



CHUANG'S  
CONSORTIUM  
INTERNATIONAL  
LIMITED

2023  
ANNUAL REPORT

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# Chairman's Statement






## Highlights for the Year Ended 31 March 2023

### Business

-  Since 1 April 2022, the Group has successfully disposed of the following properties which is in-line with the Group's strategy to off-load investments in non-core assets. Their sale proceeds have further strengthened the Group's financial position.
- On 5 August 2022, the Group entered into a sale and purchase agreement with an independent third party for the disposal of the property in Changan, Dongguan, the People's Republic of China for a consideration of approximately RMB132.1 million (equivalent to approximately HK\$149.7 million). The disposal was completed on 5 September 2022. Net cash proceed of approximately RMB127.6 million (equivalent to approximately HK\$144.6 million) was received by the Group.
  - On 1 February 2023, the Group entered into a provisional sale and purchase agreement with an independent third party to dispose of the 18 residential units at Parkes Residence, Kowloon, Hong Kong for a cash consideration of HK\$70.3 million. The disposal was completed on 3 May 2023 with the recognition of revenues by the Group in the next financial year.
  - On 18 February 2023, the Group entered into another provisional sale and purchase agreement with an independent third party to dispose of a shop at Wuhu Residence, Kowloon, Hong Kong for a cash consideration of HK\$33.8 million. The disposal was completed on 8 June 2023 and will be recorded by the Group in the next financial year.
-  For ARUNA, the Ap Lei Chau project, it will be developed into a 27-storey residential/commercial building comprising 105 residential units with clubhouse facilities and retail units at the podium levels. Superstructure work is nearly completed. Internal and external finishing works are in progress.
-  For ONE SOHO, the joint venture project at Mongkok, occupation permit has been obtained in March 2023. Pre-sale consent of the 322 residential units was obtained in April 2021 and pre-sale has commenced accordingly. Up-to-date, a total of 191 units have been pre-sold at aggregate amount of about HK\$1.36 billion. It is expected that the completed residential units will be handed-over to the end buyers in the second half of 2023.

-  For Po Shan Road joint venture project, the Group is developing the property into one vertical house with 8 storeys over the podium. The 8-storey house will include a luxury living and dining area with 6m floor-to-floor height, an entertainment floor and 6 residential suite floors with at least 3.5m floor-to-floor height. The proposed GFA for the house is about 44,537 sq. ft., with an additional area of about 5,200 sq. ft. for garden and about 2,200 sq. ft. for roof. Concreting of the superstructure works are proceeding as scheduled with podium level completed and the works are up to the 7th floor of the tower portion. It is expected that the overall superstructure works will be completed by the end of 2023. Marketing work for the house is in progress.
  
-  For the redevelopment project at Gage Street, the Group has successfully consolidated this project with a total site area of about 3,600 sq. ft.. General building plans of the project to develop a 26-storey residential/commercial building comprising clubhouse facilities and retail units with GFA of about 34,741 sq. ft. have been approved. Foundation works are currently in progress and are expected to be completed by the second quarter of 2024.

## Financial

-  Total cash resources of the Group (including bond and securities investments) amounted to HK\$3.3 billion, in which cash and bank balances aggregated to approximately HK\$2.9 billion.
  
-  Net assets attributable to equity holders of the Company amounted to HK\$9,272.2 million.
  
-  Net debt to equity ratio of the Group is 10.5%.

## Financial Review

For the year ended 31 March 2023, revenues of the Group decreased to HK\$251.7 million (2022: HK\$666.4 million) mainly due to the reduced recognition of sales from The Esplanade, Tuen Mun in Hong Kong as majority of the properties had been sold in the last corresponding year and the absence of the disposal of the property project at Vietnam, as well as the decrease in interest income from bond investments. Revenues of the Group comprised revenues from sales of properties of HK\$1.4 million (2022: HK\$271.8 million), revenues from rental and other income of investment properties of HK\$141.2 million (2022: HK\$159.2 million), revenues from cemetery business of HK\$23.2 million (2022: HK\$41.0 million), revenues from sales of goods and merchandises of HK\$13.6 million (2022: HK\$16.7 million), revenues from money lending business of HK\$8.4 million (2022: HK\$1.6 million), and revenues from securities investment and trading business of HK\$63.9 million (2022: HK\$176.1 million).

During the year under review, gross loss of HK\$15.2 million (2022: gross profit of HK\$441.9 million) was recorded which was attributable to the decrease in revenues and impairment provision for properties for/under development and properties for sale regarding the properties of the Group under the current property market conditions.

Other income and net loss amounted to HK\$165.8 million (2022: HK\$1,747.9 million) mainly due to the net loss of bond investments recorded during the year under review. A breakdown of other income and net loss is shown in note 7A on page 165 of this report. Loss from disposal of subsidiaries of HK\$13.2 million (2022: gain of HK\$1,178.9 million for disposal of property holding subsidiaries that held the property project in Panyu, the People's Republic of China (the "PRC")) during the year represented the loss on disposal of property holding subsidiaries that held the property in Changan, Dongguan, the PRC. Loss from change in fair value of investment properties of the Group amounted to HK\$532.7 million (2022: gain of HK\$36.1 million) mainly due to the decrease in fair value of the investment properties of the Group under the current property market.

On the costs side, selling and marketing expenses decreased to HK\$16.6 million (2022: HK\$32.2 million) principally due to the decrease in sales commission of The Esplanade in Tuen Mun during the year. Administrative and other operating expenses decreased to HK\$278.5 million (2022: HK\$357.0 million) mainly due to the decrease in business activities and cost saving on general overheads of the Group. Finance costs increased to HK\$132.5 million (2022: HK\$104.5 million) mainly due to the increase in interest rates during the year. Share of loss of associated companies amounted to HK\$2.1 million (2022: HK\$9.1 million). Share of loss of joint ventures amounted to HK\$0.1 million (2022: HK\$23.1 million) mainly due to the share of loss of the joint ventures caused by revaluation loss on investment properties. Taxation credit amounted to HK\$60.1 million (2022: taxation charge of HK\$133.9 million mainly for the disposal of the subsidiaries holding the Panyu project) mainly due to the reversal of deferred taxation arising from the fair value loss of investment properties during the year.

Taking into account the above, loss attributable to equity holders of the Company for the year ended 31 March 2023 amounted to HK\$966.3 million (2022: HK\$523.1 million). Loss per share was 57.77 HK cents (2022: 31.28 HK cents).

## Dividends

After taking into account the need to maintain sufficient financial resources for the working capital of the Group's projects and businesses, in particular under the current uncertain business environment, the board of Directors (the "Board") does not recommend the payment of a final dividend (2022: 2.0 HK cents) per share for the year ended 31 March 2023. No interim dividend had been paid during the year (2022: 2.0 HK cents per share).

## Business Review



### A. Investment Properties

Apart from what has been disclosed in other parts of this report, during the year under review, the Group had entered into a provisional sale and purchase agreement with an independent third party to dispose of a shop at Wuhu Residence, Kowloon, Hong Kong (recorded as investment property) for a cash consideration of HK\$33.8 million. The disposal was completed on 8 June 2023 and will be recorded by the Group in the next financial year. The disposal is in-line with the Group's strategy to off-load investment in non-core assets, and the sale proceed has further strengthened the Group's financial position.

## Chuang's Tower

Nos. 30–32 Connaught Road Central,  
Hong Kong  
(100% owned)

The property is a commercial/office building and is strategically located at the heart of Central District and close to the exits of both the Central Station of the Mass Transit Railway and the Hong Kong Station of the Airport Express Line. The property has a site area of about 3,692 sq. ft. and a total gross floor area ("GFA") of about 55,367 sq. ft.. During the year, rental and other income from this property amounted to about HK\$40.7 million. With the recovery of economic and business activities after pandemic, together with the prime and central location of the property linked with convenient public transportation nearby, the Group is optimistic about the market in this district.

## Chuang's London Plaza

No. 219 Nathan Road,  
Tsim Sha Tsui, Kowloon  
**(100% owned)**

Strategically located at the heart of shopping centres in Tsim Sha Tsui, Kowloon, and near the exits of the Mass Transit Railway and the Guangzhou-Shenzhen-Hong Kong Express Rail Link Hong Kong Section, the property is a shopping and entertainment complex. The property has a site area of about 9,145 sq. ft. and a total GFA of about 103,070 sq. ft.. During the year, rental and other income from this property amounted to about HK\$45.2 million. With the gradual recovery of the local consumption and tourism, the Group continues to carry out lease restructuring with tenants and reshuffle the tenant mix of the property to enhance the occupancy. The Group is flexible on tenant selection as well as tenancy period and would explore more marketing ideas on leasing.





## A. Investment Properties

### Posco Building

No. 165 Un Chau Street,  
Sham Shui Po, Kowloon  
**(100% owned)**

The property is a commercial/industrial building located in between the Cheung Sha Wan (approximately 0.4 kilometre) and the Sham Shui Po (approximately 0.5 kilometre) Mass Transit Railway Stations, enjoying the convenience of good transportation network. The property has a site area of about 3,920 sq. ft. and a total GFA of about 47,258 sq. ft.. During the year, rental and other income from this property amounted to about HK\$9.9 million. Currently, the property is for commercial (G/F to 3/F and 12/F) and industrial (4/F to 11/F) use. Building plans to redevelop the property into a commercial/residential property with a total GFA of about 35,280 sq. ft. have been approved by the Buildings Department. Considering the current mass residential property market, the Group will evaluate the best timing to carry out such redevelopment (if any).



▲ Perspective



\* Residential property for lease

## House A\*

No. 37 Island Road,  
Deep Water Bay, Hong Kong  
**(100% owned)**

Located at Deep Water Bay, a prestigious residential area, the property enjoys a glamorous sea-view. Interior renovation works for upgrading the house have been completed. Marketing work for the house is in progress. The Group will adopt a flexible strategy in considering various options such as disposal in order to maximize return from this investment.

## 1st to 3rd Floors of Peng Building

Luohu District, Shenzhen, the PRC  
**(100% owned)**

This property is located next to an exit of Honghu Station of Line 7, Shenzhen Metro, and it is for commercial use with a total gross area of about 5,318 sq. m.. The Group has leased out the property in March 2022 to an independent third party for 10 years to operate it as a medical centre with tenancy at initial monthly rental of RMB680,000, with a step up by 5% for every 2 years thereafter.



## A. Investment Properties

# International Finance Centre

Sukhbaatar District,  
Ulaanbaatar, Mongolia  
**(100% owned)**

The project has a site area of about 3,269 sq. m. and is located within the central business district. It is planned that a 26-storey retail/office building with GFA of about 40,000 sq. m., comprising office units and carparking spaces with shopping units at the podium levels will be developed. Upon completion, the property will become one of the highest office buildings in Mongolia. Superstructure works have been topped off. However, as Mongolia had imposed strict quarantine measures for inbound workers/travelers since the beginning of year 2020 due to Covid-19, internal structural works and external cladding works of the property have been halted. The Group is assessing the latest market condition in Mongolia, and is evaluating the best timing either to commence the finishing works with reference to the work schedule with contractors, or seek appropriate opportunity to dispose of the property to realize this investment. Marketing works for the property have commenced.



## B. Hotels and Serviced Apartments

### Parques Residence

No. 101 Parkes Street,  
Kowloon, Hong Kong  
**(100% owned before disposal)**

The property is close to the Jordan Station of the Mass Transit Railway and had been developed by the Group into a 25-storey commercial/residential building comprising 114 fully furnished studio units with clubhouse facilities and shopping units at the podium levels (G/F to 2/F). The Group owns 18 residential units of this property (recorded as properties for sale) and they are operating as serviced apartments to generate income. Rental income from the serviced apartments during the year amounted to approximately HK\$2.7 million.

On 1 February 2023, the Group entered into a provisional sale and purchase agreement with an independent third party to dispose of the 18 residential units for a cash consideration of HK\$70.3 million. The disposal was completed on 3 May 2023 with the recognition of revenues by the Group in the next financial year. The disposal is in-line with the Group's strategy to off-load investment in non-core assets, and the sale proceed can further strengthen the Group's financial position.

