3.8%(二零一九年：12.4%)；及中國房地產行業之未變現收益3,700,000港元(二零一九年：518,900,000港元)或於本年度之公平值增加0.1%(二零一九年：11.5%)。本集團相信於本年度債券價格波動，乃因(其中包括)受到2019冠狀病毒病疫情及中美緊張關係持續升溫等因素之經濟影響，令全球經濟深受影響。於本年度，本集團亦錄得持作買賣之上市投資之未變現虧損12,700,000港元(二零一九年：無)及結構性產品之未變現虧損1,900,000港元(二零一九年：無)。

於本年度，債券之利息收入(已包括於收入內)為585,700,000港元(二零一九年：714,000,000港元)，於本年度持有債券按平均市值計算之回報為10.30%(二零一九年：8.46%)(槓桿影響前)。結構性產品之利息收入(已包括於收入內)為10,400,000港元(二零一九年：1,900,000港元)。

總括已變現及未變現收益／虧損以及加入上市股本投資之股息收入淨額、利息收入、其他投資開支淨額及財務費用淨額之收入淨額為2,479,800,000港元(二零一九年：利息收入、其他投資收入淨額及財務費用淨額之收入淨額為523,700,000港元)，證券投資及財資產品確認之收益為2,068,700,000港元(二零一九年：1,685,700,000港元)，其中1,967,600,000港元(二零一九年：無)為於本年度來自恆大股份之股息收入淨額。

來自上市股本投資之股息收入1,969,800,000港元(二零一九年：無)以及債券及結構性產品之利息收入596,100,000港元(二零一九年：715,900,000港元)已計入收入內。

RESULTS (Cont'd)

Securities Investments (Cont'd)

The respective income/expense from securities investments under different categories are further elaborated below:

Investments and Treasury Products at Fair Value Through Profit or Loss

The investments and treasury products at FVTPL recorded a profit before and after net finance costs of HK\$184.9 million (2019: HK\$1,899.2 million) and HK\$132.4 million (2019: HK\$1,798.9 million) respectively for the Year.

Gain from the investments and treasury products at FVTPL reflected in the consolidated statement of comprehensive income for the Year comprised: (a) a realised gain on listed investments held-for-trading of HK\$25.3 million (2019: nil), a realised loss on fair value changes of bonds of HK\$436.7 million (2019: realised gain of HK\$184.2 million) and minimal realised gain (2019: realised loss of HK\$0.7 million) on structured products; (b) an unrealised gain on fair value changes of bonds of HK\$14.9 million (2019: HK\$978.5 million), unrealised loss on listed investments held-for-trading of HK\$12.7 million (2019: nil) and unrealised loss on structured products of HK\$1.9 million (2019: nil); and (c) interest income from bonds and structured products of HK\$596.1 million (2019: HK\$715.9 million), dividend income of HK\$2.1 million (2019: nil) and other net investment expenses of HK\$2.2 million (2019: other investment income of HK\$21.3 million). Net relevant finance costs for the Year was HK\$52.5 million (2019: HK\$100.3 million) including interest expense of HK\$35.9 million (2019: HK\$103.8 million) and exchange loss of HK\$16.6 million (2019: exchange gain of HK\$3.5 million).

業績(續)

證券投資(續)

以下就來自不同類別之證券投資收入／開支作進一步詳述：

通過損益以反映公平值之投資及財資產品

通過損益以反映公平值之投資及財資產品於本年度計入財務費用淨額前及後分別錄得溢利184,900,000港元(二零一九年：1,899,200,000港元)及132,400,000港元(二零一九年：1,798,900,000港元)。

於本年度，通過損益以反映公平值之投資及財資產品之收益反映於綜合全面收益報表內，包含(a)持作買賣之上市投資之已變現收益25,300,000港元(二零一九年：無)、債券之公平值變動之已變現虧損436,700,000港元(二零一九年：已變現收益184,200,000港元)及結構性產品之已變現收益屬較少數(二零一九年：已變現虧損700,000港元)；(b)債券之公平值變動之未變現收益14,900,000港元(二零一九年：978,500,000港元)、持作買賣之上市投資之未變現虧損12,700,000港元(二零一九年：無)及結構性產品之未變現虧損1,900,000港元(二零一九年：無)；以及(c)債券及結構性產品之利息收入596,100,000港元(二零一九年：715,900,000港元)、股息收入2,100,000港元(二零一九年：無)及其他投資開支淨額2,200,000港元(二零一九年：其他投資收入21,300,000港元)。本年度相關財務費用淨額為52,500,000港元(二零一九年：100,300,000港元)，包括利息開支35,900,000港元(二零一九年：103,800,000港元)及匯兌虧損16,600,000港元(二零一九年：匯兌收益3,500,000港元)。

RESULTS (Cont'd)

Securities Investments (Cont'd)

The respective income/expense from securities investments under different categories are further elaborated below: (Cont'd)

Investments and Treasury Products at Fair Value Through Profit or Loss (Cont'd)

The table below summarises the performance of bonds, structured products and listed investments held-for-trading during the Year:

業績(續)

證券投資(續)

以下就來自不同類別之證券投資收入／開支作進一步詳述：(續)

通過損益以反映公平值之投資及財資產品(續)

下表概述於本年度債券、結構性產品及持作買賣之上市投資之表現：

		Realised (loss) gain		Unrealised gain (loss)		Interest/dividend income		Total (loss) profit	
		已變現(虧損)收益		未變現收益(虧損)		利息/股息收入		(虧損)溢利總額	
		2020	2019	2020	2019	2020	2019	2020	2019
		HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Bond issuers by industry	按債券發行人之行業								
Overseas financial institutions	海外金融機構	(255.3)	97.4	11.2	399.8	114.7	278.7	(129.4)	775.9
PRC-based real estate	中國房地產	(137.7)	82.0	3.7	518.9	465.0	413.9	331.0	1,014.8
Others	其他	(43.7)	4.8	-	59.8	6.0	21.4	(37.7)	86.0
		(436.7)	184.2	14.9	978.5	585.7	714.0	163.9	1,876.7
Structured products	結構性產品	-	(0.7)	(1.9)	-	10.4	1.9	8.5	1.2
Listed investments held-for-trading	持作買賣之上市投資	25.3	-	(12.7)	-	2.1	-	14.7	-
		(411.4)	183.5	0.3	978.5	598.2	715.9	187.1	1,877.9
Other net investment (expenses) income	其他投資(開支)收入淨額							(2.2)	21.3
Profit before net finance costs	財務費用淨額前之溢利							184.9	1,899.2
Net finance costs	財務費用淨額							(52.5)	(100.3)
Profit after net finance costs	財務費用淨額後之溢利							132.4	1,798.9

RESULTS (Cont'd)

Securities Investments (Cont'd)

The respective income/expense from securities investments under different categories are further elaborated below: (Cont'd)

Listed Equity Investments at Fair Value Through Other Comprehensive Income

(a) Implication on Profit or Loss for the Year

Dividend income, other investment expenses and relevant finance costs of holding listed equity investments at FVTOCI were recognised in profit or loss for the Year. During the Year, net dividend income of HK\$1,967.6 million (2019: nil) (after transaction cost) from holding of 860,000,000 Evergrande Shares and net relevant finance costs of HK\$31.3 million (2019: HK\$113.2 million) were recorded, hence the results from listed equity investments at FVTOCI recorded a net gain of HK\$1,936.3 million (2019: net loss of HK\$113.2 million).

(b) Implication on Other Comprehensive Expenses for the Year

During the Year, the unit share price of China Evergrande had dropped from HK\$21.6 as at 31 December 2019 to HK\$14.9 as at 31 December 2020, or 31.0% over the Year, hence an unrealised loss on fair value change of listed equity investment at FVTOCI of HK\$5,762.0 million (2019: HK\$1,591.0 million) was recognised in other comprehensive expenses. Further, another listed equity investment at FVTOCI was disposed of and recorded a net realised gain of HK\$0.1 million (2019: nil) in other comprehensive expenses for the Year. Realised gain/loss on fair value change is a cash item while unrealised fair value change is a non-cash item and will not affect the cash flow of the Group. The Group believes that the decrease in share price of China Evergrande for the Year, among others, was owing to the unstable business environment it faced and overwhelming uncertainties surrounding the epidemic.

業績(續)

證券投資(續)

以下就來自不同類別之證券投資收入／開支作進一步詳述：(續)

通過其他全面收益以反映公平值之上市股本投資

(a) 本年度損益之影響

於本年度，持有通過其他全面收益以反映公平值之上市股本投資而產生之股息收入、其他投資開支及相關財務費用於損益內確認。於本年度，錄得來自持有860,000,000股恆大股份之股息收入淨額1,967,600,000港元(二零一九年：無)(扣除交易成本後)及相關財務費用淨額31,300,000港元(二零一九年：113,200,000港元)，因此通過其他全面收益以反映公平值之上市股本投資之業績錄得收益淨額1,936,300,000港元(二零一九年：虧損淨額113,200,000港元)。

(b) 本年度其他全面支出之影響

於本年度，中國恆大每股股價由二零一九年十二月三十一日之21.6港元下跌至二零二零年十二月三十一日之14.9港元或於本年度下跌31.0%，因此通過其他全面收益以反映公平值之上市股本投資之公平值變動之未變現虧損5,762,000,000港元(二零一九年：1,591,000,000港元)於其他全面支出內確認。此外，出售另一項通過其他全面收益以反映公平值之上市股本投資而錄得已變現收益淨額100,000港元(二零一九年：無)於本年度其他全面支出內確認。公平值變動之已變現收益／虧損乃現金項目，而未變現公平值變動乃非現金項目，對本集團現金流量並無構成影響。本集團相信於本年度中國恆大之股價下跌乃因(其中包括)其面對之營商環境不穩定及圍繞著流行病之巨大不明朗因素。

RESULTS (Cont'd)

Securities Investments (Cont'd)

The respective income/expense from securities investments under different categories are further elaborated below: (Cont'd)

Listed Equity Investments at Fair Value Through Other Comprehensive Income (Cont'd)

The table below summarises the performance of listed equity investments at FVTOCI during the Year:

業績(續)

證券投資(續)

以下就來自不同類別之證券投資收入／開支作進一步詳述：(續)

通過其他全面收益以反映公平值之上市股本投資(續)

下表概述於本年度通過其他全面收益以反映公平值之上市股本投資之表現：

		Stock code	Number of shares	Closing price (per share)	Recorded in consolidated statement of financial position 錄入綜合財務狀況報表		Recorded in consolidated statement of comprehensive income 錄入綜合全面收益報表	
					Financial assets measured at fair value through other comprehensive income 通過其他全面收益以反映公平值計量之金融資產 HK\$ million 百萬港元	Financial assets measured at fair value through other comprehensive income reserve 通過其他全面收益以反映公平值計量之金融資產之儲備 HK\$ million 百萬港元	Profit for the Year 本年度溢利 HK\$ million 百萬港元	Other comprehensive expenses for the Year 本年度其他全面支出 HK\$ million 百萬港元
At 31 December 2019	於二零一九年十二月三十一日	3333	860,000,000	21.6	18,576.0	4,980.0		
		9988	12,800	207.2	2.7	0.4		
Disposal	出售	9988	12,800	216.6	(2.8)	-	-	
Realised fair value changes (including transaction cost)	已變現公平值變動 (包括交易成本)	9988			0.1	0.1	0.1	
Unrealised fair value changes	未變現公平值變動	3333			(5,762.0)	(5,762.0)	(5,762.0)	
					(5,764.7)	(5,761.9)	-	
Transfer to retained profits upon disposal	出售時轉撥至保留溢利	9988				(0.5)		
Net dividend income	股息收入淨額	3333				1,967.6	-	
Net finance costs	財務費用淨額					(31.3)	-	
Profit/other comprehensive expenses for the Year	本年度溢利／其他全面支出					1,936.3	(5,761.9)	
At 31 December 2020	於二零二零年十二月三十一日	3333	860,000,000	14.9	12,814.0	(782.0)		
Percentage to total assets At 31 December 2020	估資產總額之百分比於二零二零年十二月三十一日				34.2%			
At 31 December 2019	於二零一九年十二月三十一日				38.4%			

RESULTS (Cont'd)

Other Income and Expenses

Other income for the Year, which mainly came from surrender premium and dilapidations settlement received from tenants in respect of properties in the United Kingdom, rental services income, leasing administration services and property administration services income increased to HK\$281.3 million (2019: HK\$20.8 million (restated)), representing an increase of 12.5 times. The increase was mainly due to surrender premium and dilapidations settlement received from tenants in respect of properties in the United Kingdom in aggregate of HK\$249.8 million (2019: HK\$2.0 million) was recorded during the Year.

During the Year, administrative expenses increased by 19.0% to HK\$320.6 million (2019: HK\$269.5 million). The increase in administrative expenses was mainly due to the increase in depreciation of right-of-use assets of HK\$42.9 million during the Year. Finance costs decreased by 41.8% to HK\$215.6 million (2019: HK\$370.2 million) during the Year, including exchange loss of HK\$13.1 million (2019: exchange gain of HK\$4.3 million) on translation of foreign currency other borrowings hedged for foreign currency securities investments and exchange loss of HK\$7.1 million (2019: exchange gain of HK\$9.5 million) on translation of foreign currency bank borrowing and loan. The decrease in finance costs was mainly due to the decrease in total borrowings and interest rates during the Year.

Other gains and losses for the Year recorded a loss of HK\$4.9 million mainly comprised write-down of stock of properties (2019: HK\$12.3 million comprised loss on dissolution of subsidiaries of HK\$10.6 million, write-down of stock of properties of HK\$0.7 million and allowance for credit losses recognised in respect of advances to associates of HK\$1.0 million).

Investments Accounted for Using the Equity Method

The share of results of investments accounted for using the equity method for the Year recorded a loss of HK\$38.4 million (2019: profit of HK\$209.7 million), comprised loss from the share of results of associates of HK\$35.6 million and a joint venture of HK\$2.8 million (2019: profit from the share of results of associates of HK\$5.0 million and a joint venture of HK\$204.7 million).

The share of results of associates turned from profit to loss was mainly derived from (a) decrease in fair value of investment properties held by associates; and (b) share of loss from Hilton Beijing (50% interest) as business was severely affected by COVID-19 pandemic.

業績(續)

其他收入及開支

本年度之其他收入主要來自就英國物業向租戶收取之退租補償及拆卸費用、租賃服務收入、租務行政服務及物業行政服務收入，增加至281,300,000港元(二零一九年：20,800,000港元(重列))，增幅為12.5倍。該增加主要由於本年度就英國物業向租戶收取之退租補償及拆卸費用錄得合共249,800,000港元(二零一九年：2,000,000港元)。

於本年度，行政開支增加19.0%至320,600,000港元(二零一九年：269,500,000港元)。行政開支增加主要由於於本年度使用權資產折舊增加42,900,000港元。財務費用於本年度減少41.8%至215,600,000港元(二零一九年：370,200,000港元)，當中包括外幣其他借貸用以對沖外幣證券投資所產生之匯兌虧損13,100,000港元(二零一九年：匯兌收益4,300,000港元)以及外幣銀行借貸及貸款所產生之匯兌虧損7,100,000港元(二零一九年：匯兌收益9,500,000港元)。財務費用之減少主要由於於本年度借貸總額及利率下跌所致。

本年度其他收益及虧損錄得虧損4,900,000港元主要包含物業存貨之減值虧損(二零一九年：12,300,000港元)，包含附屬公司解散之虧損10,600,000港元、物業存貨之減值700,000港元以及就墊付聯營公司款項確認之信貸虧損撥備1,000,000港元)。

以權益法入賬之投資

本年度攤佔以權益法入賬投資之業績錄得虧損38,400,000港元(二零一九年：溢利209,700,000港元)，包含攤佔聯營公司業績之虧損35,600,000港元及一間合資公司業績之虧損2,800,000港元(二零一九年：攤佔聯營公司業績之溢利5,000,000港元及一間合資公司業績之溢利204,700,000港元)。

攤佔聯營公司業績由盈轉虧乃主要由於(a)聯營公司所持有之投資物業公平值減少；及(b)攤佔北京希爾頓酒店(佔50%權益)之虧損(其業務受2019冠狀病毒病疫情嚴重影響)所致。

RESULTS (Cont'd)

Investments Accounted for Using the Equity Method (Cont'd)

During the Year, the Group acquired remaining 49% interest in Landrich (H.K.) Limited, details were disclosed in the paragraph headed "Other Information and Event After the Reporting Period" in the section headed "Chairman's Statement" of this annual report.

Fair Value Changes on Investment Properties

Investment properties of the Group in Hong Kong and Mainland China were revalued at 31 December 2020 by B.I. Appraisals Limited ("B.I. Appraisals") whereas investment properties in the United Kingdom were revalued by Peak Vision Appraisals Limited ("Peak Vision Appraisals"). B.I. Appraisals and Peak Vision Appraisals are independent property valuers. An unrealised loss on fair value changes of investment properties of HK\$1,549.2 million (2019: HK\$742.7 million) was recorded during the Year. The unrealised fair value change is a non-cash item and will not affect the cash flow of the Group.

PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE, CASH PAYMENT RATIO AND TOTAL COMPREHENSIVE EXPENSES

Profit

Profit for the Year attributable to owners of the Company was HK\$622.2 million as compared to HK\$790.2 million for last year. The decrease in profit for the Year was mainly due to a mix of the following reasons: (a) decrease in profit from investments and treasury products at FVTPL of HK\$1,666.5 million; (b) increase in unrealised loss on fair value changes of investment properties of HK\$806.5 million; (c) share of results of investments accounted for using the equity method turned from profit of HK\$209.7 million to loss of HK\$38.4 million; (d) decrease in net rental income; (e) net dividend income of HK\$1,967.6 million (2019: nil) was recognised from the Evergrande Shares during the Year; (f) surrender premium and dilapidations settlement received from tenants in respect of properties in the United Kingdom of HK\$249.8 million (2019: HK\$2.0 million) were recorded during the Year; and (g) no impairment loss of goodwill (2019: HK\$322.9 million) was recognised during the Year. Earnings per share for the Year was HK\$0.33 (2019: HK\$0.41).

業績(續)

以權益法入賬之投資(續)

於本年度，本集團收購隆裕(香港)有限公司餘下49%權益，詳情於本年報「主席報告書」一節中「其他資料及報告期末後事項」一段內披露。

投資物業之公平值變動

保柏國際評估有限公司(「保柏國際評估」)已就本集團位於香港及中國大陸之投資物業進行於二零二零年十二月三十一日之物業估值以及漂鋒評估有限公司(「漂鋒評估」)就位於英國之投資物業進行估值。保柏國際評估及漂鋒評估均為獨立物業估值師。於本年度錄得投資物業之公平值變動之未變現虧損為1,549,200,000港元(二零一九年：742,700,000港元)。未變現之公平值變動乃非現金項目，對本集團現金流量並無構成影響。

溢利、核心溢利、股息、回購、現金支出比率及全面支出總額

溢利

本公司擁有人應佔本年度之溢利為622,200,000港元，相比去年為790,200,000港元。本年度溢利減少主要由於混合以下原因：(a)來自通過損益以反映公平值之投資及財務產品之溢利減少1,666,500,000港元；(b)投資物業之公平值變動之未變現虧損增加806,500,000港元；(c)攤佔以權益法入賬投資之業績由溢利209,700,000港元轉為虧損38,400,000港元；(d)租金收入淨額減少；(e)於本年度確認來自恆大股份之股息收入淨額1,967,600,000港元(二零一九年：無)；(f)於本年度錄得就英國物業向租戶收取之退租補償及拆卸費用249,800,000港元(二零一九年：2,000,000港元)；及(g)於本年度並無確認商譽之減值虧損(二零一九年：322,900,000港元)。本年度之每股盈利為0.33港元(二零一九年：0.41港元)。

PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE, CASH PAYMENT RATIO AND TOTAL COMPREHENSIVE EXPENSES (Cont'd)

Core Profit

If the net loss on the major non-cash items of HK\$1,605.1 million (2019: HK\$907.2 million) is excluded, the Group will have a core profit for the Year attributable to owners of the Company of HK\$2,227.3 million (2019: HK\$1,697.4 million) and a core profit per share of HK\$1.17 (2019: HK\$0.89).

The major non-cash items represented the attributable net unrealised fair value loss on investment properties together with their respective deferred tax from the Group and its associates and joint venture of HK\$1,605.1 million (2019: attributable net unrealised fair value loss on investment properties together with their respective deferred tax from the Group and its associates and joint venture of HK\$584.3 million and impairment loss of goodwill of HK\$322.9 million).

Dividends

Final dividend of HK1 cent (year ended 31 December 2018: HK10 cents) per share in total amount of HK\$19.07 million for the year ended 31 December 2019 was paid in cash on 11 June 2020.

Interim dividend of HK1 cent (half year ended 30 June 2019: HK1 cent) per share in total amount of HK\$19.07 million for the half year ended 30 June 2020 was paid on 7 September 2020.

Total dividends of HK\$38.1 million were paid in cash during the Year.

Repurchase

During the Year, the Company had not repurchased any of the Company's share.

Cash Payment Ratio

Based on (a) the core profit for the Year of HK\$2,227.3 million or HK\$1.17 per share (2019: HK\$1,697.4 million or HK\$0.89 per share); and (b) cash final dividend for the Year of HK1 cent (2019: HK1 cent) per share proposed; and (c) cash interim dividend for 2020 of HK1 cent (2019: HK1 cent) per share paid, the ratio of such cash payment to the core profit is 1.7% (2019: 2.2%).

溢利、核心溢利、股息、回購、現金支出比率及全面支出總額(續)

核心溢利

如撇除主要非現金項目虧損淨額1,605,100,000港元(二零一九年：907,200,000港元)，本集團將錄得本公司擁有人應佔本年度之核心溢利2,227,300,000港元(二零一九年：1,697,400,000港元)及每股核心溢利為1.17港元(二零一九年：0.89港元)。

主要非現金項目乃指來自本集團以及其聯營公司及合資公司之應佔投資物業之未變現公平值虧損淨額連同其相關之遞延稅項共1,605,100,000港元(二零一九年：本集團以及其聯營公司及合資公司之應佔投資物業之未變現公平值虧損淨額連同其相關之遞延稅項584,300,000港元以及商譽之減值虧損322,900,000港元)。

股息

截至二零一九年十二月三十一日止年度之每股1港仙(截至二零一八年十二月三十一日止年度：每股10港仙)總額為19,070,000港元之末期股息，已於二零二零年六月十一日以現金派付。

截至二零二零年六月三十日止半年度之每股1港仙(截至二零一九年六月三十日止半年度：每股1港仙)總額為19,070,000港元之中期股息，已於二零二零年九月七日以現金派付。

於本年度，以現金派付之股息總額為38,100,000港元。

回購

於本年度，本公司並無回購本公司之任何股份。

現金支出比率

根據(a)本年度之核心溢利2,227,300,000港元或每股1.17港元(二零一九年：1,697,400,000港元或每股0.89港元)；及(b)建議宣派以現金派付本年度之末期股息每股1港仙(二零一九年：每股1港仙)；及(c)以現金派付之二零二零年中期股息每股1港仙(二零一九年：每股1港仙)，該現金支出與核心溢利之比率為1.7%(二零一九年：2.2%)。

PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE, CASH PAYMENT RATIO AND TOTAL COMPREHENSIVE EXPENSES (Cont'd)

Total Comprehensive Expenses

Total comprehensive expenses for the Year attributable to owners of the Company was HK\$4,978.6 million or HK\$2.61 per share (2019: HK\$283.6 million or HK\$0.15 per share), which comprised (a) profit for the Year attributable to owners of the Company of HK\$622.2 million (2019: HK\$790.2 million); and (b) other comprehensive expenses for the Year attributable to owners of the Company of HK\$5,600.8 million (2019: HK\$1,073.8 million) which mainly included unrealised loss on fair value changes of listed equity investment at FVTOCI of HK\$5,762.0 million (2019: HK\$1,590.6 million), details are disclosed in the sub-paragraph headed "Listed Equity Investments at Fair Value Through Other Comprehensive Income (b) Implication on Other Comprehensive Expenses for the Year" of paragraph headed "Securities Investments" above.

NET ASSET VALUE

As at 31 December 2020, the Group's net asset value attributable to owners of the Company amounted to HK\$28,758.8 million (2019: HK\$33,568.9 million), a decrease of HK\$4,810.1 million or 14.3% when compared with 31 December 2019. With the total number of ordinary shares in issue of 1,907,619,079 as at 31 December 2020 and 2019, the net asset value per share attributable to owners of the Company was HK\$15.08 (2019: HK\$17.60). The movement in net asset value was mainly due to (a) total comprehensive expenses for the Year attributable to owners of the Company of HK\$4,978.6 million; (b) gain of HK\$206.6 million recognised in contribution reserve upon disposal of debt securities during the Year; and (c) final and interim dividends recognised as distribution during the Year totaling of HK\$38.1 million.

During the Year, loss on fair value changes of the listed equity investments categorised as financial assets measured at FVTOCI of HK\$5,761.9 million (2019: HK\$1,590.6 million) was recorded in other comprehensive expenses, and the Group transferred the balance of the financial assets measured at FVTOCI reserve of the disposed listed equity investment of HK\$0.5 million to retained profits. The cumulative amount of loss on fair value changes of listed equity investment(s) included in financial assets measured at FVTOCI reserve as at 31 December 2020 was HK\$782.0 million (2019: cumulative amount of gain on fair value changes of HK\$4,980.4 million).

Other than the existing projects and those disclosed in the final results, the Group did not have material acquisition or disposal of assets and any future plans for material investment or capital assets.

溢利、核心溢利、股息、回購、現金支出比率及全面支出總額(續)

全面支出總額

本公司擁有人應佔本年度之全面支出總額為4,978,600,000港元或每股2.61港元(二零一九年: 283,600,000港元或每股0.15港元), 其中包含(a)本公司擁有人應佔本年度之溢利622,200,000港元(二零一九年: 790,200,000港元); 及(b)本公司擁有人應佔本年度之其他全面支出5,600,800,000港元(二零一九年: 1,073,800,000港元), 主要包括通過其他全面收益以反映公平值之上市股本投資之公平值變動未變現虧損5,762,000,000港元(二零一九年: 1,590,600,000港元), 詳情已於上文「證券投資」一段中之「通過其他全面收益以反映公平值之上市股本投資(b)本年度其他全面支出之影響」分段內披露。

資產淨值

於二零二零年十二月三十一日, 本公司擁有人應佔本集團之資產淨值為28,758,800,000港元(二零一九年: 33,568,900,000港元), 較二零一九年十二月三十一日減少4,810,100,000港元或14.3%。根據於二零二零年及二零一九年十二月三十一日之已發行普通股總數1,907,619,079股計算, 本公司擁有人應佔之每股資產淨值為15.08港元(二零一九年: 17.60港元)。資產淨值變動主要由於(a)本公司擁有人應佔本年度之全面支出總額4,978,600,000港元; (b)於本年度就出售債務證券時確認於注資儲備之收益206,600,000港元; 及(c)於本年度已確認派發之末期及中期股息合共38,100,000港元。

於本年度, 分類為通過其他全面收益以反映公平值計量之金融資產之上市股本投資之公平值變動虧損為5,761,900,000港元(二零一九年: 1,590,600,000港元), 並錄入為其他全面支出, 及本集團將已出售上市股本投資之通過其他全面收益以反映公平值計量之金融資產之儲備結餘500,000港元轉撥至保留溢利。於二零二零年十二月三十一日, 上市股本投資之公平值變動虧損之累計金額782,000,000港元(二零一九年: 公平值變動收益之累計金額4,980,400,000港元)已包括在通過其他全面收益以反映公平值計量之金融資產之儲備內。

除現有項目及於全年業績內所披露者外, 本集團並無重大收購或出售資產及重大投資或資本資產之未來計劃。

NET CURRENT LIABILITIES

The Group recorded net current liabilities as at 31 December 2020 of HK\$1,508.9 million (2019: HK\$1,138.6 million), of which current assets were HK\$4,272.0 million (2019: HK\$8,653.9 million) and current liabilities were HK\$5,780.9 million (2019: HK\$9,792.5 million). The position was mainly due to certain of the Group's current liabilities had been utilised to finance the Group's non-current assets.

In the consolidated statement of financial position and within securities investment activities, which comprised of bonds, listed equity investments and structured products, the total carrying amount as at 31 December 2020 was HK\$16,306.8 million (2019: HK\$27,554.2 million). Included in non-current assets were part of the bonds in the sum of HK\$1,571.3 million (2019: HK\$1,607.4 million) presented as financial assets measured at FVTPL and listed equity investment(s) in the sum of HK\$12,814.0 million (2019: HK\$18,578.7 million) presented as financial assets measured at FVTOCI. Included in current assets were part of the bonds, listed investments held-for-trading and structured products in the sum of HK\$1,921.5 million (2019: bonds of HK\$7,368.1 million) presented as financial assets measured at FVTPL. Margin loans utilised to finance the securities investments in both non-current and current assets in the sum of HK\$1,074.1 million (2019: HK\$7,128.4 million) were presented as borrowings in current liabilities.

The ratio of margin loans against pledged securities investments was loan-to-value ratio, which was 8.3% (2019: 25.9%) as at 31 December 2020. In accordance with the terms and conditions of margin loans facility agreements of the Group with financial institutions, among others, as long as the securities investments maintained market value which is in excess of pre-defined loan-to-value ratios as set out by the financial institutions, the margin loans upon interest payment due date would be roll-overed month-for-month, and repayment of margin loans by the Group to financial institutions would not be required. As such, very often margin loans of the Group which were presented as current liabilities would not be current and would be repayable over one year. As at 31 December 2020, the outstanding margin loans amounted to HK\$1,074.1 million (2019: HK\$7,128.4 million) were recorded in current liabilities. In the event that the Group intends to reduce or repay part of the margin loans, the Group might, among others, dispose of some of the securities investments to effect the payment.

流動負債淨值

於二零二零年十二月三十一日，本集團錄得流動負債淨值1,508,900,000港元(二零一九年：1,138,600,000港元)，其中流動資產為4,272,000,000港元(二零一九年：8,653,900,000港元)及流動負債為5,780,900,000港元(二零一九年：9,792,500,000港元)。該狀況主要由於本集團若干流動負債用作融資本集團非流動資產所致。

於二零二零年十二月三十一日綜合財務狀況報表及證券投資活動中，包含債券、上市股本投資及結構性產品之賬面值總額為16,306,800,000港元(二零一九年：27,554,200,000港元)。非流動資產當中包括呈列為通過損益以反映公平值計量之金融資產之部分債券1,571,300,000港元(二零一九年：1,607,400,000港元)及呈列為通過其他全面收益以反映公平值計量之金融資產之上市股本投資12,814,000,000港元(二零一九年：18,578,700,000港元)。流動資產當中包括部分債券、持作買賣之上市投資及結構性產品並呈列為通過損益以反映公平值計量之金融資產合共1,921,500,000港元(二零一九年：債券7,368,100,000港元)。用作融資非流動及流動資產中之證券投資之保證金貸款合共1,074,100,000港元(二零一九年：7,128,400,000港元)，呈列為流動負債中之借貸。

貸款價值比率乃保證金貸款除以已抵押之證券投資之比率，於二零二零年十二月三十一日為8.3%(二零一九年：25.9%)。根據本集團與金融機構之保證金貸款融資協議之條款及條件(其中包括)，只要證券投資之市值維持超過金融機構規定之預先定義貸款價值比率，到期支付利息之保證金貸款將按月滾存，本集團無需向金融機構償還保證金貸款。因此，本集團慣常將保證金貸款呈列為流動負債，然而並非流動以及將於一年後償還。於二零二零年十二月三十一日於流動負債中錄得未償還保證金貸款1,074,100,000港元(二零一九年：7,128,400,000港元)。倘本集團有意減少或償還部分保證金貸款，則本集團可能(其中包括)出售部分證券投資以支付貸款。

NET CURRENT LIABILITIES (Cont'd)

Securities investments and treasury products of the Group were frequently traded in the market, and formed part of the Group's treasury management. They were presented as non-current assets and current assets according to their intended holding periods.

If the entire securities investments and treasury products of the Group as at 31 December 2020 were presented as current assets, current assets would be increased by HK\$14,385.3 million (2019: HK\$20,186.1 million), and net current liabilities position of HK\$1,508.9 million (2019: HK\$1,138.6 million) would become net current assets position of HK\$12,876.4 million (2019: HK\$19,047.5 million).

The Group believes that the net current liabilities position as at 31 December 2020 would not have adverse financial effect to the Group's liquidity or gearing position and the Group has ability to continue as a going concern.

SECURITIES INVESTMENTS

The Group's strategy is to maintain securities investment portfolio for treasury management and invest in securities investments and treasury products with attractive yield and good prospect in order to bring stable and satisfactory realised return in long run. During the Year, the Group diversified the bonds portfolio comprised of the bonds issued by overseas financial institutions and PRC-based real estate companies.

As at 31 December 2020, the portfolio of securities investments and treasury products of HK\$16,306.8 million (2019: HK\$27,554.2 million) comprised (a) bonds, structured products and listed investments held-for-trading (presented as financial assets measured at FVTPL (non-current and current assets)) in aggregate of HK\$3,492.8 million (2019: bonds of HK\$8,975.5 million); and (b) listed equity investment(s) (presented as financial assets measured at FVTOCI) of HK\$12,814.0 million (2019: HK\$18,578.7 million), representing 43.5% (2019: 57.0%) of total assets.

流動負債淨值(續)

本集團之證券投資及財資產品經常於市場買賣，及成為本集團財資管理之一部分。證券投資及財資產品乃按擬定持有期呈列為非流動資產及流動資產。

倘將本集團於二零二零年十二月三十一日之全部證券投資及財資產品呈列為流動資產，流動資產將會增加14,385,300,000港元(二零一九年：20,186,100,000港元)，及流動負債淨值狀況1,508,900,000港元(二零一九年：1,138,600,000港元)將變為流動資產淨值狀況12,876,400,000港元(二零一九年：19,047,500,000港元)。

本集團相信，於二零二零年十二月三十一日之流動負債淨值狀況將不會對本集團之流動資金或負債狀況造成不利之財務影響，且本集團能夠繼續持續經營。

證券投資

本集團之策略是維持證券投資組合之財資管理以及投資具吸引收益率及良好前景之證券投資及財資產品，以確保長遠帶來穩定及滿意之變現回報。於本年度，本集團使債券組合多元化，組合包含海外金融機構及中國房地產公司發行之債券。

於二零二零年十二月三十一日，證券投資及財資產品組合16,306,800,000港元(二零一九年：27,554,200,000港元)中包含(a)債券、結構性產品及持作買賣之上市投資(呈列為通過損益以反映公平值計量之金融資產(於非流動及流動資產內))合共3,492,800,000港元(二零一九年：債券8,975,500,000港元)；及(b)上市股本投資(呈列為通過其他全面收益以反映公平值計量之金融資產)12,814,000,000港元(二零一九年：18,578,700,000港元)，佔資產總額43.5%(二零一九年：57.0%)。

SECURITIES INVESTMENTS (Cont'd)

The respective securities investments under different categories are elaborated below:

Listed Equity Investments at Fair Value Through Other Comprehensive Income

In prior years, the Group had acquired 860,000,000 shares of China Evergrande and recorded as financial assets measured at FVTOCI. During the Year, there was no acquisition or disposal of shares of China Evergrande. The Group held 860,000,000 shares of China Evergrande, representing approximately 6.5% of the total issued share capital of China Evergrande as at 31 December 2020.

As at 31 December 2019, the cumulative unrealised gain on fair value change of the Evergrande Shares was HK\$4,980.0 million and the carrying amount of the Evergrande Shares was HK\$18,576.0 million. After deducting the unrealised fair value loss of HK\$5,762.0 million for the Year, the carrying amount of the Evergrande Shares as at 31 December 2020 was HK\$12,814.0 million, representing 34.2% (2019: 38.4%) of total assets. The cumulative unrealised gain on fair value change of the Evergrande Shares of HK\$4,980.0 million as at 31 December 2019 turned to unrealised loss on fair value change of HK\$782.0 million as at 31 December 2020, which was recorded in the financial assets measured at FVTOCI reserve.

China Evergrande group is principally engaged in property development, property investment, property management, new energy vehicle business, hotel operations, finance business, internet business and health industry business in the PRC. According to the audited consolidated financial statements of China Evergrande for the years ended 31 December 2019 and 2018, the revenue and profit attributable to shareholders were Renminbi ("RMB") 477.6 billion (2018: RMB466.2 billion) and RMB17.3 billion (2018: RMB37.4 billion) respectively; while the total assets and total equity were RMB2,206.6 billion (2018: RMB1,880.0 billion) and RMB358.5 billion (2018: RMB308.6 billion) respectively, the net debt was RMB571.1 billion (2018: RMB468.9 billion). In accordance with the unaudited consolidated financial statements of China Evergrande for the six months ended 30 June 2020, the revenue and profit attributable to shareholders were RMB266.6 billion and RMB6.5 billion respectively; while the total assets and total equity were RMB2,299.1 billion and RMB316.5 billion respectively, the net debt was RMB630.8 billion. Net debt is calculated as total borrowings less cash and cash equivalents and restricted cash.

證券投資(續)

以下就不同類別之證券投資作出詳述：

通過其他全面收益以反映公平值之上市股本投資

於過往年度，本集團購入860,000,000股中國恒大股份，並列為通過其他全面收益以反映公平值計量之金融資產。於本年度，本集團並無購入或出售中國恒大股份，並持有860,000,000股中國恒大股份(相當於中國恒大於二零二零年十二月三十一日之全部已發行股本約6.5%)。

於二零一九年十二月三十一日，恒大股份之公平值變動之累計未變現收益為4,980,000,000港元及恒大股份之賬面值為18,576,000,000港元。經扣除本年度未變現公平值虧損5,762,000,000港元後，於二零二零年十二月三十一日恒大股份之賬面值為12,814,000,000港元，佔資產總額34.2%(二零一九年：38.4%)。恒大股份之公平值變動之累計未變現收益由二零一九年十二月三十一日之4,980,000,000港元轉為於二零二零年十二月三十一日之公平值變動之累計未變現虧損782,000,000港元，並已錄入通過其他全面收益以反映公平值計量之金融資產之儲備內。

中國恒大集團主要於中國從事房地產開發、物業投資、物業管理、新能源汽車業務、酒店運營、金融業務、互聯網業務及健康業務。根據中國恒大於截至二零一九年及二零一八年十二月三十一日止年度之經審核綜合財務報表，收入及股東應佔溢利分別為人民幣(「人民幣」)477,600,000,000(二零一八年：人民幣466,200,000,000)及人民幣17,300,000,000(二零一八年：人民幣37,400,000,000)；而資產總額及股本權益總額分別為人民幣2,206,600,000,000(二零一八年：人民幣1,880,000,000,000)及人民幣358,500,000,000(二零一八年：人民幣308,600,000,000)，債務淨額為人民幣571,100,000,000(二零一八年：人民幣468,900,000,000)。根據中國恒大於截至二零二零年六月三十日止六個月之未經審核綜合財務報表，收入及股東應佔溢利分別為人民幣266,600,000,000及人民幣6,500,000,000；而資產總額及股本權益總額分別為人民幣2,299,100,000,000及人民幣316,500,000,000，債務淨額為人民幣630,800,000,000。債務淨額乃按借貸總額減現金及現金等值物以及受限制現金計算。

SECURITIES INVESTMENTS (Cont'd)

The respective securities investments under different categories are elaborated below: (Cont'd)

Listed Equity Investments at Fair Value Through Other Comprehensive Income (Cont'd)

As at 31 December 2019, the carrying amount of another listed equity investment at FVTOCI was HK\$2.7 million, after recorded a net realised gain of HK\$0.1 million (2019: an unrealised gain on fair value change of HK\$0.4 million) and was decreased by a disposal of HK\$2.8 million (2019: nil), the carrying amount of that listed equity investment at FVTOCI became nil. The cumulative fair value gain together with the transaction costs in the financial assets measured at FVTOCI reserve of that listed equity investment disposed of amounted to HK\$0.5 million was transferred to retained profits.

Investments and Treasury Products at Fair Value Through Profit or Loss

As at 31 December 2019, the carrying amount of the bonds presented as financial assets measured at FVTPL was HK\$8,975.5 million. During the Year, the bonds portfolio was decreased by a net disposal of HK\$5,266.1 million (including disposal to Ms. Chan, Hoi-wan of HK\$6,377.6 million and net acquisition from third parties of HK\$1,111.5 million). After deducting the fair value loss of HK\$421.8 million recognised in profit or loss, the bonds portfolio of the Group became HK\$3,287.6 million as at 31 December 2020, representing 8.8% (2019: 18.6%) of total assets, which formed part of the Group's cash management activities.

證券投資(續)

以下就不同類別之證券投資作出詳述：(續)

通過其他全面收益以反映公平值之上市股本投資(續)

於二零一九年十二月三十一日，通過其他全面收益以反映公平值之另一項上市股本投資之賬面值為2,700,000港元。計入已變現收益淨額100,000港元(二零一九年：公平值變動之未變現收益400,000港元)及就出售減少2,800,000港元(二零一九年：無)後，該上市股本投資之賬面值為零。出售該上市股本投資之累計公平值收益連同交易成本包括在通過其他全面收益以反映公平值計量之金融資產之儲備內之500,000港元已轉撥至保留溢利。

通過損益以反映公平值之投資及財資產品

於二零一九年十二月三十一日，呈列於通過損益以反映公平值計量之金融資產之債券賬面值為8,975,500,000港元。於本年度，該債券組合已就出售淨額減少5,266,100,000港元(包括出售予陳凱韻女士6,377,600,000港元及向第三方購入淨額1,111,500,000港元)。經扣除於損益確認之公平值虧損421,800,000港元後，本集團於二零二零年十二月三十一日之債券組合為3,287,600,000港元，佔資產總額8.8%(二零一九年：18.6%)，該組合為本集團資金管理活動之一部分。

SECURITIES INVESTMENTS (Cont'd)

The respective securities investments under different categories are elaborated below: (Cont'd)

Investments and Treasury Products at Fair Value Through Profit or Loss (Cont'd)

As at 31 December 2020, the bonds portfolio comprised bonds issued by overseas financial institutions of 9.4% (2019: 40.5%), PRC-based real estate companies of 90.6% (2019: 55.9%) and no other industries (2019: 3.6%). They are denominated in different currencies with 91.4% (2019: 97.0%) in United States dollar ("US\$"), 8.0% (2019: 3.0%) in Pound Sterling ("GBP") and 0.6% (2019: nil) in Euro ("EUR"). The bonds denominated in US\$ carry at fixed rate range from 7.000% to 13.000% (2019: 4.750% to 13.750%) per annum of which notional amount of US\$188.2 million (2019: US\$937.0 million) are callable, all bonds denominated in GBP carry at fixed rate range from 5.875% to 7.250% (2019: 5.875% to 7.250%) per annum of notional amount of GBP23.5 million (2019: GBP24.5 million) are callable and bond denominated in EUR carries at fixed rate of 6.125% of notional amount of EUR2.0 million (2019: nil) is callable. As at 31 December 2020, the bonds portfolio comprised of 27 bonds (2019: 34 bonds); in terms of credit rating, non-investment grade and unrated were 18 bonds and 9 bonds (2019: investment grade, non-investment grade and unrated were 5 bonds, 26 bonds and 3 bonds) respectively. In terms of maturity, 5 bonds (2019: 17 bonds) were contingent convertible bonds issued by overseas financial institutions which were perpetual with no fixed tenor, 22 bonds (2019: 17 bonds) issued by issuers other than overseas financial institutions of which 21 bonds (2019: 17 bonds) will be matured between 2021 to 2025 (2019: between 2020 to 2046) and remaining 1 bond (2019: nil) was perpetual bond.

證券投資(續)

以下就不同類別之證券投資作出詳述：(續)

通過損益以反映公平值之投資及財資產品(續)

於二零二零年十二月三十一日，該債券組合包含9.4%(二零一九年：40.5%)由海外金融機構發行、90.6%(二零一九年：55.9%)由中國房地產公司發行及並無(二零一九年：3.6%)由其他行業之公司發行之債券。該等債券以美元(「美元」)(91.4%)(二零一九年：97.0%)、英鎊(「英鎊」)(8.0%)(二零一九年：3.0%)及歐元(「歐元」)(0.6%)(二零一九年：無)之不同貨幣計值。以美元計值之債券固定年利率為7.000厘至13.000厘(二零一九年：4.750厘至13.750厘)，其中名義金額為188,200,000美元(二零一九年：937,000,000美元)之債券為可贖回。全部以英鎊計值之債券固定年利率為5.875厘至7.250厘(二零一九年：5.875厘至7.250厘)，名義金額為23,500,000英鎊(二零一九年：24,500,000英鎊)之債券為可贖回。及以歐元計值之債券固定年利率為6.125厘，其名義金額為2,000,000歐元(二零一九年：無)之債券為可贖回。於二零二零年十二月三十一日，該債券組合包含27隻(二零一九年：34隻)債券，以信貸評級分類，18隻及9隻債券分別為非投資評級及未獲評級(二零一九年：5隻、26隻及3隻分別為投資評級、非投資評級及未獲評級)。以到期日分類，5隻(二零一九年：17隻)由海外金融機構發行之或然可換股債券為永續債券及並無固定期限。22隻(二零一九年：17隻)由海外金融機構以外之發行人發行之債券中21隻(二零一九年：17隻)將於二零二一年至二零二五年到期(二零一九年：於二零二零年至二零四六年到期)，餘下1隻(二零一九年：無)為永續債券。

SECURITIES INVESTMENTS (Cont'd)

證券投資(續)

The respective securities investments under different categories are elaborated below: (Cont'd)

以下就不同類別之證券投資作出詳述：(續)

Investments and Treasury Products at Fair Value Through Profit or Loss (Cont'd)

通過損益以反映公平值之投資及財資產品(續)

Details and movement of the bonds portfolio at the end of the reporting period are set out below:

於報告期末債券組合之詳情及變動載列如下：

		Overseas financial institutions 海外金融機構 HK\$ million 百萬港元	PRC-based real estate 中國房地產 HK\$ million 百萬港元	Others 其他 HK\$ million 百萬港元	Total 總額 HK\$ million 百萬港元
Movement of bonds portfolio	債券組合之變動				
Carrying amounts	賬面值				
At 31 December 2019	於二零一九年十二月三十一日	3,632.4	5,015.1	328.0	8,975.5
Purchases	購入	17.2	2,012.3	10.1	2,039.6
Disposals	出售	(3,096.0)	(3,915.3)	(294.4)	(7,305.7)
Fair value changes (recognised in profit or loss)	公平值變動 (於損益內確認)	(244.1)	(134.0)	(43.7)	(421.8)
At 31 December 2020	於二零二零年十二月三十一日	309.5	2,978.1	-	3,287.6
Percentage to total assets	佔資產總額之百分比				
At 31 December 2020	於二零二零年十二月三十一日	0.8%	8.0%	-	8.8%
At 31 December 2019	於二零一九年十二月三十一日	7.5%	10.4%	0.7%	18.6%
		At 31 December 2020 於二零二零年十二月三十一日	Percentage to total	At 31 December 2019 於二零一九年十二月三十一日	Percentage to total
		HK\$ million 百萬港元	佔總額之百分比	HK\$ million 百萬港元	佔總額之百分比
Bond issuers by industry	按債券發行人之行業				
Carrying amounts	賬面值				
Overseas financial institutions	海外金融機構	309.5	9.4%	3,632.4	40.5%
PRC-based real estate	中國房地產	2,978.1	90.6%	5,015.1	55.9%
Others	其他	-	-	328.0	3.6%
		3,287.6	100.0%	8,975.5	100.0%

SECURITIES INVESTMENTS (Cont'd)

The respective securities investments under different categories are elaborated below: (Cont'd)

Investments and Treasury Products at Fair Value Through Profit or Loss (Cont'd)

Details and movement of the bonds portfolio at the end of the reporting period are set out below: (Cont'd)

證券投資(續)

以下就不同類別之證券投資作出詳述：(續)

通過損益以反映公平值之投資及財資產品(續)

於報告期末債券組合之詳情及變動載列如下：(續)

		At 31 December 2020			At 31 December 2019		
		Coupon rate (per annum)	HK\$ million	Percentage to total	Coupon rate (per annum)	HK\$ million	Percentage to total
		票息年利率	百萬港元	佔總額之百分比	票息年利率	百萬港元	佔總額之百分比
Bonds by currency	按債券之貨幣						
Carrying amounts	賬面值						
US\$	美元	7.000% to 13.000%	3,004.6	91.4%	4.750% to 13.750%	8,710.3	97.0%
		7.000厘至 13.000厘			4.750厘至 13.750厘		
GBP	英鎊	5.875% to 7.250%	262.6	8.0%	5.875% to 7.250%	265.2	3.0%
		5.875厘至 7.250厘			5.875厘至 7.250厘		
EUR	歐元	6.125% 6.125厘	20.4	0.6%	n/a 不適用	-	-
			3,287.6	100.0%		8,975.5	100.0%

Investment in China Evergrande

As at 31 December 2020, the Group's securities investments in an entity with a value which exceeds 5% of the Group's total assets is investments in China Evergrande. The Group's securities investments in China Evergrande including listed shares and bonds amounted to HK\$13,414.2 million (2019: HK\$20,012.0 million) or 35.8% (2019: 41.4%) of total assets.

於中國恆大之投資

於二零二零年十二月三十一日，本集團於一實體之證券投資價值超出本集團之資產總額5%，該投資為於中國恆大之投資。本集團於中國恆大之證券投資(包括上市股份及債券)為13,414,200,000港元(二零一九年：20,012,000,000港元)或佔資產總額35.8%(二零一九年：41.4%)。

SECURITIES INVESTMENTS (Cont'd)

Investment in China Evergrande (Cont'd)

The Group held 860,000,000 shares of China Evergrande at a total consideration (including transaction costs) of HK\$13,596.0 million. As at 31 December 2020, the market value of the Evergrande Shares was HK\$12,814.0 million (2019: HK\$18,576.0 million), there was net dividend income of HK\$1,967.6 million (after transaction costs) for the Year. During the Year, the Group disposed of 4 bonds which were issued by China Evergrande and its indirect wholly-owned subsidiary, Scenery Journey Limited (collectively "Evergrande Group") recorded a realised loss of HK\$77.0 million and relevant interest income of HK\$104.0 million in profit or loss and gain of HK\$155.3 million in the contribution reserve. As at 31 December 2020, the Group also held 6 bonds which were issued by the Evergrande Group.

Details and performance of the 6 bonds issued by the Evergrande Group as at 31 December 2020 and for the Year are summarised as follows:

Bonds	Name of issuer	Acquisition cost	Market price	Market value	Unrealised gain (loss)	Interest income
債券	發行人名稱	收購成本 HK\$ million 百萬港元	市價 %	市值 HK\$ million 百萬港元	未變現 收益(虧損) HK\$ million 百萬港元	利息收入 HK\$ million 百萬港元
Evergrande 8.75% 恆大8.75%	China Evergrande Group 中國恆大集團	6.2	83.080	6.4	0.3	0.1
Evergrande 10.5% 恆大10.5%	China Evergrande Group 中國恆大集團	40.1	91.040	42.3	2.2	0.3
Evergrande 12% 恆大12%	China Evergrande Group 中國恆大集團	112.7	94.895	117.7	5.0	0.6
Scenery Journey 11.5% 景程11.5%	Scenery Journey Limited 景程有限公司	29.6	94.435	29.3	(0.3)	1.3
Scenery Journey 12% 景程12%	Scenery Journey Limited 景程有限公司	14.7	93.325	14.5	(0.2)	0.8
Scenery Journey 13% 景程13%	Scenery Journey Limited 景程有限公司	438.5	96.730	390.0	(23.4)	52.4
Evergrande Group's bonds at 31 December 2020	於二零二零年十二月三十一日 恆大集團之債券	641.8		600.2	(16.4)	55.5

Evergrande 8.75% bond carries fixed coupon rate of 8.75% per annum. It is denominated in US\$ and matures on 28 June 2025. The bond is listed on the Frankfurt Stock Exchange, the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Stuttgart Stock Exchange and rated "B3e" by Moody's Investors Service, Inc. ("Moody's").

Evergrande 10.5% bond carries fixed coupon rate of 10.5% per annum. It is denominated in US\$ and matures on 11 April 2024. The bond is listed on the SGX-ST and rated "B2" by Moody's.

證券投資(續)

於中國恆大之投資(續)

本集團持有860,000,000股中國恆大股份，總代價為13,596,000,000港元(包括交易成本)。於二零二零年十二月三十一日，恆大股份市值為12,814,000,000港元(二零一九年：18,576,000,000港元)。本年度股息收入淨額為1,967,600,000港元(扣除交易成本後)。於本年度，本集團出售4隻由中國恆大及其一間間接全資擁有之附屬公司景程有限公司(統稱「恆大集團」)發行之債券並於損益錄得已變現虧損77,000,000港元及相關利息收入104,000,000港元以及於注資儲備內錄得收益155,300,000港元。於二零二零年十二月三十一日，本集團亦持有6隻由恆大集團發行之債券。

6隻由恆大集團發行之債券於二零二零年十二月三十一日及本年度之詳情及表現概述如下：

恆大8.75%債券之固定票息年利率為8.75厘。債券以美元計值並於二零二五年六月二十八日到期。該債券於法蘭克福證券交易所、新加坡證券交易所有限公司(「新交所」)及斯圖加特證券交易所上市以及被穆迪投資者服務公司(「穆迪」)評級為「B3e」。

恆大10.5%債券之固定票息年利率為10.5厘。債券以美元計值並於二零二四年四月十一日到期。該債券於新交所上市及被穆迪評級為「B2」。

SECURITIES INVESTMENTS (Cont'd)

Investment in China Evergrande (Cont'd)

Evergrande 12% bond carries fixed coupon rate of 12% per annum. It is denominated in US\$ and matures on 22 January 2024. The bond is listed on the SGX-ST and rated "B2" by Moody's.

Scenery Journey 11.5% bond carries fixed coupon rate of 11.5% per annum. It is denominated in US\$ and matures on 24 October 2022. The bond is listed on the SGX-ST and rated "B2" by Moody's.

Scenery Journey 12% bond carries fixed coupon rate of 12% per annum. It is denominated in US\$ and matures on 24 October 2023. The bond is listed on the SGX-ST and rated "B2" by Moody's.

Scenery Journey 13% bond carries fixed coupon rate of 13% per annum. It is denominated in US\$ and matures on 6 November 2022. The bond is listed on the SGX-ST and rated "B2e" by Moody's.

China Evergrande group is principally engaged in property development, property investment, property management, new energy vehicle business, hotel operations, finance business, internet business and health industry business in the PRC. Its shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 3333). China Evergrande is one of the leading real estate developers in the PRC with strong property sale and reasonable profit margin. The Group believes that dividend payment from the Evergrande Shares will provide steady income to the Group. Bonds issued by the Evergrande Group carry attractive coupon interest rates which the Group believes that it will enhance investment return from treasury management perspective.

Unlisted Securities Investments

The Group invested in an exempted limited partnership formed under the Exempted Limited Partnership Law (Revised) of the Cayman Islands and the carrying amount was HK\$467.9 million as at 31 December 2019. During the Year, the Group has contributed US\$1.1 million (equivalent to approximately HK\$8.3 million) and received distribution of US\$2.3 million (equivalent to approximately HK\$17.6 million) (which were included in financial assets measured at FVTOCI), after adding the fair value gain for the Year of HK\$30.0 million (which was recognised in financial assets measured at FVTOCI reserve), the carrying amount was HK\$488.6 million as at 31 December 2020, representing 1.3% (2019: 1.0%) of total assets.

RISK MANAGEMENT

The Group has established adequate risk management procedures that enable it to identify, measure, monitor and control various types of risk it faces. This is supplemented by active management involvement, effective internal controls and adequate internal audit in the best interests of the Group.

證券投資(續)

於中國恆大之投資(續)

恆大12%債券之固定票息年利率為12厘。債券以美元計值並於二零二四年一月二十二日到期。該債券於新交所上市及被穆迪評級為「B2」。

景程11.5%債券之固定票息年利率為11.5厘。債券以美元計值並於二零二二年十月二十四日到期。該債券於新交所上市及被穆迪評級為「B2」。

景程12%債券之固定票息年利率為12厘。債券以美元計值並於二零二三年十月二十四日到期。該債券於新交所上市及被穆迪評級為「B2」。

景程13%債券之固定票息年利率為13厘。債券以美元計值並於二零二二年十一月六日到期。該債券於新交所上市及被穆迪評級為「B2e」。

中國恆大集團主要於中國從事房地產開發、物業投資、物業管理、新能源汽車業務、酒店運營、金融業務、互聯網業務及健康業務。其股份於香港聯合交易所有限公司上市(股份代號：3333)。中國恆大為於中國領先房地產發展商之一，擁有強大物業銷售及合理溢利率。本集團相信來自恆大股份之股息將為本集團提供穩定收入。恆大集團發行之債券之票息利率吸引，本集團相信其將會加強財資管理方面之投資回報。

非上市證券投資

本集團已投資於一間按開曼群島獲豁免有限合夥企業法(經修訂)成立之獲豁免有限合夥企業及於二零一九年十二月三十一日其賬面值為467,900,000港元。於本年度，本集團已注資1,100,000美元(相當於約8,300,000港元)及已收分派2,300,000美元(相當於約17,600,000港元)(計入通過其他全面收益以反映公平值計量之金融資產)，經計入本年度公平值收益30,000,000港元(於通過其他全面收益以反映公平值計量之金融資產之儲備內確認)後，於二零二零年十二月三十一日之賬面值為488,600,000港元，佔資產總額1.3%(二零一九年：1.0%)。

風險管理

本集團設有一套完善的風險管理程序，以識別、衡量、監察及控制其面對的各種風險，同時輔以管理層之積極參與、有效的內部監控及足夠的內部審核，以保障本集團的最佳利益。

EQUITY

The number of issued ordinary shares as at 31 December 2020 and 2019 were 1,907,619,079.

DEBT AND GEARING

As at 31 December 2020, the Group's total debt amounted to HK\$7,389.0 million (2019: HK\$13,574.3 million), comprised bank and other borrowings of HK\$7,263.8 million (2019: HK\$13,442.3 million) and lease liabilities amounted to HK\$125.2 million (2019: HK\$132.0 million). Cash and deposits at banks amounted to HK\$1,654.5 million (2019: HK\$565.3 million), pledged deposits amounted to HK\$260.5 million (2019: HK\$274.2 million) and net debt (including lease liabilities) amounted to HK\$5,474.0 million (2019: HK\$12,734.8 million).

Total debt to equity ratio (including lease liabilities) was 25.7% (2019: 40.4%) and net debt to equity ratio (including lease liabilities) was 19.0% (2019: 37.9%), which are expressed as a percentage of total debt, and net debt, respectively, over the total equity of HK\$28,780.3 million (2019: HK\$33,590.4 million). The decrease in both ratios was mainly due to decrease in total debt and net debt.

If the securities investments and treasury products of HK\$16,306.8 million (2019: HK\$27,554.2 million) are included, there would be a net cash position of HK\$10,832.8 million (2019: HK\$14,819.4 million).

As at 31 December 2020, the Group's bank and other borrowings of HK\$7,263.8 million, 73.1%, 12.8% and 14.1% were repayable within 1 year, 1 to 2 years and 2 to 5 years respectively. Of which the Group's bank and other borrowings were denominated in HK\$ (28.2%), GBP (54.4%), US\$ (17.0%) and EUR (0.4%) before entering the cross currency swap. HK\$, GBP and EUR securities investments were hedged by HK\$, GBP and EUR borrowings. During the Year, the Group has entered into short term US\$/HK\$ cross currency swap to enhance interest payable on borrowing, and as at 31 December 2020, notional amount of approximately US\$159.7 million was outstanding. The Group's bank borrowings were carried at interest rates calculated with reference to cost of funds, Hong Kong Interbank Offered Rate ("HIBOR") or London Interbank Offered Rate; other borrowings were carried at interest rates calculated with reference to cost of funds or HIBOR. As at 31 December 2020, all the Group's borrowings were on floating rate basis. Except as disclosed, no hedging for interest rate is subsisted at the end of the reporting period.

股本

於二零二零年及二零一九年十二月三十一日的已發行普通股數目為1,907,619,079股。

債務及資本與負債比率

於二零二零年十二月三十一日，本集團之債務總額為7,389,000,000港元(二零一九年：13,574,300,000港元)，包含銀行及其他借貸7,263,800,000港元(二零一九年：13,442,300,000港元)以及租賃負債125,200,000港元(二零一九年：132,000,000港元)。現金及銀行存款為1,654,500,000港元(二零一九年：565,300,000港元)，抵押存款為260,500,000港元(二零一九年：274,200,000港元)，而債務淨額(包括租賃負債)為5,474,000,000港元(二零一九年：12,734,800,000港元)。

債務總額與股本權益比率(包括租賃負債)為25.7%(二零一九年：40.4%)，而債務淨額與股本權益比率(包括租賃負債)為19.0%(二零一九年：37.9%)，乃分別將債務總額及債務淨額除以股本權益總額28,780,300,000港元(二零一九年：33,590,400,000港元)得出之百分比。兩個比率減少主要由於債務總額及債務淨額減少所致。

倘計入證券投資及財資產品16,306,800,000港元(二零一九年：27,554,200,000港元)，則狀況將會為現金淨額10,832,800,000港元(二零一九年：14,819,400,000港元)。

於二零二零年十二月三十一日，本集團之銀行及其他借貸7,263,800,000港元中，73.1%、12.8%及14.1%須分別於一年內、一年至兩年內及兩年內償還。於本集團之銀行及其他借貸中，以港元(28.2%)、英鎊(54.4%)、美元(17.0%)及歐元(0.4%)(進行貨幣掉期前)計值。港元、英鎊及歐元之證券投資以港元、英鎊及歐元借貸對沖。於本年度，本集團訂立短期美元/港元貨幣掉期以改善借貸之應付利息，以及於二零二零年十二月三十一日未償還之名義金額約為159,700,000美元。本集團之銀行借貸參照資金成本、香港銀行同業拆息(「香港銀行同業拆息」)或倫敦銀行同業拆息計算利率；而其他借貸參照資金成本或香港銀行同業拆息計算利率。於二零二零年十二月三十一日，本集團所有借貸均為浮息借貸。除所披露者外，於報告期末並無就利率作出對沖。

PLEDGE OF ASSETS

As at 31 December 2020, the Group had pledged the following assets with their respective carrying amounts:

- (a) The Group's investment properties of HK\$12,387.0 million (2019: HK\$12,248.6 million) and bank deposits of HK\$233.2 million (2019: HK\$255.8 million) were pledged to the banks to secure general banking and loan facilities granted to the Group.
- (b) The Group's bonds, listed equity investments and structured product with carrying amounts of HK\$12,877.3 million (2019: bonds and listed equity investments of HK\$27,554.2 million) and cash deposits of HK\$27.3 million (2019: HK\$18.4 million) were pledged to the financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions, of which HK\$1,074.1 million (2019: HK\$7,128.4 million) was utilised as at 31 December 2020 as borrowings due within one year.
- (c) Interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

As at 31 December 2019, the Group had subordinated and assigned its advance to a joint venture of HK\$158.8 million to a bank to secure a banking facility granted to the joint venture.

FINANCIAL AND INTEREST INCOME/EXPENSES

Interest income was included in revenue and investment income. Interest income for the Year decreased to HK\$603.4 million (2019: HK\$724.9 million), representing a decrease of 16.8% as compared with last year which was mainly due to the decrease in bonds portfolio and hence its relevant interest income during the Year.

資產抵押

於二零二零年十二月三十一日，本集團已抵押以下資產連同其相關之賬面值：

- (a) 就本集團獲授之一般銀行及貸款融資，本集團之投資物業12,387,000,000港元(二零一九年：12,248,600,000港元)及銀行存款233,200,000港元(二零一九年：255,800,000港元)已抵押予銀行。
- (b) 就本集團有關證券交易獲授之保證金及證券融資，本集團之債券、上市股本投資及結構性產品之賬面值12,877,300,000港元(二零一九年：債券及上市股本投資之賬面值27,554,200,000港元)及現金存款27,300,000港元(二零一九年：18,400,000港元)已抵押予金融機構。而本集團於二零二零年十二月三十一日已動用融資並於一年內到期之借貸為1,074,100,000港元(二零一九年：7,128,400,000港元)。
- (c) 本公司若干附屬公司之權益已質押為本集團獲授若干銀行借貸之部分抵押品。

於二零一九年十二月三十一日，本集團已就一間合資公司獲授之銀行信貸額將其墊付該合資公司款項158,800,000港元轉歸及授讓予一間銀行。

財務及利息收入／開支

收入及投資收入均包括利息收入。本年度之利息收入較去年減少至603,400,000港元(二零一九年：724,900,000港元)，減幅為16.8%，主要由於於本年度債券組合減少以致相關利息收入減少。

FINANCIAL AND INTEREST INCOME/EXPENSES

(Cont'd)

Finance costs included interest expenses on bank and other borrowings and lease liabilities; exchange difference on translation of foreign currency borrowings; and arrangement fee and facility and commitment fee expenses. Interest expenses (excluding interest expenses on lease liabilities) for the Year amounted to HK\$185.4 million, representing a decrease of 50.7% over last year of HK\$375.8 million. Interest capitalised for the Year was HK\$2.8 million (2019: nil). The decrease in interest expenses was mainly due to the decrease in total borrowings and interest rates during the Year. The average interest rate over the year under review was 1.99% (2019: 2.67%), which was expressed as a percentage of total interest paid (excluding interest on lease liabilities) over the average total interest-bearing borrowings.

REMUNERATION POLICIES

As at 31 December 2020, the Group employed a total of 475 staff (2019: 481 staff) including about 236 staff (2019: 235 staff) employed under the estate management company in Hong Kong and 1 staff (2019: 1 staff) in the United Kingdom.

Employees were remunerated on the basis of their performance, experience and prevailing industry practice. Remuneration packages comprised salary and year-end discretionary bonus based on market conditions and individual performance. The executive Directors continued to review employees' contributions and to provide them with necessary incentives and flexibility for their better commitment and performance.

UNITED KINGDOM AND MAINLAND CHINA

As at 31 December 2020, the Group's investment properties in the United Kingdom with carrying amount of GBP719.7 million (equivalent to approximately HK\$7,614.2 million) (2019: GBP788.2 million (equivalent to approximately HK\$8,051.1 million)) incurred a net loss of HK\$396.7 million (2019: HK\$813.0 million) to the Group for the Year, the loss mainly included in gross profit, other income, fair value changes on investment properties, finance costs and taxation. GBP exchange gain of foreign operations included in other comprehensive expenses for the Year amounted to HK\$132.5 million (2019: HK\$114.3 million). As at 31 December 2020, the Group's net investment in the United Kingdom amounted to HK\$4,025.4 million (2019: HK\$4,129.6 million) representing 14.0% (2019: 12.3%) of the Group's total equity.

財務及利息收入／開支(續)

財務費用包括銀行借貸及其他借貸以及租賃負債之利息開支；外幣借貸所產生之匯兌差額；以及安排費用與信貸及承擔費用開支。本年度之利息開支(不包括租賃負債之利息開支)為185,400,000港元，較去年之375,800,000港元減少50.7%。於本年度資本化之利息為2,800,000港元(二零一九年：無)。利息開支減少主要由於於本年度借貸總額及利率下降所致。於回顧年內之平均利率為1.99厘(二零一九年：2.67厘)，乃以利息支付總額(不包括租賃負債之利息)除以平均計息借貸總額得出之百分比。

酬金政策

於二零二零年十二月三十一日，本集團共有僱員475人(二零一九年：481人)包括受僱於香港物業管理公司之僱員約236人(二零一九年：235人)以及位於英國之僱員1人(二零一九年：1人)。

僱員薪金乃根據其表現、經驗及目前業內慣例釐定。酬金包含薪金以及按市況及個人表現釐定之年終酌情花紅。執行董事持續檢討僱員之貢獻及向彼等提供所需之獎勵及彈性，使其更投入工作及有更佳表現。

英國及中國大陸

本集團位於英國之投資物業於二零二零年十二月三十一日之賬面值為719,700,000英鎊(相當於約7,614,200,000港元)(二零一九年：788,200,000英鎊(相當於約8,051,100,000港元))並為本集團於本年度帶來虧損淨額396,700,000港元(二零一九年：813,000,000港元)，而該虧損主要包括毛利、其他收入、投資物業之公平值變動、財務費用及稅項。已計入本年度之其他全面支出之境外業務之英鎊匯兌收益為132,500,000港元(二零一九年：114,300,000港元)。於二零二零年十二月三十一日，本集團於英國之投資淨額為4,025,400,000港元(二零一九年：4,129,600,000港元)，佔本集團股本權益總額14.0%(二零一九年：12.3%)。

UNITED KINGDOM AND MAINLAND CHINA

(Cont'd)

Loss incurred by the Group's investment in Mainland China (mainly included in fair value changes on investment properties, share of results of investments accounted for using the equity method and taxation) for the Year amounted to HK\$44.3 million (2019: HK\$24.5 million). RMB exchange gain of foreign operations included in other comprehensive expenses (including share of investments accounted for using the equity method) for the Year amounted to HK\$30.0 million (2019: exchange loss of HK\$11.6 million). The Group's net investment in Mainland China as at 31 December 2020 amounted to HK\$518.1 million (2019: HK\$536.6 million) representing 1.8% (2019: 1.6%) of the Group's total equity.

PROPERTY VALUATION

Property valuations in respect of the Group's investment properties in Hong Kong and Mainland China as at 31 December 2020 and 2019 were carried out by B.I. Appraisals, independent qualified professional valuer. For the investment properties in the United Kingdom, the property valuations as at 31 December 2020 and 2019 were carried out by Peak Vision Appraisals, another independent qualified professional valuer. Their valuations were based on investment method and/or direct comparison method and/or residual method as the valuation methodologies and were used in preparing 2020 final results.

The Group's investment properties were valued at HK\$14,373.3 million (2019: HK\$14,759.5 million), a decrease of 9.7% over 2019 after adjusted for the additions and exchange adjustments of investment properties during the Year. The decrease in fair value of HK\$1,549.2 million was recognised in the consolidated statement of comprehensive income for the Year. The Group also shared a decrease in fair value of investment properties of associates and a joint venture of HK\$62.3 million in total for the Year.

The decrease in fair value of HK\$1,549.2 million was mainly derived from the decrease in fair value of Harcourt House and Causeway Place in Hong Kong and River Court in the United Kingdom. The spreading of COVID-19 pandemic has adversely affected the fair value of investment properties of the Group. The fair value change is a non-cash item and will not affect the cash flow of the Group.

