



**First Shanghai Investments Limited**  
Stock Code: 227

ANNUAL REPORT  
**2020**







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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### *Chairman*

Mr. LO Yuen Yat

### *Executive Directors*

Mr. XIN Shulin  
Mr. YEUNG Wai Kin  
Ms. LAO Yuanyuan

### *Non-executive Director*

Mr. KWOK Lam Kwong, Larry, *S.B.S., J.P.*

### *Independent Non-executive Directors*

Prof. WOO Chia-Wei  
Mr. LIU Ji  
Mr. YU Qihao  
Mr. ZHOU Xiaohe

## NOMINATION COMMITTEE

Prof. WOO Chia-Wei (*Chairman*)  
Mr. LO Yuen Yat  
Mr. YU Qihao  
Mr. ZHOU Xiaohe

## REMUNERATION COMMITTEE

Mr. ZHOU Xiaohe (*Chairman*)  
Mr. LO Yuen Yat  
Prof. WOO Chia-Wei  
Mr. YU Qihao

## AUDIT COMMITTEE

Mr. YU Qihao (*Chairman*)  
Mr. KWOK Lam Kwong, Larry, *S.B.S., J.P.*  
Prof. WOO Chia-Wei  
Mr. LIU Ji  
Mr. ZHOU Xiaohe

## COMPANY SECRETARY

Mr. YEUNG Wai Kin

## AUDITOR

PricewaterhouseCoopers  
Certified Public Accountants  
Registered Public Interest Entity Auditor

## PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Bank of Communications Co., Ltd.,  
Hong Kong Branch  
China CITIC Bank International Limited  
China Construction Bank Corporation,  
Hong Kong Branch  
Dah Sing Bank, Limited  
OCBC Wing Hang Bank Limited  
Standard Chartered Bank (Hong Kong) Limited

## REGISTERED OFFICE

Room 1903, Wing On House  
71 Des Voeux Road Central  
Hong Kong  
Telephone: (852) 2522 2101  
Fax: (852) 2810 6789  
E-mail address: enquiry@firstshanghai.com.hk  
Website: www.firstshanghai.com.hk

## REGISTRARS & TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## STOCK CODE

Stock Code on The Stock Exchange of  
Hong Kong Limited: 227

# CHAIRMAN'S STATEMENT

On behalf of the Board, I hereby present the Group's annual report and audited consolidated financial statements for the year ended 31st December 2020.

## MARKET OVERVIEW

In 2020, the outbreak of COVID-19 brought unprecedented challenges to the world. None of us could have envisaged that the impact of the COVID-19 would be so severe, prolonged and widespread. Impacts vary from business to business and country to country including declines in consumer confidence and spending, trade and supply chain disruption, abrupt rise in unemployment, sharp collapse in stock market and crude prices upon steep worries in economic recession and corporate earnings in the first half of 2020. Continuous quarantine or lockdown measures, social and travel restrictions and worries on the pandemic severely depressed global and local economies. Large scale suspension of economic activities has led to drastic risk of rupture in cash flow for wide range of corporations. To ease the impact of the pandemic on the economy, the US Federal Reserve and the European Central Bank cut the interest rates sharply in March and pledged to maintain a relatively long term low interest rate environment. Most governments have also reacted fast to implement accommodative fiscal and monetary stimulus and launched various anti-pandemic and market rescue plans to reduce the pressure of economic recession. In addition, political uncertainties eased after years of worries about the realization of Brexit and the US presidential election. Despite significant drop in major stock indexes in the first quarter of 2020, the global financial markets rebounded strongly with record high marked for numerous countries by the end of the year.

In Chinese Mainland, following the decisive and continuous implementation of lockdown measures and strict restrictions to the movement of people, the spread of pandemic was put under control since the second quarter of 2020. While work and production began to resume, the economy staged an early recovery from the pandemic. In 2020, China is the only country recorded with economic growth among the world's leading economies. Tracking a flexible and neutral monetary policy and weak US dollar, a strong Renminbi was reported with appreciation up to approximately 7%. In Hong Kong, the COVID-19 pandemic has seriously disrupted various economic activities, leading to descend in gross domestic product growth rate and continuous rise in unemployment rate.

## BUSINESS OVERVIEW

The Group adheres to its strategic business model and dedicates its efforts and resources to accelerating growth in various major business sectors, including Financial Services Sector, Property and Hotel Sector, Medical and Healthcare Sector and Direct Investment Sector. Due to the severity of pandemic on our business, we are reporting an unfavourable set of financial results for 2020. For the year ended 31st December 2020, the Group recorded a net loss and basic losses per share attributable to shareholders of approximately HK\$90 million and HK6.37 cents respectively, as compared with a net profit and basic earnings per share attributable to shareholders of approximately HK\$11 million and HK0.75 cents respectively reported from 2019.

## CHAIRMAN'S STATEMENT

In 2020, the global financial market remained volatile against concerns on the widespread of COVID-19 and the extent of economic recession. Market was sensitive to the development of the pandemic and pace of economic recovery. The Hong Kong stock market slumped, with Hang Seng Index reached its trough at 21,139 in March. Tracking most overseas markets, it then rebounded, closed at 27,231, following monetary easing measures implemented by major economies. Notwithstanding the social distancing restrictions, we have enhanced our digital account opening platform and were able to maintain a continuous growth in our client base in 2020. The performance of the Financial Services Sector was benefited with boost in market trading volume and the blooming IPO market, leading to notably increase in overall brokerage commission income and IPO loan interest income. On the other hand, impeded by delay in most corporate activities, underwriting and corporate financing business reported unsatisfactory results. While keeping credit risks under control and concerns about market volatility, average margin loan has been reduced which hampered revenue generated on margin loan business.

Property and Hotel Sector was the most affected business sector of the Group under the COVID-19 epidemic. During 2020, with the implementation of stringent prevention and control measures and travel restrictions all over the world, our hotel and beverage businesses in Wuxi and Paris have to be closed from time to time and reported pronounced operating loss. The lockdown measures imposed also hindered sales of properties from Huangshan property development project. Sales and marketing activities have been adversely affected, especially during the mandatory shutdown period, and this led to reduction in overall operating revenue. In addition, suffering from the poor market sentiment, the Group recognized significant reduction on valuation gain when compared against notable valuation gain reported in last year.

The COVID-19 pandemic had placed substantial pressure on our Medical and Healthcare Sector which is still undergoing brand building and expansion stage. We have adopted a series of substantive pandemic related hygiene and safety measures although these had some impact on our operational efficiency. Customer demand on certain medical treatments, such as health check and non-urgent hospital surgery, had declined with worries about cross infection. The pace of development and expansion of customer base was inevitably delayed. Despite of these, we were able to launch the services of our new child dental center and cancer center during the year. Our operating result had slightly dropped with reduction on revenue from endoscopy and body check services, despite slightly offset with increased patient visits for physiotherapy and fitness services. Following the commencement of full scope of services, we will continue to expand our marketing force and our business cooperation with doctors, medical professionals, insurance companies and business partners so as to improve our operating results.

## PROSPECTS

In 2021, the outlook of global economy is closely tied with the uncertainties of COVID-19 pandemic. We expect that global travel restrictions, quarantine and safety concerns will continue to deter people from travelling for the foreseeable future and that a full recovery will take several years. Amid the continuous raging of the pandemic and concern on valuations in various overseas markets in early 2021, we expect economic environment will continue to be challenging. Contraction of Hong Kong's economy is expected to continue in the first half of 2021, despite a positive note on the economic growth in the Chinese Mainland. Still we are confident that better times are ahead with the development of vaccines, along with continuing monetary policy support from various central banks and government stimulus on economic recovery. We are cautiously optimistic towards the gradual pick up of cross-border flows and relaxation on pandemic prevention and control measures which adversely hindered business activities. The Group will remain attentive to the development and trends to devise means to manage over a variety of risks and uncertainties.

## CHAIRMAN'S STATEMENT

Under the volatile market environment, our Financial Services Sector will maintain a cautious and proactive approach regarding the credit control of our margin financing business. COVID-19 has accelerated a wave of digital transformation across various business operations. We are committed to continue to invest in digitalization and automation to further enhance our customer experience and operating efficiency. We shall also pursue to widen our product scope and customer base to cope with market demands. We shall continue to actively reinforce market knowledge and listen to the needs of our customers so as to seize business opportunity in a timely manner under the rapidly changing environment. Benefited from experienced expertise and sound reputation in the industry, together with the synergies brought forward by full range of financial services offered by the Group including brokerage, asset management, financial advisory, IPO sponsorships and wealth management, we will continue to enhance our service and strengthen our business platform for further development.

Regarding the Medical and Healthcare Sector, we foresee challenges brought by the outbreak of COVID-19 will continue to hinder our business development plan. Nevertheless, we still endeavor to provide quality one-stop medical and healthcare services in our vertical integrated medical centre in the heart of Central. We are confident that public health awareness will be reinforced in long run after the pandemic, leading to increase in demand in high quality medical and healthcare services. Located in Central and supported by our caring and professional frontline doctors and clinical staff, we are committed to strengthen our service quality and innovate with new solutions to our patients and clients via committed investment in new technology and platform, including tele-consultation, advanced imaging, endoscopy and day surgery equipment and various healthcare and wellness solutions.

As long term sustainable strategy, we will balance our business growth with dual-engine on both financial services and medical and healthcare industries. With strong market demand for quality and high standard financial services and medical and healthcare services from Hong Kong and Chinese Mainland, we are confident with the continuous growth of the Group. We will also consistently push forward our existing investment strategy to operate our Direct Investment business. We commit to seek opportunities so as to enlarge our presence in industries with advantage synergies aiming to optimize returns to the Company and its shareholders.

### APPRECIATION

I would like to take this opportunity to express my greatest appreciation on behalf of the Board to all our customers for their invaluable support and to our fellow directors and our employees for their dedication and commitment.

**LO Yuen Yat**

*Chairman*

Hong Kong  
26th March 2021

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

### Overview

For the year ended 31st December 2020, the Group recorded a net loss and basic losses per share attributable to shareholders of approximately HK\$90 million and HK6.37 cents respectively, as compared with a net profit and basic earnings per share attributable to shareholders of approximately HK\$11 million and HK0.75 cents respectively reported from last year. The loss was mainly attributable to the reduction on fair value gain on investment properties marked to adverse market sentiment on valuation in view of uncertainties on general sales or rental return. In addition, with the worldwide outbreak of COVID-19, the Group encountered (i) temporary site closure of property sales office in Huangshan; (ii) temporary suspension of hotel operations in Wuxi and Paris as required by the local governments; and (iii) decline in number of patient visits of our medical centre in Central due to temporary drop on demand for certain medical treatments during the pandemic period. Tracking these severe disruptions, and the challenging market outlook, the Group has made non-cash impairment on certain non-current assets of our property and medical businesses. On the other hand, during the reporting year, the Group's performance was slightly improved by our Financial Services Sector, which reported significant increase in brokerage commission income following the boost of overall stock market turnover, even though this impact has been partially off-set with shrink of underwriting and corporate advisory businesses. Revenue of the Group was approximately HK\$458 million, with a decrease of 14% as compared to 2019 tracking the decrease in contribution from property sales, hotel operation, medical and underwriting business. Total net assets of the Group dropped by 1% from approximately HK\$2,711 million in 2019 to approximately HK\$2,688 million in 2020.

### Financial Services

The Group's Financial Services Sector provides a full range of financial services including securities investment, securities broking, margin financing, corporate finance, underwriting and placements, asset management and wealth management. In 2020, operating profit reported from Financial Services Sector slightly increased by 3% from 2019 attributable to surge of securities brokerage income and IPO loan interest income. The magnitude was pulled back by shrink of underwriting and corporate advisory businesses and reduction on margin loan interest income.

In 2020, Hong Kong stock market was extremely volatile. Hang Seng index recorded its trough in March then noted a strong rebound, tracking to other major overseas markets with flooding of capital inflow to the stock market. On the other hand, long term investors filled up with negative sentiment with concerns about the uncertainties over the impact on global economy arising from the spread of COVID-19 and the Sino-US trade tension. Amid this challenging market outlook, average daily turnover boosted by nearly 50% from HK\$87 billion in 2019 to HK\$129 billion in 2020 which mainly contributed by the IPO market and southbound Stock Connect. Our Financial Services Sector, tracking the market trend and achievement in expansion of client base upon implementation of digital account opening platform, reported surge in overall brokerage commission income by 42%. It was partially offset by the decline in underwriting and placing commission by 97%, impeded by delay in most corporate activities, and the reduction in margin loan interest income of 15% with concerns about market volatility and controls on credit risk exposure.

Regarding our corporate finance business, we continued to focus on financial advisory cases during the reporting year. In 2020, fifteen financial advisory cases and two IPO transactions were completed. In addition, two IPO cases were under processing. Income from advisory services decreased by 40% as compared with 2019.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Property and Hotel

The Group's Property and Hotel Sector primarily involves in property development, property investment, property management, hotel and golf operation. Currently we participate in development of various kinds of properties mainly located at the third and fourth tier cities in Mainland. They include residential, service apartment, commercial office, industrial office, hotel and recreation resort. During 2020, operating loss of HK\$18 million was recorded from Property and Hotel Sector as compared with an operating profit of HK\$81 million in 2019.

As at 31st December 2020, the Group held five major property investment and development projects with total GFA as summarised below:

Location	Product nature	Expected completion date (Year)	% of interest attributable to the Group	Total GFA (sq.m.)	Accumulated area sold (sq.m.)
Elite Place, No. 588 Chuangye Road, Kunshan Development Area, Kunshan, Suzhou City, Jiangsu Province, PRC*	Residential	Completed	70%	55,000	47,000
First Shanghai Plaza, No.19 Gaolang Road, Wuxi New District, Wuxi City, Jiangsu Province, PRC*	Hotel, commercial and apartment	Completed	100%	95,000	15,000
Singapore International Park, No.89 Xingchuang Fourth Road, Wuxi New District, Wuxi City, Jiangsu Province, PRC*	Office and industrial				
– Phase I		Completed	70%	38,000	21,000
– Phase II		Completed	70%	31,000	–
– Phase III		Completed	70%	35,000	–
Fenghuang Road Huangshan District, Huangshan, Anhui, PRC	Residential and recreation resort				
– Phase A		Completed	100%	12,000	8,000
– Phase B		Completed	100%	23,000	19,000
– Phase E		Completed	100%	6,000	–
– Phase C and D		2022	100%	66,000	–
Section E 589 & Section E 628, Commune de Presles, L'Isle Adam, France	Hotel and recreation resort	Completed	100%	6,000	–
<b>Total</b>				<b>367,000</b>	<b>110,000</b>

\* Certain properties in these locations were held for investment purposes. All of them were located outside Hong Kong and held on a medium term lease.

\*\* The Group also held 99.99% interest in a residential and recreation resort project in Ru Shan Hu, Eastern side of Chang Jiang Water Reservoir, Zhongshan, Guangdong, PRC with total GFA of 64,000 sq.m. The completion of the project is expected to go outside normal operating cycle beyond year 2023.

During 2020, revenue from sale of properties decreased by 34% as compared to 2019, mainly attributable to reduction on overall property sales volume following the temporary suspension of Huangshan's operation mandatorily required by the local government and the subsequent social distancing measures implemented on sales and marketing activities. In the coming year, we will continue to focus on completion of the existing development projects and the sales of properties in Wuxi and Huangshan.

## MANAGEMENT DISCUSSION AND ANALYSIS

Our property investment and management business is one of the steady income generators of the Group. Its revenue maintained at similar level as last year. Investment properties held by the Group reported a significant decrease in fair value gains by 93% as compared to 2019, marked to the adverse market sentiment on valuation in view of uncertainties on general sales or rental return.

Hotel and golf operation reported a drop in revenue by 31% in 2020 as compared to 2019. It was mainly attributable to the outbreak of COVID-19 pandemic which badly hit the tourism industry. Business activities were disrupted by either compulsory suspension by local governments or implementation of global travel restrictions and quarantine measures, as well as city lockdown, all these had limited international and domestic travelers. In view of the challenging market outlook on tourism industry in Europe, non-cash impairment provision was made on certain non-current assets for our hotel and golf business in Paris.

### Medical and Healthcare

The Group explored to the Medical and Healthcare Sector by setting up a medical centre in Central, aiming at providing one-stop integrated medical services to patients from Hong Kong and Mainland. During 2020, revenue of the medical centre was reduced by 17% as compared to 2019. It was mainly attributable to the disruptions from the pandemic. Medical services, including body check and hospital surgery, offered by our medical centre experienced decline in number of patient visits due to worries about cross infection in clinics. Revenue from body check and services to corporate clients also dropped with price reduction due to keen market competition. Operating loss increased significantly by 24% primarily due to the recognition of a non-cash impairment provision on certain non-current assets.

### Direct Investment

During 2020, Direct Investment Sector reported slight operating loss. Focusing our internal resources over the financial services and medical and healthcare business, no new direct investment was made in 2020.

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group relies principally on its internal financial resources to fund its operations and investment activities. Bank and other loans will be raised to meet the different demands of our property projects, as well as margin financing and direct investment business. As at 31st December 2020, the Group had raised bank and other loans of approximately HK\$309 million (2019: HK\$378 million) and held approximately HK\$341 million (2019: HK\$227 million) cash reserves. The gearing ratio (total borrowings to shareholders' fund) slightly decreased to 11.5% (2019: 13.9%).

During the reporting year, there was no change on the Group's overall share capital structure. As at 31st December 2020, the total number of issued ordinary shares was 1,418,973,012 shares (2019: 1,418,973,012 shares).

The Group's licensed subsidiaries are subject to various statutory capital requirements in accordance with the Securities and Futures (Financial Resources) Rules (Cap. 571N) and the Insurance (Financial and Other Requirements for Licensed Insurance Broker Companies) Rules (Cap.41 Sub. Leg. L). During the financial year ended 31st December 2020, all licensed corporations within the Group complied with their respective requirements.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Group's principal operations are transacted and recorded in Hong Kong dollars, Renminbi and EURO. The Group has no significant exposure to other foreign exchange fluctuations. The Group has not used any derivatives to hedge its exposure to foreign exchange risk.

### MATERIAL ACQUISITION AND DISPOSAL

During the year, the Group had no material acquisitions, disposals and significant investments.

### CHARGES OF GROUP ASSETS

The Group has pledged properties, investment properties, leasehold land and land use rights and properties held for sale with an aggregate net carrying value of approximately HK\$635 million (2019: HK\$703 million) and fixed deposits of approximately HK\$15 million (2019: HK\$15 million) against its bank loans and general banking facilities. The banking facilities amounted approximately HK\$274 million (2019: HK\$312 million) had been utilised.

### CONTINGENT LIABILITIES

The Group has provided guarantees in respect of mortgage facilities granted by certain banks relating to mortgage loans arranged for certain purchasers of the Group's properties in China. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group will be responsible for repaying the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks, whilst the Group will then be entitled to take over the legal title and possession of the related properties. Such guarantees will terminate upon issuance of the relevant property ownership certificates.

During the year ended 31st December 2020, the Group was involved in a litigation for which the claimant demanded the Group for settlement of certain construction costs payable which had been fully accounted for by the Group in prior years. In addition, the claimant also demanded for certain penalty charges and related legal costs to the extent of approximately HK\$32 million. The directors have evaluated all the circumstances and considered, after obtaining legal advice on the above claim, that it is more likely that the Group would not be obliged to pay the penalty charges and the related legal costs claimed as at 31st December 2020.

As at 31st December 2020, total contingent liabilities amounted to approximately HK\$34 million (2019 HK\$5 million).

### HUMAN RESOURCES

The objectives of the Group's human resources management is to reward and recognise performing staff through a competitive remuneration package and a sound performance appraisal system with appropriate incentives, and to promote career development and progression within the Group. Employees' remuneration is performance based and is reviewed annually. In addition to basic salary payments, other staff benefits include discretionary bonus, medical schemes, defined contribution provident fund schemes and employee share option scheme. Staff are enrolled in external and internal training courses or seminars in order to update their professional knowledge and technical skills so as to increase their awareness of market development and business trend. As at 31st December 2020, the Group employed 689 staff, of whom 387 are based in Mainland China. The staff costs of the Group for the year ended 31st December 2020 amounted to approximately HK\$222 million (2019: HK\$250 million).