## B. Hotels and Serviced Apartments

### sáv Residence

Xinyi District,  
Taipei City, Taiwan  
**(100% owned)**

In Taiwan, the Group owns sáv Residence which is located nearby the city centre of Taipei City. The property is a residential complex developed by the Group and comprises a fully furnished villa and 6 serviced apartments (of which 2 are duplex) with a total GFA of about 20,600 sq. ft.. The serviced apartments have been leased out with rental income amounting to approximately HK\$2.4 million for the year under review. Marketing work for leasing the villa is in progress.



## sáv Plaza

Sukhbaatar District,  
Ulaanbaatar, Mongolia  
**(100% owned)**

The project is located in the city centre within the embassy district and is a 19-storey building comprising 142 units and ground floor shops with a total GFA of about 19,000 sq. m. and 48 carparking spaces. Internal and external finishing works have been completed. Occupation permit of the project has been obtained in October 2022, and the



immovable property certificate has been obtained in January 2023. Decoration works with furniture and fixtures for some floors have been carried out. Marketing works for leasing on these floors have commenced.



## B. Hotels and Serviced Apartments

# Pacific Cebu Resort

Cebu, Philippines  
**(40% owned)**

Pacific Cebu Resort, which is 40% owned by the Group, is a resort established in 1992 with 134 rooms (comprising 114 hotel rooms and 20 villas) and abundant diving facilities. It is located at Lapu-Lapu City, Mactan Island in Cebu of Philippines occupying a site area of about 64,987 sq. m..

Although the local government has relaxed the Covid-19 international traveling policy and the mandated regulation on hotel occupancy as well as social distancing policy for food and beverage outlets, the business of the resort is just slowly resuming. The resort is currently operating with minimal manpower to reduce cost.





## Others

The Group entered into contract at the end of 2018 for a project commissioned by the Group for a make-to-order craft to facilitate liveaboard purpose in order to have further expansion of our hospitality business overseas. The project was completed in August 2022. Since the tourism industry has suffered severe blow as a result of the Covid-19 pandemic and global economic uncertainty, on 14 October 2022, the Group entered into a sale and purchase agreement with an independent third party to dispose of the asset for a consideration of not more than about EUR17 million (equivalent to approximately HK\$131 million). Details of

the disposal were announced by the Company on 14 October 2022. However, as announced by the Company on 8 March 2023, since the purchaser has defaulted on its obligations under the relevant sale and purchase agreements in relation to the disposal, the Group has cancelled the agreements and forfeited the deposit of about EUR1.0 million (equivalent to approximately HK\$8.1 million) (after deducting broker's commission of the disposal) and recorded as other income. The Group is evaluating various options (including disposal) in dealing with this asset.



## C. Development Properties

Apart from what has been disclosed in other parts of this report, during the year under review, the Group has contracted property sales of about MYR12.0 million (equivalent to approximately HK\$21.3 million), which are expected to be completed in the next financial year, when such sales will be recognized as revenues of the Group.

Nos. 16–20 Gage Street,  
Central, Hong Kong  
**(100% owned)**

The Group has successfully consolidated this project with a total site area of about 3,600 sq. ft.. General building plans of the project to develop a 26-storey residential/commercial building comprising clubhouse facilities and retail units with total GFA of about 34,741 sq. ft. have been approved. Foundation works are currently in progress and are expected to be completed by the second quarter of 2024. The Group targets to achieve BEAM Plus Silver Rating for the property development from the green building perspective. As affected by the fall in property market and rise in interest rate, a provision of impairment of about HK\$54.8 million (2022: nil) was recorded for this project during the year under review.

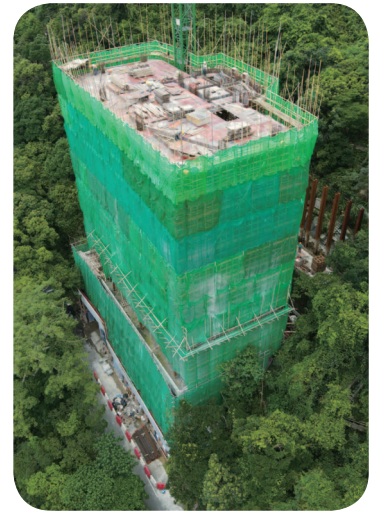


▲ Perspective

28 Po Shan Road,  
Hong Kong  
(50% owned)

This project is owned as to 50% by the Group and 50% by a wholly-owned subsidiary of K. Wah International Holdings Limited (stock code: 173), and the Group is the project manager of the development. The property, with a site area of about 10,000 sq. ft., is located in a prestigious mid-level area that enjoys a glamorous sea-view. The Group is developing the property into one vertical house with 8 storeys over the podium, and targets to achieve LEED Silver Rating for the property development from the green building perspective. The 8-storey house will include a luxury living and dining area with 6m floor-to-floor height, an entertainment floor and 6 residential suite floors with at least 3.5m floor-to-floor height. The proposed GFA for the house is about 44,537 sq. ft., with an additional area of about 5,200 sq. ft. for garden and about 2,200 sq. ft. for roof.

Concreting of the superstructure works are proceeding as scheduled with podium level completed and the works are up to the 7th floor of the tower portion. It is expected that the overall superstructure works will be completed by the end of 2023. In the meantime, both joint venture partners are also exploring other options (including disposal) to accelerate return on this investment. Marketing work for the house is in progress.



▲ Superstructure in construction  
This photograph was taken on 21 June 2023 and had been edited and processed with computerized imaging techniques.



▲ Perspective

## C. Development Properties

# ONE SOHO

Kowloon Inland Lot No. 11254,  
Reclamation Street/Shantung Street, Mongkok, Kowloon, Hong Kong  
**(40% owned)**

Through the joint venture with a wholly-owned subsidiary of Sino Land Company Limited (stock code: 83), the Group participated in this project tendered by the Urban Renewal Authority in December 2017. The site is well located in the heart of the Mongkok district, neighbouring Langham Place. It covers a site area of approximately 14,900 sq. ft.. The project will provide residential GFA of about 112,200 sq. ft. and commercial GFA of about 22,400 sq. ft. and, upon completion, the commercial portion will be retained by the Urban Renewal Authority. A residential/commercial building comprising 322 residential units, clubhouse facilities, commercial podium and carparking spaces will be developed.



▲ Perspective



▲ Completed building  
This photograph was taken on 29 June 2023 and had been edited and processed with computerized imaging techniques.

The project has obtained "Provisional Gold" rating under BEAM Plus and "WELL Precertification" under the WELL Building Standard respectively for project development. Occupation permit has been obtained in March 2023. Pre-sale consent of the 322 residential units of ONE SOHO was obtained in April 2021 and pre-sale has commenced accordingly. Up-to-date, a total of 191 units have been pre-sold at aggregate amount of about HK\$1.36 billion, and aggregate deposits amounted to about HK\$694.6 million have been received. It is expected that the completed residential units will be handed-over to the end buyers in the second half of 2023.



▲ Clubhouse facilities

- Photos on the top and in the middle were taken on 17 June 2023.
- Photo at the bottom (left) was taken on 14 June 2023.
- Photo at the bottom (right) was taken on 20 June 2023.

All photos had been edited and processed with computerized imaging techniques.

## D. Chuang's China Investments Limited

### ("Chuang's China", stock code: 298) (61.15% owned)

Chuang's China and its subsidiaries (the "Chuang's China Group") are principally engaged in, inter alia, property development, investment and trading. For the year ended 31 March 2023, the Chuang's China Group recorded loss attributable to equity holders of HK\$328.7 million (2022: profit of HK\$227.8 million) and revenues of HK\$63.0 million (2022: HK\$204.5 million) (which comprised revenues from sales of properties of HK\$1.4 million (2022: HK\$72.8 million), revenues from rental and management fee of HK\$23.4 million (2022: HK\$25.9 million), revenues from cemetery assets of HK\$23.2 million (2022: HK\$41.0 million) and revenues from securities investment and trading of HK\$15.0 million (2022: HK\$64.8 million)). Nevertheless, during the year under review, the Chuang's China Group has contracted property sales of about EUR5.7 million (equivalent to approximately HK\$48.8 million), which is expected to be completed in the third quarter of 2023, when such sales will be recognized as revenues of the Chuang's China Group.

#### (i) Investment Properties

The Chuang's China Group holds the following portfolio of investment properties in Hong Kong, the PRC and Malaysia for steady recurring rental income.

## The Esplanade Place

Yip Wong Road, Tuen Mun, New Territories, Hong Kong  
(100% owned by Chuang's China)

The Esplanade has GFA of about 117,089 sq. ft. comprises 371 residential flats and 30 residential carparking spaces, of which all the residential flats were sold in prior years. During the year under review, one carparking space with sales value of about HK\$1.4 million had also been completed. The Chuang's China Group will continue to market the remaining 22 unsold carparking spaces.

The Esplanade Place comprises a two-storey commercial podium with about 16 commercial units and 12 commercial carparking spaces, of which 12 commercial units are leased to independent third parties with an aggregate annual rental income of about HK\$3.8 million. The Chuang's China Group will continue to market the remaining units and carparking spaces in order to generate rental income. As at 31 March 2023, the property was recorded at valuation of about HK\$177.0 million.



# Chuang's Mid-town

Anshan, Liaoning  
(100% owned by Chuang's China)

Chuang's Mid-town consists of a 6-level commercial podium providing an aggregate GFA of about 29,600 sq. m.. Above the podium stands a twin tower (Block AB and C) with 27 and 33-storey respectively, offering a total GFA of about 62,700 sq. m..

The weak economy in Anshan is adversely affected by Covid-19, thus business activities and leasing are progressing slowly. During the year under review, the Chuang's China Group has leased certain residential units to multi tenants with aggregate rental income of about RMB0.5 million (equivalent to approximately HK\$0.6 million). The Chuang's China Group will explore more marketing ideas on promotion and leasing of the commercial podium as



well as the units of the twin tower. The valuation of the property has dropped to approximately RMB604.0 million (equivalent to approximately HK\$689.8 million) as at 31 March 2023, comprising RMB230.8 million for the commercial podium and RMB373.2 million for the twin tower.



(i) Investment Properties

## Hotel and resort villas

Xiamen, Fujian  
(59.5% owned by Chuang's China)



This hotel complex is developed by the Chuang's China Group, comprising a 6-storey hotel building with 100 guest-rooms (GFA of 8,838 sq. m.) and 30 villas (aggregate GFA of about 9,376 sq. m.) in Siming District, Xiamen. As at 31 March 2023, the properties were recorded at valuation of RMB383.2 million (comprising RMB171.2 million for the hotel and RMB212.0 million for the 30 villas). The valuation attributable to the Chuang's China Group was about RMB228.0 million (equivalent to approximately HK\$260.4 million), whereas the total investment costs of the Chuang's China Group were about RMB155.2 million (equivalent to approximately HK\$177.2 million).







(i) Investment Properties

## Hotel and resort villas

Xiamen, Fujian  
**(59.5% owned by Chuang's China)**



During the year under review, the hotel building together with 23 villas are leased to 廈門侂家鷺江酒店 (Xiamen Mega Lujiang Hotel) and is operated as “鷺江•侂家酒店” (Mega Lujiang Hotel). The remaining 7 villas are leased to independent third parties. The aggregate annual rental income of this hotel complex amounted to about RMB19.7 million (equivalent to approximately HK\$22.5 million). From the last quarter of 2022, the main road (龍虎山路) where the hotel complex is located was closed to facilitate the construction of underground metro train of Siming District. This adversely affected not only accessibility to the hotel complex but also business demands of our tenants. In view of this, the Chuang's China Group has provided certain concession to tenants of the hotel complex for a reasonable period of time until road access is expected to be resumed. As announced on 26 June 2023 by Chuang's China, the Chuang's China Group

entered into the second amendment agreement with Xiamen Mega Lujiang Hotel for the reduction of rent for the hotel building and 3 villas for the period from December 2023 to the month when the road access is resumed by the relevant authority, which is currently expected to be in February 2025.