英國及中國大陸(續)

本集團於中國大陸之投資(主要包括投資物業之公平值變動、攤佔以權益法入賬投資之業績及稅項)於本年度帶來虧損44,300,000港元(二零一九年: 24,500,000港元)。已計入本年度之其他全面支出(包括攤佔以權益法入賬之投資)之境外業務之人民幣匯兌收益為30,000,000港元(二零一九年: 匯兌虧損11,600,000港元)。於二零二零年十二月三十一日, 本集團於中國大陸之投資淨額為518,100,000港元(二零一九年: 536,600,000港元), 佔本集團股本權益總額1.8%(二零一九年: 1.6%)。

物業估值

本集團位於香港及中國大陸之投資物業由獨立合資格專業估值師保柏國際評估進行於二零二零年及二零一九年十二月三十一日之物業估值。就位於英國之投資物業, 由另一獨立合資格專業估值師漂鋒評估進行於二零二零年及二零一九年十二月三十一日之物業估值。所有評估皆採納投資法及/或直接比較法及/或剩餘價值法作為估值方法, 並已用於編製二零二零年全年業績。

本集團投資物業之估值為14,373,300,000港元(二零一九年: 14,759,500,000港元), 經作出調整本年度投資物業之添置及匯兌調整後, 較二零一九年減少9.7%。本年度之公平值減少1,549,200,000港元已計入綜合全面收益報表內。本集團亦於本年度攤佔聯營公司及一間合資公司之投資物業之公平值減少合共62,300,000港元。

公平值減少1,549,200,000港元乃主要來自位於香港之夏慤大廈及銅鑼灣地帶以及位於英國之River Court之公平值減少所致, 2019冠狀病毒病疫情之蔓延已對本集團之投資物業的公平值產生不利影響。公平值變動乃非現金項目, 對本集團現金流量並無構成影響。

CORPORATE GOVERNANCE PRACTICES

The board of directors (the “Directors” or the “Board”) and management of the Company (together with its subsidiaries, the “Group”) are committed to principles of good corporate governance so as to safeguard the interests of shareholders and enhance value to the shareholders.

Throughout the year ended 31 December 2020 (the “Year”), the Company had applied the principles and complied with substantial code provisions (the “Code Provisions”) and certain recommended best practices set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

THE BOARD

Board Composition

During the Year, the Board comprised four Executive Directors (“ED(s)”), two Non-executive Directors (“NED(s)”) and three Independent Non-executive Directors (“INED(s)”), with INEDs representing one-third of the Board. Names of each member of the Board are set out in this Corporate Governance Report.

During the Year, Mr. Lau, Ming-wai acted as the Chairman of the Board (the “Chairman”) and Ms. Chan, Sze-wan acted as the Chief Executive Officer (“CEO”). The roles of the Chairman and the CEO are separated and their respective roles and responsibilities were set out in writing.

“List of Directors and their Role and Function” has been maintained at the websites of the Company and the Stock Exchange. The Directors’ biographies and the relationship among the Board members, if any, are set out in the Profiles of Directors of this annual report and available on the Company’s website. Save as disclosed in such profiles, there is no financial, business, family or other material/relevant relationship among the Directors.

企業管治常規

本公司(連同其附屬公司,「本集團」)董事會(「董事」或「董事會」)及管理層堅守良好的企業管治原則,以保障股東權益及為股東帶來更佳回報。

截至二零二零年十二月三十一日止年度(「本年度」)全年,本公司已應用香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四《企業管治守則》(「常規守則」)之原則及遵守其絕大部分守則條文(「守則條文」)及若干建議最佳常規。

董事會

董事會之組成

於本年度,董事會由四名執行董事(「執行董事」)、兩名非執行董事(「非執行董事」)及三名獨立非執行董事(「獨立非執行董事」)組成,而獨立非執行董事之人數佔董事會三分之一。董事會各成員之姓名載列於本企業管治報告書內。

於本年度,劉鳴煒先生出任董事會主席(「主席」),而陳詩韻女士出任行政總裁(「行政總裁」)。主席及行政總裁之角色分立,而其各自之角色及職責以書面列載。

「董事名單與其角色及職能」已載於本公司及聯交所網站。董事之簡介及董事會成員之間的關係(如有)載於本年報董事簡介內,並登載於本公司網站。除於該簡介內所披露外,董事之間並無財務、業務、家族或其他重大/相關關係。

THE BOARD (Cont'd)

Responsibilities of Directors

The NEDs and INEDs with diversified expertise, skills and experience play an important role on formulating strategy and ensuring that the Board maintains high standards of corporate governance as well as taking the lead where potential conflict of interests arises. INEDs bring strong independent judgement, knowledge and experience to the Board. The Board has received from each INED a written annual confirmation of his/her independence and satisfied that the independence of INEDs up to the date of this annual report is in accordance with the Listing Rules.

On monthly basis, senior management provides the Directors with operational and financial reports of the Group's performance, position and prospects. All Directors are kept informed of and duly briefed of major changes and information that may affect the Group's businesses in a timely manner.

Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and consult with the Company's senior management or the company secretary (the "Company Secretary") independently.

Retirement by Rotation and Specific Term of Office

The Company's Bye-laws provides that no Director (save for the executive chairman and any managing director) shall hold office for a continuous period in excess of three years, or past the third annual general meeting, following the Directors' appointment or re-election, whichever is longer, without submitting himself/herself for re-election by the shareholders at the annual general meetings. Accordingly, Directors shall retire by rotation at least once every three years and a specific term of office has been fixed for appointment of Directors. During the Year, there was no executive chairman or managing director in the Board.

董事會(續)

董事之責任

擁有不同專門知識、技能及經驗之非執行董事及獨立非執行董事在擬定策略及確保董事會維持高水平企業管治方面擔當重要角色，亦能於出現潛在利益衝突時起牽頭作用。獨立非執行董事為董事會帶來強大的獨立判斷、知識及經驗。董事會已接獲各獨立非執行董事確認彼等獨立性之年度確認書，並滿意截至本年報日期止彼等之獨立性乃符合上市規則。

高級管理層就本集團之表現、狀況及展望每月向董事提呈營運及財務報告。本集團會及時地向所有董事匯報並簡報任何有可能影響本集團業務之重大轉變及資料。

董事可為履行職責而尋求獨立專業意見，費用由本公司支付，而本公司亦鼓勵董事獨立接觸並諮詢本公司之高級管理層或公司秘書（「公司秘書」）。

輪席告退及特定任期

本公司之公司細則規定董事（除執行主席及任何董事總經理外）不得在未於股東週年大會上獲得股東重選之情況下，持續出任董事職位超過三年，或於獲委任或重選連任後出任董事職位超逾三次股東週年大會，兩者以較長期間為準。據此，董事須最少每三年輪席告退一次，並就董事之委任制定了特定任期。於本年度，董事會並沒有執行主席或董事總經理。

THE BOARD (Cont'd)

Board Meetings

The Board met regularly throughout the Year to discuss the overall strategy, the operational and financial performance of the Group. Four regular Board meetings were held during the Year. Advance notices of not less than fourteen days were served upon each Director for regular Board meetings. All accompanying Board papers were sent to the Directors in a timely manner and at least three days before the meetings (or such other period as agreed). Adequate explanation and information were given to the Directors by the management to facilitate the Directors in decision-making. Each Director has to declare his/her interest and abstain from voting on any resolution in which he/she or any of his/her associate has a material interest in accordance with the Bye-laws of the Company and the Listing Rules.

The agenda of each Board meeting is set by the Chairman in consultation with members of the Board such that they are given an opportunity to include agenda items. Draft and executed Board minutes were sent in good time to all Directors for their comments and records. Minutes of the Board meetings recorded in sufficient details were kept by the Company Secretary.

Board and Management Functions

The functions reserved to the Board are basically provided in the Bye-laws of the Company and the Board from time to time delegates certain functions to senior management whenever required. In short, the Board has reserved for its decision on matters relating to the Group's strategy, major acquisitions and disposals, major capital expenditure, annual and interim results, Directors' appointment and other significant financial and operational issues.

On top of daily business operation, senior management is responsible for the preparation of annual and interim consolidated financial statements for the Board's approval, execution of business strategies and initiatives adopted by the Board, implementation of adequate system of internal control and sound risk management practices and is required to report to the Board and obtain its prior approval on important matters at all times. Notwithstanding the delegation, the Directors acknowledge that it is the responsibility of the Board for preparing the financial statements, which give a true and fair view of the financial results of the Group.

董事會(續)

董事會會議

董事會於本年度內定期開會商討本集團整體策略、營運及財務表現。本公司於本年度舉行四次定期董事會會議。舉行定期董事會會議前已向各董事發出最少十四日之通告。所有相關會議文件均已於會議舉行前最少三日(或其他協定之期間)及時送呈各董事。管理層向董事提交充足解釋及資料，以便董事作出決策。各董事須根據本公司之公司細則及上市規則，於其或其任何聯繫人擁有重大權益之任何決議案，申報其權益並放棄投票。

為給予董事會成員擬定董事會會議商討事項之機會，董事會會議之議程會於主席諮詢董事會成員後訂定。董事會會議記錄之初稿及定稿已盡早送呈各董事，以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之董事會會議記錄。

董事會及管理層職能

本公司之公司細則基本上已訂明董事會之職能，而董事會會按需要不時將若干職能委以高級管理層。簡而言之，董事會在有關本集團策略、主要收購及出售、重大資本開支、年度及中期業績、董事之委任及其他重大財務及營運事宜上保留決策權。

除日常業務營運外，高級管理層亦負責編製年度及中期綜合財務報表供董事會批准、執行董事會採納之業務策略及措施、履行妥善之內部監控系統及穩健之風險管理程序，並在任何情況下須就重大事項向董事會匯報和取得其事先批准。儘管作出委託，董事確認編製真實且公平地反映本集團財務業績之財務報表乃董事會之責任。

THE BOARD (Cont'd)

董事會(續)

Directors' Training and Support

董事培訓及支援

The Company encourages its Directors to possess up-to-date knowledge in order to discharge their duties. Information regarding major changes in Hong Kong Financial Reporting Standards and Listing Rules as well as other laws/rules/regulations had been provided to the Directors.

本公司鼓勵各董事時刻掌握最新知識以履行其職責。有關香港財務報告準則及上市規則以及其他法律／條例／規則重大變更之資料已提供予各董事。

During the Year, the Company has arranged a training session for the Directors regarding "Tightened Restrictions on Backdoor Listing and Other Amendments on Listing Rules". The training was delivered by lawyers at the expense of the Company. Meanwhile, Directors had provided their record of trainings to the Company. The Board considered the trainings attended by the Directors are sufficient to discharge their duties. A summary of the trainings attended by the Directors during the Year is as follows:

於本年度，本公司為董事安排了一次培訓，內容有關「收緊對借殼上市之限制及其他上市規則之修訂」。該培訓由律師負責講解，費用由本公司支付。與此同時，董事已向本公司提供其培訓記錄。董事會認為董事所參與之培訓足以讓彼等履行其職責。董事於本年度內所參與之培訓摘要如下：

Training Matters 培訓事項					
Name of Directors	董事姓名	Corporate Governance 企業管治	Regulatory/ Legal 監管規定/ 法律	Accounting/ Tax/ Finance 會計/ 稅務/財務	Business/ Economic 商業/經濟
Executive Directors					
Ms. Chan, Sze-wan*	陳詩韻女士*	c	c	—	c
Ms. Chan, Hoi-wan	陳凱韻女士	c	c	—	c
Ms. Chan, Lok-wan	陳諾韻女士	c	c	—	c
Mr. Lam, Kwong-wai	林光蔚先生	a & c	a & c	a & c	a & c
Non-executive Directors					
Mr. Lau, Ming-wai	劉鳴煒先生	c	c	—	c
Ms. Amy Lau, Yuk-wai	劉玉慧女士	c	c	—	c
Independent Non-executive Directors					
Mr. Chan, Kwok-wai	陳國偉先生	a & c	a & c	a & c	a & c
Ms. Phillis Loh, Lai-ping	羅麗萍女士	a, b & c	a, b & c	a & c	a & c
Mr. Ma, Tsz-chun	馬時俊先生	a, b & c	a & c	a & c	a & c

Notes:

附註：

Training Method

- a: attending seminar/webinar
b: E-Training
c: self-reading

培訓方式

- a: 參與研討會/網上研討會
b: 網上培訓
c: 自行閱讀

* Resigned on 17 February 2021.

* 於二零二一年二月十七日辭任。

BOARD COMMITTEES

The Board has established Audit Committee, Remuneration Committee and Nomination Committee (collectively, the “Board Committees”) with clear written terms of reference which are of no less exacting terms than those set out in the CG Code. Details of the respective committee’s terms of reference are available at the Company’s and the Stock Exchange’s websites. All the INEDs, i.e. Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun are members of the Board Committees with Mr. Chan, Kwok-wai acts as chairman of the Audit Committee and the Remuneration Committee while Ms. Phillis Loh, Lai-ping acts as chairman of the Nomination Committee. The members of Audit Committee possess appropriate professional qualifications, accounting or related financial management expertise, which is higher than the Listing Rules’ requirement.

All accompanying meeting papers were sent to the members in a timely manner and at least three days before the meetings (or such other period as agreed). Draft and executed minutes of the meetings were sent in good time to all members for their comments and records. Minutes of the meetings recorded in sufficient details were kept by the Company Secretary. Professional advice and sufficient resources would be given whenever necessary to allow the Board Committees to discharge their duties.

Audit Committee

Role and Function

The Audit Committee is responsible for reviewing the Group’s corporate governance, financial reporting, risk management and internal control. It plays an advisory role and makes relevant recommendations to the Board.

Meetings

The Audit Committee held four meetings during the Year, with the presence of the representative(s) of the Group’s internal audit department (the “Internal Audit Department”) in those meetings involving discussion on internal audit reports prepared by Internal Audit Department. Senior management was co-opted to join the meetings of the Audit Committee to explain the financial and business conditions of the Group to the committee members from time to time.

董事會轄下委員會

董事會成立了審核委員會、薪酬委員會及提名委員會(統稱「董事會轄下委員會」)，委員會清晰的書面職權範圍之條款不遜於常規守則所載。各委員會之職權範圍詳情可於本公司及聯交所網站瀏覽。本公司之全體獨立非執行董事，即陳國偉先生、羅麗萍女士及馬時俊先生，均為董事會轄下委員會成員，其中陳國偉先生出任審核委員會及薪酬委員會主席；而羅麗萍女士出任提名委員會主席。審核委員會成員具備適當的專業資格、會計或相關財務管理專業知識，較上市規則之要求為高。

所有相關會議文件均已於會議舉行前最少三日(或其他協定之期間)及時送呈各成員。會議記錄之初稿及定稿亦已盡早送呈各成員以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之會議記錄。董事會轄下委員會於需要時獲提供專業意見及充足資源，以讓其履行職責。

審核委員會

角色及職能

審核委員會負責審閱／檢討本集團之企業管治、財務匯報、風險管理及內部監控。審核委員會擔任顧問角色，並向董事會提供相關建議。

會議

審核委員會於本年度舉行四次會議，本集團內部審核部(「內部審核部」)之代表亦有出席有關討論由內部審核部準備之內部審核報告之會議。高級管理層亦不時獲邀出席審核委員會會議，向委員會成員解釋本集團之財務及業務狀況。

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Works Performed

The works performed by the Audit Committee in the Year are summarised below:

- (1) reviewed the Group's final and interim results and draft consolidated financial statements for the year ended 31 December 2019 and for the six months ended 30 June 2020 respectively before recommending them to the Board for approval, with the presence of the Company's external auditors (the "Independent Auditors") in the meeting reviewing final results;
- (2) reviewed the overall performance including the performance of investment properties and development properties of the Group;
- (3) reviewed the accounting principles and practices adopted by the Group and the requirements of the Listing Rules and statutory compliance;
- (4) recommended to the Board the re-appointment of the Independent Auditors for shareholders' approval;
- (5) reviewed the Group's internal control, risk management, financial reporting and auditing matters;
- (6) reviewed and discussed significant audit findings in a meeting with the presence of Independent Auditors;
- (7) prepared and submitted to the Board an audit committee report detailing the works performed by the Audit Committee during the year 2019, presented its findings and made recommendations to the Board for consideration;
- (8) carried out annual review on the continuing connected transactions of the Group;
- (9) reviewed the adequacy of resources, qualifications and experience of staff of the Group's accounting, financial reporting and internal audit functions, and their training programmes and budget;
- (10) discussed with Independent Auditors the nature and scope of the annual audit and reporting obligations of the Independent Auditors for the Year; reviewed and approved the terms of engagement letters, and fees for audit and non-audit services for the Year;

董事會轄下委員會(續)

審核委員會(續)

履行之工作

審核委員會於本年度履行之工作概述如下：

- (1) 在建議給董事會批准前，先分別審閱本集團截至二零一九年十二月三十一日止年度及截至二零二零年六月三十日止六個月之全年及中期業績及綜合財務報表之初稿，本公司之外聘核數師（「獨立核數師」）亦有出席有關審閱全年業績之會議；
- (2) 審閱本集團之整體表現，包括投資物業及發展物業之表現；
- (3) 審閱本集團所採納之會計原則與常規及上市規則及法規規定之遵守情況；
- (4) 向董事會提出續聘獨立核數師之建議供股東批准；
- (5) 審閱本集團之內部監控、風險管理、財務匯報及核數之事宜；
- (6) 於獨立核數師在場之會議中審閱及討論重大審計發現；
- (7) 編製並向董事會呈交審核委員會報告，當中詳列審核委員會於二零一九年年度已履行之工作，以及匯報其報告結果及向董事會提供建議以作考慮；
- (8) 對本集團之持續關連交易進行年度檢討；
- (9) 審閱本集團在會計、財務匯報及內部審核職能之資源、員工資歷及經驗是否足夠，以及相關員工所接受的培訓課程及有關預算是否充足；
- (10) 與獨立核數師討論本年度週年核數之性質及範圍以及獨立核數師之報告責任；審閱及批准聘任書之條款，以及有關核數及非核數服務之費用；

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Works Performed (Cont'd)

- (11) reviewed the arrangement for employees to raise concerns about possible improprieties in financial reporting, internal control or other related matters;
- (12) reviewed and discussed internal audit reports prepared by Internal Audit Department;
- (13) considered and approved the internal audit plan for the year 2021;
- (14) reviewed the effectiveness of internal audit function;
- (15) reviewed the Company's policies and practices on corporate governance, compliance with the CG Code and disclosure in the Corporate Governance Report;
- (16) reviewed the Company's policies and practices on compliance with legal and regulatory requirements and the compliance of such policies and practices;
- (17) reviewed the code of conduct for the Directors and the compliance of such code;
- (18) reviewed the code of practice for employees;
- (19) reviewed the sufficiency of training and continuous professional development for the Directors and senior executives;
- (20) reviewed the progress of risk management;
- (21) reviewed the effectiveness and adequacy of risk management and internal control systems; and
- (22) reviewed the impact of adoption of new Hong Kong Financial Reporting Standards.

In March 2021, the Audit Committee reviewed (i) the Group's final results and draft audited consolidated financial statements for the Year; (ii) the Company's compliance with the CG Code during the Year and disclosure in the Corporate Governance Report; (iii) the sufficiency of training and continuous professional development for Directors and senior executives for the Year; (iv) the effectiveness and adequacy of risk management and internal control systems for the Year; and (v) the effectiveness of internal audit function of the Group for the Year. The Audit Committee also made recommendation to the Board on the re-appointment of retiring Independent Auditors for shareholders' approval at the forthcoming annual general meeting (the "2021 AGM").

董事會轄下委員會(續)

審核委員會(續)

履行之工作(續)

- (11) 檢討僱員就財務匯報、內部監控或其他相關方面可能發生之不正當行為提出關注之安排；
- (12) 審閱及討論由內部審核部準備之內部審核報告；
- (13) 考慮及批准二零二一年年度之內部審核計劃；
- (14) 檢討內部審核職能之有效性；
- (15) 檢討本公司之企業管治政策及常規、常規守則之遵守情況及企業管治報告書內之披露；
- (16) 檢討本公司在遵守法律及監管規定方面的政策及常規及該政策及常規之遵守情況；
- (17) 檢討董事操守守則及該守則之遵守情況；
- (18) 檢討僱員常規守則；
- (19) 檢討董事及高級行政人員之培訓及持續專業發展是否足夠；
- (20) 檢討風險管理之進度；
- (21) 檢討風險管理及內部監控系統之有效性及是否足夠；及
- (22) 檢討採納新訂香港財務報告準則之影響。

於二零二一年三月，審核委員會審閱／檢討(i)本集團於本年度之全年業績及經審核綜合財務報表之初稿；(ii)本公司於本年度遵守常規守則之情況及企業管治報告書內之披露；(iii)董事及高級行政人員於本年度之培訓及持續專業發展是否足夠；(iv)風險管理及內部監控系統於本年度之有效性及是否足夠；及(v)本集團內部審核職能於本年度之有效性。審核委員會亦就續聘退任之獨立核數師向董事會提出建議，供股東於即將舉行之股東週年大會(「二零二一年股東週年大會」)上批准。

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Independent Auditors

In order to enhance independent reporting by Independent Auditors, the engagement director of the Independent Auditors is subject to periodical rotation, and the nature and ratio of annual fees payable to Independent Auditors for non-audit services and for audit services are subject to scrutiny by the Audit Committee. A policy of non-audit services from Independent Auditors was established. The Audit Committee considers whether there is clear efficiency and value-added benefit to the Company from that work being undertaken by the Independent Auditors; whether there is adverse effect on the independence of their audit work or the perception of such independence; the nature of the non-audit services envisaged to be provided by the Independent Auditors; and the related fee levels individually and in aggregate relative to the audit fees. In addition, a policy restricting the employment of employees or former employees of Independent Auditors as senior executives or financial positions with the Group has also been in place.

During the Year, the Independent Auditors had been engaged in providing non-audit services in relation to (i) annual review of continuing connected transactions at a fee of HK\$100,000; and (ii) a project in relation to disposal of debt securities at a fee of HK\$450,000. The audit fees of the Independent Auditors for auditing the consolidated financial statements of the Group for the Year was HK\$2,064,500. The relevant engagement letters had been reviewed and approved by the Audit Committee.

Prior to the commencement of the audit of accounts of the Group, the Audit Committee had reviewed the Independent Auditors' independence and objectivity as required under the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, reviewed the terms of their engagement as well as the nature and scope of the audit and reporting obligations.

The Audit Committee was satisfied with the findings of their review of the engagement process, effectiveness, independence and objectivity of the Independent Auditors.

董事會轄下委員會(續)

審核委員會(續)

獨立核數師

為確保獨立核數師能作出獨立匯報，負責本公司核數工作的獨立核數師之參與董事將定期輪換，審核委員會亦會監管獨立核數師每年就非核數及核數服務所收之酬金性質和比例。有關獨立核數師為本公司提供非核數服務之政策已訂立。審核委員會考慮獨立核數師受聘從事之工作會否為本公司帶來明確的效益和增值作用、會否對其審核工作的獨立性或獨立形象構成負面影響、由獨立核數師提供之非核數服務之性質以及個別費用及總計費用相對於核數費用之水平。此外，本公司亦採納一套禁止聘用獨立核數師之僱員或前僱員出任本集團高級行政人員或財務職位之措施。

於本年度內，獨立核數師受聘提供非核數服務，就有關(i)本公司之持續關連交易進行年度檢討，費用為100,000港元；及(ii)一項關於出售債務證券之項目，費用為450,000港元。獨立核數師就審核本集團於本年度之綜合財務報表之審核費用為2,064,500港元。審核委員會已審閱及批准相關之聘任書。

於審核本集團賬目前，審核委員會已根據由香港會計師公會頒布之《會計師專業操守守則》檢討獨立核數師之獨立性和客觀性、檢討其聘任條款、審核性質及範圍，以及報告責任。

審核委員會滿意其就獨立核數師之聘任程序、有效性、獨立性及客觀性所作出之檢討結果。

BOARD COMMITTEES (Cont'd)

Remuneration Committee

Role and Function

The Remuneration Committee is responsible for reviewing the remuneration policies for all Directors and senior executives. The Remuneration Committee is also responsible to review regularly and make recommendations to the Board on the remuneration package of individual EDs and senior executives as well as the remuneration of NEDs. It would consult the Chairman or the CEO on the remuneration proposals whenever it thinks fit.

The objective of remunerating the Directors and senior executives of the Company is to ensure that there is an appropriate level of remuneration to attract and retain experienced businessmen or professionals of high calibre to act as the Directors and senior executives to oversee the Company's businesses and development.

Meeting

The Remuneration Committee held one meeting during the Year.

Works Performed

The works performed by the Remuneration Committee in the Year are summarised below:

- (1) assessed the performance of an ED; reviewed and recommended to the Board the ED's remuneration packages for the Year; and
- (2) recommended to the Board to fix the Directors' fee of NEDs for the Year.

Remuneration Policy for EDs

The primary goal of the remuneration policy on EDs' remuneration package is to enable the Company to retain and motivate EDs by linking their reward with performance as measured against corporate objectives. In determining guidelines for each reward element, the Company refers to remuneration surveys on companies operating in similar businesses.

董事會轄下委員會(續)

薪酬委員會

角色及職能

薪酬委員會負責檢討所有董事及高級行政人員之薪酬政策。薪酬委員會亦負責對個別執行董事及高級行政人員之薪酬待遇以及非執行董事之酬金作定期檢討及向董事會提出建議。薪酬委員會將在其認為恰當之情況下就薪酬方案諮詢主席或行政總裁。

本公司釐定董事及高級行政人員薪酬之宗旨為確保薪酬水平適當，以吸引及留劭富經驗之營商者或高質素之專業人士為董事及高級行政人員，監督本公司之業務及發展。

會議

薪酬委員會於本年度舉行一次會議。

履行之工作

薪酬委員會於本年度履行之工作概述如下：

- (1) 評估一名執行董事表現、檢討及向董事會建議該名執行董事於本年度之薪酬待遇；及
- (2) 向董事會建議釐定非執行董事於本年度之董事袍金。

執行董事之薪酬政策

有關執行董事薪酬待遇之薪酬政策主要目的乃讓本公司以公司目標為衡量標準，將執行董事之薪酬與表現掛鈎，藉以留劭和激勵執行董事。本公司決定每項薪酬元素之指引時會參考從事相近業務之公司之薪酬調查。

BOARD COMMITTEES (Cont'd)

Remuneration Committee (Cont'd)

Remuneration Policy for NEDs and INEDs

The Directors' fees of NEDs and INEDs are subject to annual assessment with reference to their duties and responsibilities and the prevailing market conditions as appropriate. Reimbursement is allowed for out-of-pocket expenses incurred in connection with performance of their duties.

Nomination Committee

Role and Function

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

Meeting

The Nomination Committee held one meeting during the Year.

Works Performed

The works performed by the Nomination Committee in the Year are summarised below:

- (1) reviewed the structure, size, composition and diversity of the Board; and
- (2) recommended to the Board on the re-appointment of Directors for shareholders' approval.

In March 2021, the Nomination Committee made recommendation to the Board on the re-appointment of retiring Directors for shareholders' approval at the 2021 AGM. It also assessed the independence of INEDs, including those served more than nine years who are subject to re-election at the 2021 AGM.

董事會轄下委員會(續)

薪酬委員會(續)

非執行董事及獨立非執行董事之薪酬政策

非執行董事及獨立非執行董事之董事袍金乃參照其職務與責任及當時市況(如適用)釐定，並按年評估。彼等可獲償付就履行職責而產生之實付開支。

提名委員會

角色及職能

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

會議

提名委員會於本年度舉行一次會議。

履行之工作

提名委員會於本年度履行之工作概述如下：

- (1) 檢討董事會之架構、人數、組成及多元化；及
- (2) 向董事會提出重新委任董事之建議供股東批准。

於二零二一年三月，提名委員會就重新委任退任之董事向董事會提出建議，供股東於二零二一年股東週年大會上批准。提名委員會亦為將於二零二一年股東週年大會重選之獨立非執行董事，包括服務超過9年者之獨立性作評核。

BOARD COMMITTEES (Cont'd)

Nomination Committee (Cont'd)

Nomination Policy, Procedures, Process and Criteria

The Nomination Committee reviews the structure, size, composition and diversity (including the evaluation of skills, knowledge, professional experience, cultural and educational background, gender and age of the Board members and assessment on the independence of the INEDs) of the Board at least annually. It is responsible for making recommendations on any proposed changes to the Board to complement the Company's corporate strategy and succession planning for the Directors from time to time and selecting suitable and qualified individuals to become Board members. In evaluating and selecting candidate(s) for directorship, the Nomination Committee considers the character and integrity; skills and expertise; professional and educational background; potential time commitment for the board and/or committee responsibilities; and the elements of the Board Diversity Policy as stated below etc. The Nomination Committee makes recommendation to the Board to appoint the appropriate person among the candidates nominated for directorship. The Board appoints suitable candidate(s) in accordance with the Bye-laws of the Company and the Listing Rules.

Board Diversity Policy

The Company recognises and embraces the benefit of having a diverse board, and sees increasing diversity at board level as an essential element in maintaining a competitive advantage and achieving long-term sustainable growth for the Group. A board diversity policy (the "Board Diversity Policy") has been adopted since September 2013. Elements of the Board Diversity Policy include gender, age, cultural and educational background, professional experience, skills and knowledge of Directors. The said elements have substantially been included in the current Board composition.

董事會轄下委員會(續)

提名委員會(續)

提名政策、程序、過程及準則

提名委員會至少每年檢討董事會的架構、人數、組成及多元化(包括對董事會成員之技能、知識、專業經驗、文化及教育背景、性別及年齡作評估,及對獨立非執行董事之獨立性作評核)。提名委員會負責不時就任何為配合本公司之企業策略而擬對董事會作出的變動及就董事之繼任計劃提出建議並挑選合適及合資格人士成為董事會成員。於評估及挑選董事職位之人選時,提名委員會會考慮其品格及誠信;技能及專長;專業及學術背景;就履行董事會及/或委員會職責承諾能投放之時間;以及下述之董事會多元化政策之元素等。提名委員會在董事職位之候選名單中挑選合適人選並向董事會提供建議。董事會根據本公司之公司細則及上市規則,委任合適之人士。

董事會多元化政策

本公司認同及相信多元化董事會帶來之裨益,並視董事會日益多元化為維持本集團競爭優勢及實現長遠可持續增長之必須元素。董事會多元化政策(「董事會多元化政策」)自二零一三年九月起被採納。董事會多元化政策之元素包括董事之性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會目前之組成已大致包含上述元素。

INVESTMENT COMMITTEE

Investment Committee had been established since 2014, comprising Ms. Chan, Sze-wan (before 17 February 2021) and Ms. Chan, Hoi-wan (on or after 17 February 2021) as chairman, Mr. Lam, Kwong-wai as chief investment officer, Mr. Chan, Kwok-wai and Mr. Ma, Tsz-chun as members with written terms of reference in place. It is empowered to manage the investment business of the Group (other than real estate investment) and to make recommendations and provide advice to the Board in relation to investment or potential investment.

投資委員會

投資委員會自二零一四年成立，由陳詩韻女士(於二零二一年二月十七日前)及陳凱韻女士(於二零二一年二月十七日或以後)出任主席、林光蔚先生出任投資總監、陳國偉先生及馬時俊先生為成員組成，其書面職權範圍亦已制定。投資委員會獲授權管理本集團之投資業務(房地產投資除外)，以及就有關投資或潛在投資項目向董事會提供建議及意見。

ATTENDANCE RECORD OF DIRECTORS

Attendance record of each of the Board members is as follows:

董事出席記錄

各董事會成員之出席記錄載列如下：

Attendance Record of Directors 董事出席記錄										
No. of meetings attended/held in 2020 (Percentage of attendance in total) 於二零二零年出席/舉行會議數目(總出席率)										
Name of Directors 董事姓名		Regular Board Meeting 定期董事會會議	Ad hoc Board Meeting [^] 特別董事會會議 [^]	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Investment Committee Meeting 投資委員會會議	Annual General Meeting 股東週年大會	Special General Meeting ⁺ 股東特別大會 ⁺	Special General Meeting [®] 股東特別大會 [®]
Executive Directors 執行董事										
Ms. Chan, Sze-wan*	陳詩韻女士*	4/4 (100%)	3/3 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	4/4 (100%)	Absent 缺席	Absent 缺席	Absent 缺席
Ms. Chan, Hoi-wan	陳凱韻女士	4/4 (100%)	3/3 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	Absent 缺席	Absent 缺席	Absent 缺席
Ms. Chan, Lok-wan	陳諾韻女士	4/4 (100%)	3/3 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	Absent 缺席	Absent 缺席	Absent 缺席
Mr. Lam, Kwong-wai	林光蔚先生	4/4 (100%)	3/3 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	4/4 (100%)	1/1 (100%)	1/1 (100%)	1/1 (100%)
Non-executive Directors 非執行董事										
Mr. Lau, Ming-wai	劉鳴煒先生	4/4 (100%)	0/3 (0%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	Absent 缺席	Absent 缺席	Absent 缺席
Ms. Amy Lau, Yuk-wai	劉玉慧女士	4/4 (100%)	3/3 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	Absent 缺席	Absent 缺席	Absent 缺席
Independent Non-executive Directors 獨立非執行董事										
Mr. Chan, Kwok-wai	陳國偉先生	4/4 (100%)	3/3 (100%)	4/4 (100%)	1/1 (100%)	1/1 (100%)	4/4 (100%)	1/1 (100%)	1/1 (100%)	1/1 (100%)
Ms. Phillis Loh, Lai-ping	羅麗萍女士	4/4 (100%)	3/3 (100%)	4/4 (100%)	1/1 (100%)	1/1 (100%)	N/A 不適用	1/1 (100%)	1/1 (100%)	1/1 (100%)
Mr. Ma, Tsz-chun	馬時俊先生	4/4 (100%)	3/3 (100%)	4/4 (100%)	1/1 (100%)	1/1 (100%)	4/4 (100%)	1/1 (100%)	1/1 (100%)	1/1 (100%)

Notes:

* Resigned on 17 February 2021.

[^] To avoid conflict of interest, Director(s) was/were absent at ad hoc Board meeting(s) that he/she was required to abstain from voting.

⁺ Held on 23 March 2020.

[®] Held on 28 October 2020.

附註：

* 於二零二一年二月十七日辭任。

[^] 為避免潛在利益衝突，董事缺席若干需於會上放棄投票之特別董事會會議。

⁺ 於二零二零年三月二十三日舉行。

[®] 於二零二零年十月二十八日舉行。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms without deviation from the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules (the "Model Code"). All Directors, after specific enquiries by the Company, confirmed that they had complied with the required standard set out in the Model Code and the said code of conduct during the Year.

The Company has also adopted a code of conduct regarding securities transactions by relevant employees on terms no less exacting than the required standard set out in the Model Code. All the relevant employees (the "Relevant Employees") who, because of office or employment, are likely to be in possession of unpublished inside information in relation to the Group's securities had been requested to follow such code when dealing in the securities of the Company. All Relevant Employees, after specific enquiries by the Company, confirmed that they had complied with the required standard set out in the said code during the Year.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility to ensure that the Group maintains an effective risk management and internal control systems and review of their effectiveness through the Audit Committee at least annually. The Board oversees the Company's senior management in the design, implementation and monitoring of the risk management and internal control systems and acknowledges that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Internal Audit Department is responsible for reviewing relevant financial, operational and compliance controls and risk management functions, and reporting their findings and advice to the Audit Committee.

Internal Audit

Internal Audit Department reports directly to the Audit Committee and is independent of the Company's management, with key tasks to:

- (1) assess and monitor internal controls of the Group with unrestricted direct access right to any levels of management whenever it considered necessary;
- (2) conduct comprehensive internal audits of the practices and procedures, income and expenditures, and internal control of all business units of the Group on a regular basis; and
- (3) carry out special reviews and investigations on areas of concern identified by the management for corrective actions.

證券交易之標準守則

本公司已採納一套董事進行證券交易之守則，其條款與上市規則附錄十《上市發行人董事進行證券交易的標準守則》（「標準守則」）所規定之標準別無差異。經本公司作出明確查詢後，所有董事均已確認彼等已於本年度內遵守標準守則所規定之標準及前述之交易守則。

本公司亦已採納一套有關僱員進行證券交易之守則，其條款不遜於標準守則所規定之標準。本公司已要求所有因其職位或崗位而極可能掌握有關本集團證券之未公布內幕消息之有關僱員（「有關僱員」），於買賣本公司證券時遵守該守則。經本公司作出明確查詢後，所有有關僱員均已確認彼等已於本年度內遵守前述守則所規定之標準。

風險管理及內部監控

董事會確認其確保本集團設有有效的風險管理及內部監控系統之責任，並透過審核委員會最少每年檢討該等系統之有效性。本公司高級管理層在董事會監督下設計、實行及監察風險管理及內部監控系統，而董事會確認有關系統乃為管理而非消除未能達成業務目標之風險而設，且只能就重大的失實陳述或損失提供合理而非絕對之保證。內部審核部負責檢討相關之財務、營運及監控控制以及風險管理功能，並將檢討結果及建議提交審核委員會。

內部審核

內部審核部乃獨立於本公司之管理層，並直接向審核委員會匯報，其主要工作為：

- (1) 於其認為有需要時，以無限制權力直接接觸任何管理層，以評估及監察本集團之內部監控；
- (2) 定期就本集團之常規及程序、收入和開支，及所有業務單位之內部監控進行全面的內部審核；及
- (3) 對管理層所識別應關注之範疇進行特別檢討及調查，以作出糾正。

RISK MANAGEMENT AND INTERNAL CONTROL

(Cont'd)

Internal Audit (Cont'd)

Internal Audit Department produces an annual internal audit plan based on a risk assessment methodology for the Audit Committee's approval. Internal audits are carried out on a regular basis according to the approved plan. Internal audit reports summarising audit findings and recommendations are prepared from time to time for the Audit Committee's review and discussion. Management is responsible for ensuring that control weaknesses highlighted in internal audits are rectified within a reasonable period. Internal Audit Department would monitor the proper implementation of corrective measures.

During the Year, Internal Audit Department had conducted six internal audits, relevant reports had been submitted to the Audit Committee for consideration. The Audit Committee was satisfied with the scope and quality of works done, and the extent and frequency of communication of internal audit reports by the Internal Audit Department. The Audit Committee was also satisfied with the effectiveness of the internal audit function of the Group.

Risk Management

Risk Management Framework

The Company established an Enterprise Risk Management Framework that includes a risk management policy and procedures, as well as a designated risk management officer who helps to deploy the risk management process across the business.

Risk Management Process

Our risk management process includes risk identification, risk assessment and prioritisation, risk owner appointment, risk treatment and upward reporting and monitoring of identified risks to the Audit Committee. A corporate risk register has been established to track and document the identified risks, risk owners, mitigating actions and control measures, and facilitates continuous update of risk treatments.

Half-yearly reviews were conducted to follow up on the significant risks and related actions as documented in the corporate risk register, and the results reported to the Audit Committee. The year end risk management assessment result was reported to the Board through the Audit Committee. The Company will continue to enhance and standardize our approach to manage risks.

風險管理及內部監控(續)

內部審核(續)

內部審核部以風險評估法制定年度內部審核計劃，並交由審核委員會批准。內部審核工作乃按經批准之計劃定期進行。內部審核部將綜合審核結果及建議之內部審核報告不時呈交予審核委員會審閱及討論。管理層負責確保於內部審核工作中識別之監控弱點於合理時間內糾正。內部審核部會監察相關糾正措施有否恰當地實行。

於本年度內，內部審核部共進行了六次內部審核，有關報告亦已提呈審核委員會考慮。審核委員會對內部審核部之工作範疇及質素，及所提交之內部審核報告之詳盡程度及次數感到滿意。審核委員會對本集團之內部審核職能之有效性亦感到滿意。

風險管理

風險管理架構

本公司建立企業風險管理架構，當中包括制訂風險管理政策及程序，並指派風險管理主任協助於業務上下應用風險管理程序。

風險管理程序

本公司之風險管理程序包括風險辨識、風險評估及優次排序、委任風險負責人、風險處理及向審核委員會上報及監察已辨識風險。本公司已建立企業風險紀錄冊，以追蹤並記錄已辨識風險、風險負責人、紓緩行動及監控措施，並協助持續更新風險處理情況。

本公司每半年進行檢討，以跟進企業風險紀錄冊記錄之重大風險及相關行動，並向審核委員會匯報結果。年終風險管理評估結果經由審核委員會向董事會匯報。本公司將繼續加強風險管理並將風險管理方針標準化。

RISK MANAGEMENT AND INTERNAL CONTROL

(Cont'd)

Risk Management (Cont'd)**Risk Management Process (Cont'd)**

Subsequent to the Year, the Audit Committee had reviewed the effectiveness and adequacy of risk management system for the Year and the Board was satisfied with the effectiveness and adequacy of the risk management system of the Group and considered that the Company had complied with the Code Provisions in respect of risk management during the Year.

Internal Control**Annual Review**

Based on the annual assessment made by the Independent Auditors and the works done by Internal Audit Department, the Audit Committee and the Board were satisfied with the effectiveness and adequacy of the system of internal control of the Group and concluded that:

- (1) the Company had complied with the Code Provisions in respect of internal control during the Year;
- (2) a framework of prudent and effective controls had been established to identify, evaluate and manage the risks;
- (3) internal control and accounting systems of the Group were effective and adequate;
- (4) significant risks and control failings or weaknesses (if any) that may influence the Group and the changes since last annual review had been identified, evaluated and managed through the ongoing monitoring process;
- (5) material transactions were executed with the management's authorisation;
- (6) the Company's processes for financial reporting and Listing Rules compliance were effective; and
- (7) the resources, qualifications and experience of staff of the Group's accounting, financial reporting and internal audit functions, and their training programmes and budget were adequate.

風險管理及內部監控(續)**風險管理(續)****風險管理程序(續)**

於本年度後，審核委員會已檢討本年度風險管理系統是否行之有效及足夠，而董事會對本集團之風險管理系統之有效性及足夠性感到滿意，並認為本公司於本年度已遵守有關風險管理之守則條文。

內部監控**年度檢討**

根據獨立核數師之年度評估以及內部審核部所完成之工作，審核委員會及董事會對本集團之內部監控系統之有效性及足夠性感到滿意，並總結：

- (1) 本公司於本年度內已遵守有關內部監控之守則條文；
- (2) 本集團已設立審慎及有效之監控架構以識別、評估及管理風險；
- (3) 本集團之內部監控及會計系統屬有效及充足；
- (4) 本集團已透過持續監察過程識別、評估及管理可能影響本集團之重大風險及重大監控失誤或重大監控弱項(如有)以及自上年檢討後之轉變；
- (5) 本集團之重大交易獲管理層授權而執行；
- (6) 本公司有關財務報告及遵守上市規則規定之過程屬有效；及
- (7) 本集團在會計、財務匯報及內部審核職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算屬充足。

COMMUNICATIONS WITH SHAREHOLDERS

The Company acknowledges that general meetings are good communication channel with shareholders that the Directors and the chairmen of the Board Committees are encouraged to attend and answer questions from shareholders at general meetings. The chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee as well as the Independent Auditors had attended the annual general meeting of the Company held on 26 May 2020 (the "2020 AGM") to answer questions from shareholders. All members of the independent board committee were available at the special general meetings held on 23 March 2020 and 28 October 2020 (the "2020 SGMs") approving a connected transaction and continuing connected transactions respectively to address shareholders' queries.

At the commencement of each general meeting, the chairman of the meeting had explained the procedures for conducting a poll to the shareholders and the shareholders were allowed to raise any question concerning the poll procedures. At each of the meetings, separate resolutions were proposed by the chairman of the meeting and put forward to the shareholders for poll voting. Details of poll results are available at the Company's website (www.chineseestates.com).

As a channel to promote effective communication, the Company maintains a corporate website (www.chineseestates.com) to disseminate the Group's information.

The Company regulates the handling and dissemination of inside information as set out in the corporate communications manual to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. Such manual also provides guidance for coordinating the disclosure of material information to investors, analysts and media, identifies who could speak on the Company's behalf, and outlines the responsibility for communication with various stakeholder groups.

A shareholders' communication policy for enhancement of the corporate governance had been established and the Board had reviewed the shareholders' communication policy during the Year.

與股東之溝通

本公司深信股東大會為公司與股東之間良好之溝通渠道，並鼓勵董事及董事會轄下委員會主席出席股東大會及解答有關股東提問。審核委員會、薪酬委員會及提名委員會主席聯同獨立核數師均有出席於二零二零年五月二十六日舉行之股東週年大會（「二零二零年股東週年大會」）以回應股東提問。所有獨立董事委員會成員均有出席於二零二零年三月二十三日及二零二零年十月二十八日舉行以分別批准一項關連交易及持續關連交易之股東特別大會（「二零二零年股東特別大會」）以解答股東提問。

於各股東大會開始時，大會主席向股東解釋以投票方式表決的程序，並容許股東可就相關表決程序作出提問。於各股東大會上，大會主席提呈獨立決議案，並提交予股東投票。有關投票表決結果之詳情可於本公司網站(www.chineseestates.com)瀏覽。

為提高溝通成效，本公司設有公司網站 (www.chineseestates.com)，以發放本集團資料。

本公司按企業通訊手冊所載監管內幕消息的處理及發布，以確保該等內幕消息經妥為批准披露前維持保密，並以有效率及一致的方式發布。該手冊亦訂明向投資者、分析員及傳媒披露重要資料之指引，確定可代表本公司發言之人士，以及界定與各利益相關團體溝通之責任。

為提升企業管治，本公司已制定股東通訊政策，董事會亦於本年度內檢討該股東通訊政策。

DIVIDEND POLICY

The Board has adopted a dividend policy for the Company that aims to set out the principles and guidelines of the Company in relation to the declaration, recommendation and payment of dividends to its shareholders (the "Dividend Policy").

Under the Dividend Policy, the Company does not have any pre-determined dividend payout ratio. Distribution of dividends should be in the interests of the Company and its shareholders as a whole. When considering dividend declaration or recommendation, the Board shall take into account the following factors:

- (1) business condition and strategy of the Group;
- (2) capital requirement for the Group's existing/potential project or investment;
- (3) earnings, financial and cash flow position and distributable reserves of the Company and the Group; and
- (4) other factors that the Board deems relevant.

The declaration and payment of dividends is subject to the provisions of the Bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended from time to time) and any other applicable laws, rules and regulations.

The Company's dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in future.

The Board has the sole discretion to recommend or not to recommend final dividends to the shareholders for approval; and to declare or not to declare any other dividends, including but not limited to interim and/or special dividends, after taking into consideration the factors as stated in (1) to (4) above.

The Dividend Policy may be updated, amended, modified and/or cancelled from time to time as the Board may think fit and necessary.

股息政策

董事會採納本公司之股息政策，旨在列明有關本公司向其股東宣派、建議及派發股息之原則及指引（「股息政策」）。

根據股息政策，本公司並無任何預定的派息比率。派發股息應符合本公司及其股東的整體利益。當考慮宣派或建議派發股息時，董事會應考慮以下因素：

- (1) 本集團的業務狀況及策略；
- (2) 本集團現有/潛在項目或投資的資本需求；
- (3) 本公司及本集團的盈利、財務及現金流量狀況以及可分派儲備；及
- (4) 董事會認為相關的其他因素。

宣派及派付股息受限於本公司之公司細則、百慕達一九八一年公司法（經不時修訂）及任何其他適用法律、規則及法規。

本公司過往的股息分派記錄不可用作釐定本公司日後可能宣派或派付之股息水平之參考或基準。

董事會經考慮上述(1)至(4)項因素後，可全權酌情建議或不建議向股東派發末期股息；及宣派或不宣派任何其他股息，包括但不限於中期及／或特別股息。

董事會認為適當和必要時，可不時更新、修訂、修改及／或取消股息政策。

SHAREHOLDERS' RIGHTS

Convene a Special General Meeting

Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company can at all times submit a signed written requisition, specifying the purpose, to the Board or the Company Secretary to request the convening of a special general meeting ("SGM") and deposit the requisition at the principal office of the Company in Hong Kong or the registered office of the Company in Bermuda, the addresses are disclosed in "Corporate Information" of this annual report.

If within twenty-one days of such deposit the Board fails to proceed to convene the SGM, the requisitionist(s), or any of them representing more than one half of the total voting rights of all of them, may convene a SGM, but any SGM so convened shall not be held after the expiration of three months from twenty-one days of the deposit.

Put Forward the Proposals at Shareholders' Meeting

Shareholder(s) representing not less than one-twentieth of the total voting rights of all shareholders having a right to vote at the general meeting at the date of the requisition or shareholders not less than 100 in total can submit a written requisition to the Board or the Company Secretary to propose a resolution at the general meeting (the "Written Requisition").

The Written Requisition must be accompanied by (i) the proposed resolution; and (ii) a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at the general meeting. The Written Requisition must contain the signatures of all the requisitionist(s). The Written Requisition must be deposited at the principal office of the Company in Hong Kong or the registered office of the Company in Bermuda, the addresses are disclosed in "Corporate Information" of this annual report, not less than six weeks before the general meeting in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition.

股東權利

召開股東特別大會

股東(於送達書面要求日期擁有不少於本公司已繳足股本十分之一附有權利可於本公司股東大會上投票之股份)可隨時向董事會或公司秘書提交已簽署並列明目的之書面要求，要求召開股東特別大會(「股東特別大會」)，並將該書面要求送達本公司香港主要辦事處或本公司百慕達註冊辦事處，地址均載於本年報「公司資料」內。

倘董事會未能於送達日期起計二十一日內召開股東特別大會，則提出要求人士或持有全體提出要求人士之過半數總投票權之任何要求人士可自行召開股東特別大會，惟任何因此召開之股東特別大會不可於送達日期第二十一日起計三個月後舉行。

於股東大會提呈建議

股東(於要求日期擁有不少於全體有權於股東大會上投票之股東總投票權二十分之一)，或不少於合共一百名股東，可向董事會或公司秘書提呈書面要求於股東大會上提呈決議案(「書面要求」)。

書面要求須連同(i)提呈之決議案；及(ii)一份不多於一千字有關提呈之決議案所述之事宜或將於股東大會上處理之事務之陳述書。書面要求須包含全體要求人士之簽名。如該要求牽涉發出決議案通知，書面要求須於股東大會前不少於六星期前送達本公司香港主要辦事處或本公司百慕達註冊辦事處，地址均載於本年報「公司資料」內；如屬於任何其他要求，則須於股東大會前不少於一星期前送達。

SHAREHOLDERS' RIGHTS (Cont'd)

Put Forward the Proposals at Shareholders' Meeting (Cont'd)

Provided that if, after a copy of the Written Requisition requiring notice of a resolution has been deposited at the principal office of the Company in Hong Kong or the registered office of the Company in Bermuda, an annual general meeting is called for a date which is six weeks or less after the copy has been deposited, the copy though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

The shareholders concerned must deposit a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement given by the requisitionists to all shareholders in accordance with the requirements under the applicable laws and rules.

Propose a Candidate for Election as a Director at an Annual General Meeting

Procedures for shareholders to propose a person for election as a Director had been established and published at the Company's website (www.chineseestates.com).

Shareholders' enquiries

Shareholders can raise their enquiries to the Board or the Company Secretary in writing by sending such written enquiries to the principal office of the Company in Hong Kong at the address disclosed in "Corporate Information" of this annual report or by email at investor.relations@chineseestates.com. Shareholders also have right to raise questions at general meetings.

CONSTITUTIONAL DOCUMENTS

During the Year, there was no change in the Company's constitutional documents.

股東權利(續)

於股東大會提呈建議(續)

倘須發出決議案通知之書面要求副本已送達本公司香港主要辦事處或本公司百慕達註冊辦事處，而本公司於該副本送達後六星期或少於六星期之日召開股東週年大會，則即使該副本未於規定時間內送達亦應視作妥為送達。

股東需存放一筆用於支付本公司根據適用的法律及條例規定而向全體股東送達決議案通知及傳閱要求人士提交的陳述書所產生的開支的合理及足夠款項。

提名人選於股東週年大會參選董事

本公司已制定股東提名人參選董事的程序，並於本公司網站發布(www.chineseestates.com)。

股東查詢

股東可以書面方式向董事會或公司秘書作查詢，該書面查詢可送交至本公司香港主要辦事處，地址載於本年報「公司資料」內或電郵至 investor.relations@chineseestates.com。股東亦有權於股東大會上作出提問。

組織章程文件

於本年度，本公司之組織章程文件沒有任何變動。

DEVIATIONS FROM CODE PROVISIONS

Non-executive Directors Attending General Meetings

Mr. Lau, Ming-wai, a NED, was unable to attend the 2020 SGMs and the 2020 AGM as he had business engagement. Ms. Amy Lau, Yuk-wai, another NED, was also unable to attend the 2020 SGMs and the 2020 AGM as she was not in Hong Kong on the dates of 2020 SGMs and 2020 AGM.

Chairman Attending Annual General Meeting

Mr. Lau, Ming-wai, the Chairman, was unable to attend the 2020 AGM as he had business engagement. Mr. Chan, Kwok-wai, the chairman of the Audit Committee and the Remuneration Committee, was elected as the chairman of the 2020 AGM to ensure effective communication with shareholders of the Company at the 2020 AGM. The chairman of the Nomination Committee, Ms. Phillis Loh, Lai-ping had also attended the 2020 AGM.

CONCLUSION

The Company believes that corporate governance principles and practices are essential to the business communities. Ongoing effort will be put to review its corporate governance practices from time to time so as to accommodate the changing circumstances. The Company will strive to maintain and strengthen the standard and quality of its corporate governance.

偏離守則條文

非執行董事出席股東大會

非執行董事劉鳴煒先生因公務而未能出席二零二零年股東特別大會及二零二零年股東週年大會。另一位非執行董事劉玉慧女士亦因舉行二零二零年股東特別大會及二零二零年股東週年大會當天不在香港而未能出席。

主席出席股東週年大會

董事會主席劉鳴煒先生因公務而未能出席二零二零年股東週年大會。審核委員會及薪酬委員會主席陳國偉先生被選為二零二零年股東週年大會主席，以確保與本公司股東於二零二零年股東週年大會上保持有效的溝通。提名委員會主席羅麗萍女士亦有出席二零二零年股東週年大會。

總結

本公司相信企業管治原則及常規對商業社會而言至關重要，故本公司亦將持續不時檢討其企業管治常規，以符合環境上之轉變。本公司將致力維持及加強其企業管治標準及質素。

DIRECTORS' REPORT

董事會報告書

The directors of the Company (the "Directors" or the "Board") are pleased to present to the shareholders their report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2020 (the "Year").

PRINCIPAL ACTIVITIES

During the Year, the Company acted as an investment holding company and its subsidiaries were principally engaged in property investment and development, building and property management, brokerage, securities investment, money lending and cosmetics distribution and trading.

BUSINESS REVIEW

A review of the business of the Group during the Year, discussion on the Group's future business development and description of possible risks and uncertainties that the Group may be facing can be found in the Chairman's Statement of this annual report. Furthermore, the financial risk management objectives and policies of the Group can be found in Note 5 to the consolidated financial statements. Particulars of important event(s) affecting the Group that has/have occurred since the end of the Year are contained in the Chairman's Statement of this annual report. An analysis of the Group's performance during the Year using financial key performance indicators is provided in the Financial Operation Review of this annual report. Discussions on the Group's environmental policies and performance, relationships with its key stakeholders, and compliance with the relevant laws and regulations that have a significant impact on the Group are provided in the Chairman's Statement, the Corporate Governance Report, the Directors' Report and the Environmental, Social and Governance Report of this annual report.

OPERATING SEGMENTS INFORMATION

The Group's revenue and contribution to profit for the Year from operations analysed by principal activities are set out in Notes 7 and 8 to the consolidated financial statements.

SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's principal subsidiaries and associates as at 31 December 2020 are set out in Notes 49 and 50 to the consolidated financial statements.

本公司董事(「董事」或「董事會」)欣然向股東提呈董事會報告書連同本公司及其附屬公司(「本集團」)截至二零二零年十二月三十一日止年度(「本年度」)之經審核綜合財務報表。

主要業務

於本年度內，本公司為一間投資控股公司，其附屬公司主要從事物業投資及發展、樓宇及物業管理、經紀服務、證券投資、放債及化妝品分銷及貿易業務。

業務審視

有關本集團本年度內業務的審視、本集團未來業務發展之討論及本集團面對的潛在風險及不明朗因素的陳述，載於本年報之主席報告書內。另外，綜合財務報表附註5刊載了本集團的金融風險管理目標及政策。本年度終結後發生並對本集團有影響的重大事項之詳情，則刊載於本年報之主席報告書內。以財務關鍵表現指標分析的本集團年內表現於本年報之財務業務回顧內列載。關於本集團環境政策及表現、與主要權益人的關係、及對本集團有重大影響的相關法律與法規之遵守情況之討論則於本年報的主席報告書、企業管治報告書、董事會報告書及環境、社會及管治報告書內列載。

營運分類資料

本集團以主要業務劃分之收入及本年度經營溢利貢獻分析載於綜合財務報表附註7及8。

附屬公司及聯營公司

本公司於二零二零年十二月三十一日之主要附屬公司及聯營公司之詳情，載於綜合財務報表附註49及50。

RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on pages 123 to 124.

During the Year, the Board had declared and paid an interim dividend of HK1 cent per share (payment date: 7 September 2020) (2019: HK1 cent per share).

The Board resolved to recommend the payment of a final dividend of HK1 cent per share (2019: HK1 cent per share) for the Year.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years is set out on pages 290 to 291.

PRINCIPAL PROPERTIES AND PROPERTY DEVELOPMENT RIGHTS

Details of the principal properties and property development rights of the Group as at 31 December 2020 are set out on pages 292 to 296.

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the Year are set out in Note 20 to the consolidated financial statements.

INVESTMENT PROPERTIES

During the Year, the Group acquired an investment property (through acquisition of a subsidiary) of approximately HK\$900,562,000 (2019: nil) and did not dispose of any investment properties (2019: nil).

Other movements in investment properties during the Year are set out in Note 19 to the consolidated financial statements.

CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to approximately HK\$58,000 (2019: HK\$116,000).

業績及分配

本集團於本年度之業績載於第123至第124頁之綜合全面收益報表內。

於本年度內，董事會已宣派及支付中期股息每股1港仙(派息日：二零二零年九月七日)(二零一九年：每股1港仙)。

董事會議決建議派發本年度之末期股息每股1港仙(二零一九年：每股1港仙)。

財務概要

本集團過去五年之業績、資產及負債概要載於第290至第291頁。

主要物業及物業發展權益

本集團於二零二零年十二月三十一日之主要物業及物業發展權益詳情載於第292至第296頁。

物業、廠房及設備

物業、廠房及設備於本年度內之變動情況載於綜合財務報表附註20。

投資物業

於本年度內，本集團(透過購入一間附屬公司)購入一個投資物業約為900,562,000港元(二零一九年：無)，且並無出售任何投資物業(二零一九年：無)。

其他投資物業於本年度內之變動詳情載於綜合財務報表附註19。

慈善捐款

本集團於本年度內之慈善捐款額約為58,000港元(二零一九年：116,000港元)。

GROUP BORROWINGS AND INTEREST CAPITALISED

Details of secured bank borrowings and other borrowings repayable within one year or on demand and long-term secured bank borrowings are shown in Note 36 to the consolidated financial statements.

During the Year, interest capitalised amounted to approximately HK\$2,838,000 (2019: nil) by the Group.

RESERVES

Movements in the reserves of the Group during the Year are set out on pages 128 to 132.

As at 31 December 2020, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted to approximately HK\$16,382,789,000 (2019: HK\$16,422,734,000).

SHARE CAPITAL

Movement in the share capital of the Company during the Year is set out in Note 38 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

No pre-emptive rights exist under the laws of Bermuda, being the jurisdiction in which the Company is incorporated.

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

During the Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

EQUITY-LINKED AGREEMENTS

During the Year, the Company did not enter into any equity-linked agreement.

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's businesses were entered into or existed during the Year.

集團借貸及資本化之利息

須於一年內或按要求償還之有抵押銀行借貸及其他借貸及有抵押的長期銀行借貸之詳情載於綜合財務報表附註36。

本集團於本年度內資本化之利息約為2,838,000港元(二零一九年：無)。

儲備

本集團之儲備於本年度內之變動情況載於第128至第132頁。

於二零二零年十二月三十一日，根據百慕達一九八一年公司法(經修訂)之規定所計算，本公司可供分派之儲備約為16,382,789,000港元(二零一九年：16,422,734,000港元)。

股本

本公司之股本於本年度內之變動情況載於綜合財務報表附註38。

優先購買權

本公司於百慕達註冊成立，該司法管轄區之法律並無存在優先購買權。

購買、出售或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

股票掛鈎協議

於本年度內，本公司並無訂立任何股票掛鈎協議。

管理合約

除僱員聘任合約外，本集團於本年度內並無就全部或任何重大部分之本公司業務管理及行政訂立或存在任何合約。

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue attributable to the Group's five largest customers amounted to less than 30% of the Group's total revenue (excluding the Group's interest income from bonds and structured products, dividend income from listed and unlisted equity investments and gain on sales of investments held-for-trading) for the Year.

The aggregate purchases attributable to the Group's five largest suppliers amounted to less than 30% of the Group's total purchases for the Year.

DIRECTORS

The Directors during the Year or up to the date of this Directors' Report are:

Executive Directors:

Ms. Chan, Sze-wan
(resigned as Executive Director and Chief Executive Officer on
17 February 2021)

Ms. Chan, Hoi-wan (Chief Executive Officer)
(appointed as Chief Executive Officer on 17 February 2021)

Ms. Chan, Lok-wan

Mr. Lam, Kwong-wai

Non-executive Directors:

Mr. Lau, Ming-wai (Chairman)

Ms. Amy Lau, Yuk-wai

Independent Non-executive Directors:

Mr. Chan, Kwok-wai

Ms. Phillis Loh, Lai-ping

Mr. Ma, Tsz-chun

Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun will retire from office at the forthcoming annual general meeting pursuant to Bye-law 111 of the Bye-laws of the Company and all being eligible will offer themselves for re-election.

主要客戶及供應商

本集團從五大客戶取得之合計收入低於本集團於本年度之總收入(不包括本集團來自債券及結構性產品的利息收入，上市及非上市股本投資的股息收入以及出售持作買賣之投資收益)之30%。

本集團之五大供應商之合計購貨額低於本集團於本年度之購貨總額之30%。

董事

於本年度內或直至本董事會報告書日期止，董事為：

執行董事：

陳詩韻女士
(於二零二一年二月十七日辭任為執行董事及
行政總裁)

陳凱韻女士(行政總裁)
(於二零二一年二月十七日獲委任為行政總裁)

陳諾韻女士

林光蔚先生

非執行董事：

劉鳴煒先生(主席)

劉玉慧女士

獨立非執行董事：

陳國偉先生

羅麗萍女士

馬時俊先生

根據本公司之公司細則第111條，陳國偉先生、羅麗萍女士及馬時俊先生將在即將舉行之股東週年大會上告退為董事，彼等均合資格及願意膺選連任。

SERVICE CONTRACTS OF DIRECTORS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 31 December 2020, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO") as recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Appendix 10 of Model Code for Securities Transactions by Directors of Listed Issuers contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

I The Company

Name of Director 董事姓名	Number of Shares Held 所持股份數目	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Ms. Chan, Hoi-wan ("Ms. HW Chan") 陳凱韻女士(「陳凱韻女士」)	1,430,700,768	*	Interest in controlled corporation and interest of children under 18 於受控制公司之權益及未滿18歲子女之權益	74.99%

Note:

- * These shares of the Company were indirectly owned by Sino Omen Holdings Limited (as disclosed under "Substantial Shareholders' Interests in the Securities of the Company"), the entire issued share capital of which was held by Ms. HW Chan as the trustee of her minor children Lau, Chung-hok, Lau, Sau-wah and Lau, Sau-yee.

董事服務合約

本公司或其任何附屬公司並無與董事簽訂任何一年內若由僱主終止合約時須作出賠償(法定賠償除外)之服務合約。

董事及最高行政人員於本公司及相聯法團之證券權益

於二零二零年十二月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有之權益及淡倉，按本公司根據證券及期貨條例第352條備存之登記冊所載或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十《上市發行人董事進行證券交易的標準守則》知會本公司及聯交所如下：

I 本公司

附註：

- * 本公司之該等股份由Sino Omen Holdings Limited間接持有(即「主要股東於本公司之證券權益」項下所披露)，其全部已發行股本由陳凱韻女士(作為其未成年子女劉仲學、劉秀樺及劉秀兒之信託人)持有。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

(Cont'd)

董事及最高行政人員於本公司及相聯法團之證券權益(續)

II Associated corporations of the Company

II 本公司之相聯法團

Name of Director 董事姓名	Name of Associated Corporations 相聯法團名稱	Number of Share(s) Held 所持股份數目	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Ms. HW Chan 陳凱韻女士	Sino Omen Holdings Limited	50,000	*	Interest of children under 18 未滿18歲子女之權益	100%
Ms. HW Chan 陳凱韻女士	Solar Bright Ltd.	1	*	Interest in controlled corporation and interest of children under 18 於受控制公司之權益及未滿18歲子女之權益	100%

Note:

* Ms. HW Chan (as the trustee for her minor children Lau, Chung-hok, Lau, Sau-wah and Lau, Sau-yee) directly held the entire issued share capital of Sino Omen Holdings Limited. Sino Omen Holdings Limited directly held the entire issued share capital of Solar Bright Ltd.. Therefore, Ms. HW Chan as the trustee for her said minor children was also regarded as interested in the entire issued share capital of Solar Bright Ltd..

The interests stated above represent long position. The percentage shown was the number of shares the relevant Director was interested in expressed as a percentage of the number of issued shares as at 31 December 2020.

Save as disclosed above, none of the other Directors and chief executives of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2020.

During the Year, none of the Directors and chief executives of the Company nor their spouses or children under 18 years of age were granted or had exercised any right to subscribe for any securities of the Company or any of its associated corporations.

附註：

* 陳凱韻女士(作為其未成年子女劉仲學、劉秀樺及劉秀兒之信託人)直接持有Sino Omen Holdings Limited之全部已發行股本。Sino Omen Holdings Limited直接持有Solar Bright Ltd.之全部已發行股本。因此，陳凱韻女士作為其上述未成年子女之信託人，亦被視為擁有Solar Bright Ltd.全部已發行股本。

上述權益為好倉。所顯示的百分比為有關董事於二零二零年十二月三十一日所擁有之股份數目佔已發行股份數目之百分比。

除上文所披露者外，於二零二零年十二月三十一日，其他董事或本公司最高行政人員概無擁有或根據證券及期貨條例被視為擁有本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券之任何權益或淡倉。

於本年度內，董事或本公司最高行政人員以及彼等之配偶或十八歲以下之子女概無獲授予或行使任何可認購本公司或其任何相聯法團之任何證券之權利。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

主要股東於本公司之證券權益

As at 31 December 2020, so far as are known to any Directors or chief executives of the Company, the following parties (other than Directors or chief executives of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

據董事或本公司最高行政人員所知悉，於二零二零年十二月三十一日，本公司根據證券及期貨條例第336條須備存之登記冊所載或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益之人士(董事或本公司最高行政人員除外)如下：

Name of Substantial Shareholders 主要股東名稱	Number of Shares Held 所持股份數目	Notes 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Mr. Joseph Lau, Luen-hung ("Mr. Joseph Lau") 劉鑾雄先生(「劉鑾雄先生」)	1,430,700,768	△	Interest of spouse and interest of children under 18 配偶之權益及未滿18歲子女之權益	74.99%
Sino Omen Holdings Limited (Incorporated in the British Virgin Islands) (於英屬維爾京群島註冊成立)	1,430,700,768	*	Interest in controlled corporation 於受控制公司之權益	74.99%
Solar Bright Ltd. (Incorporated in the British Virgin Islands) (於英屬維爾京群島註冊成立)	1,430,700,768	*	Beneficial owner and interest in controlled corporation 實益擁有人及於受控制公司之權益	74.99%
Century Frontier Limited (Incorporated in the British Virgin Islands) (於英屬維爾京群島註冊成立)	476,425,000	*	Beneficial owner 實益擁有人	24.97%
Joseph Lau Luen Hung Investments Limited (Incorporated in the British Virgin Islands) (於英屬維爾京群島註冊成立)	230,984,820	*	Beneficial owner 實益擁有人	12.10%
UBS Group AG (Incorporated in Switzerland) (於瑞士註冊成立)	334,371,828	#	Interest in controlled corporation 於受控制公司之權益	17.52%
UBS AG (Incorporated in Switzerland) (於瑞士註冊成立)	333,611,579	#	Other 其他	17.48%

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY (Cont'd)

Notes:

- △ Mr. Joseph Lau was deemed to be interested in the same parcel of shares that his spouse, Ms. HW Chan, and his minor children, Lau, Chung-hok, Lau, Sau-wah and Lau, Sau-ye, deemed to have interests.
- * Solar Bright Ltd. held the entire issued share capital of Century Frontier Limited and Joseph Lau Luen Hung Investments Limited and therefore was deemed to be interested in 476,425,000 shares of the Company held by Century Frontier Limited and 230,984,820 shares of the Company held by Joseph Lau Luen Hung Investments Limited respectively. In addition, Solar Bright Ltd. directly held 723,290,948 shares of the Company. As such, Solar Bright Ltd. was interested or deemed to have interested in a total of 1,430,700,768 shares of the Company. Sino Omen Holdings Limited held the entire issued share capital of Solar Bright Ltd. and therefore was deemed to be interested in 1,430,700,768 shares of the Company, which were referred to in the interests of Ms. HW Chan as disclosed under "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations".
- # UBS AG was deemed to be interested in a total of 333,611,579 shares of the Company mainly due to a right of borrowing of 333,497,500 shares of the Company granted to UBS AG, Hong Kong Branch by Century Frontier Limited. UBS AG was a wholly-owned corporation of UBS Group AG and therefore UBS Group AG was deemed to be interested in 333,611,579 shares of the Company held by UBS AG. UBS Group AG was also deemed to be interested in another batch of 760,249 shares of the Company through its other controlled corporations. Therefore, UBS Group AG was deemed to be interested in 334,371,828 shares of the Company in aggregate.

All the interests stated above represent long positions. As at 31 December 2020, no short positions were recorded in the register kept by the Company under section 336 of the SFO.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the Year, Ms. HW Chan, Mr. Lau, Ming-wai and Ms. Chan, Sze-wan (resigned as Director of the Company on 17 February 2021) had personal and/or directorship interests in private companies engaged in property investment business and securities investment business; while Ms. HW Chan and Ms. Chan, Sze-wan had personal interest in private companies engaged in money lending business. As such, he/she was regarded as being interested in such businesses, which competed or might compete with the Group.