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## EXECUTIVE DIRECTORS

**Mr. LO Yuen Yat** (75). Appointed as Managing Director of the Company in 1993. Mr. Lo joined the Company in 1993 and is currently the Chairman of the Company. Previously, Mr. Lo was the senior policy researcher at China's National Research Centre for Science & Technology and Social Development, and worked at the State Science & Technology Commission, Ministry of Communications and Railway Ministry of the PRC. Mr. Lo graduated from Shanghai Fudan University and obtained his master degree from Harvard University.

**Mr. XIN Shulin** (67). Appointed as Director of the Company in 1998. Mr. Xin joined First Shanghai Investments Limited in 1994 as Executive Vice President in charge of direct investment and property development business including luxury hotel and full service hospital. He graduated from Lanzhou University in 1982 and obtained his MBA degree from University of Denver, USA in 1992.

**Mr. YEUNG Wai Kin** (59). Appointed as Director of the Company in 1998. Mr. Yeung is also Chief Financial Officer and Company Secretary of the Company. He joined the Company in 1993 and has over 30 years experience in auditing, finance and management positions. Mr. Yeung possesses professional membership of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong. He has a bachelor's degree in law from Peking University.

**Ms. LAO Yuanyuan** (42). Appointed as Director of the Company on 26th March 2021. Previously, Ms. Lao was an executive director of the China Assets (Holdings) Limited ("China Assets") from 2005 to 2015 and was re-designated as a non-executive director from 2016 to 2017. China Assets was a company listed in Hong Kong during the relevant period. Ms. Lao is presently a vice-president of business development of Crimson Pharmaceutical (Hong Kong) Limited ("Crimson"), a subsidiary of the Company. Prior to joining Crimson, Ms. Lao worked in the investment banking division at Merrill Lynch & Co in New York City. Ms. Lao graduated magna cum laude from Columbia University, USA, where she studied Engineering Management Systems. Ms. Lao is the daughter of Mr. Lo Yuen Yat, the Chairman and executive director of the Company.

## NON-EXECUTIVE DIRECTOR

**Mr. KWOK Lam Kwong, Larry, S.B.S., J.P.** (65). Appointed as Independent Non-executive Director of the Company in 1994 and has been re-designated to Non-executive Director of the Company in 2005. Mr. Kwok is a practising solicitor in Hong Kong and is qualified to practise as a solicitor in Australia, England and Wales and Singapore. He is also qualified as a certified public accountant in Hong Kong and Australia and a Chartered Accountant in England and Wales. He graduated from the University of Sydney, Australia with bachelor's degrees in economics and laws respectively as well as a master's degree in laws. He also obtained the Advanced Management Program Diploma from the Harvard Business School.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Professor WOO Chia-Wei** (83). Appointed as Independent Non-executive Director of the Company in 1993. Prof. Woo is currently Senior Advisor to Shui On Holdings Limited, and President Emeritus of the Hong Kong University of Science and Technology. Previously he was President, Provost, Department Chairman, and Professor of several prominent universities in the United States of America. He is also an independent non-executive director of Shanghai Industrial Holdings Limited.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. LIU Ji** (85). Appointed as Independent Non-executive Director of the Company in 2004. Mr. Liu is the Honorary President of China Europe International Business School in Shanghai. He served as Deputy Chairman, Research Fellow and Member of the Academic Board, The Chinese Academy of Social Sciences, and Executive President of China Europe International Business School. Mr. Liu graduated from the Department of Power Mechanical Engineering, Qinghua University, Beijing. Mr. Liu is also an independent director of O2micro International Limited, a NASDAQ-listed company.

**Mr. YU Qihao** (74). Appointed as Independent Non-Executive Director of the Company in 2005. Mr. Yu is a certified public accountant, PRC. He graduated from Shanghai University of Finance and Economics. From 1981 to 1991, Mr. Yu worked as a certified public accountant in an accounting firm in Shanghai. From 1992 to 1998, he acted as the assistant president of Shanghai Industrial Investment (Holdings) Company Limited. Mr. Yu also worked as an executive director from 1995 to 1997 and a non-executive director from 1997 to 1998 of Shenyin Wanguo (H.K.) Limited. During the period from 2001 to 2006, Mr Yu was an advisor of Deloitte Touche Tohmatsu CPA Ltd in Shanghai.

**Mr. ZHOU Xiaohe** (68). Appointed as Independent Non-executive Director of the Company in 2007. Mr. Zhou has extensive experience in investment and financing industries. He was educated in China and graduated from the Beijing Industrial University major in Computer Automation. Mr. Zhou was a non-executive director of the Company from 18th May 1995 to 16th June 1998.

### SENIOR MANAGEMENT

**Mr. QIU Hong** (51). Joined the Group in 2000 and is currently the Chief Executive Officer of First Shanghai Financial Holding Limited. Mr. Qiu is responsible for the management and business development of the Group's financial service business. Prior to joining the Group, Mr. Qiu had worked for an international audit and consulting company and was responsible for the audit, strategic planning and corporate financing activities. With extensive experience and expertise in financial industry, Mr. Qiu is specializing in corporate financing, stockbrokerage and investment in Hong Kong and Chinese Mainland. Mr. Qiu holds a Bachelor's Degree in Economics from the Zhong Shan University and a Master of Philosophy (Economics) degree from the Chinese University of Hong Kong.

## REPORT OF THE DIRECTORS

The Board submits herewith their report together with the audited consolidated financial statements for the year ended 31st December 2020.

### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in Notes 18 to the consolidated financial statements.

An analysis of the Group's performance for the year by operating and geographical segments is set out in Note 4 to the consolidated financial statements.

### RESULTS

The results for the year are set out in the consolidated income statement on page 37.

### DIVIDEND

The Board does not recommend the payment of a final dividend (2019: Nil) for the year ended 31st December 2020.

### SHARE CAPITAL

Details of the movements in share capital of the Company for the year ended 31st December 2020 are set out in Note 30 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31st December 2020, calculated pursuant to Part 6 of the Hong Kong Companies Ordinance (Cap. 622), amounted to HK\$412,810,000 (2019: HK\$524,565,000).

### DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$50,000 (2019: HK\$68,000).

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

The Company has not redeemed any of its securities and neither the Company nor any of its subsidiaries purchased or sold any of its securities listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange") during the year ended 31st December 2020.

### DIRECTORS

#### (a) Directors of the Company

The directors of the Company who held office during the year and up to the date of this report were:

- Mr. LO Yuen Yat
- Mr. XIN Shulin
- Mr. YEUNG Wai Kin
- Ms. LAO Yuanyuan (appointed on 26th March 2021)
- \* Mr. KWOK Lam Kwong, Larry, *S.B.S., J.P.*
- \*\* Prof. WOO Chia-Wei
- \*\* Mr. LIU Ji
- \*\* Mr. YU Qihao
- \*\* Mr. ZHOU Xiaohe

\* *Mr. KWOK Lam Kwong, Larry, S.B.S., J.P. is a non-executive director of the Company.*

\*\* *Prof. WOO Chia-Wei, Mr. LIU Ji, Mr. YU Qihao and Mr. ZHOU Xiaohe are independent non-executive directors of the Company.*

Mr. XIN Shulin, Ms. LAO Yuanyuan and Mr. ZHOU Xiaohe retire in accordance with the Company's Articles of Association and being eligible, offer themselves for re-election.

#### (b) Directors of the Company's subsidiaries

During the year and up to the date of the report, Mr. LO Yuen Yat, Mr. XIN Shulin, Mr. YEUNG Wai Kin and Ms. LAO Yuanyuan were also directors in certain subsidiaries of the Company. Other directors of the Company's subsidiaries during the year and up to the date of this report included: Cao Yanlan, Chen Peili, Cheng Chi Kwong, Cheng Sai Wai, Ching Siu Fai, Christophe Davezac, Cui Xiao Wen, Fabrice Seemann, Feng Zhemin, Frederique Duculot, Guan Yuqiang, Hai Alvin, Hao Yaxin, Kwan Man Kit, Lai Ho Yin, Lao Li, Lee Lai Ching, Lee Man Piu, Li Yanping, Lim Huan Long, Liu Xiaoming, Lo Kwok Loong, Mo Siu Lun, Qiu Hong, Qu Kevin, Shing Kwong Yeung, So Chi Chiu, Teo Ban Seng, Tsang Lai San, Wan Ching Man, Wang Jiaxin, Wu Jie, Xu Zhanzhao, Yang Erguan, Zhou Lihua and Zhu Guoliang.

### DIRECTORS' SERVICE CONTRACTS

Each of the non-executive directors of the Company has entered into a service contract with the Company for a term of two years. Such term is subject to his re-appointment by the Company at general meeting upon retirement by rotation pursuant to the Articles of Association of the Company.

### DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Save as disclosed in Note 36 to the consolidated financial statements, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or its subsidiaries was a party, and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## REPORT OF THE DIRECTORS

### PERMITTED INDEMNITY PROVISION

The Company has arranged insurance for its directors to cover their liabilities in respect of legal actions against them arising from corporate activities. The permitted indemnity provision is in force for the benefit of the directors as required by section 470 of the Hong Kong Companies Ordinance (Cap. 622) when the Report of the Directors is approved in accordance with section 391(1)(a) of the Hong Kong Companies Ordinance (Cap. 622).

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION

As at 31st December 2020, the interests of each director and chief executive in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of SFO or as notified to the Company were as follows:

#### Interests in respect of the Company:

Directors		Number of shares and underlying shares held			% of issued share capital of the Company
		Personal interests	Corporate interests	Total	
Mr. LO Yuen Yat (Note)	Long position	98,725,636	350,173,227	448,898,863	31.64%
Mr. YEUNG Wai Kin	Long position	11,872,304	–	11,872,304	0.84%
Mr. ZHOU Xiaohe	Long position	160,000	–	160,000	0.01%

Note: 72,952,000 shares, 277,005,227 shares and 216,000 shares are held by Kinmoss Enterprises Limited ("Kinmoss"), China Assets (Holdings) Limited ("CAHL") and New Synergies Investments Company Limited ("New Synergies") respectively. Kinmoss is a company wholly owned by Mr. LO Yuen Yat. CAHL is a company 40% indirectly owned by Mr. LO Yuen Yat through New Synergies and New Synergies is a company with 40% equity interests directly owned by Mr. LO Yuen Yat.

Saved as disclosed above, as at 31st December 2020, none of the directors and chief executives (including their spouse and children under 18 years of age) had any interest in shares, underlying shares and debentures of the Company, its specified undertaking and its other associated corporation required to be disclosed pursuant to the SFO and the Hong Kong Companies Ordinance (Cap. 622).

### SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31st December 2020, the Company had been notified of the following substantial shareholder's interests, holding 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the directors.

**Ordinary shares in the Company:**

		Personal interests	Family interests	Other interests	Total	% of issued share capital of the Company
Ms. CHAN Chiu, Joy ("Ms. Chan") (Note)	Long position	61,576,000	12,432,000	63,640,000	137,648,000	9.70%
Mr. YIN Jian, Alexander ("Mr. Yin") (Note)	Long position	12,432,000	61,576,000	63,640,000	137,648,000	9.70%

Note: 63,640,000 shares are held by The Golden Bridge Settlement, a trust with Ms. Chan and Mr. Yin as beneficiaries.

**SHARE OPTIONS**

On 23rd May 2014, the shareholders of the Company approved a share option scheme (the "Scheme"). No share options were granted under the Scheme during the year. The purpose of the Scheme is to assist in recruiting, retaining and motivating key staff members. Under the terms of the Scheme, the directors have the discretion to grant to employees and directors of any member of the Group to subscribe for shares in the Company.

The Company can issue options so that the total number of shares that may be issued upon exercise of all options to be granted under the Scheme does not in aggregate exceed 10% of the shares in issue on the date of approval of the Scheme. The Company may renew this limit at any time, subject to shareholders' approval and the issue of a circular and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") provided that the number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme does not exceed 30% of the shares in issue from time to time.

As at 31st December 2020, options to subscribe for a total of 139,891,301 ordinary shares were subject to be granted under the Scheme which represents approximately 10% of the issued ordinary shares of the Company.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Scheme to each participant in any 12-month period shall not exceed 1 percent of the issued share capital of the Company for the time being.

The consideration for the grant of options is HK\$1.00. The Scheme participant is entitled to subscribe for shares during such period as may be determined by the directors (which shall be less than 10 years from the date of the grant of the relevant option and commences not less than six months after the date of grant) at the price to be determined by the Board but not less than the highest of the average of the official closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date on which the option is granted and the official closing price of the shares on the Stock Exchange on the date of grant.

No share options were granted, exercised, lapsed or outstanding under the Scheme during the year ended 31st December 2020.

## REPORT OF THE DIRECTORS

The accounting policy adopted for share options is consistent with that as described in the consolidated financial statements for the year ended 31st December 2020.

### MANAGEMENT CONTRACTS

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

### MAJOR CUSTOMERS AND SUPPLIERS

The aggregate percentages of sales and purchases attributable to the Group's five largest customers and suppliers are both less than 30% for 2020 and 2019.

### CONNECTED TRANSACTION

The Company did not have any connected transactions which need to be disclosed during the year ended 31st December 2020.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of its directors as at the latest practicable date prior to the issue of this report, the Company has maintained sufficient public float as required under the Listing Rules during the year.

### BUSINESS REVIEW

Further discussion and analysis of the Group's business as required by Schedule 5 to the Hong Kong Companies Ordinance, including (a) a fair review of the Group's business; (b) a description of the principal risks and uncertainties facing the Group; (c) particulars of important events affecting the Group that have occurred since the end of the financial year; and (d) an indication of likely future development in the Group's business, please refer to "Management Discussion and Analysis" and "Corporate Governance Report" sections of this Annual Report. The above sections form part of this report. In accordance with Rule 13.91 of and Appendix 27 to the Listing Rules, the Group's "Environmental, Social and Governance Report" will be available on its website within three months from the publication of this Annual Report.

**FIVE YEAR FINANCIAL SUMMARY**

The summary of assets, liabilities and results of the Group for the last five financial years is as follows:

	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
Revenue	<b>457,988</b>	533,529	473,726	446,445	390,792
(Loss)/profit attributable to					
– shareholders	<b>(90,331)</b>	10,618	33,403	61,944	(49,909)
– non-controlling interests	<b>(493)</b>	4,967	3,353	2,362	(6,051)
(Losses)/earnings per share					
– basic	<b>(6.37) cents</b>	0.75 cents	2.35 cents	4.37 cents	(3.52) cents
– fully diluted	<b>(6.37) cents</b>	0.75 cents	2.35 cents	4.37 cents	(3.52) cents
Total current assets	<b>4,814,869</b>	4,181,863	5,138,904	5,551,457	5,541,822
Total assets	<b>6,740,394</b>	6,007,755	6,863,028	7,253,851	6,960,638
Total current liabilities	<b>3,591,338</b>	2,784,694	3,841,057	4,101,095	3,911,217
Total liabilities	<b>4,052,766</b>	3,296,488	4,087,870	4,392,317	4,180,768
Total equity	<b>2,687,628</b>	2,711,267	2,775,158	2,861,534	2,779,870
Gearing ratio	<b>11.5%</b>	13.9%	9.7%	22.6%	20.1%

**AUDITOR**

The consolidated financial statements have been audited by PricewaterhouseCoopers, who retire and, being eligible, offer themselves for re-appointment.

By order of the Board

**LO Yuen Yat**

*Chairman*

Hong Kong, 26th March 2021

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Board of the Company believes that corporate governance is essential to the success of the Company and has adopted various measures to adhere to a high standard of corporate governance to safeguard the interest of its stakeholders. The Company has adopted its code on corporate governance (the “Code”) which sets out the corporate standards and practices used by the Company in directing and managing its business affairs. The Code was prepared with reference to the latest code provisions and recommended best practices as stipulated in Appendix 14 (the “CG Code”) of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Code not only formalizes the Company’s existing corporate governance principles and practices, but also serves to assimilate practices with benchmarks prescribed by the Stock Exchange, ultimately ensuring that the Company runs a highly transparent operation and is accountable to its shareholders. In addition to abiding strictly by the laws and regulations of Hong Kong and observing the rules and guidelines issued by the relevant regulatory authorities, the Company will also regularly review its corporate governance practices, with a view to conforming to international and local best practices.

The Company has complied with all the code provisions as set out in the CG Code for the year ended 31st December 2020, except for the deviation from code provision A.2.1 in respect of segregation of the roles of chairman and chief executive officer. Such deviation will be discussed in the relevant sections of this report in more details. The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

## BOARD OF DIRECTORS

### Role and responsibility of the Board

The Board is responsible for overall leadership, strategic development and risks and controls assessment of the Group. The Board is also responsible to ensure good corporate governance is in place with the Group. The Board works to promote the success of the Group by providing direction and approval in relation to matters concerning the Company’s business strategies and policies and monitoring the overall performance of the management. Day-to-day management and operation of the Group is delegated to the executive directors and the senior management of operation units who is required to report to the Board on regular basis.

Members of the Board are individually and collectively accountable to the shareholders for the success and sustainable development of the Company. In discharging its corporate accountability, every director is required to pursue excellence in the interests of the shareholders of the Company and fulfill his fiduciary duties by applying the required level of skills, care and diligence to a standard in accordance with the statutory requirements.

The schedule of Board meetings for a year is planned in the preceding year. The Board meets regularly throughout the year. During the reporting year, there were four Board meetings held to discuss the overall strategy as well as the operation and financial performance of the Group.

### Board composition

The Board comprises of four executive directors and five non-executive directors. Of the five non-executive directors, four of them are independent non-executive directors that represent more than one-third of the Board. In addition, two of the non-executive directors possess appropriate professional accounting qualifications and financial management expertise. There is no relationship between members of the Board, except for Mr. Lo Yuen Yat is the father of Ms. Lao Yuanyuan.

As of today, the Board of the Company comprises:

Executive Directors:	Mr. LO Yuen Yat ( <i>Chairman</i> ) Mr. XIN Shulin Mr. YEUNG Wai Kin Ms. LAO Yuanyuan (appointed on 26th March 2021)
Non-executive Director:	Mr. KWOK Lam Kwong, Larry, <i>S.B.S., J.P.</i>
Independent Non-executive Directors:	Prof. WOO Chia-Wei Mr. LIU Ji Mr. YU Qihao Mr. ZHOU Xiaohe

### Chairman and chief executive officer

The Chairman and chief executive officer of the Company is Mr. LO Yuen Yat. This deviates from code provision A.2.1 of the CG Code which stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The Board believes that vesting the role of both positions in Mr. Lo provides the Group with strong and consistent leadership and allows for more effective planning and execution of long-term business strategies. The Board also considers that this structure will not impair the balance of power and authority between the Board and the management of the business of the Group given that there is a strong and independent non-executive element on the Board. The Board believes that the structure outlined above is beneficial to the Company and its business.

### Non-executive directors

Each of the non-executive directors of the Company has entered into a service contract with the Company for a term of two years. Such term is subject to his re-appointment by the Company at annual general meeting upon retirement by rotation pursuant to the Articles of Association of the Company.

The non-executive directors serve an important function of ensuring and monitoring the basis for an effective corporate governance framework. With a wide range of expertise and a balance of skills, the non-executive directors bring independent judgement on issues of strategic direction, development, performance and risk management through their contribution at board meetings and committee work.

The Board considers that each independent non-executive director is independent in character and judgement and that they all meet the specific independence criteria as required by the Listing Rules. The Company has received from each independent non-executive director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers such directors to be independent.

### Board diversity policy

The Board has adopted a board diversity policy, under which the Company seeks to achieve board diversity through the consideration of a number of factors in the Board members' selection process, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board members' appointments will be based on appropriate balance of skills, experience and diversity of perspectives, and candidates will be considered against objective criteria, having due regard for the merit and contribution to the Board.

## CORPORATE GOVERNANCE REPORT

### Appointment and re-election of directors

In accordance with the Company's Articles of Association, at each annual general meeting, one-third of the directors of the Board for the time being (or, if their number is not a multiple of three, the number nearest to one-third) shall retire from office by rotation provided that each director shall be subject to retirement at least once every three years. A retiring director shall be eligible for re-election.