## One villa, Chuang's Le Papillon

Guangzhou, Guangdong  
(100% owned by Chuang's China)

The Chuang's China Group holds one villa and 4 car parks in Guangzhou, with a GFA of about 318 sq. m. for investment purpose. The villa was recorded at valuation of RMB8.1 million (equivalent to approximately HK\$9.3 million) as at 31 March 2023. The Chuang's China Group will hold this villa for future appreciation.

## Commercial Property

Shatian, Dongguan, Guangdong  
(100% owned by Chuang's China)

The Chuang's China Group holds a 4-storey commercial building in Shatian, Dongguan, providing a total GFA of about 4,167 sq. m. for commercial, retail and office usage. As at 31 March 2023, valuation of the property was RMB36.4 million (equivalent to approximately HK\$41.6 million). During the year under review, one storey was leased to 中國人壽東莞分公司 (China Life Dongguan branch) for office use, and the ground floor was leased to an independent third party in June 2022 for retail use. The aggregate annual rental income is about RMB0.8 million (equivalent to approximately HK\$0.9 million). Marketing is in progress for leasing of the remaining units of the property.



## (i) Investment Properties



### Wisma Chuang

Jalan Sultan Ismail,  
Kuala Lumpur, Malaysia  
**(100% owned by Chuang's China)**

Wisma Chuang is located within the prime city centre, situated right next to the landmark shopping complex, Pavilion KL, the heart of central business district and prestigious shopping area of Kuala Lumpur. It is built on a freehold land and is a 29-storey high rise office building having retail and office spaces of approximately 254,000 sq. ft. (on total net lettable area basis is approximately 195,000 sq. ft.) and 298 carparking spaces. As at 31 March 2023, the valuation of this property has dropped to MYR162.8 million (equivalent to approximately HK\$289.4 million), which represents an average value of approximately MYR835 (equivalent to approximately HK\$1,484) per sq. ft. of net lettable retail and office area.

Wisma Chuang is leased to multi tenants with an occupancy rate of approximately 63%, and annual rental income was approximately MYR5.9 million (equivalent to approximately HK\$10.5 million). The Chuang's China Group will seek appropriate opportunities to dispose of the property to accelerate return from this investment.

Apart from the above investment properties, the Chuang's China Group will identify suitable opportunities to expand on its investment properties portfolio to enhance the Chuang's China Group's recurring and steady income.

## (ii) Property Development

## ARUNA

No. 8 Ping Lan Street,  
Ap Lei Chau, Hong Kong  
**(100% owned by Chuang's China)**



▲ All of the above are perspectives

The property has a site area of about 4,320 sq. ft. and has a developable GFA of about 40,000 sq. ft.. It will be developed into a 27-storey residential/commercial building comprising 105 residential units with clubhouse facilities and retail units at the podium levels.

Superstructure work is nearly completed. Internal and external finishing works is in progress. As affected by the fall in property market and rise in interest rate, a provision of impairment of about HK\$80.7 million (2022: nil) was recorded for this project during the year under review.



## (ii) Property Development

### Changan

Dongguan, Guangdong  
**(100% owned by Chuang's China before disposal)**

The Chuang's China Group owns a site area of about 20,000 sq. m. in the city centre of Changan (長安), Dongguan, on which an industrial building with GFA of about 39,081 sq. m. was erected. During the year under review, the property was leased to an independent third party with aggregate rental income

of about RMB3.0 million (equivalent to approximately HK\$3.4 million).

On 5 August 2022, the Chuang's China Group entered into a sale and purchase agreement with an independent third party for the disposal of subsidiaries that hold this property for a consideration of approximately RMB132.1 million (equivalent to approximately HK\$149.7 million). The disposal was completed on 5 September 2022. Net cash proceed of approximately RMB127.6 million (equivalent to approximately HK\$144.6 million) was received and has strengthened the Chuang's China Group's financial position.

### Chuang's Plaza

Anshan, Liaoning  
**(100% owned by Chuang's China)**

Adjacent to Chuang's Mid-town, the Chuang's China Group acquired through government tender the

second site located in the prime city centre of Tie Dong Qu (鐵東區) with a site area of about 39,449 sq. m.. As about 1,300 sq. m. of the land title has not yet been rectified by the government authorities with the local railway corporation, the Chuang's China Group suffered a reduction in land area that was occupied by the local railway corporation. The Chuang's China Group is holding discussions with the local authorities and will identify opportunities to dispose of this project.



## Changsha

Hunan  
(69% owned by Chuang's China)

The Chuang's China Group owns an effective 69% interests in a property development project in Changsha, and the total historical investment cost incurred by the Chuang's China Group in the PRC project company was about HK\$24.6 million. The Chuang's China Group has obtained conclusive court ruling for winding up of the PRC project company. The voluntary liquidation is currently in progress. Based on the preliminary assessment by the liquidation team regarding the assets and liabilities of the PRC project company and as adversely affected by the weak market condition in Changsha, there may not be much distribution available to shareholders of the PRC project company, however, the actual outcome will still be subject to finalization of the liquidation process. Taking into account the estimated net liabilities of the PRC project company, its consolidated net value is nil in the consolidated financial statements of the Chuang's China Group.

## Chengdu

Sichuan  
(51% owned by Chuang's China)

The Chuang's China Group holds a 51% development interest in a project in Wuhou District, Chengdu. The Chuang's China Group's book cost in this project was about RMB132.9 million (equivalent to approximately HK\$151.8 million) after taking into account a portion of judgement payments amounting to about RMB12.9 million (equivalent to approximately HK\$14.7 million) received by the Chuang's China Group in August 2021 through court enforcement. The Chuang's China Group will continue to explore ways in order to recover its investment.

## Others

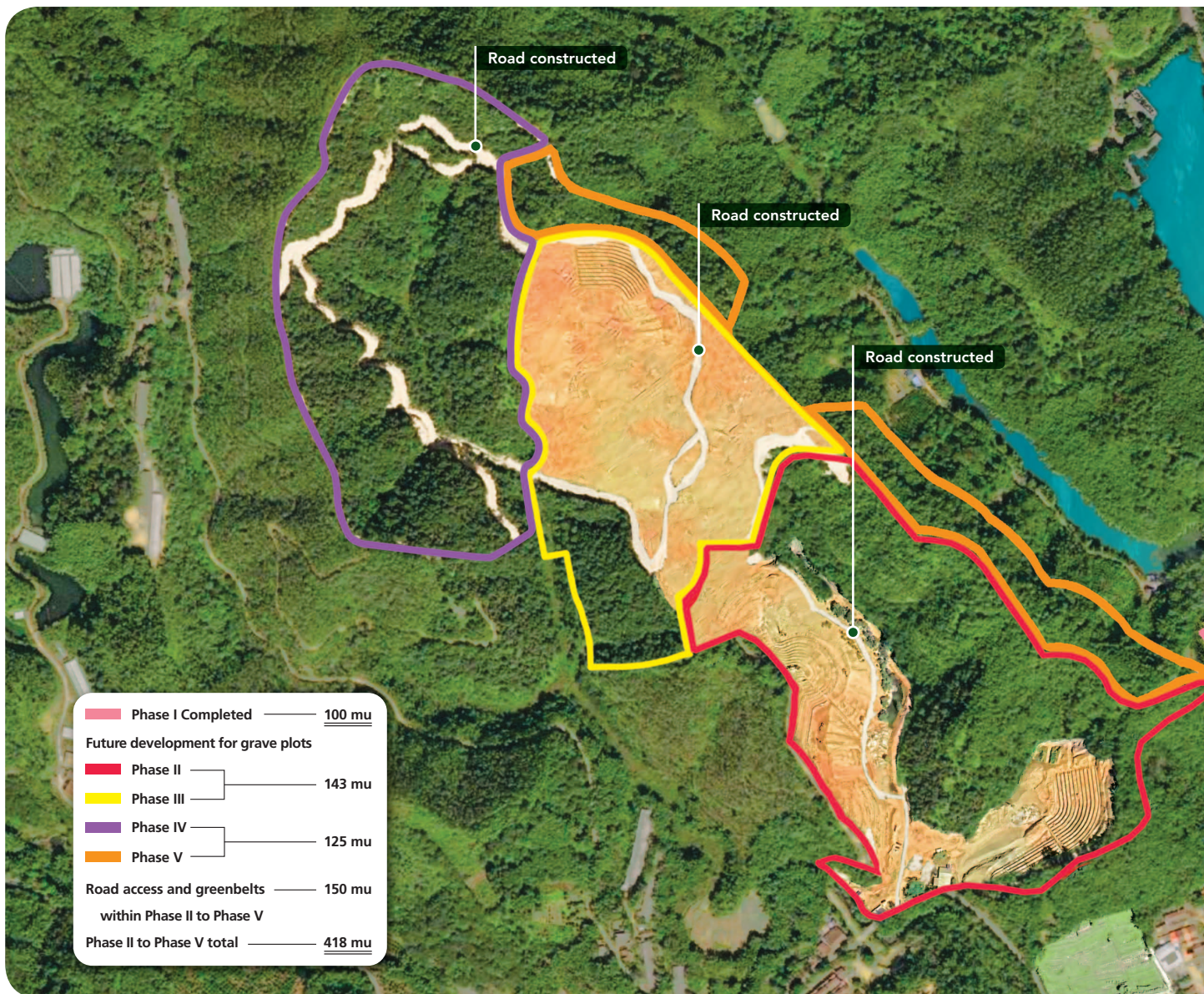
As previously reported, the Chuang's China Group obtained a judgement from court in Beijing for the registered owners of the courtyard house to transfer the title to the designated nominee of the Chuang's China Group. The transfer of one courtyard house was completed during the year ended 31 March 2022, whereas procedure for the transfer of another courtyard house is in progress.

Besides, a handling agent had previously instituted a legal proceeding against the designated nominee of the Chuang's China Group regarding the appointment of the handling agent for the aforesaid courtyard house. In March 2023, a settlement agreement was entered into between the designated nominee and the handling agent. The legal proceedings had been withdrawn by the handling agent and approved by the local court.

(ii) Property Development

## Fortune Wealth

Sihui, Guangdong  
(86% owned by **Chuang's China**)



The Fortune Wealth Memorial Park operates a cemetery in Sihui with a site area of approximately 518 mu agreed by the local government authorities. Development of the project is conducted by phases. Phase I of about 100 mu has been completed with 5,485 grave plots, one mausoleum providing 550 niches, as well as an administrative and customer service building.



Development of the remaining 418 mu will be divided into Phase II to Phase V. Based on the existing master layout plan of Phase II to Phase V, about 41,815 grave plots will be constructed covering land area of 268 mu and 150 mu of road access and greenbelts. For Phase II to Phase III, land use rights of approximately 143 mu had been obtained, which will accommodate a total of about 22,569 grave plots. For Phase IV to Phase V, land use rights of approximately 5.2 mu had been obtained and additional land quota of about 119.8 mu shall be required for the construction of a total of about 19,246 grave plots. As for the 150 mu of road access and greenbelts, Fortune Wealth will ascertain the arrangement required by the local authorities. Site formation and construction works are in progress on parts of the land.

As at 31 March 2023, the cemetery assets (including non-controlling interests) were recorded based on the book cost of about RMB633.4 million (equivalent to approximately HK\$723.4 million).

Fortune Wealth has full license for sale not only in the PRC, but also includes overseas Chinese as well as residents of Hong Kong, Macau and Taiwan. As at 31 March 2023, about 2,791 grave plots and 526 niches were available for sale. Fortune Wealth will review its sales and marketing strategy and will take more proactive steps in its brand building and customer services.



### (iii) Investments in CNT Group Limited ("CNT") and CPM Group Limited ("CPM")

As at 31 March 2023, the Chuang's China Group owned about 19.35% interests in CNT and about 0.6% interests in CPM, both of them are listed on the Main Board of the Stock Exchange. CNT and its subsidiaries are principally engaged in the property business, and through its 75% owned subsidiary, CPM, is principally engaged in the manufacture and sale of paint products under its own brand names with focus on the PRC market.

With reference to the respective closing share prices of CNT and CPM as at 31 March 2023 of HK\$0.38 (2022: HK\$0.39) and HK\$0.325 (2022: HK\$0.4), the aggregate book value of the Chuang's China Group's investments in CNT and CPM is about HK\$142.0 million (2022: HK\$146.2 million). The change in book value is accounted for as "Reserve" in the financial statements.