主要股東於本公司之證券權益 (續)

附註：

- △ 劉鑾雄先生被視為擁有其配偶陳凱韻女士及其未成年子女劉仲學、劉秀樺及劉秀兒被視為擁有之同一批股份權益。
- * Solar Bright Ltd.持有Century Frontier Limited及Joseph Lau Luen Hung Investments Limited之全部已發行股本，故分別被視為擁有Century Frontier Limited及Joseph Lau Luen Hung Investments Limited所持有之476,425,000及230,984,820股本公司股份。此外，Solar Bright Ltd.直接持有723,290,948股本公司股份。因此，Solar Bright Ltd.擁有或被視為擁有合共1,430,700,768股本公司股份。Sino Omen Holdings Limited持有Solar Bright Ltd.之全部已發行股本，故被視為擁有1,430,700,768股本公司股份，即「董事及最高行政人員於本公司及相聯法團之證券權益」項下所披露陳凱韻女士之權益中所指之權益。
- # UBS AG被視為擁有合共333,611,579股本公司股份權益，主要由於Century Frontier Limited授予UBS AG香港分行其333,497,500股本公司股份之借股權。UBS AG是UBS Group AG的全資擁有法團，因此UBS Group AG被視為擁有由UBS AG擁有之333,611,579股本公司股份權益。UBS Group AG亦被視為擁有其之其他受控制公司擁有之另一批760,249股本公司股份權益。因此，UBS Group AG被視為合共擁有334,371,828股本公司股份權益。

上述所有權益均為好倉。於二零二零年十二月三十一日，根據本公司按證券及期貨條例第336條備存之登記冊所載概無任何淡倉。

董事於競爭性業務之權益

於本年度內，陳凱韻女士、劉鳴煒先生及陳詩韻女士（於二零二一年二月十七日辭任本公司董事）於經營物業投資業務及證券投資業務之私人公司中擁有個人及／或董事之權益；而陳凱韻女士及陳詩韻女士於經營放債業務之私人公司中擁有個人之權益。因此，彼等被視為於與本集團構成競爭或可能構成競爭之業務中擁有權益。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd)

In addition, Mr. Joseph Lau, a former executive Director, Chairman of the Board and Chief Executive Officer of the Company, had through certain private companies wholly-owned by him acquired the retail shops of York Place, Excelsior Plaza (include Laforet) and Southorn Centre (also known as Wanchai Computer Centre) from the Group in 2010, certain floors and car parking spaces constituted part of the properties known as Silvercord and the properties known as The ONE from the Group in 2015 as well as the properties known as Windsor House from the Group in 2016 (collectively the "Private Properties"). Each of Ms. HW Chan, Mr. Lau, Ming-wai and Ms. Chan, Sze-wan (resigned as Director of the Company on 17 February 2021) was a director of or deemed to have certain interests in one or more of the said companies during the Year. There might be potential leasing competition for existing and prospective tenancies between the Private Properties and investment properties held by the Group. In order to manage such potential leasing competition, Mr. Joseph Lau had provided certain undertakings and the Company had agreed with the Stock Exchange to implement certain measures for monitoring the compliance of such undertakings. Details of such undertakings and monitoring measures were set out in the circulars of the Company dated 18 June 2010, 23 September 2014, 7 January 2015 and 15 January 2016. The independent non-executive directors of the Company ("INEDs") had carried out an annual review on the compliance of the said undertakings and monitoring measures and confirmed that such undertakings and monitoring measures were duly complied with and considered adequate monitoring measures were in place to avoid the potential leasing competition during the Year.

The Directors are aware of their fiduciary duties and will act honestly and in good faith in the interests of the Company and will avoid any potential conflict of interests and duties. The Company comprises three INEDs and all of them are audit committee members of the Company, so that the interest of its shareholders can be adequately represented.

Other than as disclosed above, none of the Directors were interested in any businesses apart from the Company's businesses, which competed or was likely to compete, either directly or indirectly, with the Company's businesses.

董事於競爭性業務之權益(續)

此外，劉鑾雄先生(為本公司之前執行董事、董事會主席兼行政總裁)透過若干全資擁有私人公司於二零一零年向本集團購入York Place、怡東商場(包括東角Laforet)及修頓中心(亦稱灣仔電腦城)之零售商舖，於二零一五年從本集團購入名為新港中心之物業當中若干樓層與車位及名為The ONE之物業以及於二零一六年從本集團購入名為皇室大廈之物業(統稱為「該等私人物業」)。陳凱韻女士、劉鳴煒先生及陳詩韻女士(於二零二一年二月十七日辭任本公司董事)於本年度內各自為上述一間或多間公司之董事或被視為於上述一間或多間公司擁有若干權益。該等私人物業與本集團持有之投資物業之間可能存在現時及未來租約之潛在租賃競爭。為處理該等潛在租賃競爭，劉鑾雄先生已提供若干承諾，而本公司亦已向聯交所同意就監察該等承諾之遵守情況實施若干措施。有關該等承諾及監察措施之詳情已載於本公司日期為二零一零年六月十八日、二零一四年九月二十三日、二零一五年一月七日及二零一六年一月十五日之通函內。本公司之獨立非執行董事(「獨立非執行董事」)已就上述承諾及監察措施之遵守情況進行年度檢討，並確認於本年度內已遵守該等承諾及監察措施，並認為本公司已採取充足的監察措施以避免潛在租賃競爭。

董事知悉其誠信責任，將會秉誠行事以符合本公司之利益，並避免任何潛在利益及責任衝突。本公司之獨立非執行董事共三名，全部均為本公司之審核委員會成員，故足以代表其股東之利益。

除上文所披露者外，概無董事在本公司業務以外於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

DIRECTORS' INDEMNITIES

According to the Company's Bye-laws, each Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the extent allowed by the Companies Act 1981 of Bermuda (as amended)) which such Director may sustain or incur in or about the execution of the duties of the Director's office or otherwise in relation thereto. The Company has provided indemnity to INEDs since July 2014 by issuing a letter to each of the INEDs. The Company has also arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group which was in force during the Year and up to the date of this Directors' Report.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

There were no arrangements to which the Company or any of the Company's subsidiaries was a party to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate during the Year.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as the agreement(s) disclosed under the heading "Connected Transactions" below and the facility agreement(s) entered into between the Group and Ms. HW Chan as disclosed under "Material Related Party Transactions" in Note 48 to the consolidated financial statements, there were no other transactions, arrangements or contracts of significance in relation to the Company's businesses, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director or an entity connected with a Director had, whether directly or indirectly, a material interest, nor there were any other transactions, arrangements or contracts of significance in relation to the Company's businesses between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

董事的彌償保證

根據本公司之公司細則規定，在百慕達一九八一年公司法(經修訂)許可之情況下，公司的每位董事就履行其職務或職責或有關的其他事情而蒙受或招致所有損失或責任，均有權獲得公司以其資產賠償。本公司已於二零一四年七月向每位獨立非執行董事發出函件提供彌償保證。本公司亦已為本集團董事及高級人員安排適當的董事及高級人員責任保險，並於本年度內及截至本董事會報告書日期止有效。

購買股份或債券之安排

本公司或本公司之任何附屬公司概無於本年度內作出安排，以使董事可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

董事及控權股東於合約之權益

除於下述「關連交易」一節所述之協議及載於綜合財務報表附註48「重大關連人士交易」有關本集團與陳凱韻女士訂立之融資協議外，於年結時或本年度內任何時間本公司或本公司之任何附屬公司所訂立與本公司業務有關之重要交易、安排或合約中，董事或與彼有關連之實體概無直接或間接擁有重大權益；此外，本公司或本公司之任何附屬公司亦無與控權股東或其任何附屬公司訂立與本公司業務有關之其他重要交易、安排或合約。

CONNECTED TRANSACTIONS

Connected Transaction

On 29 January 2020, Chase Master Company Limited, Lucky Way Company Ltd. and City Gateway Limited (all being indirect wholly-owned subsidiaries of the Company) as sellers entered into a disposal agreement with Ms. HW Chan as purchaser in relation to, inter alia, the disposal of certain debt securities at a consideration of 100% of the principal amount or market bid price (whichever is higher) (the "Disposal"). The total consideration for the Disposal was estimated to be not less than US\$840,415,000 (equivalent to approximately HK\$6,543,135,000), capped with a maximum total transaction amount of HK\$8,000,000,000 (the "Cap Amount").

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules in respect of the Disposal by reference to the Cap Amount exceeded 25% but less than 75%, accordingly the Disposal constituted a major transaction for the Company. In addition, as at the date of the relevant announcement, Ms. HW Chan was an executive Director and a trustee of the substantial shareholders of the Company (who are two of her minor children), Ms. HW Chan was a connected person of the Company. Accordingly, the Disposal also constituted a connected transaction for the Company under Chapter 14A of the Listing Rules and was therefore subject to the reporting, announcement, circular and independent shareholders' approval requirements pursuant to the Listing Rules. Details of the Disposal were set out in the Company's announcement dated 29 January 2020 and circular dated 28 February 2020.

The Disposal was approved by the independent shareholders of the Company at the special general meeting of the Company held on 23 March 2020. The disposal of the last tranche of the debt securities was completed on 18 December 2020. An announcement in respect of the completion of disposal was made on 18 December 2020.

Connected Transaction and Continuing Connected Transactions

(1) On 28 February 2019, Chinese Estates, Limited (being a direct wholly-owned subsidiary of the Company) ("CEL") (as tenant) entered into (a) a tenancy agreement in relation to the leasing of the whole of 17th floor of Chubb Tower, Windsor House (the "First Tenancy Agreement") at a rent of HK\$1,025,000 per month (excluding service charges and rates) for a term of 3 years commencing from 1 March 2019 to 28 February 2022 (the "First Tenancy"); and (b) an agreement for lease in relation to the leasing of the whole of 19th floor, the whole of 20th floor and the whole of 21st floor of Chubb Tower, Windsor House (the "Framework Agreement") at a rent of HK\$1,084,000, HK\$1,044,000 and

關連交易

關連交易

於二零二零年一月二十九日，翠權有限公司、Lucky Way Company Ltd.及City Gateway Limited(全部均為本公司之間接全資擁有附屬公司)(作為賣方)與陳凱韻女士(作為買方)訂立一份出售協議，內容有關(其中包括)出售若干債務證券，代價為本金金額之100%或現行市場買入價(以較高者為準)(「出售事項」)。出售事項之總代價估計不少於840,415,000美元(相當於約6,543,135,000港元)，最高總交易金額上限為8,000,000,000港元(「上限金額」)。

由於根據上市規則第14章就出售事項經參考上限金額之一項或多項適用百分比率超過25%但低於75%，因此，出售事項構成本公司之主要交易。此外，於有關公布之日期，陳凱韻女士為執行董事及本公司之主要股東(彼之兩名未成年子女)之信託人，故陳凱韻女士為本公司之關連人士。因此，根據上市規則第14A章，出售事項亦構成本公司之關連交易，故須遵守上市規則之申報、公布、通函及獨立股東批准之規定。有關出售事項的詳情載於本公司日期為二零二零年一月二十九日之公布及日期為二零二零年二月二十八日之通函內。

出售事項獲本公司獨立股東於二零二零年三月二十三日舉行之本公司股東特別大會上批准。最後一批債務證券已於二零二零年十二月十八日完成出售。有關完成出售之公布已於二零二零年十二月十八日發出。

關連交易及持續關連交易

(1) 於二零一九年二月二十八日，華人置業有限公司(為本公司之直接全資擁有附屬公司)(「華置」)(作為租戶)與Windsor House Limited(「WHL」)(作為業主)訂立(a)一份由二零一九年三月一日至二零二二年二月二十八日止為期三年，有關租賃皇室大廈安達人壽大樓17樓全層的租賃協議(「第一份租賃協議」)，每月租金為1,025,000港元(不包括服務費及差餉)(「第一租賃」)；及(b)一份由訂約方之間協定之日期起計為期三年(惟該日期不得早於二零一九年十一月一日或遲於二零二零年二月二十九

CONNECTED TRANSACTIONS (Cont'd)

Connected Transaction and Continuing Connected Transactions (Cont'd)

(1) (Cont'd)

HK\$1,056,000 per month (excluding service charges and rates) respectively for a term of 3 years commencing from a date or dates to be agreed between the parties provided that the commencement date(s) shall not be earlier than 1 November 2019 or later than 29 February 2020 (the "Subsequent Tenancies"), with Windsor House Limited ("WHL") (as landlord) for the purpose of new headquarter of the Group. On 18 October 2019, a tenancy agreement for the Subsequent Tenancies was entered into for a term of 3 years commencing from 1 November 2019 to 31 October 2022 (the "Subsequent Tenancy Agreement" together with the First Tenancy Agreement, the "Tenancy Agreements").

As disclosed in the Company's announcement dated 28 February 2019, the caps of the service charges and rates payment as well as the fit-out administration fee payment payable by CEL to WHL under the First Tenancy and the Subsequent Tenancies for the Year were set at HK\$9,300,000 and HK\$700,000 respectively (the "Charges Caps").

As at the date of the relevant announcement, WHL was indirectly owned by (i) Ms. HW Chan (an executive Director and a trustee of the substantial shareholders of the Company (who are two of her minor children)), both in her capacity as a trustee of her minor children and in her own capacity; (ii) Mr. Lau, Ming-wai (a non-executive Director, the Chairman of the Board and a substantial shareholder of the Company); and (iii) a family trust of Mr. Joseph Lau (the spouse of Ms. HW Chan), hence WHL was a connected person of the Company. Therefore, under Chapter 14A of the Listing Rules, (a) in respect of the First Tenancy, the entering into of the First Tenancy Agreement and the rental payment thereof constituted a connected transaction for the Company and the fit-out administration fee payment as well as the service charges and rates payment thereof constituted continuing connected transactions for the Company; and (b) in respect of the Subsequent Tenancies, the entering into of the Framework Agreement and the transactions contemplated thereunder (including the entering into of the Subsequent Tenancy Agreement, the rental payment, the fit-out administration fee payment as well as the service charges and rates payment thereof) constituted continuing connected transactions for the Company.

關連交易(續)

關連交易及持續關連交易(續)

(1) (續)

日)，有關租賃皇室大廈安達人壽大樓19樓全層、20樓全層及21樓全層的同業租賃協議（「框架協議」），每月租金分別為1,084,000港元、1,044,000港元及1,056,000港元（不包括服務費及差餉）（「其後租賃」），作為本集團之新總部。一份由二零一九年十一月一日至二零二二年十月三十一日止為期三年，有關其後租賃之租賃協議已於二零一九年十月十八日訂立（「其後租賃協議」），連同第一份租賃協議（「租賃協議」）。

誠如本公司日期為二零一九年二月二十八日之公布所披露，華置根據第一租賃及其後租賃，於本年度應付予WHL之服務費及差餉款項上限以及裝修行政費款項上限分別為9,300,000港元及700,000港元（「收費上限」）。

於有關公布之日期，WHL由(i)陳凱韻女士（執行董事及本公司之主要股東（彼之兩名未成年子女）之信託人）（以其未成年子女之信託人之身份及其本身之身份）；(ii)劉鳴煒先生（非執行董事、董事會主席及本公司之主要股東）；及(iii)劉鑾雄先生（陳凱韻女士之配偶）之家族信託間接擁有，故WHL為本公司之關連人士。因此，根據上市規則第14A章，(a)就第一租賃而言，訂立第一份租賃協議及其租金款項構成本公司之關連交易，而其裝修行政費款項以及其服務費及差餉款項構成本公司之持續關連交易；及(b)就其後租賃而言，訂立框架協議及其項下擬進行之交易（包括訂立其後租賃協議、其租金款項、其裝修行政費款項以及其服務費及差餉款項）構成本公司之持續關連交易。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transaction and Continuing Connected Transactions (Cont'd)

(1) (Cont'd)

Given that (i) one or more of the applicable percentage ratios in respect of the value of the right-of-use asset under the First Tenancy and the maximum amount of the total value of the right-of-use asset under the Subsequent Tenancies, on an aggregated basis, exceeded 0.1% but less than 5%; and (ii) one of the applicable percentage ratios of the Charges Caps exceeded 0.1% but less than 5% at the date of entering into the First Tenancy Agreement and the Framework Agreement, therefore the First Tenancy and the Subsequent Tenancies (and the transactions contemplated thereunder) were exempt from the independent shareholders' approval requirement, but were subject to the reporting, announcement and (to the extent constituting continuing connected transactions for the Company) annual review requirements under Chapter 14A of the Listing Rules.

Having reviewed the subject continuing connected transactions, the INEDs, pursuant to rule 14A.55 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company, on normal commercial terms and in accordance with the Tenancy Agreements governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company, pursuant to rule 14A.56 of the Listing Rules, confirmed in their letter made in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants (collectively the "HKICPA Guidelines") that the subject continuing connected transactions had received the approval of the Board, had been entered into in accordance with the Tenancy Agreements and had not exceeded the caps disclosed in the announcement of the Company made on 28 February 2019. The Company provided a copy of such letter to the Stock Exchange.

關連交易(續)

關連交易及持續關連交易(續)

(1) (續)

鑒於(i)就第一租賃下之使用權資產價值及其後租賃下之使用權資產總值最高金額之一項或以上適用百分比率合併計算超過0.1%但少於5%；及(ii)於訂立第一份租賃協議及框架協議之日期，收費上限之其中一項適用百分比率超過0.1%但少於5%，因此，第一租賃及其後租賃(及其項下擬進行之交易)獲豁免有關獨立股東批准之規定，惟須遵守上市規則第14A章之申報、公布及(僅就本公司持續關連交易而已)年度審核規定。

獨立非執行董事根據上市規則第14A.55條之規定就持續關連交易進行年度檢討，在檢討上述持續關連交易後，確認該等交易屬本公司之日常及一般業務，按照一般商業條款及根據租賃協議條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。

本公司之核數師已按照香港會計師公會所頒布之香港核證工作準則3000(經修訂)[歷史財務信息審計或審閱以外的鑒證業務]，以及參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」(統稱「香港會計師公會準則」)，於其根據上市規則第14A.56條發出之信件中，確認上述持續關連交易已經由董事會批准，並根據租賃協議進行，且無超逾於二零一九年二月二十八日之公布所披露之上限。本公司已將該信件的副本呈交聯交所。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transaction and Continuing Connected Transactions (Cont'd)

- (2) On 12 June 2020, CEL (as tenant) entered into a tenancy agreement with WHL (as landlord) in relation to the leasing of the whole of 39th floor of Chubb Tower, Windsor House at a rent of HK\$1,409,500 per month (excluding service charges and rates) for a term of 3 years commencing from 13 June 2020 to 12 June 2023 (the "39F Tenancy") for the purpose of other part of the new headquarter of the Group (the "39F Tenancy Agreement").

As disclosed in the Company's announcement dated 12 June 2020, the caps of the service charges and rates payment as well as the fit-out administration fee payment payable by CEL to WHL under the 39F Tenancy for the period from 13 June 2020 to 31 December 2020 were set at HK\$1,900,000 and HK\$2,300,000 respectively (the "39F Charges Caps").

As at the date of the relevant announcement, WHL was indirectly owned by (i) Ms. HW Chan (an executive Director and a trustee of the substantial shareholders of the Company (who are her minor children)), both in her capacity as a trustee of her minor children and in her own capacity; and (ii) a family trust of Mr. Lau, Ming-wai (a non-executive Director and the Chairman of the Board), hence WHL was a connected person of the Company. Therefore, under Chapter 14A of the Listing Rules, the entering into of the 39F Tenancy Agreement and the rental payment thereof constituted a connected transaction for the Company, and the service charges and rates payment as well as the fit-out administration fee payment thereof constituted continuing connected transactions for the Company.

Given that (i) certain applicable percentage ratios in respect of the value of the right-of-use asset under the 39F Tenancy Agreement, when aggregated with the right-of-use asset value under the Tenancy Agreements (as mentioned in paragraph (1) above), exceeded 0.1% but less than 5%; and (ii) certain applicable percentage ratios in respect of the largest aggregated amount of the 39F Charges Caps and the Charges Caps (as mentioned in paragraph (1) above) exceeded 0.1% but less than 5%, the 39F Tenancy Agreement and the transactions contemplated thereunder were exempt from the independent shareholders' approval requirement, but were subject to the reporting, announcement and (to the extent constituting continuing connected transactions for the Company) annual review requirements under Chapter 14A of the Listing Rules.

關連交易(續)

關連交易及持續關連交易(續)

- (2) 於二零二零年六月十二日，華置(作為租戶)與WHL(作為業主)訂立一份由二零二零年六月十三日至二零二三年六月十二日止為期三年，有關租賃皇室大廈安達人壽大樓39樓全層的租賃協議，每月租金為1,409,500港元(不包括服務費及差餉)(「39樓租賃」)，以作本集團新總部之另一部分(「39樓租賃協議」)。

誠如本公司日期為二零二零年六月十二日之公布所披露，華置根據39樓租賃就二零二零年六月十三日至二零二零年十二月三十一日期間應付予WHL之服務費及差餉款項上限以及裝修行政費款項上限分別為1,900,000港元及2,300,000港元(「39樓收費上限」)。

於有關公布之日期，WHL由(i)陳凱韻女士(執行董事及本公司之主要股東(彼之未成年子女)之信託人)(以其未成年子女之信託人之身份及其本身之身份)；及(ii)劉鳴煒先生(非執行董事及董事會主席)之家族信託間接擁有，故WHL為本公司之關連人士。因此，根據上市規則第14A章，訂立39樓租賃協議及其租金款項構成本公司之關連交易，而其服務費及差餉款項以及裝修行政費款項構成本公司之持續關連交易。

鑒於(i)就39樓租賃協議下之使用權資產價值(當與租賃協議(於前段(1)提述)下之使用權資產價值合併計算)之若干適用百分比率超過0.1%但少於5%；及(ii)39樓收費上限及收費上限(於前段(1)提述)之最大合併金額之若干適用百分比率超過0.1%但少於5%，因此，39樓租賃協議及其項下擬進行之交易獲豁免有關獨立股東批准之規定，惟須遵守上市規則第14A章之申報、公布及(僅就本公司持續關連交易而已)年度審核規定。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transaction and Continuing Connected Transactions (Cont'd)

(2) (Cont'd)

Having reviewed the subject continuing connected transactions, the INEDs, pursuant to rule 14A.55 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company, on normal commercial terms and in accordance with the 39F Tenancy Agreement governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company, pursuant to rule 14A.56 of the Listing Rules, confirmed in their letter made in accordance with the HKICPA Guidelines that the subject continuing connected transactions had received the approval of the Board, had been entered into in accordance with the 39F Tenancy Agreement and had not exceeded the caps disclosed in the announcement of the Company made on 12 June 2020. The Company provided a copy of such letter to the Stock Exchange.

Continuing Connected Transactions

(1) On 31 October 2017, CEL entered into a contract for services with Mr. Joseph Lau regarding the provision of (i) leasing administration services (including without limitation matters relating to dealing with tenants, rent collection and taking legal actions, but excluding services in relation to the referral of potential tenants and the negotiation with existing and/or potential tenants regarding terms of lease of properties), (ii) sale administration services (including without limitation the appointment of and coordination with estate agents for such sale but excluding any sale agency service), (iii) property management services (including matters relating to management, maintenance, operation, servicing and repairs of properties), (iv) property administration services (including without limitation accounting, company secretarial, recruitment, human resources administration works, taxation, marketing and information technology services) (the "Property Administration Services"), (v) asset management and maintenance services (including property, household and other management and maintenance services in relation to properties and assets) (the "Asset Management and

關連交易(續)

關連交易及持續關連交易(續)

(2) (續)

獨立非執行董事根據上市規則第14A.55條之規定就持續關連交易進行年度檢討，在檢討上述持續關連交易後，確認該等交易屬本公司之日常及一般業務，按照一般商業條款及根據39樓租賃協議條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。

本公司之核數師已按照香港會計師公會準則，於其根據上市規則第14A.56條發出之信件中，確認上述持續關連交易已經由董事會批准，並根據39樓租賃協議進行，且無超逾於二零二零年六月十二日之公布所披露之上限。本公司已將該信件的副本呈交聯交所。

持續關連交易

(1) 於二零一七年十月三十一日，華置與劉鑾雄先生訂立一份由二零一七年十一月一日至二零二零年十月三十一日止為期三年的服務合約，內容有關向劉鑾雄先生、其聯繫人及／或親屬提供(i)租務行政服務(包括但不限於處理租客之往來、收租及採取法律行動，但不包括有關轉介潛在租戶以及與現有租戶及／或潛在租戶協商有關物業之租賃條款之服務)、(ii)銷售行政服務(包括但不限於就該等出售事項委任及與地產代理人進行協調，惟不包括任何銷售代理服務)、(iii)物業管理服務(包括有關物業之管理、保養、營運、服務及維修之事宜)、(iv)物業行政服務(包括但不限於會計、公司秘書、招聘、人力資源行政工作、稅務、市場推廣及資訊技術服務)(「物業行政服務」)、(v)資產管理及保養服務(包括有關物業及資產之物業、家居及其他管理及保養服務)(「資產管理及保養服務」)、(vi)租賃服務(包括車輛、車牌、船

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

(1) (Cont'd)

Maintenance Services”), (vi) rental services (including rental of motor vehicles, car plates, vessels, car parking spaces, premises and such other rental services) (the “Rental Services”), (vii) advisory and consultancy services (including general advisory, consultancy, administration, liaison, personnel support services and such other services (including without limitation accounting, taxation and company secretarial services) ancillary and/or incidental thereto) (the “Advisory and Consultancy Services”), and (viii) other ordinary services (including without limitation securities and other financial services) to Mr. Joseph Lau, his associates and/or relatives for a term of 3 years commencing from 1 November 2017 to 31 October 2020 (the “Contract”). The cap of the service charges payable by Mr. Joseph Lau to CEL for the period from 1 January 2020 to 31 October 2020 under the Contract was set at HK\$96,666,667 (the “Cap”) as disclosed in the Company’s announcement dated 31 October 2017.

As at the date of relevant announcement, Mr. Joseph Lau being the spouse of Ms. HW Chan, accordingly an associate of Ms. HW Chan (an executive Director and a trustee of the substantial shareholders of the Company (who are her two minor children)). Therefore, Mr. Joseph Lau was a connected person of the Company and the Contract and the transactions contemplated thereunder constituted continuing connected transactions for the Company under the Listing Rules. As the applicable percentage ratios for the expected annual caps for the transactions contemplated under the Contract exceeded 0.1% but were expected to be less than 5%, the Contract and the annual caps were only subject to the reporting, announcement and annual review requirements but exempted from the independent shareholders’ approval requirement pursuant to Chapter 14A of the Listing Rules.

關連交易(續)

持續關連交易(續)

(1) (續)

隻、停車位、場地之租賃及其他租賃服務) (「租賃服務」)、(vii)諮詢及顧問服務(包括一般諮詢、顧問、行政、聯絡、人事支援服務及其他配套及／或附帶服務(包括但不限於會計、稅務及公司秘書服務))(「諮詢及顧問服務」)、及(viii)其他一般服務(包括但不限於證券及其他金融服務)(「該合約」)。誠如本公司日期為二零一七年十月三十一日之公布所披露，劉鑾雄先生根據該合約，於二零二零年一月一日至二零二零年十月三十一日期間應付予華置之服務費上限定為96,666,667港元(「該上限」)。

於有關公布之日期，劉鑾雄先生為陳凱韻女士之配偶，並因此為陳凱韻女士(執行董事及本公司主要股東(彼之兩名未成年子女)之信託人)之聯繫人。因此，劉鑾雄先生屬本公司之關連人士，而根據上市規則，該合約及其項下擬進行之交易構成本公司之持續關連交易。由於該合約項下擬進行之交易之預期年度上限之適用百分比率超過0.1%但預期將少於5%，故該合約及有關年度上限僅須遵守根據上市規則第14A章有關申報、公布及年度檢討之規定，獲取獨立股東批准之規定則獲豁免。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

(1) (Cont'd)

Having reviewed the subject continuing connected transactions, the INEDs, pursuant to rule 14A.55 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company (other than household management and maintenance services under the Asset Management and Maintenance Services, the Property Administration Services, the Rental Services and the Advisory and Consultancy Services), on normal commercial terms and in accordance with the Contract governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole. Having considered the reasons and benefits in respect of the provision of household management and maintenance services under the Asset Management and Maintenance Services, the Property Administration Services, the Rental Services and the Advisory and Consultancy Services as mentioned in the Company's announcement dated 31 October 2017, the INEDs were of the view that, although the provision of such services contemplated under the Contract were not in the ordinary and usual course of business of the Group, the terms of such services were fair and reasonable so far as the Group were concerned and on normal commercial terms, and were in the interests of the Company and its shareholders as a whole.

The auditors of the Company, pursuant to rule 14A.56 of the Listing Rules, confirmed in their letter made in accordance with the HKICPA Guidelines that the subject continuing connected transactions had received the approval of the Board, were in accordance with the pricing policies of the Company, had been entered into in accordance with the Contract and had not exceeded the Cap disclosed in the announcement of the Company made on 31 October 2017. The Company provided a copy of such letter to the Stock Exchange.

關連交易(續)

持續關連交易(續)

(1) (續)

獨立非執行董事根據上市規則第14A.55條之規定就持續關連交易進行年度檢討，在檢討上述持續關連交易後，確認該等交易屬本公司之日常及一般業務(資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務除外)，按照一般商業條款及根據該合約條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。經考慮本公司日期為二零一七年十月三十一日之公布，關於提供資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務之原因及裨益後，獨立非執行董事認為，雖然根據該合約提供有關服務並非本集團之日常及一般業務，但有關服務之條款對本集團而言乃屬公平合理並符合一般商業條款，而且符合本公司及其股東之整體利益。

本公司之核數師已按照香港會計師公會準則，於其根據上市規則第14A.56條發出之信件中，確認上述持續關連交易已經由董事會批准，並按照本公司之定價政策及根據該合約進行，且無超逾於二零一七年十月三十一日之公布所披露之該上限。本公司已將該信件的副本呈交聯交所。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

(2) On 14 August 2020, CEL entered into a contract for services with Ms. HW Chan regarding the provision of (i) leasing administration services (including without limitation matters relating to dealing with tenants, rent collection and taking legal actions, but excluding services in relation to the referral of potential tenants and the negotiation with existing and/or potential tenants regarding terms of lease of properties), (ii) sale administration services (including without limitation the appointment of and coordination with estate agents for such sale but excluding any sale agency service), (iii) property management services (including matters relating to management, maintenance, operation, servicing and repairs of properties), (iv) property administration services (including without limitation accounting, recruitment, human resources administration works, taxation, marketing and information technology services) (the "Chan's Property Administration Services"), (v) asset management and maintenance services (including property, household and other management and maintenance services in relation to properties and assets) (the "Chan's Asset Management and Maintenance Services"), (vi) rental services (including rental of motor vehicles, car plates, vessels, car parking spaces, premises and such other rental services) (the "Chan's Rental Services"), (vii) advisory and consultancy services (including general advisory, consultancy, administration, liaison, personnel support services and such other services (including without limitation accounting and taxation services) ancillary and/or incidental thereto) (the "Chan's Advisory and Consultancy Services"), and (viii) other ordinary services (including without limitation securities and other financial services) to Ms. HW Chan, her associates and/or relatives for a term of 3 years commencing from 1 November 2020 to 31 October 2023 (the "Chan's Contract"). The cap of the service charges payable by Ms. HW Chan to CEL for the period from 1 November 2020 to 31 December 2020 under the Chan's Contract was set at HK\$9,800,000 (the "Chan's Cap") as disclosed in the Company's announcement dated 14 August 2020 and circular dated 7 October 2020. The Chan's Contract and the transactions contemplated thereunder were approved by the independent shareholders of the Company at the special general meeting of the Company held on 28 October 2020.

關連交易(續)

持續關連交易(續)

(2) 於二零二零年八月十四日，華置與陳凱韻女士訂立一份由二零二零年十一月一日至二零二三年十月三十一日止為期三年的服務合約，內容有關向陳凱韻女士、其聯繫人及／或親屬提供(i)租務行政服務(包括但不限於處理租客之往來、收租及採取法律行動，但不包括有關轉介潛在租戶以及與現有租戶及／或潛在租戶協商有關物業之租賃條款之服務)、(ii)銷售行政服務(包括但不限於就該等出售事項委任及與地產代理人進行協調，惟不包括任何銷售代理服務)、(iii)物業管理服務(包括有關物業之管理、保養、營運、服務及維修之事宜)、(iv)物業行政服務(包括但不限於會計、招聘、人力資源行政工作、稅務、市場推廣及資訊技術服務)(「陳氏物業行政服務」)、(v)資產管理及保養服務(包括有關物業及資產之物業、家居及其他管理及保養服務)(「陳氏資產管理及保養服務」)、(vi)租賃服務(包括車輛、車牌、船隻、停車位、場地之租賃及其他租賃服務)(「陳氏租賃服務」)、(vii)諮詢及顧問服務(包括一般諮詢、顧問、行政、聯絡、人事支援服務及其他配套及／或附帶服務(包括但不限於會計及稅務服務))(「陳氏諮詢及顧問服務」)、及(viii)其他一般服務(包括但不限於證券及其他金融服務)(「陳氏合約」)。誠如本公司日期為二零二零年八月十四日之公布及二零二零年十月七日之通函所披露，陳凱韻女士根據陳氏合約，於二零二零年十一月一日至二零二零年十二月三十一日期間應付予華置之服務費上限定為9,800,000港元(「陳氏上限」)。陳氏合約及其項下擬進行之交易已獲本公司獨立股東於二零二零年十月二十八日舉行之本公司股東特別大會上批准。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

(2) (Cont'd)

As at the date of the relevant announcement, Ms. HW Chan was an executive Director and a trustee of the substantial shareholders of the Company (who are her minor children), Ms. HW Chan was a connected person of the Company. Accordingly, the Chan's Contract and the transactions contemplated thereunder constituted continuing connected transactions for the Company under the Listing Rules. As one or more of the applicable percentage ratios for the expected annual caps for the Chan's Contract were more than 5%, the Chan's Contract and the transactions contemplated thereunder were subject to reporting, announcement, circular, independent shareholders' approval and annual review requirements pursuant to Chapter 14A of the Listing Rules.

Having reviewed the subject continuing connected transactions, the INEDs, pursuant to rule 14A.55 of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company (other than household management and maintenance services under the Chan's Asset Management and Maintenance Services, the Chan's Property Administration Services, the Chan's Rental Services and the Chan's Advisory and Consultancy Services), on normal commercial terms and in accordance with the Chan's Contract governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole. Having considered the reasons and benefits in respect of the provision of household management and maintenance services under the Chan's Asset Management and Maintenance Services, the Chan's Property Administration Services, the Chan's Rental Services and the Chan's Advisory and Consultancy Services as mentioned in the Company's announcement dated 14 August 2020 and circular dated 7 October 2020, the INEDs were of the view that, although the provision of such services contemplated under the Chan's Contract were not in the ordinary and usual course of business of the Group, the terms of such services were fair and reasonable so far as the Group were concerned and on normal commercial terms, and were in the interests of the Company and its shareholders as a whole.

關連交易(續)

持續關連交易(續)

(2) (續)

於有關公布之日期，陳凱韻女士為執行董事及本公司主要股東(彼之未成年子女)之信託人，故陳凱韻女士屬本公司之關連人士。因此，根據上市規則，陳氏合約及其項下擬進行之交易構成本公司之持續關連交易。由於陳氏合約項下擬進行之交易之預期年度上限之一項或多項適用百分比率超過5%，故陳氏合約及其項下擬進行之交易須遵守根據上市規則第14A章有關申報、公布、通函、獨立股東批准及年度檢討之規定。

獨立非執行董事根據上市規則第14A.55條之規定就持續關連交易進行年度檢討，在檢討上述持續關連交易後，確認該等交易屬本公司之日常及一般業務(陳氏資產管理及保養服務項下之家居管理及保養服務、陳氏物業行政服務、陳氏租賃服務和陳氏諮詢及顧問服務除外)，按照一般商業條款及根據陳氏合約條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。經考慮本公司日期為二零二零年八月十四日之公布及二零二零年十月七日之通函，關於提供陳氏資產管理及保養服務項下之家居管理及保養服務、陳氏物業行政服務、陳氏租賃服務和陳氏諮詢及顧問服務之原因及裨益後，獨立非執行董事認為，雖然根據陳氏合約提供有關服務並非本集團之日常及一般業務，但有關服務之條款對本集團而言乃屬公平合理並符合一般商業條款，而且符合本公司及其股東之整體利益。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

(2) (Cont'd)

The auditors of the Company, pursuant to rule 14A.56 of the Listing Rules, confirmed in their letter made in accordance with the HKICPA Guidelines that the subject continuing connected transactions had received the approval of the Board, were in accordance with the pricing policies of the Company, had been entered into in accordance with the Chan's Contract and had not exceeded the Chan's Cap disclosed in the announcement of the Company made on 14 August 2020 and circular dated 7 October 2020. The Company provided a copy of such letter to the Stock Exchange.

Save as aforesaid, there were no other discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules during the Year and up to the date of this Directors' Report.

Save as aforesaid, none of the "Material Related Party Transactions" for the Year as disclosed in Note 48 to the consolidated financial statements constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

To the extent of the above "Material Related Party Transactions" constituted connected transactions or continuing connected transactions as defined in the Listing Rules, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

關連交易(續)

持續關連交易(續)

(2) (續)

本公司之核數師已按照香港會計師公會準則，於其根據上市規則第14A.56條發出之信件中，確認上述持續關連交易已經由董事會批准，並按照本公司之定價政策及根據陳氏合約進行，且無超逾於二零二零年八月十四日之公布及二零二零年十月七日之通函所披露之陳氏上限。本公司已將該信件的副本呈交聯交所。

除上文所述外，根據上市規則，本公司於本年度內及截至本董事會報告書日期概無其他須予披露之不獲豁免關連交易或不獲豁免持續關連交易。

除上文所述外，根據上市規則，本年度綜合財務報表內附註48所披露之「重大關連人士交易」並無構成須予披露之不獲豁免關連交易或不獲豁免持續關連交易。

就上述「重大關連人士交易」構成根據上市規則所界定之關連交易或持續關連交易，本公司已於本年度內遵守上市規則第14A章的有關規定。

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

As disclosed in the Company's announcement dated 23 November 2018, an indirect wholly-owned subsidiary of the Company (the "Borrower") as borrower has on 23 November 2018 entered into a facility agreement (the "Facility Agreement") with a bank (the "Bank") as lender in respect of a term loan facility (the "Facility") in the principal sum of up to HK\$674,000,000 and it is a term of the Facility Agreement that the Company entered into a guarantee (the "Guarantee"). The Facility will be repayable in 12 successive quarterly instalments with the final repayment date falling 36 months after the date on which the advance under the Facility is made.

Pursuant to the Facility Agreement and the Guarantee, the Borrower and the Company shall procure that the substantial shareholders of the Company (as disclosed at pages 69 to 70 of the 2017 annual report of the Company) and/or their ultimate beneficial owners together with their respective associates and connected persons in aggregate shall maintain not less than 30% shareholding in and remain a single largest shareholder of the Company.

A breach of the abovementioned undertaking may constitute an event of default under the Facility Agreement, whereby the Bank may, among others, cancel the Facility and declare that all sums accrued or outstanding (including accrued interest) under the Facility Agreement be immediately due and payable. The occurrence of such event may trigger the cross default provisions of other banking or credit facilities available to the Group and, as a possible consequence, these other facilities may also be declared by the relevant lenders to be immediately due and payable.

RETIREMENT BENEFIT SCHEMES

The Group operates two retirement benefit schemes:

- (1) the provident fund scheme as defined in the Occupational Retirement Schemes Ordinance, Chapter 426 of the laws of Hong Kong (the "ORSO Scheme"); and
- (2) the provident fund scheme as defined in the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the laws of Hong Kong (the "MPF Scheme").

Both the ORSO Scheme and the MPF Scheme are defined contribution schemes and the assets of both schemes are managed by their respective trustees accordingly.

根據上市規則第13.21條進行的披露

誠如本公司日期為二零一八年十一月二十三日之公布所披露，本公司之一間間接全資擁有附屬公司（「借款人」）作為借款人與一間銀行（「銀行」）作為貸款人，於二零一八年十一月二十三日訂立一項融資協議（「融資協議」），內容有關一項本金總額上限為674,000,000港元之定期貸款融資（「該融資」）；而按融資協議的條款，本公司訂立一項擔保（「擔保」）。該融資須連續12個季度分期償還，且最後還款日期為該融資項下提供貸款當日後36個月。

根據融資協議及擔保，借款人及本公司須促使本公司之主要股東（誠如本公司二零一七年年報第69至70頁所披露）及／或彼等之最終實益擁有人連同彼等各自之聯繫人及關連人士總體而言須持有本公司股權不少於30%且仍為本公司之單一最大股東。

違反上述承諾可能構成融資協議項下之違約事件，在此情況下，銀行可（其中包括）取消該融資並宣布融資協議項下之所有應計或未償還款項（包括應計利息）即時到期及須予償還。發生有關事件或會觸發適用於本集團之其他銀行或信貸融資之連帶違約條款，並可能因此導致相關貸款人亦宣布該等其他融資即時到期及須予償還。

退休福利計劃

本集團推行兩項退休福利計劃：

- (1) 香港法例第426章職業退休計劃條例所界定之公積金計劃（「職業退休計劃」）；及
- (2) 香港法例第485章強制性公積金計劃條例所界定之公積金計劃（「強積金計劃」）。

職業退休計劃及強積金計劃均為界定供款計劃，該等計劃之資產乃由各自之受託人管理。

RETIREMENT BENEFIT SCHEMES (Cont'd)

The ORSO Scheme is available to the Group's full-time permanent staff employed in Hong Kong before 1 December 2000. Contributions to the ORSO Scheme are made by the Group at 5%, 7.5% or 10% based on the staff's basic salary depending on the length of service. Staff members are entitled to 100% of the Group's contributions together with accrued returns after completing 10 years of service or more, or attaining the retirement age, or are entitled at a reduced scale between 30% to 90% of the Group's contributions after completing a period of service of at least 3 years but less than 10 years. The ORSO Scheme allowed any forfeited contributions (made by the Group for any staff member who subsequently left the ORSO Scheme prior to vesting fully in such contributions) to be used by the Group to offset the current level of contributions of the Group.

The MPF Scheme is available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions are made by the Group at 5% based on the staff's relevant income. The maximum relevant income for contribution purpose is HK\$30,000 per month. Staff members are entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefits are required by law to be preserved until the retirement age of 65.

In order to provide similar benefits to those who joined the MPF Scheme and the ORSO Scheme, the Group provided an additional portion (the "Top-up Portion") for those who joined the MPF Scheme. The purpose of the Top-up Portion is to match up the benefits of the MPF Scheme with that of the ORSO Scheme by providing those staff under the MPF Scheme with basic salary over HK\$30,000 and/or years of service over 5. Contributions to the Top-up Portion are made by the Group at 5%, 7.5% or 10% of the staff's basic salary less the Group's mandatory contribution under the MPF Scheme as mentioned above.

The Group's total cost for the schemes charged to consolidated statement of comprehensive income for the year ended 31 December 2020 amounted to approximately HK\$8,744,000 (2019: HK\$8,408,000). In addition, an amount of forfeited employer's contributions for the schemes amounted to approximately HK\$28,000 (2019: HK\$331,000) was utilised towards reducing the Group's contributions during the Year. As at 31 December 2020, no (2019: nil) available balance to reduce future contributions.

退休福利計劃(續)

職業退休計劃可供於二零零零年十二月一日前在香港受僱之本集團全職長期僱員參加。本集團乃根據僱員之基本薪金按其服務年期，作出5%、7.5%或10%之供款。僱員服務滿10年或以上或到退休年齡時方可取得100%本集團供款連同應計回報，而服務年期滿3年但不足10年之僱員則可按遞減比例取得30%至90%本集團供款。職業退休計劃容許本集團將任何已沒收供款(即本集團就任何可獲得全部供款前退出職業退休計劃之僱員而作出之供款)用以抵銷本集團現有之供款水平。

強積金計劃可供所有18至64歲受僱於香港最少60日之本集團僱員參加。本集團根據僱員之有關入息作出5%之供款。就供款而言，有關入息上限為每月30,000港元。不論其於本集團之服務年期，僱員均可取得100%本集團供款連同應計回報，惟根據法例，有關利益將保留至退休年齡65歲方可領取。

為了向參加強積金計劃及職業退休計劃之僱員提供相近之福利，本集團為參加強積金計劃之僱員提供額外部分(「補足部分」)。補足部分旨在向基本月薪逾30,000港元及／或服務年期逾5年，參加強積金計劃之僱員提供與職業退休計劃相近之福利。本集團將根據僱員基本薪金之5%、7.5%或10%減本集團根據上述強積金計劃作出之強制性供款而作出補足部分之供款。

本集團於截至二零二零年十二月三十一日止年度就該等計劃於綜合全面收益報表扣除之費用總額約為8,744,000港元(二零一九年：8,408,000港元)。此外，本集團就該等計劃已沒收之僱主供款約為28,000港元(二零一九年：331,000港元)，並已於本年度內用作削減供款。於二零二零年十二月三十一日，並無可用作減少未來供款之餘額(二零一九年：無)。

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company had maintained the prescribed amount of public float during the Year and up to the date of this annual report as required under the Listing Rules.

AUDITORS

The consolidated financial statements for the Year were audited by HLB Hodgson Impey Cheng Limited ("HLB") who would retire at the conclusion of the forthcoming annual general meeting, and being eligible, offer themselves for re-appointment. A resolution will be proposed to the shareholders at the forthcoming annual general meeting to re-appoint HLB as the auditors of the Company.

On behalf of the Board

Lam, Kwong-wai

Director

Hong Kong, 8 March 2021

公眾持股量

根據本公司得悉的公開資料及董事所知悉，本公司於本年度內及截至本年報日期止已按上市規則規定維持指定數額之公眾持股量。

核數師

本年度之綜合財務報表由國衛會計師事務所有限公司(「國衛」)審核。該會計師行將於即將舉行之股東週年大會結束時任滿告退，惟合資格並願意膺聘連任。於即將舉行之股東週年大會上，將就續聘國衛為本公司核數師向股東提呈一項決議案。

代表董事會

董事

林光蔚

香港，二零二一年三月八日

ABOUT THIS REPORT

This environmental, social and governance (“ESG”) report (“this Report”) captures the ESG performance of Chinese Estates Holdings Limited (“Chinese Estates”, the “Group”, or “we”) during the reporting period. The information collected during report preparation process and disclosed in this Report will serve as the basis of the Group’s ESG strategy, management and future improvement.

Reporting Standard

This Report was prepared in accordance with the requirements as set out in Environmental, Social and Governance Reporting Guide (the “Guide”), Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reporting Period

Unless otherwise specified, this Report covers our progress and performance on ESG issues from 1 January 2020 to 31 December 2020.

Reporting Scope and Boundary

Unless otherwise specified, the reporting scope of this Report only covers our operations in Hong Kong. The reporting principles of “Materiality”, “Quantitative”, “Balance” and “Consistency” as set out in the Guide underpin the preparation of this Report, the contents of this Report and the presentation of information.

Accessibility and Feedback

This Report can be accessed on our corporate website at www.chineseestates.com and on HKEXnews website at www.hkexnews.hk. Readers may contact us via e-mail at investor.relations@chineseestates.com should there be any enquiry or comment about this Report.

Board Approval

The board of directors of Chinese Estates (the “Board”) has approved this Report on 8 March 2021.

關於本報告

此環境、社會及管治(「環境、社會及管治」)報告(「本報告」)反映Chinese Estates Holdings Limited(「華人置業」、「本集團」或「我們」)於報告期內的環境、社會及管治表現。於報告編製過程中所收集及於本報告內所披露的資料將作為本集團的環境、社會及管治策略、管理及日後完善的基礎。

報告準則

本報告乃根據香港聯合交易所有限公司證券上市規則附錄二十七《環境、社會及管治報告指引》(「指引」)所載的規定編製。

報告期

除另有指明者外，本報告涵蓋我們自二零二零年一月一日至二零二零年十二月三十一日有關環境、社會及管治議題的進展及表現。

報告範圍及界限

除另有指明者外，本報告的報告範圍僅涵蓋我們於香港的業務。指引所載的「重要性」、「量化」、「平衡」及「一致性」匯報原則為編製本報告的基礎，界定本報告的內容及資料的呈列方式。

獲取報告途徑及意見

本報告可於我們的公司網站www.chineseestates.com以及披露易網站www.hkexnews.hk上查閱。倘讀者對本報告有任何查詢或意見，可通過電子郵件箱investor.relations@chineseestates.com聯繫我們。

董事會批准

華人置業董事會(「董事會」)已於二零二一年三月八日批准本報告。

PHILOSOPHY AND GOVERNANCE IN ENVIRONMENTAL, SOCIAL AND GOVERNANCE

To achieve a sustainable development, we strive to address the ESG concerns by integrating ESG principles into our operation and management.

A well-structured ESG management approach helps us to identify the ESG-related risks and ensure daily operations are aligned with the Group's ESG practices. Chinese Estates has a solid ESG governance structure which comprises of the Board and the Sustainability Working Group (the "Working Group"). The Working Group comprises of managers from key divisions, including Administration, Building Management, Company Secretarial, Human Resources, Marketing, Project Development and Internal Audit.

The Board is the highest decision-making authority responsible for the overall ESG management and reporting. The Working Group reports to the Board and oversees the Group's sustainability strategies, daily operations and risk management. The Working Group also monitors sustainability-related matters in operations, reviews stakeholder feedback and updates respective policies. We listen to our stakeholders and consider their views, comments and recommendations on ESG management. Materiality assessment is carried out to identify, assess and refine ESG related issues and it facilitates the Group in formulating sustainability strategies. Our efforts in understanding and managing the ESG related risks enable us to achieve our objectives of creating greater values for all stakeholders.

To understand stakeholders' expectations and ESG related issues that are relevant and important to Chinese Estates, we are committed to maintaining constant communication with our stakeholders. This Report captures the highlights of our sustainability performance and achievements in 2020.

A. Stakeholder Engagement

Chinese Estates engages with stakeholders to understand their expectations and addresses their concerns regarding the ESG related issues of the Group. We constantly engaged with our key stakeholders through diverse communication channels to collect their opinions. The table below shows various communication channels with our key stakeholders:

環境、社會及管治的理念及管理

為達致可持續發展，我們透過將環境、社會及管治原則融入我們的業務及管理，致力應對環境、社會及管治的關注。

具備良好架構的環境、社會及管治管理方針有助我們識別環境、社會及管治相關風險，確保日常營運符合本集團的環境、社會及管治常規。華人置業擁有穩固的環境、社會及管治的管治架構，由董事會及可持續發展工作小組（「工作小組」）組成。工作小組成員為行政、物業管理、公司秘書、人力資源、市場推廣、項目發展及內部審核等主要部門的經理。

董事會乃負責整體環境、社會及管治之管理及匯報的最高決策方。工作小組向董事會匯報，並監督本集團的可持續發展策略、日常營運及風險管理。工作小組亦監察營運中可持續發展的相關事宜、審閱持份者意見及更新相關政策。我們聽取及考慮持份者對環境、社會及管治管理的觀點、意見及建議，並會就識別、評估及改進環境、社會及管治相關議題進行重要性評估，該評估有助本集團制定可持續發展策略。透過著力了解及管理環境、社會及管治相關風險，實現我們為所有持份者創造更高價值的目標。

為了解持份者的期望及與華人置業有關且屬重要的環境、社會及管治相關議題，我們致力與持份者保持恆常溝通。本報告反映我們於二零二零年的可持續發展表現及成就的亮點。

A. 持份者參與

華人置業讓持份者參與，以了解他們的期望，並應對他們對本集團環境、社會及管治相關議題的關注。我們透過各種溝通渠道不斷與主要持份者溝通並收集他們的意見。下表顯示與主要持份者溝通之各種渠道：

PHILOSOPHY AND GOVERNANCE IN ENVIRONMENTAL, SOCIAL AND GOVERNANCE

(Cont'd)

環境、社會及管治的理念及管理

(續)

A. Key Stakeholder Groups (Cont'd)

A. 持份者參與(續)

Key Stakeholder Groups 主要持份者群體	Communication Channels 溝通渠道
Customers/Tenants 客戶／租戶	<ul style="list-style-type: none"> Tenant Satisfaction Surveys 租戶滿意度調查 Day-to-day communication through frontline employees 通過前線員工的日常溝通 Customer hotline 客戶服務熱線
Employees 僱員	<ul style="list-style-type: none"> Intranet 內聯網 Annual appraisal 年度評核 Team building activities 團隊合作活動
Industry Associations 業界組織	<ul style="list-style-type: none"> Annual and regular meetings 年度及定期會議 Events 舉辦活動
Media 媒體	<ul style="list-style-type: none"> Media enquiry 媒體查詢 Corporate website 公司網站
Non-Governmental Organisation ("NGO") Partners 非政府組織(「非政府組織」)合作夥伴	<ul style="list-style-type: none"> Volunteer activities and charitable activities 義工活動及慈善活動 Sponsorships and donations 贊助及捐贈 Meetings 會議
Shareholders/Investors 股東／投資者	<ul style="list-style-type: none"> General meetings 股東大會 Annual and interim reports 年度及中期報告 Circulars/announcements/notices/publications 通函／公告／通告／出版物 Investor relations enquiry 投資者關係查詢 Corporate website 公司網站
Suppliers/Contractors/Service Providers/ Professional Advisors 供應商／承辦商／服務供應商／專業顧問	<ul style="list-style-type: none"> Ongoing direct engagements 持續直接參與

PHILOSOPHY AND GOVERNANCE IN ENVIRONMENTAL, SOCIAL AND GOVERNANCE

(Cont'd)

環境、社會及管治的理念及管理

(續)

B. Materiality Assessment

To identify the ESG related issues that are significant to the group, Chinese Estates engaged with stakeholders in 2019 to understand their expectations and to address their concerns. Based on the results from 2019, we conducted media and peer review to re-evaluate the focuses of the Group's ESG strategies in 2020. The results were discussed in the Working Group meeting and were endorsed by the Board.

In 2020, we have identified a total of 10 material sustainability issues. The results serve as a guide to the Group on the ESG management and disclosure of this Report.

B. 重要性評估

為識別對本集團而言屬重大的環境、社會及管治相關事宜，華人置業於二零一九年與持份者溝通，以了解他們的期望及回應他們的關注。根據二零一九年的結果，我們進行媒體及同行評審，以重新評估本集團於二零二零年的環境、社會及管治策略重點。有關結果已於工作小組會議上討論並獲董事會認可。

於二零二零年，我們已識別合共10項重要可持續發展議題。有關結果為本集團就本報告的環境、社會及管治管理及披露提供指引。

Aspects 範疇	Material sustainability issues 重要可持續發展議題
Environmental 環境	Greenhouse gas emission and energy conservation 溫室氣體排放及節能
	Waste management 廢棄物管理
Employment and Labour Practices 僱傭及勞工常規	Employment 僱傭
	Occupational health and safety 職業健康與安全
	Career and personal development 職業及個人發展
Operating Practices 營運常規	Tenant communication and satisfaction 租戶溝通及滿意度
	Tenant/Visitor safety 租戶／訪客安全
	Tenant/Visitor privacy and data protection 租戶／訪客私隱及資料保障
	Anti-corruption 反貪污
Community 社區	Community investment 社區投資

CORPORATE GOVERNANCE

We are committed to achieving and maintaining a high standard of corporate governance to safeguard the interests of our investors and other stakeholders. Our corporate governance practices are in strict compliance with the Prevention of Bribery Ordinance (Chapter 201 of the laws of Hong Kong) and relevant anti-corruption laws. To uphold the highest standard of corporate governance, the Board and management are dedicated to ensuring corporate integrity and business ethics in all our business activities. All management and staff must abide by the standards of operating ethics and employee conduct set forth in the Group's Code of Practice ("Code of Practice"). Our employees should avoid any conflict of interest and ensure all business decisions are made objectively and in the interests of the Group. No employee should accept advantages, gifts or entertainment from our current and future business partners in contravention of the Code of Practice. Any acts of non-compliance may lead to strict disciplinary or legal action.

To ensure the accountability and openness of our management, our employees are encouraged to report any misconduct and malpractices concerning financial reporting, internal control or other related matters. A whistle-blowing mechanism is established to provide guidelines for our employees to report any suspected cases and to set out the procedures to be carried out by the Audit Committee. During the reporting year, no reported case was received by the Audit Committee.

In 2020, no concluded legal cases relating to corruption were brought against the Group. For more information about our corporate governance policies and practices, please refer to the Corporate Governance Report of this annual report.

企業管治

我們致力於實現及維持高標準的企業管治，以保障我們的投資者及其他持份者的利益。我們的企業管治常規嚴格依照《防止賄賂條例》(香港法例第201章)及有關反貪污法律行事。為秉持最高標準的企業管治，董事會及管理層於所有的業務活動中確保恪守企業誠信及商業道德。全體管理層及員工須遵守本集團的《操守守則》(「操守守則」)所載的業務道德及僱員操守方面的標準。僱員應避免任何利益衝突並確保所有商業決策均為客觀地作出並符合本集團的利益。全體員工不得違反操守守則收受現時或未來業務夥伴的任何好處、禮物或款待。任何違規行為均可導致嚴厲的紀律或法律行動。

為確保我們的管理具問責性及公開性，我們鼓勵員工舉報有關財務匯報、內部監控或其他相關方面的任何不當行為及瀆職。我們已設立一個保密舉報機制，為僱員舉報任何可疑個案提供指引，及制定審核委員會的處理程序。於報告年內，審核委員會並無收到舉報個案。

於二零二零年，本集團並無錄得任何有關貪污的已結案法律案件。更多有關企業管治政策及常規方面的資訊，請參閱本年報的企業管治報告書。

OPERATIONS

To achieve higher operational efficiency, Chinese Estates actively engages with employees, tenants, visitors and suppliers to understand their needs and expectations. The Group makes every effort to provide quality products and services to our tenants and visitors while ensuring a healthy and safe working environment for our employees and visitors.

A. Commitment to Product and Service Quality

Chinese Estates strives to offer high quality products and services with excellence and creativity. We strictly abide by all relevant laws and regulations regarding product safety, anti-competition behaviour, advertising and labelling. We have formulated the Product and Services Responsibility Policy to communicate our expectations and requirements on delivering high-quality products and services in our project development as well as building and property management business. The Policy also demonstrates our commitment on safeguarding the environment, as well as the safety and health of our tenants and visitors.

A holistic quality control system and assurance procedures are in place to manage the quality of products and services. When it comes to property planning, design and development, where we control the quality through careful selection and close monitoring our contractors and suppliers, we also communicate our commitment to the environment and such that environmental impact is considered throughout the properties' life cycles.

We are ambitious in safeguarding the health of our tenants and visitors. In 2020, Silvercord, Windsor House (Public Area of Office Building) and The ONE were awarded the Indoor Air Quality Certificate (Excellent Class) by the Environmental Protection Department, while Windsor House (Public Area of Shopping Mall) and Harcourt House obtained the Indoor Air Quality Certificate (Good Class). In addition, Windsor House was certified with the standards of the Quality Water Supply Scheme for Buildings – Fresh Water (Management System) (Blue) by the Water Supplies Department in 2020. These achievements recognise our efforts in providing quality products and services.

營運

為達致更高的營運效率，華人置業與僱員、租戶、訪客及供應商保持積極溝通，以了解他們的需要及期望。本集團致力為租戶及訪客提供優質產品及服務，同時確保為僱員及訪客提供健康及安全的工作環境。

A. 對產品及服務質素的承諾

華人置業致力提供優質卓越及具創意的產品及服務。我們嚴格遵守有關產品安全、反競爭行為、廣告及標籤的所有適用法律及法規。我們已制定產品及服務責任政策，以傳達我們在項目發展以及樓宇及物業管理業務中對提供優質產品及服務的期望及要求。該政策亦表明我們對保護環境以及租戶及訪客的安全及健康的承諾。

我們亦已建立全面的質量控制系統及保證程序，以管理產品及服務質素。在物業規劃、設計及發展方面，在我們透過審慎挑選及密切監察承辦商及供應商以控制質量的同時，我們亦傳達我們對環境的承諾，以使在整個物業生命週期中均考慮到對環境的影響。

我們致力保障租戶及訪客的健康。於二零二零年，新港中心、皇室大廈(辦公室公眾地方)及The ONE獲環境保護署頒發室內空氣質素檢定證書《卓越級》，而皇室大廈(商場的公眾地方)及夏慤大廈則獲得室內空氣質素檢定證書《良好級》。此外，於二零二零年，皇室大廈獲水務署大廈優質供水認可計劃 – 食水(管理系統)(藍)標準認可。該等成績顯示了我們於提供優質產品及服務的努力。

OPERATIONS (Cont'd)

B. Tenant Communication and Satisfaction

It is essential to improve our customer satisfaction. While we are building trust with our tenants and visitors, we do not compromise our professionalisms and business ethics.

Collecting feedback is vital to the enhancement of customer experience and our business growth. To improve our products and services, we listen to our tenants and visitors and take every opinion seriously. We have established multiple communication channels for our tenants and visitors to provide valuable feedback. In 2020, we also conducted tenant satisfaction surveys in eight of our managed properties and achieved an average mark of 83.25/100 in the overall performance of management service.

In addition, our frontline employees are equipped with adequate knowledge and skills in handling complaint from tenants and visitors. We strive to respond to their inquiries and complaints promptly with follow-up actions to ensure that tenants and visitors are satisfied with the solutions. In 2020, we received 386 service-related complaints (2019: 169).

C. Tenant and Visitor Safety

The safety of tenant and visitor is our top priority. We put ample resources in emergency response training for our frontline employees regarding handling emergencies, such as gas leakage, power outages and escalator malfunctions.

During the COVID-19 pandemic, the Group has adopted various preventive measures in its properties to safeguard the health of owners and users. For instance, we intensify disinfection in common areas, provide hand sanitizers and disinfectants as well as checking body temperature in most of the entrances of our managed properties.

營運(續)

B. 租戶溝通及滿意度

提高我們的客戶滿意度至關重要。於建立與租戶及訪客之間的信任的同時，我們亦堅守專業精神及商業道德。

收集客戶反饋對提升客戶體驗及業務增長十分重要。為改善產品及服務，我們聽取並認真對待租戶及訪客每一個意見。我們已設立多個溝通渠道供租戶及訪客提供寶貴反饋。於二零二零年，我們亦對八項所管理物業進行了租戶滿意度調查，在管理服務的整體表現方面的平均分達到83.25/100分。

此外，我們的前線僱員具備充足知識及技能，以處理租戶及訪客的投訴。我們致力迅速地回應租戶及訪客的查詢及投訴，採取跟進行動，以確保租戶及訪客對解決方案感到滿意。於二零二零年，我們接獲386宗服務相關投訴(二零一九年：169宗)。

C. 租戶及訪客安全

租戶及訪客的安全是我們的首要任務。我們投入充裕資源為前線員工提供有關處理緊急情況(如燃氣洩漏、停電及扶手電梯故障)的應急培訓。

於2019冠狀病毒病疫情期間，本集團已於其物業採取多項預防措施，以保障業主及用戶的健康。例如，我們加強對公共區域的消毒，提供搓手液及消毒劑，並在所管理物業大部分的入口檢查體溫。

OPERATIONS (Cont'd)

D. Supply Chain Management

To support our diversified operational activities, we engage a diverse range of contractors and suppliers. We have high expectation on our suppliers and we require them to have the same level of business ethics and conduct as we do. Among all contractors and suppliers, we consider those who support our building and property management as well as property development to be of higher environmental and social risks. We have now rolled out our Supplier Code of Conduct and are requiring the aforementioned contractors and suppliers to acknowledge it as part of the contract agreement. The Supplier Code of Conduct outlines our minimum requirements for supplier behaviour, covering legal compliance, health and safety, non-discrimination, labour practices, anti-corruption, employee. We have a standard tendering process to manage contracts, consultants and to source building materials for our development projects. We concern environmental and safety risks throughout the whole value chain. As such, we have clearly stated our requirements on the environmental and occupation safety and health compliance on the tender contract.

The Group adopts a fair and transparent approach to select, monitor and evaluate our contractors. A supplier assessment tool is in place to regularly assess the performance of contractors for our building and property management business. Besides, property managers and estate officers conduct surprise inspections and regular inspections on monthly basis. Clarification and explanation are required in case our requirements are not met by any supplier. Depending on the severity of the issue, supplier who failed to take corrective actions may result in termination of the contract. During the reporting period, there were 332 active local suppliers.

營運(續)

D. 供應鏈管理

為支持我們多元化的營運活動，我們委聘不同類型的承辦商及供應商。我們對供應商寄予厚望，並要求他們具備與我們同等級別的商業道德及操守。在眾多承辦商及供應商中，我們認為支持我們樓宇及物業管理以及物業發展的承辦商及供應商具有較高的環境及社會風險。我們現已制定《供應商操守守則》，並要求上述承辦商及供應商承認該守則為合約協議的一部分。《供應商操守守則》概述我們對供應商行為的最低要求，涵蓋法律合規、健康及安全、反歧視、勞工常規、反貪污、僱員等範疇。我們設有標準招標程序以管理合約、顧問及為我們的發展項目採購建築材料。我們關注整個價值鏈的環境及安全風險。因此，我們已在招標合約中清楚列明我們對環境和職業安全及健康合規的規定。

本集團採用公平透明的方法挑選、監控及評核供應商。我們設有供應商評估工具，以定期評估承辦商在樓宇及物業管理業務方面的表現。此外，物業經理及物業主任每月進行突擊檢查及例行檢查。無法符合我們要求的供應商須作出澄清及解釋。如果情況嚴重，未能採取糾正行動的供應商可被終止合約。於報告期內，共有332間活躍本地供應商。

OPERATIONS (Cont'd)

E. Tenant/Visitor Privacy and Data Protection

Chinese Estates is aware of the emerging concern of data privacy from our tenants and visitors. We will inform our tenants and visitors the purposes for which their personal data are collected and ensure that the data collected are not excessive. The Group has established internal work instruction on personal data privacy to provide clear instructions and guidelines to our employees on handling sensitive data. We also offer data protection training to all employees in orientation and refresher programmes to make sure that our policies are effectively communicated to employees in different positions. The Group strictly complies with all relevant laws and regulations, including but not limited to the Personal Data (Privacy) Ordinance (Chapter 486 of the laws of Hong Kong). During the reporting year, there was no complaint or accusation regarding leakage of tenant and visitor data.

F. Intellectual Property Rights

Chinese Estates respects the intellectual property rights and upholds all applicable law and regulations. These include but not limited to Trade Marks Ordinance (Chapter 559 of the laws of Hong Kong), Registered Designs Ordinance (Chapter 522 of the laws of Hong Kong), Patents Ordinance (Chapter 514 of the laws of Hong Kong) and Trade Descriptions Ordinance (Chapter 362 of the laws of Hong Kong). Our Information Technology Department verifies and confirms all hardware and software purchased or installed are licensed to ensure our daily operation does not violate any intellectual property provisions.

ENVIRONMENT

Recognising the environmental impacts arising from our day-to-day business operations, Chinese Estates makes every effort to mitigate those impacts so as to minimise the harm to our environment. We have been taking various measures to reduce the adverse impacts of air emission, wastewater discharges, waste generation and natural resource consumption. Furthermore, we promote the efficient use of resources, such as energy, water and other raw materials in our daily operation to fulfil our commitment to the environment.

Chinese Estates strictly complies with all the relevant provisions of environmental laws and regulations. These include but not limited to the Buildings Energy Efficiency Ordinance (Chapter 610 of the laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the laws of Hong Kong) and Water Pollution Control Ordinance (Chapter 358 of the laws of Hong Kong). During the reporting period, there was no case of breaching of related laws and regulations.

營運(續)

E. 租戶／訪客私隱及資料保護

華人置業意識到租戶及訪客越來越關注資料私隱。我們會告知租戶及訪客收集其個人資料之目的，並確保所收集之資料不超乎適度。本集團已制定有關個人資料私隱的內部工作指引，為僱員提供就處理敏感資料的清晰指示及指引。我們亦於入職培訓及進修計劃中為所有僱員提供資料保護培訓，以確保政策有效傳達至各個職位的僱員。本集團嚴格遵守所有相關法律及法規，包括但不限於《個人資料(私隱)條例》(香港法例第486章)。於報告年內，並無接獲有關租戶及訪客資料洩漏的投訴或指控。

F. 知識產權

華人置業尊重知識產權，並遵守所有適用法律及法規。該等條例包括但不限於《商標條例》(香港法例第559章)、《註冊外觀設計條例》(香港法例第522章)、《專利條例》(香港法例第514章)及《商品說明條例》(香港法例第362章)。我們的資訊科技部核實及確認所有購買或安裝的硬件及軟件均為正版，以確保我們的日常營運並無違反任何知識產權條文。

環境

華人置業明白日常業務運作對環境產生的影響，並竭力減少該等影響對環境造成的危害。我們一直採取各種措施以減輕廢氣排放、廢水排污、廢物產生及天然資源消耗的不良影響。此外，我們在日常營運中提倡有效使用資源，如能源、水及其他原材料，以履行我們對環境的承諾。

華人置業嚴格遵守所有環境法律和法規的相關規定，包括但不限於《建築物能源效益條例》(香港法例第610章)、《廢物處置條例》(香港法例第354章)及《水污染管制條例》(香港法例第358章)。於報告期內，我們並無違反任何有關法律及法規。

ENVIRONMENT (Cont'd)

We take environmental impacts into account in the entire lifecycle of our business projects, including planning, design, development and operation. We have formulated the Environmental Policy to guide our employees to act in an environmentally responsible manner during business operation. The Policy has demonstrated our commitment to assessing and monitoring the environmental implications of our operations and to integrate environmental consideration in our property investment, development projects as well as building and property management businesses. We also communicate with our consultants, contractors and other stakeholders about our environmental policy to promote sustainability throughout the value chain. Meanwhile, various measures are in place in different business units to manage our environmental impacts. At self-owned or managed sites, we adopt green initiatives and promote environmental awareness. In our offices, we strive to create a green workplace for our employees.

A. Energy and Carbon Management

Buildings contribute to 90% of the city's electricity consumption and 60% of the city's carbon footprint¹. As a property developer and manager, Chinese Estates is obliged to play our part to reduce electricity and energy consumption across our portfolio. In this regard, we implement energy-saving initiatives to better manage our use of energy. For instance, we conduct regular energy audit at the properties that we manage, including Windsor House, Harcourt House and Wanchai Computer Centre, to analyse their energy consumption, and identify opportunities to reduce energy usage and carbon footprint.

To demonstrate our commitment to reducing energy usage, we support the Charter on External Lightings launched by the Environment Bureau. We are committed to minimising the light nuisance and energy wastage by switching off unnecessary outdoor lighting at night. In 2020, The ONE, Windsor House and Wanchai Computer Centre were honoured with the Platinum Award, while Excelsior Plaza and Causeway Place were honoured with the Gold Award. Besides, we actively engaged in green events organised by NGOs, such as the Earth Hour by World Wide Fund (WWF) in March 2020 and the No Air Con Night by Green Sense in October 2020, to reduce energy consumption.