### Continuous professional development of directors

The Company acknowledges the importance of directors' participating in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

Directors' training is an ongoing process. Internal or external briefings and seminars are arranged from time to time for all directors to participate. The Company will arrange and sponsor suitable training for its directors as required. In addition, the directors are briefed, from time to time, on the amendments or updates on the relevant laws, rules and regulations, to ensure compliance and enhance their awareness of good corporate governance practices. While newly appointed director is provided with necessary induction and information to ensure that he/she is sufficiently aware of his/her responsibilities under the relevant statutes, laws, rules and regulations.

According to the records obtained by the Company, a summary of training received by the directors during the reporting year is as follows:

Name of directors	Types of continuous professional development
Mr. LO Yuen Yat	A, B
Mr. XIN Shulin	A, B
Mr. YEUNG Wai Kin	A, B
Mr. KWOK Lam Kwong, Larry, <i>S.B.S., J.P.</i>	A, B
Prof. WOO Chia-Wei	A, B
Mr. LIU Ji	A, B
Mr. YU Qihao	B
Mr. ZHOU Xiaohe	B

*Notes:*

*A – attending briefing sessions and/or seminars*

*B – reading seminar materials, journals and/or updates relating to the economy, general business and latest development of applicable regulatory requirements*

### Directors' securities transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules for securities transactions by directors of the Company. Except for the non-compliance mentioned below, all the members of the Board have confirmed, following specific enquiry by the Company that they have complied with the required standard as set out in the Model Code throughout the reporting year.

It was reported that one of the executive directors of the Company, Mr LO Yuen Yat, had not complied with Rules A.3 (a)(ii) and B.8 of the Model Code by reason of the dealings in securities of the Company within the black-out period for the 2020 interim results. It was explained that due to inadvertent misunderstanding of the requirements relating to Rule A.6 of the Model Code on the part of the said director, a controlled corporation of the director purchased a total of 416,000 shares of the Company on 30th July, 31st July and 3rd August 2020. The non-compliance was reported by the director to the Company immediately. He undertook that he will comply with the required standards as set out in the Model Code in the future. To prevent similar incidence from happening in the future, the Company has implemented remedial measures including update of the Company's dealing consent form and provisions of special training to the directors regarding their reporting duties in case of major changes of relevant rules or in the Company's shareholding structure which may have implications under the Model Code.

### Disclosure for remuneration of directors and senior management

Details of the remuneration of directors and senior management for the year ended 31st December 2020 are set out in Note 12 to the consolidated financial statements.

### BOARD COMMITTEES

The Board has established three specialised committees (the "Board Committees") namely the nomination committee (the "Nomination Committee"), the remuneration committee (the "Remuneration Committee") and the audit committee (the "Audit Committee") to assist in carrying out and discharging duties and responsibilities efficiently and effectively. The Board Committees function within clearly defined terms of reference which are reviewed from time to time. The structure and effectiveness of each Board Committee is also constantly reviewed by the Board.

#### Nomination Committee

The Nomination Committee was established on 1st March 2012, with written terms of reference adopted upon its establishment. The majority of the Nomination Committee members are independent non-executive directors and its members include:

Executive Director:	Mr. LO Yuen Yat
Independent Non-executive Directors:	Prof. WOO Chia-Wei ( <i>Committee Chairman</i> ) Mr. YU Qihao Mr. ZHOU Xiaohe

The Nomination Committee was set up to assist the Board to review the structure, size, composition and diversity of the Board, identify individuals and make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and assess the independence of independent non-executive directors.

## CORPORATE GOVERNANCE REPORT

During the reporting year, one meeting was held to review the structure, size, composition (including the perspectives, knowledge and experience) and diversity of the Board. The Nomination Committee has also obtained the annual confirmation of independence submitted by the independent non-executive directors and has assessed their independence with satisfactory results.

### Remuneration Committee

The Remuneration Committee was established on 30th June 2005, with written terms of reference adopted upon its establishment. The majority of the Remuneration Committee members are independent non-executive directors and its members include:

Executive Director:	Mr. LO Yuen Yat
Independent Non-executive Directors:	Mr. ZHOU Xiaohe ( <i>Committee Chairman</i> ) Prof. WOO Chia-Wei Mr. YU Qihao

The Remuneration Committee was set up to assist the Board to establish a coherent remuneration policy and to review and approve the remuneration packages of the directors and senior management including the terms of salary and bonus schemes and other long term incentive schemes.

During the reporting year, one meeting was held to discuss the remuneration policies and approve the remuneration packages of individual director and senior management of the Company.

### Audit Committee

The Audit Committee was established on 27th December 1998, with written terms of reference updated and adopted on 26th August 2016. All members of the Audit Committee are non-executive directors and its members include:

Independent Non-executive Directors:	Mr. YU Qihao ( <i>Committee Chairman</i> ) Prof. WOO Chia-Wei Mr. LIU Ji Mr. ZHOU Xiaohe
Non-executive Director:	Mr. KWOK Lam Kwong, Larry, <i>S.B.S., J.P.</i>

Each member of the Audit Committee has broad commercial experience and there is a suitable mix of expertise in business, accounting and financial management on the Audit Committee. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules.

The Audit Committee was set up to ensure proper financial reporting, risk management and internal control systems are in place and follow. The Audit Committee meets regularly to review the reporting of financial and other information to shareholders, and to oversee the effectiveness and objectivity of the systems of risk management and internal controls, and the audit process.

During the reporting year, there were four meetings held. The Audit Committee has reviewed the annual and interim consolidated financial statements, including the accounting principles and practices adopted by the Group, which was of the opinion that such reports were prepared in accordance with the applicable accounting standard and requirements. The Audit Committee met with the Company's external auditor to liaise the Group's financial reporting and material financial matters.

### ACCOUNTABILITY AND AUDIT

#### Financial reporting

The Board acknowledges its responsibilities for preparing the financial statements of the Group and is responsible to ensure that the preparation of the financial statements of the Group is in accordance with the statutory requirements and applicable accounting standards. The Board believes that they have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent and reasonable and ensured the financial statements of the Group are prepared on a "going concern" basis.

#### Responsibility of external auditors

The responsibilities of the external auditors with respect to financial reporting and auditing are set out in the Independent Auditor's Report attached to this annual report.

#### Remuneration of external auditor

Details of the remuneration of the Company's external auditor, PricewaterhouseCoopers, for the year ended 31st December 2020 is set out in Note 6 to the consolidated financial statements.

### DIVIDEND POLICY

The Company has adopted the dividend policy which aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the shareholders of the Company. In recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and needs for future growth as well as its shareholder value in the long-run. The amount of dividends (if any) that may be declared and distributed to the shareholders of the Company is subject to the discretion of the Board, the constitution of the Company and all applicable laws and regulations and other factors. The Board shall also take into account various factors of the Group when considering the declaration and payment of dividends. The Board will review the dividend policy as appropriate from time to time.

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control system and reviewing their effectiveness. It formulates the Group's risk management strategies and defines the overall risk management and internal control management structure with clear lines of responsibility and limit of authority. Assisted by the Audit Committee, it is responsible to review and assess the risk management and internal control policy and process of the Group to ensure it is appropriate and effective on an ongoing basis.

Risk management and internal control system is designed to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, accounting records are maintained in accordance with relevant accounting standards and regulatory requirements, and significant risks which may impact the Group's performance are managed. The system is designed to manage rather than eliminate risks of failure in operational systems and fulfillment of business objectives, and can only provide reasonable, but not absolute assurance against material misstatement or loss.

## CORPORATE GOVERNANCE REPORT

The Group has established organized structure with defined levels of responsibility and reporting procedures on risk management system. A risk committee (the "Risk Committee") was set up in 2016, consists of executive directors of the Company and senior management from major operating units with formalized terms of reference adopted. The Risk Committee shall meet regularly to oversee the design, implementation, monitoring and evaluation of the risk management framework and shall report effectiveness of the system and assessment results to the Audit Committee at least annually.

Risk management process includes risk identification, risk evaluation, risk management measures and risk control and review. The senior management of operating units, as owner of individual risk and is accountable for identifying and assessing key risks. The senior management of operating units should establish risk mitigation strategies, carry out risk management activities and monitor the day-to-day operations to ensure mitigations are implemented with good practices and guidelines established by the Group. The results of risk assessment are recorded and reported to the Risk Committee from time to time.

During the reporting year, senior management of operating units analyzed the control environment, identified significant risks during operation and evaluated the related mitigation measures. They have reported the risk assessment results to the Risk Committee who has discussed with relevant senior management and performed high level assessment on the effectiveness of the Group's risk management system. The Audit Committee has reviewed the overall risk assessment report presented by the Risk Committee to ensure the risk management system is effective.

During the reporting year, the Group has also engaged an external advisor to conduct reviews on the effectiveness of internal control system of the Group to enhance the overall management. The Audit Committee has reviewed the report and considered the internal control system of the Group to be effective and adequately resourced and that the Group has adopted necessary control mechanisms in respect of its operational, financial, statutory compliance and risk management functions.

### MEETINGS AND ATTENDANCE

The Board/Board Committees meet regularly throughout the year. Notice of at least 14 days have been given to all directors for all regular Board/Board Committee meetings and the directors can include matters for discussion in the agenda if necessary. Agenda and accompanying meeting papers in respect of regular Board/Board Committee meetings are sent out to all directors within reasonable time before the relevant meeting. Draft minutes of Board/Board Committee meetings are circulated to directors for comment within a reasonable time prior to confirmation. Minutes of Board/Board Committee meetings are kept by the Company Secretary. All directors have access to relevant and timely information, and they can ask for further information or retain independent professional advisors if necessary. They also have access to the advice and services of the Company Secretary, who is responsible for providing Directors with meeting papers and related materials and ensuring that Board procedures are followed. Where queries are raised by directors, steps would be taken to respond as promptly and fully as possible. All Directors have the opportunity to include matters in the agenda for Board/Board Committees meetings.

## CORPORATE GOVERNANCE REPORT

During the reporting year, the individual attendance of each director at the Board meetings, the Board Committee meetings and the Company's annual general meeting (the "AGM") is set out below:

Name of director	Board meeting	Nomination Committee meeting	Remuneration Committee meeting	Audit Committee meeting	AGM
No. of meetings held during 2020	4	1	1	4	1
Mr. LO Yuen Yat	4	1	1	n/a	1
Mr. XIN Shulin	4	n/a	n/a	n/a	1
Mr. YEUNG Wai Kin	4	n/a	n/a	n/a	1
Mr. KWOK Lam Kwong, Larry, <i>S.B.S., J.P.</i>	4	n/a	n/a	4	1
Prof. WOO Chia-Wei	4	1	1	4	1
Mr. LIU Ji	4	n/a	n/a	4	1
Mr. YU Qihao	4	1	1	4	1
Mr. ZHOU Xiaohe	4	1	1	4	1

Mr. YEUNG Wai Kin attended all the Board/Board Committee meetings in 2020 in the capacity of Company Secretary of the Company.

### COMPANY SECRETARY

Mr. YEUNG Wai Kin has been appointed as Company Secretary of the Company since 1995. He plays an important role in supporting the Board/Board Committees by facilitating efficient flow of information within the Board/Board Committees, ensuring board procedures are followed, and advising the Board on corporate governance matters. Following specific enquiry by the Company, he has complied with the requirements as stipulated in Rule 3.29 of the Listing Rules.

### COMMUNICATION WITH SHAREHOLDERS AND SHAREHOLDERS' RIGHT

#### Corporate communication policy

The Company recognises the importance of effective and proper communications with its shareholders and investors. A policy setting out the principles of the Company in relation to the shareholders' communications, with the objectives of ensuring a fair, transparent and timely communication with shareholders has been established and published on the website of the Company.

#### Information disclosure

With respect to the procedures and internal controls for the handling and dissemination of price-sensitive information, the Company is aware of its obligations under Part XIVA of the Securities and Futures Ordinance and the Listing Rules and has established the inside information/price sensitive information disclosure policy with close regard to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission.

## CORPORATE GOVERNANCE REPORT

### General meetings with shareholders

The Company's annual general meeting provides a useful platform for direct communication between the Board and shareholders of the Company. The Company ensures that shareholders' views are communicated to the Board. The chairman of the annual general meeting proposes separate resolutions for each issue to be considered. The AGM was held on 29th May 2020. The Company's external auditor and all directors (including the Chairman of the Company and the chairmen (or other nominated committee member) of the audit, remuneration and nomination committees) have attended the AGM to answer questions from shareholders.

### Shareholders' right

#### **(A) Convening of extraordinary general meeting on requisition by shareholders**

Shareholder(s) holding not less than five percent of the total voting rights of all the members having a right to vote at general meetings of the Company, may require the directors of the Company to convene an extraordinary general meeting ("EGM"). The requisition, either in hard copy form or in electronic form, must state the general nature of the business to be dealt with at the meeting and must be signed by the shareholder(s) concerned and deposited at the registered office of the Company or email to enquiry@firstshanghai.com.hk for the attention of the Company Secretary. The requisition may include the text of a resolution that may properly be moved and is intended to be moved at the EGM. The requisition may consist of several documents in like form, each signed by one or more of the shareholders concerned.

If the directors of the Company do not within 21 days from the date of receipt of the requisition proceed duly to convene an EGM for a day not more than 28 days after the date on which the notice convening the EGM is given, the shareholder(s) concerned, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM, provided that the EGM so convened shall not be held after the expiration of three months from the said date. The EGM convened by shareholders shall be convened in the same manner, as nearly as possible, as that in which general meetings are to be convened by the directors of the Company.

Any reasonable expenses incurred by the shareholder(s) concerned by reason of the failure of the directors duly to convene an EGM must be reimbursed by the Company.

#### **(B) Procedures for directing shareholders' enquiries to the Board**

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary. The Company Secretary shall forward the shareholders' enquiries and concerns to the Board and/or relevant board committees of the Company, where appropriate, to answer the shareholders' questions.

### **(C) Procedures for putting forward proposals at general meetings by shareholders**

Shareholders may request the Company to include a resolution at an annual general meeting of the Company ("AGM"). The requirements and procedures are set out below:

- (i) Any number of shareholders representing not less than 2.5 percent of the total voting rights of all shareholders having at the date of the requisition a right to vote at an AGM to which the requisition relates, or not less than 50 shareholders holding shares in the Company, may submit a requisition in hard copy form or electronic form to put forward a resolution which may properly be moved and is intended to be moved at an AGM.
- (ii) The Company shall not be bound by the Hong Kong Companies Ordinance to give notice of the proposed resolution or to circulate a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution to shareholders of the Company entitled to receive notice of an AGM unless (a) a copy of the requisition signed by the shareholders concerned (or two or more copies which between them contain the signatures of all the shareholders concerned) is deposited at the registered office of the Company or email to enquiry@firstshanghai.com.hk for the attention of the Company Secretary not less than six weeks before an AGM in the case of a requisition requiring notice of a resolution and not less than one week before an AGM in the case of any other requisition; and (b) the concerned shareholders have deposited with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect thereto.
- (iii) However if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the Company, an AGM is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the time required as referred to in the above shall be deemed to have been properly deposited.

### **(D) Procedures for proposing a person for election as a director**

As regards the procedure for proposing a person for election as a director, please refer to the procedures made available under the "Corporate Governance" section, "Shareholders Information" sub-section ("Procedures for Shareholders to Propose a Person for Election as Director") of the website of the Company.

## CONSTITUTIONAL DOCUMENTS

During the reporting year, there were no changes in any of the Company's constitutional documents. The latest version of the Articles of Association of the Company is available on the websites of the Company and the Stock Exchange.

# INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

**TO THE MEMBERS OF FIRST SHANGHAI INVESTMENTS LIMITED**

*(incorporated in Hong Kong with limited liability)*

## OPINION

### What we have audited

The consolidated financial statements of First Shanghai Investments Limited (the "Company") and its subsidiaries (the "Group") set out on pages 37 to 114, which comprise:

- the consolidated balance sheet as at 31st December 2020;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st December 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 Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

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.

## INDEPENDENT AUDITOR'S REPORT

### KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- Impairment of non-financial assets within the Medical and Healthcare segment
- Impairment of margin loans receivable
- Impairment of properties under development and held for sale

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Impairment of non-financial assets within the Medical and Healthcare segment</p> <p>Refer to Notes 3(a), 4, 15(a) and (b) to the consolidated financial statements.</p> <p>As at 31st December 2020, segment assets of the Group's Medical and Healthcare segment with net carrying amount of HK\$318.7 million mainly comprised of right-of-use assets and property, plant and equipment.</p> <p>Management performed assessment at the end of each reporting period to consider whether there is any indication that these non-financial assets may be impaired. The recoverable amounts of these non-financial assets are assessed by value-in-use calculations which are based on future discounted cash flows on a cash generating unit ("CGU") basis.</p> <p>Significant judgments and estimates are required to determine the recoverable amounts of these non-financial assets, based on value-in-use calculations of the estimated future cash flows of the relevant CGUs, using appropriate key assumptions including length of the projection period, revenue growth rates and discount rates.</p>	<p>Our procedures performed to address this key audit matter included:</p> <p>(i) We understood, evaluated and validated management's internal control and assessment process of impairment assessment of non-financial assets and assessed the inherent risk of misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors.</p> <p>(ii) We assessed the appropriateness of the methodologies used for the impairment assessment with the involvement of our internal valuation experts.</p> <p>(iii) We compared the figures included in prior year forecasts with current year actual results, on a sample basis, to evaluate the outcome of prior period assessment to assess the effectiveness of management's estimation process.</p>

## INDEPENDENT AUDITOR'S REPORT

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Based on the results of management's impairment assessment, impairment charge of HK\$26.0 million and HK\$0.7 million have been made by management on certain property, plant and equipment and right-of-use assets, respectively, within the Medical and Healthcare segment for the year ended 31st December 2020.</p> <p>We focused on this area due to the size of the balances and the significant judgments and estimates involved in determining the recoverable amounts of these non-financial assets.</p>	<p>(iv) We also compared the cash flow forecasts to financial budgets approved by management and assessed the reasonableness of the forecasts and budgets by comparing them against business plans and historical information, where relevant.</p> <p>(v) We challenged management's assumptions used in the forecasts by comparing the length of projection period against the relevant supporting evidence including existing lease contracts, business plans and financial budgets; evaluating the revenue growth rates by considering the business plans, historical trends and current market conditions, market rental rates, our industry knowledge, and economic growth forecasts, where relevant; and assessing the discount rates by benchmarking against the discount rates for comparable companies with the involvement of our internal valuation experts.</p> <p>(vi) We evaluated the sensitivity analyses performed by management around the key assumptions applied to the value-in-use calculations in order to assess the potential impact of a range of possible outcomes.</p> <p>Based on the procedures performed, we found management's judgments and estimates used in the impairment assessment of non-financial assets within the Medical and Healthcare segment to be supportable by available evidence.</p>

## INDEPENDENT AUDITOR'S REPORT

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Impairment of margin loans receivable</p> <p>Refer to Notes 3(b) and 20 to the consolidated financial statements.</p> <p>As at 31st December 2020, margin loans receivable amounted to HK\$991 million. These margin loans to third parties are bearing interest at commercial rates, secured by the underlying pledged listed securities and are repayable on demand.</p> <p>As at 31st December 2020, a loss allowance of HK\$5.9 million was made for the margin loans receivable based on management's estimate on the expected credit losses in accordance with Hong Kong Financial Reporting Standard 9 "Financial Instruments".</p>	<p>Our procedures performed to address this key audit matter included:</p> <ul style="list-style-type: none"><li>(i) We understood, evaluated and validated management's internal controls over the process on margin loan monitoring and collection.</li><li>(ii) We understood, evaluated and validated management's internal control and assessment process of the expected credit losses and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors.</li><li>(iii) We evaluated the outcome of prior period assessment to assess the effectiveness of management's estimation process.</li><li>(iv) We understood and evaluated the modeling methodologies used by management for measuring expected credit losses; assessed key parameters and assumptions made by management with reference to the relevant historical credit loss data of the Group and observable external economic data.</li><li>(v) For historical information, we discussed with management to understand their process of assessing risk of default and identifying significant deterioration in credit risk. We corroborated management's explanation with supporting evidence, including comparing, on a sample basis, the fair value of the collaterals against the margin loans at year end date. We also assessed, on a sample basis, the fair value of the collaterals at year end date against the relevant market data.</li></ul>

## INDEPENDENT AUDITOR'S REPORT

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Expected credit losses are determined by management based on their assessment on whether there is significant increase in credit risk for margin loans receivable since their initial recognition. Significant judgments are required when determining the impairment model, using appropriate key parameters when measuring the risk of default, and identifying any significant deterioration in credit quality, e.g., the degree of fair value changes on the underlying pledged listed securities; and other assumptions used in the expected credit loss model including economic indicators for forward looking information and the application of economic scenarios and probability weightings.</p> <p>We focused on this area due to the size of the balances and the judgments exercised by management in determining the expected credit loss allowance for margin loans receivable as at 31st December 2020.</p>	<p>(vi) For forward looking information, we reviewed the appropriateness of economic indicators selected by management; evaluated the economic scenarios and the underlying probability weightings applied by management; tested the resulting calculation of the economic indicators determined thereby; and assessed the financial impact on management's sensitivity analyses on the economic indicators.</p> <p>(vii) We also assessed the appropriateness of management's sensitivity analyses over key modeling assumptions to determine the potential impact of a range of possible outcomes and assessed the financial impact of such possible outcomes. We also involved our internal valuation experts and independently performed our own sensitivity analyses on the amount of loss allowance at year end date and evaluated the impact that such reasonable possible change have on the amount of loss allowance.</p>
	<p>Based on the procedures performed, we found management's judgments and estimates made in respect of the expected credit loss allowance for the margin loans receivable to be supportable by available evidence.</p>

## INDEPENDENT AUDITOR'S REPORT

### Key Audit Matter

Impairment of properties under development and held for sale.