## E. Other Businesses

### (i) Sintex Nylon and Cotton Products (Pte.) Limited ("Sintex")

Sintex is engaged in the sales of home finishing products under its own brand names in Singapore and is 88.2% owned by the Group. During the year, Sintex recorded revenues of HK\$13.6 million (2022: HK\$16.7 million), and incurred a loss of HK\$2.2 million (2022: HK\$2.5 million). In June 2022, the Group entered into an agreement to dispose of the land and factory building of Sintex for a consideration of S\$21 million (equivalent to approximately HK\$118.4 million). Details of the disposal were announced by the Group on 15 June 2022. However, as announced by the Company on 19 June 2023, the Group is notified by the purchaser that it will not continue with the disposal. Accordingly, the agreement is terminated, and in accordance with the terms of the agreement, the deposit received will be refunded to the purchaser. The Group is strategically reviewing the development strategy and operation model of the business of Sintex, and is also evaluating various options (including disposal) in dealing with the land and factory building.

## (ii) Securities Investment and Trading

During the year, the performance of the bond investments of the Group was continuously adversely affected by unfavorable market condition of the PRC property bond sector, and thus certain listed corporate bonds held by the Group were in default. The Group has redeemed/disposed and accepted restructuring exchange of certain listed corporate bond investments during the year. As a result, securities investment and trading business of the Group recorded a net loss before tax and before deducting non-controlling interests of HK\$189.6 million, comprising dividend, interest and other income from investments of HK\$64.1 million, net gain on disposals and redemptions (including the redemption of existing bonds through the exchange of the new bonds of the same issuers) of investments of HK\$299.6 million, and unrealized fair value loss on investments of HK\$553.3 million mainly as a result of mark to market valuations of the investments held as at the balance sheet date. The unrealized fair value loss is accounting loss with no immediate cash flow impact to the Group. Particulars of the listed corporate bonds investments of the Group are set out on pages 227 to 229.

As at 31 March 2023, investments of the Group amounted to HK\$466.3 million (HK\$231.9 million were held by the wholly-owned subsidiaries of the Group and HK\$234.4 million were held by the Chuang's China Group), and comprised as to HK\$328.7 million for investments in listed corporate bonds, HK\$0.8 million for investments in securities listed on the Stock Exchange and the balance of HK\$136.8 million for other investments (of which about HK\$56.9 million are denominated in Renminbi, and about HK\$79.9 million are denominated in United States dollar), comprising FinTech companies, venture capital investment platforms, high technology companies and investment funds which are not listed or just listed in the markets. The Group will continue to monitor the performance of its respective investment portfolios from time to time.

## (iii) Money Lending Business

The Group had advanced loans to customers. Revenues generated from this business during the year amounted to HK\$8.4 million (2022: HK\$1.6 million). As at 31 March 2023, outstanding amount of loans due from customers amounted to about HK\$30.4 million (2022: HK\$174.8 million), which were mainly relating to mortgage loans. Previously a borrower with outstanding mortgage loan amount of approximately HK\$117.5 million (the loan is secured by a property in Hong Kong) failed to pay its monthly instalments since December 2019. The Group had taken legal action and had successfully obtained vacant possession of the secured property in the capacity of mortgagee at the end of February 2022. The Group had further entered into a provisional agreement with an independent third party in April 2022 to dispose of the secured property for a consideration of HK\$128 million. The disposal was completed in July 2022. The whole proceeds had been retained by the Group for the repayment of the whole outstanding mortgage loan principal and payment of the relevant interest. As such, interest income amounted to about HK\$7.2 million has been recognized in the current year.

## Financial Position

### Net asset value

As at 31 March 2023, net assets attributable to equity holders of the Company was HK\$9,272.2 million (2022: HK\$10,717.5 million). Net asset value per share was HK\$5.54 (2022: HK\$6.41).

### Financial resources

As at 31 March 2023, the Group's cash, bank balances and bond and securities investments amounted to HK\$3,252.5 million (2022: HK\$5,170.8 million). Bank borrowings as at the same date amounted to HK\$4,227.7 million (2022: HK\$5,404.5 million). The Group's net debt to equity ratio, expressed as a percentage of bank borrowings net of cash, bank balances and bond and securities investments over net assets attributable to equity holders of the Company, was 10.5% (2022: 2.2%).

Approximately 88.7% of the Group's cash, bank balances and bond and securities investments were denominated in Hong Kong dollar and United States dollar, 10.7% were in Renminbi and the balance of 0.6% were in other currencies. Approximately 97.0% of the Group's bank borrowings were denominated in Hong Kong dollar and United States dollar, and the balance of 3.0% were in Malaysian Ringgit and other currencies.

Based on the agreed scheduled repayment dates in the loan agreements and ignoring the effect of any repayment on demand clause, approximately 18.6% of the Group's bank borrowings were repayable within the first year, 51.8% were repayable within the second year, 26.7% were repayable within the third to fifth years and the balance of 2.9% were repayable after the fifth year.

### Foreign exchange risk

As disclosed in the "Business Review" section of this report, the Group also conducts its businesses in other places outside Hong Kong, with the income and the major cost items in those places being denominated in their local foreign currencies. Therefore, it is expected that any fluctuation of these foreign currencies' exchange rates would not have material effect on the operations of the Group. However, as the Group's consolidated financial statements are presented in Hong Kong dollar, and the Group has some monetary assets and liabilities denominated in foreign currencies, the Group's financial position is subject to exchange exposure to these foreign currencies. The Group would closely monitor this risk exposure from time to time.

## Prospects

The Covid-19 pandemic has lasted for nearly 3 years, and the performance of the Group has inevitably been affected under this backdrop. Following the removal of anti-pandemic measures and the reopening of borders to the world since late 2022, there is slight improvement in the local property market in the recent months. Although the increasing number of new residential units and high interest rate environment will add pressure to the property prices and the market atmosphere, we are confident that the property market and economy in Hong Kong will recover gradually. We will monitor the situation closely and will take appropriate steps to preserve the Group's competitiveness and grasp opportunities ahead. The Group will continue to look for opportunities to realize investments in various investment properties and off-load investments in non-core assets in order to further enhance the financial resources and capability of the Group to replenish its land bank in Hong Kong, especially for the luxury and mass residential market, for future property development and trading. We are confident that, with the implementation of the above strategies, the Group's profitability and financial position will be improved, and further value can be created for our shareholders.

## Staff

The Group puts emphasis on training and cultivating elite talent. We are committed to providing a dynamic and enthusiastic working atmosphere and increase hiring talents of all fields. As at 31 March 2023, the Group (excluding the Chuang's China Group) employed 147 staff and the Chuang's China Group employed 104 staff. The Group provides its staff with other benefits including discretionary bonus, double pay, contributory provident fund, share options and medical insurance. Staff training is also provided as and when required.

## Appreciation

On behalf of the Board, I would like to thank my fellow Directors and our dedicated staff for their hard work and contribution during the year.

**Albert Chuang Ka Pun**

*Chairman and Managing Director*

Hong Kong, 29 June 2023



Corporate  
Information

## Honorary Chairman

Alan Chuang Shaw Swee

## Directors

Albert Chuang Ka Pun, J.P. (*Chairman and Managing Director*)

Richard Hung Ting Ho (*Vice Chairman*)

Edwin Chuang Ka Fung (*Deputy Managing Director*)

Ann Li Mee Sum

Candy Kotewall Chuang Ka Wai

Geoffrey Chuang Ka Kam

Chan Chun Man

Abraham Shek Lai Him, G.B.S., J.P.\*

Fong Shing Kwong\*

Yau Chi Ming\*

David Chu Yu Lin, S.B.S., J.P.\*

Tony Tse Wai Chuen, B.B.S., J.P.\*

\* *Independent Non-Executive Directors*

## Audit Committee

Abraham Shek Lai Him, G.B.S., J.P.#

Fong Shing Kwong

Yau Chi Ming

## Nomination Committee / Remuneration Committee

Abraham Shek Lai Him, G.B.S., J.P.#

Fong Shing Kwong

David Chu Yu Lin, S.B.S., J.P.

## Corporate Governance Committee

Albert Chuang Ka Pun, J.P.#

Edwin Chuang Ka Fung

Candy Kotewall Chuang Ka Wai

Chan Chun Man

# *Chairman of the relevant committee*

## Company Secretary

Lee Wai Ching

## Independent Auditor

PricewaterhouseCoopers  
*Certified Public Accountants and  
Registered Public Interest Entity Auditor*  
22nd Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

## Registrars

### **Bermuda:**

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

### **Hong Kong:**

Tricor Standard Limited  
17/F., Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## Principal Bankers

The Hongkong and Shanghai Banking  
Corporation Limited  
Hang Seng Bank Limited  
Bank of China (Hong Kong) Limited  
China Construction Bank (Asia) Corporation Ltd.  
Nanyang Commercial Bank, Limited  
Bank of Communications Co., Ltd.

### Registered Office

Clarendon House, 2 Church Street  
Hamilton, HM 11, Bermuda

### Principal Office in Hong Kong

25th Floor, Alexandra House  
18 Chater Road, Central, Hong Kong  
Telephone: (852) 2522 2013  
Facsimile: (852) 2810 6213  
Email address: [chuangs@chuangs.com.hk](mailto:chuangs@chuangs.com.hk)  
Website: [www.chuang-consortium.com](http://www.chuang-consortium.com)

### Singapore Office

245 Jalan Ahmad Ibrahim, Jurong Town  
Singapore 629144  
Republic of Singapore

### Vietnam Office

Room 204A, 2nd Floor, Capital Place Building  
6 Thai Van Lung Street, District 1  
Ho Chi Minh City, Vietnam

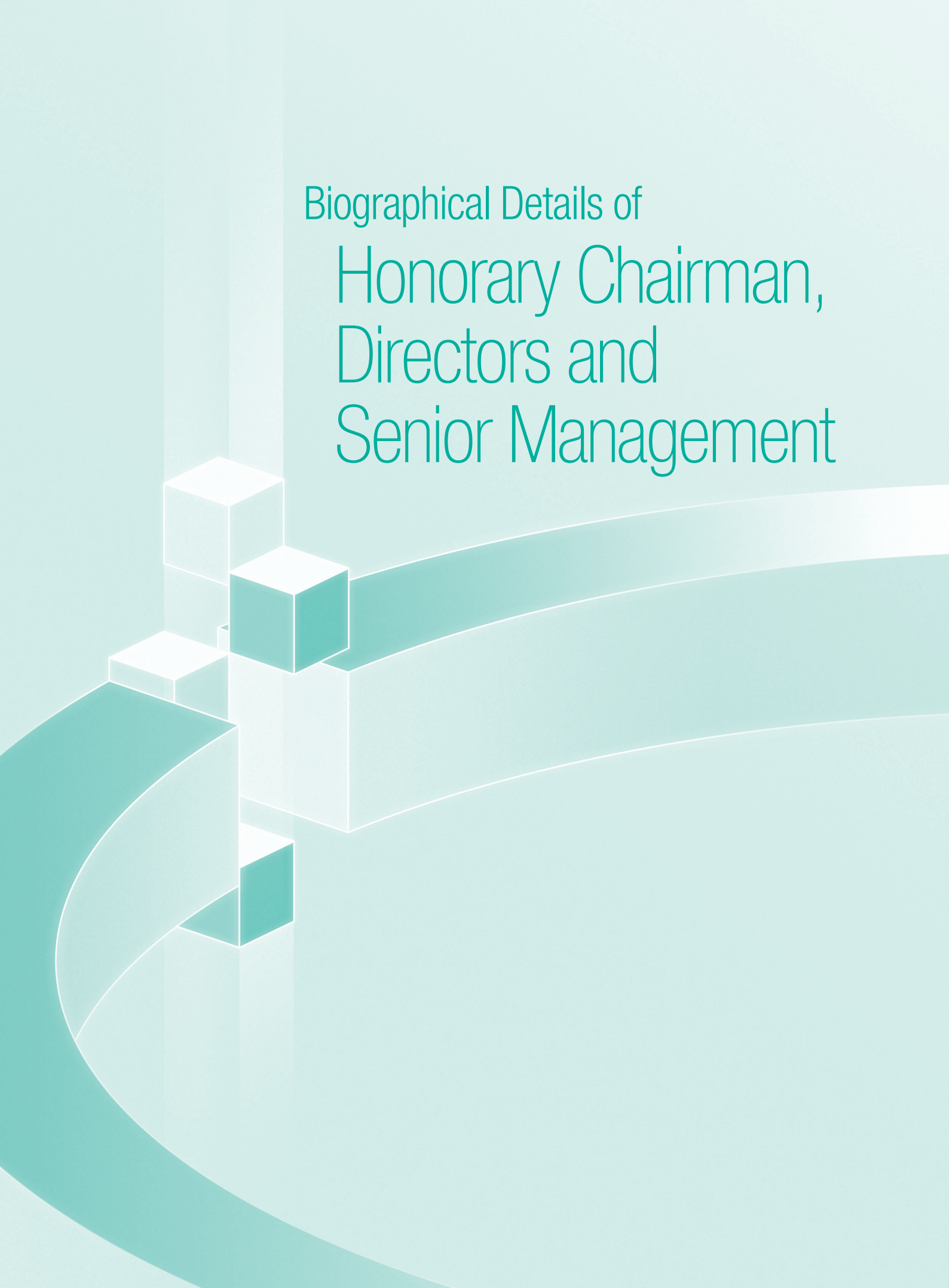
### Mongolia Office

2nd Floor, sáv Plaza  
No. 32/2 Chagdarjav.G Street  
1st Khoroo, Sukhbaatar District  
Ulaanbaatar 11000  
Mongolia