¹ Council for Sustainable Development, "Chapter 3 Time To Step Up Action Now, How Do We Move Forward?", *Public Engagement Document*, www.susdev.org.hk/en/paper-ch3.php (2021)

環境(續)

我們於旗下業務項目整個週期內均會考慮到環境影響，包括由規劃、設計、發展到營運階段。我們制定了環境政策，指導僱員在業務營運過程中以對環境負責的方式行事。該政策表明我們致力評估及監控我們營運的環境影響，並將環境考慮因素融入我們的物業投資、項目發展以及樓宇及物業管理業務。我們亦與顧問、承辦商及其他持份者就我們的環境政策進行溝通，以促進整個價值鏈的可持續發展。同時，不同業務單位已採取多項措施管理我們對環境的影響。就我們所擁有或管理的物業，我們採取綠色措施並推廣環保意識。在我們的辦公室，我們致力為僱員創造一個綠色的工作環境。

A. 能源及碳管理

樓宇佔城市耗電量的90%及城市碳足跡的60%¹。作為物業發展商及管理人，華人置業有責任為我們的物業組合減少用電及耗能。有見及此，我們採取節能措施以更好地管理能源使用。舉例而言，我們對所管理的物業定期進行能源審核，包括皇室大廈、夏慤大廈及灣仔電腦城，以分析其能源消耗及識別機會以減少能源使用及碳足跡。

為顯示我們對減少能源使用的承諾，我們支持環境局推行的《戶外燈光約章》。我們致力透過關閉晚間不必要的戶外燈光以減少光滋擾及能源浪費。於二零二零年，The ONE、皇室大廈及灣仔電腦城分別獲頒發「鉑金獎」，而怡東商場及銅鑼灣地帶則獲頒發「金獎」。此外，我們積極參與非政府組織舉辦的綠色活動，例如於二零二零年三月由世界自然基金會(WWF)主辦的「地球一小時」及於二零二零年十月由環保觸覺主辦的「無冷氣夜」，以減少能源消耗。

¹ 可持續發展委員會，「第三章-要及時加強行動，該如何前行？」，公眾參與文件，www.susdev.org.hk/tc/paper-ch3.php (2021)

ENVIRONMENT (Cont'd)

A. Energy and Carbon Management (Cont'd)

To create an environmentally friendly atmosphere and encourage green behaviour at our workplace, the Group appoints the Green Office Team to formulate and implement energy conservation strategies at offices. The Green Office Team adopts various measures to enhance the employees' awareness of energy-saving. For example, stickers are posted next to light switches and electronic appliances to remind employees to turn off idle electronic appliances and lights. Reminder emails are also sent out to communicate these initiatives to our employees. To ensure the green office initiatives are carried out effectively, the Green Office Team will review all initiatives twice a year.

B. Waste Management

The Group is committed to divert waste from landfill sites. As such, we implement different waste management initiatives in the properties and offices we own or manage to minimise waste generation. We actively promote reusing and recycling to maximise the lifetime of useful materials. The Group also engage conscientious recycling contractors to collect and process the recyclables responsibly.

At our managed properties, we encourage our tenants and residents to practise waste separation at source. We have placed multiple recycling bins in the properties under our management, such as The ONE, Windsor House and Harcourt House. In 2020, The ONE and Windsor participated in Greeners Action's "Tetrapak Clean Recycling Pilot Scheme", aiming at raising public awareness on Tetrapak recycling, promoting clean recycling method of Tetrapak, and enhancing the public on Tetrapak recycling habit. Besides, we worked closely with environmental organisations to carry out recycling programmes to facilitate the recycling of festive consumables, such as red packets, Christmas trees and cherry blossom trees.

To reduce food waste, the Group has been collaborating with our business partners and suppliers to initiate a food waste reduction programme. Our composter at The ONE composts coffee grounds and used tea leaves collected from catering tenants of The ONE and Windsor. The compost is used in the gardens of our managed properties, the podium roof organic farm at Harcourt House and our organic farm in Fanling.

環境(續)

A. 能源及碳管理(續)

為營造環境友善氣氛及於工作場所鼓勵綠色行為，本集團委任綠色辦公室小組制定及執行辦公室節能策略。綠色辦公室小組採取不同措施以增強僱員對節能的意識。舉例而言，我們在燈掣及電器旁貼上標示，提醒僱員關掉備用的電器及燈具。我們亦發送提示電郵以向僱員傳達該等措施。綠色辦公室小組每年對所有措施進行兩次檢討，確保綠色措施有效落實。

B. 廢棄物管理

本集團致力將堆填區廢棄物分流。因此，於我們所擁有或管理的物業及辦公室實施不同的廢棄物管理措施，盡量減少產生廢棄物。我們積極推廣重用及回收利用，以最大限度延長有用材料的可使用年期。本集團亦聘請盡責的回收承辦商收集及處理可回收材料。

在我們管理的物業，我們鼓勵租戶及住戶實踐從源頭分類廢棄物。我們於所管理的物業放置多個回收箱，包括The ONE、皇室大廈及夏慤大廈。於二零二零年，The ONE及皇室堡參與了綠領行動的「紙包飲品盒乾淨回收先導計劃」，旨在提高公眾對紙包飲品盒回收的意識、推廣紙包飲品盒乾淨回收方法，以及提高公眾對紙包飲品盒回收的習慣。此外，我們與環保組織緊密合作，推行回收計劃，以促進利是封、聖誕樹及桃花樹等節日消耗品的回收。

為減少廚餘，本集團一直與業務夥伴及供應商合作推行減少廚餘計劃。我們於The ONE設有堆肥機，使用從The ONE及皇室堡的餐廳租戶收集咖啡渣及茶葉。堆肥可用於我們管理物業的花園、夏慤大廈的平台有機農場及粉嶺的有機農場。

ENVIRONMENT (Cont'd)

B. Waste Management (Cont'd)

At our offices, waste reduction initiatives are also in place to create an environmentally friendly working environment and cultivate green minds. We establish e-communication channels to substitute the use of paper to promote a paperless working environment. Not only can we minimise paper wastage at the source, but also increase the efficiency in our daily communication within and outside the organisation.

To encourage recycling at our offices, not only do we set up collection points for paper recycling, but we also place boxes around the offices to collect reusable stationaries, such as file folders, single-side-used paper and pens. Used printer cartridges are returned to suppliers. Retired but functional electronic appliances, such as computers, printers and fax machines, are donated to NGOs to support those in need.

C. Use of Resource

Being a responsible corporate citizen, the Group is committed to using resources efficiently and promoting recycling in our community. We adopt different measures to promote the efficient use of energy, water, and other raw materials. For examples, we use carpets that are produced from recycled materials in a number of our commercial properties and conserve the use of water by installing dual flush toilets in some of the properties we own or manage.

環境(續)

B. 廢棄物管理(續)

在辦公室內，我們亦採取減少廢棄物措施，以創造環境友善的工作環境並培養綠色思維。我們建立電子通訊渠道替代紙張的使用，以推廣無紙化的工作環境。我們不僅可從源頭上減少紙張浪費，亦可提高組織內外的日常通訊效率。

為鼓勵於辦公室進行回收，我們不僅設置紙張回收的收集點，亦於辦公室周圍放置盒子收集可再用的文具，例如文件夾，單面廢紙及筆。我們將報廢的打印機墨盒退還予供應商。已淘汰但功能正常的電子設備，例如電腦、打印機及傳真機，則捐贈到非政府組織，幫助有需要的人士。

C. 資源使用

作為負責任的企業公民，本集團致力有效使用資源及促進社區回收。我們採取不同方法以促進能源、水及其他原材料的有效使用。舉例而言，我們在部分商用物業採用以循環再造物料製成的地氈；而為節約用水，我們在所擁有或管理的部分物業安裝雙掣式沖廁水箱。

ENVIRONMENT (Cont'd)

環境(續)

C. Use of Resource (Cont'd)

C. 資源使用(續)

The environmental metrics for 2019 and 2020 is tabulated below:

二零一九年及二零二零年的環境指標如下：

	Unit 單位	2020		2019	
		Group 1 portfolio* 第一類 物業組合*	Group 2 portfolio* 第二類 物業組合*	Group 1 portfolio* 第一類 物業組合*	Group 2 portfolio* 第二類 物業組合*
Energy consumption 能源消耗					
Electricity 電力	Kilowatt Hour (kWh) 千瓦時	31,579,705	5,530,047	35,153,902	6,032,871
	Gigajoule (GJ) 千兆焦耳	113,687	19,908	126,554	21,718
Towngas 煤氣	GJ 千兆焦耳	0.00	14.59	0.00	56.11
Energy consumption intensity 能源消耗密度	GJ/HK\$ million revenue 千兆焦耳/百萬港元收入	43.93		113.23 (restated) (重列)	
Greenhouse gas emissions 溫室氣體排放					
Scope 1 – Direct emission 範圍1 – 直接排放	Tonnes of carbon dioxide equivalent (tCO ₂ e) 噸二氧化碳當量	0.00	1.00	0.00	3.00
Scope 2 – Indirect emission 範圍2 – 間接排放	tCO ₂ e 噸二氧化碳當量	22,148.29	3,194.12	24,579.10	3,490.90
Greenhouse gas emissions intensity 溫室氣體排放密度	tCO ₂ e/HK\$ million revenue 噸二氧化碳當量/百萬港元收入	8.33		21.43 (restated) (重列)	
Non-hazardous waste 無害廢棄物					
General waste collected 所收集一般廢棄物	Litres (L) 升	12,232,284	6,073,680	N/A 不適用	
Paper consumption 紙張消耗	Kilogramme (kg) 公斤	116,140.18	3,089.68	126,264.85	
Paper recycled 回收紙張	kg 公斤	40,087.00	164.00	39,616.00	
Metal/Aluminium recycled 金屬/鋁回收	kg 公斤	372.40	0.00	469.30	
Plastic recycled 塑膠回收	kg 公斤	455.40	26.00	576.50	
Food waste recycled 廚餘回收	L 升	2,588.00	N/A 不適用	3,519.20	

ENVIRONMENT (Cont'd)

環境(續)

C. Use of Resource (Cont'd)

C. 資源使用(續)

	Unit 單位	2020		2019	
		Group 1 portfolio* 第一類 物業組合*	Group 2 portfolio* 第二類 物業組合*	Group 1 portfolio* 第一類 物業組合*	Group 2 portfolio* 第二類 物業組合*
Water consumption 耗水量					
Water 水	Cubic metre (m ³) 立方米	144,480.00	50,250.00	213,064.20 ²	
Water consumption intensity 耗水量密度	m ³ /HK\$ million revenue 立方米/百萬港元收入	64.03		162.65 (restated) (重列)	

* Notes to reporting boundary for environmental metrics

Group 1 portfolio refers to properties that are owned by Chinese Estates, and properties owned by Chinese Estates' substantial shareholder which Chinese Estates is managing as an agent. We consider Group 1 to be remained in our portfolio for a long period of time. Group 1 portfolio includes: Chinese Estates' headquarters, The ONE, Silvercord, Windsor House, Causeway Place, Excelsior Plaza (include Laforet), Wanchai Computer Centre and Harcourt House.

Group 2 portfolio refers to properties that are currently not owned by Chinese Estates, but the owners have appointed a subsidiary of Chinese Estates to be the property manager (other than those covered in Group 1 portfolio). For electricity and water consumption, we only cover areas that we have control. General waste collected refer to those collected from the entire property. Group 2 portfolio includes: Chic Castle, Evergreen Garden, i-home, Indihome, Manhattan Avenue, Miami Crescent, MOD 595, One South Lane, One WanChai, Sunrise Villa, The Bellevue Place and York Place.

* 環境指標的報告範圍之說明

第一類物業組合指由華人置業擁有的物業，以及由華人置業主要股東(華人置業作為代理人管理)擁有的物業。我們認為第一類物業會長期在我們的投資組合中。第一類物業組合包括：華人置業總部、The ONE、新港中心、皇室大廈、銅鑼灣地帶、怡東商場(包括東角Laforet)、灣仔電腦城及夏慤大廈。

第二類物業組合指現時並非由華人置業擁有的物業，但業主已委任華人置業一間附屬公司擔任物業管理人(第一類物業組合所涵蓋的除外)。就用水而言，我們僅涵蓋我們所控制的區域。所收集一般廢棄物指從整個物業收集的廢棄物。第二類物業組合包括：Chic之堡、松柏花園、i-home、樂悠居、Manhattan Avenue、邁爾豪園、MOD 595、南里壹號、壹環、旭日豪庭、御林豪庭及York Place。

² Due to the outbreak of COVID-19 since January 2020 in Hong Kong, the Water Supply Department had stopped their manual water meter reading recording service for certain period of time, and some water bills had not been received as of the date of publication of 2019 ESG Report. A small proportion of the water consumption data in 2019 ESG Report was based on estimation and has updated in this Report.

² 由於香港自二零二零年一月起爆發2019冠狀病毒病，水務署曾於某一段期間暫停其人手讀取水錶服務，而部分水費單截至二零一九年環境、社會及管治報告刊發日期仍未收悉。二零一九年環境、社會及管治報告的小部分耗水量數據乃基於估算作出並已於本報告中更新。

EMPLOYMENT

Employees play a critical role in the success of the Group. Chinese Estates endeavours to create an equal, healthy and inclusive workplace for our employees to grow together with the Group. Our Workplace Employment Policy outlines the guidance to prohibit any discrimination and harassment, offering healthy and safe workplaces, as well as provide comprehensive trainings and professional development to employees. The Policy will be reviewed regularly by the management to ensure the rights of employees within the company are protected. With dignity and respect, we recognise employees from diverse backgrounds, and we comply with the applicable laws and regulations including the Employment Ordinance (Chapter 57 of the laws of Hong Kong).

A. People

Equal Opportunities

The Group adheres to providing employees with a pleasant and harmonious working environment that can improve productivity and staff morale. Our employees are required to comply with the guideline of equal opportunities specified in the Code of Conduct and to treat everyone with respect and dignity. We adhere to the non-discrimination policy during the recruitment process. Applicants are assessed based on their skill, ability and working experience regardless of gender, age, ethnicity, religion, race, disability, marital or family status, or any other characteristics protected by law. We assure that our recruitment process remains fair and competitive and we provide equal opportunities to employees in making all employment decisions by us.

Remuneration

To attract and retain talents, we provide employees with a fair and competitive remuneration package. Appraisal is conducted annually by department heads. Salaries are reviewed based on the performance and experience of the employees. Our promotion policies are performance-based. Employees are rewarded with a year-end discretionary bonus based on market conditions where certain individual performance levels are met. Our remuneration packages and policies are reviewed regularly to assure that employees are assessed and rewarded based on their capabilities, responsibilities and performance.

僱傭

僱員對本集團的成功至關重要。華人置業致力營造平等、健康及包容的工作環境，使僱員與本集團的發展得以共同成長。我們的工作場所僱傭政策概述禁止任何歧視及騷擾的指引，提供健康及安全工作場所，並為僱員提供全面培訓及專業發展。管理層將定期檢討該政策，以確保公司內僱員的權利得到保障。我們本著有尊嚴及尊重的精神，珍視僱員的背景差異，遵循包括《僱傭條例》(香港法例第57章)在內的適用法律及法規。

A. 僱員

平等機會

本集團堅持為僱員提供愉快和諧的工作環境，以提高生產力及員工士氣。僱員須按照操守守則中訂明的平等機會指引行事，並互相給予尊重及尊嚴。我們在招聘過程中恪守反歧視政策。應徵者乃按其技術、能力及工作經驗獲得評核，而不論其性別、年齡、種族、宗教、人種、殘疾、婚姻或家庭狀況或任何其他受法律保障的特徵。本集團保證招聘過程維持公平及具競爭性，並於作出任何僱傭決策時，向僱員提供平等的機會。

薪酬

為吸引及挽留人才，我們為僱員提供公平及具競爭力的薪酬待遇。部門主管每年進行評核。薪金乃根據僱員的表現及經驗進行檢討。我們的晉升政策乃基於表現釐定。我們因應市況，在僱員達到若干個人表現水平時發放年終特別獎金。我們定期檢討薪酬待遇及政策，確保僱員根據其工作能力、責任及表現獲得評核及獎勵。

EMPLOYMENT (Cont'd)

僱傭(續)

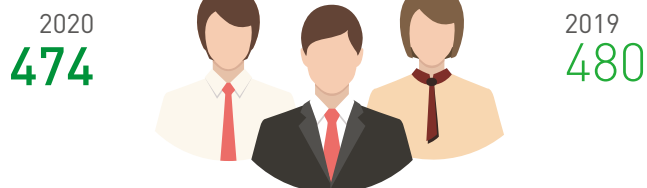
A. People (Cont'd)

A. 僱員(續)

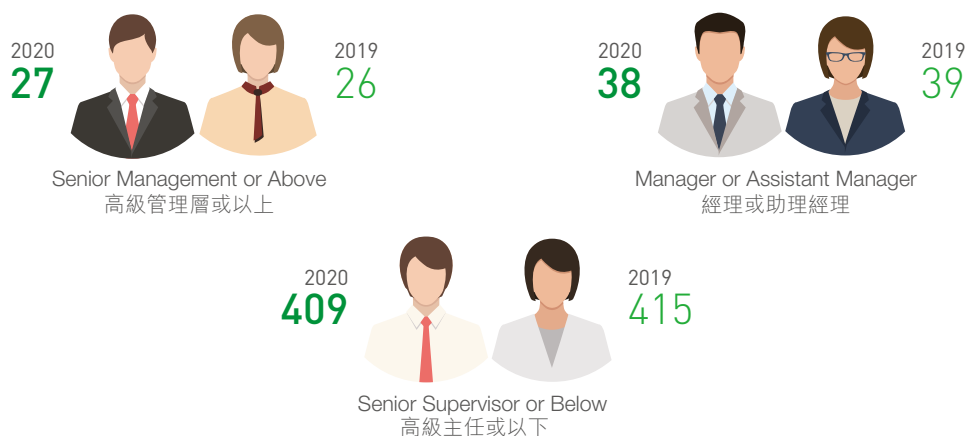
Workforce Composition

僱員組成

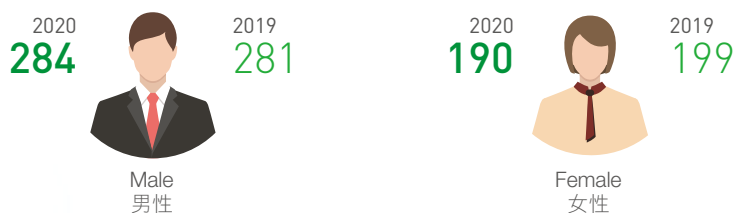
 Total Number of Workforce
僱員總數



 Total Number of Workforce by Employment Category
按僱傭類別劃分的僱員總數



 Total Number of Workforce by Gender
按性別劃分的僱員總數



EMPLOYMENT (Cont'd)

僱傭(續)

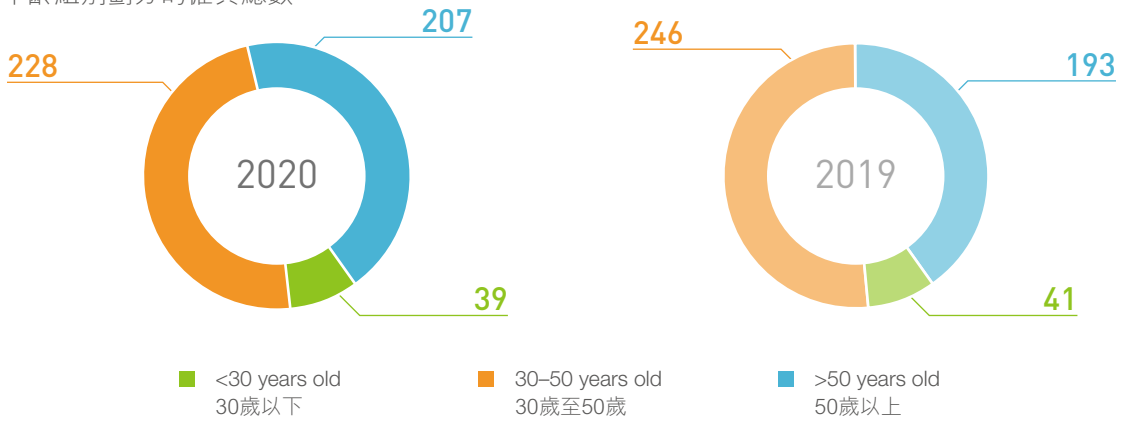
A. People (Cont'd)

A. 僱員(續)

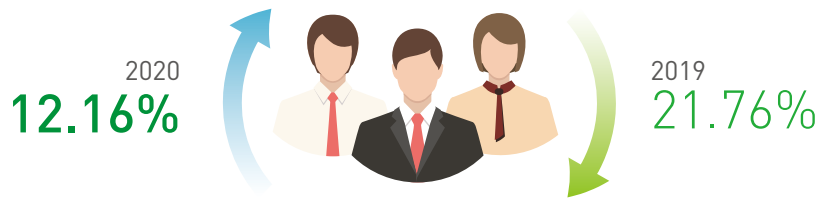
Workforce Composition (Cont'd)

僱員組成(續)

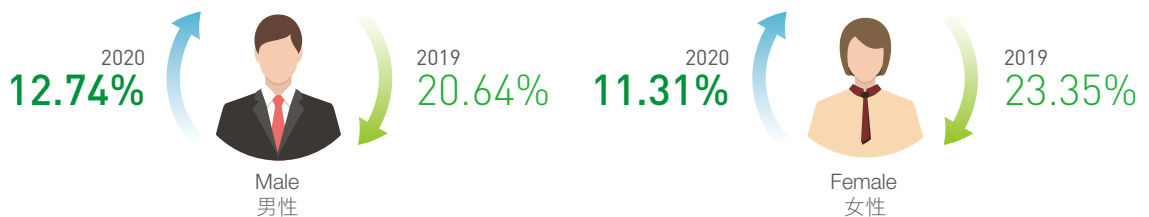
Total Number of Workforce by Age Group
按年齡組別劃分的僱員總數



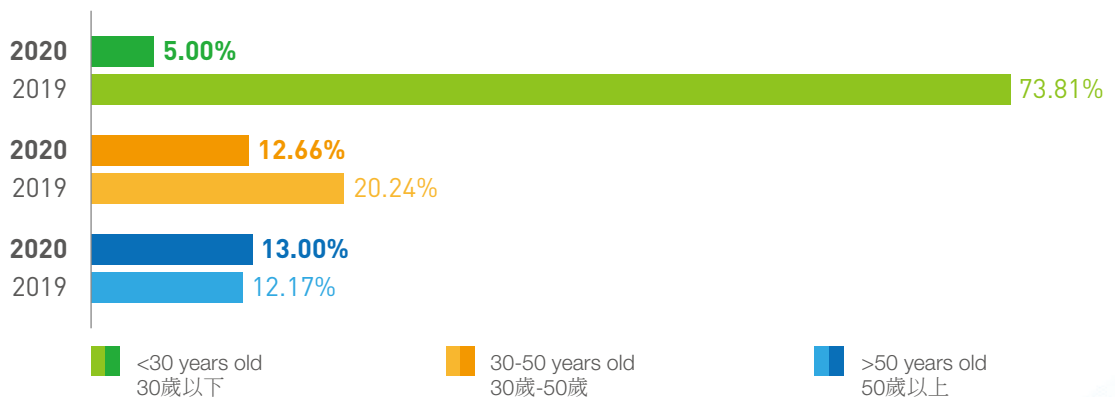
Turnover
流失率



Employee Turnover Rate by Gender
按性別劃分的僱員流失率



Employee Turnover Rate by Age Group
按年齡組別劃分的僱員流失率



EMPLOYMENT (Cont'd)

B. Occupational Health and Safety

Chinese Estates strives to provide a safe and health workplace by managing the inherent risks in our operations. We comply with all applicable laws and regulations including Employees' Compensation Ordinance (Chapter 282 of the laws of Hong Kong), Occupational Safety and Health Ordinance (Chapter 509 of the laws of Hong Kong) and relevant safety practices stipulated in Construction Sites (Safety) Regulations (Chapter 591 of the laws of Hong Kong).

To ensure the health and safety of our building management front-line employees, regular and surprise safety inspections are conducted. Property managers and estate officers are required to report any injuries at work, including our employees and contractors and to submit an incident report to the Human Resources for record. We also provide annual occupational health and safety training on personal protective equipment, fire control, loading and unloading, manual handling operations and confined space management. Besides, our employees are required to review occupational health and safety-related video clips on a regular basis.

Under the pandemic situation in 2020, government-required preventive measures are adopted. Apart from introducing Employee Guidelines on prevention of COVID-19, we also distributed surgical masks and hand sanitizers to our employees to protect them.

In 2020, there were 6 confirmed injury incidents. 159 lost days due to work injury or occupational diseases was recorded. No workplace fatalities for our employees was recorded.

僱傭(續)

B. 職業健康與安全

華人置業透過管理營運中本身存在的風險，致力提供安全及健康的工作環境。我們遵循《僱員補償條例》(香港法例第282章)、《職業安全及健康條例》(香港法例第509章)等所有適用法律及法規及《建築地盤(安全)規例》(香港法例第591章)訂明的相關安全規範。

為確保物業管理前線員工的健康與安全，我們定期及突擊進行安全檢查。物業經理及物業主任須報告所有工傷，包括我們的僱員及承辦商，並向人力資源提交事故報告以作記錄。我們亦提供年度職業健康與安全培訓，涵蓋個人防護裝備、消防、裝卸、手動操作及密閉空間管理。此外，我們的僱員須定期收看職業健康與安全相關的影片。

在二零二零年的疫情情況下，我們已採取政府要求的預防措施。除推行有關預防2019冠狀病毒病的僱員指引外，我們亦向僱員派發外科口罩及搓手液以保障他們。

於二零二零年，共有6宗確實工傷事故。因工傷或職業病而錄得損失159個工作日。並無發生僱員於工作場所死亡的故事。

EMPLOYMENT (Cont'd)

C. Career and Personal Development

To improve service quality and maintain the competitiveness of our employees, we provide trainings to employees in delivering exceptional services to tenants and visitors and to cope with business needs. In addition, we encourage employees to pursue further education for self-enhancement or career development.

New hires are required to attend a compulsory New Hire Orientation so as to get familiar with our corporate culture and to understand their duties and skills required for their roles. On-the-job training is provided to enhance employees' job-related techniques and consolidate industry knowledge.

Our Educational and Training Sponsorship Scheme supports employees' continuing education and skills training. Employees enrolled in qualified courses with satisfactory performance are eligible to apply for the sponsorship with reimbursement up to 100% of the tuition fee. These include higher education courses relevant to employees' job duties organised by local educational institutions. The external training programmes enable employees to enhance their professionalism and maximise their potential, as well as become well-rounded in their careers within the Group.

In alignment between our business needs and interest of our employees, we regularly offer training that is tailored to individuals and industry-specific. Training topics consists of the integral of various business segments to equip employees with the necessary skills and knowledge to manage the complex business scenario.

Building and property management is one of the key business segments which highly depends on specialised knowledge and practical skills that goes beyond the professional qualification. Therefore, we regularly offer specialised trainings under various circumstances, including topics ranging from occupational health and safety to customer service. Apart from receiving specific professional training, office employees must abide by the annual training plan while front-line employees would attend regular on-site trainings with tracked records of attendance.

僱傭(續)

C. 職業與個人發展

為提高服務質素及維持員工的競爭力，我們向僱員提供有關向租戶及訪客提供優質服務的培訓，應付業務需要。此外，我們鼓勵僱員持續進修，以提升自我或發展事業。

新入職員工須參加強制性新入職培訓，以熟悉我們的企業文化及了解他們職務的職責所在及所需技能。僱員獲提供在職培訓，以增強其工作相關技術並鞏固行業知識。

我們的教育培訓資助計劃支持僱員持續進修及接受技能培訓，參加合資格課程並獲得滿意成績的僱員符合資格申請高達100%學費報銷的資助。計劃涵蓋與僱員職責相關的高等教育課程，該等課程包括與員工的職責相關，並由本地教育機構開辦的高等教育課程。外部培訓課程使僱員能夠提升專業及發揮最大的潛能，讓其於本集團內的事業能全面發展。

為使我們的業務需要及僱員的利益達成一致，我們定期提供因應個別僱員及特定行業度身訂造的培訓。培訓主題融合各個業務分類的工作，使僱員具備管理複雜業務場景所需的技能及知識。

我們其中一個主要業務分類 – 樓宇及物業管理非常依賴專門知識及實際技能，甚至超出專業資格所需。因此，我們根據不同情況定期提供專門培訓，主題涵蓋職業健康與安全以至客戶服務。除接受特定專業培訓外，辦公室僱員須遵守年度培訓計劃，而前線僱員須出席定期實地培訓，並獲記錄出席率。

EMPLOYMENT (Cont'd)

僱傭(續)

C. Career and Personal Development (Cont'd)

C. 職業與個人發展(續)

Development and training data of Building Management Department of the Group in 2020 are as follows:

以下為本集團物業管理部於二零二零年的發展及培訓數據：

Percentage of Employees Received Training by Gender 按性別劃分的受訓僱員百分比	
Male 男性	6.69%
Female 女性	16.32%
Percentage of Employees Received Training by Employment Type 按僱傭類別劃分的受訓僱員百分比	
Senior Management or Above 高級管理層或以上	0%
Manager or Assistant Manager 經理或助理經理	10.53%
Senior Supervisor or Below 高級主任或以下	11.25%
Average Training Hours Per Trained Employee by Gender 按性別劃分的每名受訓僱員平均受訓時數	
Male 男性	1.29 Hours 小時
Female 女性	1.44 Hours 小時
Average Training Hours Per Trained Employee by Employment Type 按僱傭類別劃分的每名受訓僱員平均受訓時數	
Senior Management or Above 高級管理層或以上	0 Hour 小時
Manager or Assistant Manager 經理或助理經理	1.38 Hours 小時
Senior Supervisor or Below 高級主任或以下	1.38 Hours 小時

COMMUNITY

Chinese Estates is dedicated to creating values for society while striving for company growth. We are keen to engage in various charitable activities, donation and sponsorship events to show our love and care to the society. Our Community Investment Policy demonstrates our commitment to making a positive social impact through integrating the community development plan with business operations. Besides, the Policy summaries the focus areas for our community programmes, namely environmental protection and conservation and youth and children development. We strive to nurture a culture of social responsibility through partnership with NGOs in organizing community activities to promote a caring culture in the society. Our employees are welcomed to join the Chinese Estates Volunteer Team to interact with people from different sectors of the community and help the people in need. We believe that the business-community partnership will provide long-term benefits to the society and foster a friendly and caring culture in the company.

We also encourage our employees to give back to the society by joining different volunteer and charitable activities. During the reporting year, we participated in 6 charitable activities, contributing to a total of 166 volunteering hours. For instance, we have been participating in the “Life Buddies” Mentoring Scheme for the fourth consecutive year to provide mentorship support to the youth. This year, 10 staff joined to be the mentors and accompanied the youth to gain different life exposures and to explore potential career paths by participating in academic and career development workshops.

List of charitable activities we have participated as follows:

Organisation 組織	Charitable Activities 慈善活動
Commission On Poverty 扶貧委員會	“Life Buddies” Mentoring Scheme 2019/20 「友•導向」師友計劃2019/20
Hong Kong Federation of Handicapped Youth 香港傷殘青年協會	Joy Charity Walk • Inclusion • 50th Anniversary 「健障行」• 同心共融 • 五十載
Agency for Volunteer Service 義務工作發展局	Caring Start-at-Home Campaign 「在家行義同心抗疫」關懷行動

With the consideration beyond financial return, Chinese Estates integrates community investment into business operation. We leverage our resources to support the local community by offering shopping mall spaces that are under our management to different organizations for hosting exhibitions, charity sales and publicity events.

社區

華人置業力求公司增長同時，致力為社會創造價值。我們積極參與多項慈善活動、捐款及贊助活動，展示我們對社會的關愛。我們的社區投資政策展現我們致力透過將社區發展計劃與業務營運相結合，為社會帶來正面影響的決心。此外，該政策概述我們社區計劃的重點範疇，即環境保護及保育以及青少年及兒童發展。我們透過與非政府組織的夥伴關係，組織社區活動促進社會關懷文化，努力培養社會責任文化。華人置業的義工團隊亦歡迎僱員加入，與社區不同界別人士互動並幫助有需要的人士。我們相信業務 – 社區夥伴關係將為社會帶來長遠好處，並於公司內形成友好及關愛的文化。

我們亦鼓勵僱員透過參與不同的義工及慈善活動回饋社會。於報告年內，我們參與6項慈善活動，義工服務時數共166小時。例如，我們連續第四年參與「友•導向」師友計劃，為青少年提供師友支援。本年度，10名員工加入成為導師，並陪同青少年接觸不同的生活，並透過參與學術及職業發展工作坊探索潛在的職業道路。

以下為我們參與的慈善活動：

華人置業不只考慮財務回報，亦將社會投資融入業務運作。我們利用資源支援本地社區，旗下管理的商場向不同機構提供空間舉辦展覽、慈善義賣及公開活動。

REASONS OF NOT REPORT CERTAIN “COMPLY OR EXPLAIN” PROVISIONS OF THE GUIDE

未就指引中若干「不遵守就解釋」條文作匯報之原因

“Comply or explain” Provisions

「不遵守就解釋」條文

Reasons

原因

A. Environmental

A. 環境

Aspect A1: Emissions

層面A1：排放物

Key Performance Indicator (“KPI”) A1.1

關鍵績效指標
（「關鍵績效指標」）
A1.1

The types of emissions and respective emissions data. 排放物種類及相關排放數據。

During the reporting period, there was no significant emission of NO_x, SO_x and other pollutants in our operations.

於報告期內，我們在營運時並無大量排放氮氧化物、硫氧化物及其他污染物。

KPI A1.3
關鍵績效指標A1.3

Total hazardous waste produced (in tonnes) and, where appropriate, intensity. 所產生有害廢棄物總量(以噸計算)及(如適用)密度。

During the reporting period, there was no significant production of hazardous waste in our operations. 於報告期內，我們在營運時並無產生大量有害廢棄物。

Aspect A2: Use of Resources

層面A2：資源使用

KPI A2.4
關鍵績效指標A2.4

Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。

During the reporting period, there was no issue in sourcing water for our operations.

於報告期內，我們在營運時並無求取水源方面的問題。

KPI A2.5
關鍵績效指標A2.5

Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。

The issue of packaging materials is considered not significant in our operations.

包裝材料對我們的營運而言並不重大。

Aspect A3: The Environment and Natural Resources

層面A3：環境及天然資源

KPI A3.1
關鍵績效指標A3.1

Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。

During the reporting period, there was no significant impacts of activities on the environment and natural resources.

於報告期內，並無業務活動對環境及天然資源造成重大影響。

B. Social

B. 社會

Aspect B4: Labour Standards

層面B4：勞工準則

KPI B4.1
關鍵績效指標B4.1

Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。

The issue of child and forced labour is considered not significant in our operations.

童工及強制勞工問題對我們的營運而言並不重大。

KPI B4.2
關鍵績效指標B4.2

Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。

During the reporting period, there was no non-compliance case regarding child and forced labour.

於報告期內，並無有關童工及強制勞工的不遵守個案。

Aspect B6: Product Responsibility

層面B6：產品責任

KPI B6.1
關鍵績效指標B6.1

Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。

During the reporting year, no products sold or shipped subject to recalls for safety and health reasons.

於報告年內，並無已售或已運送產品因安全及健康理由而須回收。



國衛會計師事務所有限公司
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Central 置地廣場
Hong Kong 告羅士打大廈31樓

TO THE SHAREHOLDERS OF CHINESE ESTATES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

致CHINESE ESTATES HOLDINGS LIMITED股東

(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Chinese Estates Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 123 to 289, which comprise the consolidated statement of financial position as at 31 December 2020, the consolidated statement of 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 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of 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 Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

意見

吾等已審核第123頁至289頁所載Chinese Estates Holdings Limited(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零二零年十二月三十一日之綜合財務狀況報表、截至該日止年度之綜合全面收益報表、綜合股本權益變動表及綜合現金流量表，以及綜合財務報表附註，其中包括主要會計政策概要。

吾等認為，根據香港會計師公會(「香港會計師公會」)頒布之香港財務報告準則(「香港財務報告準則」)，綜合財務報表真實且公平地反映 貴集團於二零二零年十二月三十一日之綜合財務狀況以及 貴集團截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露要求妥為編製。

意見之基礎

吾等已根據香港會計師公會頒布之香港審計準則(「香港審計準則」)進行審計工作。吾等在該等準則下承擔之責任已在本報告「核數師就審計綜合財務報表承擔之責任」部分中作進一步闡述。根據香港會計師公會頒布之專業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已履行守則中之其他專業道德責任。吾等相信，就提出審計意見而言，吾等所獲審計憑證屬充分及恰當。

關鍵審計事項

關鍵審計事項乃根據吾等之專業判斷，對本期間綜合財務報表之審計最為重要之事項。該等事項乃於吾等審計整體綜合財務報表及提出意見時進行處理，吾等不會對該等事項提供單獨意見。

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項(續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p>Preparation of the consolidated financial statements on a going concern basis</p> <p>Refer to Note 3 to the consolidated financial statements</p> <p>As at 31 December 2020, the Group's current liabilities exceeded its current assets by approximately HK\$1,508,939,000.</p> <p>To support the going concern basis in preparing the consolidated financial statements, management of the Group has prepared a cash flow projections of the Group covering a period of not less than twelve months from 31 December 2020 and concluded that there would be sufficient funds from the Group's existing cash resources, available facilities from banks and a director and cash flows to be generated from its operations to finance its future operations and enable it to meet its financial obligations as and when they fall due in the next twelve months from 31 December 2020.</p> <p>The cash flow projections involved key assumptions such as revenue growth, gross profit margin, planned capital expenditures, and availability of facilities to the Group.</p>	<p>Our procedures in relation to the preparation of the consolidated financial statements on a going concern basis included, but were not limited to:</p> <ul style="list-style-type: none"> – assessing the appropriateness of the key assumptions in the cash flow projections, including revenue growth, gross profit margin and planned capital expenditures by referencing to actual historical performance of the Group and making reference to the Group's future development plan, and testing the mathematical accuracy of the projections; – confirming the cash resources and available facilities from banks and the director as at year end by circularisation of confirmations and assessing the probability of banking facilities renewal during the projection period by examining historical records of renewal pattern, and reviewing management assessment on the present and forecast status of compliance with restrictive loan covenants, where relevant; and 	<p>於二零二零年十二月三十一日 貴集團之流動負債超逾其流動資產約1,508,939,000港元。</p> <p>為支持編製綜合財務報表之持續經營基準，貴集團管理層已編製 貴集團之現金流量預測，涵蓋自二零二零年十二月三十一日起不少於十二個月之期間，並總結出 貴集團利用現有現金資源、可動用銀行信貸額及董事貸款額以及經營業務所產生之現金流量，將有足夠資金支持未來營運並使其可履行自二零二零年十二月三十一日起十二個月內到期之財務責任。</p> <p>該等現金流量預測涉及關鍵假設，如收入增長、毛利率、已計劃之資本開支，以及 貴集團信貸額之可動用程度。</p>	<p>按持續經營基準編製綜合財務報表</p> <p>請參閱綜合財務報表附註3</p> <p>吾等就按持續經營基準編製綜合財務報表所採取之程序包括但不限於：</p> <ul style="list-style-type: none"> – 參考 貴集團之實際過往表現及與 貴集團之未來發展計劃對照，評估該等現金流量預測內關鍵假設之恰當性，包括收入增長、毛利率及已計劃之資本開支，以及測試有關預測之計算準確性； – 通過取得確認書確認於年末之現金資源以及可動用之銀行信貸額及董事貸款額，並透過審視過往銀行信貸額之續期模式記錄評估於預測期間銀行信貸額續期之可能性，並在相關情況下，亦審閱管理層就現時及預測遵守限制性貸款契約狀況之評估；及

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項(續)

Key audit matter

How our audit addressed the key audit matter

關鍵審計事項

審計中如何處理
關鍵審計事項**Preparation of the consolidated financial statements on a going concern basis (Cont'd)**

按持續經營基準編製綜合財務報表(續)

Refer to Note 3 to the consolidated financial statements (Cont'd)

請參閱綜合財務報表附註3(續)

Our procedures in relation to the preparation of the consolidated financial statements on a going concern basis included, but were not limited to: (Cont'd)

吾等就按持續經營基準編製綜合財務報表所採取之程序包括但不限於：(續)

- evaluating the sensitivity of the projected available cash by considering downside scenarios through applying reasonably plausible changes to the key assumptions, including revenue growth and gross profit margin. We have also considered the appropriateness of the relevant disclosures.

- 通過就關鍵假設(包括收入增長及毛利率)運用合理可行之變動考慮下行情況，評估該等預測可動用現金之敏感度。吾等亦已考慮相關披露之恰當性。

We found the use of going concern basis of accounting to be supportable by the available evidence.

吾等認為使用持續經營會計基準得到證據支持。

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項(續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p>Valuation of investment properties <i>Refer to Notes 19 and 24 to the consolidated financial statements</i></p> <p>Management has estimated the fair value of the Group's investment properties to be approximately HK\$14,373,283,000 as at 31 December 2020 with a net loss on fair value changes for the year ended 31 December 2020 recorded in the consolidated statement of comprehensive income of approximately HK\$1,549,240,000. Independent external valuations were obtained in respect of all of the portfolio of the Group, also with the investment properties held by its associates and joint venture in order to support management's estimates.</p> <p>The valuations are dependent on certain key assumptions that require significant management judgment including reversionary yield and rental income from future reversion leases in light of current market conditions.</p>		<p>投資物業估值 <i>請參閱綜合財務報表附註19及24</i></p> <p>管理層估計，於二零二零年十二月三十一日，貴集團投資物業之公平值約為14,373,283,000港元，於截至二零二零年十二月三十一日止年度之綜合全面收益報表中錄得之公平值變動虧損淨額約為1,549,240,000港元。貴集團整個組合以及由聯營公司及合資公司持有之投資物業均已取得獨立外部估值，以支持管理層之估計。</p> <p>估值取決於若干關鍵假設，管理層須就此作出重大判斷，包括復歸回報率及基於現時市況對未來復歸租約所得租金收入之假設。</p>	
	<p>Our procedures in relation to management's valuation of investment properties included, but were not limited to:</p> <ul style="list-style-type: none"> – evaluating the independent external valuers' competence, capabilities and objectivity; – assessing the methodologies used and the appropriateness of the key assumptions and parameters based on our knowledge of the property industry and using our audit valuation experts; and – checking, on sample basis, the accuracy and relevance of the input data used. <p>We found the key assumptions were supported by the available evidence.</p>		<p>吾等就管理層對投資物業估值所採取之程序包括但不限於：</p> <ul style="list-style-type: none"> – 評估獨立外部估值師之資格、能力及客觀性； – 基於吾等對物業行業之認識及安排吾等之審計估值專家，評估所採用之方法以及關鍵假設及參數之恰當性；及 – 抽樣檢查所用數據之準確性及適切性。 <p>吾等認為關鍵假設得到證據支持。</p>

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項(續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p>Classification and fair value measurement on financial assets Refer to Notes 5(c), 27 and 28 to the consolidated financial statements</p>		<p>金融資產之分類及公平值計量 請參閱綜合財務報表附註5(c)、27及28</p>	
<p>As at 31 December 2020, the Group held equity securities with carrying amount of approximately HK\$14,407,220,000 which were irrevocably elected and designated as financial assets measured at fair value through other comprehensive income.</p>	<p>Our procedures over the classification of financial assets and fair value measurement of the Group's portfolio of the Unquoted Investments included, but were not limited to:</p> <ul style="list-style-type: none"> - assessing management's evaluation in relation to the classification of financial assets based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets; 	<p>於二零二零年十二月三十一日，貴集團持有股本證券之賬面值約為14,407,220,000港元已作出不可撤回之選擇並被指定為通過其他全面收益以反映公平值計量之金融資產。</p>	<p>吾等就金融資產之分類及貴集團無報價投資組合之公平值計量所採取之程序包括但不限於：</p> <ul style="list-style-type: none"> - 根據貴集團管理金融資產之業務模式，以及金融資產之合約現金流量特徵，評估管理層對金融資產分類之評價；
<p>As at 31 December 2020, the Group held unlisted equity securities (including limited partnership), structured products and club and corporate debentures with carrying amounts of approximately HK\$1,593,220,000, HK\$52,426,000 and HK\$57,774,000 respectively. These financial instruments do not have a quoted market price in an active market (the "Unquoted Investments"). They were classified as financial assets measured at fair value through other comprehensive income or financial assets measured at fair value through profit or loss and measured at fair value.</p>	<ul style="list-style-type: none"> - reviewing management's memorandum for the classification of financial assets and the irrevocable election to designate investment in equity instruments that would be measured subsequent changes in fair value in other comprehensive income; - enquiring the management including fund manager and assessing the methodologies used in fair value measurement and the appropriateness of the key assumptions and parameters based on our knowledge of the investment and using our audit valuation experts; - enquiring the management the assumptions around the sustainability of earnings based on the plans of the investee companies and whether these were achievable; 	<p>於二零二零年十二月三十一日，貴集團持有非上市股本證券(包括有限合夥企業)、結構性產品以及會籍及公司債券，彼等之賬面值分別約為1,593,220,000港元、52,426,000港元以及57,774,000港元。該等金融工具於活躍市場上並無市場報價(「無報價投資」)。無報價投資分類為通過其他全面收益以反映公平值計量之金融資產或通過損益以反映公平值計量之金融資產及按公平值計量。</p>	<ul style="list-style-type: none"> - 審閱管理層就有關金融資產分類及以不可撤回之選擇指定股本工具投資之備忘，該等投資隨後之公平值變動將於其他全面收益中計量； - 基於吾等對投資項目之認識及安排吾等之審計估值專家，向管理層(包括基金經理)查詢及評估公平值計量所用之方法以及關鍵假設及參數之恰當性； - 基於接受投資公司之計劃，以及計劃能否達成，向管理層查詢有關盈利可持續性之假設；

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項(續)

Key audit matter	How our audit addressed the key audit matter	關鍵審計事項	審計中如何處理 關鍵審計事項
<p>Classification and fair value measurement on financial assets (Cont'd)</p> <p>Refer to Notes 5(c), 27 and 28 to the consolidated financial statements (Cont'd)</p>		<p>金融資產之分類及公平值計量(續)</p>	<p>請參閱綜合財務報表附註5(c)、27及28(續)</p>
<p>The valuation of the Unquoted Investments is complex and requires the application of significant judgment by the management.</p>	<p>Our procedures over the classification of financial assets and fair value measurement of the Group's portfolio of the Unquoted Investments included, but were not limited to: (Cont'd)</p>	<p>就無報價投資進行估值乃非常複雜，且要求管理層應用重大判斷。</p>	<p>吾等就金融資產之分類及貴集團無報價投資組合之公平值計量所採取之程序包括但不限於：(續)</p>
<p>The Unquoted Investments are valued on a basis considered the most appropriate by the management and independent external valuers, depending on the nature of the underlying business which has been invested in.</p>	<ul style="list-style-type: none"> - obtaining management information including budgets and forecasts from the portfolio companies being valued and using these to corroborate the key inputs in the valuation model; - checking, on sample basis, the accuracy and relevance of the input data used such as comparing key underlying financial data inputs to external sources and investee companies' audited financial statements and management information as applicable; - obtaining market second hand prices independently and comparing them to the valuation model; - evaluating the independent external valuers' competence, capabilities and objectivity; and - checking the arithmetical accuracy on the valuation model. 	<p>無報價投資視乎投資相關業務之性質，以管理層及獨立外部估值師認為最為適當之基準進行估值。</p>	<ul style="list-style-type: none"> - 索取進行估值之組合公司之管理資料，包括預算及預測，據此證實估值模式中之關鍵數據； - 抽樣檢查所用數據之準確性及適切性，例如比較關鍵相關財務數據與外界資料，以及比較接受投資公司之經審核財務報表與管理資料(如適用)； - 獨立取得市場二手價格，並與估值模式比較； - 評估獨立外部估值師之資格、能力及客觀性；及 - 檢查估值模式之算術準確性。
	<p>We considered management's classification and fair value measurement on financial assets were supported by the available evidence.</p>		<p>吾等認為管理層對金融資產之分類及公平值計量得到證據支持。</p>

OTHER INFORMATION IN THE ANNUAL REPORT 年報內之其他信息

The directors are responsible for the other information. The other information comprises all the information included in the Group's 2020 annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

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

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

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee are responsible for overseeing the Group's financial reporting process.

董事須對其他信息負責。其他信息包括 貴集團二零二零年年報內之所有信息，惟不包括綜合財務報表及吾等之核數師報告（「其他信息」）。

吾等對綜合財務報表之意見並不涵蓋其他信息。吾等亦不對該等其他信息發表任何形式之保證結論。

結合吾等對綜合財務報表之審計，吾等之責任乃閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或吾等在審計過程中了解之情況存在重大抵觸或似乎存在重大錯誤陳述之情況。基於吾等已執行之工作，倘吾等認為其他信息出現重大錯誤陳述，吾等需要報告該事實。就此方面而言，吾等並無任何報告。

董事及審核委員會就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒布之香港財務報告準則及按照香港公司條例之披露要求編製真實且公平地列報之綜合財務報表，董事須對其認為為使綜合財務報表之編製不存在由於欺詐或錯誤而導致重大錯誤陳述所需的內部監控負責。

在編製綜合財務報表時，董事須負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際之替代方案。

審核委員會須負責監督 貴集團之財務報告過程。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of Bermuda Companies Act 1981, 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.

核數師就審計綜合財務報表承擔之責任

吾等之目標就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理之保證，並作出包括吾等意見之核數師報告。吾等載於本報告之意見謹按照百慕達一九八一年公司法第90條而僅向閣下編製，並不作其他用途。吾等不會就本報告內容而向任何其他人士負責或承擔責任。合理之保證是高水平之保證，但不能保證按照香港審計準則進行之審計，總能發現某一重大錯誤陳述存在。錯誤陳述可以由欺詐或錯誤引起，倘能合理地預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

在根據香港審計準則進行審計之過程中，吾等運用了專業判斷，保持了專業懷疑之態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險、設計及執行審計程序以應對該等風險，以及獲得充足和適當之審計憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致重大錯誤陳述之風險。
- 了解與審計相關之內部監控，以設計適當之審計程序，但目的並非對貴集團之內部監控之有效性發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計及相關披露之合理性。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also: (Cont'd)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

核數師就審計綜合財務報表承擔之責任(續)

在根據香港審計準則進行審計之過程中，吾等運用了專業判斷，保持了專業懷疑之態度。吾等亦：

- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對貴集團之持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露，倘有關之披露不足，則吾等應當發表非無保留意見。吾等之結論是基於核數師報告日止所取得之審計憑證。然而，未來事項或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表之整體呈列方式、結構和內容，包括披露，以及綜合財務報表是否公平地反映相關交易及事項。
- 就貴集團內實體或業務活動之財務信息獲得充足及恰當之審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計之方向、監督及執行。吾等為審計意見承擔全部責任。

除其他事項外，吾等與審核委員會溝通了審計之計劃範圍及時間安排以及重大審計發現等，包括吾等在審計中識別出內部監控之任何重大缺陷。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性之相關道德要求，並與他們溝通有可能合理地被認為會影響吾等獨立性之所有關係和其他事項，以及在適用之情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

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

The engagement director on the audit resulting in this independent auditors' report is Ng Ka Wah.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Ng Ka Wah

Practising Certificate Number: P06417

Hong Kong, 8 March 2021

核數師就審計綜合財務報表承擔 之責任(續)

從與審核委員會溝通之事項中，吾等確定哪些事項對本期間之本綜合財務報表之審計最為重要，因而構成關鍵審計事項。吾等在核數師報告中描述此等事項，除非法律或法規不允許公開披露此等事項，或在極端罕見之情況下，倘合理預期在吾等報告中溝通某事項造成之負面後果超過產生之公眾利益，吾等決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目董事乃吳家華。

國衛會計師事務所有限公司

香港執業會計師

吳家華

執業證書編號：P06417

香港，二零二一年三月八日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益報表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元 (restated) (重列)
Revenue	收入			
Dividend income	股息收入	7	1,973,156	–
Interest income	利息收入	7	596,092	715,857
Others	其他	7	472,216	594,095
Total revenue	收入總額	7	3,041,464	1,309,952
Cost of goods and services provided	提供貨品及服務之成本		(79,938)	(43,497)
Gross profit	毛利		2,961,526	1,266,455
Other income	其他收入	9	281,268	20,763
Investment (expenses) income, net	投資(開支)收入淨額	10	(427,829)	1,169,820
Administrative expenses	行政開支		(320,600)	(269,516)
Gain (loss) on disposals of equipment, net	出售設備之收益(虧損)淨額		6,299	(173)
Fair value changes on investment properties	投資物業之公平值變動		(1,549,240)	(742,659)
Finance costs	財務費用	11	(215,559)	(370,185)
Other gains and losses	其他收益及虧損	12	(4,860)	(12,341)
Impairment loss of goodwill	商譽之減值虧損	23	–	(322,938)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績		(38,459)	209,684
Profit before tax	除稅前溢利		692,546	948,910
Income tax expense	所得稅開支	13	(70,282)	(157,258)
Profit for the year	本年度溢利	14	622,264	791,652
Other comprehensive expenses	其他全面支出			
Items that will not be reclassified to profit or loss	不會重新分類至損益之項目			
Gains and losses on investments in equity instruments measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之股本工具投資之收益及虧損		(5,763,244)	(1,187,045)
Share of other comprehensive expenses of investments accounted for using the equity method	攤佔以權益法入賬投資之其他全面支出		(93)	(38)
			(5,763,337)	(1,187,083)
Items that may be reclassified subsequently to profit or loss	隨後可能重新分類至損益之項目			
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額		152,262	106,977
Share of other comprehensive income (expenses) of investments accounted for using the equity method	攤佔以權益法入賬投資之其他全面收益(支出)		10,225	(4,344)
Reclassification adjustment related to dissolution of foreign operations	有關境外業務解散之重新分類調整		–	10,678
			162,487	113,311
Other comprehensive expenses for the year (net of tax)	本年度其他全面支出(除稅後)		(5,600,850)	(1,073,772)
Total comprehensive expenses for the year	本年度全面支出總額		(4,978,586)	(282,120)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益報表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元 (restated) (重列)
Profit for the year attributable to:	應佔本年度溢利：			
Owners of the Company	本公司擁有人		622,233	790,167
Non-controlling interests	非控股權益		31	1,485
			622,264	791,652
Total comprehensive expenses for the year attributable to:	應佔本年度全面支出總額：			
Owners of the Company	本公司擁有人		(4,978,617)	(283,605)
Non-controlling interests	非控股權益		31	1,485
			(4,978,586)	(282,120)
Earnings per share (HK\$)	每股盈利(港元)	18		
Basic and diluted	基本及攤薄		0.326	0.414

The accompanying notes form an integral part of these consolidated financial statements. 綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

At 31 December 2020 於二零二零年十二月三十一日

		Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Non-current assets	非流動資產			
Investment properties	投資物業	19	14,373,283	14,759,507
Property, plant and equipment	物業、廠房及設備	20	169,262	45,524
Right-of-use assets	使用權資產	21(a)	126,215	136,899
Intangible assets	無形資產	22	–	–
Investments accounted for using the equity method	以權益法入賬之投資	24	2,199,510	2,433,328
Advances to associates	墊付聯營公司款項	25	48,463	48,111
Advance to a joint venture	墊付一間合資公司款項	26	–	158,818
Financial assets measured at fair value through profit or loss	通過損益以反映 公平值計量之金融資產	27	1,629,070	1,670,271
Financial assets measured at fair value through other comprehensive income	通過其他全面收益以反映 公平值計量之金融資產	28	14,407,220	20,182,543
Advances to investee companies	墊付接受投資公司款項	29	100,737	105,902
Deferred tax assets	遞延稅項資產	30	11,272	1,592
Pledged deposits	抵押存款	31(a)	81,974	100,002
Prepayments	預付款項	32	50,380	15,388
			33,197,386	39,657,885
Current assets	流動資產			
Stock of properties	物業存貨	33	232,938	224,380
Financial assets measured at fair value through profit or loss	通過損益以反映 公平值計量之金融資產	27	1,921,466	7,368,082
Inventories	存貨	34	4,964	2,328
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項 及預付款項	32	250,152	301,181
Securities trading receivables and deposits	應收證券交易賬項及存款	31(b)	27,055	16,961
Tax recoverable	可收回稅款		2,344	1,432
Pledged deposits	抵押存款	31(a)	178,532	174,221
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	31(c)	1,654,542	565,319
			4,271,993	8,653,904

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況報表

At 31 December 2020 於二零二零年十二月三十一日

		Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Current liabilities	流動負債			
Creditors and accruals	應付賬項及應計款項	35	158,469	151,010
Securities trading and margin payable	應付證券交易賬項及保證金		38,883	11,246
Deposits and receipts in advance	按金及預收款項		167,623	218,235
Lease liabilities	租賃負債	21(b)	67,300	47,929
Tax liabilities	稅項負債		36,110	117,700
Borrowings	借貸	36	5,312,436	9,240,299
Derivative financial instrument	衍生金融工具	37	111	6,060
			5,780,932	9,792,479
Net current liabilities	流動負債淨值		(1,508,939)	(1,138,575)
Total assets less current liabilities	資產總額減流動負債		31,688,447	38,519,310
Equity attributable to owners of the Company	本公司擁有人應佔股本權益			
Share capital	股本	38	190,762	190,762
Financial assets measured at fair value through other comprehensive income reserve	通過其他全面收益以反映公平值計量之金融資產之儲備		65,461	5,829,284
Contribution reserve	注資儲備		206,627	–
Statutory reserve	法定儲備		668	668
Special reserve	特別儲備		2,499,685	2,499,685
Capital redemption reserve	資本贖回儲備		138,062	138,062
Translation reserve	匯兌儲備		(317,410)	(479,897)
Retained profits	保留溢利			
– proposed final dividend	– 擬派末期股息		19,076	19,076
– others	– 其他		25,955,852	25,371,285
			28,758,783	33,568,925
Non-controlling interests	非控股權益		21,467	21,436
Total equity	股本權益總額		28,780,250	33,590,361

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況報表

At 31 December 2020 於二零二零年十二月三十一日

		Notes	2020	2019
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current liabilities	非流動負債			
Borrowings	借貸	36	1,951,396	4,201,960
Amounts due to associates	欠負聯營公司款項	39	260,344	212,419
Amounts due to investee companies	欠負接受投資公司款項	39	581,898	368,563
Amounts due to non-controlling shareholders	欠負非控股股東款項	39	275	333
Lease liabilities	租賃負債	21(b)	57,890	84,125
Deferred tax liabilities	遞延稅項負債	30	56,394	61,549
			2,908,197	4,928,949
			31,688,447	38,519,310

Approved and authorised for issue by the board of Directors on 8 March 2021 and signed on its behalf by:

已獲董事會於二零二一年三月八日批准及授權發布，並由下列董事代表董事會簽署：

Chan, Hoi-wan

Director

陳凱韻

董事

Lam, Kwong-wai

Director

林光蔚

董事

The accompanying notes form an integral part of these consolidated financial statements.

綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合股本權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to owners of the Company		
		本公司擁有人應佔股本權益		
		Financial assets measured at fair value through other comprehensive income reserve		
		通過其他全面收益以反映公平值計量之金融資產之儲備		
		Share capital	comprehensive income reserve	Contribution reserve
		股本	之金融資產之儲備	注資儲備
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
			(note (i))	(note (ii))
			(附註(i))	(附註(ii))
At 1 January 2019	於二零一九年一月一日	190,762	7,016,367	–
Profit for the year	本年度溢利	–	–	–
Gains and losses on investments in equity instruments measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之股本工具投資之收益及虧損			
– Listed equity investments	– 上市股本投資	–	(1,590,629)	–
– Unlisted investments	– 非上市投資	–	403,584	–
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額	–	–	–
Reclassification adjustment related to dissolution of foreign operations	有關境外業務解散之重新分類調整	–	–	–
Share of other comprehensive expenses of investments accounted for using the equity method	攤佔以權益法入賬投資之其他全面支出	–	(38)	–
Total comprehensive expenses for the year	本年度全面支出總額	–	(1,187,083)	–
Dividends paid to non-controlling shareholders	已付非控股股東股息	–	–	–
Interim dividend for 2019 paid	已付二零一九年中期股息	–	–	–
Final dividend for 2018 paid	已付二零一八年末期股息	–	–	–
At 31 December 2019	於二零一九年十二月三十一日	190,762	5,829,284	–

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

Attributable to owners of the Company

本公司擁有人應佔股本權益

Statutory reserve	Special reserve	Capital redemption reserve	Translation reserve	Retained profits	Total	Non-controlling interests	Total equity
法定儲備	特別儲備	資本贖回儲備	匯兌儲備	保留溢利	總額	非控股權益	股本權益總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
(note (iii))	(note (iv))						
(附註(iii))	(附註(iv))						
668	2,499,685	138,062	(593,208)	24,810,032	34,062,368	81,201	34,143,569
-	-	-	-	790,167	790,167	1,485	791,652
-	-	-	-	-	(1,590,629)	-	(1,590,629)
-	-	-	-	-	403,584	-	403,584
-	-	-	106,977	-	106,977	-	106,977
-	-	-	10,678	-	10,678	-	10,678
-	-	-	(4,344)	-	(4,382)	-	(4,382)
-	-	-	113,311	790,167	(283,605)	1,485	(282,120)
-	-	-	-	-	-	(61,250)	(61,250)
-	-	-	-	(19,076)	(19,076)	-	(19,076)
-	-	-	-	(190,762)	(190,762)	-	(190,762)
668	2,499,685	138,062	(479,897)	25,390,361	33,568,925	21,436	33,590,361

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔股本權益		
		Financial assets measured at fair value through other comprehensive income reserve 通過其他全面收益 以反映公平值計量 之金融資產之儲備		Contribution reserve 注資儲備
		Share capital 股本		
		HK\$'000 千港元	HK\$'000 千港元 (note (i)) (附註(i))	HK\$'000 千港元 (note (ii)) (附註(ii))
At 1 January 2020	於二零二零年一月一日	190,762	5,829,284	-
Profit for the year	本年度溢利	-	-	-
Gains and losses on investments in equity instruments measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之股本工具投資之收益及虧損			
- Listed equity investments	- 上市股本投資	-	(5,761,885)	-
- Unlisted investments	- 非上市投資	-	(1,359)	-
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額	-	-	-
Share of other comprehensive income of investments accounted for using the equity method	攤佔以權益法入賬投資之其他全面收益	-	(93)	-
Total comprehensive expenses for the year	本年度全面支出總額	-	(5,763,337)	-
Transfer of reserve upon disposal of the investment in an equity instrument measured at fair value through other comprehensive income	於出售通過其他全面收益以反映公平值計量之股本工具投資時轉撥之儲備	-	(486)	-
Disposals of debt securities	出售債務證券	-	-	206,627
Interim dividend for 2020 paid	已付二零二零年中期股息	-	-	-
Final dividend for 2019 paid	已付二零一九年末期股息	-	-	-
At 31 December 2020	於二零二零年十二月三十一日	190,762	65,461	206,627

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

Attributable to owners of the Company

本公司擁有人應佔股本權益

Statutory reserve	Special reserve	Capital redemption reserve	Translation reserve	Retained profits	Total	Non-controlling interests	Total equity
法定儲備	特別儲備	資本贖回儲備	匯兌儲備	保留溢利	總額	非控股權益	股本權益總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
(note (iii))	(note (iv))						
(附註(iii))	(附註(iv))						
668	2,499,685	138,062	(479,897)	25,390,361	33,568,925	21,436	33,590,361
-	-	-	-	622,233	622,233	31	622,264
-	-	-	-	-	(5,761,885)	-	(5,761,885)
-	-	-	-	-	(1,359)	-	(1,359)
-	-	-	152,262	-	152,262	-	152,262
-	-	-	10,225	-	10,132	-	10,132
-	-	-	162,487	622,233	(4,978,617)	31	(4,978,586)
-	-	-	-	486	-	-	-
-	-	-	-	-	206,627	-	206,627
-	-	-	-	(19,076)	(19,076)	-	(19,076)
-	-	-	-	(19,076)	(19,076)	-	(19,076)
668	2,499,685	138,062	(317,410)	25,974,928	28,758,783	21,467	28,780,250

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

Notes:

- (i) The cumulative amount of the loss on listed equity investment(s) classified as financial assets measured at fair value through other comprehensive income (“FVTOCI”) was approximately HK\$781,957,000 as at 31 December 2020 (2019: gain of HK\$4,980,414,000).

During the year ended 31 December 2020, the unrealised loss on fair value change from holding shares of China Evergrande Group (stock code: 3333) (“Evergrande Shares”) of HK\$5,762,000,000 (2019: HK\$1,591,000,000) was recorded in financial assets measured at FVTOCI reserve. The gain of another listed equity investment measured at FVTOCI including realised gain of approximately HK\$120,000 (2019: nil) and the transaction costs of the disposal of approximately HK\$5,000 (2019: nil) was recorded in the financial assets measured at FVTOCI reserve. Upon completion of the disposal, the cumulative fair value gain and the transaction costs in the financial assets measured at FVTOCI reserve that related to the disposal amounted to approximately HK\$486,000 was transferred to retained profits.

- (ii) The excess amount paid by Ms. Chan, Hoi-wan, who is a trustee of substantial shareholders of the Company (“Trustee of Substantial Shareholders”), as the purchaser in relation to the disposal of debt securities (details are set out in Note 27(i)), at the consideration of 100% of principal amount over the prevailing market bid price of the debt securities disposed of was directly recognised in the reserve as it is deemed as the contribution from the Company’s equity participant.
- (iii) The statutory reserve of the Company and its subsidiaries (“Group”) refers to the People’s Republic of China (“PRC”) statutory reserve fund. Appropriations to such reserve fund are made out of profit after tax as recorded in the statutory financial statements of the PRC subsidiaries. The amount should not be less than 10% of the profit after tax as recorded in the statutory financial statements unless the aggregate amount exceeds 50% of the registered capital of the PRC subsidiaries. The statutory reserve can be used to make up prior year losses, if any, and can be applied in conversion into the PRC subsidiaries’ capital by means of capitalisation issue.
- (iv) Special reserve represented the difference arising from the aggregate of the share capital and premium amount of the former holding company and the Company upon redomicile of the holding company as a Bermuda Company in 1989 and is non-distributable.

The accompanying notes form an integral part of these consolidated financial statements.