Refer to Notes 3(c) and 22 to the consolidated financial statements.

As at 31st December 2020, the Group's properties under development and properties held for sale amounted to HK\$201.5 million and HK\$295.4 million respectively.

The carrying amounts of properties under development and properties held for sale were stated at the lower of cost and net realisable value. The net realisable value of these assets were assessed according to their recoverable amounts, taking into account of the costs to completion for properties under development, with reference to the latest market prices less selling expenses based on the prevailing market conditions and past experience, and where relevant, taking into consideration of legal advice obtained from external lawyers.

### How our audit addressed the Key Audit Matter

Our procedures performed to address this key audit matter included:

- (i) We understood, evaluated and validated management's internal control and assessment process of estimating the costs to completion, selling prices and selling expenses to determine the net realisable value based on prevailing market conditions and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors.
- (ii) We evaluated the outcome of prior period assessment to assess the effectiveness of management's estimation process.
- (iii) We assessed management's estimates of the anticipated costs to completion with reference to approved budgets and construction contracts with contractors; and reviewed correspondence with contractors for any material cost adjustments and variation orders relevant to the year end date.

## INDEPENDENT AUDITOR'S REPORT

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Based on management's estimates, no provision has been made for the Group's properties under development and properties held for sale for the year ended 31st December 2020.</p> <p>We focused on this area due to the significant judgments and estimates involved in determining the recoverable amounts.</p>	<p>(iv) We evaluated management's estimated costs to completion, selling prices and selling expenses in determining the net realisable value based on prevailing market conditions by researching the selling prices of comparable properties from the public available resources; comparing the estimated selling prices to the most recent selling prices or prevailing market prices of those comparable properties in the same location or in close proximity; and where relevant, discussed with the external lawyers and obtained legal opinion from them in respect of which management relied on in assessing the recoverable amounts.</p> <p>Based on the procedures performed, we found management's judgments and estimates made on the net realisable value of properties under development and properties held for sale to be supportable by available evidence.</p>

### OTHER INFORMATION

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

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

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

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

## INDEPENDENT AUDITOR'S REPORT

### RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The audit committee is responsible for overseeing the Group's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

## INDEPENDENT AUDITOR'S REPORT

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with 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.

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

The engagement partner on the audit resulting in this independent auditor's report is Mak Tze Leung, William.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 26th March 2021

# CONSOLIDATED INCOME STATEMENT

For the year ended 31st December 2020

	Note	2020 HK\$'000	2019 HK\$'000
Revenue	4	<b>457,988</b>	533,529
Cost of sales		<b>(199,520)</b>	(217,569)
Gross profit		<b>258,468</b>	315,960
Other (losses)/gains – net	5	<b>(23,145)</b>	59,977
Selling, general and administrative expenses		<b>(311,644)</b>	(341,314)
Operating (loss)/profit	6	<b>(76,321)</b>	34,623
Finance income	7	<b>33,304</b>	42,461
Finance costs	7	<b>(34,243)</b>	(31,612)
Finance (costs)/income – net	7	<b>(939)</b>	10,849
Share of results of a joint venture		–	5,553
Loss on disposal of a joint venture		–	(2,137)
(Loss)/profit before taxation		<b>(77,260)</b>	48,888
Taxation	8(a)	<b>(13,564)</b>	(33,303)
(Loss)/profit for the year		<b>(90,824)</b>	15,585
<b>Attributable to:</b>			
Shareholders of the Company		<b>(90,331)</b>	10,618
Non-controlling interests		<b>(493)</b>	4,967
		<b>(90,824)</b>	15,585
<b>(Losses)/earnings per share for (loss)/profit attributable to shareholders of the Company during the year</b>			
– Basic	9	<b>HK(6.37) cents</b>	HK0.75 cents
– Diluted	9	<b>HK(6.37) cents</b>	HK0.75 cents

The notes on pages 43 to 114 are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31st December 2020

	2020 HK\$'000	2019 HK\$'000
(Loss)/profit for the year	<b>(90,824)</b>	15,585
<i>Other comprehensive income/(loss)</i>		
<i>Items that have been reclassified or may be subsequently reclassified to profit or loss</i>		
– Exchange reserve realised upon disposal of a joint venture	–	(3,250)
– Currency translation differences	<b>84,595</b>	(32,532)
<i>Items that will not be reclassified to profit or loss</i>		
– Fair value loss on financial assets at fair value through other comprehensive income	<b>(17,810)</b>	(30,025)
Other comprehensive income/(loss) for the year, net of tax	<b>66,785</b>	(65,807)
Total comprehensive loss for the year	<b>(24,039)</b>	(50,222)
<b>Attributable to:</b>		
Shareholders of the Company	<b>(28,479)</b>	(53,474)
Non-controlling interests	<b>4,440</b>	3,252
	<b>(24,039)</b>	(50,222)

The notes on pages 43 to 114 are an integral part of these consolidated financial statements.

# CONSOLIDATED BALANCE SHEET

As at 31st December 2020

	Note	2020 HK\$'000	2019 HK\$'000
<b>Non-current assets</b>			
Intangible assets	14	5,126	5,126
Property, plant and equipment	15(a)	651,641	679,014
Right-of-use assets	15(b)	213,598	261,935
Investment properties	16	703,202	661,532
Leasehold land and land use rights	17	40,595	41,043
Properties under development	22	144,339	–
Deferred tax assets	32	52,568	50,949
Financial assets at fair value through other comprehensive income	19	79,323	97,133
Finance lease receivables	21	20,076	12,122
Other non-current prepayments and deposits	24	15,057	17,038
<b>Total non-current assets</b>		<b>1,925,525</b>	1,825,892
<b>Current assets</b>			
Inventories	22	355,891	491,571
Loans and advances	20	990,988	1,164,813
Trade receivables	23	372,305	190,550
Other receivables, prepayments and deposits	24	61,911	276,461
Finance lease receivables	21	3,747	1,821
Tax recoverable	8(b)	7,028	1,315
Financial assets at fair value through profit or loss	25	24	17
Deposits with banks	26	23,763	11,163
Client trust bank balances	27	2,682,142	1,827,882
Cash and bank balances	27	317,070	216,270
<b>Total current assets</b>		<b>4,814,869</b>	4,181,863
<b>Current liabilities</b>			
Trade and other payables	28	3,329,795	2,470,250
Tax payable	8(b)	48,686	42,382
Lease liabilities	15(b)	45,532	44,041
Borrowings	29	167,325	228,021
<b>Total current liabilities</b>		<b>3,591,338</b>	2,784,694
<b>Net current assets</b>		<b>1,223,531</b>	1,397,169
<b>Total assets less current liabilities</b>		<b>3,149,056</b>	3,223,061

## CONSOLIDATED BALANCE SHEET

As at 31st December 2020

	Note	2020 HK\$'000	2019 HK\$'000
<b>Non-current liabilities</b>			
Deferred tax liabilities	32	91,850	93,915
Lease liabilities	15(b)	220,770	261,782
Borrowings	29	142,103	149,590
Other non-current liabilities		6,705	6,507
<b>Total non-current liabilities</b>		<b>461,428</b>	511,794
<b>Net assets</b>			
		<b>2,687,628</b>	2,711,267
<b>Equity</b>			
Share capital	30	1,162,940	1,162,940
Reserves	31	1,442,957	1,471,436
Capital and reserves attributable to the Company's shareholders		<b>2,605,897</b>	2,634,376
Non-controlling interests		<b>81,731</b>	76,891
<b>Total equity</b>		<b>2,687,628</b>	2,711,267

On behalf of the Board

**LO Yuen Yat**  
Director

**YEUNG Wai Kin**  
Director

The notes on pages 43 to 114 are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31st December 2020

	<i>Note</i>	2020 HK\$'000	2019 HK\$'000
<b>Cash flows from operating activities</b>			
Net cash inflow/(outflow) from operating activities	33	54,501	(203,223)
Hong Kong profits tax paid		(13,122)	–
Overseas taxation paid		(12,758)	(5,815)
Net cash generated from/(used in) operating activities		28,621	(209,038)
<b>Cash flows from investing activities</b>			
Interest received		35,101	44,696
Purchase of property, plant and equipment		(17,197)	(46,385)
Deposits paid for property, plant and equipment		(2,219)	(33)
Proceeds from disposal of investment properties		14,630	2,808
Proceeds from disposal of property, plant and equipment		90	12
Net proceeds from disposal of a joint venture		204,192	–
Acquisition of a subsidiary from non-controlling interests		–	(1,911)
Dividends received from a joint venture		–	6,582
(Increase)/decrease in deposits with banks		(10,537)	47,346
Net cash generated from investing activities		224,060	53,115
<b>Cash flows from financing activities</b>			
Interest paid		(34,045)	(31,608)
Proceeds from borrowings		145,000	268,719
Repayments of borrowings		(215,002)	(157,443)
Capital injection from non-controlling interests		400	–
Payment for lease liabilities		(48,037)	(45,414)
Net cash (used in)/generated from financing activities		(151,684)	34,254
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>100,997</b>	<b>(121,669)</b>
Cash and cash equivalents at 1st January		207,850	332,151
Exchange differences		8,223	(2,632)
<b>Cash and cash equivalents at 31st December</b>	<i>27</i>	<b>317,070</b>	207,850

The notes on pages 43 to 114 are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31st December 2020

	Attributable to shareholders of the Company						Non-controlling interests	Total
	Share capital HK\$'000	Capital reserve HK\$'000	Assets revaluation reserve HK\$'000	Financial assets at fair value through other comprehensive income reserve HK\$'000	Exchange fluctuation reserve HK\$'000	Retained earnings HK\$'000	HK\$'000	HK\$'000
<b>As at 1st January 2020</b>	<b>1,162,940</b>	<b>38,755</b>	<b>12,334</b>	<b>36,727</b>	<b>(13,715)</b>	<b>1,397,335</b>	<b>76,891</b>	<b>2,711,267</b>
Loss for the year	-	-	-	-	-	(90,331)	(493)	(90,824)
Other comprehensive income	-	-	-	(17,810)	79,662	-	4,933	66,785
<b>Total comprehensive loss</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(17,810)</b>	<b>79,662</b>	<b>(90,331)</b>	<b>4,440</b>	<b>(24,039)</b>
Capital injection from non-controlling interests	-	-	-	-	-	-	400	400
Transfer from retained earnings	-	157	-	-	-	(157)	-	-
	-	157	-	-	-	(157)	400	400
<b>At 31st December 2020</b>	<b>1,162,940</b>	<b>38,912</b>	<b>12,334</b>	<b>18,917</b>	<b>65,947</b>	<b>1,306,847</b>	<b>81,731</b>	<b>2,687,628</b>

	Attributable to shareholders of the Company						Non-controlling interests	Total
	Share capital HK\$'000	Capital reserve HK\$'000	Assets revaluation reserve HK\$'000	Financial assets at fair value through other comprehensive income reserve HK\$'000	Exchange fluctuation reserve HK\$'000	Retained earnings HK\$'000	HK\$'000	HK\$'000
<b>At 1st January 2019</b>	<b>1,162,940</b>	<b>38,529</b>	<b>12,334</b>	<b>66,752</b>	<b>20,352</b>	<b>1,388,103</b>	<b>74,390</b>	<b>2,763,400</b>
Profit for the year	-	-	-	-	-	10,618	4,967	15,585
Other comprehensive loss	-	-	-	(30,025)	(34,067)	-	(1,715)	(65,807)
<b>Total comprehensive loss</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(30,025)</b>	<b>(34,067)</b>	<b>10,618</b>	<b>3,252</b>	<b>(50,222)</b>
Transaction with non-controlling interests	-	-	-	-	-	(1,160)	(751)	(1,911)
Transfer from retained earnings	-	226	-	-	-	(226)	-	-
	-	226	-	-	-	(1,386)	(751)	(1,911)
<b>At 31st December 2019</b>	<b>1,162,940</b>	<b>38,755</b>	<b>12,334</b>	<b>36,727</b>	<b>(13,715)</b>	<b>1,397,335</b>	<b>76,891</b>	<b>2,711,267</b>

The notes on pages 43 to 114 are an integral part of these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

First Shanghai Investments Limited (the “Company”) and its subsidiaries (together, the “Group”) are principally engaged in securities investment, corporate finance, stockbroking, property development, property investment, hotel operations, medical and healthcare services, direct investment, investment holding and management.

The Company is a limited liability company incorporated in Hong Kong. The address of its registered office is Room 1903, Wing On House, 71 Des Voeux Road Central, Hong Kong.

The Company is listed on The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in Hong Kong dollars, unless otherwise stated.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) and requirements of the Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under the historical cost convention, except that a leasehold land and building in Hong Kong is stated at revalued amount less subsequent accumulated depreciation and accumulated impairment losses (if any), and as modified by the revaluation of investment properties, financial assets at fair value through other comprehensive income (“FVOCI”) and financial assets at fair value through profit or loss (“FVPL”), which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 3.

### *Changes in accounting policies and disclosures*

#### **(a) New and amended standards adopted by the Group**

The Group has applied the following standards and amendments for the first time for the annual reporting period commencing 1st January 2020:

- Definition of Material – Amendments to HKAS 1 and HKAS 8;
- Definition of a Business – Amendments to HKFRS 3;
- Interest Rate Benchmark Reform – Amendments to HKFRS 9, HKAS 39 and HKFRS 7; and
- Revised Conceptual Framework for Financial Reporting.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current and future periods.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.1 Basis of preparation *(continued)*

##### *Changes in accounting policies and disclosures (continued)*

##### **(b) Early adoption of amended standard**

##### **(i) Adoption of Amendment to HKFRS 16 – Covid-19-Related Rent Concessions**

The Group has early adopted Amendment to HKFRS 16 – Covid-19-Related Rent Concessions retrospectively from 1st January 2020. The amendment provides an optional practical expedient allowing lessees to elect not to assess whether a rent concession related to COVID-19 is a lease modification. Lessees adopting this election may account for qualifying rent concessions in the same way as they would if they were not lease modifications. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

- (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (ii) any reduction in lease payments affects only payments due on or before 30th June 2021; and
- (iii) there is no substantive change to other terms and conditions of the lease.

The Group has applied the practical expedient to all qualifying COVID-19-related rent concessions and the impact is relatively insignificant to the Group's results for the year. There is also no impact on the opening balance of the Group's equity at 1st January 2020.

##### **(c) New standards and amendments to existing standards that are not yet effective and have not been adopted the Group**

Certain new standards and amendments to existing standards have been issued but are not effective for the financial year beginning 1st January 2020 and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

#### 2.2 Subsidiaries

##### **2.2.1 Consolidation**

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.2 Subsidiaries *(continued)*

##### 2.2.1 Consolidation *(continued)*

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

##### **(a) Business combinations**

The Group applies the acquisition method to account for business combinations. The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. Acquisition-related costs are expensed as incurred.

The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in the consolidated income statement as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the Group's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent lenders under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.2 Subsidiaries *(continued)*

##### 2.2.1 Consolidation *(continued)*

###### **(a) Business combinations *(continued)***

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet, the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.9). Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

###### **(b) Changes in ownership interests in subsidiaries without change of control**

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Group.

###### **(c) Disposal of subsidiaries**

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associated company, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable HKFRSs.

#### 2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of directors (the "Board") of the Company that makes strategic decisions.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.4 Foreign currency translation

##### **(a) Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the Company's functional and the Group's presentation currency.

##### **(b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in the consolidated income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as FVOCI, are included in other comprehensive income.

##### **(c) Group companies**

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.4 Foreign currency translation *(continued)*

##### *(d) Disposal of foreign operation and partial disposal*

On the disposal of a foreign operation (that is, 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), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

#### 2.5 Intangible assets

##### *(a) Goodwill*

Goodwill is measured as described in Note 2.2.1(a). Goodwill on acquisition of subsidiaries is included in "intangible assets". Separately recognised goodwill is not amortised but it is tested at least annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

##### *(b) Trading rights*

The trading rights at the Hong Kong Futures Exchange Limited ("trading rights") are recognised as intangible assets in the consolidated balance sheet. They have indefinite useful lives and are tested at least annually for impairment and carried at cost less accumulated impairment losses.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.6 Property, plant and equipment

##### *(a) Land and buildings in Hong Kong*

The Group carries its leasehold land classified as finance lease at cost. Buildings in Hong Kong are carried at cost or at revalued amounts and revaluation surpluses or deficits were dealt with in the assets revaluation reserve. Effective from annual period ended after 30th September 1995, no further revaluations have been carried out. The Group places reliance on paragraph 80AA of HKAS 16, "Property, plant and equipment", issued by the HKICPA which provides exemption from the need to make regular revaluations for such assets.

##### *(b) Construction-in-progress*

Construction-in-progress comprises other property, plant and equipment under installation, and is stated at cost which includes development and construction expenditure incurred and other direct costs attributable to the development less any impairment losses. No depreciation is provided on construction-in-progress until such time as the relevant assets are completed and put into use.

##### *(c) Other property, plant and equipment*

Other property, plant and equipment comprises mainly freehold land, buildings outside Hong Kong, furniture, fixtures and equipment, medical and laboratory equipment, and vehicles, trucks and machinery are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance costs are charged in the consolidated income statement during the financial year in which they are incurred.

##### *(d) Depreciation and amortisation*

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Freehold land is not depreciated. Amortisation on leasehold land classified as finance lease and depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost or revalued amounts to their residual values over their estimated useful lives, as follows:

Leasehold land classified as finance lease	Over the term of the leases
Buildings	Over the shorter of the term of the leases or 40 years
Furniture, fixtures and equipment	3 to 9 years
Plant and machinery	8 to 10 years
Motor vehicles	4 to 5 years
Trucks	8 years

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.6 Property, plant and equipment *(continued)*

##### **(d) Depreciation and amortisation *(continued)***

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

##### **(e) Gains and losses on disposals**

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised within "other (losses)/gains – net" in the consolidated income statement. When revalued assets are sold, the amounts included in assets revaluation reserve are transferred to retained earnings.

#### 2.7 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Group, is classified as investment property. It also includes property that is being constructed or developed for future use as investment property.

Investment property comprises land held under operating leases and buildings held under finance leases.

Land held under operating leases are classified and accounted for as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it was a finance lease.

Investment property is measured initially at its cost, including related transaction costs and borrowing costs. Borrowing costs incurred for the purpose of acquiring, constructing or producing a qualifying investment property are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway and cease once the asset is substantially complete, or suspended if the development of the asset is suspended.

After initial recognition, investment property is carried at fair value, representing open market value determined annually by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. These valuations are performed in accordance with the RICS Valuation – Global Standards 2020, incorporating the International Valuation Standards 2020, issued by the Royal Institution of Chartered Surveyors and HKIS Valuation Standards 2020 published by the Hong Kong Institute of Surveyors.