### Stock Code

367





Biographical Details of  
Honorary Chairman,  
Directors and  
Senior Management

# Biographical Details of Honorary Chairman, Directors and Senior Management

## Honorary Chairman

**Mr. Alan Chuang Shaw Swee** (aged 71), the honorary chairman, is the former chairman of the Group. He has extensive experience in business development and investment in Hong Kong, the People's Republic of China (the "PRC") and Southeast Asia. With his substantial connections, he has actively involved in the development and management of investments in Hong Kong, the PRC and Southeast Asia. He is also the former honorary chairman of Chuang's China Investments Limited (stock code: 298) ("Chuang's China"), which is a subsidiary of the Company and listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). He was an Adviser of Hong Kong Affairs and a member of the Selection Committee for the Government of the Hong Kong Special Administrative Region. He is a standing committee member of All-China Federation of Returned Overseas Chinese, the Honorary member of Guangzhou Panyu Overseas Exchanges Association, the Vice President of China Federation of Overseas Chinese Entrepreneurs and the Committee for the Promotion of Fujian-Taiwan Economic Cooperation, the Honorary President of Hunan Overseas Friendship Association and Fujian International Culture & Economy Exchange Foundation, an economic adviser to Chengdu, Sichuan, an overseas consultant to Sichuan Provincial Overseas Exchanges Association, an Honorary Citizen of Xiamen City, Guangzhou City and Chia-Yi, Taiwan and an executive director of the Board of Trustees of Jimei University, Xiamen City. He is also the Vice President of the Hong Kong Factory Owners Association, the Honorary President of the Hong Kong Federation of Overseas Chinese Association, the Honorary President of the Chinese General Chamber of Commerce, a director of The Real Estate Developers Association of Hong Kong, the Senate of the Democratic Alliance for the Betterment and Progress of Hong Kong, the Life Honorary President of the General Association of Xiamen (H.K.) Ltd., the Permanent President of Hong Kong Huian Natives Association, the Life Honorary President of Chuang & Yen Clansmen's General Association and a director of the Friends of Hong Kong Association Ltd.. He is the father of Mr. Albert Chuang Ka Pun, Mr. Edwin Chuang Ka Fung, Mrs. Candy Kotewall Chuang Ka Wai and Mr. Geoffrey Chuang Ka Kam. He joined the Group in 1970.

## Executive Directors

**Mr. Albert Chuang Ka Pun** J.P. (aged 43), the chairman and managing director, has over 19 years of experience in property business and general management. He is the chairman of the corporate governance committee of the Company. He is also the chairman of Chuang's China. He holds a bachelor degree of arts with major in economics. He is a member of the Selection Committee for the Government of the Hong Kong Special Administrative Region, a committee member (the Hong Kong Special Administrative Region) of the Tianjin Municipal Committee of the Chinese People's Political Consultative Conference and a standing committee member of the Thirteenth All-China Youth Federation. He is the son of Mr. Alan Chuang Shaw Swee and the brother of Mr. Edwin Chuang Ka Fung, Mrs. Candy Kotewall Chuang Ka Wai and Mr. Geoffrey Chuang Ka Kam. He joined the Group in 2005.

**Mr. Richard Hung Ting Ho** (aged 69), the vice chairman, has over 44 years of experience in corporate development and general management. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Hong Kong Chartered Governance Institute. He joined the board in September 2016.

**Mr. Edwin Chuang Ka Fung**<sup>1</sup> (aged 38), the deputy managing director, has over 13 years of experience in architecture, interior design and general management. He is a member of the corporate governance committee of the Company. He is also the managing director of Chuang's China. He holds a bachelor degree of fine arts in architecture design covering architecture; interior; and urban planning. He is a committee member of The Chinese General Chamber of Commerce ("CGCC") and a vice chairman of the Community Affairs Committee of CGCC. He is also a director of the Hong Kong Chang Sha Chamber of Commerce, the vice chairman of Hong Kong Huian Natives Association, the deputy secretary general of the Hunan Youth Federation, a vice secretary general of The Y. Elites Association Limited and a member of China Green Building (Hong Kong) Council and the Hong Kong-Shanghai Youth Exchange Promotion Association. He is the son of Mr. Alan Chuang Shaw Swee, the brother of Mr. Albert Chuang Ka Pun, Mrs. Candy Kotewall Chuang Ka Wai and Mr. Geoffrey Chuang Ka Kam. He joined the Group in 2012.

**Miss Ann Li Mee Sum** (aged 62), an executive director, has over 37 years of experience in finance, corporate finance and business management. She is also the deputy chairman of Chuang's China. She holds a Master degree in Business Administration and is a fellow member of the Chartered Institute of Management Accountants. She joined the Group in 1999.

<sup>1</sup> formerly known as Chong Ka Fung

## Executive Directors (continued)

**Mrs. Candy Kotewall Chuang Ka Wai**<sup>2</sup> (aged 41), an executive director, has 19 years of experience in general management, marketing and property business. She is a member of the corporate governance committee of the Company. She is a member of Beijing Youth Federation, Xiamen Overseas Friendship Association, The Y. Elites Association Limited and Hong Kong United Youth Association, the honorary president of the Hong Kong CPPCC of Fukien Province Members Association, the vice chairman of the General Association of Xiamen (H.K.) Ltd. and Kowloon Regional Association of The Hong Kong Girl Guides Association and an executive director of the Board of Trustees of Jimei University, Xiamen City. She is the daughter of Mr. Alan Chuang Shaw Swee, the sister of Mr. Albert Chuang Ka Pun, Mr. Edwin Chuang Ka Fung and Mr. Geoffrey Chuang Ka Kam. She joined the Group in 2005.

**Mr. Geoffrey Chuang Ka Kam** (aged 35), an executive director, has 14 years of experience in financial and general management. He is also an executive director of Chuang's China. He holds a Bachelor degree of Arts with major in economics. He is the son of Mr. Alan Chuang Shaw Swee, the brother of Mr. Albert Chuang Ka Pun, Mrs. Candy Kotewall Chuang Ka Wai and Mr. Edwin Chuang Ka Fung. He joined the board in February 2018.

**Mr. Chan Chun Man** (aged 47), an executive director, has over 24 years of experience in finance, accounting and auditing. He is a member of the corporate governance committee of the Company. He holds a bachelor degree in accountancy and a master degree in business administration. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of each of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Chartered Governance Institute and the Chartered Governance Institute in the United Kingdom. He is also a Chartered Financial Analyst of CFA Institute. He joined the Group in 2003.

<sup>2</sup> formerly known as Candy Chuang Ka Wai

## Independent Non-Executive Directors

**Mr. Abraham Shek Lai Him**<sup>3</sup> G.B.S., J.P. (aged 78), was appointed as an independent non-executive director in 2004. Mr. Shek is the chairman of the audit committee, the nomination committee and the remuneration committee of the Company. He is a former member of the Legislative Council for the Hong Kong Special Administrative Region from 2000 to 2021. He is currently a member of the Court and the Council of The University of Hong Kong, a honorary member of the Court of The Hong Kong University of Science & Technology and a Court member of City University of Hong Kong. He holds a bachelor degree of arts and a Juris Doctor degree. He is the chairman and an executive director of Goldin Financial Holdings Limited (Provisional Liquidators Appointed) (stock code: 530) which is listed on the Stock Exchange. He is the honorary chairman and an independent non-executive director of Chuang's China, an independent non-executive director of Paliburg Holdings Limited (stock code: 617), NWS Holdings Limited (stock code: 659), Country Garden Holdings Company Limited (stock code: 2007), ITC Properties Group Limited (stock code: 199), China Resources Cement Holdings Limited (stock code: 1313), Lai Fung Holdings Limited (stock code: 1125), Cosmopolitan International Holdings Limited (stock code: 120), Everbright Grand China Assets Limited (stock code: 3699), CSI Properties Limited (stock code: 497), Far East Consortium International Limited (stock code: 35), Shin Hwa World Limited (stock code: 582), Hao Tian International Construction Investment Group Limited (stock code: 1341) and Alliance International Education Leasing Holdings Limited (stock code: 1563), all are listed on the Stock Exchange. Mr. Shek is also an independent non-executive director of Eagle Asset Management (CP) Limited, the manager of Champion Real Estate Investment Trust (stock code: 2778), and Regal Portfolio Management Limited, the manager of Regal Real Estate Investment Trust (stock code: 1881), both trusts are listed on the Stock Exchange.

**Mr. Fong Shing Kwong** (aged 75), was appointed as an independent non-executive director in 2008. Mr. Fong is a member of the audit committee, the nomination committee and the remuneration committee of the Company. He has over 45 years of experience in the hospitality industry and has extensive experience in property development, asset and facility management and investment business in the PRC.

**Mr. Yau Chi Ming** (aged 69), was appointed as an independent non-executive director in 2012. Mr. Yau is a member of the audit committee of the Company. He is a practising certified public accountant in Hong Kong with over 38 years of experience. He is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and an associate member of the Hong Kong Institute of Certified Public Accountants, the Chartered Governance Institute in the United Kingdom and the Chartered Professional Accountants of British Columbia in Canada.

<sup>3</sup> also known as Abraham Razack

## Independent Non-Executive Directors (continued)

**Mr. David Chu Yu Lin** S.B.S., J.P. (aged 79), was appointed as an independent non-executive director in 2013. Mr. Chu is a member of the nomination committee and the remuneration committee of the Company. He has extensive experience in finance, banking and property investment. He holds a bachelor of science degree and a master of science degree, both from Northeastern University, and a master of business administration degree from Harvard University. Mr. Chu was conferred with an honorary doctorate degree in public service by Northeastern University. He is an independent non-executive director of Continental Aerospace Technologies Holding Limited (stock code: 232) which is listed on the Stock Exchange. Mr. Chu was elected as a deputy of the Hong Kong Special Administrative Region to the 10th National Congress of the PRC.

**Mr. Tony Tse Wai Chuen** B.B.S., J.P. (aged 68), was appointed as an independent non-executive director in 2016. Mr. Tse has over 47 years of experience in property investment and development in both public and private sectors. He is currently a member of the Legislative Council for the Hong Kong Special Administrative Region. He is a fellow member of the Hong Kong Institute of Surveyors. He is a non-official non-executive director of the Urban Renewal Authority Board, a member of the Standing Committee on Disciplined Services Salaries and Conditions of Service, the founding president of the Hong Kong Property and Facilities Management Association of the Greater Bay Area and a member of the 10th committee of China Association for Science and Technology.