附註：

- (i) 於二零二零年十二月三十一日，上市股本投資分類為通過其他全面收益以反映公平值（「通過其他全面收益以反映公平值」）計量之金融資產之累計虧損金額約為781,957,000港元（二零一九年：收益4,980,414,000港元）。

於截至二零二零年十二月三十一日止年度內，通過其他全面收益以反映公平值計量之金融資產之儲備中錄得來自持有中國恆大集團（股份代號：3333）股份（「恆大股份」）之公平值變動之未變現虧損5,762,000,000港元（二零一九年：1,591,000,000港元）。通過其他全面收益以反映公平值計量之金融資產之儲備中錄得來自另一項通過其他全面收益以反映公平值計量之上市股本投資之收益包括已變現收益約120,000港元（二零一九年：無）及出售之交易成本約5,000港元（二零一九年：無）。於完成出售時，通過其他全面收益以反映公平值計量之金融資產之儲備中有關出售之累計公平值收益及交易成本金額約486,000港元已轉撥至保留溢利。

- (ii) 出售債務證券之代價由陳凱韻女士（本公司之主要股東之信託人（「主要股東之信託人」）（作為有關出售債務證券之買方（詳情載列於附註27(i)）以本金金額之100%支付而超出現行市場買入價之額外金額直接於儲備內確認，而該額外金額被視作為本公司權益參與者之注資金額。
- (iii) 本公司及其附屬公司（「本集團」）之法定儲備指中華人民共和國（「中國」）法定儲備基金。向該儲備基金作出之撥款乃撥自中國附屬公司法定財務報表所錄得之除稅後溢利。除非所撥金額之總額超過中國附屬公司註冊資本之50%，否則該金額不得低於法定財務報表所錄得之除稅後溢利之10%。法定儲備乃於填補過往年度虧損（如有）後作出，並可透過資本化發行應用以兌換為中國附屬公司之資本。
- (iv) 特別儲備乃指前控股公司與本公司於一九八九年遷冊該控股公司為百慕達公司時之股本及溢價賬總額產生之差額及為不可分配。

綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元 (restated) (重列)
Operating activities	經營業務		
Profit before tax	除稅前溢利	692,546	948,910
Adjustments for:	因下列事項之調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	25,624	7,384
Depreciation of right-of-use assets	使用權資產折舊	62,564	19,680
Interest expenses	利息開支	188,332	376,856
Interest income from other financial assets	其他金融資產之利息收入	(6,705)	(8,648)
Allowance for credit losses recognised in respect of trade receivables	就應收貿易賬項確認之信貸虧損撥備	2,852	–
Reversal of allowance for credit losses in respect of trade receivables	就應收貿易賬項撥回之信貸虧損撥備	(29)	(43)
Write-off of trade receivables	就應收貿易賬項之撇銷	–	16
Write-off of other receivable	就其他應收賬項之撇銷	–	18
Unrealised gain arising from change in fair value of bonds	債券之公平值變動而產生之未變現收益	(14,912)	(978,452)
Unrealised loss arising from change in fair value of structured products	結構性產品之公平值變動而產生之未變現虧損	1,897	–
Unrealised loss arising from change in fair value of investments held-for-trading	持作買賣之投資之公平值變動而產生之未變現虧損	12,678	–
Unrealised loss arising from change in fair value of club and corporate debentures	會籍及公司債券之公平值變動而產生之未變現虧損	1,646	13,090
Realised gain arising from change in fair value of financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產之公平值變動而產生之已變現收益	(7,345)	(30,024)
Unrealised loss arising from change in fair value of derivative financial instrument	衍生金融工具之公平值變動而產生之未變現虧損	111	6,060
(Gain) loss on disposals of equipment, net	出售設備之(收益)虧損淨額	(6,299)	173
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績	38,459	(209,684)
Allowance for credit losses recognised in respect of advances to associates	就墊付聯營公司款項確認之信貸虧損撥備	56	982
Reversal of allowance for credit losses in respect of advance to an associate	就墊付一間聯營公司款項撥回之信貸虧損撥備	(29)	–
Fair value changes on investment properties	投資物業之公平值變動	1,549,240	742,659
Overprovision of costs in respect of a development project, net	就一項發展項目之成本超額撥備淨額	(1,877)	(6,452)
Write-down of stock of properties	物業存貨之減值	4,831	681
Exchange loss (gain), net	匯兌虧損(收益)淨額	21,134	(13,080)
Impairment loss of goodwill	商譽之減值虧損	–	322,938
Loss on dissolution of subsidiaries	附屬公司解散之虧損	–	10,678
Write-off of creditors and accruals	就應付賬項及應計款項之撇銷	–	(135)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元 (restated) (重列)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	2,564,774	1,203,607
Increase in stock of properties	物業存貨增加	(411)	–
(Increase) decrease in inventories	存貨(增加)減少	(2,636)	859
Decrease in debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項減少	51,195	210,962
Decrease (increase) in financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產減少(增加)	5,432,083	(1,416,954)
(Increase) decrease in securities trading receivables and deposits	應收證券交易賬項及存款(增加)減少	(10,094)	5,536
Decrease in sales proceeds held by stakeholders	保管人所持銷售所得款項減少	–	32,341
Increase (decrease) in creditors and accruals	應付賬項及應計款項增加(減少)	6,250	(100,291)
Increase (decrease) in securities trading and margin payable	應付證券交易賬項及保證金增加(減少)	27,635	(11,049)
(Decrease) increase in deposits and receipts in advance	按金及預收款項(減少)增加	(52,677)	3,034
Decrease in derivative financial instrument	衍生金融工具減少	(6,060)	–
Cash generated from (used in) operating activities	來自(用於)經營業務之現金	8,010,059	(71,955)
Income tax paid, net	已付所得稅淨額	(170,770)	(78,305)
Net cash generated from (used in) operating activities	來自(用於)經營業務之現金淨額	7,839,289	(150,260)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元 (restated) (重列)
Investing activities	投資業務		
Dividends received from associates	已收聯營公司之股息	-	48,212
Interest received from other financial assets	已收其他金融資產之利息	7,333	6,706
Payments for investment properties	支付投資物業款項	(47,792)	(861)
Payments for purchases of equipment and leasehold improvement	支付購買設備及租賃物業裝修款項	(143,130)	(32,449)
Proceeds from disposals of equipment	出售設備所得款項	6,394	8
Advances to associates	墊付聯營公司之款項	(594)	(151)
Advances from associates	墊款自聯營公司之款項	47,964	40,800
Advance to a joint venture	墊付一間合資公司之款項	-	(4,600)
Advances to investee companies	墊付接受投資公司之款項	-	(155,787)
Advances/repayments from investee companies	墊款/償還自接受投資公司之款項	218,500	1,070,752
Decrease (increase) in pledged deposits	抵押存款之減少(增加)	5,972	(39,154)
Decrease (increase) in time deposits with maturity greater than three months	存款期多於三個月之定期存款減少(增加)	118,700	(44,959)
Payments for stock of properties	支付物業存貨款項	-	(886)
Net proceeds from disposals of financial assets measured at fair value through profit or loss	出售通過損益以反映公平值計量之金融資產之所得款項淨額	1,062,626	139,254
Net proceed from disposal of a financial asset measured at fair value through other comprehensive income	出售通過其他全面收益以反映公平值計量之金融資產之所得款項淨額	2,767	-
Purchases of financial assets measured at fair value through profit or loss	購買通過損益以反映公平值計量之金融資產	(1,000,856)	-
Purchase of a financial asset measured at fair value through other comprehensive income	購買通過其他全面收益以反映公平值計量之金融資產	-	(2,281)
Net cash outflow arising from acquisition of assets through acquisition of a subsidiary	就透過收購一間附屬公司收購資產時產生之現金流出淨額	(352,438)	-
Net return of capital contribution from a financial asset measured at fair value through other comprehensive income	來自通過其他全面收益以反映公平值計量之金融資產之歸還注資資本淨額	9,312	-
Net cash (used in) generated from investing activities	(用於)來自投資業務之現金淨額	(65,242)	1,024,604

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元 (restated) (重列)
Financing activities	融資業務		
Dividends paid	已付股息	(38,152)	(209,838)
Dividend paid to a non-controlling shareholder	已付一間非控股股東股息	–	(50,000)
Interest on bank borrowings and other borrowings paid	已付銀行借貸及其他借貸之利息	(196,651)	(374,926)
Payments for lease liabilities (including interest)	支付租賃負債(包括利息)	(56,106)	(11,600)
Bank borrowings and other borrowings raised	新增銀行借貸及其他借貸	5,735,541	7,172,415
Loans from a director raised	新增董事貸款	589,778	–
Repayments of bank borrowings and other borrowings	償還銀行借貸及其他借貸	(12,224,650)	(7,570,936)
Repayments of loans from a director	償還董事貸款	(589,549)	–
Repayment to a non-controlling shareholder	償還一間非控股股東之款項	–	(23,924)
Deemed contribution from an equity participant of the Company	被視作為本公司權益參與者之注資	206,627	–
Net cash used in financing activities	用於融資業務之現金淨額	(6,573,162)	(1,068,809)
Net increase (decrease) in cash and cash equivalents	現金及現金等值項目之增加(減少)淨額	1,200,885	(194,465)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目	413,190	605,872
Effect of foreign exchange rate changes	匯率變動之影響	4,833	1,783
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等值項目	1,618,908	413,190
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	1,654,542	565,319
Less: Time deposits with maturity greater than three months	減：存款期多於三個月之定期存款	(35,634)	(152,129)
		1,618,908	413,190

The accompanying notes form an integral part of these consolidated financial statements.

綜合財務報表附註乃綜合財務報表的一部分。

1. GENERAL INFORMATION

The Company is an exempted company incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). The addresses of the Company's registered office and principal office in Hong Kong are disclosed in the section head "Corporate Information" of this annual report. Details of the substantial shareholders of the Company are disclosed in the paragraph headed "Substantial Shareholders' Interests in the Securities of the Company" in the section headed "Directors' Report" of this annual report.

The consolidated financial statements are presented in Hong Kong dollar ("HK\$"), which is same as the functional currency of the Company and all amounts are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries and associates are set out in Notes 49 and 50 respectively.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

The accounting policies adopted in these consolidated financial statements for the year ended 31 December 2020 are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2019 except as described below.

1. 一般資料

本公司為一間於百慕達註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及香港主要辦事處之地址於本年報「公司資料」一節中予以披露。本公司主要股東之詳情於本年報「董事會報告書」一節中「主要股東於本公司之證券權益」一段內予以披露。

本綜合財務報表以港元（「港元」）呈列，港元亦為本公司之功能貨幣，且除另有說明外，所有數額均四捨五入至最接近之千位數（千港元）。

本公司之主要業務為投資控股，而其主要附屬公司及聯營公司之主要業務分別載列於附註49及50。

2. 應用新訂及對香港財務報告準則之修訂

除下述者外，截至二零二零年十二月三十一日止年度之綜合財務報表所採納之會計政策與編製本集團截至二零一九年十二月三十一日止年度之綜合財務報表所依循者一致。

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Cont'd)

In the current year, the Group has applied the Amendments to References to the Conceptual Framework for Financial Reporting in HKFRS Standards and the following amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (“Other Amendments”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of these consolidated financial statements:

HKFRS 3 (Amendments)	Definition of a Business
HKFRS 9, HKAS 39 and HKFRS 7 (Amendments)	Interest Rate Benchmark Reform
HKFRS 16 (Amendments)	Covid-19-Related Rent Concessions ¹
HKAS 1 and HKAS 8 (Amendments)	Definition of Material

¹ Effective for annual periods beginning on or after 1 June 2020 and early application is permitted

The application of the Amendments to References to the Conceptual Framework for Financial Reporting in HKFRS Standards and the Other Amendments had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及對香港財務報告準則之修訂(續)

於本年度，本集團已就編製本綜合財務報表首次應用由香港會計師公會(「香港會計師公會」)頒布之香港財務報告準則(「香港財務報告準則」)中引用財務報告概念框架之修訂及下列對香港財務報告準則之修訂(「其他修訂」)，有關修訂於二零二零年一月一日或之後開始之年度期間強制生效：

香港財務報告準則第3號 (修訂本)	業務之定義
香港財務報告準則第9號、 香港會計準則第39號及 香港財務報告準則第7號 (修訂本)	利率基準改革
香港財務報告準則第16號 (修訂本)	2019冠狀病毒病 相關之租金 優惠 ¹
香港會計準則第1號及 香港會計準則第8號 (修訂本)	重大之定義

¹ 於二零二零年六月一日或之後開始之年度期間生效且允許提早應用

應用香港財務報告準則中引用財務報告概念框架之修訂及其他修訂不會對本集團本年度及過往年度之財務狀況及表現及／或綜合財務報表所載之披露資料構成重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (Cont'd) 2. 應用新訂及對香港財務報告準則之修訂(續)

The Group has not early adopted the following new and amendments to HKFRSs (“new and amended HKFRSs”) that have been issued but are not yet effective.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2018-2020 ²
HKFRS 3 (Amendments)	Reference to the Conceptual Framework ²
HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 (Amendments)	Interest Rate Benchmark Reform – Phase 2 ¹
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
HKFRS 17	Insurance Contracts and the related amendments ³
HKAS 1 (Amendments)	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
HKAS 16 (Amendments)	Property, Plant and Equipment – Proceeds before Intended Use ²
HKAS 37 (Amendments)	Onerous Contracts – Cost of Fulfilling a Contract ²

¹ Effective for annual periods beginning on or after 1 January 2021

² Effective for annual periods beginning on or after 1 January 2022

³ Effective for annual periods beginning on or after 1 January 2023

⁴ Effective for annual periods beginning on or after a date to be determined

The directors of the Company (“Directors”) are in the process of assessing the potential impact of the new and amended HKFRSs but are not yet in a position to determine whether the new and amended HKFRSs will have a significant impact on how the Group’s performance and financial position are prepared and presented. The new and amended HKFRSs may result in changes in the future as to how the performance and financial position are prepared and presented.

本集團並未提早採納下列已頒布但仍未生效之新訂及對香港財務報告準則之修訂(「新訂及經修訂香港財務報告準則」)。

香港財務報告準則 (修訂本)	2018年至2020年頒布之香港財務報告準則年度改進 ²
香港財務報告準則第3號 (修訂本)	引用概念框架 ²
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號 (修訂本)	利率基準改革 – 第二階段 ¹
香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者與其聯營公司或合資公司之間的資產出售或注資 ⁴
香港財務報告準則第17號	保險合同及相關修訂 ³
香港會計準則第1號 (修訂本)	將負債分類為流動或非流動負債及對香港詮釋第5號(2020年)之相關修訂 ³
香港會計準則第16號 (修訂本)	物業、廠房及設備 – 達至擬定用途前之所得款項 ²
香港會計準則第37號 (修訂本)	繁重的合約 – 履約成本 ²

¹ 於二零二一年一月一日或之後開始之年度期間生效

² 於二零二二年一月一日或之後開始之年度期間生效

³ 於二零二三年一月一日或之後開始之年度期間生效

⁴ 尚待釐定之日期或之後開始之年度期間生效

本公司之董事(「董事」)現正評估該等新訂及經修訂香港財務報告準則之潛在影響，惟尚未釐定該等新訂及經修訂香港財務報告準則對本集團之表現及財務狀況之編製及呈列方式會否構成重大影響。該等新訂及經修訂香港財務報告準則或會導致日後表現及財務狀況之編製及呈列方式出現變動。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, these consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622).

As at 31 December 2020, the Group’s current liabilities exceeded its current assets by approximately HK\$1,508,939,000 (2019: HK\$1,138,575,000). Notwithstanding the above result, these consolidated financial statements have been prepared on a going concern basis.

The management closely monitors the Group’s financial performance and liquidity position. The validity of the going concern basis depends upon the success of the Group’s future operations, its ability to generate adequate cash flows in order to meet its financial obligations as and when they fall due, and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements.

3. 主要會計政策概要

本綜合財務報表已根據香港會計師公會頒布之香港財務報告準則(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公認會計原則而編製。此外，本綜合財務報表包括聯交所證券上市規則(「上市規則」)所要求之適用披露及香港公司條例(第622章)之披露要求。

於二零二零年十二月三十一日，本集團之流動負債超逾其流動資產約1,508,939,000港元(二零一九年：1,138,575,000港元)。儘管以上所述，本綜合財務報表乃按持續經營基準編製。

管理層密切監察本集團之財務表現及流動資金狀況。持續經營基準之有效性取決於本集團未來營運之成果、其產生足夠現金流量以履行其到期財務責任之能力、以及其再融資或重組其借貸之能力，以滿足本集團對未來營運資金及融資之需要。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

As at 31 December 2020, the Group had unutilised bank facilities. Based on the latest communications with the banks, the Directors are not aware of any intention of the principal banks to withdraw their bank facilities or require early repayment of the borrowings, and the Directors believe that the existing bank facilities will be renewed or roll-overed when their current terms expire given the good track records and relationships the Group has with the banks. Further, the Group has unutilised loan facility from a Director.

The Directors have reviewed the Group's cash flow projections prepared by the management. The cash flow projections cover a period of not less than twelve months from 31 December 2020. Based on the cash flow projections, the Group will have sufficient financial resources to meet its financial obligations as and when they fall due in the coming twelve months from 31 December 2020. The management has made key assumptions on the projections with regard to the anticipated cash flows from the Group's operations, capital expenditures and the continuous availability of bank facilities. The Group's ability to achieve the projected cash flows depends on the continuous availability of bank facilities from the banks.

In view of the above, the Directors are of the opinion that there will be sufficient financial resources available to the Group to enable it to meet its liabilities as and when they fall due and to continue as a going concern. Accordingly, the Directors have prepared these consolidated financial statements on a going concern basis.

3. 主要會計政策概要(續)

於二零二零年十二月三十一日，本集團擁有未動用之銀行信貸額。根據與銀行近期溝通，董事並無知悉主要銀行有任何意向撤回彼等之銀行信貸額或要求提早償還借貸。董事相信，以本集團良好的過往記錄及與銀行之關係，現有銀行信貸額將於彼等現有條款期滿時獲續期或滾存。此外，本集團擁有來自一位董事之未動用貸款額。

董事已審閱管理層編製之本集團現金流量預測。該等現金流量預測涵蓋自二零二零年十二月三十一日起不少於十二個月之期間。根據該等現金流量預測，本集團將具備足夠財務資源以履行其自二零二零年十二月三十一日起十二個月內到期之財務責任。在該等預測中，管理層就有關本集團營運所得之預計現金流量、資本開支及持續可動用之銀行信貸額作出關鍵假設。本集團能否取得預測現金流量取決於能否持續取得銀行授予可動用之銀行信貸額。

鑑於上文所述，董事認為本集團將具備足夠財務資源以償還其到期負債，並能繼續持續經營。據此，董事已按持續經營基準編製本綜合財務報表。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Change in presentation and classification of certain revenue items

In the current year, the Group has changed its accounting policy for the presentation and classification in its consolidated statement of comprehensive income of building management fee income and property management services income (previously presented in and classified as "Other Income") and interest income from bonds and other forms of debt securities and dividend income from listed and unlisted equity investments (previously presented in and classified as "Investment Income, Net"). The Group has determined that these items should now be presented in and classified as "Revenue" of the Group under the new accounting policy ("Reclassification") for the following reasons:

- Interest income from bonds and other forms of debt securities and dividend income from listed and unlisted equity investments are earned from investments by the Group in various debt and equity securities. Such securities investments are now amongst the principal activities of the Group and comprise three out of the six reportable segments of the Group. The Group's strategy with regard to securities investments is to maintain securities investment portfolio for treasury management and invest in securities investments and treasury products with attractive yield and good prospect in order to bring stable and satisfactory realised return in long run. Following the reduction of the scale of operations of the Group for sales of development properties and holding of investment properties for generation of rental income in recent years, the revenue contribution of the interest income and dividend income from these securities investments have become more and more significant to the Group. In the recent years, the Group has committed significant financial and managerial resources in pursuance of its securities investment strategies. Hence, the interests and dividends derived by the Group from its investments in these securities are now amongst the main revenue-generating activities of the Group and are not incidental to the main revenue-generating activities of the Group.

3. 主要會計政策概要(續)

若干收入項目呈列及分類之變動

於本年度，本集團就綜合全面收益報表中樓宇管理費收入及物業管理服務收入(過往呈列及分類為「其他收入」、債券及其他形式之債務證券之利息收入以及上市及非上市股本投資之股息收入(過往呈列及分類為「投資收入淨額」)之呈列及分類更改其會計政策。本集團於新會計政策下已釐定該等項目現應呈列及分類為本集團之「收入」(「經重新分類事項」)，原因如下：

- 債券及其他形式之債務證券之利息收入以及上市及非上市股本投資之股息收入乃本集團從各項債務及股本證券投資中賺取。該等證券投資現為本集團其中之主要業務及由本集團六項可呈報分類中之三項所組成。本集團就有關證券投資之策略是維持證券投資組合之財資管理以及投資具吸引收益率及良好前景之證券投資及財資產品，以確保長遠帶來穩定及滿意之變現回報。隨著本集團近年發展物業銷售及持有投資物業而產生租金收入之經營規模減少，該等證券投資之利息收入以及股息收入對本集團收入貢獻顯得更為重要。近年來，本集團按照證券投資策略投入大量財務及管理資源。因此，本集團投資於該等證券所帶來之利息及股息現已成為本集團其中之主要產生收入活動，且就本集團主要產生收入活動中並非次要。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Change in presentation and classification of certain revenue items (Cont'd)

- Building management fee income and property management services income are earned from provision of building and property management services. The provision of building and property management services is a significant activity of the Group, entailing the employment of the highest number of employees amongst all revenue-generating activities of the Group. Hence, the provision of building and property management services are now amongst the main revenue-generating activities of the Group and are not incidental to the main revenue-generating activities of the Group.

Further, in the opinion of the Directors, the Reclassification results in the consolidated financial statements providing reliable and more relevant information, taking into account the practice adopted by other listed companies in Hong Kong for the presentation and classification of similar items as the subject matter of the Reclassification.

The amounts of the adjustments to the line items in the consolidated statement of comprehensive income affected by the Reclassification are as follows:

For the year ended 31 December 2019:

		As previously reported	Reclassification	As restated
		過往列報	經重新分類事項	重列
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Revenue	收入	538,986	770,966	1,309,952
Cost of goods and services provided	提供貨品及服務之成本	(27,535)	(15,962) ⁽¹⁾	(43,497)
Gross profit	毛利	511,451	755,004	1,266,455
Other income	其他收入	59,910	(39,147) ⁽¹⁾	20,763
Investment income, net	投資收入淨額	1,885,677	(715,857) ⁽²⁾	1,169,820

3. 主要會計政策概要(續)

若干收入項目呈列及分類之變動(續)

- 樓宇管理費收入及物業管理服務收入乃從提供樓宇及物業管理服務中賺取。提供樓宇及物業管理服務為本集團一項主要業務，在本集團所有產生收入活動中需要僱用最多員工人數。因此，提供樓宇及物業管理服務現已成為本集團其中之主要產生收入活動，且就本集團主要產生收入活動中並非次要。

此外，董事經考慮香港其他上市公司就對類似經重新分類事項項下之項目之呈列及分類所採納之慣例，認為於綜合財務報表內經重新分類事項之結果可提供可靠及更相關之資料。

綜合全面收益報表中個別項目受經重新分類事項所影響而予以調整之金額如下：

截至二零一九年十二月三十一日止年度：

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Change in presentation and classification of certain revenue items (Cont'd)

The amounts of the adjustments to the line items in the consolidated statement of comprehensive income affected by the Reclassification are as follows: (Cont'd)

For the year ended 31 December 2020:

Revenue	收入
Cost of goods and services provided	提供貨品及服務之成本
Gross profit	毛利
Other income	其他收入
Investment income (expenses), net	投資收入(開支)淨額

Notes:

- (1) These relate to building management fee income of approximately HK\$27,822,000 (2019: HK\$28,225,000) and property management services income of approximately HK\$25,410,000 (2019: HK\$26,884,000), amounted to approximately HK\$53,232,000 (2019: HK\$55,109,000) in aggregate now presented in and classified as revenue, net of building management fee expenses of approximately HK\$16,489,000 (2019: HK\$15,962,000) now presented in and classified as cost of goods and services provided.
- (2) These relate to interest income from bonds and structured products of approximately HK\$596,092,000 (2019: HK\$715,857,000), dividend income from listed equity investments of approximately HK\$1,969,757,000 (2019: nil) and from unlisted equity investment of approximately HK\$3,399,000 (2019: nil) now presented in and classified as revenue.

The Reclassification has no effect on the profit for the year and hence on the earnings per share figures presented in the consolidated statement of comprehensive income.

3. 主要會計政策概要(續)

若干收入項目呈列及分類之變動(續)

綜合全面收益報表中個別項目受經重新分類事項所影響而予以調整之金額如下：(續)

截至二零二零年十二月三十一日止年度：

Amounts without Reclassification 不包括 經重新分類 事項之金額 HK\$'000 千港元	Effects of Reclassification 經重新分類 事項之影響 HK\$'000 千港元	As reported 列報 HK\$'000 千港元
418,984	2,622,480	3,041,464
(63,449)	(16,489) ⁽¹⁾	(79,938)
355,535	2,605,991	2,961,526
318,011	(36,743) ⁽¹⁾	281,268
2,141,419	(2,569,248) ⁽²⁾	(427,829)

附註：

- (1) 此乃與現呈列及分類為收入之樓宇管理費收入約27,822,000港元(二零一九年：28,225,000港元)及物業管理服務收入約25,410,000港元(二零一九年：26,884,000港元)，金額合共約53,232,000港元(二零一九年：55,109,000港元)，扣除現呈列及分類為提供貨品及服務之成本之樓宇管理費開支約16,489,000港元(二零一九年：15,962,000港元)相關。
- (2) 此乃與現呈列及分類為收入之債券及結構性產品之利息收入約596,092,000港元(二零一九年：715,857,000港元)、上市股本投資之股息收入約1,969,757,000港元(二零一九年：無)及非上市股本投資之股息收入約3,399,000港元(二零一九年：無)相關。

經重新分類事項對本年度溢利並無影響，因此呈列於綜合全面收益報表內之每股盈利數字亦無影響。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Change in presentation and classification of certain revenue items (Cont'd)

The amounts of the adjustments to the line items in the consolidated statement of cash flows affected by the Reclassification are as follows:

For the year ended 31 December 2019:

		As previously reported	Reclassification	As restated
		過往列報	經重新分類事項	重列
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Operating activities	經營業務			
Adjustments for:	因下列事項之調整：			
Interest income	利息收入	(724,505)	715,857	(8,648)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	487,750	715,857	1,203,607
Decrease in debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項減少	238,655	(27,693)	210,962
Cash used in operating activities	用於經營業務之現金	(760,119)	688,164	(71,955)
Net cash used in operating activities	用於經營業務之現金淨額	(838,424)	688,164	(150,260)
Investing activities	投資業務			
Interest received	已收利息	694,870	(688,164)	6,706
Net cash generated from investing activities	來自投資業務之現金淨額	1,712,768	(688,164)	1,024,604

若干收入項目呈列及分類之變動(續)

綜合現金流量表中個別項目受經重新分類事項所影響而予以調整之金額如下：

截至二零一九年十二月三十一日止年度：

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Change in presentation and classification of certain revenue items (Cont'd)

The amounts of the adjustments to the line items in the consolidated statement of cash flows affected by the Reclassification are as follows: (Cont'd)

For the year ended 31 December 2020:

Operating activities

Adjustments for:

Interest income

Dividend income from listed and unlisted investments

Operating cash flows before movements in working capital

(Increase) decrease in debtors, deposits, other receivables and prepayments

Decrease in financial assets measured at fair value through profit or loss

Cash generated from operating activities

Net cash generated from operating activities

Investing activities

Dividends received from listed and unlisted investments

Interest received

Net cash generated from (used in) investing activities

經營業務

因下列事項之調整：

利息收入

上市及非上市投資之股息收入

營運資金變動前之經營現金流量

應收賬項、按金、其他應收賬項及預付款項(增加)減少

通過損益以反映公平值計量之金融資產減少

來自經營業務之現金

來自經營業務之現金淨額

投資業務

已收上市及非上市投資之股息

已收利息

來自(用於)投資業務之現金淨額

3. 主要會計政策概要(續)

若干收入項目呈列及分類之變動(續)

綜合現金流量表中個別項目受經重新分類事項所影響而予以調整之金額如下：(續)

截至二零二零年十二月三十一日止年度：

Amounts without Reclassification	Effects of Reclassification	As reported
不包括經重新分類事項之金額	經重新分類事項之影響	列報
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
(602,797)	596,092	(6,705)
(1,973,156)	1,973,156	-
(4,474)	2,569,248	2,564,774
(88)	51,283	51,195
5,433,757	(1,674)	5,432,083
5,391,202	2,618,857	8,010,059
5,220,432	2,618,857	7,839,289
1,971,482	(1,971,482)	-
654,708	(647,375)	7,333
2,553,615	(2,618,857)	(65,242)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

These consolidated financial statements have been prepared under the historical cost basis, except for certain properties and financial instruments, which are measured at their fair values as explained in the accounting policies set out below.

Fair value measurements

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 these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are accounted for in accordance with HKFRS 16 "Leases", and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value-in-use in HKAS 36 "Impairment of Assets".

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 measurements 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.

本綜合財務報表乃按歷史成本法編製，惟按公平值計量之若干物業及金融工具除外，有關之會計政策闡述如下。

公平值計量

公平值乃於計量日市場參與者於有秩序交易中出售資產所收取或轉讓負債所支付之價格，而不論該價格為可直接觀察取得或可使用其他估值技術估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日對資產或負債定價時所考慮資產或負債之特點。於本綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟不包括香港財務報告準則第2號「股份付款」範圍內之以股份付款交易、根據香港財務報告準則第16號「租賃」入賬之租賃交易及與公平值有若干類似之處但不屬公平值之計量，例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值。

此外，就財務報告用途，根據公平值計量數據之可觀察程度及數據對公平值計量之整體重要程度，公平值計量劃分為第一級、第二級及第三級，如下所述：

第一級：數據為同等之資產或負債（實體能夠於計量日取得）於活躍市場取得之報價（未經調整）；

第二級：數據為直接或間接從可觀察之資產或負債所得的數據（於第一級之報價除外）；及

第三級：數據為從資產或負債之非可觀察數據。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation

Subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company: (i) has power over the investee; (ii) is exposed, or has rights, to variable returns from its involvement with the investee; and (iii) has the ability to use its power to affect its returns.

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

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

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

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

(a) 綜合賬目基準

附屬公司

綜合財務報表包括本公司與本公司及其附屬公司所控制實體(包括結構性實體)之財務報表。就本公司獲得控制權乃指：(i)可對接受投資方行使權力；(ii)自參與接受投資方之業務獲得或有權獲得可變回報；及(iii)有能力藉對接受投資方行使其權力而影響其回報。

倘事實及情況顯示上文所列三項控制因素其中一項或多項改變，則本集團會重新評估是否仍然對接受投資方擁有控制權。

本集團獲得附屬公司控制權時便開始將附屬公司綜合入賬，於失去控制權時則終止其入賬。具體而言，於年內所收購或出售附屬公司之收入及開支於本集團獲得控制權日起計入損益，直至本集團不再控制該附屬公司為止。

損益及各個其他全面收益項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收益及支出總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益結餘為負數。

對附屬公司財務報表在必要時會予以調整以使其會計政策與本集團會計政策一致。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

Subsidiaries (Cont'd)

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Business combinations or asset acquisitions

Optional concentration test

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

(a) 綜合賬目基準(續)

附屬公司(續)

所有有關本集團成員之間之集團內資產及負債、股本權益、收入、開支及現金流量交易已於綜合時全數對銷。

附屬公司之非控股權益與本集團之股本權益分開呈列，即現時擁有之權益可於相關附屬公司清盤時讓其持有人有權按比例分佔資產淨值。

業務合併或資產收購

選擇性之集中度測試

從二零二零年一月一日起，本集團可以選擇在每項交易的基礎上進行可選擇性之集中度測試，准許以簡化評估所購入之一系列活動及資產是否屬於業務。倘所購入資產總值的公平值大致全部集中在單個可識別資產或一組類似可識別資產中，則滿足集中度測試。就評估不包括現金及現金等值項目、遞延稅項資產及由遞延稅項負債產生之商譽的總資產。倘滿足集中度測試，則釐定該組活動及資產不屬於業務，因此不需要作進一步評估。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

Subsidiaries (Cont'd)

Business combinations or asset acquisitions (Cont'd)

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.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or 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. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

Asset acquisitions

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

(a) 綜合賬目基準(續)

附屬公司(續)

業務合併或資產收購(續)

業務合併

收購業務應用收購法入賬。業務合併之轉讓代價按公平值計量，乃以於收購日之本集團轉讓資產之公平值、本集團付予被收購方前擁有人所產生之負債及本集團用作交換被收購方控股權時發行之股本權益之總和計算。與收購相關的成本一般於產生時在損益中確認。

屬現時擁有之權益且於清盤時讓其持有人有權按比例分佔實體資產淨值之非控股權益，初步可按公平值或以非控股權益分佔該被收購方可識別資產淨值已確認金額之比例計算。計量基準視乎每項交易而作出選擇。其他類型的非控股權益乃按其公平值或按另一項香港財務報告準則規定之基準計量(當適用)。

資產收購

當本集團收購不構成業務的一組資產及負債時，本集團識別並確認個別可識別之所收購資產及承擔負債，將購入價首先分配至隨後按公平值模式計量之投資物業以及按各自的公平值之金融資產／金融負債，而購入價之餘額根據購買日的相對公平值分配至其他可識別資產及負債。此類交易不會產生商譽或議價收購收益。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

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 interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. 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, 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 previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company and any non-controlling interests. 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 that is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments", when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

(a) 綜合賬目基準(續)

本集團於現有附屬公司之擁有權益變動

本集團於現有附屬公司之擁有權益變動若無導致本集團失去對有關附屬公司之控制權，則按股本權益交易入賬。本集團權益及非控股權益之賬面值已作調整，以反映其於附屬公司之相關權益變動。非控股權益之調整金額與已付或已收代價之公平值間之任何差額直接於股本權益確認，並歸屬於本公司擁有人。

當本集團失去附屬公司的控制權時，收益或虧損於損益中確認，並計算：(i)已收代價之公平值及任何保留權益之公平值之總額；及(ii)本公司擁有人應佔附屬公司之資產(包括商譽)及負債先前之賬面值以及任何非控股權益；兩者之間的差額。所有先前於其他全面收益中確認有關該附屬公司的金額猶如本集團已直接出售附屬公司相關之資產或負債入賬，即採用適用香港財務報告準則規定／允許，重新分類至損益或轉撥至另一類股本權益。在失去控制權當日，任何保留在前附屬公司投資之公平值被視作其後根據香港財務報告準則第9號「金融工具」入賬之初步確認公平值。當適用時，為初步確認投資於聯營公司或合資公司之成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Goodwill

Goodwill arising from an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any (see the accounting policy above).

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 of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts 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 equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the gain or loss on disposal.

3. 主要會計政策概要(續)

(b) 商譽

收購業務所產生之商譽按於收購業務當日確立之成本扣除累積減值虧損(如有)列賬(見上文有關之會計政策)。

商譽按轉讓代價、被收購方之任何非控股權益金額、及收購方先前持有被收購方之股本權益之公平值(如有)之總額，超出於收購日所收購可識別資產扣除所承擔負債後之金額之差額計量。倘經重新評估後，於收購日所收購可識別資產扣除所承擔負債後之金額超出轉讓代價、被收購方之任何非控股權益金額、及收購方先前持有被收購方之股本權益之公平值(如有)之總額，則該差額即時在損益中確認為議價收購收益。

就減值測試而言，商譽會被分配至本集團各預期可受惠於合併之協同效應之現金產生單位(「現金產生單位」)(或多組現金產生單位)。

商譽所屬之現金產生單位會每年(或於有跡象顯示該單位可能出現減值時更頻密地)進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則減值虧損會先被分配以調減該單位任何商譽之賬面值，其後則按該單位內各項資產之賬面值之比例分配至該單位之其他資產。任何商譽之減值虧損會直接於損益中確認。商譽之減值虧損不會於隨後期間撥回。

出售相關現金產生單位而釐定出售收益或虧損時，會計入商譽所佔之金額。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(c) Investments accounted for using the equity method

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. 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 the consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations". 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. When the Group's share of losses of an associate or a 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.

(c) 以權益法入賬之投資

聯營公司為本集團對其擁有重大影響力之公司，且不屬於附屬公司，亦不屬於合資公司之權益。重大影響力指有權參與接受投資方之財務及營運政策決定，但非對該等政策擁有控制權或共同控制權。

合資公司屬聯合安排，對該安排擁有共同控制權之各方可據此享有聯合安排之資產淨值之權益。共同控制權乃指按照合約協定對安排共享之控制權，其僅就相關業務之決策須獲共享控制權之各方一致同意時存在。

聯營公司及合資公司的業績以及資產及負債以會計權益法於綜合財務報表入賬。惟有關投資或其中一部分已分類為持作出售，並根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」入賬。根據權益法，於聯營公司或合資公司的投資初步按成本於綜合財務狀況報表確認，並隨後就確認本集團攤佔該聯營公司或合資公司的損益及其他全面收益予以調整。當本集團攤佔聯營公司或合資公司之虧損超出本集團於該聯營公司或合資公司之權益(包括實質上成為本集團於該聯營公司或合資公司投資淨額一部分的任何長期權益)時，本集團終止確認其攤佔的進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司或合資公司支付款項的情況下，方會確認額外虧損。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments accounted for using the equity method (Cont'd)

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

The Group assesses whether there is an objective evidence that the interest in 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 is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 主要會計政策概要(續)

(c) 以權益法入賬之投資(續)

於聯營公司或合資公司之投資自接受投資方成為聯營公司或合資公司該日起以權益法入賬。收購於聯營公司或合資公司之投資時，投資成本超出本集團攤佔接受投資方可識別資產及負債之公平值淨值之任何差額確認為商譽，並計入投資之賬面值。本集團攤佔可識別資產及負債之公平值淨值超出投資成本之任何差額，於重新評估後即時在收購該投資期間於損益中確認。

本集團評估是否出現客觀證據需要就聯營公司或合資公司之權益可能出現減值。倘任何客觀證據存在，投資(包括商譽)的賬面值悉數將會根據香港會計準則第36號按單一資產在有需要時進行減值測試，方法為比較其可收回金額(使用價值與公平值減出售成本的較高者為準)與其賬面值。確認之任何減值虧損不會分配至構成投資賬面值的一部分之任何資產(包括商譽)。該減值虧損之任何撥回根據香港會計準則第36號確認，惟受隨後增加的可收回投資金額規限。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments accounted for using the equity method (Cont'd)

When the Group ceases to have significant influence over an associate or joint control over 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, 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 joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or 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.

(c) 以權益法入賬之投資(續)

當本集團不再擁有對聯營公司重大影響力或對合資公司共同控制權，將按出售接受投資方全部權益計算收益或虧損入賬並於損益中確認。倘本集團保留於前聯營公司或合資公司之權益且該保留權益為香港財務報告準則第9號範圍內之金融資產，則本集團會於該日按公平值計量保留權益，而該公平值被視為於初步確認時之公平值。聯營公司或合資公司之賬面值與任何保留權益及出售聯營公司或合資公司相關權益時所得任何款項之公平值間之差額，會於釐定出售該聯營公司或合資公司之收益或虧損時入賬。此外，本集團會將先前在其他全面收益就該聯營公司或合資公司確認之所有金額入賬，與該聯營公司或合資公司直接出售相關資產或負債所需基準相同。因此，倘該聯營公司或合資公司先前在其他全面收益確認之收益或虧損會於出售相關資產或負債時重新分類至損益，本集團會於出售／部分出售相關聯營公司或合資公司時將收益或虧損由股本權益重新分類至損益(作為重新分類調整)。

當於聯營公司之投資成為於合資公司之投資或於合資公司之投資成為於聯營公司之投資時，本集團繼續使用權益法。於發生該等擁有權益變動時，不會重新計量公平值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments accounted for using the equity method (Cont'd)

When the Group reduces its ownership interest in an associate or a joint venture 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 consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

(d) Impairment losses (other than goodwill and intangible assets with indefinite useful lives)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. 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 profit or loss.

When 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 profit or loss.

(c) 以權益法入賬之投資(續)

倘本集團減少其於聯營公司或合資公司之擁有權權益而本集團繼續採用權益法，若有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將有關減少擁有權權益而先前已於其他全面收益確認之比例收益或虧損重新分類至損益。

當集團實體與本集團之聯營公司或合資公司進行交易時，與聯營公司或合資公司交易所產生之溢利及虧損僅於聯營公司或合資公司之權益與本集團無關時，方於綜合財務報表確認。

(d) 減值虧損(商譽及無限使用年期之無形資產除外)

於報告期末，本集團會審視其有形資產及其有限使用年期之無形資產之賬面值，以釐定該等資產有否出現任何減值虧損之跡象。倘估計資產之可收回金額低於其賬面值，則該資產之賬面值會減至其可收回金額。減值虧損則即時於損益中確認。

如減值虧損於其後撥回，資產之賬面值會提高至經修訂之估計可收回金額，惟所提高之賬面值不得高於在過往年度未有就資產確認減值虧損之情況下之賬面值。減值虧損之撥回會即時於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(e) Investment properties and investment properties under construction

Investment properties are properties held to earn rental income and/or for capital appreciation including properties under construction for such purpose and land held for a currently undetermined future use.

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

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

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

Leasehold land held for undetermined future use is regarded as held for capital appreciation purpose and classified as an investment property, and carried at fair value. Changes in fair value of the leasehold land are recognised directly in profit or loss for the period in which changes take place.

(e) 投資物業及興建中投資物業

投資物業為持作賺取租金收入及／或資本增值用途之物業，包括作為該用途之興建中物業及現時持有但未決定日後用途之土地。

投資物業初步按成本(包括任何直接應佔開支)計量。於初步確認後，投資物業按公平值計量，並予以調整以撇除任何預付或應計的經營租賃收入。

投資物業公平值變動所產生之收益或虧損會於產生期間內計入損益。

興建中投資物業所產生之建築成本會被資本化為在興建中投資物業賬面值的一部分。

持有但未決定日後用途之租賃土地被視為持作資本增值用途而分類為投資物業，並以公平值列賬。租賃土地公平值之變動於變動發生期間直接於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Investment properties and investment properties under construction (Cont'd)

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 disposal. Any gain or loss arising from derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the property) is included in profit or loss for the period in which the property is derecognised.

An investment property is transferred at fair value to property, plant and equipment when the property begins to be occupied by the owner or of development with a view to owner-occupation. Gain or loss arising from change in fair value of the investment property upon the transfer is included in profit or loss.

An owner-occupied property is transferred from property, plant and equipment to investment properties at fair value when it is evidenced by the end of owner-occupation. The difference between the carrying amount and the fair value at the date of transfer is recognised in other comprehensive income and accounted for as a revaluation increase or decrease in accordance with HKAS 16 "Property, Plant and Equipment". On the subsequent sale or retirement of assets, the relevant revaluation reserve is transferred directly to retained profits.

A property is transferred from investment property to stock of properties when, and only when, there is a change in use, evidenced by commencement of development with a view to sale. Any difference between the fair value of the property at the date of change in use and its previous carrying amount is recognised in profit or loss.

(e) 投資物業及興建中投資物業(續)

投資物業於出售時或當該投資物業被永久終止使用及預期由出售時起再無日後經濟利益時取消確認。取消確認物業所產生之任何收益或虧損(按出售所得款項淨額與物業的賬面值差額計算)於取消確認該物業期間內計入損益。

當投資物業開始由業主自用或發展以作業主自用時，則該物業按公平值轉撥至物業、廠房及設備。於轉撥時投資物業公平值變動所產生之收益或虧損計入損益。

當業主自用之物業於終止由業主自用時以公平值由物業、廠房及設備轉撥至投資物業。於轉撥日賬面值與公平值之差額將根據香港會計準則第16號「物業、廠房及設備」以重估值增加或減少入賬，並於其他全面收益中確認。隨後在銷售或報廢資產時，有關重估儲備將直接轉撥至保留溢利。

僅限於當投資物業之用途改變成為開始發展以作銷售時，則該物業由投資物業轉撥至物業存貨。於改變用途日，該物業之公平值與其原本賬面值之差額於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(f) Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is provided to write off the cost of property, plant and equipment (other than properties under development) over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum:

Type	Basis
Leasehold land	Over the remaining lives of the leases
Buildings	Over the shorter of the remaining unexpired period of the lease and 40 years
Leasehold improvement	Over the shorter of lease terms and 6 years
Furniture, fixtures and equipment	3 to 10 years
Yachts and motor vehicles	3 to 10 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the asset is derecognised.

(g) Stock of properties

Stock of properties including completed properties which are held-for-trading, is stated at the lower of cost and net realisable value.

(f) 物業、廠房及設備

物業、廠房及設備按成本減隨後之累積折舊及累積減值虧損列賬(如有)。

物業、廠房及設備(發展中物業除外)之折舊乃按其估計可使用年期及估計剩餘價值以直線法計算，用以撇銷成本，年折舊率如下：

種類	基準
租賃土地	按租約尚餘年期
樓宇	按租約尚餘未屆滿年期與四十年之間較短者為準
租賃物業裝修	按租賃期限與六年之間較短者為準
傢俬、裝置及設備	三至十年
遊艇及車輛	三至十年

物業、廠房及設備於出售時或當繼續使用資產預期不會產生日後經濟利益時取消確認。取消確認資產所產生之任何收益或虧損(按出售所得款項淨額與資產賬面值之差額計算)於取消確認該資產期間內計入損益。

(g) 物業存貨

持作買賣用途之物業存貨(包括落成物業)乃按其成本及可變現淨值兩者中較低者列賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Stock of properties (Cont'd)

The cost of completed properties held for sale is determined by apportionment of the total development costs, including borrowing costs capitalised, attributable to unsold units. Net realisable value is estimated by the management of the Group based on prevailing market conditions, which represents the estimated selling price less estimated costs to be incurred in selling the property.

The amount of any write-down of or provision for completed properties held for sale is recognised as an expense in the period when the write-down or loss occurs. The amount of any reversal of any write-down or provision, arising from an increase in net realisable value, is recognised as a reduction in the amount of completed properties held for sale recognised as an expense in the period in which the reversal occurs.

(h) Inventories

Inventories comprise finished goods and raw materials for cosmetics products, which are stated at the lower of cost and net realisable value.

Cost represents the invoiced cost of inventories. Costs are assigned to individual items on the weighted-average basis. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(i) Intangible assets

Trading rights, exchange rights and trademark

Trading rights, gold and silver exchange rights and trademark are stated at cost less accumulated amortisation and less any identified impairment loss. The amortisation period adopted for intangible assets is five years.

(g) 物業存貨(續)

持作出售之落成物業之成本乃按未售出單位應佔發展成本總額(包括已資本化之借貸成本)之比例釐定。可變現淨值乃由本集團之管理層根據當時市況估算，即估計售價減出售物業將產生之估計成本。

持作出售之落成物業之任何減值或撥備金額，於產生減值或虧損期間內確認為開支。可變現淨值增加導致撥回任何減值或撥備之金額，於作出撥回期間內確認為扣減持作出售之落成物業已確認為開支之金額。

(h) 存貨

存貨包括化妝品之製成品及原材料，按成本與可變現淨值兩者中之較低者列賬。

成本乃指存貨之發票成本。成本乃按個別項目以加權平均法分配。可變現淨值乃指在日常業務過程中之估計售價減適用可變銷售開支。

(i) 無形資產

買賣權、貿易權及商標

買賣權、金銀貿易權及商標乃按成本減累積攤銷及任何已識別減值虧損列賬。無形資產採納之攤銷期為五年。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(j) Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the financial instruments. Financial assets and financial liabilities are initially measured at fair value. A financial asset or financial liability (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus or minus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

(i) Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost (except for debt investments that are designated as at FVTPL on initial recognition):

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

(j) 金融工具

當集團實體成為金融工具合約條文之一方，則於綜合財務狀況報表確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。就金融資產或金融負債並非通過損益以反映公平值（「通過損益以反映公平值」）（並無重大融資部分之應收貿易賬項除外）而言，其計量初步按公平值加上或扣減與其收購或發行直接應佔之交易成本。並無重大融資部分之應收貿易賬項初步按交易價格計量。

金融資產

所有已確認之金融資產視乎金融資產之分類而定，隨後整體按攤銷成本或公平值計量。

(i) 金融資產分類及隨後之計量

符合下列條件之金融資產（除於初步確認時被指定為通過損益以反映公平值之債務投資外）隨後按攤銷成本計量：

- 持有金融資產之業務模式以收取合約現金流量為目標；及
- 金融資產之合約條款於指定日期產生之現金流量，僅為支付本金及未償還本金之利息。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) Classification and subsequent measurement of financial assets (Cont'd)

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

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial asset; and
- the contractual terms of the financial asset 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 that are other than those categorised as amortised cost and FVTOCI above, are categorised as measured at FVTPL.

A financial asset is held-for-trading if:

- it has been acquired principally for the purpose of selling in the near term;
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

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

(j) 金融工具(續)

金融資產(續)

(i) 金融資產分類及隨後之計量(續)

符合下列條件之金融資產隨後按通過其他全面收益以反映公平值計量：

- 持有金融資產之業務模式以收取合約現金流量及出售金融資產為目標；及
- 金融資產之合約條款於指定日期產生之現金流量，僅為支付本金及未償還本金之利息。

除以上分類為攤銷成本及通過其他全面收益以反映公平值之金融資產，所有其他金融資產分類為通過損益以反映公平值計量。

金融資產乃持作買賣，倘若：

- 收購之主要目的為於短期內出售；
- 於初步確認時，為本集團共同管理之已識別金融工具組合的一部分，且近期出現短期獲利之實際模式；或
- 並非被指定及不可有效作為對沖之衍生工具。

此外，本集團可以不可撤銷地將須按攤銷成本或通過其他全面收益以反映公平值計量之金融資產指定為通過損益以反映公平值計量(倘若此舉可消除或顯著減少會計錯配)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) Classification and subsequent measurement of financial assets (Cont'd)

(1) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (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 debt instrument or, where appropriate, a shorter period, to the net carrying amount at initial recognition.

Interest income is recognised using effective interest method for financial assets measured subsequently at amortised cost. Interest income is recognised in profit or loss and is included in revenue or investment income as appropriate.

(j) 金融工具(續)

金融資產(續)

(i) 金融資產分類及隨後之計量(續)

(1) 攤銷成本及實際利率法

實際利率法為一種計算債務工具攤銷成本及於有關期間內分配利息收入之方法。實際利率為於初步確認時將債務工具預計存續期或更短期間(如適用)內將估計未來現金收入(包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓)準確地貼現至賬面淨值之利率。

隨後按攤銷成本計量之金融資產之利息收入乃採用實際利率法計算確認。利息收入於損益中確認及包括在收入或投資收入(按適用情況而定)內。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) *Classification and subsequent measurement of financial assets (Cont'd)*

(2) Financial assets measured at FVTOCI

According to HKFRS 9, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held-for-trading. A financial asset is held-for-trading if it has been acquired principally for the purpose of selling it in the near term or it is a derivative that is not designated and effective as a hedging instrument.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the financial assets measured at FVTOCI reserve. Fair value is determined in the manner described in Note 5(c) to the consolidated financial statements.

Dividend income is recognised in profit or loss and is included in revenue.

The Group has designated all investments in equity instruments (listed or unlisted) that are not held-for-trading as at FVTOCI since the application of HKFRS 9.

(j) 金融工具(續)

金融資產(續)

(i) 金融資產分類及隨後之計量(續)

(2) 通過其他全面收益以反映公平值計量之金融資產

根據香港財務報告準則第9號，本集團可作出不可撤回之選擇(按各工具作基準)指定股本工具投資為通過其他全面收益以反映公平值。倘股本投資為持作買賣，則不允許指定為通過其他全面收益以反映公平值。倘收購金融資產之主要目的為於短期內出售，或該金融資產乃一項並非被指定及不可有效作為對沖之衍生工具，則該金融資產被視為持作買賣。

通過其他全面收益以反映公平值之股本工具投資初步按公平值加上交易成本計量。隨後彼等按公平值計量，而公平值變動而產生之收益及虧損則於其他全面收益中確認，並於通過其他全面收益以反映公平值計量之金融資產之儲備中累計。公平值按綜合財務報表附註5(c)所述之方式釐定。

股息收入於損益中確認及包括在收入內。

自應用香港財務報告準則第9號以來，本集團已指定所有非持作買賣之股本工具投資(上市或非上市)為通過其他全面收益以反映公平值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) *Classification and subsequent measurement of financial assets (Cont'd)*

(3) Financial assets measured at FVTPL

Financial assets measured at FVTPL comprise derivatives that are not designated and effective as hedging instruments and club and corporate debentures.

Investments in equity instruments are classified as FVTPL, unless the Group designates such investment that is not held-for-trading as at FVTOCI on initial recognition (see (i)(2) above).

Debt instruments that do not meet the amortised cost and FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria but are designated as at FVTPL are measured at FVTPL. A debt instrument may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

(j) 金融工具(續)

金融資產(續)

(i) 金融資產分類及隨後之計量(續)

(3) 通過損益以反映公平值計量之金融資產

通過損益以反映公平值計量之金融資產包括並非被指定及不可有效作為對沖之衍生工具以及會籍及公司債券。

股本工具投資分類為通過損益以反映公平值，除非本集團於初步確認時指定該非持作買賣之投資為通過其他全面收益以反映公平值(見上文(i)(2))。

不符合攤銷成本及通過其他全面收益以反映公平值準則之債務工具(見上文)均為通過損益以反映公平值計量。此外，即使符合攤銷成本準則，惟被指定為通過損益以反映公平值之債務工具，則按通過損益以反映公平值計量。倘有關指定為抵銷或大幅減低計量或確認出現之不一致情況，乃因計量資產或負債或確認其收益及虧損以不同之計算方法，債務工具可於初步確認時被指定為通過損益以反映公平值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(i) Classification and subsequent measurement of financial assets (Cont'd)

(3) Financial assets measured at FVTPL (Cont'd)

Financial assets measured at FVTPL are measured at fair value at the end of the reporting period, with any gains or losses arising from remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss is included in investment income. Fair value is determined in the manner described in Note 5(c) to the consolidated financial statements.

Interest income on debt instruments at FVTPL is recognised in profit or loss and is included in revenue.

(ii) Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including debtors, deposits and other receivables, securities trading receivables and deposits, pledged deposits, time deposits, bank balances and cash, and advances to associates/joint venture/investee companies) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

(j) 金融工具(續)

金融資產(續)

(i) 金融資產分類及隨後之計量(續)

(3) 通過損益以反映公平值計量之金融資產(續)

通過損益以反映公平值計量之金融資產於報告期末按公平值計量，因重新計量而產生之任何收益或虧損於損益中確認。於損益中確認之收益或虧損淨額包括在投資收入內。公平值按綜合財務報表附註5(c)所述之方式釐定。

通過損益以反映公平值之債務工具之利息收入於損益中確認及包括在收入內。

(ii) 金融資產之減值

本集團根據香港財務報告準則第9號就須作減值評估之金融資產(包括應收賬項、按金及其他應收賬項、應收證券交易賬項及存款、抵押存款、定期存款、銀行結餘及現金以及墊付聯營公司/合資公司/接受投資公司款項)按預期信貸虧損(「預期信貸虧損」)模式進行減值評估。預期信貸虧損的金額於各報告日期更新，以反映自初步確認後信貸風險的變化。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) *Impairment of financial assets (Cont'd)*

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 end of the reporting period. Assessment is done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for significant balances or collectively using a provision matrix with appropriate groupings.

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

(j) 金融工具(續)

金融資產(續)

(ii) *金融資產之減值(續)*

存續期預期信貸虧損乃指相關工具於預期存續期內所有可能發生之違約事件而導致之預期信貸虧損。相反，十二個月預期信貸虧損(「十二個月預期信貸虧損」)乃指預期於報告期末後十二個月內可能發生的違約事件而導致之存續期預期信貸虧損部分。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對於報告日期當前狀況及預測未來狀況的評估作出調整。

本集團總能就應收貿易賬項確認存續期預期信貸虧損。預期信貸虧損乃就該等資產之重大結餘進行個別評估，或使用適當歸類按撥備矩陣進行共同評估。

對於所有其他工具，本集團計量的虧損撥備相等於十二個月預期信貸虧損，除非自初步確認後信貸風險大幅增加，則本集團確認存續期預期信貸虧損。應否確認存續期預期信貸虧損的評估乃基於自初步確認以來發生違約之可能性或風險大幅增加。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) Impairment of financial assets (Cont'd)

Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk;
- 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.

(j) 金融工具(續)

金融資產(續)

(ii) 金融資產之減值(續)

信貸風險大幅增加

當評估金融工具之信貸風險是否自初步確認後大幅增加，本集團將金融工具於報告日期發生違約之風險與於初步確認日其風險比較。就作出此評估，本集團考慮到合理及具理據之定量及定性資料，包括過往經驗及無須付出過多成本或努力後即可獲得之前瞻性資料。

在評估信貸風險是否大幅增加時，會特別考慮以下資料：

- 金融工具外界(如有)或內部信貸評級出現實際或預期大幅轉差；
- 外部市場信貸風險指標大幅轉差；
- 就業務、財務或經濟環境之現有或預測不利變動預期將導致債務人履行其債務責任之能力遭到大幅削弱；
- 債務人經營業績實際或預期大幅轉差；
- 債務人之監管、經濟或技術環境實際或預期出現重大不利變動，導致債務人履行其債務責任之能力遭到大幅削弱。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) *Impairment of financial assets (Cont'd)*

Significant increase in credit risk (Cont'd)

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.

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.

Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

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

(j) 金融工具(續)

金融資產(續)

(ii) *金融資產之減值(續)*

信貸風險大幅增加(續)

不論上述評估結果如何，倘合約付款逾期超過30日，則本集團會假定信貸風險自初步確認以來已大幅增加，除非本集團有合理及具理據資料可作證明，則另作別論。

本集團定期監察以識別信貸風險曾否顯著增加的標準之成效，並於適當時作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

違約定義

就內部信貸風險管理而言，本集團認為當內部產生或從外部來源所得資料顯示，債務人不大可能向其債權人(包括本集團)支付悉數款項時，則出現違約事件。

無論上述如何，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團有合理及具理據資料證明較寬鬆之違約標準更為恰當，則另作別論。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) Impairment of financial assets (Cont'd)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner, unless the Group has reasonable and supportable information to demonstrate a later period is more appropriate. 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.

Measurement and recognition of ECLs

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 and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward-looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

(j) 金融工具(續)

金融資產(續)

(ii) 金融資產之減值(續)

撤銷政策

當有資料顯示交易方陷入嚴重財政困難，且並無實際收回款項之可能時(例如：交易方被清盤或進入破產程序，或就應收貿易賬項而言，當金額已逾期超過一年(以較早發生者為準))，本集團會撤銷金融資產，除非本集團有合理及具理據資料證明較後期間更為恰當，則另作別論。經考慮法律意見後(倘合適)，已撤銷的金融資產可能仍可於本集團收回程序下被強制執行。撤銷構成取消確認事件。其後收回之任何款項於損益中確認。

預期信貸虧損之計量及確認

預期信貸虧損之計量乃違約概率、違約虧損(即違約時虧損大小的幅度)及違約時風險之函數。違約概率及違約虧損乃基於歷史數據及前瞻性資料作評估。預期信貸虧損之估計反映無偏頗及概率加權之金額，乃根據發生相關違約風險之加權數值而釐定。本集團於估計應收貿易賬項之預期信貸虧損時應用實際權宜方法，經考慮無須付出過多成本或努力後即可獲得之過往信貸虧損經驗及前瞻性資料(經調整)按撥備矩陣作出。

一般而言，預期信貸虧損為根據合約應付予本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額，按初步確認時釐定之實際利率貼現。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(ii) Impairment of financial assets (Cont'd)

Credit-impaired financial assets

At each reporting date, the Group assesses on a forward-looking basis whether financial assets carried at amortised cost are credit-impaired. A financial asset is "credit-impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

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

- significant financial difficulty of the issuer or borrower;
- a breach of contract such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation, or the disappearance of an active market for a security because of financial difficulties.

(iii) Derecognition of financial assets

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets to another entity.

(j) 金融工具(續)

金融資產(續)

(ii) 金融資產之減值(續)

信貸減值之金融資產

於各個報告日期，本集團以前瞻性基準評估按攤銷成本列賬之金融資產是否出現信貸減值。當發生對金融資產估計未來現金流量有不利影響之一個或多個事件時，金融資產出現「信貸減值」。

金融資產信貸減值之證據包括以下事項之可觀察數據：

- 發行人或借款人出現嚴重財政困難；
- 違反合約，如違約或逾期事件；
- 向借款人作出貸款之貸款人出於因借款人財政困難有關之經濟或合約理由，給予借款人在其他情況下不會作出之寬免；或
- 借款人有可能破產或進行其他財務重組，或因財政困難而導致質押失去活躍市場。

(iii) 金融資產之取消確認

當收取資產之現金流量的合約權利到期，或金融資產被轉移及本集團將該金融資產擁有權之絕大部分風險及回報已轉移給另一個實體時，則金融資產將被取消確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

(iii) Derecognition of financial assets (Cont'd)

On derecognition of a financial asset, except for an investment in equity instrument that is classified as FVTOCI, 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 equity instrument that is classified as at FVTOCI, the cumulative gain or loss previously accumulated in the financial assets measured at FVTOCI reserve is not reclassified to profit or loss, but is transferred to retained profits.

Financial liabilities and equity instruments

(i) Classification and measurement

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or equity instruments according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified into (i) financial liabilities at FVTPL and (ii) other financial liabilities subsequently measured at amortised cost. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

(j) 金融工具(續)

金融資產(續)

(iii) 金融資產之取消確認(續)

除分類為通過其他全面收益以反映公平值之股本工具投資外，於取消確認金融資產時，資產賬面值與已收及應收代價之總和之差額乃於損益中確認。

於取消確認被分類為通過其他全面收益以反映公平值之股本工具投資時，過往於通過其他全面收益以反映公平值計量之金融資產之儲備中累計之收益或虧損不會重新分類至損益，但轉撥至保留溢利。

金融負債及股本工具

(i) 分類及計量

集團實體發行之金融負債及股本工具乃根據已訂立合約安排之本質及金融負債與股本工具之定義分類為金融負債或股本工具。

股本工具為可證明於本集團之資產經扣除其所有負債後之剩餘權益之任何合約。本集團之金融負債一般分類為(i)通過損益以反映公平值之金融負債及(ii)隨後按攤銷成本計量之其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

(i) Classification and measurement (Cont'd)

(1) Financial liabilities at FVTPL

Financial liabilities at FVTPL, representing those as held-for-trading, comprise derivatives that are not designated and effective as hedging instruments.

Financial liabilities at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise.

(2) Other financial liabilities subsequently measured at amortised cost and effective interest method

Other financial liabilities are subsequently measured at amortised cost, using the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in finance costs.

The effective interest method is a method of calculating the amortised cost of a financial liability and allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash 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 liability or, where appropriate, a shorter period, to the net carrying amount at initial recognition.

Interest expense is recognised using effective interest method for financial liabilities, other than those financial liabilities at FVTPL.

(j) 金融工具(續)

金融負債及股本工具(續)

(i) 分類及計量(續)

(1) 通過損益以反映公平值之金融負債

通過損益以反映公平值之金融負債乃指持作買賣之金融負債，包括非被指定及不可有效作為對沖之衍生工具。

通過損益以反映公平值之金融負債乃按公平值計量，因重新計量而產生之公平值變動於產生期間直接於損益中確認。

(2) 隨後按攤銷成本計量之其他金融負債及實際利率法

其他金融負債隨後乃採用實際利率法按攤銷成本計量。非資本化為資產之部分成本的利息開支，已計入財務費用。

實際利率法為一種計算金融負債攤銷成本及於有關期間內分配利息開支之方法。實際利率為於初步確認時將金融負債預計存續期或更短期間(如適用)內將估計未來現金支出(包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓)準確地貼現至賬面淨值之利率。

除分類為通過損益以反映公平值之金融負債外，金融負債之利息開支乃採用實際利率法計算確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

(i) Classification and measurement (Cont'd)

(3) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(ii) *Derecognition of financial liabilities*

Financial liabilities are derecognised when the Group's obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

(j) 金融工具(續)

金融負債及股本工具(續)

(i) 分類及計量(續)

(3) 股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

確認回購本公司之股本工具於股本權益中直接扣除。於購買、出售、發行或註銷本公司之股本工具時並無收益或虧損於損益中確認。

(ii) 取消確認金融負債

當本集團相關合約之特定責任獲解除、取消或到期時，金融負債將被取消確認。取消確認之金融負債賬面值與已付及應付代價之差額乃於損益中確認。

衍生金融工具

衍生工具初步按衍生工具合約簽訂當日之公平值確認，隨後按彼等於報告期末之公平值重新計量。所產生之收益或虧損即時於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at FVTPL and do not arise from a transfer of an asset, are measured subsequently at the higher of:

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

(k) Revenue recognition

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.

(j) 金融工具(續)

財務擔保合約

財務擔保合約因指定債務人未能按債務工具之原有或經修改條款如期付款時，為發行人需支付指定金額予持有人以補償其所蒙受損失之合約。財務擔保合約負債初步按彼等公平值計量，倘彼等並非被指定為通過損益以反映公平值，且並非因資產轉讓而引起，則隨後按較高者計量：

- 根據香港財務報告準則第9號而釐定虧損撥備之金額(見上文金融資產)；及
- 以初步確認之金額減於擔保期間確認之累計攤銷(如適用)。

(k) 收入確認

本集團之履約責任當(或已)獲履行時確認收入，即當與特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時。

履約責任指可分別之貨品或服務(或一組貨品或服務)或一系列大致相同之可分別之貨品或服務。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Revenue recognition (Cont'd)

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.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

Revenue is measured at the fair value of the consideration received or receivable.

(k) 收入確認(續)

倘符合以下其中一項標準，則控制權於一段時間內轉移，而收入則參照完全履行相關履約責任之進展情況而於一段時間內確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供之利益；
- 本集團之履約產生及提升資產，而該項資產於本集團履約時由客戶控制；或
- 本集團之履約並未產生讓本集團有替代用途之資產，且本集團對至今已完成履約之付款具有可強制執行權利。

否則，收入於客戶取得可分別之貨品或服務控制權之時點確認。

合約資產指本集團就換取本集團已向客戶轉讓之貨品或服務而收取代價之權利，而該權利尚未成為無條件，須根據香港財務報告準則第9號作減值評估。相反，應收款項指本集團收取代價之權利成為無條件。

合約負債指本集團因已向客戶收取代價(或已到期之代價金額)，而須向客戶轉讓貨品或服務之責任。

與合約有關之合約資產及合約負債以淨額入賬及呈列。

收入乃按已收或應收代價之公平值計量。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Revenue recognition (Cont'd)

Rental income, including rental invoiced in advance from properties under operating leases, is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

Building management fee income, property management services income and management fee income are recognised in accordance with terms of respective agreements over the relevant period in which the services are rendered. Revenue from provision of building and property management services is recognised over time as the customer simultaneously receives and consumes the benefit provided by the Group's performance as the Group performs.

Sales of securities investments are recognised on a trade date basis.

Brokerage income on dealings in securities and futures contracts is recognised at the point in time when the relevant contract notes are executed.

Dividend income from investments is recognised when the Group's right to receive payment has been established.

Revenue from sales of cosmetics products is recognised at the point in time when goods are delivered and titles have been passed.

Interest income from a financial asset is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount at initial recognition.

3. 主要會計政策概要(續)

(k) 收入確認(續)

租金收入包括就營業租約物業預先開出發票之租金，乃按有關租約年期以直線法於損益中確認。

樓宇管理費收入、物業管理服務收入及管理費收入乃就提供服務之相關期間按有關協議之條款確認。提供樓宇及物業管理服務之收入於一段時間內確認，乃因於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益。

出售證券投資按買賣日期基準確認。

買賣證券及期貨合約之經紀收入於執行有關買賣單據之時點確認。

投資之股息收入乃於本集團收取款項之權利確立時確認。

化妝品銷售所得收入於交付貨品及轉移所有權之時點確認。

金融資產之利息收入乃就本金結餘按適用實際利率及時間比例計算。有關利率指於金融資產預計存續期內將估計未來現金收入準確貼現至於初步確認時資產賬面淨值之利率。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(I) 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 tax as reported in the consolidated statement of comprehensive income because of 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 bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from 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.

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

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

(I) 稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合全面收益報表所報除稅前溢利不同，此乃由於其不包括在其他年度應課稅之收入或可扣減之開支，亦不包括永不課稅或扣減之項目。本集團之當期稅項負債於報告期末以已頒布或實質頒布之稅率計算。

遞延稅項按綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相關稅基兩者之暫時差異確認。遞延稅項負債通常會就所有應課稅暫時差異確認，遞延稅項資產通常就所有可扣減暫時差異限於較可能於日後取得應課稅溢利，而該等可扣減暫時差異可用以抵銷時確認。若暫時差異因商譽或由於一項既不影響應課稅溢利或會計溢利之交易(業務合併除外)中初步確認其他資產及負債而引致，則不會確認該等遞延稅項資產及負債。

本集團會就於附屬公司、聯營公司及合資公司之投資之有關應課稅暫時差異確認遞延稅項負債，惟本集團有能力控制暫時差異之撥回及暫時差異不大可能於可見將來撥回則另作別論。

遞延稅項資產之賬面值於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(l) Taxation (Cont'd)

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. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly 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.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same tax authority and the entity intends to settle its current tax assets and liabilities on a net basis.

(m) Leasing

Definition of 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.

(l) 稅項(續)

遞延稅項資產及負債乃按於負債償還或資產變現期間所預期之適用稅率計量。當期稅項及遞延稅項會於損益中確認，惟當相關項目於其他全面收益或直接於股本權益中確認，在此情況下，其當期稅項及遞延稅項亦會分別於其他全面收益或直接於股本權益中確認。若當期稅項或遞延稅項乃因初步就業務合併入賬而產生，其稅務影響會納入業務合併之會計處理中。

就稅項扣減乃源自租賃負債之租賃交易而言，本集團分別對使用權資產及租賃負債應用香港會計準則第12號「所得稅」之規定。由於應用初步確認豁免，與使用權資產及租賃負債有關之暫時差異不會於初步確認時確認。因重新計量租賃負債及租賃修改而導致使用權資產及租賃負債的賬面值在後續修訂產生之暫時差異，由於初步確認豁免不適用，因此於重新計量或修改日期確認。

如所得稅是由同一稅務當局徵收，而實體打算支付其當期稅項資產及負債之淨額，有關遞延稅項資產及負債可以互相抵銷。

(m) 租賃

租賃之定義

倘合約為換取代價而授予已識別資產在一段期間內之使用控制權，則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立或修改或自業務合併所產生之合約而言，本集團於開始、修改日期或收購日期(如適用)基於香港財務報告準則第16號項下之定義，評估合約是否為租賃或包含租賃。除非合約之條款及條件隨後發生變動，否則將不會重新評估有關合約。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Leasing (Cont'd)

The Group as 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 and leases of low-value assets

The Group applies the short-term lease recognition exemption to short-term leases of assets (i.e. those leases that have a lease term of twelve months or less from the commencement date and do not contain a purchase option). The Group also applies the lease of low-value assets recognition exemption to lease of office equipment that are considered as low value. Lease payments on short-term leases and leases of low-value assets are recognised as expenses on a straight-line basis over the lease term.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date which the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, estimated costs to be incurred by the lessee in restoring the underlying asset to the condition required by the terms and conditions of the lease, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

(m) 租賃(續)

本集團為承租人

分配合約代價之組成部分

對於包含一項租賃組成部分及一項或多項額外的租賃或非租賃組成部分之合約，本集團根據租賃組成部分之相對單獨價格及非租賃組成部分之單獨價格總和將合約代價分配至各個租賃組成部分。

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於短期租賃之資產(即該等自租賃開始日期起計租期為十二個月或以下且不包含購買選擇權之租賃)。本集團亦將低價值資產租賃確認豁免應用於被認為低價值之辦公室設備租賃。短期租賃及低價值資產租賃之租賃付款於租期內以直線法確認為開支。

使用權資產

本集團於租賃開始日期(即相關資產可供使用日期)確認使用權資產。使用權資產按成本減任何累積折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債金額、已產生初步直接成本、承租人將相關資產還原至租賃條款及條件要求之狀況所產生之估計成本，以及於開始日期或之前已作出之租賃付款減任何已收租賃優惠。除非本集團合理地確定於租期結束時取得租賃資產擁有權，否則已確認使用權資產於其估計可使用年期及租期(以較短者為準)按直線法計算折舊。使用權資產須予以減值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Leasing (Cont'd)

The Group as lessee (Cont'd)

Right-of-use assets (Cont'd)

The Group presents right-of-use assets as a separate line item in the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed lease 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 an option to terminate the lease.

(m) 租賃(續)

本集團為承租人(續)

使用權資產(續)

使用權資產於本集團綜合財務狀況報表中以單獨項目呈列。

可退還租金按金

已付之可退還租金按金乃根據香港財務報告準則第9號入賬及初步按公平值計量。初步確認時對公平值作出之調整被視作額外租賃付款並包含在使用權資產成本中。

租賃負債

於租賃開始日期，本集團確認於租期內作出之租賃付款以現值計量之租賃負債。於計算租賃付款之現值時，倘租賃之隱含利率不易釐定，則本集團使用租賃開始日期之遞增借貸利率計算。

租賃付款包括：

- 定額付款(含實質定額租賃付款)減任何應收租賃優惠；
- 取決於一項指數或利率之可變租賃付款，初步計量時使用開始日期之指數或利率；
- 本集團根據剩餘價值擔保預期應付金額；
- 購買選擇權之行使價，倘本集團合理地確定行使選擇權；及
- 倘租賃條款反映本集團行使終止租賃之選擇權而支付終止租賃之罰款。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Leasing (Cont'd)

The Group as lessee (Cont'd)

Lease liabilities (Cont'd)

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

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

- change in the lease term or change in the assessment of exercise of a purchase option to purchase the underlying asset, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment;
- change in lease payments arising from change in an index or rate or expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

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

(m) 租賃(續)

本集團為承租人(續)

租賃負債(續)

於開始日期後，租賃負債金額增加反映利息之增加，其減少則為租賃付款所致。

倘出現以下情況，本集團重新計量租賃負債(並就相關使用權資產作出相應調整)：

- 租期之變動或購買相關資產之行使購買選擇權之評估發生變化，在該情況下，於重新評估日期，有關租賃負債使用經修訂貼現率貼現經修訂租賃付款重新計量；
- 若租賃付款因一項指數或利率變動或有擔保剩餘價值下預期付款變動而出現變動，則有關租賃負債使用初步之貼現率貼現經修訂租賃付款重新計量。

租賃負債於本集團綜合財務狀況報表中以單獨項目呈列。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Leasing (Cont'd)

The Group as lessee (Cont'd)

Lease modifications

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

The Group as lessor

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 recognised as an expense on a straight-line basis over the lease term.