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognised as a liability, including finance lease liabilities in respect of leasehold land classified as investment property; others, including contingent rent payments, are not recognised in the consolidated financial statements.

The fair value of investment property does not reflect future capital expenditure that will improve or enhance the property and does not reflect the related future benefits from this future expenditure other than those a rational market participant would take into account when determining the value of the property.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.7 Investment properties *(continued)*

Changes in fair values are recognised in the consolidated income statement as part of “other (losses)/gains – net”.

If an item of completed properties held for sale becomes an investment property as a result of change in its use, any difference between the carrying amount and the fair value of this property at the date of transfer is recognised in the consolidated income statement as part of “other (losses)/gains – net”.

#### 2.8 Leasehold land and land use rights

The up-front prepayments made for leasehold land and land use rights are amortised in the consolidated income statement on a straight-line basis over the periods of the lease, or when there is impairment, the impairment is recognised in the consolidated income statement. They are included in non-current assets.

#### 2.9 Impairment of investments in subsidiaries and non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested at least annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (“CGUs”). Assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiaries in the period the dividend is declared or if the carrying amount of the relevant investment in the Company’s balance sheet exceeds its carrying amount in the consolidated financial statements of the investee’s net assets including goodwill.

#### 2.10 Financial assets

##### (a) Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, amortised cost, and at fair value through other comprehensive income (“OCI”). The classification depends on the Group’s business model for managing the financial assets and the contractual terms of the cash flows. Management determines the classification of its financial assets at initial recognition.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.10 Financial assets *(continued)*

##### **(b) Recognition and measurement**

Regular way of purchases and sales of financial assets are recognised on trade-date – the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. FVPL are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other (losses)/gains together with foreign exchange gains and losses.

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss when the Group's right to receive payments is established.

Changes in fair value of FVPL, including net gains/(losses) on disposal, and dividend income from FVPL when the Group's right to receive payments is established are recognised in the consolidated income statement as investment income of the Group's financial services business.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

#### 2.11 Properties under development and held for sale

Properties under development and held for sale are stated at the lower of cost and net realisable value. Development cost of properties comprises cost of land use rights, construction costs, borrowing costs capitalised and professional fees incurred during the construction period. Upon completion, the properties are transferred to properties held for sale.

Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and the anticipated costs to completion.

Properties under development and held for sale are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond normal operating cycle.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis method. The cost of finished goods and work in progress comprises raw materials, direct labour, shipping costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

#### 2.13 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### 2.14 Client trust bank balances

The Group has classified in the consolidated balance sheet the clients' deposits as client trust bank balances in the current assets section and recognised a corresponding trade payables to the respective clients under the current liabilities section.

#### 2.15 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks with original maturities of three months or less, and bank overdrafts. In the consolidated balance sheet, bank overdrafts are shown within borrowings in current liabilities.

#### 2.16 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### 2.17 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables also include clients' deposits received as detailed in Note 2.14 above. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.18 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

#### 2.19 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income and directly in equity, respectively.

##### (a) *Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### (b) *Deferred income tax*

###### ***Inside basis differences***

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

###### ***Outside basis differences***

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.19 Current and deferred taxation *(continued)*

##### **(b) Deferred income tax *(continued)***

###### **Outside basis differences *(continued)***

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

##### **(c) Offsetting**

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### 2.20 Employee benefits

##### **(a) Pension obligations**

The Group's contributions to the defined contribution retirement schemes are expensed as incurred and are reduced by contributions forfeited for those employees who leave the scheme prior to vesting fully in the contributions. The assets of the schemes are held separately from those of the Group in independently administered funds.

As stipulated by rules and regulations in the People's Republic of China ("PRC"), the Group contributes to state-sponsored retirement plans for its employees in the PRC. The Group contributes to the retirement plans certain percentage of the basic salaries of its employees, and has no further obligations for the actual payment of post-retirement benefits.

##### **(b) Employee leave entitlements**

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### **(c) Discretionary bonus**

Discretionary bonus is accrued in the year in which the associated services are rendered by employees of the Group.

Liabilities for discretionary bonus are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.20 Employee benefits *(continued)*

##### *(d) Employee share-based compensation*

The Group operates an equity-settled, employee share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted, (1) including any market performance conditions (for example, an entity's share price); (2) excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and (3) including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specified period of time). The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision of original estimates, if any, in the consolidated income statement with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received, net of any directly attributable transaction costs, are credited to share capital.

#### 2.21 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.22 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, they will then be recognised as a provision.

#### 2.23 Revenue recognition

- (a) Revenue on financial services business from brokerage commission income is recognised on a trade date basis when the relevant transactions are executed. Handling fee, research fee and facilitating income arising from brokerage business are recognised when the related services are rendered. Underwriting fee income is recognised when the Group has fulfilled its obligations under the underwriting contract. Asset management fee, advisory fee income is recognised progressively over time once the performance obligation is fulfilled or at a point in time when the service is completed, according to the nature and the terms of the contracts.
- (b) Revenue on financial services business from securities investments include realised fair value gains or losses on listed and unlisted investments trading, on a trade date basis, and unrealised fair value gains or losses on changes in fair value at the end of the reporting period.
- (c) Revenue from sales of properties is recognised when the control of the asset is transferred to the customers. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.
- (d) Revenue from hotel accommodation, medical services and other ancillary services are recognised on a basis that reflects the timing, nature and value when the relevant services are transferred to the customer.
- (e) Revenue from food and beverage sales and retail sale of goods are recognised when goods are delivered which is taken to be the point in time when the customer takes possession of and accepts the goods. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.
- (f) Rental income from operating leases is recognised over the period covered by the lease term on a straight-line basis.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.23 Revenue recognition *(continued)*

- (g) Dividend income from investments is recognised when the rights to receive payment is established.
- (h) Interest income is recognised as it accrues using the effective interest method.

#### 2.24 Finance costs

Finance costs incurred for the construction of any qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other finance costs are expensed as incurred.

#### 2.25 Leases

##### *(a) The Group as lessee*

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases for real estate for which the Group is lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Asset and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payment that are based on an index or a rate, initially measured using the index or rate as at 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 that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- Where possible, uses recent third-party financing received by the individual lessee as starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- Uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for lease held by the Group, which does not have recent third party financing; and
- Makes adjustments specific to the lease, e.g. term, country, currency and security.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### 2.25 Leases *(continued)*

##### **(a) The Group as lessee *(continued)***

The Group may expose to potential future increase in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

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

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use assets is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

##### **(b) The Group as lessor**

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

When the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

#### 2.26 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's directors or shareholders, as appropriate.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### (a) Impairment of non-financial assets

The Group tests at least annually whether intangible assets have suffered any impairment. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or fair value less costs to sell. These calculations require the use of judgements and estimates. Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant change in the projected performance and resulting future cash flow projections, such difference will impact the carrying value of the relevant asset and amount of impairment charge for the year in which such estimate has been changed.

#### (b) Impairment of financial assets

The Group determined the loss allowance of the loans and advances, and trade and other receivables based on the expected credit loss of these receivables. The Group applies significant judgement in the determination of the impairment model and the use of parameters. The Group also uses significant judgement in its assessment on whether there is any significant increase in credit risk of these receivables. The Group makes assumptions on the economic indicators for forward looking information and the application of economic scenarios and probability weightings.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

#### (c) Provision for impairment of properties under development and held for sale

The Group assesses the carrying amounts of properties under development and properties held for sale according to their net realisable value based on the realisability of these properties, taking into account estimated costs to completion based on past experience (properties under development only) and estimated net sales value based on prevailing market conditions and other circumstances relevant to the specific assets.

Provision is made when events or changes in circumstances which indicate that the carrying amounts may not be realised. The assessment requires the use of judgement and estimates.

#### (d) Estimated fair value of investment properties

The fair value of investment properties is determined by using valuation technique. Details of the judgement and assumptions have been disclosed in Note 16.

#### (e) Fair value of financial instruments

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of each reporting period.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

#### (f) Income taxes

The Group is subject to income taxes in various jurisdictions, mainly in Hong Kong and the PRC. Significant judgement is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

Deferred income tax assets relating to certain deductible temporary differences and tax losses are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised.

When the expectations are different from the original estimates, such differences will impact the recognition of deferred income tax assets and income tax charges in the period in which such estimates have been changed.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

#### (g) Determination of lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For the lease of land and buildings, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have significant remaining value, the Group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased assets.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee. During the current financial year, no such significant event or change in circumstances occurred resulting in a reassessment of exercising option for extension or termination of lease terms.

### 4. SEGMENT INFORMATION

The chief operating decision-maker has been identified as the Board. Management determines the operating segments based on the Group's internal reports, which are then submitted to the Board for performance assessment and resources allocation.

The Board identifies the following reportable operating segments by business perspective:

- Financial services
- Property development
- Property investment and hotel
- Medical and healthcare
- Direct investment

The Board assesses the performance of the operating segments based on a measure of segment results and share of results of a joint venture.

Segment assets consist primarily of intangible assets, property, plant and equipment, right-of-use assets, investment properties, leasehold land and land use rights, inventories, financial assets and operating cash.

The Group operates primarily in Hong Kong and the PRC. In presenting information of geographical segments, segment revenue is based on the geographical destination of delivery of goods and services.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 4. SEGMENT INFORMATION *(continued)*

#### (a) Operating segments

	Financial services 2020 HK\$'000	Property development 2020 HK\$'000	Property investment and hotel 2020 HK\$'000	Medical and healthcare 2020 HK\$'000	Direct investment 2020 HK\$'000	2020 HK\$'000
<b>Income statement</b>						
Interest revenue calculated using effective interest method	79,839	-	-	-	-	79,839
Timing of recognition:						
– At a point in time	148,173	69,205	32,815	29,051	-	279,244
– Over time	23,814	-	70,537	-	4,554	98,905
Revenue	251,826	69,205	103,352	29,051	4,554	457,988
Segment results	93,120	12,446	(30,491)	(109,873)	(1,945)	(36,743)
Unallocated net operating expenses						(39,578)
Operating loss						(76,321)
Finance costs – net						(939)
Loss before taxation						(77,260)
<b>Balance sheet</b>						
Segment assets	4,223,783	665,875	1,366,855	318,669	86,387	6,661,569
Tax recoverable						7,028
Deferred tax assets						52,568
Corporate assets						19,229
Total assets						6,740,394
<b>Other information</b>						
Depreciation and amortisation	9,031	618	30,927	52,748	722	94,046
Impairment of property, plant and equipment	-	-	15,828	25,991	-	41,819

Note: There were no sales among the operating segments.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 4. SEGMENT INFORMATION (continued)

#### (a) Operating segments (continued)

	Financial services 2019 HK\$'000	Property development 2019 HK\$'000	Property investment and hotel 2019 HK\$'000	Medical and healthcare 2019 HK\$'000	Direct investment 2019 HK\$'000	2019 HK\$'000
<b>Income statement</b>						
Interest revenue calculated using effective interest method	75,489	-	-	-	-	75,489
Timing of recognition:						
– At a point in time	144,165	104,165	46,723	34,942	-	329,995
– Over time	31,144	-	92,294	-	4,607	128,045
Revenue	250,798	104,165	139,017	34,942	4,607	533,529
Segment results	90,150	29,793	51,682	(88,257)	(3,366)	80,002
Unallocated net operating expenses						(45,379)
Operating profit						34,623
Finance income – net						10,849
Share of results of a joint venture	-	-	5,553	-	-	5,553
Loss on disposal of a joint venture	-	-	(2,137)	-	-	(2,137)
Profit before taxation						48,888
<b>Balance sheet</b>						
Segment assets	3,292,475	640,862	1,290,225	392,656	95,429	5,711,647
Tax recoverable						1,315
Deferred tax assets						50,949
Corporate assets						243,844
Total assets						6,007,755
<b>Other information</b>						
Depreciation and amortisation	8,520	629	23,302	54,507	1,065	88,023

Note: There were no sales among the operating segments.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 4. SEGMENT INFORMATION *(continued)*

#### (b) Geographical segments

	Hong Kong 2020 HK\$'000	PRC and others 2020 HK\$'000	2020 HK\$'000
Revenue	<b>277,706</b>	<b>180,282</b>	<b>457,988</b>
Non-current assets *	<b>394,277</b>	<b>1,399,357</b>	<b>1,793,634</b>

  

	Hong Kong 2019 HK\$'000	PRC and others 2019 HK\$'000	2019 HK\$'000
Revenue	286,189	247,340	533,529
Non-current assets *	468,456	1,209,354	1,677,810

\* Non-current assets exclude FVOCI and deferred tax assets.

### 5. OTHER (LOSSES)/GAINS – NET

	2020 HK\$'000	2019 HK\$'000
Gain on disposal of investment properties	<b>322</b>	376
Net loss on disposal of property, plant and equipment	<b>(31)</b>	(981)
Net gain on disposal of right-of-use assets	<b>2,505</b>	1,685
Impairment of property, plant and equipment	<b>(41,819)</b>	–
Impairment of right-of-use assets	<b>(656)</b>	(3,397)
Fair value gains on investment properties	<b>4,233</b>	63,172
Net foreign exchange gain/(loss)	<b>11,781</b>	(3,450)
Others	<b>520</b>	2,572
	<b>(23,145)</b>	59,977

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 6. OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging and crediting the following:

	2020 HK\$'000	2019 HK\$'000
Depreciation	<b>94,648</b>	87,568
Amortisation of leasehold land and land use rights ( <i>Note 17</i> )	<b>1,552</b>	1,565
Cost of properties sold	<b>39,622</b>	58,875
Provision for obsolete stock	<b>289</b>	472
Net losses on/(reversal of) impairment of financial assets	<b>933</b>	(357)
Stockbroking commission and related expenses	<b>39,213</b>	23,511
Staff costs ( <i>Note 11</i> )	<b>222,059</b>	249,645
Auditors' remuneration		
Audit and audit related work		
– the Company's auditor	<b>2,838</b>	2,900
– other auditors	<b>1,132</b>	899
Non-audit services – the Company's auditor	<b>323</b>	394

### 7. FINANCE (COSTS)/INCOME – NET

	2020 HK\$'000	2019 HK\$'000
Finance income		
– Interest income	<b>32,537</b>	42,202
– Interest income from lease assets	<b>767</b>	259
<b>Total finance income</b>	<b>33,304</b>	42,461
Finance costs		
– Interest on loans and overdrafts	<b>(23,719)</b>	(20,065)
– Interest expense on lease liabilities	<b>(10,524)</b>	(11,735)
– Less: amounts capitalised as qualifying assets	<b>–</b>	188
<b>Total finance costs</b>	<b>(34,243)</b>	(31,612)
<b>Finance (costs)/income – net</b>	<b>(939)</b>	10,849

For the year ended 31st December 2019, finance costs were capitalised at the weighted average rate of 7% per annum.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 8. TAXATION

(a) The amount of taxation charged to the consolidated income statement represents:

	2020 HK\$'000	2019 HK\$'000
Hong Kong profits tax		
Current	5,613	12,322
Over-provision in previous years	(434)	(836)
Overseas taxation		
Current	2,404	10,147
Under-provision in previous years	1,405	515
Land appreciation tax	14,461	6,993
Deferred taxation (Note 32)	(9,885)	4,162
<b>Taxation charge</b>	<b>13,564</b>	<b>33,303</b>

The taxation on the (loss)/profit before taxation differs from the theoretical amount that would arise using the Hong Kong profits tax rate as follows:

	2020 HK\$'000	2019 HK\$'000
(Loss)/profit before taxation (net of share of results of a joint venture)	(77,260)	43,335
Tax calculated at a taxation rate of 16.5% (2019: 16.5%)	(12,747)	7,150
Effect of different taxation rates in other countries	(8,446)	195
Income not subject to taxation	(9,530)	(5,661)
Expenses not deductible for taxation purposes	8,001	4,024
Under/(over)-provision in previous years, net	971	(321)
Unrecognised deferred tax assets	26,582	21,316
Effect of change in tax rate	(2,486)	–
Corporate withholding tax	52	1,352
Tax impact of land appreciation tax	(3,615)	(1,748)
Others	321	3
	(897)	26,310
Land appreciation tax	14,461	6,993
<b>Taxation charge</b>	<b>13,564</b>	<b>33,303</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 8. TAXATION (continued)

#### (b) The amount of taxation in the consolidated balance sheet represents:

	2020 HK\$'000	2019 HK\$'000
Recoverable		
Hong Kong	–	201
Overseas	<b>7,028</b>	1,114
	<b>7,028</b>	1,315
Payable		
Hong Kong	<b>1,833</b>	9,977
Overseas	<b>46,853</b>	32,405
	<b>48,686</b>	42,382

### 9. (LOSSES)/EARNINGS PER SHARE

The calculation of basic and diluted (losses)/earnings per share is based on the Group's loss attributable to shareholders of HK\$90,331,000 (2019: Group's profit attributable to shareholders of HK\$10,618,000). The basic (losses)/earnings per share is based on the weighted average number of 1,418,973,012 (2019: 1,418,973,012) shares in issue during the year.

Diluted (losses)/earnings per share is the same as the basic (losses)/earnings per share as there were no dilutive potential ordinary shares in issue during the year.

### 10. DIVIDENDS

The Board does not recommend the payment of a final dividend (2019: Nil) for the year ended 31st December 2020.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 11. STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

	2020	2019
	HK\$'000	HK\$'000
Wages, salaries and allowance	<b>206,393</b>	223,933
Retirement benefit costs (Note 13)	<b>8,222</b>	12,117
Other employee benefits	<b>7,444</b>	13,595
	<b>222,059</b>	249,645

### 12. DIRECTORS' BENEFITS AND INTERESTS AND SENIOR MANAGEMENT'S EMOLUMENTS

#### (a) Directors' emoluments

The remuneration of each of the directors disclosed pursuant to section 383 of the Hong Kong Companies Ordinance (Cap. 622) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) are set out below:

#### (i) For the year ended 31st December 2020

Name of director	Fees	Salary	Discretionary	Retirement	Total
	HK\$'000	HK\$'000	bonuses	benefit costs	HK\$'000
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Executive directors:</b>					
Mr. LO Yuen Yat	–	3,976	300	332	4,608
Mr. XIN Shulin	–	2,621	300	224	3,145
Mr. YEUNG Wai Kin	–	3,416	2,000	290	5,706
<b>Non-executive director:</b>					
Mr. KWOK Lam Kwong, Larry, S.B.S., J.P.	294	–	–	–	294
<b>Independent non-executive directors:</b>					
Prof. WOO Chia-Wei	294	–	–	–	294
Mr. LIU Ji	294	–	–	–	294
Mr. YU Qihao	294	–	–	–	294
Mr. ZHOU Xiaohe	294	–	–	–	294

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 12. DIRECTORS' BENEFITS AND INTERESTS AND SENIOR MANAGEMENT'S EMOLUMENTS *(continued)*

#### (a) Directors' emoluments *(continued)*

##### (ii) For the year ended 31st December 2019

Name of director	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Retirement benefit costs HK\$'000	Total HK\$'000
<b>Executive directors:</b>					
Mr. LO Yuen Yat	–	3,927	1,000	326	5,253
Mr. XIN Shulin	–	2,569	1,000	219	3,788
Mr. YEUNG Wai Kin	–	3,356	2,000	284	5,640
<b>Non-executive director:</b>					
Mr. KWOK Lam Kwong, Larry, <i>S.B.S., J.P.</i>	294	–	–	–	294
<b>Independent non- executive directors:</b>					
Prof. WOO Chia-Wei	294	–	–	–	294
Mr. LIU Ji	294	–	–	–	294
Mr. YU Qihao	294	–	–	–	294
Mr. ZHOU Xiaohu	294	–	–	–	294

Details of share options granted, exercised and lapsed during the year are disclosed in the Report of the Directors.

