



中泛控股有限公司

CHINA OCEANWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

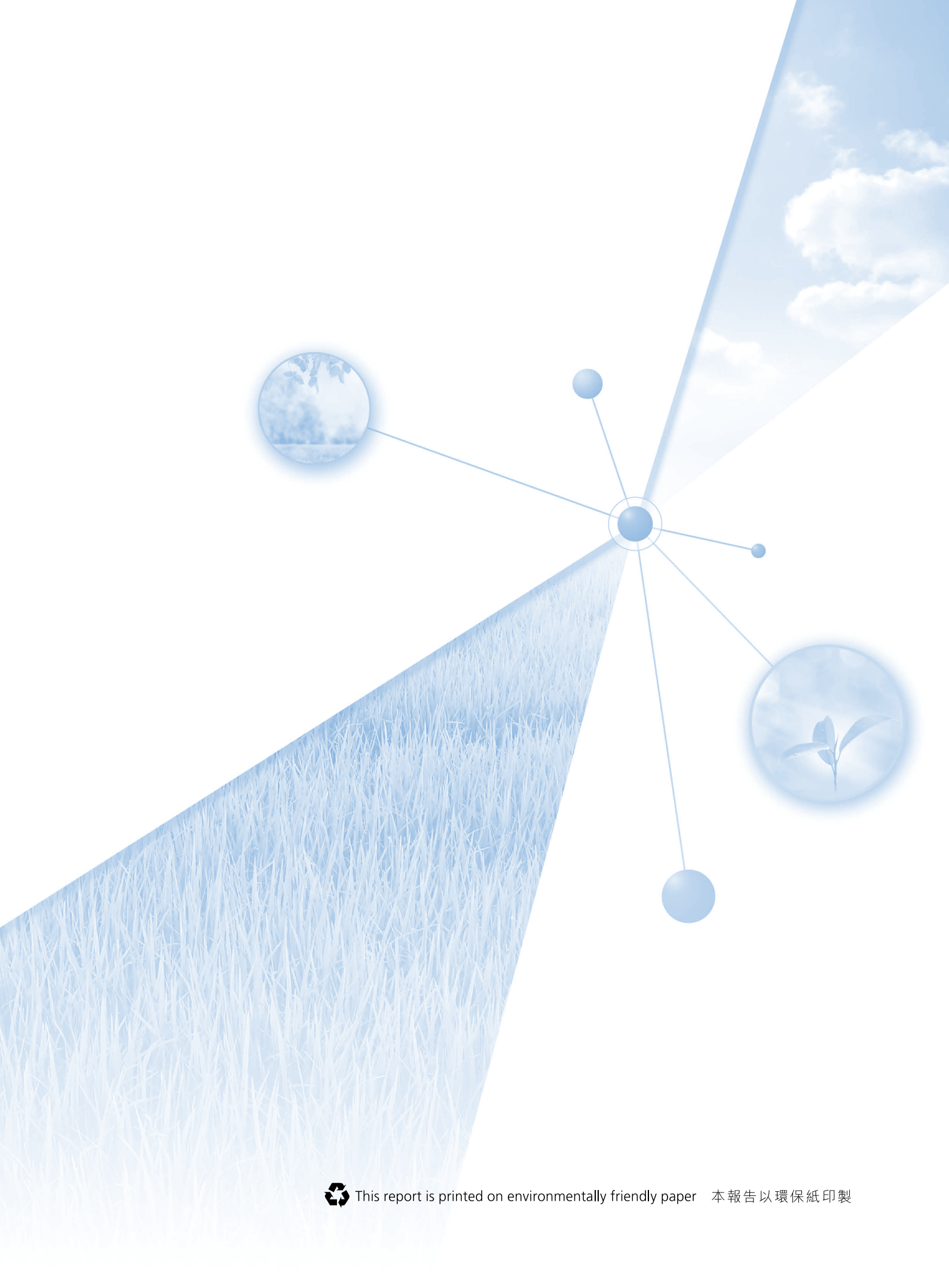
Stock Code 股份代號: 715



2022

ANNUAL REPORT

年報



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. LIU Guosheng (*Chairman*)
(Appointed as Chairman on 6 September 2022)
Mr. LIU Hongwei (*Deputy Chairman*)
Mr. LIU Bing
Mr. HAN Xiaosheng
(Resigned as Executive Director and
Ceased to be Chairman on 6 September 2022)

Non-executive Director

Mr. ZHAO Yingwei

Independent Non-executive Directors

Mr. LIU Jipeng
Mr. YAN Fashan
Mr. LO Wa Kei Roy

BOARD COMMITTEES

Audit Committee

Mr. LIU Jipeng (*Committee Chairman*)
Mr. ZHAO Yingwei
Mr. LO Wa Kei Roy

Remuneration Committee

Mr. YAN Fashan (*Committee Chairman*)
Mr. LIU Guosheng
(Appointed on 6 September 2022)
Mr. LO Wa Kei Roy
Mr. HAN Xiaosheng
(Ceased on 6 September 2022)

董事會

執行董事

劉國升先生 (*主席*)
(於2022年9月6日獲委任為主席)
劉洪偉先生 (*副主席*)
劉 冰先生
韓曉生先生
(於2022年9月6日辭任執行董事
及不再擔任主席)

非執行董事

趙英偉先生

獨立非執行董事

劉紀鵬先生
嚴法善先生
盧華基先生

董事委員會

審核委員會

劉紀鵬先生 (*委員會主席*)
趙英偉先生
盧華基先生

薪酬委員會

嚴法善先生 (*委員會主席*)
劉國升先生
(於2022年9月6日獲委任)
盧華基先生
韓曉生先生
(於2022年9月6日不再擔任)

CORPORATE INFORMATION (Continued)

公司資料 (續)

Nomination Committee

Mr. LO Wa Kei Roy (*Committee Chairman*)

(*Appointed on 6 September 2022*)

Mr. LIU Jipeng

Mr. YAN Fashan

Mr. HAN Xiaosheng

(*Ceased on 6 September 2022*)

Authorised Representatives

Mr. LIU Guosheng

(*Appointed on 6 September 2022*)

Ms. LAM Wai Yee Sophie

Mr. HAN Xiaosheng

(*Ceased on 6 September 2022*)

COMPANY SECRETARY

Ms. LAM Wai Yee Sophie

LEGAL ADVISOR

As to Hong Kong Law:

Deacons

INDEPENDENT AUDITOR

Yongtuo Fuson CPA Limited

Certificate Public Accountants

Registered Public Interest Entity Auditor

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

Bank of China (Hong Kong) Limited

提名委員會

盧華基先生 (*委員會主席*)

(*於2022年9月6日獲委任*)

劉紀鵬先生

嚴法善先生

韓曉生先生

(*於2022年9月6日不再擔任*)

授權代表

劉國升先生

(*於2022年9月6日獲委任*)

林慧怡女士

韓曉生先生

(*於2022年9月6日不再擔任*)

公司秘書

林慧怡女士

法律顧問

關於香港法律:

的近律師行

獨立核數師

永拓富信會計師事務所有限公司

執業會計師

註冊公眾利益實體核數師

主要往來銀行

香港上海滙豐銀行有限公司

中國銀行(香港)有限公司

INFORMATION FOR SHAREHOLDERS

股東資訊

LISTING INFORMATION

上市資料

Place of Listing : Main Board of The Stock Exchange of
上市地點 Hong Kong Limited (“SEHK”)
香港聯合交易所有限公司(「聯交所」)主板

Stock Codes : SEHK 聯交所 : 715
股份代號 Bloomberg 彭博資訊 : 715.HK
Reuters 路透社 : 0715.HK

MARKET CAPITALISATION

市值

As at 31 December 2022 : approximately HK\$387.4 million
於2022年12月31日 約港幣3.874億元

FINANCIAL CALENDAR

財務日誌

2022 annual results announcement	31 March 2023
2022 年度全年業績公佈	2023年3月31日
Closure of registers of members	12-18 May 2023
暫停辦理股份過戶登記	2023年5月12日至18日
2023 annual general meeting	18 May 2023
2023 年度股東周年大會	2023年5月18日
2023 interim results announcement	August 2023
2023 年度中期業績公佈	2023年8月

REGISTERED OFFICE

註冊辦事處

Clarendon House, 2 Church Street, Hamilton HM11, Bermuda

HEAD OFFICE AND PRINCIPAL

PLACE OF BUSINESS

總辦事處及主要營業地點

64/F., Bank of China Tower, 1 Garden Road, Hong Kong
香港花園道1號中銀大廈64樓

BERMUDA PRINCIPAL SHARE

REGISTRAR

百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
4th Floor North, Cedar House, 41 Cedar Avenue, Hamilton, HM12,
Bermuda

HONG KONG BRANCH SHARE

REGISTRAR

香港股份過戶登記分處

Computershare Hong Kong Investor Services Limited
香港中央證券登記有限公司
Shops 1712-1716, 17th Floor, Hopewell Centre,
183 Queen's Road East, Wan Chai, Hong Kong
香港灣仔皇后大道東183號
合和中心17樓1712-1716號舖

INFORMATION FOR SHAREHOLDERS (Continued)

股東資訊 (續)

CORPORATE INFORMATION

公司資訊

The press releases, financial reports and other information of the Company are available at the website of the Company at www.oceanwide.hk

本公司的新聞稿、財務報告及其他資訊登載於本公司網站
www.oceanwide.hk

WEBSITE

網站

www.oceanwide.hk

DEFINITIONS

釋義

“associate(s)” 「聯繫人」	means 指	has the same meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞的相同涵義
“Board” 「董事會」	means 指	the board of Directors 董事會
“Bye-laws” 「公司細則」	means 指	the bye-laws of the Company 本公司公司細則
“China Oceanwide Group” 「中泛集團」	means 指	China Oceanwide Group Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Oceanwide Holdings 中泛集團有限公司，為於香港註冊成立的有限公司及泛海控股的全資附屬公司
“China Oceanwide Holdings Group” 「中國泛海控股集團」	means 指	China Oceanwide Holdings Group Co., Ltd.*, a company incorporated in the PRC with limited liability and the controlling shareholder of Oceanwide Holdings 中國泛海控股集團有限公司，為於中國註冊成立的有限公司及泛海控股的控股股東
“China Oceanwide Holdings” or “Company” 「中泛控股」或「本公司」	means 指	China Oceanwide Holdings Limited (Stock Code: 715), a company incorporated in Bermuda with limited liability whose Shares are listed on the Main Board of the Stock Exchange 中泛控股有限公司(股份代號：715)，為於百慕達註冊成立的有限公司，其股份於聯交所主板上市
“Director(s)” 「董事」	means 指	the director(s) of the Company 本公司董事
“Group” 「本集團」	means 指	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” or “HKD” 「港幣」	means 指	Hong Kong dollars, the lawful currency of Hong Kong 港幣，香港的法定貨幣
“Hong Kong” 「香港」	means 指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“IDR” 「印尼盾」	means 指	Indonesian Rupiah, the lawful currency of Indonesia 印尼盾，印尼的法定貨幣
“Indonesia” 「印尼」	means 指	the Republic of Indonesia 印度尼西亞共和國
“Listing Rules” 「上市規則」	means 指	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則

DEFINITIONS (Continued)

釋義 (續)

“Model Code” 「標準守則」	means 指	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules 上市規則附錄十所載的上市發行人董事進行證券交易的標準守則
“Oceanwide Holdings” 「泛海控股」	means 指	Oceanwide Holdings Co., Ltd.* (Stock Code: 000046), a joint stock company incorporated in the PRC with limited liability whose shares are listed on the Shenzhen Stock Exchange and the indirect controlling Shareholder 泛海控股股份有限公司，為於中國註冊成立的股份有限責任公司和間接控股股東，其股份於深圳證券交易所上市（證券代碼：000046）
“PRC” 「中國」	means 指	the People’s Republic of China, which for the purpose of this annual report, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國，就本年報而言，不包括香港、中國澳門特別行政區及台灣
“RMB” 「人民幣」	means 指	Renminbi, the lawful currency of the PRC 人民幣，中國的法定貨幣
“SFO” 「證券及期貨條例」	means 指	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) 證券及期貨條例（香港法例第571章）
“Share(s)” 「股份」	means 指	ordinary share(s) of HK\$0.10 each in the share capital of the Company 本公司股本中每股面值港幣0.10元的普通股
“Shareholder(s)” 「股東」	means 指	holder(s) of the Shares 股份持有人
“Stock Exchange” 「聯交所」	means 指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“U.S.” 「美國」	means 指	the United States of America 美利堅合眾國
“US\$” or “USD” 「美元」	means 指	U.S. dollars, the lawful currency of the U.S. 美元，美國的法定貨幣
“%” 「%」	means 指	per cent. 百分比

Unless otherwise specified, in this annual report, conversions of US\$ into HK\$, RMB into HK\$ and IDR into HK\$ are based on the exchange rate of US\$1.00 = HK\$7.7967, RMB1.00 = HK\$1.1195 and IDR1.00 = HK\$0.000502 respectively for illustration purpose only. No representation is made that any amounts in US\$, RMB, IDR or HK\$ can be or could have been converted at the relevant dates at the above rate or any other rates at all.

除另有指明外，於本年報內，美元兌港幣、人民幣兌港幣及印尼盾兌港幣乃分別按1.00美元兌港幣7.7967元、人民幣1.00元兌港幣1.1195元及印尼盾1.00元兌港幣0.000502元的匯率換算，僅供說明之用。概不表示任何美元、人民幣、印尼盾或港幣款項可以或可能已經於有關日期按上述匯率或按任何其他匯率兌換。

* for identification purpose only 僅供識別

CHAIRMAN'S STATEMENT

主席報告

CHAIRMAN'S STATEMENT

2022 continued to be a challenging year for China Oceanwide Holdings. The variants of the novel coronavirus disease ("COVID-19") have spread widely around the globe and are affecting economic activities in Mainland China, Hong Kong and overseas. The fifth wave of the pandemic in Hong Kong in the first half of 2022 set back the economy and consumption activities again. As Mainland China has relaxed the pandemic prevention measures since December 2022, the pandemic there became severe. The war between Russia and Ukraine (the "Russia-Ukraine War") has deteriorated the global energy and food crisis, and hence the supply chain is facing huge challenges. The US Federal Reserve has been raising interest rates to withstand high inflation, which has also affected the performance of local properties market. In the real estate market in Mainland China, as there were debt defaults by a number of real estate developers due to previous industry regulation, including Oceanwide Holdings, the intermediate holding company of the Company, the property market in Mainland China continued to be depressed, with property price declining for the seventh straight month in December 2022, due to the lack of interest in buying new houses and the continued liquidity squeeze. At the downturn of economy, together with lawsuits and the difficulty in financing, the development of the real estate development projects of the Group in the U.S. were hindered. For the Year, a number of receiverships and lawsuits have occurred in the Group due to funding issues. In particular, the companies indirectly holding the investment properties in Shanghai (the "Shanghai Properties") and the real estate development project in New York (the "New York Project") were under receivership, so that the financial results of those companies were deconsolidated from the Group's consolidated financial statements (the "Deconsolidation"). Currently, the Group is actively negotiating with the receivers and lenders to resolve the existing issues, and expects to repay its debts by disposing of assets, thereby reducing the burden on recurring financial costs and working capital, and certain results have been achieved up to now. In particular, the disposal of the land parcels in the Kapolei West of Hawaii was completed in December 2022. For the New York Project, a forbearance agreement has been signed with the lender and the parties are currently in negotiation for extension. Letters of intent for acquisition or cooperation have been received from investors in respect of some of the projects.

主席報告

2022年對於中泛控股仍是極具挑戰的一年。新型冠狀病毒(「新冠病毒」)的變種病毒在全球各地廣泛傳播，影響到中國大陸、香港以及海外的經濟活動。2022年上半年在香港的第五波疫情，令經濟和消費活動再次受挫。由於中國內地於2022年12月開始放寬防疫措施，內地疫情變得嚴峻。俄羅斯與烏克蘭的戰爭(「俄烏戰爭」)使全球能源及糧食危機惡化，供應鏈面臨巨大挑戰。美國聯邦儲備局一直以加息對抗高通脹，亦影響了當地房地產市場的表現。中國內地房地產市場方面，早前的行業監管已觸發多家房地產開發商債務違約事件，其中包括本公司的中間控股公司泛海控股。內地房市如今仍然低迷，由於民眾缺乏購買新屋的興趣和持續流動性緊縮，2022年12月房價連續第7個月下跌。在經濟不景氣，疊加訴訟問題和融資困難的情況下，本集團的美國房地產開發項目發展受阻。年內本集團因資金問題已產生多個接管和訴訟事件，其中間接持有上海投資物業(「上海物業」)以及紐約房地產開發項目(「紐約項目」)的控股公司分別被接管，以致該等公司的財務業績不再納入本集團的合併報表(「出表」)。本集團現正積極與接管人和貸款方洽談以解決當前的問題，並希望透過處置資產以償還其債務，從而降低經常性財務成本和營運資金負擔，目前已取得階段性的成果，其中夏威夷卡珀雷西區地塊已在2022年12月完成交割。紐約項目已與貸款人簽署寬限協議，雙方正在洽談展期，部分項目也收到投資者的收購或合作意向書。

CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

In 2022, China Oceanwide Holdings has unremittingly maintained the relationship with its creditors to avoid compulsory auction of its overseas assets, by maintaining daily operation with minimum capital, implementing asset optimization and disposal, and continuously reducing leverage and liabilities, as well as addressing liquidity risks comprehensively. In 2023, the Group's first priority is to continue to focus on asset optimization, collect funds to reduce debts and leverage, increase financial liquidity, and reduce the Group's interest-bearing liabilities and gearing ratio, so as to improve the Group's ability of operation and sustainable development. The Group will further optimize its development strategy and business plan, promote business development, unite all the powers, forge ahead and move forward together towards a brighter future.

MACRO-ECONOMIC ENVIRONMENT

As the pandemic prevention measures have been relaxed globally and mandatory home office arrangement has been phased out, the global economy is expected to gradually recover to the level before the outbreak of the pandemic. However, due to the post-pandemic impact of COVID-19, the global demand was weak, and the Russia-Ukraine War intensified the energy crisis in Europe, leading to a surge in the price. The overall market conditions in Hong Kong and Mainland China are challenging due to high interest rates, COVID-19 and geopolitical tensions.

Presently, there are increasing uncertainties in the international environment. In Mainland China, numerous real estate constructions have been suspended since 2022 and could not be completed. Some of the affected property owners have stopped repaying their mortgage loans, hitting the real estate market of China. During 2022, construction has not yet been resumed in most of the unfinished buildings, as the recent credit crunch continued to impair the confidence in the real estate market. According to the National Bureau of Statistics of China, in December 2022, the price of new residential properties in 70 large and medium cities decreased by 1.5% year-on-year, of which the price of newly completed residential properties in 55 cities declined. The low rate of resumption of construction of unfinished buildings has also affected the willingness of the general public to purchase houses. However, as Mainland China has relaxed the pandemic prevention measures since December

2022年中泛控股致力與債權人保持良好關係，為避免海外資產被強制拍賣，善用最少資金維持日常運作，落實資產優化處置、繼續降槓杆及減負債，同時綜合化解流動性風險。2023年本集團的首要任務仍是繼續致力進行資產優化，讓資金回籠後減負債及去槓杆，增加資金流動性，及降低本集團有息負債規模和資產負債率，從而提升本集團經營能力和可持續發展。本集團將進一步優化其發展戰略和業務佈局，推動業務發展，凝心聚力，砥礪奮進，面向曙光，共同前行。

宏觀經濟環境

隨著全球防疫措施的放寬及強制性居家辦公安排的逐步取消，全球整體經濟預期將逐步恢復至疫情發生前的水平，但由於受到新冠病毒的後疫情影響，全球需求疲軟，俄烏戰爭加劇歐洲能源危機，導致價格飆升，香港及中國內地的整體市場狀況由於受較高利率環境、新冠病毒和地緣政治緊張局勢而具有挑戰性。

當前國際環境不確定性因素增多。中國內地方面，自2022年以來，多處地方出現樓盤停工、爛尾，部分受影響的業主集體停止還貸，衝擊中國的房地產市場。因近期的信貸緊縮仍在損害房地產市場的信心，2022年大部分爛尾樓仍未復工。中國國家統計局公布，2022年12月，70個大中城市新建住宅物業價格年比下跌1.5%，其中55個城市的新成屋價格下跌。爛尾樓復工率過低，也影響一般民眾購屋意願，然而中國內地已於2022年12月開始放寬防疫措施，加上內地政策官員和地方政府承諾盡快恢復停工建案的建設，中國人民銀行啟動2,000億元人民幣，為爛尾樓建設注資，故董事認為中國經濟已重拾升軌，根據中國國家統計局2023年1月18

CHAIRMAN'S STATEMENT (Continued)

主席報告(續)

2022, and the policy officials and local governments promised to resume the constructions that were suspended as soon as possible, with the People's Bank of China appropriating RMB200 billion to fund the construction of unfinished buildings, the Directors believe that the Chinese economy has returned to an upward track. According to the preliminary computation of annual economic development for 2022 released by the National Bureau of Statistics of China on 18 January 2023, China's annual gross domestic product for 2022 increased by 3.0% as compared to 2021 at a constant price, which was the first time that China's gross domestic product exceeded RMB120 trillion.

In the U.S. real estate market, the U.S. Federal Reserve has been raising interest rates to withstand high inflation. Since mid-March 2022, the interest rate has been raised nine times from 0.25% to 5%. The interest rate hike has led to a sharp reversal in the housing market, causing a sharp drop in mortgage demand. According to the statistical data of National Association of Realtors, the existing-home sales, which measures the signed sales contract of completed properties, dropped by 22.6% in February 2023 as compared with that of February 2022. Some economists pointed out that in order to curb the highest level of inflation in 40 years, the U.S. Federal Reserve was aggressively raising interest rates, which pushed up mortgage rates and suppressed demands in the U.S. property market. A great economic recession could be triggered if the U.S. Federal Reserve bursts the bubbles of the U.S. stock market, property market and credit market with sharp interest rate hikes. It remained unclear whether further rate hikes will continue in the future as interest rate hikes put increasing pressure on the banking system.

As the Hong Kong Government has greatly relaxed its pandemic prevention measures since September 2022, with the recovery of China's economy, the economy in Hong Kong is growing step by step. However, there is a long way to go before a full recovery.

Most of the projects under development and the borrowings of the Group are denominated in USD and reported in HKD. Due to the linked exchange rate system in Hong Kong, USD will not fluctuate significantly. During the Year, USD strengthened then weakened. The change in interest rate did not have a significant impact on the Group's results.

日發布的2022年全年經濟發展初步核算，2022年中國全年國內生產總值按不變價格計算，比2021年增長3.0%，為中國國內生產總值首次超過120萬億元人民幣。

美國房地產市場方面，美國聯邦儲備局一直以加息對抗高通脹，利率自2022年3月中旬以來已由0.25%上調九次至5%。利率上升導致住房市場出現急劇逆轉，抵押貸款需求急劇下降。根據美國房地產經紀人協會的數據，衡量已簽成屋銷售合約的成屋銷售指標於2023年2月與2022年2月相比已下降22.6%。有經濟學家指出，為了遏制40年來最高的通脹水平，美國聯邦儲備局激進加息，推高了抵押貸款利率，抑制了美國樓市的需求。若美國聯邦儲備局以大幅加息刺破美國股市、樓市和信貸市場泡沫，可能會引發深度經濟衰退。由於加息對銀行體系的壓力增加，對未來是否再繼續加息目前仍不明朗。

香港政府已於2022年9月大幅放寬防疫措施，隨著國內經濟回暖，縱使距離全面復甦尚有一段頗長路程，香港的經濟正循序發展。

本集團大多數發展中項目及借款均以美元計價，以港幣呈報。由於香港實行聯繫匯率制度，美元不會產生巨大波動，年內美元走強後回落，利率變動對本集團的業績沒有產生重大影響。

FINANCIAL RESULTS

Due to the Deconsolidation of the financial results of the company and its subsidiaries indirectly holding Shanghai Properties in April 2022, the income and profit of the Property Investment segment were significantly impacted during the Year. Following the Deconsolidation, the consolidated net liabilities of the companies under receivership, including the derecognized project pledged loans, were valued and presented in the financial statement as "Obligations in respect of deconsolidated subsidiaries", which were financial guarantees. The value changes during the Year were presented as "Loss in respect of deconsolidation of subsidiaries and related financial guarantee contracts". The projects in the Real Estate Development segment and Energy segment were in the construction period. Due to the liquidity issue, all of the projects under construction have been suspended and were temporarily unable to generate income and profits. Certain expenses of the projects that did not have development progress were not capitalized and the related expenses in the Real Estate Development segment and Energy segment were included in the income statement during the Year. In the Finance Investment and Others segment, loss was recorded as no financial investments were held by the Group to generate income. The total revenue of the Group for the Year decreased by 75% to HK\$28.0 million (2021: HK\$111.3 million). The loss before interest expense and tax for the Year ("LBIT") was HK\$948.2 million (2021: HK\$4,321.8 million). LBIT during the Year excluding other net losses¹ of HK\$782.2 million (2021: HK\$4,210.6 million) was HK\$166.0 million (2021: HK\$111.3 million). The decrease in revenue and the increase in LBIT were

¹ Other net losses during the Year was HK\$782.2 million, comprising a project impairment of HK\$575.1 million, a loss on the disposal of the Hawaii Kapolei West Project (as defined below) of HK\$202.7 million, net foreign exchange loss of HK\$2.7 million and net expected credit loss provision of HK\$1.7 million. Other net losses in 2021 was HK\$4,210.6 million, comprising projects impairment of HK\$4,098.4 million, the provision for the litigation related to real estate development project in Los Angeles ("LA") (the "LA Project") of HK\$71.6 million, net foreign exchange loss of HK\$32.0 million and expected credit loss provision of HK\$8.6 million.

財務業績

受間接持有上海物業的控股公司及其附屬公司於2022年4月出表的影響，年內物業投資板塊的收入和利潤受到重大影響，出表後該等公司的合併淨負債(含已終止確認的項目抵押貸款)，按評估值於財務報表以「有關出表子公司的責任」(即財務擔保)列示，年內產生價值變動記入「出表子公司及相關財務擔保合同虧損」。房地產開發板塊及能源電力板塊正處於建設期，因資金流動性問題，各建設中的項目建設暫緩，暫時未能產生收入和利潤。未有發展進度的項目部分費用不作資本化，其中房地產開發板塊和能源電力板塊的相關費用於年內計入收益表；財務投資及其他板塊方面，由於本集團沒有持有財務投資以產生收入，令該板塊產生虧損。本集團年內總收入下跌75%至港幣2,800萬元(2021年：港幣1.113億元)，而年內未扣除利息支出及稅項前虧損(「利息及稅前虧損」)為港幣9.482億元(2021年：港幣43.218億元)。撇除其他淨虧損¹港幣7.822億元(2021年：港幣42.106億元)，年內利息及稅前虧損為港幣1.660億元(2021年：港幣1.113億元)，收入減少和利息及稅前虧損增加主要因為間接持有上海物業的控股公司於2022年4月出表所致。年內其他淨虧損主要包含根據評估師估值結合管理層估計出售淨額而得出夏威夷

¹ 年內其他淨虧損港幣7.822億元包括項目減值港幣5.751億元、出售夏威夷卡珀雷西區項目(定義見下文)虧損港幣2.027億元、匯兌淨虧損港幣270萬元和淨預期信用損失撥備港幣170萬元。2021年其他淨虧損港幣42.106億元包括項目減值港幣40.984億元、洛杉磯(「洛杉磯」)房地產開發項目(「洛杉磯項目」)相關訴訟計提撥備港幣7,160萬元、匯兌淨虧損港幣3,200萬元和預期信用損失撥備港幣860萬元。

CHAIRMAN'S STATEMENT (Continued)

主席報告(續)

mainly due to the Deconsolidation of the financial results of the companies indirectly holding the Shanghai Properties in April 2022. Other net losses during the Year mainly included the impairment of the real estate development project in Ko Olina No. 2 Land in Hawaii (the "Hawaii Ko Olina No. 2 Land Project") of HK\$575.1 million (2021: HK\$3,765.7 million in the Real Estate Development segment; HK\$332.7 million in the Energy segment) made in accordance with the valuation done by the valuer and the net sale proceeds estimated by the management, and the loss on disposal of HK\$202.7 million of the real estate development project in Kapolei West District, Hawaii (the "Hawaii Kapolei West Project") (2021: Nil).

Consolidated loss attributable to the Shareholders for the Year was HK\$2,420.1 million (2021: HK\$5,359.8 million). The decrease in the consolidated loss attributable to the Shareholders was mainly due to the decrease in other net losses (2022: HK\$782.2 million; 2021: HK\$4,210.6 million) as mentioned above, which was partially offset by the loss in respect of deconsolidation of subsidiaries and related financial guarantee contracts of HK\$453.6 million (2021: Nil). Basic loss per share was HK14.99 cents (2021: HK33.20 cents).

DIVIDEND

The Board does not recommend the payment of final dividend for 2022 (2021: Nil).

夷科琳娜二號地房地產開發項目(「夏威夷科琳娜二號地項目」)減值港幣5.751億元(2021年:房地產開發板塊港幣37.657億元;電力板塊港幣3.327億元)和出售夏威夷卡珀雷西區房地產開發項目(「夏威夷卡珀雷西區項目」)產生虧損港幣2.027億元(2021年:無)。

年內股東應佔綜合虧損為港幣24.201億元(2021年:港幣53.598億元),股東應佔綜合虧損減少主要由於如上述其他淨虧損金額減少(2022年:港幣7.822億元;2021年:港幣42.106億元),惟部分被出表子公司及相關財務擔保合同虧損港幣4.536億元(2021:無)所抵銷。每股基本虧損為港幣14.99仙(2021年:港幣33.20仙)。

股息

董事會不建議派發2022年度的末期股息(2021年:無)。

BUSINESS REVIEW

Property Investment

The companies indirectly holding the Shanghai Properties was under receivership on 14 February 2022. The Company was being notified in April 2022 that the Shanghai Properties would be sold. Therefore, the Deconsolidation should be deemed to have occurred in April 2022. The consolidated net liabilities of China Oceanwide Property Holdings Limited (“COPHL”) and its subsidiaries (the “COPHL Group”), which indirectly hold the Shanghai Properties, were presented as “Obligations in respect of deconsolidated subsidiaries”. As at the date of this annual report, the lenders were in negotiation in relation to the disposal of the Shanghai Properties to repay the debts while no further information was provided by the lenders or receivers. Having considered the impact of the disposal of the Shanghai Properties on the Group's revenue, the Group is actively negotiating to dispose of the LA Project to repay the loans involved, so that the Group can regain the control over the Shanghai Properties and consolidate the financial results of the companies indirectly holding the Shanghai Properties into the financial statements of the Group again.

Real Estate Development

The Group's U.S. real estate development projects are located in prime locations of major cities in the U.S. and are positioned as mid-to-high-end luxurious property complexes and new regional landmarks. During the Year, the Group completed the disposal of the Hawaii Kapolei West Project to obtain funds and reduce its liabilities, resulting in a loss of HK\$202.7 million. As at 31 December 2022, the Group has a total of four real estate development projects (including the deconsolidated New York Project) as follows:

業務概覽

物業投資

間接持有上海物業的控股公司於2022年2月14日被接管，本公司於2022年4月獲悉上海物業將被出售，因此，出表應被視作於2022年4月發生。間接持有上海物業的中泛置業控股有限公司（「中泛置業控股」）及其附屬公司（「中泛置業控股集團」）的合併淨負債已按「有關出表子公司的責任」列示。截至本年報日期，貸款人正在洽談出售上海物業以償還債務，惟貸款人或接管人均未有提供進一步詳情。考慮上海物業被出售後對本集團的收入影響，本集團正積極洽談出售洛杉磯項目以償還涉及的貸款，讓本集團能取回上海物業的控制權而把間接持有上海物業的控股公司的財務業績重新納入本集團的財務報表。

房地產開發

本集團的美國房地產開發項目集中於美國主流城市的黃金地段，項目定位皆為中高端豪華綜合物業及區域新地標。年內，本集團已完成出售夏威夷卡珀雷西區項目以套取資金減低負債，產生虧損港幣2.027億元。於2022年12月31日，本集團共有以下四個房地產開發項目（含已出表的紐約項目）：

CHAIRMAN'S STATEMENT (Continued)

主席報告(續)

LA Project

The Group's LA Project is located in the core area of LA, near landmark buildings such as Crypto.com Arena (formerly known as Staples Center) (home to the Lakers and the Clippers), Microsoft Theater, Los Angeles Convention Center and The Ritz Carlton. With considerable flow of people and customers, it is an excellent site for the development of a commercial complex. It attracts more than 20 million tourists and spectators every year, and with the population density of the surrounding residents, it is located in the most attractive business district in LA and the core area of the 2028 Los Angeles Olympic Games. The main target groups of residential properties of the LA Project are people aged 35 to 50 with certain social status and achievements, empty nest families, celebrities and VIP athletes, as well as international home buyers and senior executives of multinational companies. The target groups of the commercial retail, LED outdoor advertising and hotels are mainly tourists, spectators, event participants, international tourists, and approximately 70,000 residents in the region. The LA Project covers a total land area of approximately 18,662 square meters ("sqm") with a gross floor area of approximately 138,249 sqm which is planned to be developed into a large-scale mixed-used urban commercial complex with three upscale condominiums, a luxury five-star hotel under the "Park Hyatt" brand, which is the top-notch hotel brand under the Hyatt Group, a shopping mall with a gross floor area of approximately 15,476 sqm, and the largest LED signage panel on the west coast of the U.S..

The construction of the project commenced in the second half of 2014. In 2018, construction works of the project for all main structures and curtain wall installation works for the main structures were completed. Over 85% of electrical and mechanical works were completed so far; and over 60% of interior drywalls in towers 2 and 3 were installed. However, the construction of this project has been suspended since October 2020 due to the significant impact of global pandemic and changes in macro-economic environment in 2020 as well as the arbitration between the Group and the main contractor which decided to terminate the construction contract. Due to the liquidity issues faced by the Group, the construction of the LA Project has remained suspended to date and the Group has

洛杉磯項目

本集團的洛杉磯項目位於洛杉磯核心地帶，毗鄰加密貨幣網體育館(前稱斯台普斯中心，湖人隊和快船隊主場)、微軟劇場、洛杉磯會展中心及麗思卡爾頓酒店等地標建築，人流及客流相當可觀，是絕佳的商業綜合體開發用地，每年吸引的遊客和觀眾超過2,000萬人次，結合周邊居民的人口密度，位於洛杉磯最具吸引力的商圈和2028年洛杉磯奧運會的核心區。洛杉磯項目住宅的主要客源是有一定社會地位和成就的35至50歲人士、空槽家庭、名人和VIP運動員，以及國際購房者及跨國企業的高級管理人員。其商業零售、LED戶外廣告和酒店的客群主要為遊客、觀眾、活動參與者、國際旅客及區域內約70,000名居民。洛杉磯項目總地塊面積約18,662平方米(「平方米」)，計容面積約138,249平方米，計劃發展成為一個包括三幢高檔公寓、一間使用凱悅集團旗下最高端的酒店品牌「柏悅酒店」的五星級豪華酒店、約15,476平方米的購物中心及美國西岸最大的LED廣告牌的大型多用途都市商業綜合體。

項目於2014年下半年動工，2018年已完成所有主體結構工程封頂；完成主體外牆幕牆工程；機電工程目前已完成超過85%；2、3號樓室內隔牆部分已完成超過60%。然而，2020年受到全球新冠病毒疫情以及宏觀經濟環境變化的巨大衝擊，加上總承包商與本集團所進行的仲裁及其終止建築合同的決定，該項目自2020年10月開始暫停建設，由於本集團面臨流動性問題，洛杉磯項目至今仍處於停工狀態，年內以最低成本維持項目現狀。年內，本集團與潛在投資者洽談項目融資或合作開發計劃，以重新啟動建設，為項目完成融

CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

maintained the LA Project with minimum cost. During the Year, the Group negotiated with potential investors on project financing or joint development plans, with an aim to resume construction, to complete financing for the LA Project and to pay off all current debts to the creditors for the project. During the Year, the Group had discussed with certain investors and financing institutions on financing or cooperative development and had compared and negotiated various terms of the cooperation. Oceanwide Plaza LLC, a wholly-owned subsidiary of the Company, has received letters of intent for acquisition from several potential purchasers in respect of the LA Project and the Group is currently negotiating with a potential purchaser on the sale and purchase agreement. The net proceeds from the possible LA Project disposal will be used (i) to settle lawsuits and outstanding debts related to the LA Project; (ii) to resolve the Group's existing financial difficulties, including but not limited to the repayment of most of its external debts and the settlement of claims made by certain lenders against the Group in respect of overdue borrowings; (iii) to retain the Shanghai Properties, so as to consolidate the income generated from the Shanghai Properties and the financial statements of the COPHL Group into the financial statements of the Group again; and (iv) for the daily operations and business development of the Group. In addition to the possible LA Project disposal, the Group has also been exploring other cooperation opportunities, including but not limited to, the establishment of a joint venture company to develop the LA Project, and has been discussing with potential interested parties. As of the date of this annual report, the Group is still negotiating with the potential purchaser in respect of the terms of the sale and purchase agreement and no definitive agreement has been signed yet. The Group will publish announcement(s) as and when appropriate in accordance with the Listing Rules. It is expected the financial difficulties of the Group can be resolved by the end of 2023.

As at 31 December 2022, total funds invested in the project was approximately US\$1,199.3 million (equivalent to approximately HK\$9,350.6 million).

資並清償項目債權人的所有流動債務。本集團於年內分別與多個投資人和融資機構開展融資或合作開發的探討，就各種合作條件作對比和洽商。此外，本公司的全資附屬公司泛海廣場有限公司*就洛杉磯項目收到多個潛在買家提交的收購意向書，本集團現正就買賣協議與潛在買家進行磋商。潛在洛杉磯項目出售事項的所得款項淨額將用於(i)解決洛杉磯項目相關訴訟和欠款；(ii)解決本集團當前的財務困難，包括但不限於償還大部分外部債務及解決某些貸款人就逾期償還借款向本集團提出的申索；(iii)保留上海物業，從而將上海物業產生的收入和中泛置業控股集團的財務報表重新納入本集團的財務報表；及(iv)本集團的日常營運及業務發展。除潛在洛杉磯項目出售事項外，本集團亦一直探索其他合作機會，包括但不限於透過成立合營公司發展洛杉磯項目，並與潛在有意者進行商討。截至本年報日期，本集團仍在與買家洽談買賣協議的條款，但尚未簽署明確協議。本集團將根據上市規則適時刊發公告。本集團的財務問題期望可於2023年年底前解決。

於2022年12月31日，已投入項目的資金約11.993億美元(相等於約港幣93.506億元)。

CHAIRMAN'S STATEMENT (Continued)

主席報告(續)

New York Project

The company indirectly holding the New York Project has been under receivership since 2 May 2022. The directors of China Oceanwide Real Estate Development III Limited (“CORED III”) and its subsidiaries (the “CORED III Group”) holding the New York Project were all changed to the representatives of the receivers on the same day. The lender issued a statutory demand letter to China Oceanwide Holdings on 16 May 2022, which stated that China Oceanwide Holdings should repay the debt of US\$175,368,108.86 within 21 days, otherwise the lender would have the right to file a winding-up petition against China Oceanwide Holdings in Bermuda and initiate the winding-up proceedings. The lender has filed a winding-up petition to the Bermuda court on 9 June 2022. The financial results of the company indirectly holding the New York Project has been deconsolidated since May 2022 as the Group has completely lost control over the project. Upon the Deconsolidation, the consolidated net liabilities of the New York Project was presented as “Obligations in respect of the deconsolidated subsidiaries”. On 25 August 2022 (New York time), the Company, CORED III, Oceanwide Real Estate Investment NY Corp.*, Oceanwide Center NY LLC* and New York – 80 South Street LLC* (the “Administrative Agent”, for itself and lender of the New York Project), entered into a forbearance agreement, which has been effective from 18 August 2022 retrospectively. Pursuant to the forbearance agreement, the period during which the Administrative Agent forbears from enforcing legal action against the Group could be extended to 30 November 2022 and was further extended to 31 December 2022 under another forbearance agreement signed on 2 December 2022. The Group plans to transfer the New York Project to the Administrative Agent through the payment of a final lump sum together with the transfer tax to set off the outstanding debt under the loan documents and the parent guarantee granted on 22 May 2019 by the Company in favour of the Administrative Agent. As at the date of this annual report, the Group is in negotiation with the Administrative Agent to extend the forbearance period with a view to signing a revised forbearance agreement prior to the hearing in the Bermuda court to be held in June 2023, to pay the final lump sum together with the transfer tax for the purpose of transfer of the New York Project to the Administrative Agent, so as to offset against the debt due to the lenders, to release the guarantee provided by the Company and to have the winding-up petition against the Company to be withdrawn.

紐約項目

間接持有紐約項目的控股公司於2022年5月2日被接管，中泛房地產開發第三有限公司(「中泛房地產開發第三」)及其持有紐約項目的附屬公司(「中泛房地產開發第三集團」)的董事已於同日全變更為接管方的代表。貸款人於2022年5月16日向中泛控股發出一封法定償債書，當中表示中泛控股需在21日內支付175,368,108.86美元的債務欠款，否則貸款人有權針對中泛控股於百慕達提出清盤呈請，從而啟動清盤程序，貸款人於2022年6月9日向百慕達法院提出清盤呈請。由於本集團對項目已完全失去控制權，間接持有紐約項目的控股公司業績於2022年5月起出表。出表後紐約項目合併淨負債按「有關出表子公司的責任」列示。於2022年8月25日(紐約時間)，本公司、中泛房地產開發第三、紐約泛海不動產投資公司*、紐約泛海中心有限公司*與紐約 – 80南街有限公司*(「行政代理人」，為其本身及紐約項目的貸款人)訂立生效日期追溯至2022年8月18日的寬限協議，行政代理人不對本集團執行法律行動的寬限期可延至2022年11月30日，其後根據另一份於2022年12月2日簽署的寬限協議再延至2022年12月31日。本集團計劃透過支付最終一次性款項連同轉讓稅將紐約項目轉讓予行政代理人，以抵銷根據貸款文件及本公司於2019年5月22日授予以行政代理人為受益人的母公司擔保項下的未償還債務。截至本年報日期，本集團正在與行政代理人洽談延長寬限期，以期在下一百慕達法院聆訊日期(暫定在2023年6月)前簽署經修訂寬限協議，以支付最終一次性款項連同轉讓稅以讓行政代理人釋放本公司提供的擔保、撤銷對本公司的清盤呈請訴訟以及將紐約項目轉讓予行政代理人，完成抵免貸款人的債務。

CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

Hawaii Projects

On 27 July 2021, China Oceanwide Real Estate Development Holdings Limited ("COREDH"), the intermediate holding company of the Hawaii projects (the "Hawaii Projects", including the Hawaii Ko Olina No. 2 Land Project, the Hawaii Ko Olina No. 1 Land Project (as defined below) and the Hawaii Kapolei West Project), was under receivership by the receivers appointed by noteholder. Since then, the Company has been in continuous negotiations with the noteholder to explore practicable ways to settle the receivership. The Hawaii Kapolei West Project was disposed of at the consideration of US\$95.0 million and was completed in December 2022. The net proceeds from the disposal were used to repay part of the debts and interests due to noteholder secured by the Hawaii Projects. However, as the proceeds from the disposal of the Hawaii Kapolei West Project were not sufficient to repay all the debts due to noteholder, the receivership over the Hawaii Projects has not yet been resolved. Since letters of intent for acquisition have been received from potential purchasers in respect of the remaining land parcels in Hawaii, the Company expects that the debts owed to noteholder will be settled after the disposal of such remaining land parcels of the Hawaii Projects, and the receivership will be resolved in the near future. Therefore, the financial results of COREDH, which indirectly holds the Hawaii Projects, were not deconsolidated as at 31 December 2021 and 31 December 2022.

Ko Olina No. 2 Land

The Group's Ko Olina No. 2 land real estate development project is located at several parcels of land in Ko Olina District on Oahu Island in Hawaii, the U.S., one of the world's most popular tourist destinations. These land parcels are one of the scarce sites available for hotel development on Oahu Island and have rich natural resources and a beautiful coastline with a land area of approximately 70,000 sqm and an estimated gross floor area of approximately 92,292 sqm. It is planned to be developed into two luxury branded hotels and residential condominiums. The project is currently at the stage of preliminary planning. As the Group's periodic liquidity difficulties led to numerous debt defaults, having considered that the land parcels in Hawaii are idle, the construction has not been started and the lands do not

夏威夷項目

2021年7月27日，夏威夷項目（「夏威夷項目」，包含夏威夷科琳娜二號地項目、夏威夷科琳娜一號地項目（定義見下文）和夏威夷卡珀雷西區項目）的中間控股公司中泛房地產開發控股有限公司（「中泛房地產開發控股」）被票據持有人委任的接管人接管，本公司在中泛房地產開發控股被接管後一直與票據持有人磋商以探討解決接管的可行方法。夏威夷卡珀雷西區項目已於2022年12月按9,500萬美元作價出售並完成交割，出售淨回款已償還以夏威夷項目作抵押的部分票據本金和利息，由於出售夏威夷卡珀雷西區項目仍未能償還全部票據持有人的債務，因此夏威夷項目的接管仍未獲得解除。目前夏威夷餘下地塊已收到潛在買家的收購意向書，本公司預計欠票據持有人的債務將在項目出售後得以清還，接管事項亦可於不久將來獲得解決，故於2021年12月31日和2022年12月31日間接持有夏威夷項目的中泛房地產開發控股業績並沒有出表。

科琳娜二號地

本集團的科琳娜二號地房地產開發項目位於全球熱門旅遊地區之一的美國夏威夷歐胡島科琳娜區的若干地塊，為歐胡島的罕有酒店發展用地，擁有豐富的自然資源和優美的海岸線，土地面積約70,000平方米，預計總建築面積約92,292平方米，計劃發展為兩間豪華品牌酒店及公寓。該項目現正處於前期籌劃階段。由於本集團因階段性流動性困難導致大量債務違約，考慮到夏威夷土地項目處於閒置狀態，尚未開工建設且土地不會立即產生收益，管理層已計劃出售地塊以償還本集團的債務，從而降低經常性融資成本和本集團的營運

CHAIRMAN'S STATEMENT (Continued)

主席報告(續)

generate immediate revenue, the management has planned to dispose of the land parcels to repay the Group's indebtedness, thereby reducing the recurring financial costs and its burden on working capital. Marketing promotion has been launched for such project in the fourth quarter of 2021 and letters of intent for acquisition have been received. It is expected that the disposal will be completed in 2023. As at the date of this annual report, no definitive agreement has been entered into. With reference to the estimated future recoverable amounts, a provision for impairment of HK\$575.1 million was made for the Hawaii Ko Olina No. 2 Land Project. As at 31 December 2022, total funds invested in the project were approximately US\$221.3 million (equivalent to approximately HK\$1,725.4 million).

Ko Olina No. 1 Land

The Group's Ko Olina No. 1 land real estate development project (the "Hawaii Ko Olina No. 1 Land Project") is located at three parcels of land in Ko Olina District on Oahu Island in Hawaii, the U.S. with an area of approximately 106,311 sqm. The Group reached an agreement with the company of the "Atlantis" brand in December 2016 to develop the land parcels into an international luxury resort under the "Atlantis" brand, which would comprise facilities including approximately 800 guestrooms, an aquarium, restaurants, bars, spas, gyms, conference facilities, outdoor pools and bars. There would also be a residence component providing approximately 524 luxury residences associated with the "Atlantis" brand. The project is currently at the stage of preliminary planning. As the Group's periodic liquidity difficulties led to numerous debt defaults, having considered that the land parcels in Hawaii are idle, the construction has not been started and the lands do not generate immediate revenue, the management has planned to dispose of the land parcels to repay the Group's indebtedness, thereby reducing the recurring financial costs and its burden on working capital. Marketing promotion has been launched for such project in the fourth quarter of 2021 and letters of intent for acquisition have been received. The disposal is targeted to be completed in 2023. As at the date of this annual report, no definitive agreement has been entered into. As at 31 December 2022, total funds invested in the project were approximately US\$306.0 million (equivalent to approximately HK\$2,385.8 million).

資金負擔。該項目已於2021年第四季度進行市場推廣，目前已收到收購意向書，預計於2023年完成出售。於本年報日期，尚未簽署明確的協議。夏威夷科琳娜二號地項目參考預計的未來可收回金額產生減值撥備港幣5.751億元。於2022年12月31日，已投入項目資金約2.213億美元(相等於約港幣17.254億元)。

科琳娜一號地

本集團的科琳娜一號地房地產開發項目(「夏威夷科琳娜一號地項目」)位於美國夏威夷州歐胡島科琳娜區的三幅地塊，面積約106,311平方米。本集團並於2016年12月與「Atlantis」(亞特蘭蒂斯)品牌公司達成協議，將發展一個以「Atlantis」品牌命名的國際豪華度假村，內設約800間客房、水族館、餐廳、酒吧、水療中心、健身房、會議設施、室外游泳池與酒吧等；另一個住宅部分內設約524個與「Atlantis」品牌相關聯的豪華住宅。該項目現正處於前期籌劃階段。由於本集團因階段性流動性困難導致大量債務違約，考慮到夏威夷土地項目處於閒置狀態，尚未開工建設且土地不會立即產生收益，管理層已計劃出售地塊以償還本集團的債務，從而降低經常性融資成本和本集團的營運資金負擔。該項目已於2021年第四季度進行市場推廣，目前已收到收購意向書，計劃於2023年完成出售。於本年報日期，尚未簽署明確的協議。於2022年12月31日，已投入項目資金約3.060億美元(相等於約港幣23.858億元)。

CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

Energy

The Group's energy project involves two coal-fired steam power plants (each with a net capacity of 150 megawatts) in the Medan industrial zone of Indonesia (the "Medan Project"). The project company for the Medan Project, PT. Mabar Elektrindo, has entered into a power purchase agreement (the "Power Purchase Agreement") with a local state-owned power grid company, PT Perusahaan Listrik Negara (Persero) ("PLN"). The structural construction for the Medan Project is basically completed and is currently at the installation stage. The land leveling work of such project commenced in October 2014. With the commencement of construction work in November 2015, the overall completion rate of the Medan Project has currently exceeded 70%, in which the design work has been almost completed, and the onsite work is approximately 50% done. Due to the adverse impact of the COVID-19 pandemic in Indonesia as well as the liquidity issues faced by the Group, the Medan Project has been suspended so far. Once construction is resumed, the Medan Project is expected to be completed within two years. The Group is now actively approaching potential investors, either to resume the construction with the proceeds from the disposal of the LA Project for financing the project and to pay off all current debts owed to the creditors of the project, or for potential investors to acquire the project. The Medan Project will operate for 30 years after commencement for income generation. As at 31 December 2022, the pre-tax discount rate of the project's cash flow model was 11.89% (2021: 11.17%) and the project was expected to be completed in 2026. The management did not make any impairment provision as at 31 December 2022 based on the 30-year operating cash flow forecast after the completion of the power plant project in Indonesia as compared to the carrying amount (2021: an impairment of approximately HK\$332.7 million). As at 31 December 2022, the capital invested in the Medan Project was approximately US\$367.2 million (equivalent to approximately HK\$2,862.9 million).

能源電力

本集團的能源電力項目位於印尼棉蘭工業區的兩座燃煤蒸氣發電廠(各自淨產能為150兆瓦)(「棉蘭項目」)。棉蘭項目公司PT. Mabar Elektrindo與當地國有電網公司PT Perusahaan Listrik Negara (Persero) (「PLN」)簽署了電力購買協議(「電力購買協議」)。棉蘭項目土建工程已基本完工，現正處於安裝工程階段。該項目於2014年10月開始進行土地平整工程。隨著2015年11月開工，棉蘭項目的整體完成率現已超過70%，設計工作已接近完成，現場施工工作已完成約50%。受印尼新冠病毒疫情的不利影響，以及本集團面臨的流動資金問題，棉蘭項目至今仍處於停工狀態。一旦重新啟動建設，棉蘭項目的建設預計將在兩年內完成。本集團現正積極與潛在投資者接洽，或以出售洛杉磯項目的資金來重新啟動建設、為項目完成融資並償還項目債權人的所有當前債務，或供潛在投資者收購項目。棉蘭項目將在開始運營後運行30年以產生收入。於2022年12月31日，項目的現金流模型稅前貼現率為11.89%(2021年：11.17%)，預計2026年完工。管理層按印尼電廠項目未來建成後的30年營運現金流預測計算出的價值對比賬面價值於2022年12月31日並未產生減值(2021年：產生約港幣3.327億元減值)。於2022年12月31日，已投入棉蘭項目資金約為3.672億美元(相等於約港幣28.629億元)。

CHAIRMAN'S STATEMENT (Continued)

主席報告(續)

According to the Power Purchase Agreement, the business model of the Medan Project is a Build-Own-Operate power station. The project company undertakes the obligations of project financing, design, construction and installation, commissioning, operation and maintenance. The electricity generated by the power plants will be sold to PLN and the electricity price is determined by tariffs of two parts, comprising two structures, i.e. capacity and energy. The electricity price of capacity is based on take-or-pay principle. Take-or-pay principle means that the Power Purchase Agreement provides that the Medan Project generates power volume as agreed and PLN promises to purchase all the electric power generated at the price calculated based on agreed formula, which can ensure the stability of the project company's revenue. The energy part is calculated according to the dispatching demand.

Finance Investment and Others

In response to the financial pressures and the fluctuating stock market, the Group sold most of its bonds and other investments prior to the Year and did not invest in any new financial investment projects. As at 31 December 2022, the Group only held the shares in China Huiyuan Juice Group Limited, which were delisted in January 2021 and full provision has been made for its carrying amount.

OUTLOOK

The widespread of COVID-19 along with the Group's funding issues have caused the Group to encounter immense and unprecedented difficulties. During the Year, a number of projects were under receiverships and litigations. Amidst the unclear prospect of economic recovery and strict regulations on the real estate development industry in the Mainland China, the Group's liquidity issues will unavoidably prolong in 2023 until certain assets are disposed of. Facing various challenges, the Group will expedite the disposal of assets to reduce its overall liabilities, thereby reducing its recurring financial costs and the burden on working capital. In addition, the Group plans to use part of the proceeds from the LA Project disposal to repay the debts involving the Shanghai Properties in order to resolve the receivership in COPHL and regain the Shanghai Properties,

根據電力購買協議，棉蘭項目的商業模式為建設-擁有-經營的電站。項目公司承擔項目融資、設計、施工安裝、調試、運維等義務。發電廠產生的電力將出售給 PLN，電價由兩部分電價決定，包括容量和能量兩部分結構。容量電價採用照付不議原則。照付不議原則是指電力購買協議規定棉蘭項目按約定容量，PLN 承諾按照約定公式計算的價格購買全部容量，可以保證項目公司收入的穩定性。能量部分按調度需求計算。

財務投資及其他

面對資金壓力以及股票市場持續波動，本集團已於年前出售大部分債券及其他投資，亦沒有再投入新的財務投資項目。於 2022 年 12 月 31 日，本集團只持有中國匯源果汁集團有限公司的股票，但股票已於 2021 年 1 月被除牌，其賬面值已作出全額撥備。

展望

新冠病毒廣泛傳播加上本集團的資金問題令本集團遇到前所未有的巨大困難，年內發生多個項目被接管和訴訟的事件，在經濟重啟步伐不明朗、中國內地房地產開發行業強監管的情況下，本集團資金流問題難免在部分資產未獲完全處置前於 2023 年持續。面對多項挑戰，本集團將加快處置資產，以減少整體負債，從而減輕經常性財務成本及營運資金負擔。此外，本集團計劃動用洛杉磯項目的部分出售所得款項償還涉及上海物業的債務，以解除中泛置業控股被接管及取回上海物業，惟取決於與接管人的進一步磋商，以及由接管人主導的上海物業出售進展。潛在洛杉磯項

CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

subject to further negotiation with the receivers and the progress of the sale of the Shanghai Properties led by the receivers. The net proceeds from the possible LA Project disposal will be used (i) to settle lawsuits and outstanding debts related to the LA Project; (ii) to resolve the Group's existing financial difficulties, including but not limited to the repayment of most of its external debts and the settlement of claims made by certain lenders against the Group in respect of overdue borrowings; (iii) to retain the Shanghai Properties, so as to consolidate the income generated from the Shanghai Properties and the financial statements of the COPHL Group into the financial statements of the Group again; and (iv) for the daily operations and business development of the Group. For the existing outstanding borrowings, the Group has been actively negotiating with the lenders and receivers regarding how to expedite the sale of related pledged assets to repay debts, or continue to explore ways to repay debts to redeem collaterals before forced sales. In 2022, the Group completed the sale of the Hawaii Kapolei West Project and achieved phased results. In 2023, apart from continuing to dispose of its assets in an effort to settle debt defaults and lawsuits as soon as possible, the Group will also continue its work in streamlining its operation, fully promoting financing, introducing strategic investors and optimizing management and control. With the support of the Shareholders, and adhering to the bottom-line thinking, the Group will make every effort to improve its operating ability and consolidate its foundation, thus facilitating the Group to turn into profit. The Group expects to explore new areas of development while gradually resolving the conflicts and problems that it is facing, and believes that through resolving these issues, it can overcome its current difficulties and lay a strong foundation for the future.

With courage and determination and under the leadership of the management team, the Group is looking forward to a new start and a bright future after the debt repayment pressure is relieved.

目出售的所得款項淨額將用於 (i) 解決洛杉磯項目相關訴訟和欠款；(ii) 解決本集團當前的財務困難，包括但不限於償還大部分外部債務及解決某些貸款人就逾期償還借款向本集團提出的申索；(iii) 保留上海物業，從而將上海物業產生的收入和中泛置業控股集團的財務報表重新納入本集團的財務報表；及 (iv) 本集團的日常營運及業務發展。對於現有未償還的借款，本集團一直在積極與貸款方和接管方商議如何加快出售相關抵押資產以償還債務，或繼續探討在強制出售前償還貸款以贖回抵押物。本集團已於2022年完成出售夏威夷卡珀雷西區項目，取得階段性成果，2023年將繼續出售資產，務求盡快解決債務違約和訴訟問題，並將繼續做好精簡經營、全力推進融資、引進戰略投資者、優化管控等一系列工作。本集團將在廣大股東的支持下，堅持底線思維，全力作為，努力爭取提升本集團經營能力、固本培元，促使轉虧為盈，希望在逐步解決矛盾和問題過程中開闢發展新境界。本集團相信，只要通過解決系統性問題，就一定可以戰勝當前困難，為未來打好基礎。

憑藉勇氣和決心，在管理層的帶領下，本集團期望在債務償付壓力獲得舒緩後重新出發，迎接美好的未來。

CHAIRMAN'S STATEMENT (Continued)

主席報告(續)

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to all of our staff for their hard work and dedication. I would also like to thank all of our Shareholders, business partners and customers for their continuous support.

LIU Guosheng

Chairman

Hong Kong, 31 March 2023

致謝

本人謹代表董事會，向全體員工的努力不懈及克盡己責表示衷心感謝。本人亦藉此機會感謝全體股東、業務夥伴及客戶長久以來的鼎力支持。

主席

劉國升

香港，2023年3月31日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group has four major segments, namely “Property Investment”, “Real Estate Development”, “Energy” and “Finance Investment and Others”. The Group had a number of receiverships and lawsuits due to temporary liquidity issues. For the Property Investment segment, the company indirectly holding the Shanghai Properties and its subsidiaries were under receivership on 14 February 2022. The financial results of such company and its subsidiaries were deconsolidated from the Group’s consolidated financial statements from 1 April 2022. After the Deconsolidation on 1 April 2022, the Property Investment segment has not generated any income or profit. For the Real Estate Development segment, the company indirectly holding the New York Project was under receivership, leading to the financial results of such company and its subsidiaries being deconsolidated on 1 May 2022 from the Group’s consolidated financial statements. Active negotiation with the receivers and lenders is underway to resolve the current difficulties. The receiver has completed the disposal of the Hawaii Kapolei West Project in December 2022, while the negotiations on disposals of the remaining Hawaii Ko Olina No. 1 Land Project and Hawaii Ko Olina No. 2 Land Project in Hawaii are ongoing. The LA Project has been suspended and the funds injected can only maintain the basic expenditure of the project. For the Energy segment, the Medan Project has still been suspended to date. There is no financial investment project generating income in the Finance Investment and Others segment. The Group will continue to dispose of its assets to reduce the Group’s overall liabilities, thereby reducing the Group’s recurring financial costs and working capital burden.

業務回顧

本集團有「物業投資」、「房地產開發」、「能源電力」及「財務投資及其他」四大板塊。本集團因面臨階段性資金流問題已產生多個接管和訴訟的事件：物業投資板塊方面，間接持有上海物業的控股公司及其附屬公司於2022年2月14日被接管人接管，該公司及其子公司的財務業績自2022年4月1日起不再納入本集團的合併報表。自2022年4月1日出表後，物業投資板塊沒有產生收入和利潤。房地產開發板塊方面，間接持有紐約項目的控股公司被接管以致該公司及其附屬公司的財務業績於2022年5月1日出表。本集團現正積極與接管人和貸款方洽談方案以解決當前的矛盾和困難，夏威夷卡珀雷西區項目被接管方於2022年12月完成出售，而夏威夷餘下的夏威夷科琳娜一號地項目和夏威夷科琳娜二號地項目正積極出售當中，洛杉磯項目工程已暫停，僅投入資金維持項目基本支出；能源電力板塊方面，棉蘭項目至今仍處於停工狀態。財務投資及其他板塊已沒有財務投資項目產生收入。本集團將繼續處置資產，以減少本集團的整體負債，從而減輕本集團的經常性財務成本及營運資金負擔。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

Property Investment

The financial results of the company indirectly holding the Shanghai Properties (the Shanghai investment properties being the only assets generating income under the Property Investment segment prior to the Deconsolidation) were deconsolidated from the Group's consolidated financial statements on 1 April 2022. Revenue generated from its two office and commercial properties in Shanghai amounted to HK\$27.9 million during the Year (2021: HK\$110.9 million). Earnings before interest expense and tax ("EBIT") was HK\$20.1 million, representing a decrease of 76% from HK\$85.3 million in 2021. The decrease in both revenue and EBIT was mainly attributable to the Deconsolidation of the financial results of the company indirectly holding the Shanghai Properties and its subsidiaries since April 2022. Other net losses mainly included provision for expected credit losses of HK\$1.9 million (2021: HK\$5.2 million). Excluding other net losses, EBIT for the Year was HK\$22.0 million (2021: HK\$90.5 million). The decrease in recurring EBIT was mainly due to the Deconsolidation of the financial results of the company indirectly holding the Shanghai Properties and its subsidiaries in April 2022. The Group intends to utilise part of the proceeds from the disposal of the LA Project to repay the debt pertaining to the Shanghai Properties so as to release COPHL from the receivership and to regain the Shanghai Properties, subject to further negotiations with the receivers and the progress of the disposal process of the Shanghai Properties led by the receivers. Further announcement(s) will be made in due course if there is any progress.

Real Estate Development

The Group's real estate development projects are located in the prime locations of major cities in the U.S. and are positioned as mid-to-high-end luxurious property complexes and new regional landmarks. In December 2022, the Hawaii Kapolei West Project has been forced to be disposed and the disposal was completed at a loss of approximately HK\$202.7 million at a consideration of US\$95.0 million (equivalent to approximately HK\$740.7 million). As at 31 December 2022, the Group has a total of four real estate development projects (including the deconsolidated New York Project) as follows:

物業投資

間接持有上海物業(上海投資物業於出表前為物業投資板塊唯一帶來收入的資產)的公司財務業績自2022年4月1日起不再納入本集團的合併報表。其兩幢位於上海的辦公室及商用物業於年內帶來的收入為港幣2,790萬元(2021年:港幣1.109億元)。未扣除利息支出及稅項前盈利(「利息及稅前盈利」)為港幣2,010萬元,較2021年的港幣8,530萬元減少76%,收入和利息及稅前盈利減少主要由於間接持有上海物業的控股公司及其附屬公司的財務業績自2022年4月出表所致。其他淨虧損主要包含預期信用損失撥備港幣190萬元(2021年:港幣520萬元)。撇除其他淨虧損,年內利息及稅前盈利則為港幣2,200萬元(2021年:港幣9,050萬元),經常性利息及稅前盈利下跌主要由於間接持有上海物業的控股公司及其附屬公司財務業績於2022年4月出表所致。本集團計劃動用洛杉磯項目的部分出售所得款項償還涉及上海物業的債務,以解除中泛置業控股被接管及取回上海物業,惟取決於與接管人的進一步磋商,以及由接管人主導的上海物業出售進展,如有進展將適時再作公佈。

房地產開發

本集團的美國房地產開發項目集中於美國主流城市的黃金地段,項目定位皆為中高端豪華綜合物業,區域新地標。2022年12月,夏威夷卡珀雷西區項目已被強制出售並完成交割,按9,500萬美元(相等於約港幣7.407億元)對價出售產生虧損約港幣2.027億元。於2022年12月31日,本集團共有以下四個房地產開發項目(含已出表的紐約項目):

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Project name 項目名稱	Site area 土地面積 (sqm) (平方米)	Fund invested as at 31 December 2022 於2022年 12月31日	Current project status 項目現時情況	Project development 項目發展
		已投入資金 (US\$' million) (百萬美元)		
LA Project 洛杉磯項目	18,662	1,199.3	<p>Construction works for all main structures were completed in 2018; curtain wall installation works for the main structures were completed; over 85% of electrical and mechanical controls and end devices of the tower building were completed; 70% of the installation of the project's overall electrical and mechanical systems were completed; and over 60% of interior drywalls in towers 2 and 3 were installed. The construction of the project has been suspended since October 2020. The construction of the LA Project is still on hold due to liquidity issues faced by the Group. The Group is negotiating with potential investors on project disposal or joint development plans, and has received letters of intent for acquisition.</p> <p>2018年已完成所有主體結構工程封頂；完成主體外牆幕牆工程；機電工程目前塔樓部分的機電主管和末端設備已完成超過85%，項目整體機電系統完成70%的安裝；2、3號樓室內隔牆部分已完成超過60%。該項目自2020年10月開始暫停建設，由於本集團面臨流動性問題，洛杉磯項目的建設至今仍處於停工狀態。本集團正與潛在投資者洽談項目出售或合作開發計劃，目前已收到收購意向書。</p>	<p>Upscale condominiums, a luxury five-star hotel under the "Park Hyatt" brand, a large-scale shopping mall and the largest LED signage panel on the west coast of the U.S.</p> <p>高尚公寓、以「柏悅酒店」品牌命名的五星級豪華酒店、大型購物商場及美國西岸最大的LED廣告牌</p>

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

Project name 項目名稱	Site area 土地面積 (sqm) (平方米)	Fund invested as at 31 December 2022 於2022年 12月31日 已投入資金 (US\$' million) (百萬美元)	Current project status 項目現時情況	Project development 項目發展
New York Project 紐約項目	1,367	410.5	<p>The company indirectly holding the New York Project has been under receivership since May 2022, resulting in the Group losing control over the project, and the financial results of the company holding the New York Project has been deconsolidated in May 2022. As at the date of this annual report, the Group is negotiating with the Administrative Agent to extend the forbearance period with a view to entering into a revised forbearance agreement before the next hearing date of the Bermuda court (tentatively scheduled to be in June 2023), in order to pay a final lump sum amount with transfer tax to transfer the New York Project to the Administrative Agent in exchange for the extinguishment of outstanding debts under the loan documents, completely offsetting the lender's loan with the New York Project, release the guarantee provided by the Company and dismiss the winding-up petition proceedings against the Company.</p> <p>間接持有紐約項目的控股公司於2022年5月被接管，本集團因而喪失對項目的控制權，持有紐約項目公司的業績於2022年5月出表。截至本年報日期，本集團正在與行政代理人洽談延長寬限期，以期在下一百慕達法院聆訊日期(暫定在2023年6月)前簽署修訂寬限協議，以支付最終一次性款項連同轉讓稅以讓行政代理人釋放本公司提供的擔保、撤銷對本公司的清盤呈請訴訟以及將紐約項目轉讓予行政代理人，完成以紐約項目抵免貸款人的債務。</p>	A mixed use complex comprising high-end hotel and residential units 包含高端酒店和住宅的混合用途大廈

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

Project name 項目名稱	Site area 土地面積 (sqm) (平方米)	Fund invested as at 31 December 2022 於2022年 12月31日	Current project status 項目現時情況	Project development 項目發展
		12月31日 已投入資金 (US\$' million) (百萬美元)		
Hawaii Ko Olina No. 2 Land Project 夏威夷科琳娜二號地項目	70,000	221.3	At present, letters of intent for acquisition have been received. The disposal is intended to be completed in 2023. 目前已收到收購意向書，計劃於2023年完成出售。	Two luxury branded hotels and residential condominiums 兩間奢華品牌酒店及公寓
Hawaii Ko Olina No. 1 Land Project 夏威夷科琳娜一號地項目	106,311	306.0	At present, letters of intent for acquisition have been received. The disposal is intended to be completed in 2023. 目前已收到收購意向書，計劃於2023年完成出售。	An international luxury resort under the "Atlantis" brand with luxury residences and a hotel 發展以「Atlantis」(亞特蘭蒂斯)品牌命名的國際豪華度假村，包含豪華公寓及酒店

As the above projects are currently not in operation, LBIT of the Real Estate Development segment amounted to HK\$902.0 million (2021: HK\$3,974.5 million). The decrease in losses was mainly due to a decrease in other net losses, which included (1) project impairment provision of HK\$575.1 million (2021: HK\$3,765.7 million). In 2022, based on the appraiser's valuation with the management's estimation on the net selling price, there is an impairment provision of HK\$575.1 million made for the Hawaii Ko Olina No. 2 Land Project. In 2021, based on the discounted cash flow model, the LA Project incurred an impairment provision of HK\$1,384.2 million, while the impairment provision of HK\$1,675.8 million was made for the New York Project based on the appraiser's valuation with the management's estimation on the selling price, HK\$593.4 million impairment provision was made for the Hawaii Ko Olina No. 1 Land Project and the Hawaii Ko Olina No. 2 Land Project based on the estimated future recoverable amounts and transactions of surrounding areas, and the lower market transaction prices in 2021 than before, and the impairment provision of HK\$112.3 million was made for the land parcel of the Hawaii Kapolei West Project based on

由於以上項目目前尚未開始營運，房地產開發板塊利息及稅前虧損為港幣9.020億元(2021年：港幣39.745億元)，虧損減少主要由於其他淨虧損減少，包括(1)項目減值撥備港幣5.751億元(2021年：港幣37.657億元)。2022年夏威夷科琳娜二號地項目根據評估師估值結合管理層估計出售淨價產生減值撥備港幣5.751億元，2021年洛杉磯項目按現金流折現模型產生減值撥備港幣13.842億元、紐約項目基於評估師估值結合管理層估計出售價而得出減值撥備港幣16.758億元、夏威夷科琳娜一號地項目和夏威夷科琳娜二號地項目則參考預計的未來可收回金額和周邊成交案例，2021年市場成交價格較之前有所降低，產生減值撥備港幣5.934億元和夏威夷卡珀雷西區項目地塊則基於評估師估值結合管理層估計出售價折讓而得出減值撥備港幣1.123億元，合共項目減值撥備港幣37.657億元；(2)於2022年12月完成

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

the appraiser's valuation with the management's estimation on the selling price discount, resulting in a total project impairment provision of HK\$3,765.7 million; (2) the loss on disposal of HK\$202.7 million incurred from the completion of the disposal of the Hawaii Kapolei West Project in December 2022; and (3) the provision for the relevant litigations of approximately HK\$71.6 million of the LA Project in 2021. Excluding other net losses, LBIT decreased from HK\$137.2 million in 2021 to HK\$124.2 million in 2022. The decrease in losses was mainly due to the decrease in expenses related to the Deconsolidation of the New York Project on 1 May 2022 and cost control.

Energy

In 2015, the Group acquired a project to develop two coal-fired steam power plants (each with a net capacity of 150 megawatts) in the Medan industrial zone of Indonesia. The project company for the Medan Project has entered into a Power Purchase Agreement with PLN, a local state-owned power grid company. With the commencement of construction work in November 2015, the overall completion rate of the Medan Project is currently over 70%. The design work has almost been completed, and the on-site work is approximately 50% done. Due to the adverse impact of the COVID-19 pandemic in Indonesia as well as the liquidity issues faced by the Company, the Medan Project has been suspended. Once construction can be resumed, the Medan Project is expected to be completed within two years. The Group is now actively approaching potential investors, or may utilise the funds to be obtained from the disposal of the LA Project, with goals to resume construction, to complete financing for the project, to pay off all current debts to the creditors for the project, or to provide offers for potential investors to acquire the project. The Medan Project will operate for 30 years after commencement to generate income. It is expected to bring a stable source of income to the Group after being put into operation. At 31 December 2022, the management did not make any impairment provision as compared to the carrying amount as at 31 December 2022 based on the 30-year operating cash flow forecast after the completion of the power plant project in Indonesia (2021: impairment provision of HK\$332.7 million). As of 31 December 2022, the capital invested in the Medan Project was approximately US\$367.2 million (equivalent to approximately HK\$2,862.9 million).

出售夏威夷卡珀雷西區項目產生虧損港幣2.027億元；及(3)洛杉磯項目於2021年就相關訴訟計提撥備港幣7,160萬元。撇除其他淨虧損，利息及稅前虧損由2021年同期港幣1.372億元減少至2022年港幣1.242億元，虧損減少主要因為紐約項目於2022年5月1日出表令相關費用減少和控制成本所致。

能源電力

本集團於2015年併入了項目以開發位於印尼棉蘭工業區的兩座燃煤蒸氣發電廠(各自淨產能為150兆瓦)。棉蘭項目公司與當地國有電網公司PLN簽署了電力購買協議。隨著2015年11月開工，棉蘭項目的整體完成率現已超過70%，設計工作已接近完成，現場施工工作已完成約50%。受印尼新冠病毒疫情的不利影響，以及本公司面臨的流動資金問題，棉蘭項目至今仍處於停工狀態。一旦重新啟動建設，棉蘭項目的建設預計將在兩年內完成。本集團現正積極與潛在投資者接洽，或可以出售洛杉磯項目的資金來重新啟動建設、為項目完成融資並償還項目債權人的所有當前債務，或供潛在投資者收購項目。棉蘭項目將在開始運營後運行30年以產生收入。預計投產後將為本集團帶來穩定的收入來源。於2022年12月31日，管理層按印尼電廠項目未來建成後的30年營運現金流預測計算出的價值對比賬面價值於2022年12月31日並未產生減值(2021年：產生約港幣3.327億元的減值撥備)。於2022年12月31日，已投入棉蘭項目資金約為3.672億美元(相等於約港幣28.629億元)。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

As the Medan Project is still in the construction stage, the Energy segment did not generate any income for the Year. LBIT of the Energy segment for the Year was HK\$18.2 million, representing a decrease of 95% as compared with HK\$364.2 million in 2021. The decrease in LBIT was primarily attributable to an impairment provision for the Medan Project amounting to HK\$332.7 million in 2021 and a reversal of a provision for expected credit losses on amounts due from the non-controlling Shareholders of approximately HK\$0.1 million in 2022 (2021: a provision of HK\$3.4 million). Excluding other net gains/losses, LBIT decreased from HK\$28.1 million in 2021 to HK\$18.3 million in 2022. The decrease in losses was mainly attributable to cost control.

Financial Investments and Others

In 2022, revenue from the Finance Investment and Others segment was HK\$0.09 million, representing a decrease of 79% as compared to HK\$0.4 million in 2021. LBIT for the Year was HK\$48.2 million (2021: HK\$68.4 million). The decrease in losses was mainly due to a decrease in the exchange losses from HK\$32.0 million in 2021 to HK\$2.7 million in 2022. The exchange losses in 2021 was mainly due to the exchange losses of approximately HK\$32.0 million arising from USD-denominated loans as a result of USD appreciation. Excluding other net losses, LBIT was HK\$45.5 million (2021: HK\$36.5 million). The increase in LBIT was mainly attributable to the increase in legal advisory service and receivership service fees for the Year.

As at 31 December 2022 and 31 December 2021, there are no listed equity securities held by the Group.