(n) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in foreign currencies are not retranslated.

3. 主要會計政策概要(續)

(m) 租賃(續)

本集團為承租人(續)

租賃修改

對於不作為一項單獨租賃入賬之租賃修改，本集團根據經修改租賃之租期重新計量租賃負債，計量方式為使用修改生效日期之經修訂貼現率貼現經修訂租賃付款。

本集團為出租人

營業租約之租金收入會按有關租約年期以直線法於損益中確認。磋商及安排營業租約時產生之初步直接成本會加入租賃資產之賬面值，並按租約年期以直線法確認為開支。

(n) 外幣

在編製個別集團實體之財務報表時，以實體功能貨幣以外之貨幣(外幣)進行之交易按交易日通用之匯率入賬。於報告期末，以外幣計值之貨幣項目以報告期末當日通用之匯率重新換算。以外幣計值並按公平值列賬之非貨幣項目以釐定公平值當日通用之匯率重新換算。以外幣計值並以歷史成本計量之非貨幣項目不會重新換算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Foreign currencies (Cont'd)

Exchange differences arising from the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising from a monetary item that forms part of the Company's net investment in a foreign operation, in which case, the exchange differences are recognised in other comprehensive income and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising from the retranslation of non-monetary items carried at fair value are included in profit or loss for the period in which they arise, except for exchange differences arising from the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which case, the exchange differences are also recognised directly in other comprehensive income.

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

3. 主要會計政策概要(續)

(n) 外幣(續)

結算貨幣項目及換算貨幣項目時產生之匯兌差額於產生之期間在損益中確認，惟貨幣項目構成本公司之境外業務淨投資一部分而產生之匯兌差額則於其他全面收益中確認，並在出售境外業務時，從股本權益重新分類至損益。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入產生之期間之損益，惟重新換算其收益及虧損直接於其他全面收益中確認之非貨幣項目產生之匯兌差額除外，在此情況下，匯兌差額亦會直接於其他全面收益中確認。

為呈列綜合財務報表，本集團境外業務之資產及負債均以各報告期末之通用匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目則以期間平均匯率予以換算。惟倘匯率於期間內波動很大，在此情況下則以交易日之匯率換算。所產生之匯兌差額(如有)於其他全面收益中確認並累積於匯兌儲備中。該等匯兌差額於該境外業務出售期間於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Foreign currencies (Cont'd)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in the translation reserve in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is reattributed to non-controlling interests and is not recognised in profit or loss. For partial disposals of associates or joint venture that do not result in the Group losing significant influence or joint control, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

(o) Borrowing costs

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

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

3. 主要會計政策概要(續)

(n) 外幣(續)

於出售境外業務(即出售本集團於境外業務之全部權益,或出售涉及失去對擁有境外業務之附屬公司之控制權,或出售涉及失去對擁有境外業務之合資公司之共同控制權,或出售涉及失去對擁有境外業務之聯營公司之重大影響力)時,就本公司擁有人應佔該業務於匯兌儲備累積之所有匯兌差額重新分類至損益。

倘出售部分附屬公司並未導致本集團失去對附屬公司之控制權,則按比例將累積匯兌差額重新歸類為非控股權益,而並不會於損益中確認。就出售部分聯營公司或合資公司而並未造成本集團失去重大影響力或共同控制權,則按比例將攤佔累積匯兌差額重新分類至損益。

(o) 借貸成本

於購買、興建或製造必須以長時間預備擬定用途或銷售之合資格資產之直接應佔借貸成本將計入為該等資產之成本。當該等資產實質上達至擬定用途或可供銷售時,借貸成本便不再作資本化。

所有其他借貸成本於產生期間於損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd) 3. 主要會計政策概要(續)

(p) Retirement benefit costs

Payments to defined contribution retirement benefit schemes are recognised as expenses when employees have rendered service entitling them to the contributions.

(q) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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. Where 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.

(r) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control of the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parent.

(p) 退休福利成本

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

(q) 撥備

當本集團因過往事件而承擔現有責任，導致本集團將有可能就該責任付款，而該責任之金額能可靠地估計時確認撥備。

確認為撥備之金額乃於報告期末就支付現有責任所需之代價之最佳估計，當中已考慮涉及有關責任之風險及不確定因素。倘撥備使用估計支付現有責任之現金流量進行計量，其賬面值即為該等現金流量之現值。

(r) 關連人士

- (i) 倘屬以下人士，即該人士或與該人士關係密切的家庭成員與本集團有關連：
- (1) 控制或共同控制本集團；
 - (2) 對本集團有重大影響力；或
 - (3) 為本集團或本集團母公司之主要管理人員。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(r) Related parties (Cont'd)

- (ii) An entity is related to the Group if any of the following conditions applies:
- (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (2) one entity is an associate or a joint venture of the other entity (or an associate or a joint venture of a member of a group of which the other entity is a member).
 - (3) both entities are joint ventures of the same third party.
 - (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (6) the entity is controlled or jointly controlled by a person identified in (i).
 - (7) a person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (8) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

(r) 關連人士(續)

- (ii) 倘實體符合下列任何條件，即與本集團有關連：
- (1) 該實體與本集團為同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (2) 某一實體為另一實體的聯營公司或合資公司(或另一實體為成員公司之集團旗下成員公司之聯營公司或合資公司)。
 - (3) 兩間實體均為同一名第三方的合資公司。
 - (4) 某一實體為一名第三方實體之合資公司，而另一實體為該名第三方實體之聯營公司。
 - (5) 該實體為本集團或本集團相關實體之僱員離職後福利計劃。倘本集團本身屬該計劃，提供資助之僱主亦與本集團有關連。
 - (6) 該實體受(i)項所述人士控制或共同控制。
 - (7) 於(i)(1)項所述人士可對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理人員。
 - (8) 該實體或其所屬集團內之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(r) Related parties (Cont'd)

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

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

(s) Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

(t) Operating segments

Operating segments are reported in a manner consistent with the internal management reporting provided to the chief operating decision-makers. Segment assets consist primarily of investment properties, financial assets and other assets. Segment liabilities comprise financial liabilities and other liabilities. The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items are unrealised fair value changes on investment properties and other properties together with their, if applicable, respective deferred tax, and impairment loss of goodwill (if any).

3. 主要會計政策概要(續)

(r) 關連人士(續)

關連人士交易乃指本集團與關連人士之間轉移資源、服務或責任，不論是否收取價款。

個別人士關係密切的家庭成員乃指與該實體交易時預期可影響該個別人士或受該個別人士影響的家庭成員。

(s) 或然負債

或然負債乃一項因過往事件產生之有可能承擔，而該等過往事件之存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。其亦可為一項因不大可能需要耗用經濟資源或承擔之金額未能可靠地計量而未有確認之過往事件產生之現有承擔。或然負債未有予以確認，惟已於綜合財務報表附註中披露。倘耗用經濟資源之可能性出現變動致使有可能需耗用經濟資源，則或然負債將確認為撥備。

(t) 營運分類

營運分類之呈報方式與提供予主要營運決策者之內部管理報告之方式一致。分類資產主要包括投資物業、金融資產以及其他資產。分類負債包括金融負債及其他負債。本集團以扣除稅項開支及非控股權益後來自經營之損益(惟不包括主要非現金項目)為基準評估表現。主要非現金項目為投資物業及其他物業之未變現公平值變動連同其相關之遞延稅項(如適用)，以及商譽之減值虧損(如有)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(u) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the consolidated statement of financial position in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

(v) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under other income.

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

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

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

(u) 股息分派

向本公司股東分派之股息在本公司股東或董事(如適合)批准派息之期間於綜合財務狀況報表內確認為負債。

(v) 政府補助

當能夠合理保證本集團將遵守政府補助附帶之條件及將收取補助時，方會確認政府補助。

政府補助於本集團將擬用作補償之相關成本確認為開支之期間按系統性基準於損益中確認。

就已產生開支或虧損之應收補償或用作本集團即時財務支持目的而並無未來相關成本之政府補助，於成為應收賬項期間於損益中確認。該補助已於其他收入內呈列。

4. 關鍵會計判斷及估計

於應用本集團之會計政策(如附註3所述)時，本集團之管理層須對未能從其他方面確定之資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往之經驗及其他被視為相關之因素而作出。實際結果可能與此等估計不盡相同。

就該等估計及相關假設須不斷作出檢討。倘會計估計之修訂僅影響該修訂期間，該修訂會於該修訂期間內確認；或倘該修訂影響本期間及未來期間，則於修訂期間及未來期間確認。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

Critical judgments in applying accounting policies

The followings are the critical judgments, apart from those involving estimations, that the management of the Group has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in these consolidated financial statements.

Fair value of unquoted financial assets measured at FVTOCI

As described in Note 5(c), the management of the Group uses its judgments in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The Group's unlisted equity securities with carrying amounts of approximately HK\$1,593,220,000 (2019: HK\$1,603,891,000) are valued using a discounted cash flow analysis and with reference to the fair values of the underlying properties and assets based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of these unlisted equity securities also includes some assumptions not supported by observable market prices or rates.

Allowance for credit losses in respect of trade and other receivables

The Group determines the allowance for credit losses in respect of trade and other receivables based on the ECLs. Allowance for credit losses in respect of trade receivables is assessed on lifetime ECL while other receivables is assessed on 12m ECL as there had been no significant increase in credit risk since initial recognition.

The policy for allowance for credit losses in respect of trade and other receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of debtors of the Group were to deteriorate, resulting in an impairment of their abilities to make payments, additional allowances may be required.

4. 關鍵會計判斷及估計(續)

應用會計政策之關鍵判斷

除牽涉估計外，以下為本集團之管理層於應用本集團之會計政策過程中，已作出對本綜合財務報表已確認之數額有重大影響之關鍵判斷。

通過其他全面收益以反映公平值計量之並無報價金融資產之公平值

誠如附註5(c)所述，就並無在活躍市場報價之金融工具，本集團之管理層利用其判斷以選擇合適估值技術。應用之估值技術為市場人士所慣常使用。本集團之非上市股本證券之賬面值約為1,593,220,000港元(二零一九年：1,603,891,000港元)乃依據(倘可能)可觀察之市場價格或利率所支持之假設，使用貼現現金流量分析以及參考相關物業及資產之公平值進行估值。該等非上市股本證券之公平值估計亦包括若干並非由可觀察之市場價格或利率所支持之假設。

有關應收貿易賬項及其他應收賬項之信貸虧損撥備

本集團按預期信貸虧損釐定應收貿易賬項及其他應收賬項之信貸虧損撥備。應收貿易賬項之信貸虧損撥備以整個存續期內之預期信貸虧損來評估，而其他應收賬項因其信貸風險並未自初步確認後大幅增加，故信貸虧損撥備則以十二個月預期信貸虧損來評估。

本集團有關應收貿易賬項及其他應收賬項之信貸虧損撥備之政策基於對賬款之收回可能性及賬齡分析之評價以及管理層之判斷衡量。於評估此等應收賬項之最終收回情況時需要作出大量判斷，包括各債務人目前之信譽及過往還款紀錄。倘本集團債務人之財政狀況轉差而削弱彼等之付款能力時，則需要作出額外撥備。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

Critical judgments in applying accounting policies (Cont'd)

Fair value of investment properties

The Group's investment properties are stated at fair value based on the valuations performed by independent professional valuers. In determining the fair value, the valuers have based on methods of valuation which involve certain estimates. In relying on the valuation reports, the management of the Group has exercised its judgments and is satisfied that the methods of valuation are reflective of the current market conditions, as detailed in Note 19. Should there be any changes in assumptions due to change in market conditions, the fair value of the investment properties will change in future.

Key sources of estimation uncertainty

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

Deferred tax assets

As at 31 December 2020, a deferred tax asset of approximately HK\$19,107,000 (2019: HK\$4,108,000) in relation to unused tax losses has been recognised in the consolidated statement of financial position. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the consolidated statement of comprehensive income for the period in which such a reversal takes place.

4. 關鍵會計判斷及估計(續)

應用會計政策之關鍵判斷(續)

投資物業之公平值

本集團之投資物業按獨立專業估值師進行估值而評定之公平值列賬。估值師於釐定公平值時，乃根據估值方法進行，當中牽涉若干估計。本集團之管理層於信賴估值報告時已作出判斷及認同該等估值方法乃反映市場現況(詳情載列於附註19內)。倘市場狀況變化導致假設有任何變動，投資物業之公平值將於未來變動。

估計不明確因素之主要來源

以下是對未來，以及於報告期末估計不明確因素之其他主要來源使下一個財政年度對資產及負債之賬面值造成重大調整有顯著風險之主要假設。

遞延稅項資產

於二零二零年十二月三十一日，有關未使用稅務虧損之遞延稅項資產約19,107,000港元(二零一九年：4,108,000港元)已於綜合財務狀況報表中確認。遞延稅項資產能否變現主要視乎日後是否具有足夠之未來溢利或應課稅暫時差異而定。倘若未來之實際溢利低於預期，則可能產生重大之遞延稅項資產撥回，有關撥回將於出現撥回之期間內於綜合全面收益報表中確認。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Write-down of stock of properties

In accordance with the accounting policies as stated in Note 3, the Group performs regular reviews on the estimated net realisable values of the stock of properties in order to assess if, when the estimated net realisable values declining below the corresponding carrying amounts, any write-down of stock of properties is required. The management of the Group has taken into account of the prevailing market conditions, valuations or estimated unit selling price from independent property valuers and internally available information and exercised considerable judgments in making these estimates.

Impairment loss in respect of investments accounted for using the equity method

The management of the Group determines whether investments accounted for using the equity method have suffered any impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable, according to their recoverable amounts determined by the CGUs based on value-in-use calculations. The determination of impairment indication requires significant judgments, and the calculations require the use of estimates which are subject to change of economic environment in future.

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets

Financial assets measured at fair value through profit or loss
Financial assets measured at fair value through other comprehensive income
Amortised cost

Financial liabilities

Amortised cost
Derivative financial instrument

金融資產

通過損益以反映公平值計量之金融資產
通過其他全面收益以反映公平值計量之金融資產
攤銷成本

金融負債

攤銷成本
衍生金融工具

4. 關鍵會計判斷及估計(續)

估計不明確因素之主要來源(續)

物業存貨之減值

本集團根據附註3所述之會計政策定時審閱物業存貨之估計可變現淨值，以評估當估計可變現淨值下降至低於相關賬面值時，須對物業存貨作出減值。本集團之管理層考慮當時市況、由獨立物業估值師進行估值或估計單位售價及內部參考資料，以及運用大量判斷而作出該等估計。

有關以權益法入賬之投資之減值虧損

倘事件或環境變化顯示以權益法入賬之投資之賬面值可能不可收回，本集團之管理層根據使用價值計算法以現金產生單位釐定之可收回金額，以評定是否出現任何減值。評定減值跡象需要作出重大判斷，而計算過程中需使用的估計會因未來經濟環境變化而受到影響。

5. 金融工具

(a) 金融工具類別

	2020 HK\$'000 千港元	2019 HK\$'000 千港元
	3,550,536	9,038,353
	14,407,220	20,182,543
	2,324,483	1,448,550
	8,562,855	14,453,581
	111	6,060

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity investments, bonds, investments held-for-trading, structured products, club and corporate debentures, derivative financial instrument, advances to/from associates/joint venture/investee companies/non-controlling shareholders, debtors, deposits and other receivables, securities trading receivables and deposits, pledged deposits, time deposits, bank balances and cash, borrowings, creditors and accruals, securities trading and margin payable, lease liabilities and deposits received. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the Group's risk exposure relating to financial instruments or the manner in which it manages and measures the risks.

Market risk

(i) Foreign currency risk

The Group is mainly exposed to foreign exchange risk arising from future commercial transactions, and from recognised assets and liabilities. The functional currency of the Company and its major subsidiaries in Hong Kong is HK\$ in which most of the transactions are denominated. The functional currencies of those subsidiaries operating in the United Kingdom and the PRC are Pound Sterling ("GBP") and Renminbi ("RMB") respectively in which most of their transactions are denominated. The Group is mainly exposed to foreign exchange risk in respect of exchange fluctuations of HK\$ against GBP and RMB. The conversion of RMB into other currencies is subject to the rules and regulations of foreign exchange control promulgated by the government of the PRC. The Group currently does not have foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

5. 金融工具(續)

(b) 金融風險管理目標及政策

本集團之主要金融工具包括股本投資、債券、持作買賣之投資、結構性產品、會籍及公司債券、衍生金融工具、墊付予／墊款自聯營公司／合資公司／接受投資公司／非控股股東之款項、應收賬項、按金及其他應收賬項、應收證券交易賬項及存款、抵押存款、定期存款、銀行結餘及現金、借貸、應付賬項及應計款項、應付證券交易賬項及保證金、租賃負債以及已收按金。該等金融工具之詳情於相關附註中予以披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。本集團之管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

本集團有關金融工具之風險或管理及計量該等風險之方式並無變動。

市場風險

(i) 外幣風險

本集團主要面對由未來商業交易，以及已確認資產及負債而導致的外匯風險。本公司及其於香港主要附屬公司之功能貨幣為港元，當中大部分交易以港元計值。於英國及中國經營之附屬公司之功能貨幣分別為英鎊(「英鎊」)及人民幣(「人民幣」)，當中大部分交易分別以英鎊及人民幣計值。本集團主要因港元兌英鎊及人民幣匯率波動而承受外匯風險。換算人民幣為其他貨幣須遵守中國政府頒布之外匯管制之規則及規例進行。本集團現時就外幣資產及負債並無外幣對沖政策。本集團將密切監管其外幣風險，並於必要時考慮對沖重大外幣風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(i) Foreign currency risk (Cont'd)

The Group's exposure to foreign currency risk at the end of the reporting period is as follows:

Assets	資產
United States dollar ("US\$")	美元(「美元」)
GBP	英鎊
RMB	人民幣
Euro ("EUR")	歐元(「歐元」)
Liabilities	負債
US\$	美元
GBP	英鎊
RMB	人民幣
EUR	歐元

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against the relevant foreign currencies. As HK\$ is pegged to US\$, it is assumed that there would be no material currency risk exposure between US\$ and HK\$ and therefore US\$ is excluded from the sensitivity analysis below.

5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(i) 外幣風險(續)

本集團於報告期末所承受之外幣風險如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
4,959,714	9,447,549
2,197,344	1,965,283
197,654	184,590
21,445	464
1,253,814	2,608,708
522,229	379,875
11	12
29,930	—

敏感度分析

下表詳列本集團就港元兌相關外幣之匯率上升及下跌5%之敏感度。由於港元與美元掛鈎，故假設美元與港元之間並無重大貨幣風險，美元亦不會載於下文之敏感度分析。

就內部向主要管理人員報告外幣風險時會以5%作為敏感度比率，而有關比率為管理層對匯率出現合理可能變動作出之評估。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(i) Foreign currency risk (Cont'd)

Sensitivity analysis (Cont'd)

The sensitivity analysis includes outstanding foreign currency denominated monetary items, and adjusts their translations at the end of the reporting period for a 5% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to/from foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower; but excluding exposure resulting from the translation of the financial statements of foreign operations into the Group's presentation currency.

A positive number below indicates an increase in profit where the relevant currencies strengthen 5% against HK\$. For a 5% weakening of the relevant currencies against HK\$, there would be an equal and opposite impact on the profit.

Impact of	影響
GBP	英鎊
RMB	人民幣
EUR	歐元

There would be no material impact on the Group's other components of equity for the years ended 31 December 2020 and 2019.

The net effect of the Group's sensitivity to foreign currency risk was attributable to the Group's monetary assets and liabilities with exposure to foreign currency risk at the end of the reporting period.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(i) 外幣風險(續)

敏感度分析(續)

敏感度分析包括未償還之外幣計值貨幣項目，並於報告期末就5%之外幣匯率變動調整該等項目之換算。敏感度分析包括外部貸款及貸款予／自本集團旗下境外業務(其計值之貨幣為貸款人或借款人功能貨幣以外之貨幣)；惟並不包括來自換算於境外業務之財務報表至本集團之呈列貨幣而產生之風險。

下文中正數表示相關貨幣兌港元之匯率轉強5%時溢利之增加。倘相關貨幣兌港元之匯率轉弱5%，則對溢利造成之影響為同等及相反。

Profit (loss)	
溢利(虧損)	
2020	2019
HK\$'000	HK\$'000
千港元	千港元
70,624	66,012
9,882	9,229
(1,446)	23

對本集團截至二零二零年及二零一九年十二月三十一日止年度之股本權益其他部分並無重大影響。

本集團外幣風險敏感度之淨影響，乃由於本集團於報告期末就承受外幣風險之貨幣資產及負債所產生。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(ii) Cash flow interest rate risk

The Group has variable-rate interest-bearing assets and liabilities including time deposits, bank balances, sales proceeds held by a third party and borrowings (2019: also included advance to an associate) and is therefore exposed to cash flow interest rate risk. Details of these financial instruments are disclosed in respective notes. The Group currently does not have interest rate hedging policy. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate ("HIBOR"), London Interbank Offered Rate ("LIBOR") or costs of funds of financial institutions or a bank (2019: also included prime rate).

Sensitivity analysis

The following demonstrates the sensitivity to a reasonable possible change in interest rates with all other variables held constant, of the Group's profit before tax (through the impact of floating rates in advance to an associate, time deposits, bank balances, sales proceeds held by a third party and borrowings).

If the floating rates had been 50 basis points higher/lower, with all other variables held constant, the Group's profit before tax for the year ended 31 December 2020 would decrease/increase by approximately HK\$30,242,000 (2019: HK\$64,144,000). This was mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(ii) 現金流量利率風險

本集團擁有以浮息計息之資產及負債(包括定期存款、銀行結餘、第三方所持銷售所得款項及借貸(二零一九年：且包括墊付一間聯營公司款項))，故本集團須承擔現金流量利率風險。該等金融工具詳情於相關附註中予以披露。本集團現時並無利率對沖政策。然而，本集團之管理層監控利率風險，並於必要時考慮對沖重大利率風險。

本集團之現金流量利率風險主要集中於香港銀行同業拆息(「香港銀行同業拆息」)、倫敦銀行同業拆息(「倫敦銀行同業拆息」)或金融機構或一間銀行之資金成本(二零一九年：且包括最優惠利率)之波動。

敏感度分析

以下列示在全部其他變數維持不變之情況下，本集團除稅前溢利對利率出現合理可能變動時之敏感度(透過墊付一間聯營公司款項、定期存款、銀行結餘、第三方所持銷售所得款項及借貸浮動利率之影響)。

倘浮動利率上升／下降50個基點，在全部其他變數維持不變之情況下，則本集團截至二零二零年十二月三十一日止年度之除稅前溢利將減少／增加約30,242,000港元(二零一九年：64,144,000港元)。此乃主要由於本集團所承受之浮息借貸之利率風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(ii) Cash flow interest rate risk (Cont'd)

Sensitivity analysis (Cont'd)

There would be no material impact on the Group's other components of equity for the years ended 31 December 2020 and 2019.

The Group's sensitivity to interest rates has decreased during the current year mainly due to the decrease in net debt carries at variable-rate.

(iii) Price risk

The Group's investments classified as financial assets measured at FVTPL, financial assets measured at FVTOCI and derivative financial instrument presented as current liability which are measured at fair value at the end of each reporting period and expose the Group to price risk. At the end of the reporting period, the Group held investments in certain high yield and fixed-rate bonds. High yield bonds are bonds that are typically rated below investment grade or are unrated and therefore are generally more vulnerable to economic cycles as they typically fall more in value than investment grade bonds given higher default risk and higher investors risk adversity. For bonds with fixed-rate coupons, they are more susceptible to fluctuations in interest rates. As interest rates move upward, the value of the bonds will generally fall. Furthermore, the longer the tenor of the bonds, the more sensitive they will be to interest rate changes.

The management of the Group manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(ii) 現金流量利率風險(續)

敏感度分析(續)

對本集團截至二零二零年及二零一九年十二月三十一日止年度之股本權益其他部分並無重大影響。

本集團於本年度對利率之敏感度減少主要由於以浮息計算之債務淨額減少所致。

(iii) 價格風險

本集團之投資分類為通過損益以反映公平值計量之金融資產、通過其他全面收益以反映公平值計量之金融資產及衍生金融工具(呈列為流動負債)於各報告期末按公平值計量，故本集團須承擔價格風險。於報告期末，本集團持有若干高息及定息債券之投資。高息債券一般為評級低於投資級別甚至不獲評級之債券，由於其違約風險及投資避險傾向較高，價值跌幅一般較投資級別債券為高，因此普遍較易受經濟週期影響。而定息債券則較易受利率波動影響。若利率上升，有關債券價值普遍下跌。此外，債券年期愈長，對利率變化之敏感度愈高。

本集團之管理層以設立不同風險水平之投資組合管理有關風險。此外，本集團已委任特別小組監管價格風險，並於必要時考慮對沖風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(iii) Price risk (Cont'd)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to price risk at the end of the reporting period.

If prices had been 5% higher/lower, the Group's profit before tax for the year ended 31 December 2020 would increase/decrease by approximately HK\$177,532,000 (2019: HK\$452,221,000). This was due to the changes in fair value of financial assets measured at FVTPL and derivative financial instrument.

If prices had been 5% higher/lower, the Group's other components of equity for the year ended 31 December 2020 would increase/decrease by approximately HK\$720,361,000 (2019: HK\$1,009,127,000) as a result of the changes in fair value of financial assets measured at FVTOCI.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 December 2020 in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group's time deposits and bank balances are deposited with banks of high credit quality in Hong Kong, Mainland China and overseas.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(iii) 價格風險(續)

敏感度分析

以下敏感度分析乃根據報告期末之價格風險釐定。

倘價格上升/下降5%，則本集團截至二零二零年十二月三十一日止年度之除稅前溢利將增加/減少約177,532,000港元(二零一九年：452,221,000港元)。此乃由於通過損益以反映公平值計量之金融資產及衍生金融工具之公平值變動。

倘價格上升/下降5%，則本集團截至二零二零年十二月三十一日止年度之股本權益其他部分將增加/減少約720,361,000港元(二零一九年：1,009,127,000港元)，此乃由於通過其他全面收益以反映公平值計量之金融資產之公平值變動。

信貸風險

倘交易方無法履行彼等於二零二零年十二月三十一日之責任，本集團承受有關各類已確認金融資產之最大信貸風險為於綜合財務狀況報表所列該等資產之賬面值。本集團之定期存款及銀行結餘存於香港、中國大陸及海外高信貸質素之銀行。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

The Group made transactions with counterparties with acceptable credit quality in conformance to the Group's treasury policies to minimise credit exposure. Acceptable credit ratings from reputable credit rating agencies and scrutiny of financials for non-rated counterparties are two important criteria in the selection of counterparties. The credit quality of counterparties will be closely monitored over the life of the transaction. The Group reviews its financial counterparties periodically in order to reduce credit risk concentrations relative to the underlying size and credit strength of each counterparty.

In an attempt to forestall adverse market movement, the Group also monitors potential exposures to each financial institution counterparty. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate allowance for credit losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permits the use of the lifetime ECL provision for trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECL, and also considers the available reasonable and supportive forwarding-looking information.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

本集團與符合本集團庫務政策所訂信貸評級良好之交易方進行交易，以盡量降低信貸風險。揀選交易方之兩項重要原則，乃由有信譽之信貸評級機構發出可接受的信貸評級，以及對不獲評級之交易方進行財務評審。本集團會在整個交易期內密切監察交易方之信貸質素。本集團會定期對與其交易之財務交易方進行評審，以減低與各交易方相關規模及信貸強度有關之集中信貸風險。

為不利之市場變動預先作準備，本集團亦監察各金融機構交易方之潛在風險。此外，於報告期末，本集團檢討每宗個別債項之可收回金額，確保就無法收回金額作出足夠之信貸虧損撥備。就此而言，董事認為本集團之信貸風險已大幅降低。

本集團應用香港財務報告準則第9號所訂明之簡化方法就預期信貸虧損作出撥備，該方法允許對應收貿易賬項採用整個存續期內之預期信貸虧損撥備。就計量預期信貸虧損，已將應收貿易賬項按其共有之信貸風險特徵作歸類。本集團已進行歷史分析及識別對信貸風險及預期信貸虧損有影響之主要經濟變數，並考慮現有之合理及有支持性之前瞻性資料。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

As at 31 December 2020, trade receivables that are individually significant have been separately assessed for impairment, after taking into consideration, the background and reputation of the customers, historical settlement records and past experiences at the end of each reporting period. The Group makes periodic assessments on the recoverability of the trade receivables by using a provision matrix to measure ECL. The provision rates are based on days past due for groupings of various customer segments with similar financial strength and any disputes with the debtors. The calculation reflects reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. For the year ended 31 December 2020, the Directors were in the opinion that, an allowance for credit losses in respect of trade receivables of approximately HK\$2,852,000 (2019: nil) was recognised in the consolidated statement of comprehensive income. Details are set out in Note 32.

For all other receivables, the Group measures the loss allowance equal to 12m ECL and assessed individually, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

The credit quality of the advances to related parties has been assessed with reference to historical information about the default rates and financial position of the counterparties. These balances were assessed individually based on 12m ECL. The Directors are of the opinion that the credit risk of the advances to related parties is low due to the current creditworthiness of the debtors and sound collection history of the receivables due from them. For the year ended 31 December 2020, allowance for credit losses of approximately HK\$56,000 (2019: HK\$982,000) was recognised in the consolidated statement of comprehensive income.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

於二零二零年十二月三十一日，經考慮客戶之背景及聲譽、過往結賬記錄以及過往經驗，個別重大之應收貿易賬項於各報告期末已另行作減值評估。本集團使用撥備矩陣計量預期信貸虧損，就應收貿易賬項之可收回程度進行定期評估。撥備率乃基於歸類類似財務強度之不同客戶分類之逾期天數及與債務人之任何糾紛。該計算反映於報告日期可獲得有關過往事件、當前狀況及對未來經濟狀況的預測之合理及有支持性之資料。截至二零二零年十二月三十一日止年度，董事認為應收貿易賬項之信貸虧損撥備約為2,852,000港元(二零一九年：無)，已於綜合全面收益報表中確認。詳情載列於附註32內。

就所有其他應收賬項，本集團以相等於十二個月預期信貸虧損計量及個別評估虧損撥備。除非自初步確認起信貸風險大幅增加，則本集團確認整個存續期內之預期信貸虧損。評估應否確認整個存續期內之預期信貸虧損乃根據自初步確認起發生違約之可能性或風險有否重大增加。

墊付予關連人士之信貸質素已參考有關交易方之違約率及財務狀況之過往資料進行評估。該等結餘按十二個月預期信貸虧損作個別評估。董事認為，由於墊付予關連人士之債務人目前信譽及良好還款記錄，故彼等之信貸風險較低。截至二零二零年十二月三十一日止年度，已於綜合全面收益報表中確認信貸虧損撥備約56,000港元(二零一九年：982,000港元)。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Credit risk** (Cont'd)

Investments in bonds are limited to financial institutions or investment counterparties with high quality. When making decisions on investments in bonds, the management of the Group has also made reference to the credit ratings of the issuers and guarantors (if any) which, however, are not an assurance as to the issuers' and/or guarantors' creditworthiness or the risks, returns or suitability of the bonds. Risks in particular specific to certain types of bonds held by the Group are: (i) high yield bonds – they in general carry high credit risk as they are often subject to higher risk of issuer default as they are typically rated below investment grade or are unrated; (ii) perpetual bonds – their coupon payments may be deferred or suspended subject to the terms and conditions of the bonds and they are often callable after a call protection period (related risk is detailed in the liquidity risk below); and (iii) contingent convertible bonds – issued by financial institutions that are deeply subordinated in the capital structure, typically Tier 1 or Tier 2 securities. The key characteristic of contingent convertible bonds is that the issuer can either write off the principal amount or convert it to shares without causing a default on the bond. There could be a specific hard capital ratio trigger or declaration of non-viability event by the regulator for the write off or conversion to equity to happen. The Group may be exposed to a higher issuer credit risk and may experience substantial losses or lose the entire value of investment as a result of a trigger event. Other than the above, there may be additional risks associated with trading of bonds over-the-counter (“OTC”) because OTC transactions are generally subject to limited regulation and therefore less transparent in transaction details such as volume, price formation, etc. There may also be additional risks for investments located in an emerging market which may involve certain risks associated with political and economic uncertainty. In view of the specific risks above, the Group has appointed the special team as disclosed in Note 5(b)(iii) above to closely monitor the risks.

The credit risk for pledged deposits, time deposits, bank balances and deposits with clearing house are insignificant because the counterparties are banks and clearing house with high credit ratings.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

債券之投資只限於以高質素之金融機構或投資交易方。於作出債券投資決定時，本集團之管理層亦參照發行人及保證人(如有)之信貸評級，然而，有關評級並非發行人及／或保證人信譽或債券風險、回報或合適性之保證。本集團所持若干債券類別之特定風險為：(i)高息債券—一般附帶高信貸風險，乃因有關債券評級一般低於投資級別或不獲評級，因此通常面對較高發行人違約風險；(ii)永續債券—視乎債券條款及條件，其票息可能遞延或暫停支付，且通常可於贖回禁止期後可贖回(相關風險詳情載列於下文流動資金風險一節)；及(iii)或然可換股債券—由金融機構發行，為資本結構中之低次級，通常是一級或二級證券。或然可換股債券之主要特徵是發行人可以在不導致債券違約之情況下撤銷本金金額或將債券轉換為股份。監管機構就撤銷或轉換為股本權益之發生，設定特定嚴格的資本比率作為觸發點或當宣布無法經營事件時發生。倘發生觸發事件，本集團可能面臨較高之發行人信貸風險，並可能蒙受重大虧損或失去投資之全部價值。除上文所述者外，倘有可能面對與場外(「場外」)債券買賣相關之額外風險，乃因場外交易一般所受規管有限，因而在交投量、價格形成等交易詳情方面透明度較低。此外，亦可能面對位於新興市場之投資之額外風險，新興市場可能涉及若干與政治及經濟不明朗因素相關之風險。鑑於上述之特定風險，本集團已委任特別小組(如上文附註5(b)(iii)所披露)密切監察有關風險。

抵押存款、定期存款、銀行結餘以及於結算所之存款之信貸風險並不顯著，乃因交易方為高信貸評級之銀行及結算所。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Credit risk** (Cont'd)

The Group's concentration of credit risk by geographical location is mainly in Hong Kong, Europe and Mainland China. As at 31 December 2020, the Group was subject to investment concentration risk as there were (i) bonds investment with three (2019: four) same issuer groups with their respective amount of approximately HK\$600,206,000, HK\$778,547,000 and HK\$793,759,000 (2019: HK\$1,032,341,000, HK\$1,067,082,000, HK\$1,435,959,000 and HK\$1,607,451,000) presented as financial assets measured at FVTPL; and (ii) equity security of a listed company of HK\$12,814,000,000 (2019: HK\$18,576,000,000) presented as financial assets measured at FVTOCI, which represented a major portion of the Group's investment portfolio as determined by the management of the Group. Investment concentration risk may materialise when the market in which those bonds are traded is constricted (related risk is detailed in liquidity risk below), or when the fair value of those bonds/that listed equity security are declined (related risk is detailed in price risk above). The Group also monitors regularly to avoid over-concentration (such as investment products and underlying foreign exchange, etc.) of the investment portfolio.

Liquidity risk

The Group's certain bonds and listed equity securities were pledged to the financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions. Under adverse market conditions, the Group may be called by the financial institutions upon at short notice to make deposits to repay the margin loans. If the required deposits are not made within the prescribed time, the Group's securities may be liquidated by the financial institutions without the Group's consent.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

本集團按地域集中承擔信貸風險之地區主要為香港、歐洲及中國大陸。於二零二零年十二月三十一日，由本集團之管理層決定之投資組合主要部分由(i)三(二零一九年：四)個同一發行人集團發行並呈列為通過損益以反映公平值計量之金融資產之債券投資金額分別約600,206,000港元、778,547,000港元及793,759,000港元(二零一九年：1,032,341,000港元、1,067,082,000港元、1,435,959,000港元及1,607,451,000港元)；及(ii)呈列為通過其他全面收益以反映公平值計量之金融資產之一間上市公司之股本證券12,814,000,000港元(二零一九年：18,576,000,000港元)組成，因此，本集團面對集中投資風險。當該等債券於受限制市場買賣(相關風險詳情載列於下文流動資金風險一節)，或當該等債券／該上市股本證券之公平值下降(相關風險詳情載列於上文價格風險一節)，集中投資風險將會較為顯著。本集團亦定期監察投資組合，以免過度集中(如投資產品及相關外匯等)。

流動資金風險

本集團若干債券及上市股本證券已就本集團有關證券交易獲授之保證金及證券融資抵押予金融機構。倘出現不利市況，金融機構可能向本集團發出短期通知催繳存款，以償還保證金貸款。倘本集團未有於指定時限內繳付存款，則金融機構可在未經本集團同意而將本集團之證券變現。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)*Liquidity risk (Cont'd)*

Certain bonds held by the Group carried fixed-rate coupon are accompanied with call rights, the issuers may call and redeem the bonds early if interest rates fall. The Group may face reinvestment risk when issuers exercised its right to redeem the bond before it matures. Besides, some bonds may not have an active secondary market. In case of the market in which the bonds are traded is illiquid, the Group may run the risk of either having to retain the investment until the end of the term or selling it before maturity at an unfavourable price.

The Group manages liquidity risk by maintaining adequate bank deposits and cash, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities.

The liquidity risk is under continuous monitoring by the management of the Group. Reports with maturity dates of bank borrowings and thus the liquidity requirement are provided to the management of the Group for review periodically. The management of the Group will contact the bankers for renewals of bank borrowings whenever necessary.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險(續)

本集團所持之若干債券按固定票息計息，並附帶收回權利，如利率下跌，發行人可提早收回及贖回債券。當發行人於債券到期前行使權利贖回債券，則本集團可能面對再投資風險。此外，部分債券可能並無活躍第二市場。倘有關債券市場成交流通量不足，本集團可能需要承擔風險，持有投資直至到期，或於到期前以不利價格出售。

本集團通過維持充足銀行存款及現金、監管預測及實際現金流量以及配合金融資產及金融負債之到期時間表，藉此管理流動資金風險。

本集團之管理層持續監管流動資金風險。載有銀行借貸到期日及有關之流動資金需求之報告定期提供予本集團之管理層審閱。本集團之管理層在必要時將聯絡往來銀行將銀行借貸續期。

下表詳列本集團非衍生金融負債按協定還款條款之餘下合約到期情況。各表乃按本集團可被要求付款之最早日期根據金融負債之未貼現現金流量編製，當中包括利息及本金之現金流量。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

Non-derivative financial liabilities	非衍生金融負債
Borrowings	借貸
Lease liabilities	租賃負債
Creditors and accruals	應付賬項及應計款項
Securities trading and margin payable	應付證券交易賬項及保證金
Amounts due to associates	欠負聯營公司款項
Amounts due to investee companies	欠負接受投資公司款項
Amounts due to non-controlling shareholders	欠負非控股股東款項
Total	總額

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險(續)

Weighted average effective interest rate 加權平均實際利率	At 31 December 2020 於二零二零年十二月三十一日			
	On demand or within 1 year 按要求或一年內	Within 2 to 5 years 兩年至五年	Total undiscounted cash flows 未貼現現金流量總額	Total carrying amount 賬面值總額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
1.31%	5,389,221	1,986,676	7,375,897	7,263,832
2.12%	69,122	58,415	127,537	125,190
-	158,469	-	158,469	158,469
-	38,883	-	38,883	38,883
-	-	260,344	260,344	260,344
-	-	581,898	581,898	581,898
-	-	275	275	275
	5,655,695	2,887,608	8,543,303	8,428,891

Non-derivative financial liabilities	非衍生金融負債
Borrowings	借貸
Lease liabilities	租賃負債
Creditors and accruals	應付賬項及應計款項
Securities trading and margin payable	應付證券交易賬項及保證金
Amounts due to associates	欠負聯營公司款項
Amounts due to investee companies	欠負接受投資公司款項
Amounts due to non-controlling shareholders	欠負非控股股東款項
Total	總額

Weighted average effective interest rate 加權平均實際利率	At 31 December 2019 於二零一九年十二月三十一日			
	On demand or within 1 year 按要求或一年內	Within 2 to 5 years 兩年至五年	Total undiscounted cash flows 未貼現現金流量總額	Total carrying amount 賬面值總額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
3.26%	9,657,992	4,340,769	13,998,761	13,442,259
2.47%	50,571	85,825	136,396	132,054
-	151,010	-	151,010	151,010
-	11,246	-	11,246	11,246
-	-	212,419	212,419	212,419
-	-	368,563	368,563	368,563
-	-	333	333	333
	9,870,819	5,007,909	14,878,728	14,317,884

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)*Liquidity risk (Cont'd)*

In addition to the items as set out in the above liquidity risk tables, the maximum amount the Group could be required to settle under (i) financial guarantee provided by the Group in respect of a banking facility utilised by an investee company and (ii) indemnity given to a third party in relation to an investee company is approximately HK\$613,830,000 (2019: (i) financial guarantees provided by the Group in respect of banking facilities utilised by a joint venture and an investee company and (ii) indemnity given to a third party in relation to an investee company of HK\$703,830,000) in aggregate, if such amount is claimed by the counterparties to the guarantee(s) or indemnity at any time within the guaranteed or indemnity period. Details of the guarantee(s) and indemnity are set out in Note 45.

Secured bank borrowings with repayment on demand clause are included in the "On demand or within 1 year" time band of maturity analysis in the above liquidity risk tables. At the end of the reporting period, the total undiscounted cash flow of the borrowings amounted to approximately HK\$798,980,000 (2019: HK\$627,090,000). Taking into account the Group's financial position, the Directors do not believe that it is probable that the financial institutions will exercise their discretionary rights to demand immediate repayment. The Directors believe that such borrowings will be repaid in accordance with the scheduled repayment dates as set out in the loan agreements, details of which are set out in the tables below (include both interest and principal cash flows).

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險(續)

除以上流動資金風險列表之項目，本集團可能(i)就一間接受投資公司動用之銀行信貸額而向一間銀行提供之財務擔保以及(ii)與一間接受投資公司有關向第三方授予之彌償保證，於擔保或彌償保證期間隨時被交易方要求索償該擔保或彌償保證之最高金額合共約為613,830,000港元(二零一九年：(i)就一間合資公司及一間接受投資公司動用之銀行信貸額而向銀行提供之多項財務擔保以及(ii)與一間接受投資公司有關向第三方授予之彌償保證之最高金額合共703,830,000港元)。擔保及彌償保證之詳情已載列於附註45。

附帶按要求償還條款之有抵押銀行借貸於上述流動資金風險列表之到期分析中計入「按要求或一年內」時間組別。於報告期末，借貸之未貼現現金流量總額約為798,980,000港元(二零一九年：627,090,000港元)。經考慮本集團之財務狀況，董事並不相信金融機構會行使其酌情權要求即時還款。董事相信，有關借貸將按照貸款協議所載之預定還款日期償還，其詳情載於下表(當中包括利息及本金之現金流量)。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

Maturity analysis – secured bank borrowings with repayment on demand clause based on scheduled repayments

Non-derivative financial liability 非衍生金融負債
Borrowings 借貸

Non-derivative financial liability 非衍生金融負債
Borrowing 借貸

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險(續)

到期分析–附帶按要求償還條款之有抵押銀行借貸按其預定還款

At 31 December 2020			
於二零二零年十二月三十一日			
Within 1 year	Within 2 to 5 years	Total undiscounted cash flows	Total carrying amount
一年內	兩年至五年	未貼現現金流量總額	賬面值總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
11,757	787,223	798,980	775,169

At 31 December 2019			
於二零一九年十二月三十一日			
Within 1 year	Within 2 to 5 years	Total undiscounted cash flows	Total carrying amount
一年內	兩年至五年	未貼現現金流量總額	賬面值總額
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
13,600	613,490	627,090	592,476

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Liquidity risk** (Cont'd)

The following tables detail the Group's remaining contractual maturity for its derivative financial instruments. The tables have been drawn up based on the undiscounted gross cash inflows and outflows on the derivatives that require gross settlements. For cash flows denominated in currency other than HK\$, the prevailing foreign exchange rate at the end of the reporting period is used to convert the cash flows into HK\$.

Derivative gross settlement	衍生工具之交收總額
Cross currency swap	貨幣掉期
Inflow	流入
Outflow	流出

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動資金風險(續)

下表詳列本集團衍生金融工具餘下合約到期之情況。下表乃按衍生工具需要交收總額之未貼現現金流入及流出總額編製。以港元以外貨幣計值之現金流量，按報告期末當時之匯率將該現金流量轉換為港元。

At 31 December 2020		
於二零二零年十二月三十一日		
Within 1 year	Total undiscounted cash flows	Total carrying amount
一年內	未貼現現金 流量總額	賬面值 總額
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
		(111)
1,241,598	1,241,598	
(1,241,604)	(1,241,604)	

At 31 December 2019
於二零一九年十二月三十一日

Derivative gross settlement	衍生工具之交收總額
Cross currency swap	貨幣掉期
Inflow	流入
Outflow	流出

Within 1 year	Total undiscounted cash flows	Total carrying amount
一年內	未貼現現金 流量總額	賬面值 總額
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
		(6,060)
1,239,917	1,239,917	
(1,247,970)	(1,247,970)	

5. FINANCIAL INSTRUMENTS (Cont'd)

5. 金融工具(續)

(c) Fair value measurements

(c) 公平值計量

Financial instruments measured at fair value

以公平值計量之金融工具

The following table analysed the financial instruments which are measured at fair value at the end of the reporting period into the three-level hierarchy.

下表為於報告期末以公平值計量之金融工具之三級分級制分析。

	Fair value		Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs
	公平值		公平值分級制	估值技術及主要數據	重大非可觀察數據
	2020 HK\$'000 千港元	2019 HK\$'000 千港元			
Financial assets 金融資產					
Listed equity securities presented as financial assets measured at FVTOCI 呈列為通過其他全面收益以反映公平值計量之金融資產之上市股本證券	12,814,000	18,578,652	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Bonds presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之債券	3,086,588	8,975,533	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Unlisted bond presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之非上市債券	201,061	-	Level 3 第三級	Discounted cash flow methodology 貼現現金流量法	Discounted rate of 12.44% and estimated cash inflow from the bond (note (i)) 貼現率為12.44厘及債券之估計現金流入(附註(i))
Listed investments held-for-trading presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之持作買賣之上市投資	152,687	-	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Structured products presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之結構性產品	52,426	-	Level 3 第三級	Equity linked notes using Monte Carlo simulation model 股票掛鈎票據按蒙地卡羅模擬模式	Equity growth rate (weekly) ranging from -0.005% to 0.001%, volatility (weekly) ranging from 4.897% to 8.256% and discount rate ranging from 0.05% to 0.06% (note (ii)) 股票增長率(每周)介乎-0.005厘至0.001厘、波幅(每周)介乎4.897厘至8.256厘及貼現率介乎0.05厘至0.06厘(附註(ii))
				Secured loan repackaged note using discounted cash flow methodology 有抵押貸款重新包裝票據按貼現現金流量法	Discounted rate of 11.53% and estimated cash inflow from the underlying loan (note (i)) 貼現率為11.53厘及相關貸款之估計現金流入(附註(i))

5. FINANCIAL INSTRUMENTS (Cont'd)

5. 金融工具(續)

(c) Fair value measurements (Cont'd)

(c) 公平值計量(續)

Financial instruments measured at fair value (Cont'd)

以公平值計量之金融工具(續)

	Fair value		Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs
	公平值	2019			
	2020	2019	公平值	估值技術及主要數據	重大非可觀察數據
	HK\$'000	HK\$'000	分級制		
	千港元	千港元			
Financial assets (Cont'd)					
金融資產(續)					
Club and corporate debentures presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之會籍及公司債券	57,774	62,820	Level 2 第二級	Market comparison 市場之比較數據	N/A 不適用
Unlisted equity securities presented as financial assets measured at FVTOCI 呈列為通過其他全面收益以反映公平值計量之金融資產之非上市股本證券	1,593,220	1,603,891	Level 3 第三級	Discounted cash flow: forecast distribution, discount rate and contract terms (if any) 貼現現金流量：預測之分派、貼現率及合約條款(如有)	Forecast distribution taking into account management's experience and the estimated terminal value (note (i)) 預測之分派乃參照管理層經驗及估計之最終價值(附註(i))
				Reference to the fair value of the underlying property 參考相關物業之公平值	Fair value of the underlying property based on valuation model (note (i)) 基於估值模式釐定相關物業之公平值(附註(i))
				Net asset value (note (iii)) 資產淨值(附註(iii))	N/A 不適用
	17,957,756	29,220,896			
Financial liability					
金融負債					
Derivative financial instrument – Cross currency swap 衍生金融工具 – 貨幣掉期	111	6,060	Level 2 第二級	Discounted cash flow methodology based on spot and forward exchange rates and yield curves of the currency 貼現現金流量法，按該貨幣之即期及遠期匯率以及收益率曲線	N/A 不適用

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

Notes:

- (i) The higher the estimated cash flow from the underlying bond/loan, forecast distribution, estimated terminal value and fair value of the underlying property, the higher the fair value. The higher the discount rate, the lower the fair value.
- (ii) The higher the equity growth rate, the higher the fair value. The higher the equity volatility and discount rate, the lower the fair value.
- (iii) The Group has determined that the net asset value represents the fair value at the end of the reporting period.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as at the date of the events or changes in circumstances that caused the transfer.

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy during the years ended 31 December 2020 and 2019 and no change in valuation techniques used in prior years.

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of each reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

5. 金融工具(續)

(c) 公平值計量(續)

以公平值計量之金融工具(續)

附註：

- (i) 相關債券／貸款之估計現金流入、預測之分派、估計之最終價值及相關物業之公平值越高，公平值越高。貼現率越高，公平值越低。
- (ii) 股票增長率越高，公平值越高。股票波幅及貼現率越高，公平值越低。
- (iii) 本集團已釐定於報告期末之資產淨值為公平值。

本集團之政策為於導致轉撥之事件或情況改變之日期，確認公平值分級之間的轉撥。

公平值分級制內第一級、第二級及第三級之間於截至二零二零年及二零一九年十二月三十一日止年度內並無轉撥以及與過往年度所用之估值技術亦無轉變。

於活躍市場買賣之金融工具之公平值即各報告期末之市場報價。倘即時及定時透過交易所、交易商、經紀、業界組別、報價服務或監管機構獲得報價，且該等價格屬實際及定期按公平基準進行之市場交易，則市場可被視為活躍。本集團所持金融資產所用之市場報價為目前之買入價。此等工具已計入第一級。

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

The movement during the years in the balances of Level 3 fair value measurement is as follows:

At 1 January 2019	於二零一九年一月一日			
Net unrealised gain arising from change in fair value	公平值變動而產生之未變現收益淨額			
At 31 December 2019	於二零一九年十二月三十一日			
Purchases during the year	於年內購入			
Disposals during the year	於年內出售			
Net return of capital contribution during the year	於年內歸還注資資本淨額			
Net gain (loss) arising from change in fair value	公平值變動而產生之收益(虧損)淨額			
At 31 December 2020	於二零二零年十二月三十一日			

Notes:

- (i) The gain (loss) included in profit or loss for the year related to unlisted bond and structured products held at the end of the reporting period are reported as investment income (expenses).
- (ii) The gain (loss) included in other comprehensive income for the relevant years related to unlisted equity securities held at the end of the reporting periods are reported as changes of financial assets measured at FVTOCI reserve.

5. 金融工具(續)

(c) 公平值計量(續)

以公平值計量之金融工具(續)

第三級公平值計量結餘於本年度之變動如下：

	Unlisted bond presented as financial assets measured at FVTPL	Structured products presented as financial assets measured at FVTPL	Unlisted equity securities presented as financial assets measured at FVTOCI
	呈列為通過損益以反映公平值計量之金融資產之非上市債券	呈列為通過損益以反映公平值計量之金融資產之結構性產品	呈列為通過其他全面收益以反映公平值計量之金融資產之非上市股本證券
	HK\$'000 千港元 (note (i)) (附註(i))	HK\$'000 千港元 (note (i)) (附註(i))	HK\$'000 千港元 (note (ii)) (附註(ii))
At 1 January 2019	–	–	1,200,307
Net unrealised gain arising from change in fair value	–	–	403,584
At 31 December 2019	–	–	1,603,891
Purchases during the year	195,672	137,438	–
Disposals during the year	–	(83,148)	–
Net return of capital contribution during the year	–	–	(9,312)
Net gain (loss) arising from change in fair value	5,389	(1,864)	(1,359)
At 31 December 2020	201,061	52,426	1,593,220

附註：

- (i) 就於報告期末持有之非上市債券及結構性產品所有計入年度之收益(虧損)列報為損益中之投資收入(開支)。
- (ii) 就於報告期末持有之非上市股本證券計入有關年度其他全面收益之收益(虧損)列報為通過其他全面收益以反映公平值計量之金融資產之儲備之變動。

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments not measured at fair value

The Directors consider that the carrying amounts of the Group's financial instruments that are not measured at fair value approximate to their fair values.

6. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders of the Company and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Directors actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders of the Company through the optimisation of the debt afforded by a sound capital position, and make adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from 2019.

As at 31 December 2020, the capital structure of the Group mainly consists of debts, which include borrowings from banks and other financial institutions, lease liabilities, pledged deposits, time deposits, bank balances and cash, and total equity, comprising issued share capital, reserves, retained profits and non-controlling interests. The Directors consider the cost of capital and the risks associated with each class of capital to monitor its capital structure on the basis of a gearing ratio. The Group has a target gearing ratio not higher than 50%, determined as the proportion of net debt to equity. This ratio is expressed by as a percentage of net borrowings over the total equity. Net borrowings are calculated as total borrowings and lease liabilities (as shown in the consolidated statement of financial position) less cash and bank balances and pledged deposits.

5. 金融工具(續)

(c) 公平值計量(續)

並非以公平值計量之金融工具

董事認為本集團並非以公平值計量之金融工具之賬面值與其公平值相若。

6. 資本風險管理

本集團通過根據風險水平給予產品及服務相應定價，以及確保按合理成本取得融資之方式管理資本，其主要目標為保持本集團之實體具持續經營之能力，以確保本集團能為本公司股東持續提供回報，並為其他權益相關者提供利益。

董事積極並定時審視及管理本集團之資本架構，透過以完善資本狀況支持優化債務及於經濟條件發生變動時對資本架構作出調整，為本公司股東爭取最大之回報。本集團整體策略與二零一九年維持不變。

於二零二零年十二月三十一日，本集團之資本架構主要由債務(包括銀行及其他金融機構之借貸)、租賃負債、抵押存款、定期存款、銀行結餘及現金以及股本權益總額(包括已發行股本、儲備、保留溢利及非控股權益)組成。董事考慮資本成本及各類股本相關之風險，以按資本與負債比率監管其資本架構。本集團之資本與負債比率之目標不高於50%，按債務淨額與股本權益之比例釐定。該比率表述為借貸淨額與股本權益總額之百分比。借貸淨額乃按借貸總額及租賃負債(如綜合財務狀況報表所示)減現金及銀行結餘以及抵押存款計算。

6. CAPITAL RISK MANAGEMENT (Cont'd)

6. 資本風險管理(續)

The gearing ratios were as follows:

資本與負債比率如下：

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Borrowings – current (note (i))	借貸 – 流動性質(附註(i))	5,312,436	9,240,299
Borrowings – non-current (note (i))	借貸 – 非流動性質(附註(i))	1,951,396	4,201,960
Lease liabilities – current (note (ii))	租賃負債 – 流動性質(附註(ii))	67,300	47,929
Lease liabilities – non-current (note (ii))	租賃負債 – 非流動性質(附註(ii))	57,890	84,125
Total debt	債務總額	7,389,022	13,574,313
Less: Cash and bank balances and pledged deposits (note (iii))	減：現金及銀行結餘以及抵押存款(附註(iii))	(1,915,048)	(839,542)
Net debt (total debt less cash and bank balances and pledged deposits)	債務淨額 (債務總額減現金及銀行結餘以及抵押存款)	5,473,974	12,734,771
Securities investments and treasury products (note (iv))	證券投資及財資產品(附註(iv))	16,306,762	27,554,185
Less: Net debt	減：債務淨額	(5,473,974)	(12,734,771)
Net cash (Securities investments and treasury products less net debt)	現金淨額 (證券投資及財資產品減債務淨額)	10,832,788	14,819,414
Total equity (note (v))	股本權益總額(附註(v))	28,780,250	33,590,361
Net debt to equity ratio (excluding securities investments and treasury products)	債務淨額與股本權益比率 (不包括證券投資及財資產品)	19.0%	37.9%
Net debt to equity ratio (including securities investments and treasury products)	債務淨額與股本權益比率 (包括證券投資及財資產品)	Net cash position 現金淨額狀況	Net cash position 現金淨額狀況

6. CAPITAL RISK MANAGEMENT (Cont'd)

Notes:

- (i) Borrowings are detailed in Note 36.
- (ii) Lease liabilities are detailed in Note 21(b).
- (iii) Cash and bank balances and pledged deposits comprise time deposits, bank balances and cash and pledged deposits at the end of the reporting period.
- (iv) Securities investments and treasury products are detailed in Notes 27(i), (ii), (iii) and 28(i).
- (v) Total equity includes issued share capital, reserves, retained profits and non-controlling interests at the end of the reporting period.

Net debt to equity ratio (excluding securities investments and treasury products) remained stable.

In relation to brokerage business, Fair Eagle Finance Credit Limited, Fair Eagle Futures Company Limited and Fair Eagle Securities Company Limited, three wholly-owned subsidiaries of the Company, are required to maintain financial resources in accordance with the specified amount requirements that apply to them under the Securities and Futures Ordinance imposed by Securities and Futures Commission. The requirements are internally reviewed on a daily basis and reports are required to submit to Securities and Futures Commission monthly. Full compliance is observed during the year.

Save as disclosed above, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

7. REVENUE

Revenue represents the aggregate amounts of commission from brokerage, settlement charges from brokerage, cosmetics goods sold less returns, building and property management services income, amounts received and receivable from property rental income, interest income from bonds and structured products, dividend income from listed and unlisted equity investments and gain on sales of investments held-for-trading, are analysed as follows:

6. 資本風險管理 (續)

附註：

- (i) 借貸於附註36詳述。
- (ii) 租賃負債於附註21(b)詳述。
- (iii) 於報告期末之現金及銀行結餘以及抵押存款包括定期存款、銀行結餘及現金以及抵押存款。
- (iv) 證券投資及財資產品於附註27(i)、(ii)、(iii)及28(i)詳述。
- (v) 於報告期末之股本權益總額包括已發行股本、儲備、保留溢利及非控股權益。

債務淨額與股本權益比率(不包括證券投資及財資產品)保持穩定。

就經紀業務而言，本公司三間全資擁有附屬公司天發金融有限公司、天發期貨有限公司及天發證券有限公司須按證券及期貨事務監察委員會所頒布適用於彼等之證券及期貨條例之特定金額要求而保持財務資源。該等要求每日經內部審閱並須每月向證券及期貨事務監察委員會遞交報告。於本年度已悉數遵守。

除上文披露者外，本公司或其任何附屬公司並不受外來股本要求之限制。

7. 收入

收入乃指經紀佣金、經紀服務之交易費用、扣除退貨後之化妝品銷售、樓宇及物業管理服務收入、已收及應收之物業租金收入、債券及結構性產品之利息收入、上市及非上市股本投資之股息收入以及出售持作買賣之投資收益之合計金額，分析如下：

7. REVENUE (Cont'd)

7. 收入(續)

		2020 HK\$'000 千港元	2019 HK\$'000 千港元 (restated) (重列)
Revenue from contracts with customers:	與客戶合約之收入：		
<i>Recognised at a point in time</i>	於某一時點確認		
Brokerage and cosmetics income	經紀服務及化妝品銷售收入	20,220	16,023
<i>Recognised over time</i>	於一段時間內確認		
Building and property management services income	樓宇及物業管理服務收入	53,232	55,109
		73,452	71,132
Revenue from other sources:	其他來源之收入：		
Property rental income	物業租金收入	373,461	522,963
Interest income from	利息收入	596,092	715,857
– bonds (note (i))	– 債券(附註(i))	585,686	713,991
– structured products (note (i))	– 結構性產品(附註(i))	10,406	1,866
Dividend income from	股息收入	1,973,156	–
– listed equity investments (note (ii))	– 上市股本投資(附註(ii))	1,969,757	–
– unlisted equity investment (note (iii))	– 非上市股本投資(附註(iii))	3,399	–
Gain on sales of investments held-for-trading	出售持作買賣之投資收益	25,303	–
		2,968,012	1,238,820
Total revenue	收入總額	3,041,464	1,309,952

Notes:

- (i) The interest income from bonds and structured products were derived from financial assets measured at FVTPL.
- (ii) The dividend income from listed equity investments with amount of approximately HK\$2,077,000 and approximately HK\$1,967,680,000 were derived from financial assets measured at FVTPL and financial assets measured at FVTOCI respectively.
- (iii) The dividend income from unlisted equity investment was derived from financial assets measured at FVTOCI.

附註：

- (i) 債券及結構性產品之利息收入乃來自通過損益以反映公平值計量之金融資產。
- (ii) 上市股本投資之股息收入乃來自通過損益以反映公平值計量之金融資產及通過其他全面收益以反映公平值計量之金融資產，金額分別約為2,077,000港元及1,967,680,000港元。
- (iii) 非上市股本投資之股息收入乃來自通過其他全面收益以反映公平值計量之金融資產。

8. OPERATING SEGMENTS

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions.

The Group has six reportable segments – (i) property development and trading; (ii) property leasing for retail; (iii) property leasing for non-retail; (iv) listed equity investments at FVTOCI; (v) investments and treasury products at FVTPL; and (vi) unlisted investments, investment holding and brokerage, and the remaining businesses grouped under all other segments. The segmentations are based on the information about the operation of the Group that management of the Group uses to make decisions.

Principal activities are as follows:

Property development and trading	–	Property development and sales of trading properties
Property leasing		
– Retail	–	Property leasing from retail properties
– Non-retail	–	Property leasing from non-retail properties
Listed equity investments at FVTOCI	–	Listed equity securities at FVTOCI
Investments and treasury products at FVTPL	–	Securities investments in investments held-for-trading, OTC trading and structured products
Unlisted investments, investment holding and brokerage	–	Unlisted securities investments, trading and brokerage
All other segments	–	Cosmetics distribution and trading, provision of building and property management services and others

The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items are unrealised fair value changes on investment properties and other properties together with their, if applicable, respective deferred tax, and impairment loss of goodwill (if any).

8. 營運分類

本集團根據主要營運決策者用於作出策略決定時審閱之報告以釐定營運分類。

本集團擁有六項可呈報分類 – (i)物業發展及買賣、(ii)零售物業租賃、(iii)非零售物業租賃、(iv)通過其他全面收益以反映公平值之上市股本投資、(v)通過損益以反映公平值之投資及財資產品以及(vi)非上市投資、投資控股及經紀服務，以及歸類為所有其他分類之餘下業務。上述分類方式乃基於本集團之營運資料以供本集團管理層作出決策之用。

主要業務如下：

物業發展及買賣	–	物業發展及買賣 物業銷售
物業租賃		
– 零售	–	來自零售物業租賃
– 非零售	–	來自非零售物業租賃
通過其他全面收益以反映公平值之上市股本投資	–	通過其他全面收益以反映公平值之上市股本證券
通過損益以反映公平值之投資及財資產品	–	於持作買賣之證券投資、場外交易及結構性產品
非上市投資、投資控股及經紀服務	–	非上市證券投資、買賣及經紀服務
所有其他分類	–	化妝品分銷及貿易、提供樓宇及物業管理服務以及其他

本集團以扣除稅項開支及非控股權益後來自經營之損益(惟不包括主要非現金項目)為基準評估表現。主要非現金項目為投資物業及其他物業之未變現公平值變動連同其相關之遞延稅項(如適用)、以及商譽之減值虧損(如有)。

8. OPERATING SEGMENTS (Cont'd)

Unallocated corporate assets mainly comprised leasehold land and building for own use, right-of-use assets, deferred tax assets and tax recoverable.

Unallocated corporate liabilities mainly comprised tax liabilities, bank borrowings, amounts due to associates, amounts due to investee companies, amounts due to non-controlling shareholders, lease liabilities, deferred tax liabilities and derivative financial instrument.

During the current year, the chief operating decision-makers changed the measurement of segment revenue to include building management fee income and property management services income, interest income from bonds and structured products and dividend income from listed and unlisted equity investments as these revenue items are now included in the Group's consolidated revenue (see Note 3 for details of this change in accounting policy). Accordingly, the prior year's segment revenue and relevant items as the subject matter of the Reclassification have been restated.

The Group's reportable segments are strategic business units that operate different activities. They are managed separately because each business unit has different markets and requires different marketing strategies.

Further, the business units are also managed to operate in different countries separately. Revenue and results are attributed to countries on the basis of the property or asset location.

There was no (2019: one) major customer who individually accounted for over 10% of the Group's revenue for the year ended 31 December 2020. Revenue of approximately HK\$174,695,000 was derived from a customer in non-retail property leasing segment in the United Kingdom for the year ended 31 December 2019.