No directors have waived emoluments in respect of the years ended 31st December 2020 and 2019.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 12. DIRECTORS' BENEFITS AND INTERESTS AND SENIOR MANAGEMENT'S EMOLUMENTS *(continued)*

#### (b) Other directors' benefits and interests

During the years ended 31st December 2020 and 2019, there were:

- (i) no other retirement benefits paid to the directors;
- (ii) no termination on the appointment of directors and thus no payments was made as compensation for the early termination of appointment;
- (iii) no consideration was provided to third parties for making available directors' services;
- (iv) no loans, quasi-loans and other dealings were entered into by the Company or any of its subsidiaries in favour of the directors, their controlled bodies corporate and their connected entities; and
- (v) save as disclosed in Note 36, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

#### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2019: two) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2019: three) individuals during the year are as follows:

	2020 HK\$'000	2019 HK\$'000
Basic salaries, allowances and benefits-in-kind	<b>8,750</b>	8,416
Discretionary bonuses	<b>16,000</b>	18,956
Retirement benefit costs	<b>311</b>	299
	<b>25,061</b>	27,671

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 12. DIRECTORS' BENEFITS AND INTERESTS AND SENIOR MANAGEMENT'S EMOLUMENTS *(continued)*

#### (c) Five highest paid individuals *(continued)*

The emoluments fell within the following bands:

Emolument bands HK\$	Number of individuals	
	2020	2019
3,000,001 -3,500,000	1	–
5,000,001 – 5,500,000	–	1
5,500,001 – 6,000,000	–	1
6,000,001 – 6,500,000	1	–
15,500,001 – 16,000,000	1	–
16,500,001 – 17,000,000	–	1
	<b>3</b>	<b>3</b>

### 13. RETIREMENT BENEFIT COSTS – DEFINED CONTRIBUTION PLANS

The Group participates in defined contribution retirement schemes which are available to Hong Kong employees. The rates of contributions are 5% of basic salary from the employees and 5% to 10% from the employer depending on the length of service of the individuals. The assets of the schemes are held separately from those of the Group in independently administered funds. The Group's contributions to the schemes are expensed as incurred and may be reduced by contributions forfeited by those employees who leave the schemes prior to vesting fully in the contributions.

No contribution (2019: HK\$Nil) of defined contribution retirement schemes in Hong Kong was forfeited during the year. There were no outstanding balance as at the balance sheet dates of 2020 and 2019 available to reduce the contributions payable in the future years.

Contributions totaling HK\$385,000 (2019: HK\$396,000) were payable to the retirement schemes at the year end and are included in trade and other payables.

The Group also contributes to retirement plans for its employees in the PRC and overseas. The rates of contributions are approximately ranging from 17% to 28% of basic salary from the Group for its employees in the PRC and approximately ranging from 12% to 17% of basic salary from the Group for its overseas employees.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 14. INTANGIBLE ASSETS

	Goodwill HK\$'000	Trading rights HK\$'000	Total HK\$'000
<b>Cost</b>			
At 1st January 2020	14,590	400	14,990
Exchange difference	873	–	873
At 31st December 2020	15,463	400	15,863
<b>Accumulated impairment loss</b>			
At 1st January 2020	9,864	–	9,864
Exchange difference	873	–	873
At 31st December 2020	10,737	–	10,737
<b>Net book value</b>			
At 31st December 2020	4,726	400	5,126
	Goodwill HK\$'000	Trading rights HK\$'000	Total HK\$'000
<b>Cost</b>			
At 1st January 2019	14,838	400	15,238
Exchange difference	(248)	–	(248)
At 31st December 2019	14,590	400	14,990
<b>Accumulated impairment loss</b>			
At 1st January 2019	10,112	–	10,112
Exchange difference	(248)	–	(248)
At 31st December 2019	9,864	–	9,864
<b>Net book value</b>			
At 31st December 2019	4,726	400	5,126

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 14. INTANGIBLE ASSETS (continued)

#### Impairment test for goodwill

Goodwill acquired through business combination has been allocated to the property development and financial services segments to the extent of HK\$1,726,000 and HK\$3,000,000 respectively for impairment testing.

The recoverable amount of the lowest level of CGU has been determined based on value-in-use calculation using cash flow projections based on financial budgets approved by management covering a period of five years. There are a number of assumptions and estimates involved in the preparation of cash flow projections for the period covered by the approved budget. Key assumptions include the expected growth in revenues and gross margin, timing of future capital expenditures and selection of discount rates. Management determines budgeted gross margin based on past performance and its expectations for the market development. The discount rate used in respect of the financial services segment of 11.0% is pre-tax and reflect specific risks relating to the segment.

### 15 (a) PROPERTY, PLANT AND EQUIPMENT

	Land and buildings HK\$'000	Furniture, fixtures and equipment HK\$'000	Vehicles, trucks and machinery HK\$'000	Construction- in-progress HK\$'000	Total HK\$'000
<b>Cost or valuation</b>					
At 1st January 2020	626,073	324,226	29,119	338	979,756
Additions	2,465	14,446	2,851	-	19,762
Disposals	(45)	(1,010)	(614)	-	(1,669)
Exchange differences	46,980	10,806	1,788	21	59,595
At 31st December 2020	675,473	348,468	33,144	359	1,057,444
<b>Accumulated depreciation and impairment loss</b>					
At 1st January 2020	103,888	179,988	16,528	338	300,742
Depreciation for the year	19,702	26,132	2,040	-	47,874
Impairment loss	15,089	26,730	-	-	41,819
Disposals	(45)	(925)	(578)	-	(1,548)
Exchange differences	7,327	8,463	1,105	21	16,916
At 31st December 2020	145,961	240,388	19,095	359	405,803
<b>Net book value</b>					
At 31st December 2020	529,512	108,080	14,049	-	651,641

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 15 (a) PROPERTY, PLANT AND EQUIPMENT *(continued)*

	Land and buildings HK\$'000	Furniture, fixtures and equipment HK\$'000	Vehicles, trucks and machinery HK\$'000	Construction-in- progress HK\$'000	Total HK\$'000
<b>Cost or valuation</b>					
At 1st January 2019	395,597	290,925	22,636	241,999	951,157
Additions	15,313	23,865	7,158	3,446	49,782
Transfer from construction-in- progress	223,088	15,863	–	(238,951)	–
Disposals	–	(3,470)	(286)	–	(3,756)
Exchange differences	(7,925)	(2,957)	(389)	(6,156)	(17,427)
At 31st December 2019	626,073	324,226	29,119	338	979,756
<b>Accumulated depreciation and impairment loss</b>					
At 1st January 2019	91,064	161,322	15,245	344	267,975
Depreciation for the year	14,636	23,951	1,856	–	40,443
Disposals	–	(2,506)	(257)	–	(2,763)
Exchange differences	(1,812)	(2,779)	(316)	(6)	(4,913)
At 31st December 2019	103,888	179,988	16,528	338	300,742
<b>Net book value</b>					
At 31st December 2019	522,185	144,238	12,591	–	679,014

A freehold land with carrying amount of HK\$111,405,000 (2019: HK\$106,780,000) was included under "Land and buildings" category.

A land and building with carrying amount of HK\$44,082,000 (2019: HK\$44,689,000) is stated at professional valuation in 1994 less accumulated depreciation. If this land and building has been stated on the historical cost basis, its net book amount would be HK\$18,811,000 (2019: HK\$20,078,000).

#### Impairment assessment

As a result of the continuous adverse impact of COVID-19, the Group's medical and healthcare ("MH") segment and property investment and hotel ("PIH") segment were adversely affected. Management carried out an impairment review on the non-financial assets within the Group's MH segment and PIH segment, which mainly including property, plant and equipment, and right-of-use assets as at 31st December 2020.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 15 (a) PROPERTY, PLANT AND EQUIPMENT *(continued)*

#### Impairment assessment *(continued)*

Based on the results of the impairment assessment, the recoverable amounts of certain CGUs within the MH segment, mainly including certain property, plant and equipment and right-of-use assets, were determined to be approximately HK\$244 million. As the carrying amounts of certain assets exceeded their recoverable amounts, impairment losses on property, plant and equipment and right-of-use assets of HK\$26.0 million (2019: Nil) and HK\$0.7 million (2019: HK\$3.4 million) have been recognised in the consolidated income statement for the year ended 31st December 2020.

In addition, the recoverable amounts of certain CGUs within the PIH segment, mainly including property, plant and equipment, were determined to be approximately HK\$393 million, and an impairment loss on property, plant and equipment of HK\$15.8 million (2019: Nil) has been recognised in the consolidated income statement for the year ended 31st December 2020.

The recoverable amounts have been determined based on the value-in-use calculations. The discount rates used in measuring value-in-use within the MH segment and PIH segment were 16.1% (except for certain right-of-use assets which are designated for sub-leasing and the discount rate used was 3.6% (2019: 3.6%)), and 10.4% respectively, which are pre-tax and reflect the specific risks relating to the relevant businesses.

### 15. (b) LEASES

#### (i) Amounts recognised in the consolidated balance sheet

The consolidated balance sheet shows the following amounts relating to leases:

	2020 HK\$'000	2019 HK\$'000
<b>Right-of-use assets</b>		
Land and buildings	206,869	256,010
Vehicles, trucks and machinery	6,729	5,925
	<b>213,598</b>	261,935
<b>Lease liabilities</b>		
Current	45,532	44,041
Non-current	220,770	261,782
	<b>266,302</b>	305,823

Additions to the right-of-use assets during the 2020 financial year were HK\$13,715,000 (2019: HK\$8,414,000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 15. (b) LEASES *(continued)*

#### (ii) Amounts recognised in the consolidated income statement

The consolidated income statement shows the following amounts related to leases:

	2020 HK\$'000	2019 HK\$'000
<b>Depreciation charge of right-of-use assets</b>		
Land and buildings	<b>44,062</b>	44,923
Vehicles, trucks and machinery	<b>2,712</b>	2,202
	<b>46,774</b>	47,125
Expense relating to short-term leases (included in administrative expenses)	–	393

The total cash outflow for leases in 2020 was HK\$58,559,000 (2019: HK\$57,150,000).

Rental received from sub-leasing right-of-use assets was HK\$4,543,000 (2019: HK\$764,000).

Impairment loss on right-of-use assets for the year ended 31st December 2020 amounted to HK\$0.7 million (2019: HK\$3.4 million) (also see Note 15(a)).

The Group leases various premises, offices, equipment and vehicles. Rental contracts are typically made for fixed periods, but may have extension options in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 16. INVESTMENT PROPERTIES

	2020 HK\$'000	2019 HK\$'000
Valuation at 1st January	661,532	598,135
Transfer from properties held for sale	19,612	14,509
Disposals	(14,308)	(2,432)
Fair value gains	4,233	63,172
Exchange differences	32,133	(11,852)
Valuation at 31st December	703,202	661,532
Rental income recognised in consolidated income statement for investment properties	20,063	19,126
Operating expenses recognised in consolidated income statement for rental income	1,766	1,868

The recurring fair value measurements for investment properties are included in level 3 of the fair value hierarchy. The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfer between level 1, 2 and 3 during the year.

#### Fair value measurements using significant unobservable inputs (Level 3)

	2020 HK\$'000	2019 HK\$'000
Total gains for the year included in the consolidated income statement for assets held at the end of the year, under "Other (losses)/gains – net"	4,233	63,172
Change in unrealised gains for the year included in the consolidated income statement for assets held at the end of the year	4,233	63,172

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 16. INVESTMENT PROPERTIES *(continued)*

#### Valuation processes

The Group's investment properties were revalued at 31st December 2020 and 2019 by independent, professionally qualified valuers who have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

The Group's finance department includes a team that review the valuations performed by the independent valuers for financial reporting purposes. This team reports directly to the top management. Discussions of valuation processes and results are held between the valuation team and valuers at least once a year, in line with the Group's annual reporting dates.

At each financial year end, the finance department:

- verifies all major inputs of the independent valuation report;
- assesses property valuations movements when compared to the prior year valuation report; and
- holds discussion with the independent valuers.

Changes in level 2 and 3 fair values are analysed at each reporting date during the annual valuation discussion between the top management and the valuation team. As part of this discussion, the team presents a report that explains the reasons for the fair value movement.

#### Valuation techniques

Certain properties valuation was determined using the direct comparison approach. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as conditions, location, building age and etc. The most significant input into this valuation approach is price per square meter.

The other properties valuation was determined using income capitalisation approach. In the valuation, the market rentals of all lettable units of the properties are assessed by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighbourhood. The capitalisation rate adopted is made by reference to the yield rates observed by the valuers for the similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties. The most significant unobservable inputs into this valuation approach are monthly market rent and the capitalisation rate.

There were no changes to the valuation techniques during the year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 16. INVESTMENT PROPERTIES *(continued)*

#### Information about fair value measurements using significant unobservable inputs (Level 3) as at 31st December 2020 and 2019

Valuation technique(s)	Unobservable inputs	Relationship	Range
<b>(a) PRC properties in the first tier cities</b>			
Direct comparison approach	Sales price	Higher fair value with higher sales price	HK\$21,000 – HK\$107,000 (2019: HK\$18,000 – HK\$100,000) per square meter
<b>(b) PRC properties in other cities</b>			
Direct comparison approach	Sales price	Higher fair value with higher sales price	HK\$13,000 – HK\$14,000 (2019: HK\$10,000 – HK\$14,000) per square meter
Income capitalisation approach	Monthly market rent	Higher fair value with higher monthly market rent	HK\$50 – HK\$115 (2019: HK\$41 – HK\$104) per square meter
	Capitalisation rate	Lower fair value with higher capitalisation rate	3% – 8% (2019: 3% – 8%)
<b>(c) HK properties</b>			
Direct comparison approach	Sales price	Higher fair value with higher sales price	HK\$315,000 – HK\$375,000 (2019: HK\$280,000 – HK\$398,000) per square meter

There are inter-relationships between unobservable inputs. An increase in future rental income may be linked with higher costs.

### 17. LEASEHOLD LAND AND LAND USE RIGHTS

The Group's interests in leasehold land and land use rights represent prepaid lease payments and the movements in the net book value thereof are analysed as follows:

	2020 HK\$'000	2019 HK\$'000
Net book value at 1st January	41,043	43,025
Amortisation for the year (Note 6)	(1,552)	(1,565)
Exchange differences	1,104	(417)
Net book value at 31st December	40,595	41,043

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 18. SUBSIDIARIES

The following is a list of the principal subsidiaries at 31st December:

Name	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Effective interest held		Principal activities
			2020	2019	
<b>Shares held directly:</b>					
Advance Sight International Limited	British Virgin Islands	10 ordinary shares of US\$1 each	100%	100%	Investment holding
First Shanghai Direct Investments Limited	Hong Kong	2 ordinary shares	100%	100%	Investment holding
First Shanghai Finance Limited	Hong Kong	2 ordinary shares	100%	100%	Money lending
First Shanghai Holdings Limited	Hong Kong	2 ordinary shares	100%	100%	Investment holding
First Shanghai Management Services Limited	Hong Kong	1,200,000 ordinary shares	100%	100%	Agency, management and secretarial services
First Shanghai Nominees Limited	Hong Kong	2 ordinary shares	100%	100%	Nominee services
First Shanghai Properties Limited	Hong Kong	16,500,002 ordinary shares	100%	100%	Property investment
Firstech Financial Holdings Limited	Cayman Islands	1 ordinary share of US\$1 each	100%	100%	Investment holding
Headmost Technology Limited	British Virgin Islands	10 ordinary shares of US\$1 each	100%	100%	Investment holding
IVF Centre (Hong Kong) Limited	Hong Kong	10 ordinary shares	100%	100%	Provision of medical and healthcare services
Leung Investments Limited	British Virgin Islands	10 ordinary shares of US\$1 each	100%	100%	Property investment
UAT Holdings Limited	British Virgin Islands	100 ordinary shares of US\$1 each	100%	100%	Investment holding
Well Far Limited	British Virgin Islands	10 ordinary shares of US\$1 each	100%	100%	Securities investment
Wise International Trading Limited	Hong Kong	10 ordinary shares	100%	100%	Investment holding

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 18. SUBSIDIARIES (continued)

Name	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Effective interest held		Principal activities
			2020	2019	
<b>Shares held directly:</b> (continued)					
Yearson Properties Limited	British Virgin Islands	10 ordinary shares of US\$1 each	100%	100%	Property investment
<b>Shares held indirectly:</b>					
Best Glory Holdings Limited	Hong Kong	1 ordinary share	100%	100%	Property investment
Billion Bright Investments Limited	British Virgin Islands	10 ordinary shares of US\$1 each	100%	100%	Securities investment
Bonvision Consultancy (Beijing) Company Limited	PRC (a)	HK\$500,000	100%	100%	Financial consultancy
Bonvision Consulting (Shanghai) Limited	PRC (a)	US\$200,000	100%	100%	Financial consultancy
Bright Shining Limited	British Virgin Islands	10 ordinary shares of US\$1 each	100%	100%	Property investment
China Betung Automobile (H.K.) Company Limited	Hong Kong	2 ordinary shares	100%	100%	Investment holding
Clear Profit Investments Limited	British Virgin Islands	10 ordinary shares of US\$1 each	100%	100%	Property investment
Crimson Pharmaceutical (Hong Kong) Limited	Hong Kong	1,000 ordinary shares	100%	100%	Pharmaceutical services
CVIC International Container Transportation Company Limited	Hong Kong	10,000 ordinary shares	100%	100%	Investment holding
First eFinance Limited	Hong Kong	2 ordinary shares	100%	100%	Internet financial service system services
First Shanghai Capital Limited	Hong Kong	22,000,000 ordinary shares	100%	100%	Corporate finance

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 18. SUBSIDIARIES (continued)

Name	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Effective interest held		Principal activities
			2020	2019	
<b>Shares held indirectly: (continued)</b>					
First Shanghai Financial Investments Limited	Hong Kong	100 ordinary shares	–	100%	Investment holding
First Shanghai Financial Holding Limited	British Virgin Islands	10 ordinary shares of US\$1 each	<b>100%</b>	100%	Investment holding
First Shanghai Futures Limited	Hong Kong	34,000,000 ordinary shares	<b>100%</b>	100%	Futures broking
First Shanghai Hotel Limited	France	100 ordinary shares of EUR100 each	<b>100%</b>	100%	Hotel operation
First Shanghai Investment Holding Group Limited	British Virgin Islands	100,000 ordinary shares of US\$1 each	<b>99.9%</b>	99.9%	Investment holding
First Shanghai Investment Management (HK) Limited	Hong Kong	7,000,000 ordinary shares	<b>100%</b>	100%	Asset management
First Shanghai Properties (Kunshan) Company Limited	PRC (b)	US\$5,000,000	<b>70%</b>	70%	Property development
First Shanghai Real Estate (Holdings) Limited	Hong Kong	10 ordinary shares	<b>100%</b>	100%	Investment holding
First Shanghai Resort S.a.r.l.	Luxembourg	12,500 ordinary shares of EUR1 each	<b>100%</b>	100%	Investment holding
First Shanghai Securities Limited	Hong Kong	85,000,000 ordinary shares	<b>100%</b>	100%	Stockbroking
First Shanghai Wealth Management Limited	Hong Kong	3,700,000 ordinary shares	<b>100%</b>	100%	Insurance broking
Fu Hai Digital Science & Technology (Shanghai) Company Limited	PRC (a)	US\$5,000,000	<b>100%</b>	100%	Investment holding

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 18. SUBSIDIARIES (continued)

Name	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Effective interest held		Principal activities
			2020	2019	
<b>Shares held indirectly:</b> (continued)					
Gold S.A.S.	France	2,000,000 ordinary shares of EUR7.01 each	<b>100%</b>	100%	Hotel and golf course operation
HK Landshine Real Estate Limited	Hong Kong	1 ordinary share	<b>100%</b>	100%	Investment holding
Huangshan Hui Zhong Property Development Company Limited	PRC (a)	US\$5,000,000	<b>100%</b>	100%	Property development
IMC (Hong Kong) Management Services Limited	Hong Kong	10 ordinary shares	<b>100%</b>	100%	Management services
International Medical Centre (Hong Kong) Limited	Hong Kong	10 ordinary shares	<b>100%</b>	100%	Provision of medical and healthcare services
International Child Dental Centre (Hong Kong) Limited	Hong Kong	1,000,000 ordinary shares	<b>60%</b>	60%	Provision of dental services
Jonan Industries Limited	British Virgin Islands	100 ordinary shares of US\$1 each	<b>100%</b>	100%	Investment holding
Kunshan Shi Jingying Hotel Management Company Limited	PRC (c)	RMB1,000,000	<b>70%</b>	70%	Hotel operation
Leader Capital Investments Limited	British Virgin Islands	10 ordinary shares of US\$1 each	<b>100%</b>	100%	Investment holding
Leading Business Limited	British Virgin Islands	1,450,000 ordinary shares of US\$1 each	<b>100%</b>	100%	Property investment
Peak Achieve Investments Limited	British Virgin Islands	1 ordinary share of US\$1 each	<b>100%</b>	100%	Investment holding

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 18. SUBSIDIARIES (continued)

Name	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Effective interest held		Principal activities
			2020	2019	
<b>Shares held indirectly: (continued)</b>					
Shanghai Fu Hai Ke Xing Consultancy Management Company Limited	PRC (a)	US\$1,400,000	<b>100%</b>	100%	Consultancy
Shanghai Fu Heng Properties Management Limited	PRC (c)	RMB50,000	<b>100%</b>	100%	Property management
Shanghai Transvision Network Application Service Company Limited	PRC (a)	US\$1,800,000	<b>100%</b>	100%	Investment holding
Shanghai Zhong Chuang International Container Storage & Transportation Company Limited	PRC (b)	US\$11,025,000	<b>62%</b>	62%	Container transportation and freight forwarding
United Asia Transport Limited	Hong Kong	2 ordinary shares	<b>100%</b>	100%	Investment holding
Union Light International Limited	Hong Kong	1 ordinary share	<b>100%</b>	100%	Investment holding
World Venture Holdings Limited	British Virgin Islands	10 ordinary shares of US\$1 each	<b>100%</b>	100%	Investment holding
Wuxi HK Landshine Real Estate Company Limited ("Wuxi Landshine")	PRC (b)	US\$20,000,000	<b>70%</b>	70%	Property development
Wuxi Sunshine Real Estate Limited	PRC (a)	US\$30,000,000	<b>100%</b>	100%	Hotel operation
Zhongshan Sunshine Resort Limited	PRC (a)	RMB80,000,000	<b>99.9%</b>	99.9%	Property development

*Notes:*

- (a) *Subsidiaries incorporated in the PRC registered as wholly-owned foreign enterprises.*
- (b) *Subsidiaries incorporated in the PRC registered as sino-foreign equity joint ventures.*
- (c) *Subsidiaries incorporated in the PRC registered as limited liability companies.*

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 18. SUBSIDIARIES (continued)

#### Material non-controlling interests

The total non-controlling interest for the year is HK\$81,731,000 (2019: HK\$76,891,000), of which HK\$62,054,000 (2019: HK\$58,645,000) is attributed to Wuxi Landshine. The non-controlling interests in respect of the other companies are not material.