由於棉蘭項目尚處於建設階段，能源電力板塊年內並未有產生收入。年內的利息及稅前虧損為港幣1,820萬元，較2021年港幣3.642億元減少95%。利息及稅前虧損減少主要由於2021年為棉蘭項目計提減值港幣3.327億元以及2022年對應收非控股股東款項的預期信用損失撥備撥回港幣10萬元(2021年：撥備港幣340萬元)。撇除以上其他淨利得／虧損，利息及稅前虧損由2021年的港幣2,810萬元下跌至2022年的港幣1,830萬元，虧損下跌主要由於控制成本所致。

財務投資及其他

2022年財務投資及其他板塊收入為港幣9萬元，相比2021年港幣40萬元減少79%。年內利息及稅前虧損為港幣4,820萬元(2021年：港幣6,840萬元)。利息及稅前虧損減少主要由於匯兌虧損由2021年的港幣3,200萬元下跌至2022年的港幣270萬元，2021年的匯兌虧損主要由於美元升值令以美元借入的貸款產生匯兌虧損約港幣3,200萬元，撇除其他淨虧損，利息及稅前虧損為港幣4,550萬元(2021年：港幣3,650萬元)，虧損增加主要由於年內法律諮詢服務和接管人服務費用增加所致。

於2022年12月31日及2021年12月31日，本集團已沒有持有上市股票證券。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

Indebtedness and Liabilities of the Group and Repayment Plan

As at 31 December 2022, excluding the amount due to an intermediate holding company and amount due to an immediate holding company, the Group had the following external loans which are all under default and liabilities:

本集團的債務與負債以及償還方案

於2022年12月31日，撇除應付一間中間控股公司款項以及應付直接控股公司款項，本集團有以下外部貸款和負債，全部外部貸款均處於違約狀態：

As at 31 December 2022
於2022年12月31日

		Loan principal 貸款本金 HK\$'000 港幣千元	Interest payable 應付利息 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元	Carrying value of the pledged assets 抵押資產賬面值 HK\$'000 港幣千元
Other loans from third parties, secured	來自第三方的其他貸款，有抵押				
— pledged by the Hawaii Projects	— 以夏威夷項目作抵押	997,133	1,311	998,444	3,328,902
— pledged by the LA Project	— 以洛杉磯項目作抵押	978,486	205,441	1,183,927	10,041,393
Other loans from a fellow subsidiary, unsecured	來自一間同系子公司的其他貸款，無抵押	479,940	114,819	594,759	Not applicable 不適用
Convertible notes	可換股票據	563,900	52,924	616,824	Not applicable 不適用
		3,019,459	374,495	3,393,954	13,370,295
Deconsolidated subsidiaries	已出表子公司				
— pledged by the New York Project	— 以紐約項目作抵押	1,286,456	169,868	1,456,324	1,276,325
— pledged by the Shanghai Properties	— 以上海物業作抵押	1,177,725	347,682	1,525,407	1,319,667
		2,464,181	517,550	2,981,731	2,595,992
Total	總額	5,483,640	892,045	6,375,685	15,966,287
Deposit received, other payables and accruals	已收按金、其他應付款項及應計項目			2,211,286	
Current income tax liabilities	流動所得稅負債			17,572	
				2,228,858	

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

The Group is actively disposing assets. Letters of intent have been received for the disposal of the Hawaii Projects and the LA Project. For the LA Project, sale and purchase agreement is being negotiated with the potential purchaser. The proceeds from the disposal of the Hawaii Projects and the LA Project will be mainly used to reduce the Group's borrowings.

As at 31 December 2022, the aggregate principal and interest of the loan secured by the Hawaii Projects amounted to HK\$998.4 million, which the Group intends to settle by the proceeds from the disposal of the Hawaii Projects.

The Group intends to use the proceeds from the disposal of the LA Project (1) to repay the aggregate principal and interest of the loan secured by the LA Project amounting to HK\$1,183.9 million; (2) to resolve the lawsuits and overdue payments related to the LA Project; (3) to resolve the immediate financial challenges faced by the Group, including but not limited to repaying most of the external indebtedness and resolving the claims brought against the Group by various lenders regarding its default in borrowings; (4) to retain the Shanghai Properties, thereby reconsolidating the revenue generated from the Shanghai Properties and the financial statements of the COPHL Group into the Group's financial statements; and (5) for the Group's daily operation and business development, including but not limited to the payment of deposits received, other payables and accruals and the Group's current income tax liabilities.

For the New York Project pledged loan, the Group intends to pay a final lump sum amount with transfer tax to transfer the New York Project to the Administrative Agent in exchange for the extinguishment of outstanding debts under the loan documents and a parent guarantee granted on 22 May 2019 by the Company in favour of the Administrative Agent. As at the date of this annual report, the Group is negotiating with the Administrative Agent to extend the forbearance period with a

本集團正積極出售資產，夏威夷項目及洛杉磯項目已分別收到意向書，洛杉磯項目正在與潛在買家洽談買賣協議。於夏威夷項目和洛杉磯項目出售後，其出售回款將主要用於降低本集團債務。

於2022年12月31日，以夏威夷項目作抵押的貸款本金和利息合共港幣9.984億元，本集團擬以出售夏威夷項目回款來償還。

本集團擬以洛杉磯項目出售回款來(1)償還以洛杉磯項目作抵押的貸款本金和利息合共港幣11.839億元；(2)解決洛杉磯項目相關訴訟和欠款；(3)解決本集團當前的財務困難，包括但不限於償還大部分外部債務及解決某些貸款人就逾期償還借款向本集團提出的申索；(4)保留上海物業，從而將上海物業產生的收入和中泛置業控股集團的財務報表重新納入本集團的財務報表；及(5)本集團的日常營運及業務發展，包括但不限於支付已收按金、其他應付款項及應計項目和本集團的流動所得稅負債。

至於紐約項目抵押貸款，本集團擬透過支付最終一次性款項連同轉讓稅將紐約項目轉讓予行政代理人，以抵銷根據貸款文件和本公司於2019年5月22日授予以行政代理人為受益人的母公司擔保項下的未償還債務。截至本年報日期，本集團正在與行政代理人洽談延長寬限期，以期在下次百慕達法院聆訊日期(暫定在2023年6

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

view to entering into a revised forbearance agreement before the next hearing date of the Bermuda court (tentatively scheduled to be in June 2023), in order to pay a final lump sum amount with transfer tax to transfer the New York Project to the Administrative Agent in exchange for the extinguishment of outstanding debts under the loan documents, completely offsetting the lender's loan with the New York Project, release the guarantee provided by the Company and dismiss the winding-up petition proceedings against the Company.

Regarding the Shanghai Properties pledged loan, the Group intends to sell the LA Project to repay loan secured by the properties in Shanghai, thereby retaining the Shanghai Properties, reconsolidating the revenue generated from the Shanghai Properties and the financial statements of the COPHL Group into the Group's financial statements. Due to the disposal of the LA Project being still in the negotiation stage, and the schedule of the forced sale of the Shanghai Properties by the receivers is uncertain, if the Shanghai Properties ultimately cannot be retained, opportunity to invest in projects with stable cash flow will be sought in order to generate stable income and cash flow for the Group. At the same time, joint development for the LA Project will also be considered. According to the LA Project development model, the project consists of about 35,000 sqm/164 sets of hotel brand apartments for sale, 45,000 sqm/340 sets of high-end boutique apartments, about 15,000 sqm of commercial retail units for rental, a hotel under the "Park Hyatt" brand with 184 rooms, about 3,700 sqm of LED outdoor advertising, and about 468 parking spaces for rental. It is expected that the net sales revenue will reach about US\$1.5 billion after the completion of the project and the sales of all apartments, and the recurring revenue during the stable period which is the fourth year after completion is expected to be about US\$120 million per year for the remaining properties which are held for operational return.

The Group hopes that the Company will resolve its liquidity issues, while exploring new areas of development during its gradual resolution on conflicts and problems.

月)前簽署修訂寬限協議，以支付最終一次性款項連同轉讓稅以讓行政代理人釋放本公司提供的擔保、撤銷對本公司的清盤呈請訴訟以及將紐約項目轉讓予行政代理人，完成以紐約項目抵免貸款人的債務。

關於上海物業抵押貸款，本集團擬出售洛杉磯項目以償還以上海物業作抵押的貸款，從而保留上海物業，將上海物業產生的收入和中泛置業控股集團的財務報表重新納入本集團的財務報表。由於出售洛杉磯項目仍在洽談階段，而且上海物業目前亦會因受到上海物業接管人最終出售的時間表的不確定性影響，若最終不能保留上海物業，將擇機投資有穩定現金流的項目，以產生穩定的收入和現金流。同時亦考慮為洛杉磯項目尋求合作經營方。根據洛杉磯項目規劃模型，包含約3.5萬平方米／164套的銷售型酒店品牌公寓、4.5萬平方米／340套的高端精品公寓、約1.5萬平方米的出租型商業零售單元、184間客房的柏悅品牌酒店、約3,700平方米的LED戶外廣告，以及約468個可租賃車位組成。預計項目建成後完成全部公寓的銷售，銷售淨收入約可達15億美元；其餘物業全部為持有經營，建成後第四年穩定期的經常性收入預計為每年約1.2億美元。

本集團希望在資產處理後本公司流動性問題得以化解，並在逐步解決矛盾和問題過程中開闢發展新境界。

FUTURE DEVELOPMENT STRATEGY OF THE GROUP

Looking forward, the Group continues to dispose of assets to reduce the Group's overall liabilities and resolve the Group's lawsuits related to loan and payment defaults as soon as possible, thereby reducing the Group's recurring financial costs and working capital burden. The Group will strive to dispose of the Hawaii Projects and negotiate with the lender of the New York Project to repay in kind in order to release China Oceanwide Holdings' guarantee and procure withdrawal of winding-up petition proceedings. Moreover, the Group intends to utilise part of the proceeds from the disposal of the LA Project to repay the debt pertaining to the Shanghai Properties so as to obtain the release of COPHL from the receivership and to regain the Shanghai Properties, subject to further negotiations with the receivers and the progress of the disposal process of the Shanghai Properties led by the receivers. The net proceeds from the potential disposal of the LA Project will be used (i) to resolve the lawsuits and overdue payments related to the LA Project; (ii) to resolve the immediate financial challenges faced by the Group, including but not limited to repaying most of the external indebtedness and resolving the claims brought against the Group by various lenders regarding its default of borrowings; (iii) to retain the Shanghai Properties, thereby reconsolidating the revenue generated from the Shanghai Properties and the financial statements of the COPHL Group into the Group's financial statements; and (iv) for the Group's daily operation and business development. As there is uncertainty in the disposal of the LA Project, the Group has also been exploring and in discussion with potentially interested parties in connection with other cooperation opportunities including but not limited to developing the LA Project by forming a joint venture. For the existing outstanding borrowings, the Group has been actively negotiating with the lenders and receivers regarding how to expedite the sale of related collateral assets to repay debts, or continue to explore repaying debts to redeem collaterals before forced sales. The Group is looking forward to a new start and favourable results after the debt repayment pressure is relieved.

本集團未來的發展策略

展望未來，本集團會繼續處置資產，以減少本集團的整體負債，盡快解除本集團與貸款及付款違約相關的訴訟，從而減輕本集團的經常性財務成本及營運資金負擔。本集團將致力出售夏威夷項目，並與紐約項目貸款人洽談以物抵債以釋放中泛控股的擔保和清盤呈請訴訟。此外，本集團計劃動用洛杉磯項目的部分出售所得款項償還涉及上海物業的債務，以解除中泛置業控股被接管及取回上海物業，惟取決於與接管人的進一步磋商，以及由接管人主導的上海物業出售進展。潛在洛杉磯項目出售的所得款項淨額將用於(i)解決洛杉磯項目相關訴訟和欠款；(ii)解決本集團當前的財務困難，包括但不限於償還大部分外部債務及解決某些貸款人就逾期償還借款向本集團提出的申索；(iii)保留上海物業，從而將上海物業產生的收入和中泛置業控股集團的財務報表重新納入本集團的財務報表；及(iv)本集團的日常營運及業務發展。因出售洛杉磯項目存在不確定性，本集團亦一直探索其他合作機會，包括但不限於透過成立合營公司發展洛杉磯項目，並與潛在有意者進行商討。對於現有未償還的借款，本集團一直在積極與貸款方和接管方商議如何加快出售相關抵押資產以償還債務，或繼續探討在強制出售前償還貸款以贖回抵押物。本集團期望在債務償付壓力獲得舒緩後重新出發，迎接美好的成果。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

FINANCIAL OVERVIEW

Fund management

The primary treasury and funding policies of the Group focus on liquidity management to achieve an optimum level of liquidity, while funding subsidiary operations in a cost-efficient manner. The management closely monitors the liquidity position of the Group to ensure that the liquidity structure, comprising assets, liabilities and commitments can meet its funding requirements. The Group's finance department will source funding by borrowings and issuance of debts, convertible bonds and new shares when necessary. Operating as a centralized service, the finance department manages the Group's funding needs and monitors financial risks, such as those relating to interest and foreign exchange rates, as well as those relating to counterparties.

During the Year, the Group did not enter into any interest or currency swaps or other financial derivative transactions.

Interest rate risk

The Group has no significant interest-bearing assets and liabilities except for cash and bank deposits, loans receivables, lease liabilities, other loans, amount due to an intermediate holding company, amount due to a fellow subsidiary and convertible notes. The interest rates for the loans receivables, amount due to an intermediate holding company, amount due to a fellow subsidiary, certain other loans and convertible notes are fixed. The interest rate risk of the Group mainly arises from floating-rate of other loans resulting in the exposure of cash flow interest rate risk to the Group. The management controls the Group's interest rate risk by reviewing fixed-rate and floating-rate borrowings. During the reporting period, the Group considered that there was no need to use interest rate swaps to hedge its exposure to interest rate risks.

財務概覽

資金管理

本集團的主要資金及融資政策重點為流動資金管理以達致最佳的流動性，並以具成本效益的方式為附屬公司運作提供資金支持。管理層密切監察本集團的流動資金狀況，確保本集團包括資產、負債及承擔的流動資金結構足以應付資金需求。本集團的財務部門將在有需要時以借款及發行債券、可換股債券及新股方式引入資金。財務部門以中央管理形式運作，負責管理本集團的資金需要並監察如關於利息、外匯匯率及交易對方的財務風險。

年內，本集團並無訂立任何利息或貨幣掉期或其他財務衍生工具交易。

利率風險

除現金及銀行存款、應收貸款、租賃負債、其他貸款、應付一間中間控股公司款項、應付一間同系附屬公司款項及可換股票據外，本集團並無其他重大計息資產和負債。應收貸款、應付一間中間控股公司款項、應付一間同系附屬公司款項、若干其他貸款及可換股票據的利率為固定。本集團的利率風險主要來自按浮息計算的其他貸款，令本集團面臨現金流量利率風險。管理層通過審查定息及浮息借款以控制本集團的利率風險。於報告期內，本集團認為無需使用利率掉期對沖利率風險。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the USD, HKD and RMB as the revenue and operating costs of the Group are denominated in these currencies. The Group is also exposed to other currency movements, primarily in terms of investments in the U.S. and Indonesia, bank deposits, loans receivables, interest payables, certain other loans and amount due to an intermediate holding company denominated in USD. Foreign exchange risk arises from currency exchange transactions, recognized assets and liabilities and net investments in foreign operations. The Group has not entered into any derivative instruments to hedge its foreign exchange exposures. The Group's management manages this risk by closely monitoring the exchange rate movement and changes in market conditions that may have a significant impact on the operations and financial performance of the Group.

Market price risk

The Group's main market price risk exposures relate to its financial assets at fair value through other comprehensive income. The Group closely monitors the price movement and changes in market conditions that may have an impact on the value of these financial assets. During the Year, the financial assets held by the Group has zero value.

Credit risk

Surplus of the Group's capital is managed in a prudent manner, usually in the form of bank deposits with financial institutions with good credit ratings. The senior management of the Group regularly monitors price movements of financial institutions and its counterparties and credit ratings and sets limits for the total amount of credit for each of its counterparties, in order to manage and control default and credit risks.

外匯風險

本集團面對多種不同貨幣產生的外匯風險，主要涉及美元、港幣及人民幣，原因為本集團的收入及經營成本以該等貨幣計值。本集團亦面對其他貨幣變動的風險，主要是以美元計值的於美國及印尼的投資、銀行存款、應收貸款、應付利息、若干其他貸款及應付一間中間控股公司款項。外匯風險來自匯兌貨幣交易、已確認的資產及負債以及於外國營運的淨投資。本集團並無訂立任何衍生工具對沖其外匯風險。為管理此風險，本集團管理層密切監察可能對業務及財務表現有重大影響的匯率變動及市況轉變。

市場價格風險

本集團的主要市場價格風險與按公允價值計入其他全面收益的財務資產有關。本集團密切監察可能對該等財務資產的價值構成影響的價格變動及市況轉變。年內，本集團持有的財務資產價值為零。

信貸風險

本集團的盈餘資金以審慎方式管理，通常以銀行存款方式存放於具有良好信貸評級的金融機構。為管控違約及信貸風險，本集團高級管理人員定期監察金融機構及其對手方的價格變動、信貸評級及其為其各對手方所設的信貸限額。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

As at 31 December 2022, the other receivables of the Group were mainly loans and interest receivables made to the non-controlling shareholders of the energy project to develop two coal-fired steam power plants (with a net capacity of 150 megawatt each) in the Medan industrial zone of Indonesia. As at the date of this annual report, the Group is still negotiating with the non-controlling shareholders on the renewal of the loan agreement, and the Group is working to reach an agreement with the non-controlling shareholders on the renewal of the loan agreement.

Liquidity and working capital

As at 31 December 2022, the Group's total unsecured and unrestricted cash amounted to HK\$4.9 million (2021: HK\$15.7 million).

As at 31 December 2022, the Group had bank and other loans (including convertible notes) of HK\$3,019.5 million (2021: HK\$5,752.5 million), of which HK\$3,019.5 million (2021: HK\$4,489.4 million) were fixed-rate borrowings repayable within one year and nil (2021: HK\$1,263.1 million) was floating-rate borrowings repayable in one year. As at 31 December 2022, the Group had an amount due to an intermediate holding company of HK\$8,856.2 million which were fixed-rate borrowings repayable within one year (2021: HK\$8,505.1 million repayable with two years), and an amount due to immediate holding company of HK\$114.8 million (2021: nil), which were interest-free borrowings repayable in one year. The Group's external gearing ratio (being calculated as total external borrowings divided by total equity) as at 31 December 2022 was 184.4% (2021: 135.3%).

Currently, the Group focuses on selling assets to repay debts. The controlling shareholder of the Group will provide support for the Company's daily operating expenses.

於2022年12月31日，本集團的其他應收款項主要為應收開發位於印尼棉蘭工業區的兩座燃煤蒸氣發電廠(各自淨產能為150兆瓦)的能源電力項目的非控股股東貸款及利息，於本年報日期，本集團與非控股股東仍在就貸款協議再展期進行磋商，本集團正致力與非控股股東就貸款協議再展期達成協議。

流動資金及營運資金

於2022年12月31日，本集團的無抵押及不受限制現金共值港幣490萬元(2021年：港幣1,570萬元)。

於2022年12月31日，本集團的銀行及其他貸款(包括可換股票據)為港幣30.195億元(2021年：港幣57.525億元)，當中港幣30.195億元(2021年：港幣44.894億元)為須於一年內償還的定息借貸，而須於一年內償還的浮息借貸為零(2021年：港幣12.631億元)。於2022年12月31日，本集團有一筆港幣88.562億元的應付一間中間控股公司款項，為須於一年內償還的定息借貸(2021年：港幣85.051億元，須於兩年內償還)，以及一筆港幣1.148億元(2021年：無)的應付一間直接控股公司款項，為須於一年內償還的免息借貸。於2022年12月31日，本集團的資本外部負債比率(按外部借貸總額除以權益總額計算)為184.4%(2021年：135.3%)。

目前本集團致力於出售資產以償還債務。本集團的控股股東將就本公司的日常營運開支提供支持。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Cash flows

For the Year, net cash used in operating activities amounted to HK\$181.1 million (2021: HK\$231.0 million) and net cash generated from investing activities amounted to HK\$681.3 million which mainly represented the cash inflow generated from the disposal of the Hawaii Kapolei West Project (2021: net cash used in investing activities amounted to HK\$10.5 million). Net cash used in financing activities during the Year amounted to HK\$510.1 million mainly due to settlement of loan and interest payables (2021: cash generated from financing activities amounted to HK\$221.4 million).

Charges and contingent liabilities

The details of the pledged assets and contingent liabilities of the Group as at 31 December 2022 are set out in Notes 31 and 32 to this annual report respectively.

In addition, the Company has provided issued corporate guarantees for the lenders of the deconsolidated subsidiaries (see Note 39) to guarantee the repayment of the relevant loans and payables to these lenders included in the total “Obligations in respect of deconsolidated subsidiaries” as at 31 December 2022 are HK\$2,981.7 million.

Apart from the above and those set out in Notes 31 and 32, the Group had not created any other guarantee or other contingent liabilities during the years ended 31 December 2022 and 2021.

Future plans for material investments and capital assets

As at 31 December 2022, the Group did not have any future plans for material investments and capital assets.

Material acquisition and disposal of subsidiaries, associates and joint ventures

The Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during the Year.

現金流量

年內，經營業務所用現金淨額為港幣1.811億元(2021年：港幣2.310億元)，投資業務所產生現金淨額為港幣6.813億元，主要為出售夏威夷卡珀雷西區項目所帶來的現金流入(2021年：投資業務所用現金淨額為港幣1,050萬元)。年內融資業務所用現金淨額為港幣5.101億元，主要包括支付貸款本金和利息(2021年：融資業務所產生現金淨額為港幣2.214億元)。

抵押及或有負債

於2022年12月31日，本集團的資產抵押及或有負債詳情分別載於本年報附註31及附註32。

此外，本公司已為出表子公司(見附註39)的貸款人提供公司擔保，以保證相關貸款的償還，於2022年12月31日，貸款和應付該等貸款人的總額港幣29.817億元，包含在「有關出表子公司的責任」內。

除上文以及附註31及附註32所述者外，於截至2022年及2021年12月31日止年度內，本集團並無產生任何其他擔保或其他或有負債。

重大投資及資本資產的未來計劃

於2022年12月31日，本集團並無任何未來重大投資及資本資產計劃。

收購及出售重大附屬公司、聯營公司和合營公司

年內，本集團並無收購或出售任何重大附屬公司、聯營公司和合營公司。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析(續)

Significant investments held

During the Year, save as disclosed in this annual report, there were no significant investments held by the Group.

HUMAN RESOURCES

As at 31 December 2022, the Group employed 56 employees (2021: 72). Total staff remuneration costs (including the Directors' emoluments) for the Year amounted to HK\$55.7 million (2021: HK\$62.9 million).

The Group ensures that the remuneration packages of its employees are competitive and that individual performance is rewarded according to the remuneration management policy of the Group. The remuneration packages of the employees are reviewed annually.

PAST PERFORMANCE AND FORWARD-LOOKING STATEMENTS

The performance and the results of operations of the Group contained in this annual report are historical in nature, and past performance is not able to provide guarantee for the future results of the Group. Any forward-looking statements and opinions which may be contained in this annual report are based on current plans, estimations and projections, and therefore involve risks and uncertainties. Actual results may differ materially from the expectations discussed in such forward-looking statements and opinions. The Group, the Directors, and the employees and agents of the Group assume (a) no obligation to correct or update the forward-looking statements or opinions contained in this annual report; and (b) no liability in the event that any of the forward-looking statements or opinions do not materialize or turn out to be incorrect.

持有重大投資

年內，除了已於本年報所披露者外，本集團並無持有重大投資。

人力資源

於2022年12月31日，本集團僱用56名員工(2021年：72名)。年內，僱員薪酬成本總額(包括董事酬金)共計港幣5,570萬元(2021年：港幣6,290萬元)。

本集團確保僱員的薪酬及福利水平具有競爭力，並會就僱員的個別表現按本集團的薪酬管理制度作出獎勵。僱員的薪酬及福利每年均會進行檢討。

過往表現及前瞻性陳述

本年報所載本集團的表現及營運業績僅屬歷史數據，過往表現並不保證本集團日後的業績。本年報載有基於現有計劃、估計與預測作出的前瞻性陳述及意見，而當中因此涉及風險及不明朗因素。實際業績可能與該等前瞻性陳述及意見中論及的預期表現有重大差異。本集團、董事、僱員及代理概不承擔(a)更正或更新本年報所載前瞻性陳述或意見的任何義務；及(b)倘因任何前瞻性陳述或意見不能實現或變成不正確而引致的任何責任。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡歷

DIRECTORS

Executive Directors

Mr. LIU Guosheng, aged 54, has been an executive Director since November 2014 and the chairman of the Board and chief executive officer since September 2022. Mr. LIU is also a member of the remuneration committee (the “Remuneration Committee”) under the Board as well as a director of several subsidiaries of the Company. He is a senior accountant in the PRC. Mr. LIU is currently the deputy chairman, president and chief financial officer of Oceanwide Holdings. Mr. LIU obtained a Bachelor’s degree in economics from Hangzhou Institute of Electronic Industry (currently known as Hangzhou Dianzi University) in July 1991 and a Master’s degree in economics from Wuhan University in December 2008.

Mr. LIU Hongwei, aged 56, has been an executive Director since November 2014 and a deputy chairman of the Board since January 2020. Mr. LIU is also a director of several subsidiaries of the Company. He is currently an executive director of China Tonghai International Financial Limited (“China Tonghai International Financial”), whose shares are listed on the Stock Exchange (Stock Code: 952). Mr. LIU was previously a member of the supervisory committee of Oceanwide Holdings (from 2020 to 2022). He obtained a Bachelor’s degree in engineering from Dalian Fisheries University (currently known as Dalian Ocean University) in July 1989 and a Master’s degree in management from Massey University in New Zealand in April 2006.

Mr. LIU Bing, aged 65, has been an executive Director since November 2014. Mr. LIU is also a director of several subsidiaries of the Company. He is currently a non-executive director of China Tonghai International Financial. He was previously the vice chairman of Minsheng Holdings Co., Ltd. (“Minsheng Holdings”), whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000416) (from 2017 to 2020). Mr. LIU obtained his Master’s degree in business administration from Sacred Heart University in the U.S. in August 1989.

董事

執行董事

劉國升先生，54歲，自2014年11月起出任執行董事，並自2022年9月起出任董事會主席兼總裁。劉先生亦為董事會轄下薪酬委員會（「薪酬委員會」）成員，並為本公司多間附屬公司的董事。彼為中國高級會計師。劉先生現任泛海控股副董事長、總裁兼財務總監。劉先生於1991年7月獲杭州電子工業學院（現稱杭州電子科技大學）經濟學學士學位，並於2008年12月獲武漢大學經濟學碩士學位。

劉洪偉先生，56歲，自2014年11月起出任執行董事，並自2020年1月起出任董事會副主席。劉先生亦為本公司多間附屬公司的董事。彼現任中國通海國際金融有限公司（「中國通海國際金融」，其股份於聯交所上市，股份代號：952）執行董事。劉先生歷任泛海控股監事會成員（2020年至2022年）。彼於1989年7月獲大連水產學院（現稱大連海洋大學）工程學學士學位，並於2006年4月獲新西蘭梅西大學管理學碩士學位。

劉冰先生，65歲，自2014年11月起出任執行董事。劉先生亦為本公司多間附屬公司的董事。彼現任中國通海國際金融非執行董事。彼歷任民生控股股份有限公司（「民生控股」，其股份於深圳證券交易所上市，證券代碼：000416）副董事長（2017年至2020年）。劉先生於1989年8月獲美國聖心大學工商管理碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層簡歷 (續)

Non-executive Director

Mr. ZHAO Yingwei, aged 52, has been a non-executive Director since November 2014. Mr. ZHAO is also a member of the audit committee (the “Audit Committee”) under the Board. He is a senior accountant in the PRC. He is currently the chairman of the supervisory committee of Oceanwide Holdings, the chairman of the supervisory committee of Minsheng Holdings and a non-executive director of China Tonghai International Financial. He obtained a Bachelor’s degree in economics from Renmin University of China in January 1997 and a Master’s degree in engineering from Beihang University in January 2013.

非執行董事

趙英偉先生，52歲，自2014年11月起出任非執行董事。趙先生亦為董事會轄下審核委員會（「審核委員會」）成員。彼為中國高級會計師。彼現任泛海控股監事會主席、民生控股監事會主席及中國通海國際金融非執行董事。彼於1997年1月獲中國人民大學經濟學學士學位，並於2013年1月獲北京航空航天大學工程學碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層簡歷(續)

Independent non-executive Directors

Mr. LIU Jipeng, aged 67, has been an independent non-executive Director since November 2014. He is also the chairman of the Audit Committee and a member of the nomination committee (the “Nomination Committee”) under the Board. Mr. LIU is a senior economist and certified public accountant in the PRC. He is currently the dean of the Capital Finance Institute of China University of Political Science and Law, the deputy head of the Independent Director Committee of China Association for Public Companies, the vice president of China Enterprise Reform and Development Society, an independent non-executive director of China Minsheng Banking Corp., Ltd., whose shares are dually listed on the Stock Exchange (Stock Code: 1988) and the Shanghai Stock Exchange (Stock Code: 600016), and China Tonghai International Financial and an independent director of CECEP Solar Energy Co., Ltd., whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000591) and Ucap Cloud Information Technology Co., Ltd., whose shares are listed on the Shanghai Stock Exchange (Stock Code: 688228). He previously served as the dean of the Business School of China University of Political Science and Law and as an independent director or an independent non-executive director of a number of companies whose shares are listed on stock exchanges, including Chongqing Changan Automobile Co., Ltd., whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000625) (from 2016 to 2022), CECEP Guozhen Environmental Protection Technology Co., Ltd., whose shares are listed on Shenzhen Stock Exchange (Stock Code: 300388) (from 2020 to 2021), Valiant Corporation Ltd., whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 002643) (from 2020 to 2021), Zhongjin Gold Corp., Ltd., whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600489) (from 2014 to 2021) and China-Singapore Suzhou Industrial Park Development Group Co., Ltd., whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601512) (from 2014 to 2020). Mr. LIU obtained a Bachelor’s degree in economics from Beijing College of Economics (currently known as Capital University of Economics and Business) in July 1983 and a Master’s degree in economics from Graduate School of Chinese Academy of Social Sciences in July 1986.

獨立非執行董事

劉紀鵬先生，67歲，自2014年11月起出任獨立非執行董事。彼亦為審核委員會主席與董事會轄下提名委員會（「提名委員會」）成員。劉先生為中國高級經濟師及註冊會計師，彼現任中國政法大學資本金融研究院院長、中國上市公司協會獨立董事委員會副主任、中國企業改革與發展研究會副會長、中國民生銀行股份有限公司（其股份同時於聯交所（股份代號：1988）及上海證券交易所（證券代碼：600016）上市）與中國通海國際金融獨立非執行董事及中節能太陽能股份有限公司（其股份於深圳證券交易所上市，證券代碼：000591）與開普雲信息科技股份有限公司（其股份於上海證券交易所上市，證券代碼：688228）獨立董事。彼歷任中國政法大學商學院院長以及多間股份於證券交易所上市的公司擔任獨立董事或獨立非執行董事，包括重慶長安汽車股份有限公司（其股份於深圳證券交易所上市，證券代號：000625）（2016年至2022年）、中節能國禎環保科技股份有限公司（其股份於深圳證券交易所上市，證券代碼：300388）（2020年至2021年）、中節能萬潤股份有限公司（其股份於深圳證券交易所上市，證券代碼：002643）（2020年至2021年）、中金黃金股份有限公司（其股份於上海證券交易所上市，證券代碼：600489）（2014年至2021年）及中新蘇州工業園區開發集團股份有限公司（其股份於上海證券交易所上市，證券代碼：601512）（2014年至2020年）。劉先生於1983年7月獲北京經濟學院（現稱首都經濟貿易大學）經濟學學士學位，並於1986年7月獲中國社會科學院研究生院經濟學碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層簡歷 (續)

Mr. YAN Fashan, aged 71, has been an independent non-executive Director since November 2014. Mr. YAN is also the chairman of the Remuneration Committee and a member of the Nomination Committee. He is currently a professor in the school of economics at Fudan University. He is currently an independent director of Oceanwide Holdings and Zhongtai Securities Co., Ltd., whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600918). He was previously an independent director of Pengqi Technology Development Co., Ltd., whose shares were previously listed on the Shanghai Stock Exchange (Stock Code: 600614) and was delisted in July 2021 (from 2016 to 2021). He obtained a Master's degree in economics from Fudan University in 1981 and a Doctor of Philosophy degree in economics from Fudan University in June 1998.

Mr. LO Wa Kei Roy, aged 51, has been an independent non-executive Director since November 2014. He is also the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. Mr. LO is a certified public accountant in Hong Kong, a fellow of the Hong Kong Institute of Certified Public Accountants, a fellow of the CPA Australia and an associate of The Institute of Chartered Accountants in England and Wales. Mr. LO is currently an independent non-executive director of several companies whose shares are listed on the Stock Exchange, including China Tonghai International Financial, Wan Kei Group Holdings Limited (Stock Code: 1718) and G-Resources Group Limited (Stock Code: 1051). He was previously an independent non-executive director of China Zhongwang Holdings Limited (Stock Code: 1333) (from 2008 to 2021), Xinming China Holdings Limited (Stock Code: 2699) (from 2015 to 2021), Sun Hing Vision Group Holdings Limited (Stock Code: 125) (from 1999 to 2021) and Sheen Tai Holdings Group Company Limited (Stock Code: 1335) (from 2012 to 2020). He currently serves as a managing director of SHINEWING (HK) CPA Limited, a member of the Fourteenth Shanghai Municipal Committee of the Chinese People's Political Consultative Conference, a member of the Sixth Election Committee of Hong Kong (Accountancy), the chairman of accountancy training board of Vocational Training Council, an honorary treasurer of Hong Kong Association of United Nations Education, Scientific and Cultural Organization and the deputy president of Hong Kong Association of Registered Public Interest Entity Auditors Limited. Mr. LO obtained a Bachelor's degree in business administration from University of Hong Kong in November 1993 and a Master's degree in professional accounting from Hong Kong Polytechnic University in November 2000.

嚴法善先生，71歲，自2014年11月起出任獨立非執行董事。嚴先生亦為薪酬委員會主席與提名委員會成員。彼現任復旦大學經濟學院教授。彼現任泛海控股及中泰證券股份有限公司（其股份於上海證券交易所上市，證券代碼：600918）獨立董事。彼歷任鵬起科技發展股份有限公司（其股份先前於上海證券交易所上市，證券代碼：600614，已於2021年7月退市）（2016年至2021年）獨立董事。彼於1981年獲復旦大學經濟學碩士學位，並於1998年6月獲復旦大學經濟學博士學位。

盧華基先生，51歲，自2014年11月起出任獨立非執行董事。彼亦為提名委員會主席及審核委員會與薪酬委員會成員。盧先生為香港執業會計師、香港會計師公會資深會員、澳洲會計師公會資深會員及英格蘭及威爾士特許會計師協會會員。盧先生現任多間股份於聯交所上市的公司的獨立非執行董事，包括中國通海國際金融、宏基集團控股有限公司（股份代號：1718）及國際資源集團有限公司（股份代號：1051）。彼歷任中國忠旺控股有限公司（股份代號：1333）（2008年至2021年）、新明中國控股有限公司（股份代號：2699）（2015年至2021年）、新興光學集團控股有限公司（股份代號：125）（1999年至2021年）及順泰控股集團有限公司（股份代號：1335）（2012年至2020年）獨立非執行董事。彼現任信永中和（香港）會計師事務所有限公司的管理合夥人、第十四屆中國人民政治協商會議上海市委員會委員、香港第六屆選舉委員會（會計界）委員、職業訓練局會計業訓練委員會主席、香港聯合國教科文組織協會義務司庫及香港上市公司審核師協會有限公司副會長。盧先生於1993年11月獲香港大學工商管理學士學位，並於2000年11月獲香港理工大學專業會計碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層簡歷(續)

Senior Management

Ms. WAN Wing Sze May, aged 46, has been the chief financial officer of the Company since March 2015. She joined the Company in January 2004. Ms. WAN holds a Bachelor of business administration degree in accounting and is a fellow of the Hong Kong Institute of Certified Public Accountants. She has more than 20 years of experience in auditing, accounting, financial management and business control and has extensive experience in corporate restructuring.

高級管理層

溫穎思女士，46歲，自2015年3月起出任本公司財務總監，彼於2004年1月加入本公司。溫女士持有會計學工商管理學士學位，並為香港會計師公會資深會員。彼於審計、會計、財務管理及業務監控方面擁有逾20年經驗，亦於企業重組方面擁有豐富經驗。

REPORT OF THE DIRECTORS

董事會報告

The Board is pleased to present to the Shareholders its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022 (the “Year”).

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are real estate development in the U.S. and the development in the energy sector in Indonesia as well as finance investment and others. Particulars of the Company’s principal subsidiaries are set out in Note 34 to the consolidated financial statements.

A fair review of the business of the Group as required under Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a discussion and analysis of the Group’s performance during the Year, a description of the principal risks and uncertainties faced by the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2022 (if any) as well as an indication of likely future development in the business of the Group are set out in the Chairman’s Statement on pages 8 to 22 of this annual report, and the Management Discussion and Analysis on pages 23 to 38 of this annual report. The above sections form an integral part of this report of the Directors.

The analysis of the revenue and results by principal activities and geographical locations of the operations of the Group during the Year are set out in Note 7 to the consolidated financial statements.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group conducts its business in compliance with all applicable laws and regulations and integrates industry best practices into our operations where appropriate. Details of the Group’s compliance with the relevant laws and regulations that have a significant impact on the Group’s business and operations are set out in the Corporate Governance Report on pages 77 to 111 of this annual report and the 2022 Social Responsibility Report which is available at websites of the Company and Hong Kong Exchanges and Clearing Limited. The relevant discussions in this annual report and the 2022 Social Responsibility Report form part of this report of the Directors.

董事會欣然向全體股東提呈其報告連同本集團截至2022年12月31日止年度(「年內」)的經審核綜合財務報表。

主要業務與業務概覽

本公司的主要業務為投資控股，其附屬公司的主要業務為於美國從事房地產開發及於印尼從事能源電力行業發展，以及金融投資及其他業務。本公司主要附屬公司的詳情載於綜合財務報表附註34。

按公司條例(香港法例第622章)附表5規定本集團業務的中肯審視，其中包括本集團年內的表現討論及分析、本集團所面對主要風險及不明朗因素的描述、自2022年財政年度終結後發生並對本集團產生影響的重大事項詳情(如有)，以及本集團業務的未來可能發展動向均載於本年報第8頁至第22頁的主席報告及本年報第23頁至第38頁的管理層討論及分析內。上述章節乃本董事會報告的一部分。

本集團於年內按主要業務和經營地區劃分的收入與業績分析載於綜合財務報表附註7。

遵守法律及規例

本集團於其業務經營中遵守所有適用法律及規例，並適當採用行業的最佳常規。對本集團業務及營運有重大影響的有關法律及規例的遵守情況詳情載於本年報第77頁至第111頁的企業管治報告及2022年社會責任報告(登載於本公司及香港交易及結算所有限公司網站)內。本年報及2022年社會責任報告的相關說明乃本董事會報告的一部分。

RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated income statement on page 117 of this annual report.

No final dividend is recommended by the Board for the Year.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the annual general meeting (the “AGM”) of the Company to be held on Thursday, 18 May 2023, the register of members of the Company will be closed from Friday, 12 May 2023 to Thursday, 18 May 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 11 May 2023.

BUSINESS REVIEW

The business review of the Group for the Year is set out in the Chairman’s Statement and Management Discussion and Analysis from pages 8 to 22 and pages 23 to 38 of this annual report respectively. Description of the risks and uncertainties faced by the Group are disclosed in Notes 5, 6, 27, 32 and 38 to the consolidated financial statements.

MAJOR PROJECTS AND EVENTS

Details regarding major projects undertaken by the Group and events that have taken place during the Year are set out in the Management Discussion and Analysis from pages 23 to 38 of this annual report.

業績及利潤分配

本集團年內的業績載於本年報第117頁的綜合收益表內。

董事會不建議年內派發末期股息。

暫停辦理股份過戶登記

為確定有權出席本公司將於2023年5月18日(星期四)舉行的股東周年大會(「股東周年大會」)並於會上投票的資格,本公司將於2023年5月12日(星期五)至2023年5月18日(星期四)(包括首尾兩天)暫停辦理股份過戶登記手續,在此期間將不會辦理股份轉讓登記。為確保符合資格出席股東周年大會並於會上投票,所有過戶表格連同有關股票必須不遲於2023年5月11日(星期四)下午4時30分送達本公司香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖,以辦理登記手續。

業務回顧

本集團年內的業務回顧分別載於本年報第8頁至第22頁的主席報告及第23頁至第38頁的管理層討論及分析中。關於本集團面對的風險及不明朗因素的描述於綜合財務報表附註5、6、27、32和38內披露。

主要項目與事項

本集團年內進行的主要項目及事項的詳情載於本年報第23頁至第38頁的管理層討論及分析中。

RESERVES

Particulars on the movements in the reserves of the Company and the Group during the Year are set out in Note 35 to the consolidated financial statements and the consolidated statement of changes in equity from pages 123 to 125 of this annual report respectively.

DISTRIBUTABLE RESERVES

There is no distributable reserves of the Company as at 31 December 2022 calculated under the Companies Act of Bermuda.

PROPERTIES, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND PROPERTIES UNDER DEVELOPMENT

Details of the movements of properties, plant and equipment, investment properties and properties under development during the Year are set out in Notes 16, 17 and 21 to the consolidated financial statements respectively.

PROPERTIES

Particulars of major properties of the Group are set out from pages 323 to 324 of this annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Year are set out in Note 26 to the consolidated financial statements.

儲備

本公司及本集團年內的儲備變動分別詳列於綜合財務報表附註35及本年報第123頁至第125頁的綜合權益變動表。

可供分派儲備

根據百慕達公司法計算，本公司於2022年12月31日沒有可供分派儲備。

物業、機器及設備、投資物業以及發展中物業

物業、機器及設備、投資物業以及發展中物業於年內的變動詳情分別載列於綜合財務報表附註16、17及21。

物業

本集團主要物業詳列於本年報第323頁至第324頁。

股本

本公司股本於年內的變動詳情載於綜合財務報表附註26。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

DIRECTORS

The Directors during the Year and up to the date of this annual report were:

Executive Directors

LIU Guosheng
LIU Hongwei
LIU Bing
HAN Xiaosheng (Resigned on 6 September 2022)

Non-executive Director

ZHAO Yingwei

Independent non-executive Directors

LIU Jipeng
YAN Fashan
LO Wa Kei Roy

In accordance with Bye-law 112 of the Bye-laws, Messrs. LIU Guosheng, ZHAO Yingwei and LO Wa Kei Roy shall retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out from pages 39 to 43 of this annual report.

UPDATE ON DIRECTOR'S AND CHIEF EXECUTIVE'S INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Upon specific enquiry by the Company and confirmations from the Directors and chief executive, the changes in the information of the Directors and chief executive required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules subsequent to the date of the Company's 2022 interim report are set out below:

董事

於年內及截至本年報日期的董事為：

執行董事

劉國升
劉洪偉
劉 冰
韓曉生 (於2022年9月6日辭任)

非執行董事

趙英偉

獨立非執行董事

劉紀鵬
嚴法善
盧華基

根據公司細則第112條，劉國升先生、趙英偉先生及盧華基先生須於股東周年大會上輪值告退，惟彼等符合資格並願意於股東周年大會上膺選連任。

董事及高級管理層簡歷

本公司董事及高級管理層簡歷載於本年報第39頁至第43頁。

根據上市規則第13.51B(1)條更新董事及最高行政人員資料

經本公司具體查詢及各董事和最高行政人員作確認後，自本公司2022年中期報告日期後，根據上市規則第13.51B(1)條須披露的董事及最高行政人員資料變動載列如下：

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

Name of Director 董事姓名	Details of Change 變動詳情
LIU Jipeng 劉紀鵬	Appointed as an independent director of Ucap Cloud Information Technology Co., Ltd., whose shares are listed on the Shanghai Stock Exchange (Stock Code: 688228) on 29 September 2022. 於2022年9月29日獲委任為開普雲信息科技股份有限公司(其股份於上海證券交易所上市，證券代碼：688228)獨立董事。
LO Wa Kei Roy 盧華基	Appointed as a member of the Fourteenth Shanghai Municipal Committee of the Chinese People's Political Consultative Conference on January 2023. 於2023年1月獲委任為第十四屆中國人民政治協商會議上海市委員會委員。

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

除上文所披露者外，概無其他信息須根據上市規則第13.51B(1)條進行披露。

ANNUAL CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors (the "INED(s)") an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers that all of them to be independent.

DIRECTORS' INTERESTS IN CONTRACTS

No transaction, arrangement or contracts of significance in relation to the businesses of the Group, to which the Company, its holding company or any of its subsidiaries was a party and in which any Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

DIRECTORS' SERVICE CONTRACT

None of the Directors being proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year and without payment of compensation (other than statutory compensation).

獨立非執行董事的年度獨立性確認

本公司已接獲各獨立非執行董事(「獨立非執行董事」)根據上市規則第3.13條就其獨立性出具的年度確認函，並認為彼等均屬獨立人士。

董事於合約的權益

年終或年內任何時間並無任何由本公司、其控股公司或其任何附屬公司訂立與本集團業務有關且董事於當中擁有重大權益(不論直接或間接)的重大交易、安排或合約存續。

董事的服務合約

擬於股東周年大會上重選的董事概無與本公司訂有任何不可於一年內免付賠償(法定賠償除外)而終止的服務合約。

MANAGEMENT CONTRACTS

Save for service contracts of the Directors, no contracts (as defined in Section 543 of the Companies Ordinance (Cap. 622)) relating to the management and/or administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the Year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year, the following Directors had interests in the following businesses (apart from the businesses of the Company or its subsidiaries) conducted through the companies named below, their subsidiaries, associated companies or other investment forms which are considered to compete or be likely to compete, either directly or indirectly, with the principal businesses of the Group conducted during the Year required to be disclosed as follows pursuant to Rule 8.10(2) of the Listing Rules:

管理合約

除董事的服務合約外，本公司於年內並無訂立或存續有關本公司全部或任何重大部分業務的管理及／或行政的合約（定義見《公司條例》(第622章)第543條）。

董事於競爭業務的權益

年內，下列董事在下列公司、其附屬公司、聯營公司或其他投資形式經營而被視為與或可能與本集團年內所經營的主要業務直接或間接構成競爭的下列業務（本公司或其附屬公司業務除外）中擁有權益，而須根據上市規則第8.10(2)條作出以下披露：

Name of Director 董事姓名	Name of Company 公司名稱	Position(s) of Director 董事職位	Nature of Competing Business 競爭業務性質
LIU Guosheng 劉國升	Oceanwide Holdings 泛海控股	Deputy Chairman, President, Chief Financial Officer, Executive Vice President 副董事長、總裁、財務總監、執行副總裁 (Re-designated from Executive Vice President to President and Appointed as Deputy Chairman on 15 July 2022) (於2022年7月15日由執行副總裁調任為總裁及獲委任為副董事長)	Real estate development and investment 房地產開發與投資

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

Name of Director 董事姓名	Name of Company 公司名稱	Position(s) of Director 董事職位	Nature of Competing Business 競爭業務性質
LIU Hongwei 劉洪偉	China Oceanwide Holdings Group 中國泛海控股集團	Vice President, Director 副總裁、董事 (Appointed as Director on 7 June 2022) (於2022年6月7日獲委任為董事)	Real estate investment 房地產投資
	Oceanwide Holdings 泛海控股	Supervisor 監事 (Resigned on 1 July 2022) (於2022年7月1日辭任)	Real estate development and investment 房地產開發與投資
LIU Bing 劉冰	China Oceanwide Holdings Group 中國泛海控股集團	Director 董事 (Resigned on 7 June 2022) (於2022年6月7日辭任)	Real estate investment 房地產投資
ZHAO Yingwei 趙英偉	China Oceanwide Holdings Group 中國泛海控股集團	Executive Director, Executive Vice President, Chief Financial Officer 執行董事、執行副總裁、財務總監	Real estate investment 房地產投資
	Oceanwide Holdings 泛海控股	Deputy Chairman of Supervisory Committee, Chairman of Supervisory Committee 監事會副主席、監事會主席 (Re-designated from Deputy Chairman to Chairman of the Supervisory Committee on 14 March 2022) (於2022年3月14日由監事會副主席調任為主席)	Real estate development and investment 房地產開發與投資
YAN Fashan 嚴法善	Oceanwide Holdings 泛海控股	Independent Director 獨立董事	Real estate development and investment 房地產開發與投資
HAN Xiaosheng 韓曉生 (Resigned on 6 September 2022) (於2022年9月6日辭任)	China Oceanwide Holdings Group 中國泛海控股集團	Director 董事 (Resigned on 7 June 2022) (於2022年6月7日辭任)	Real estate investment 房地產投資

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

As the Board is independent of the board of directors of the above entities, the Group has been able to carry on its businesses independently of, and at arm's length with, the above entities. Further, although the above entities are also engaged in real estate development/investment, no competition is considered to exist among members of the Group (which focus on offshore investments) and the above entities (which focus on onshore investments).

Save as disclosed above, as at 31 December 2022, none of the Directors or their respective associates had any interest in a business, which competes or is likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules.

DIRECTORS' EMOLUMENTS

The Directors' emoluments for the Year are set out in Note 15 to the consolidated financial statements.

SHARE OPTION SCHEME

The Company's existing share option scheme (the "Share Option Scheme") was conditionally adopted on 19 May 2015, under which the Directors may grant options to eligible persons to subscribe for the Shares, subject to the terms and conditions as stipulated therein.

The following is a summary of the principal terms of the Share Option Scheme:

1. Purpose

The purpose of the Share Option Scheme is to provide the participants (the "Participants") with an opportunity to obtain an equity interest in the Company, thus linking their interest with the interest of the Group and thereby providing them with an incentive to work better for the interest of the Group.

由於董事會獨立於上述實體的董事會，因此本集團能獨立於上述實體公平開展其業務。另外，儘管上述實體亦從事房地產開發／投資，但本集團的成員公司(重心為境外投資)及上述實體(重心為境內投資)之間概無被視為存在競爭。

除上文所披露者外，於2022年12月31日，根據上市規則，董事或彼等各自的聯繫人概無於與或可能與本集團業務直接或間接構成競爭的業務中擁有權益。

董事酬金

年內的董事酬金載於綜合財務報表附註15。

購股權計劃

本公司現有購股權計劃(「購股權計劃」)於2015年5月19日獲有條件採納。根據購股權計劃，董事可向合資格人士授出購股權以認購股份，惟須受限於其所訂明的條款及條件。

購股權計劃的主要條款概述如下：

1. 目的

購股權計劃旨在向參與者(「參與者」)提供獲得本公司股權的機會，通過將個人權益與本集團權益掛鉤，繼而激勵彼等更好地為本集團利益服務。

2. Participants

The Board may, at their discretion, invite any Directors (whether executive or non-executive and whether independent or not), any employee (whether full-time or part-time) and any consultant or adviser of the Company or the Group (whether on an employment or contractual or honorary basis and whether paid or unpaid), who, in the absolute opinion of the Board, have contributed or will contribute to the Company or the Group, as the Participants.

The grant of options to any Participants shall be subject to the provisions of Chapter 17 of the Listing Rules as amended from time to time.

3. Total number of Shares available for issue under the Share Option Scheme

The refreshment of scheme mandate limit under the Share Option Scheme was approved by the Shareholders at the Company's annual general meeting held on 23 May 2019. The maximum number of Shares available for issue under the Share Option Scheme must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the refreshment of scheme mandate limit under the Share Option Scheme (i.e. 23 May 2019), being 1,614,265,306 Shares, representing 10% of the issued shares as at the date of this annual report.

4. Maximum entitlement of each Participant

The total number of the Shares issued and which may fall to be issued upon exercise of the options granted pursuant to the Share Option Scheme to each Participant in any 12-month period shall not exceed 1% of the number of the Shares in issue as at the date of grant unless approved by the Shareholders in general meeting.

2. 參與者

董事會可全權酌情邀請其認為曾經或將會對本公司或本集團作出貢獻的任何董事(無論為執行或非執行及無論為獨立或非獨立)、本公司或本集團任何僱員(無論為全職或兼職)以及任何諮詢人或顧問(無論為聘用或合約或義務性質,亦無論是否受薪)為參與者。

向參與者授予購股權須受上市規則第17章(經不時修訂)的約束。

3. 根據購股權計劃可供發行的股份總數

更新購股權計劃的計劃授權上限於2019年5月23日舉行的本公司股東周年大會上獲股東批准。根據購股權計劃可供發行的股份最高數目合共不得超過批准更新購股權計劃的計劃授權上限當日(即2019年5月23日)10%已發行股份,即1,614,265,306股股份,相等於本年報日期的已發行股份10%。

4. 每名參與者的最高配額

除非於股東大會上獲股東批准,否則在任何12個月期間內根據購股權計劃向每名參與者授出的購股權獲行使時已發行及可能將予發行的股份總數不得超過於授出日期已發行股份數目的1%。

5. Subscription price

The subscription price shall be such price to be determined by the Board in its absolute discretion and notified to the Participant in the offer and shall be at least the higher of:

- (a) the closing price per Share as stated in the daily quotations sheet issued by the Stock Exchange on the offer date;
- (b) the average closing price per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five (5) consecutive business days immediately preceding the offer date; and
- (c) the nominal value per Share.

6. Vesting period

Subject to the provisions of the Share Option Scheme and the Listing Rules, the Board may, when offering the grant of an option, impose any conditions, restrictions or limitations in relation thereto as it may at its absolute discretion think fit.

For the avoidance of doubt, subject to such term and conditions as the Board may determine as aforesaid, there is no minimum period for which an option must be held before it can be exercised and no performance target which needs to be achieved by the grantee of the option can be exercised.

7. Amount payable upon acceptance

HK\$1.0 is payable by each eligible Participant as consideration for the grant of an option on acceptance of options within the stipulated time frame specified in the respective offer letter or notice.

5. 認購價

認購價須為董事會絕對酌情釐定的價格，並於要約時通知參與者，且不低於以下較高者：

- (a) 聯交所於要約日期發出每日報價表所示的每股股份收市價；
- (b) 聯交所於緊接要約日期前連續五(5)個營業日發出每日報價表所示的每股股份平均收市價；及
- (c) 每股股份面值。

6. 歸屬期

在購股權計劃及上市規則的規限下，董事會可全權酌情於提呈授予購股權時施加其可能認為恰當的有關購股權的任何條件、約束或限制。

為免存疑，在董事會可釐定的上述條款及條件的規限下，並無規定在購股權可獲行使前須持有的最短期限，亦無規定在購股權可獲行使前承授人需要達成的任何績效目標。

7. 於接納時應付的金額

各合資格參與者須按照相關要約函件或通告的指定時間內於接納購股權時就授出購股權支付港幣1.0元作為代價。

8. Option Period

A period of time where the grantee may exercise the option (the "Option Period"), which period in any circumstances shall not be more than 10 years from the offer date to be notified by the Board to each grantee which the Option Period shall commence on the offer date and expire on the last day of the Option Period as determined by the Board.

9. Exercise period

Subject to any condition or restriction in connection with the exercise of the option which may be imposed by the Board when granting the option and the provisions of the Share Option Scheme, the option may be exercised by the grantee (or his or her legal personal representative(s)) at any time during the Option Period.

10. Term of the Share Option Scheme

No option may be granted under the Share Option Scheme on or after the date of the tenth anniversary of the date on which the Share Option Scheme becomes unconditional (the "Scheme Period"), but in respect of all options which remain outstanding and exercisable on the expiry of the Scheme Period, the provisions of the Share Option Scheme shall remain in full force and effect.

11. Remaining life of the Share Option Scheme

As at the date of this annual report, the remaining life of the Share Option Scheme was about 2 years and 1 month.

No option had been granted by the Company under the Share Option Scheme since its date of adoption.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed in the section headed "Share Option Scheme" above, no equity-linked agreements were entered into by the Company during the Year or subsisted at the end of the Year.

8. 購股權期限

承授人可行使購股權的期限(「購股權期限」)，為在任何情況下，自董事會知會各承授人的要約日期起計不超過10年，而購股權期限將自要約日期起計算，並於董事會釐定的購股權期限最後一日屆滿。

9. 行使期限

在董事會可能於授出購股權時所施加任何有關行使購股權的條件或限制及購股權計劃條文的限制下，承授人(或其法定代表人)可於購股權期限內隨時行使購股權。

10. 購股權計劃期限

於由購股權計劃成為無條件之日起滿第十週年當日(「計劃期間」)或之後不得根據購股權計劃授出任何購股權，惟就於計劃期間屆滿時仍未行使及可行使的所有購股權而言，購股權計劃的條文將仍具十足效力及作用。

11. 購股權計劃尚餘的有效期

於本年報日期，購股權計劃尚餘的有效期約為2年1個月。

本公司自採納購股權計劃當日起，並無根據購股權計劃授出購股權。

股票掛鈎協議

除上文「購股權計劃」一節所披露的購股權計劃外，本公司概無於年內訂立或於年末存續的股票掛鈎協議。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

RIGHTS ISSUE

No rights issues were conducted by the Company during the Year.

CONVERTIBLE NOTES

On 27 December 2018, the Company issued convertible notes with an aggregate principal amount of HK\$600 million with the initial conversion price of HK\$0.71 per share (subject to adjustment). For further details, please refer to the announcements of the Company dated 12, 20, 27 and 28 December 2018 and Note 27(c) to the consolidated financial statements in this annual report.

As at the date of this annual report, the net proceeds from the issue of the notes of HK\$587.5 million have been utilised in the following ways: (i) as to HK\$556.5 million for refinancing two loans advanced by licensed banks in Hong Kong; (ii) as to HK\$14.0 million for interest payment; and (iii) as to approximately HK\$17.0 million for the general operating expenses.

No convertible notes were redeemed, converted, repurchased or cancelled during the Year. The number of the Shares which may be issued pursuant thereto were 794,225,352 as at the date of this report.

As disclosed in the Company's announcement dated 26 January 2022, the Company did not make payment on the interest of the convertible notes payable by 27 December 2021 and did not pay the amount within 30-day grace period of payment on interests granted under the convertible notes. In view of default payment on the interest, the principal with carrying value of HK\$563,900,000 and the outstanding interest of the convertible notes would be immediately repayable. As at the date of this annual report, the convertible notes were still in default and the related principal and interest were still not yet settled.

Details of the convertible notes are set out in Note 27(c) to the consolidated financial statements.

DONATIONS

No donations were made by the Group during the Year (2021: Nil).

供股

年內，本公司並無進行供股。

可換股票據

於2018年12月27日，本公司發行本金總額為港幣6億元的可換股票據，初步換股價為每股港幣0.71元(可予調整)。進一步詳情請參閱本公司2018年12月12日、20日、27日及28日的公告及本年報內的綜合財務報表附註27(c)。

於本年報日期，發行票據的所得款項淨額港幣5.875億元已按以下方式動用：(i)港幣5.565億元用於為香港持牌銀行墊付的兩筆貸款再融資；(ii)港幣1,400萬元用於支付利息；及(iii)約港幣1,700萬元用作一般經營支出。

年內，沒有可換股票據被贖回、轉換、購回或註銷。於本報告日期，可據此發行的股份數目為794,225,352股。

誠如本公司2022年1月26日的公告所披露，本公司並無於2021年12月27日支付可換股票據應付利息，亦無根據可換股票據授出的30日利息支付寬限期內支付有關金額。鑑於拖欠支付利息，賬面值為港幣563,900,000元的可換股票據本金及未償還利息將須立即償還。於本年報日期，可換股票據仍處違約狀態，而相關本金及利息尚未償付。

可換股票據的詳情載於綜合財務報表附註27(c)。

捐款

年內，本集團並無作出捐款(2021年：無)。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Year nor at the end of the Year was the Company or any of its subsidiaries a party to any arrangement which enables the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES IN THE COMPANY AND ITS ASSOCIATED CORPORATION

As at 31 December 2022, the interests and short positions of the Directors and their respective associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors were deemed or taken to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Company's own Model Code for Securities Transactions by Directors (the "Securities Code") were as follows:

(I) Long positions in Shares

於股份的好倉

Name of Director 董事姓名	Capacity 身份	Nature of interests 權益性質	Number of Shares held 所持股份數目	Approximate % of shareholding in the Company 佔本公司 股權的概約 百分比 (%)
LIU Jipeng 劉紀鵬	Beneficial owner 實益擁有人	Personal interest 個人權益	9,212,000	0.05

董事購買股份或債券的權利

本公司或其任何附屬公司於年內或年末並無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體的股份或債券而獲益。

董事於本公司及其相聯法團的股份、相關股份及債券中的權益及淡倉

於2022年12月31日，董事及彼等各自的聯繫人於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有，並已根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例的該等條文董事被視為或被當作擁有的權益及淡倉)，或已列入本公司根據證券及期貨條例第352條規定備存的登記冊內，或已根據本公司本身的董事進行證券交易的標準守則(「證券守則」)知會本公司及聯交所的權益及淡倉如下：

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

(II) Long positions in shares of Oceanwide Holdings

於泛海控股股份的好倉

Name of Director 董事姓名	Capacity 身份	Nature of interests 權益性質	Number of ordinary shares in Oceanwide Holdings held 所持泛海控股普通股數目	Approximate % of shareholding in Oceanwide Holdings 佔泛海控股股權的概約百分比(%)
LIU Guosheng 劉國升	Beneficial owner 實益擁有人	Personal interest 個人權益	400,000	0.007
LIU Hongwei 劉洪偉	Beneficial owner 實益擁有人	Personal interest 個人權益	30,000	0.0005
LIU Bing 劉冰	Beneficial owner 實益擁有人	Personal interest 個人權益	90,000	0.001
ZHAO Yingwei 趙英偉	Beneficial owner 實益擁有人	Personal interest 個人權益	200,000	0.003
HAN Xiaosheng 韓曉生 (Resigned on 6 September 2022) (於2022年9月6日 辭任)	Beneficial owner 實益擁有人	Personal interest 個人權益	3,500,000	0.06

Save as disclosed above, as at 31 December 2022, none of the Directors and the chief executives of the Company and their respective associates had any other interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Securities Code, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於2022年12月31日，董事及本公司最高行政人員以及彼等各自的聯繫人概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有，而根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例的該等條文彼等被視為或被當作擁有的權益及淡倉），或根據證券及期貨條例第352條須列入該條例所指的登記冊內，或根據證券守則須知會本公司及聯交所的任何其他權益或淡倉。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES

主要股東及其他人士於股份及相關股份的權益及淡倉

So far as is known to the Directors, as at 31 December 2022, the following persons had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

據董事所知，於2022年12月31日，下列人士於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉，或已列入本公司須按證券及期貨條例第336條存置的登記冊或以其他方式知會本公司及聯交所的權益或淡倉：

Long positions in Shares

於股份的好倉

Name 姓名／名稱	Capacity 身份	Number of Shares held 所持股份數目	Approximate % of shareholding in the Company 佔本公司股權的 概約百分比(%)
LU Zhiqiang 盧志強	Interest of controlled corporations 受控制公司的權益	12,097,721,178 (Note 1) (附註1)	74.94
Tohigh Holdings Co., Ltd.* 通海控股有限公司	Interest of controlled corporations 受控制公司的權益	12,097,721,178 (Note 2) (附註2)	74.94
Oceanwide Group Co., Ltd.* 泛海集團有限公司	Interest of controlled corporations 受控制公司的權益	12,097,721,178 (Note 3) (附註3)	74.94
China Oceanwide Holdings Group 中國泛海控股集團	Interest of controlled corporations 受控制公司的權益	12,097,721,178 (Note 4) (附註4)	74.94
Oceanwide Holdings 泛海控股	Interest of controlled corporations 受控制公司的權益	12,097,721,178 (Note 5) (附註5)	74.94

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

Name 姓名／名稱	Capacity 身份	Number of Shares held 所持股份數目	Approximate % of shareholding in the Company 佔本公司股權的 概約百分比 (%)
China Oceanwide Group 中泛集團	Interest of controlled corporations 受控制公司的權益	12,097,721,178 (Note 5) (附註5)	74.94
Oceanwide Holdings International Co., Ltd. 泛海控股國際有限公司	Beneficial owner 實益擁有人	11,346,221,178 (Note 5) (附註5)	70.28
Haitong Securities Co., Ltd. 海通證券股份有限公司	Interests of controlled corporations 受控制公司的權益	9,725,142,183 (Note 6) (附註6)	60.24
Haitong International Holdings Limited 海通國際控股有限公司	Interest of controlled corporations 受控制公司的權益	9,725,142,183 (Note 7) (附註7)	60.24
Haitong International Securities Group Limited 海通國際證券集團有限公司	Interest of controlled corporations 受控制公司的權益	9,725,142,183 (Note 8) (附註8)	60.24
Haitong International Financial Products (Singapore) Pte. Ltd.	Security interest in Shares 持有股份的保證權益	9,001,903,108 (Note 8) (附註8)	55.76

Notes:

- (1) Mr. LU Zhiqiang held more than one-third of the voting power at general meetings of Tohigh Holdings Co., Ltd.*. By virtue of the SFO, Mr. LU Zhiqiang was deemed to be interested in all the Shares in which Tohigh Holdings Co., Ltd.* was interested.
- (2) Tohigh Holdings Co., Ltd.* held 100% equity interest in Oceanwide Group Co., Ltd.*. By virtue of the SFO, Tohigh Holdings Co., Ltd.* was deemed to be interested in all the Shares in which Oceanwide Group Co., Ltd.* was interested.

附註：

- (1) 盧志強先生持有通海控股有限公司股東大會上超過三分之一的投票權。根據證券及期貨條例，盧志強先生被視為於通海控股有限公司擁有權益的所有股份中擁有權益。
- (2) 通海控股有限公司持有泛海集團有限公司100%股權。根據證券及期貨條例，通海控股有限公司被視為於泛海集團有限公司擁有權益的所有股份中擁有權益。

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

- (3) Oceanwide Group Co., Ltd.* held 98% equity interest in China Oceanwide Holdings Group. By virtue of the SFO, Oceanwide Group Co., Ltd.* was deemed to be interested in all the Shares in which China Oceanwide Holdings Group was interested.
- (4) China Oceanwide Holdings Group directly and indirectly held 58.35% equity interest in Oceanwide Holdings. By virtue of the SFO, China Oceanwide Holdings Group was deemed to be interested in all the Shares in which Oceanwide Holdings was interested.
- (5) Oceanwide Holdings International Co., Ltd. and Oceanwide Holdings International Finance Ltd. are the wholly-owned subsidiaries of China Oceanwide Group, which in turn is a wholly-owned subsidiary of Oceanwide Holdings. By virtue of the SFO, China Oceanwide Group and Oceanwide Holdings were deemed to be interested in an aggregate of 12,097,721,178 Shares, including: (i) 11,346,221,178 Shares held by Oceanwide Holdings International Co., Ltd.; and (ii) 751,500,000 Shares held by Oceanwide Holdings International Finance Ltd.. Oceanwide Holdings International Co., Ltd. and Oceanwide Holdings International Finance Ltd. have charged 8,250,403,108 Shares and 751,500,000 Shares respectively in favour of Haitong International Financial Products (Singapore) Pte. Ltd. for a loan facility. Oceanwide Holdings International Co., Ltd. has also charged 3,095,818,070 Shares in favour of China Minsheng Banking Corp., Ltd., Hong Kong Branch in order to secure the obligations of China Tonghai International Financial Limited ("China Tonghai International Financial", whose shares are listed on the Stock Exchange (Stock Code: 952)), a former non-wholly owned subsidiary of Oceanwide Holdings, under a credit facility.
- (6) Haitong Securities Co., Ltd. held 100% equity interest in Haitong International Holdings Limited. By virtue of the SFO, Haitong Securities Co., Ltd. was deemed to be interested in all the Shares in which Haitong International Holdings Limited was interested.
- (7) Haitong International Holdings Limited held 67% equity interest in Haitong International Securities Group Limited. By virtue of the SFO, Haitong International Holdings Limited was deemed to be interested in all the Shares in which Haitong International Securities Group Limited was interested.
- (8) Haitong International Financial Products (Singapore) Pte. Ltd. and Haitong International Financial Products Limited are the indirect subsidiaries of Haitong International Securities Group Limited. By virtue of the SFO, Haitong International Securities Group Limited was deemed to be interested in (i) 9,001,903,108 Shares in which Haitong International Financial Products (Singapore) Pte. Ltd. had security interest; and (ii) 723,239,075 Shares beneficially owned by Haitong International Financial Products Limited.
- (3) 泛海集團有限公司持有中國泛海控股集團98%股權。根據證券及期貨條例，泛海集團有限公司被視為於中國泛海控股集團擁有權益的所有股份中擁有權益。
- (4) 中國泛海控股集團直接及間接持有泛海控股58.35%股權。根據證券及期貨條例，中國泛海控股集團被視為於泛海控股擁有權益的所有股份中擁有權益。
- (5) 泛海控股國際有限公司及泛海控股國際金融有限公司為中泛集團的全資附屬公司，而中泛集團則為泛海控股的全資附屬公司。根據證券及期貨條例，中泛集團及泛海控股被視為合共擁有12,097,721,178股股份的權益，包括：(i) 泛海控股國際有限公司持有的11,346,221,178股股份；及(ii) 泛海控股國際金融有限公司持有的751,500,000股股份。泛海控股國際有限公司及泛海控股國際金融有限公司就一項貸款融資分別抵押8,250,403,108股股份及751,500,000股股份予Haitong International Financial Products (Singapore) Pte. Ltd.。泛海控股國際有限公司亦抵押3,095,818,070股股份予中國民生銀行股份有限公司香港分行，以擔保泛海控股的前非全資附屬公司中國通海國際金融有限公司(「中國通海國際金融」，其股份於聯交所上市(股份代號：952))於一項信貸融資項下的責任。
- (6) 海通證券股份有限公司持有海通國際控股有限公司100%股權。根據證券及期貨條例，海通證券股份有限公司被視為於海通國際控股有限公司擁有權益的所有股份中擁有權益。
- (7) 海通國際控股有限公司持有海通國際證券集團有限公司67%股權。根據證券及期貨條例，海通國際控股有限公司被視為於海通國際證券集團有限公司擁有權益的所有股份中擁有權益。
- (8) Haitong International Financial Products (Singapore) Pte. Ltd.及海通國際金融產品有限公司為海通國際證券集團有限公司間接附屬公司。根據證券及期貨條例，海通國際證券集團有限公司被視為於(i) Haitong International Financial Products (Singapore) Pte. Ltd.擁有保證權益的9,001,903,108股股份；及(ii) 海通國際金融產品有限公司實益擁有的723,239,075股股份中擁有權益。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

Save as disclosed above, as at 31 December 2022, there was no other person who held interests and/or short positions in the Shares or underlying Shares which was required, to be entered in the register to be kept under section 336 of Part XV of the SFO, or was a substantial Shareholder.

MATERIAL RELATED PARTY TRANSACTIONS

Details of material related party transactions entered by the Group for the Year are set out in Note 33 to the consolidated financial statements, of which (a) the transactions summarised in Note 33a(i)(2), c(ii) and d(i) constituted non-exempted continuing connected transactions under the Listing Rules and the Company has complied with the applicable requirements under Chapter 14A of the Listing Rules; and (b) the transactions summarised in Note 33a(i)(1), b(i), (ii) and (iii), c(i) and (iii) and d(ii) constituted one-off connected transactions or continuing connected transactions which are fully exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements under Rule 14A.76(1) of the Listing Rules.

Other than those significant transactions as disclosed under the heading "Material Related Party Transactions" as set out in Note 33 to the consolidated financial statements and those connected transactions and continuing connected transactions disclosed herein below, there were no other transactions, arrangements or contracts of significance to which the Company, its subsidiaries, its ultimate holding company or any of its fellow subsidiaries was a party and in which a Director or its connected entities had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

除上文所披露者外，於2022年12月31日，概無其他人士在股份或相關股份中擁有須列入按證券及期貨條例第XV部第336條存置的登記冊的權益及／或淡倉，或為主要股東。

重大關聯方交易

本集團於年內訂立的重大關聯方交易載於綜合財務報表附註33，其中(a)附註33a(i)(2)、c(ii)及d(i)概述的交易構成上市規則項下的不獲豁免持續關連交易，本公司已就此遵守上市規則第十四A章項下的適用規定；及(b)附註33a(i)(1)、b(i)、(ii)及(iii)、c(i)及(iii)以及d(ii)概述的交易構成一次性關連交易或持續關連交易，獲完全豁免遵守上市規則第14A.76(1)條項下的報告、年度審核、公告及獨立股東批准規定。

除綜合財務報表附註33「重大關聯方交易」一節所披露的重大交易和下文所披露的關連交易及持續關連交易外，年終或年內任何時間並無任何由本公司、其附屬公司、其最終控股公司或其任何同系附屬公司訂立且董事或其關連實體於當中直接或間接擁有重大權益的其他交易、重大安排或合約存續。

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group conducted the following transactions which constituted connected transaction/continuing connected transactions of the Company under Chapter 14A of the Listing Rules:

(A) Connected Transaction

Apartment and Office Lease Agreements

On 29 December 2022, PT. China Oceanwide Indonesia (“PT China”), a wholly-owned subsidiary of China Oceanwide International Investment Company Limited, a wholly-owned subsidiary of China Oceanwide Holdings Group, the controlling shareholder of Oceanwide Holdings, as the landlord, and PT. Mababar Elektrindo (“PT Mababar”), a non-wholly-owned subsidiary of the Company, as the tenant (the “Tenant”), entered into an apartment lease agreement and an office lease agreement (collectively the “Apartment and Office Lease Agreements”) for a term of one year commencing from 1 January 2023 to 31 December 2023.

In accordance with HKFRS 16 “Leases”, PT Mababar will recognize the value of the right-of-use asset on its statement of financial position in connection with the rent in relation to the lease of the premise under the Apartment and Office Lease Agreements. Accordingly, the payment of the rent under the Apartment and Office Lease Agreements is regarded as an acquisition of right-of-use asset by the Tenant which constituted a one-off connected transaction of the Company under Chapter 14A of the Listing Rules.

關連交易及持續關連交易

年內，本集團進行以下根據上市規則第十四A章構成本公司關連交易／持續關連交易的交易：

(A) 關連交易

公寓及辦公室租賃協議

2022年12月29日，泛海控股的控股股東中國泛海控股集團的全資附屬公司中國泛海國際投資有限公司的全資附屬公司PT. China Oceanwide Indonesia (「PT China」) (作為業主)與本公司的非全資附屬公司PT. Mababar Elektrindo (「PT Mababar」) (作為租戶(「租戶」))簽訂了公寓租賃協議及辦公室租賃協議(統稱「公寓及辦公室租賃協議」)，為期一年，由2023年1月1日起至2023年12月31日止。

根據香港財務報告準則第16號「租賃」，PT Mababar將在其財務狀況表中確認與根據公寓及辦公室租賃協議租賃物業有關的租金的使用權資產價值。因此，公寓及辦公室租賃協議項下的租金支付被視為租戶收購使用權資產，根據上市規則第14A章構成本公司的一次性關連交易。

The value of the right-of-use asset to be recognized by the Group during the year ending 31 December 2023 in relation to the rent under the Apartment and Office Lease Agreements shall amount to approximately IDR2,125,659,000 (equivalent to approximately HK\$1.1 million), which is the present value of the rent payable during the term of the Apartment and Office Lease Agreements in accordance with HKFRS 16.

(B) Continuing Connected Transactions

Capital Contribution to a Non Wholly-Owned Subsidiary

On 14 May 2014, China Oceanwide Power Co., Limited (“China Oceanwide Power”), a wholly-owned subsidiary of the Company, as lender and Shanghai Electric Power Construction Co., Ltd.* (“SEPC”, which held 20% equity interest in PT Mabar), together with PT. Shanghai Electric Power as borrower, entered into a loan agreement pursuant to which China Oceanwide Power agreed to make available a loan in the principal amount of up to US\$3,500,000 (equivalent to approximately HK\$27.3 million) at an interest rate equivalent to the rate of expected average financing cost for the power plant project developed by PT Mabar to SEPC. The purpose of this loan was to provide SEPC with funds to make capital contribution into PT Mabar in proportion to its 20% equity interest. The loan shall be repaid when SEPC obtains the approval of the State Administration of Foreign Exchange of the PRC (“SAFE”) for the transfer of its capital overseas. In 2016, SEPC has repaid the loan with the approval of SAFE. During the Year, no interest income was accrued. As at 31 December 2022, the interest receivable of the loan was approximately US\$531,000 (equivalent to approximately HK\$4.1 million).

截至2023年12月31日止年度，本集團確認與公寓及辦公室租賃協議項下租金相關的使用權資產價值約為2,125,659,000印尼盾(相等於約港幣110萬元)，此金額為根據香港財務報告準則第16號在公寓及辦公室租賃協議期間應付租金的現值。

(B) 持續關連交易

向一家非全資附屬公司作注資

2014年5月14日，本公司的全資附屬公司中國泛海電力有限公司(「中國泛海電力」)(作為貸款人)與上海電力建設有限責任公司(「SEPC」，持有PT Mabar 20%股權)，連同PT. Shanghai Electric Power(作為借款人)訂立貸款協議，據此，中國泛海電力同意向SEPC提供本金金額最多為3,500,000美元(相等於約港幣2,730萬元)的貸款，利率等同於PT Mabar所發展的發電廠項目預計平均融資成本的比率。此貸款旨在向SEPC提供資金以按其20%股權比例向PT Mabar注資。該貸款須於SEPC獲得中國國家外匯管理局(「外管局」)批准向海外轉移其資本時償還。2016年，SEPC取得外管局的批准，並償還貸款。年內，並無計提利息收入。於2022年12月31日，該貸款的應收利息約為531,000美元(相等於約港幣410萬元)。

Engineering, Procurement and Construction Contracts

On 23 December 2013, PT Mabar as employer and SEPC as contractor entered into a master agreement (the “Master Agreement”) pursuant to which PT Mabar engaged SEPC to provide all materials, parts, equipment and construction equipment, transportation to sites (including customs clearance) and other labour services and to perform all works, activities and services on a fixed lump sum turn key basis for the design, engineering, procurement, construction, commissioning, testing and completion of, and making good of defects in relation to the two coal fuel steam power plant facilities developed in the Medan Industrial Area, North Sumatra, Indonesia. The Master Agreement was renewed twice on 23 November 2015 and 8 June 2017 respectively. The renewed total consideration was US\$431,930,000 (equivalent to approximately HK\$3,367.6 million).

For the Year, no construction cost was incurred by PT Mabar under the aforesaid agreements. As at 31 December 2022, the aggregate amount paid by PT Mabar under the aforesaid agreements was US\$283,504,000 (equivalent to approximately HK\$2,210.4 million).