## Senior Management

**Mr. Chan Hing Kwong** (aged 47), the assistant general manager of property development and sales department, has over 24 years of experience in property sales, leasing, marketing and property management. He holds a bachelor degree in science and a master degree in housing management. He joined the Group in 2008.

**Mr. Chan Ka On** (aged 55), the senior project manager, has 30 years of experience in construction and property development. He holds a bachelor of science degree in building surveying. He joined the Group in 2001.

**Mr. Khor Chii Yau** (aged 38), the senior project manager, has over 15 years of experience in architecture, project management and contract administration. He holds a bachelor degree of design (architecture) and master degree of architecture. He is a member of the Hong Kong Institute of Architects and is a Hong Kong Registered Architect. He joined the Group in 2014.

**Miss Ng Ka Yi** (aged 31), the business development manager, has over 8 years of experience in property valuation, real estate investment and land acquisition. She holds a bachelor degree of science in surveying and a master degree of science in conservation. She is a member of the Hong Kong Institute of Surveyors. She joined the Group in 2017.

## Senior Management (continued)

**Mr. Andrew Ho Kar Kin** (aged 40), the financial controller, has over 18 years of experience in finance, accounting and auditing. He holds a bachelor degree in accountancy. He is a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow of the Institute of Chartered Accountants in England & Wales. He joined the Group in 2009.

**Ms. Cici Wong Shi Wai** (aged 48), the group legal counsel, has over 24 years of experience in legal field. She holds a bachelor degree in laws, a postgraduate certificate in laws and a master of laws degree in corporate and financial law. She is a solicitor of the High Court of Hong Kong. She joined the Group in 2006.

**Ms. Lee Wai Ching** (aged 62), the company secretary, is responsible for the Group's company secretarial matters. She has over 39 years of experience in corporate services and office administration. She holds a master degree in business administration and a master degree in laws. She is a fellow of both the Chartered Governance Institute in the United Kingdom and the Hong Kong Chartered Governance Institute. She joined the Group in 1998.

**Ms. Lim Bee Geok** (aged 57), a director and the general manager of the Singapore Division, is responsible for the Group's operation in Singapore. She has over 26 years of experience in marketing and general management. She joined the Group in 1990.

**Mr. Tong Kwok Lun** (aged 44), the chief representative of the Vietnam Division, is responsible for the Group's development projects in Vietnam. He has over 19 years of experience in property investment and development. He holds a bachelor degree in real estate. He joined the Group in 2007.



# Corporate Governance Report



# Corporate Governance Report

## Introduction

The Company is committed to achieving a high standard of corporate governance that properly protects and promotes the interests of its shareholders.

The Company has adopted the code provisions set out in the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

## Report on corporate governance practices

### (A) The Board

The board of Directors (the “Board”) is responsible for overseeing the business and strategies of the Company and its subsidiaries (collectively as the “Group”) with the objective of enhancing value for its shareholders.

A new Board diversity policy (the “Board Diversity Policy”) and a nomination policy (the “Nomination Policy”) have been approved by the Board with effect from 1 January 2019.

A summary of the Board Diversity Policy is extracted below:

The Company continuously seeks to enhance the effectiveness of its Board and to maintain high standards of corporate governance and recognizes and embraces the benefits of diversity in the boardroom. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance.

The Company endeavours to ensure that its Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy for sustainable and balanced development. In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience and skills. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Board selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience and skills. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee will report annually, in the Corporate Governance Report, on the Board’s composition under diversified perspectives, and monitor the implementation of this Board Diversity Policy to ensure that recruitment and selection practices are appropriately structured so that a diverse range of candidates are considered.

## Report on corporate governance practices (continued)

### (A) The Board (continued)

The Nomination Committee will review this Board Diversity Policy, as appropriate, to ensure the effectiveness of this Board Diversity Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

A summary of the selection criteria and nomination procedures as set out in the Nomination Policy and adopted by the Nomination Committee is extracted below:

#### **Selection Criteria**

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.

- Reputation for integrity
- Accomplishment and experience in the industry which the Group operates
- Commitment in respect of available time and relevant interest
- Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, professional experience and skills

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

#### **Nomination Procedures**

The secretary of the Nomination Committee shall call a meeting of the Nomination Committee after receiving nominations of candidates from the management of the Company for consideration by the Nomination Committee by way of meeting or by way of resolution in writing of all members of the Nomination Committee.

- For filling a casual vacancy and/or as an addition to the Board, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.
- Until the issue of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.
- In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, a circular will be sent to shareholders. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the Listing Rules, applicable laws, rules and regulations, of the proposed candidates will be included in the circular to shareholders.

## Report on corporate governance practices (continued)

### (A) The Board (continued)

#### **Nomination Procedures (continued)**

- A shareholder can serve a notice to the Company Secretary within the lodgement period of its intention to propose a resolution to elect a certain person as a director, without the Board's recommendation or the Nomination Committee's nomination, other than those candidates set out in the shareholder circular in accordance with bye-law no. 89 of the Company. The particulars of the candidates so proposed will be sent to all shareholders for information by a supplementary circular, if necessary.
- A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the Company Secretary.
- The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

The Nomination Committee will monitor and review the Nomination Policy, as appropriate, to ensure that the Nomination Policy remains relevant to the Company's needs and reflects both current regulatory requirements and good corporate governance practice.

## Report on corporate governance practices (continued)

### (A) The Board (continued)

#### (i) Board composition

The Board comprises 12 Directors as at the date of this report. The Board members are as follows:

Name	Position
Mr. Albert Chuang Ka Pun* ("Mr. Albert Chuang")	Chairman and Managing Director
Mr. Richard Hung Ting Ho ("Mr. Richard Hung")	Vice Chairman
Mr. Edwin Chuang Ka Fung* ("Mr. Edwin Chuang")	Deputy Managing Director
Miss Ann Li Mee Sum ("Miss Ann Li")	Executive Director
Mrs. Candy Kotewall Chuang Ka Wai* ("Ms. Candy Chuang")	Executive Director
Mr. Geoffrey Chuang Ka Kam* ("Mr. Geoffrey Chuang")	Executive Director
Mr. Chan Chun Man	Executive Director
Mr. Abraham Shek Lai Him ("Mr. Abraham Shek")	Independent Non-Executive Director
Mr. Fong Shing Kwong ("Mr. Fong")	Independent Non-Executive Director
Mr. Yau Chi Ming ("Mr. Yau")	Independent Non-Executive Director
Mr. David Chu Yu Lin ("Mr. David Chu")	Independent Non-Executive Director
Mr. Tony Tse Wai Chuen ("Mr. Tony Tse")	Independent Non-Executive Director

\* Mr. Albert Chuang, Mr. Edwin Chuang, Ms. Candy Chuang and Mr. Geoffrey Chuang are siblings.

The composition of the Board is well balanced with each Director having sound knowledge, experience and/or expertise relevant to the business of the Group. The Board has on a regular basis reviewed the composition of the Board and the skills and experience required for both the Executive and Independent Non-Executive Directors of the Board, in the context of the business and strategies of the Company. Each of the Directors' respective biographical details are set out in the section headed "Biographical Details of Honorary Chairman, Directors and Senior Management" of this annual report.

## Report on corporate governance practices (continued)

### (A) The Board (continued)

#### (ii) Appointment, re-election and removal of Directors

There are formal, considered and transparent procedures for the appointment and removal of Directors. All Directors newly appointed to fill a casual vacancy are subject to election at the first general meeting after their appointment. Every Director is subject to retirement by rotation and re-election in annual general meeting at least once every three years.

#### (iii) Nomination Committee

A Nomination Committee was established by the Company with clear terms of reference. The Nomination Committee currently comprises three Independent Non-Executive Directors, Mr. Abraham Shek, Mr. Fong and Mr. David Chu. The committee met once during the year to review the structure, size and composition of the Board and to assess the independence of each Independent Non-Executive Director.

The attendance record of each committee member is as follows:

Name	No. of meeting attended/held
Mr. Abraham Shek*	1/1
Mr. Fong	1/1
Mr. David Chu	1/1

\* Chairman of the Nomination Committee

## Report on corporate governance practices (continued)

### (A) The Board (continued)

#### (iv) Board meetings

The Board held four regular board meetings during the year. Arrangements were in place to ensure that sufficient notice and adequate information were given to each Director prior to the regular meetings. The Chairman, together with the Vice Chairman and the Deputy Managing Director, established the agendas for the meetings. Other Directors were invited to include items in the agendas. Minutes of the meetings were kept in sufficient details to reflect the decisions made in the meetings.

The attendance record of each Director in Board meetings is as follows:

Name	Position	No. of meetings attended/held
Mr. Albert Chuang	Chairman and Managing Director	4/4
Mr. Richard Hung	Vice Chairman	4/4
Mr. Edwin Chuang	Deputy Managing Director	4/4
Miss Ann Li	Executive Director	4/4
Ms. Candy Chuang	Executive Director	3/4
Mr. Geoffrey Chuang	Executive Director	4/4
Mr. Chan Chun Man	Executive Director	4/4
Mr. Abraham Shek	Independent Non-Executive Director	4/4
Mr. Fong	Independent Non-Executive Director	2/4
Mr. Yau	Independent Non-Executive Director	4/4
Mr. David Chu	Independent Non-Executive Director	4/4
Mr. Tony Tse	Independent Non-Executive Director	4/4

## Report on corporate governance practices (continued)

### (A) The Board (continued)

**(v) Chairman and Chief Executive Officer**

Mr. Albert Chuang took up both roles as the Chairman and the Chief Executive Officer, being the Chairman and the Managing Director of the Company. The roles of the chairman and the chief executive officer are not separated pursuant to Code C.2.1 of the code provisions set out in the CG Code. However, the Board considers that this structure has the advantage of a strong and consistent leadership which is conducive to making and implementing decisions efficiently and consistently. Mr. Richard Hung is the Vice Chairman of the Company, and Mr. Edwin Chuang is the Deputy Managing Director of the Company.

**(vi) Responsibilities of Directors**

Each Director of the Company is required to keep abreast of his/her responsibilities as a Director of the Company and each Director is provided in a timely manner with appropriate information of the Group to enable him/her to make an informed decision and to discharge his/her duties and responsibilities as a Director of the Company. On appointment, new Directors will be given a comprehensive induction to the Group's business.

**(vii) Directors' dealings in securities**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Listing Rules. Having made specific enquiries of all Directors of the Company, the Company received confirmations from all Directors that they have complied with the required standard as set out in the Model Code.

**(viii) Independence of Independent Non-Executive Directors**

The Company has received, from each of the Independent Non-Executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the Independent Non-Executive Directors are independent.

**(ix) Directors' training**

According to the code provision C.1.4 of the CG Code, all Directors should participate in a programme of continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding training, placing an appropriate emphasis on the roles, functions and duties of the Directors of the Company.

## Report on corporate governance practices (continued)

### (A) The Board (continued)

#### (ix) Directors' training (continued)

During the year, the Company had arranged seminar and provided reading materials to the Directors that are relevant to their duties and responsibilities. A summary of the training record of each of the current Directors received by the Company is as follows:

Name	Reading regulatory updates relating to the director's duties and responsibilities or information relevant to the Group or its business	Reading newspapers, journals and updates relating to the economy, environment and social issues or the director's duties and responsibilities	Attending in-house seminar(s) or seminar(s) organized by external professional institution(s) or attending conference(s) relevant to the director's duties and responsibilities or reading materials of such seminar(s) or conference(s)
Mr. Albert Chuang	√	√	√
Mr. Richard Hung	√	√	√
Mr. Edwin Chuang	√	√	√
Miss Ann Li	√	√	√
Ms. Candy Chuang	√	√	√
Mr. Geoffrey Chuang	√	√	√
Mr. Chan Chun Man	√	√	√
Mr. Abraham Shek	√	√	√
Mr. Fong	√	√	√
Mr. Yau	√	√	√
Mr. David Chu	√	√	√
Mr. Tony Tse	√	√	√



## Report on corporate governance practices (continued)

### (B) Remuneration of Directors and senior management

#### (i) Remuneration policy of Executive Directors and senior management

The Group's remuneration policy seeks to provide a fair market remuneration so as to attract, retain and motivate high quality staff. The Group will set levels of remuneration to ensure comparability and competitiveness with companies competing within a similar talent pool.