#### Summarised financial information for a subsidiary with material non-controlling interests

Set out below are the summarised financial information for Wuxi Landshine that has non-controlling interests material to the Group.

	2020 HK\$'000	2019 HK\$'000
<b>Summarised income statement</b>		
Revenue	<b>10,946</b>	9,911
(Loss)/profit after taxation	<b>(1,149)</b>	15,582
Total comprehensive (loss)/income	<b>(1,149)</b>	15,582
<b>Summarised balance sheet</b>		
<b>Assets</b>		
Non-current assets	<b>288,138</b>	261,262
Current assets	<b>217,393</b>	217,958
	<b>505,531</b>	479,220
<b>Liabilities</b>		
Non-current liabilities	<b>88,297</b>	90,373
Current liabilities	<b>210,387</b>	193,362
	<b>298,684</b>	283,735
<b>Net assets</b>	<b>206,847</b>	195,485
<b>Summarised cash flows</b>		
Cash flows generated from operating activities	<b>10,036</b>	6,704
Net cash from investing activities	<b>16</b>	46
Net cash used in financing activities	<b>(8,365)</b>	(7,519)
Net increase/(decrease) in cash and cash equivalents	<b>1,687</b>	(769)
Cash and cash equivalents at 1st January	<b>6,821</b>	7,759
Exchange difference	<b>439</b>	(169)
Cash and cash equivalents at 31st December	<b>8,947</b>	6,821

The information above is the amount before inter-company eliminations.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2020 HK\$'000	2019 HK\$'000
At 1st January	<b>97,133</b>	127,158
Fair value change transfer to other comprehensive income	<b>(17,810)</b>	(30,025)
Balance at 31st December	<b>79,323</b>	97,133

The FVOCI represents an unlisted equity security, which fair value is determined with reference to the published price quotations in an active market of the underlying investments held by the investee.

### 20. LOANS AND ADVANCES

	2020 HK\$'000	2019 HK\$'000
Loans and advances (note (a))	<b>56,333</b>	56,106
Loss allowance	<b>(56,333)</b>	(56,106)
	-	-
Margin loans (note (b))	<b>996,854</b>	1,170,167
Loss allowance	<b>(5,866)</b>	(5,354)
	<b>990,988</b>	1,164,813

Notes:

(a) The carrying values of loans and advances approximate their fair values.

The movements in the loss allowance of loans and advances are as follows:

	2020 HK\$'000	2019 HK\$'000
At 1st January	<b>56,106</b>	56,185
Exchange differences	<b>227</b>	(79)
At 31st December	<b>56,333</b>	56,106

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 20. LOANS AND ADVANCES (continued)

Notes: (continued)

(b) Margin loans to third parties are bearing interest at commercial rates, secured by the underlying pledged securities and are repayable on demand. The carrying values of margin loans approximate to their fair values.

The movements in the loss allowance of margin loans are as follows:

	2020 HK\$'000	2019 HK\$'000
At 1st January	5,354	4,925
Increase in loss allowance during the year	512	429
Balance at 31st December	5,866	5,354

The carrying amounts of loans and advances are denominated in Hong Kong dollars.

### 21. FINANCE LEASE RECEIVABLES

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income.

The method for allocating gross earnings to accounting periods is referred to as "actuarial method". The actuarial method allocates rentals between finance income and repayment of capital in each accounting period in such a way that finance income will emerge as a constant rate of return on the lessor's net investment in the lease.

	2020 HK\$'000	2019 HK\$'000
<b>Non-current receivables (later than 5 years)</b>		
Finance leases – gross receivables	4,141	4,293
Unearned finance income	(73)	(147)
	4,068	4,146
<b>Non-current receivables (later than 1 year and not later than 5 years)</b>		
Finance leases – gross receivables	17,798	9,173
Unearned finance income	(1,790)	(1,197)
	16,008	7,976
	20,076	12,122
<b>Current receivables (not later than 1 year)</b>		
Finance leases – gross receivables	4,543	2,293
Unearned finance income	(796)	(472)
	3,747	1,821
<b>Net investment in finance leases</b>	<b>23,823</b>	<b>13,943</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 22. INVENTORIES

	2020 HK\$'000	2019 HK\$'000
Properties under development (within normal operating cycle)	<b>57,157</b>	185,032
Properties held for sale	<b>295,360</b>	302,842
Other inventories	<b>3,374</b>	3,697
	<b>355,891</b>	491,571
Properties under development (beyond normal operating cycle) (Note)	<b>144,339</b>	–

Note: During the year ended 31st December 2020, certain properties under development experienced further delay in the development as a result of certain regulatory restrictions based on existing plans. As the development of these properties would go beyond normal operating cycle, the amount was reclassified as non-current assets. In assessing the recoverable amount of these assets, management evaluated the circumstances and assessed various possible actions to realise the assets and their outcome, and after taking into account of legal advice obtained, consider that no provision for impairment is required as at 31st December 2020.

### 23. TRADE RECEIVABLES

	2020 HK\$'000	2019 HK\$'000
Due from stockbrokers and clearing houses	<b>242,724</b>	121,783
Due from stockbroking clients	<b>122,761</b>	51,272
Trade receivables – others	<b>22,646</b>	31,993
	<b>388,131</b>	205,048
Loss allowance	<b>(15,826)</b>	(14,498)
	<b>372,305</b>	190,550

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 23. TRADE RECEIVABLES *(continued)*

All trade receivables are either repayable within one year or on demand. The fair value of the trade receivables is approximately the same as the carrying value.

The settlement terms of receivables attributable to the securities trading and stockbroking business are two days after the trade date, and those of receivables attributable to the futures broking business are one day after the trade date. For the remaining business of the Group, trade receivables are on general credit terms of 30 to 90 days.

The ageing analysis of the trade receivables based on invoice date is as follows:

	2020 HK\$'000	2019 HK\$'000
0 – 30 days	<b>368,929</b>	182,285
31 – 60 days	<b>1,278</b>	5,357
61 – 90 days	<b>874</b>	2,362
Over 90 days	<b>1,224</b>	546
	<b>372,305</b>	190,550

The movements in the loss allowance are as follows:

	2020 HK\$'000	2019 HK\$'000
At 1st January	<b>14,498</b>	14,813
Increase in loss allowance during the year	<b>421</b>	–
Exchange differences	<b>907</b>	(315)
At 31st December	<b>15,826</b>	14,498

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 23. TRADE RECEIVABLES (continued)

The carrying amounts of trade receivables are denominated in the following currencies:

	2020 HK\$'000	2019 HK\$'000
Hong Kong dollars	282,179	142,910
Renminbi	9,387	7,622
US dollars	80,363	37,608
Euro	376	1,439
Others	–	971
	<b>372,305</b>	<b>190,550</b>

The maximum credit risk exposure is the amount shown on the consolidated balance sheet.

### 24. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	2020 HK\$'000	2019 HK\$'000
<b>Non-current</b>		
Prepayments and deposits	15,057	17,038
<b>Current</b>		
Other receivables	37,263	259,409
Prepayments and deposits	28,266	20,595
	65,529	280,004
Loss allowance	(3,618)	(3,543)
	<b>61,911</b>	<b>276,461</b>
	<b>76,968</b>	<b>293,499</b>

The fair values of the other receivables and deposits are approximately the same as the carrying values.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 24. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS *(continued)*

The movements in the loss allowance are as follows:

	2020 HK\$'000	2019 HK\$'000
At 1st January	<b>3,543</b>	4,629
Decrease in loss allowance during the year	–	(786)
Written off	<b>(152)</b>	(213)
Exchange differences	<b>227</b>	(87)
At 31st December	<b>3,618</b>	3,543

### 25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020 HK\$'000	2019 HK\$'000
Equity securities		
– Listed, Overseas	<b>24</b>	17
Market value of financial assets	<b>24</b>	17

FVPL are presented within the section of operating activities as part of changes in working capital in the consolidated statement of cash flows (*Note 33*).

The fair value of all quoted securities is determined by reference to current bid prices in an active market.

### 26. DEPOSITS WITH BANKS

	2020 HK\$'000	2019 HK\$'000
Non-pledged	<b>23,763</b>	11,163

As at 31st December 2020 and 2019, the carrying amounts of the deposits with banks are denominated in Renminbi.

The effective interest rate on the deposits was 2.25% (2019: 2.25%) per annum.

As at 31st December 2020 and 2019, all deposits are held in the PRC and are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the PRC, other than through normal dividends.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 27. CASH AND BANK BALANCES AND CLIENT TRUST BANK BALANCES

	2020 HK\$'000	2019 HK\$'000
Cash at bank and in hand	<b>213,279</b>	183,070
Short-term bank deposits		
– pledged	<b>15,000</b>	15,000
– non-pledged	<b>88,791</b>	18,200
Total cash and cash equivalents	<b>317,070</b>	216,270
Client trust bank balances	<b>2,682,142</b>	1,827,882
	<b>2,999,212</b>	2,044,152

Cash, bank balances and bank overdrafts include the following for the purposes of the consolidated statement of cash flows:

	2020 HK\$'000	2019 HK\$'000
Cash and bank balances	<b>317,070</b>	216,270
Bank overdrafts ( <i>Note 29</i> )	–	(8,420)
Cash and cash equivalents	<b>317,070</b>	207,850

The carrying amounts of cash and bank balances and client trust bank balances are denominated in the following currencies:

	2020 HK\$'000	2019 HK\$'000
Hong Kong dollars	<b>2,350,562</b>	1,612,822
Renminbi	<b>256,776</b>	218,569
US dollars	<b>389,271</b>	209,947
Euro	<b>2,603</b>	2,814
	<b>2,999,212</b>	2,044,152

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 27. CASH AND BANK BALANCES AND CLIENT TRUST BANK BALANCES *(continued)*

Bank balances of HK\$148,459,000 (2019: HK\$109,845,000) are held in the PRC and are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the PRC, other than through normal dividends.

The effective interest rate on short-term pledged deposits ranged from 0.04% to 2.25% (2019: 2.00% to 2.45%) per annum.

The Group maintains trust and segregated accounts with authorised financial institutions to hold clients' deposits arising from normal business transactions. The Group has classified in the consolidated balance sheet the clients' deposits as client trust bank balances in the current assets section and recognised the corresponding trade payables to the respective clients in the current liabilities section, on the grounds that the Group is liable for any misappropriation of the respective clients' deposits as stipulated under the Hong Kong Securities and Futures Ordinance ("SFO"). The Group is not allowed to use the clients' monies to settle its own obligations under the SFO. As such, these monies are not included in cash and cash equivalents of the Group for cash flow purposes in the consolidated statement of cash flows.

### 28. TRADE AND OTHER PAYABLES

	2020 HK\$'000	2019 HK\$'000
Due to stockbrokers and dealers	72,179	123,746
Due to stockbroking clients and clearing houses	2,921,963	1,997,423
Trade payables	172,380	153,576
Total trade payables	3,166,522	2,274,745
Contract liabilities	29,299	31,087
Accruals and other payables	133,974	164,418
	<b>3,329,795</b>	2,470,250

Revenue recognised that was included in the contract liabilities balance at the beginning of the period amounted to HK\$24,806,000 (2019: HK\$31,336,000).

The majority of the trade and other payables are either repayable within one year or on demand except where certain trade payables to stockbroking clients represent margin deposits received from clients for their trading activities under normal course of business. Only the excess amounts over the required margin deposits stipulated are repayable on demand. The fair values of the trade and other payables are approximately the same as the carrying values.

Trade and other payables to stockbroking clients also include those payables placed in trust and segregated accounts with authorised institutions of HK\$2,682,142,000 (2019: HK\$1,827,882,000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 28. TRADE AND OTHER PAYABLES *(continued)*

Trade and other payables are non-interest bearing except for the amount due to stockbroking clients placed in trust and segregated accounts with authorised institutions which bear interest at the rate with reference to the bank deposit savings rate.

No ageing analysis is disclosed for amounts due to stockbrokers, dealers, stockbroking clients and clearing houses as in the opinion of directors, it does not give additional value in view of the nature of these businesses.

The ageing analysis of the trade payables based on invoice date is as follows:

	2020 HK\$'000	2019 HK\$'000
0 – 30 days	<b>108,463</b>	127,873
31 – 60 days	<b>6,447</b>	4,957
61 – 90 days	<b>1,473</b>	6,241
Over 90 days	<b>55,997</b>	14,505
	<b>172,380</b>	153,576

The carrying amounts of the trade and other payables are denominated in the following currencies:

	2020 HK\$'000	2019 HK\$'000
Hong Kong dollars	<b>2,667,262</b>	1,951,905
Renminbi	<b>267,690</b>	266,117
US dollars	<b>380,349</b>	231,187
Euro	<b>14,494</b>	20,110
Others	–	931
	<b>3,329,795</b>	2,470,250

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 29. BORROWINGS

	2020 HK\$'000	2019 HK\$'000
<b>Non-current</b>		
Bank loans – secured	<b>136,638</b>	149,590
Other loan – unsecured	<b>5,465</b>	–
	<b>142,103</b>	149,590
<b>Current</b>		
Other loans – unsecured	–	15,135
Bank loans – secured	<b>167,325</b>	204,466
Bank overdrafts – secured (Note 27)	–	8,420
	<b>167,325</b>	228,021
	<b>309,428</b>	377,611

The borrowings were repayable as follows:

	Bank loans		Other loans	
	2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000
Within 1 year	<b>167,325</b>	212,886	–	15,135
Between 1 and 2 years	<b>23,763</b>	21,210	<b>5,465</b>	–
Between 2 and 5 years	<b>79,606</b>	79,260	–	–
Over 5 years	<b>33,269</b>	49,120	–	–
At 31st December	<b>303,963</b>	362,476	<b>5,465</b>	15,135

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 29. BORROWINGS (continued)

The Group has pledged properties of HK\$167 million (2019: HK\$166 million), investment properties of HK\$321 million (2019: HK\$294 million), leasehold land and land use rights of HK\$32 million (2019: HK\$32 million), properties held for sale of HK\$115 million (2019: HK\$211 million) and fixed deposits of approximately HK\$15 million (2019: HK\$15 million) to secure bank borrowings.

Bank borrowings of HK\$30,000,000 (2019: HK\$50,000,000) were secured by certain listed securities pledged by the customers to the Group as margin loan collateral which had an aggregate fair value amounting to HK\$567,740,000 (2019: HK\$164,865,000).

Bank borrowings are either repayable on demand or will mature and be repayable in January 2021 to June 2029 and bear floating interest rates. The weighted average effective interest rate at 31st December 2020 was 3.66% (2019: 5.57%) per annum. The carrying amounts of borrowings approximate to their fair values. Out of the total amount, approximately HK\$145,000,000 (2019: HK\$208,420,000) and HK\$158,963,000 (2019: HK\$154,056,000) are denominated in Hong Kong dollars and Renminbi, respectively.