工程、採購及建設合約

2013年12月23日，PT Mabar（作為僱主）與SEPC（作為承包商）訂立總協議（「總協議」），據此，PT Mabar 委聘SEPC提供所有材料、零件、設備及建設設備、現場運輸（包括報關）及其他勞工服務，並就設計、工程、採購、建設、調試、測試及完成印尼北蘇門答臘省棉蘭工業區開發的兩座燃煤蒸氣發電廠設施，按固定總價全包基準履行所有工作、活動及服務，並保證並無缺陷。總協議分別於2015年11月23日及2017年6月8日重續。重續後的總代價為431,930,000美元（相等於約港幣33.676億元）。

年內，PT Mabar根據上述協議並無產生建築成本。於2022年12月31日，PT Mabar根據上述協議所支付的款項總額為283,504,000美元（相等於約港幣22.104億元）。

Services Transactions and Investment and Lending Transactions

On 21 September 2017, the Company entered into a framework services agreement (the “First Framework Services Agreement”) with China Tonghai International Financial (formerly known as China Oceanwide International Financial Limited) (together with its subsidiaries, the “China Tonghai International Financial Group”), a former non wholly-owned subsidiary of Oceanwide Holdings. Pursuant to the First Framework Services Agreement, the Company and China Tonghai International Financial have conditionally agreed to engage in various services transactions, and investment and lending transactions with each other for the period from 20 November 2017 to 31 December 2019.

On 30 August 2019, the Company entered into a framework services agreement (the “Second Framework Services Agreement”) with China Tonghai International Financial for another term of three years from 1 January 2020 to 31 December 2022.

For details, please refer to the announcement of the Company dated 30 August 2019 and the circular of the Company dated 30 September 2019.

服務交易以及投資及貸款交易

2017年9月21日，本公司與中國通海國際金融(前稱中國泛海國際金融有限公司)(先前為泛海控股的一家非全資附屬公司，連同其附屬公司，統稱「中國通海國際金融集團」)訂立框架服務協議(「第一份框架服務協議」)。根據第一份框架服務協議，本公司與中國通海國際金融有條件同意彼此之間於自2017年11月20日起至2019年12月31日止期間進行若干服務交易與投資及貸款交易。

2019年8月30日，本公司與中國通海國際金融重新訂立框架服務協議(「第二份框架服務協議」)，為期三年，由2020年1月1日起至2022年12月31日止。

詳情請參閱本公司2019年8月30日的公告及本公司2019年9月30日的通函。

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

The annual caps for the three financial years ended 31 December 2020, 2021 and 2022 respectively are shown below:

於截至2020年、2021年及2022年12月31日止三個財政年度的年度上限列明如下：

Type of transactions 交易類型	For the year ended 31 December 2020 截至2020年12月31日 止年度 HK\$ million 港幣百萬元	For the year ended 31 December 2021 截至2021年12月31日 止年度 HK\$ million 港幣百萬元	For the year ended 31 December 2022 截至2022年12月31日 止年度 HK\$ million 港幣百萬元
(1) Service transactions 服務交易			
(a) Income from service transactions provided to China Tonghai International Financial Group 向中國通海國際金融集團提供服務交易的收益	0.5	0.5	0.5
(b) Expenses for service transactions provided by China Tonghai International Financial Group (including interest expenses to China Tonghai International Financial Group arising from the lending transactions) 就中國通海國際金融集團提供服務交易的費用 (包括就借款交易向中國通海國際金融集團支付的利息支出)	98	98	98
(2) Investment, lending and underwriting transactions 投資、貸款及包銷交易			
(a) Maximum daily invested amount for investment transactions provided to China Tonghai International Financial Group 向中國通海國際金融集團提供投資交易的最高每日投資金額 – Fund investment 基金投資	60	60	60
(b) Maximum daily amount/outstanding balance for lending and underwriting transactions provided by China Tonghai International Financial Group 由中國通海國際金融集團提供貸款及包銷交易的最高每日金額／尚未支付結餘 – Financial assistance 財務資助 • Loan principal 貸款本金 – Underwriting 包銷	480	480	480
Total 總計	758.5	758.5	758.5

During the Year, the expenses for service transactions provided by China Tonghai International Financial Group (including security services, ancillary services and interest expenses) to the Company amounted to HK\$57,609,000 and the maximum daily amount/outstanding balance of the loan principal for lending transactions provided by China Tonghai International Financial Group to the Company amounted to HK\$480,000,000.

年內，中國通海國際金融集團向本公司提供服務交易(包括證券服務、配套服務及利息支出)的費用為港幣57,609,000元，而由中國通海國際金融集團向本公司提供貸款交易的貸款本金最高每日金額／尚未支付結餘則為港幣480,000,000元。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

Lease Agreements

On 6 September 2019, Oceanwide Shen Gang Asset Operation (Shanghai) Co., Ltd.* (“Oceanwide Shen Gang”), an indirect wholly-owned subsidiary of the Company, entered into a lease agreement (the “Lease Agreement”) with Tohigh Property Investment Management Co., Ltd.* (“Tohigh Property”), an indirect wholly-owned subsidiary of Tohigh Holdings Co., Ltd.*, a controlling Shareholder, pursuant to which Oceanwide Shen Gang agreed to lease certain office premises (the “Property”) to Tohigh Property for a term of 36 months from 1 September 2019 to 31 August 2022.

The following table sets out the annual caps in respect of the transactions contemplated under the Lease Agreement for each of the years ended 31 December 2019, 2020 and 2021 and 2022:

For the year ended 31 December 2019 截至2019年12月31日 止年度 RMB 人民幣	For the year ended 31 December 2020 截至2020年12月31日 止年度 RMB 人民幣	For the year ended 31 December 2021 截至2021年12月31日 止年度 RMB 人民幣	For the year ended 31 December 2022 截至2022年12月31日 止年度 RMB 人民幣
2,000,000 (equivalent to approximately HK\$2.2 million) (相等於約港幣220萬元)	3,400,000 (equivalent to approximately HK\$3.8 million) (相等於約港幣380萬元)	3,500,000 (equivalent to approximately HK\$3.9 million) (相等於約港幣390萬元)	2,400,000 (equivalent to approximately HK\$2.7 million) (相等於約港幣270萬元)

For the Year, the total amount payable and paid by Tohigh Property to Oceanwide Shen Gang was RMB841,000 (equivalent to approximately HK\$0.9 million) (2021: RMB3,256,000 (equivalent to approximately HK\$3.6 million)). Due to the deconsolidation of Oceanwide Shen Gang since April 2022, only the transactions from January to March 2022 has been included during the Year. Please refer to Note 19 to the consolidated financial statements for details.

租賃協議

2019年9月6日，泛海申港資產經營(上海)有限公司(「泛海申港」，為本公司的間接全資附屬公司)與通海置業投資管理有限公司(「通海置業」，為控股股東通海控股有限公司的間接全資附屬公司)訂立一份租賃協議(「租賃協議」)，據此，泛海申港同意向通海置業出租若干辦公室物業(「該物業」)，自2019年9月1日起至2022年8月31日止，為期36個月。

下表載列租賃協議項下擬進行的交易於截至2019年、2020年、2021年及2022年12月31日止各年度的年度上限：

年內，通海置業向泛海申港應付及已付的總金額為人民幣841,000元(相等於約港幣90萬元)(2021年：人民幣3,256,000元(相等於約港幣360萬元))。由於泛海申港自2022年4月起出表，於年內僅計入2022年1月至3月的交易。詳情請參閱綜合財務報表附註19。

ANNUAL REVIEW OF CONTINUING CONNECTED TRANSACTIONS

The INEDs have reviewed the aforesaid continuing connected transactions and confirmed that the transactions have been entered:

1. in the ordinary and usual course of business of the Group;
2. on normal commercial terms or better; and
3. according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Yongtuo Fuson CPA Limited (“Yongtuo Fuson”), the Company’s auditor, were engaged to report on the aforesaid continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. Yongtuo Fuson has issued their unqualified letter containing their findings and conclusions in respect of the aforesaid continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules. A copy of the letter has been provided by the Company to the Stock Exchange.

持續關連交易的年度審核

獨立非執行董事已審閱上述持續關連交易，並確認該等交易乃：

1. 於本集團日常及一般業務過程中訂立；
2. 按一般商業條款或更佳條款訂立；及
3. 根據規管該等交易的協議條款而訂立，交易條款公平合理，並且符合股東的整體利益。

本公司核數師永拓富信會計師事務所有限公司(「永拓富信」)獲委聘以按照香港會計師公會頒佈的香港鑒證業務準則第3000號「非審核或審閱過往財務資料之鑒證工作」，並參考實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，就上述持續關連交易作出報告。永拓富信根據上市規則第14A.56條出具無保留意見函件，當中載有彼等對上述持續關連交易的審查結果和結論。本公司已把該函件副本送呈聯交所。

CONTINUING DISCLOSURE OBLIGATION UNDER RULE 13.21 OF THE LISTING RULES

Facility Agreement Dated 22 May 2019

On 22 May 2019, a wholly-owned subsidiary of the Company, as guarantor, entered into a facility agreement relating to a term loan facility in an amount of US\$175.0 million (equivalent to approximately HK\$1,364.4 million) with, among others, China Oceanwide Real Estate Development III Limited (“CORED III”), a wholly-owned subsidiary of the Company as borrower, and DW 80 South, LLC, a Delaware, U.S. incorporated limited liability company, as initial lender (the “Initial Lender”). The maturity date of the loan is 21 May 2021.

On 28 October 2021, the Company received a notice of default dated 27 October 2021 from the Initial Lender, stating that an event of default has occurred under the facility agreement as a result of CORED III's failure to pay accrued interest on the loan. On 24 November 2021, the Initial Lender, CORED III and other parties of the facility agreement entered into an extension exercise notice in which the Initial Lender agrees to extend the maturity date of the loan to 21 May 2022. On 11 January 2022, the Company received another notice of default dated 10 January 2022 from the Initial Lender, stating that an event of default has occurred under the facility agreement as a result of CORED III's failure to pay accrued interest and servicing fee on the loan.

Please refer to the announcements of the Company dated 23 May 2019, 29 October 2021, 25 November 2021 and 11 January 2022 for details.

In view of CORED III having failed to pay all amounts demanded under the notice of default issued to the Company and CORED III on 10 January 2022, receivers had been appointed by the Initial Lender over all the issued shares of CORED III. Please refer to the Company's announcement dated 6 May 2022 for details.

根據上市規則第 13.21 條的持續披露責任

2019年5月22日的融資協議

2019年5月22日，本公司的全資附屬公司（作為擔保人）就一項1.750億美元（相等於約港幣13.644億元）的有期貸款融資與（其中包括）本公司的全資附屬公司中泛房地產開發第三有限公司（「中泛房地產開發第三」）（作為借款人）及DW 80 South, LLC（「初步貸款人」，一間於美國特拉華州註冊成立的有限公司，作為初步貸款人）訂立融資協議。該筆貸款的到期日為2021年5月21日。

2021年10月28日，本公司收到初步貸款人發出日期為2021年10月27日的違約通知，當中闡明中泛房地產開發第三未能支付貸款的應計利息，從而導致融資協議項下的違約事件。2021年11月24日，初步貸款人中泛房地產開發第三及其他訂約方訂立延期執行通知，據此，初步貸款人同意將該筆貸款的到期日延長至2022年5月21日。2022年1月11日，本公司收到初步貸款人發出另一份日期為2022年1月10日的違約通知，當中闡明中泛房地產開發第三未能支付貸款的應計利息及服務費用。

詳情請參閱本公司2019年5月23日、2021年10月29日、2021年11月25日及2022年1月11日的公告。

鑑於中泛房地產開發第三未能根據於2022年1月10日向本公司和中泛房地產開發第三發出的違約通知支付所須的全部款項，初步貸款人已委任接管人接管中泛房地產開發第三所有已發行股份。詳情請參閱本公司2022年5月6日的公告。

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

On 9 June 2022, the Initial Lender has filed a winding-up petition with the Supreme Court of Bermuda against the Company, on the principal ground that the Company has failed to pay the outstanding sum pursuant to a parent guarantee granted on 22 May 2019 by the Company in favour of the Initial Lender. Please refer to the Company's announcement dated 10 June 2022 for details.

On 25 August 2022, CORED III, Oceanwide Real Estate Investment NY Corp., Oceanwide Center NY LLC and the Company as the borrower parties (collectively, the "Borrower Parties") and New York – 80 South Street LLC as the administrative agent (the "Administrative Agent"), for itself and the other lenders as the lender parties (the "Lender Parties"), have entered into a forbearance agreement (the "Forbearance Agreement"), which is effective as of 18 August 2022. The Forbearance Agreement provides, inter alia, that (i) the Lender Parties forbear from the exercise of the Administrative Agent's rights and remedies under the loan documents and the Administrative Agent forbears from taking enforcement actions under the loan documents including but not limited to not to proceed with the petition during the forbearance period; and (ii) the Borrower Parties will make interim forbearance extension payments in exchange for a forbearance period from the effective date of the Forbearance Agreement (i.e. the date on which payment of the first installment of the forbearance extension payments is made) until 31 October 2022. The aforesaid forbearance period is subject to an option for extension for an additional 1-month period through 30 November 2022 for an additional forbearance extension payment by the Borrower Parties. Please refer to the announcement of the Company dated 26 August 2022 for details.

As at the date of this annual report, the Group is in negotiation with the Administrative Agent to extend the forbearance period with a view to signing a revised forbearance agreement prior to the hearing in the Bermuda court to be held in June 2023.

2022年6月9日，初步貸款人以本公司未能根據本公司以初步貸款人為受益人於2019年5月22日授出的母公司擔保支付未償還款項為主要理據，向百慕達高等法院提交針對本公司的清盤呈請。詳情請參閱本公司2022年6月10日的公告。

2022年8月25日，中泛房地產開發第三、紐約泛海不動產投資有限公司*、紐約泛海中心有限公司*及本公司作為該等借款人(統稱「該等借款人」)，以及紐約 – 80南街有限公司*作為行政代理人(「行政代理人」，為其本身及其他貸款人作為該等貸款人(「該等貸款人」))訂立了寬限協議(「寬限協議」)，於2022年8月18日生效。根據寬限協議的條款，各方同意(其中包括)：(i)該等貸款人不行使行政代理人的權利及不作出貸款文件項下的補救方法，而行政代理人不作出根據貸款文件項下的強制執行法律行動，包括但不限於在寬限期內不繼續進行呈請；及(ii)該等借款人將作出臨時寬限付款，以換取由寬限協議生效日期(即支付第一期寬限延長付款當日)起直至2022年10月31日止的寬限期。上述寬限期受限於可延長額外一個月期間至2022年11月30日的選擇，而該等借款人須支付額外寬限延期付款。詳情請參閱本公司2022年8月26日的公告。

於本年報日期，本集團正與行政代理人洽談延長寬限期，以期在2023年6月於百慕達法院召開的聆訊前簽署經修訂的寬限協議。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

Facility Agreement Dated 23 September 2019

On 23 September 2019, the Company, as guarantor, entered into a facility agreement relating to a term loan facility in an amount of US\$140.0 million (equivalent to approximately HK\$1,091.5 million) with, among others, China Oceanwide Property Holdings Limited (“COPHL”), a wholly-owned subsidiary of the Company as borrower, and OCM Harbour Investments Pte. Ltd., an independent third party as lender, agent and security agent (the “Lender”). On 24 September 2019, COPHL entered into a keepwell deed with the Lender and Oceanwide Holdings. The maturity date of the loan is the date falling three years after the first utilisation date of the loan.

Pursuant to the facility agreement, upon the controlling Shareholders ceasing to control at least 51% of the issued share capital of the Company, the facility agreement will be cancelled and all outstanding amounts (including principal and interest) due and owing by COPHL to the Lender under the facility agreement shall become immediately due and payable. For details, please refer to the announcement of the Company dated 23 September 2019.

As at the date of this annual report, the above specific performance obligation imposed on the controlling Shareholders under the aforesaid facility agreement continued to exist.

In view of COPHL having failed to pay all amounts demanded under the acceleration notice issued to the Company and COPHL on 16 October 2021, receivers had been appointed by the lender over all the issued shares of COPHL. Please refer to the Company's announcement dated 15 February 2022 for details.

2019年9月23日的融資協議

2019年9月23日，本公司（作為擔保人）就一項1.400億美元（相等於約港幣10.915億元）的有期貸款融資與（其中包括）中泛置業控股有限公司（「中泛置業控股」，本公司的全資附屬公司，作為借款人）及OCM Harbour Investments Pte. Ltd.（一名獨立第三方，作為貸款人、代理及擔保代理人（「貸款人」））訂立融資協議。2019年9月24日，中泛置業控股與貸款人及泛海控股訂立維好契據。該筆貸款的到期日為由該筆貸款首次動用日期起計滿三週年當日。

根據融資協議，當控股股東不再控制本公司已發行股本至少51%，融資協議將會作廢，而中泛置業控股根據融資協議應付及結欠貸款人的所有未償還款項（包括本金及利息）將即時到期及須予支付。詳情請參閱本公司2019年9月23日的公告。

於本年報日期，根據上文所述的融資協議施加於控股股東的特定履約責任繼續存在。

鑑於中泛置業控股未能支付根據2021年10月16日向本公司和中泛置業控股發出的加速通知所要求的所有款項，貸款人已委任接管人接管中泛置業控股所有已發行股份。詳情請參閱本公司2022年2月15日的公告。

Subscription Agreement Dated 6 November 2019

On 6 November 2019, the Company, as parent guarantor, entered into a subscription agreement relating to the notes (the “Notes”) in an amount of US\$250.0 million (equivalent to approximately HK\$1,949.2 million) with, among others, China Oceanwide Real Estate Development Holdings Limited (“COREDH”), a wholly-owned subsidiary of the Company as issuer. An amendment agreement has been subsequently signed and the maturity date of the Notes has been extended to 5 November 2021.

Pursuant to the subscription agreement, (i) upon the controlling Shareholders ceasing to control, directly or indirectly, the Company or any person or group of persons acting in concert gains control of the Company; (ii) trading on Oceanwide Holdings’s shares is suspended on the main board of the Shenzhen Stock Exchange for more than 10 consecutive trading days; or (iii) Oceanwide Holdings’s shares cease to be listed on the main board of the Shenzhen Stock Exchange, there will be acceleration of the Notes. For details, please refer to the announcement of the Company dated 6 November 2019.

As at the date of this annual report, the above specific performance obligation imposed on the controlling Shareholders under the aforesaid subscription agreement continued to exist.

On 15 July 2021, COREDH received a notice from the holder of all of the Notes, specifying that an event of default has occurred as a result of non-payment of interest under the Notes and demanding that the principal amount and all outstanding interest under the Notes would be immediately repayable. On 20 July 2021, COREDH received a further repayment notice from Haitong International Securities Company Limited (as the agent and security agent of the Notes), specifying, inter alia, that the abovementioned event of default is continuing and demanding that the principal amount, the accrued interest, default interest and all other amounts accrued or outstanding under the Notes be immediately repaid in full. On 27 July 2021, receivers were appointed by the agent and security agent for the Notes over all of the issued shares of COREDH. Please refer to the Company’s announcement dated 17 December 2021 for details.

2019年11月6日的認購協議

2019年11月6日，本公司(作為母公司擔保人)就金額2.500億美元(相等於約港幣19.492億元)的票據(「該票據」)與(其中包括)中泛房地產開發控股有限公司(「中泛房地產」)(本公司的全資附屬公司，作為發行人)訂立認購協議。其後簽訂一份修訂協議，而該票據的到期日已延長至2021年11月5日。

根據認購協議，當(i)控股股東不再直接或間接控制本公司，或任何人士或一致行動的群體取得本公司的控制權；(ii)泛海控股的股份於深圳證券交易所主板暫停買賣連續超過10個交易日；或(iii)泛海控股的股份不再於深圳證券交易所主板上市時，將會導致該票據加速到期。詳情請參閱本公司2019年11月6日的公告。

於本年報日期，根據上文所述的認購協議施加於控股股東的上述特定履約責任繼續存在。

2021年7月15日，中泛房地產收到所有該票據持有人的通知，說明因未支付該票據項下的利息而發生違約事件，並要求將本金及該票據項下的所有未償還利息立即償還。2021年7月20日，中泛房地產收到海通國際證券有限公司(作為該票據的代理人及質押代理人)的進一步還款通知，當中指明(其中包括)上述違約事件仍在繼續，並要求立即悉數償還本金金額、應計利息、違約利息及該票據項下所有其他應計或未償還款項。2021年7月27日，該票據的代理人及擔保代理人就中泛房地產的全部已發行股份任命了接管人。詳情請參閱本公司2021年12月17日的公告。

REPORT OF THE DIRECTORS (Continued)

董事會報告 (續)

PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-laws, the Directors shall be entitled to be indemnified out of the assets of the Company from and against all losses or liabilities which any of them may sustain or incur in or about the execution of their duties in their offices.

Such permitted indemnity provision has been in force throughout the Year and is still in force. In addition, the Company has arranged appropriate directors' and officers' liability insurance for the directors and officers of the Group.

CONSTITUTIONAL DOCUMENTS

At the annual general meeting of the Company held on 26 May 2022, the amendments to the Bye-laws have been approved by the Shareholders and an amended and restated Bye-laws has been adopted on the same day.

Save as disclosed above, there had been no significant change in the Company's constitutional documents during the Year.

BORROWINGS

Details of borrowings of the Group as at 31 December 2022 are set out in Notes 27 and 33(f) to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Year, neither the Company nor any of its subsidiaries has purchased or sold any of the listed securities of the Company. In addition, the Company has not redeemed any of its listed securities during the Year.

PRE-EMPTIVE RIGHTS

There were no provisions for pre-emptive rights under the Bye-laws, or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to the existing Shareholders.

獲准許彌償條文

根據公司細則，董事有權就彼等於履行其職責或其有關方面可能蒙受或產生的所有虧損或負債自本公司的資產中獲得彌償。

有關獲准許彌償條文已於整個年內生效且仍然生效。此外，本公司已為本集團董事及高級職員安排適當的董事及高級職員責任保險。

憲章文件

於2022年5月26日舉行的股東周年大會上，公司細則修訂獲股東批准，經修訂及重列公司細則於同日獲採納。

除上文所披露者外，本公司的憲章文件年內並無重大變動。

借貸

本集團於2022年12月31日的借貸詳情載於綜合財務報表附註27及33(f)。

購買、出售或贖回本公司的上市證券

年內，本公司及其任何附屬公司概無購買或出售本公司任何上市證券。此外，本公司於年內亦無贖回其任何上市證券。

優先認購權

公司細則或百慕達法例並無關於優先購買權的條文，規定本公司須按比例向現有股東提呈發售新股份。

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 322 of this annual report.

RETIREMENT BENEFIT SCHEMES

Information on the retirement benefits schemes of the Group is set out in Note 14 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of the Group's revenue (excluding interest and dividend incomes) for the Year attributable to the major customers of the Group were as follows:

		Percentage of total revenue of the Group 佔本集團 總收入的百分比
The largest customer	最大客戶	21%
Five largest customers in aggregate	五大客戶合計	56%

None of the Directors or any of their associates or any Shareholders (which to the knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the major customers noted above.

During the Year, the Group has not made any purchases other than incurring rental outgoings and overhead expenses.

PUBLIC FLOAT

Based on information available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float in compliance with the requirement of the Listing Rules during the Year and up to the date of this annual report.

五年財務概要

本集團過去五個財政年度的業績及資產與負債概要載於本年報第322頁。

退休福利計劃

有關本集團退休福利計劃的資料載於綜合財務報表附註14。

主要客戶和供應商

年內，本集團主要客戶佔本集團收入(不包括利息和股息收益)的百分比如下：

概無董事或彼等的任何聯繫人或任何股東(據董事所知擁有本公司已發行股本超過5%)於上述主要客戶中擁有任何權益。

年內，除產生租賃支出及經營費用外，本集團並無作出任何採購。

公眾持股量

根據本公司所得資料及據董事所悉，本公司於年內及截至本年報日期已遵照上市規則的規定維持充足的公眾持股量。

DISCLOSURE ON CORPORATE GOVERNANCE PRACTICES AND ENVIRONMENTAL AND SOCIAL INITIATIVES

The Company's corporate governance practices during the Year are set out in the Corporate Governance Report on pages 77 to 111 of this annual report. The Group's environmental and social initiatives during the Year are set out in the 2022 Social Responsibility Report which is available at website of the Company under the "Environmental, Social and Governance" section and the website of the Stock Exchange.

RELATIONSHIP WITH KEY PARTIES

The Group's success depends on, amongst other matters, the support from key parties which comprises of the customers, suppliers, subcontractors and employees.

The Group appreciates the importance of maintaining a good relationship with its customers and suppliers to meet its immediate and long-term business goals. The Group values the feedback from customers through daily communication, and will address their concerns in a timely manner. For the suppliers and subcontractors, the Group assures their performance for delivering quality products and sustainable services through supplier approval process and by spot checks on the delivered goods. During the Year, there is no circumstance of any event between the Group and its key parties which will have a significant impact on the Group's business and on which the Group's success depends. The account of the Group's relationship with employees and suppliers is set out in the 2022 Social Responsibility Report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted its own Securities Code regulating Directors' dealings in securities of the Company, on terms no less exacting than the required standard of the Model Code. In response to specific enquiries made, all the Directors have confirmed that they have complied with the Securities Code and the Model Code throughout the Year.

企業管治常規及環境和社會方面措施的披露

本公司年內的企業管治常規載於本年報第 77 頁至第 111 頁的企業管治報告內。本集團年內於環境和社會方面的措施載於 2022 社會責任報告 (已上載於本公司網站「環境、社會及管治」一節項下及聯交所網站) 內。

與主要人士的關係

本集團的成功有賴於 (其中包括) 客戶、供應商、承包商及僱員等主要人士的支持。

本集團深知與客戶及供應商維持良好關係對達致其短期及長遠業務目標的重要性。本集團重視客戶透過日常溝通所反饋的意見，並會及時處理彼等關注的問題。對於供應商和承包商，本集團通過供應商批准流程及抽查交付貨物，確保彼等在提供優質產品及可持續服務方面的表現。年內，本集團與其主要人士並無出現對本集團業務及本集團賴以成功的因素造成重大影響的任何事件。本集團與僱員及供應商的關係描述載於 2022 社會責任報告內。

董事進行證券交易的標準守則

董事會採納其證券守則以規管董事進行本公司的證券交易，其條款不比標準守則的規定標準寬鬆。因應本公司作出的具體查詢，全體董事確認彼等於年內一直遵守證券守則及標準守則。

REPORT OF THE DIRECTORS (Continued)

董事會報告(續)

EVENTS AFTER REPORTING PERIOD

Please refer to Note 40 to the consolidated financial statements for events after the reporting period.

AUDITOR

On 15 January 2021, BDO Limited (“BDO”) resigned as auditor of the Company and the Board, with the recommendation of the audit committee under the Board, appointed Yongtuo Fuson as auditor of the Company to fill the casual vacancy following the resignation of BDO.

The financial statement of the Group for the three years ended 31 December 2020, 2021 and 2022 were audited by Yongtuo Fuson.

Yongtuo Fuson will retire and a resolution for their re-appointment as auditor of the Company will be proposed at the AGM.

By Order of the Board

LIU Guosheng

Chairman

Hong Kong, 31 March 2023

報告期後事項

報告期後事項載列於綜合財務報表附註40。

核數師

2021年1月15日，香港立信德豪會計師事務所有限公司(「立信德豪」)辭任本公司核數師，而董事會根據董事會轄下審核委員會的推薦建議，委任永拓富信為本公司核數師，以填補立信德豪辭任後產生的臨時空缺。

截至2020年、2021年及2022年12月31日止三個年度的財務報表均由永拓富信審核。

永拓富信將退任，並在股東周年大會上將提呈續聘彼為本公司核數師的決議案。

承董事會命

主席

劉國升

香港，2023年3月31日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining good standards of corporate governance best suited to the needs and interests of the Group as it believes that effective corporate governance practices are fundamental to safeguarding interests of the Shareholders and other stakeholders and enhancing the Shareholders' value. To this end, the Board and the management (the "Management") of the Company make continuous effort to reinforce the Company's standards of corporate governance with emphasis on independence, effective internal control, transparency and accountability to the Shareholders.

The Company has complied during the year ended 31 December 2022 (the "Year") with all applicable code provisions ("Code Provision(s)") and principles under the Corporate Governance Code contained in Appendix 14 to the Listing Rules, except for the following deviation:

Code Provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

From 1 January 2022 to 5 September 2022, Mr. HAN Xiaosheng performed the two roles of the Company's chief executive officer ("CEO") and chairman of the Board (the "Chairman"). With effect from 6 September 2022, he ceased to be CEO and the Chairman while Mr. LIU Guosheng was appointed as the dual roles of CEO and the Chairman.

The Board believes that having the same individual in both roles as the Chairman and CEO ensures that the Group has consistent leadership and could make and implement the overall strategy of the Group more effectively. The Board believes that this structure does not compromise the balance of power and authority. The Board will regularly review the effectiveness of this structure to ensure that it is appropriate to the Group's circumstances.

企業管治常規

本公司相信有效的企業管治常規是保障股東及其他持份者權益與提升股東價值的基本要素，因此矢志維持最符合本集團需要與利益的良好企業管治水平。為此，董事會及本公司管理層（「管理層」）不斷努力提升本公司的企業管治水平，尤其着重獨立性、有效的內部監控、透明度及對股東問責。

本公司於截至2022年12月31日止年度內（「年內」），一直遵守上市規則附錄十四所載企業管治守則的所有適用守則條文（「守則條文」）及原則，惟下述偏離除外：

守則條文C.2.1規定，主席與總裁的角色應有區分，並不應由一人同時兼任。

於2022年1月1日至2022年9月5日，韓曉生先生身兼本公司總裁（「總裁」）及董事會主席（「主席」）兩職。自2022年9月6日起，彼不再擔任總裁及主席，而劉國升先生則獲委任為總裁及主席兩職。

董事會相信，由同一名人士兼任主席和總裁兩職可確保本集團貫徹的領導，並更有效地作出及執行本集團的整體策略。董事會認為，此架構不會損害權力與權限兩者的平衡。董事會將定期檢討此架構的成效，確保其適合本集團的狀況。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted its own Model Code for Securities Transactions by Directors (the “Securities Code”) regulating the Directors’ dealings in securities of the Company, on terms no less exacting than the required standard of the Model Code. In response to specific enquiries made, all the Directors have confirmed that they have complied with the Securities Code and the Model Code throughout the Year.

BOARD OF DIRECTORS

Board Composition

The Board currently comprises three executive Directors, one non-executive Director and three independent non-executive Directors (“INED(s)”).

At least one of the INEDs possesses appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Directors are well-versed in respective areas such as accounting and finance, business management and industry knowledge and the Board as a whole has achieved an appropriate balance of skills and experience. The Directors’ biographical details are set out from pages 39 to 42 of this annual report.

To the best of the Company’s knowledge, there is no financial or family relationship among the Board members. All of them are free to exercise their independent judgment on all matters concerning the Company.

Board Diversity Policy

The Company adopted the board diversity policy (the “Board Diversity Policy”) in 2013 (amended on 30 December 2022). The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance and as an essential element in maintaining strategic objectives and sustainable development of the Group. All appointment of the Board members will be based on merits against objective criteria and with due regards for benefits and balance of diversity on the

董事進行證券交易的標準守則

董事會採納董事進行證券交易的標準守則(「證券守則」)以規管董事進行本公司的證券交易，其條款不比標準守則的規定標準寬鬆。因應本公司作出的具體查詢，全體董事確認彼等於年內一直遵守證券守則及標準守則。

董事會

董事會成員組合

董事會現時由三名執行董事、一名非執行董事及三名獨立非執行董事(「獨立非執行董事」)組成。

其中至少一名獨立非執行董事具備適當的專業資格或上市規則第3.10條規定的會計或相關財務管理專長。各董事在會計與財務、業務管理及行業知識等各範疇擁有深入精闢的認識，而董事會整體更具備各方面適當的技能與經驗。董事簡歷載於本年報第39頁至第42頁。

據本公司所深知，董事會成員之間概無財務或親屬關係。全體董事均可就本公司一切事宜自由作出獨立判斷。

董事會成員多元化政策

本公司於2013年採納董事會成員多元化政策(「董事會成員多元化政策」)(於2022年12月30日修訂)。本公司明白並深信董事會成員多元化對提升公司的表現素質裨益良多，並且是支援本集團達到戰略目標及維持可持續發展的必要元素。董事會成員所有任命均以用人唯才為原則，並充分考慮董事會的利益及保持成員多元化方

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

Board. The Board must include members with more than single gender. The Board diversity will be considered in terms of, among other things, age, professional experience and qualifications, cultural and educational background, and any other factors that the nomination committee (the “Nomination Committee”) under the Board may consider relevant and applicable from time to time towards complementing and extending the skills, know-how and experience of the Board.

During the Year, the Board considers the execution of the Board Diversity Policy remains appropriate and effective.

As at the date of this annual report, the Board consists of 7 Directors, who are all in single gender, and hence the Board is not considered as diversity in terms of gender. The Board has established a timetable for appointment of one female Director on or before 31 December 2024. The action plan of the Company for the appointment is as follows:

面的平衡。董事會須擁有多於單一性別成員，權衡董事會多元化時計及的因素包括(其中包括)年齡、專業經驗及資歷、文化及教育背景，以及董事會轄下提名委員會(「提名委員會」)可能不時認為有助於補充及延展董事會技能、知識及經驗的任何其他相關及適用因素。

年內，董事會認為董事會成員多元化政策的執行仍然合適及有效。

截至本年報日期，董事會共擁有7名全屬單一性別的董事，故董事會就性別而言不被視為多元化。董事會已制定時間表，目標於2024年12月31日前委任一名女性董事。本公司就有關委任所定立的行動計劃如下：

Date 日期	Responsible Unit 負責單位	Actions 行動
On or before 1 January 2024 2024年1月1日前	Nomination Committee 提名委員會	— List the requirements of female directors 列出女性董事的要求 — Search for appropriate candidate 物色合適人選
On or before 31 August 2024 2024年8月31日前	Remuneration Committee 薪酬委員會	Negotiate the remuneration and agreement with the appropriate candidate 與合適人選商議薪酬及合約
On or before 30 September 2024 2024年9月30日前	Board 董事會	Approve the appointment of the new director and her remuneration 通過委任新董事及其薪酬
On or before 31 December 2024 2024年12月31日前	Company Secretarial Department 公司秘書部	Prepare relevant documents and publish announcement 準備相關文件及刊發公告

As at the date of this annual report, the male to female ratio in the workplace (including senior management) is approximately 1:1. The Board considers that the Group has currently achieved gender diversity in workforce.

截至本年報日期，本集團員工(包括高級管理層)的男女比例約為1:1。董事會認為本集團目前已達致員工的性別多元化。

Delegation by the Board

The Directors are collectively responsible for setting the Group's strategies, providing leadership and guidance to put them into effect, reviewing and monitoring the performance of the Group and are accountable to the Shareholders. To maximise the effectiveness of the Group's operations, the Board has delegated management and administration of the Group's daily operations to the executive Directors and the Management while reserving several important matters for its approval. To this end, the Board has adopted written guidelines (the "Guidelines") laying down the division of functions between the Board and the Management.

Pursuant to the Guidelines, the major functions of the Board and the Management are summarised as follows:

The Board is principally responsible for:

1. determining/approving the overall strategy and annual operating budget of the Group;
2. developing and reviewing all significant policy matters (including corporate governance policy) of the Group;
3. monitoring the performance of the Management to ensure that the business operations of the Group are properly planned, authorised and undertaken;
4. overseeing the Group's internal control and risk management systems on an ongoing basis, and reviewing the effectiveness of such systems at least annually;
5. reviewing and monitoring the training and continuous professional development of the Directors and the Management;
6. reviewing and monitoring the policies and practices on compliance with legal and regulatory requirements of the Group;
7. developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and the Directors; and

董事會的授權

董事共同負責制訂本集團的策略，並為實行有關策略提供領導與指引，亦肩負檢討及監察本集團表現的責任，同時向股東負責。為盡量提升本集團的營運效益，董事會授權執行董事及管理層負責本集團日常營運的管理及行政工作，但某些重要事宜則須經其批准。董事會就此採納一套書面指引(「指引」)，列明董事會與管理層之間的職能劃分。

根據指引，董事會及管理層的主要職能概述如下：

董事會主要負責：

1. 釐定／批准本集團的整體策略及年度營運預算；
2. 制定檢討本集團的所有重大政策(包括企業管治政策)事宜；
3. 監察管理層的表現，確保本集團的業務營運妥善規劃、授權及進行；
4. 持續監察本集團的內部監控及風險管理制度，並至少每年檢討該等制度的成效；
5. 檢討及監察董事及管理層的培訓及持續專業發展；
6. 檢討及監察本集團在遵守法律及監管規定方面的政策及常規；
7. 制定、檢討及監察僱員及董事的操守準則及合規手冊；及

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

8. reviewing the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report.

The duties of the Management mainly include:

1. is vested with all general powers of management and control as are vested in the Directors, save and except for those that may specifically be reserved by the Board and/or the Board committees for decision and implementation; or those that may only be exercised by the Board pursuant to the Listing Rules, the Bye-laws and/or the terms of reference of the Board committees;
2. is authorised to perform all acts as may be performed by the Directors, save and except for those that may only be performed by the Board pursuant to the Companies Act of Bermuda, the Bye-laws, the Listing Rules and/or the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs;
3. is empowered to implement in relation to the policies/measures for business activities, internal control, risk management and corporate governance of the Group; and
4. is empowered to implement any other matters as assigned by the Board from time to time.

The Board reviews those arrangements and the Guidelines on a periodic basis to ensure that they remain appropriate to the needs of the Group.

The Board has assessed the independence of the INEDs and considers all of them to be independent having regard to (i) their annual confirmations on independence as required under the Listing Rules; (ii) their absence of involvement in the daily management of the Company; and (iii) the absence of any relationships or circumstances which would interfere with the exercise of their independent judgment. Throughout the Year, the number of INEDs on the Board meets the one-third requirement under the Listing Rules.

8. 檢討本公司遵守守則條文的情況及在《企業管治報告》內的披露。

管理層的職責主要包括：

1. 被賦予董事所獲賦予有關管理及監控的所有一般權力，惟董事會及／或董事委員會可能就決策及實施而特別保留者；或根據上市規則、公司細則及／或董事委員會職權範圍僅可由董事會行使者除外；
2. 獲授權進行董事可進行的所有工作，惟根據百慕達公司法、公司細則、上市規則及／或香港公司收購、合併及股份回購守則僅可由董事會進行者除外；
3. 獲授權執行有關本集團業務活動、內部監控、風險管理及企業管治的政策／措施；及
4. 獲授權執行董事會不時指派的任何其他事宜。

董事會定期檢討該等安排及指引，確保其符合本集團的需要。

董事會已評估獨立非執行董事的獨立性，並經考慮彼等(i)按上市規則規定出具的年度獨立性確認函；(ii)並無參與本公司的日常管理；及(iii)並無影響彼等作出獨立判斷的任何關係或情況，董事會認為全體獨立非執行董事均屬獨立。董事會的獨立非執行董事人數於年內均符合上市規則下佔董事會成員最少三分之一的要求。

Appointment, Re-election and Removal

All the non-executive Directors are appointed for a term of three years, subject to renewal and re-election as and when required under the Listing Rules and the Bye-laws. However, any Director who is appointed by the Board to fill a casual vacancy shall hold office until the next following general meeting of the Company, or in the case of an additional appointment, until the next annual general meeting of the Company, and shall be eligible for re-election at the relevant general meeting. All the Directors are subject to retirement from office and shall be eligible for re-election at the annual general meetings at least once every three years in accordance with the Bye-laws.

Newly appointed Directors will receive induction packages containing the duties and responsibilities of directors as required under the Listing Rules and other applicable rules and regulations.

Board Independence

The Company recognises that the Board independence is pivotal in good corporate governance and the Board's effectiveness. The Board has established the following mechanisms to ensure independent views and input from any Director are conveyed to the Board for enhancing an objective and effective decision making:

1. 3 out of the 7 Directors are INEDs, which meets the requirements of the Listing Rules that the Board must have at least three INEDs and appoint INEDs representing at least one-third of the Board;
2. The Nomination Committee and remuneration committee (the "Remuneration Committee") under the Board will assess the independence, qualification and time commitment of a candidate who is nominated to be a new INED before appointment and also the continued independence of the existing INEDs. On an annual basis, all the INEDs are required to confirm in writing their compliance of independence requirements pursuant to Rule 3.13 of the Listing Rules, and to disclose the number and nature of offices held by them in public companies or organisations and other significant commitments;

委任、重選及罷免

所有非執行董事的任期為三年，須根據上市規則及公司細則的規定重續及接受重選。然而，任何由董事會委任以填補臨時空缺的董事將任職至本公司下一次股東大會，或如屬新增董事，將任職至本公司下屆股東周年大會，其將合資格於有關股東大會上接受重選。根據公司細則，所有董事均須至少每三年於股東周年大會上退任一次，並合資格於會上接受重選。

新委任的董事將收到一套入職指引文件，當中載有上市規則以及其他適用規則及規例所規定董事的職責及責任。

董事會獨立性

本公司深知董事會獨立性對良好企業管治及董事會效能至關重要。董事會已建立以下機制，確保任何董事的獨立觀點及意見能夠傳達予董事會，以增加決策的客觀性及成效：

1. 7名董事中有3名為獨立非執行董事，符合上市規則規定董事會必須擁有最少3名獨立非執行董事及委任的獨立非執行董事佔董事會成員人數至少三分之一的要求；
2. 提名委員會及董事會轄下薪酬委員會（「薪酬委員會」）將於任命前評估獲提名為新任獨立非執行董事的候選人的獨立性、資歷及所能投放的時間，以及評估現有獨立非執行董事的持續獨立性。所有獨立非執行董事須每年書面確認其遵守上市規則第3.13條所載的獨立性規定，以及披露其於公眾公司或組織擔任職位的數目及性質以及其他重大承擔；

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

3. External independent professional advice is available as and when required by the individual Director;
 4. All the Directors are encouraged to express freely their independent views and constructive challenges during the Board/Board committee meetings;
 5. A Director (including the INED) who has a material interest in a contract, arrangement or other proposal shall not vote or be counted in the quorum on any Board resolution approving the same; and
 6. The Chairman meets with the INEDs at least twice annually without the presence of the executive Directors and the non-executive Director.
3. 當個別董事要求時可獲得外部獨立專業建議；
 4. 鼓勵所有董事在董事會／董事委員會會議上自由表達其獨立意見及具建設性的質疑；
 5. 董事(包括獨立非執行董事)於合約、安排或其他建議中擁有重大利益，則不得就通過相關的董事決議案投票，亦不得計入法定人數；及
 6. 主席在執行董事及非執行董事不在場的情況下，與獨立非執行董事每年最少舉行兩次會議。

The above mechanisms are reviewed annually by the Board to ensure their effectiveness.

董事會每年檢討上述機制以確保其成效。

Board Meetings

The Board meets regularly, and at least four times a year with meeting dates scheduled in the preceding year. Between scheduled meetings, senior management of the Group provides to the Directors, on a regular basis, monthly updates and other information with respect to the performance, and business activities and development of the Group. Throughout the Year, the Directors participated in the deliberation and approval of routine and operational matters of the Company by way of written resolutions with supporting explanatory materials, supplemented by additional verbal and/or written information from the company secretary (the "Company Secretary") of the Company or other executives as and when required. Details of material transactions of subsidiaries are provided to the Directors as appropriate. Whenever warranted, additional Board meetings are held. In addition, the Directors have full access to information on the Group and independent professional advice at all times whenever deemed necessary by the Directors and they are at liberty to propose appropriate matters for inclusion in Board agendas.

董事會會議

董事會定期會面，並每年最少舉行四次會議，會議日期於上一年度編定。在預定的會議之間，本集團高級管理層定期向董事提供本集團的每月最新資料以及有關表現及業務活動和發展的其他資料。年內，各董事透過附有理據說明資料的書面決議案，及於需要時由本公司公司秘書(「公司秘書」)或其他行政人員提供額外的口頭及／或書面補充資料，參與考慮與批核本公司的日常及營運事宜。有關附屬公司重大交易的詳細資料，亦會適時提供予各董事。在必要時，董事會會舉行額外的會議。此外，董事可隨時於彼等認為需要時全面取得本集團資料和獨立的專業意見，並可隨時提出適當事項以納入董事會會議議程。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

With respect to regular meetings of the Board, the Directors receive written notice of the meeting generally about a month in advance and an agenda with supporting Board papers no less than three days prior to the meeting. For other meetings, the Directors are given as much notice as reasonable and practicable in the circumstances. Except for those circumstances permitted by the Bye-laws and the Listing Rules, a Director who has a material interest in any contract, transaction, arrangement or any other kind of proposal put forward to the Board for consideration to abstain from voting on the relevant resolution and such Director is not counted for quorum determination purposes.

The following table shows the attendance of the Directors at the scheduled Board meetings during the Year:

有關董事會的定期會議，各董事一般於約一個月前獲得書面的會議通知，並於會議日期前不少於三天獲發送會議議程和相關董事會文件。至於其他會議，本公司將視乎情況，在合理和實際可行的情況下盡早向董事發出通知。除公司細則及上市規則允許的情況外，於提呈董事會考慮的任何合約、交易、安排或任何其他類別建議中擁有重大利益的董事，須就有關決議案放棄表決權，而該董事亦不得計算在會議法定人數內。

下表列示董事於年內出席定期董事會會議的情況：

Name of Director 董事姓名		No. of the scheduled Board meetings attended/held 出席／舉行定期 董事會會議的次數
Executive Directors	執行董事	
LIU Guosheng (<i>Chairman</i>)	劉國升 (<i>主席</i>)	15/41
LIU Hongwei (<i>Deputy Chairman</i>)	劉洪偉 (<i>副主席</i>)	41/41
LIU Bing	劉冰	0/41
HAN Xiaosheng (<i>Resigned on 6 September 2022</i>)	韓曉生 (<i>於2022年9月6日辭任</i>)	22/41
Non-executive Director	非執行董事	
ZHAO Yingwei	趙英偉	0/41
Independent non-executive Directors	獨立非執行董事	
LIU Jipeng	劉紀鵬	41/41
YAN Fashan	嚴法善	39/41
LO Wa Kei Roy	盧華基	41/41

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

General Meeting

During the Year, the Company held one general meeting. The following table shows the attendance of the Directors and the attendance record of each Director was as follows:

股東大會

年內，本公司舉行了一次股東大會。下表列示董事的出席情況及每名董事的出席紀錄：

Name of Director 董事姓名		No. of general meetings attended/held 出席／舉行 股東大會的次數
Executive Directors 執行董事		
LIU Guosheng	劉國升	0/1
LIU Hongwei	劉洪偉	1/1
LIU Bing	劉 冰	0/1
HAN Xiaosheng (Resigned on 6 September 2022)	韓曉生 (於2022年9月6日辭任)	1/1
Non-executive Director 非執行董事		
ZHAO Yingwei	趙英偉	0/1
Independent non-executive Directors 獨立非執行董事		
LIU Jipeng	劉紀鵬	0/1
YAN Fashan	嚴法善	0/1
LO Wa Kei Roy	盧華基	1/1

Company Secretary

The Chairman has authorised the Company Secretary to prepare agenda for each Board meeting and to ensure that all Directors are properly briefed on issues to be discussed at the Board meetings and receive adequate and accurate information in a timely manner.

公司秘書

主席授權公司秘書為每次董事會會議編製議程，並確保全體董事均獲得將會在董事會會議上討論的事項的適當介紹，並及時收到充分和準確的資料。

Ms. LAM Wai Yee Sophie (“Ms. LAM”), the Company Secretary, is a fellow member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom. She is a full time employee of the Company and is responsible for advising the Board on corporate governance matters and ensuring that the Board complies with the applicable rules and regulations. During the Year, Ms. LAM has complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training.

Directors’ Training and Continuing Professional Development

The Company arranges and provides continuing professional development (“CPD”) training and relevant reading materials to the Directors from time to time to ensure that they are apprised of the latest changes in the commercial, legal and regulatory environment in which the Group conducts its businesses and to refresh their knowledge and skills on the roles, functions and duties of a listed company’s director. In addition, attendance at external forums or briefing sessions (including delivery of speeches) on the relevant topics also counts toward CPD training.

All the Directors are encouraged to participate in CPD to develop and refresh their knowledge and skills. According to the training records provided by all the existing Directors, they have participated CPD during the Year, including but not limited to reading regulatory updates and attending seminars.

REMUNERATION MANAGEMENT POLICY

The remuneration management policy of the Group is to ensure that the Group’s pay levels are competitive in attracting and retaining the Directors, senior management and employees as well as motivating them in the continual pursuit of the Group’s goal.

公司秘書林慧怡女士(「林女士」)為香港公司治理公會(前稱香港特許秘書公會)與英國特許公司治理公會(前稱特許秘書及行政人員公會)的資深會員。彼為本公司的全職僱員，負責向董事會提供關於企業管治事宜的意見，並確保董事會遵守適用規則及規例。年內，林女士已遵守上市規則第3.29條的規定，參與不少於15小時的相關專業培訓。

董事培訓與持續專業發展

本公司不時為董事安排及提供持續專業發展(「持續專業發展」)培訓及相關閱讀資料，以確保彼等獲悉與本集團經營業務相關的商業、法律與監管環境的最新變化，並更新彼等作為上市公司董事於角色、職能及職責方面的知識及技能。此外，出席相關主題的外界論壇或簡介會(包括發表演講)亦會計入持續專業發展培訓。

本公司鼓勵所有董事參與持續專業發展，以發展及更新彼等的知識及技能。根據全體現任董事提供的培訓記錄，彼等已於年內參與持續專業發展，包括但不限於閱讀監管最新資料及出席講座。

薪酬管理制度

本集團的薪酬管理制度旨在確保本集團薪酬水平具有競爭力，可吸引及挽留董事、高級管理人員及僱員，並能激勵彼等繼續努力達成本集團的目標。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The remuneration package of the Directors and senior management is performance-based and takes into account factors such as the Group's business performance and prevailing market practices. The key components of the Group's remuneration package include basic salary, medical insurance, discretionary cash bonus and retirement benefit scheme. No individual Director or senior management will be involved in deciding his or her own remuneration.

The Remuneration Committee under the Board will consult with the Chairman in respect of their recommendations in determining the remuneration of the executive Directors and senior management of the Company. The details of the Remuneration Committee is set out in the section headed "Board Committees" below.

Directors' and Officers' Liability Insurance

The Company has arranged appropriate directors' and officers' liability insurance to indemnify the Directors and senior staff of the Group for the potential liabilities incurred in discharging their respective duties. The Company reviews the insurance coverage for the Directors and the Group's senior staff on an annual basis.

BOARD COMMITTEES

The Board has established three Board committees including the audit committee (the "Audit Committee") under the Board, the Remuneration Committee and the Nomination Committee (collectively the "Committees") to oversee specific aspects of the Group's affairs. The Committees have been provided with sufficient resources to discharge their respective duties. Each of the Committees has adopted specific terms of reference covering its duties, powers and functions which will be reviewed by the Board from time to time. The terms of reference of the Committees have been posted on website of the Company at www.oceanwide.hk. The Company Secretary also acts as secretary of the Committees. The Committees adopt as far as practicable, the procedures and arrangement of the Board meeting in relation to the conduct of meetings, notice of meetings and recording of minutes. Further particulars of each of the Committees are set out below:

董事及高級管理人員的薪酬待遇與表現掛鉤，並計及本集團的業務表現及當時市場慣例等因素。本集團薪酬待遇的主要組成部分包括基本薪金、醫療保險、酌情現金花紅及退休福利計劃。董事或高級管理人員不得參與釐定其本身的薪酬。

薪酬委員會會諮詢主席有關彼等就釐定本公司執行董事及高級管理人員薪酬的推薦建議。薪酬委員會的詳情載於下文「董事委員會」一節。

董事與高級職員責任保險

本公司已安排適當的董事與高級職員責任保險，以彌償董事及本集團高級職員因履行彼等各自職責而產生的潛在責任。本公司每年檢討董事及本集團高級職員的受保範圍。

董事委員會

董事會共成立三個董事委員會，包括董事會轄下審核委員會（「審核委員會」）、薪酬委員會及提名委員會（統稱「委員會」），以監察本集團事務的特定範疇。委員會已獲提供足夠資源以履行彼等各自的職責。各委員會已採納具體的職權範圍，包括其職責、權力及職能，並不時由董事會檢討。委員會的職權範圍已登載於本公司網站 www.oceanwide.hk。公司秘書亦擔任委員會秘書。在實際可行情況下，委員會就舉行會議、會議通告及記述會議紀錄方面採納與董事會會議相同的程序與安排。各委員會的進一步詳情載列如下：

Audit Committee

The Audit Committee is chaired by Mr. LIU Jipeng, an INED, with Mr. ZHAO Yingwei, the non-executive Director, and Mr. LO Wa Kei Roy, an INED, as members. All of them possess the relevant business and financial management experience and skills to understand financial statements and contribute to the financial governance, internal controls and risk management of the Company.

The primary duties of the Audit Committee include:

1. to make recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor;
2. to consider and discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences for each year;
3. to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
4. to review the interim and annual financial statements and significant financial reporting judgements contained in them before submission to the Board and to discuss any problem and reservation arising therefrom;
5. to review the Group's financial controls, internal control and risk management systems; and
6. to consider other topics, as defined by the Board.

審核委員會

審核委員會由獨立非執行董事劉紀鵬先生擔任主席，成員為非執行董事趙英偉先生和獨立非執行董事盧華基先生。彼等均具備相關的商業及財務管理經驗及技能，以了解財務報表及對本公司的財務管治、內部監控及風險管理作出貢獻。

審核委員會的主要職責包括：

1. 向董事會提供委任、重新委任及罷免外聘核數師的建議，批准外聘核數師的薪酬及聘用條款，以及處理任何有關該核數師辭任或罷免的問題；
2. 考慮並與外聘核數師於每年度審核工作開始前討論審核性質與範疇及有關匯報責任；
3. 按適用準則檢討及監察外聘核數師的獨立性及客觀性，以及核數程序的有效性；
4. 按通用準則向董事會提交中期及年度財務報表前審閱有關報表及其所載有關財務申報的重大決定，並討論任何相關問題及異議；
5. 檢討本集團的財務監控、內部監控及風險管理制度；及
6. 考慮董事會界定的其他議題。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

All members of the Audit Committee have unrestricted access to the Group's external auditors and the Management.

The Audit Committee meets with the chief financial officer ("CFO") and other management of the Company from time to time for the purposes of reviewing the interim and annual results, the interim report and annual report, and evaluating the duties of other financial, internal control, corporate governance and risk management matters of the Group. It considers and discusses the reports and presentations of the Management and the external auditor of the Group with a view to ensuring that the consolidated financial statements of the Group are prepared in accordance with accounting principles generally accepted in Hong Kong. The Audit Committee also meets at least twice a year with the external auditor of the Company, to consider, among other matters, the report of the external auditor on the scope, strategy, progress and outcome of its annual audit of the consolidated financial statements. In addition, the Audit Committee holds regular private meetings with the external auditor without the presence of the Management.

The Audit Committee assists the Board in meeting its responsibilities for maintaining effective systems of financial reporting, internal control and risk management. The Audit Committee considers and discusses the presentations of the Management in relation to the reviews on the effectiveness of the internal control systems of the Group and the adequacy of resources, qualifications and experience of staff in the accounting and financial reporting function of the Group, as well as their training programmes and budget. In addition, the Audit Committee reviews with the external auditor the work plans for its audits on the Group together with its resource requirements and considers the internal audit reports to the Audit Committee on the effectiveness of internal controls in the business operations of the Group. Further, the Audit Committee also considers and discusses the reports from the Company Secretary on the compliance status on regulatory requirements of the Group.

審核委員會全體成員均可不受限制地接觸本集團外聘核數師及管理層。

審核委員會不時與本公司財務總監(「財務總監」)及其他管理層會面，以審閱本集團的中期及全年業績、中期報告及年報，以及檢討其他財務、內部監控、企業管治及風險管理事宜的職責。審核委員會考慮及審議管理層及本集團外聘核數師的報告與陳述，以確保本集團的綜合財務報表乃按照香港普遍採納的會計原則編製。審核委員會亦每年最少與本公司的外聘核數師會面兩次，以考慮(其中包括)外聘核數師就年度審核綜合財務報表的範疇、策略、進展和結果所作的報告。此外，審核委員會定期在並無管理層出席的情況下，與外聘核數師閉門會面。

審核委員會協助董事會達到維持有效的財務匯報、內部監控及風險管理制度的責任。審核委員會審議管理層有關檢討本集團內部監控制度是否有效的陳述和員工在本集團會計與財務匯報職能方面的資源、資歷及經驗以及其培訓課程及預算是否充足。此外，審核委員會與外聘核數師檢討其對本集團的審核工作計劃及所需的資源，並審議致審核委員會的本集團業務營運裡有關內部監控成效的內部審計報告。另外，審核委員會亦審議公司秘書提交有關本集團遵守監管規定情況的報告。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

The Audit Committee have to ensure that proper arrangements are in place for employees to use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters so that the Company can conduct fair and independent investigation of these matters and for appropriate follow-up action, and to review the arrangements regularly. Besides, the Audit Committee acts as the key representative between the Company and external auditor to oversee the relations among them.

During the Year, the Audit Committee held four meetings to (1) review the management and accounting principles and practices adopted by the Group; (2) review 2021 annual results and 2022 interim results of the Group; (3) review the adequacy of resources, accounting staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting functions; (4) review the Group's corporate governance structure and practices; (5) review the Group's internal control procedures, risk management, connected transactions and other related issues; and (6) review the scope of work of the Internal Control Adviser (as defined below).

There is no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or dismissal of external auditor. The Audit Committee also meets with the external auditor at least twice a year without the presence of the executive Directors.

The following table shows the attendance of members of the Audit Committee at the Audit Committee meetings during the Year:

審核委員會需確保僱員可暗中就財務匯報、內部監控或其他方面可能發生的不當行為提出關注的適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當跟進行動，並定期檢討有關安排。此外，審核委員會擔任本公司與外聘核數師間的主要代表，負責監察兩者間的關係。

年內，審核委員會舉行了四次會議，以(1)審閱本集團採納的管理及會計原則及慣例；(2)審閱本集團2021年全年業績及2022年中期業績；(3)審閱本公司會計及財務匯報職能的資源、會計人員的資歷及經驗、培訓課程及預算是否充足；(4)審閱本集團企業管治架構及常規；(5)審閱本集團的內部監控程序、風險管理、關連交易及其他相關事宜；及(6)審閱本公司內部監控顧問(定義見下文)的工作範圍。

董事會與審核委員會之間就外聘核數師的甄選、委任、辭任或罷免概無異議。審核委員會亦每年至少於執行董事不在場的情況下，與外聘核數師會面兩次。

下表列示審核委員會成員年內出席審核委員會會議的情況：

Name of Audit Committee member		No. of Audit Committee meetings attended/held
審核委員會成員姓名		出席／舉行 審核委員會會議的次數
LIU Jipeng	劉紀鵬	4/4
ZHAO Yingwei	趙英偉	0/4
LO Wa Kei Roy	盧華基	4/4

Remuneration Committee

The Remuneration Committee comprises three members with expertise in human resources and personnel emoluments. The Remuneration Committee is chaired by Mr. YAN Fashan, an INED, with Mr. LIU Guosheng, the Chairman and an executive Director, and Mr. LO Wa Kei Roy, an INED, as members. The Remuneration Committee meets at least once a year to determine the remuneration package of the executive Directors and senior management of the Group. Remuneration matters are also considered and approved by the Remuneration Committee by way of written resolutions and additional meetings where warranted.

The primary duties of the Remuneration Committee include:

1. to make recommendation to the Board on the policy and structure of the Company for all remuneration of the Directors and the senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
2. to review and approve the senior management's remuneration proposals with reference to the Group's corporate goals and objectives;
3. to determine, with delegated responsibility, the remuneration packages of the individual executive Directors and the senior management;
4. to make recommendation to the Board on the remuneration of the non-executive Directors; and
5. to review and approve matters relating to share schemes.

The details of the Directors' remuneration policy is set out in the section headed "Remuneration Management Policy" above.

During the Year, the Remuneration Committee held one meeting to (1) review the remuneration management policy of the Group; (2) review the proposed 2023 Directors' fees for the INEDs; and (3) review the revised terms of reference of the Remuneration Committee.

薪酬委員會

薪酬委員會由三名具備人力資源與薪酬待遇方面專長的成員組成。薪酬委員會由獨立非執行董事嚴法善先生擔任主席，成員為主席兼執行董事劉國升先生及獨立非執行董事盧華基先生。薪酬委員會須至少每年舉行一次會議，以釐定執行董事及本集團高級管理人員的薪酬待遇。如有必要，薪酬事宜亦會經薪酬委員會以書面決議案及額外會議方式考慮及批准。

薪酬委員會的主要職責包括：

1. 就董事及高級管理人員的全體薪酬政策及架構，並就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
2. 因應本集團所訂企業方針及目標而檢討及批准高級管理人員的薪酬建議；
3. 獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇；
4. 就非執行董事的薪酬向董事會提出建議；及
5. 檢討及批准有關股份計劃的事宜。

董事薪酬政策的詳情載於上文「薪酬管理制度」一節。

年內，薪酬委員會舉行了一次會議，以(1)檢討本集團的薪酬管理制度；(2)審閱獨立非執行董事2023年度的建議董事袍金；及(3)審閱經修訂的薪酬委員會職權範圍。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

The following table shows the attendance of members of the Remuneration Committee at the Remuneration Committee meeting during the Year:

下表列示薪酬委員會成員年內出席薪酬委員會會議的情況：

Name of Remuneration Committee member 薪酬委員會成員姓名	No. of Remuneration Committee meeting(s) attended/held 出席／舉行 薪酬委員會會議的次數
YAN Fashan 嚴法善	1/1
LIU Guosheng (Appointed on 6 September 2022) 劉國升 (於2022年9月6日獲委任)	1/1
LO Wa Kei Roy 盧華基	1/1
HAN Xiaosheng (Resigned on 6 September 2022) 韓曉生 (於2022年9月6日辭任)	0/1

During the Year, the annual remuneration of the Company's senior management is within the following band:

年內，本公司高級管理人員的年度薪酬範圍如下：

Remuneration band

薪酬範圍

HK\$
港幣

Number of senior management

高級管理層人數

2,000,001–2,500,000

1

Nomination Committee

The Nomination Committee is chaired by Mr. LO Wa Kei Roy, an INED, with Mr. LIU Jipeng and Mr. YAN Fashan, the INEDs, as members.

提名委員會

提名委員會由獨立非執行董事盧華基先生擔任主席，成員為獨立非執行董事劉紀鵬先生及嚴法善先生。

The principal duties of the Nomination Committee include:

提名委員會的主要職責包括：

- (1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Group's corporate strategy;

- (1) 至少每年檢討董事會的架構、人數及成員組合(包括技能、知識及經驗)，並就任何為配合本集團企業策略而擬對董事會作出的變動提出推薦建議；

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

- (2) to identify individuals suitably qualified to become the Board members and make recommendations to the Board on the selection of relevant individuals nominated for directorships;
- (3) to assess the independence of the INEDs; and
- (4) to make recommendations to the Board on the appointment or re-appointment of the Directors.

In the selection, appointment and re-appointment of the Directors, the Nomination Committee will consider, reevaluate and select the candidate(s) based on meritocracy and with reference to nomination criteria set out in the nomination policy of the Company, which include:

1. reputation;
2. leaders as needed by the Company;
3. the structure, size, composition and time requirements of the Board;
4. balance of talents, experience, independence and knowledge possessed by the candidate, and whether he/she is best suitable for coping with the challenges and opportunities faced by the Group as well as fostering the success of the Group;
5. the Board Diversity Policy, among which, the background of the candidate shall be considered;
6. balance of the gender of Directors which shall not cause single gender board;
7. balance of the number of the INEDs;
8. term of services and continuity of the INEDs;
9. re-election of the Shareholder on the Directors retiring by rotation;
10. any conflict of interests between the Director and the Group; and
11. any other relevant matters.

- (2) 物色具備合適資格可成為董事會成員的人士，並就挑選提名有關人士出任董事向董事會提出推薦建議；
- (3) 評估獨立非執行董事的獨立性；及
- (4) 就委任或續聘董事向董事會提出推薦建議。

在挑選、委任及續聘董事時，提名委員會將根據用人唯才原則並參考本公司提名政策中規定的提名標準以考慮、重新評估及挑選候選人，其中包括：

1. 聲譽；
2. 本公司所需的領導人才；
3. 董事會結構、規模、組成和時間要求；
4. 候選人才能、經驗、獨立性和知識方面的均衡性，及是否為應對本集團面臨的挑戰和機遇並促進本集團成功的最佳人選；
5. 董事會成員多元化政策，其中包括需考慮候選人的背景；
6. 董事性別的均衡，使董事會成員不會全屬單一性別；
7. 獨立非執行董事人數的均衡；
8. 獨立非執行董事的服務年資和延續任期；
9. 股東對輪換退任董事的重選；
10. 董事與本集團之間的任何利益衝突；及
11. 任何其他相關事項。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

The nomination procedures for selection, appointment and re-appointment of a Director are summarised as follows:

1. identifies or selects candidate(s) to recommend to the Nomination Committee, with or without assistance from external agencies or the Company, pursuant to the nomination criteria set out in the above paragraph;
2. may use any process it deems appropriate to evaluate the candidate(s), which may include personal interviews, background checks, presentations or written submissions by the candidate(s) and third party references;
3. holds meeting(s) to consider and approve the matter or make decisions by written resolutions;
4. provides to the Board with all the information required including information set out in Rule 13.51(2) of the Listing Rules in relation to the candidate(s);
5. makes recommendation to the Board including the terms and conditions of the appointment;
6. the Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee;
7. appointment of the Director should be confirmed by a letter of appointment or director service agreement, setting out the key terms and conditions of the appointment of the Director; and
8. pursuant to Rule 13.74 of the Listing Rules, where shareholders are required to vote on electing or re-electing a director or directors, the circular accompanying the notice of the relevant general meeting should contain all the information of the candidate(s) required under Rule 13.51(2) of the Listing Rules.

挑選、委任及續聘董事的提名程序概述如下：

1. 依據上段所列的提名準則，不論是在借助或沒有借助外部機構或本公司的的情況下，物色或挑選推薦予提名委員會的候選人；
2. 可採用其認為適當的任何程序評估候選人，當中可包括個人訪談、背景調查、候選人簡報或書面陳述及第三方推薦；
3. 舉行會議以審議及批准事項，或以書面決議案形式作出決定；
4. 向董事會提供所有所需資料，包括上市規則第13.51(2)條所載關於候選人的資料；
5. 向董事會提出推薦建議(包括任期及委任條件)；
6. 董事會依據提名委員會的推薦建議審議及決定有關委任；
7. 董事的委任應透過委任函或董事服務協議予以確定，並列明董事委任的主要條款及條件；及
8. 根據上市規則第13.74條，凡股東須就選舉或重新選舉一位或多位董事進行表決，附有相關股東大會通告的通函應載有上市規則第13.51(2)條規定的候選人的所有資料。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

During the Year, the Nomination Committee held one meeting to: (1) review the terms of reference of the Nomination Committee; (2) review the size, structure and composition of the Board; (3) assess the independence of the INEDs; (4) review and recommend the Board on the re-election of the retiring Directors; and (5) review the revised Board Diversity Policy.

The following table shows the attendance of members of the Nomination Committee at the Nomination Committee meeting during the Year:

年內，提名委員會舉行了一次會議以：(1) 檢討提名委員會職責範圍；(2) 檢討董事會的規模、結構及成員組成；(3) 評估獨立非執行董事的獨立性；(4) 審閱重選退任董事並向董事會提出建議；及(5) 審閱經修訂的董事會成員多元化政策。

下表列示提名委員會成員於年內出席提名委員會會議的情況：

Name of Nomination Committee member 提名委員會成員姓名		No. of Nomination Committee meeting(s) attended/held 出席／舉行 提名委員會會議的次數
LO Wa Kei Roy (Appointed on 6 September 2022)	盧華基 (於2022年9月6日獲委任)	1/1
LIU Jipeng	劉紀鵬	1/1
YAN Fashan	嚴法善	1/1
HAN Xiaosheng (Resigned on 6 September 2022)	韓曉生 (於2022年9月6日辭任)	0/1

ACCOUNTABILITY AND AUDIT

Financial Reporting

The annual and interim results of the Company are published in a timely manner, within three months and two months respectively of the year end and the half-year period end.

The responsibility of the Directors in relation to the financial statements is set out below. It should be read in conjunction with, but distinguished from, the Independent Auditor's Report on pages 112 to 116 which acknowledges the reporting responsibility of the auditor of the Group.

問責性與審核

財務匯報

本公司全年及中期業績分別於年結日後三個月及年中期結束後兩個月期限內適時刊發。

下文列出董事就財務報表所承擔的責任，與第112頁至第116頁獨立核數師報告內，本集團核數師確認其匯報的責任有所不同，但兩者應一併閱讀。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

Annual Report and Financial Statements

The Directors acknowledge their responsibility for the preparation of the annual report and financial statements of the Company, ensuring that the financial statements give a true and fair presentation in accordance with Hong Kong Companies Ordinance and the applicable accounting standards.

Accounting Policies

The Directors consider that in preparing the financial statements, the Group has applied appropriate accounting policies that are consistently adopted and made judgments and estimates that are reasonable and prudent in accordance with the applicable accounting standards.

Accounting Records

The Directors are responsible for ensuring that the Group keeps accounting records which can disclose the financial position of the Group upon which the Group could prepare the financial statements in accordance with its accounting policies.

Safeguarding of Assets

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities within the Group.

年報及財務報表

董事確認其有責任編製本公司年報及財務報表，以確保財務報表能根據香港公司條例及適用會計準則真實而中肯地呈列資料。

會計政策

董事認為，本集團在編製財務報表時已應用一貫採納的適當會計政策，並根據適用的會計準則作出合理及審慎的判斷及估計。

會計紀錄

董事負責確保本集團保存可披露本集團財務狀況的會計紀錄，而此等紀錄讓本集團得以按照其會計政策編製財務報表。

保護資產

董事負責採取一切合理及必要的措施保護本集團資產，並防範及偵測本集團內的詐騙及其他違規行為。

DIRECTORS' VIEWS ON GOING CONCERN

As described in Note 3(c) to the consolidated financial statements, during the Year, the Group incurred a net loss attributable to the Shareholders of approximately HK\$2,420,051,000 and a net operating cash outflow of approximately HK\$181,081,000 and, as of that date, the Group had properties under development of approximately HK\$9,142,311,000 which were classified as current assets while expected to be completed and recovered after one year. Excluding these properties under development, which are illiquid in nature, the Group's current liabilities exceeded its current assets by approximately HK\$14,851,930,000 as at 31 December 2022. In addition, the Group's businesses in real estate development in the U.S. and the development in energy sector in Indonesia are capital intensive in nature and funding the continuous development of these businesses would require substantial capital in the foreseeable future. As at 31 December 2022, the Group's contracted but not provided for capital commitments were of approximately HK\$1,482,873,000.

As at 31 December 2022, the Group had indebtedness, including borrowings and lease liabilities of approximately HK\$3,019,459,000 and HK\$15,024,000 respectively, which will fall due within twelve months from the date of 31 December 2022. Amongst the Group's borrowings, as at the date of this annual report, the Group was in default in respect of borrowings with principal amount of approximately HK\$3,019,459,000 due to the events of default of late or overdue payment of loan principal and interest or cross-default with other borrowing, which, as a consequence, would be immediately repayable if and when requested by the lender.

Further, there were disputes between the Group and certain contractors, including the general contractor, relating to the Group's real estate development project in Los Angeles, the U.S. (the "LA Project").

These conditions, together with other matters described in Note 3(c) to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern basis.

董事對於持續經營的意見

誠如綜合財務報表附註3(c)所載述，年內，本集團產生股東應佔虧損淨額約港幣2,420,051,000元及營運現金流出淨額約港幣181,081,000元，而截至該日，本集團的發展中物業為約港幣9,142,311,000元，分類為流動資產，預計於一年後落成及收回。於2022年12月31日，倘撇除該等性質屬非流動的發展中物業，則本集團的流動負債將較其流動資產超出約港幣14,851,930,000元。此外，本集團的美國房地產開發業務及印尼能源電力行業發展業務屬資本密集性質，在可見將來為該等業務的持續發展融資將需要大量資本。於2022年12月31日，本集團已訂約但未撥備的資本承擔為約港幣1,482,873,000元。

於2022年12月31日，本集團的債項（包括借款及租賃負債）分別為約港幣3,019,459,000元及港幣15,024,000元，該等債項將自2022年12月31日起計十二個月內到期。在本集團的借款中，於本年報日期，由於發生遲繳或逾期支付貸款本金及利息的違約事件或與其他借款的交叉違約事件，本集團拖欠未本金金額約港幣3,019,459,000元的借款，而有關拖欠款項在貸款方要求時須立即償還。

而且，本集團與若干承包商（包括總承包商）存在有關本集團於美國洛杉磯的房地產開發項目（「洛杉磯項目」）的糾紛。

該等狀況連同綜合財務報表附註3(c)所述的其他事項顯示存在重大不確定因素，可能對本集團繼續以持續基準經營的能力構成重大疑問。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

The Directors are of the opinion that the Group will have sufficient working capital to meet its financial obligations as and when they fall due for the next twelve months from 31 December 2022 after taking into consideration of the followings:

- (i) As at 31 December 2022, China Oceanwide Group Limited (“COG”), the intermediate holding company of the Company, provided an unsecured and interest-bearing loans of approximately HK\$8,856,234,000 (2021: HK\$8,505,057,000) to the Group with the maturity date of the loans of 31 December 2023. COG agreed not to request for any repayment of the loans until the Group has ability to repay. Further, as at 31 December 2022, COG has also agreed to provide available undrawn facilities amounting to approximately HK\$3,618,486,000 (2021: HK\$3,971,903,000) to the Group (the “COG Financing Facilities”);
- (ii) On 20 March 2023, the Group obtained a letter of undertaking for provision of financial support to the Group from Oceanwide Holdings, an indirect controlling Shareholder, whereby Oceanwide Holdings agrees to provide sufficient funds to the Group so that the Group will be able to meet all financial obligations as and when they fall due in the coming twelve months from the date of the consolidated financial statements (the “Oceanwide Holdings Financing Support”);
- (iii) The Group has launched marketing plan for its real estate development projects located in Ko Olina No. 1 Land (the “Hawaii Ko Olina No. 1 Land Project”) and Ko Olina No. 2 Land (the “Hawaii Ko Olina No. 2 Land Project”) in Hawaii since the fourth quarter of 2021. Letters of intent for acquisition have been received for both the Hawaii Ko Olina No. 1 Land Project and the Hawaii Ko Olina No. 2 Land Project during the Year. It is expected that the disposal will be completed in 2023 (the “Hawaii Disposal Plans”);

董事經考慮下列各項後，認為本集團將擁有充裕的營運資金滿足其於2022年12月31日起未來十二個月到期的財務責任：

- (i) 於2022年12月31日，本公司的中間控股公司中泛集團有限公司（「中泛集團」）向本集團提供約港幣8,856,234,000元（2021年：港幣8,505,057,000元）的無抵押計息貸款，貸款到期日為2023年12月31日。中泛集團同意於本集團有能力償還之前不會要求償還貸款。此外，於2022年12月31日，中泛集團亦同意向本集團提供可用未提取融資約港幣3,618,486,000元（2021年：港幣3,971,903,000元）（「中泛集團財務融資」）；
- (ii) 於2023年3月20日，本集團就間接控股股東泛海控股向本集團提供的財務支持取得承諾函，據此，泛海控股同意向本集團提供充足資金以令本集團能履行自綜合財務報表日期起計未來十二個月內到期的所有財務責任（「泛海控股財務支持」）；
- (iii) 本集團已自2021年第4季度起啟動其位於夏威夷科琳娜一號地的房地產開發項目（「夏威夷科琳娜一號地項目」）及夏威夷科琳二號地的房地產開發項目（「夏威夷科琳娜二號地項目」）的營銷計劃。年內已收到夏威夷科琳娜一號地項目及夏威夷科琳二號地項目的收購意向書。預計此出售將於2023年完成（「夏威夷出售計劃」）；

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

(iv) On 9 June 2022, the initial lender for the Group's real estate development project located in New York (the "New York Project") has filed a winding up petition with the Supreme Court of Bermuda against the Company. On 25 August 2022, a forbearance agreement (as amended by an extension agreement dated 2 December 2022) was entered into by the Company and its subsidiaries with New York — 80 South Street LLC (the "Administrative Agent"), for the New York Project to forbear the Administrative Agent from taking enforcement actions against the Group up to 30 November 2022 and further to 31 December 2022. The Group plans to transfer the New York Project to the Administrative Agent through the payment of a final lump sum together with the transfer tax to set off the outstanding debt under the related loan documents. As at the date of approval for issuance of the consolidated financial statements, the Group is still negotiating with the Administrative Agent to further extend the forbearance period (the "Extension").

Details of the above are set out in the Company's announcements dated 10 June 2022, 26 August 2022 and 2 December 2022; and

(v) On 15 August 2022, Oceanwide Plaza LLC, a wholly-owned subsidiary of the Company, entered into a non-legally binding and non-exclusive letter of intent with a potential buyer for the disposal of the Group's LA Project (the "Potential LA Disposal"). The purchase and sale agreement is now under negotiation between the Group and the potential buyer. Should the LA Project be disposed, the net proceeds will be used (i) to settle lawsuits and outstanding debts; (ii) to resolve the Group's existing financial difficulties, including but not limited to the repayment of most of its external debts and the settlement of claims made by certain lenders against the Group in respect of overdue borrowings; (iii) to retain the investment properties in Shanghai (the "Shanghai Properties"), so as to consolidate the income generated from the Shanghai Properties and the financial statements of China Oceanwide Property Holdings Limited and its subsidiaries into the financial statements of the Group again; and (iv) to provide funds for the daily operations and business development of the Group.