#### (ii) Fees paid to Independent Non-Executive Directors

Each Independent Non-Executive Director of the Company entitles to an annual fee of HK\$200,000 from the Company. In determining such fee, the Board has taken into account the current market conditions. The Board is authorized to fix the remuneration of the Directors by the shareholders in annual general meetings.

#### (iii) Remuneration Committee

A Remuneration Committee was established by the Company with clear terms of reference and is responsible for making recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the Company's establishment of a formal and transparent procedure for developing remuneration policy.

The Remuneration Committee comprises three Independent Non-Executive Directors, Mr. Abraham Shek, Mr. Fong and Mr. David Chu. The committee met once during the year to review the remuneration policy of the Group and the management's remuneration proposals with reference to the Board's corporate goals and objectives. The committee performs an advisory role to the Board with the Board retaining the final authority to approve the remuneration packages of Directors and senior management and the model (c)(ii) as stipulated in code provision E.1.2 of the CG Code was adopted. With effect from 1 January 2023, the committee performs the reviewing and/or approving matters, if any, relating to share option scheme as stipulated in code provision E.1.2 (i) of the CG Code.

The attendance record of each committee member is as follows:

Name	No. of meeting attended/held
Mr. Abraham Shek*	1/1
Mr. Fong	1/1
Mr. David Chu	1/1

\* *Chairman of the Remuneration Committee*

## Report on corporate governance practices (continued)

### (C) Accountability and audit

#### (i) Financial reporting

The Board acknowledges that it is its responsibility to prepare the consolidated financial statements and to present a balanced, clear and comprehensive assessment of the performance, position and prospects of the Group in the interim and annual reports of the Group.

The reporting responsibility of the Company's auditor on the consolidated financial statements of the Group is set out in the "Independent Auditor's Report" on pages 110 to 117 of this annual report.

#### (ii) Risk management and internal control

##### (a) Responsibilities of the Board and management

The Board acknowledges that it is responsible for maintaining an appropriate and effective risk management and internal control systems in the Group and reviewing the systems effectiveness to safeguard the Group's assets and shareholders' interests. These risk management and internal control systems can only reasonably, but do not absolutely ensure the non-occurrence of material misstatement, significant loss, error or fraud and they are designed to manage, rather than eliminate the risk of failure in the Group's operational systems to achieve its business objectives.

Management of the Company is responsible for designing, implementing and monitoring the risk management and internal control systems; and providing confirmation to the Audit Committee on the systems effectiveness through the completion of controls self-assessment on key business processes in the Group.

##### (b) Risk Management

To provide sound and effective risk management, the Board has established an enterprise risk management framework which includes the following key features:

##### o Risk Governance Structure

The Group's risk governance structure comprises of day-to-day operational management and control, risk and compliance oversight, and independent assurance. The Group has developed a risk management policy which outlines the principles and procedures for the Group to manage its risks and also clearly defines roles and responsibilities of each of the multiple layers of the structure, including the Board, the Audit Committee, department heads, staff at operational levels and the internal audit, in order to achieve the Group's strategic and operational goals and objectives.

## Report on corporate governance practices (continued)

### (C) Accountability and audit (continued)

#### (ii) Risk management and internal control (continued)

##### (b) Risk Management (continued)

###### o Risk Management Process

A robust risk management process is developed to identify, evaluate and manage significant risks. The risk management process includes the following elements:

- Risk identification – Identify the risks faced by the Group.
- Risk assessment and prioritization – Analyze the identified risks based on two dimensions: potential impact and likelihood of occurrence; prioritize key risks and confirm top risks.
- Risk treatment – Select an appropriate risk treatment and develop the relevant risk management strategies for identified key risks.
- Control activities – Controls must be designed, evaluated and implemented on the identified risks.
- Risk monitoring – Perform ongoing and periodic monitoring of risks to ensure the risk management strategies are operating effectively.
- Risk reporting – Consolidate the results from the risk assessment; establish detailed action plan; and report to management and the Audit Committee in a timely manner.

The Group maintains a risk register, which includes information of key enterprise-level risks, their potential consequences, likelihood, impact and overall risk rating. Risk owners will execute risk mitigation actions and respond to their assigned risks in the risk register based on the Board's risk tolerance. On an annual basis, the risks in the risk register are re-evaluated, with consideration of potential new or emerging risks. Also, depending on changes in circumstances and the external environment, risk tolerances and risk responses are adjusted accordingly.

## Report on corporate governance practices (continued)

### (C) Accountability and audit (continued)

#### (ii) Risk management and internal control (continued)

##### (c) Internal Control

The Group has implemented an internal control system in accordance with an integrated internal control framework established by the COSO (Committee of Sponsoring Organizations of the Treadway Commission), which comprises five main features and principal components of internal control: the control environment, risk assessment, control activities, information and communication, and monitoring activities.

The Group has an Internal Audit Department which used a risk-based approach to derive an internal audit plan and it is approved by the Audit Committee on an annual basis to assess the adequacy, effectiveness, efficiency and reliability of internal control procedures over financial, operational and compliance activities of the Group. The results of the independent reviews together with the recommended remedial actions, in the form of internal audit reports, are submitted to the Audit Committee and management on a regular basis. Follow-up reviews are performed to ensure that all identified issues have been resolved satisfactorily.

The Head of the Internal Audit Department reports directly to the Audit Committee. During the year, the Internal Audit Department conducted reviews and reported the status of implementation of follow-up actions on control deficiencies. Relevant recommendations reported by the Internal Audit Department will be implemented by management to enhance the Group's internal control policies, procedures and practices, and to resolve material internal control deficiencies in a timely manner.

The Group has also developed an Inside Information Disclosure Policy and internal controls for the handling and dissemination of inside information to ensure consistent and timely disclosure, and fulfilment of the Group's disclosure obligations. The Group has also established and implemented procedures to guide its staff on how to report, escalate and handle inside information, and strictly prohibit them from any unauthorized use of inside information.

Pursuant to the new requirements under the CG Code effective on 1 January 2022, the Board also established a whistleblowing policy and system for employees and those who deal with the Company and a code of conduct that promotes and supports anti-corruption laws and regulations.

## Report on corporate governance practices (continued)

### (C) Accountability and audit (continued)

#### (ii) Risk management and internal control (continued)

##### (d) Review of Systems Effectiveness

Through the Audit Committee, the Board had conducted an annual review of the effectiveness and adequacy of the risk management and internal control systems by reviewing the work performed by the Internal Audit Department and the controls self-assessment on key business processes performed by management for the year ended 31 March 2023. The review covered all material controls, including financial, operational and compliance controls, and risk management functions. The scope and quality of ongoing monitoring of risks and the internal control systems have been assessed. The changes in the nature and extent of significant risks faced by the Group and response plans have been evaluated. The Board considered that the risk management and internal control systems are functioning effectively and adequately.

During the review, the Board also assessed and was satisfied with the adequacy of the resources, staff qualification and experience, training programmes and budget of the Group's accounting, financial reporting and internal audit functions. Qualified personnel throughout the Group maintains and monitors these internal control procedures on an ongoing basis.

The Board is satisfied that the Group has fully complied with the code provisions D.2 on risk management and internal control set out in the CG code as set forth in the Appendix 14 of the Listing Rules for the year ended 31 March 2023.

#### (iii) Audit Committee

An Audit Committee was established by the Company with clear terms of reference to review and supervise the financial reporting process, and the risk management and internal control of the Group. The Audit Committee comprises three Independent Non-Executive Directors, Mr. Abraham Shek, Mr. Fong and Mr. Yau. The committee held four meetings during the year to discuss the relationship with the external auditor, to review the consolidated interim financial information for the six months ended 30 September 2022 and the consolidated annual financial statements for the year ended 31 March 2023 of the Group, and to evaluate the risk management and internal control systems of the Group.

The attendance record of each committee member is as follows:

Name	No. of meetings attended/held
Mr. Abraham Shek*	4/4
Mr. Fong	4/4
Mr. Yau	4/4

\* Chairman of the Audit Committee

## Report on corporate governance practices (continued)

### (C) Accountability and audit (continued)

#### (iv) Auditor's remuneration

During the year, the remuneration paid or payable to the principal auditor, PricewaterhouseCoopers, is set out as follows:

Services rendered	HK\$'000
Audit and audit related services	4,360
Non-audit services	1,140
	5,500

### (D) Delegation by the Board

#### (i) Board Committees

The Company has established four committees, namely Audit Committee, Nomination Committee, Remuneration Committee and Corporate Governance Committee (the "CG Committee"). These committees were formed with specific clear written terms of reference which deal clearly with the committees' authorities and duties.

#### (ii) Management function

The Board has determined which matters are to be retained by the full Board sanction and which matters are to be delegated to the executive management. The executive management has been given clear terms of reference, in particular, circumstances where the executive management should report to and obtain prior approval from the Board. All delegations to executive management are reviewed periodically to ensure that they remain appropriate.

## Report on corporate governance practices (continued)

### (E) Corporate Governance

The Board delegated the corporate governance functions to the CG Committee which was established with clear terms of reference and is responsible for developing and reviewing the Company's policies and practices on corporate governance. The CG Committee is also delegated the responsibility to review any potential inside information of the Group and to make recommendations to the Board for any disclosure requirement or actions required.

The CG Committee comprised four Executive Directors, Mr. Albert Chuang, Mr. Edwin Chuang, Ms. Candy Chuang and Mr. Chan Chun Man. The committee met twice during the year to review the corporate governance matters of the Company to ensure that the Company has complied with the principles and applicable code provisions of the CG Code.

The attendance record of each committee member is as follows:

<b>Name</b>	<b>No. of meetings attended/held</b>
Mr. Albert Chuang*	2/2
Mr. Edwin Chuang	2/2
Ms. Candy Chuang	2/2
Mr. Chan Chun Man	2/2

\* *Chairman of the CG Committee*

## Report on corporate governance practices (continued)

### (F) Communication with shareholders

The Company has established a shareholders communication policy with the objectives of enabling its shareholders to exercise their rights in an informed manner and to allow the shareholders and the investment communities to engage actively with the Company. The Board has the responsibility to review the policy regularly to ensure its effectiveness. A summary of the policy is set out below:

#### (i) General meetings

The Board regards annual general meeting as the principal opportunity to meet the shareholders of the Company. All Directors attended the 2022 annual general meeting of the Company (the "2022 AGM") either in person or through the telecommunication facilities to answer questions raised by the shareholders.

The attendance record of each of the Directors in 2022 AGM are as follows:

Name	Position	Attendance
		2022 AGM on 2 September 2022
Mr. Albert Chuang	Chairman and Managing Director	Yes
Mr. Richard Hung	Vice Chairman	Yes
Mr. Edwin Chuang	Deputy Managing Director	Yes
Miss Ann Li	Executive Director	Yes
Ms. Candy Chuang	Executive Director	Yes
Mr. Geoffrey Chuang	Executive Director	Yes
Mr. Chan Chun Man	Executive Director	Yes
Mr. Abraham Shek	Independent Non-Executive Director	Yes
Mr. Fong	Independent Non-Executive Director	Yes
Mr. Yau	Independent Non-Executive Director	Yes
Mr. David Chu	Independent Non-Executive Director	Yes
Mr. Tony Tse	Independent Non-Executive Director	Yes

#### (ii) Significant issues

The Company has ensured that any significant issue to be dealt with in general meetings had been proposed as a separate resolution.

#### (iii) Voting by poll

Pursuant to Rule 13.39(4) of the Listing Rules, votes of shareholders in all general meetings of the Company have been taken by poll and results of the poll have been announced in accordance with the procedures prescribed under Rule 13.39(5) of the Listing Rules.



## Report on corporate governance practices (continued)

### (F) Communication with shareholders (continued)

**(iv) Corporate documents available in the websites of the Company and the Stock Exchange**

The Company has placed on the websites of the Company and the Stock Exchange the announcements, circulars, annual/interim reports, notices of general meetings and other information of the Company as required by the Listing Rules.