8. 營運分類(續)

未分攤之公司資產主要包括自用之租賃土地及樓宇、使用權資產、遞延稅項資產以及可收回稅款。

未分攤之公司負債主要包括稅項負債、銀行借貸、欠負聯營公司款項、欠負接受投資公司款項、欠負非控股股東款項、租賃負債、遞延稅項負債以及衍生金融工具。

於本年度，主要營運決策者更改分類收入之計量方式，將樓宇管理費收入及物業管理服務收入、債券及結構性產品之利息收入以及上市及非上市股本投資之股息收入計入分類收入。此乃由於該等收入項目現已計入本集團之綜合收入(此會計政策變動之詳情請參閱附註3)。據此，過往年度之分類收入及經重新分類事項項下之相關項目已予以重列。

本集團可呈報分類為營運不同活動之策略業務單元。由於各業務單元擁有不同市場，且要求不同市場策略，故彼等受個別管理。

此外，業務單元亦於不同國家受個別營運管理。各國應佔收入及業績乃按物業或資產所在地為基準。

於截至二零二零年十二月三十一日止年度內，並無(二零一九年：一位)主要客戶之個別收入佔本集團收入之10%或以上。於截至二零一九年十二月三十一日止年度內，一位來自英國非零售物業租賃分類之客戶所產生之收入約為174,695,000港元。

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Operating segment information is presented below:

營運分類資料呈列如下：

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2020

綜合全面收益報表

截至二零二零年十二月三十一日止年度

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 透過其他全面收益以反映公平值之上市股本投資	Investments and treasury products at FVTPL 透過損益以反映公平值之投資及財資產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments	Consolidated
		Retail	Non-retail					
	物業發展及買賣 HK\$'000 千港元	零售 HK\$'000 千港元	非零售 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	所有其他分類 HK\$'000 千港元	綜合 HK\$'000 千港元
Major cash items excluding in revenue	收入以外之主要現金項目							
- Hong Kong	-	-	-	2,772	6,844,054	-	-	6,846,826
- Other countries	-	-	-	-	1,100,767	-	-	1,100,767
	-	-	-	2,772	7,944,821	-	-	7,947,593
Revenue	收入							
Revenue from external customers	來自外部客戶之收入							
- Hong Kong	-	36,923	138,852	1,967,680	437,279	12,299	64,552	2,657,585
- United Kingdom	-	34,482	162,479	-	-	-	-	196,961
- Mainland China	-	-	725	-	-	-	-	725
- Other countries	-	-	-	-	186,193	-	-	186,193
	-	71,405	302,056	1,967,680	623,472	12,299	64,552	3,041,464
Revenue from external customers	-	71,405	302,056	1,967,680	623,472	12,299	64,552	3,041,464
Attributable property sales from associate/investee company	應佔聯營公司/接受投資公司物業銷售							
- Hong Kong	11,935	-	-	-	-	-	-	11,935
Attributable rental revenue from associates/investee company	應佔聯營公司/接受投資公司租金收入							
- Hong Kong	-	19,995	44,862	-	-	-	-	64,857
- Mainland China	-	21,308	8,197	-	-	-	-	29,505
	11,935	112,708	355,115	1,967,680	623,472	12,299	64,552	3,147,761
Result	業績							
Segment result	分類業績							
- Hong Kong	-	33,664	130,195	1,967,653	(23,746)	11,036	39,259	2,158,061
- United Kingdom	-	26,890	131,076	-	-	143	-	158,109
- Mainland China	-	-	484	-	-	2,463	-	2,947
- Other countries	-	-	-	-	208,631	-	-	208,631
	-	60,554	261,755	1,967,653	184,885	13,642	39,259	2,527,748

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Consolidated Statement of Comprehensive Income (Cont'd)

綜合全面收益報表(續)

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

		Property leasing 物業租賃		Listed equity investments at FVTOCI 透過其他 全面收益 以反映 公平值之 上市股本投資	Investments and treasury products at FVTPL 透過損益 以反映 公平值之 投資及 財務產品	Unlisted investments, investment holding and brokerage 非上市投資、 投資控股及 經紀服務	All other segments 所有其他分類	Consolidated
		Retail 零售	Non-retail 非零售					
	物業發展及 買賣	零售	非零售	上市股本投資	投資及 財務產品	非上市投資、 投資控股及 經紀服務	所有其他分類	綜合
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之 業績							
- Attributable property sales, net - Hong Kong	- 應佔物業銷售淨額 - 香港	252	-	-	-	-	-	252
- Attributable gross income - Hong Kong	- 應佔收入總額 - 香港	-	18,695	44,579	-	-	2,247	65,521
- Mainland China	- 中國大陸	-	21,308	8,197	-	-	-	29,505
- Attributable operating cost - Hong Kong	- 應佔營運成本 - 香港	-	(821)	(8,337)	-	-	-	(9,158)
- Mainland China	- 中國大陸	-	(13,390)	(3,032)	-	-	-	(16,422)
		252	86,346	303,162	1,967,653	184,885	13,642	2,597,446
Other income	其他收入	-	-	249,836	-	-	-	249,836
Finance costs	財務費用	-	-	-	(31,304)	(52,522)	-	(83,826)
Other gains and losses	其他收益及虧損	(4,831)	-	-	-	-	-	(4,831)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之 業績							
- Income tax and others	- 所得稅及其他	(92)	(32,247)	(13,017)	-	-	(506)	(45,862)
		(4,671)	54,099	539,981	1,936,349	132,363	13,642	2,712,763
Unallocated items	未分攤項目							
Unallocated corporate expenses, net	未分攤之公司開支淨額							(276,949)
Unallocated finance costs	未分攤之財務費用							(131,733)
Income tax expense	所得稅開支							(76,727)
Non-controlling interests	非控股權益							(31)
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔 本年度之經營溢利							2,227,323
Major non-cash items	主要非現金項目							
- Unrealised fair value changes on investment properties (including share of results of investments accounted for using the equity method)	- 投資物業之未變現 公平值變動(包括攤佔 以權益法入賬投資之 業績)							(1,611,535)
- Deferred tax credit	- 遞延稅項撥回							6,445
Profit for the year attributable to owners of the Company	本公司擁有人應佔 本年度之溢利							622,233
Core profit for the year attributable to owners of the Company	本公司擁有人應佔 本年度之核心溢利							2,227,323

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Consolidated Statement of Financial Position
At 31 December 2020

綜合財務狀況報表

於二零二零年十二月三十一日

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資	Investments and treasury products at FVTPL 通過損益以反映公平值之投資及財資產品	Unlisted investments, holding and brokerage 非上市投資、投資控股及經紀服務	All other segments	Consolidated
		Retail	Non-retail					
	物業發展及買賣	零售	非零售	上市股本投資	投資及財資產品	非上市投資、投資控股及經紀服務	所有其他分類	綜合
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Assets	資產							
Segment assets	分類資產							
– Hong Kong	– 香港	948,739	7,043,891	12,814,008	1,951,314	362,249	186,279	24,661,933
– United Kingdom	– 英國	-	6,734,639	-	-	-	-	7,905,870
– Mainland China	– 中國大陸	266,459	27,200	-	-	640	-	294,299
– Other countries	– 其他國家	-	-	-	1,604,648	586,390	-	2,191,038
Investments accounted for using the equity method	以權益法入賬之投資							
– Hong Kong	– 香港	44,071	1,579,177	-	-	1,803	8,473	2,048,875
– Mainland China	– 中國大陸	-	30,964	-	-	-	-	150,635
Advances to associates	墊付聯營公司							
– Hong Kong	– 香港	641	83	-	-	2	1,221	1,947
– Mainland China	– 中國大陸	-	9,539	-	-	-	-	46,516
Reportable segment assets	可呈報分類資產	1,259,910	15,425,493	12,814,008	3,555,962	951,084	195,973	37,301,113
Unallocated corporate assets	未分攤之公司資產							168,266
Consolidated total assets	綜合資產總額							37,469,379
Liabilities	負債							
Segment liabilities	分類負債							
– Hong Kong	– 香港	62,295	80,855	768,423	192,424	26,354	5,581	1,151,473
– United Kingdom	– 英國	-	144,722	-	-	-	-	158,024
– Mainland China	– 中國大陸	28	210	-	-	3	-	241
– Other countries	– 其他國家	-	-	-	129,360	6	-	129,366
Reportable segment liabilities	可呈報分類負債	62,323	225,787	768,423	321,784	26,363	5,581	1,439,104
Unallocated corporate liabilities	未分攤之公司負債							7,250,025
Consolidated total liabilities	綜合負債總額							8,689,129
Additions to non-current assets (other than financial instruments and deferred tax assets)	非流動資產添置 (金融工具及遞延稅項資產除外)							
		-	1,063,132*	-	-	62	5	

* included the acquisition of investment properties of Landrich (H.K.) Limited ("Landrich") through acquisition of a subsidiary (Note 40)

* 包括透過收購一間附屬公司收購隆裕(香港)有限公司(「隆裕」)之投資物業(附註40)

8. OPERATING SEGMENTS (Cont'd)

Other Material Items

For the year ended 31 December 2020

8. 營運分類(續)

其他重大項目

截至二零二零年十二月三十一日止年度

		Reportable segments	Adjustments for unallocated items	Adjustments for major non-cash items	Consolidated statement of comprehensive income
		可呈報分類	未分攤項目之調整	主要非現金項目之調整	綜合全面收益報表
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Interest income	利息收入	603,417	-	-	603,417
Finance costs	財務費用	(83,826)	(131,733)	-	(215,559)
Net income	收入淨額	519,591	(131,733)	-	387,858
Depreciation of:	折舊：				
- Property, plant and equipment	- 物業、廠房及設備	-	(25,624)	-	(25,624)
- Right-of-use assets	- 使用權資產	-	(62,564)	-	(62,564)
Fair value changes on investment properties	投資物業之公平值變動	-	-	(1,549,240)	(1,549,240)
Write-down of stock of properties	物業存貨之減值	(4,831)	-	-	(4,831)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績	23,836	-	(62,295)	(38,459)
Income tax expense	所得稅開支	-	(76,727)	6,445	(70,282)
Non-controlling interests	非控股權益	-	(31)	-	(31)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2019 (restated)

綜合全面收益報表

截至二零一九年十二月三十一日止年度(重列)

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資	Investments and treasury products at FVTPL 通過損益以反映公平值之投資及財務產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments	Consolidated
	物業發展及買賣	Retail 零售	Non-retail 非零售	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Major cash items excluding in revenue	收入以外之主要現金項目							
- Hong Kong	-	-	-	-	2,223,299	-	-	2,223,299
- Other countries	-	-	-	-	138,403	-	-	138,403
	-	-	-	-	2,361,702	-	-	2,361,702
Revenue	收入							
Revenue from external customers	來自外部客戶之收入							
- Hong Kong	-	42,447	140,641	-	550,829	5,256	65,876	805,049
- United Kingdom	-	34,539	304,661	-	-	-	-	339,200
- Mainland China	-	-	675	-	-	-	-	675
- Other countries	-	-	-	-	165,028	-	-	165,028
	-	76,986	445,977	-	715,857	5,256	65,876	1,309,952
Revenue from external customers	-	76,986	445,977	-	715,857	5,256	65,876	1,309,952
Attributable property sales from investee company	應佔接受投資公司物業銷售							
- Hong Kong	10	-	-	-	-	-	-	10
Attributable rental revenue from associates/joint venture/investee company	應佔聯營公司/合資公司/接受投資公司租金收入							
- Hong Kong	-	20,864	45,765	-	-	-	-	66,629
- Mainland China	-	55,043	8,054	-	-	-	-	63,097
	10	152,893	499,796	-	715,857	5,256	65,876	1,439,688
Result	業績							
Segment result	分類業績							
- Hong Kong	-	38,031	133,555	(1)	1,259,177	(5,106)	42,036	1,467,692
- United Kingdom	-	33,414	300,555	-	-	111	-	334,080
- Mainland China	-	-	394	-	-	2,095	-	2,489
- Other countries	-	-	-	-	639,995	-	-	639,995
	-	71,445	434,504	(1)	1,899,172	(2,900)	42,036	2,444,256

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31 December 2019 (restated)

綜合全面收益報表(續)

截至二零一九年十二月三十一日止年度(重列)

		Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他 全面收益 以反映 公平值之 上市股本投資	Investments and treasury products at FVTPL 通過損益 以反映 公平值之 投資及 財資產品	Unlisted investments, investment holding and brokerage 非上市投資、 投資控股及 經紀服務	All other segments 所有其他分類	Consolidated
		Retail	Non-retail					
	物業發展及 買賣	零售	非零售	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之 業績							
- Attributable gross income	- 應佔收入總額							
- Hong Kong	- 香港	-	19,673	45,480	-	-	2,276	67,429
- Mainland China	- 中國大陸	-	55,043	8,054	-	-	-	63,097
- Attributable operating cost	- 應佔營運成本							
- Hong Kong	- 香港	-	(1,009)	(7,883)	-	-	-	(8,892)
- Mainland China	- 中國大陸	-	(24,979)	(2,848)	-	-	-	(27,827)
		-	120,173	477,307	(1)	1,899,172	(2,900)	2,538,063
Finance costs	財務費用	-	-	-	(113,197)	(100,307)	-	(213,504)
Other gains and losses	其他收益及虧損	(1,619)	-	(10)	-	-	(34)	(1,663)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之 業績							
- Income tax and others	- 所得稅及其他	(47)	(41,160)	(6,073)	-	-	(387)	(47,667)
		(1,666)	79,013	471,224	(113,198)	1,798,865	(2,900)	2,275,229
Unallocated items	未分攤項目							
Unallocated corporate expenses, net	未分攤之公司開支淨額							(256,907)
Unallocated finance costs	未分攤之財務費用							(156,681)
Loss on dissolution of subsidiaries	附屬公司解散之虧損							(10,678)
Income tax expense	所得稅開支							(152,107)
Non-controlling interests	非控股權益							(1,485)
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔 本年度之經營溢利							1,697,371
Major non-cash items	主要非現金項目							
- Unrealised fair value changes on investment properties (including share of results of investments accounted for using the equity method)	- 投資物業之未變現 公平值變動(包括攤佔 以權益法入賬投資之 業績)							(579,115)
- Deferred tax expense	- 遞延稅項開支							(5,151)
- Impairment loss of goodwill	- 商譽之減值虧損							(322,938)
Profit for the year attributable to owners of the Company	本公司擁有人應佔 本年度之溢利							790,167
Core profit for the year attributable to owners of the Company	本公司擁有人應佔 本年度之核心溢利							1,697,371

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類(續)

Consolidated Statement of Financial Position

At 31 December 2019

綜合財務狀況報表

於二零一九年十二月三十一日

		Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資	Investments and treasury products at FVTPL 通過損益以反映公平值之投資及財資產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments	Consolidated
			Retail	Non-retail					
Assets	資產								
Segment assets	分類資產								
– Hong Kong	– 香港	974,604	1,909,092	5,194,356	18,578,662	7,481,050	388,525	192,445	34,718,734
– United Kingdom	– 英國	–	1,389,050	6,940,511	–	–	–	–	8,329,561
– Mainland China	– 中國大陸	256,026	–	29,007	–	–	4,350	–	289,383
– Other countries	– 其他國家	–	–	–	–	1,607,908	558,780	–	2,166,688
Investments accounted for using the equity method	以權益法入賬之投資								
– Hong Kong	– 香港	37,704	435,133	1,776,644	–	–	1,990	6,228	2,257,699
– Mainland China	– 中國大陸	–	133,409	42,220	–	–	–	–	175,629
Advances to associates and a joint venture	墊付聯營公司及一間合資公司款項								
– Hong Kong	– 香港	123	–	158,933	–	–	2	1,136	160,194
– Mainland China	– 中國大陸	–	35,503	11,232	–	–	–	–	46,735
Reportable segment assets	可呈報分類資產	1,268,457	3,902,187	14,152,903	18,578,662	9,088,958	953,647	199,809	48,144,623
Unallocated corporate assets	未分攤之公司資產								167,166
Consolidated total assets	綜合資產總額								48,311,789
Liabilities	負債								
Segment liabilities	分類負債								
– Hong Kong	– 香港	66,619	20,960	75,047	2,904,077	3,697,718	13,948	6,844	6,785,213
– United Kingdom	– 英國	–	14,980	177,445	–	–	–	–	192,425
– Mainland China	– 中國大陸	23	–	197	–	–	2	–	222
– Other countries	– 其他國家	–	–	–	–	530,990	6	–	530,996
Reportable segment liabilities	可呈報分類負債	66,642	35,940	252,689	2,904,077	4,228,708	13,956	6,844	7,508,856
Unallocated corporate liabilities	未分攤之公司負債								7,212,572
Consolidated total liabilities	綜合負債總額								14,721,428
Additions to non-current assets (other than financial instruments and deferred tax assets)	非流動資產添置 (金融工具及遞延稅項資產除外)								
		–	–	17,813	–	–	64	57	

8. OPERATING SEGMENTS (Cont'd)

Other Material Items

For the year ended 31 December 2019

8. 營運分類(續)

其他重大項目

截至二零一九年十二月三十一日止年度

		Reportable segments	Adjustments for unallocated items	Adjustments for major non-cash items	Consolidated statement of comprehensive income
		可呈報分類	未分攤項目之調整	主要非現金項目之調整	綜合全面收益報表
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Interest income	利息收入	724,924	-	-	724,924
Finance costs	財務費用	(213,504)	(156,681)	-	(370,185)
Net income	收入淨額	511,420	(156,681)	-	354,739
Depreciation of:	折舊：				
- Property, plant and equipment	- 物業、廠房及設備	-	(7,384)	-	(7,384)
- Right-of-use assets	- 使用權資產	-	(19,680)	-	(19,680)
Fair value changes on investment properties	投資物業之公平值變動	-	-	(742,659)	(742,659)
Write-down of stock of properties	物業存貨之減值	(681)	-	-	(681)
Impairment loss of goodwill	商譽之減值虧損	-	-	(322,938)	(322,938)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績	46,140	-	163,544	209,684
Income tax expense	所得稅開支	-	(152,107)	(5,151)	(157,258)
Non-controlling interests	非控股權益	-	(1,485)	-	(1,485)

9. OTHER INCOME

9. 其他收入

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
			(restated)
			(重列)
Included in other income are:	其他收入包括：		
Rental services income	租賃服務收入	3,757	5,071
Leasing administration services and property administration services income	租務行政服務及物業行政服務收入	5,952	5,665
Advisory and consultancy services income	諮詢及顧問服務收入	37	34
Surrender premium and dilapidations settlement received from tenants in respect of properties in the United Kingdom	就英國物業向租戶收取之退租補償及拆卸費用		
		249,836	2,025
Government subsidy – Employment Support Scheme (note)	政府補貼 – 「保就業」計劃 (附註)	13,741	–
Overprovision of costs in respect of a development project, net	就一項發展項目之成本超額撥備淨額	1,877	6,452

Note: In the current year, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Government of Hong Kong Special Administrative Region of the PRC. The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying salaries to the employees.

附註：於本年度，本集團成功申請由中國香港特別行政區政府設立的防疫抗疫基金下「保就業」計劃提供之資金支持。資金的目的是為企業提供財務支持，以保留可能會被遣散的僱員。根據該補助之條款，要求本集團在補貼期間不進行裁員，並將資金全數用於支付僱員薪金。

10. INVESTMENT (EXPENSES) INCOME, NET

10. 投資(開支)收入淨額

		2020 HK\$'000 千港元	2019 HK\$'000 千港元 (restated) (重列)
Financial assets measured at fair value through profit or loss:	通過損益以反映公平值計量之金融資產：		
Unrealised gain arising from change in fair value of bonds	債券之公平值變動而產生之未變現收益	14,912	978,452
Realised (loss) gain arising from change in fair value of bonds	債券之公平值變動而產生之已變現(虧損)收益		
– Change in fair value	– 公平值變動	(404,709)	180,905
– Exchange component of change	– 匯兌部分變動	(32,022)	3,311
Net (loss) gain arising from change in fair value of bonds	債券之公平值變動而產生之(虧損)收益淨額	(421,819)	1,162,668
Unrealised loss arising from change in fair value of structured products	結構性產品之公平值變動而產生之未變現虧損	(1,897)	–
Realised gain (loss) arising from change in fair value of structured products	結構性產品之公平值變動而產生之已變現收益(虧損)	33	(693)
Net loss arising from change in fair value of structured products	結構性產品之公平值變動而產生之虧損淨額	(1,864)	(693)
Unrealised loss arising from change in fair value of investments held-for-trading	持作買賣之投資之公平值變動而產生之未變現虧損	(12,678)	–
Unrealised loss arising from change in fair value of club and corporate debentures	會籍及公司債券之公平值變動而產生之未變現虧損	(1,646)	(13,090)
Realised loss arising from change in fair value of club debentures	會籍債券之公平值變動而產生之已變現虧損	(223)	(1,071)
Loss arising from change in fair value of club and corporate debentures	會籍及公司債券之公平值變動而產生之虧損	(1,869)	(14,161)
Financial liabilities measured at fair value through profit or loss:	通過損益以反映公平值計量之金融負債：		
Unrealised loss arising from change in fair value of cross currency swap	貨幣掉期之公平值變動而產生之未變現虧損	(111)	(6,060)
Realised gain (loss) arising from change in fair value of cross currency swap	貨幣掉期之公平值變動而產生之已變現收益(虧損)	6,060	(1,921)
Net gain (loss) arising from change in fair value of cross currency swaps	貨幣掉期之公平值變動而產生之收益(虧損)淨額	5,949	(7,981)
Other investment (expenses) income, net	其他投資(開支)收入淨額	(2,253)	21,339
Interest income from other financial assets	其他金融資產之利息收入	6,705	8,648
		(427,829)	1,169,820

11. FINANCE COSTS

11. 財務費用

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Interest on:	利息：		
Bank borrowings	銀行借貸	117,504	157,969
Other borrowings	其他借貸	70,690	217,801
Lease liabilities	租賃負債	2,975	1,086
Other interest	其他利息	1	-
Total interest (Note 42)	利息總額(附註42)	191,170	376,856
Exchange loss (gain) on translation of foreign currency bank and other borrowings and loan, net	外幣銀行及其他借貸以及貸款之匯兌虧損(收益)淨額	20,232	(13,789)
Other finance costs	其他財務費用	6,995	7,118
		218,397	370,185
Less: Interest capitalised to investment properties under construction	減：撥充興建中投資物業資本化之利息	(2,838)	-
		215,559	370,185

During the year ended 31 December 2020, the Group has capitalised borrowing costs at a rate of 1.87% (2019: nil) per annum amounted to approximately HK\$2,838,000 (2019: nil) on qualifying assets.

於截至二零二零年十二月三十一日止年度內，本集團已按年利率1.87厘(二零一九年：無)計算撥充合資格資產資本化之借貸成本約2,838,000港元(二零一九年：無)。

12. OTHER GAINS AND LOSSES

12. 其他收益及虧損

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Included in other gains and losses are:	其他收益及虧損包括：		
Write-down of stock of properties	物業存貨之減值	(4,831)	(681)
Loss on deregistration and striking off/dissolution of subsidiaries	附屬公司撤銷註冊及剔除註冊/解散之虧損	(2)	(10,678)
Allowance for credit losses recognised in respect of advances to associates, net	就墊付聯營公司款項確認之信貸虧損撥備淨額	(27)	(982)

13. INCOME TAX EXPENSE

13. 所得稅開支

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
The charge comprises:	支出包括：		
Current tax:	當期稅項：		
Hong Kong Profits Tax	香港利得稅	44,271	106,654
Other than Hong Kong	香港以外地區	42,039	42,475
		86,310	149,129
Overprovision in prior years:	過往年度超額撥備：		
Hong Kong Profits Tax	香港利得稅	(544)	(297)
Other than Hong Kong	香港以外地區	141	201
		(403)	(96)
Deferred tax: (Note 30)	遞延稅項：(附註30)		
Current year (credit) charge	本年度(撥回)支出	(15,625)	8,225
		70,282	157,258

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The PRC Enterprise Income Tax for the PRC subsidiaries are calculated at the PRC Enterprise Income Tax rate of 25% (2019: 25%). Taxation arising from other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. During the year ended 31 December 2020, the Group is subject to tax rate in the United Kingdom that has been changed from 20% to 19% as the Group is subject to corporation tax instead of non-resident landlord income tax effective from 6 April 2020.

根據利得稅兩級制，合資格集團實體首2,000,000港元之溢利將按稅率8.25%課稅，而超過2,000,000港元之溢利將按稅率16.5%課稅。不符合利得稅兩級制之集團實體之溢利將繼續按統一稅率16.5%課稅。中國附屬公司之中國企業所得稅乃按中國企業所得稅率25% (二零一九年：25%)計算。其他司法權區產生之稅項乃按有關司法權區之現行稅率計算。本集團自生效日期為二零二零年四月六日起不再就英國非居民業主所得稅課稅，而須就英國企業稅課稅，故於截至二零二零年十二月三十一日止年度內稅率已由20%變為19%。

13. INCOME TAX EXPENSE (Cont'd)

The income tax charge for the year can be reconciled to the profit before tax per the consolidated statement of comprehensive income as follows:

13. 所得稅開支(續)

本年度之所得稅支出與綜合全面收益報表之除稅前溢利對賬如下：

		2020		2019	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Profit before tax	除稅前溢利	692,546		948,910	
Tax at the Hong Kong Profits Tax rate of 16.5% (2019: 16.5%)	按香港利得稅稅率16.5% (二零一九年：16.5%) 計算之稅項	114,270	16.5	156,570	16.5
Tax effect of share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績之稅務影響	6,346	0.9	(34,598)	(3.6)
Tax effect of income not taxable for tax purposes	就稅務而言無須課稅收入之稅務影響	(334,083)	(48.2)	(175,767)	(18.5)
Tax effect of expenses not deductible for tax purposes	就稅務而言不可扣減開支之稅務影響	263,608	38.1	207,663	21.9
Tax effect on accelerated accounting depreciation over tax depreciation previously over provided (not provided)	過往超額撥備(未撥備)之加速會計折舊超過稅務折舊之稅務影響	212	-	(996)	(0.1)
Utilisation of tax losses previously not recognised	運用先前未確認之稅務虧損	(2,050)	(0.3)	(8,449)	(0.9)
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	18,920	2.7	3,184	0.3
Overprovision in prior years	過往年度超額撥備	(403)	(0.1)	(96)	-
Effect on deferred tax resulting from change in tax rate	稅率變動對遞延稅項之影響	(1,348)	(0.2)	-	-
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司適用之不同稅率之影響	4,810	0.7	9,747	1.0
Tax charge for the year	本年度稅項支出	70,282	10.1	157,258	16.6

14. PROFIT FOR THE YEAR

14. 本年度溢利

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the year has been arrived at after (charging) crediting:	本年度溢利已(扣除)計入：		
Total staff costs:	僱員成本總額：		
Staff costs, including Directors' emoluments	僱員成本(包括董事酬金)	(139,310)	(133,041)
Retirement benefit scheme contributions, net of forfeited contributions of approximately HK\$28,000 (2019: HK\$331,000)	退休福利計劃供款，扣除已沒收供款約28,000港元(二零一九年：331,000港元)	(8,716)	(8,077)
		(148,026)	(141,118)
Auditors' remuneration:	核數師酬金：		
Auditors of the Company	本公司核數師		
– Current year	– 本年度	(2,065)	(2,015)
Other auditors	其他核數師		
– Current year	– 本年度	(519)	(546)
– Underprovision in prior years	– 過往年度撥備不足	(10)	(6)
Depreciation of:	折舊：		
– Property, plant and equipment	– 物業、廠房及設備	(25,624)	(7,384)
– Right-of-use assets	– 使用權資產	(62,564)	(19,680)
		(88,188)	(27,064)
Exchange loss, net	匯兌虧損淨額	(902)	(709)
Rental expenses from short-term leases	短期租賃之租金開支	(15,654)	(37,602)
Cost of cosmetics products recognised	化妝品成本確認	(5,535)	(4,457)
Share of tax of associates	攤估聯營公司稅項	(8,647)	(8,135)
Share of tax of a joint venture	攤估一間合資公司稅項	313	–
Share of tax of investments accounted for using the equity method (included in share of results of investments accounted for using the equity method)	攤估以權益法入賬投資之稅項(已計入攤估以權益法入賬投資之業績)	(8,334)	(8,135)

14. PROFIT FOR THE YEAR (Cont'd)

14. 本年度溢利(續)

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Profit for the year has been arrived at after (charging) crediting: (Cont'd)	本年度溢利已(扣除)計入：(續)		
Gross proceeds on sales of investments held-for-trading	出售持作買賣之投資之所得款項總額	365,211	—
Carrying amount of investments held-for-trading disposed of	出售持作買賣之投資之賬面值	(339,198)	—
Transaction costs on sales of investments held-for-trading	出售持作買賣之投資之交易成本	(710)	—
Gain on sales of investments held-for-trading included in revenue	計入收入內之出售持作買賣之投資收益	25,303	—
Gross rental income from investment properties	投資物業租金收入總額	373,461	522,963
Less: Direct operating expenses from investment properties that generated rental income during the year	減：本年度產生租金收入之投資物業直接經營開支	(11,914)	(13,341)
Direct operating expenses from investment properties that did not generate rental income during the year	本年度並無產生租金收入之投資物業直接經營開支	(39,238)	(3,673)
		322,309	505,949
(Allowance for credit losses recognised) reversal of allowance for credit losses in respect of trade receivables, net	就應收貿易賬項(確認之信貸虧損撥備)撥回之信貸虧損撥備淨額	(2,823)	43
Allowance for credit losses recognised in respect of advances to associates, net	就墊付聯營公司款項確認之信貸虧損撥備淨額	(27)	(982)
Write-off of trade receivables	就應收貿易賬項之撇銷	—	(16)
Write-off of other receivable	就其他應收賬項之撇銷	—	(18)

15. DIRECTORS' EMOLUMENTS

Fees and other emoluments paid or payable to each of the nine (2019: nine) Directors were as follows:

15. 董事酬金

已付或應付予九名(二零一九年：九名)董事各自之袍金及其他酬金如下：

		2020				2019			
		Fee	Salaries and other emoluments	Retirement benefit contributions	Total	Fee	Salaries and other emoluments	Retirement benefit contributions	Total
		袍金	薪金及其他酬金	退休福利計劃供款	總額	袍金	薪金及其他酬金	退休福利計劃供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Mr. Lau, Ming-wai	劉鳴煒先生	300	-	-	300	300	-	-	300
Ms. Chan, Sze-wan (note (i))	陳詩韻女士 (附註(i))	-	1,900	144	2,044	-	1,960	144	2,104
Ms. Chan, Hoi-wan (note (ii))	陳凱韻女士 (附註(ii))	-	100	5	105	-	100	5	105
Ms. Chan, Lok-wan	陳諾韻女士	-	936	76	1,012	-	854	72	926
Mr. Lam, Kwong-wai	林光蔚先生	-	3,033	234	3,267	-	2,824	227	3,051
Ms. Amy Lau, Yuk-wai	劉玉慧女士	240	-	-	240	240	-	-	240
Mr. Chan, Kwok-wai	陳國偉先生	300	-	-	300	300	-	-	300
Ms. Phillis Loh, Lai-ping	羅麗萍女士	300	-	-	300	300	-	-	300
Mr. Ma, Tsz-chun	馬時俊先生	300	-	-	300	300	-	-	300
		1,440	5,969	459	7,868	1,440	5,738	448	7,626

Notes:

- (i) Ms. Chan, Sze-wan resigned as executive Director and chief executive officer of the Company with effect from 17 February 2021.
- (ii) Ms. Chan, Hoi-wan was appointed as chief executive officer of the Company with effect from 17 February 2021.

No Directors waived any emoluments for the years ended 31 December 2020 and 2019.

Details of material interests of the Directors in transactions, arrangements or contracts entered into by subsidiaries of the Company are disclosed in the section headed "Directors' Report" of this annual report.

附註：

- (i) 陳詩韻女士自二零二一年二月十七日起辭任執行董事及本公司之行政總裁之職務。
- (ii) 陳凱韻女士自二零二一年二月十七日起獲委任為本公司之行政總裁。

董事概無於截至二零二零年及二零一九年十二月三十一日止年度內放棄收取任何酬金。

與本公司之附屬公司訂立交易、安排或合同之董事的重大利益之詳情於本年報之「董事會報告書」一節內披露。

16. EMPLOYEES' EMOLUMENTS

(a) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2019: two) was (were) Director(s), details of his (their) emoluments were included in Note 15. The emoluments of the remaining four (2019: three) individuals were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contributions	退休福利計劃供款

The emoluments of the four (2019: three) individuals were within the following bands:

HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元
HK\$2,500,001 – HK\$3,000,000	2,500,001港元 – 3,000,000港元
HK\$3,000,001 – HK\$3,500,000	3,000,001港元 – 3,500,000港元
HK\$3,500,001 – HK\$4,000,000	3,500,001港元 – 4,000,000港元

During the years ended 31 December 2020 and 2019, no emoluments were paid by the Group to the five highest paid individuals, or Director(s), as an inducement to join or upon joining the Group or as compensation for loss of office.

16. 僱員酬金

(a) 五名最高薪酬人士

本集團五名最高酬金人士中，一名(二零一九年：兩名)為董事，彼(彼等)之酬金詳情已載於附註15。其餘四名(二零一九年：三名)個別人士之酬金如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
9,948	7,650
805	616
10,753	8,266

該四名(二零一九年：三名)個別人士之酬金幅度如下：

Number of employees 僱員人數	
2020	2019
3	2
–	–
–	–
1	1

於截至二零二零年及二零一九年十二月三十一日止年度內，本集團概無為吸引加入本集團或於加入本集團時或作為離職補償而向該五名最高薪酬人士或董事支付任何酬金。

16. EMPLOYEES' EMOLUMENTS (Cont'd)

(b) Emoluments of senior management

Other than the two (2019: two) senior management whose profiles are included in the section headed "Profiles of Senior Executives" of this annual report and their emoluments have been disclosed in the five highest paid individuals (Note 16(a)), the emolument of the remaining one (2019: one) senior management was within the band of HK\$1,500,001 to HK\$2,000,000 (2019: HK\$1,500,001 to HK\$2,000,000).

16. 僱員酬金(續)

(b) 高級管理層之酬金

除載列於五名最高薪酬人士(附註16(a))之兩名(二零一九年:兩名)高級管理層(載於本年報「高級行政人員簡介」一節內)之酬金外,剩餘一位(二零一九年:一位)高級管理層之酬金幅度為1,500,001港元至2,000,000港元(二零一九年:1,500,001港元至2,000,000港元)。

17. DIVIDENDS

17. 股息

(a) Final dividend for 2019 paid on 11 June 2020 of HK1 cent (2018: HK10 cents) per share

(b) Interim dividend for 2020 paid on 7 September 2020 of HK1 cent (2019: HK1 cent) per share

Total dividends paid

(a) 於二零二零年六月十一日已派付之二零一九年末期股息每股1港仙(二零一八年:每股10港仙)

(b) 於二零二零年九月七日已派付之二零二零年中期股息每股1港仙(二零一九年:每股1港仙)

已派付股息總額

2020 HK\$'000 千港元	2019 HK\$'000 千港元
19,076	190,762
19,076	19,076
38,152	209,838

Final dividend for the year ended 31 December 2020 of HK1 cent (2019: HK1 cent) per share has been proposed by the board of Directors and is subject to shareholders' approval at the forthcoming annual general meeting of the Company.

董事會建議宣派截至二零二零年十二月三十一日止年度之末期股息每股1港仙(二零一九年:每股1港仙),有待股東於本公司之應屆股東週年大會上批准。

18. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

Earnings:	盈利：
Earnings for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之盈利
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之溢利

Number of shares:	股份數目：
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之普通股加權平均數

Diluted earnings per share for the years ended 31 December 2020 and 2019 were the same as the basic earnings per share as there were no diluting events during both years.

18. 每股盈利

本公司擁有人應佔之每股基本及攤薄盈利乃根據以下數據計算：

2020	2019
HK\$'000	HK\$'000
千港元	千港元
622,233	790,167

Number of shares	
股份數目	
2020	2019
1,907,619,079	1,907,619,079

截至二零二零年及二零一九年十二月三十一日止年度，由於並無攤薄事項，故上述兩個年度之每股攤薄盈利與每股基本盈利相同。

19. INVESTMENT PROPERTIES

19. 投資物業

		Properties		Total 總額
		Completed properties 落成物業	under construction 興建中物業	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Fair value	公平值			
At 1 January 2019	於二零一九年一月一日	15,280,848	–	15,280,848
Additions	添置	861	–	861
Exchange adjustments	匯兌調整	220,457	–	220,457
Decrease in fair value recognised in the consolidated statement of comprehensive income – unrealised	於綜合全面收益 報表中確認之 公平值減少 – 未變現	(742,659)	–	(742,659)
At 31 December 2019	於二零一九年 十二月三十一日	14,759,507	–	14,759,507
Acquisition of assets through acquisition of a subsidiary (Note 40)	透過收購一間附屬公司 收購資產(附註40)	–	900,562	900,562
Construction costs incurred	產生之建築成本	–	14,926	14,926
Exchange adjustments	匯兌調整	247,528	–	247,528
Decrease in fair value recognised in the consolidated statement of comprehensive income – unrealised	於綜合全面收益 報表中確認之 公平值減少 – 未變現	(1,544,752)	(4,488)	(1,549,240)
Carrying amounts	賬面值			
At 31 December 2020	於二零二零年 十二月三十一日	13,462,283	911,000	14,373,283

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.

Property valuations as at 31 December 2020 and 2019 were carried out by B.I. Appraisals Limited ("B.I. Appraisals"), independent qualified professional valuer, in respect of the Group's investment properties in Hong Kong and Mainland China. For the investment properties in the United Kingdom, the property valuations as at 31 December 2020 and 2019 were carried out by Peak Vision Appraisals Limited ("Peak Vision Appraisals"), another independent qualified professional valuer. The valuers have recent relevant experience in the valuations of similar properties in the relevant locations.

本集團所有持有營業租約以賺取租金或資本增值之物業權益乃採用公平值模式計量，並分類及列作投資物業入賬。

於二零二零年及二零一九年十二月三十一日，本集團位於香港及中國大陸之投資物業由獨立合資格專業估值師保柏國際評估有限公司(「保柏國際評估」)進行物業估值。至於位於英國之投資物業，由另一獨立合資格專業估值師滙鋒評估有限公司(「滙鋒評估」)進行於二零二零年及二零一九年十二月三十一日之物業估值。估值師近期亦有評估相關地點類似物業之經驗。

19. INVESTMENT PROPERTIES (Cont'd)

At the end of the reporting period, the management of the Group discussed with the independent qualified professional valuers about the appropriate valuation techniques and key inputs for Level 3 fair value measurements.

The valuation reports for the investment properties as at 31 December 2020 and 2019 were signed by the respective directors of B.I. Appraisals and Peak Vision Appraisals, who are members of The Hong Kong Institute of Surveyors and/or The Royal Institution of Chartered Surveyors. The valuations were performed in accordance with "The HKIS Valuation Standards 2020 Edition" published by The Hong Kong Institute of Surveyors and/or "The RICS Valuation – Global Standards issued November 2019 (Effective from 31 January 2020)" published by The Royal Institution of Chartered Surveyors.

The fair value of each investment property is individually determined at the end of each reporting period based on its market value and by adopting investment method, direct comparison method and/or residual method, as appropriate. The investment method relying on the capitalisation of rental income is based upon estimates of future results and a set of assumptions specific to each property to reflect its tenancy status. The fair value of each investment property reflects, among other things, rental income from current term leases, term yield rate, assumptions about rental income from future reversion leases in light of current market conditions, the assumed occupancy rate and reversionary yield rate. Judgment by the valuers is required to determine the principal valuation factors, including term yield rate and reversionary yield rate. Such yield rates were adopted after considering the investment sentiments and market expectations of properties of similar nature. Direct comparison method assumes each of these properties is capable of being sold in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant markets. For investment properties under construction at fair value, their fair values are determined by residual method by deducting the estimated total outstanding redevelopment costs and an allowance for developer's risk and profit from the gross development value of the proposed redevelopment.

19. 投資物業(續)

於報告期末，本集團之管理層與獨立合資格專業估值師討論有關合適之估值技術及第三級公平值計量之主要數據。

於二零二零年及二零一九年十二月三十一日，投資物業之估值報告由保柏國際評估及漂鋒評估各自之董事簽署，彼等為香港測量師學會會員及／或皇家特許測量師學會會員。該等估值乃遵守香港測量師學會所頒布之「香港測量師學會評估準則二零二零年版本」及／或皇家特許測量師學會所頒布之「皇家特許測量師學會估值-全球準則於二零一九年十一月頒布(自二零二零年一月三十一日生效)」進行。

每項投資物業之公平值於各報告期末根據其市值，並採納投資法、直接比較法及／或剩餘價值法(按適用情況而定)而個別釐定。投資法乃依據資本化租金收入，並以對各項物業未來業績之估計及一系列特定假設為依據，以反映其租賃狀況。每項投資物業之公平值反映(其中包括)現有租約期限之租金收入、租約期限之回報率、基於現時市況對未來復歸租約所得租金收入之假設、假設出租率及復歸回報率。於釐定主要估值因素(包括租約期限之回報率及復歸回報率)時須由估值師作出判斷。於採納有關回報率時已考慮投資氣氛及市場對類似性質物業之預期。直接比較法假設該等物業各自可以現況交吉出售及參照相關市場上可供比較之銷售證據。就按公平值之興建中投資物業而言，其公平值乃以剩餘價值法透過從擬定重建項目之開發總值扣除估計未付之重建成本總額以及發展商之風險及利潤之容許差額而釐定。

19. INVESTMENT PROPERTIES (Cont'd)

The following tables analysed the investment properties which are measured at fair value at the end of the reporting period into the three-level hierarchy as defined in HKFRS 13 "Fair Value Measurement" which is further elaborated in Note 3.

19. 投資物業(續)

下表為於報告期末以公平值計量之投資物業之三級分級制(定義見香港財務報告準則第13號「公平值計量」及於附註3作進一步詳述)分析。

		Fair value		Level 1		Level 2		Level 3
		公平值		第一級		第二級		第三級
		HK\$'000		HK\$'000		HK\$'000		HK\$'000
		千港元		千港元		千港元		千港元
Recurring fair value measurements:	經常性公平值計量：							
Completed properties	落成物業	13,462,283	-	842,278		12,620,005		
Properties under construction	興建中物業	911,000	-	-		911,000		
At 31 December 2020	於二零二零年十二月三十一日	14,373,283	-	842,278		13,531,005		
Completed properties At 31 December 2019	落成物業 於二零一九年 十二月三十一日	14,759,507	-	1,295,824		13,463,683		

Certain investment properties located in Hong Kong and Mainland China categorised as Level 2 fair value measurement are determined using direct comparison method with reference to the recent selling prices of comparable properties on a price per square foot basis which are adjusted to reflect the conditions and locations of the related properties.

分類為第二級公平值計量之若干位於香港及中國大陸之投資物業以直接比較法釐定，參考可供比較物業之最近每平方呎售價，而售價為經調整以反映有關物業之狀況及位置。

19. INVESTMENT PROPERTIES (Cont'd)

Details of valuation techniques used and key inputs to valuation on investment properties which are categorised as Level 3 fair value measurement at the end of the reporting period are as follows:

	Fair value 公平值		Valuation techniques 估值技術	Significant unobservable inputs 重大非可觀察數據	Range 範圍
	2020 HK\$'000 千港元	2019 HK\$'000 千港元			
Properties held for investment in Hong Kong 位於香港之持作投資物業	5,005,820	5,412,550	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方米之市場租金	2.50% to 4.75% (2019: 2.50% to 4.75%) 2.50厘至4.75厘 (二零一九年：2.50厘至4.75厘)
Properties under construction in Hong Kong 位於香港之興建中物業	911,000	-	Residual method 剩餘價值法	Estimated redevelopment costs 估計之重建成本	N/A 不適用
Properties held for investment in the United Kingdom 位於英國之持作投資物業	7,614,185	8,051,133	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方米之市場租金	3.50% to 5.75% (2019: 3.13% to 5.00%) 3.50厘至5.75厘 (二零一九年：3.13厘至5.00厘)
Total 總額	13,531,005	13,463,683			

Reversionary yield is the rate taking into account the capitalisation of potential rental income, nature of the property and prevailing market conditions. Market rent per square foot is the market rent taking into account the direct comparable market transactions to the related properties. Estimated redevelopment costs are the costs to be expended to complete the properties.

The fair value measurements are negatively correlated to the reversionary yield and the estimated redevelopment costs, while positively correlated to the market rent per square foot.

19. 投資物業(續)

於報告期末分類為第三級公平值計量之投資物業之估值所使用之技術及主要數據之詳情如下：

復歸回報率乃計及潛在租金收入資本化、物業性質及當時市況得出之比率。每平方米之市場租金乃計及相關物業之市場可供直接比較交易得出之市場租金。估計之重建成本乃為完成物業將會支銷之成本。

公平值計量與復歸回報率及估計之重建成本成反比，而與每平方米之市場租金則成正比。

19. INVESTMENT PROPERTIES (Cont'd)

Movements of investment properties which are categorised as Level 3 fair value measurement during the year are as follows:

At 1 January	於一月一日
Acquisition of assets through acquisition of a subsidiary (Note 40)	透過收購一間附屬公司收購資產(附註40)
Construction costs incurred	產生之建築成本
Additions	添置
Exchange adjustments	匯兌調整
Decrease in fair value recognised in the consolidated statement of comprehensive income – unrealised	於綜合全面收益報表中確認之公平值減少 – 未變現
Carrying amounts	賬面值
At 31 December	於十二月三十一日

There were no transfers into or out of Level 3 fair value measurement during the years ended 31 December 2020 and 2019 and no change in valuation techniques used as compared with those in prior years. In estimating the fair value of the properties, their current use equates to the highest and best use of the properties.

19. 投資物業(續)

分類為第三級公平值計量之投資物業於年內之變動如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
13,463,683	13,984,232
900,562	–
14,926	–
–	861
245,863	221,112
(1,094,029)	(742,522)
13,531,005	13,463,683

於截至二零二零年及二零一九年十二月三十一日止年度內，第三級公平值計量之投資物業並無轉入或轉出，而所用之估值技術與過往年度所用的亦無轉變。就估計物業之公平值，物業之當前用途等同其最高及最佳用途。

20. PROPERTY, PLANT AND EQUIPMENT

20. 物業、廠房及設備

		Leasehold land	Buildings	Leasehold improvement	Furniture, fixtures and equipment	Yachts and motor vehicles	Total
		租賃土地	樓宇	租賃 物業裝修	傢俬、 裝置及設備	遊艇及車輛	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本						
At 1 January 2019	於二零一九年一月一日	26,540	4,625	12,753	27,661	82,229	153,808
Additions	添置	-	-	14,226	2,847	-	17,073
Disposals/written off	出售/撇銷	-	-	(1,608)	(2,120)	-	(3,728)
Exchange adjustments	匯兌調整	(594)	(103)	-	(12)	-	(709)
At 31 December 2019	於二零一九年十二月三十一日	25,946	4,522	25,371	28,376	82,229	166,444
Additions	添置	-	-	45,278	11,368	91,065	147,711
Disposals/written off	出售/撇銷	-	-	(11,144)	(1,947)	(33,813)	(46,904)
Exchange adjustments	匯兌調整	1,712	298	-	35	-	2,045
At 31 December 2020	於二零二零年十二月三十一日	27,658	4,820	59,505	37,832	139,481	269,296
Depreciation	折舊						
At 1 January 2019	於二零一九年一月一日	2,225	493	12,738	21,503	80,195	117,154
Charge for the year	本年度折舊	475	104	2,679	2,583	1,543	7,384
Elimination upon disposals/ written off	出售/撇銷時 對銷	-	-	(1,605)	(1,930)	-	(3,535)
Exchange adjustments	匯兌調整	(59)	(13)	-	(11)	-	(83)
At 31 December 2019	於二零一九年十二月三十一日	2,641	584	13,812	22,145	81,738	120,920
Charge for the year	本年度折舊	468	102	19,261	3,457	2,336	25,624
Elimination upon disposals/ written off	出售/撇銷時 對銷	-	-	(11,144)	(1,832)	(33,813)	(46,789)
Exchange adjustments	匯兌調整	203	45	-	31	-	279
At 31 December 2020	於二零二零年十二月三十一日	3,312	731	21,929	23,801	50,261	100,034
Carrying amounts	賬面值						
At 31 December 2020	於二零二零年十二月三十一日	24,346	4,089	37,576	14,031	89,220	169,262
At 31 December 2019	於二零一九年十二月三十一日	23,305	3,938	11,559	6,231	491	45,524

21. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group leases assets including properties and equipment. Most of the leases of properties are negotiated for term ranging from one to three years while lease of equipment is negotiated for five years. Information about leases for which the Group is a lessee is presented below:

(a) Right-of-use assets

		Properties	Equipment	Total
		物業	設備	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cost	成本			
At 1 January 2019	於二零一九年一月一日	6,593	1,232	7,825
Additions	添置	148,754	-	148,754
At 31 December 2019	於二零一九年十二月三十一日	155,347	1,232	156,579
Additions	添置	51,880	-	51,880
Written off on expiry of lease	租約到期時撇銷	(365)	-	(365)
At 31 December 2020	於二零二零年十二月三十一日	206,862	1,232	208,094
Depreciation	折舊			
At 1 January 2019	於二零一九年一月一日	-	-	-
Charge for the year	本年度折舊	19,218	462	19,680
At 31 December 2019	於二零一九年十二月三十一日	19,218	462	19,680
Charge for the year	本年度折舊	62,102	462	62,564
Elimination upon written off on expiry of lease	租約到期撇銷時對銷	(365)	-	(365)
At 31 December 2020	於二零二零年十二月三十一日	80,955	924	81,879
Carrying amounts	賬面值			
At 31 December 2020	於二零二零年十二月三十一日	125,907	308	126,215
At 31 December 2019	於二零一九年十二月三十一日	136,129	770	136,899

21. 使用權資產及租賃負債

本集團承租之資產包括物業及設備。大部分物業之租約商議之租期為一至三年，而設備之租約商議之租期為五年。有關本集團作為承租人之租賃資料呈列如下：

(a) 使用權資產

	Properties	Equipment	Total
	物業	設備	總額
	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元
Cost			
At 1 January 2019	6,593	1,232	7,825
Additions	148,754	-	148,754
At 31 December 2019	155,347	1,232	156,579
Additions	51,880	-	51,880
Written off on expiry of lease	(365)	-	(365)
At 31 December 2020	206,862	1,232	208,094
Depreciation			
At 1 January 2019	-	-	-
Charge for the year	19,218	462	19,680
At 31 December 2019	19,218	462	19,680
Charge for the year	62,102	462	62,564
Elimination upon written off on expiry of lease	(365)	-	(365)
At 31 December 2020	80,955	924	81,879
Carrying amounts			
At 31 December 2020	125,907	308	126,215
At 31 December 2019	136,129	770	136,899

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

21. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Cont'd)**(b) Lease liabilities**

Lease liabilities payable within a period of:	須於下列期間應付租賃負債：
Less than one year	一年以下
More than one year but within two years	一年以上但不超逾兩年
More than two years but within five years	兩年以上但不超逾五年
Less: Amounts due within one year	減：一年內到期之款項
Amounts due after one year	一年後到期之款項

The amounts recognised in profit or loss in relation to leases are disclosed in Notes 11 and 14.

The total cash outflow for leases for the year ended 31 December 2020 was approximately HK\$74,050,000 (2019: HK\$54,559,000).

21. 使用權資產及租賃負債 (續)**(b) 租賃負債**

2020 HK\$'000 千港元	2019 HK\$'000 千港元
67,300	47,929
50,297	50,539
7,593	33,586
125,190	132,054
(67,300)	(47,929)
57,890	84,125

在損益中確認有關租賃之金額於附註11及14內披露。

於截至二零二零年十二月三十一日止年度，租賃之現金流出總額約為74,050,000港元(二零一九年：54,559,000港元)。

22. INTANGIBLE ASSETS

Cost	成本
At 1 January 2019,	於二零一九年一月一日、
31 December 2019 and	二零一九年十二月三十一日及
31 December 2020	二零二零年十二月三十一日
Amortisation and impairment	攤銷及減值
At 1 January 2019,	於二零一九年一月一日、
31 December 2019 and	二零一九年十二月三十一日及
31 December 2020	二零二零年十二月三十一日
Carrying amounts	賬面值
At 31 December 2020	於二零二零年十二月三十一日
At 31 December 2019	於二零一九年十二月三十一日

The above intangible assets have definite useful lives. Such intangible assets are amortised on a straight-line basis over five years.

22. 無形資產

Trading and exchange rights 買賣及貿易權 HK\$'000 千港元	Trademark 商標 HK\$'000 千港元	Total 總額 HK\$'000 千港元
2,705	14,300	17,005
2,705	14,300	17,005
-	-	-
-	-	-

上述無形資產具有既定使用年期，並以直線法按五年攤銷。

23. GOODWILL

23. 商譽

		HK\$'000 千港元
Cost	成本	
At 1 January 2019,	於二零一九年一月一日、	
31 December 2019 and	二零一九年十二月三十一日及	
31 December 2020	二零二零年十二月三十一日	<u>370,686</u>
Impairment	減值	
At 1 January 2019	於二零一九年一月一日	47,748
Impairment loss for the year	本年度減值虧損	<u>322,938</u>
At 31 December 2019 and	於二零一九年十二月三十一日及	
31 December 2020	二零二零年十二月三十一日	<u>370,686</u>
Carrying amounts	賬面值	
At 31 December 2020	於二零二零年十二月三十一日	<u><u>-</u></u>
At 31 December 2019	於二零一九年十二月三十一日	<u><u>-</u></u>

Impairment testing of goodwill

For the purpose of impairment testing, goodwill acquired through certain business combinations has been allocated to the Group's CGUs, which in all cases were determined to be investment properties owned by subsidiaries. All goodwill was fully impaired and was recognised in prior years.

商譽減值測試

為進行減值測試，就若干業務合併產生之商譽已分配至本集團之現金產生單位，彼等全釐定為附屬公司所擁有之投資物業。所有商譽均已悉數減值並已於過往年度確認。

23. GOODWILL (Cont'd)

Impairment testing of goodwill (Cont'd)

The recoverable amount for the CGU operated in the United Kingdom had been determined based on value-in-use calculation using five-year cash flow projections approved by the Directors. The pre-tax discount rate adopted as at 31 December 2019 was approximately 5.20% per annum for the United Kingdom property business which was applied to the cash flow projection when assessing the recoverability of the CGU containing goodwill. Cashflows beyond that five-year period had been extrapolated at nil growth rate in the calculation of the terminal value. As at 31 December 2019, the management noted that the anchor tenant of the investment property of the Group located in the United Kingdom would surrender the lease in the first quarter of 2020 and thereafter asset enhancement work to the investment property was expected to carry out by the Group. Based on this assumption, an independent qualified professional valuer had carried out a value-in-use calculation of the CGU operated in the United Kingdom, with the recoverable amount for the United Kingdom CGU of approximately HK\$3,269,118,000 as at 31 December 2019. The Group recognised a full impairment loss of goodwill of approximately HK\$322,938,000 attributable to the United Kingdom CGU as at 31 December 2019.

In the preparation of the value-in-use calculation, there were a number of assumptions and estimates involved for the preparation of the cash flow projections. Key assumptions included gross income, discount rates and time period required for the asset enhancement work which were determined by the Directors based on past performance and their expectation for market development. The values assigned to key assumptions were based on historical experience, current market conditions, approved forecasts and consistent with external information sources. Gross income was budgeted gross income. The discount rates used were determined with reference to weighted average cost of capital of similar companies in the industry reflected specific risks relating to the industry. Time period required for the asset enhancement work was determined based on time required for similar work of comparable investment property. The estimated future cash inflow and cash outflow derived from asset enhancement was excluded in the value-in-use calculation.

23. 商譽(續)

商譽減值測試(續)

於英國經營之現金產生單位之可收回金額乃根據董事批准之五年現金流量預測，並按使用價值計算釐定。當評估含商譽之現金產生單位之可收回程度時，於二零一九年十二月三十一日就英國物業業務採納稅前年貼現率約為5.20厘作為應用於該現金流量預測。五年期間以後之現金流量按零增長率推算以計算最終價值。於二零一九年十二月三十一日，管理層注意到本集團位於英國之投資物業之主要租戶將於二零二零年首季退回租賃，且預期本集團將於此後就該投資物業進行資產優化工程。基於此假設，獨立合資格專業估值師已就英國經營之現金產生單位進行使用價值計算，該英國現金產生單位於二零一九年十二月三十一日之可收回金額約為3,269,118,000港元。於二零一九年十二月三十一日，本集團就英國現金產生單位確認商譽之全數減值虧損約為322,938,000港元。

於編製使用價值計算時，編製現金流量預測涉及多項假設及估計。主要假設包括由董事根據過往表現及彼等對市場發展預測而釐定之收入總額、貼現率及資產優化工程所需時間。主要假設所用價值以過往經驗、當前市況及經批准預測為依據，並符合外部資料來源。收入總額乃預算收入總額，而所採用之貼現率乃參照業內同類公司之加權平均資本成本釐定，並反映與行業相關之特定風險。資產優化工程所需時間乃根據可供比較投資物業之類似工程所需時間而釐定。使用價值計算不包括資產優化所產生之估計未來現金流入及現金流出。

24. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

24. 以權益法入賬之投資

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
(a) Interests in associates:	(a) 聯營公司權益：		
Cost of investments in associates – unlisted	投資聯營公司成本 – 非上市	1,204,736	1,204,736
Share of post-acquisition profits/losses and other comprehensive income/ expenses net of dividends received	攤佔收購後溢利／虧損及 其他全面收益／支出 扣除已收股息	994,774	1,020,234
		2,199,510	2,224,970
(b) Interest in a joint venture: (note)	(b) 一間合資公司權益：(附註)		
Cost of investment in a joint venture – unlisted	投資一間合資公司成本 – 非上市	–	150
Share of post-acquisition profits	攤佔收購後溢利	–	208,208
		–	208,358
		2,199,510	2,433,328

Note: During the year ended 31 December 2019, the Group further subscribed 1% equity interest in Landrich so that the Group held 51% equity interest in Landrich as at 31 December 2019. Pursuant to the shareholders' agreements, it requires unanimous consent from all shareholders of Landrich for decisions about the relevant activities. The Group did not have control over Landrich under the shareholders' agreements notwithstanding the Group held more than 50% equity interest in Landrich as at 31 December 2019 and Landrich was therefore classified as a joint venture of the Group.

During the year ended 31 December 2020, the Group acquired the remaining 49% of the entire issued share capital of Landrich and Landrich has become a wholly-owned subsidiary of the Company thereafter. Details of the acquisition are set out in Note 40.

附註：於截至二零一九年十二月三十一日止年度，本集團進一步認購隆裕之1%股本權益，故本集團於二零一九年十二月三十一日持有隆裕之51%股本權益。根據股東協議，相關業務之決策須獲所有股東一致同意。於二零一九年十二月三十一日，本集團雖持有隆裕超過50%股本權益，但根據股東協議並無其控制權，故隆裕被分類為本集團之合資公司。

於截至二零二零年十二月三十一日止年度，本集團收購隆裕餘下49%全部已發行股本，而隆裕遂成為本公司之一間全資擁有附屬公司。該收購事項之詳情已載列於附註40內。

24. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

Particulars of the Group's principal associates as at 31 December 2020 are set out in Note 50.

The Company provided corporate guarantees to secure bank borrowings granted to its associates and joint venture in prior years. The fair value of the financial guarantee contract at initial recognition was determined by an independent qualified professional valuer, and was recognised as investments accounted for using the equity method and financial guarantee liabilities in the Group's consolidated statement of financial position.

As at 31 December 2020, the investment properties held by the Group's principal associates (2019: associates and joint venture) were revalued by B.I. Appraisals. B.I. Appraisals continues to adopt investment method and/or direct comparison method as the valuation methodologies. As at 31 December 2019, for investment properties under construction at fair value, their fair value were determined by residual method. The valuation methods and significant assumptions applied in determining the fair values of investment properties are detailed in Note 19.

All of the associates (2019: associates and joint venture) are accounted for using the equity method in these consolidated financial statements.

The information below reflects the amounts presented in the unaudited financial statements of associates (2019: associates and joint venture) which were prepared in accordance with HKFRSs adjusted for the differences arising from accounting policies and different financial year-end dates between the Group and the associates and joint venture, if any.

24. 以權益法入賬之投資(續)

本集團於二零二零年十二月三十一日之主要聯營公司之詳情載列於附註50。

本公司於過往年度為其聯營公司及合資公司提供公司擔保作為獲授銀行借貸之抵押。財務擔保合約初步確認之公平值由獨立合資格專業估值師釐定，並已於本集團之綜合財務狀況報表內確認為以權益法入賬之投資及財務擔保負債。

於二零二零年十二月三十一日，本集團主要聯營公司(二零一九年：聯營公司及合資公司)持有之投資物業已由保柏國際評估進行重估。保柏國際評估持續採納投資法及／或直接比較法為估值方法。於二零一九年十二月三十一日，就按公平值之興建中投資物業而言，其公平值乃以剩餘價值法釐定。應用於釐定投資物業公平值之估值方法及主要假設於附註19詳述。

所有聯營公司(二零一九年：聯營公司及合資公司)均以權益法於本綜合財務報表內列賬。

以下資料反映於聯營公司(二零一九年：聯營公司及合資公司)之未經審核財務報表呈列之金額，該等財務報表按香港財務報告準則並就本集團與聯營公司及合資公司之間因會計政策所產生之差異及不同財政年終日期(如有)作出調整而編製。

24. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

24. 以權益法入賬之投資(續)

(a) Interests in associates

The summarised financial information in respect of the Group's material associate, Finedale Industries Limited, is set out below:

Finedale Industries Limited

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Non-current assets	非流動資產	3,684,000	3,709,000
Current assets	流動資產	651,890	578,704
Current liabilities	流動負債	(71,963)	(86,905)
Net assets	資產淨值	4,263,927	4,200,799
Revenue	收入	114,383	110,173
Profit (loss) for the year	本年度溢利(虧損)	63,128	(47,729)
Total comprehensive income (expenses) for the year	本年度全面收益(支出)總額	63,128	(47,729)
Reconciliation of the summarised financial information presented to the carrying amount of its interest in the associate:	聯營公司權益之賬面值與財務資料概要對賬：		
Net assets at 1 January	於一月一日之資產淨值	4,200,799	4,248,528
Total comprehensive income (expenses) for the year	本年度全面收益(支出)總額	63,128	(47,729)
Net assets at 31 December	於十二月三十一日之資產淨值	4,263,927	4,200,799
Interest held by the Group	本集團持有之權益	33.33%	33.33%
Group's interest in the associate and the carrying amount	本集團於該聯營公司之權益及賬面值	1,421,309	1,400,266
Dividend received from the associate during the year	於本年度已收聯營公司之股息	-	-

(a) 聯營公司權益

本集團重要聯營公司—廣坤實業有限公司之財務資料概要載列如下：

廣坤實業有限公司

	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Non-current assets	3,684,000	3,709,000
Current assets	651,890	578,704
Current liabilities	(71,963)	(86,905)
Net assets	4,263,927	4,200,799
Revenue	114,383	110,173
Profit (loss) for the year	63,128	(47,729)
Total comprehensive income (expenses) for the year	63,128	(47,729)
Reconciliation of the summarised financial information presented to the carrying amount of its interest in the associate:		
Net assets at 1 January	4,200,799	4,248,528
Total comprehensive income (expenses) for the year	63,128	(47,729)
Net assets at 31 December	4,263,927	4,200,799
Interest held by the Group	33.33%	33.33%
Group's interest in the associate and the carrying amount	1,421,309	1,400,266
Dividend received from the associate during the year	-	-

24. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

(a) Interests in associates (Cont'd)

Aggregate financial information of associates that are not individually material:

Group's share of results for the year	本集團攤佔本年度業績
Group's share of other comprehensive income (expenses) for the year	本集團攤佔本年度其他全面收益(支出)
Group's share of total comprehensive (expenses) income for the year	本集團攤佔本年度全面(支出)收益總額
Group's aggregate interests in these associates and the carrying amounts	本集團於該等聯營公司之權益總額及賬面值
Dividends received from associates during the year	於本年度已收聯營公司之股息

24. 以權益法入賬之投資(續)

(a) 聯營公司權益(續)

個別非重要之聯營公司財務資料總額：

2020	2019
HK\$'000	HK\$'000
千港元	千港元
(56,670)	20,862
10,132	(4,382)
(46,538)	16,480
778,201	824,704
-	48,212

24. INVESTMENTS ACCOUNTED FOR USING
THE EQUITY METHOD (Cont'd)

24. 以權益法入賬之投資(續)

(b) Interest in a joint venture

The summarised financial information in respect of the Group's joint venture, Landrich, is set out below:

Landrich (H.K.) Limited

		2019 HK\$'000 千港元
Non-current asset	非流動資產	900,000
Current assets	流動資產	
Cash and cash equivalents	現金及現金等值項目	6,571
Other current assets	其他流動資產	2,018
		<u>8,589</u>
Current liabilities	流動負債	
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債 (不包括應付貿易賬項及 其他應付賬項以及撥備)	(180,000)
Other current liabilities	其他流動負債	(2,576)
		<u>(182,576)</u>
Non-current liability	非流動負債	
Non-current financial liabilities	非流動金融負債	(317,467)
Net assets	資產淨值	<u><u>408,546</u></u>

(b) 一間合資公司權益

本集團合資公司-隆裕之財務資料概要載列如下：

隆裕(香港)有限公司

24. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

(b) Interest in a joint venture (Cont'd)

The summarised financial information in respect of the Group's joint venture, Landrich, is set out below: (Cont'd)

Landrich (H.K.) Limited (Cont'd)

The results of Landrich for the period from 1 January 2020 to the date of completion of acquisition and the year ended 31 December 2019 are as follows:

Revenue	收入
Interest expense	利息開支
Income tax credit	所得稅撥回
(Loss) profit for the period/year	期內／年內(虧損)溢利
Total comprehensive (expenses) income for the period/year	期內／年內全面(支出)收益總額
Dividend received from the joint venture during the period/year	於期內／年內已收合資公司之股息

24. 以權益法入賬之投資(續)

(b) 一間合資公司權益(續)

本集團合資公司-隆裕之財務資料概要載列如下：(續)

隆裕(香港)有限公司(續)

於二零二零年一月一日至收購之完成日期期間及截至二零一九年十二月三十一日止年度，隆裕之業績如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
-	4,200
-	5,364
614	-
(5,553)	401,292
(5,553)	401,292
-	-

24. INVESTMENTS ACCOUNTED FOR USING
THE EQUITY METHOD (Cont'd)

24. 以權益法入賬之投資(續)

(b) Interest in a joint venture (Cont'd)

(b) 一間合資公司權益(續)

The summarised financial information in respect of the Group's joint venture, Landrich, is set out below: (Cont'd)

本集團合資公司-隆裕之財務資料概要載列如下：(續)

Landrich (H.K.) Limited (Cont'd)

隆裕(香港)有限公司(續)

		2019 HK\$'000 千港元
Reconciliation of the summarised financial information presented to the carrying amount of its interest in the joint venture:	合資公司權益之賬面值與財務資料概要對賬：	
Net assets at 1 January	於一月一日之資產淨值	7,253
Increase in share capital (note)	股本增加(附註)	1
Total comprehensive income for the year	本年度全面收益總額	<u>401,292</u>
Net assets at 31 December	於十二月三十一日之資產淨值	<u>408,546</u>
Interest held by the Group	本集團持有之權益	51%
Group's interest in the joint venture and the carrying amount	本集團於該合資公司之權益及賬面值	<u>208,358</u>

Note: Upon completion of the subscription during the year ended 31 December 2019, the excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment of approximately HK\$4,089,000 was included in the determination of the Group's share of the joint venture's profit or loss in the period in which the investment was acquired.

附註：於截至二零一九年十二月三十一日止年度內完成認購時，本集團攤佔可識別資產及負債之公平值淨值超逾投資成本約為4,089,000港元並已於收購該投資之期間內包括在釐定本集團攤佔合資公司之損益。

25. ADVANCES TO ASSOCIATES

Interest-bearing advance(s) to associate(s)	墊付聯營公司之計息款項
Interest-free advances to associates	墊付聯營公司之免息款項

The advances to associates are unsecured. The Group will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current. The interest-bearing advance(s) to associate(s) bear(s) interest at the prevailing market rate(s).

26. ADVANCE TO A JOINT VENTURE

During the year ended 31 December 2020, the advance to a joint venture was reclassified to amount due from a subsidiary following the completion of the acquisition of the joint venture, details are set out in Note 40.

As at 31 December 2019, the advance to a joint venture was unsecured and interest-free. The Group would not demand for repayment within one year from the end of the reporting period and the amount was therefore shown as non-current.

25. 墊付聯營公司款項

2020	2019
HK\$'000	HK\$'000
千港元	千港元
46,516	47,846
1,947	265
48,463	48,111

墊付聯營公司款項乃無抵押。本集團不會要求於報告期末起計一年內償還款項，故將該等款項列作非流動性質。墊付聯營公司之計息款項以當時之市場借貸利率計息。

26. 墊付一間合資公司款項

截至二零二零年十二月三十一日止年度，墊付一間合資公司款項已於完成收購合資公司(詳情載列於附註40內)後重新分類至附屬公司欠負款項。

於二零一九年十二月三十一日，墊付一間合資公司款項乃無抵押及免息。本集團不會要求於報告期末起計一年內償還款項，故將該款項列作非流動性質。

27. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

27. 通過損益以反映公平值計量之金融資產

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Bonds (note (i))	債券(附註(i))	3,287,649	8,975,533
Structured products (note (ii))	結構性產品(附註(ii))	52,426	—
Investments held-for-trading (note (iii))	持作買賣之投資(附註(iii))	152,687	—
Club and corporate debentures (note (iv))	會籍及公司債券(附註(iv))	57,774	62,820
		3,550,536	9,038,353
Analysed for reporting purpose as:	作報告用途之分析：		
Non-current	非流動性質	1,629,070	1,670,271
Current	流動性質	1,921,466	7,368,082
		3,550,536	9,038,353

As at 31 December 2020, the aggregate carrying amount of bonds and investments held-for-trading was approximately HK\$3,440,336,000 (2019: bonds of HK\$8,975,533,000), including bonds and investments held-for-trading with aggregate carrying amount of approximately HK\$1,378,931,000 (2019: bonds of HK\$1,650,320,000) were available to be loaned to financial institutions for earning lending fee income and the same or substantially the same securities would be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements, neither bonds nor investments held-for-trading (2019: bonds of HK\$90,709,000) were on loan at the end of the reporting period.

Notes:

- (i) During the year ended 31 December 2020, three indirect wholly-owned subsidiaries of the Company, as the sellers, and Ms. Chan, Hoi-wan, an executive Director and the Trustee of Substantial Shareholders, as the purchaser ("Purchaser"), entered into a disposal agreement in relation to the sale and purchase of certain debt securities ("Disposal").

Pursuant to the disposal agreement, the Disposal may be completed in tranches and the completion of the last tranche of the Disposal shall take place not later than 31 December 2020. During the year ended 31 December 2020, all the conditions had been fulfilled and the disposal of the last tranche of the debt securities had been completed in accordance with the terms and conditions of the disposal agreement.

於二零二零年十二月三十一日，債券及持作買賣之投資之賬面值總額約為3,440,336,000港元(二零一九年：債券8,975,533,000港元)當中賬面值總額約為1,378,931,000港元之債券及持作買賣之投資(二零一九年：債券1,650,320,000港元)，根據匯集證券借貸協議所載之條款及條件，可供借出予金融機構以賺取借貸費收入，而該等證券或大致等同之證券將會歸還予本集團。於報告期末，並無債券及持作買賣之投資(二零一九年：債券90,709,000港元)已借出。

附註：

- (i) 於截至二零二零年十二月三十一日止年度，本公司之三間間接全資擁有附屬公司(作為賣方)與陳凱韻女士(執行董事及本公司之主要股東之信託人(作為買方))訂立一份出售協議，內容有關買賣若干債務證券(「出售事項」)。

根據該出售協議，出售事項可分批完成，而最後一批出售事項須不遲於二零二零年十二月三十一日完成。於截至二零二零年十二月三十一日止年度，所有條件均已獲達成，而最後一批債務證券之出售已根據出售協議之條款及條件完成。

27. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

Notes: (Cont'd)

(i) (Cont'd)

Details of the Disposal were set out in the announcements of the Company dated 29 January 2020, 23 March 2020 and 18 December 2020 and the circular of the Company dated 28 February 2020.

The bonds denominated in US\$ carry at fixed rate range from 7.000% to 13.000% per annum of which notional amount of US\$188,200,000 are callable, all bonds denominated in GBP with notional amount of GBP23,500,000 carry at fixed rate range from 5.875% to 7.250% per annum are callable and bond denominated in EUR with notional amount of EUR2,000,000 carries at fixed rate of 6.125% per annum is callable.

The listed bonds are traded in active market and stated at fair values at the end of the reporting period. Their fair values are determined by reference to market bid prices quoted by financial institutions and brokers. For unlisted bond measured at fair value, details of the fair value measurement are disclosed in Note 5(c).

Major terms of the bonds denominated in US\$, GBP and EUR are as follows:

Notional amount	Maturity
US\$120,000,000	2021
US\$60,000,000	2022
US\$63,200,000	2023
US\$117,000,000	2024
US\$1,000,000	2025
US\$33,000,000	Perpetual
GBP23,500,000	Perpetual
EUR2,000,000	Perpetual

- (ii) The structured products comprised equity linked notes and secured loan repackaged note with fixed interest rates which are issued by the financial institutions and stated at fair values at the end of the reporting period. Details of the fair value measurements are disclosed in Note 5(c).
- (iii) The investments held-for-trading comprised equity securities listed in Hong Kong or elsewhere which are traded in active market and stated at fair values at the end of the reporting period. Their fair values are determined based on the quoted market bid prices available on the respective stock exchanges in Hong Kong and elsewhere.
- (iv) Club and corporate debentures are stated at fair values at the end of the reporting period. Details of the fair value measurements are disclosed in Note 5(c).

Included in non-current assets, there were financial assets measured at FVTPL of approximately HK\$1,629,070,000 (2019: HK\$1,670,271,000). They were included in non-current assets according to their intended holding periods.

27. 通過損益以反映公平值計量之金融資產(續)

附註：(續)

(i) (續)

出售事項之詳情已載列於本公司日期為二零二零年一月二十九日、二零二零年三月二十三日及二零二零年十二月十八日之公布以及二零二零年二月二十八日之通函內。

以美元計值之債券固定年利率為7.000厘至13.000厘，其中名義金額為188,200,000美元之債券為可贖回。全部以英鎊計值之債券(名義金額為23,500,000英鎊)固定年利率為5.875厘至7.250厘，及為可贖回。以歐元計值之債券(名義金額為2,000,000歐元)固定年利率為6.125厘，及為可贖回。

上市債券於交投活躍之市場買賣，於報告期末以公平值列賬。債券之公平值乃根據金融機構及經紀之市場買入報價釐定。就以公平值計量之非上市債券而言，公平值計量之詳情已於附註5(c)內披露。

以美元、英鎊及歐元計值之債券之主要內容如下：

名義金額	到期日
120,000,000美元	二零二一年
60,000,000美元	二零二二年
63,200,000美元	二零二三年
117,000,000美元	二零二四年
1,000,000美元	二零二五年
33,000,000美元	永久
23,500,000英鎊	永久
2,000,000歐元	永久

- (ii) 結構性產品包含股票掛鈎票據及有抵押貸款重新包裝票據為固定利率及由金融機構發行，且於報告期末以公平值列賬。公平值計量之詳情已於附註5(c)內披露。
- (iii) 持作買賣之投資包含於香港或其他地區上市之股本證券並於交投活躍之市場買賣，且於報告期末以公平值列賬。其公平值乃按香港及其他地區相關之證券交易所之市場買入報價而釐定。
- (iv) 於報告期末，會籍及公司債券以公平值列賬。公平值計量之詳情已於附註5(c)內披露。

非流動資產中包括通過損益以反映公平值計量之金融資產約1,629,070,000港元(二零一九年：1,670,271,000港元)。根據彼等之擬定持有期而計入非流動資產。

28. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

28. 通過其他全面收益以反映公平值計量之金融資產

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Listed investments:	上市投資：		
– Equity securities listed in Hong Kong (note (i))	– 於香港上市股本證券 (附註(i))	12,814,000	18,578,652
Unlisted equity securities:	非上市股本證券：		
– Incorporated in Hong Kong (note (ii))	– 於香港註冊成立(附註(ii))	1,007,337	1,045,621
– Incorporated elsewhere (note (iii))	– 於其他地區註冊成立 (附註(iii))	585,883	558,270
		14,407,220	20,182,543

Notes:

- (i) As at 31 December 2020, the Group held certain Evergrande Shares. The unrealised loss on fair value change of the Evergrande Shares of HK\$5,762,000,000 (2019: HK\$1,591,000,000), which was determined based on quoted market bid price in active market, was recorded in financial assets measured at FVTOCI reserve during the year ended 31 December 2020. The carrying amount of the Evergrande Shares held by the Group as at 31 December 2020 was HK\$12,814,000,000 (2019: HK\$18,576,000,000).