(iv) 2022年6月9日，本集團位於紐約的房地產開發項目(「紐約項目」)的初始貸款人向百慕達最高法院提交針對本公司的清盤呈請。2022年8月25日，本公司及其附屬公司與紐約 — 80南街有限公司*(「行政代理人」)就紐約項目訂立寬限協議，以禁止行政代理人於2022年11月30日(後經日期為2022年12月2日的延長協議修訂延長至2022年12月31日)之前對本集團作出強制執行法律行動。本集團計劃就紐約項目向行政代理人支付最終一次性金額連同轉讓稅，以悉數結清相關貸款文件項下所有尚未償付的金額。截至綜合財務報表獲批准刊發之日，本集團仍在與行政代理人協商進一步延長寬限期(「延期」)。

上述事項的詳情載於本公司日期為2022年6月10日、2022年8月26日及2022年12月2日的公告；及

(v) 2022年8月15日，本公司全資附屬公司泛海廣場有限公司*與潛在買家就出售本集團洛杉磯項目(「潛在洛杉磯出售事項」)訂立不具法律約束力及非排他性的意向書。本集團與潛在買家現正就買賣協議進行協商。倘若洛杉磯項目獲出售，所得款項淨額將用於(i)結清訴訟及未償付債務；(ii)解決本集團現有的財務困難，包括但不限於償還大部分外債，以及結清若干貸款人就逾期借貸向本集團提出的索賠；(iii)保留上海投資物業(「上海物業」)，以將上海物業產生的收入以及中泛置業控股有限公司及其附屬公司的財務報表再次併入本集團的財務報表；及(iv)為本集團的日常運營及業務發展提供資金。

Despite the Potential LA Disposal, the Group has also been exploring and in discussion with potential interested parties in connection with other cooperation opportunities, including but not limited to developing the LA Project by forming a joint venture (together with the Potential LA Disposal, the “LA Assets Restructuring Plan”).

Details of the above are set out in the Company’s announcement dated 2 December 2022.

Furthermore, the Directors have also implemented or are in the process of implementing a number of other measures and plans to mitigate the liquidity pressure of the Group, including but not limited to, the following:

- (i) The Group is currently considering to have other disposals and/or to have restructuring on certain of the assets of the Group to reduce the overall indebtedness of the Group, thereby to reduce the recurring finance cost and working capital burden of the Group (together with the Hawaii Disposal Plans and the LA Assets Restructuring Plan, collectively the “Assets Restructuring Plans”);
- (ii) For the loans which had been defaulted, the Group is continuously and has been in active negotiations in seeking to convince the lenders for a debt restructuring of the Group’s existing outstanding borrowings and interest including to revise certain key terms and conditions of the original facility agreements, such as the extension of the principals and interest payment schedules for the Group’s existing borrowings; and to sell the pledged assets to the lenders in exchange for the extinguishment of debts (the “Debt Restructuring Plan”); and
- (iii) Together with the COG Financing Facilities, the Oceanwide Holdings Financing Support, the Extension, the Funding Plans and the Debt Restructuring Plan, collectively the “Financing Plans”.

儘管有潛在洛杉磯出售事項，本集團亦一直探索其他合作機會，並與潛在的有意人士進行討論，包括但不限於通過建立合營企業開發洛杉磯項目（與潛在洛杉磯出售事項統稱為「洛杉磯資產重組計劃」）。

上述事項的詳情載於本公司日期為2022年12月2日的公告。

此外，董事亦已或正在實施多項其他措施及計劃，以緩和本集團的流動資金壓力，包括但不限於以下各項：

- (i) 本集團現正考慮對本集團若干資產進行其他出售及／或重組，以減少本集團的整體負債，從而減輕本集團的經常性財務成本及營運資金負擔（連同夏威夷出售計劃和洛杉磯資產重組計劃，統稱「資產重組計劃」）；
- (ii) 對於已違約的貸款，本集團一直積極談判，以尋求說服貸款人對本集團現有未償還借款和利息進行債務重組，包括修訂原貸款的若干主要條款和條件融資協議，例如延長本集團現有借款財務的本金和利息支付時間表；並將質押資產出售給貸款人以換取債務清償（「債務重組計劃」）；及
- (iii) 連同中泛集團財務融資、泛海控股財務支持、延期及債務重組計劃，統稱「財務計劃」。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Directors have reviewed the Group's cash flow projections prepared by the Management. The cash flow projections cover a period of not less than twelve months from 31 December 2022. The Directors are of the opinion that, taking into account the abovementioned actions, plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations and commitments as and when they fall due within twelve months from 31 December 2022. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The Board meetings are arranged on a weekly basis to review the Group's business operation, progress of assets disposal, debt restructuring plan and cash flow forecast for the coming 12 months. The Audit Committee members have joined the Board meetings and thus are fully apprised of the progress of the actions being taken by the Group to resolve the liquidity and going concern issues. The Audit Committee has reviewed the Disclaimer of Opinion (as defined below) relating to going concern, the Management view on going concern and the action plan on going concern of the Group, and concurs with the Board's view.

Notwithstanding the above, significant uncertainties exist as to whether the Management will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flow through the following:

- (i) Successful execution and completion of the Extension and the Potential LA Disposal in accordance with the terms and conditions, amounts and timing anticipated by the Group;
- (ii) Successful execution and completion of the Assets Restructuring Plans to reduce the overall indebtedness of the Group, thereby to reduce the recurring finance cost and working capital burden of the Group; and
- (iii) Successful execution and completion of the Financing Plans in refinancing and/or renewing existing borrowings, and/or obtaining of new and additional sources of funding as and when needed to finance the settlement of its existing financial obligations, commitments and future operating and capital expenditures, as well as to maintain sufficient cash flows for the Group's operations.

董事已審閱管理層所編製的本集團現金流量預測。現金流量預測涵蓋自2022年12月31日起不少於12個月的期間。董事認為經考慮上述行動、計劃及措施後，本集團將擁有充足營運資金為其營運提供資金及履行其自2022年12月31日起計12個月內到期的財務責任及承擔。因此，董事信納按持續經營基準編製綜合財務報表屬適當。

董事會每週舉行一次會議，以檢討本集團的業務運作、出售資產進度、債務重組計劃及未來12個月的現金流量預測。審核委員會成員已參加董事會會議，因此完全瞭解本集團為解決流動資金和持續經營問題而採取的行動的進展情況。審核委員會已審閱有關持續經營的不發表意見（定義見下文）、管理層對持續經營的意見以及本集團就持續經營的行動計劃，並與董事會的意見一致。

儘管上文所述，管理層能否實現上述計劃及措施仍存在重大不確定性。本集團能否持續經營將取決於本集團透過以下方式產生充足融資及經營現金流量的能力：

- (i) 根據本集團預期的條款和條件、金額和時間成功執行和完成延期和洛杉磯項目出售計劃；
- (ii) 成功執行和完成資產重組計劃以減低本集團整體負債，從而減輕本集團的經常性財務成本和營運資金負擔；及
- (iii) 成功執行和完成再融資和／或更新現有借款的財務計劃，和／或在需要時獲得新的和額外的資金來源，以資助解決其現有財務義務、承諾和未來的運營和資本支出，以及為本集團的經營維持充足的現金。

Should the Group fail to achieve the abovementioned plans and measures, it might not be able to continue to operate as a going concern basis, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effects of these adjustments have not been reflected in these consolidated financial statements.

Subsequent to the publication of 2021 annual results, the Group has completed the disposal of project in Hawaii Kapolei West and entered into a forbearance agreement with the Administrative Agent of the New York Project to forbear the lender parties from taking enforcement actions against the Company and for the Group to pay a lump sum and transfer tax to the Administrative Agent upon expiry of the standstill period to transfer the New York Project to the Administrative Agent in exchange for the extinguishment of outstanding debts, release of guarantees and withdrawal of lawsuits against the Company. Letters of intent were received for the disposal of the Hawaii Ko Olina No. 1 Land Project, the Hawaii Ko Olina No. 2 Land Project and the LA Project. However, due to the continuing surging of interest rate in the U.S. and the downturn of the U.S. real estate market, the potential investors are more prudent and thus the Group has taken longer time than expected to source the buyers and negotiate the deal. As such, only the disposal of the project in Hawaii Kapolei West was completed in 2022 and the Disclaimer of Opinion (as defined below) has not been removed for the Year. However, the Group is now in negotiation of the purchase and sale agreement with the potential buyer for the LA Project and in the process of preparing the purchase and sale agreement with the potential buyer for the Hawaii Ko Olina No. 2 Land Project, and expects the proceeds from these transactions are sufficient to settle the Group's outstanding debts. With further progress compared with 2022, the Group expected to resolve the Disclaimer of Opinion (as defined below) by 31 December 2023.

The Group's ability to continue as a going concern will depend upon the Group's ability to generate adequate investing and financing cash flows. Assuming that the Group can successfully implement the aforesaid measures, the Directors considers it would address the going concern issues stated in the disclaimer of opinion (the "Disclaimer of Opinion") which is set out in their Independent Auditor's Report on pages 112 to 116 of this annual report by 31 December 2023 and hence seek the Company's auditor's consent to withdraw the Disclaimer of Opinion. Those measures and schedule have been reviewed and agreed by the auditor of the Company.

倘本集團未能實現上述計劃及措施，則可能未能繼續以持續基準經營，並將須作出調整以將本集團資產的賬面值撇減至可收回金額，為可能產生的任何進一步負債計提撥備，以及將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整的影響尚未反映於該等綜合財務報表。

2021年年度業績公佈後，本集團已完成出售夏威夷卡珀雷西區的项目，並與紐約项目的行政代理人訂立寬限協議，使該等貸款人不對本公司採取強制執行行動，並允許本集團在停頓期屆滿後向行政代理人一次性支付款項及轉讓稅，將紐約项目轉讓予行政代理人，以換取清償未償付債務、解除擔保及撤回針對本公司的訴訟。本公司已收到夏威夷科琳娜一號地项目、夏威夷科琳娜二號地项目及洛杉磯项目的收購意向書。然而，由於美國利率的持續飆升和美國房地產市場的低迷，潛在投資者更加謹慎，故本集團尋找買家和談判交易的時間比預期長。因此，於2022年只完成出售夏威夷卡珀雷西區的项目，而年內不發表意見(定義見下文)尚未刪除。然而，本集團目前正與洛杉磯项目的潛在買家就買賣協議進行協商，並正與夏威夷科琳娜二號地项目的潛在買方準備買賣協議，預計該等交易的出售款項足以清償本集團的未償付債務。與2022年相比已取得進一步進展，本集團預期於2023年12月31日前解決不發表意見(定義見下文)。

本集團持續經營的能力將取決於本集團產生足夠投資及財務現金流的能力。假設本集團能夠成功實施上述措施，董事認為可於2023年12月31日前解決列載於本年報第112頁至第116頁的核數師報告內的不發表意見(「不發表意見」)所載的持續經營問題，並就此尋求本公司核數師同意撤回不發表意見。本公司核數師已審閱及同意有關措施和計劃。

EXTERNAL AUDITOR

The Audit Committee reviews and monitors the external auditor's independence and objectivity and effectiveness of the audit process. The Audit Committee receives each year a letter from the external auditor confirming its independence and objectivity and holds meetings with representatives of the external auditor to consider the scope of its audit, approve its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The Audit Committee also makes recommendations to the Board on the appointment and retention of the external auditor.

The policy of the Group regarding the engagement of external auditor for the various services is as follows:

- Audit services — include audit services provided in connection with the audit of the consolidated financial statements. All such services are to be provided by external auditor.
- Audit-related services — include services that would normally be provided by an external auditor but not generally included in audit fees, for example, audits of the pension plans of the Group, accounting advice related to mergers and acquisitions, internal control reviews of systems and/or processes, and issuance of special audit reports for tax or other purposes. The external auditor is to be invited by the Group to undertake those services that it must, or is best placed, to undertake in its capacity as auditor.
- Taxation-related services — include all tax compliance and tax planning services, except for those services which are provided in connection with the audit. The Group uses the services of the external auditor where it is best suited. All other significant taxation related work is undertaken by other parties as appropriate.
- Other services — include, for example, financial due diligence, review of actuarial reports and calculations, risk management diagnostics and assessments, and non-financial systems consultations. The external auditor is also permitted to assist the Management with internal investigations and fact-finding into alleged improprieties. These services are subject to specific approval by the Audit Committee.
- General consulting services — the external auditor is not eligible to provide services involving general consulting work.

外聘核數師

審核委員會審閱並監察外聘核數師獨立性及客觀性，以及核數過程的成效。審核委員會每年接獲由外聘核數師發出確認其獨立性及客觀性的函件，並與外聘核數師的代表舉行會議，以考慮其審核工作的範疇，並批准其收費以及所提供非審核服務（如有）的範疇與其適合性。審核委員會亦就外聘核數師的委任及續聘事宜向董事會提出推薦建議。

本集團按政策委聘外聘核數師提供下文所述的各類服務：

- 審核服務 — 包括與審核綜合財務報表有關的審核服務，所有此等服務須由外聘核數師提供。
- 審核相關服務 — 包括一般由外聘核數師提供，但通常不包括在審核費用內的服務，例如審核本集團的退休金計劃、與併購活動有關的會計意見、對制度及／或程序進行內部監控檢討，以及就稅務或其他目的發表特別審核報告等。本集團邀請外聘核數師提供其作為核數師必須或最能勝任的服務。
- 與稅務有關的服務 — 包括所有稅務合規及稅務規劃服務，但不包括與審核有關的服務。本集團委聘外聘核數師提供其最能勝任的服務，而所有其他重要的稅務相關工作則由其他適當人士執行。
- 其他服務 — 包括例如財務盡職調查、審閱精算報告及計算方法、風險管理分析及評估，以及不涉及財務系統的顧問服務。外聘核數師亦獲允許協助管理層對於懷疑的違規事項作內部調查及實情調查。此等服務須由審核委員會特別批准。
- 一般顧問服務 — 外聘核數師不符合提供一般顧問服務的資格。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

Auditor's Remuneration

The fees in respect of audit services and non-audit services provided by the Company's external auditor Yongtuo Fuson CPA Limited and its affiliates for the Year were as follows:

Nature of services	服務性質	Amount payable
		應付金額 HK\$'000 港幣千元
Audit services	審核服務	2,100
Non-audit services	非審核服務	14
Total	總計	2,114

核數師酬金

本公司外聘核數師永拓富信會計師事務所有限公司及其聯屬公司於年內提供審核服務及非審核服務的費用如下：

EMPLOYEES' CODE OF CONDUCT

The Group places utmost importance on employees' ethical, personal and professional standards. Every employee is required to undertake to adhere to the code of conduct of the Group, and is expected to achieve the highest standards set out in the code of conduct including avoiding conflict of interest, discrimination or harassment. Employees are required to report any non-compliance with the code of conduct to the Management.

ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

The Board has adopted an anti-corruption and anti-bribery policy. It outlines guidelines and standards of conducts and aims to help the Group defend against corrupt practices and to report any reasonably suspected case of corruption and bribery or any attempts thereof, to the Management or through an appropriate reporting channel. The Group would not tolerate all forms of corruption and bribery among all employees and those acting in an agency or fiduciary capacity on behalf of the Group, and in its business dealing with third parties. The Board will review the anti-corruption and anti-bribery policy periodically to ensure its effectiveness and enforce the commitment of the Group to the prevention, deterrence, detection and investigation of all forms of corruption and bribery.

僱員行為守則

本集團極為重視僱員的道德、個人及專業水平。每名僱員均須承諾遵守本集團的行為守則，並期望均達到行為守則所訂的最高準則，包括避免利益衝突、歧視或騷擾。僱員須向管理層報告任何違反行為守則的情況。

反貪污及反賄賂制度

董事會採納了反貪污及反賄賂政策，其概述指引及行為準則，旨在幫助本集團防範貪污行為及向管理層或透過適當的舉報渠道舉報任何合理懷疑的貪污及賄賂個案，或該方面的任何企圖行為的責任。本集團絕不容忍所有僱員及以代理人或信託組織身份代表本集團的人士，以及其與第三方的業務來往之間進行任何形式的貪污及賄賂。董事會將定期檢討反欺詐及反貪污政策，以確保其成效，並履行本集團對防止、遏止、偵測及調查所有形式的貪污及賄賂的承諾。

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Group actively promotes investor relations and communication with the investment community during the Year. A policy on the Shareholders' communication, which is available on the website of the Company, was adopted and is subject to annual review by the Board to ensure its effectiveness and compliance with the prevailing regulatory and other requirements. During the Year, the Board has reviewed the implementation of the Shareholders' communication policy and considered the policy to be effective.

The Board is committed to providing clear and full information on the Group to the Shareholders through the publication of notices, announcements, circulars, interim and annual reports. Additional information on the Group is also available to the Shareholders and stakeholders through the "Investor Relations" page on the website of the Company.

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to convene a special general meeting

The Shareholders are encouraged to attend all general meetings of the Company. Pursuant to Section 74 of the Bermuda Companies Act, the shareholder(s) holding not less than one-tenth of the issued share capital of the Company and carrying voting rights at general meetings of the Company have statutory rights to call for special general meetings and put forward agenda items for consideration by the Shareholders, by sending the Company Secretary at the registered office address a written request for such general meetings, duly signed by the Shareholders concerned together with the proposed agenda items.

與股東的溝通及投資者關係

本集團於年內積極促進投資者關係以及與投資界的溝通。股東通訊政策(可於本公司網站閱覽)已獲採納，並由董事會每年檢討以確保其成效及符合現行的監管及其他規定。年內，董事會已檢討股東通訊政策的實施，並認為政策行之有效。

董事會透過刊發通告、公告、通函、中期報告與年報，致力為股東提供清晰及全面的本集團資料。股東及持份者亦可瀏覽本公司網站「投資者關係」頁面取得更多關於本集團的資料。

股東權利

股東召開股東特別大會的程序

本集團鼓勵股東出席本公司所有股東大會。根據百慕達公司法第74條，持有本公司已發行股本不少於十分之一附有於本公司股東大會投票權的股東，均有法定權利要求召開股東特別大會並提出議程以供股東考慮。股東只須致函註冊辦事處，向公司秘書提交由要求召開此等股東大會的相關股東正式簽署的書面要求及說明所建議討論的議程即可。

Procedures for Shareholders to put forward enquiries to the Board

The Shareholders may put forward enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

Email: ir@oceanwide.hk
Address: 64/F., Bank of China Tower,
1 Garden Road, Hong Kong

The Shareholders may also make enquiries to the Board at the general meetings of the Company.

Procedures for Shareholders to put forward proposals at general meetings

The Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders or of at least one hundred Shareholders in number, may put forward proposals for consideration at a general meeting of the Company by sending to the Company Secretary at the registered office address a written request for such proposals according to Sections 79 and 80 of the Bermuda Companies Act. All substantive resolutions at general meetings are decided on a poll which is conducted by the Company Secretary and scrutinised by the Hong Kong branch share registrar of the Company. The poll results are published on the websites of the Company and the Stock Exchange. In addition, regular updated financial, business and other information on the Group are made available on the website of the Company for the Shareholders and stakeholders.

股東向董事會提出查詢的程序

股東可以書面方式透過公司秘書向董事會提出查詢及提問，聯絡方式如下：

電郵： ir@oceanwide.hk
地址： 香港花園道1號
中銀大廈64樓

股東亦可於本公司股東大會上向董事會作出查詢。

股東於股東大會上提呈建議的程序

根據百慕達公司法第79條及第80條，佔全體股東總投票權不少於二十分之一的股東或人數至少為一百名的股東可以透過致函註冊辦事處，向公司秘書提交動議的書面要求，提呈該動議於本公司股東大會上考慮。股東大會上所有重要的決議案均按股數表決方式進行投票，投票由公司秘書安排進行，並由本公司的香港股份過戶登記分處監票。投票表決結果分別於本公司及聯交所網站公佈。此外，本公司網站登載定期更新的本集團財務、業務與其他資料，供股東及持份者閱覽。

CONSTITUTIONAL DOCUMENTS

The Shareholders have approved at the annual general meeting held on 26 May 2022 the proposed amendments (the “Amendments”) to the Bye-laws to bring the Bye-laws in line with (i) the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules which took effect on 1 January 2022; and (ii) the relevant requirements of the applicable laws of Bermuda, and to make other amendments to the Bye-laws including explicitly setting out the flexibility of the Company to hold general meetings in physical form, hybrid form or electronic form, as well as other corresponding and housekeeping amendments. Details of the Amendments are set out in the circular of the Company dated 28 April 2022.

The existing Bye-laws is available on both the websites of the Company and of the Stock Exchange.

DIVIDEND POLICY

The Board has adopted a dividend policy. This policy aims to safeguard the interests of the Shareholder(s) whilst preserving the Group’s liquidity for its business development. The Board has complete discretion on whether to pay a dividend, subject to the Shareholders’ approval, where applicable. The Company’s ability to pay dividends will depend upon, among other things, the Group’s operations, liquidity position and capital requirements, and such other factors as the Board may deem relevant. The payment of dividend is also subject to the Company’s applicable rules and regulations as well as the Bye-laws. There is no assurance that in any given year a dividend will be paid by the Company.

The Board will review this policy from time to time and may adopt changes as appropriate.

憲章文件

股東於2022年5月26日召開的股東周年大會上批准修訂公司細則(「該等修訂」)，以使公司細則所載條文與(i)於2022年1月1日生效的上市規則附錄三所載《核心的股東保障水平》；及(ii)百慕達適用法律的相關規定一致，以及對公司細則作出其他修訂，包括明確載列本公司以實體方式、混合方式或電子方式舉行股東大會的靈活性以及其他相應及內務修訂。該等修訂的詳情載於本公司2022年4月28日的通函。

現行的公司細則已上載於本公司及聯交所網站。

股息政策

董事會已採納股息政策。該政策旨在保障股東的利益，同時保持本集團的流動資金以供其業務發展。董事會對是否派發股息有絕對的酌情權，並適時尋求股東批准。本公司派發股息的能力將視乎(其中包括)本集團的營運、流動資金狀況及資本要求，以及董事會可能視作相關的該等其他因素。派發股息亦受於本公司適用的規則及法規以及公司細則所規限。本公司並不保證於任何特定年度內派發股息。

董事會將不時檢討該政策，並適時作出修訂。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the Group's risk management and internal control systems (the "Systems") and reviews their effectiveness annually. Such Systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and establishing and maintaining appropriate and effective Systems.

The Management manages risks effectively through identifying every potential issue that may affect the business of the Group, thus ensuring to provide reasonable assurance in achieving the objectives of the Group within a sustainable range. The Group adopts the Enterprise Risk Management – Integrated Framework issued by the Committee of Sponsoring Organisations of the Treadway Commission for risk management. The Group's risk management process involves the identification, evaluation, response, monitoring and reporting of risks. After risks that may potentially affect the Group's business and operations are identified by the Management, the Board will perform risk assessment by prioritising the identified risks to determine key risks exposed to the Group and discuss measures to mitigate such key risks. Besides, existing risk mitigation measures are subject to regular monitoring by the Management.

風險管理與內部監控

董事會確認其就本集團風險管理及內部監控系統(「系統」)的責任並每年檢討其成效。該系統旨在管理而非消除未能達成業務目標的風險，並僅能對不會有重大錯誤陳述或損失提供合理但非絕對的保證。

董事會全權負責評估及釐定為達成本集團戰略目標所願承擔的風險性質及程度，並建立及維持適當及有效的系統。

管理層通過識別各個有可能影響本集團業務的潛在事項，有效地管理風險，以確保在可承擔的範圍內，為實現本集團目標提供合理保證。本集團就風險管理採用美國反虛假財務報告委員會下屬的發起人委員會的企業風險管理整體框架。本集團的風險管理流程涉及風險識別、評估、回應、監控及報告。管理層識別可能潛在影響本集團業務及營運的風險後，董事會將進行風險評估，確定所識別風險的優先次序，以釐定本集團所面對的主要風險，並討論緩解該等主要風險的措施。此外，現有的風險緩解措施由管理層定期監控。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

If material internal control defect was noted, the Company would conduct continuous tracking for the improvement of internal control defects to ensure proper remediation.

The Management has established appropriate internal control procedures against key risks, which mainly include the followings:

- 1) Business plans and budgets are prepared annually by the Management and subject to review and approval by both the executive management team and the Board. Reforecasts for the current year are prepared by the Group on a quarterly basis and compared for variances to the budget. When setting budgets and reforecasts, the Management identifies, evaluates and reports on the likelihood and potential financial impact of significant business risks.
- 2) The Board reviews monthly management reports on the financial results and key operating statistics of the business. In addition, the Chairman and CEO holds periodic meetings with the executive management team and senior management of business operations to review the business performance and the significant business risk sensitivities and strategies. CFO also holds monthly meetings with financial controllers of business operations to review the financial performance and to address accounting and finance related matters.
- 3) The Company maintains a centralised cash management system for its subsidiaries' operations and the finance department of the Company is responsible to oversee the investment and lending activities of the Group. Treasury reports on cash and liquid investments of the Group and movements thereof are distributed weekly.

倘發現重大內部監控缺陷，本公司將持續追蹤內部監控缺陷的改善情況，確保得到妥善解決。

管理層已針對主要風險設立適當的內部監控程序，主要包括以下方面：

- 1) 業務計劃與預算由管理層按年編製，並須由行政管理隊伍與董事會審批。本集團每季修訂該年度的業務預算，並與原來的預算作出變動比較。在編製預算與修訂預測時，管理層會確定、評估與匯報出現重大業務風險的可能性與其潛在的財務影響。
- 2) 董事會審閱載有業務的財務業績與主要營運統計數據的每月管理報告。此外，主席及總裁與行政管理隊伍和負責業務運作的高級管理人員定期舉行會議，以檢討業務表現與重大業務風險的敏感因素和策略。財務總監亦會與業務營運的財務主管舉行每月會議，以審閱財務表現及處理會計與財務相關事宜。
- 3) 本公司為其附屬公司營運維持中央現金管理制度，而本公司財務部負責監管本集團的投資與借貸活動，並每週發出有關本集團現金和流動投資與有關變動的庫務報告。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

- 4) CFO has established guidelines and procedures for the approval and control of expenditures. Operating expenditures are subject to overall budget control and are controlled within each business with approval levels set by reference to the level of responsibility of each executive and officer. Capital expenditures are subject to overall control within the annual budget review and approval process, and more specific control and approval prior to commitment by CFO or the executive Directors are required for unbudgeted expenditures and material capital expenditures within the approved budget.
- 5) The Procedures for Reporting Possible Improprieties in Matters of Financial Reporting, Internal Control or Other Matters (the “Procedures”) has already been published on the website of the Company for encouraging the employees of the Company and other stakeholders who are dealing with the Group to report to the Audit Committee any suspected improprieties, misconducts or malpractices within the Group. The Group will assure that the whistleblower is free from any unfair dismissal or punishment for any authentic whistle-blowing made according to the Procedures.
- 6) The Company has already established internal control measures for the respective handling and dissemination of inside information. After any inside information has or shall have been known to the executives of the Group during the process of performing their duties under reasonable conditions, such inside information shall be disclosed to the public as soon as practicable, unless the “Safe Harbor Provisions” under the SFO are applicable. The inside information will be disclosed through the websites of the Company and the Stock Exchange, or announced by other means or methods as prescribed by the Listing Rules from time to time. Such disclosure is subject to the approval by the Board before publication. The inside information may only be announced through other channels after being announced in the form of an announcement through the websites of the Company and the Stock Exchange.
- 4) 財務總監已為開支的批准與監控訂立指引與程序。經營支出均須根據整體預算作出監控，並以各業務為單位按各行政人員及主任的職責輕重相稱的開支批核水平進行監控。資本性支出須按照年度預算檢討及批核程序進行全面監控，未列入預算案的開支及在經批核預算內的重重大資本性支出，則須於撥出前由財務總監或執行董事作出更具體的監控與批准。
- 5) 《處理舉報有關財務匯報、內部監控或其他事宜之可能屬不當行為之程序》(「程序」)已於本公司網站上發佈，鼓勵本公司僱員及與本集團有業務往來的其他持份者向審核委員會舉報本集團內任何懷疑屬違規、失當或不良的行為，本集團將會保障舉報者不會因按照程序作出任何真實舉報而遭受不公平解僱或懲處。
- 6) 本公司已制定有關處理及發佈內幕消息的內部監控措施，在任何內幕消息已經或於合理情況下應已為本集團行政人員在履行其職責過程中獲悉後，應在切實可行的情況下盡快向公眾披露該內幕消息，除非《證券及期貨條例》下的「安全港條文」適用於該個案。內幕消息將透過本公司和聯交所網站披露，或按上市規則不時規定的其他途徑或方式公佈。有關披露在發佈前須經由董事會批准。內幕消息以公告形式透過本公司和聯交所網站發佈後方可通過其他渠道發佈。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告(續)

In view of the Group's businesses and scale of operations, and in order to adopt the cost-effective method of conducting periodic reviews of the Systems, the Company does not establish a standalone internal audit department. However, the Group has engaged an independent professional adviser (the "Internal Control Adviser") to perform independent appraisal of the adequacy and effectiveness of certain subsidiaries' Systems for the Year. The Board believes that the involvement of the external consultant could enhance the objectivity and transparency of evaluation process. The Internal Control Adviser reports directly to the Audit Committee and independently reviews and assesses the design and the effectiveness of the Systems by adopting a risk-based audit approach. An internal control review report with the relevant findings and recommendations has reported to the Audit Committee. The Board would take appropriate actions to improve the Systems as recommended by the Internal Control Adviser.

The Board, through the Audit Committee, has conducted a review of the effectiveness of the Systems for the Year, which covered risk management functions and all material financial, operational and compliance controls, and is satisfied that the Systems are effective and adequate. In addition, the Board has also reviewed and is satisfied with the adequacy of resources, staff qualifications and experience and training programmes and budget in financial reporting functions and those relating to the Group's environmental, social and governance performance and reporting.

鑒於本集團的業務及營運規模，以及為採納最具成本效益的定期審閱系統方法，本公司並未設立獨立內部審核部門。然而，本集團已委聘一名獨立專業顧問（「內部監控顧問」）就年內若干附屬公司的系統是否充足及有效展開獨立評估。董事會認為外部顧問的參與可增加評估程序的客觀性和透明度。內部監控顧問直接向審核委員會匯報，並採取風險為本的審計方針，獨立審閱及評估系統的設計及有效性。內部監控評估報告連同有關發現及建議已向審核委員會匯報。董事會將按照內部監控顧問的建議採取適當措施，以改善系統。

董事會於年內已透過審核委員會檢討系統成效，涵蓋風險管理職能以及所有重大的財務、營運及合規監控，並信納系統屬有效與充足。此外，董事會亦已檢討並信納本集團在財務匯報職能，以及與本集團環境、社會及管治表現及匯報相關的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算均屬充足。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



永拓富信會計師事務所有限公司
YONGTUO FUSON CPA LIMITED

**TO THE SHAREHOLDERS OF
CHINA OCEANWIDE HOLDINGS LIMITED**
(incorporated in Bermuda with limited liability)

致中泛控股有限公司股東

(於百慕達註冊成立的有限公司)

DISCLAIMER OF OPINION

不發表意見

We were engaged to audit the consolidated financial statements of China Oceanwide Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 117 to 321, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated income statement and consolidated statement of other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

我們獲聘審核第117至321頁所載的中泛控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，包括於2022年12月31日的綜合財務狀況表，以及截至該日止年度的綜合收益表及綜合其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括主要會計政策概要)。

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to form an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們不會就貴集團的綜合財務報表發表意見。由於本報告「不發表意見的基礎」一節所述事項的重要性，我們未能就該等綜合財務報表發表審核意見。在所有其他方面，我們認為綜合財務報表已遵照香港《公司條例》的披露規定妥為編製。

BASIS FOR DISCLAIMER OF OPINION

Multiple uncertainties relating to going concern

As described in Note 3(c) to the consolidated financial statements, during the year ended 31 December 2022, the Group incurred a net loss attributable to the shareholders of the Company of approximately HK\$2,420,051,000 and a net operating cash outflow of approximately HK\$181,081,000 and, as of that date, the Group had properties under development of approximately HK\$9,142,311,000 which were classified as current assets while expected to be completed and recovered after one year. Excluding these properties under development, which are illiquid in nature, the Group's current liabilities exceeded its current assets by approximately HK\$14,851,930,000 as at 31 December 2022. In addition, the Group's businesses in real estate development in the U.S. and energy sector in Indonesia are capital intensive in nature and funding the continuous development of these businesses would require substantial capital in the foreseeable future. As at 31 December 2022, the Group's contracted but not provided for capital commitments were of approximately HK\$1,482,873,000.

As at 31 December 2022, the Group had indebtedness, including borrowings and lease liabilities of approximately HK\$3,019,459,000 and HK\$15,024,000, respectively which will fall due within twelve months from the date of 31 December 2022. Amongst the Group's borrowings, as at the date of this report, the Group was in default in respect of borrowings with principal amount of approximately HK\$3,019,459,000 due to the events of default of late or overdue payment of loan principal and interest or cross-default with other borrowings, which, as a consequence, would be immediately repayable if and when requested by the lenders.

不發表意見的基礎

有關持續經營的多項不確定因素

誠如綜合財務報表附註3(c)所載述，截至2022年12月31日止年度，貴集團產生貴公司股東應佔虧損淨額約港幣2,420,051,000元及營運現金流出淨額約港幣181,081,000元，而截至該日，貴集團的發展中物業為約港幣9,142,311,000元，分類為流動資產，預計於一年後落成及收回。於2022年12月31日，倘撇除該等性質屬非流動的發展中物業，則貴集團的流動負債將較其流動資產超出約港幣14,851,930,000元。此外，貴集團的美國房地產開發業務及印尼能源電力業務屬資本密集性質，在可見將來為該等業務的持續發展融資將需要大量資本。於2022年12月31日，貴集團的已訂約但未撥備的資本承擔為約港幣1,482,873,000元。

於2022年12月31日，貴集團的債項（包括借款及租賃負債）分別為約港幣3,019,459,000元及港幣15,024,000元，該等債項將自2022年12月31日起計十二個月內到期。在貴集團的借款中，於本報告日期，由於發生遲繳或逾期支付貸款本金及利息的違約事件或與其他借款的交叉違約事件，貴集團拖欠本金金額約港幣3,019,459,000元的借款，而有關拖欠款項因此在貸款方要求時須立即償還。

INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告(續)

These conditions, together with other matters described in Note 3(c) to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

The directors of the Company have been undertaking a number of measures and actions to improve the Group's liquidity and financial position, and to meet its liabilities as and when they fall due, which are set out in Note 3(c) to the consolidated financial statements.

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of the following plans and measures to generate adequate financing and operating cash flows for the Group, which are subject to multiple uncertainties, including:

- (i) Successful execution and completion of the Extension (as defined in Note 3(c) to the consolidated financial statements) in accordance with the terms and conditions, amounts and timing anticipated by the Group;
- (ii) Successful execution and completion of the Assets Restructuring Plans (as defined in Note 3(c) to the consolidated financial statements) to reduce the overall indebtedness of the Group, thereby to reduce the recurring finance cost and working capital burden of the Group; and
- (iii) Successful execution and completion of the Financing Plans (as defined in Note 3(c) to the consolidated financial statements) in refinancing and/or renewing existing borrowings, and/or obtaining of new and additional sources of funding as and when needed to finance the settlement of its existing financial obligations, commitments and future operating and capital expenditures, as well as to maintain sufficient cash flows for the Group's operations.

該等狀況連同綜合財務報表附註3(c)所述的其他事項顯示存在重大不確定因素，可能對貴集團繼續以持續基準經營的能力構成重大疑問。

貴公司董事已採取多項措施及行動以改善貴集團的流動資金及財務狀況，及於到期時償還其負債，有關詳情載於綜合財務報表附註3(c)。

綜合財務報表以持續經營為編製基礎，其有效性取決於以下計劃及措施的結果，為貴集團產生充足的融資及經營現金流，且當中涉及多項不確定因素，包括：

- (i) 根據條款及條件、貴集團預料的金額及時間成功執行及完成延期(定義見綜合財務報表附註3(c))；
- (ii) 成功執行及完成資產重組計劃(定義見綜合財務報表附註3(c))以減低貴集團的整體債項，因而減低貴集團的經常性融資成本及營運資金壓力；及
- (iii) 成功執行及完成融資計劃(定義見綜合財務報表附註3(c))，以為現有借款進行再融資及／或重續，及／或在有需要時取得新的額外資金來源，以為清償其現有財務責任、承擔及未來經營及資本開支提供資金，並為貴集團營運維持充足現金流量。

INDEPENDENT AUDITOR'S REPORT (Continued)

獨立核數師報告(續)

Should the Group fail to achieve the abovementioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effects of these adjustments have not been reflected in these consolidated financial statements.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors of the Company are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors of the Company in discharging their responsibility in this regard.

倘貴集團未能實現上述計劃及措施，則可能未能繼續以持續基準經營，並將須作出調整以將貴集團資產的賬面值撇減至可收回金額，為可能產生的任何進一步負債計提撥備，以及將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整的影響尚未反映於該等綜合財務報表。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案，則作別論。

貴公司董事亦負責監督貴集團的財務報告流程。審核委員會協助貴公司董事履行彼等在此方面的責任。

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA and to issue an auditor's report. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act and our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to form an audit opinion on these consolidated financial statements.

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.

The engagement partner on the audit resulting in the independent auditor's report is Lee Yan Fai.

Yongtuo Fuson CPA Limited

Certified Public Accountants

Lee Yan Fai

Practising Certificate Number P06078

Hong Kong, 31 March 2023

核數師就審計綜合財務報表承擔的責任

我們的責任為根據香港會計師公會所頒佈的《香港審計準則》(「香港審計準則」)就貴集團的綜合財務報表進行審核，並根據百慕達公司法第90條及委聘的協定條款僅向閣下(作為整體)發出核數師報告，除此以外別無其他用途。我們不會就本報告的內容向任何其他人士負上責任或承擔任何法律責任。然而，由於我們報告中「不發表意見的基礎」一節述事項，我們未能取就該等綜合財務報表發表審核意見。

根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)，我們獨立貴集團，並已履行守則中的其他道德責任。

出具獨立核數師報告的審核委聘合夥人為李恩輝。

永拓富信會計師事務所有限公司

執業會計師

李恩輝

執業證書編號 P06078

香港，2023年3月31日

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 December 2022 截至2022年12月31日止年度

		Note	2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Revenue	收入	7	28,024	111,304
Cost of sales	銷售成本		(2,495)	(9,957)
Gross profit	毛利		25,529	101,347
Other net losses	其他淨虧損	8(a)	(782,237)	(4,210,555)
Selling and distribution costs	銷售及分銷成本		(314)	(1,474)
Administrative expenses	行政費用		(191,210)	(211,153)
Operating loss	營業虧損		(948,232)	(4,321,835)
Loss in respect of deconsolidation of subsidiaries and related financial guarantee contracts	出表子公司及相關財務擔保合同的虧損	39	(453,606)	—
Interest expense	利息開支	10	(917,196)	(1,079,144)
Loss before tax	除稅前虧損	8	(2,319,034)	(5,400,979)
Income tax (expense)/credit	所得稅(支出)/抵免	9	(107,883)	29,736
Loss for the year	年內虧損		(2,426,917)	(5,371,243)
Loss for the year attributable to:	以下應佔的年內虧損：			
— Shareholders of the Company	— 本公司股東		(2,420,051)	(5,359,792)
— Non-controlling interests	— 非控股權益		(6,866)	(11,451)
			(2,426,917)	(5,371,243)
Basic and diluted loss per share attributable to shareholders of the Company	本公司股東應佔的每股基本及攤薄虧損	11	HK(14.99) cents 港幣(14.99)仙	HK(33.20) cents 港幣(33.20)仙

The notes on pages 126 to 321 are an integral part of these consolidated financial statements.

第126頁至第321頁的附註為本綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2022 截至2022年12月31日止年度

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
	Note 附註		
Loss for the year	年內虧損	(2,426,917)	(5,371,243)
Other comprehensive income/ (expenses):	其他全面收益／(開支)：		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益的 項目：</i>		
Translating financial statements of foreign operations:	換算海外業務財務報表：		
— Gains taken to reserves	— 計入儲備的利得	20,871	94,794
— Release of reserves upon deconsolidation of subsidiaries	— 子公司出表後釋出 儲備	39 (209,666)	—
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益的 項目：</i>		
Equity investments at fair value through other comprehensive income:	按公允價值計入其他全面 收益的股本投資：		
— Net valuation gains taken to reserves	— 計入儲備的估值淨利得	—	439
Other comprehensive (expenses)/ income for the year, net of tax*	年內除稅後其他全面 (開支)／收益*	(188,795)	95,233
Total comprehensive expenses for the year	年內全面開支總額	(2,615,712)	(5,276,010)
Total comprehensive expenses for the year attributable to:	以下應佔的全面開支總額：		
— Shareholders of the Company	— 本公司股東	(2,609,333)	(5,270,703)
— Non-controlling interests	— 非控股權益	(6,379)	(5,307)
		(2,615,712)	(5,276,010)

* There was no tax effect on each component of the other comprehensive income/(expenses) for the years ended 31 December 2022 and 2021.

* 截至2022年及2021年12月31日止年度，其他全面收益／(開支)的各組成部分概無稅務影響。

The notes on pages 126 to 321 are an integral part of these consolidated financial statements.

第126頁至第321頁的附註為本綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2022 於 2022 年 12 月 31 日

			2022	2021
			2022 年	2021 年
		Note	HK\$'000	HK\$'000
		附註	港幣千元	港幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Properties, plant and equipment	物業、機器及設備	16	2,514,871	2,539,031
Investment properties	投資物業	17	4,227,984	5,540,371
Right-of-use assets	使用權資產	18(a)	21,509	56,077
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益的財務資產		—	—
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	20	600,797	604,860
Deferred income tax assets	遞延所得稅資產	25	—	99,369
			7,365,161	8,839,708
Current assets	流動資產			
Properties under development	發展中物業	21	9,142,311	12,264,978
Trade receivables	應收賬款	22	—	23,885
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	20	19,188	78,900
Restricted cash	受限制現金	23	8,298	39,828
Cash and cash equivalents	現金及現金等價物	23	4,865	15,702
			9,174,662	12,423,293
Total assets	資產總值		16,539,823	21,263,001
EQUITY	權益			
Equity attributable to shareholders of the Company	本公司股東應佔權益			
Share capital	股本	26	1,614,265	1,614,265
Reserves	儲備		(365,046)	2,244,287
			1,249,219	3,858,552
Non-controlling interests	非控股權益	37	388,115	394,494
Total equity	權益總額		1,637,334	4,253,046

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

綜合財務狀況表(續)

At 31 December 2022 於 2022 年 12 月 31 日

		Note	2022 2022 年 HK\$'000 港幣千元	2021 2021 年 HK\$'000 港幣千元
		附註		
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	18(b)	18,208	46,572
Amount due to an intermediate holding company	應付一間中間控股公司款項	33(f)	—	8,505,057
Deferred income tax liabilities	遞延所得稅負債	25	—	321,685
			18,208	8,873,314
Current liabilities	流動負債			
Deposits received, other payables and accruals	已收按金、其他應付款項及應計項目	24	2,211,286	2,306,267
Borrowings	借貸	27	3,019,459	5,752,539
Obligations in respect of deconsolidated subsidiaries	有關出表子公司的責任	19	649,937	—
Lease liabilities	租賃負債	18(b)	15,024	37,761
Amount due to an intermediate holding company	應付一間中間控股公司款項	33(f)	8,856,234	—
Amount due to immediate holding company	應付直接控股公司款項	33(f)	114,769	—
Current income tax liabilities	流動所得稅負債		17,572	40,074
			14,884,281	8,136,641
Total liabilities	負債總額		14,902,489	17,009,955
Total equity and liabilities	權益及負債總額		16,539,823	21,263,001

The notes on pages 126 to 321 are an integral part of these consolidated financial statements.

第 126 頁至第 321 頁的附註為本綜合財務報表的一部分。

The consolidated financial statements on pages 117 to 321 were approved by the Board of Directors.

第 117 頁至第 321 頁的綜合財務報表乃經董事會批准。

LIU Guosheng

劉國升

Chairman

主席

LIU Hongwei

劉洪偉

Director

董事

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 截至2022年12月31日止年度

			2022	2021
			2022年	2021年
		Note	HK\$'000	HK\$'000
		附註	港幣千元	港幣千元
Operating activities	經營業務			
Cash used in operating activities before finance costs, tax paid and changes in working capital	未計融資成本、已付稅項及營運資金變動的經營業務所用現金	28(a)	(154,704)	(117,052)
Changes in working capital	營運資金的變動	28(b)	(20,543)	(93,758)
Cash used in operations	經營所用現金		(175,247)	(210,810)
Interest received	已收利息		94	445
Tax paid	已付稅項		(5,928)	(20,606)
Net cash used in operating activities	經營業務所用現金淨額		(181,081)	(230,971)
Investing activities	投資業務			
Proceeds from disposal of properties under development	來自出售發展中物業的所得款項		740,700	—
Net cash outflow arising on deconsolidation of subsidiaries	出表子公司產生的現金流出淨額	28(c)	(59,682)	—
Purchases of properties, plant and equipment	購買物業、機器及設備		(40)	(120)
Additions to investment properties	添置投資物業		—	(13,215)
Proceeds from disposal of financial assets at fair value through other comprehensive income	來自出售按公允價值計入其他全面收益的財務資產的所得款項		—	2,848
Proceeds from disposal of property, plant and equipment	來自出售物業、機器及設備的所得款項		276	—
Decrease in restricted cash	受限制現金減少		83	—
Net cash generated from/(used in) investing activities	投資業務所產生/(所用)的現金淨額		681,337	(10,487)

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

綜合現金流量表(續)

For the year ended 31 December 2022 截至2022年12月31日止年度

			2022	2021
		Note	2022年	2021年
		附註	HK\$'000	HK\$'000
			港幣千元	港幣千元
Financing activities	融資業務			
Repayment of bank and other loans	償還銀行及其他貸款	28(d)	(284,588)	(1,119,871)
Redemption of convertible note	贖回可換股票據	28(d)	—	(9,600)
Proceeds from borrowings from an intermediate holding company	來自一間中間控股公司借貸的所得款項	28(d)	95,354	1,897,363
Repayment of borrowings to an intermediate holding company	向一間中間控股公司償還借貸	28(d)	—	(17,391)
Proceeds from borrowings from the immediate holding company	來自直接控股公司借貸的所得款項	28(d)	115,420	—
Interest paid	已付利息		(451,143)	(589,033)
Repayment of principal and interest elements of lease liabilities	償還租賃負債的本金和利息部分	28(d)	(14,759)	(19,886)
Decrease in restricted cash	受限制現金減少		29,614	79,774
Net cash (used in)/generated from financing activities	融資業務(所用)/所產生現金淨額		(510,102)	221,356
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(9,846)	(20,102)
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物		15,702	35,235
Exchange (losses)/gains on cash and cash equivalents	現金及現金等價物匯兌(虧損)/利得		(991)	569
Cash and cash equivalents at 31 December	於12月31日的現金及現金等價物		4,865	15,702
Analysis of unsecured and unrestricted cash	無抵押及不受限制現金分析			
Cash and cash equivalents — Cash at banks and on hand	現金及現金等價物 — 銀行存款及手頭現金		4,865	15,702

The notes on pages 126 to 321 are an integral part of these consolidated financial statements.

第126頁至第321頁的附註為本綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2022 截至2022年12月31日止年度

		Attributable to shareholders of the Company 本公司股東應佔									
		Fair value through other comprehensive income reserve (Note (i) below)							Non- controlling		
		Share capital	Share premium	Exchange reserve	計入其他 全面收益儲備 (下文附註(i))	Convertible note equity reserve	Other reserves (Note (ii) below)	Accumulated losses	Sub-total	interests	Total equity
		股本	股份溢價	匯兌儲備	全面收益儲備 (下文附註(i))	可換股票據 權益儲備	其他儲備 (下文附註(ii))	累計虧損	小計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2022	於2022年1月1日	1,614,265	8,181,541	250,685	(269,662)	21,621	(49,421)	(5,890,477)	3,858,552	394,494	4,253,046
Other comprehensive income	其他全面收益										
Translating financial statements of foreign operations:	換算海外業務財務報表：										
– Gains taken to reserves	– 計入儲備的利得	–	–	20,274	–	–	110	–	20,384	487	20,871
– Release of reserves upon deconsolidation of subsidiaries	– 子公司出表後釋出儲備	–	–	(261,622)	–	–	51,956	–	(209,666)	–	(209,666)
Net (losses)/gains recognised directly in equity:	直接於權益確認的淨(虧損)/利得：	–	–	(241,348)	–	–	52,066	–	(189,282)	487	(188,795)
Loss for the year	年內虧損	–	–	–	–	–	–	(2,420,051)	(2,420,051)	(6,866)	(2,426,917)
Total comprehensive (expenses)/ income	全面(開支)/收益總額	–	–	(241,348)	–	–	52,066	(2,420,051)	(2,609,333)	(6,379)	(2,615,712)
At 31 December 2022	於2022年12月31日	1,614,265	8,181,541	9,337	(269,662)	21,621	2,645	(8,310,528)	1,249,219	388,115	1,637,334

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

綜合權益變動表(續)

For the year ended 31 December 2022 截至2022年12月31日止年度

		Attributable to shareholders of the Company 本公司股東應佔									
				Fair value through other comprehensive income		Convertible note equity reserve	Other reserves (Note below)	Accumulated losses	Sub-total	Non- controlling interests	Total equity
		Share capital 股本	Share premium 股份溢價	Exchange reserve 匯兌儲備	按公允價值 計入其他 全面收益儲備	可換股票據 權益儲備	其他儲備 (下文附註)	累計虧損	小計	非控股權益	權益總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 January 2021	於2021年1月1日	1,614,265	8,181,541	162,424	(270,101)	21,621	(49,810)	(530,685)	9,129,255	399,801	9,529,056
Other comprehensive income	其他全面收益										
Translating financial statements of foreign operations:	換算海外業務財務報表：										
– Gains taken to reserves	– 計入儲備的利得	–	–	88,261	–	–	389	–	88,650	6,144	94,794
Equity investments at fair value through other comprehensive income:	按公允價值計入其他全面收益的股本投資：										
– Net valuation gains taken to reserves	– 計入儲備的估值淨利得	–	–	–	439	–	–	–	439	–	439
Net gains recognised directly in equity:	直接於權益確認的淨利得：	–	–	88,261	439	–	389	–	89,089	6,144	95,233
Loss for the year	年內虧損	–	–	–	–	–	–	(5,359,792)	(5,359,792)	(11,451)	(5,371,243)
Total comprehensive income/ (expenses)	全面收益/(開支)總額	–	–	88,261	439	–	389	(5,359,792)	(5,270,703)	(5,307)	(5,276,010)
At 31 December 2021	於2021年12月31日	1,614,265	8,181,541	250,685	(269,662)	21,621	(49,421)	(5,890,477)	3,858,552	394,494	4,253,046

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

綜合權益變動表 (續)

For the year ended 31 December 2022 截至2022年12月31日止年度

Notes:

(i) Fair value through other comprehensive income reserve

The amount represents the accumulated changes in fair value of the Group's non-publicly traded listed equity securities. Details of which are set out in Note 5(d).

(ii) Other reserves

Other reserves comprise other properties revaluation reserve, merger reserve, capital redemption reserve and other reserve.

附註：

(i) 按公允價值計入其他全面收益儲備

該金額指按本集團非公開買賣上市股票證券的公允價值累計變動。有關詳情載於附註5(d)。

(ii) 其他儲備

其他儲備包括其他物業重估儲備、合併儲備、資本贖回儲備及其他儲備。

		Other properties revaluation reserve	Merger reserve	Capital redemption reserve	Other reserve	Total
		其他物業 重估儲備 HK\$'000 港幣千元	合併儲備 HK\$'000 港幣千元	資本贖回 儲備 HK\$'000 港幣千元	其他儲備 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
At 1 January 2021	於2021年1月1日	13,235	(913)	3,558	(65,690)	(49,810)
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	13,624	(913)	3,558	(65,690)	(49,421)
At 31 December 2022	於2022年12月31日	—	(913)	3,558	—	2,645

The notes on pages 126 to 321 are an integral part of these consolidated financial statements.

第126頁至第321頁的附註為本綜合財務報表的一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION

China Oceanwide Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) are principally engaged in real estate development in the United States of America (the “United States” or “U.S.”), development in the energy sector in the Republic of Indonesia (“Indonesia”) and finance investments. The Group has also engaged in property investments in the People’s Republic of China (the “PRC”) before deconsolidation of certain subsidiaries which own the Group’s property investments in the PRC on 1 April 2022 (Note 3(b)(i)).

The Company is a limited liability company incorporated in Bermuda and the shares of which are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company’s immediate parent is Oceanwide Holdings International Co., Ltd., a private limited company incorporated in the British Virgin Islands (“BVI”). 泛海控股股份有限公司 (Oceanwide Holdings Co., Ltd., “Oceanwide Holdings”, a joint stock company incorporated in the PRC with limited liability whose shares are listed on the Shenzhen Stock Exchange) is an indirect controlling shareholder of the Company. The directors of the Company consider its ultimate parent is Tohigh Holding Company Limited (a private limited company incorporated in the PRC) and the ultimate controlling party of the Company is Mr. Lu Zhiqiang.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

1 一般資料

中泛控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要於美利堅合眾國(「美國」)從事房地產開發、於印度尼西亞共和國(「印尼」)從事能源電力行業發展及從事金融投資。於2022年4月1日出表若干擁有本集團於中華人民共和國(「中國」)的物業投資的附屬公司(附註3(b)(i))之前，本集團亦於中國從事物業投資。

本公司為一間於百慕達註冊成立的有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。本公司的註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司的直接母公司為泛海控股國際有限公司(一間於英屬維爾京群島(「英屬維爾京群島」)註冊成立的私人有限公司)。泛海控股股份有限公司(「泛海控股」，一間於中國成立的股份有限公司，其股份於深圳證券交易所上市)為本公司的間接控股股東。本公司董事認為其最終母公司為通海控股有限公司(於中國註冊成立的私人有限公司)，而本公司之最終控制方為盧志強先生。

除非另有註明，否則本綜合財務報表以港幣呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendment to HKFRS 16	<i>Covid-19-Related Rent Concessions</i>
Amendment to HKAS 16	<i>Property, plant and Equipment — Proceeds before Intended Use</i>
Amendment to HKAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i>
Amendment to HKFRSs	<i>Annual Improvements to HKFRSs 2018-2020</i>

The application of the amendments to HKFRSs in the current year has had no material effect on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

2 應用香港財務報告準則 (「香港財務報告準則」)

(a) 於本年度強制生效的香港財務報告準則的修訂

於本年度，本集團在編製綜合財務報表時已應用以下由香港會計師公會(「香港會計師公會」)首次頒佈的香港財務報告準則的修訂，有關修訂於2022年1月1日開始的年度期間強制生效：

香港財務報告準則 第3號修訂	<i>提述概念框架</i>
香港財務報告準則 第16號修訂	<i>新冠病毒相關 租金減免</i>
香港會計準則 第16號修訂	<i>物業、機器及 設備 — 擬定 用途前的 所得款項</i>
香港會計準則 第37號修訂	<i>虧損合約 — 履約成本</i>
香港財務報告 準則修訂	<i>香港財務報告 準則2018年 至2020年 年度改進</i>

本年度應用香港財務報告準則修訂對本集團本期間及過往期間的財務表現及狀況及／或本綜合財務報表所載披露並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (CONTINUED)

(b) New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendment to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for annual periods beginning on or after 1 January 2024.

The directors of the Company anticipate that the application of all these new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2 應用香港財務報告準則 (「香港財務報告準則」) (續)

(b) 已頒佈但尚未生效的新訂香港財務報告準則及修訂

本集團並無提早採納以下已頒佈但尚未生效的新訂香港財務報告準則及修訂：

香港財務報告準則第17號 (包括2020年10月及2022年2月香港財務報告準則第17號修訂)	保險合約 ¹
香港財務報告準則第10號及香港會計準則第28號修訂	投資者與其聯營公司或合營企業之間資產出售或投入 ²
香港財務報告準則第16號修訂	售後租回租賃負債 ³
香港會計準則第1號修訂	將負債分類為流動或非流動及香港詮釋第5號(2020年)的相關修訂 ¹
香港會計準則第1號及香港財務報告準則實務公告第2號修訂	會計政策的披露 ¹
香港會計準則第8號修訂	會計估計的定義 ¹
香港會計準則第12號修訂	與單一交易產生的資產及負債相關的遞延稅項 ¹

¹ 對於2023年1月1日或以後開始的年度期間生效。

² 對於待確定之日期或以後開始的年度期間生效。

³ 對於2024年1月1日或以後開始的年度期間生效。

本公司董事預計應用所有該等新訂香港財務報告準則及修訂於可預見的未來將不會對綜合財務報表造成重大影響。

3 BASIS OF PREPARATION

(a) Statement of compliance and basis of measurement

The consolidated financial statements of the Company have been prepared in accordance with all applicable HKFRSs, including Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of investment properties and financial assets at fair value through other comprehensive income, which are carried at fair value at subsequent reporting date.

For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires the directors of the Company 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 6.

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

3 編製基準

(a) 遵例聲明及計量基準

本公司的綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈的所有適用香港財務報告準則包括香港會計準則(「香港會計準則」)及詮釋以及香港公司條例(第622章)的披露規定編製。此外，綜合財務報表亦載有香港聯合交易所有限公司證券上市規則規定的適用披露事項。綜合財務報表乃按歷史成本基準編製，惟於隨後的報告日期以公允價值列賬的投資物業重估及按公允價值計入其他全面收益的財務資產除外。

就編製綜合財務報表的目的而言，當可合理預期該等資料會影響主要使用者的決策，該等資料則被視為屬重大。

編製符合香港財務報告準則的財務報表須採用若干關鍵會計估計。於應用本集團會計政策過程中亦須本公司董事作出判斷。有關範疇涉及較多判斷或較複雜或對綜合財務報表有重大影響的假設及估計的範疇於附註6中披露。

歷史成本一般按交換貨品及服務所付代價的公允價值計算。

3 BASIS OF PREPARATION (CONTINUED)

(b) Deconsolidation of subsidiaries during the year

(i) Shanghai Properties

As stated in the announcement of the Company dated 15 February 2022, (i) OCM Harbour Investments Pte. Ltd. (“OCM” the mortgage loan lender of the Group’s property investments located in Shanghai, the PRC (the “Shanghai Properties”)) has issued a letter dated 14 February 2022 stating that OCM has decided to enforce the security for the loan due to debt default; (ii) the Company has received a letter dated 14 February 2022 addressed to China Oceanwide Property Holdings Limited (“COPHL”, the Company’s direct wholly-owned subsidiary which indirectly holds the Shanghai Properties), the borrower of the loan, regarding the appointment of receivers (“COPHL Receivers”) over the issued shares in COPHL; and (iii) the Company was then negotiating with OCM on exploring options to satisfy the OCM claims.

In the preparation of the consolidated financial statements of the Group for the year ended 31 December 2022, the Company has assessed the legal, financial and operational impacts of the actions taken by the lender and COPHL Receivers since the appointment of receivers over COPHL. Based on the facts and circumstances as at 14 February 2022 till 12 April 2022, the directors of the Company considered that the Group continued to direct the relevant activities of COPHL and its subsidiaries (“COPHL Group”) as the Group is still continued to exercise management control over the operating and financing activities in relation to the Shanghai Properties. The Group was engaged in negotiations with third parties for seeking refinancing by COPHL Group in relation to the Shanghai Properties to raise funding for the COPHL Group to repay the debt obligations owed to OCM.

3 編製基準(續)

(b) 年內出表子公司

(i) 上海物業

誠如本公司2022年2月15日的公告所載，(i) OCM Harbour Investments Pte. Ltd. (「OCM」，本集團位於上海的物業投資(「上海物業」)抵押貸款的貸款人)於2022年2月14日出具一封信函，列明OCM因債務違約決定強制執行貸款擔保；(ii)本公司接獲於2022年2月14日向貸款借用人中泛置業控股有限公司(「中泛置業控股」，本公司的直接全資附屬公司，間接持有上海物業)發出的信函，內容涉及就中泛置業控股的已發行股份指定接管人(「中泛置業控股接管人」)；及(iii)本公司當時就探索結清OCM索償的方案與OCM磋商。

於編製本集團截至2022年12月31日止年度的綜合財務報表時，本公司已評估貸款人及委任中泛置業控股接管人後中泛置業控股接管人採取的行動對本集團的法律、財務及營運影響。根據2022年2月14日直至2022年4月12日的事實及情況，本公司董事認為，本集團繼續操控中泛置業控股及其附屬公司(「中泛置業控股集團」)的相關業務，因為本集團繼續對上海物業的經營及融資活動行使管理權。本集團已與第三方協商，以就上海物業為中泛置業控股集團尋求再融資，從而為中泛置業控股集團籌集資金以償還結欠OCM的債務。

3 BASIS OF PREPARATION (CONTINUED)**(b) Deconsolidation of Subsidiaries (Continued)****(i) Shanghai Properties (Continued)**

However, the Company noted that after the refinancing efforts of the Group for the Shanghai Properties did not result in financing terms or structure being agreed between the parties involved, the lender and COPHL Receivers then took control over the operating and financing activities in relation to the Shanghai properties, particularly activities with a view to the disposal of the Shanghai properties on 12 April 2022, the Company was advised by OCM that they would start inviting potential buyers to buy the Shanghai Properties and the lender advised that they would select potential buyers to sign memorandum of understanding and commence the due diligence process for the purchase of the Shanghai Properties. Therefore, the directors of the Company consider that the relevant facts and circumstances in relation to control over COPHL Group have changed and OCM was able to direct the relevant activities of COPHL Group with regard to its principal assets, i.e. the Shanghai Properties. The Company has analysed these changes in facts and circumstances and determined that the Group has lost control over COPHL Group as the Group has no further involvement in the relevant activities of the COPHL Group nor any ability to affect the return thereof with effect from 1 April 2022 (the period from 1 April 2022 to 12 April 2022 are assessed by the management as not significant). Thus, the consolidated financial position and operating results of the COPHL Group were deconsolidated from the consolidated financial statements of the Group since then. Subsequently, the net assets/liabilities of the COPHL Group were recognised as interests/obligations in respect of deconsolidated subsidiaries in the consolidated financial statements of the Group and the net changes in value were recognised in the consolidated income statement as gain or loss in respect of deconsolidation of subsidiaries and related financial guarantee contracts. Details of which are set out in Notes 19 and 39.

3 編製基準(續)**(b) 出表子公司(續)****(i) 上海物業(續)**

然而，本集團獲悉，本集團就上海物業所作再融資的努力並無令所涉及的各方達成融資條款或結構，貸款人及中泛置業控股接管人隨後獲得上海物業經營及融資活動的控制權，尤其是旨在出售上海物業的活動。於2022年4月12日，本公司由OCM告知，彼等將展開邀請潛在買家以購買上海物業，貸款人指彼等將選擇潛在買家就購買上海物業與其簽署諒解備忘錄及展開盡職調查程序。因此，本公司董事認為，有關中泛置業控股集團控制權的相關事實與情況已改變，OCM能夠以其主要資產上海物業操控中泛置業控股集團的相關活動。本公司已分析該等事實與情況的改變，並確定本集團已失去對中泛置業控股集團的控制權，因為自2022年4月1日起(管理層評估2022年4月1日至2022年4月12日期間並不重要)本集團已無進一步參與中泛置業控股集團相關活動，亦無任何能力影響其回報。因此，中泛置業控股集團的綜合財務狀況及經營業績自此從本集團的綜合財務報表中出表。其後，中泛置業控股集團的淨資產/負債在本集團綜合財務報表中確認為出表子公司的權益/責任，而價值變動淨額於綜合收益表中確認為出表子公司及相關財務擔保合同的收益或虧損。有關詳情載於附註19及39。

3 BASIS OF PREPARATION (CONTINUED)

(b) Deconsolidation of Subsidiaries (Continued)

(i) *Shanghai Properties (Continued)*

As described in Note 3(c), the Group is currently considering to have the Assets Restructuring Plans, thereby the net proceeds from the plans will be used to settle the debt owed to OCM and the Group will gain back the control of COPHL Group and the entity will be re-consolidated in the consolidated financial statements of the Group in the near future.

3 編製基準(續)

(b) 出表子公司(續)

(i) 上海物業(續)

如附註3(c)所述，本集團目前正在考慮制定資產重組計劃，以相關計劃的所得款項淨額償還結欠OCM的債務，而本集團將取回中泛置業控股集團的控制權，該實體將在不久將來重新併入本集團的綜合財務報表。

3 BASIS OF PREPARATION (CONTINUED)**(b) Deconsolidation of Subsidiaries (Continued)****(ii) New York Project**

As stated in the announcement of the Company dated 6 May 2022, China Oceanwide Real Estate Development III Limited (“CORED III”, a limited liability company incorporated under the laws of the British Virgin Islands, being an indirectly wholly owned subsidiary of the Company), the borrower of a loan secured from DW 80 South, LLC (a Limited liability company incorporated in the state of Delaware, U.S., the “Initial Lender”), on the Group’s properties located in New York, the U.S. (the “New York Project”) owned by CORED III and its subsidiaries (the “CORED III Group”), has received a letter dated 3 May 2022 from the receivers stating that the Initial Lender of the loan has decided to enforce the security for the loan due to debt default and appointed fixed charge receivers over the shares of CORED III. The Company noted that, on 5 May 2022, the representatives of the receivers were appointed as the directors of CORED III and the receivers have taken management control over the operating and financing activities in relation to the New York Project since the date of their appointment as receivers of CORED III. The Company has analysed these changes in facts and circumstances and determined that the Group has lost control over CORED III Group as the Group has no further involvement in the relevant activities of the CPHL Group nor any ability to affect the return thereof with effect from 1 May 2022 (the period from 1 May 2022 to 5 May 2022 are assessed by the management as not significant). Thus, the consolidated financial position and operating results of the CPHL Group were deconsolidated from the consolidated financial statements of the Group since then. Subsequently, the net assets/liabilities of the CORED III Group were recognised as interests/obligations in respect of deconsolidated subsidiaries in the consolidated financial statements of the Group and the net changes in value were recognised in the consolidated income statement as gain or loss in respect of deconsolidation of subsidiaries and related financial guarantee contracts. Details of which are set out in Notes 19 and 39.

3 編製基準(續)**(b) 出表子公司(續)****(ii) 紐約項目**

誠如本公司2022年5月6日的公告所載列，中泛房地產開發第三有限公司(「中泛房地產開發第三」)，一間根據英屬維爾京群島法律註冊成立的有限公司，為本公司的間接全資附屬公司(乃以中泛房地產開發第三及其附屬公司(統稱「中泛房地產開發第三集團」))所擁有，本集團位於美國紐約的物業(「紐約項目」)為抵押作從DW 80 South, LLC(一間於美國特拉華州註冊成立的有限公司，「初步貸款人」)獲得的貸款的借款人)收取來自接管人日期為2022年5月3日的信函，貸款的初步貸款人因債務違約強制執行債務擔保，並就中泛房地產開發第三的股份委任固定押記接管人。本集團獲悉，於2022年5月5日，接管人的代表已獲委任為中泛房地產開發第三的董事，而自獲委任為中泛房地產開發第三接管人之日起，接管人已獲得紐約項目經營及融資活動的控制權。本公司已分析該等事實與情況的改變，並確定本集團已失去對中泛房地產開發第三集團的控制權，因為自2022年5月1日起(管理層評估2022年5月1日至2022年5月5日期間並不重要)本集團已無進一步參與中泛房地產開發第三集團相關活動，亦無任何能力影響其回報。因此，中泛房地產開發第三集團的綜合財務狀況及經營業績自此從本集團的綜合財務報表中出表。其後，中泛房地產開發第三集團的淨資產／負債值在本集團綜合財務報表中確認為有關出表子公司的權益／責任，而價值變動淨額於綜合收益表中確認為出表子公司及相關財務擔保合同收益或虧損。有關詳情載於附註19及39。

3 BASIS OF PREPARATION (CONTINUED)

(c) Going concern assessment

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

For the year ended 31 December 2022, the Group incurred a net loss attributable to the shareholders of the Company of approximately HK\$2,420,051,000 (2021: HK\$5,359,792,000) and a net operating cash outflow of approximately HK\$181,081,000 (2021: HK\$230,971,000), and as of that date, the Group had properties under development of approximately HK\$9,142,311,000 (2021: HK\$12,264,978,000) which were classified as current assets while expected to be completed and recovered after one year. Excluding these properties under development, which are illiquid in nature, the Group's current liabilities exceeded its current assets by approximately HK\$14,851,930,000 (2021: HK\$7,978,326,000) as at 31 December 2022. In addition, the Group's businesses in real estate development in the U.S. and energy sector in Indonesia are capital intensive in nature and funding the continuous development of these businesses would require substantial capital in the foreseeable future. As at 31 December 2022, the Group's contracted but not provided for capital commitments were of approximately HK\$1,482,873,000 (2021: HK\$1,479,501,000).

3 編製基準(續)

(c) 持續經營評估

於批准綜合財務報表時，本公司董事合理預期本集團將有足夠的資源於可預見未來繼續經營。因此，彼等於編製綜合財務報表時繼續採用持續經營會計基準。

截至2022年12月31日止年度，本集團產生本公司股東應佔淨虧損約港幣2,420,051,000元(2021年：港幣5,359,792,000元)及營運現金流出淨額約港幣181,081,000元(2021年：港幣230,971,000元)，而截至當日，本集團的發展中物業為約港幣9,142,311,000元(2021年：港幣12,264,978,000元)，分類為流動資產，預計一年後落成及收回。於2022年12月31日，倘撇除該等性質屬非流動的發展中物業，則本集團的流動負債將較其流動資產超出約港幣14,851,930,000元。(2021年：港幣7,978,326,000元)此外，本集團的美國房地產開發業務及印尼能源電力業務屬資本密集性質，在可見將來為該等業務的持續發展融資將需要大量資本。於2022年12月31日，本集團的已訂約但未撥備的資本承擔為約港幣1,482,873,000元(2021年：港幣1,479,501,000元)。

3 BASIS OF PREPARATION (CONTINUED)

(c) Going concern assessment (Continued)

As at 31 December 2022, the Group had indebtedness, including borrowings and lease liabilities of approximately HK\$3,019,459,000 (2021: HK\$5,752,539,000) and HK\$15,024,000 (2021: HK\$37,761,000), respectively which will fall due within twelve months from the date of 31 December 2022. Amongst the Group's borrowings, as at the date of the approval for issuance of the consolidated financial statements, the Group was in default in respect of borrowings with principal amount of approximately HK\$3,019,459,000 (2021: HK\$4,706,734,000) due to the events of default of late or overdue payment of loan principal and interest or cross-default with other borrowings, which, as a consequence, would be immediately repayable if and when requested by the lenders (Note 27).

The above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern. In view of these circumstances, the directors of the Company have taken careful consideration to the future liquidity, the Group's committed commitments of the projects in the U.S. and Indonesia, the performance of the Group and its available sources of financing in assessing whether the Group has sufficient financial resources to continue as a going concern for the next twelve months from the date of the consolidated financial statements.

In order to improve the Group's financial position and the liquidity pressure, the directors of the Company have taken the following measures and actions:

3 編製基準(續)

(c) 持續經營評估(續)

於2022年12月31日，本集團的債項(包括借貸及租賃負債)分別為約港幣3,019,459,000元(2021年：港幣5,752,539,000元)及港幣15,024,000元(2021年：港幣37,761,000元)，該等債項將自2022年12月31日起計十二個月內到期。在本集團的借貸中，於批准刊發綜合財務報表日期，由於發生遲繳或逾期支付貸款本金及利息的違約事件或與其他借貸的交叉違約事件，本集團拖欠本金金額約港幣3,019,459,000元(2021年：港幣4,706,734,000元)的借貸，而有關拖欠款項在貸款方要求時須立即償還(附註27)。

上述情況顯示存在重大不確定性，可能對本集團持續經營的能力構成重大疑問。有鑑於此，於評估本集團於綜合財務報表日期起計未來12個月是否具備足夠財務資源用作持續經營時，本公司的董事已審慎考慮未來流動性、本集團就美國和印尼項目作出的承擔、本集團的表現以及可用融資來源。

為改善本集團的財務狀況及流動資金壓力，本公司董事已採取以下措施及行動：

3 BASIS OF PREPARATION (CONTINUED)

(c) Going concern assessment (Continued)

- (i) As at 31 December 2022, China Oceanwide Group Limited (“COG”), the intermediate holding company of the Company, provided an unsecured and interest-bearing loans of approximately HK\$8,856,234,000 (2021: HK\$8,505,057,000) to the Group with the maturity date of the loans of 31 December 2023. COG agreed not to request for any repayment of the loans until the Group has ability to repay. Further, as at 31 December 2022, COG has also agreed to provide available undrawn facilities amounting to approximately HK\$3,618,486,000 (2021: HK\$3,971,903,000) to the Group (Note 33(f)) (together, the “COG Financing Facilities”);
- (ii) On 20 March 2023, the Group obtained a letter of undertaking for provision of financial support to the Company from Oceanwide Holdings, an indirect controlling shareholders of the Company, whereby Oceanwide Holdings agrees to provide sufficient funds to the Group so that the Group will be able to meet all financial obligations as and when they fall due in the coming twelve months from the date of the consolidated financial statements (Note 33(f)) (the “OH Financing Support”);
- (iii) The Group has launched marketing plan for its remaining Hawaii Projects since the fourth quarter of 2021. Letters of intent for acquisition have been received for both Hawaii Ko Olina No.1 Land Project and Hawaii Ko Olina No. 2 Land Project during the year. It is expected the disposal will be completed in 2023 (the “Hawaii Disposal Plans”);

3 編製基準(續)

(c) 持續經營評估(續)

- (i) 於2022年12月31日，本公司的中間控股公司中泛集團有限公司(「中泛集團」)向本集團提供約港幣8,856,234,000元(2021年：港幣8,505,057,000元)的無抵押計息貸款，貸款到期日為2023年12月31日。中泛集團同意於本集團有能力償還之前不會要求償還貸款。此外，於2022年12月31日，中泛集團亦同意向本集團提供可用未提取融資約港幣3,618,486,000元(2021年：港幣3,971,903,000元)(見附註33(f))(統稱「中泛集團財務融資」)；
- (ii) 於2023年3月20日，本集團就本公司的間接控股股東泛海控股向本公司提供的財務支援取得承諾函，據此，泛海控股同意向本集團提供充足資金以令本集團能履行自綜合財務報表日期起計未來十二個月內到期的所有財務責任(附註33(f))(「泛海控股財務支援」)；
- (iii) 本集團已自2021年第4季度起為其餘下的夏威夷項目啟動營銷計劃。年內已收到夏威夷科琳娜一號地項目及夏威夷科琳娜二號地項目的收購意向書。預計此出售將於2023年完成(「夏威夷出售計劃」)；

3 BASIS OF PREPARATION (CONTINUED)

(c) Going concern assessment (Continued)

- (iv) On 9 June 2022, the Initial Lender for the Group's New York Project has filed a winding up petition with the Supreme Court of Bermuda against the Company. On 25 August 2022, a forbearance agreement (the "NY Forbearance Agreement", as amended by an extension agreement dated 2 December 2022) was entered into by the Company and its subsidiaries with New York – 80 South Street LLC (the "Administrative Agent"), for the New York Project with effect from 18 August 2022 to forbear the Administrative Agent from taking enforcement actions against the Group up to 30 November 2022 and further extended to 31 December 2022. The Group plans to transfer the New York Project to the Administrative Agent through the payment of a final lump sum together with the transfer tax to set off the outstanding debt under the related loan documents. As at the date of this annual report the Group is still negotiating with the Administrative Agent to further extend the forbearance period (the "Extension").

Details of the above are set out in the Company's announcements dated 10 June 2022, 26 August 2022 and 2 December 2022; and

3 編製基準(續)

(c) 持續經營評估(續)

- (iv) 於2022年6月9日，本集團紐約項目的初步貸款人向百慕達最高法院提交針對本公司的清盤呈請。於2022年8月25日，本公司及其附屬公司與紐約－80南街有限公司（「行政代理人」）就紐約項目訂立寬限協議（「紐約寬限協議」）後經日期為2022年12月2日的延長協議修訂，於2022年8月18日生效，以禁止行政代理人於2022年11月30日（延長至2022年12月31日）之前對本集團作出強制執行法律行動。本集團計劃就紐約項目向行政代理人支付最終一次性金額連同轉讓稅，以悉數結清相關貸款文件項下所有尚未償付的金額。截至本年報日期，本集團仍在與行政代理人協商進一步延長寬限期（「延期」）。

上述事項的詳情載於本公司日期為2022年6月10日、2022年8月26日及2022年12月2日的公告；及

3 BASIS OF PREPARATION (CONTINUED)

(c) Going concern assessment (Continued)

- (v) On 15 August 2022, Oceanwide Plaza LLC, a wholly-owned subsidiary of the Company, entered into a non-legally binding and non-exclusive letter of intent with a potential buyer for the disposal of the Group's real estate development project located in Los Angeles, the U.S. (the "LA Project") (the "Potential LA Disposal"). The purchase and sale agreement is now under negotiation between the Group and the potential buyer. Should the LA Project be disposed, the net proceeds will be used (i) to settle lawsuits and outstanding debts related to the LA Project; (ii) to resolve the Group's existing financial difficulties, including but not limited to the repayment of most of its external debts and the settlement of claims made by certain lenders against the Group in respect of overdue borrowings; (iii) to retain Shanghai Properties, so as to consolidate the income generated from the Shanghai Properties and the financial statements of COPHL and its subsidiaries into the financial statements of the Group again; and (iv) to provide funds for the daily operations and business development of the Group.

Despite the Potential LA Disposal, the Group has also been exploring and in discussion with potential interested parties in connection with other cooperation opportunities including but not limited to developing the LA Project by forming a joint venture (together the Potential LA Disposal, the "LA Assets Restructuring Plan").

Details of the above are set out in the Company's announcement dated 2 December 2022.