### 30. SHARE CAPITAL

	2020		2019	
	Number of shares (thousands)	HK\$'000	Number of shares (thousands)	HK\$'000
Ordinary shares, issued and fully paid:				
At 31st December 2020 and 2019	<b>1,418,973</b>	<b>1,162,940</b>	1,418,973	1,162,940

Notes:

*On 23rd May 2014, the shareholders of the Company approved a share option scheme (the "Scheme"). No share options were granted under the Scheme during the year. The purpose of the Scheme is to assist in recruiting, retaining and motivating key staff members. Under the terms of the Scheme, the directors have the discretion to grant to employees and directors of any member of the Group to subscribe for shares in the Company.*

*During the year, no share options were granted or exercised under the Scheme approved by the shareholders of the Company.*

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31. RESERVES

	Attributable to shareholders of the Company					
	Capital reserve HK\$'000	Assets revaluation reserve HK\$'000	Financial assets at fair value through other comprehensive income reserve HK\$'000	Exchange fluctuation reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
<b>As 1st January 2020</b>	<b>38,755</b>	<b>12,334</b>	<b>36,727</b>	<b>(13,715)</b>	<b>1,397,335</b>	<b>1,471,436</b>
Loss for the year	-	-	-	-	(90,331)	(90,331)
Fair value loss on FVOCI	-	-	(17,810)	-	-	(17,810)
Currency translation differences	-	-	-	79,662	-	79,662
<b>Total comprehensive loss</b>	<b>-</b>	<b>-</b>	<b>(17,810)</b>	<b>79,662</b>	<b>(90,331)</b>	<b>(28,479)</b>
Transfer from retained earnings	157	-	-	-	(157)	-
	157	-	-	-	(157)	-
<b>At 31st December 2020</b>	<b>38,912</b>	<b>12,334</b>	<b>18,917</b>	<b>65,947</b>	<b>1,306,847</b>	<b>1,442,957</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 31. RESERVES (continued)

	Attributable to shareholders of the Company					Total HK\$'000
	Capital reserve HK\$'000	Assets revaluation reserve HK\$'000	Financial assets at fair value through other comprehensive income reserve HK\$'000	Exchange fluctuation reserve HK\$'000	Retained earnings HK\$'000	
<b>At 1st January 2019</b>	38,529	12,334	66,752	20,352	1,388,103	1,526,070
Profit for the year	-	-	-	-	10,618	10,618
Fair value loss on FVOCI	-	-	(30,025)	-	-	(30,025)
Reserves realised upon disposal of a joint venture	-	-	-	(3,250)	-	(3,250)
Currency translation differences	-	-	-	(30,817)	-	(30,817)
<b>Total comprehensive loss</b>	-	-	(30,025)	(34,067)	10,618	(53,474)
Transaction with non- controlling interests	-	-	-	-	(1,160)	(1,160)
Transfer from retained earnings	226	-	-	-	(226)	-
	226	-	-	-	(1,386)	(1,160)
<b>At 31st December 2019</b>	38,755	12,334	36,727	(13,715)	1,397,335	1,471,436

Note: As at 31st December 2020, capital reserve mainly represents statutory reserves of the Group's subsidiaries.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 32. DEFERRED TAXATION

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amounts, not to be recovered within twelve months, are as follows:

	2020 HK\$'000	2019 HK\$'000
Deferred tax assets	<b>(52,568)</b>	(50,949)
Deferred tax liabilities	<b>91,850</b>	93,915
	<b>39,282</b>	42,966

The gross movements in the deferred taxation are as follows:

	2020 HK\$'000	2019 HK\$'000
At 1st January	<b>42,966</b>	40,742
Recognised in the consolidated income statement ( <i>Note 8(a)</i> )	<b>(9,885)</b>	4,162
Exchange differences	<b>6,201</b>	(1,938)
At 31st December	<b>39,282</b>	42,966

The movements in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

#### The deferred tax liabilities represented the followings:

	Depreciation HK\$'000	Fair value gains HK\$'000	Withholding tax HK\$'000	Total HK\$'000
At 1st January 2020	<b>7,893</b>	<b>96,729</b>	<b>2,294</b>	<b>106,916</b>
Recognised in the consolidated income statement	<b>(1,696)</b>	<b>(8,289)</b>	<b>45</b>	<b>(9,940)</b>
Exchange differences	–	<b>6,402</b>	<b>148</b>	<b>6,550</b>
At 31st December 2020	<b>6,197</b>	<b>94,842</b>	<b>2,487</b>	<b>103,526</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 32. DEFERRED TAXATION (continued)

The deferred tax liabilities represented the followings: (continued)

	Depreciation HK\$'000	Fair value gains HK\$'000	Withholding tax HK\$'000	Total HK\$'000
At 1st January 2019	1,906	74,560	3,979	80,445
Recognised in the consolidated income statement	5,987	24,140	(1,598)	28,529
Exchange differences	–	(1,971)	(87)	(2,058)
<b>At 31st December 2019</b>	<b>7,893</b>	<b>96,729</b>	<b>2,294</b>	<b>106,916</b>

The deferred tax assets represented the followings:

	Leases HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1st January 2020	<b>3,265</b>	<b>60,685</b>	<b>63,950</b>
Recognised in the consolidated income statement	<b>(2,936)</b>	<b>2,881</b>	<b>(55)</b>
Exchange differences	–	<b>349</b>	<b>349</b>
<b>At 31st December 2020</b>	<b>329</b>	<b>63,915</b>	<b>64,244</b>

  

	Leases HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1st January 2019	2,283	37,420	39,703
Recognised in the consolidated income statement	982	23,385	24,367
Exchange differences	–	(120)	(120)
<b>At 31st December 2019</b>	<b>3,265</b>	<b>60,685</b>	<b>63,950</b>

Deferred tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefits through the future taxable profits is probable. The Group did not recognise deferred tax benefits of approximately HK\$192,975,000 (2019: HK\$184,650,000) in respect of tax losses amounting to approximately HK\$990,492,000 (2019: HK\$843,326,000). Out of the total tax losses, approximately HK\$36,895,000 (2019: HK\$39,498,000) will expire within 5 years and the remaining can be carried forward indefinitely against future taxable income.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Cash generated from operations

*Reconciliation of (loss)/profit before taxation to net cash inflow/(outflow) from operating activities*

	2020 HK\$'000	2019 HK\$'000
(Loss)/profit before taxation	<b>(77,260)</b>	48,888
Share of net profit of a joint venture	–	(5,553)
Finance income	<b>(33,304)</b>	(42,461)
Finance costs	<b>34,243</b>	31,612
Loss on disposal of a joint venture	–	2,137
Net loss on disposal of property, plant and equipment	<b>31</b>	981
Net gain on disposal of right-of-use assets	<b>(2,505)</b>	(1,685)
Depreciation	<b>94,648</b>	87,568
Net gain on disposal of investment properties	<b>(322)</b>	(376)
Fair value gains on investment properties	<b>(4,233)</b>	(63,172)
Amortisation of leasehold land and land use rights	<b>1,552</b>	1,565
Impairment of property, plant and equipment	<b>41,819</b>	–
Impairment of right-of-use assets	<b>656</b>	3,397
Provision for obsolete stock	<b>289</b>	472
Net losses on/(reversal of) impairment of financial assets	<b>933</b>	(357)
Others	<b>(520)</b>	–
Operating profit before working capital changes	<b>56,027</b>	63,016
Decrease in inventories	<b>25,135</b>	29,295
Decrease/(increase) in loans and advances	<b>173,313</b>	(419,760)
(Increase)/decrease in trade receivables	<b>(182,012)</b>	34,075
(Increase)/decrease in other receivables, prepayments and deposits	<b>(4,123)</b>	6,385
Decrease in finance lease receivables	<b>2,549</b>	506
(Increase)/decrease in financial assets at fair value through profit or loss	<b>(7)</b>	5
(Decrease)/increase in trade and other payables	<b>(16,381)</b>	83,255
Net cash inflow/(outflow) from operating activities	<b>54,501</b>	(203,223)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

#### (b) Reconciliation of liabilities arising from financing activities

##### *Liabilities from financing activities*

	2020 HK\$'000	2019 HK\$'000
At 1st January	<b>683,434</b>	612,358
Cash flows	<b>(118,039)</b>	65,862
Bank overdrafts	<b>(8,420)</b>	1,262
Acquisition – leases	<b>7,956</b>	8,414
Foreign exchange adjustments	<b>10,799</b>	(4,462)
At 31st December	<b>575,730</b>	683,434

### 34. CONTINGENT LIABILITIES

	2020 HK\$'000	2019 HK\$'000
Guarantees for mortgage facilities granted to certain property purchasers of the Group's properties <i>(note (i))</i>	<b>2,233</b>	5,034
Litigation <i>(note (ii))</i>	<b>32,083</b>	–
	<b>34,316</b>	5,034

#### Notes:

- (i) *The Group has provided guarantees in respect of mortgage facilities granted by certain banks relating to mortgage loans arranged for certain purchasers of the Group's properties in the PRC. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group will be responsible for repaying the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks whilst the Group will then be entitled to take over the legal title and possession of the related properties. Such guarantees will terminate upon issuance of the relevant property ownership certificates.*
- (ii) *During the year ended 31st December 2020, the Group was involved in a litigation for which the claimant demanded the Group for settlement of certain construction costs payable which had been fully accounted for by the Group in prior years. In addition, the claimant also demanded for certain penalty charges and related legal costs to the extent of approximately HK\$32 million. The directors have evaluated all the circumstances and considered, after obtaining legal advice on the above claim, that it is more likely that the Group would not be obliged to pay the penalty charges and the related legal costs claimed as at 31st December 2020.*

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 35. COMMITMENTS

- (a) Capital commitments for property, plant and equipment, leasehold land and land use rights and properties under development:

	2020 HK\$'000	2019 HK\$'000
Contracted but not provided for	<b>430,339</b>	328,657

- (b) Commitments under operating leases

The future aggregate minimum lease receivables under non-cancellable operating leases in respect of investment properties as follows:

	2020 HK\$'000	2019 HK\$'000
Not later than one year	<b>27,809</b>	20,975
Later than one year but not later than five years	<b>18,896</b>	17,595
More than five years	–	1,270
	<b>46,705</b>	39,840

- (c) Other commitments

As at 31st December 2020, the Group has no underwriting obligations on initial public offering transactions.

As at 31st December 2019, the Group's underwriting obligations on initial public offering transactions were approximately HK\$969,000.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 36. RELATED PARTY TRANSACTIONS

- (a) Details of the key management compensation has been disclosed in Note 12.
- (b) As at 31st December 2020, loan from a related party of HK\$5,465,000 was interest bearing at 7% per annum, denominated in Renminbi and repayable within 1-2 years. The relevant interest amount for the year amounted to HK\$363,000.

As at 31st December 2019, loans from related parties of HK\$10,000,000 and HK\$5,135,000 were interest bearing at 5% per annum and 7% per annum respectively. They are denominated in Hong Kong dollars and Renminbi respectively and repayable within 1 year. The relevant interest amount for the year amounted to HK\$838,000.

### 37. FINANCIAL RISK MANAGEMENT

#### 37.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk, and market risk (including foreign exchange risk, interest rate risk and price risk). The Group has in place controls to manage these risks to an acceptable level without affecting its business. Management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group's overall risk management function focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Financial risk management of the Group is carried out by the credit committee and finance department of the Group. The top management and the credit committee approve the Group's financial risk management policies. Credit committee and finance department undertake both regular and ad hoc reviews of risk management controls and procedures which are reported to the top management.

#### (a) *Credit risk analysis*

Credit risk is managed on a group basis. The Group's credit risk mainly arises from loans and receivables, deposits with banks, client trust bank balances and cash and bank balances.

The Group has no significant concentrations of credit risk. The maximum exposure to credit risk at the reporting date is the carrying value of each class and category of financial assets mentioned above. The Group has put in place policies to ensure that sales of goods and services and sales and lease of properties are made to customers with an appropriate credit history and the Group performs periodic credit evaluation of its customers. The directors are of the opinion that adequate loss allowance for trade and other receivables has been made in the consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 37. FINANCIAL RISK MANAGEMENT *(continued)*

#### 37.1 Financial risk factors *(continued)*

##### *(a) Credit risk analysis (continued)*

The Group's cash at bank, bank deposits and client trust bank balances are placed with reputable banks. There were no recent history of default of cash and cash equivalents and short-term deposits from such financial institutions. Management does not expect any of these institutions to fail to meet its obligations.

As at year end, the collaterals furnished by the margin clients for security of their loans and advances from the Group are mainly listed securities, the majority of which are listed in Hong Kong. The total market value of securities amounted to HK\$7,703 million (2019: HK\$5,589 million) and margin loans receivable amounted to HK\$991 million (2019: HK\$1,165 million).

At 31st December 2020, the gross amount of amounts due from clearing houses of HK\$532,426,000 (2019: HK\$249,653,000) has been offset by amounts due to clearing houses of HK\$445,813,000 (2019: HK\$192,498,000), resulting in a net amount of HK\$86,613,000 (2019: HK\$57,155,000) recognised in the consolidated balance sheet.

The maximum exposure to credit risk before collateral held or other credit enhancements approximates to the carrying value.

None of the financial assets that are fully performing has been renegotiated in 2020 and 2019.

##### *(i) Impairment of financial assets*

To measure the expected credit losses, trade receivables of brokerage business and loans and advances have been grouped based on shared credit risk characteristics.

The expected loss rates are based on potential default rate over past 7 years and the corresponding historical credit losses experienced within this period. The expected loss rates are adjusted to reflect current and forward-looking information on pledged assets of brokerage clients.

To measure the expected credit losses using simplified approach, trade receivables of other businesses have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over past one year and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 37. FINANCIAL RISK MANAGEMENT (continued)

#### 37.1 Financial risk factors (continued)

##### (a) Credit risk analysis (continued)

###### (i) Impairment of financial assets (continued)

For other financial assets at amortised cost, the expected credit loss is based on the 12-months expected credit loss. It is the portion of lifetime expected credit loss that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit loss. Management has closely monitored the credit qualities and the collectability of the other financial assets at amortised cost and considers that the expected credit loss is insignificant.

###### (b) Liquidity risk analysis

Surplus cash is invested in interest bearing current accounts, time deposits, money market deposits and marketable securities by choosing instruments with appropriate maturities or sufficient liquidity to meet operational needs. At the reporting date, the Group held cash at bank and in hand of HK\$213,279,000 (2019: HK\$183,070,000) that are expected to readily generate cash inflows for managing liquidity risk.

The following analysis shows the contractual maturity of non-derivative financial liabilities:

	Less than one year 2020 HK\$'000	More than one year 2020 HK\$'000
Borrowings and interest payable	176,225	164,548
Trade and other payables	3,140,051	–
Lease payables	54,326	240,942
Financial guarantee contracts	2,233	–
	<b>3,372,835</b>	<b>405,490</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 37. FINANCIAL RISK MANAGEMENT *(continued)*

#### 37.1 Financial risk factors *(continued)*

##### *(b) Liquidity risk analysis (continued)*

	Less than one year 2019 HK\$'000	More than one year 2019 HK\$'000
Borrowings and interest payable	228,828	179,043
Trade and other payables	2,255,202	–
Lease payables	54,262	290,500
Financial guarantee contracts	5,034	–
	2,543,326	469,543

The amounts disclosed above are the contractual undiscounted cash flows.

##### *(c) Market risk analysis – foreign exchange risk*

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi. Revenue and majority of its operating costs and cost of sales are in Hong Kong dollars and Renminbi basis. Save as disclosed below, no significant foreign exchange risk arising from future commercial transactions, recognised assets and liabilities and net investments in foreign operations is expected in the foreseeable future. The Group does not use any derivative financial instruments to hedge its foreign exchange risk.

At 31st December 2020, if Renminbi had strengthened/weakened by 5% against the Hong Kong dollars, with all other variables held constant, post-tax loss for the year would have been HK\$4,597,000 (2019: post-tax profit would have been HK\$14,372,000 higher/lower) lower/higher, mainly as a result of foreign exchange gain on translation of Renminbi-denominated bank deposits. There is no significant impact on equity as most of the FVOCI are denominated in Hong Kong dollars.

In determining the percentage of the currency fluctuation, the Group has considered the economic environments in which it operates.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 37. FINANCIAL RISK MANAGEMENT *(continued)*

#### 37.1 Financial risk factors *(continued)*

##### **(d) Market risk analysis – interest rate risk**

The Group's significant interest-bearing assets are margin loans, cash at bank and bank deposits, and client trust bank balances, where the interest rate is low in the current environment.

The Group is also exposed to changes in interest rates which arises from its bank loans and amounts due to stockbroking clients. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by bank balances and deposits held at variable rates. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group's practice is to maintain a reasonable balance between variable and fixed rate borrowings. The Group has not used any derivatives to hedge its exposure to interest rate risk.

At 31st December 2020, if interest rates on margin loans, cash at bank, bank deposits and bank loans had been 50 basis points higher/lower with all other variables held constant, post-tax loss for the year would have been HK\$4,437,000 (2019: post-tax profit would have been HK\$4,481,000 higher/lower) lower/higher. There is no impact on equity.

##### **(e) Market risk analysis – price risk**

The Group is exposed to equity securities price risk because investments held by the Group are classified on the consolidated balance sheet either as FVOCI or as FVPL. The Group is not exposed to commodity price risk. To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

The Group's equity investments for trading purpose are mainly publicly traded or quoted in Hong Kong and the PRC. The Group's equity investments classified as FVOCI are mainly unlisted equity securities which the fair values were determined with reference to published price quotations in an active market of the underlying investments held by the investee.

The Group's equity exposures are mainly in long-term equity investments, which are reported as "FVOCI" set out in Note 19 to the consolidated financial statements. Equities held for trading purpose are included under "FVPL" set out in Note 25 to the consolidated financial statements.

At 31st December 2020, if the listed price, quoted price or fair value of each equity investment classified as FVPL and FVOCI had appreciated/depreciated by 10%, with all other variables held constant, post-tax loss for the year would have been HK\$2,000 (2019: post-tax profit would have been HK\$2,000 higher/lower) lower/higher, mainly as a result of unrealised gains/losses on equity securities classified as FVPL. Equity would have been HK\$7,932,000 (2019: HK\$9,713,000) higher/lower, arising from gain/loss on equity securities classified as FVOCI.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 37. FINANCIAL RISK MANAGEMENT *(continued)*

#### 37.2 Capital risk management

The Group's objectives when managing capital are to maintain a strong capital base to support the development of its business and to meet regulatory capital requirement at all times. The Group recognises the impact on shareholders' returns of the level of equity capital employed within the Group and seeks to maintain a balance between the returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

Capital of the Group for regulatory and capital management purpose includes share capital, retained earnings, other reserves and subordinated liabilities. Capital is allocated to various business activities of the Group depending on the risk taken by each business unit and in accordance with the requirements of relevant regulatory bodies, taking into account current and future activities within a time frame.

The Group monitors capital on the basis of the gearing ratio, which is calculated as total debts divided by total shareholders' funds. The Group also monitors capital base of its subsidiaries to ensure compliance with relevant regulatory capital requirements of SFO. Management strives to maintain an optimal capital structure so as to achieve the Group's capital risk management objective as stated above. To achieve this, the Group may adjust the amount of dividend payout and other relevant factors.

The gearing ratios at 31st December 2020 and 2019 are as follows:

	2020 HK\$'000	2019 HK\$'000
Total borrowings <i>(Note 29)</i>	<b>309,428</b>	377,611
Total equity	<b>2,687,628</b>	2,711,267
Gearing ratio	<b>11.5%</b>	13.9%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 37. FINANCIAL RISK MANAGEMENT *(continued)*

#### 37.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents financial assets that are measured at fair value at 31st December 2020 and 2019. See Note 16 for disclosures of the investment properties that are measured at fair value.

	Level 1 2020 HK\$'000	Level 2 2020 HK\$'000	Total 2020 HK\$'000
FVPL			
– listed securities	24	–	24
FVOCI			
– unlisted securities	–	79,323	79,323
	<b>24</b>	<b>79,323</b>	<b>79,347</b>
	Level 1 2019 HK\$'000	Level 2 2019 HK\$'000	Total 2019 HK\$'000
FVPL			
– listed securities	17	–	17
FVOCI			
– unlisted securities	–	97,133	97,133
	17	97,133	97,150

There were no transfers of financial assets between level 1 and level 2 fair value hierarchy classifications.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 37. FINANCIAL RISK MANAGEMENT *(continued)*

#### 37.3 Fair value estimation *(continued)*

##### **(a) Financial instruments in level 1**

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. 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.

##### **(b) Financial instruments in level 2**

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

##### **(c) Financial instruments in level 3**

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments; and
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 38. BALANCE SHEET AND RESERVES MOVEMENT OF THE COMPANY

#### (a) Balance sheet of the Company

Note	2020 HK\$'000	2019 HK\$'000
<b>Non-current assets</b>		
Property, plant and equipment	30	158
Investments in subsidiaries	316,828	492,354
Financial assets at fair value through other comprehensive income	79,323	97,133
<b>Total non-current assets</b>	<b>396,181</b>	<b>589,645</b>
<b>Current assets</b>		
Other receivables, prepayments and deposits	638	669
Amounts due from subsidiaries	1,432,998	1,483,391
Cash and cash equivalents	15,439	15,261
<b>Total current assets</b>	<b>1,449,075</b>	<b>1,499,321</b>
<b>Current liabilities</b>		
Accruals and other payables	9,555	10,102
Borrowings	95,000	138,420
Amounts due to subsidiaries	143,930	214,108
<b>Total current liabilities</b>	<b>248,485</b>	<b>362,630</b>
<b>Net current assets</b>	<b>1,200,590</b>	<b>1,136,691</b>
<b>Net assets</b>	<b>1,596,771</b>	<b>1,726,336</b>
<b>Equity</b>		
Share capital	1,162,940	1,162,940
Reserves	38(b) 433,831	563,396
<b>Total equity</b>	<b>1,596,771</b>	<b>1,726,336</b>

The balance sheet of the Company was approved by the Board of Directors on 26th March 2021 and was signed on its behalf

**LO Yuen Yat**  
Director

**YEUNG Wai Kin**  
Director

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 38. BALANCE SHEET AND RESERVES MOVEMENT OF THE COMPANY *(continued)*

#### (b) Reserves movement of the Company

	Capital reserve HK\$'000	Financial assets at fair value through other comprehensive income reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1st January 2020	2,104	36,727	524,565	563,396
Loss for the year	–	–	(111,755)	(111,755)
Fair value loss on FVOCI	–	(17,810)	–	(17,810)
At 31st December 2020	2,104	18,917	412,810	433,831

	Capital reserve HK\$'000	Financial assets at fair value through other comprehensive income reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1st January 2019	2,104	66,752	537,528	606,384
Loss for the year	–	–	(12,963)	(12,963)
Fair value loss on FVOCI	–	(30,025)	–	(30,025)
At 31st December 2019	2,104	36,727	524,565	563,396

### 39. APPROVAL OF THE FINANCIAL STATEMENTS

These consolidated financial statements were approved by the Board on 26th March 2021.