As at 31 December 2020, the carrying amount of listed equity securities was HK\$12,814,000,000 (2019: HK\$18,578,652,000), including listed equity securities with carrying amount of HK\$759,900,000 (2019: nil) were available to be loaned to financial institutions for earning lending fee income and the same or substantially the same securities would be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements, none (2019: nil) of the listed equity securities were on loan at the end of the reporting period.

- (ii) As at 31 December 2020, the carrying amount mainly comprised investment in a property development project in Hong Kong (10% interest) of HK\$859,286,000 (2019: HK\$882,763,000).

附註：

- (i) 於二零二零年十二月三十一日，本集團持有若干恆大股份。於截至二零二零年十二月三十一日止年度，根據於活躍市場之買入報價而釐定恆大股份公平值變動之未變現虧損5,762,000,000港元(二零一九年：1,591,000,000港元)已於通過其他全面收益以反映公平值計量之金融資產之儲備內入賬。於二零二零年十二月三十一日，本集團持有恆大股份之賬面值為12,814,000,000港元(二零一九年：18,576,000,000港元)。

於二零二零年十二月三十一日，上市股本證券之賬面值為12,814,000,000港元(二零一九年：18,578,652,000港元)，當中賬面值為759,900,000港元(二零一九年：無)之上市股本證券，根據匯集證券借貸協議所載之條款及條件，可供借出予金融機構以賺取借貸費收入，而該等證券或大致等同之證券將會歸還予本集團。於報告期末，並無(二零一九年：無)借出之上市股本證券。

- (ii) 於二零二零年十二月三十一日，賬面值主要為投資於一項位於香港之物業發展項目(佔10%權益)859,286,000港元(二零一九年：882,763,000港元)。

28. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Cont'd)

Notes: (Cont'd)

- (iii) As at 31 December 2020, the carrying amount mainly comprised investment in an exempted limited partnership formed under the Exempted Limited Partnership Law (Revised) of the Cayman Islands ("Cayman Islands Partnership") of approximately HK\$488,583,000 (2019: HK\$467,915,000).

The Cayman Islands Partnership has a term of ten years from the date of initial closing. Purposes of the Cayman Islands Partnership are to achieve exceptional returns by acquiring, holding and disposing of equity, equity-related securities, high-yield structured financial products, independently or with others, in companies with various operations or such other activities.

The quoted price in active market of equity securities listed in Hong Kong represents quoted market bid price available on the Stock Exchange.

For unlisted equity securities measured at fair value, details of the fair value measurements are disclosed in Note 5(c).

Included in non-current assets, there were financial assets measured at FVTOCI of approximately HK\$14,407,220,000 (2019: HK\$20,182,543,000). They were included in non-current assets according to their intended holding periods.

29. ADVANCE(S) TO INVESTEE COMPANY(IES)

The advance(s) to investee company(ies) is (were) unsecured and interest-free. The Group will not demand for repayment within one year from the end of the reporting period and the amount(s) is (were) therefore shown as non-current.

28. 通過其他全面收益以反映公平值計量之金融資產(續)

附註：(續)

- (iii) 於二零二零年十二月三十一日，賬面值主要為投資於一間按開曼群島獲豁免有限合夥企業法(經修訂)成立之獲豁免有限合夥企業(「開曼群島合夥企業」)約488,583,000港元(二零一九年：467,915,000港元)。

開曼群島合夥企業由初步截止日起為期十年。開曼群島合夥企業之目的為透過獨立或與其他公司購買、持有及出售多種業務之公司之股本、股本相關證券或高收益之結構性財務產品或其他之活動以取得優厚的回報。

就香港上市股本證券於活躍市場之報價，乃指聯交所之市場買入報價。

就以公平值計量之非上市股本證券而言，公平值計量之詳情已於附註5(c)內披露。

非流動資產中包括通過其他全面收益以反映公平值計量之金融資產約14,407,220,000港元(二零一九年：20,182,543,000港元)。根據彼等之擬定持有期而計入非流動資產。

29. 墊付接受投資公司款項

墊付接受投資公司款項乃無抵押及免息。本集團不會要求於報告期末起計一年內償還款項，故將該等款項列作非流動性質。

30. DEFERRED TAXATION

The following is the major deferred tax liabilities provided (assets recognised) by the Group and movements thereon during the current and prior reporting periods:

30. 遞延稅項

以下為本集團於本報告期間及過往報告期間主要遞延稅項負債之撥備(資產之確認)及其變動：

		Investment properties	Accelerated tax depreciation	Tax losses	Total
		投資物業	加速稅項 折舊	稅務虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2019	於二零一九年一月一日	25,057	27,995	(2,059)	50,993
Exchange adjustments	匯兌調整	39	746	(46)	739
Charged to the consolidated statement of comprehensive income (Note 13)	於綜合全面收益報表中扣除(附註13)	6,328	3,900	(2,003)	8,225
At 31 December 2019	於二零一九年十二月三十一日	31,424	32,641	(4,108)	59,957
Exchange adjustments	匯兌調整	66	1,148	(424)	790
Credited to the consolidated statement of comprehensive income (Note 13)	於綜合全面收益報表中撥回(附註13)	(5,268)	4,218	(14,575)	(15,625)
At 31 December 2020	於二零二零年十二月三十一日	26,222	38,007	(19,107)	45,122

30. DEFERRED TAXATION (Cont'd)

For the purpose of the presentation in the consolidated statement of financial position, certain deferred tax liabilities and assets have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax liabilities	遞延稅項負債
Deferred tax assets	遞延稅項資產

At the end of the reporting period, the Group has the following major unrecognised deferred tax assets due to the unpredictability of the future profit streams.

Accelerated tax depreciation	加速稅項折舊
Tax losses	稅務虧損

At the end of the reporting period, the Group's unused tax losses not recognised of approximately HK\$44,574,000 (2019: HK\$33,473,000) will be expired in one to five years. Other unrecognised tax losses may be carried forward indefinitely and subject to the confirmation from the respective tax authority.

30. 遞延稅項(續)

就綜合財務狀況報表之呈列，若干遞延稅項負債及資產已作對銷。就財務報告用途之遞延稅項結餘分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
56,394	61,549
(11,272)	(1,592)
45,122	59,957

於報告期末，本集團由於難以預料未來溢利而未確認以下之主要遞延稅項資產。

2020 HK\$'000 千港元	2019 HK\$'000 千港元
(137)	(279)
(292,115)	(266,849)
(292,252)	(267,128)

於報告期末，本集團於一至五年內到期而未確認之未使用稅務虧損約為44,574,000港元(二零一九年：33,473,000港元)。其餘未確認之稅務虧損可無限期結轉，並須待相關稅務局確認。

31. OTHER FINANCIAL ASSETS

(a) Pledged deposits

The amounts represent deposits pledged to banks and other financial institutions to secure credit facilities granted to the Group. Deposits amounting to approximately HK\$178,532,000 (2019: HK\$174,221,000) have been pledged to secure short-term borrowings and are therefore classified as current assets. The remaining deposits amounting to approximately HK\$81,974,000 (2019: HK\$100,002,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

The pledged deposits carry interest at prevailing market deposit rates. The pledged deposits will be released upon the repayment of relevant borrowings.

(b) Securities trading receivables and deposits

Securities trading receivables and deposits are mainly amounts due from clearing house, brokers and clients.

(c) Time deposits, bank balances and cash

The time deposits and certain bank balances carry interest at prevailing market deposit rates. As at 31 December 2020, time deposits with maturity greater than three months amounted to approximately HK\$35,634,000 (2019: HK\$152,129,000) and the remaining deposits were with maturity not greater than three months. The Group does not hold collateral over the deposit balances. As at 31 December 2020, balances of cash and cash equivalents amounted to approximately HK\$1,618,908,000 (2019: HK\$413,190,000).

31. 其他金融資產

(a) 抵押存款

該等款額指抵押予銀行及其他金融機構，作為本集團獲授信貸額之存款。約178,532,000港元(二零一九年：174,221,000港元)之存款已作為短期借貸之抵押，故被分類為流動資產。餘下約81,974,000港元(二零一九年：100,002,000港元)之存款已作為長期借貸之抵押，故被分類為非流動資產。

以上抵押存款按當時市場之存款利率計息。該等抵押存款將於有關借貸獲償還時解除。

(b) 應收證券交易賬項及存款

應收證券交易賬項及存款主要為應收結算所、證券經紀及客戶款項。

(c) 定期存款、銀行結餘及現金

定期存款及若干銀行結餘按當時市場之存款利率計息。於二零二零年十二月三十一日，存款期多於三個月之定期存款金額約為35,634,000港元(二零一九年：152,129,000港元)，餘下存款之存款期為不多於三個月。本集團並無就存款結餘持有抵押。於二零二零年十二月三十一日，現金及現金等值項目結餘金額約為1,618,908,000港元(二零一九年：413,190,000港元)。

32. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS

32. 應收賬項、按金、其他應收賬項及預付款項

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
			(restated)
			(重列)
Trade receivables	應收貿易賬項	24,756	22,496
Less: Allowance for credit losses	減：信貸虧損撥備	(2,939)	(54)
		21,817	22,442
Deposits and prepayments	按金及預付款項	94,497	66,406
Interest receivables from bonds and structured products	債券及結構性產品之應收利息	61,455	113,180
Other receivables	其他應收賬項	122,763	114,541
		300,532	316,569
Analysed for reporting purpose as:	作報告用途之分析：		
Non-current	非流動性質	50,380	15,388
Current	流動性質	250,152	301,181
		300,532	316,569

Included in debtors, deposits, other receivables and prepayments are trade receivables of approximately HK\$21,817,000 (2019: HK\$22,442,000 (restated)), which comprised rental and building management fee receivables billed in advance and settlements from tenants which are expected upon receipts of billings and receivables from property management services and cosmetics business.

應收賬項、按金、其他應收賬項及預付款項包括應收貿易賬項約21,817,000港元(二零一九年：22,442,000港元(重列))，包括預先開單而預期租戶會於收到單據後支付之應收租金及樓宇管理費，以及來自物業管理服務及化妝品業務之應收賬項。

32. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

The carrying amounts of trade receivables (net of allowance for credit losses) of the Group's major businesses are as follows:

Rental receivables from property leasing	物業租賃之應收租金
Building and property management services fee receivables	樓宇及物業管理服務費之應收賬項
Receivables from cosmetics business	化妝品業務之應收賬項

32. 應收賬項、按金、其他應收賬項及預付款項(續)

本集團主要業務應收貿易賬項(扣除信貸虧損撥備)之賬面值如下：

2020	2019
HK\$'000	HK\$'000
千港元	千港元 (restated) (重列)
12,628	9,215
7,940	10,311
1,249	2,916
21,817	22,442

The Group maintains a defined credit policy to assess the credit quality of each counterparty. The collection is closely monitored to minimise any credit risk associated with these trade receivables. Rental and building management fee in respect of leased properties are payable in advance by the tenants. Other trade debtors settle their accounts according to the payment terms as stated in the respective contracts.

The following is the aged analysis of trade receivables (net of allowance for credit losses), presented based on the respective revenue recognition dates, at the end of the reporting period:

0-30 days	零至三十日
31-60 days	三十一日至六十日
61-90 days	六十一日至九十日
Over 90 days	九十日以上

本集團已制訂明確之信貸政策，以評估各交易方之信貸質素。本集團密切監察收款情況，務求盡量減低該等應收貿易賬項相關之信貸風險。租賃物業之租金及樓宇管理費須由租戶預先支付。其他貿易債務人根據個別合約內列明之付款條款清還彼等賬項。

根據各項收入之確認日期呈列之應收貿易賬項(扣除信貸虧損撥備)於報告期末之賬齡分析如下：

2020	2019
HK\$'000	HK\$'000
千港元	千港元 (restated) (重列)
13,941	14,155
4,116	4,301
498	755
3,262	3,231
21,817	22,442

32. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

The following is the aged analysis of trade receivables which are past due but not impaired:

0–30 days	零至三十日
31–60 days	三十一日至六十日
61–90 days	六十一日至九十日
Over 90 days	九十日以上

Movement in the allowance for credit losses:

At 1 January	於一月一日
Reversal of allowance for credit losses in respect of trade receivables	就應收貿易賬項撥回之信貸虧損撥備
Allowance for credit losses recognised in respect of trade receivables	就應收貿易賬項確認之信貸虧損撥備
Exchange adjustments	匯兌調整
Amount written off as uncollectible	因不可收回而撇銷之款項
At 31 December	於十二月三十一日

For those past due but not impaired receivables, although the Group does not hold any collateral as security, the Group has assessed the creditworthiness, past payment history and substantial settlement after the end of the reporting period, and considers that the amounts are still recoverable and no further credit provision is required in excess of allowance for credit losses.

32. 應收賬項、按金、其他應收賬項及預付款項(續)

已逾期但未被減值之應收貿易賬項之賬齡分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元 (restated) (重列)
15,638	11,645
2,190	2,204
60	361
2,987	2,740
20,875	16,950

信貸虧損撥備之變動：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
54	432
(29)	(43)
2,852	–
68	–
(6)	(335)
2,939	54

就已逾期但未被減值之應收賬項而言，雖然本集團並無持有任何抵押品作擔保，本集團已就其信譽、過往還款記錄及於報告期末後之主要結賬作出評估，並認為該等數額仍可收回，無須作進一步(多於信貸虧損撥備)之信貸撥備。

32. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

Trade receivables over 90 days comprising rental and building management fee receivables of approximately HK\$1,594,000 (2019: HK\$1,700,000) which are sufficiently covered by rental and/or building management fee deposits received from the respective tenants, and no allowance is required for these receivables under the Group's allowance policy.

Trade receivables which are neither overdue nor impaired are in good quality.

As refer to Note 3 for the change in presentation and classification of certain revenue items, the amounts of the adjustments to the items comprising debtors, deposits, other receivables and prepayments affected by the Reclassification are as follows:

As at 31 December 2019:

Current assets	流動資產	As previously reported	Reclassification	As restated
		過往列報	經重新分類事項	重列
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Trade receivables, net	應收貿易賬項淨額	12,131	10,311	22,442
Interest receivables from bonds and structured products	債券及結構性產品之應收利息	-	113,180	113,180
Other receivables	其他應收賬項	238,032	(123,491)	114,541

As at 31 December 2020:

Current assets	流動資產	Amounts without Reclassification	Effects of Reclassification	As reported
		不包括經重新分類事項之金額	經重新分類事項之影響	列報
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Trade receivables, net	應收貿易賬項淨額	13,877	7,940	21,817
Interest receivables from bonds and structured products	債券及結構性產品之應收利息	-	61,455	61,455
Other receivables	其他應收賬項	192,158	(69,395)	122,763

32. 應收賬項、按金、其他應收賬項及預付款項(續)

超過九十日之應收貿易賬項包括應收租金及樓宇管理費約1,594,000港元(二零一九年：1,700,000港元)(其足以被收取有關租戶之租金及／或樓宇管理費訂金所保障)，根據本集團之撥備政策，無須為該等應收賬項作出撥備。

既無逾期亦未被減值之應收貿易賬項之質素良好。

誠如附註3所述有關若干收入項目之呈列及分類之變動，包括應收賬項、按金、其他應收賬項及預付款項之項目受經重新分類事項所影響而予以調整之金額如下：

於二零一九年十二月三十一日：

As previously reported	Reclassification	As restated
過往列報	經重新分類事項	重列
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
12,131	10,311	22,442
-	113,180	113,180
238,032	(123,491)	114,541

於二零二零年十二月三十一日：

Amounts without Reclassification	Effects of Reclassification	As reported
不包括經重新分類事項之金額	經重新分類事項之影響	列報
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
13,877	7,940	21,817
-	61,455	61,455
192,158	(69,395)	122,763

33. STOCK OF PROPERTIES

As at 31 December 2020 and 2019, all of the stock of properties were completed properties and the Directors reviewed the carrying amounts of the completed properties with reference to prevailing market conditions and the estimated selling prices provided by B.I. Appraisals.

During the year ended 31 December 2020, a write-down of completed properties of approximately HK\$4,831,000 (2019: HK\$681,000) was recognised in the consolidated statement of comprehensive income as a result that net realisable value of a completed property was lower than its carrying amount.

34. INVENTORIES

Finished goods	製成品
Raw materials	原材料

All inventories were stated at the lower of cost and net realisable value.

35. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade payables of approximately HK\$4,142,000 (2019: HK\$1,079,000).

The following is the aged analysis of trade payables, presented based on the invoice date, at the end of the reporting period:

0 – 90 days	零至九十日
Over 90 days	九十日以上

33. 物業存貨

於二零二零年及二零一九年十二月三十一日，所有物業存貨均為落成物業，且董事參考當時市況及由保柏國際評估提供之估計售價，審閱落成物業之賬面值。

於截至二零二零年十二月三十一日止年度內，因一項落成物業之可變現淨值較其賬面值低而導致落成物業之減值約4,831,000港元(二零一九年：681,000港元)並於綜合全面收益報表中確認。

34. 存貨

2020 HK\$'000 千港元	2019 HK\$'000 千港元
4,075	1,414
889	914
4,964	2,328

所有存貨按成本及可變現淨值兩者中較低者列賬。

35. 應付賬項及應計款項

應付賬項及應計款項包括應付貿易賬項約4,142,000港元(二零一九年：1,079,000港元)。

根據發票日期呈列之應付貿易賬項於報告期末之賬齡分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
1,737	313
2,405	766
4,142	1,079

36. BORROWINGS

36. 借貸

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Secured bank borrowings repayable within a period of (note):	須於下列期間償還之有抵押銀行借貸(附註)：		
Less than one year	一年以下	3,463,138	1,519,458
More than one year but within two years	一年以上但不超逾兩年	928,959	2,216,145
More than two years but within five years	兩年以上但不超逾五年	1,022,437	1,985,815
		5,414,534	5,721,418
Secured bank borrowings that contain repayment on demand clause (shown as current liabilities) but repayable within a period of (note):	附帶按要求償還條款之有抵押銀行借貸(列作流動負債)，惟須於下列期間償還(附註)：		
More than one year but within two years	一年以上但不超逾兩年	595,169	-
More than two years but within five years	兩年以上但不超逾五年	180,000	592,476
		775,169	592,476
Total secured bank borrowings	有抵押銀行借貸總額	6,189,703	6,313,894
Other secured borrowings repayable within one year	須於一年內償還之其他有抵押借貸	1,074,129	7,128,365
		7,263,832	13,442,259
Less: Amounts due within one year	減：一年內到期之款項	(5,312,436)	(9,240,299)
Amounts due after one year	一年後到期之款項	1,951,396	4,201,960

Note: The amounts due are based on scheduled repayment dates as set out in the loan agreement(s).

附註：該等到期之金額按貸款協議中載列之預定還款日期。

36. BORROWINGS (Cont'd)

The bank borrowings denominated in HK\$ are variable-rate borrowings which carry interest ranging from HIBOR plus 0.68% to 1.20% or at cost of funds of a bank plus 0.90% (2019: HIBOR plus 0.68% or cost of funds of a bank plus 0.90%) per annum.

The borrowings denominated in US\$ and GBP from banks and a financial institution are variable-rate borrowings which carry interest at cost of funds of a bank plus 0.90% (2019: cost of funds of a bank plus 0.90%) or ranging from LIBOR plus 1.08% to 1.62% (2019: LIBOR plus 1.08% to 1.62%) per annum.

Other borrowings are variable-rate borrowings which carry interest ranging from costs of funds of individual financial institutions plus 0.25% to 0.35% or HIBOR plus 1.10% to 1.18% (2019: costs of funds of individual financial institutions plus 0.25% to 0.55% or HIBOR plus 1.10% to 1.95%) per annum.

The Group's borrowings that are denominated in currencies other than HK\$ are set out below:

US\$	美元
GBP	英鎊
EUR	歐元

36. 借貸 (續)

以港元計值之銀行借貸為浮息借貸，年利率按香港銀行同業拆息加0.68厘至1.20厘或一間銀行資金成本加0.90厘(二零一九年：香港銀行同業拆息加0.68厘或一間銀行資金成本加0.90厘)計算。

以美元及英鎊計值之銀行及一間金融機構借貸為浮息借貸，年利率按一間銀行資金成本加0.90厘(二零一九年：一間銀行資金成本加0.90厘)或倫敦銀行同業拆息加1.08厘至1.62厘(二零一九年：倫敦銀行同業拆息加1.08厘至1.62厘)計算。

其他借貸為浮息借貸，年利率按個別金融機構資金成本加0.25厘至0.35厘或香港銀行同業拆息加1.10厘至1.18厘(二零一九年：個別金融機構資金成本加0.25厘至0.55厘或香港銀行同業拆息加1.10厘至1.95厘)計算。

本集團以港元以外貨幣計值之借貸載列如下：

2020	2019
HK\$'000	HK\$'000
千港元	千港元
1,238,383	2,602,251
3,948,554	4,078,918
29,919	-
5,216,856	6,681,169

37. DERIVATIVE FINANCIAL INSTRUMENT

37. 衍生金融工具

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Cross currency swap	貨幣掉期	111	6,060

The table below is prepared based on the maturity date of the contract. The major terms of the cross currency swap as at 31 December 2020 and 2019 are as follows:

下表乃根據合約到期日編製。於二零二零年及二零一九年十二月三十一日，貨幣掉期之主要條款如下：

Liability	負債	Notional amount		Fair value
		名義金額		公平值
US\$/HK\$ cross currency swap	美元／港元貨幣掉期	US\$'000	HK\$'000	HK\$'000
		千美元	千港元	千港元
At 31 December 2020	於二零二零年			
	十二月三十一日			
– Within 1 year	– 一年內	159,738	1,238,000	111
At 31 December 2019	於二零一九年			
	十二月三十一日			
– Within 1 year	– 一年內	158,120	1,238,000	6,060

The Group used the cross currency swap to exchange US\$ bank borrowing of approximately US\$159,738,000 (2019: US\$158,120,000) in HK\$ bank borrowing of HK\$1,238,000,000 (2019: HK\$1,238,000,000).

本集團以貨幣掉期將美元銀行借貸約159,738,000美元(二零一九年：158,120,000美元)交換為港元銀行借貸1,238,000,000港元(二零一九年：1,238,000,000港元)。

The cross currency swap is stated at fair value at the end of the reporting period. Details of the fair value measurement are disclosed in Note 5(c).

於報告期末貨幣掉期以公平值列賬。公平值計量之詳情已於附註5(c)內披露。

38. SHARE CAPITAL

Movements in the share capital of the Company during the year were as follows:

38. 股本

本公司之股本於本年度變動如下：

		Number of shares 股份數目		Share capital 股本	
		2020	2019	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股				
Authorised:	法定股本：				
At 1 January and 31 December	於一月一日及十二月三十一日	5,000,000,000	5,000,000,000	500,000	500,000
Issued and fully paid:	已發行及繳足股本：				
At 1 January and 31 December	於一月一日及十二月三十一日	1,907,619,079	1,907,619,079	190,762	190,762

39. AMOUNTS DUE TO ASSOCIATES, INVESTEE COMPANIES AND NON-CONTROLLING SHAREHOLDERS

The amounts due to associates, investee companies and non-controlling shareholders are unsecured and interest-free. The associates, investee companies and non-controlling shareholders will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current.

39. 欠負聯營公司、接受投資公司及非控股股東款項

欠負聯營公司、接受投資公司及非控股股東款項均為無抵押及免息。該等聯營公司、接受投資公司及非控股股東不會於報告期末起計一年內要求償還款項，故將該等款項列作非流動性質。

40. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

On 10 January 2020, an indirect wholly-owned subsidiary of the Company, as the purchaser, entered into a sale and purchase agreement with another shareholder of Landrich, as the seller, in relation to the acquisition of the remaining 49% of the entire issued share capital of Landrich (a joint venture of the Group at the time of entering into the sale and purchase agreement, holding a property located at Nos. 14–18 Ma Kok Street in Tsuen Wan, New Territories, Hong Kong) and the sale loan (“Acquisition”). The Group owned 51% interest in Landrich prior to the Acquisition and Landrich has become a wholly-owned subsidiary of the Company following the completion of the Acquisition. The Group acquired a property and its related assets and liabilities by way of acquisition of the remaining 49% of the entire issued share capital of Landrich. The Acquisition was completed on 28 February 2020 at a total cash consideration of approximately HK\$355,839,000. Details of the Acquisition were set out in the announcement of the Company dated 10 January 2020.

Under HKFRS 3 (Revised) “Business Combinations”, the Acquisition was accounted for as an acquisition of assets and liabilities as Landrich being acquired by the Group does not constitute an acquisition of business. The Group identified and recognised the individual identifiable assets acquired and liabilities assumed. The cost of the Acquisition was allocated to the individual identifiable assets and liabilities on the basis of their relative fair values as at the date of acquisition. Such a transaction does not give rise to goodwill.

40. 透過收購一間附屬公司收購資產

於二零二零年一月十日，本公司之一間間接全資擁有附屬公司(作為買方)與隆裕之另一股東(作為賣方)訂立一份買賣協議，內容有關收購隆裕(於訂立該買賣協議時為本集團一間合資公司，持有位於香港新界荃灣馬角街14至18號之物業)餘下49%全部已發行股本及銷售貸款(「收購事項」)。本集團於收購事項前擁有隆裕51%權益。隨著完成收購事項，隆裕已成為本公司之一間全資擁有附屬公司。本集團透過收購隆裕餘下49%全部已發行股本收購一項物業以及其相關資產及負債。收購事項於二零二零年二月二十八日完成，總現金代價約為355,839,000港元。收購事項之詳情已載列於本公司日期為二零二零年一月十日之公布內。

根據香港財務報告準則第3號(經修訂)「業務合併」，由於本集團收購隆裕並不構成一項業務收購，故收購事項以收購資產及負債入賬。本集團識別及確認個別可識別之收購資產及承擔負債。收購事項之成本分配至個別可識別資產及負債，按其於收購日期之相關公平值為基準。此項交易並無產生商譽。

40. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY (Cont'd)

40. 透過收購一間附屬公司收購資產(續)

		2020 HK\$'000 千港元
The net assets of Landrich as at the date of acquisition were as follows:	於收購日期隆裕之資產淨值如下：	
Investment properties (Note 19)	投資物業(附註19)	900,562
Deposits, other receivables and prepayments	按金、其他應收賬項及預付款項	2,018
Time deposit and bank balance	定期存款及銀行結餘	3,677
Creditors and accruals	應付賬項及應計款項	(4,571)
Tax liabilities	稅項負債	(1,227)
Shareholders' loans	股東貸款	(317,467)
Borrowing	借貸	(180,000)
		402,992
Net assets acquired	收購資產淨值	402,992
Assignment of a shareholder's loan	轉讓股東貸款	158,649
		561,641
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	355,839
Expenses incurred for acquisition	收購所產生之開支	276
Fair value of the existing shareholding	現有股權之公平值	205,526
		561,641
Net cash outflow arising from acquisition:	收購時產生之現金流出淨額：	
Cash consideration paid	已付現金代價	355,839
Expenses incurred for acquisition	收購所產生之開支	276
Time deposit and bank balance acquired	已收購之定期存款及銀行結餘	(3,677)
		352,438

During the year ended 31 December 2019, there was no acquisition of assets through acquisition of a subsidiary.

於截至二零一九年十二月三十一日止年度，並無透過收購一間附屬公司收購資產。

41. MAJOR NON-CASH TRANSACTIONS

41. 主要非現金交易

Save as disclosed elsewhere in these consolidated financial statements, the Group did not have major non-cash transactions.

除本綜合財務報表其他部分所披露者外，本集團並無主要非現金交易。

42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

42. 融資業務所產生負債之對賬

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 as cash flows from financing activities in the Group's consolidated statement of cash flows.

下表載列本集團融資業務所產生之負債變動詳情，包括現金及非現金變動。融資業務所產生之負債乃指其現金流量會或未來現金流量將會於本集團之綜合現金流量表內分類為融資業務產生之現金流量之負債。

		Amounts due to non-						
		Borrowings	Loan from a director	controlling shareholders	Lease liabilities	Dividend payable	Interest payable	Total
		借貸	董事貸款	股東款項	租賃負債	應付股息	應付利息	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2019	於二零一九年 一月一日	13,747,675	-	24,177	7,825	-	15,568	13,795,245
Financing cash flows	融資現金流量	(398,521)	-	(73,924)	(11,600)	(209,838)	(374,926)	(1,068,809)
Exchange adjustments	匯兌調整	93,105	-	-	-	-	(163)	92,942
Dividends declared	宣派股息	-	-	50,080	-	209,838	-	259,918
Increase in lease liabilities from entering into new leases during the year	於本年度訂立 新租約而增加之 租賃負債	-	-	-	134,743	-	-	134,743
Total interest (Note 11)	利息總額(附註11)	-	-	-	1,086	-	375,770	376,856
At 31 December 2019	於二零一九年 十二月三十一日	13,442,259	-	333	132,054	-	16,249	13,590,895
Financing cash flows	融資現金流量	(6,489,109)	229	-	(56,106)	(38,152)	(196,651)	(6,779,789)
Exchange adjustments	匯兌調整	130,682	(229)	-	-	-	(33)	130,420
Dividends declared	宣派股息	-	-	-	-	38,152	-	38,152
Increase in lease liabilities from entering into new leases during the year	於本年度訂立 新租約而增加之 租賃負債	-	-	-	46,267	-	-	46,267
Acquisition of assets through acquisition of a subsidiary (Note 40)	透過收購一間附屬 公司收購資產 (附註40)	180,000	-	-	-	-	-	180,000
Other changes	其他調整	-	-	(58)	-	-	-	(58)
Total interest (Note 11)	利息總額(附註11)	-	-	-	2,975	-	188,195	191,170
At 31 December 2020	於二零二零年 十二月三十一日	7,263,832	-	275	125,190	-	7,760	7,397,057

43. PLEDGE OF ASSETS

At the end of the reporting period, the carrying amounts of the assets pledged by the Group to secure general banking and other loan facilities granted to the Group and to secure the securities transactions, are analysed as follows:

Investment properties	投資物業
Financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產
Financial assets measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之金融資產
Non-current pledged deposits	非流動抵押存款
Current pledged deposits	流動抵押存款

As at 31 December 2020 and 2019, interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group. As at 31 December 2019, the Group had subordinated and assigned its advance to a joint venture of approximately HK\$158,818,000 to a bank to secure a banking facility granted to the joint venture. During the year ended 31 December 2020, the Group acquired the remaining 49% of the entire issued share capital of the joint venture and the joint venture has become a wholly-owned subsidiary of the Company.

43. 資產抵押

於報告期末，本集團就本集團獲授之一般銀行及其他貸款融資以及證券交易而抵押之資產賬面值分析如下：

2020	2019
HK\$'000	HK\$'000
千港元	千港元
12,387,045	12,248,623
3,199,195	8,975,533
9,678,146	18,578,652
81,974	100,002
178,532	174,221
25,524,892	40,077,031

於二零二零年及二零一九年十二月三十一日，本公司若干附屬公司之權益已質押作為本集團獲授若干銀行借貸之部分抵押品。於二零一九年十二月三十一日，本集團已就一間合資公司獲授之銀行信貸額將其墊付該合資公司款項約158,818,000港元轉歸及授讓予一間銀行。於截至二零二零年十二月三十一日止年度，本集團收購該合資公司餘下49%全部已發行股本，而該合資公司已成為本公司之一間全資擁有附屬公司。

44. CAPITAL COMMITMENTS

44. 資本承擔

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Authorised and contracted for:	已批准及已簽約：		
Capital investment in limited partnership (note)	有限合夥企業之資本投資 (附註)	69,348	77,912
Redevelopment expenditure of properties	物業重建開支	20,917	—
Purchases of equipment and leasehold improvement	購買設備及租賃物業裝修	6,864	54,033
Refurbishment of properties	翻新物業	1,272	—
		98,401	131,945

Note: The Group had committed to make a capital contribution of US\$100,000,000 (equivalent to HK\$775,260,000) in the Cayman Islands Partnership. Up to the end of the reporting period, approximately US\$91,055,000 (equivalent to approximately HK\$706,224,000) (2019: US\$89,993,000 (equivalent to approximately HK\$697,973,000)) among the contribution has been paid by the Group. The outstanding amount was approximately US\$8,945,000 (equivalent to approximately HK\$69,348,000, after exchange adjustment) (2019: US\$10,007,000 (equivalent to approximately HK\$77,912,000, after exchange adjustment)).

As at 31 December 2019, other than the capital commitments as disclosed above, an interest-free funding undertaking in proportion of 51% had been provided by the Group to Landrich, in the event that the funds raised from banks or financial institutions by Landrich were not sufficient for satisfying any working capital requirements at any time. As at 31 December 2019, Landrich was in net asset position and the Directors considered that Landrich had sufficient working capital and therefore no funding to Landrich was required as of that date. During the year ended 31 December 2020, the Group acquired the remaining 49% of the entire issued share capital of Landrich and Landrich has become a wholly-owned subsidiary of the Company.

附註：本集團就開曼群島合夥企業承諾作出100,000,000美元(相當於775,260,000港元)之資本注資。截至報告期末止，本集團已注資約91,055,000美元(相當於約706,224,000港元)(二零一九年：89,993,000美元(相當於約697,973,000港元))資本承擔金額。未注資之金額約為8,945,000美元(相當於約69,348,000港元(經匯兌調整後))(二零一九年：10,007,000美元(相當於約77,912,000港元(經匯兌調整後)))。

於二零一九年十二月三十一日，除以上披露之資本承擔外，本集團向隆裕提供按51%比例之免息出資承諾，即任何時候倘隆裕從銀行或金融機構取得之資金未能滿足其營運資金需求時而作出。於二零一九年十二月三十一日，隆裕之狀況為資產淨值以及董事認為隆裕已備充足營運資金，故於該日無須向隆裕提供資金。於截至二零二零年十二月三十一日止年度，本集團收購隆裕餘下49%全部已發行股本，而隆裕遂成為本公司之一間全資擁有附屬公司。

45. CONTINGENT LIABILITIES

45. 或然負債

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Guarantee given to a bank in respect of banking facilities in lieu of the cash public utility deposit jointly utilised by subsidiaries	為附屬公司獲授共用之銀行信貸額以取替現金公用事務存款而向一間銀行提供之擔保	15,000	15,000
Guarantee given to a bank in respect of a banking facility utilised by an investee company/indemnity given to a third party in relation to an investee company	為一間接受投資公司動用之銀行信貸額而向一間銀行提供之擔保／與一間接受投資公司有關向第三方授予之彌償保證	613,830	613,830
Guarantee given to a bank in respect of a banking facility utilised by a joint venture	為一間合資公司動用之銀行信貸額而向一間銀行提供之擔保	-	90,000
		628,830	718,830

No provision for financial guarantee contracts and/or deed of indemnity have been made as at 31 December 2020 and 2019 as the Directors considered the default risk is low.

由於董事認為違約風險低，故於二零二零年及二零一九年十二月三十一日並無就財務擔保合約及／或彌償保證契據作出撥備。

46. OPERATING LEASES

46. 營業租約

The Group as lessor**本集團作為出租人**

Property rental income earned during the year was approximately HK\$373,461,000 (2019: HK\$522,963,000) less outgoings of approximately HK\$51,152,000 (2019: HK\$17,014,000).

於本年度賺取之物業租金收入約為373,461,000港元(二零一九年：522,963,000港元)，扣除開支約為51,152,000港元(二零一九年：17,014,000港元)。

Variable lease payments that do not depend on an index or a rate amounted to approximately HK\$250,000 (2019: HK\$263,000) for the year ended 31 December 2020.

截至二零二零年十二月三十一日止年度並非取決於指數或利率之可變租賃付款約為250,000港元(二零一九年：263,000港元)。

46. OPERATING LEASES (Cont'd)

The Group as lessor (Cont'd)

Most of the investment properties of the Group held in Hong Kong have committed tenants ranged from two to three years and in the United Kingdom have committed tenants over five years.

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments under non-cancellable operating leases to be received after the reporting date.

Within one year	第一年內
More than one year but within two years	一年以上但不超逾兩年
More than two years but within three years	兩年以上但不超逾三年
More than three years but within four years	三年以上但不超逾四年
More than four years but within five years	四年以上但不超逾五年
More than five years	超逾五年

46. 營業租約(續)

本集團作為出租人(續)

本集團大部分位於香港投資物業之租戶承擔租用年期由兩至三年及位於英國投資物業之租戶承擔租用年期超過五年。

以下列表乃租賃付款之到期日分析，顯示於報告日期後根據不可撤銷之營業租賃下將會收到之未貼現租賃付款。

2020 HK\$'000 千港元	2019 HK\$'000 千港元
287,039	337,655
232,350	234,618
161,339	166,829
102,251	101,110
60,401	55,559
301,346	329,870
1,144,726	1,225,641

47. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution retirement schemes in Hong Kong, namely the Occupational Retirement Scheme ("ORSO Scheme") and the Mandatory Provident Fund Scheme ("MPF Scheme"). Contributions to the ORSO Scheme made by the Group are based on a percentage of employees' salaries ranging from 5% to 10%, depending upon the length of service of the employees. From 1 December 2000, newly joined employees are compulsorily required to join the MPF Scheme. The employer and its employees are each required to make contributions to the scheme at rates specified in the rules of the MPF Scheme.

The total costs charged to the consolidated statement of comprehensive income of approximately HK\$8,744,000 (2019: HK\$8,408,000) represented contributions payable to these schemes by the Group for the year.

47. 退休福利計劃

本集團參與香港退休界定供款計劃名為職業退休計劃(「職業退休計劃」)及強制性公積金計劃(「強積金計劃」)。本集團向職業退休計劃作出僱員薪酬之5%至10%供款(視乎僱員服務年資)。由二零零零年十二月一日起加入本集團之新僱員均須強制參加強積金計劃。僱主及僱員均須按強積金計劃規則內列明之比率作出供款。

於綜合全面收益報表扣除之費用總額約為8,744,000港元(二零一九年：8,408,000港元)，即本集團於本年度向該等計劃應付之供款。

48. MATERIAL RELATED PARTY TRANSACTIONS

Transactions:

In February 2019, the Group entered into a three-year lease ("First Lease") and a framework agreement ("Framework Agreement") in respect of leases of certain leasehold properties held by a company controlled by a Director and the Trustee of Substantial Shareholders ("Related Company") as new headquarter of the Group. In October 2019, the Group entered into a three-year lease ("Second Lease") in respect of leases of the leasehold properties under the Framework Agreement. In June 2020, the Group further entered into a three-year lease ("Third Lease") in respect of lease of certain leasehold properties held by the Related Company for the purpose of other part of the new headquarter of the Group.

Under the First Lease, the Second Lease and the Third Lease, the respective amounts of rent payable per month are HK\$1,025,000, HK\$3,184,000 and approximately HK\$1,410,000; the respective amounts of building management fee payable per month are approximately HK\$110,000, approximately HK\$334,000 and approximately HK\$178,000; and the respective amounts of security deposit paid as at 31 December 2020 were approximately HK\$3,559,000, approximately HK\$11,031,000 and approximately HK\$4,973,000. At the commencement date of the First Lease, the Second Lease and the Third Lease, the Group recognised the present value of the lease payments over the lease term as lease liability and the aggregate amount of lease liability and estimated costs to be incurred by the Group for restoration of the property as right-of-use asset. As at 31 December 2020, the carrying amounts of the lease liability of the First Lease, the Second Lease and the Third Lease were approximately HK\$14,202,000, approximately HK\$68,503,000 and approximately HK\$40,795,000 (2019: the First Lease and the Second Lease were HK\$26,125,000 and HK\$101,340,000) respectively and the carrying amounts of the right-of-use asset of the First Lease, the Second Lease and the Third Lease were approximately HK\$14,209,000, approximately HK\$68,577,000 and approximately HK\$41,779,000 (2019: the First Lease and the Second Lease were HK\$26,388,000 and HK\$105,983,000) respectively. Rent and building management fee of the First Lease, the Second Lease and the Third Lease for the year ended 31 December 2020 amounted to approximately HK\$63,507,000 (2019: the First Lease and the Second Lease of HK\$9,967,000) in aggregate. The transactions of the First Lease, the Second Lease and the Third Lease constituted connected transactions and continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

48. 重大關連人士交易

交易：

於二零一九年二月，本集團訂立一項為期三年之租賃（「第一租賃」）及一份框架協議（「框架協議」），內容關於承租一間由一位董事及主要股東之信託人控制之公司（「關連公司」）持有之若干租賃物業作為本集團之新總部。於二零一九年十月，本集團根據框架協議有關租賃物業之租賃訂立一項為期三年之租賃（「第二租賃」）。於二零二零年六月，本集團進一步訂立一項為期三年之租賃（「第三租賃」），內容關於承租該間關連公司持有之若干租賃物業作為本集團新總部之另一部分。

根據第一租賃、第二租賃及第三租賃，每月相關應付租金金額為1,025,000港元、3,184,000港元及約1,410,000港元；每月相關應付樓宇管理費約110,000港元、約334,000港元及約178,000港元；而於二零二零年十二月三十一日之相關已付保證按金則約3,559,000港元、約11,031,000港元及約4,973,000港元。於第一租賃、第二租賃及第三租賃之開始日期，本集團將租期內租賃付款之現值確認為租賃負債，以及將租賃負債及本集團還原物業所產生之估計成本之合計金額確認為使用權資產。於二零二零年十二月三十一日，第一租賃、第二租賃及第三租賃之租賃負債之賬面值分別約14,202,000港元、約68,503,000港元及約40,795,000港元（二零一九年：第一租賃及第二租賃為26,125,000港元及101,340,000港元），以及第一租賃、第二租賃及第三租賃之使用權資產之賬面值分別約14,209,000港元、約68,577,000港元及約41,779,000港元（二零一九年：第一租賃及第二租賃為26,388,000港元及105,983,000港元）。截至二零二零年十二月三十一日止年度，第一租賃、第二租賃及第三租賃之租金及樓宇管理費合共約63,507,000港元（二零一九年：第一租賃及第二租賃為9,967,000港元）。根據上市規則第14A章，第一租賃、第二租賃及第三租賃交易構成本公司之關連交易及持續關連交易。

48. MATERIAL RELATED PARTY TRANSACTIONS (Cont'd)

Transactions: (Cont'd)

Details of the First Lease/Second Lease and the Third Lease were disclosed in the announcements of the Company dated 28 February 2019 and 12 June 2020 respectively and the paragraph headed "Connected Transactions" in the section headed "Directors' Report" of this annual report.

Save as disclosed above and elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year:

48. 重大關連人士交易(續)

交易：(續)

第一租賃／第二租賃及第三租賃之詳情分別於本公司日期為二零一九年二月二十八日及二零二零年六月十二日之公布以及於本年報「董事會報告書」一節中「關連交易」一段內披露。

除上文及本綜合財務報表其他部分所披露者外，本集團於本年度與關連人士進行以下重大交易：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Income received from associates:	已收聯營公司之收入：		
Interest income	利息收入	2,141	2,118
Accountancy fee	會計費	120	120
Management fee	管理費	48	48
Income received from Directors and/or the Trustee of Substantial Shareholders, close family members of Directors and/or the Trustee of Substantial Shareholders and companies controlled by Directors and/or the Trustee of Substantial Shareholders:	已收董事及／或主要股東之信託人、與董事及／或主要股東之信託人關係密切之家庭成員以及董事及／或主要股東之信託人控制之公司之收入：		
Rental services	租賃服務	3,756	5,038
Property management services, leasing administration services and property administration services	物業管理服務、 租務行政服務及 物業行政服務	30,872	32,119
Advisory and consultancy services	諮詢及顧問服務	37	34
Other ordinary services	其他一般服務	3,053	1,592
Licence fee paid to a company controlled by a Director and the Trustee of Substantial Shareholders	已付一位董事及主要股東之信託人控制之公司之許可費	7	7
Rent and building management fee paid to associates	已付聯營公司之租金及樓宇管理費	4,281	4,304
Considerations in respect of the disposals of debt securities to a Director and the Trustee of Substantial Shareholders	有關出售債務證券予一位董事及主要股東之信託人之代價	6,718,586	-

48. MATERIAL RELATED PARTY TRANSACTIONS (Cont'd)

Transactions: (Cont'd)

Interest income was charged at the prevailing market rates based on outstanding balances during the year. Accountancy fee was charged based on an appropriate allocation of costs incurred by central administrative departments of the Group. Management fee, licence fee, rent, building management fee and security deposit paid were determined based on terms similar to those applicable to transactions with unrelated parties.

Income from services fees of rental services, property management services, leasing administration services, property administration services, advisory and consultancy services and other ordinary services (the contract for services with effect from 1 November 2020 (details were disclosed in the announcement of the Company dated 14 August 2020 and the circular of the Company dated 7 October 2020) and the former contract for services (details were disclosed in the announcement of the Company dated 31 October 2017)) were charged at the terms agreed by both parties. These related party transactions constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Details of these continuing connected transactions are disclosed in the paragraph headed "Connected Transactions" in the section headed "Directors' Report" of this annual report.

Considerations in respect of the disposals of debt securities were determined as the aggregate of (i) an amount representing 100% of the principal amount or the market bid price for debt securities disposed of, whichever was higher; and (ii) the total amount of notional interest on the principal amount for debt securities disposed of. The disposals of debt securities constituted connected transactions of the Company under Chapter 14A of the Listing Rules. Details of the transaction are disclosed in Note 27(i) and the paragraph headed "Connected Transactions" in the section headed "Directors' Report" of this annual report.

48. 重大關連人士交易(續)

交易：(續)

利息收入乃根據於本年度未償還結餘按當時市場利率計算。會計費乃按本集團之中央行政部門所產生之成本之適當分配而收取。管理費、許可費、租金、樓宇管理費及已付保證按金乃根據與非關連人士交易適用之類似條款而釐定。

來自租賃服務、物業管理服務、租務行政服務、物業行政服務、諮詢及顧問服務以及其他一般服務之服務費收入(自二零二零年十一月一日起生效之服務合約(詳情於本公司日期為二零二零年八月十四日之公布及二零二零年十月七日之通函內披露)及先前之服務合約(詳情於本公司日期為二零一七年十月三十一日之公布內披露))乃根據雙方協定之條款收取。根據上市規則第14A章，該等關連人士交易構成本公司之持續關連交易。該等持續關連交易之詳情於本年報「董事會報告書」一節中「關連交易」一段內披露。

有關出售債務證券之代價乃按(i)出售債務證券本金金額之100%或市場買入價(以較高者為準)之金額；及(ii)出售債務證券本金金額之名義利息總金額之總額而釐定。根據上市規則第14A章，該等出售債務證券構成本公司之關連交易。交易之詳情於附註27(i)及本年報「董事會報告書」一節中「關連交易」一段內披露。

48. MATERIAL RELATED PARTY TRANSACTIONS (Cont'd)

Transactions: (Cont'd)

During the year ended 31 December 2019, the Group entered into a facility agreement with a Director. At the request of the Group, the Director has agreed to make available to the Group a revolving loan facility of up to HK\$2,000,000,000. Subsequently, the Group further entered into another facility agreement with the Director with the same revolving loan facility amount, which will supersede the existing facility agreement and with termination date falling beyond one year from 31 December 2020. During the year ended 31 December 2020, an aggregate amount equivalent to approximately HK\$589,778,000 (2019: nil) was drawn and the loan has been fully repaid. As at 31 December 2020, there was no outstanding balance of loan from the Director (2019: nil). The facility is unsecured and interest-free. The transaction was fully exempted from reporting, announcement, independent shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

Balances:

Save as disclosed above, at the end of the reporting period, the Group had balances with Directors and/or the Trustee of Substantial Shareholders, a close family member of Directors and/or the Trustee of Substantial Shareholders and companies controlled by Directors and/or the Trustee of Substantial Shareholders of approximately HK\$14,373,000 (2019: HK\$21,249,000) in aggregate which was included in debtors and other receivables.

Details of the balances with other related parties at the end of the reporting period are set out in Notes 25, 26 and 39.

Key management personnel emoluments:

Remuneration for key management personnel is disclosed in Notes 15 and 16. The remuneration of the Directors and senior executives is recommended by the Remuneration Committee for the approval of the board of Directors having regard to the performance of individuals, their respective duties and responsibilities in the Group and the prevailing market condition as appropriate.

48. 重大關連人士交易(續)

交易：(續)

於截至二零一九年十二月三十一日止年度內，本集團與一位董事訂立融資協議。按本集團要求，該董事同意授予本集團上限為2,000,000,000港元之循環貸款額。隨後，本集團與該董事再訂立另一份循環貸款融資金額相同之融資協議，將取代現有之融資協議，其終止日期為二零二零年十二月三十一日起一年後。於截至二零二零年十二月三十一日止年度內，提取金額合共相當於約589,778,000港元(二零一九年：無)之貸款並已悉數償還。而於二零二零年十二月三十一日並無未償還之董事貸款結餘(二零一九年：無)。該貸款額乃無抵押及免息。根據上市規則第14A章，該交易就申報、公布、獨立股東批准及年度檢討之規定獲全面豁免。

結餘：

除以上所披露，於報告期末，本集團與董事及／或主要股東之信託人、一位與董事及／或主要股東之信託人關係密切之家庭成員以及董事及／或主要股東之信託人控制之公司之交易結餘合共約為14,373,000港元(二零一九年：21,249,000港元)已包括在應收賬項及其他應收賬項內。

於報告期末，與其他關連人士之交易結餘詳情載列於附註25、26及39。

主要管理人員酬金：

主要管理人員酬金於附註15及16內披露。董事及高級行政人員之酬金由薪酬委員會參考個別人士表現、其於本集團內之職務與責任及當時市況(如適用)後向董事會建議批准。

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the following list contains only the subsidiaries as at 31 December 2020 which principally affected the results or assets of the Group.

49. 主要附屬公司詳情

董事認為列出全部附屬公司之詳情令篇幅過於冗長。故此，下表只載列於二零二零年十二月三十一日對本集團之業績或資產有重要影響之附屬公司之詳情。

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Alpha Team Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Cardin Factory Limited 嘉丹廠有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property Trading 物業買賣
Chase Master Company Limited 翠權有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Securities investment 證券投資
Chinese Estates, Limited 華人置業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	100%	–	Investment holding and provision of management services 投資控股及 提供管理服務
Chinese Estates (Harcourt House) Limited	Hong Kong 香港	Ordinary 普通股	HK\$200 200港元	–	100%	Property investment 物業投資

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Country Homes Limited	Hong Kong 香港	Ordinary 普通股	HK\$200 200港元	–	100%	Property investment 物業投資
		Non-voting deferred ordinary 無投票權 遞延普通股	HK\$164,400 164,400港元			
		Non-voting deferred founder 無投票權 遞延創始人股	HK\$1,000 1,000港元			
Estate Rose Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Ever Ideal Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Evergo China Holdings Limited	Bermuda/ Hong Kong 百慕達/ 香港	Ordinary 普通股	HK\$100,775,869.10 100,775,869.10港元	–	100%	Investment holding 投資控股
Evergo Holdings (China) Company Limited 愛美高集團(中國)有限公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$2,509,454 2,509,454美元	–	100%	Investment holding 投資控股

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Express Right Limited 迅正有限公司	British Virgin Islands/ United Kingdom 英屬維爾京群島/ 英國	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Fair Eagle Finance Credit Limited 天發金融有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 10,000,000港元	–	100%	Securities margin financier 證券保證金融資
Fair Eagle Futures Company Limited 天發期貨有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,000,000 5,000,000港元	–	100%	Broking and dealing in futures contracts 期貨合約經紀及買賣
Fair Eagle Securities Company Limited 天發證券有限公司	Hong Kong 香港	Ordinary 普通股	HK\$228,000,000 228,000,000港元	–	100%	Provision of brokerage 提供經紀服務
Flying Ease Limited 翔安有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Grade World Investment Limited 加世投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Securities investment 證券投資
Hillsborough Holdings Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Knightlights Property International S.A.	Luxembourg/ United Kingdom 盧森堡/ 英國	Ordinary 普通股	GBP33,000 33,000英鎊	–	100%	Property investment 物業投資

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Landrich (H.K.) Limited* 隆裕(香港)有限公司*	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	–	100%	Property investment 物業投資
Lucky Way Company Ltd. (Business name: Lucky Path Limited) (業務名稱: Lucky Path Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Oriental Master Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	100%	–	Investment holding 投資控股
Paul Y. (New Tunnel) Limited 保華(新隧道)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Investment holding 投資控股
Paul Y. Holdings Company Limited	Cayman Islands/ Hong Kong 開曼群島/ 香港	Ordinary 普通股	HK\$70,715,005.70 70,715,005.70港元	100%	–	Investment holding 投資控股
Perfect World Company Limited 忠信物業管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Estate management 物業管理
River Court Properties Limited	Isle of Man/ United Kingdom 馬恩島/ 英國	Ordinary 普通股	GBP2 2英鎊	–	100%	Property investment 物業投資

* The Group owned 51% interest in Landrich prior to the Acquisition and Landrich has become a wholly-owned subsidiary of the Company following the completion of the Acquisition on 28 February 2020.

* 本集團於收購事項前擁有隆裕51%權益。隨著於二零二零年二月二十八日完成收購事項，隆裕已成為本公司之一間全資擁有附屬公司。

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Cont'd)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Smart Ocean Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Speed Win Limited 迅運有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property trading 物業買賣
State Smart Limited 邦穎有限公司	British Virgin Islands/ United Kingdom 英屬維爾京群島/ 英國	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
The House of Kwong Sang Hong Limited 廣生堂有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 500,000港元	–	100%	Cosmetics distribution and trading 化妝品分銷及貿易
Tycoon Fame Limited 亨耀有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Wing Lee Development Limited 永利拓展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Securities investment 證券投資
愛美高(北京)企業管理有限公司 [△] (Evergo (Beijing) Corporate Management Co., Ltd.) [△]	PRC 中國	Registered 註冊資本	US\$500,000 500,000美元	–	100%	Property investment 物業投資
愛美高(北京)投資顧問有限公司 [△] (Evergo Investment Counsel (Beijing) Co., Ltd.) [△]	PRC 中國	Registered 註冊資本	US\$20,000,000 20,000,000美元	–	100%	Property trading 物業買賣

None of the subsidiaries had issued any debt securities subsisting at the end of the reporting period or at any time during the reporting period.

於報告期末或於任何報告期間，並無附屬公司發行任何債務證券。

[△] Wholly foreign-owned enterprise

[△] 外商獨資企業

50. PARTICULARS OF PRINCIPAL ASSOCIATES

50. 主要聯營公司詳情

The Directors are of the opinion that a complete list of the particulars of all associates would be of excessive length and therefore the following list contains only the associates as at 31 December 2020 which principally affected the results or assets of the Group.

董事認為列出全部聯營公司之詳情令篇幅過於冗長。故此，下表只載列於二零二零年十二月三十一日對本集團之業績或資產有重要影響之聯營公司之詳情。

Associates

聯營公司

Name of associate	Place of incorporation/ operation	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of equity attributable indirectly to the Company 本公司間接應佔 股本之百分比	Principal activities
聯營公司名稱	註冊成立/經營地點				主要業務
Best Profit Limited 丰佳有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	25%	Property investment and trading 物業投資及買賣
Direct Win Development Limited 勝榮發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$900 900港元	33.33%	Property trading 物業買賣
Finedale Industries Limited 廣坤實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,999 9,999港元	33.33%	Property investment 物業投資
Power Jade Limited (Business name: Power Jade Capital Limited) (業務名稱: Power Jade Capital Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$20 20美元	50%	Investment holding 投資控股
The Kwong Sang Hong International Limited	Bermuda 百慕達	Ordinary 普通股	HK\$100,000 100,000港元	50%	Investment holding 投資控股
東方藝術大廈有限公司 [†] Oriental Arts Building Co., Ltd. [†]	PRC 中國	Registered 註冊資本	US\$24,920,000 24,920,000美元	50%	Property investment and hotel operation 物業投資及酒店業務

[†] Sino-foreign equity joint venture enterprise

[†] 中外合資企業

51. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY 51. 本公司財務狀況報表及儲備

		Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Non-current assets	非流動資產			
Investments in subsidiaries	附屬公司投資		5,135,893	5,135,893
Loans to subsidiaries	附屬公司貸款		2,611,299	2,654,119
			7,747,192	7,790,012
Current assets	流動資產			
Amounts due from subsidiaries	附屬公司欠負款項		11,314,570	11,372,202
Other current assets	其他流動資產		321	286
Bank balances	銀行結餘		40,701	52,697
			11,355,592	11,425,185
Current liabilities	流動負債			
Amounts due to subsidiaries	欠負附屬公司款項		53,226	74,503
Other current liabilities	其他流動負債		945	2,136
			54,171	76,639
Net current assets	流動資產淨值		11,301,421	11,348,546
Total assets less current liabilities	資產總額減流動負債		19,048,613	19,138,558
Equity attributable to owners of the Company	本公司擁有人應佔股本權益			
Share capital	股本	38	190,762	190,762
Capital redemption reserve	資本贖回儲備		138,062	138,062
Other reserve	其他儲備		9	9
Retained profits	保留溢利		16,382,780	16,422,725
Total equity	股本權益總額		16,711,613	16,751,558
Non-current liability	非流動負債			
Loans from subsidiaries	附屬公司借貸		2,337,000	2,387,000
			19,048,613	19,138,558

Approved and authorised for issue by the board of Directors on 8 March 2021 and signed on its behalf by:

已獲董事會於二零二一年三月八日批准及授權發布，並由下列董事代表董事會簽署：

Chan, Hoi-wan
Director

陳凱韻
董事

Lam, Kwong-wai
Director

林光蔚
董事

51. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Cont'd)

Reserve movement of the Company

		Capital redemption reserve	Other reserve	Retained profits
		資本贖回儲備	其他儲備	保留溢利
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2019	於二零一九年一月一日	138,062	9	16,631,884
Profit for the year	本年度溢利	-	-	679
Interim dividend for 2019 paid	已付二零一九年中期股息	-	-	(19,076)
Final dividend for 2018 paid	已付二零一八年末期股息	-	-	(190,762)
At 31 December 2019	於二零一九年十二月三十一日	138,062	9	16,422,725
Loss for the year	本年度虧損	-	-	(1,793)
Interim dividend for 2020 paid	已付二零二零年中期股息	-	-	(19,076)
Final dividend for 2019 paid	已付二零一九年末期股息	-	-	(19,076)
At 31 December 2020	於二零二零年十二月三十一日	138,062	9	16,382,780

51. 本公司財務狀況報表及儲備 (續)

本公司之儲備變動

52. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of Directors on 8 March 2021.

52. 授權刊發綜合財務報表

董事會已於二零二一年三月八日批准及授權發布綜合財務報表。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

Summary of the results, assets and liabilities of the Group for the last five years is as follows: 本集團過去五年之業績、資產與負債概要如下：

		For the year ended 31 December				
		截至十二月三十一日止年度				
		2020	2019	2018	2017	2016
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Results	業績					
Revenue (note (i))	收入(附註(i))	3,041,464	1,309,952 (restated) (重列)	2,686,910 (restated) (重列)	2,672,967 (restated) (重列)	5,028,700 (restated) (重列)
Profit before tax	除稅前溢利	692,546	948,910	1,186,854	4,125,682	7,258,155
Income tax expense	所得稅開支	(70,282)	(157,258)	(127,041)	(327,049)	(564,966)
Profit for the year	本年度溢利	622,264	791,652	1,059,813	3,798,633	6,693,189
Profit for the year attributable to:	應佔本年度溢利：					
Owners of the Company	本公司擁有人	622,233	790,167	1,015,290	3,708,886	6,360,312
Non-controlling interests	非控股權益	31	1,485	44,523	89,747	332,877
		622,264	791,652	1,059,813	3,798,633	6,693,189
Earnings per share (HK\$)	每股盈利(港元)					
Basic and diluted (note (ii))	基本及攤薄(附註(ii))	0.33	0.41	0.53	1.94	3.33
Total comprehensive (expenses)	應佔本年度全面					
income for the year attributable to:	(支出)收益總額：					
Owners of the Company	本公司擁有人	(4,978,617)	(283,605)	(2,116,980)	16,348,710	3,418,670
Non-controlling interests	非控股權益	31	1,485	44,523	89,747	332,877
		(4,978,586)	(282,120)	(2,072,457)	16,438,457	3,751,547
Final and interim dividends per share (HK cents)	每股末期及中期股息 (港仙)	2	2	11	30	2
Special interim dividends per share (HK cents)	每股特別中期股息 (港仙)	-	-	-	355	869

Summary of the results, assets and liabilities of the Group for the last five years is as follows: (Cont'd)

本集團過去五年之業績、資產與負債概要如下：
(續)

		At 31 December				
		於十二月三十一日				
		2020	2019	2018	2017	2016
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Assets and liabilities	資產及負債					
Total assets	資產總額	37,469,379	48,311,789	48,690,703	56,063,355	45,775,735
Total liabilities	負債總額	(8,689,129)	(14,721,428)	(14,547,134)	(19,570,353)	(15,875,880)
Total equity	股本權益總額	28,780,250	33,590,361	34,143,569	36,493,002	29,899,855
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	28,758,783	33,568,925	34,062,368	36,385,916	29,804,216
Non-controlling interests	非控股權益	21,467	21,436	81,201	107,086	95,639
		28,780,250	33,590,361	34,143,569	36,493,002	29,899,855
Net asset value per share attributable to owners of the Company (HK\$)	本公司擁有人應佔每股資產淨值(港元)	15.08	17.60	17.86	19.07	15.62
Number of shares issued	已發行股份數目	1,907,619,079	1,907,619,079	1,907,619,079	1,907,619,079	1,907,619,079

Notes:

附註：

- (i) During the year ended 31 December 2020, the Group has changed its accounting policy for the presentation and classification in its consolidated statement of comprehensive income of building management fee income and property management services income (previously presented in and classified as "Other Income") and interest income from bonds and other forms of debt securities and dividend income from listed and unlisted equity investments (previously presented in and classified as "Investment Income, Net"). Details of this change are set out in Note 3 to the consolidated financial statements of this annual report. The amounts of revenue as previously reported are HK\$538,986,000, HK\$843,618,000, HK\$1,516,655,000 and HK\$3,745,148,000 for the years ended 31 December 2019, 2018, 2017 and 2016 respectively.
- (i) 於截至二零二零年十二月三十一日止年度，本集團就綜合全面收益報表中樓宇管理費收入及物業管理服務收入(過往呈列及分類為「其他收入」)、債券及其他形式之債務證券之利息收入以及上市及非上市股本投資之股息收入(過往呈列及分類為「投資收入淨額」)之呈列及分類更改其會計政策。詳情已載列於本年報之綜合財務報表附註3內。截至二零一九年、二零一八年、二零一七年及二零一六年十二月三十一日止年度過往列報之收入金額分別為538,986,000港元、843,618,000港元、1,516,655,000港元及3,745,148,000港元。
- (ii) The calculation of the basic and diluted earnings per share is based on the profit attributable to owners of the Company for the years and on the weighted average number of shares in issue during the relevant years. Diluted earnings per share was the same as the basic earnings per share as there were no diluting events during the relevant years.
- (ii) 每股基本及攤薄盈利乃根據當年度本公司擁有人應佔溢利及有關年度已發行股份之加權平均數計算。由於並無攤薄事項，故有關年度之每股攤薄盈利與每股基本盈利相同。

SCHEDULE OF PRINCIPAL PROPERTIES

主要物業附表

The following table sets forth the Group's major properties as at 31 December 2020:

下表載列本集團於二零二零年十二月三十一日之主要物業：

PROPERTIES IN HONG KONG

香港物業

Properties held for investment

持作投資物業

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>1. Harcourt House (excluding 7th, 8th, 9th, 22nd, 23rd, 25th, 26th and 27th floors, rooms 1004 and 1805) 39 Gloucester Road Wanchai, Hong Kong (including 113 car parking spaces) 夏慤大廈 香港灣仔 告士打道39號 (7、8、9、22、23、25、 26及27樓、1004及1805室除外) (包括113個車位)</p>	<p>Certain parts or shares of and in Inland Lot No. 8573 內地段8573號之 若干部分或份額</p>	<p>Commercial 商業</p>	<p>Long 長期</p>	<p>100%</p>
<p>2. Causeway Place* Various shops on ground floor, mezzanine floor, 1st and 2nd floors and their respective portions of exterior walls, together with flats C, I, J, K, L, N, O, P, Q (each including a flat roof) and H on 3rd floor Hong Kong Mansion nos. 1-7 Paterson Street and nos. 2-10 Great George Street Causeway Bay, Hong Kong 銅鑼灣地帶* 香港銅鑼灣 百德新街1-7號及 記利佐治街2-10號 香港大廈 地下、閣樓、1樓及2樓若干商舖及 其各部分之外牆連同 3樓C、I、J、K、L、N、O、P、Q (包括各單位之平台)及H單位</p>	<p>Certain parts or shares of and in Inland Lot No. 7742 內地段7742號之 若干部分或份額</p>	<p>Residential/ Commercial 住宅／商業</p>	<p>Long 長期</p>	<p>100%</p>

* Certain shops have been sold
若干商舖已售出

PROPERTIES IN HONG KONG (Cont'd)

香港物業(續)

Properties held for investment (Cont'd)

持作投資物業(續)

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
3. Nos. 14-18 Ma Kok Street Tsuen Wan, New Territories, Hong Kong 香港新界荃灣 馬角街14至18號	Tsuen Wan Town Lot No. 128 荃灣市地段128號	Industrial 工業	Medium 中期	100%
4. Various Portions of No. 1 Hung To Road Kwun Tong, Kowloon, Hong Kong (comprising 391 workshop units and 77 car parking spaces) 香港九龍觀塘 鴻圖道1號若干單位 (包括391個工場單位及77個車位)	Certain parts or shares of and in Kwun Tong Inland Lot No. 415 觀塘內地段415號之若干部分或份額	Industrial 工業	Medium 中期	33.33%
5. Olympian City 3 1 Hoi Wang Road South West Kowloon, Hong Kong (including certain private car parking spaces and motorcycle parking spaces) 奧海城三期 香港西南九龍 海泓道1號 (包括若干私家車車位及電單車車位)	Certain parts or shares of and in Kowloon Inland Lot Nos. 11167 and 11168 九龍內地段 11167及11168號之若干部分或份額	Commercial 商業	Medium 中期	25%
6. Coronation Circle 1 Yau Cheung Road South West Kowloon, Hong Kong (including certain private car parking spaces and motorcycle parking spaces) 中港薈 香港西南九龍 友翔道1號 (包括若干私家車車位及電單車車位)	Certain parts or shares of and in Kowloon Inland Lot No. 11073 九龍內地段11073號之若干部分或份額	Commercial 商業	Medium 中期	15%

PROPERTIES IN MAINLAND CHINA

中國內地物業

Properties held for investment

持作投資物業

Location 地點	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
1. Hilton Beijing 1 Dongfang Road, North Dongsanhuan Road Chaoyang District, Beijing 北京希爾頓酒店 北京市朝陽區 東三環北路、東方路1號	Hotel 酒店	Short 短期	50%
2. Oriental Place 9 East Dongfang Road, North Dongsanhuan Road Chaoyang District, Beijing 東方國際大廈 北京市朝陽區 東三環北路、東方東路9號	Office 寫字樓	Short 短期	50%

PROPERTIES IN THE UNITED KINGDOM

英國物業

Properties held for investment

持作投資物業

Location 地點	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>1. River Court 116–129 Fleet Street London, EC4, United Kingdom</p> <p>River Court 英國倫敦EC4 Fleet Street 116–129號</p>	Commercial 商業	Freehold 永久業權	100%
<p>2. 14 St George Street 14 St George Street London, W1, United Kingdom</p> <p>St George Street 14號 英國倫敦W1 St George Street 14號</p>	Commercial 商業	Freehold 永久業權	100%
<p>3. 61–67 Oxford Street and 11–14 Soho Street 61–67 (odd) Oxford Street and 11–14 Soho Street London, W1, United Kingdom</p> <p>Oxford Street 61–67號及 Soho Street 11–14號 英國倫敦W1 Oxford Street 61–67號(單號)及 Soho Street 11–14號</p>	Residential/ Commercial 住宅／商業	Freehold 永久業權	100%
<p>4. 11 and 12 St James's Square and 14 to 17 Ormond Yard 11 and 12 St James's Square and 14 to 17 Ormond Yard London, SW1Y 4LB, United Kingdom</p> <p>St James's Square 11及12號及 Ormond Yard 14至17號 英國倫敦SW1Y 4LB St James's Square 11及12號及 Ormond Yard 14至17號</p>	Residential/ Commercial 住宅／商業	Freehold 永久業權	100%

SCHEDULE OF PROPERTY DEVELOPMENT RIGHTS

物業發展權益附表

PROPERTY IN HONG KONG

香港物業

Property held for development

持作發展物業

Name of project 項目名稱	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approximate site area (square feet) 地盤面積約數 (平方呎)	Estimated gross floor area (square feet) 估計總樓面面積 (平方呎)	Usage 用途	Group's interest 集團所佔權益
1. Grand Central 33 Hip Wo Street Kwun Tong, Kowloon Hong Kong 凱滙 香港 九龍觀塘 協和街33號	New Kowloon Inland Lot No. 6514 新九龍 內地段6514號	Superstructure works completed 上蓋建築工程 已完成	Second quarter of 2021 二零二一年 第二季	234,160	1,853,561	Residential/ Commercial 住宅/商業	10%

Notes:
附註：

- The property development rights were granted pursuant to development agreement with the Urban Renewal Authority
物業發展權乃根據與市區重建局訂立之發展協議授出
- Certain residential units were contracted for sale as at 31 December 2020
於二零二零年十二月三十一日，若干住宅單位已訂約出售