3 編製基準(續)

(c) 持續經營評估(續)

- (v) 2022年8月15日，本公司全資附屬公司泛海廣場有限公司與潛在買家就出售本集團位於美國洛杉磯的物業發展項目(「洛杉磯項目」)(「潛在洛杉磯出售事項」)訂立不具法律約束力及非排他性的意向書。本集團與潛在買家現正就買賣協議進行協商。倘若洛杉磯項目獲出售，所得款項淨額將用於(i)結清有關洛杉磯項目的訴訟及未償付債務；(ii)解決本集團現有的財務困難，包括但不限於償還大部分外債，以及結清若干貸款人就逾期借貸向本集團提出的索賠；(iii)保留上海物業，以將上海物業產生的收入以及中泛置業控股及其附屬公司的財務報表再次併入本集團的財務報表；及(iv)為本集團的日常運營及業務發展提供資金。

儘管有潛在洛杉磯出售事項，本集團亦一直在探索其他合作機會，並與潛在的有意人士進行討論，包括但不限於通過建立合營企業開發洛杉磯項目(與潛在洛杉磯出售事項統稱為「洛杉磯資產重組計劃」)。

上述事項的詳情載於本公司日期為2022年12月2日的公告。

3 BASIS OF PREPARATION (CONTINUED)

(c) Going concern assessment (Continued)

Furthermore, the directors of the Company have also implemented or are in the process of implementing a number of other measures and plans to mitigate the liquidity pressure, including but not limited to, the following:

- (i) The Group is currently considering to have other disposals and/or to have restructuring on certain of the assets of the Group to reduce the overall indebtedness of the Group, thereby to reduce the recurring finance cost and working capital burden of the Group (the “Other Assets Restructuring Plans”, together with the Hawaii Disposal Plans and LA Assets Restructuring Plan, they are collectively referred to as the “Assets Restructuring Plans”);
- (ii) For the loans which had been defaulted, the Group is continuously and has been in active negotiations in seeking to convince the lenders for a debt restructuring of the Group’s existing outstanding borrowings and interest including to revise certain key terms and conditions of the original facility agreements, such as the extension of the principals and interest payment schedules for the Group’s existing borrowings; and to sell the pledged assets to the lenders in exchange for the extinguishment of debts (the “Debt Restructuring Plan”); and
- (iii) Together with the COG Financing Facilities, OH Financing Support, Extension and Debt Restructuring Plan, they are collectively referred to as the “Financing Plans”.

3 編製基準(續)

(c) 持續經營評估(續)

此外，本公司董事亦已或正在實施多項其他措施及計劃，以緩和流動資金壓力，包括但不限於以下各項：

- (i) 集團目前正考慮對本集團若干資產進行其他處置及／或重組，以減低本集團的整體債項，因而減低本集團的經常性融資成本及營運資金壓力(「其他資產重組計劃」，連同夏威夷出售計劃及洛杉磯資產重組計劃統稱為「資產重組計劃」)；
- (ii) 本集團一直持續積極說服貸款人就本集團已違約的現有未償還借貸及利息進行債務重組，包括修訂原有融資協議的若干主要條款及條件，例如延長本集團現有借貸的本金及利息還款時間表；以及向貸款人出售抵押資產以換取清償債務(「債務重組計劃」)；及
- (iii) 連同中泛集團財務融資、泛海控股財務支援、延期及債務重組計劃統稱為「融資計劃」。

3 BASIS OF PREPARATION (CONTINUED)

(c) Going concern assessment (Continued)

The directors of the Company have reviewed the Group's cash flow projections prepared by the management of the Company. The cash flow projections cover a period of not less than twelve months from 31 December 2022. The directors of the Company are of the opinion that, taking into account the abovementioned actions, plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations and commitments as and when they fall due within twelve months from 31 December 2022. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether the management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flow through the following:

- (i) Successful execution and completion of the Extension and Potential LA Disposal in accordance with the terms and conditions, amounts and timing anticipated by the Group;
- (ii) Successful execution and completion of the Assets Restructuring Plans to reduce the overall indebtedness of the Group, thereby to reduce the recurring finance cost and working capital burden of the Group; and

3 編製基準(續)

(c) 持續經營評估(續)

本公司董事已審閱本公司管理層所編製的本集團現金流量預測。現金流量預測涵蓋自2022年12月31日起不少於12個月的期間。本公司董事認為，經考慮上述行動、計劃及措施後，本集團將擁有充足營運資金為其營運提供資金及履行其自2022年12月31日起計12個月內到期的財務責任及承擔。因此，本公司董事信納按持續經營基準編製綜合財務報表屬適當。

儘管上文所述，本公司管理層能否實現上述計劃及措施仍存在重大不確定性。本集團能否持續經營將取決於本集團透過以下方式產生充足融資及經營現金流量的能力：

- (i) 根據條款及條件、本集團預料的金額及時間成功執行及完成延期和潛在洛杉磯出售事項；
- (ii) 成功執行及完成資產重組計劃以減低本集團的整體債項，因而減低本集團的經常性融資成本及營運資金壓力；及

3 BASIS OF PREPARATION (CONTINUED)

(c) Going concern assessment (Continued)

- (iii) Successful execution and completion of the Financing Plans in refinancing and/or renewing existing borrowings, and/or obtaining of new and additional sources of funding as and when needed to finance the settlement of its existing financial obligations, commitments and future operating and capital expenditures, as well as to maintain sufficient cash flows for the Group's operations.

Should the Group fail to achieve the abovementioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

3 編製基準(續)

(c) 持續經營評估(續)

- (iii) 成功執行及完成融資計劃，以為現有借款進行再融資及／或重續，及／或於有需要時取得新的額外資金來源，以為清償其現有財務責任、承擔及未來經營及資本開支提供資金，並為本集團營運維持充足現金流量。

倘本集團未能實現上述計劃及措施，其可能無法持續經營，並須作出調整以將本集團資產的賬面值撇減至其可收回金額，為可能產生的任何進一步負債計提撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並無於本綜合財務報表中反映。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This following note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the group consisting of the Company and its subsidiaries.

(a) Consolidation

Subsidiaries are all entities (including structured entities) 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 to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

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, the liabilities incurred to the former owners of the acquire, the equity interests issued by the Group, the fair value of any asset or liability resulting from a contingent consideration arrangement and the 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.

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

4 重大會計政策概要

以下附註載有於編製本綜合財務報表時應用的一系列主要會計政策。除非另有註明，否則此等政策已於所有呈列年度貫徹應用。本集團的財務報表涵蓋本公司及其附屬公司。

(a) 綜合賬目

附屬公司指所有本集團對其具有控制權的實體(包括結構性實體)。當本集團藉參與實體而可獲得或有權獲得可變回報，並有能力透過其操控該實體業務的權力影響此等回報時，本集團即控制該實體。附屬公司由控制權轉移至本集團當日起全面綜合入賬，並由控制權終止當日起不再綜合入賬。

業務合併

本集團應用收購會計法將所有業務合併入賬，不論有否收購股本工具或其他資產。就收購一間附屬公司轉讓的代價包括所轉讓資產、向被收購方原擁有人所產生負債、本集團所發行股權的公允價值、或然代價安排所產生任何資產或負債的公允價值及附屬公司任何現存股權的公允價值。在業務合併過程中購入的可識別資產以及承擔的負債及或然負債初始按於收購日期的公允價值計量(若干例外情況除外)。

本集團按公允價值或非控股權益應佔被收購方可識別淨資產的比例，按個別收購基準確認為在被收購方的任何非控股權益。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Consolidation (Continued)

Business combinations (Continued)

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquire is re-measured to fair value at the acquisition date; any gains or losses arising from such remeasurement are recognised in income statement.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquire and the acquisition-date fair value of any previous equity interest in the acquire over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

4 重大會計政策概要(續)

(a) 綜合賬目(續)

業務合併(續)

收購相關成本在產生時支銷。

倘業務合併分階段進行，則收購方先前持有的被收購方股權於收購日期的賬面值會重新計量為於收購日期的公允價值；因進行重新計量而產生的任何利得或虧損會於收益表確認。

將由收購方轉讓的任何或然代價按收購日期的公允價值確認。其後對代價的調整於調整源自計量期(最長為由收購日期起計12個月)內所取得有關於收購日期的公允價值的新資料時，方於商譽確認。對分類為資產或負債的或然代價的所有其他其後調整乃於損益確認。

所轉讓代價、被收購方的任何非控股權益金額及任何先前於被收購方的股權於收購日期的公允價值超逾所收購可識別淨資產公允價值的差額，乃入賬列作商譽。倘所轉讓代價、已確認非控股權益及先前持有的權益計量的總額低於所收購附屬公司淨資產的公允價值(於議價收購的情況下)，則該差額會直接於收益表確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Consolidation (Continued)

Business combinations (Continued)

Intra-group 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.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the date when the control is transferred to the Group to the date when control ceases.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. The profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

4 重大會計政策概要(續)

(a) 綜合賬目(續)

業務合併(續)

集團內公司間的集團內交易、結餘及未變現交易利得會作對銷。未變現虧損亦會對銷，除非交易有證據顯示已轉讓資產出現減值。附屬公司的會計政策已作出必要的修改，確保與本集團所採用的政策一致。

年內收購或出售的附屬公司的業績由控制權轉讓予本集團之日起至控制權終止之日止計入綜合收益表內。

當本集團喪失附屬公司控制權時，相關附屬公司的資產及負債和非控股權益(如有)終止確認。出售損益乃按以下兩者的差額計算：(i)已收代價公允價值與任何保留權益公允價值的總和及(ii)附屬公司資產(包括商譽)與負債及任何非控股權益的過往賬面金額。過往於其他全面收益確認與附屬公司有關的金額按出售相關資產或負債時所規定的相同方式入賬。

收購後，於附屬公司的非控股權益(指現有擁有權權益)的賬面金額為該等權益於初始確認時的金額加上該等非控股權益應佔權益其後變動的部分。全面收益總額即使會導致該等非控股權益出現虧絀結餘，仍歸屬於非控股權益。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(c) 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 executive directors and the chief financial officer that make strategic decisions.

(d) Foreign currency translation

(i) 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 HK\$, which is the Company's functional and the Group's presentation currency.

4 重大會計政策概要(續)

(b) 單獨財務報表

於附屬公司的投資按成本扣除減值入賬。成本包括投資的直接應佔成本。附屬公司業績由本公司按已收及應收股息入賬。

當收到於附屬公司的投資的股息時，倘股息超過附屬公司在股息宣派期間的全面收益總額，或單獨財務報表內投資的賬面金額超過綜合財務報表內投資對象淨資產(包括商譽)的賬面金額，則須對有關投資進行減值測試。

(c) 分部呈報

經營分部報告的方式與提供予主要經營決策者的內部報告貫徹一致。本集團已確定作出策略決定的執行董事及財務總監為主要經營決策者，負責分配經營分部的資源及評估經營分部的表現。

(d) 外幣換算

(i) 功能及呈報貨幣

本集團旗下各實體的財務報表內包含的項目以該實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港幣呈報，而港幣為本公司的功能貨幣及本集團的呈報貨幣。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Foreign currency translation (Continued)

(ii) 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 re-measured. 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 income statement.

Changes in the fair value of debt and equity securities denominated in foreign currency and classified as financial assets at fair value through other comprehensive income are analysed between translation differences resulting from changes in the amortised cost of the security and/or other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in the income statement while other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss are reported in the income statement as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as financial assets at fair value through other comprehensive income, are included in other comprehensive income.

4 重大會計政策概要(續)

(d) 外幣換算(續)

(ii) 交易及結餘

倘項目重新計量，則外幣交易按交易或估值當日的通行匯率換算為功能貨幣。該等交易結算所產生以及以外幣計值的貨幣資產及負債按年結日匯率換算所產生的外匯利得及虧損會於收益表確認。

以外幣計值且分類為按公允價值計入其他全面收益的財務資產的債務及股票證券的公允價值變動，按照證券的攤銷成本變動及／或該證券賬面金額的其他變動所產生的換算差額分析。與攤銷成本變動有關的換算差額於收益表確認，而賬面金額的其他變動則於其他全面收益確認。

非貨幣項目(例如按公允價值計入損益持有的權益工具)的換算差額在收益表內呈報為公允價值利得或虧損的一部分。非貨幣項目(例如分類為按公允價值計入其他全面收益的財務資產的權益)的換算差額包括在其他全面收益內。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Foreign currency translation (Continued)

(iii) Group's entities

The results and financial position of all the Group's entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each income statement are translated at average exchange rates; and
- all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the foreign exchange reserve.

Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

4 重大會計政策概要(續)

(d) 外幣換算(續)

(iii) 本集團實體

功能貨幣有別於呈報貨幣的所有本集團實體的業績及財務狀況按以下方法換算為呈報貨幣：

- 每份所呈報財務狀況表內的資產及負債按該財務狀況表日期的收市匯率換算；
- 每份收益表內的收入及費用按平均匯率換算；及
- 所有由此產生的匯兌差額於其他全面收益確認。

於2005年1月1日或以後收購海外業務所產生的商譽及對已收購可識別資產作出的公允價值調整視為該海外業務的資產及負債處理，並按報告期末的通行匯率換算。所產生的匯兌差額於外匯儲備確認。

換算有關海外業務的長期貨幣項目(構成本集團淨投資的一部分)時，於集團實體獨立財務報表的損益確認的匯兌差額重新分類至其他全面收益，並作為外匯儲備於權益累計。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Foreign currency translation (Continued)

(iii) Group's entities (Continued)

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

(e) Properties, plant and equipment

Properties, plant and equipment comprise mainly freehold land, construction in progress, buildings, leasehold improvements, furniture, fixtures and equipment, and motor vehicles. Properties, plant and equipment in the course of construction for production, supply or administrative purposes are stated at historical cost less depreciation and impairment losses. Historical cost includes its purchase price and expenditure that is directly attributable to the acquisition of the items.

4 重大會計政策概要(續)

(d) 外幣換算(續)

(iii) 本集團實體(續)

出售海外業務時，截至出售日期於有關該業務的外匯儲備確認的累積匯兌差額會重新分類至損益，作為出售損益的一部分。

(e) 物業、機器及設備

物業、機器及設備主要包括永久業權土地、在建工程、樓宇、租賃物業裝修、傢具、固定裝置及設備以及汽車。尚在建造過程中為供生產、供應或行政用途的物業、機器及設備按歷史成本減折舊和減值虧損列賬。歷史成本包括其購買價及收購有關項目直接應佔的開支。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Properties, plant and equipment (Continued)

Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets are functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Sale proceeds of items that are produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the asset is functioning properly), and the related costs of producing those items are recognised in the profit or loss. The cost of those items are measured in accordance with the measurement requirements of HKAS 2. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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 repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

4 重大會計政策概要(續)

(e) 物業、機器及設備(續)

成本包括使資產達到以管理層擬定方式營運所需位置及狀況的任何直接應佔成本，包括測試資產是否可正常運行的成本，及就合資格資產而言，根據本集團會計政策資本化的借貸成本。當將一項物業、廠房及設備移至必要的位置及條件，使其能夠以管理層擬定方式營運而生產的物品(例如當測試資產是否可正常運行時所生產的樣品)的銷售收益，及生產該等物品的相關成本，乃於損益中確認。該等項目的成本根據香港會計準則第2號的計量要求進行計量。該等資產按與其他物業資產相同的基準，於該等資產可投入作擬定用途時開始計提折舊。

其後成本僅於與項目有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠地計量時，方會計入資產的賬面金額或確認為獨立資產(如適用)。更換部分的賬面金額會終止確認。所有維修及保養在產生的財政期間內於收益表扣除。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Properties, plant and equipment (Continued)

Depreciation of properties, plant and equipment is calculated using the straight-line method to allocate their cost or valuation net of expected residual value less accumulated impairment losses over their estimated useful lives, as follows:

Buildings	20 years
Leasehold improvements	5 years or over the term of the relevant leases, whichever is shorter
Furniture, fixtures and equipment	3 to 7 years
Motor vehicles	5 to 8 years

Freehold land is stated at historical cost and not depreciated less any recognised impairment loss.

Gain or loss on disposal of a property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the income statement.

The assets' useful lives, residual values and depreciation method are reviewed, and adjusted if appropriate, at each date of statement of financial position.

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.

4 重大會計政策概要(續)

(e) 物業、機器及設備(續)

物業、機器及設備的折舊乃採用直線法計算，以於以下估計可使用年期內將成本或估值(已扣除預期剩餘價值)減去累計減值虧損分攤：

樓宇	20年
租賃物業裝修	5年或按個別租賃年期，以較短者為準
傢具、固定裝置及設備	3至7年
汽車	5至8年

永久業權土地以歷史成本入賬，且不計算折舊減去任何已確認減值虧損。

出售物業、機器及設備的利得或虧損乃出售所得款項淨額與相關資產的賬面金額兩者間的差額，並在收益表確認。

資產的可使用年期、剩餘價值及折舊方法於各財務狀況表日期檢討，並作出適當調整。

若資產的賬面金額高於估計可收回金額，則賬面金額會即時撇減至可收回金額。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Construction in progress

Construction in progress represents properties, plant and equipment under construction and pending installation and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction of buildings, the cost of plant and machinery, employee benefit expenses, professional fees and interest charges arising from borrowings used to finance these assets during the period of construction or installation and testing, if any. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and are available for intended use. Construction in progress is reclassified to the appropriate category of properties, plant and equipment when completed and ready for use.

(g) Properties under development

Properties under development are stated at the lower of cost and net realisable value. Net realisable value is estimated taking into account the price ultimately expected to be realised, less applicable variable selling expenses and the anticipated costs to completion.

The costs of properties under development comprise costs of land use rights, construction costs, employee benefit expenses, borrowing costs and loan arrangement fee capitalised for qualifying assets and professional fees incurred during the development period.

4 重大會計政策概要(續)

(f) 在建工程

在建工程指在建及待安裝的物業、機器及設備，乃按成本減累計減值虧損(如有)列賬。成本包括於建設或安裝及測試期間內樓宇的建築成本、機器及機械的成本、僱員福利開支、專業費用及借貸(用於為該等資產提供資金)所產生的利息支出(如有)。本集團概無就在建工程計提折舊撥備，直至相關資產完成及可作擬定用途之時為止。在建工程於已完成及可供使用時重新分類至物業、機器及設備的適當類別。

(g) 發展中物業

發展中物業按成本及可變現淨值的較低者列賬。本集團乃透過考慮最終預計可變現價格，減去適用可變銷售費用及預期竣工成本，估計可變現淨值。

發展中物業的成本包括發展期間產生的土地使用權成本、建築成本、僱員福利開支、就合資格資產撥充資本的借貸成本及貸款安排費用以及專業費用。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Investment properties

Investment properties, principally comprising leasehold land and buildings, that are not occupied by the Group, are held for long-term rental yields, capital appreciation or both. Properties that are being constructed or developed for future long-term rental yields, capital appreciation or both are also classified as investment properties. Investment properties are initially measured at cost, including any directly attributable expenditure. After initial recognition, investment properties are carried at fair value, unless they are still in the course of construction or development at the end of the reporting period and fair value cannot be reliably measured at that time, and therefore are stated at cost. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in the consolidated income statement.

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

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

4 重大會計政策概要(續)

(h) 投資物業

投資物業主要包括並非由本集團佔用的租賃土地及樓宇，乃為獲取長期租金收益、實現資本增值或此兩個目的而持有。用於獲取未來長期租金收益、實現資本增值或此兩個目的之在建或發展中物業亦分類為投資物業。投資物業初始按成本(包括任何直接應佔支出)計量。於初始確認後，投資物業按公允價值列賬，除非該等物業於報告期末仍在建設或發展，且公允價值於當時無法可靠地計量，因此按成本列賬。公允價值變動或投資物業報廢或出售所產生的任何利得或虧損於綜合收益表確認。

就在建投資物業產生的建築成本乃撥充資本作為在建投資物業賬面金額的一部分。

投資物業於出售後或永久撤銷使用且預期不會從其出售產生未來經濟利益時終止確認。終止確認物業所產生的任何利得或虧損(按出售所得款項淨額與資產賬面金額的差額計算)於終止確認物業期間計入損益。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leasing

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected (i) to recognise right-of-use assets and lease liabilities for and leases for which at the commencement date have a lease term less than 12 months but (ii) not to recognise right-of-use assets for low-value assets. The lease payments associated with those leases for which the underlying asset is of low-value have been expensed on straight-line basis over the lease term.

4 重大會計政策概要(續)

(i) 租賃

所有租賃(不論為經營租賃或融資租賃)須於財務狀況表資本化為使用權資產及租賃負債,惟現有會計政策為實體提供選擇,可選擇不將(i)屬短期租賃的租賃及/或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇(i)就於開始日期租期少於12個月的租賃確認使用權資產及租賃負債,但(ii)不就低價值資產確認使用權資產。與該等相關資產為低價值的租賃相關的租賃付款已於租期內按直線法支銷。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leasing (Continued)

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Except for right-of-use asset that meets the definition of an investment property or a class of property, plant and equipment to which the Group applies the revaluation model, the Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. For right-of-use asset that meets the definition of an investment property, they are carried at fair value and for right-of-use asset that meets the definition of a leasehold land and buildings held for own use, they are carried at fair value.

4 重大會計政策概要(續)

(i) 租賃(續)

使用權資產

使用權資產應按成本確認並將包括：(i)首次計量租賃負債的金額(見下文有關租賃負債入賬的會計政策)；(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃獎勵；(iii)承租人產生的任何首次直接成本；及(iv)承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本，除非該等成本乃為生產存貨而產生則除外。除了符合投資物業定義或本集團應用重估模式的物業、機器及設備類別之使用權資產外，本集團採用成本模式計量使用權資產。根據成本模式，本集團按成本減任何累計折舊及任何減值虧損計量使用權，並就租賃負債的任何重新計量作出調整。本集團於租期結束時合理確定可取得相關租賃資產所有權的使用權資產，自開始日期起至可使用年期結束期間計提折舊。否則，使用權資產於其估計可使用年期及租期(以較短者為準)按直線法折舊。符合投資物業定義的使用權資產按公允價值列賬，而符合持作自用租賃土地及樓宇定義的使用權資產亦按公允價值列賬。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leasing (Continued)

Right-of-use asset (Continued)

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at fair value. The Group accounts for leasehold land and buildings which are held for own use under HKAS 16 and are carried at fair value. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

The Group presents right-of-use assets that do not meet the definition of investment property or inventory as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property and inventory are presented within “investment properties” and “properties under development”, respectively.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

4 重大會計政策概要(續)

(i) 租賃(續)

使用權資產(續)

本集團根據香港會計準則第40號為持作出租或資本增值用途的租賃土地及樓宇入賬，並按公允價值列賬。本集團根據香港會計準則第16號為持作自用的租賃土地及樓宇入賬，並按公允價值列賬。除以上使用權資產外，本集團亦已根據租賃協議租賃多項物業，而本集團對有關租賃作出判斷，並確定其為持作自用之租賃土地及樓宇以外之個別資產類別。因此，租賃協議項下物業所產生之使用權資產按折舊成本列賬。

本集團於綜合財務狀況表中將不符合投資物業或存貨定義的使用權資產呈列為個別項目。符合投資物業及存貨定義的使用權資產分別於「投資物業」及「發展中物業」內呈列。

可退回租賃按金

已付可退回租賃按金根據香港財務報告準則第9號入賬，並初步按公允價值計量。於初步確認時對公允價值的調整被視為額外租賃付款並計入使用權資產成本。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leasing (Continued)

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

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

4 重大會計政策概要(續)

(i) 租賃(續)

租賃負債

租賃負債按並非於租賃開始日期支付之租賃付款的現值確認。租賃付款採用租賃暗含的利率貼現(倘該利率可輕易釐定)。倘該利率無法輕易釐定，本集團將採用本集團的增量借貸利率。

下列並非於租賃開始日期支付的租期內就使用相關資產權利支付的款項視為租賃付款：(i) 固定付款減任何應收租賃獎勵；(ii) 按開始日期之指數或利率首次計量的浮動租賃付款(取決於指數或利率)；(iii) 承租人根據剩餘價值擔保預期應付的款項；(iv) 倘承租人合理確定行使購買選擇權，該選擇權的行使價；及(v) 倘租期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

於開始日期後，本集團透過下列方式計量租賃負債：(i) 增加賬面值以反映租賃負債的利息；(ii) 減少賬面值以反映作出的租賃付款；及(iii) 重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致日後租賃付款變動、租期變動、實質固定租賃付款變動或購買相關資產的評估變動。

本集團於綜合財務狀況表內將租賃負債呈列為個別項目。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leasing (Continued)

Lease modifications

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

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

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

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

4 重大會計政策概要(續)

(i) 租賃(續)

租賃修訂

倘出現以下情況，本集團將租賃修訂作為一項個別租賃入賬：

- 該修訂透過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 租賃代價增加的金額相等於範圍擴大對應的單獨價格，加上按照反映特定合約的情況對單獨價格進行的任何適當調整。

就未作為一項個別租賃入賬的租賃修訂而言，本集團根據透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款的經修訂租賃的租期，重新計量租賃負債(減任何應收租賃優惠)。

本集團透過對相關使用權資產進行相應調整，將租賃負債的重新計量入賬。當經修訂合約包含租賃組成部分及一項或多項額外租賃或非租賃組成部分時，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格，將經修訂合約中的代價分配至各租賃組成部分。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leasing (Continued)

Accounting as a lessor

The Group has leased out its investment property to a number of tenants. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

(j) Financial instruments

(i) *Financial Assets*

Classification

The Group classifies its financial assets in the following measurement categories:

- financial assets at fair value (through other comprehensive income), and
- financial assets at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

4 重大會計政策概要(續)

(i) 租賃(續)

作為出租人的會計處理

本集團已向多名租戶出租其投資物業。經營租賃的租金收入乃按相關租賃年期以直線法於損益中確認。於磋商及安排經營租賃時產生之初步直接成本加入租賃資產之賬面值，並按直線法於租期內確認為開支。

(j) 金融工具

(i) *財務資產*

分類

本集團按以下計量類別將其財務資產分類：

- 按公允價值(計入其他全面收益)的財務資產；及
- 按攤銷成本計量的財務資產。

分類取決於實體管理財務資產的業務模型及財務資產的合約現金流特徵。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(i) Financial Assets (Continued)

Classification (Continued)

For assets measured at fair value, gains and losses will be recorded in other comprehensive income. For investments in equity instruments that are not held for trading and not contingent consideration recognised by an acquirer to which HKFRS 3 applies, this will depend on whether the Group has made an irrevocable election at the time of initial application of HKFRS 9/ initial recognition of the assets to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

4 重大會計政策概要(續)

(j) 金融工具(續)

(i) 財務資產(續)

分類(續)

就按公允價值計量的資產而言，利得及虧損於其他全面收益入賬。就並非持作交易及並非香港財務報告準則第3號適用的由收購方確認的或然代價的股本工具投資而言，分類取決於本集團有否於初始應用香港財務報告準則第9號／初始確認資產時不可撤回地選擇以按公允價值計入其他全面收益為股本投資的入賬方式。

本集團於及僅於其管理該等資產的業務模型變動時方會將債務投資重新分類。

確認

常規買賣財務資產於交易日期(本集團承諾購買或出售該資產的日期)確認。

計量

於初始確認時，本集團按公允價值另加(如屬並非按公允價值計入損益的財務資產)收購財務資產直接應佔的交易成本計量財務資產。按公允價值計入損益的財務資產的交易成本於損益支銷。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(i) Financial Assets (Continued)

Measurement (Continued)

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest on the principal amount outstanding.

The subsequent measurement of financial assets depends on their classification as follows:

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

— Amortised cost:

Financial assets 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 net other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

4 重大會計政策概要(續)

(j) 金融工具(續)

(i) 財務資產(續)

計量(續)

於釐定附帶嵌入式衍生工具的財務資產的現金流是否純粹為本金及未償還本金利息付款時會作整體考量。

財務資產的其後計量方式視乎該等資產的下述分類而定：

債務工具

債務工具的其後計量取決於本集團管理資產的業務模型及資產的現金流特性。本集團以三大計量類別將其債務工具分類：

— 攤銷成本：

為收取合約現金流而持有，而該等現金流純粹為本金及利息付款的財務資產，按攤銷成本計量。該等財務資產產生的利息收益使用實際利率法計入財務收益。終止確認產生的任何利得或虧損直接於損益確認，並連同外匯利得及虧損於其他利得／(虧損)淨額呈列。減值虧損於損益表呈列為獨立項目。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(i) Financial Assets (Continued)

Measurement (Continued)

Equity Instruments

- Fair value through other comprehensive income

For equity investment which is not held for trading purposes and not contingent consideration recognised by an acquirer to which HKFRS 3 applies and on initial application of HKFRS 9/initial recognition of the investment the Group makes an election to designate the investment at fair value through other comprehensive income, they are subsequently measured at fair value and changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained profits. It is not recycled through profit or loss. Dividend income is recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. Equity instruments at fair value through other comprehensive income are not subject to impairment assessment.

4 重大會計政策概要(續)

(j) 金融工具(續)

(i) 財務資產(續)

計量(續)

權益工具

- 按公允價值計入其他全面收益

就並非持作買賣用途及並非香港財務報告準則第3號適用的由收購方確認的或然代價以及於初始應用香港財務報告準則第9號／初始確認投資時本集團選擇指定按公允價值計入其他全面收益的股本投資而言，有關投資其後按公允價值計量，而公允價值變動於其他全面收益確認。有關選擇按個別工具作出，惟僅可於有關投資符合發行人認為的股本定義時，方可作出。倘作出選擇，則於其他全面收益累計的金額保留於公允價值儲備(非重新劃撥)，直至該項投資出售為止。於出售之時，於公允價值儲備(非重新劃撥)的累計金額會轉撥至保留利潤，而不會重新劃撥至損益。股息收益除非明確屬收回部分投資成本的金額，否則於損益確認。其他淨利得及虧損於其他全面收益確認，且不會重新分類至損益。按公允價值計入其他全面收益的股本工具無須進行減值評估。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(ii) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses (“ECLs”) associated with its debt instruments carried at amortised cost (including trade receivables, other receivables and cash and bank balances) and investment in debt instruments measured at fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised, see Note 22 for further details.

4 重大會計政策概要(續)

(j) 金融工具(續)

(ii) 財務資產減值

本集團按前瞻基準評估與其按攤銷成本的債務工具(包括應收賬款、其他應收款項及現金及銀行結餘)及按公允價值計入其他全面收益計量的債務投資相關的預期信用損失(「預期信用損失」)。所採用的減值方法取決於信貸風險有否大幅增加。

就應收賬款而言，本集團採用香港財務報告準則第9號所允許的簡化方法，其規定須確認預期存續期虧損，詳情請參見附註22。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(ii) Impairment of financial assets (Continued)

ECLs are a probability-weighted estimate of credit losses which are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive) over the expected life of the financial instrument. The maximum period to consider when measuring ECLs is the maximum contractual period over which the entity is exposed to credit risk.

ECLs are measured at the end of each reporting period to reflect changes in the debt instrument's credit risk since initial recognition. Any change in the amount of ECLs is recognised as an impairment gain or loss in profit or loss. Loss allowances for debt instruments measured at amortised cost are deducted from the gross carrying amount of the assets. For debt instruments at fair value through other comprehensive income, loss allowance is recognised in other comprehensive income and accumulated in fair value reserve (recycling), instead of reducing the carrying amount of the financial assets.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

4 重大會計政策概要(續)

(j) 金融工具(續)

(ii) 財務資產減值(續)

預期信用損失為對金融工具預期年內按所有現金不足額(即按照合約應付本集團的現金流與本集團預期收取的現金流之間的差額)現值計量的信用損失的概率加權估計。計量預期信用損失時考慮的最長期間為實體面對信貸風險的最長合約期間。

預期信用損失於各報告期末計量，以反映債務工具的信貸風險自初始確認以來的變動。預期信用損失金額的任何變動於損益確認為減值利得或虧損。按攤銷成本計量的債務工具的虧損備抵從該等資產的賬面總額扣除。就按公允價值計入其他全面收益的債務工具而言，虧損備抵於其他全面收益確認，並於公允價值儲備(重新劃撥)累計，而非扣減財務資產的賬面金額。

財務資產的賬面總額在無實際可能收回前景的情況下部分或全部撇銷。此情況一般為本集團釐定債務人並無資產或收入來源可產生充足現金流，以償還可能須撇銷的金額時發生。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(ii) Impairment of financial assets (Continued)

For trade receivables, the Group applies a simplified approach to measure the loss allowance at an amount equal to lifetime ECLs. ECLs on trade receivables are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date. For other debt financial assets, the Group measures the loss allowance either based on 12-month ECLs or lifetime ECLs, depending on whether there has been a significant increase in credit risk since initial recognition.

However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

4 重大會計政策概要(續)

(j) 金融工具(續)

(ii) 財務資產減值(續)

就應收賬款而言，本集團應用簡化方法按相等於全期預期信用損失的金額計量虧損備抵。應收賬款的預期信用損失利用基於本集團歷史信用損失經驗的撥備矩陣估計，並就債務人特定的因素及對於報告日期的當前及預測一般經濟狀況作出的評估調整。就其他債務財務資產而言，本集團按12個月預期信用損失或全期預期信用損失計量虧損備抵，視乎自初始確認以來信貸風險有否大幅增加而定。

然而，當自起始以來信貸風險大幅增加時，備抵將以全期預期信用損失為基礎。當釐定財務資產的信貸風險自初始確認以來有否大幅增加，及當估計預期信用損失時，本集團會考慮相關及無須花費過多成本或努力即可獲得的合理而具理據支持的資料。此包括基於本集團歷史經驗及知情信貸評估的定量及定性資料及分析，並包括前瞻性資料。

當借款人不大可能在本集團無採取追索行動(例如變現抵押(如持有))的情況下向本集團全數支付信貸義務時，本集團視財務資產為違約。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(ii) Impairment of financial assets (Continued)

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including other payables, amount due to an intermediate holding company, amount due to the immediate holding company, bank and other borrowings and the debt component of convertible notes issued by the Group are initially measured at fair value, net of directly attributable costs incurred and subsequently measured at amortised cost using the effective interest method. The related interest expense is accounted for in accordance with the accounting policy as set out in Note 4(o).

4 重大會計政策概要(續)

(j) 金融工具(續)

(ii) 財務資產減值(續)

於估計預期信用損失時考慮的最長期間為本集團面對信貸風險的最長合約期間。

信貸減值財務資產的利息收益乃基於財務資產的攤銷成本(即賬面總額減虧損備抵)計算。非信貸減值財務資產的利息收益基於賬面總額計算。

(iii) 財務負債

本集團視乎財務負債產生的目的將該等負債分類。按攤銷成本列賬的財務負債初始按公允價值計量，並扣除已產生的直接應佔成本。

按攤銷成本計量的財務負債

按攤銷成本計量的財務負債(包括其他應付款項、應付一間中間控股公司款項、應付直接控股公司款項、銀行及其他借貸以及本集團所發行可換股票據的債務組成部分)初始按公允價值計量，並扣除已產生的直接應佔成本，其後則利用實際利息法按攤銷成本計量。相關利息支出按照附註4(o)所載的會計政策入賬。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(iii) Financial liabilities (Continued)

Financial liabilities at amortised cost (Continued)

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

For other payables

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

For 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.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

4 重大會計政策概要(續)

(j) 金融工具(續)

(iii) 財務負債(續)

按攤銷成本計量的財務負債(續)

當負債終止確認時及於攤銷過程中，利得或虧損會於損益確認。

關於其他應付款項

其他應付款項初始按公允價值確認，其後利用實際利息法按攤銷成本計量。

關於借貸

借貸初始按公允價值確認並扣除已產生的交易成本。借貸其後按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值的任何差額利用實際利息法於借貸期間內在綜合收益表確認。

在貸款融資將很有可能部分或全部提取的情況下，於設立貸款融資時支付的費用會確認為貸款的交易成本。在此情況下，該費用將遞延直至提取貸款為止。在並無證據顯示融資將很有可能部分或全部提取的情況下，該費用會撥充資本作為流動資金服務的預付款項，並於有關融資期間內攤銷。

除非本集團有無條件權利可將清償負債的時間遞延至報告期末後最少12個月，否則借貸會分類為流動負債。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(iii) Financial liabilities (Continued)

For financial guarantees

Financial guarantee is measured at initial recognition at its fair value. After initial recognition, the Group as issuer of a financial guarantee contract subsequently measures it at the higher of: 1. the amount of the loss allowance for expected credit losses determined in accordance with sub-note (ii) above; and 2. the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles for revenue recognition.

(iv) Convertible notes

Convertible notes issued by the Company that contain the liability and conversion option components are classified separately into their respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument. Conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is a conversion option derivative.

4 重大會計政策概要(續)

(j) 金融工具(續)

(iii) 財務負債(續)

關於財務擔保

財務擔保初始按公允價值確認。在初始確認後，本集團作為財務擔保合約的發行人，其後按以下較高者計量財務擔保：1. 根據上文附註(ii)釐定的預期信用損失的損失撥備金額；及2. 初始確認金額減去(如適用)根據收益確認原則確認的累計收入金額。

(iv) 可換股票據

本公司所發行包含負債及轉換權組成部分的可換股票據於初始確認時單獨分類為各自的項目。以定額現金或另一項財務資產交換本公司本身的固定數目股本工具的方式結算的轉換權會分類為股本工具。將透過以定額現金或另一項財務資產交換本公司本身的固定數目股本工具以外的方式結算的轉換權為轉換權衍生工具。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(iv) Convertible notes (Continued)

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. For conversion option classified as an equity instrument, the difference between the proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible notes equity reserve). For conversion option classified as derivative, it is recognised at fair value. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as liability.

In subsequent periods, the liability component of the convertible loan notes is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes equity reserve until the embedded option is exercised (in which case the balance stated in convertible loan equity reserve will be transferred to share capital). Where the option remains unexercised at the expiry dates, the balance stated in convertible loan notes equity reserve will be released to the retained earnings. No gain or loss is recognised upon conversion or expiration of the option. The conversion option derivative is measured at fair value with changes in fair value recognised in profit or loss.

4 重大會計政策概要(續)

(j) 金融工具(續)

(iv) 可換股票據(續)

於初始確認時，負債組成部分的公允價值利用類似的不可轉換債項的通行市場利率釐定。對於分類為股本工具的轉換權，發行可換股貸款票據的所得款項與分配至負債組成部分（指持有人將貸款票據轉換為權益的轉換權）的公允價值的差額乃計入權益（可換股票據權益儲備）。分類為衍生工具的轉換權乃按公允價值確認。所得款項超出初始確認為衍生工具組成部分的金額的任何差額乃確認為負債。

於其後期間，可換股貸款票據的負債組成部分利用實際利息法按攤銷成本列賬。權益組成部分（以轉換負債組成部分為本公司普通股的期權代表）將保留於可換股票據權益儲備，直至嵌入式期權獲行使為止（在此情況下，可換股貸款權益儲備所列的結餘將轉撥至股本）。倘選擇權於到期日仍未獲行使，則可換股貸款票據權益儲備所列的結餘將撥至保留盈利。期權獲轉換或到期時不會確認利得或虧損。轉換權衍生工具乃按公允價值計量，公允價值變動會於損益確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(iv) Convertible notes (Continued)

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and conversion option components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity and relating to conversion option derivative is recognised to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

(v) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(vi) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4 重大會計政策概要(續)

(j) 金融工具(續)

(iv) 可換股票據(續)

有關發行可換股貸款票據的交易成本乃按所得款項的分配比例分配至負債及轉換權組成部分。有關權益組成部分的交易成本直接自權益扣除，而有關轉換權衍生工具的交易成本則即時於損益確認。與負債組成部分有關的交易成本計入負債部分的賬面金額，並利用實際利息法於可換股貸款票據的期間內攤銷。

(v) 實際利息法

實際利息法為於有關期間內計算財務資產或財務負債的攤銷成本及分配利息收益或利息支出的方法。實際利率為於財務資產或負債預期年期(或(如適用)較短期間)內，準確貼現預期未來現金收款或付款的比率。

(vi) 股本工具

本公司發行的股本工具按已收所得款項(扣除直接發行成本)記賬。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

(vii) Derecognition

The Group derecognises a financial asset when, and only when the contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(k) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position where the Company currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Company has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

(l) Impairment of non-financial assets

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

4 重大會計政策概要(續)

(j) 金融工具(續)

(vii) 終止確認

當及僅當自財務資產收取現金流的合約權利屆滿，或已轉移財務資產且有關轉移按照香港財務報告準則第9號符合取消確認的準則時，本集團方會終止確認財務資產。

當相關合約內訂明的責任已解除、註銷或屆滿時，本集團會終止確認財務負債。

(k) 對銷金融工具

倘本公司目前擁有在法律上可強制執行的權利對銷已確認金額，且有意以淨額基準結算或同時變現資產及清償負債時，則財務資產及負債會對銷，並於綜合財務狀況表呈報淨額。本公司亦訂有不符對銷標準的安排，但仍容許在破產或合約終止等若干情況下對銷相關金額。

(l) 非財務資產減值

於報告期末，本集團審閱其物業、機器及設備、投資物業以及使用權資產的賬面金額，以釐定是否有任何跡象顯示該等資產的賬面值可能無法收回並已蒙受減值虧損。如有任何此等跡象，則本集團會估計相關資產的可收回金額，以釐定減值虧損(如有)的程度。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Impairment of non-financial assets (Continued)

The recoverable amounts of properties, plant and equipment, investment properties, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

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

4 重大會計政策概要(續)

(I) 非財務資產減值(續)

物業、機器及設備、投資物業、使用權資產以及無形資產的可收回金額乃個別估計。倘無法個別估計可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。

於測試現金產生單位的減值時，倘可建立合理貫徹的分配基準，則企業資產會分配至相關現金產生單位，否則會分配至可建立合理貫徹的分配基準的最小現金產生單位組別。可收回金額按企業資產所屬的現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別的賬面金額進行比較。

可收回金額為公允價值減出售成本與使用價值兩者的較高者。在評估使用價值時，估計未來現金流量會採用反映對貨幣時間價值的當前市場評估及該資產(或現金產生單位)的特有風險(並未就估計未來現金流量調整有關風險)的稅前貼現率貼現至其現值。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Impairment of non-financial assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

4 重大會計政策概要(續)

(I) 非財務資產減值(續)

倘估計資產(或現金產生單位)的可收回金額低於其賬面金額,則資產(或現金產生單位)的賬面金額將調低至其可收回金額。就無法按合理貫徹的基準分配至現金產生單位的企業資產或部分企業資產而言,本集團會比較現金產生單位組別的賬面金額(包括分配至該組現金產生單位的企業資產或部分企業資產的賬面金額)與該組現金產生單位的可收回金額。於分配減值虧損時,首先分配減值虧損以減少任何商譽的賬面金額(如適用),其後根據該單位或現金產生單位組別內各資產的賬面金額按比例分配至其他資產。資產賬面金額不得減少至低於其公允價值減出售成本(如可計量)、其使用價值(如可釐定)及零三者中的最高者。已另行分配至資產的減值虧損金額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損即時於損益確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Impairment of non-financial assets (Continued)

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

(m) Cash and cash equivalents

Cash and cash equivalents include cash on hand and deposits held at call with banks with original maturities of three months or less.

(n) Provisions and contingencies

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 can be reliably estimated.

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.

4 重大會計政策概要(續)

(l) 非財務資產減值(續)

倘減值虧損其後撥回，則資產(或現金產生單位或現金產生單位組別)的賬面金額將增至其經修訂的估計可收回金額，惟增加後的賬面金額不得超出資產(或現金產生單位或現金產生單位組別)於過往年度並無確認減值虧損時原應釐定的賬面金額。減值虧損撥回即時於損益確認。

(m) 現金及現金等價物

現金及現金等價物包括手頭現金及原期限為三個月或以下的銀行活期存款。

(n) 撥備及或然事項

當本集團因過往事項而目前負上法律上或推定的責任、清償責任時可能導致資源流出且金額能夠可靠地估計時，本集團會確認撥備。

如有多項類似責任，則本集團會透過整體考慮責任的類別釐定須於償付中流出資源的可能性。即使與在同一責任類別所包含任何一個項目相關的資源流出的可能性極低，本集團亦會確認撥備。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Provisions and contingencies (Continued)

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.

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 an 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 the outflow is probable, it will then be recognised as a provision.

(o) Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

4 重大會計政策概要(續)

(n) 撥備及或然事項(續)

撥備使用可反映市場目前對金錢時間價值及責任特定風險的評估的稅前比率，按預期清償責任所需開支的現值計量。撥備隨時間流逝而增加的金額確認為利息支出。

或然負債指因過往事件而可能引起的責任，而其存在與否僅能藉本集團控制範圍以外的一宗或多宗不確定未來事件會否發生確認。或然負債亦可以是因過往事件而引致，但由於其可能無須流出經濟資源或責任金額未能可靠地計量而不作確認的現有責任。

或然負債不予確認，但會於綜合財務報表附註披露。當流出資源的可能性改變導致可能流出資源時，本集團會將或然負債確認為撥備。

(o) 借貸成本

直接用於收購、建造或生產合資格資產(即須長時間準備方可作擬定用途或出售的資產)的一般及特定借貸成本會資本化為該等資產成本的一部分，直至該等資產大致上可作其擬定用途或出售之時為止。

特定借貸在用於合資格資產前作短暫投資所賺取的投資收益於合資格撥充資本的借貸成本中扣除。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Borrowing costs (Continued)

All other borrowing costs are recognised in the consolidated income statement in the period in which they are incurred.

(p) Current and deferred income tax

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 or directly in equity, respectively.

(i) Current income tax

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period in the countries where the Company's 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. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

4 重大會計政策概要(續)

(o) 借貸成本(續)

所有其他借貸成本於產生期間在綜合收益表確認。

(p) 即期及遞延所得稅

年內稅項支出包括即期及遞延稅項。除與於其他全面收益確認或直接於權益確認的項目相關(此時稅項亦分別於其他全面收益確認或直接於權益確認)外,稅項會於綜合收益表確認。

(i) 即期所得稅

即期稅項以日常業務的損益為基礎,已就所得稅而言無須課稅或不可扣稅的項目調整,並按於本公司附屬公司業務及產生應課稅收益所在國家報告期末已頒佈或大致已頒佈的稅率計算。管理層因應須詮釋適用稅務法規的情況定期評估報稅表的狀況,並在適當時以預期須向稅務機關支付的稅款為基準設定撥備。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Current and deferred income tax (Continued)

(ii) 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 tax liabilities are not recognised if they arise from the initial recognition of goodwill and 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 date of statement of financial position and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

4 重大會計政策概要(續)

(p) 即期及遞延所得稅(續)

(ii) 遞延所得稅

內在差異

對於資產及負債的稅基與綜合財務報表內的賬面金額之間所產生的暫時差額，本集團會使用負債法確認遞延所得稅。然而，遞延稅項負債若因初始確認商譽而產生則不予確認，遞延所得稅若因於業務合併以外的交易(不影響會計處理亦不影響應課稅盈虧者)中初始確認資產或負債而產生，則不會入賬。遞延所得稅利用於財務狀況表日期已頒佈或大致已頒佈並預期於相關遞延所得稅資產變現或遞延所得稅負債清償時應用的稅率(及稅法)釐定。

釐定計量遞延稅項金額所用適當稅率的一般規定存在一個例外情況，即投資物業乃根據香港會計準則第40號「投資物業」按公允價值列賬。除非該推定被推翻，否則此等投資物業的遞延稅項金額乃利用此等投資物業按於報告日期的賬面金額出售時應用的稅率計量。當投資物業乃可計提折舊並於旨在隨時間(而非透過出售)消耗物業所蘊含絕大部分經濟利益的商業模型內持有時，該推定即被推翻。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Current and deferred income tax (Continued)

(ii) Deferred income tax (Continued)

Inside basis differences (Continued)

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 be reversed in the foreseeable future.

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.

(iii) 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 taxes 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.

4 重大會計政策概要(續)

(p) 即期及遞延所得稅(續)

(ii) 遞延所得稅(續)

內在差異(續)

遞延所得稅資產僅於未來可能有應課稅利潤可用以抵銷可動用暫時差額時確認。

外在差異

本集團會就於附屬公司的投資所產生的應課稅暫時差額計提遞延所得稅負債撥備，惟倘本集團可控制暫時差額的撥回時間，且暫時差額很可能不會在可見將來撥回，則作別論。

本集團會就於附屬公司的投資所產生的可扣減暫時差額確認遞延所得稅資產，惟只有暫時差額很可能於未來撥回，且有足夠應課稅利潤可用以抵銷暫時差額，方予確認。

(iii) 抵銷

當擁有可在法律上強制執行的權利對銷流動稅項資產與流動稅項負債，且遞延所得稅資產及負債涉及由同一稅務機關向有意按淨額基準清償結餘的應繳稅實體或不同應繳稅實體徵收的所得稅時，遞延所得稅資產與負債會互相抵銷。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Employee benefits

- (i) Salaries, bonus, paid annual leave and the cost of other benefits to the Group are accrued in the year in which the associated services are rendered by employees of the Group.
- (ii) The Group operates two defined contribution schemes for Hong Kong employees, the assets of which are held in separate administered funds. The Group's contributions to the defined contribution schemes are expensed as incurred and are not reduced by contributions forfeited by those employees who leave the schemes prior to vesting fully in the contributions.

The Group also contributes on a monthly basis to various defined contribution retirement benefit plans organised by relevant municipal and provincial governments in the PRC. The municipal and provincial governments undertake to assume the retirement benefit obligations payable to all existing and future retired employees for post-retirement benefits beyond the contributions made. The assets of these plans are held separately from those of the Group in independently administered funds managed by the government of the PRC. Contributions to these plans are expensed as incurred.

4 重大會計政策概要(續)

(q) 僱員福利

- (i) 薪金、花紅、有薪年假及本集團其他福利開支於本集團僱員提供相關服務的年度累算。
- (ii) 本集團為香港僱員設立兩項界定供款計劃，各自的資產分別由不同的受管理基金持有。本集團向該等界定供款計劃作出的供款會於產生時支銷，因僱員在供款全數歸屬前退出計劃而沒收的供款不會用於減少本集團作出的供款。

本集團亦每月向中國相關市級及省級政府所籌辦的多項界定供款退休福利計劃作出供款。市級及省級政府承諾，就超出已作供款的退休後福利承擔向所有現時及未來退休僱員支付退休福利的責任。該等計劃的資產與本集團的資產分開，由中國政府管理的獨立管理基金持有。該等計劃的供款於產生時支銷。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Employee benefits (Continued)

(ii) (Continued)

The Group has participated in a defined contribution plan, the 401(k) scheme covering all of its eligible employees in the U.S.. Employees who participate in the plan may contribute a portion of their compensation on a pre-income tax and/or after tax income basis up to a limit specified by law. The Group's contribution to the plan is based on the percentage of employee contribution from the individual employee's monthly basic salary. The Group also provides an employee benefit plan under Internal Revenue Code Section 125, offering to pay for its eligible employees for medical premium and dependent care expenses on a pre-tax basis. Contributions to this scheme are expensed as incurred.

The Group makes monthly mandatory contributions to pension programs at a percentage of the employee's regular monthly wages under the statutory requirement of the Government of Indonesia.

4 重大會計政策概要(續)

(q) 僱員福利(續)

(ii) (續)

本集團已參與界定供款計劃，401(k)計劃涵蓋其所有美國合資格僱員。參與計劃的僱員可以除所得稅前及／或除所得稅後基準補償的某一部分(上限為法律所定的限額)作為供款。本集團向計劃作出的供款乃基於從個別僱員每月基本薪金得出的僱員供款百分比計算。本集團亦根據《國內收入法》(Internal Revenue Code)第125條提供一項僱員福利計劃，提出以稅前基準為合資格僱員支付醫療金及受養人照顧開支。向此計劃作出的供款會於產生時支銷。

根據印尼政府的法定要求，本集團每月基於僱員每月基本薪金的百分比向養老金計劃繳納強制性供款。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Employee benefits (Continued)

- (iii) Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37, Provisions, Contingent Liabilities and Contingent Assets, and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

4 重大會計政策概要(續)

(q) 僱員福利(續)

- (iii) 離職福利於僱員在正常退休日前被本集團終止僱用或僱員接受自願離職以換取此等福利時支付。本集團於以下日期(以較早者為準)確認離職福利：(a) 當本集團不再可撤回提供該等福利的建議時；及 (b) 當實體確認在香港會計準則第37號「撥備、或然負債及或然資產」的範圍內的重組成本並涉及支付離職福利款項時。在提出建議以鼓勵自願離職的情況下，離職福利乃基於預期接受建議的僱員人數計量。在報告期末後超過12個月到期支付的福利會貼現至現值。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Share-based compensation

The Group operates an equity-settled share-based compensation plan. 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 over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become vested. At every period end, the Group revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement and a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

4 重大會計政策概要(續)

(r) 以股份為基礎的補償

本集團設有一項以權益結算以股份為基礎的補償計劃。以授出購股權換取僱員提供的服務的公允價值確認為費用。將於歸屬期內支銷的總額參考所授出購股權的公允價值釐定，當中不包括任何非市場歸屬條件(例如盈利能力及銷售增長目標)的影響。非市場歸屬條件包括在有關預期歸屬的購股權數目的假設中。在各報告期末，本集團會修訂其對預期歸屬的購股權數目的估計。本集團於收益表確認對原先估計修訂(如有)的影響，並對權益作出相應調整。

在購股權獲行使時，已收所得款項扣除任何直接應佔的交易成本後，撥入股本(面值)及股份溢價。

倘購股權的條款及條件於購股權歸屬前修改，則購股權公允價值的增加(於緊接修改前及緊隨修改後計量)亦於餘下歸屬期內在損益確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Revenue recognition

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

4 重大會計政策概要(續)

(s) 收入確認

本集團於(或當)完成履約責任時確認收入，即於特定履約責任相關的貨品或服務的「控制權」轉移至客戶時。

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收入則參照完全履行相關履約責任的進展情況而隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團的履約產生或提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並無產生對本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收入於客戶取得明確貨品或服務控制權的時間點確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Revenue recognition (Continued)

Rental income receivable under operating leases where the Group is a lessor is recognised in the income statement in equal instalments over the accounting periods covered by the lease term. Lease incentives granted are recognised in the income statement as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the year in which they are earned.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

4 重大會計政策概要(續)

(s) 收入確認(續)

根據本集團作為出租人的經營租賃應收的租金收益於租期所涵蓋的會計期間內以等額在收益表確認。所授予的租賃獎勵於收益表確認為應收淨租金總額的組成部分。或然租金在賺取的年度確認為收益。

倘經濟利益可能將流入本集團且收益金額能可靠地計量，則會確認財務資產的利息收益。利息收益乃參照未償還本金及按適用實際利率以時間基準累計；該實際利率為於財務資產預期年期內，將估計未來現金收款準確貼現至該資產於初始確認時的賬面淨額的利率。

合約資產指本集團就換取本集團已向客戶轉讓的貨品或服務而收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

合約負債指本集團因已自客戶收取代價(或到期代價金額)，而須轉讓貨品或服務予客戶的責任。

與相同合約有關的合約資產及合約負債按淨額基準入賬及呈列。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income”.

(u) 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.

(v) Dividend distribution

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

4 重大會計政策概要(續)

(t) 政府補助

在合理保證本集團將遵守政府補助的附帶條件以及將獲得補助後，政府補助方予以確認。

政府補助於本集團確認補助擬補償的相關成本為開支的期間內有系統地於損益確認。

作為已產生開支或虧損的補償或向本集團提供即時財務資助(並無未來相關成本)而應收的收入的相關政府補助，乃於其成為可收的期間於損益中確認。該等補助於「其他收入」項下呈列。

(u) 股本

普通股分類為權益。

發行新股或購股權直接產生的增量成本在權益中顯示為扣除稅項後的所得款項扣減。

(v) 分派股息

向本集團股東分派的股息在本公司股東或董事(視適用情況而定)批准股息的期間於本集團財務報表確認為負債。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

4 重大會計政策概要(續)

(w) 關聯方

- (a) 某人士或該人士的近親如屬以下人士，則與本集團有關聯：
- (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本公司母公司的主要管理層人員。
- (b) 某實體如符合以下任何條件，則與本集團有關聯：
- (i) 該實體與本集團屬同一集團的成員公司(即指母公司、附屬公司及同系附屬公司各自之間有關聯)。
 - (ii) 某一實體為另一實體的聯營公司或合營企業(或另一實體所屬集團旗下成員公司的聯營公司或合營企業)。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 某一實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Related parties (Continued)

- (b) (Continued)
- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.
- (c) Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:
- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

4 重大會計政策概要(續)

(w) 關聯方(續)

- (b) (續)
- (v) 該實體為本集團或與本集團有關聯的實體就僱員利益設立的離職後福利計劃。
- (vi) 該實體受(a)所界定人士控制或共同控制。
- (vii) (a)(i)所界定人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理層人員。
- (viii) 該實體或其所屬集團的任何成員公司為本集團或本集團的母公司提供主要管理人員服務。
- (c) 某人士的近親為彼等於與實體進行交易時預期可能會影響該人士或受該人士影響的家庭成員，並包括：
- (i) 該名人士的子女及配偶或同居伴侶；
- (ii) 該名人士的配偶或同居伴侶的子女；及
- (iii) 該名人士或其配偶或同居伴侶的受養人。

5 FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and interest rate risk), credit risk and liquidity risk. Risk management is carried out by senior management of the Group under policies approved by the board of directors of the Company.

(i) Market risk

Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States dollar ("US\$") and HK\$ as the Group's operating costs and interest expenses are denominated in these currencies. The Group is also exposed to other currency movements, primarily in terms of investments in the U.S. and Indonesia, bank deposits, loan and interest receivables, certain other loans, amount due to an intermediate holding company and amount due to the immediate holding company denominated in US\$. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group has not entered into any derivative instruments to hedge its foreign exchange exposures.

5 財務風險管理

(a) 財務風險因素

本集團的活動使本集團面對多種財務風險：市場風險(包括外匯風險、價格風險及利率風險)、信貸風險及流動性風險。風險管理由本集團的高級管理人員根據經本公司董事會批准的政策執行。

(i) 市場風險

外匯風險

本集團面對多種不同貨幣產生的外匯風險，主要涉及美元及港幣，原因為本集團的經營成本及利息開支以該等貨幣計值。本集團亦面對其他貨幣變動的風險，主要是以美元計值的於美國及印尼的投資、銀行存款、應收貸款及利息、若干其他貸款、應付一間中間控股公司款項及應付直接控股公司款項。外匯風險來自期貨商業交易、已確認的資產及負債以及於外國營運的淨投資。本集團並無訂立任何衍生工具對沖其外匯風險。

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Foreign exchange risk risk (Continued)

At 31 December 2022, if the HK\$ had weakened/strengthened by 0.5% against the US\$ with all other variables held constant, loss for the year and equity would have been HK\$22,889,000 higher/lower (2021: HK\$21,830,000 higher/lower), respectively, mainly as a result of net foreign exchange losses/gains on translation of US\$ denominated cash and bank deposits, loan and interest receivables, certain other loans, amount due to an intermediate holding company and amount due to the immediate holding company. The Group's management manages this risk by closely monitoring the exchange rate movement and changes in market conditions that may have a significant impact on the operations and financial performance.

Price risk

During the year ended 31 December 2021, the Group disposal of all its publicly traded listed equity securities and the carrying value of the remaining non-publicly equity securities was zero and thus, the Group is not exposed to any price risk at the end of the reporting period.

5 財務風險管理(續)

(a) 財務風險因素(續)

(i) 市場風險(續)

外匯風險(續)

於2022年12月31日，倘港幣兌美元貶值／升值0.5%而所有其他變數維持不變，則年內虧損及權益將分別增加／減少港幣22,889,000元(2021年：增加／減少港幣21,830,000元)，主要因為換算以美元計值的現金及銀行存款、應收貸款及利息、若干其他貸款、應付一間中間控股公司款項及應付直接控股公司款項的外匯虧損／利得淨額。為管理此風險，本集團管理層密切監察可能對業務及財務表現有重大影響之匯率變動及市況轉變。

價格風險

截至2021年12月31日止年度，本集團已出售其全部公開買賣之上市股票證券及其餘非公開買賣之股票證券的賬面值為零，因此，本集團於報告期末的價格風險為有限。

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Interest rate risk

The Group has no significant interest-bearing assets and liabilities except for cash and bank deposits, loan receivables, lease liabilities, other loans, amount due to an intermediate holding company, amount due to a fellow subsidiary and convertible notes. The interest rates for the loan receivables, amount due to an intermediate holding company, amount due to a fellow subsidiary, certain other loans and convertible notes are fixed while the interest expense of certain other loans which bear interests at LIBOR that are mainly capitalised and the remaining balances are not significant.

At 31 December 2022, if interest rates on cash and bank deposits, other loans had been 100 basis points higher/lower with all other variables held constant, loss for the year would have been HK\$11,313,000 (2021: HK\$12,151,000) higher/lower, mainly as a result of interest expenses on the bank and other borrowings.

5 財務風險管理(續)

(a) 財務風險因素(續)

(i) 市場風險(續)

利率風險

除現金及銀行存款、應收貸款、租賃負債、其他貸款、應付一間中間控股公司款項、應付一間同系附屬公司款項及可換股票據外，本集團並無其他重大計息資產和負債。應收貸款、應付一間中間控股公司款項、應付一間同系附屬公司款項、若干其他貸款及可換股票據之利率為固定，而按倫敦銀行同業拆息計息的若干其他貸款的利息支出主要予以資本化且餘額並不重大。

於2022年12月31日，倘現金及銀行存款、其他貸款的利率上升／下跌100個基點而所有其他變數維持不變，則年內虧損將增加／減少港幣11,313,000元(2021年：港幣12,151,000元)、主要源自銀行及其他借貸的利息開支。

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Interest rate risk (Continued)

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (“IBORs”) with alternative nearly risk-free rates. Details of the impacts on the Group’s risk management strategy arising from the interest rate benchmark reform and the progress towards implementation of alternative benchmark interest rates are set out under “interest rate benchmark reform” in this note.

Credit risk

There is no significant credit risk in relation to the Group’s cash and bank deposits as cash and bank deposits are placed with banks and financial institutions with good credit ratings. Approximately 35% (2021: 93%) of the Group’s bank deposits were placed in international financial institutions with minimum credit ratings of A3/A- as rated by Moody’s and Standard & Poor’s as at 31 December 2022.

The maximum exposure to credit risk for the Group and the Company at the reporting date is the carrying amount of each class of financial assets.

5 財務風險管理(續)

(a) 財務風險因素(續)

(i) 市場風險(續)

利率風險(續)

目前全球正在對主要利率基準進行根本性改革，包括將若干銀行同業拆息(「銀行同業拆息」)替換為其他近乎無風險的利率。有關利率基準改革對本集團風險管理策略的影響及替代基準利率的實施進展詳情載於本附註「利率基準改革」。

信貸風險

由於現金及銀行存款存放於信貸評級良好的銀行及金融機構，故本集團的現金及銀行存款並無重大信貸風險。於2022年12月31日，本集團約35% (2021年：93%)的銀行存款存放於獲穆迪及標準普爾最低評為A3/A-信貸評級的國際金融機構。

本集團及本公司於報告日期的最大信用風險為各類財務資產的賬面價值。

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Credit risk (Continued)

Trade receivables

The aggregate revenue from the five largest customers represents 56% (2021: 54%) of the total revenue generated from the deconsolidated subsidiaries before deconsolidation, excluding interest income and dividend income, of which, two customers (2021: two customers) individually exceed 10% of the total revenue (excluding interest income and dividend income) for the year ended 31 December 2022.

The trade receivables of the Group primarily represent rental receivables. Rental deposits are required from tenants prior the commencement of leases.

During the year, ECL provision of HK\$1,861,000 (2021: HK\$5,182,000) was made on the trade receivables from deconsolidated subsidiaries.

As at 31 December 2021, except for debtors with significant outstanding balances, which are assessed for impairment individually and HK\$6,483,000 ECL was provided, the management of the Group have assessed the ECL of remaining trade receivables as insignificant and therefore it did not result in an impairment allowance for the year ended 31 December 2021.

5 財務風險管理(續)

(a) 財務風險因素(續)

(i) 市場風險(續)

信貸風險(續)

應收賬款

截至2022年12月31日止年度，來自五大客戶的收入合共佔來自出表前出表子公司總收入(不包括利息收益及股息收益)的56%(2021年: 54%)，其中兩名客戶(2021年: 兩名客戶)單獨佔總收入(不包括利息收益及股息收益)超過10%。

本集團的應收賬款主要為應收租金。租戶須於租賃開始前繳交租金按金。

年內，就來自出表子公司的應收賬款計提預期信用損失撥備港幣1,861,000元(2021年: 港幣5,182,000元)。

於2021年12月31日，除獨立評估減值的有重大尚未償還結餘的債務人及已計提預期信用損失撥備港幣6,483,000元外，本集團的管理層已將餘下應收賬款的預期信用損失評估為非重大，因此其於截至2021年12月31日止年度並未計提減值撥備。

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Credit risk (Continued)

Other receivables

The non-current other receivables of the Group mainly represent the non-current loan and interest receivables from two non-controlling shareholders of PT Mabar Elektrindo (“PT Mabar”), an indirect non-wholly owned subsidiary of the Company. The Group determines the following expected credit loss rate for its loan receivables based on Group’s expected loan repayment date and adjusted by forward looking factors. The details of the loan and interest are disclosed in Note 20(b).

The loss allowances as at 31 December 2022 was determined for non-current loan and interest receivables as follows:

Loan and interest receivables	應收貸款及利息	2022 2022年	2021 2021年
ECL rate (%)	預期信用損失率(%)	6.8	6.9
Gross carrying amount of non-current loan and interest receivables (HK\$'000)	非流動應收貸款及利息賬面總值(港幣千元)	292,584	292,620
Loss allowances (HK\$'000)	虧損備抵(港幣千元)	19,919	20,035

5 財務風險管理(續)

(a) 財務風險因素(續)

(i) 市場風險(續)

信貸風險(續)

其他應收款項

本集團的非流動其他應收款項主要為應收本公司的間接非全資附屬公司PT Mabar Elektrindo(「PT Mabar」)兩名非控股股東的非流動應收貸款及利息。本集團按本集團的預期貸款償還日期，就其應收貸款釐定以下預期信用損失率，並按前瞻因素進行調整。貸款及利息詳情於附註20(b)披露。

本集團就非流動應收貸款及利息釐定於2022年12月31日的虧損備抵載列如下：

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Credit risk (Continued)

Other receivables (Continued)

Pursuant to the loan agreement dated 14 May 2014 and the supplemental agreements entered into between China Oceanwide Power Co., Ltd. (“COP”) and PT. Garda Sayap Garuda (“GSG”, being one of the non-controlling shareholders of PT Mabar) (“GSG Loan Agreement”), the loan and interest receivables shall be repaid by GSG to COP with 70% of each dividend distribution (set and declared by the resolution of shareholders meeting of PT Mabar) that GSG receives from PT Mabar.

The GSG Loan Agreement was expired on 31 December 2019. The Group is still negotiating with GSG to further renew the GSG Loan Agreement and GSG wishes to execute the supplemental loan agreement upon agreeing with the management of PT Mabar (i) the expected timetable of construction of the Group’s energy project in the Medan industrial zone of Indonesia (the “Medan Project”); and (ii) expected schedule of fund injections to the Medan Project in the remaining construction period. It is expected that GSG would be willing to enter into the supplemental loan agreement when the Medan Project is reactivated.

5 財務風險管理(續)

(a) 財務風險因素(續)

(i) 市場風險(續)

信貸風險(續)

其他應收款項(續)

根據中國泛海電力股份有限公司(「中國泛海電力」)與PT. Garda Sayap Garuda(「GSG」, PT Mabar的非控股股東之一)於2014年5月14日訂立的貸款協議及補充協議(「GSG貸款協議」), GSG應以GSG自PT Mabar收到的每次股息分派(由PT Mabar股東大會決議案設定及宣派)的70%向中國泛海電力償還應收貸款及利息。

GSG貸款協議於2019年12月31日到期。本集團仍在與GSG協商,以進一步重續GSG貸款協議,而GSG希望在與PT Mabar管理層協定(i)本集團在印尼棉蘭工業區的能源項目(「棉蘭項目」)的預期建設時間表;及(ii)在剩餘施工期內向棉蘭項目注入資金的預期時間表後訂立補充貸款協議。預期GSG將願意在棉蘭項目重新啟動時訂立補充貸款協議。

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Financial guarantee contracts

For financial guarantees contracts, the Group's maximum exposure to credit risk which will cause a financial loss to the Group is the amount that the Group has guaranteed under respective contracts.

As described in Note 39 to the consolidated financial statements, the Group has been defaulted on certain borrowing contracts. Accordingly, the Group considers the probability of default is 100% in measuring the life-time ECL allowance on financial guarantee contracts.

5 財務風險管理(續)

(a) 財務風險因素(續)

(i) 市場風險(續)

財務擔保合約

對於財務擔保合約，本集團因該等合約而蒙受財務損失之最大信貸風險為本集團根據相關合約所擔保的金額。

如綜合財務報表附註39所述，本集團的若干借貸合約出現違約。因此，本集團認為，於計量財務擔保合約的全期預期信用損失備抵時，違約概率為100%。

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(ii) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, senior management of the Group aims to maintain flexibility in funding by keeping committed credit lines available.

As described in Note 3(c) to the consolidated financial statements, there are certain conditions and matters indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern. At the end of the reporting period, the Group has taken appropriate measures and plans as set out in Note 3(c) to improve the liquidity position of the Group.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the date of the consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

5 財務風險管理(續)

(a) 財務風險因素(續)

(ii) 流動性風險

審慎的流動性風險管理指維持充足的現金及有價證券、透過充足的承諾信貸額度獲得可用資金及有能力結算市場持倉。由於相關業務性質流動性強，故本集團的高級管理層旨在透過維持可用承諾信貸額度保持資金靈活性。

誠如綜合財務報表附註3(c)所述，若干情況及事宜表明存在可能對本集團的持續經營能力構成重大疑慮的重大不確定性。於報告期末，本集團已採取附註3(c)所載的適當措施及計劃，以改善本集團的流動資金狀況。

下表基於綜合財務狀況表日期至合約到期日的剩餘期限，透過相關到期日組合分析本集團的財務負債。表內披露的數額為未貼現現金流。由於貼現影響不大，故於12個月內到期的結餘等同於其賬面結餘。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(ii) Liquidity risk (Continued)

		Contractual payment 合約付款			
		Less than 1 year and repayable on demand 1年以下及 按要求償還 HK\$'000 港幣千元	Between 1 and 2 years 1至2年之間 HK\$'000 港幣千元	Between 2 and 5 years 2至5年之間 HK\$'000 港幣千元	Over 5 years 5年以上 HK\$'000 港幣千元
At 31 December 2022	於2022年 12月31日				
Deposits received, other payables and accruals	已收按金、其他 應付款項及 應計項目	1,567,901	462,695	—	—
Borrowings	借貸	3,368,276	—	—	—
Obligations in respect of deconsolidated subsidiaries	有關出表子公司的 責任	649,937	—	—	—
Lease liabilities	租賃負債	17,598	5,047	9,611	5,065
Amount due to an intermediate holding company	應付一間中間 控股公司款項	8,856,786	—	—	—
Amount due to immediate holding company	應付直接控股 公司款項	114,769	—	—	—
		14,575,267	467,742	9,611	5,065
At 31 December 2021	於2021年 12月31日				
Deposits received, other payables and accruals	已收按金、其他 應付款項及 應計項目	1,433,325	466,041	5,167	10,803
Borrowings	借貸	6,115,688	—	—	—
Lease liabilities	租賃負債	17,114	17,542	30,374	30,530
Amount due to an intermediate holding company	應付一間中間控股 公司款項	425,253	8,930,310	—	—
		7,991,380	9,413,893	35,541	41,333

5 財務風險管理(續)

(a) 財務風險因素(續)

(ii) 流動性風險(續)

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Interest rate benchmark reform

Certain of the Group's LIBOR other loans may be subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

LIBOR

As at 31 December 2022, all LIBOR settings have been either ceased to be provided by any administrator or no longer be representative, except for US dollar settings (other than the 1-week and 2-month settings) which will be ceased immediately after 30 June 2023.

(c) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of gearing ratio. This ratio is calculated as total debt divided by total capital. Total debt is calculated as "total borrowings". Total capital is calculated as "total equity", as shown in the consolidated statement of financial position.

5 財務風險管理(續)

(b) 利率基準改革

本集團若干其他倫敦銀行同業拆息貸款可能需要進行利率基準改革。本集團正在密切關注市場並管理新基準利率的過渡，包括相關銀行同業拆息監管機構發佈的公告。

倫敦銀行同業拆息

於2022年12月31日，除美元定價(1週及2個月定價除外)將於緊接2023年6月30日後停止提供外，全部倫敦銀行同業拆息定價均已不再由任何管理局提供或不再具代表性。

(c) 資本風險管理

當管理資本時，本集團以維護其可持續經營的能力為目標，從而為股東提供回報及為其他持份者帶來利益，並維持最佳資本結構以減少資金成本。

為了維持或調整資本結構，本集團可能調整向股東派付的股息額、返還股東資本、發行新股或出售資產以減少債務。

本集團以資本負債比率為基準監察資本，與同業看齊。該比率按債務總額除以資本總額計算。債務總額按「借貸總額」計算。資本總額按綜合財務狀況表所示的「權益總額」計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Capital risk management (Continued)

The Group's strategy is to maintain a healthy gearing ratio. The gearing ratios, as calculated by total borrowings/obligations over total shareholders' equity, are as follows:

5 財務風險管理(續)

(c) 資本風險管理(續)

本集團的策略旨在維持穩健的資本負債比率。資本負債比率(按借貸/責任總額除以股東權益總額計算)如下:

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Total borrowings (excluding borrowings in deconsolidated subsidiaries, amount due to an intermediate holding company and amount due to immediate holding company)	借貸總額(不包括出表子公司的借貸、應付一間中間控股公司款項及應付直接控股公司款項)	3,019,459	5,752,539
Obligations in respect of deconsolidated subsidiaries (Note 19)	有關出表子公司的責任(附註19)	2,981,731	—
Amount due to an intermediate holding company	應付一間中間控股公司款項	8,856,234	—
Amount due to immediate holding company	應付直接控股公司款項	114,769	8,505,057
Total borrowings/obligations	借貸/責任總額	14,972,193	14,257,596
Total equity	權益總額	1,637,334	4,253,046
Gearing ratio (excluding obligations in respect of deconsolidated subsidiaries, amount due to an intermediate holding company and amount due to immediate holding company)	資本負債比率(不包括有關出表子公司的責任、應付一間中間控股公司款項及應付直接控股公司款項)	184.4%	135.3%
Gearing ratio	資本負債比率	914.4%	335.2%

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Capital risk management (Continued)

In order to fund the daily operation and the expansion of the business of the Group, significant amounts of capital in the form of borrowing or equity, or a combination of both, is considered to be necessary in the future.

As detailed in Note 3(c), the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Accordingly, a number of measures have been undertaken to mitigate the liquidity pressure and to improve the Group's financial position. Please refer to Note 3(c) for details of the measures.

(d) Fair value estimation

The following table presents the Group's financial instruments that were measured at fair value at 31 December 2022 and 31 December 2021. The non-publicly traded equity securities at Hong Kong is classified at Level 3 and its fair value is concluded as nil. The different levels have been defined as follows:

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

5 財務風險管理(續)

(c) 資本風險管理(續)

為撥付本集團的日常營運及業務擴展，本集團認為日後需以借貸或股權形式或兩者結合取得大額資金。

如附註3(c)所詳述，本公司董事在評估本集團是否有足夠財務資源以持續經營時，已仔細考慮本集團未來流動資金及表現以及其可用資金來源。因此，本集團已採取多項措施減輕流動資金壓力及改善本集團的財務狀況。有關措施的詳情，請參閱附註3(c)。

(d) 公允價值估計

下表呈列於2022年12月31日及2021年12月31日按公允價值計量的本集團金融工具。香港非公開上市股票證券分類為第3級及其公允價值被認定為零。不同級別的定義如下：

- (i) 相同資產或負債於活躍市場的報價(未經調整)(第1級)。
- (ii) 除包含於第1級的報價外，就資產或負債直接(即價格)或間接(即引伸自價格)可觀察所得的輸入數據(第2級)。
- (iii) 並非基於可觀察所得市場數據的資產或負債輸入數據(即不可觀察所得輸入數據)(第3級)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Fair value estimation (Continued)

		Level 1 第1級 HK\$'000 港幣千元	Level 2 第2級 HK\$'000 港幣千元	Level 3 第3級 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 31 December 2022	於 2022 年 12 月 31 日				
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益的財務資產				
— Non-publicly traded equity securities at Hong Kong	— 於香港非公開上市股票證券	—	—	—	—
Total financial assets	財務資產總值	—	—	—	—
At 31 December 2021	於 2021 年 12 月 31 日				
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益的財務資產				
— Non-publicly traded equity securities at Hong Kong	— 於香港非公開上市股票證券	—	—	—	—
Total financial assets	財務資產總值	—	—	—	—

During the year ended 31 December 2022 and 2021, there were no transfers between Levels 1, 2 and 3.

於截至2022年及2021年12月31日止年度，第1級、第2級及第3級之間並無轉移。

5 財務風險管理(續)

(d) 公允價值估計(續)

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Fair value estimation (Continued)

(i) *Financial instruments in Level 1*

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

(ii) *Financial instruments in Level 2*

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) 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.

(iii) *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.

5 財務風險管理(續)

(d) 公允價值估計(續)

(i) 第1級內的金融工具

於活躍市場買賣的金融工具的公允價值以於財務狀況表日期的市場報價為基礎。倘該等報價可容易地定期從交易所、經銷商、經紀、產業集團、股價服務機構或監管機構獲得，且代表以公允原則定期進行的實際市場交易，則該市場會被視為活躍。本集團所持財務資產使用的市場報價乃現行出價。

(ii) 第2級內的金融工具

並非於活躍市場買賣的金融工具(例如場外衍生工具)的公允價值利用估值技術釐定。該等估值技術盡量使用可觀察所得的可得市場數據，並盡可能地減少倚賴實體的特定估計。倘得出工具公允價值所須的全部重大輸入數據乃可觀察，則該工具列入第2級。

(iii) 第3級內的金融工具

倘一項或多項重大輸入數據並非基於可觀察所得的市場數據，則該工具列入第3級。

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Fair value estimation (Continued)

(iii) Financial instruments in Level 3 (Continued)

The following table presents the changes in Level 3 instruments for the years ended 31 December 2022 and 2021:

Balance as at 1 January 2021, 31 December 2021 and 31 December 2022	於 2021 年 1 月 1 日、2021 年 12 月 31 日 及 2022 年 12 月 31 日 的 結 餘
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Note: During the year ended 31 December 2018, the Company's equity investments in China Huiyuan Juice Group Limited ("Huiyuan Juice") of HK\$200,956,000 has become non-publicly traded as trading of shares of Huiyuan Juice has been suspended since April 2018. Hence, these equity investments were transferred from Level 1 to Level 3 for the estimation of fair value during the year ended 31 December 2018. Market approach was adopted for the valuation of Huiyuan Juice for the year ended 31 December 2019.

For the year ended 31 December 2020, asset approach was adopted for the valuation of Huiyuan Juice. The fair value was based on the estimated fair value of the assets and liabilities of Huiyuan Juice. As there is no significant assumption adopted in the valuation, no sensitivity analysis is presented. Subsequently in January 2021, shares of Huiyuan Juice have been delisted and the directors of the Company consider that the fair value as at 31 December 2022 and 2021 was concluded as nil.

5 財務風險管理(續)

(d) 公允價值估計(續)

(iii) 第3級內的金融工具(續)

下表呈列第3級工具於截至2022年及2021年12月31日止年度的變動：

Non-publicly
traded equity
securities at
Hong Kong
(Note below)
香港非公開上市
股票證券
(下文附註)
HK\$'000
港幣千元

附註：於截至2018年12月31日止年度，由於中國匯源果汁集團有限公司(「匯源果汁」)股份自2018年4月起暫停買賣，故本公司於匯源果汁的股本投資港幣200,956,000元已成為非上市買賣。因此，截至2018年12月31日止年度，為估計公允價值，該等股本投資已由第1級轉移至第3級。截至2019年12月31日止年度，已就匯源果汁的估值採用市場法。

截至2020年12月31日止年度，已就匯源果汁的估值採用資產法。公允價值乃基於匯源果汁的資產與負債的估計公允價值。由於進行估值時並無採用任何重大假設，故並無呈列敏感度分析。其後，匯源果汁的股份已於2021年1月除牌，而本公司董事認為於2022年及2021年12月31日的公允價值為零。

5 FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Fair value estimation (Continued)

(iii) Financial instruments in Level 3 (Continued)

The fair values of the following financial assets and liabilities approximate their carrying amounts:

- (i) Loan receivables;
- (ii) Trade receivables;
- (iii) Other receivables;
- (iv) Cash and bank deposits;
- (v) Financial assets at fair value through other comprehensive income;
- (vi) Deposits received, other payables and accruals;
- (vii) Borrowings;
- (viii) Amount due to an intermediate holding company;
- (ix) Amount due to immediate holding company; and
- (x) Interest/obligation in respect of deconsolidated subsidiaries.

The disclosures of the investment properties that are measured at fair value are set out in Note 17.

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Note 4 to the consolidated financial statements include a summary of the significant accounting policies used in the preparation of the consolidated financial statements. The preparation of consolidated financial statements often requires the use of judgments to select specific accounting methods and policies from several acceptable alternatives. Furthermore, significant estimates and assumptions concerning the future may be required in selecting and applying those methods and policies in the consolidated financial statements. The Group bases its estimates and judgments on historical experience and various assumptions that are reasonable under the circumstances. Actual results may differ from these estimates and judgments under different assumptions or conditions.

5 財務風險管理(續)

(d) 公允價值估計(續)

(iii) 第3級內的金融工具(續)

下列財務資產及負債的公允價值與其賬面值相若：

- (i) 應收貸款；
- (ii) 應收賬款；
- (iii) 其他應收款項；
- (iv) 現金及銀行存款；
- (v) 按公允價值計入其他全面收益的財務資產；
- (vi) 已收按金、其他應付款項及應計項目；
- (vii) 借貸；
- (viii) 應付一間中間控股公司款項；
- (ix) 應付直接控股公司款項；及
- (x) 有關出表子公司的權益／責任。

按公允價值計量的投資物業的披露資料載於附註17。

6 關鍵會計估算及判斷

綜合財務報表附註4包括編製綜合財務報表時所用主要會計政策的概要。在編製綜合財務報表的過程中往往須作出判斷，以從多個可接受方案中選出特定會計方法及政策。再者，在選擇及運用會計方法和政策以編製綜合財務報表的過程中，可能需要對未來作出重大估算及假設。本集團的估算及判斷乃建基於過往經驗，以及在有關情況下為合理的多項假設。在不同假設或情況下，實際結果可能有別於此等估算及判斷。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(1) Critical judgements in applying accounting policies

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

(a) Going concern consideration

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgement by the directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that individually or collectively may cast significant doubt upon the going concern assumption are set out in Note 3(c) to the consolidated financial statements.

6 關鍵會計估算及判斷(續)

(1) 應用會計政策時的關鍵判斷

除涉及估計(見下文)的關鍵判斷外,下列為本公司董事於應用本集團會計政策的過程中所作出,而對於綜合財務報表確認的金額具有最大影響的關鍵判斷。

(a) 持續經營考慮

於應用本集團會計政策的過程中,除涉及估計的關鍵判斷外,管理層編製綜合財務報表時乃假設本集團於未來年度將能按持續經營基準營運,而該假設對於綜合財務報表確認的金額構成最重大影響的關鍵判斷。評估持續經營假設時,涉及董事於特定時間點就在本質上不確定的事件或情況的未來結果作出判斷。董事認為,本集團有能力持續經營,而可能個別或共同對持續經營假設構成重大疑問且或會產生業務風險的重大事件或情況載於綜合財務報表附註3(c)。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(1) Critical judgements in applying accounting policies (Continued)

(b) Control over company under receivership

As stated in Note 4(a) to the consolidated financial statements, subsidiaries are all entities (including structured entities) 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 to direct the activities of the entity. Subsidiaries are deconsolidated from the date that the Group ceases to have control over them. The results of subsidiaries that the Group has lost control during the year are included in the consolidated income statement from the date when the control by the Group ceases.

As disclosed in Note 38(a) to the consolidated financial statements, the Group has been notified of the appointment of receivers by a deed dated 27 July 2021 concerning the appointment of receivers (the “CO Receivers”) over all of the issued shares of China Oceanwide Real Estate Development Holdings Limited (“COREDHL”, a direct wholly-owned subsidiary of the Company and, together with its subsidiaries, “CO Real Estate Group”), which is an intermediate holding company that indirectly holds the Group’s US Real Estate Development Project located in New York, Los Angeles and Hawaii, the U.S..

6 關鍵會計估算及判斷(續)

(1) 應用會計政策時的關鍵判斷(續)

(b) 對被接管公司的控制權

如綜合財務報表附註4(a)所述，附屬公司指所有本集團對其具有控制權的實體(包括結構性實體)。當本集團藉參與實體而可獲得或有權獲得可變回報，並有能力透過其操控該實體業務的權力影響此等回報時，本集團即控制該實體。附屬公司由本集團失去控制權當日起不再綜合入賬。本集團年內失去控制權的附屬公司業績自本集團失去控制權當日起列入綜合收益表。

誠如綜合財務報表附註38(a)所披露，本集團已透過日期為2021年7月27日的契據獲悉委任接管人，內容有關就中泛房地產開發控股有限公司(「中泛房地產開發控股」，本公司的直接全資附屬公司，連同其附屬公司統稱為「中泛房地產集團」，為一間接持有本集團位於美國紐約、洛杉磯及夏威夷的美國房地產開發項目的中間控股公司)的全部已發行股份委任接管人(「中泛接管人」)。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(1) Critical judgements in applying accounting policies (Continued)

(b) Control over company under receivership (Continued)

The board of directors of the Company has assessed the status of the receivership over COREDHL, including the powers of the CO Receivers, as well as the rights and powers of the security agent of the Notes under the shares charges (the “CO Share Charges”) as a result of the security under the Notes having become enforceable. In addition, it is noted that after the receivership of COREDHL on 27 July 2021 and thereafter for the years ended 31 December 2021 and 2022 and till to the date of approval of the consolidated financial statements, the Group continues to manage the operations of the CO Real Estate Group and has full access to the books and records of these subsidiaries as before the receivership. Further, the directors believe that the receivership will be resolved in the near future, as the Group has been, and still is as at the date of approval of the consolidated financial statements, actively negotiating with certain third party purchasers to dispose of all or part of the Hawaii Properties and also the other property projects in the U.S. belonging to the CO Real Estate Group, and the proceeds from such disposals will be used to repay the liabilities under the Notes and therefore resolving the receivership over COREDHL. On 23 December 2022 (Hawaii time), the Group has completed the disposal of the land parcels in Kapolei West property project at a consideration of US\$95,000,000 (equivalent to approximately HK\$740.7 million).

6 關鍵會計估算及判斷(續)

(1) 應用會計政策時的關鍵判斷(續)

(b) 對被接管公司的控制權(續)

由於該等票據項下的擔保可予強制執行，故本公司董事會已評估中泛房地產開發控股的接管狀況，包括中泛接管人的權力，以及該等票據擔保代理人於股份押記(「中泛股份押記」)下的權利及權力。此外，謹此注意於2021年7月27日接管中泛房地產開發控股後及隨後截至2021年及2022年12月31日止年度及直至本綜合財務報表批准刊發當日，本集團繼續管理中泛房地產集團的營運，並如同接管前般可全權查閱該等附屬公司的賬簿及記錄。此外，董事認為接管將於不久的將來得以解決，原因為本集團一直(且截至本綜合財務報表批准刊發當日仍然)積極與若干第三方買方進行磋商，以出售全部或部分夏威夷物業以及位於美國並屬於中泛房地產集團的其他物業項目，而該等出售所得款項將用於償還該等票據項下的負債，從而解決對中泛房地產開發控股的接管。於2022年12月23日(夏威夷時間)，本集團已完成出售卡珀雷西區物業項目的地塊，代價為95,000,000美元(相等於約港幣7.407億元)。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(1) Critical judgements in applying accounting policies (Continued)

(b) Control over company under receivership (Continued)

Furthermore, in assessing whether the Group still have control over the CO Real Estate Group after the appointment of the CO Receivers, the directors note that the relevant activities of the CO Real Estate Group after the expected date of resolution of the receivership are more significant than the relevant activities of the CO Real Estate Group being undertaken during the period whilst COREDHHL is expected to be under the receivership, as the CO Real Estate Group is expected to have substantial property assets even after the disposals of all or part of the Hawaii Properties to repay the liabilities under the Notes and therefore resolving the receivership.

In view of the above, the board of directors considers that the Group continues to have control over COREDHHL and its subsidiaries and hence the financial statements of CO Real Estate Group continues to be consolidated in the consolidated financial statements of the Group after the appointment of the CO Receivers over COREDHHL.

(2) Key sources of estimation uncertainty

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

6 關鍵會計估算及判斷(續)

(1) 應用會計政策時的關鍵判斷(續)

(b) 對被接管公司的控制權(續)

此外，在評估本集團在委任中泛接管人後是否仍對中泛房地產集團擁有控制權時，董事注意到中泛房地產集團在預期解決接管日期後的相關活動，較中泛房地產集團於預計中泛房地產開發控股將被接管時進行的相關活動為多，原因為即使於出售全部或部分夏威夷物業項目償還該等票據項下的負債以解決接管後，預計中泛房地產集團仍將持有大量物業資產。

鑑於上述情況，董事會認為本集團繼續對中泛房地產開發控股及其附屬公司擁有控制權，因此，在委任中泛房地產開發控股的中泛接管人後，中泛房地產集團的財務報表將繼續綜合入賬至本集團的綜合財務報表。

(2) 估計不確定性的主要來源

下列為有關未來的主要假設以及於報告期末估計不確定性的其他主要來源，該等假設及估計不確定性均可能導致下個財政年度內資產與負債的賬面值須作出重大調整的重大風險。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(2) Key sources of estimation uncertainty (Continued)

(a) Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

6 關鍵會計估算及判斷(續)

(2) 估計不確定性的主要來源(續)

(a) 公允價值計量

包括在本集團財務報表內的多項資產及負債須按公允價值計量及／或披露公允價值。

本集團財務及非財務資產及負債的公允價值計量盡可能利用市場可觀察所得輸入數據及資料進行。用於釐定公允價值計量的輸入數據乃基於所用估值技術中使用的輸入數據的可觀察程度分為不同級別(「公允價值等級」)：

- 第1級：相同項目於活躍市場的報價(未經調整)；
- 第2級：第1級輸入數據以外的可觀察所得直接或間接輸入數據；
- 第3級：不可觀察所得輸入數據(即並非市場數據得出)。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(2) Key sources of estimation uncertainty (Continued)

(a) Fair value measurement (Continued)

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

For more detailed information in relation to the fair value measurement of the items, please refer to the Note 17.

(b) Estimated impairment of loan and interest receivables

The Group recognised 12 months ECLs for the loan and interest receivables due from non-controlling parties. The Group assessed receivables by individual basis, based on management's best estimate of losses incurred at the reporting date. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flow that are due to the Group and all the cash flows that the Group expected to receive, discounted at effective interest rate determined at initial recognition. Where the future cash flows are less than expected or being revised downward due to changes in fact circumstances, a material impairment loss may arise.

6 關鍵會計估算及判斷(續)

(2) 估計不確定性的主要來源(續)

(a) 公允價值計量(續)

將某一項目分類至上述級別時乃以對項目公允價值計量具有重大影響的所用輸入數據最低級別為基礎。項目在各級別之間的轉移會於產生的期間確認。

有關項目公允價值計量的更詳細資料，請參閱附註17。

(b) 應收貸款及利息的估計減值

本集團就應收非控股方的貸款及利息確認12個月預期信用損失。本集團按管理層就於報告日期所招致損失的最佳估計，按個別基準評估應收款項。基於預期信用損失模型的減值虧損金額乃按所有應付本集團的合約現金流與本集團預期收取的所有現金流之間的差額計量，並按於初始確認時釐定的實際利率貼現。倘未來現金流少於預期或因事實或情況有變而下調，則可能產生重大減值虧損。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(2) Key sources of estimation uncertainty (Continued)

(c) Impairment of non-financial assets

At the date of statement of financial position, the Group undertakes a review to determine whether there is any indication of impairment of non-financial assets.

Properties, plant and equipment, investment properties under construction, right-of-use assets and other non-financial assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which an asset's carrying amount exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. The Group has considered recoverability of the assets as impairment indication. Reversal of an impairment provision is recorded as income in the period when the reversal occurs. Reversal on impairment loss would be recognised if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment test was carried out. Please refer to Notes 16, 17 and 18 for the impairment assessment of properties, plant and equipment, investment properties under construction and right-of-use assets, respectively.

6 關鍵會計估算及判斷(續)

(2) 估計不確定性的主要來源(續)

(c) 非財務資產減值

於財務狀況表日期，本集團進行審閱以釐定是否有任何跡象顯示非財務資產出現減值。

每當有事件或情況變動顯示可能無法收回物業、機器及設備、在建投資物業、使用權資產以及其他非財務資產的賬面金額時，本集團會審閱其減值虧損。本集團會就資產賬面金額超逾可收回金額的差額確認減值虧損。就評估減值而言，資產乃按可獨立識別現金流量的最低層級歸類。本集團考慮資產可收回程度作為減值跡象。減值撥備的撥回會於撥回產生的期間列作收入。倘用於釐定資產可收回金額的估計自進行上次減值測試後出現變動，則會確認減值虧損的撥回。有關物業、機器及設備、在建投資物業及使用權資產的減值評估事宜，請分別參閱附註16、17及18。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(2) Key sources of estimation uncertainty (Continued)

(d) Depreciation and useful lives of power plant under construction

Estimation of the useful lives of the Group's power plant facilities is based on the Group's assessment of industry practice, internal technical evaluation and experience with similar assets. Management estimates the useful lives of the power plant facilities, which are under construction, to be around 30 years. Changes in the expected level of usage and technological development could have an impact on the economic useful lives and the residual values of these assets, and therefore future depreciation charges.

The estimated useful lives are reviewed at least each financial year-end and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limitations on the use of the assets. It is possible, however, that future results of operations could be materially affected by changes in the factors mentioned above.

6 關鍵會計估算及判斷(續)

(2) 估計不確定性的主要來源(續)

(d) 在建發電廠的折舊及可使用年期

本集團發電廠設施的可使用年期乃基於本集團對行業慣例的評估、內部技術評估及處理類似資產的經驗估計。管理層估計在建發電廠設施的可使用年期約為30年。預計使用水平及技術發展的變動或會影響該等資產的經濟可使用年期及剩餘價值，進而影響日後的折舊支出。

估計可使用年期最少於每個財政年度末審閱，並於預期因有關資產本身出現損耗、於技術或商業上過時及用途受法律或其他限制而有別於先前估計時更新。然而，未來經營業績可能因上述因素變動而受到重大影響。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(2) Key sources of estimation uncertainty (Continued)

(e) Estimates for net realisable value of properties under development

The Group assesses the carrying amounts of properties under development according to their net realisable values based on the realisability of these properties. Net realisable value for properties under development is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion (including land costs). Based on management's best estimates, an accumulated provision of impairment losses of HK\$3,128,806,000 (2021: HK\$4,419,336,000) (Note 21) was made on properties under development as at 31 December 2022.

(f) Classification of construction cost of the project in the Los Angeles, the U.S

The Group currently classifies the construction costs of the project in the Los Angeles, United States as properties under development (condominiums for sale) and investment properties (hotel and shopping mall for rent out). For the investment properties, the Group considers to hold the properties for earning fixed rental income after completion of construction and commencement of operation.

6 關鍵會計估算及判斷(續)

(2) 估計不確定性的主要來源(續)

(e) 發展中物業可變現淨值的估計

本集團基於發展中物業的可變現能力按該等物業的可變現淨值評估該等物業的賬面金額。發展中物業的可變現淨值乃參照管理層基於現行市況估計的售價，減去適用可變銷售開支及預計竣工成本(包括土地成本)釐定。基於管理層的最佳估計，截至2022年12月31日止年度就發展中物業作出累計減值虧損撥備為港幣3,128,806,000元(2021年：港幣4,419,336,000元)(附註21)。

(f) 美國洛杉磯項目的建築成本分類

本集團目前將美國洛杉磯項目的建築成本分類為發展中物業(就可供出售的公寓而言)及投資物業(就可供出租的酒店及購物中心而言)。至於投資物業，本集團考慮於物業竣工及開始營運後持有物業以賺取固定租金收益。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(2) Key sources of estimation uncertainty (Continued)

(g) Provisions and accruals of the real estate development project in Los Angeles, the U.S.

As explained in Notes 24 and 32, the Group had claims in respect of the disputes between the Group and certain contractors in relation to the Group's real estate development project in Los Angeles, the U.S. These disputes are under examination by management of the Company. Based on the available information, the management of the Company estimates the outcome of the expenditures and liens, taking into account the risks and uncertainties surrounding the expenditures and liens and recognises payables and accruals for variation orders and damages according to contractual terms entered with the contractors, if appropriate. Provisions represent the management's best estimate of the consideration required to settle the obligations, after consultation with the technical experts, internal and external legal counsels on the possible outcome and liability of the Group would then be recognised, if appropriate.

6 關鍵會計估算及判斷(續)

(2) 估計不確定性的主要來源(續)

(g) 美國洛杉磯房地產發展項目撥備及應計項目

誠如附註24及32所闡釋，本集團就與若干承包商有關本集團的美國洛杉磯房地產發展項目的糾紛提出申索。本公司管理層正審查有關糾紛。本公司管理層基於可得資料經考慮有關支出及留置權的風險及不確定性後，預計支出及留置權的後果，並根據與承包商訂立的合約條款確認變更指示及損害賠償的應付款項及應計項目(如適用)。撥備指管理層對清償責任所須代價作出的最佳估計而計提的撥備，將於諮詢技術專家、內部及外部法律顧問對本集團潛在後果及負債的意見後於適當時確認。

6 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(2) Key sources of estimation uncertainty (Continued)

(g) Provisions and accruals of the real estate development project in Los Angeles, the U.S. (Continued)

As at 31 December 2022, based on the best estimate and available information to the management of the Company, an aggregate amount of approximately HK\$1,282,423,000 (2021: HK\$1,274,199,000) (Note 24) has been accrued for the expenditures, liens, litigations and claims in respect of the Group's real estate development project in Los Angeles, the U.S.. The determination of the provisions involved significant management estimation. The Group could incur judgements or enter into settlements of the disputes with counterparties that could adversely affect its operating results or cash flows in a particular period.

6 關鍵會計估算及判斷(續)

(2) 估計不確定性的主要來源(續)

(g) 美國洛杉磯房地產發展項目撥備及應計項目(續)

於2022年12月31日，基於最佳估計及本公司管理層之可得資料，已就本集團於美國洛杉磯的房地產發展項目的支出、留置權、訴訟及索償合共累計額外撥備約港幣1,282,423,000元(2021年：港幣1,274,199,000元)(附註24)。釐定撥備時涉及重大管理層估計。本集團可能會作出判斷或與對手方達成糾紛和解，其或會對特定期間的經營業績或現金流量造成不利影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

7 REVENUE AND SEGMENT INFORMATION

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are set out in Note 34.

Revenue represents rental income and interest income. The amounts of revenue recognised during the year are as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Rental income from investment properties (Note below)	投資物業的租金收益 (下文附註)	27,930	110,859
Interest income	利息收益	94	445
		28,024	111,304

Note:

Investment properties that generated rental income relate to the subsidiaries of COPHL which have been deconsolidated during the year with effect from 1 April 2022.

The senior management comprising executive directors and the chief financial officer are the Group's chief operating decision-maker ("CODM"). Management has determined operating segments for the purposes of allocating resources and assessing performance.

Segments are managed separately as each business segment has different business objectives and is subject to risks and returns that are different from one another.

Earnings/(losses) before interest expense and tax ("EBIT/(LBIT)") is regarded as segment results in respect of the Group's reportable segments as the CODM considers that this can better reflect the performance of each segment. EBIT/(LBIT) is used in the Group's internal financial and management reporting to monitor business performances.

7 收入及分部資料

本公司的主要業務為投資控股。本公司附屬公司的主要業務載於附註34。

收入包括租金收益及利息收益。年內確認的收入金額如下：

	2022	2021
	2022年	2021年
	HK\$'000	HK\$'000
	港幣千元	港幣千元
Rental income from investment properties (Note below)	27,930	110,859
Interest income	94	445
	28,024	111,304

附註：

產生租金收益的投資物業屬於中泛置業控股的附屬公司，該等公司於年內自2022年4月1日起出表。

高級管理層(包括執行董事及財務總監)為本集團的主要經營決策者(「主要經營決策者」)。管理層已釐定經營分部，以分配資源及評估表現。

由於各業務分部的業務目標不同且各分部涉及的風險及回報有別於其他分部，因此各分部的管理工作乃獨立進行。

由於主要經營決策者認為未扣除利息支出及稅項前的盈利/(虧損)(「利息及稅前盈利/(利息及稅前虧損)」)更能反映各分部的表現，故其被視為有關本集團可報告分部的分部業績。利息及稅前盈利/(利息及稅前虧損)乃用於本集團的內部財務及管理報告，以監察業務表現。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

7 REVENUE AND SEGMENT INFORMATION (CONTINUED)

7 收入及分部資料(續)

Segment information:

分部資料：

		Year ended 31 December 2022 截至2022年12月31日止年度				
		Property investment	Real estate development	Energy	Finance investment and others	Total
		物業投資 HK\$'000 港幣千元	房地產開發 HK\$'000 港幣千元	能源電力 HK\$'000 港幣千元	財務投資 及其他 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
Segment revenue from external customers	來自外部客戶的分部收入	27,930	—	—	94	28,024
Segment results before other net (losses)/gains	其他淨(虧損)/利得前分部業績	21,981	(124,213)	(18,277)	(45,486)	(165,995)
Other net (losses)/gains (Note 8(a))	其他淨(虧損)/利得(附註8(a))	(1,861)	(777,763)	116	(2,729)	(782,237)
EBIT/(LBIT)	利息及稅前盈利/(利息及稅前虧損)	20,120	(901,976)	(18,161)	(48,215)	(948,232)
Loss in respect of deconsolidation of subsidiaries and related financial guarantee contracts	出表子公司及相關財務擔保合同的虧損	(59,321)	(394,285)	—	—	(453,606)
Interest expense	利息開支	—	(916,157)	(43)	(996)	(917,196)
Loss before tax	除稅前虧損	(39,201)	(2,212,418)	(18,204)	(49,211)	(2,319,034)
Income tax expense	所得稅支出	—	—	—	—	(107,883)
Loss for the year	年內虧損	—	—	—	—	(2,426,917)
Segment assets	分部資產	—	13,400,154	3,123,849	15,820	16,539,823
Segment liabilities	分部負債	—	1,803,050	218,743	222,725	2,244,518
Borrowings	借貸	—	1,975,618	—	1,043,841	3,019,459
Obligations in respect of deconsolidated subsidiaries	有關出表子公司的責任	469,976	179,961	—	—	649,937
Amount due to an intermediate holding company	應付一間中間控股公司款項	397,035	5,202,342	—	3,256,857	8,856,234
Amount due to immediate holding company	應付直接控股公司款項	—	—	—	114,769	114,769
Current income tax liabilities	流動所得稅負債	—	17,572	—	—	17,572
Total liabilities	負債總額	—	—	—	—	14,902,489
Depreciation of properties, plant and equipment (Note 16)	物業、機器及設備的折舊(附註16)	1,066	668	854	131	2,719
Depreciation of right-of-use assets (Note 18(a))	使用權資產折舊(附註18(a))	595	5,470	1,328	6,997	14,390
Additions to non-current segment assets (Note below)	添置非流動分部資產(下文附註)	—	—	—	40	40

Note: The additions to non-current segment assets include additions to properties, plant and equipment.

附註：添置非流動分部資產包括添置物業、機器及設備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

7 REVENUE AND SEGMENT INFORMATION (CONTINUED)

7 收入及分部資料(續)

Segment information: (Continued)

分部資料：(續)

		Year ended 31 December 2021 截至2021年12月31日止年度				Total
		Property investment	Real estate development	Energy	Finance investment and others	
		物業投資 HK\$'000 港幣千元	房地產開發 HK\$'000 港幣千元	能源電力 HK\$'000 港幣千元	財務投資及其他 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
Segment revenue from external customers	來自外部客戶的分部收入	110,859	—	—	445	111,304
Segment results before other net losses	其他淨虧損前分部業績	90,516	(137,242)	(28,104)	(36,450)	(111,280)
Other net losses (Note 8(a))	其他淨虧損(附註8(a))	(5,182)	(3,837,280)	(336,121)	(31,972)	(4,210,555)
EBIT/(LBIT)	利息及稅前盈利/ (利息及稅前虧損)	85,334	(3,974,522)	(364,225)	(68,422)	(4,321,835)
Interest expense	利息開支	—	(1,077,852)	(197)	(1,095)	(1,079,144)
Profit/(loss) before tax	除稅前利潤/(虧損)	85,334	(5,052,374)	(364,422)	(69,517)	(5,400,979)
Income tax credit	所得稅抵免					29,736
Loss for the year	年內虧損					(5,371,243)
Segment assets	分部資產	1,492,706	16,515,184	3,127,321	28,421	21,163,632
Deferred income tax assets	遞延所得稅資產	—	99,369	—	—	99,369
Total assets	資產總值					21,263,001
Segment liabilities	分部負債	142,945	1,915,505	212,697	119,453	2,390,600
Borrowings	借貸	1,186,302	3,522,396	—	1,043,841	5,752,539
Amount due to an intermediate holding company	應付一間中間控股公司款項	385,490	5,051,725	—	3,067,842	8,505,057
Current income tax liabilities	流動所得稅負債	26,928	13,146	—	—	40,074
Deferred income tax liabilities	遞延所得稅負債	318,504	3,181	—	—	321,685
Total liabilities	負債總額					17,009,955
Depreciation of properties, plant and equipment (Note 16)	物業、機器及設備的折舊 (附註16)	4,080	1,713	938	169	6,900
Depreciation of right-of-use assets (Note 18(a))	使用權資產折舊 (附註18(a))	2,381	7,258	2,855	7,251	19,745
Additions to non-current segment assets (Note below)	添置非流動分部資產 (下文附註)	—	—	6,179	139	6,318

Note: The additions to non-current segment assets include additions to properties, plant and equipment, investment properties, prepayments for construction of power plants and prepayments for property development projects.

附註：添置非流動分部資產包括添置物業、機器及設備、投資物業、建設發電廠的預付款項以及物業發展項目的預付款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

7 REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment information: (Continued)

Geographical information:

The Group operates primarily in Hong Kong, the PRC, the U.S. and Indonesia. The geographical segment revenue is presented based on the geographical location of the rental and interest income.

Revenue and assets by geographical location are as follows:

		U.S. 美國 HK\$'000 港幣千元	Indonesia 印尼 HK\$'000 港幣千元	PRC 中國 HK\$'000 港幣千元	Hong Kong 香港 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Revenue	收入					
31 December 2022	2022年12月31日	—	2	28,020	2	28,024
31 December 2021	2021年12月31日	24	6	111,269	5	111,304
Total assets	資產總值					
31 December 2022	2022年12月31日	13,400,154	3,123,194	—	16,475	16,539,823
31 December 2021	2021年12月31日	16,614,553	3,126,610	1,492,536	29,302	21,263,001

Information about major customers:

Revenue of approximately HK\$11.0 million is derived from two external customers (2021: approximately HK\$41.7 million from two external customers), which individually amounted to 10% or more of the Group's revenue (excluding interest income). This revenue is attributable to the property investment segment and derived from the PRC.

7 收入及分部資料(續)

分部資料：(續)

地域資料：

本集團主要於香港、中國、美國及印尼經營業務。地域分部收入以租金及利息收益的地理位置為基礎呈列。

按地理位置劃分的收入及資產如下：

有關主要客戶的資料：

收入中約港幣1,100萬元來自兩名外部客戶(2021年：約港幣4,170萬元來自兩名外部客戶)，該等客戶個別佔本集團收入(不包括利息收益)10%或以上。該收入歸屬於物業投資分部並來自中國。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

8 LOSS BEFORE TAX

Loss before tax is stated after crediting and charging the following:

8 除稅前虧損

除稅前虧損已計入及扣除下列項目：

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Crediting	計入		
Rental income from investment properties	投資物業租金收益	27,930	110,859
Reversal of ECLs on loan and interest receivables (Note (a) below)	撥回應收貸款及利息的預期信用損失(下文附註(a))	116	—
Charging	扣除		
Impairment losses on properties under development (Note (a) below and Note 21)	發展中物業的減值虧損(下文附註(a)及附註21)	575,066	3,723,975
Loss on disposal of properties under development (Note (a) below and Note 21)	出售發展中物業的虧損(下文附註(a)及附註21)	202,697	—
Impairment losses on property, plant and equipment - construction in progress (Note (a) below and Note 16)	物業、機器及設備 - 在建工程的減值虧損(下文附註(a)及附註16)	—	332,743
Impairment losses on investment properties (Note (a) below and Note 17)	投資物業的減值虧損(下文附註(a)及附註17)	—	41,721
Litigation provision (Note (a) below)	訴訟撥備(下文附註(a))	—	71,584
ECLs on trade receivables (Note (a) below and Note 22)	應收賬款的預期信用損失(下文附註(a)及附註22)	1,861	5,182
ECLs on loan and interest receivables (Note (a) below)	應收貸款及利息的預期信用損失(下文附註(a))	—	3,378
Staff costs (including directors' emoluments) (Note (b) below and Note 13)	僱員成本(包括董事酬金)(下文附註(b)及附註13)	55,723	62,859
Depreciation of properties, plant and equipment (Note 16)	物業、機器及設備的折舊(附註16)	2,719	6,900
Depreciation of right-of-use assets (Note 18(a))	使用權資產折舊(附註18(a))	14,390	19,745
Operating lease charges in respect of properties not included in the measurement of lease liabilities	不計入租賃負債計量的物業經營租賃費用	3,721	3,586
Auditor's remuneration	核數師酬金		
Audit and audit related services	審核及審核相關服務	2,380	3,060
Non-audit services	非審核服務	14	16
Net foreign exchange losses (Note (a) below)	外匯淨虧損(下文附註(a))	2,729	31,972
Direct operating expenses arising from investment properties that generated rental income	產生租金收益的投資物業產生的直接經營支出	1,962	7,821

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

8 LOSS BEFORE TAX (CONTINUED)

Notes:

- (a) Other net losses of HK\$782,237,000 for the year ended 31 December 2022 represented (i) the impairment losses on properties under development of HK\$575,066,000; (ii) losses on disposal of properties under development of HK\$202,697,000; (iii) ECLs on trade receivables of HK\$1,861,000; and (iv) the net foreign exchange losses of HK\$2,729,000, net off with the reversal of ECLs on loan and interest receivables of HK\$116,000.

Other net losses of HK\$4,210,555,000 for the year ended 31 December 2021 represented (i) the impairment losses on properties under development of HK\$3,723,975,000 and investment properties of HK\$41,721,000 respectively; (ii) the impairment losses on construction in progress of HK\$332,743,000; (iii) the litigation provision for the expenditures and liens matters in respect of the LA Project of HK\$71,584,000 (Note 32); (iv) ECLs on loan and interest receivables of HK\$3,378,000; (v) ECLs on trade receivables of HK\$5,182,000; and (vi) the net foreign exchange losses of HK\$31,972,000.

- (b) A government subsidiary of HK\$518,400 (2021: Nil) granted from the Employment Support Scheme and Subsidy Scheme under the Anti-epidemic Fund of the Hong Kong Government was directly offset with the staff costs during the year ended 31 December 2022.

8 除稅前虧損(續)

附註：

- (a) 截至2022年12月31日止年度的其他淨虧損港幣782,237,000元為(i)發展中物業的減值虧損港幣575,066,000元；(ii)出售發展中物業的虧損港幣202,697,000元；(iii)應收賬款的預期信用損失港幣1,861,000元；及(iv)外幣匯兌淨虧損港幣2,729,000元，扣除撥回應收貸款及利息的預期信用損失港幣116,000元。

截至2021年12月31日止年度的其他淨虧損港幣4,210,555,000元為(i)發展中物業及投資物業的減值虧損分別港幣3,723,975,000元及港幣41,721,000元；(ii)在建工程的減值虧損港幣332,743,000元；(iii)就洛杉磯項目產生的支出及留置權而計提的訴訟撥備港幣71,584,000元(附註32)；(iv)應收貸款及利息的預期信用損失港幣3,378,000元；(v)應收賬款的預期信用損失港幣5,182,000元；及(vi)外幣匯兌淨虧損港幣31,972,000元。

- (b) 截至2022年12月31日止年度，透過香港政府防疫抗疫基金下的「保就業」計劃及資助計劃獲授的政府資助港幣518,400元(2021年：無)已與僱員成本直接對銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

9 INCOME TAX EXPENSE/(CREDIT)

9 所得稅支出／(抵免)

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Current income tax	即期所得稅		
— Charge for the year	— 年內開支	9,843	27,456
Deferred income tax charge (Note 25)	遞延所得稅開支(附註25)		
— Charge/(credit) for the year	— 年內開支／(抵免)	98,040	(57,192)
		107,883	(29,736)

The Group's subsidiaries in the PRC are subject to Enterprise Income Tax at a standard rate of 25% for the year ended 31 December 2022 (2021: 25%).

截至2022年12月31日止年度，本集團於中國的附屬公司須按標準稅率25%（2021年：25%）繳納企業所得稅。

The Group's subsidiaries in the Hungary are subject to Corporate Income Tax at a standard rate of 9% for the year ended 31 December 2022 (2021: 9%).

截至2022年12月31日止年度，本集團於匈牙利的附屬公司須按標準稅率9%（2021年：9%）繳納企業所得稅。

No U.S. Federal or State Income Tax was provided for the years ended 31 December 2022 and 2021 as the Group had no estimated assessable profits.

截至2022年及2021年12月31日止年度，由於本集團於美國並無估計應課稅利潤，故並無就美國聯邦或州所得稅計提撥備。

For the years ended 31 December 2022 and 2021, no Hong Kong profits tax was provided as the Group had no estimated assessable profits.

截至2022年及2021年12月31日止年度，由於本集團於香港並無估計應課稅利潤，故並無就香港利得稅計提撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

9 INCOME TAX EXPENSE/(CREDIT) (CONTINUED)

The differences between the Group's expected tax charges calculated at the domestic rates and the Group's tax charge for the years are as follows:

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Loss before tax	除稅前虧損	(2,319,034)	(5,400,979)
Tax calculated at the domestic rates applicable to the profits in the countries concerned	按適用於有關國家利潤的當地稅率計算的稅項	(372,017)	(1,498,260)
Income not subject to tax	免稅收益	(3,304)	(3,597)
Expenses not deductible for tax purposes	不可作減免稅項用途的開支	295,982	1,324,148
Tax losses not recognised	未確認的稅項虧損	187,222	147,973
Total tax expense/(credit)	稅項支出/(抵免)總額	107,883	(29,736)

The weighted average applicable tax rate was 16.0% (2021: 27.7%). The tax rate changes from year to year due to changes in the mix of the taxable results of the individual Group companies.

9 所得稅支出/(抵免)(續)

年內，本集團按當地稅率計算的預期稅項開支與本集團的稅項開支的差額如下：

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Loss before tax	除稅前虧損	(2,319,034)	(5,400,979)
Tax calculated at the domestic rates applicable to the profits in the countries concerned	按適用於有關國家利潤的當地稅率計算的稅項	(372,017)	(1,498,260)
Income not subject to tax	免稅收益	(3,304)	(3,597)
Expenses not deductible for tax purposes	不可作減免稅項用途的開支	295,982	1,324,148
Tax losses not recognised	未確認的稅項虧損	187,222	147,973
Total tax expense/(credit)	稅項支出/(抵免)總額	107,883	(29,736)

適用稅率加權平均值為16.0%(2021年：27.7%)。稅率的按年變動源於本集團旗下個別公司的應課稅業績組合變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

10 INTEREST EXPENSE

10 利息開支

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest expense on borrowings	借貸之利息開支	914,665	1,075,320
Interest expense on lease liabilities (Note 18(b))	租賃負債之利息開支 (附註18(b))	2,531	3,824
Total interest expense	利息開支總額	917,196	1,079,144
Less: capitalised on qualifying assets	減：於合資格資產中資本化	—	—
		917,196	1,079,144

The construction for the Group's real estate projects was suspended during the years ended 31 December 2022 and 31 December 2021 and thus, no interest cost has been capitalised for these years.

截至2022年12月31日及2021年12月31日止年度，由於本集團房地產項目停工，故年內並無資本化利息成本。

11 BASIC AND DILUTED LOSS PER SHARE

11 每股基本及攤薄虧損

Basic loss per share is calculated by dividing the loss attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

每股基本虧損乃根據本公司股東應佔虧損除以年內已發行普通股的加權平均數計算。

		2022	2021
		2022年	2021年
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	16,142,653,060	16,142,653,060
Loss attributable to shareholders of the Company (HK\$'000)	本公司股東應佔虧損 (港幣千元)	(2,420,051)	(5,359,792)
Basic loss per share attributable to shareholders of the Company (HK cent per share)	本公司股東應佔每股基本虧損(每股港幣仙)	(14.99)	(33.20)

11 BASIC AND DILUTED LOSS PER SHARE (CONTINUED)

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company's dilutive potential ordinary shares are only derived from the convertible notes. In calculating the dilutive loss per share, the convertible notes are assumed to have been converted into ordinary shares, and the net loss is adjusted to eliminate the interest expense, exchange gains on debt component and the fair value gains on embedded financial derivatives less the tax effect, if applicable.

No adjustment has been made to basic loss per share presented for the years ended 31 December 2022 and 2021 in arriving at diluted loss per share for these years as the impact of convertible notes outstanding had an anti-dilutive effect on the basic loss per share.

12 DIVIDEND

The directors of the Company do not recommend the payment of a final dividend in respect of the year ended 31 December 2022 (2021: nil).

11 每股基本及攤薄虧損(續)

每股攤薄虧損乃透過假設所有具潛在攤薄影響的普通股已轉換，從而調整發行在外普通股加權平均數計算。本公司具潛在攤薄影響的普通股只來自可換股票據。於計算每股攤薄虧損時，假設可換股票據已轉換為普通股，並調整淨虧損以剔除利息支出、債務組成部分的匯兌利得及嵌入式財務衍生工具的公允價值利得，並扣除稅務影響(如適用)。

由於尚未行使的可換股票據對每股基本虧損具反攤薄影響，故於釐定每股攤薄虧損時並無調整截至2022年及2021年12月31日止年度所呈列的每股基本虧損。

12 股息

本公司董事並不建議就截至2022年12月31日止年度派付末期股息(2021年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

13 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

Staff costs recognised during the year is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Wages and salaries (Note below)	工資及薪金(下文附註)	47,265	55,577
Pension costs	退休金成本	2,611	2,622
Other allowances and benefits	其他津貼及福利	5,847	4,660
Total staff costs (including directors' emoluments (Note 15))	僱員成本總額(包括董事酬金(附註15))	55,723	62,859

Note: A government subsidiary of HK\$518,400 granted from the Employment Support Scheme and Subsidy Scheme under the Anti-epidemic Fund of the Hong Kong Government was directly offset with the staff costs during the year ended 31 December 2022 (2021: Nil).

14 RETIREMENT BENEFITS SCHEMES

The Group provides retirement benefits mainly to employees in Hong Kong, the PRC and the U.S.

The Group has two defined contribution schemes for all qualified employees in Hong Kong.

- (a) Hong Kong employees who commenced employment before 1 September 2000 are members of the first defined contribution scheme. The assets of the first defined contribution scheme are held separately under a provident fund managed by an independent trustee. Pursuant to the rules of the scheme, the employers and its employees are each required to make contributions to the scheme calculated at 5% of the employees' basic salaries on a monthly basis. The employees are entitled to 100% of the employers' contributions and accrued interest after 10 years of service, or at an increasing scale ranging from 20% to 90% after completion of 2 to 9 years of service.

13 僱員成本(包括董事酬金)

於年內確認的僱員成本如下：

	2022	2021
	2022年	2021年
	HK\$'000	HK\$'000
	港幣千元	港幣千元
Wages and salaries (Note below)	47,265	55,577
Pension costs	2,611	2,622
Other allowances and benefits	5,847	4,660
Total staff costs (including directors' emoluments (Note 15))	55,723	62,859

附註：截至2022年12月31日止年度，透過香港政府防疫抗疫基金下的「保就業」計劃及資助計劃獲授的政府資助港幣518,400元(2021年：無)已與僱員成本直接對銷。

14 退休福利計劃

本集團主要為香港、中國及美國的僱員提供退休福利。

本集團為全體合資格香港僱員設立兩個界定供款計劃。

- (a) 於2000年9月1日前已受僱的香港僱員為首個界定供款計劃的成員。首個界定供款計劃的資產由獨立信託人管理的公積金分開持有。根據該計劃的規則，僱主及僱員須分別每月向該計劃作出相等於僱員基本薪金5%的供款。僱員在服務滿10年後，有權取得100%的僱主供款額及應計利息，或在服務滿2年至9年內，按20%至90%的遞增幅度取得供款。

14 RETIREMENT BENEFITS SCHEMES (CONTINUED)

- (b) All qualified Hong Kong employees who commenced employment on or after 1 September 2000 are members of the second defined contribution scheme which has been set up in accordance with the guidelines of Mandatory Provident Fund Schemes Ordinance. Both the employers and employees contribute 5% of relevant income to the scheme each month. For non senior management, the contribution of each party is limited to HK\$1,500. The assets of the second defined contribution scheme are held separately from those of the Group in funds under the control of trustees.

There is no forfeited contribution utilised to offset employers' contribution during the year (2021: Nil). All employees entitled the contribution made by both the employees and the employer.

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

The Group has participated in the 401(k) scheme covering all of its eligible employees in the U.S. Employees who participate in the plan may defer a portion of their compensation on a pre-income tax and/or after tax income basis up to a limit specified by law. The Group's contribution to the plan is based on each eligible employee matching 100% of deferral up to the first 4% of compensation.

The Group makes monthly mandatory contributions to pension programs at a percentage of the employee's regular monthly wages under the statutory requirement of the Government of Indonesia.

14 退休福利計劃(續)

- (b) 於2000年9月1日或以後開始受僱的全體合資格香港僱員為第二個界定供款計劃(根據《強制性公積金計劃條例》的指引成立)的成員。僱主及僱員分別每月向該計劃作出相等於有關收入5%的供款。就非高級管理人員而言,雙方的供款上限為港幣1,500元。第二個界定供款計劃的資產與本集團的資產分開,由信託人控制的基金持有。

年內沒有用於抵消僱主供款的沒收供款(2021年:無)。所有僱員都可獲得僱員和僱主的供款。

本集團中國附屬公司的僱員為中國政府營辦的國家管理退休福利計劃的成員。附屬公司須向退休福利計劃支付按薪金成本一個指定百分比計算的金額,作為退休福利的資金。本集團對退休福利計劃的唯一責任是作出指定的供款。

本集團已參與401(k)計劃,涵蓋其所有美國合資格僱員。參與計劃的僱員可以延遲繳交除所得稅前及/或除所得稅後補償的某一部分(上限為法律所定的限額)。本集團計劃作出的供款乃基於每位合資格僱員按延遲款項的100%(上限為補償的首4%)計算。

根據印尼政府的法定要求,本集團每月基於僱員每月基本薪金的百分比向養老金計劃繳納強制性供款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
綜合財務報表附註(續)

15 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

Directors' emoluments comprised the payable amount to directors of the Company by the Group in connection with the management of the affairs of the Group. The emoluments of the directors of the Company are as follows:

Name of director	Director's fees	Basic salaries, allowances and benefits-in-kind	Discretionary bonuses	Provident fund contributions	Inducement or compensation fees	Total emoluments
董事姓名	董事袍金	基本薪金、津貼及實物收益	酌情花紅	公積金供款	獎勵或補償	酬金總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Executive Directors						
Liu Guosheng ⁽¹⁾⁽²⁾⁽⁴⁾	—	—	—	—	—	—
Liu Bing	—	—	—	—	—	—
Liu Hongwei	—	—	—	—	—	—
Han Xiaosheng ⁽⁵⁾	—	1,536	—	18	—	1,554
Non-executive Director						
Zhao Yingwei ⁽³⁾	—	—	—	—	—	—
Independent Non-executive Directors						
Liu Jipeng ⁽³⁾⁽⁴⁾	250	—	—	—	—	250
Yan Fashan ⁽²⁾⁽⁴⁾	250	—	—	—	—	250
Lo Wa Kei Roy ⁽²⁾⁽³⁾	250	—	—	—	—	250
2022 total	750	1,536	—	18	—	2,304

Notes:

- (1) Chief Executive Officer with effect from 6 September 2022
(2) Member of the Remuneration Committee
(3) Member of the Audit Committee
(4) Member of the Nomination Committee
(5) Resigned with effect from 6 September 2022

附註：

- (1) 自2022年9月6日起擔任總裁
(2) 薪酬委員會成員
(3) 審核委員會成員
(4) 提名委員會成員
(5) 於2022年9月6日辭任

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

15 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONTINUED)

(a) Directors' emoluments (Continued)

Name of director	Director's fees	Basic salaries, allowances and benefits-in-kind	Discretionary bonuses	Provident fund contributions	Inducement or compensation fees	Total emoluments
董事姓名	董事袍金	基本薪金、津貼及實物收益	酌情花紅	公積金供款	獎勵或補償	酬金總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Executive Directors 執行董事						
Han Xiaosheng ⁽¹⁾⁽²⁾⁽⁴⁾	—	2,304	—	115	—	2,419
Liu Bing	—	—	—	—	—	—
Liu Hongwei	—	—	—	—	—	—
Zhang Xifang ⁽⁵⁾	—	—	—	—	—	—
Liu Guosheng	—	—	—	—	—	—
Non-executive Director 非執行董事						
Zhao Yingwei ⁽³⁾	—	—	—	—	—	—
Independent Non-executive Directors 獨立非執行董事						
Liu Jipeng ⁽³⁾⁽⁴⁾	250	—	—	—	—	250
Yan Fashan ⁽²⁾⁽⁴⁾	250	—	—	—	—	250
Lo Wa Kei Roy ⁽²⁾⁽³⁾	250	—	—	—	—	250
2021 total	750	2,304	—	115	—	3,169

Notes:

- (1) Chief Executive Officer
- (2) Member of the Remuneration Committee
- (3) Member of the Audit Committee
- (4) Member of the Nomination Committee
- (5) Resigned on 3 September 2021

附註：

- (1) 總裁
- (2) 薪酬委員會成員
- (3) 審核委員會成員
- (4) 提名委員會成員
- (5) 於2021年9月3日辭任

15 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONTINUED)

(a) Directors' emoluments (Continued)

Any performance related incentive payments are determined with reference to the Group's operating results and individual performances.

The emoluments of the Chief Executive Officer and executive directors listed above were primarily for their services in connection with the management of the Company and the Group.

The emoluments of the non-executive directors and independent non-executive directors shown above were mainly for their services as directors of the Company.

During the years ended 31 December 2022 and 2021, no directors of the Company waived or agreed to waive any emoluments.

15 董事及高級管理人員酬金 (續)

(a) 董事酬金(續)

任何表現相關的獎勵款項乃經參考本集團的經營業績及個人表現而釐定。

上述總裁及執行董事的酬金乃主要為彼等就本公司及本集團的管理作出的服務而支付。

上述非執行董事及獨立非執行董事的酬金乃主要為彼等作為本公司的董事作出的服務而支付。

於截至2022年及2021年12月31日止年度，並無本公司董事免收或同意免收任何酬金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

15 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONTINUED)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include nil (2021: one) director. The emoluments payable to the five (2021: four) non-director individuals for the year are as follows:

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Basic salaries, allowances and benefits-in-kind	基本薪金、津貼及實物收益	10,921	9,692
Provident fund contributions	公積金供款	432	358
		11,353	10,050

The emoluments of the five (2021: four) individuals with the highest emoluments for the year fall within the following bands:

Emolument bands 酬金範圍		Number of individuals 人數	
		2022 2022年	2021 2021年
HK\$3,000,001 – HK\$3,500,000	港幣 3,000,001 元至港幣 3,500,000 元	1	1
HK\$2,000,001 – HK\$2,500,000	港幣 2,000,001 元至港幣 2,500,000 元	1	3
HK\$1,500,001 – HK\$2,000,000	港幣 1,500,001 元至港幣 2,000,000 元	3	—

During the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to any of the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

15 董事及高級管理人員酬金 (續)

(b) 五位最高酬金人士

在本年度本集團酬金最高的五位人士中並無包括(2021年：一位)董事。於本年度應付予該五名(2021年：四名)非董事人士的酬金如下：

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Basic salaries, allowances and benefits-in-kind	基本薪金、津貼及實物收益	10,921	9,692
Provident fund contributions	公積金供款	432	358
		11,353	10,050

本年度五位(2021年：四位)最高酬金人士的酬金屬於下列薪酬範圍：

Emolument bands 酬金範圍		Number of individuals 人數	
		2022 2022年	2021 2021年
HK\$3,000,001 – HK\$3,500,000	港幣 3,000,001 元至港幣 3,500,000 元	1	1
HK\$2,000,001 – HK\$2,500,000	港幣 2,000,001 元至港幣 2,500,000 元	1	3
HK\$1,500,001 – HK\$2,000,000	港幣 1,500,001 元至港幣 2,000,000 元	3	—

於截至2022年及2021年12月31日止年度，本集團概無向本公司任何董事或五位最高酬金人士支付任何酬金作為吸引其加盟本集團或加入本集團後的獎勵或作為離職補償。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
綜合財務報表附註(續)

16 PROPERTIES, PLANT AND EQUIPMENT

16 物業、機器及設備

		Freehold land	Construction in progress	Buildings	Leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Total
		永久業權土地	在建工程	樓宇	租賃物業裝修	傢具、固定 裝置及設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Cost	成本							
At 1 January 2022	於2022年1月1日	41,703	2,795,870	29,183	25,825	14,275	3,129	2,909,985
Additions	添置	—	—	—	—	40	—	40
Transfer out due to deconsolidation of subsidiaries (Note 39)	因附屬公司出表而 轉出(附註39)	—	—	(14,532)	(16,053)	(3,105)	(833)	(34,523)
Disposals and write-off	出售及撇銷	—	—	—	—	(649)	(415)	(1,064)
Exchange translation differences	匯兌差額	(7)	(504)	448	126	26	9	98
At 31 December 2022	於2022年12月31日	41,696	2,795,366	15,099	9,898	10,587	1,890	2,874,536
Accumulated depreciation and impairment	累計折舊及減值							
At 1 January 2022	於2022年1月1日	—	333,766	4,794	16,540	12,970	2,884	370,954
Charge for the year (Note 8)	年度折舊(附註8)	—	—	936	1,122	551	110	2,719
Transfer out due to deconsolidation of subsidiaries (Note 39)	因附屬公司出表而 轉出(附註39)	—	—	(1,456)	(7,808)	(3,023)	(729)	(13,016)
Disposals and write-off	出售及撇銷	—	—	—	—	(584)	(415)	(999)
Exchange translation differences	匯兌差額	—	(61)	4	44	8	12	7
At 31 December 2022	於2022年12月31日	—	333,705	4,278	9,898	9,922	1,862	359,665
Net book value	賬面淨值							
At 31 December 2022	於2022年12月31日	41,696	2,461,661	10,821	—	665	28	2,514,871

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

16 PROPERTIES, PLANT AND EQUIPMENT (CONTINUED)

16 物業、機器及設備(續)

		Freehold land	Construction in progress	Buildings	Leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Total
		永久業權土地	在建工程	樓宇	租賃物業裝修	傢具、固定 裝置及設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Cost	成本							
At 1 January 2021	於2021年1月1日	41,460	2,774,013	28,693	26,094	14,023	3,092	2,887,375
Additions	添置	—	6,179	—	—	139	—	6,318
Disposals and write-off	出售及撇銷	—	—	—	(752)	—	—	(752)
Exchange translation differences	匯兌差額	243	15,678	490	483	113	37	17,044
At 31 December 2021	於2021年12月31日	41,703	2,795,870	29,183	25,825	14,275	3,129	2,909,985
Accumulated depreciation and impairment	累計折舊及減值							
At 1 January 2021	於2021年1月1日	—	—	3,302	12,300	11,803	2,570	29,975
Charge for the year (Note 8)	年度折舊(附註8)	—	—	1,446	4,130	1,037	287	6,900
Impairment provision (Note 8)	減值撥備(附註8)	—	332,743	—	—	—	—	332,743
Exchange translation differences	匯兌差額	—	1,023	46	110	130	27	1,336
At 31 December 2021	於2021年12月31日	—	333,766	4,794	16,540	12,970	2,884	370,954
Net book value	賬面淨值							
At 31 December 2021	於2021年12月31日	41,703	2,462,104	24,389	9,285	1,305	245	2,539,031

16 PROPERTIES, PLANT AND EQUIPMENT (CONTINUED)

Impairment assessments on the Group's construction in progress

The carrying amounts of construction in progress consists of an amount of relating to the Group's power plant located in Indonesia, which are currently under construction that which will be depreciated once the construction of the power plants are complete and available for use.

With reference to a valuation conducted by an independent professional valuer, the management performed impairment assessments on the Group's construction in progress at the end of the reporting period. Based on the valuation, no impairment loss was recognised for the year ended 31 December 2022 (2021: impairment losses of HK\$332,743,000 were recognised) as the recoverable amounts of the Group's construction in progress are higher than their carrying amounts.

The recoverable amounts of construction in progress are determined from value in use calculation of the power plant located in Indonesia using the cash flow projection, based on financial budget approved by management, followed by management's estimation on future business and expected completion of construction.

Significant actuarial assumptions for the determination of the recoverable amount of construction in progress applied for the year ended 31 December 2022 is the construction period of the power plant expected to be from 2024-2026 (2021: 2023-2025) with pre-tax discount rate of 11.89% (2021: 11.17%). There was no changes to the valuation techniques and methods during the years ended 31 December 2022 and 2021.

16 物業、機器及設備(續)

本集團在建工程的減值評估

在建工程的賬面金額包括有關本集團位於印尼的在建發電廠的金額。發電廠工程一經竣工及可供使用，將會計算折舊。

經參考獨立專業估值師進行的估值，管理層曾於報告期末對本集團在建工程進行減值評估。基於估值，鑑於本集團在建工程的可收回金額高於其賬面金額，於截至2022年12月31日止年度並無確認減值虧損(2021年：確認減值虧損港幣332,743,000元)。

在建工程的可收回金額乃使用基於管理層批准的多種情景財政預算作出的現金流預測計算位於印尼的發電廠的使用價值，然後再由管理層估計未來業務及預期完工的情況後釐定。

截至2022年12月31日止年度，釐定在建工程可收回金額的重大精算假設為發電廠的建設期(預期為2024年至2026年(2021年：2023年至2025年))，稅前貼現率為11.89%(2021年：11.17%)。截至2022年及2021年12月31日止年度，估值技術及方法並無任何變動。

16 PROPERTIES, PLANT AND EQUIPMENT (CONTINUED)

Impairment assessments on the Group's construction in progress (Continued)

The pre-tax discount rate applied in the model is 11.89% (2021: 11.17%). If the discount rate is 0.5% higher or lower, the recoverable amount would decrease by HK\$154,000,000 (2021: HK\$173,000,000) or increase by HK\$190,000,000 (2021: HK\$205,000,000). The increase in discount rate of 0.5% would result in additional impairment of HK\$154,000,000 (2021: HK\$173,000,000) and the decrease in discount rate of 0.5% would result in reducing impairment of HK\$190,000,000 (2021: HK\$205,000,000).

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the recoverable of the construction in progress as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

16 物業、機器及設備(續)

本集團在建工程的減值評估(續)

模型使用的稅前貼現率為11.89% (2021年: 11.17%)。倘貼現率上升或下降0.5%，可收回金額將減少港幣154,000,000元(2021年: 港幣173,000,000元)或增加港幣190,000,000元(2021年: 港幣205,000,000元)。貼現率上升0.5%將導致額外減值港幣154,000,000元(2021年: 港幣173,000,000元)，而貼現率下降0.5%將導致減值減少港幣190,000,000元(2021年: 港幣205,000,000元)。

以上敏感度分析乃按相應假設於報告期末出現合理可能變動(所有其他假設則維持不變)為基準而釐定。鑑於某些假設可能互有關連，各項假設不大可能可在不受其他假設影響下變動，故上文呈列的敏感度分析不一定代表在建工程可收回金額的實際變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
綜合財務報表附註(續)

17 INVESTMENT PROPERTIES

17 投資物業

Valuation/cost	估值/成本	Completed investment properties	Investment properties under construction	Total
		已落成投資物業 HK\$'000 港幣千元	在建投資物業 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
At 1 January 2022	於2022年1月1日	1,335,637	4,204,734	5,540,371
Transfer out due to deconsolidation of subsidiaries (Note 39)	因附屬公司出表而轉出(附註39)	(1,346,448)	—	(1,346,448)
Exchange translation differences	匯兌差額	10,811	23,250	34,061
At 31 December 2022	於2022年12月31日	—	4,227,984	4,227,984
At 1 January 2021	於2021年1月1日	1,297,526	4,211,213	5,508,739
Impairment provision (Note 8)	減值撥備(附註8)	—	(41,721)	(41,721)
Exchange translation differences	匯兌差額	38,111	35,242	73,353
At 31 December 2021	於2021年12月31日	1,335,637	4,204,734	5,540,371
The Group's investment properties comprise:		本集團的投資物業包括：		
			2022	2021
			2022年	2021年
			HK\$'000	HK\$'000
			港幣千元	港幣千元
Shanghai, the PRC – Office units (Note (b) below)	中國上海 – 辦公室單位 (下文附註(b))	—	—	1,335,637
Los Angeles, the U.S. – Commercial properties under development (Note (c) below)	美國洛杉磯 – 發展中商業物業 (下文附註(c))	4,227,984	4,204,734	4,204,734
		4,227,984		5,540,371

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

17 INVESTMENT PROPERTIES (CONTINUED)

Notes:

(a) Transfer in/out

Other than the transfer out of investment properties as a result of deconsolidation of subsidiaries for the year ended 31 December 2022, the Group did not have any transfer in/out for the year ended 31 December 2022 and 31 December 2021.

(b) Investment properties – Shanghai, the PRC

The table below analyses recurring fair value measurements for investment properties – Shanghai, the PRC. These fair value measurements are categorised into different levels in the fair value hierarchy based on the inputs to valuation techniques used.

17 投資物業(續)

附註：

(a) 轉入／轉出

除截至2022年12月31日止年度因附屬公司出表而轉出投資物業外，本集團於截至2022年12月31日止年度及截至2021年12月31日止年度並無發生任何轉入／轉出。

(b) 投資物業 – 中國上海

下表列示有關於中國上海的投資物業的經常性公允價值計量分析。此等公允價值計量根據估值技術內所使用的輸入數據而於公允價值等級中分類至不同級別。

Fair value hierarchy	Quoted prices in active markets for identical assets Level 1	Significant other observable inputs Level 2	Significant unobservable inputs Level 3	Total	
					相同資產在活躍市場上的報價 第1級 HK\$'000 港幣千元
At 31 December 2022 Office units – PRC	於2022年12月31日 辦公室單位 – 中國	—	—	—	—
At 31 December 2021 Office units – PRC	於2021年12月31日 辦公室單位 – 中國	—	—	1,335,637	1,335,637

There were no transfers between Levels 1, 2 and 3 during the year ended 31 December 2022 and 2021. The Group's policy is to recognise transfers into/out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

於截至2022年及2021年12月31日止年度，第1級、第2級及第3級之間並無轉移。本集團的政策為於發生引致轉移的事件或狀況改變當日，確認於公允價值等級間的轉入／轉出。

17 INVESTMENT PROPERTIES (CONTINUED)

Notes: (Continued)

(b) Investment properties – Shanghai, the PRC (Continued)

As described in Notes 3(b)(i) and 38(b), on 15 February 2022, the Company received a letter dated 14 February 2022 that, in view of COPHL has failed to pay all amounts demanded under the acceleration notice issued to the Company and COPHL on 16 October 2021, the COPHL Receivers had been appointed by the lender OCM, as receivers over all the issued share of COPHL relating to a loan provided by the COPHL Lender.

COPHL, a limited liability company incorporated under the laws of the British Virgin Islands, being a direct wholly-owned subsidiary of the Company, which is an intermediate holding company that holds the Group's Harbour Ring Plaza and Harbour Ring Huangpu Centre property interests located in Shanghai, the PRC, i.e. the Shanghai Properties. The office units in the PRC have been deconsolidated with effect from 1 April 2022 upon the control of the assets was passed to the COPHL Receivers (Note 19).

As at 31 December 2021, the office units in the PRC have been valued by Cushman & Wakefield Limited, professional valuers. The fair value of the investment properties was determined based on, amongst other factors, comparable market transactions, rental income from current leases and assumptions about rental income from future leases in light of current market conditions. The valuations are derived using the income capitalisation method. This method is based on the capitalisation of net income with due allowance for outgoings and reversionary income potential by adopting appropriate capitalisation rates, which are derived from analysis of sale transactions and valuers' interpretation of prevailing investor requirements or expectations. The prevailing market rents adopted in the valuation are referenced to valuers' view of recent lettings, within the subject properties and other comparable properties.

17 投資物業(續)

附註：(續)

(b) 投資物業 – 中國上海(續)

如附註3(b)(i)及38(b)所述，於2022年2月15日，本公司接獲日期為2022年2月14日的函件，鑑於中泛置業控股未能支付本公司及中泛置業控股於2021年10月16日收到的催繳通知要求的所有金額，故貸款人OCM已就中泛置業控股貸款人向中泛置業控股提供的貸款委任中泛置業控股接管人作為中泛置業控股全部已發行股份的接管人。

本公司的直接全資附屬公司中泛置業控股為一間根據英屬維爾京群島法律註冊成立的有限公司，亦為一間持有本集團位於中國上海的港陸廣場及港陸黃浦中心(即上海物業)物業權益的中間控股公司。於中泛置業控股接管人獲得相關資產的控制權後，中國辦公室單位已自2022年4月1日起出表(附註19)。

於2021年12月31日，中國辦公室單位由專業估值師戴德梁行有限公司進行估值。投資物業的公允價值乃基於(其中包括)可比較的市場交易、來自現有租賃的租金收益及按現行市況推算來自未來租賃的租金收益等因素的假設釐定。估值以收益資本化方法釐定。此方法乃以收益淨額資本化為基準，採用適用資本化率，適當地為支出與復歸收益的潛力作出備抵，資本化率乃參考對銷售交易的分析和估值師對投資者當下的要求或期望的詮釋訂定。估值所採用的現行市值租金已參考估值師對相關及其他相若物業的近期租賃的意見。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

17 INVESTMENT PROPERTIES (CONTINUED)

Notes: (Continued)

(b) Investment properties – Shanghai, the PRC (Continued)

Information about fair value measurements on completed investment properties in the PRC based on Level 3 fair value hierarchy as at 31 December 2021 is as follows:

Description	Fair value at 31 December 2021 於2021年12月31日的公允價值 HK\$'000 港幣千元	Valuation technique	Significant unobservable inputs 重大不可觀察所得的輸入數據	Range of significant unobservable inputs 重大不可觀察輸入數據範圍	Relationship of unobservable inputs to fair value 不可觀察所得的輸入數據與公允價值的關係
Harbour Ring Plaza 港陸廣場	1,036,956	Income capitalisation method 收益資本化法	Capitalisation rate 資本化率	7.0%	The higher the capitalisation rate, the lower the fair value 資本化率越高，公允價值越低
			Rental rate 租金率	RMB174-248/ month/sq.m. 每平方米每月 人民幣174元至 248元	The higher the rental rate, the higher the fair value 租金率越高，公允價值越高
Harbour Ring Huangpu Centre 港陸黃浦中心	298,681	Income capitalisation method 收益資本化法	Capitalisation rate 資本化率	7.0%	The higher the capitalisation rate, the lower the fair value 資本化率越高，公允價值越低
			Rental rate 租金率	RMB125-250/ month/sq.m. 每平方米每月 人民幣125元至 250元	The higher the rental rate, the higher the fair value 租金率越高，公允價值越高
Total 總計	1,335,637				

17 投資物業(續)

附註：(續)

(b) 投資物業 – 中國上海(續)

於2021年12月31日有關中國已落成投資物業根據第3級公允價值等級計量公允價值的資料如下：

17 INVESTMENT PROPERTIES (CONTINUED)

Notes: (Continued)

(b) Investment properties – Shanghai, the PRC (Continued)

One of the key unobservable inputs used in valuing the investment properties in the PRC was the adjusted market rental per square metre. 5% increase or decrease in the adjusted price per sq.m. used would result in an increase or decrease in the fair value measurement of the investment properties of HK\$49,000,000 and HK\$49,000,000 respectively as at 31 December 2021.

The sensitivity analysis presented above may not be representative of the actual change in the fair value measurement of the investment properties as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

(c) Investment properties – Los Angeles, the U.S.

On 16 September 2020, Oceanwide Plaza LLC, a subsidiary of the Company, received a notice issued by the Lendlease (US) Construction Inc. in relation to the termination of the construction contract of the construction of a large scale mixed-use urban commercial complex project (i.e. LA Project), which comprises the investment properties in U.S. and properties under development in Los Angeles, the U.S. During the year ended 31 December 2020, the construction of the LA Project was suspended until the Group appoints a new contractor. For further details, please refer to Provisions, Litigations and Contingent Liabilities in Note 32. During the year ended 31 December 2022, the construction of the LA Project was still suspended.

For the investment properties under construction in Los Angeles, the U.S., they are still in the course of construction or development at the end of the reporting period and fair value cannot be reliably measured at that time, and therefore are stated at cost of HK\$4,227,984,000 (2021: HK\$4,204,734,000). The fair value is expected to become reliably measurable when the construction is completed which is expected to take place in 2026 (2021: completed in 2025). The management performed impairment assessment at the end of reporting period and estimated the value by value in use based on cash flow projection, followed by estimation of management on future business and expected completion of construction.

17 投資物業(續)

附註：(續)

(b) 投資物業 – 中國上海(續)

用於評估中國投資物業價值的其中一項關鍵不可觀察輸入數據為經調整每平方米市場租金。於2021年12月31日，所使用的經調整每平方米價格增加或減少5%將分別導致投資物業的公允價值計量增加港幣49,000,000元或減少港幣49,000,000元。

鑑於某些假設可能互有關連，各項假設不大可能可在不受其他假設影響下變動，故上文呈列的敏感度分析不一定代表投資物業公允價值計量的實際變動。

(c) 投資物業 – 美國洛杉磯

於2020年9月16日，泛海廣場有限公司(本公司之一間附屬公司)收到Lendlease (US) Construction Inc.發出的通知，內容有關終止建設一個大型混合用途城市商業綜合發展項目(即洛杉磯項目)的建設合約，其中包括美國的投資物業及美國洛杉磯的發展中物業。截至2020年12月31日止年度，洛杉磯項目工程於本集團委任新承建商之前處於停工狀態。進一步詳情請參閱附註32「撥備、訴訟及或然負債」。截至2022年12月31日止年度，洛杉磯項目工程仍處於停工狀態。

位於美國洛杉磯的在建投資物業在報告期末仍在施工或發展中，無法可靠地計量當時的公允價值，因此已以成本港幣4,227,984,000元(2021年：港幣4,204,734,000元)列賬。公允價值預期可於建設完成(預期於2026年落實(2021年：於2025年完成))時可靠地計量。管理層於報告期末進行減值評估，並按現金流預測以使用價值估計有關價值，然後再由管理層估計未來業務及預期完工的情況後釐定。

17 INVESTMENT PROPERTIES (CONTINUED)

Notes: (Continued)

(c) Investment properties – Los Angeles, the U.S. (Continued)

There was no significant changes to the valuation techniques and method during the year ended 31 December 2022 and 2021.

As at 31 December 2022, based on the valuation performed by an independent professional valuer regarding the investment properties in Los Angeles, the U.S., no impairment losses was recognised for the year (2021: impairment loss of HK\$41,721,000 was recognised).

The significant assumption for the determination of the value in use of investment properties under construction in Los Angeles, the U.S., are expected annual rental income ranging from US\$6,957,000 to US\$127,831,000 (2021: US\$6,957,000 to US\$127,831,000) and the pre-tax discount rate of 7.25% (2021: 7.5%). If the pre-tax discount rate is 0.1% higher or lower, the value in use would decrease by HK\$134,000,000 or increase by HK\$139,000,000 (2021: decrease by HK\$121,000,000 or increase by HK\$126,000,000). The increase in pre-tax discount rate of 0.1% would not result in additional impairment (2021: additional impairment of HK\$121,000,000) and the decrease in pre-tax discount rate of 0.1% would result in reducing impairment of HK\$41,721,000 (2021: HK\$41,720,000) for the year ended 31 December 2022.

The sensitivity analysis presented above may not be representative of the actual change in the impairment assessment of the investment properties as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

17 投資物業 (續)

附註：(續)

(c) 投資物業 – 美國洛杉磯 (續)

截至2022年及2021年12月31日止年度的估值技術及方法並無任何重大變動。

於2022年12月31日，根據獨立專業估值師就位於美國洛杉磯的投資物業進行的估值，年內並無確認減值虧損(2021年：確認減值虧損港幣41,721,000元)。

釐定位於美國洛杉磯的在建投資物業的使用價值的重大假設為預計年租金收入介乎6,957,000美元至127,831,000美元(2021年：6,957,000美元至127,831,000美元)及稅前貼現率7.25%(2021年：7.5%)。若稅前貼現率上升或下降0.1%，使用價值將減少港幣134,000,000元或增加港幣139,000,000元(2021年：減少港幣121,000,000元或增加港幣126,000,000元)。截至2022年12月31日止年度，稅前貼現率增加0.1%將不會導致確認額外減值(2021年：額外減值港幣121,000,000元)，而稅前貼現率減少0.1%將導致減值減少港幣41,721,000元(2021年：港幣41,720,000元)。

鑑於某些假設可能互有關連，各項假設不大可能可在不受其他假設影響下變動，故上文呈列的敏感度分析不一定代表投資物業減值評估的實際變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

18 LEASES

The Group leases a number of properties in the jurisdictions from which it operates. No lease contracts in any jurisdictions require lease payments to increase each year by inflation or and in others to be reset periodically to market rental rates that would cause variability. In all jurisdictions property leases the periodic rent is (i) either fixed over the lease term; or (ii) variable that does not depend on an index or a rate, initially measured using the index or rate as at commencement date.

(a) Right-of-use assets

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
— Properties leased for own use, carried at depreciated cost	— 持作自用的已租賃物業，按折舊成本列賬	21,509	50,739
— Ownership interests in leasehold land and buildings, carried at depreciated cost with remaining lease term of 50 years or more	— 租賃土地及樓宇的擁有權益，按折舊成本列賬，餘下租期為50年或以上	—	5,338
		21,509	56,077

18 租賃

本集團於其經營所在的司法權區租賃多項物業。於任何司法權區，概無租賃合約要求租賃付款每年隨通貨膨脹而增加，而於其他司法權區則定期重新定價至市場租金水平，否則將導致可變性。於所有司法權區，物業租賃的定期租金為(i)於租期內固定不變；或(ii)浮動但並非取決於指數或利率，而是使用於開始日期的指數或利率首次計量。

(a) 使用權資產

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

18 LEASES (CONTINUED)

(a) Right-of-use assets (Continued)

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1 January	於1月1日	56,077	47,885
Additions	添置	4,423	26,876
Modifications	修訂	(11,307)	—
Transfer out due to deconsolidation of subsidiaries (Note 39)	因附屬公司出表而轉出 (附註39)	(13,235)	—
Depreciation expense for the year (Note 8)	年內折舊開支(附註8)	(14,390)	(19,745)
Exchange translation differences	匯兌差額	(59)	1,061
At 31 December		21,509	56,077

The management assessed the recoverability of right-of-use assets. The management performed impairment assessment at the end of reporting period and estimated recoverable amounts of right-of-use assets from value in use calculation of respective cash generating units ("CGUs") based on cash flow projection, followed by estimation of management on future business and expected completion of construction. As at 31 December 2022 and 2021, no impairment losses were recognised.

管理層曾評估使用權資產的可收回程度。於報告期末，管理層作出減值評估，估計使用權資產的可收回金額按現金流預測計算相應現金生成單位（「現金生成單位」）的使用價值，然後再由管理層估計未來業務及預期完工的情況後釐定。於2022年及2021年12月31日，並無確認減值虧損。

18 租賃(續)

(a) 使用權資產(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
綜合財務報表附註(續)

18 LEASES (CONTINUED)

(b) Lease liabilities

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
At 1 January	於1月1日	84,333	72,401
Additions	添置	4,423	26,876
Modifications	修訂	(14,091)	—
Transfer out to other payable	轉出至其他應付款項	(20,421)	—
Transfer out due to deconsolidation of subsidiaries (Note 39)	因附屬公司出表而轉出 (附註39)	(8,701)	—
Interest expense for the year (Note 10)	年內利息開支 (附註10)	2,531	3,824
Payment for the year	年內付款	(14,759)	(19,885)
Exchange translation differences	匯兌差額	(83)	1,117
At 31 December	於12月31日	33,232	84,333

18 租賃(續)

(b) 租賃負債

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
The present value of future lease payments are analysed as:	未來租賃付款現值分析為：		
— Current portion	— 流動部分	15,024	37,761
— Non-current portion	— 非流動部分	18,208	46,572
At 31 December	於12月31日	33,232	84,333

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
綜合財務報表附註(續)

18 LEASES (CONTINUED)

(b) Lease liabilities (Continued)

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
— Short term lease expense	— 短期租賃開支	812	565
— Expense relating to variable lease payments not included in the measurement of lease liabilities	— 不計入租賃負債計量的浮動租賃付款開支	2,909	3,021
Total operating lease charges in respect of properties not included in the measurement of lease liabilities	不計入租賃負債計量的物業經營租賃費用總額	3,721	3,586

Future lease payments are due as follows:

未來租賃付款的到期情況如下：

		Minimum lease payments	Interest	Present value
		最低租賃付款	利息	現值
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 31 December 2022		於 2022 年 12 月 31 日		
Not later than one year	不遲於一年	17,598	(1,528)	16,070
Later than one year and not later than five years	遲於一年但不遲於五年	14,658	(2,069)	12,589
Later than five years	遲於五年	5,065	(492)	4,573
		37,321	(4,089)	33,232
At 31 December 2021		於 2021 年 12 月 31 日		
Not later than one year	不遲於一年	42,089	(4,328)	37,761
Later than one year and not later than five years	遲於一年但不遲於五年	49,050	(10,961)	38,089
Later than five years	遲於五年	14,214	(5,731)	8,483
		105,353	(21,020)	84,333

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

19 OBLIGATIONS IN RESPECT OF DECONSOLIDATED SUBSIDIARIES

Analysis of carrying amount of obligations in respect of deconsolidated subsidiaries:

		COPHL Group	CORED III Group	Total
		中泛置業 控股集團	中泛房地產 開發第三集團	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
		(note a below)	(note b below)	
		(下文附註a)	(下文附註b)	
Assets less liabilities (excluding the related pledged loans) of deconsolidated subsidiaries	出表子公司的資產減負債 (不包括相關抵押貸款)	1,055,431	1,276,363	2,331,794
Obligations in respect of deconsolidated subsidiaries under the loans	貸款項下有關於表子公司的責任	(1,525,407)	(1,456,324)	(2,981,731)
Carrying amounts of obligations in respect of deconsolidated subsidiaries	有關於表子公司的責任的賬面值	(469,976)	(179,961)	(649,937)

有關出表子公司的責任的賬面值分析：

The movements of obligations in respect of deconsolidated subsidiaries are as follow:

		COPHL Group	CORED III Group	Total
		中泛置業 控股集團	中泛房地產 開發第三集團	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At date of deconsolidation	於出表日期	(224,870)	186,552	(38,318)
Other movements	其他變動	—	51,653	51,653
Financial guarantee expenses and fair value change charge to income statement	於收益表扣除的財務擔保費用及公允價值變動	(245,106)	(418,166)	(663,272)
As at 31 December 2022	於2022年12月31日	(469,976)	(179,961)	(649,937)

有關出表子公司的責任變動如下：

19 OBLIGATIONS IN RESPECT OF DECONSOLIDATED SUBSIDIARIES (CONTINUED)

Notes:

- a. On 14 February 2022, the Company received a notice from OCM that COPHL has failed to pay all amounts demanded under the acceleration notice and thus, all the outstanding balance due to OCM would be immediately repayable and the COPHL Receivers was appointed. In April 2022, OCM informed the Company that they would start to sell the Shanghai investment properties, which were being held by COPHL Group. The Group has lost control over COPHL Group and accordingly, COPHL Group, whose result are reflected under Property Investment segment, has been deconsolidated with effect from 1 April 2022 and details of which are described in Note 3(b)(i). The relevant pledged loans included in the consolidated financial statements of the COPHL Group have also been deconsolidated at the same time. Due to the corporate guarantee issued by the Company in favour of OCM, the Group's obligations in respect of the loan, being provision for financial guarantee liabilities in nature, is recognised as obligations in respect of deconsolidated subsidiaries at the date of deconsolidation and at the end of the reporting period.
- b. On 11 January 2022 (Hong Kong time), the Company received a copy of notice of default dated 10 January 2022 from Initial Lender, stating that an event of default has occurred under the facility agreement as a result of CPRED III failed to pay accrued interest and servicing fee on the loan provided by the Initial Lender as it fell due in January 2022 and details of which are set out in the Company's announcement at the same date. Thus, all the outstanding balance due to the Initial Lender would be immediately repayable. Subsequently, on 2 May 2022, the Initial Lender has appointed receivers to take over the issued shares of CORED III Group, which owned the New York Project. Since the receivers have taken management control over the operating and financial activities in relating to the New York Project and thus, the Group has lost control over CORED III Group. The net assets/liabilities have been deconsolidated from the consolidated financial statements of the Group thereafter accordingly and details of which are described in Note 3(b)(ii). Due to the corporate guarantee issued by the Company in favour of the Initial Lender, the Group's obligation in respect of the loan, being provision for financial guarantee liabilities in nature, is recognised as obligations in respect of deconsolidated subsidiaries at the date of deconsolidation and at the end of the reporting period.

19 有關出表子公司的責任 (續)

附註：

- a. 本公司於2022年2月14日接獲OCM通知，當中指出中泛置業控股未能支付催繳通知需要的所有款項，因此，須立即償還應付OCM的所有未償結餘，並已委任中泛置業控股接管人。於2022年4月，OCM知會本公司，彼等將出售上海投資物業，其乃由中泛置業控股集團所持有。本集團已失去對中泛置業控股集團的控制權，因此，於物業投資分部反映業績的中泛置業控股集團已自2022年4月1日起出表，詳情見附註3(b)(i)。計入中泛置業控股集團綜合財務報表的相關抵押貸款亦於同日出表。由於本公司以OCM為受益人提供企業擔保，本集團對該筆貸款的責任為財務擔保負債，於出表日期及報告期末確認為有關出表子公司的責任。
- b. 於2022年1月11日(香港時間)，本公司接獲初步貸款人發出日期為2022年1月10日的違約通知副本，當中闡明中泛房地產開發第三未能於2022年1月到期前支付初步貸款人提供之貸款的應計利息及服務費用，發生融資協議項下的違約事件，有關詳情載於本公司同日的公告。因此，應立即償還初步貸款人的所有未償還結餘。隨後於2022年5月2日，初步貸款人委任接管人以接管擁有紐約項目的中泛房地產開發第三集團的已發行股份。由於接管人已獲得紐約項目經營及融資活動的控制權，本集團已失去對中泛房地產開發第三集團的控制權。相關淨資產／負債其後已自本集團綜合財務報表中出表，詳情見附註3(b)(ii)。由於本公司以初步貸款人為受益人提供企業擔保，本集團對該筆貸款的責任為財務擔保負債，於出表日期及報告期末確認為有關出表子公司的責任。

19 OBLIGATIONS IN RESPECT OF DECONSOLIDATED SUBSIDIARIES (CONTINUED)

Movement during the year mainly represented the interest elements of the financial guarantee provided for the outstanding deconsolidated loans and the respective fair value changes in the assets and liabilities of the deconsolidated subsidiaries.

Financial guarantee expenses are recognised in accordance with HKFRS 9, being the difference of the amount of financial guarantee obligations initially recognised and the higher of (i) amount of the loss allowance for ECL and (ii) amount of financial guarantee obligations initially recognized less cumulative amortisation, if any.

There are no maximum liabilities of the Group at the end of the reporting period under the guarantee and the amount guaranteed represents the outstanding principal, interest and penalty charges, if any of the underlying loans from time to time.

19 有關出表子公司的責任(續)

年內變動主要指為未償還出表貸款計提的財務擔保的利息部分及出表子公司的資產及負債各自的公允價值變動。

財務擔保費用根據香港財務報告準則第9號確認，即按初始確認的財務擔保責任金額與以下較高者的差額確認：(i) 預期信用損失的損失撥備金額；及(ii) 初始確認的財務擔保責任金額減去(如有)累計攤銷。

於報告期末，本集團不存在擔保項下的最高負債，擔保金額為相關貸款不時的未償還本金、利息及罰款支出(如有)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

20 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

20 按金、預付款項及其他應收款項

		2022	2021
		2022年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Non-current portion	非流動部分		
Prepayments for construction of power plants (Note (a) below and Notes 33(d))	建設發電廠的預付款項 (下文附註(a)及附註33(d))	332,206	327,853
Loan and interest receivables from shareholders of a subsidiary (Note (b) below and Note 33(f))	應收一間附屬公司股東的貸款 及利息(下文附註(b)及 附註33(f))		
— Shanghai Electric Power Construction Co., Ltd. ("SEPC")	— 上海電力建設有限責任公司 (「SEPC」)	4,019	4,018
— PT. Garda Sayap Garuda ("GSG")	— PT. Garda Sayap Garuda (「GSG」)	258,392	258,327
Prepaid insurance	預付保費	—	5,294
Others	其他	6,180	9,368
Total non-current portion	非流動部分總計	600,797	604,860
Current portion	流動部分		
Prepaid insurance	預付保費	170	1,120
Prepaid loan interest	預付貸款利息	—	32,916
Amounts due from related parties (Note 33(f))	應收關聯方款項 (附註33(f))	11,060	12,195
Others	其他	7,958	32,669
Total current portion	流動部分總計	19,188	78,900

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

20 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

Notes:

- (a) The balance included progress payments made to SEPC, a non-controlling shareholder of certain subsidiaries of the Company, and its subsidiary, PT. Shanghai Electric Power Construction ("PT.SEPC"), for the procurement and installation of equipment and machineries for the Group's power plant projects in Indonesia.

- (b) The loan and interest receivables are due from SEPC and GSG, non-controlling shareholders of certain subsidiaries of the Company and are denominated in US\$.

As at 31 December 2022, the principal amount of the loan to SEPC was fully repaid and the gross carrying amount of the loan to GSG was HK\$221,060,000 (2021: HK\$221,100,000). The loan to GSG is interest bearing at 7% per annum and is repayable through its share of the future dividend of the subsidiaries. As at date of approval for issuance of the consolidated financial statements, no interest was paid according to the terms of loan agreement.

The gross interest receivables from SEPC and GSG were HK\$4,137,000 (2021: HK\$4,137,000) and HK\$67,387,000 (2021: HK\$67,399,000), respectively. The interest receivables are interest free and repayable through their shares of the future dividend of the subsidiaries. As at date of approval for issuance of the consolidated financial statements, no interest was paid according to the terms of loan agreement.

As at 31 December 2022, an ECL provision of HK\$19,919,000 (2021: HK\$20,035,000) (Note 6(2)(b)) was made on the loan and interest receivables from shareholders of a subsidiary, respectively.

20 按金、預付款項及其他應收款項(續)

附註：

- (a) 該結餘包括就本集團位於印尼的發電廠項目採購及安裝設備及機器而向本公司若干附屬公司的一名非控股股東SEPC及其附屬公司PT. Shanghai Electric Power Construction(「PT.SEPC」)支付的進度款項。

- (b) 該等應收貸款及利息應向本公司若干附屬公司之非控股股東SEPC及GSG收取，以美元計值。

於2022年12月31日，給予SEPC的貸款本金金額已悉數償還，而給予GSG的貸款的賬面總值為港幣221,060,000元(2021年：港幣221,100,000元)。給予GSG的貸款按年利率7%計息，須透過日後應佔該等附屬公司的股息償還。於批准刊發綜合財務報表日期，並無按照貸款協議條款支付利息。

應收SEPC及GSG的利息總值分別為港幣4,137,000元(2021年：港幣4,137,000元)及港幣67,387,000元(2021年：港幣67,399,000元)。應收利息為免息，須透過日後應佔該等附屬公司的股息償還。於批准刊發綜合財務報表日期，並無按照貸款協議條款支付利息。

於2022年12月31日，已就應收一間附屬公司股東的貸款及利息分別作出港幣19,919,000元(2021年：港幣20,035,000元)預期信用損失撥備(附註6(2)(b))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

21 PROPERTIES UNDER DEVELOPMENT

21 發展中物業

		2022	2021
		2022年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1 January	於1月1日	12,264,978	15,829,178
Additions	添置	87,307	78,082
Transfer out due to deconsolidation of subsidiaries (Note (b) below and Note 39)	因附屬公司出表而轉出 (下文附註(b)及附註39)	(1,735,864)	—
Disposals (Note (a) below)	出售(下文附註(a))	(914,163)	—
Impairment provision (Note 6(2)(e) and Note 8)	減值撥備(附註6(2)(e)及 附註8)	(575,066)	(3,723,975)
Exchange differences	匯兌差額	15,119	81,693
At 31 December	於12月31日	9,142,311	12,264,978

In accordance with the Group's accounting policies, the Group assesses the carrying amounts of properties under development according to their net realisable values based on the realisability of these properties. Net realisable value for properties under development is determined with reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion (including land costs). Based on management's best estimates, provisions of impairment losses are as follows:

根據本集團的會計政策，本集團基於發展中物業的變現能力按該等物業的可變現淨值評估其賬面金額。發展中物業的可變現淨值乃參照管理層基於現行市況估計的售價，減去適用可變銷售開支及預計竣工成本(包括土地成本)釐定。基於管理層的最佳估計，本集團的減值虧損撥備如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

21 PROPERTIES UNDER DEVELOPMENT (CONTINUED)

2022

		2022年				
		Provision for impairment				
		減值撥備				
		Balance	Provision	Balance	Carrying	
		brought	for the year	carried	value	
		forward	for the year	forward	value	
Gross amount		承前結餘	年內撥備	結轉結餘	賬面值	
總額		承前結餘	年內撥備	結轉結餘	賬面值	
HK\$'000		承前結餘	年內撥備	結轉結餘	賬面值	
港幣千元		承前結餘	年內撥備	結轉結餘	賬面值	
Los Angeles, the U.S.	美國洛杉磯	7,436,242	(1,622,833)	—	(1,622,833)	5,813,409
Ko Olina No. 2 Land, Hawaii, the U.S. (Note (c) below)	美國夏威夷科琳娜二號地 (下文附註(c))	1,733,969	(184,314)	(575,066)	(759,380)	974,589
Ko Olina No. 1 Land, Hawaii, the U.S.	美國夏威夷科琳娜一號地	3,100,906	(746,593)	—	(746,593)	2,354,313
		12,271,117	(2,553,740)	(575,066)	(3,128,806)	9,142,311

2021

		2021年				
		Provision for impairment				
		減值撥備				
		Balance	Provision	Balance	Carrying	
		brought	for the year	carried	value	
		forward	for the year	forward	value	
Gross amount		承前結餘	年內撥備	結轉結餘	賬面值	
總額		承前結餘	年內撥備	結轉結餘	賬面值	
HK\$'000		承前結餘	年內撥備	結轉結餘	賬面值	
港幣千元		承前結餘	年內撥備	結轉結餘	賬面值	
Los Angeles, the U.S.	美國洛杉磯	7,395,846	(280,470)	(1,342,363)	(1,622,833)	5,773,013
Ko Olina No. 2 Land, Hawaii, the U.S.	美國夏威夷科琳娜二號地	1,719,761	—	(184,314)	(184,314)	1,535,447
Ko Olina No. 1 Land, Hawaii, the U.S.	美國夏威夷科琳娜一號地	3,081,343	(337,309)	(409,284)	(746,593)	2,334,750
Kapolei West, Hawaii, the U.S. (Note (a) below)	美國夏威夷卡珀雷西區 (下文附註(a))	1,018,495	—	(112,308)	(112,308)	906,187
New York, the U.S. (Note (b) below)	美國紐約(下文附註(b))	3,468,869	(77,582)	(1,675,706)	(1,753,288)	1,715,581
		16,684,314	(695,361)	(3,723,975)	(4,419,336)	12,264,978

21 PROPERTY UNDER DEVELOPMENT (CONTINUED)

Notes:

- (a) On 23 December 2022 (Hawaii time), in accordance with the amended and restated purchase and sale agreement signed on 8 November 2022 (Hawaii time), the land parcels of Kapolei West Property Project were disposed at a consideration of US\$95,000,000 (equivalent to approximately HK\$740.7 million), resulting in a disposal loss of HK\$202,697,000 (Note 8).
- (b) On 1 May 2022, CORED III Group was deconsolidated and the related properties under development regarding the New York Project of HK\$1,735,864,000 was transferred out due to deconsolidation of subsidiaries (Note 39).
- (c) On 17 March 2023, a new director was appointed by the receiver to replace the existing director of Oceanwide Real Estate Investment HI Corp., the company which indirectly holds Ko Olina No. 2 Land, Hawaii, the U.S.. Oceanwide Real Estate Investment HI Corp. was then deconsolidated from the financial statements of the Group.

Impairment assessment for the properties under development

With reference to a valuation conducted by an independent professional valuer and the estimated net selling prices of the potential disposals of the Ko Olina No.2 Land Project, the management performed impairment assessments on the Group's properties under development as mentioned above at the end of the reporting period. Accordingly, impairment losses of HK\$575,066,000 (2021: HK\$3,723,975,000) was recognised for the year ended 31 December 2022 and details are set out below:

The condominium portion of Los Angeles, the U.S. project

The Group assesses the carrying amounts of the Group's Los Angeles properties under development according to their net realisable values based on the realisability of these properties. Income approach is used for the valuation to determine the net realisable value of the condominium portion of LA Project. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

21 發展中物業(續)

附註：

- (a) 2022年12月23日(夏威夷時間)，根據於2022年11月8日(夏威夷時間)訂立的經修訂及重述買賣協議，本集團已完成出售卡珀雷西區物業項目的地塊，代價為95,000,000美元(相等於港幣約7.407億元)，導致出售虧損港幣202,697,000元(附註8)。
- (b) 2022年5月1日，中泛房地產開發第三集團出表，紐約項目相關發展中物業港幣1,735,864,000元因附屬公司出表而轉出(附註39)。
- (c) 2023年3月17日，一名新董事已獲接管人委任接替夏威夷泛海不動產投資公司(間接持有美國夏威夷科琳娜二號地的公司)現有董事。夏威夷泛海不動產投資公司其後不再納入本集團的財務報表。

發展中物業的減值評估

經參考獨立專業估值師進行的估值以及科琳娜二號地項目潛在出售的估計淨售價，管理層於報告期末對本集團的發展中物業進行上述減值評估。因此，截至2022年12月31日止年度確認減值虧損港幣575,066,000元(2021年：港幣3,723,975,000元)及有關詳情載列如下：

美國洛杉磯項目公寓部份

本集團基於洛杉磯項目發展中物業的變現能力，按該等物業的可變現淨值評估其賬面金額。於釐定洛杉磯項目公寓部份的可變現淨值時使用收益法。可變現淨值乃於日常業務過程中的估計售價扣除估計完工成本及進行出售所需的估計成本。

21 PROPERTY UNDER DEVELOPMENT (CONTINUED)

The condominium portion of Los Angeles, the U.S. project (Continued)

Though the construction of the Group's real estate development project in Los Angeles, the U.S. (i.e. the "LA Project") commenced in the second half of 2014. In 2018, construction works of the project for all main structures were completed. However, the construction progress of the Los Angeles Project was affected as the macro-economic performance of the U.S. which was affected by the COVID-19 since 2019, coupled with the arbitration and disputes between the general contractor and the Group and its decision to terminate the construction contract. As a result, the project development was fully suspended temporarily from September 2020. Due to these reasons, the expected completion date of the LA Project in the cash flow model was delayed and there were adverse impacts on the fair value of the project. The delay in completion resulted in a decrease in the net realisable value of the Los Angeles condominium portion. With reference to the valuation performed by an independent valuer, there was a difference between the recoverable amount of condominium portion of the real estate development project in Los Angeles and the gross carrying value before impairment as at 31 December 2021 and hence, impairment loss of HK\$1,342.3 million was recognised for the year ended 31 December 2021.

With reference to the valuation performed by an independent professional valuer, the management assessed the net realisable value by value in use calculation based on cash flow projection, followed by estimation of management on future business and expected completion of construction. As at 31 December 2022, no impairment was recognised for the properties under development in the LA Project.

There was no significant changes to the valuation techniques and method during the year ended 31 December 2022 and 2021.

21 發展中物業(續)

美國洛杉磯項目公寓部份(續)

本集團的美國洛杉磯房地產開發項目(即「洛杉磯項目」)於2014年下半年動工,2018年已完成所有主體結構工程封頂。然而,由於自2019年起美國的宏觀經濟表現受到新冠肺炎疫情的衝擊,加上總承包商與本集團之間的仲裁及糾紛以及其決定終止建設合約,洛杉磯項目的建設進度受到影響。因此,項目開發由2020年9月開始全面暫停。基於上述理由,洛杉磯項目於現金流模型中預計的竣工日期有所延後,對項目的公允價值造成不利影響。延遲竣工導致洛杉磯公寓部份的可變現淨值減少。經參考獨立估值師進行的估值,於2021年12月31日,洛杉磯房地產開發項目公寓部份的可收回金額與減值前賬面總值之間出現差額,因此已於截至2021年12月31日止年度確認減值虧損港幣13.423億元。

經參考獨立專業估值師進行的估值,管理層已評估洛杉磯發展中物業的可變現淨值,方法為按現金流量預測計算使用價值,然後再由管理層估計未來業務及預期完工情況。於2022年12月31日,並無就洛杉磯項目的發展中物業確認減值虧損。

截至2022年及2021年12月31日止年度,估值技術及方法並無任何重大變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

21 PROPERTY UNDER DEVELOPMENT (CONTINUED)

The condominium portion of Los Angeles, the U.S. project (Continued)

Significant key inputs and assumptions relating to the LA Project impairment assessment for the year ended 31 December 2022 and 2021, respectively, were as follows:

21 發展中物業(續)

美國洛杉磯項目公寓部份(續)

截至2022年及2021年12月31日止年度有關洛杉磯項目減值評估的關鍵輸入數據及假設分別如下：

Name/Location 名稱/地點	Type 種類	Key assumptions and inputs 關鍵假設及輸入數據	
		2022 2022年	2021 2021年
1101 South Flower Street, Los Angeles, the U.S. (condominium portion) 美國洛杉磯南花街1101號 (公寓部分)	Residential 住宅	Pre-tax discount rate of 10.55% 稅前貼現率 10.55%	Pre-tax discount rate of 9.22% 稅前貼現率 9.22%
		Expected completion date of construction in 2026 建設預期於 2026 年完工	Expected completion date of construction in 2025 建設預期於 2025 年完工
		Initial selling price of US\$1,480 sq. ft. to US\$1,660 sq. ft. 起始售價每平方呎 1,480 美元至每平方呎 1,660 美元	Initial selling price of US\$1,480 sq. ft. to US\$1,660 sq. ft. 起始售價每平方呎 1,480 美元至每平方呎 1,660 美元

21 PROPERTY UNDER DEVELOPMENT (CONTINUED)

The condominium portion of Los Angeles, the U.S. project (Continued)

Key assumptions adopted by management in the assessment of net realisable values and the sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Significant assumptions for the determination of the net realisable value of properties under development in Los Angeles, the U.S. are the discount rate and selling price. If the pre-tax discount rate is 0.5% higher or lower, the net realisable value would decrease by HK\$116,000,000 or increase by HK\$119,000,000 (2021: decrease by HK\$135,000,000 or increase by HK\$139,000,000). The increase in pre-tax discount rate of 0.5% would not result in additional impairment loss for the year ended 31 December 2022 (2021: additional impairment of HK\$135,000,000). The decrease in pre-tax discount rate of 0.5% would result in a reversal of impairment loss of HK\$119,000,000 (2021: HK\$139,000,000).

If the average selling price is 1% higher or lower, the net realisable value would increase by HK\$60,000,000 or decrease by HK\$60,000,000 (2021: increase by HK\$44,000,000 or decrease by HK\$44,000,000). The increase in average selling price of 1% would result in reversal of impairment loss of HK\$60,000,000 (2021: HK\$44,000,000) for the year ended 31 December 2022. The decrease in selling price of 1% would not result in any additional recognition of impairment loss for the year ended 31 December 2022 (2021: additional impairment of HK\$44,000,000).

The sensitivity analysis presented above may not be representative of the actual change in the net realisable value of the properties under development as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

21 發展中物業(續)

美國洛杉磯項目公寓部份(續)

管理層於評估可變現淨值時採用的以下關鍵假設及敏感度分析乃按相應假設於報告期末出現合理可能變動(所有其他假設則維持不變)為基準而釐定。

釐定位於美國洛杉磯的發展中物業的可變現淨值的重大假設為貼現率及售價。若稅前貼現率上升或下降0.5%，可變現淨值會減少港幣116,000,000元或增加港幣119,000,000元(2021年：減少港幣135,000,000元或增加港幣139,000,000元)。截至2022年12月31日止年度稅前貼現率上升0.5%將不會導致額外減值虧損(2021年：額外減值港幣135,000,000元)。稅前貼現率下降0.5%將導致撥回減值虧損港幣119,000,000元(2021年：港幣139,000,000元)。

若平均售價上升或下降1%，可變現淨值會增加港幣60,000,000元或減少港幣60,000,000元(2021年：增加港幣44,000,000元或減少港幣44,000,000元)。截至2022年12月31日止年度平均售價上升1%將導致撥回減值虧損港幣60,000,000元(2021年：港幣44,000,000元)。截至2022年12月31日止年度平均售價下降1%將不會導致額外確認減值虧損(2021年：額外減值港幣44,000,000元)。

鑑於某些假設可能互有關連，各項假設不大可能可在不受其他假設影響下變動，故上文呈列的敏感度分析不一定代表發展中物業可變現淨值的實際變動。

21 PROPERTY UNDER DEVELOPMENT (CONTINUED)

Ko Olina 1 Land and Ko Olina 2 Land, Hawaii, the U.S. projects

These projects are currently in the schematic design stage and the expected future cash flow on the land cannot be determined by the Company. The net realisable values of the projects were determined by their fair values less costs of disposal. The market approach is used for determining the net realisable values of the projects.

Since the outbreak of the COVID-19 in 2019, the tourism industry in Hawaii was severely affected, with both the number of visitors and the amount of spending recorded a decrease, indicating exposure to impairment risks of the Group's Ko Olina 1 Land and Ko Olina 2 Land. With reference to the valuation conducted by the valuer that are based on the recent transactions of comparable land parcels have been identified in 2021, it resulted in a decrease in the net realisable values of the Group's Ko Olina 1 Land and Ko Olina 2 Land, Hawaii, the U.S. projects for the year ended 31 December 2021. For the year ended 31 December 2022, the tourism industry in Hawaii has been recovering, the management valued the Hawaii projects by considering the valuation performed by the independent valuer and the estimated potential net selling price of the projects. Details of which are set out below:

(i) Ko Olina No. 1 Land

As at 31 December 2022, the net realisable value of the Hawaii Ko Olina No. 1 Land was valued at HK\$2,354.3 million (2021: HK\$2,334.8 million), when compared with its carrying value of HK\$2,354.3 million (2021: HK\$2,744.0 million), nil impairment loss was recognised for the year (2021: impairment loss of HK\$409.3 million was recognised for the year).

21 發展中物業(續)

美國夏威夷科琳娜一號地及科琳娜二號地項目

該等項目目前處於規劃設計階段，本公司無法釐定該土地的預期未來現金流量。項目的可變現淨值乃按公允價值減出售成本而釐定。項目的可變現淨值採用市場法而釐定。

由於2019年爆發新冠肺炎，夏威夷的旅遊業受到嚴重影響，旅客量及消費金額均有所下跌，顯示本集團的科琳娜一號地及科琳娜二號地面臨減值風險。經參考估值師按近期於2021年識別的可比較地塊交易所進行的估值，其導致本集團的美國夏威夷科琳娜一號地及科琳娜二號地項目截至2021年12月31日止年度的可變現淨值減少。截至2022年12月31日止年度，夏威夷旅遊業持續復甦，管理層參考獨立估值師所進行的估值及項目的估計潛在淨售價對夏威夷項目進行評估。詳情載列如下：

(i) 科琳娜一號地

於2022年12月31日，夏威夷科琳娜一號地估值為港幣23.543億元(2021年：港幣23.348億元)，而賬面值為港幣23.543億元(2021年：港幣27.440億元)，因此年內並無確認減值虧損(2021年：確認減值虧損港幣4.093億元)。

21 PROPERTY UNDER DEVELOPMENT (CONTINUED)

Ko Olina 1 Land and Ko Olina 2 Land, Hawaii, the U.S. projects (Continued)

(ii) *Ko Olina No. 2 Land*

With reference to the valuation conducted by the valuer and the management's estimation on the realisability of the Hawaii Ko Olina No. 2 Land, as at 31 December 2022, the net realisable value of the Hawaii Ko Olina No. 2 Land was valued at HK\$974.6 million (2021: HK\$1,535.4 million) as at 31 December 2022, when compared with its gross carrying value before impairment of HK\$1,549.7 million (2021: HK\$1,719.8 million), impairment loss of HK\$575.1 million (2021: HK\$184.3 million) was recognised for the year.

21 發展中物業(續)

美國夏威夷科琳娜一號地及科琳娜二號地項目(續)

(ii) *科琳娜二號地*

於2022年12月31日，經參考估值師所進行的估值及管理層關於夏威夷科琳娜二號地可變現性的估計，於2022年12月31日，夏威夷科琳娜二號地估值為港幣9.746億元(2021年：港幣15.354億元)，而減值前賬面總值為港幣15.497億元(2021年：港幣17.198億元)，已於年內確認減值虧損港幣5.751億元(2021年：港幣1.843億元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

21 PROPERTY UNDER DEVELOPMENT (CONTINUED)

Ko Olina 1 Land and Ko Olina 2 Land, Hawaii, the U.S. project (Continued)

The significant key inputs and assumptions adopted in the valuation relating to the impairment assessments relating to Ko Olina No. 1 Land and Ko Olina No. 2 Land for the year ended 31 December 2022 and 2021, respectively, were as follows:

Name/Location 名稱/地點	Type 種類	Key assumptions and inputs 關鍵假設及輸入數據	
		2022 2022年	2021 2021年
Ko Olina Parcels 20/21 (lot 4608), 25/26 (lot 4609) and 19B (lot 5346-B) – Ko Olina No. 1 Land (note below) 科琳娜地塊 20/21 (第 4608 號地塊)、25/26 (第 4609 號地塊) 及 19B (第 5346-B 地塊) – 科琳娜一號地(下文附註)	Commercial/ Residential 商業/住宅	Average unit price per sq. ft. of US\$284.12 平均單位價格每平方呎 284.12 美元	Average unit price per sq. ft. of US\$261.54 平均單位價格每平方呎 261.54 美元
		Time appreciation rate not applicable 時間升值率 不適用	Time appreciation rate not applicable 時間升值率 不適用
Ko Olina Parcels 54B, 54C and 55 – Ko Olina No. 2 Land 科琳娜地塊 54B、54C 及 55 – 科琳娜二號地	Commercial/ Residential 商業/住宅	Average unit price per sq. ft. of US\$166.07 (Note below) 平均單位價格每平方呎 166.07 美元(見下文附註)	Average unit price per sq. ft. of US\$261.54 平均單位價格每平方呎 261.54 美元
		Time appreciation rate not applicable 時間升值率 不適用	Time appreciation rate not applicable 時間升值率 不適用

Note: As at 31 December 2022, the valuation on the Ko Olina No. 2 Land was made with reference to the estimated potential net selling price.

There were no material changes to the valuation techniques and methods during the years ended 31 December 2022 and 2021.

21 發展中物業(續)

美國夏威夷科琳娜一號地及科琳娜二號地項目(續)

截至 2022 年及 2021 年 12 月 31 日止年度，於估值中採用關於科琳娜一號地及科琳娜二號地的減值評估的關鍵輸入數據及假設分別如下：

Key assumptions and inputs 關鍵假設及輸入數據	
2022 2022年	2021 2021年
Average unit price per sq. ft. of US\$284.12 平均單位價格每平方呎 284.12 美元	Average unit price per sq. ft. of US\$261.54 平均單位價格每平方呎 261.54 美元
Time appreciation rate not applicable 時間升值率 不適用	Time appreciation rate not applicable 時間升值率 不適用
Average unit price per sq. ft. of US\$166.07 (Note below) 平均單位價格每平方呎 166.07 美元(見下文附註)	Average unit price per sq. ft. of US\$261.54 平均單位價格每平方呎 261.54 美元
Time appreciation rate not applicable 時間升值率 不適用	Time appreciation rate not applicable 時間升值率 不適用

附註：於 2022 年 12 月 31 日，對科琳娜二號地進行的評估乃參考估計潛在淨售價。

截至 2022 年及 2021 年 12 月 31 日止年度，估值技術及方法並無任何重大變動。

21 PROPERTY UNDER DEVELOPMENT (CONTINUED)

Ko Olina 1 Land and Ko Olina 2 Land, Hawaii, the U.S. project (Continued)

Key assumptions adopted by management in the assessment of net realisable values and the sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Significant actuarial assumptions for the determination of the net realisable values of properties under development in Hawaii are the average unit prices per sq.m..

For Ko Olina 1 Land, if the average unit price per sq.m. is 1% higher or lower, the net realisable value would increase by HK\$25,000,000 or decrease by HK\$25,000,000 (2021: increase by HK\$22,000,000 or decrease by HK\$24,000,000). As at 31 December 2022, the increase in average unit price per sq.m. of 1% would result in reversal of impairment of HK\$25,000,000 (2021: HK\$22,000,000), and the decrease in average unit price per sq.m. of 1% would not result in any additional impairment (2021: additional impairment of HK\$24,000,000).

For Ko Olina 2 Land, if the average unit price per sq.m. is 1% higher or lower, the net realisable value would increase by HK\$10,000,000 or decrease by HK\$10,000,000 (2021: increase by HK\$15,000,000 or decrease by HK\$16,000,000). The increase or decrease in average unit price per sq.m. of 1% would result in reducing impairment of HK\$10,000,000 or in additional impairment of HK\$10,000,000 (2021: reducing impairment of HK\$15,000,000 or additional impairment of HK\$16,000,000) respectively.

21 發展中物業(續)

美國夏威夷科琳娜一號地及科琳娜 二號地項目(續)

管理層於評估可變現淨值時採用的以下關鍵假設及敏感度分析乃按相應假設於報告期末出現合理可能變動(所有其他假設則維持不變)為基準而釐定。

釐定位於夏威夷的發展中物業的可變現淨值的重大精算假設為每平方呎平均單位價格。

就科琳娜一號地而言，若每平方呎平均單位價格上升或下降1%，可變現淨值會增加港幣25,000,000元或減少港幣25,000,000元(2021年：增加港幣22,000,000元或減少港幣24,000,000元)。於2022年12月31日，每平方呎平均單位價格上升1%將導致撥回減值港幣25,000,000元(2021年：22,000,000元)，及每平方呎平均單位價格下降1%將不會導致任何額外減值(2021年：額外減值港幣24,000,000元)。

就科琳娜二號地而言，若每平方呎平均單位價格上升或下降1%，可變現淨值會增加港幣10,000,000元或減少港幣10,000,000元(2021年：增加港幣15,000,000元或減少港幣16,000,000元)。每平方呎平均單位價格上升或下降1%將分別導致減值減少港幣10,000,000元或額外減值港幣10,000,000元(2021年：減值減少港幣15,000,000元或額外減值港幣16,000,000元)。

21 PROPERTY UNDER DEVELOPMENT (CONTINUED)

Ko Olina 1 Land and Ko Olina 2 Land, Hawaii, the U.S. project (Continued)

The sensitivity analysis presented above may not be representative of the actual change in the net realisable value of the properties under development as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

22 TRADE RECEIVABLES

As at 31 December 2022, the Group's trade receivables were transferred out due to deconsolidation of subsidiaries. As at 31 December 2021, the Group's trade receivables represented rental receivables for which no credit terms have been granted. The aging analysis of trade receivables, net of provision, based on the date of invoices for the year ended 31 December 2021 was as follows:

21 發展中物業(續)

美國夏威夷科琳娜一號地及科琳娜二號地項目(續)

鑑於某些假設可能互有關連，各項假設不大可能可在不受其他假設影響下變動，故上文呈列的敏感度分析不一定代表發展中物業可變現淨值的實際變動。

22 應收賬款

於2022年12月31日，本集團因出表子公司而轉出應收賬款。於2021年12月31日，本集團應收賬款為並無授出信貸期的應收租金。截至2021年12月31日止年度以發票日期為準並扣除撥備後的應收賬款賬齡分析如下：

		2021 2021年 HK\$'000 港幣千元
Trade receivables	應收賬款	30,368
Less: Allowance for credit losses	減：信用損失備抵	(6,483)
		23,885

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

22 TRADE RECEIVABLES (CONTINUED)

22 應收賬款(續)

		2021 2021年 HK\$'000 港幣千元
0-30 days	0-30日	3,583
31-60 days	31-60日	3,536
61-90 days	61-90日	3,037
Over 90 days	超過90日	13,729
		23,885

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributed to customers and credit term granted to customers are reviewed regularly. The majority of the trade receivables that are neither past due nor impaired have no history of defaulting on repayments.

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables and measures the lifetime ECL on each debtor individually.

As at 31 December 2021, except for debtors with significant outstanding balances, which are assessed for impairment individually and HK\$6,483,000 was provided, the management of the Group have assessed the ECL of the remaining trade receivables as insignificant and therefore it did not result in an impairment allowance for the remaining trade receivables.

The maximum exposure to credit risk at the reporting date is the fair value of the trade receivables.

The Group does not hold any collateral securities.

接納任何新客戶前，本集團會評估潛在客戶的信用質素並因應客戶釐定信用限額。歸屬於客戶的信用限額及向客戶授出的信貸期均會定期進行檢討。大部分未到期或未減值的應收賬款並無拖欠還款的往績。

本集團應用香港財務報告準則第9號的簡化方法計量預期信用損失，其對所有應收賬款使用存續期預期信用損失，並獨立計算各債務人的存續期預期信用損失。

於2021年12月31日，除獨立評估減值的有重大尚未償還結餘的債務人及已計提撥備港幣6,483,000元外，本集團的管理層已將其餘應收賬款的預期信用損失評估為非重大，因此並未就其餘應收賬款計提減值備抵。

於本報告日期的最大信貸風險為應收賬款的公允價值。

本集團並無持有任何抵押品。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

23 CASH AND BANK DEPOSITS

23 現金及銀行存款

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Cash at banks and on hand	銀行存款及手頭現金	4,865	15,702
Cash and cash equivalents	現金及現金等價物	4,865	15,702
Restricted cash (Notes (a), (b) and (c) below)	受限制現金 (下文附註(a)、(b)及(c))	8,298	39,828
Cash and bank deposits	現金及銀行存款	13,163	55,530

Notes:

As at 31 December 2022, the Group had the following restricted bank deposits:

- (a) As at 31 December 2021, a bank deposit of HK\$83,000 was held in escrow in a licensed bank for the settlement of any construction obligation of a subsidiary of the Company to a general constructor of the property development project in Los Angeles, the U.S. The escrow arrangement is required pursuant to an escrow agreement entered into between the licensed bank, the general constructor and the subsidiary until the Group obtained construction financing or committed to have fund and equity sufficient to pay the remaining payment obligation to work. As at 31 December 2022, the Company did not have such kind of bank deposit which was held in escrow in a licensed bank for the settlement of any construction obligation of a subsidiary of the Company.
- (b) As at 31 December 2022, bank deposits of nil (2021: HK\$39,745,000) were secured for guarantees provided by the Company and certain of its subsidiaries in favour of the licensed banks for certain banking facilities granted to the Group (Note 31). As at 31 December 2022, the Company did not have such kind of bank deposits which were secured for guarantees provided by the Company and certain of its subsidiaries.
- (c) As at 31 December 2022, bank deposits of HK\$8,298,000 (2021: Nil) were restricted by a lender of the Group due to the related loan was in default.

Bank balances of HK\$1,000 (2021: HK\$36,173,000) are denominated in RMB and are placed with banks in the PRC. The remittance of these funds out of the PRC is subject to exchange control restrictions imposed by the PRC government. The remaining bank balances are mainly denominated in HK\$ or US\$.

附註：

於2022年12月31日，本集團有下列受限制銀行存款：

- (a) 於2021年12月31日，港幣83,000元的銀行存款以託管方式由持牌銀行持有，以清償本公司一間附屬公司對美國洛杉磯物業發展項目的總承建商負有的任何建設承擔。託管安排乃根據由該持牌銀行、該總承建商及該附屬公司訂立的託管協議的規定作出，直至本集團取得建築融資或肯定獲得資金及股本足以支付餘下工程付款義務為止。於2022年12月31日，本公司並無銀行存款以託管方式由持牌銀行持有，以清償本公司一間附屬公司的任何建設承擔。
- (b) 於2022年12月31日，並無銀行存款(2021年：港幣39,745,000元)已就本公司及其若干附屬公司向持牌銀行提供的擔保作抵押，以獲取若干授予本集團的銀行融資(附註31)。於2022年12月31日，本公司並無銀行存款已就本公司及其若干附屬公司提供的擔保作抵押。
- (c) 於2022年12月31日，銀行存款港幣8,298,000元(2021年：無)因相關貸款違約，而被本集團一名貸款人限制。

港幣1,000元(2021年：港幣36,173,000元)的銀行結餘以人民幣計值及存放於中國的銀行。將該等資金匯出中國受到中國政府外匯管制的規限。餘下銀行結餘主要以港幣或美元計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

24 DEPOSITS RECEIVED, OTHER PAYABLES AND ACCRUALS

As at 31 December 2022, details of the Group's deposits received, other payables and accruals are set out below:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Rental deposits received	已收租賃按金	—	34,523
Amounts due to related parties (Note 33(f))	應付關聯方款項(附註33(f))	40,645	22,580
Interest payable to a fellow subsidiary (Note 33(f))	應付一間同系附屬公司的利息 (附註33(f))	114,819	57,219
Other taxes payable	其他應付稅項	212,270	247,771
Provisions, payables and accruals in respect of the Group's real estate development project in Los Angeles, the U.S. (Note 32)	本集團美國洛杉磯房地產發展 項目的撥備、應付款項及 應計項目(附註32)	1,282,423	1,274,199
Payables and accruals for construction costs of power plants projects in Indonesia (Note 33(f))	印尼發電廠項目建設成本的應 付款項及應計項目 (附註33(f))	154,768	154,796
Other interest payable for borrowings from third parties	來自第三方的借貸的其他 應付利息	259,676	335,350
Accrued loan fee	應計貸款費用	37,842	33,726
Others	其他	108,843	146,103
		2,211,286	2,306,267

The amounts due to related parties are unsecured, interest-free and repayable within 12 months from the end of the reporting period.

24 已收按金、其他應付款項及應計項目

於2022年12月31日，本集團的已收按金、其他應付款項及應計項目詳情載列如下：

應付關聯方款項為無抵押、免息及須於報告期末後12個月內償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

25 DEFERRED INCOME TAX (ASSETS)/ LIABILITIES

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority.

(a) The net movement in the deferred income tax (assets)/ liabilities is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1 January	於1月1日	222,316	270,445
Exchange translation differences	匯兌差額	2,641	9,063
Transfer out due to deconsolidation of subsidiaries (Note 39)	因附屬公司出表而轉出(附註39)	(322,997)	—
Charge/(credit) to the income statement (Note 9)	於收益表扣除(計入收益表)(附註9)	98,040	(57,192)
At 31 December	於12月31日	—	222,316

(b) Deferred income tax comprises:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Deferred income tax assets	遞延所得稅資產	—	(99,369)
Deferred income tax liabilities	遞延所得稅負債	—	321,685
At 31 December	於12月31日	—	222,316

25 遞延所得稅(資產)/負債

當擁有可在法律上強制執行的權利對銷流動所得稅資產與流動所得稅負債，且遞延所得稅涉及同一財政機關時，遞延所得稅資產及負債會互相對銷。

(a) 遞延所得稅(資產)/負債淨變動如下：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1 January	於1月1日	222,316	270,445
Exchange translation differences	匯兌差額	2,641	9,063
Transfer out due to deconsolidation of subsidiaries (Note 39)	因附屬公司出表而轉出(附註39)	(322,997)	—
Charge/(credit) to the income statement (Note 9)	於收益表扣除(計入收益表)(附註9)	98,040	(57,192)
At 31 December	於12月31日	—	222,316

(b) 遞延所得稅包括：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Deferred income tax assets	遞延所得稅資產	—	(99,369)
Deferred income tax liabilities	遞延所得稅負債	—	321,685
At 31 December	於12月31日	—	222,316

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

25 DEFERRED INCOME TAX (ASSETS)/ LIABILITIES (CONTINUED)

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

		Tax losses	Accelerated tax depreciation	Changes in fair value of investment properties	Other temporary differences	Total
		稅項虧損	加速稅項折舊	投資物業公允價值變動	其他暫時差額	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2022	於2022年1月1日	(104,345)	172,371	123,465	30,825	222,316
Exchange translation differences	匯兌差額	18	(438)	997	2,064	2,641
Transfer out due to deconsolidation of subsidiaries	因附屬公司出表而轉出	—	(174,107)	(124,462)	(24,428)	(322,997)
(Credit)/charge to income statement	(計入收益表)/於收益表扣除	104,327	2,174	—	(8,461)	98,040
At 31 December 2022	於2022年12月31日	—	—	—	—	—
At 1 January 2021	於2021年1月1日	(38,979)	165,406	117,859	26,159	270,445
Exchange translation differences	匯兌差額	(427)	(1,537)	5,606	5,421	9,063
(Credit)/charge to income statement	(計入收益表)/於收益表扣除	(64,939)	8,502	—	(755)	(57,192)
At 31 December 2021	於2021年12月31日	(104,345)	172,371	123,465	30,825	222,316

- (d) The investment properties are held within a business model with the objective to substantially realise all of the economic benefits embodied in the properties over time, rather than through sale.

25 遞延所得稅(資產)/負債(續)

- (c) 遞延所得稅資產及負債於年內的變動(未計及抵銷於相同稅務司法權區內的結餘)如下:

- (d) 投資物業以商業模型持有，而該模型旨在隨時間流逝(而非透過出售)實現該等物業所包含的絕大部分經濟利益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

25 DEFERRED INCOME TAX (ASSETS)/ LIABILITIES (CONTINUED)

- (e) Deferred income tax assets are recognised for unused tax losses carried forward to the extent it is probable that future taxable profit will be available against which the unused tax losses can be utilised, based on all available evidence. The Group has not recognised deferred tax assets in respect of cumulative unused tax losses of approximately HK\$1,061,512,000 (2021: HK\$760,984,000). The tax losses can be carried forward indefinitely, except for Indonesian tax losses of approximately HK\$178,994,000 (2021: HK\$161,603,000) which can be carried forward for 25 years and will expire in the following years:

25 遞延所得稅(資產)/負債(續)

- (e) 基於所有可得證據，倘若未來有機會取得應課稅利潤而可使用結轉的未動用稅項虧損，則就結轉未動用稅項虧損確認遞延所得稅資產。本集團並無就累計未動用稅項虧損約港幣HK\$1,061,512,000元(2021年：港幣760,984,000元)確認遞延稅項資產。稅項虧損可無限期結轉，惟約港幣178,994,000元(2021年：港幣161,603,000元)的印尼稅項虧損僅可結轉25年，並將於以下年度屆滿：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
2039	2039年	597	597
2041	2041年	352	352
2042	2042年	5,382	5,382
2043	2043年	68,248	68,248
2044	2044年	33,023	33,023
2045	2045年	26,966	26,966
2046	2046年	27,035	27,035
2047	2047年	17,391	—
		178,994	161,603

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
 綜合財務報表附註(續)

26 SHARE CAPITAL

26 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 港幣千元
Authorised ordinary shares of HK\$0.1 each:	每股面值港幣0.1元的法定普通股：		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於 2021年1月1日 、 2021年12月31日 、 2022年1月1日 及 2022年12月31日	50,000,000,000	5,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於 2021年1月1日 、 2021年12月31日 、 2022年1月1日 及 2022年12月31日	16,142,653,060	1,614,265

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

27 BORROWINGS

The analysis of borrowings is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Borrowings, repayable on demand and within one year:	須按要求及一年內償還的借貸：		
Other loans from third parties, secured (Note (a) below)	來自第三方的其他貸款，有抵押(下文附註(a))	1,975,619	4,708,699
Other loans from a fellow subsidiary, unsecured (Note (b) below)	來自一間同系附屬公司的其他貸款，無抵押(下文附註(b))	479,940	479,940
Convertible notes (Note (c) below)	可換股票據(下文附註(c))	563,900	563,900
Total borrowings (Note (d) below)	借貸總額(下文附註(d))	3,019,459	5,752,539

Notes:

(a) Other loans from third parties, secured

As at 31 December 2022, the Group's other loans from third parties were secured by assets amounting to HK\$13,370,762,000 (2021: HK\$17,864,011,000), issued capital of certain subsidiaries of the Company and guarantees provided by the Company, certain of its subsidiaries and an intermediate holding company of the Company.

As described in Notes 6(1)(b) and 38(a), on 15 July 2021, COREDHHL received the notice from the holder of all of the Notes regarding the other loan, specifying that an event of default has occurred as a result of non-payment of interest under the Notes and demanding that the principal amount and all outstanding interest under the Notes would be immediately repayable and the CO Receivers were appointed. As at 31 December 2022, the outstanding balance of the Notes was approximately HK\$997,133,000 (2021: HK\$1,249,486,000).

借貸分析如下：

附註：

(a) 來自第三方的其他貸款，有抵押

於2022年12月31日，本集團來自第三方的其他貸款由港幣13,370,762,000元(2021年：港幣17,864,011,000元)的資產、本公司若干附屬公司的已發行股本以及本公司、其若干附屬公司及本公司一間中間控股公司所提供的擔保作抵押。

如附註6(1)(b)和38(a)所述，於2021年7月15日，中泛房地產開發控股接獲所有該等票據持有人有關其他貸款的通知，當中指明因未能支付該等票據項下的利息而發生違約事件，並要求立即償還本金及該等票據項下的所有未償還利息和委任中泛接管人。於2022年12月31日，該等票據的未償還結餘約為港幣997,133,000元(2021年：港幣1,249,486,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

27 BORROWINGS (CONTINUED)

Notes: (Continued)

(a) Other loans from third parties, secured (Continued)

As described in Notes 3(b)(i) and 38(b), on 15 February 2022, the Company received a notice dated 14 February 2022 from OCM that COPHL has failed to pay all amounts demanded under the acceleration notice and thus, all the outstanding balance due to OCM would be immediately repayable and the COPHL Receivers was appointed. The financial statements of COPHL and its subsidiaries were deconsolidated on 1 April 2022 and the loan balance of HK\$1,182,377,000 was transferred out due to deconsolidation of subsidiaries (Note 39). As at 31 December 2021, the outstanding loan balance due to OCM was HK\$1,186,303,000.

On 11 January 2022 (Hong Kong time), the Company received a copy of notice of default dated 10 January 2022 from Initial Lender, stating that an event of default has occurred under the facility agreement as a result of CORED III failed to pay accrued interest and servicing fee on the loan provided by the Initial Lender as it fell due in January 2022 and details of which are set out in the Company's announcement at the same date. Thus, all the outstanding balance due to the Initial Lender would be immediately repayable. As described in Notes 3(b)(ii) and 38(c), receivers were appointed on 2 May 2022, CORED III and its subsidiaries were deconsolidated. The related loan balance of HK\$1,291,148,000 was transferred out due to deconsolidation of subsidiaries (Note 39). As at 31 December 2021, the outstanding loan balance due to the Initial lender was approximately HK\$1,263,056,000.

On 29 December 2021, the Company entered into a forbearance agreement with a lender and pursuant to which, the Company agreed to settle the outstanding loan by several installments. However, the Company did not settle the instalment payments in accordance with the requirements of the forbearance agreement. As at 31 December 2022, the outstanding balance of the loan was HK\$978,486,000 (2021: HK\$1,009,854,000).

27 借貸(續)

附註：(續)

(a) 來自第三方的其他貸款，有抵押(續)

如附註3(b)(i)及38(b)所述，本公司於2022年2月15日接獲OCM日期為2022年2月14日的通知，當中指出中泛置業控股未能支付催繳通知需要的所有款項，因此，須立即償還應付OCM的所有未償還結餘，並已委任中泛置業控股接管人。中泛置業控股及其附屬公司的財務報表已於2022年4月1日出表。貸款結餘港幣1,182,377,000元已因附屬公司出表而轉出(附註39)。於2021年12月31日，應付OCM的貸款餘額為港幣1,186,303,000元。

於2022年1月11日(香港時間)，本公司接獲初步貸款人發出日期為2022年1月10日的違約通知副本，當中闡明中泛房地產開發第三未能於2022年1月到到期前支付貸款的應計利息及服務費用，發生融資協議項下的違約事件，有關詳情載於本公司同日的公告。因此，應立即償還初步貸款人的所有未償還結餘。如附註3(b)(ii)及38(c)所述，接管人已於2022年5月2日委任，中泛房地產開發第三及其附屬公司已出表。貸款結餘港幣1,291,148,000元已因附屬公司出表而轉出(附註39)。於2021年12月31日，應付初步貸款人的貸款餘額約為港幣1,263,056,000元。

於2021年12月29日，本公司與貸款人訂立寬限協議，據此，本公司同意分期償還未償還的貸款。但本公司並未按寬限協議的要求清償分期付款。於2022年12月31日，未償還貸款結餘為港幣978,486,000元(2021年：港幣1,009,854,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

27 BORROWINGS (CONTINUED)

Notes: (Continued)

(a) Other loans from third parties, secured (Continued)

The other loans from third parties are denominated in US\$ and bear interest at fixed rates or London Interbank Offering Rate plus a specific margin.

(b) Other loans from a fellow subsidiary, unsecured

The other loans from a fellow subsidiary are unsecured.

A keepwell agreement was executed by an intermediate holding company of the Company to provide comfort to the lending fellow subsidiary in respect of a loan from the fellow subsidiary with carrying amount of HK\$280,000,000 (2021: HK\$280,000,000) that the Company shall be in sound financial condition to meet all liabilities and perform all obligations.

As at 31 December 2022, HK\$479,940,000 (2021: HK\$443,989,000) was default in the repayment of the principal and/or interest and thus, the amounts would be immediately repayable.

Pursuant to the Company's announcements dated 24 August 2021, 30 November 2021 and 31 March 2022, on 24 August 2021, the Company entered into a settlement agreement (the "Settlement Agreement") with Oceanwide Holdings and fellow subsidiary, pursuant to which Oceanwide Holdings has conditionally agreed to, inter alia, transfer the entire share capital of 武漢中央商務區股份有限公司 (Wuhan CBD Co., Ltd. a joint-stock company incorporated in the PRC with limited liabilities and a subsidiary of Oceanwide Holdings) to settle a loan with the principal amount of approximately HK\$480,000,000 owed to the fellow subsidiary which is subject to the approval of the shareholders of the fellow subsidiary. On 31 March 2022, the Company, Oceanwide Holdings and the fellow subsidiary entered into a 2nd supplemental agreement in relation to the Settlement Agreement pursuant to which, amongst others, the parties thereto agreed to extend the long stop date of the Settlement Agreement to 31 July 2022 (or such other date as the parties may agree in writing). As at the date of approval to issuance of the consolidated financial statements, the Settlement Agreement has not yet been completed and executed.

27 借貸(續)

附註：(續)

(a) 來自第三方的其他貸款，有抵押(續)

來自第三方的其他貸款以美元計值並按固定利率或倫敦銀行同業拆息加上特定息差計息。

(b) 來自一間同系附屬公司的其他貸款，無抵押

來自一間同系附屬公司的其他貸款為無抵押。

本公司一間中間控股公司已簽立維好協議，內容有關向作出借款的同系附屬公司就來自同系附屬公司的一筆賬面金額港幣280,000,000元(2021年：港幣280,000,000元)的貸款提供本公司須具備良好的財務狀況以支付及履行所有責任及義務的告慰。

於2022年12月31日，拖欠償還的本金及／或利息為港幣479,940,000元(2021年：港幣443,989,000元)，故該等金額須即時償還。

根據本公司日期為2021年8月24日、2021年11月30日及2022年3月31日之公告，於2021年8月24日，本公司與泛海控股及同系附屬公司訂立清償協議(「清償協議」)，據此，泛海控股有條件同意(其中包括)轉讓武漢中央商務區股份有限公司(一家於中國註冊成立之股份有限公司，為泛海控股之附屬公司)之全部股本，以清償結欠同系附屬公司本金金額為港幣480,000,000元的貸款，須待取得同系附屬公司股東同意後，方可作實。於2022年3月31日，本公司、泛海控股及同系附屬公司就清償協議訂立第二份補充協議，據此(其中包括)，協定各方同意將清償協議的截止日期延長至2022年7月31日(或各方書面協定的其他日期)。於批准刊發綜合財務報表日期，清償協議尚未完成及執行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

27 BORROWINGS (CONTINUED)

Notes: (Continued)

(b) Other loans from a fellow subsidiary, unsecured (Continued)

Pursuant to the fellow subsidiary's announcement dated 3 February 2023, a subsidiary of an intermediate holding company of the Company, as vendor, had disposed of 4,098,510,000 shares (representing approximately 66.14% of the entire issued share capital of the fellow subsidiary) of the fellow subsidiary, hence it ceased to be a controlling shareholder of the fellow subsidiary.

The loans from a fellow subsidiary are denominated in HK\$ and bear interest at fixed rates.

(c) Convertible notes

The Company issued 5-year 6% convertible notes with an aggregate principal amount of HK\$600,000,000 at the face value on 27 December 2018 and convertible notes were listed on the Singapore Exchange Securities Trading Limited on 28 December 2018.

The convertible notes are denominated in Hong Kong dollar. Each bond will at the option of the holder be convertible (unless previously redeemed, converted or purchased and cancelled) into fully paid ordinary shares with a par value of HK\$0.10 each in the issued and paid up capital of the Company at an initial conversion price of HK\$0.71 per share subject to adjustment for, amongst other things, consolidation, subdivision or reclassification of shares, capitalization of profits or reserve, distribution, right issues, issues at less than current market price, modification of rights of conversion, other offers to shareholders and other events which have a dilutive effect on the issued share capital of the Company.

27 借貸(續)

附註：(續)

(b) 來自一間同系附屬公司的其他貸款，無抵押(續)

根據該同系附屬公司日期為2023年2月3日的公告，本公司一家中間控股公司的附屬公司(作為賣方)已出售該同系附屬公司的4,098,510,000股股份(佔該同系附屬公司全部已發行股本的約66.14%)，因此不再為該同系附屬公司的控股股東。

該等來自同系附屬公司的貸款以港幣計值並按固定利率計息。

(c) 可換股票據

於2018年12月27日，本公司按面值發行本金總額港幣600,000,000元的5年期6%可換股票據。可換股票據於2018年12月28日在新加坡證券交易所有限公司上市。

可換股票據以港幣計值。票據持有人有權選擇按初步換股價每股港幣0.71元將每一份票據(除非事前已贖回、轉換或購回並註銷者)轉換為本公司已發行及繳足股款股本中每股面值港幣0.10元的已繳足股款普通股，初步換股價可就(其中包括)股份合併、拆細或重新分類、溢利或儲備資本化、分派、供股、按低於目前市場價格發行、修改轉換權、向股東提出其他要約及對本公司已發行股本產生攤薄影響的其他事項進行調整。

27 BORROWINGS (CONTINUED)

Notes: (Continued)

(c) Convertible notes (Continued)

Unless previously redeemed, converted or purchased and cancelled, the convertible notes will be redeemed on the maturity date at 100% of the principal amount. The Company has an early redemption option on 27 December 2021 to redeem in whole, but not in part, the convertible notes for the time being outstanding at a redemption price equal to 100% of the principal amount of the convertible notes together with interest accrued to (but excluding) the date fixed for redemption. The holders also have an early redemption option to require the Company to redeem all or some convertible notes on 27 December 2021 at 100% of the principal amount in accordance with the terms and conditions of the subscription agreement. Therefore, in determining the fair value of the liability host of the debt at initial recognition of the convertible notes, the maturity date is considered to be 27 December 2021 since contractual cash flow for the principal is unavoidable if the note holders choose to exercise the option to require the Company to redeem the convertible notes. The interest is payable semi-annually 27 June and 27 December. During the year ended 31 December 2020, HK\$26,500,000 of the face value was repurchased and cancelled. During the year ended 31 December 2021, HK\$9,600,000 of the face value was early redeemed. As at 31 December 2022 and 31 December 2021, the remaining outstanding principal amount of the convertible notes is HK\$563,900,000.

The convertible notes are separated into two components, equity conversion component and liability component. The liability component is carried at amortized cost using the effective interest method until distinguished on conversion. The effective interest rate of the liability component on initial recognition is 8.2% per annum.

27 借貸(續)

附註：(續)

(c) 可換股票據(續)

除非事前已贖回、轉換或購回並註銷，否則可換股票據將於到期日按本金金額的100%贖回。本公司可於2021年12月27日按相等於可換股票據本金金額的100%（連同截至（但不包括）所定贖回日期應計的利息）的贖回價提早贖回全部而非部分當時尚未轉換的可換股票據。持有人亦有權要求本公司於2021年12月27日根據認購協議的條款及條件按本金金額的100%提早贖回全部或部分可換股票據。因此，於釐定債務負債主體於初始確認可換股票據的公允價值時，到期日被視為2021年12月27日，原因為倘票據持有人選擇行使選擇權，要求本公司贖回可換股票據，則本金的合約現金流乃無可避免。利息須每半年於6月27日及12月27日支付。於截至2021年12月31日止年度，面值港幣9,600,000元已提前贖回。於2022年12月31日及2021年12月31日，可換股票據的其餘未贖回本金金額為港幣563,900,000元。

可換股票據分為兩個組成部分，即權益轉換組成部分及負債組成部分。負債組成部分採用實際利息法按攤銷成本列賬，直至於轉換時消滅為止。負債組成部分於初步確認時的實際年利率為8.2%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

27 BORROWINGS (CONTINUED)

Notes: (Continued)

(c) Convertible notes (Continued)

Pursuant to the Company's announcement dated 26 January 2022, the Company did not make payment of the interest of the convertible notes payable by 27 December 2021 and did not pay the amount within 30 day grace period of payment of interests granted under the convertible notes. In view of default payment on the interest, the principal with carrying value of HK\$563,900,000 and the outstanding interest of the convertible notes would be immediately repayable. As at the date of this report, the convertible notes were still in default and the related principal and interest were still not yet settled.

As at 31 December 2022, the equity conversion and liability components of the convertible notes are presented in the statement of financial position as follows:

		Liability component	Equity conversion component	Total
		負債組成部分	權益轉換 組成部分	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 January 2022 and at 31 December 2022	於2022年1月1日及 2022年12月31日	563,900	21,621	585,521
At 1 January 2021	於2021年1月1日	561,317	21,621	582,938
Redemption	贖回	(9,600)	—	(9,600)
Interest charged	利息計入	12,183	—	12,183
At 31 December 2021	於2021年12月31日	563,900	21,621	585,521

(d) Total borrowings

Amongst the Group's borrowings, as at the date of the approval for issuance of the consolidated financial statements, the Group was in default in respect of borrowings with principal amount of approximately HK\$3,019,459,000 (2021: HK\$4,706,734,000) due to the events of default of late or overdue payment of loan principal and interest or cross-default with other borrowings, which, as a consequence, would be immediately repayable if and when requested by the lenders.

27 借貸(續)

附註：(續)

(c) 可換股票據(續)

根據本公司日期為2022年1月26日的公告，本公司並無於2021年12月27日支付可換股票據應付利息，亦無根據可換股票據授出的30日利息支付寬限期內支付有關金額。鑑於拖欠支付利息，賬面值為港幣563,900,000元的可換股票據本金及未償還利息將須立即償還。於本報告日期，可換股票據仍然拖欠，相關本金及利息仍未償付。

於2022年12月31日，可換股票據權益轉換及負債組成部分於財務狀況表中列示如下：

		Liability component	Equity conversion component	Total
		負債組成部分	權益轉換 組成部分	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 January 2022 and at 31 December 2022	於2022年1月1日及 2022年12月31日	563,900	21,621	585,521
At 1 January 2021	於2021年1月1日	561,317	21,621	582,938
Redemption	贖回	(9,600)	—	(9,600)
Interest charged	利息計入	12,183	—	12,183
At 31 December 2021	於2021年12月31日	563,900	21,621	585,521

(d) 總借貸

在本集團的借貸中，於批准刊發綜合財務報表日期，由於發生遲繳或逾期支付貸款本金及利息的違約事件或與其他借款的交叉違約事件，本集團拖欠本金金額約港幣3,019,459,000元(2021年：港幣4,706,734,000元)的借款，而有關拖欠款項在貸款方要求時須立即償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

28 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

- (a) Reconciliation of operating loss to cash used in operating activities before interest expense, tax paid and changes in working capital:

28 綜合現金流量表附註

- (a) 經營虧損與未計利息開支、已付稅項及營運資金變動的經營業務所用的現金對賬：

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Operating loss before income tax expense	除所得稅支出前經營虧損	(2,319,034)	(5,400,979)
Adjustments for:	調整：		
Interest income	利息收益	(94)	(445)
Depreciation of properties, plant and equipment	物業、機器及設備的折舊	2,719	6,900
Depreciation of right-of-use assets	使用權資產的折舊	14,390	19,745
Interest expense	利息開支	917,196	1,079,144
Gains on disposal of properties, plant and equipment	出售物業、機器及設備的收益	(211)	—
Losses on disposal of properties under development	出售發展中物業的虧損	202,697	—
Changes in interests and obligations in respect of deconsolidated subsidiaries	有關出表子公司的權益及責任變動	453,606	—
Impairment losses on properties under development	發展中物業的減值虧損	575,066	3,723,975
Impairment losses on construction in progress	在建工程的減值虧損	—	332,743
Impairment losses on investment properties	投資物業的減值虧損	—	41,721
ECLs on trade receivables (Reversal)/provision of ECLs on loan and interest receivables	應收賬款的預期信用損失(撥回)/撥備	1,861	5,182
Gain on early termination of lease agreement	提前終止租賃協議的收益	(116)	3,378
Provision for litigation	訴訟撥備	(2,784)	—
		—	71,584
		(154,704)	(117,052)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

28 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(b) Changes in working capital:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Increase in trade and other receivables, deposits and prepayments	應收賬款以及其他應收款項、按金及預付款項增加	(5,675)	(17,510)
Decrease in deposits received, other payables and accruals	已收按金、其他應付款項及應計項目減少	(14,868)	(76,248)
		(20,543)	(93,758)

(c) Net cash outflow from deconsolidation of subsidiaries:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Cash and cash equivalent	現金及現金等價物	(59,682)	—

28 綜合現金流量表附註(續)

(b) 營運資金的變動：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Increase in trade and other receivables, deposits and prepayments	應收賬款以及其他應收款項、按金及預付款項增加	(5,675)	(17,510)
Decrease in deposits received, other payables and accruals	已收按金、其他應付款項及應計項目減少	(14,868)	(76,248)
		(20,543)	(93,758)

(c) 附屬公司出表的現金流出淨額：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Cash and cash equivalent	現金及現金等價物	(59,682)	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

28 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(d) Net debt reconciliation:

This section sets out an analysis of net debt and the movements in net debt for each of the years presented.

28 綜合現金流量表附註(續)

(d) 債務淨額對賬：

本章節載列各呈列年度的債務淨額分析及債務淨額變動。

		Liabilities from financing activities 融資業務所產生的負債						
		Amount due to an intermediate holding company	Loan from immediate holding company	Loans from fellow subsidiaries	Borrowings repayable within 1 year	Borrowings repayable after 1 year	Lease liabilities	Total
		應付一間中間控股公司款項	直接控股公司提供的貸款	同系附屬公司提供的貸款	須於一年內償還的借貸	須於一年後償還的借貸	租賃負債	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Net debt as at 1 January 2022	於2022年1月1日的債務淨額	8,505,057	—	479,940	5,272,599	—	84,333	14,341,929
Cash inflows	現金流入	95,354	115,420	—	—	—	—	210,774
Cash outflows	現金流出	—	—	—	(284,588)	—	(14,759)	(299,347)
Foreign exchange adjustments	外匯調整	(2,688)	(651)	—	1,406	—	(83)	(2,016)
Other non-cash movements	其他非現金變動	258,511	—	—	(2,449,898)	—	(36,259)	(2,227,646)
Net debt as at 31 December 2022	於2022年12月31日的債務淨額	8,856,234	114,769	479,940	2,539,519	—	33,232	12,023,694
Net debt as at 1 January 2021	於2021年1月1日的債務淨額	6,579,626	—	479,807	3,949,586	2,161,510	72,401	13,242,930
Cash inflows	現金流入	1,897,363	—	—	—	—	—	1,897,363
Cash outflows	現金流出	(17,391)	—	—	(407,611)	(721,860)	(19,886)	(1,166,748)
Foreign exchange adjustments	外匯調整	45,459	—	—	48,957	(36,074)	1,117	59,459
Other non-cash movements	其他非現金變動	—	—	133	1,681,667	(1,403,576)	30,701	308,925
Net debt as at 31 December 2021	於2021年12月31日的債務淨額	8,505,057	—	479,940	5,272,599	—	84,333	14,341,929

(e) Major non-cash transactions

The deconsolidation of subsidiaries represents the major non-cash transaction during the year and details of which are set out in Note 39.

(e) 重大非現金交易

附屬公司出表為年內的重重大非現金交易，有關詳情載於附註39。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

29 CAPITAL COMMITMENTS

As at 31 December 2022 and 2021, capital commitments contracted but not provided for were as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Properties, plant and equipment	物業、機器及設備	1,072,054	1,071,866
Properties under development and investment properties	發展中物業及投資物業	410,819	407,635
Total		1,482,873	1,479,501

30 OPERATING LEASE ARRANGEMENT

The Group as lessor

During the year ended 31 December 2022, the Group's investment properties generating rental income have been deconsolidated. There is no operating lease commitment as at 31 December 2022.

At 31 December 2021, the Group's investment properties are leased to a number of tenants for varying terms. The Group's future aggregate minimum lease receivables under non-cancellable operating leases in respect of investment properties are as follows:

		2021
		2021年
		HK\$'000
		港幣千元
Not later than one year	不遲於一年	116,062
Later than one year and not later than five years	遲於一年但不遲於五年	257,445
Later than five years	遲於五年	43,624
		417,131

29 資本承擔

於2022年及2021年12月31日，已訂約但未撥備的資本承擔如下：

30 經營租賃安排

本集團作為承租人

截至2022年12月31日止年度，本集團產生租金收益的投資物業已出表。於2022年12月31日並無經營租賃承擔。

於2021年12月31日，本集團的投資物業乃按不同租期出租予多名租戶。本集團就投資物業根據不可註銷經營租賃於未來應收的最低租金總額如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

31 PLEDGE OF ASSETS

As at 31 December 2022 and 2021, certain assets of the Group were pledged to secure borrowings of the Group as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Pledged bank deposits (Note 23(b))	已質押銀行存款(附註23(b))	—	39,745
Properties under development	發展中物業	9,142,311	12,264,978
Properties, plant and equipment	物業、機器及設備	467	13,579
Right-of-use assets	使用權資產	—	5,338
Investment properties	投資物業	4,227,984	5,540,371
		13,370,762	17,864,011

Save as the pledged assets disclosed above, the issued shares of around 10 (2021: 20) subsidiaries (Note 34) of the Company were also pledged to secure borrowings of the Group as at 31 December 2022.

於2022年及2021年12月31日，本集團若干資產已質押作為授予本集團的借貸的擔保如下：

除上文所披露的已質押資產外，於2022年12月31日，本公司約10間(2021年：20間)附屬公司(附註34)的已發行股份亦已質押作為授予本集團的借貸的擔保。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES

(a) Litigations of LA Project

There were disputes between the Group and certain contractors relating to the LA Project.

32 撥備、訴訟及或有負債

(a) 洛杉磯項目訴訟

本集團與若干承包商存在有關洛杉磯項目的糾紛。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(a) Litigations of LA Project (Continued)

On 31 January 2019 (LA time), a subcontractor (the “Subcontractor”) of the LA Project, sued Oceanwide Plaza LLC (“Oceanwide Plaza”), the LA Project subsidiary of the Company, the general contractor (the “General Contractor”) of the LA Project and a lender of Oceanwide Plaza in LA County Superior Court (the “LA Court”) to foreclose on a mechanic’s lien (the “First Lien”) for approximately US\$52.9 million (equivalent to approximately HK\$412.4 million) recorded on the LA Project’s title.

On 19 February 2019 (LA time), the Subcontractor recorded an amended lien for approximately US\$49.4 million (equivalent to approximately HK\$385.2 million) and released the First Lien, but did not amend its complaint.

On 26 March 2019 (LA time), the Subcontractor recorded a new lien (the “Third Lien”) for approximately US\$60.3 million (equivalent to approximately HK\$470.1 million) and filed a first amended complaint to sue for this new amount. Oceanwide Plaza received the Third Lien on 2 April 2019 (LA time).

32 撥備、訴訟及或有負債 (續)

(a) 洛杉磯項目訴訟(續)

2019年1月31日(洛杉磯時間)，洛杉磯項目的一名分包商(「該分包商」)向洛杉磯縣高等法院(「洛杉磯法院」)起訴本公司的洛杉磯項目附屬公司泛海廣場有限公司*(「泛海廣場」)、洛杉磯項目的總承包商(「總承包商」)及泛海廣場的一名貸款人，並在洛杉磯項目業權設置約為5,290萬美元(相等於約港幣4.124億元)的施工留置權(「第一留置權」)及止贖。

2019年2月19日(洛杉磯時間)，該分包商提交登記，將留置權的金額修訂為約4,940萬美元(相等於約港幣3.852億元)，並解除第一留置權，但當時未有修訂其申訴。

2019年3月26日(洛杉磯時間)，該分包商提交了新的留置權登記(「第三留置權」)，金額約為6,030萬美元(相等於約港幣4.701億元)，並就此新金額提交了首次更改申訴的登記。泛海廣場於2019年4月2日(洛杉磯時間)收到第三留置權的登記。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(a) Litigations of LA Project (Continued)

Oceanwide Plaza and the General Contractor filed motions to force the Subcontractor's lawsuit into arbitration, which the LA Court denied. Oceanwide Plaza and the General Contractor appealed and lost on 25 March 2021.

Oceanwide Plaza is, on the one hand, preparing a vigorous defence and reserving all rights under the law while on the other hand, exploring the opportunity to negotiate a settlement with the Subcontractor to resolve the dispute. Sufficient provision has been made in relation to the aforesaid case after the assessment made by the management.

Apart from the aforesaid case, as of 31 December 2022, 34 contractors had recorded mechanic's liens for approximately US\$387.5 million (equivalent to approximately HK\$3,021.2 million) in total. 33 of the foregoing 34 contractors who had recorded mechanic's liens, were suing Oceanwide Plaza to foreclose on their mechanic's liens for an aggregate claim amount of approximately US\$369.9 million (equivalent to approximately HK\$2,884.0 million). Both of these amounts, however, include the General Contractor's lien of approximately US\$218.8 million (equivalent to approximately HK\$1,705.9 million).

32 撥備、訴訟及或有負債(續)

(a) 洛杉磯項目訴訟(續)

泛海廣場及總承包商提交了強制該分包商進行仲裁的動議，惟洛杉磯法院否決了此項動議。泛海廣場及總承包商已就此提出上訴，並於2021年3月25日敗訴。

泛海廣場現正一方面準備積極抗辯，並保留所有法律權利。另一方面，亦尋求機會與該分包商進行協商和解以解決糾紛。在管理層作出評估後，已就上述案件作出足夠撥備。

除上述案件外，於2022年12月31日，共34名承包商設置了施工留置權，總額約3.875億美元(相等於約港幣30.212億元)。上述34名承包商中33名設置施工留置權的承包商正起訴泛海廣場，並止贖其施工留置權，涉及申索金額合共約3.699億美元(相等於約港幣28.840億元)。然而，該兩筆款項包括總承包商金額約為2.188億美元(相等於約港幣17.059億元)的留置權。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(a) Litigations of LA Project (Continued)

Of the 33 contractors suing Oceanwide Plaza:

- (i) 31 have indicated they prefer to settle their outstanding payments and continue with the LA Project rather than litigate, representing an aggregate claim amount of approximately US\$360.9 million (equivalent to approximately HK\$2,813.8 million);
- (ii) 1 is a subcontractor of the Subcontractor, claiming approximately US\$8.3 million (equivalent to approximately HK\$64.7 million) for work done, and its lawsuit, to which Oceanwide Plaza had not had to respond, is largely controlled by the Subcontractor's lawsuit; and
- (iii) 1 released its lien for approximately US\$791,000 (equivalent to approximately HK\$6.2 million) but had not yet dismissed its lawsuit by the end of the year.

32 撥備、訴訟及或有負債 (續)

(a) 洛杉磯項目訴訟(續)

正在起訴泛海廣場的33名承包商中：

- (i) 31名已表示傾向清償其未償還付款，並繼續進行洛杉磯項目而非訴訟，代表的申索金額合共約3.609億美元(相等於約港幣28.138億元)；
- (ii) 1名為該分包商的分包商，就已完成工作申索約830萬美元(相等於約港幣6,470萬元)，其訴訟(泛海廣場無須答辯)大致上受控於該分包商的訴訟；及
- (iii) 1名已解除其留置權約791,000美元(相等於約港幣620萬元)，但於年底前尚未撤回訴訟。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(a) Litigations of LA Project (Continued)

On 5 March 2020 (LA time), the Company and the General Contractor entered into a parent company guarantee (the "Parent Guarantee") to, among other things, guarantee a payment obligation owed to the General Contractor by Oceanwide Plaza. The Parent Guarantee provides if Oceanwide Plaza does not meet this obligation: (i) the General Contractor can force the Company to arbitrate this issue in LA under the Fast Track Rules of the American Arbitration Association (the "AAA"); (ii) the Company waives all defences; and (iii) the arbitrator will issue an award on only the issue of if Oceanwide Plaza has met this obligation. Oceanwide Plaza did not fully meet this obligation, leaving a balance owed of US\$38,440,000 (equivalent to approximately HK\$299.7 million).

On 12 October 2020 (LA time), the General Contractor informed the Company that it had demanded arbitration with the AAA under the Parent Guarantee for an award of US\$38,440,000 (equivalent to approximately HK\$299.7 million) plus attorneys' fees, costs, and interest. California law requires a contractor to prove that it has always been licensed when attempting to collect payment. The Company attempted to present evidence that the General Contractor was not licensed, but the arbitrator refused to consider this issue and awarded the General Contractor US\$38,440,000 (equivalent to approximately HK\$299.7 million) plus attorneys' fees, costs, and 10% interest on 24 November 2020 (LA time) (the "Arbitral Award").

32 撥備、訴訟及或有負債 (續)

(a) 洛杉磯項目訴訟(續)

2020年3月5日(洛杉磯時間)，本公司與總承包商訂立母公司擔保(「母公司擔保」)，以(其中包括)就泛海廣場須向總承包商履行的付款責任提供擔保。母公司擔保規定，倘泛海廣場並無履行此項責任：(i) 總承包商可依照美國仲裁協會(「美國仲裁協會」)的「快速通道」規則強制本公司在洛杉磯就此事宜進行仲裁；(ii) 本公司豁免所有抗辯；及(iii) 仲裁人將僅就泛海廣場是否已履行此項責任作出裁決。泛海廣場並無完全履行此項責任，尚欠餘額3,844萬美元(相等於約港幣2.997億元)。

2020年10月12日(洛杉磯時間)，總承包商通知本公司，彼已要求美國仲裁協會根據母公司擔保作出仲裁裁決，涉及3,844萬美元(相等於約港幣2.997億元)，另加律師費、訟費及利息。加利福尼亞州法律規定承包商須於嘗試收款時證明一直獲得許可。本公司嘗試出示總承包商並無獲得許可的證據，但仲裁人拒絕考慮此點，並於2020年11月24日(洛杉磯時間)將3,844萬美元(相等於約港幣2.997億元)，另加律師費、訟費及10%利息判給總承包商(「仲裁裁決」)。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(a) Litigations of LA Project (Continued)

On 24 November 2020 (LA time), the General Contractor filed in federal court in LA to confirm the award, and on 10 December 2020 (LA time), the Company filed a motion to vacate the award.

On 24 June 2021 (LA time), the Company received a judgment (the “U.S. District Court Judgment”) by the United States District Court of Central District of California (the “U.S. District Court”) confirming the award in favour of the General Contractor and against the Company in the aggregate amount of approximately US\$42.7 million (equivalent to HK\$332.9 million), inclusive of pre-judgment interests and arbitration costs. The Company has been advised by its U.S. attorney that it may appeal to the United States Court of Appeals for the Ninth Circuit within 30 days after the date of the U.S. District Court Judgment, but this will not prevent the General Contractor or from enforcing the Arbitral Award.

On 23 August 2021 (LA time), the General Contractor submitted an application to the U.S. District Court to conduct a debtor’s examination on 28 September 2021 (LA time) of the Company and Oceanwide Plaza to identify assets in order to satisfy the Arbitral Award contemplated under the U.S. District Court Judgment. The first hearing regarding the debtor’s examination was conducted on 15 February 2022. As at the date of this report, the U.S. District Court has not ruled on such application.

32 撥備、訴訟及或有負債 (續)

(a) 洛杉磯項目訴訟(續)

2020年11月24日(洛杉磯時間)，總承包商於洛杉磯聯邦法院存檔以確認有關裁決，而於2020年12月10日(洛杉磯時間)，本公司提出撤銷裁決的動議。

2021年6月24日(洛杉磯時間)，本公司接獲美國加利福尼亞中區聯邦地區法院(「美國地區法院」)的判決(「美國地區法院判決」)，確認本公司須向總承包商支付總金額約4,270萬美元(相等於港幣3.329億元)(包括判決前利息及仲裁費用)的裁決。本公司獲其美國律師提出意見，表示彼可於該美國地區法院判決日期起計30天內向美國聯邦第九巡迴上訴法院提出上訴，惟不會影響總承包商執行仲裁裁決。

2021年8月23日(洛杉磯時間)，總承包商向美國地區法院提交申請，要求於2021年9月28日(洛杉磯時間)對本公司和泛海廣場進行債務人審查確定資產，以信納美國地區法院判決項下擬作出的仲裁裁決。關於債務人審查的第一次聽證會於2022年2月15日進行。截至本報告日期，美國地方法院尚未對該申請作出裁決。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(a) Litigations of LA Project (Continued)

The General Contractor applied to the High Court of Hong Kong (the “High Court”) for, inter alia, an order to enforce the Arbitral Award in Hong Kong or alternatively, an order for payment into the High Court by the Company in the amount equivalent to the Arbitral Award as security in the event that the High Court grants an adjournment over the enforcement of the Arbitral Award.

On 1 September 2021 (LA time), the Company and the General Contractor entered into a forbearance agreement in relation to the U.S. District Court Judgment, the Arbitral Award, as well as the High Court order entered thereupon. Under the forbearance agreement, it is agreed that (i) the General Contractor forbears from further enforcing the Arbitral Award, the U.S. District Court Judgment or any judgment entered thereupon; and (ii) the Company repays the Arbitral Award to the General Contractor in five instalments in consideration of the General Contractor’s foregoing forbearance. As at the date of this report, the Company did not comply with the forbearance agreement and the Company repaid US\$21.0 million (equivalent to approximately HK\$163.7 million) in total for the Arbitral Award.

On 22 March 2022, the General Contractor submitted an application to the High Court of British Virgin Islands (the “BVI High Court”) for a provisional charging order (the “PCO”) to be registered against the shares of 9 wholly owned British Virgin Islands subsidiaries of the Company (the “BVI Companies”). The application for the PCO by the General Contractor was granted by the BVI High Court on 7 April 2022.

32 撥備、訴訟及或有負債 (續)

(a) 洛杉磯項目訴訟(續)

總承包商已向香港高等法院(「高等法院」)申請(其中包括)頒令在香港執行仲裁裁決,或在高等法院准許延期執行仲裁裁決的情況下,頒令公司以相當於仲裁裁決的金額向高等法院付款作為擔保。

2021年9月1日(洛杉磯時間),本公司與總承包商訂立延期償付協議,內容關於美國地區法院判決、仲裁裁決及據此作出的高等法院命令。根據延期償付協議,雙方同意(i)總承包商不再進一步執行仲裁裁決、美國地區法院判決或據此作出的任何判決;及(ii)經考慮總承包商的上述克制行為,本公司分五期向總承包商償還仲裁裁決。截至本報告日期,本公司並無遵守延期償付協議,本公司已就仲裁裁決償還2,100萬美元(相等於約港幣1.637億元)。

2022年3月22日,總承包商已向英屬處女群島高等法院(「英屬處女群島高等法院」)呈交申請,要求對本公司9家全資英屬處女群島附屬公司(「英屬處女群島公司」)的股份登記臨時押記令(「臨時押記令」)。總承包商就臨時押記令呈交的申請已於2022年4月7日獲英屬處女群島高等法院授出。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(a) Litigations of LA Project (Continued)

On 14 June 2022, the General Contractor further applied to the BVI High Court for the PCO to be made final (the "FCO") and such application was granted on 23 June 2022. The FCO ordered that shares of the BVI Companies held in the name of the Company are charged in favour of the General Contractor pursuant to the order of the BVI High Court, dated 14 June 2022 in the sum of US\$22,799,558.50 with interest accruing at the judgment rate of 5% from 26 October 2021.

On 7 February 2023 (British Virgin Islands time), the General Contractor filed an application with the Eastern Caribbean Supreme Court in the High Court of Justice, Virgin Islands (Commercial Division) (the "BVI Commercial Court") for an order for the sale of the stock of the BVI Companies (the "Stock") and an order appointing receivers to oversee the sale of the Stock (the "OFS Application") pursuant to the final charging order made by the BVI Commercial Court. An order for service was granted on 9 March 2023 (British Virgin Islands time) by the BVI Commercial Court to permit the General Contractor to serve bundle of the documents filed in the legal proceedings for the OFS Application (the "Documents"). On 21 March 2023 (Hong Kong time), the Company received the OFS Application and the Documents from the legal representative of the General Contractor. The Company has 56 days from the service of the OFS Application to file a defence. Upon receipt of the OFS Application and the Documents, the Company has reviewed the Documents immediately while seeking legal advice in this regard. The Company intends to defend against the OFS Application vigorously and will continue to explore an amicable settlement with the General Contractor.

32 撥備、訴訟及或有負債 (續)

(a) 洛杉磯項目訴訟(續)

2022年6月14日，總承包商進一步向英屬處女群島高等法院申請將臨時押記令定為最終判決(「最終判決」)，而該申請已於2022年6月23日獲得批准。最終判決下令將以本公司名義持有的英屬處女群島公司股份根據英屬處女群島高等法院日期為2022年6月14日的判令，以總承包商名義作押記，有關金額為22,799,558.50美元，自2021年10月26日起按5%的判決利率計息。

2023年2月7日(英屬維爾京群島時間)，總承包商向維爾京群島高等法院(商事法庭)的東加勒比最高法院(「英屬維爾京群島商事法庭」)提交申請，以按照英屬維爾京群島商事法庭頒令的最終押記令，頒令出售英屬處女群島公司股份(「股份」)及頒令委任接管人監督出售股份事宜(「OFS申請」)。英屬維爾京群島商事法庭已於2023年3月9日(英屬維爾京群島時間)發出送達令，准許總承包商就OFS申請送達一批在法律程序中送交存檔的文件(「文件」)。2023年3月21日(香港時間)，本公司從總承包商的法定代表收到OFS申請及文件。本公司自收到OFS申請時起計有56天時間提交抗辯。在收到OFS申請及文件後，本公司已即時審閱文件，同時就此尋求法律意見。本公司擬就OFS申請提出強烈抗辯，並將繼續與總承包商探求友好和解。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(a) Litigations of LA Project (Continued)

For more information about the Parent Guarantee and the legal proceeding in relation thereto, please refer to the Company's announcements dated 6 March 2020, 25 September 2020, 16 October 2020, 6 July 2021, 25 August 2021, 13 September 2021 and 27 March 2023.

The Directors are of the view that the US\$42.7 million (equivalent to approximately HK\$332.9 million) is payment for amounts included in the General Contractor's lien, so this does not represent an increase in Oceanwide Plaza's aggregate liability.

Regarding the liens and claims by the Subcontractor, the Directors are of the view that the Company had no contractual relationship with the Subcontractor. Under California law, however, a contractor is entitled to include within its mechanic's liens amounts that are owed to subcontractors to whom the contractor owes payment, while not required to show proof when recording such lien.

These claims are under examination by management of the Company and, based on the available information, the management of the Company estimates the outcome of the expenditures and liens, taking into account the risks and uncertainties surrounding the expenditures and liens and recognises payables and accruals for variation orders and damages according to contractual terms entered with the subcontractors, if appropriate.

32 撥備、訴訟及或有負債 (續)

(a) 洛杉磯項目訴訟(續)

有關母公司擔保及相關法律訴訟的詳情，請參閱本公司日期分別為2020年3月6日、2020年9月25日、2020年10月16日、2021年7月6日、2021年8月25日、2021年9月13日及2023年3月27日的公告。

董事認為，4,270萬美元(相等於約港幣3.329億元)為總承包商的留置權中已包括的付款，因此這並不代表泛海廣場的總責任增加。

有關該分包商的留置權及申索，董事認為本公司與該分包商並無合約關係。然而，根據加利福尼亞州法律，承包商有權於其施工留置權內納入承包商欠付分包商的欠款，而無須於記錄有關留置權時出示有關證明。

本公司管理層正審查有關申索，而本公司管理層經考慮有關支出及留置權的風險及不確定性後，基於可得資料估計支出及留置權的後果，並根據與分包商訂立的合約條款確認變更指示及損害賠償的應付款項及應計項目(如適用)。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)**(a) Litigations of LA Project (Continued)**

Since the outcome of legal proceedings is inherently uncertain, contingent liabilities have therefore been disclosed for those litigation and claims that can be assessed and for which the chance of success was deemed not implausible. It is too early to estimate how likely their prospects of success will be. As stipulated in HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, in order not to prejudice the outcomes of the proceedings and the interests of the Group, the Group has not made any further disclosures about estimates in connection with the financial effects of, and disclosures about, uncertainty regarding the timing or amount of contingent liabilities in connection with the litigation and claims.

Provisions represent the management's best estimate of the consideration required to settle the obligations, after consultation with the technical experts, internal and external legal counsels on the possible outcome and liability of the Group would then be recognised, if appropriate. It is estimated that the likely maximum lawsuit liability would be approximately US\$219.3 million (equivalent to approximately HK\$1,709.8 million), including (i) the General Contractor's lien foreclosure lawsuit of approximately US\$218.8 million (equivalent to approximately HK\$1,705.9 million), and (ii) a lien foreclosure lawsuit by a potential direct contractor (contract still under negotiation) for approximately US\$0.5 million (equivalent to approximately HK\$3.9 million). The Directors are of the view that the claims made by the counterparties are over-assessed and, as at 31 December 2022, based on the best estimate, an aggregate amount of approximately HK\$1,282,423,000 (2021: HK\$1,274,199,000) has been accrued for the expenditures and liens matters in respect of the LA project.

32 撥備、訴訟及或有負債 (續)**(a) 洛杉磯項目訴訟(續)**

由於法律程序的結果在本質上不確定，故已就可評估及視為勝算不高的訴訟及申索的或有負債作出披露。於現階段估計勝算屬言之尚早。誠如香港會計準則第37號「撥備、或有負債及或有資產」所規定，為確保不損害法律程序的結果及本集團的利益，本集團並無就有關訴訟及申索的財務影響估計及披露或有負債的時間或金額的不確定性作出任何進一步披露。

撥備指管理層對清償責任所須代價作出的最佳估計而計提的撥備，將於諮詢技術專家、內部及外部法律顧問對本集團潛在後果及負債的意見後於適當時確認。預計訴訟相關的負債可能最大約2.193億美元(相等於約港幣17.098億元)，包括(i)總承包商約2.188億美元(相等於約港幣17.059億元)的留置權止贖訴訟；及(ii)潛在直接承包商(合約仍在談判中)提出的約50萬美元(相等於約港幣390萬元)的留置權止贖訴訟。董事認為對方提出的索償被高估，截至2022年12月31日，根據最佳估計，已就洛杉磯項目的開支及留置權事宜計提合共約港幣1,282,423,000元(2021年：港幣1,274,199,000元)。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(b) Winding up petition against the Company

On 10 June 2022, it came to the attention of the Company that DW 80 South, LLC as the initial lender of a facility agreement dated 22 May 2019 entered into by CORED III as the borrower, the initial lender, and the Company and certain members of the Group as guarantors (the “Facility Agreement”), has on 9 June 2022, filed a winding up petition (the “Petition”) with the Supreme Court of Bermuda (the “Bermuda Supreme Court”) against the Company due to its failure to pay the outstanding sum of US\$175,368,108.86 (equivalent to approximately HK\$1,376.3 million) as demanded by the initial lender pursuant to a parent guarantee granted on 22 May 2019 by the Company in favour of the initial lender. The Petition was filed in the Bermuda Supreme Court only as an application for the winding up of the Company and as at the date of this report, no winding up order has been granted by the Bermuda Supreme Court to wind up the Company. In connection with the Facility Agreement, the initial lender was provided with an equitable share mortgage over the secured shares, which in turn own the New York Project property.

32 撥備、訴訟及或有負債 (續)

(b) 針對本公司的清盤呈請

中泛房地產開發第三(作為借款人)、DW 80 South, LLC(作為初步貸款人)與本公司及本集團若干成員公司(作為擔保人)訂立日期為2019年5月22日的融資協議(「融資協議」),而於2022年6月10日,本公司獲悉初步貸款人已於2022年6月9日,向百慕達高等法院(「百慕達高等法院」)提交針對本公司的清盤呈請(「呈請」)。提交呈請的主要理據為本公司未能根據本公司以初步貸款人為受益人於2019年5月22日授出的母公司擔保,按初步貸款人的要求支付未償還款項175,368,108.86美元(相等於約港幣13.763億元)。呈請僅因申請本公司清盤而向百慕達高等法院提交,於本報告日期,百慕達高等法院尚未就本公司清盤發出清盤令。就融資協議而言,已向初步貸款人提供就股份抵押協議項下的抵押股份,而其擁有紐約項目物業。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(b) Winding up petition against the Company (continued)

On 25 August 2022 (New York time), CORED III, Oceanwide Real Estate Investment NY Corp., Oceanwide Center NY LLC, the Company (collectively the “Borrower Parties”) and the Administrative Agent, for itself and the other lenders (the “Lender Parties”), have entered into a NY Forbearance Agreement which is effective as of 18 August 2022. The NY Forbearance Agreement provides, inter alia, that (i) the Lender Parties forbear from the exercise of the Administrative Agent’s rights and remedies under the loan documents and the Administrative Agent forbears from taking enforcement actions under the loan documents including but not limited to not to proceed with the Petition during the standstill period; and (ii) the Borrower Parties will make interim forbearance extension payments in exchange for a standstill period from the effective date of the NY Forbearance Agreement (i.e. the date on which payment of the first installment of the forbearance extension payments is made) until 31 October 2022. The said standstill period is subject to an option for extension for an additional 1-month period through 30 November 2022 for an additional forbearance extension payment by the Borrower Parties. At the Borrower Parties’ election, prior to the expiry of the standstill period of 31 October 2022 or 30 November 2022 (subject to exercise of the option for extension), the Borrower Parties may pay a final lump sum amount with transfer tax as applicable to the Administrative Agent and pursuant to the transfer documents relating to conveyance of pledged property, such transfer shall be effected to the Administrative Agent in full and final settlement of all outstanding sums under the loan documents or pursuant to a parent guarantee granted on 22 May 2019 by the Company in favour of the Administrative Agent. For details of the NY Forbearance Agreement, please refer to the announcement of the Company dated 26 August 2022.

32 撥備、訴訟及或有負債 (續)

(b) 針對本公司的清盤呈請(續)

2022年8月25日(紐約時間)，中泛房地產開發第三、紐約泛海不動產投資有限公司*、紐約泛海中心有限公司*及本公司(統稱「該等借款人」)以及行政代理人(為其本身及其他貸款人，統稱「該等貸款人」)訂立了紐約寬限協議，於2022年8月18日生效。根據紐約寬限協議的條款，各方同意(其中包括)：(i)該等貸款人不行使行政代理人的權利及不作出貸款文件項下的補救方法，而行政代理人不作出根據貸款文件項下的強制執行法律行動，包括但不限於在停頓期內不繼續進行呈請；及(ii)該等借款人將作出臨時寬限，以換取由紐約寬限協議生效日期(即支付第一期寬限延長付款當日)起直至2022年10月31日止的停頓期。上述停頓期受限於可延長額外一個月期間至2022年11月30日的選擇，而該等借款人須支付額外寬限延期付款。在該等借款人的選擇下，於停頓期(2022年10月31日或2022年11月30日(視乎延長權有否獲行使而定))延期屆滿前，該等借款人可支付最終一次性金額連同根據與轉讓質押物業有關的轉讓文件適用的轉讓稅給行政代理人，而該轉讓須向行政代理人作出，以最終悉數結清貸款文件項下所有尚未償付的金額或根據本公司於2019年5月22日授出以行政代理人為受益人的母公司擔保。有關紐約寬限協議的詳情，請參閱本公司2022年8月26日的公告。

32 PROVISIONS, LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(b) Winding up petition against the Company (continued)

On 2 December 2022 (New York time), CORED III, Oceanwide Real Estate Investment NY Corp., Oceanwide Center NY LLC, the Company and the Administration Agent, for itself and the other lenders entered into an extension agreement to extend the forbearance period to 31 December 2022. As at the date of this report, the Group is negotiating with the Administrative Agent to further extend the forbearance period with a view to entering into a revised forbearance agreement before the next hearing date of the Bermuda Court (tentatively scheduled to be in June 2023).

For more information about the Facility Agreement and the legal proceeding in relation thereto, please refer to the Company's announcements dated 23 May 2019, 29 October 2021, 25 November 2021, 11 January 2022, 6 May 2022, 10 June 2022 and 26 August 2022 and 2 December 2022.

32 撥備、訴訟及或有負債 (續)

(b) 針對本公司的清盤呈請(續)

2022年12月2日(紐約時間)，中泛房地產開發第三、紐約泛海不動產投資有限公司*、紐約泛海中心有限公司*、本公司及行政代理人(為其本身及其他貸款人)訂立延期協議，將寬限期延至2022年12月31日。截至本報告日期，本集團正在與行政代理人洽談進一步延長寬限期，以期在下一百慕達法院聆訊日期(暫定在2023年6月)前簽署經修訂寬限協議。

有關融資協議及其涉及的法律程序的更多資料，請參閱本公司2019年5月23日、2021年10月29日、2021年11月25日、2022年1月11日、2022年5月6日、2022年6月10日、2022年8月26日及2022年12月2日的公告。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

33 MATERIAL RELATED PARTY TRANSACTIONS

The directors of the Company consider the ultimate holding company of the Company to be Tohigh Holdings Co., Ltd*, a company incorporated in the PRC, which is ultimately controlled by Mr. Lu Zhiqiang.

Save as disclosed elsewhere in these consolidated financial statements, the following significant transactions were carried out with related parties during the year in the normal course of business at terms determined and agreed by both parties:

(a) Sales of services

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
(i) Rental income from fellow subsidiaries	(i) 向同系附屬公司收取的租金收益		
(1) Oceanwide Power Holdings Co., Ltd.*	(1) 泛海電力控股有限公司	7	29
(2) Tohigh Property Investment Management Co., Ltd.* ("Tohigh Property")	(2) 通海置業投資管理有限公司(「通海置業」)	977	3,927

33 重大關聯方交易

本公司董事認為，本公司的最終控股公司為通海控股有限公司，該公司於中國註冊成立，並由盧志強先生最終控制。

除本綜合財務報表其他章節所披露者外，年內曾與關聯方進行以下重大交易，該等交易乃於正常營業過程中按交易雙方釐定及協定的條款進行：

(a) 銷售服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

33 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Purchases of services and assets

33 重大關聯方交易(續)

(b) 採購服務及資產

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
(i) Rental expenses charged by fellow subsidiaries	(i) 同系附屬公司收取的租金 開支		
— China Oceanwide USA Holdings Co. Ltd (“Oceanwide USA Holdings”) (Note below)	— 中國泛海美國控股有限公司(「泛海美國控股」) (下文附註)	364	300
(ii) Purchase of insurance services from a fellow subsidiary	(ii) 自一間同系附屬公司採購 保險服務		
— Asia-Pacific Property & Casualty Insurance Co., Ltd. (“API”)	— 亞太財產保險有限公司 (「亞太財險」)	582	503
(iii) Acquisition of right-of-use assets	(iii) 收購使用權資產		
(1) Oceanwide USA Holdings	(1) 泛海美國控股	3,096	3,028
(2) PT. China Oceanwide Indonesia (“PTCOI”)	(2) PT. China Oceanwide Indonesia (「PTCOI」)	1,327	2,855

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

33 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

33 重大關聯方交易(續)

(c) Finance costs

(c) 融資成本

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
(i) Interest expense charged by an intermediate holding company	(i) 一間中間控股公司所收取的利息支出		
— China Oceanwide Group Limited (“COG”) (Note 10)	— 中泛集團有限公司 (「中泛集團」) (附註10)	258,812	294,225
(ii) Interest expense charged by a fellow subsidiary	(ii) 一間同系附屬公司所收取的利息支出		
— China Tonghai Finance Limited (“China Tonghai Finance”) (Note 10)	— 中國通海財務有限公司 (「中國通海財務」) (附註10)	57,600	57,742
(iii) Interests of lease liabilities from a fellow subsidiary	(iii) 來自同系附屬公司的租賃負債利息		
(1) PTCOI (Note below)	(1) PTCOI (下文附註)	43	197
(2) Oceanwide USA Holdings (Note below)	(2) 泛海美國控股 (下文附註)	92	88

* COG is an intermediate holding company of the Company and is also a wholly-owned subsidiary of Oceanwide Holdings.

* 中泛集團為本公司一間中間控股公司，亦為泛海控股的全資附屬公司。

Note: The fixed lease payments to PTCOI and Oceanwide USA Holdings are capitalised as lease liabilities while the variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities.

附註：來自PTCOI及泛海美國控股的定額租賃付款乃撥充資本作為租賃負債，而不受指數或比率支配的不定額租賃付款在計量租賃負債時並不包括在內。

33 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(d) Construction cost paid to a non-controlling shareholder of subsidiaries, SEPC and its subsidiary PT.SEPC

- (i) SEPC and its subsidiary PT.SEPC are engaged on a fixed lump sum contract of US\$431,930,000 (equivalent to HK\$3,367,629,000) for the design, engineering, procurement, construction, commissioning, testing and completion of, and making good of defects in relation to two coal fuel steam power plant facilities with net capacity of 150 megawatt each in Medan Industrial Area, North Sumatra, Indonesia.

During the year ended 31 December 2022 and 2021, nil construction costs were paid and recognised as properties, plant and equipment and prepayments for the construction of the power plant facilities.

- (ii) SEPC is engaged to procure the main equipment for the construction of the Group's power plant facilities in Banyuasin, South Sumatera Province, Indonesia, for a total cash consideration of US\$39,550,000 (equivalent to approximately HK\$308,359,000).

During the years ended 31 December 2022 and 2021, nil construction costs were paid and recognised as prepayments for construction of power plants.

33 重大關聯方交易(續)

(d) 支付予多間附屬公司的非控股股東SEPC及其附屬公司PT.SEPC的建設成本

- (i) SEPC及其附屬公司PT.SEPC按431,930,000美元(相等於港幣3,367,629,000元)的固定總價全包含約基準獲委聘設計、工程規劃、採購、建設、調試、測試及完成位於印尼北蘇門答臘省棉蘭工業區的淨產能各為150兆瓦的兩座燃煤蒸汽發電廠設施，並保證並無缺陷。

於截至2022年及2021年12月31日止年度，並無支付建設成本，亦無確認建設成本為物業、機器及設備以及建設發電廠設施的預付款項。

- (ii) SEPC獲委聘採購本集團於印尼南蘇門答臘省Banyuasin建設發電廠設施所需的主要設備，總現金代價為39,550,000美元(相等於約港幣308,359,000元)。

於截至2022年及2021年12月31日止年度，並無支付建設成本亦無確認建設成本為建設發電廠的預付款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

33 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(e) Key management compensation

No transactions were made with the directors and senior management of the Company during the year other than the emoluments paid to them (being the key management personnel compensation) as disclosed in Note 15.

(f) Year-end balances arising from related party transactions

33 重大關聯方交易(續)

(e) 主要管理人員補償

年內，除已付本公司董事及高級管理人員的酬金(即主要管理人員補償)(於附註15披露)外，概無與彼等進行任何交易。

(f) 關聯方交易所產生的年末結餘

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Amount due to an intermediate holding company (Note(i) below)	應付一間中間控股公司款項 (下文附註(i))		
— COG	— 中泛集團	8,856,234	8,505,057
Amount due to immediate holding company (Note(ii) below)	應付直接控股公司款項 (下文附註(ii))		
— Oceanwide Holdings International Co., Ltd	— 泛海控股國際有限公司	114,769	—
Amount due to a fellow subsidiary	應付一間同系附屬公司款項		
— China Tonghai Finance	— 中國通海財務		
• Loans from China Tonghai Finance (Note 27(b))	• 來自中國通海財務的貸款(附註27(b))	479,940	479,940
• Interest payables to China Tonghai Finance (Note 24)	• 應付中國通海財務的利息(附註24)	114,819	57,219
		594,759	537,159

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

33 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

33 重大關聯方交易(續)

(f) Year-end balances arising from related party transactions (Continued)

(f) 關聯方交易所產生的年末結餘(續)

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Amounts due from related parties (Note 20)	應收關聯方款項(附註20)		
— SEPC, a non-controlling shareholder of subsidiaries (Note (ii) below)	— SEPC(多間附屬公司的非控股股東)(下文附註(ii))	3,686	4,065
— PT. Satya Abadi Semesta, a non-controlling shareholder of a subsidiary (Note (ii) below)	— PT. Satya Abadi Semesta(一間附屬公司的非控股股東)(下文附註(ii))	7,374	8,130
		11,060	12,195
Amounts due to related parties (Note 24)	應付關聯方款項(附註24)		
— Oceanwide Property Management, a fellow subsidiary (Note (ii) below)	— 泛海物業管理(一間同系附屬公司)(下文附註(ii))	—	(163)
— Oceanwide Center LLC, a fellow subsidiary (Note (ii) below)	— 泛海中心有限公司(一間同系附屬公司)(下文附註(ii))	(16,108)	(18,528)
— API, a fellow subsidiary (Note (ii) below)	— 亞太財險(一間同系附屬公司)(下文附註(ii))	(3,185)	(3,482)
— Oceanwide USA Holdings (Note (ii) below)	— 泛海美國控股(下文附註(ii))	(1,022)	(407)
— PT China Oceanwide Indonesia, a fellow subsidiary (Note (ii) below)	— PT China Oceanwide Indonesia(一間同系附屬公司)(下文附註(ii))	(20,330)	—
		(40,645)	(22,580)
Rental deposits received from fellow subsidiaries	向同系附屬公司收取的租賃按金		
— Oceanwide Power Holdings Co., Ltd.*	— 泛海電力控股有限公司	—	10
— Tohigh Property	— 通海置業	—	1,168
Construction payable to a non-controlling shareholder of subsidiaries (Note 24)	應付附屬公司一名非控股股東的建設款項(附註24)		
— SEPC (Note (iii) below)	— SEPC(下文附註(iii))	154,768	154,796

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

33 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(f) Year-end balances arising from related party transactions (Continued)

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
Interest receivable from a non-controlling shareholder of subsidiaries (Note 20(b))	來自一名附屬公司非控股股東的應收利息(附註20(b))		
— SEPC (Note (iv) below)	— SEPC(下文附註(iv))	4,019	4,018
Loan and interest receivables from a non-controlling shareholder of a subsidiary (Note 20(b))	來自一名附屬公司非控股股東的應收貸款及利息(附註20(b))		
— GSG (Note (iv) below)	— GSG(下文附註(iv))	258,392	258,327
Lease liabilities payable to fellow subsidiaries (Note 18)	應付同系附屬公司的租賃負債(附註18)		
— PTCOI	— PTCOI	—	20,729
— Oceanwide USA Holdings	— 泛海美國控股	6,644	5,420

Notes:

- (i) Pursuant to the loan agreements and supplementary agreements entered into between the Group and COG, the loans were unsecured, interest-bearing at 3% per annum (5% per annum from 1 January 2021 to 30 June 2021) and the maturity date of the loans is 31 December 2023. The Group is eligible to opt for early repayment while COG agreed not to request for any repayment before the maturity date of the loan. Further, as at 31 December 2022, COG has also agreed to provide available undrawn facilities amounting to US\$464,105,000 (equivalent to HK\$3,618,486,000) (2021: US\$509,342,000 (equivalent to HK\$3,971,903,000)) to the Group.

附註：

- (i) 根據本集團與中泛集團訂立的貸款協議及補充協議，該等貸款為無抵押、按年利率3%計息(2021年1月1日至2021年6月30日，年利率為5%)，貸款到期日為2023年12月31日。本集團符合資格可選擇提早還款，而中泛集團同意不會於貸款到期日前要求任何還款。此外，於2022年12月31日，中泛集團亦同意向本集團提供可用未提取融資464,105,000美元(相等於約港幣3,618,486,000元)(2021年：509,342,000美元(相等於港幣3,971,903,000元))。

33 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(f) Year-end balances arising from related party transactions (Continued)

Notes: (continued)

- (ii) Balances are unsecured, interest-free and repayable within the next twelve months after the end of the reporting period. The carrying amounts approximate their fair values.
- (iii) Balance is unsecured and settled based on agreed credit terms. The carrying amounts approximate their fair values.
- (iv) Impairment losses of HK\$118,000 (2021: HK\$120,000) and HK\$19,801,000 (2021: HK\$19,915,000) on receivables from SEPC and GSG, respectively, were recognised.
- (v) On 20 March 2023, the Company obtained a letter of undertaking for provision of financial support to the Company from Oceanwide Holdings, whereby Oceanwide Holdings agrees to provide sufficient funds to the Group so that the Group will be able to meet all financial obligations as and when they fall due in the coming twelve months from the date of the consolidated financial statements.

(g) Others

- (i) As at 31 December 2022, an intermediate holding company of the Company acted as guarantor and provided a guarantee on a loan borrowed by a subsidiary with a carrying amount of HK\$978,486,000 (2021: HK\$1,009,854,000) (Note 27(a)).

33 重大關聯方交易(續)

(f) 關聯方交易所產生的年末結餘(續)

附註：(續)

- (ii) 結餘為無抵押、免息及須於報告期末後未來12個月內償還。賬面金額與其公允價值相若。
- (iii) 結餘為無抵押並按經協定的信貸期償付。賬面金額與其公允價值相若。
- (iv) 分別來自SEPC及GSG的應收款項的減值虧損港幣118,000元(2021年：港幣120,000元)及港幣19,801,000元(2021年：港幣19,915,000元)已予以確認。
- (v) 於2023年3月20日，本公司接獲泛海控股向本公司提供財務支援而發出承諾書，據此，泛海控股同意向本集團提供充足資金，以令本集團能履行自綜合財務報表日期起計未來十二個月內到期的所有財務責任。

(g) 其他

- (i) 於2022年12月31日，本公司一間中間控股公司作為擔保人，就一間附屬公司所借入、賬面金額為港幣978,486,000元(2021年：港幣1,009,854,000元)的貸款提供擔保(附註27(a))。

33 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(g) Others (continued)

- (ii) A keepwell agreement was entered into among an intermediate holding company of the Company, the lender and COPHL (which was deconsolidated on 1 April 2022) as borrower in respect of a loan with carrying amount of HK\$1,182,377,000 as at date of deconsolidation (2021: HK\$1,186,302,000), pursuant to which, the facility agreement will be cancelled and all outstanding amounts (including principal and interest) due and owing by the borrowing subsidiary to the lender under the facility agreement shall become immediately due and payable upon the controlling shareholders of the Company ceasing to control at least 51% of the issued share capital of the Company.
- (iii) As at 31 December 2022, a keepwell agreement was executed by an intermediate holding company of the Company to provide comfort to the lending fellow subsidiary in respect of a loan from the fellow subsidiary with carrying amount of HK\$280,000,000 (2021: HK\$280,000,000) that the Company shall be in sound financial condition to meet all liabilities and perform all obligations under the loan agreement (Note 27(b)).

33 重大關聯方交易(續)

(g) 其他(續)

- (ii) 本公司一間中間控股公司、貸款人與中泛置業控股(於2022年4月1日出表)就一筆於出表日期的賬面金額為港幣1,182,377,000元(2021年:港幣1,186,302,000元)的貸款訂立維好協議,據此,當本公司控股股東不再控制本公司已發行股本至少51%,融資協議將會作廢,而作出借款的附屬公司根據融資協議應付及結欠貸款人的所有未償還款項(包括本金及利息)將即時到期及須予支付。
- (iii) 於2022年12月31日,本公司一間中間控股公司已就一筆賬面金額為港幣280,000,000元(2021年:港幣280,000,000元)的貸款簽立維好協議,內容有關向貸款同系附屬公司提供本公司須具備良好的財務狀況以履行於貸款協議下的所有責任及義務的告慰(附註27(b))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

33 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(g) Others (continued)

- (iv) As at 31 December 2022, an intermediate holding company of the Company secured a bank deposit of US\$8,474,000 (equivalent to approximately HK\$66,069,000) on behalf of PT Mababar for a bank guarantee in favour of PT Perusahaan Listrik Negara (Persero) ("PLN"), an Indonesia state owned limited liability company. The guarantee is required under a power purchase agreement entered into between PLN and PT Mababar.

33 重大關聯方交易(續)

(g) 其他(續)

- (iv) 於2022年12月31日，本公司一間中間控股公司已代表PT Mababar就以PT Perusahaan Listrik Negara (Persero) (「PLN」，一間印尼國有有限公司)為受益人的銀行擔保抵押8,474,000美元(相等於約港幣66,069,000元)的銀行存款。該項擔保乃根據一份由PLN與PT Mababar訂立的電力購買協議之規定提供。

34 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries at 31 December 2022 are as follows:

Name of subsidiaries	Place of operations/ incorporation	Particulars of issued capital	Group's effective interest (%)	Principal activity
附屬公司名稱	營業/ 註冊成立地點	已發行資本詳情	本集團 實際權益 (%)	主要業務
China Oceanwide International Asset Management Limited 中泛國際資產管理有限公司	British Virgin Islands 英屬維爾京群島	US\$100 100美元	100	Holding of debt and equity securities 持有債務及股票證券
China Oceanwide International Capital Hong Kong Limited 中泛國際資本香港有限公司	Hong Kong 香港	HK\$10,000 港幣10,000元	100	Provision of management services 提供管理服務

34 主要附屬公司的詳情

於2022年12月31日的主要附屬公司詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

34 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

34 主要附屬公司的詳情(續)

Name of subsidiaries	Place of operations/ incorporation	Particulars of issued capital	Group's effective interest (%) 本集團 實際權益 (%)	Principal activity
附屬公司名稱	營業/ 註冊成立地點	已發行資本詳情		主要業務
China Oceanwide Power Co., Limited 中國泛海電力有限公司	Hong Kong 香港	US\$129,250,000 129,250,000 美元	100	Investment holding 投資控股
China Oceanwide Power Investment I Limited 中國泛海電力投資第一 有限公司	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000 美元	100	Investment holding 投資控股
China Oceanwide Power Investment IV Limited 中泛電力投資第四有限公司	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000 美元	100	Investment holding 投資控股
China Oceanwide Real Estate Development Holdings Limited (Note (a) below) 中泛房地產開發控股有限公司 (下文附註(a))	British Virgin Islands 英屬維爾京群島	US\$50,000 (Note (b) below) 50,000 美元 (下文附註(b))	100	Investment holding 投資控股
China Oceanwide Real Estate Development I Limited 中泛房地產開發第一有限公司	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000 美元	100	Investment holding 投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

34 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

34 主要附屬公司的詳情(續)

Name of subsidiaries	Place of operations/ incorporation	Particulars of issued capital	Group's effective interest (%)	Principal activity
附屬公司名稱	營業/ 註冊成立地點	已發行資本詳情	本集團 實際權益 (%)	主要業務
China Oceanwide Real Estate Development IV Limited (Note (a) below) 中泛房地產開發第四有限公司 (下文附註(a))	British Virgin Islands 英屬維爾京群島	US\$50,000 (Note (b) below) 50,000 美元 (下文附註(b))	100	Investment holding 投資控股
China Oceanwide Real Estate Development V Limited (Note (a) below) 中泛房地產開發第五有限公司 (下文附註(a))	British Virgin Islands 英屬維爾京群島	US\$50,000 (Note (b) below) 50,000 美元 (下文附註(b))	100	Investment holding 投資控股
China Oceanwide Real Estate Development VI Limited 中泛房地產開發第六有限公司	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000 美元	100	Investment holding 投資控股
Oceanwide Investment Two (Hungary) Limited Liability Company 泛海投資第二(匈牙利)有限公司*	Hungary 匈牙利	Paid-in capital of US\$11,200 (Note (c) below) 繳足資本 11,200 美元 (下文附註(c))	100	Provision of loan financing to group companies 向集團公司提供貸款融資

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

34 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

34 主要附屬公司的詳情(續)

Name of subsidiaries	Place of operations/ incorporation	Particulars of issued capital	Group's effective interest (%)	Principal activity
附屬公司名稱	營業/ 註冊成立地點	已發行資本詳情	本集團 實際權益 (%)	主要業務
Oceanwide Investment Three (Hungary) Limited Liability Company 泛海投資第三(匈牙利)有限公司*	Hungary 匈牙利	Paid-in capital of US\$11,200 (Note (c) below) 繳足資本 11,200美元 (下文附註(c))	100	Provision of loan financing to group companies 向集團公司提供貸款融資
Oceanwide Real Estate Development HI Corp 夏威夷泛海不動產開發公司*	U.S 美國	Paid-in capital of US\$38,135,024 (Note (b) below) 繳足資本 38,135,024美元 (下文附註(b))	100	Investment holding 投資控股
Oceanwide Real Estate Group (USA) Corp 泛海建設集團(美國)股份有限公司*	U.S 美國	Paid-in capital of US\$955,173,563 繳足資本 955,173,563美元	100	Investment holding 投資控股
Oceanwide Real Estate International Investment Company Limited 泛海建設國際投資有限公司	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000美元	100	Investment holding 投資控股
Oceanwide Real Estate Investment HI Corp 夏威夷泛海不動產投資公司*	U.S 美國	Paid-in capital of US\$220,785,199 (Note (b) below) 繳足資本 220,785,199美元 (下文附註(b))	100	Investment holding 投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

34 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

34 主要附屬公司的詳情(續)

Name of subsidiaries	Place of operations/ incorporation	Particulars of issued capital	Group's effective interest (%)	Principal activity
附屬公司名稱	營業/ 註冊成立地點	已發行資本詳情	本集團 實際權益 (%)	主要業務
Oceanwide Real Estate Management HI Corp 夏威夷泛海不動產管理公司*	U.S. 美國	Paid-in capital of US\$305,968,959 (Note (b) below) 繳足資本 305,968,959美元 (下文附註(b))	100	Investment holding 投資控股
Oceanwide Plaza LLC 泛海廣場有限公司*	U.S. 美國	Paid-in capital of US\$955,183,063 繳足資本 955,183,063美元	100	Real estate development 房地產發展
Oceanwide Resort Community HI LLC 泛海夏威夷度假社區有限公司*	U.S. 美國	Paid-in capital of US\$38,085,024 (Note (b) below) 繳足資本 38,085,024美元 (下文附註(b))	100	Real estate development 房地產發展
Oceanwide Resort HI LLC 泛海夏威夷度假村有限公司*	U.S. 美國	Paid-in capital of US\$220,785,199 (Note (b) below) 220,785,199美元 (下文附註(b))	100	Real estate development 房地產發展
Oceanwide Resort Paradise HI LLC 泛海夏威夷度假天堂有限公司*	U.S. 美國	Paid-in capital of US\$305,918,959 (Note (b) below) 繳足資本 305,918,959美元 (下文附註(b))	100	Real estate development 房地產發展

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

34 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

34 主要附屬公司的詳情(續)

Name of subsidiaries	Place of operations/ incorporation	Particulars of issued capital	Group's effective interest (%)	Principal activity
附屬公司名稱	營業/ 註冊成立地點	已發行資本詳情	本集團 實際權益 (%)	主要業務
PT. Banyuasin Power Energy	Indonesia 印尼	Rupiah 150,000,000,000 150,000,000,000 印尼盾	85	Operation of power plant 經營發電廠
PT. Mabar Elektrindo	Indonesia 印尼	Rupiah 210,000,000,000 210,000,000,000 印尼盾	60	Operation of power plant 經營發電廠
Tonghai Properties Corporation* 美國通海國際置業管理有限公 司*	U.S. 美國	Paid-in capital of US\$1,190,075 繳足資本1,190,075 美元	100	Provision of management and administrative services 提供管理及行政服務

* For identification purpose only

* 僅供識別

34 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

Notes:

- a. Receivers were nominated over the shares of COREDHL on 27 July 2021. As described in Notes 6(1)(b) and 38(a), though the CO Receivers were nominated over all of the issued shares of COREDHL, the directors of the Company have assessed the status of the receivership over COREDHL, including the powers of the CO Receivers, as well as the rights and powers of the security agent of the Notes under the CO Share Charges as a result of the security under the Notes having become enforceable. The directors of the Company consider that after the receivership of COREDHL on 27 July 2021 and till to the date of approval of the consolidated financial statements, the Group continues to manage the operations of the CO Real Estate Group and has full access to the books and records of these subsidiaries as before the receivership. During the year ended 31 December 2022, the Company has completed the disposal of the land parcels in Kapolei West property project. Further, the management of the Company is continuously and has been actively implementing and executing the plans to dispose of both Ko Olina No. 1 Land and Ko Olina No. 2 Land and also the other property projects in the U.S. belong to the Group and it is expected that the debts owed to the noteholders will be settled and the receivership will be resolved in the near future accordingly. In view of the above, the board of directors considers that the Group continues to have control over COREDHL and its subsidiaries and hence the financial statements of CO Real Estate Group continues to be consolidated in the consolidated financial statements of the Group after the appointment of the CO Receivers over COREDHL.

On 31 May 2022, receivers were appointed over the shares of China Oceanwide Real Estate Development IV Limited and China Oceanwide Real Estate Development V Limited.

On 17 March 2023, a new director was appointed by the receiver to replace the existing director of Oceanwide Real Estate Investment HI Corp.

- b. The issued shares of the subsidiary of the Company were pledged to secured borrowings of the Group as at 31 December 2022.
- c. In liquidation. Liquidation orders were published in the Gazette of Hungary in respect of Oceanwide Investment Two (Hungary) Limited Liability Company and Oceanwide Investment Three (Hungary) Limited Liability Company on 18 January 2023 and 1 March 2023, respectively.

34 主要附屬公司的詳情(續)

附註：

- a. 本公司股份的接管人已於2021年7月27日獲提名。誠如附註6(1)(b)及38(a)所述，儘管中泛接管人被提名為中泛房地產開發控股的接管人，由於該等票據項下的擔保可予強制執行，故本公司董事會已評估中泛房地產開發控股的接管狀況，包括中泛接管人的權力，以及該等票據擔保代理人於中泛股份押記下的權利及權力。本公司董事認為於2021年7月27日接管中泛房地產開發控股後及隨後截至2022年12月31日止年度，本集團繼續管理中泛房地產集團的營運，並如同接管前般可全權查閱該等附屬公司的賬簿及記錄。截至2022年12月31日止年度，本公司已完成出售卡珀雷西區物業項目的地塊。此外，本公司管理層持續並一直積極實施和執行相關計劃，以出售科琳娜一號地及科琳娜二號地以及本集團在美國的其他物業項目，預計本集團欠票據持有人的債務將得以清償，及接管事項亦相應將於不久將來可獲得解決。鑑於上述情況，董事會認為本集團繼續對中泛房地產開發控股及其附屬公司擁有控制權，因此，在委任中泛房地產開發控股的中泛接管人後，中泛房地產集團的財務報表將繼續綜合入賬至本集團的綜合財務報表。

2022年5月31日，中泛房地產開發第四有限公司和中泛房地產開發第四有限公司的股份已被委任接管人。

2023年3月17日，一名新董事已獲接管人委任接替夏威夷泛海不動產投資公司。

- b. 於2022年12月31日，本公司該附屬公司的已發行股份已質押，作為授予本集團的借貸的擔保。
- c. 清算中。泛海投資第二(匈牙利)有限公司*及泛海投資第三(匈牙利)有限公司*分別於2023年1月18日及2023年3月1日在匈牙利公報上刊登清算令。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

35 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

35 本公司的財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司的財務狀況表

		2022	2021
		2022年	2021年
	Note	HK\$'000	HK\$'000
	附註	港幣千元	港幣千元
ASSETS	資產		
Non-current assets	非流動資產		
Investment in subsidiaries	於附屬公司的投資	661,035	661,035
Right-of-use assets	使用權資產	8,747	15,745
Amounts due from subsidiaries	應收附屬公司款項	3,940,728	6,917,486
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	2,260	2,260
		4,612,770	7,596,526
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	2,243,734	574,370
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	1,516	1,445
Cash and cash equivalents	現金及現金等價物	259	6,107
		2,245,509	581,922
Total assets	資產總值	6,858,279	8,178,448
EQUITY	權益		
Equity	權益		
Share capital	股本	26	1,614,265
Reserves	權益	(966,167)	2,338,661
Total equity	權益總額	648,098	3,952,926

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

35 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

35 本公司的財務狀況表及儲備變動(續)

(a) Statement of financial position of the Company (continued)

(a) 本公司的財務狀況表(續)

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元
	Note 附註		
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Amount due to an intermediate holding company	應付一間中間控股公司款項	—	3,067,842
Lease liabilities	租賃負債	2,003	9,576
		2,003	3,077,418
Current liabilities	流動負債		
Amount due to an intermediate holding company	應付一間中間控股公司款項	3,256,857	—
Amount due to immediate holding company	應付直接控股公司款項	24,946	—
Amount due to subsidiaries	應付附屬公司款項	1,670,299	—
Other payables and accruals	其他應付款項及應計項目	204,663	97,477
Lease liabilities	租賃負債	7,573	6,787
Borrowings	借貸	1,043,840	1,043,840
		6,208,178	1,148,104
Total liabilities	負債總額	6,210,181	4,225,522
Total equity and liabilities	權益及負債總額	6,858,279	8,178,448

The statement of financial position of the Company was approved by the Board of Directors on 31 March 2023 and was signed on its behalf.

本公司的財務狀況表乃於2023年3月31日經董事會批准並由以下代表簽署。

LIU Guosheng

劉國升

Chairman

主席

LIU Hongwei

劉洪偉

Director

董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

35 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

(b) Reserve of the Company

		Share premium	Capital redemption reserve	Contributed surplus	Convertible note equity reserve	Accumulated losses	Total
		股份溢價	贖回儲備	繳入盈餘	可換股票據權益儲備	(累計虧損)/ 保留利潤	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2022	於2022年1月1日	8,181,541	3,558	1,456	21,621	(5,869,515)	2,338,661
Loss for the year	年內虧損	—	—	—	—	(3,304,828)	(3,304,828)
At 31 December 2022	於2022年12月31日	8,181,541	3,558	1,456	21,621	(9,174,343)	(966,167)
At 1 January 2021	於2021年1月1日	8,181,541	3,558	1,456	21,621	(473,213)	7,734,963
Loss for the year	年內虧損	—	—	—	—	(5,396,302)	(5,396,302)
At 31 December 2021	於2021年12月31日	8,181,541	3,558	1,456	21,621	(5,869,515)	2,338,661

The application of share premium account is governed by section 40 of the Companies Act 1981 of Bermuda (as amended).

The contributed surplus of the Company represents the difference between the consolidated shareholders' funds of subsidiaries when they were acquired by the Company and the nominal amount of the Company's share capital issued for the acquisition.

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is available for distribution to shareholders. However, a company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if:

35 本公司的財務狀況表及儲備變動(續)

(b) 本公司的儲備

股份溢價賬的用途受百慕達《1981年公司法》(經修訂)第40條監管。

本公司的繳入盈餘為本公司收購附屬公司時，該等附屬公司的綜合股東資金與本公司就收購而發行的股本面值的差額。

根據百慕達《1981年公司法》(經修訂)，繳入盈餘可供分派予股東。然而，公司在下列情況下不得自繳入盈餘宣派或派付股息或作出分派：

35 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

(b) Reserve of the Company (Continued)

- (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

As at 31 December 2022 and 2021, the aggregate amount of reserves available for distribution to shareholders of the Company was nil.

36 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' and chief executive's emoluments

The remuneration of each of the directors and chief executive of the Company for the years ended 31 December 2022 and 2021 is set out in Note 15(a).

(b) Directors' retirement benefits and termination benefits

None of the directors of the Company received or will receive any retirement benefits or termination benefits for the year ended 31 December 2022 (2021: nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2022, the Company does not pay consideration to third parties for making available directors' service (2021: nil).

35 本公司的財務狀況表及儲備變動(續)

(b) 本公司的儲備(續)

- (i) 倘公司目前或將於付款後無法繳付到期的負債；或
- (ii) 公司資產的可變現價值會因此而低於負債以及已發行股本及股份溢價賬的總和。

於2022年及2021年12月31日，可供分派予本公司股東的儲備總額為零。

36 董事福利及利益

(a) 董事及最高行政人員酬金

本公司各董事及最高行政人員於截至2022年及2021年12月31日止年度的薪酬載於附註15(a)。

(b) 董事退休福利及離職福利

概無本公司董事於截至2022年12月31日止年度收取或將收取任何退休福利或離職福利(2021年：無)。

(c) 就獲提供董事服務向第三方支付代價

於截至2022年12月31日止年度，本公司並無就獲提供董事服務向第三方支付代價(2021年：無)。

36 BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

As at 31 December 2022, there are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors (2021: nil).

(e) Directors' material interests in transactions, arrangements or contracts

No 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 as at 31 December 2022 and 2021 or at any time during the years ended 31 December 2022 and 2021.

36 董事福利及利益(續)

(d) 有關以董事、受董事控制的法團及與董事有關連的實體為受益人的貸款、準貸款及其他交易的資料

於2022年12月31日，概無以董事、受董事控制的法團及受董事控制的實體為受益人的貸款、準貸款及其他交易安排(2021年：無)。

(e) 董事於交易、安排或合約的重大利益

於2022年及2021年12月31日或於截至2022年及2021年12月31日止年度內任何時間，概無存在本公司所訂立有關本集團業務且本公司董事直接或間接於當中擁有重大利益的重大交易、安排及合約。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

37 DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

Details of non-wholly-owned subsidiaries of the Company that have material non-controlling interests are set out below.

		Proportion of ownership interests and voting rights held by non-controlling interests		Loss allocated to non-controlling interests		Accumulated non-controlling interests	
		非控股權益持有的擁有權權益及投票權比例		分配至非控股權益的溢利/(虧損)		累計非控股權益	
		2022	2021	2022	2021	2022	2021
		2022年	2021年	2022年	2021年	2022年	2021年
		%	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				港幣千元	港幣千元	港幣千元	港幣千元
PT. Banyuasin Power Energy	PT. Banyuasin Power Energy	15	15	(591)	(663)	8,267	8,192
PT. Mabar Elektrindo	PT. Mabar Elektrindo	40	40	(6,275)	(10,788)	379,848	386,302
				(6,866)	(11,451)	388,115	394,494

Particulars of the above non wholly-owned subsidiaries of the Company are set out in Note 34.

37 擁有重大非控股權益的非全資附屬公司詳情

本公司擁有重大非控股權益的非全資附屬公司詳情載列如下。

上述本公司非全資附屬公司的詳情載於附註34。

38 RECEIVERSHIP

(a) Receivership over COREDHL

On 15 July 2021, COREDHL received a repayment notice from the holder of all of the Notes, specifying that an event of default has occurred as a result of non-payment of interest under the Notes and demanding that the principal amount and all outstanding interest under the Notes would be immediately repayable.

38 接管

(a) 中泛房地產開發控股接管情況

於2021年7月15日，中泛房地產開發控股收到所有該票據持有人的還款通知，內容有關因中泛房地產開發控股有限公司未能償付該票據項下的利息而導致違約事件發生，且該票據持有人要求中泛房地產開發控股有限公司立即償還該票據項下的本金和所有未償還利息。

38 RECEIVERSHIP (CONTINUED)

(a) Receivership over COREDHL (Continued)

On 20 July 2021, COREDHL received a further repayment notice from Haitong International Securities Company Limited (“Haitong”), the agent and security agent for the Notes, specifying that the abovementioned event of default is continuing and demanding that the principal amount, the accrued interest, default interest and all other amounts accrued or outstanding under the Notes be immediately repaid in full. Haitong also declared in the repayment notice that the CO Share Charges relating to the loan agreement has become enforceable.

On 30 July 2021, the Company was informed by Vistra (BVI) Limited (the “Registered Agent”), who was acting in the capacity as the registered agent of COREDHL, that the Registered Agent received letters from FTI Consulting (BVI) Limited on 28 July 2021, informing the Registered Agent that (among other things):

- (1) John David Ayres of FTI Consulting (BVI) Limited and Chow Wai Shing Daniel and Kenneth Fung of FTI Consulting (Hong Kong) Limited (together, the “CO Receivers” and each a “CO Receiver”) had been appointed by Haitong as receivers over all of the issued shares of COREDHL, and the CO Receivers (acting jointly and severally) shall have all and may exercise all powers and authorities conferred (i) by the loan agreement, (ii) by the CO Share Charges and (iii) by statute and otherwise; and

38 接管(續)

(a) 中泛房地產開發控股接管情況(續)

於2021年7月20日，中泛房地產開發控股有限公司收到該等票據的代理人及擔保代理人海通國際證券集團有限公司(「海通」)進一步的還款通知，指出上述違約事件仍然持續，並要求立即悉數償還該票據項下的本金、應計利息、違約利息及所有其他應計或未償還款項。海通亦在還款通知內宣佈，與貸款協議有關的中泛股份押記可強制執行。

於2021年7月30日，以中泛房地產開發控股有限公司的註冊代理人身份行事的Vistra (BVI) Limited(「註冊代理人」)通知本公司，註冊代理人於2021年7月28日收到FTI Consulting (BVI) Limited的函件，通知註冊代理人(其中包括)以下事項：

- (1) FTI Consulting (BVI) Limited的John David Ayres及富事高諮詢有限公司的周偉成和Kenneth Fung(統稱「該等中泛接管人」及各自為「中泛接管人」)已被海通任命為中泛房地產開發控股有限公司所有已發行股份的接管人，該等中泛接管人(共同及個別行事)將擁有並可能行使(i)貸款協議、(ii)中泛股份押記及(iii)法令及其他方式所賦予的所有能力及權力；及

38 RECEIVERSHIP (CONTINUED)

(a) Receivership over COREDHL (Continued)

- (2) Pursuant to the CO Share Charges, a new director, FTI Director Services Limited, was appointed by the CO Receivers to replace the existing directors in each of COREDHL, China Oceanwide Real Estate Development II Limited, China Oceanwide Real Estate Development IV Limited and China Oceanwide Real Estate Development V Limited.

Details of the above are set out in the Company's announcement dated 17 December 2021.

Nevertheless the appointment of the CO Receivers, the management of the Company is continuously and has been actively negotiating with Haitong to restructure the debts. During the year ended 31 December 2022, the Group has completed the disposal of the parcels of land in Kapolei West property project. Further, the management of the Company is continuously and has been actively implementing and executing the plans to dispose of both Ko Olina No. 1 Land and Ko Olina No. 2 Land and also the other property projects in the U.S. belong to the Group and it is expected that the debts owed to the noteholders will be settled and the receivership will be resolved in the near future accordingly.

38 接管(續)

(a) 中泛房地產開發控股接管情況(續)

- (2) 根據中泛股份押記，該等中泛接管人委任FTI Director Services Limited為新董事，以替代中泛房地產開發控股有限公司、中泛房地產開發第二有限公司、中泛房地產開發第四有限公司及中泛房地產開發第五有限公司各自的現有董事。

上述事項詳情載於本公司日期為2021年12月17日的公告。

儘管已委任該等中泛接管人，本公司管理層一直積極與海通協商重組債務。截至2022年12月31日止年度，本公司已完成出售卡珀雷西區項目的整幅地塊。此外，本公司管理層持續並一直積極實施和執行相關計劃，以出售科琳娜一號地及科琳娜二號地以及本集團在美國的其他物業項目，預計本集團欠票據持有人的債務將得以清償，及接管亦相應將於不久將來可獲得解決。

38 RECEIVERSHIP (CONTINUED)

(b) Receivership over COPHL

On 14 February 2022, the Company received a notice from OCM (the “COPHL Notice”) that:

- certain events of defaults have occurred and are continuing under the facility agreement (the “COPHL Facility Agreement”) between OCM, the Company and COPHL rendering the share charge dated 6 November 2019 entered into between the Company and OCM (the “COPHL Share Charge”) enforceable;
- COPHL has failed to pay all amounts demanded under the acceleration notice issued to the Company and COPHL on 16 October 2021.

According to the COPHL Notice, the OCM decided to, acting as the security agent, exercise any and all rights, including enforcing any security created by the COPHL Share Charge at any time without further notice, including, without limitation:

- selling any shares of COP owned by the Company immediately or at a later time;
- appointing receivers over the shares of COP pursuant to the COP Share Charge; and/or
- dating any notices or other documents under the COP Share Charge for the purpose of facilitating the realisation of any security.

38 接管(續)

(b) 中泛置業控股接管情況

於2022年2月14日，本公司收到OCM通知(「中泛置業控股通知」)，當中闡明：

- OCM、本公司及中泛置業控股訂立的融資協議(「中泛置業控股融資協議」)項下已發生及持續發生若干違約事件導致本公司與OCM訂立日期為2019年11月6日的股份押記(「中泛置業控股股份押記」)可予強制執行；
- 中泛置業控股未能支付本公司及中泛置業控股於2021年10月16日發出的催繳通知需要的所有金額。

根據中泛置業控股通知，OCM決定(作為擔保代理人行事)隨時且毋須發出進一步通知行使任何及所有權力(包括強制行使中泛置業控股股份押記增設的任何擔保)，當中包括但不限於：

- 即時或於較後時間出售本公司擁有中泛置業控股的任何股份；
- 根據中泛置業控股股份押記就中泛置業控股的股份委任接管人；及/或
- 為中泛置業控股股份押記項下的任何通知或其他文件註明日期，以促進實現任何擔保。

38 RECEIVERSHIP (CONTINUED)**(b) Receivership over COPHL (Continued)**

On 15 February 2022, the Company received a letter dated 14 February 2022 and addressed to COPHL from Mr. Cosimo Borrelli of D&P China (HK) Limited (trading as Kroll) regarding the appointment of Mr. Kent McParland of Kroll Advisory (BVI) Limited and him as joint and several receivers (the “COPHL Receivers”) pursuant to the COPHL Share Charge over the security assets, namely (i) the issued shares in COPHL legally and beneficially owned by the Company, including all proceeds of sale derived from them (the “COPHL Shares”); (ii) the COPHL Shares and all other shares, equity stock and equity securities in COPHL owned by the Company or in which the Company has any interest (legal or equitable), including all proceeds of sale derived from them; and (iii) all derivative assets of a capital nature or an income nature accruing to the Company (whether at law or in equity) or offered to the Company at any time. Further, shareholder resolutions of COPHL were passed on 14 February 2022, pursuant to which, the resignations of all existing directors of COPHL were accepted and the COPHL Receivers were appointed as directors of COPHL.

Details of the above are set out in the Company’s announcement dated 15 February 2022.

38 接管(續)**(b) 中泛置業控股接管情況(續)**

於2022年2月15日，本公司於2022年2月14日接獲D&P China (HK) Limited的Cosimo Borrelli先生(以Kroll的身份交易)向中泛置業控股發出的函件，內容有關根據中泛置業控股股份押記增設的抵押資產，即(i)本公司合法實益擁有的中泛置業控股已發行股份，包括其產生的所有銷售所得款項(「中泛置業控股股份」)；(ii)本公司擁有的中泛置業控股股份及所有其他股份、股本及股本證券，或本公司於中泛置業控股股份及所有其他股份、股本及股本證券中擁有的權益(法定或衡平法)，包括其產生的所有銷售所得款項；及(iii)本公司(不論法定或衡平法)或任何時候提供予本公司的所有屬資本性質或收入性質的衍生資產，委任Kroll Advisory (BVI) Limited的Kent McParland先生及Cosimo Borrelli先生作為共同及個別接管人(「中泛置業控股接管人」)。此外，中泛置業控股於2022年2月14日通過股東決議，據此，中泛置業控股的所有現有董事的辭呈均獲接納，並委任中泛置業控股接管人為中泛置業控股董事。

上述詳情載於本公司日期為2022年2月15日的公告。

38 RECEIVERSHIP (CONTINUED)**(b) Receivership over COPHL (Continued)**

On 12 April 2022, the Company was advised by OCM that they would start inviting potential buyers to buy the Shanghai Properties and the lender advised that they would select potential buyers to sign memorandum of understanding and commence the due diligence process for the purchase of the Shanghai Properties and details of which are set out in note 3(b)(i).

(c) Receivership over CORED III

As described in note 3(b)(ii), the Company has received a letter dated 3 May 2022 from the receivers stating that the lender of the loan has decided to enforce the security for the loan due to debt default and appointed fixed charge receivers over the shares of CORED III. The Company noted that, on 5 May 2022, the representatives of the receivers were appointed as the directors of CORED III and the receivers have taken management control over the operating and financing activities in relation to the New York Project since the date of their appointment as receivers of CORED III. The Company has analysed these changes in facts and circumstances and determined that the Group has lost control over CORED III Group as the Group has no further involvement in the relevant activities of the COPHL Group nor any ability to affect the return thereof with effect from 1 May 2022 (the period from 1 May 2022 to 5 May 2022 are assessed by the management as not significant). Thus, the consolidated financial position and operating results of the COPHL Group were deconsolidated from the consolidated financial statements of the Group since then. Subsequently, the net assets/liabilities of the CORED III Group were recognised as interests/obligations in respect of deconsolidated subsidiaries in the consolidated financial statements of the Group and the net changes in value was recognised in the consolidated income statement as loss in respect of deconsolidation of subsidiaries and related financial guarantee contracts.

38 接管(續)**(b) 中泛置業控股接管情況(續)**

於2022年4月12日，本公司由OCM告知，彼等將展開邀請潛在買家以購買上海物業，貸款人指彼等將選擇潛在買家就購買上海物業與其簽署諒解備忘錄及展開盡職調查程序，有關詳情載於附註3(b)(i)。

(c) 中泛房地產開發第三集團接管情況

如附註3(b)(ii)所述，本公司收取來自接管人日期為2022年5月3日的信函，貸款的貸款人因債務違約強制執行債務擔保，並就中泛房地產開發第三的股份委任固定押記接管人。本集團獲悉，於2022年5月5日，接管人的代表已獲委任為中泛房地產開發第三的董事，而自獲委任為中泛房地產開發第三接管人之日起，接管人已獲得紐約項目經營及融資活動的控制權。本公司已分析該等事實與情況的改變，並確定本集團已失去對中泛房地產開發第三集團的控制權，因為自2022年5月1日起(管理層評估2022年5月1日至2022年5月5日期間並不重要)本集團已無進一步參與中泛房地產開發第三集團相關活動，亦無任何能力影響其回報。因此，中泛房地產開發第三集團的綜合財務狀況及經營業績自此從本集團的綜合財務報表中出表。其後，中泛房地產開發第三集團的淨資產／負債在本集團綜合財務報表中確認為有關出表子公司的權益／責任，而價值變動淨額於綜合損益及其他全面收益表中確認為有關附屬公司及相關財務擔保合同虧損。

39 DECONSOLIDATION OF SUBSIDIARIES

During the year ended 31 December 2022, as disclosed in Notes 3(b)(i) and (ii) and 19, the Group has lost control over COPHL Group and accordingly, COPHL Group, which owned the Shanghai Properties whose results, assets and liabilities were included under Property Investment segment, have been deconsolidated with effect from 1 April 2022; and (ii) the Group has lost control over CORED III Group and accordingly, CORED III Group, which owned the New York Project and whose results, assets and liabilities were included under Real Estate Development segment have been deconsolidated with effect from 1 May 2022.

The assets and liabilities of the COPHL Group and CORED III Group (excluding intercompany loans and amounts due from/to group companies which were eliminated on consolidation) as at the respective deconsolidation dates are set out below.

39 出表子公司

截至2022年12月31日止年度，誠如附註3(b)(i)及(ii)及19所披露，本集團於2022年4月起失去對中泛置業控股集團的控制權。因此，擁有上海物業且業績、資產及負債計入物業投資分部的中泛置業控股集團已於2022年4月1日起出表；及(ii)本集團於2022年5月1日起失去對中泛房地產開發第三集團的控制權。因此，擁有紐約項目且業績、資產及負債計入房地產開發分部的中泛房地產開發第三集團已於2022年5月1日起出表。

中泛置業控股集團與中泛房地產開發第三集團於各自出表日期的資產及負債(不包括於綜合入賬時已抵銷的公司間貸款及應收／應付集團公司的款項)如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

39 DECONSOLIDATION OF SUBSIDIARIES (CONTINUED)

Analysis of assets and liabilities at the respective dates of deconsolidation over which control was lost at the respective deconsolidation dates:

39 出表子公司(續)

於各自出表日期喪失控制權的資產及負債情況分析如下：

		COPHL Group 中泛置業 投股集團 HK\$'000 港幣千元	CORED III Group 中泛房地產 開發第三集團 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Assets and liabilities of deconsolidated subsidiaries	出表子公司的資產及負債			
Properties, plant and equipment	物業、機器及設備	21,487	20	21,507
Investment properties	投資物業	1,346,448	—	1,346,448
Right-of-use assets	使用權資產	13,235	—	13,235
Deposits and other receivables	按金及其他應收款項	51,954	6,120	58,074
Trade receivables	應收賬款	29,007	—	29,007
Cash and cash equivalents	現金及現金等價物	56,471	3,211	59,682
Properties under development	發展中物業	—	1,735,864	1,735,864
Lease liabilities	租賃負債	(8,701)	—	(8,701)
Current income tax liabilities	流動所得稅負債	(26,130)	—	(26,130)
Deposits received, other payables and accruals	已收按金、其他應付款項及應計項目	(82,392)	(188,118)	(270,510)
Deferred income tax liabilities	遞延所得稅負債	(322,997)	—	(322,997)
Assets and liabilities, excluding the subject loans, derecognised	資產及負債(不包括終止確認的貸款)	1,078,382	1,557,097	2,635,479
Interest payables	應付利息	(120,875)	(79,397)	(200,272)
Borrowings	借貸	(1,182,377)	(1,291,148)	(2,473,525)
Loan balances derecognised	終止確認貸款的餘額	(1,303,252)	(1,370,545)	(2,673,797)
Assets less liabilities (including the loans) of deconsolidated subsidiaries as at date of deconsolidation	出表子公司於出表日期的資產減負債(包括貸款)	(224,870)	186,552	(38,318)
Change in carrying amount subsequent to respective deconsolidation dates during the year (Note 19)	於各自出表日期後的年內賬面值變動(附註19)	(245,106)	(366,513)	(611,619)
Carrying amount in obligations in respect of deconsolidated subsidiaries as at 31 December 2022	於2022年12月31日有關出表子公司的責任的賬面值	(469,976)	(179,961)	(649,937)
Release of exchange reserve upon deconsolidation	出表後釋放匯兌儲備	237,741	23,881	261,622
Release of other reserves	釋放其他儲備	(51,956)	—	(51,956)
Gain on deconsolidation	出表收益	185,785	23,881	209,666
Financial guarantee expense and change in fair value (Note 19)	財務擔保費用及公允價值變動(附註19)	(245,106)	(418,166)	(663,272)
Loss in respect of deconsolidated subsidiaries and related financial guarantee contracts	出表子公司及相關財務擔保合同虧損	(59,321)	(394,285)	(453,606)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

39 DECONSOLIDATION OF SUBSIDIARIES (CONTINUED)

39 出表子公司(續)

		COPHL Group 中泛置業 投股集團 HK\$'000 港幣千元	CORED III Group 中泛房地產 開發第三集團 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Net cash outflow arising on deconsolidated of subsidiaries	子公司出表產生的現金流出淨額			
Cash and cash equivalents	現金及現金等價物	(56,471)	(3,211)	(59,682)

The amounts of income and expenses of COPHL Group and CORED III Group that have been included in the consolidated income statements of the Group during the period from 1 January 2022 till to respective dates of before deconsolidation and for the year ended 31 December 2021 are as follow:

自2022年1月1日至各自出表日期期間及截至2021年12月31日止年度，計入本集團綜合收益表的泛海置業控股集團及中泛房地產開發第三集團收益及開支金額如下：

2022

2022年

		COPHL Group 中泛置業 投股集團 HK\$'000 港幣千元	CORED III Group 中泛房地產 開發第三集團 HK\$'000 港幣千元
Income	收益	27,930	—
Net (expenses)/income	淨(開支)/收益	(14,545)	178
Profit for the period	期內溢利	13,385	178

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
 綜合財務報表附註(續)

**39 DECONSOLIDATION OF SUBSIDIARIES
 (CONTINUED)**

2021

		COPHL Group 中泛置業 投股集團 HK\$'000 港幣千元	CORED III Group 中泛房地產 開發第三集團 HK\$'000 港幣千元
Income	收益	110,859	—
Expenses	開支	(53,150)	(7,599)
Profit/(loss) for the year	年內溢利/(虧損)	57,709	(7,599)

40 EVENTS AFTER REPORTING PERIOD

Saved as disclosed elsewhere in the consolidated financial statements, the Group had no other significant events after the reporting period and up to the date of this report.

**41 APPROVAL OF CONSOLIDATED
 FINANCIAL STATEMENTS**

The consolidated financial statements were approved by the board of directors of the Company on 31 March 2023.

39 出表子公司(續)

2021年

40 報告期後事項

除綜合財務報表其他部分所披露者外，本集團於報告期後至本報告日期並無其他重大事項。

41 批准綜合財務報表

綜合財務報表已於2023年3月31日經本公司董事會批准。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

		2022 2022年 HK\$'000 港幣千元	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元	2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Results	業績					
Revenue	收入	28,024	111,304	99,996	113,027	138,637
Operating (loss)/profit	經營(虧損)/利潤	(948,232)	(4,321,835)	(744,319)	(47,866)	(53,679)
Loss in respect of deconsolidation of subsidiaries and related financial guarantee contracts	出表子公司及相關財務 擔保合同的虧損	(453,606)	—	—	—	—
Interest expense	利息開支	(917,196)	(1,079,144)	(188,496)	(6,066)	—
(Loss)/profit before tax	除稅前(虧損)/利潤	(2,319,034)	(5,400,979)	(932,815)	(53,932)	(53,679)
Income tax (expense)/credit	所得稅(支出)/抵免	(107,883)	29,736	(4,919)	(17,962)	(26,243)
(Loss)/profit for the year	年內(虧損)/利潤	(2,426,917)	(5,371,243)	(937,734)	(71,894)	(79,922)
Attributable to:	以下應佔:					
Shareholders of the Company	本公司股東	(2,420,051)	(5,359,792)	(926,596)	(58,044)	(48,840)
Non-controlling interests	非控股權益	(6,866)	(11,451)	(11,138)	(13,850)	(31,082)
		(2,426,917)	(5,371,243)	(937,734)	(71,894)	(79,922)
Assets and liabilities	資產及負債					
Total assets	資產總值	16,539,823	21,263,001	25,129,230	24,914,065	24,245,635
Total liabilities	負債總額	(14,902,489)	(17,009,955)	(15,600,174)	(14,361,760)	(13,433,195)
Net assets	資產淨值	1,637,334	4,253,046	9,529,056	10,552,305	10,812,440

PARTICULARS OF MAJOR PROPERTIES

主要物業資料

Particulars of major properties held by the Group which have been completed for existing use or under development at 31 December 2022 are as follows:

於2022年12月31日，本集團持有的已落成使用中或開發中主要物業資料如下：

A. INVESTMENT PROPERTIES

A. 投資物業

Name/Location 名稱／地點	Lease expiry 地契年期	Type 類別	Gross floor area 建築面積 (sq.m) (平方米)	Attributable interest 應佔權益
Under development 開發中				
1101 South Flower Street, Los Angeles, the U.S. 美國洛杉磯南花街1101號	Freehold land with no expiry date 永久業權土地，無到期日	Commercial 商用	41,800 (exclude car park) (停車場除外)	100%

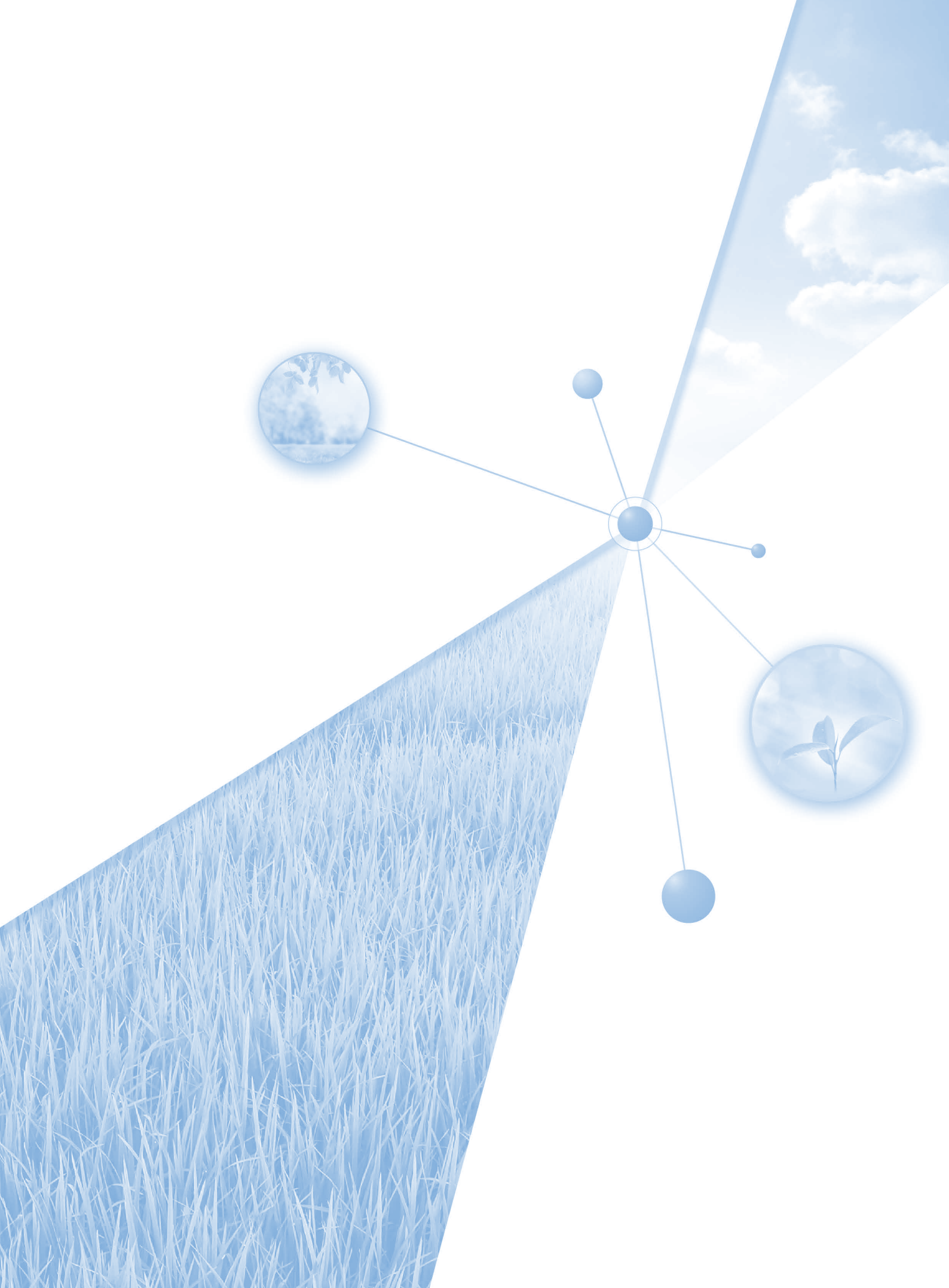
PARTICULARS OF MAJOR PROPERTIES (Continued)

主要物業資料(續)

B. PROPERTIES UNDER DEVELOPMENT PROJECTS

B. 發展中物業項目

Name/Location 名稱／地點	Lease expiry 地契年期	Type 類別	Expected completion date 預期完工日期	Gross floor area 建築面積 (sq.m) (平方米)	Attributable interest 應佔權益
1101 South Flower Street, Los Angeles, the U.S. 美國洛杉磯南花街1101號	Freehold land with no expiry date 永久業權土地，無到期日	Commercial/ Residential 商用／住宅	2026 2026年	96,449 (exclude car park) (停車場除外)	100%
Ko Olina Parcels 54B, 54C and 55, Honouliuli, District of Ewa, City and County of Honolulu, State of Hawaii, the U.S. 美國夏威夷州檀香山市縣愛娃區火奴魯里科琳娜地塊54B、54C及55	Freehold land with no expiry date 永久業權土地，無到期日	Commercial/ Residential 商用／住宅	Not yet determined 未定	92,292	100%
Ko Olina Parcels 20/21 (lot 4608), 25/26 (lot 4609) and 19B (lot 5346-B), Honouliuli, District of Ewa, City and County of Honolulu, State of Hawaii, the U.S. 美國夏威夷州檀香山市縣愛娃區火奴魯里科琳娜地塊20/21(第4608號地塊)、25/26(第4609號地塊)及19B(第5346-B號地塊)	Freehold land with no expiry date 永久業權土地，無到期日	Commercial/ Residential 商用／住宅	Not yet determined 未定	149,412	100%





中泛控股有限公司
CHINA OCEANWIDE HOLDINGS LIMITED