**(v) Shareholders' enquiries**

Shareholders of the Company may direct their questions about their shareholdings to the Company's share registrar and all other questions to the Board.

### (G) Shareholders' rights

**(i) Convening a special general meeting**

Pursuant to bye-law no. 58 of the Company, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting ("SGM") to be called by the Board for the transaction of any business specified in such requisition and add resolutions to a meeting agenda; and such meeting to be convened pursuant to the requisition by the shareholders shall be held in the form of a physical meeting only and within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a physical meeting, but any meeting so convened shall not be held after the expiration of three months from the said date. The written requisition must state the purposes of the general meeting and is signed by the shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those shareholders.

If the requisition is in order, the secretary of the Company will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the shareholders. On the contrary, if the requisition is invalid, the shareholders concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.

## Report on corporate governance practices (continued)

### (G) Shareholders' rights (continued)

#### (ii) Enquiries to the Board

Shareholders of the Company will have the opportunity to ask questions to the Board in general meetings. Shareholders of the Company may also make enquiries to the Board at their discretion. Such enquiries shall be made in writing directed to "The Board of Directors, Chuang's Consortium International Limited" by one of the following means:

- By mail to : 25th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong
- By email to : consortium-board@chuangs.com.hk
- By facsimile to : (852) 2810 6213

The Board will respond promptly to proper enquiries raised by the shareholders.

#### (iii) Putting forward proposals at shareholders' meetings

(a) Shareholders may put forward proposals relating to the election of Directors in general meetings as follows:

- Pursuant to bye-law no. 89 of the Company, a shareholder (not being the person to be proposed) duly qualified to attend and vote at the meeting of the Company may propose a person for election as a Director at any general meeting of the Company by giving the secretary of the Company a notice in writing:
  - of his/their intention to propose such person for election; and
  - signed by the person to be proposed of his willingness to be elected.
- Any notice given for such proposal must include such person's information as may from time to time be required to be disclosed under Rule 13.51(2) of the Listing Rules in the event that such person is elected as a Director or any other applicable laws, rules and regulations which the Company may be subject to. Currently, the following information are required:
  - Full name and age;
  - Positions held with the Company and other members of the Group (if any);
  - Experience including (i) other directorships held in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;

## Report on corporate governance practices (continued)

### (G) Shareholders' rights (continued)

#### (iii) Putting forward proposals at shareholders' meetings (continued)

- (a) (continued)
- (continued)
    - Length or proposed length of service with the Company;
    - Relationships with any Directors, senior management or substantial or controlling shareholders of the Company;
    - His interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong;
    - Amount of the Director's, supervisor's or chief executive's emoluments and the basis of determining the Director's, supervisor's or chief executive's emoluments and how much of these emoluments are covered by a service contract; and
    - A declaration by the nominated person stating that he is not and has not been subject to any of the events provided for under Rule 13.51(2)(h) to (w) of the Listing Rules, or if any one or more of these provisions are applicable to him, full details thereof.
  - Any notice given for this purpose shall be directed to "The secretary, Chuang's Consortium International Limited" by one of the following means:
    - By mail to : 25th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong
    - By email to : chuangs@chuangs.com.hk
    - By facsimile to : (852) 2810 6213
  - Any such shareholder(s) shall be one(s) that is/are entitled to attend and vote at the meeting for which such notice is given.

## Report on corporate governance practices (continued)

### (G) Shareholders' rights (continued)

#### (iii) Putting forward proposals at shareholders' meetings (continued)

##### (a) (continued)

- The minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgement of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. If the notice is received less than fifteen (15) business days prior to that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the shareholders at least fourteen (14) clear days prior to the general meeting.

- (b) Except for proposals relating to the election of Directors which should follow the procedures mentioned in (a) above, shareholders may put forward proposals at general meetings by following the requirements and procedures as set out in sections 79 and 80 of the Companies Act 1981 of Bermuda (the "Act"). Specifically, such shareholders should:

- Collectively hold not less than one-twentieth of the total voting rights of all shareholders of the Company having at the date of the requisition the right to vote at the meeting to which the requisition relates, or constitute not less than 100 shareholders.
- Submit a written request stating the resolution intended to be moved at the annual general meeting ("AGM"), or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or business to be dealt with at that general meeting.
- The written request/statement must be signed by such shareholders, or two more copies which between them contain the signatures of all such shareholders, and deposited at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda and its principal office in Hong Kong at 25th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong, for the attention of the secretary of the Company:
  - In the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and

## Report on corporate governance practices (continued)

### (G) Shareholders' rights (continued)

#### (iii) Putting forward proposals at shareholders' meetings (continued)

##### (b) (continued)

##### o (continued)

- In the case of any other requisition, not less than one week before the meeting, provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an AGM is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the time required by section 80 of the Act shall be deemed to have been properly deposited for the purposes thereof.

- o If the written request is in order, the secretary will ask the Board (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the shareholder(s) concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the shareholder(s) concerned in accordance with the statutory requirements to all the registered shareholders. On the contrary, if the requisition is invalid or the shareholder(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the shareholder(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM; or the statement will not be circulated for the general meeting.

- o Any questions relating to putting forward proposals at shareholders' meetings should be directed in writing to "The Board of Directors, Chuang's Consortium International Limited" by one of the following means:

- By mail to : 25th Floor, Alexandra House, 18 Chater Road,  
Central, Hong Kong
- By email to : consortium-board@chuangs.com.hk
- By facsimile to : (852) 2810 6213

## Report on corporate governance practices (continued)

### (H) Amendments to constitutional documents of the Company

At the 2022 AGM, special resolutions were passed by the shareholders to amend the Bye-laws of the Company and to adopt a new set of Bye-laws of the Company.

Details of amendments were set out in the circular which was sent together with the 2022 annual report to the shareholders.

## Conclusion

Except as mentioned above, the Company has complied with the code provisions of the CG Code for the year ended 31 March 2023.

On behalf of the Board of  
**Chuang's Consortium International Limited**

**Edwin Chuang Ka Fung**  
*Deputy Managing Director*

Hong Kong, 29 June 2023

# Environmental, Social and Governance Report



# Environmental, Social and Governance Report

## About This Report

This Environmental, Social and Governance (“ESG”) report covers the Company and its subsidiaries (collectively as the “Group”) which are principally engaged in property development, investment and trading, hotel operation and management, development and operation of cemetery, manufacturing, sales and trading of goods and merchandises, securities investment and trading and money lending business.

The Group is committed to the long-term sustainability of its businesses, which is one of the key focuses of the Group’s development and growth strategy, and is committed to developing initiatives that will merit value and positive impact for the betterment of its stakeholders and the communities within which it operates and serves. This report places emphasis on the ESG achievements and challenges as well as initiatives undertaken for the financial year ended 31 March 2023 in respect of the Group’s key business operations, namely property development and investment businesses in Hong Kong, the People’s Republic of China (the “PRC”) and Malaysia covering key properties with principal businesses and operations, as well as the cemetery business of the Group in the PRC. In comparison to the previous reporting period, we have added the Tuen Mun Commercial Podium to the reporting scope, while we have removed the operations in Beijing, the PRC from the reporting boundary as the office was closed down during the reporting year.

The ESG report is prepared in accordance with the ESG Reporting Guide under Appendix 27 of the Main Board Listing Rules (the “Listing Rules”) issued by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The preparation of this ESG report adopts the following four reporting principles stated in the ESG Reporting Guide:

<b>Materiality</b>	Senior management conducted materiality review of ESG topics to identify ESG issues material to our business operations and stakeholders.
<b>Quantitative</b>	Quantitative metrics are collected and regularly monitored to review the progress and evaluate the effectiveness of our ESG initiatives.
<b>Balance</b>	ESG accomplishments are highlighted while areas for improvement are also drawn attention to, providing an unbiased picture of our ESG performance.
<b>Consistency</b>	Consistent methodologies are adopted to provide meaningful comparison of our ESG performance overtime. Any changes in data compilation and scope are disclosed.



## Approach to Sustainability

Beyond delivering quality products and service excellence, we strive to create long-term value for our key stakeholders by keeping close communication with them and operating in a sustainable and responsible manner. While sustainability is believed to be one of the keys for the Group's development and growth strategy, we are committed to developing initiatives that will merit value and positive impact through our operations to our stakeholders. Through the implementation of ESG management systems and initiatives, we incorporate sustainability considerations in the way we grow and develop.

The Group recognizes the importance of establishing a robust governance structure to facilitate an effective management across our business operations, further ensuring compliance with applicable laws and regulations. To this end, the Group adopts a top-down approach to involve all levels of personnel in the Group in driving our sustainability visions into action. The board of Directors (the "Board") is responsible for overseeing the business and strategies of the Group, in which ESG-related risks are also assessed. The Board also reviews the material ESG topics annually to ensure important issues are dealt with according to their priorities. Moreover, the Group's ESG targets are reviewed and approved by the Board. Day-to-day operations are managed by corresponding operation sites and departments according to the policies and management approaches set out by the Group. Senior management reviews and monitors the on-going ESG performance of the Group, reviews the progress made against the Group's ESG targets set during the reporting year and reports to the Board to ensure effective ESG risk management and internal control system are in place.

## Approach to Sustainability (continued)

### Stakeholder Engagement

As we strive to create long-term value for our stakeholders, on-going communications with stakeholders is essential to understand their expectations and feedback, while identifying opportunities for continuous improvement. To maintain effective communication with our stakeholders and incorporate their feedback into our decision-making process, we conduct regular engagement exercises with different stakeholder groups through appropriate communication channels.

Stakeholder Group	Engagement Approaches
Employees	<ul style="list-style-type: none"> <li>• Email</li> <li>• Internal memo</li> <li>• Meeting</li> <li>• Survey</li> </ul>
Shareholders and investors	<ul style="list-style-type: none"> <li>• Regular announcements</li> <li>• Annual general meeting</li> </ul>
Customers	<ul style="list-style-type: none"> <li>• Service hotlines</li> <li>• Email</li> <li>• Meeting</li> </ul>
Suppliers/Contractors	<ul style="list-style-type: none"> <li>• Email</li> <li>• Communication at site</li> <li>• Meeting</li> <li>• Survey</li> </ul>
Industry associations	<ul style="list-style-type: none"> <li>• Email</li> <li>• Meeting</li> </ul>
Media	<ul style="list-style-type: none"> <li>• Press release</li> <li>• Annual general meeting</li> <li>• Email</li> </ul>

## Approach to Sustainability (continued)

### Material Topics on Environmental, Social and Governance

To effectively manage ESG issues and determine appropriate management approach, we analyzed ESG topics that matter most to our stakeholders and our business operations through our on-going stakeholder engagement process. A materiality assessment was conducted in prior year in the form of a survey to identify material ESG issues, where both internal and external stakeholders were invited to participate. The material ESG issues were then reviewed and approved by senior management and the Board during the reporting year to ensure the relevancy and materiality to the Group. The list of material topics has been updated according to the assessment result and is summarized as follows. Moreover, the Group has been taking steps to enhance the process of collecting resource consumption data so that a more comprehensive picture of the Group’s ESG performance can be provided.

Material ESG Topics	Our Responses
<b>Environmental</b>	
Climate change, energy consumption and carbon emissions	Buildings account for a significant amount of cities’ electricity consumption. Through optimizing resource efficiency, acting on climate change and leveraging on innovative solutions, the Group seeks to contribute to building sustainable cities and communities.
Green buildings and green finance	The Group supports green building development and green loan financing as part of our strategy. Pledging to enhance our green building and green loan commitment, the Group has achieved or targets to achieve green building certification on our projects and to obtain green loan and make green deposit. For further details, please refer to the sections headed “Green Building Initiatives” and “Green Finance” below.
<b>Social</b>	
Employee welfare and benefits	Adopting fair and lawful labour practices are key to attracting and retaining top talents and safeguarding the rights and interests of our employees.
Occupational health and safety	Occupational health and safety of workers are of significant importance to the Group’s operations, in particular to property development projects.
Corporate governance	Our robust corporate governance strategies and policies are the foundations of our sustainable development in safeguarding against the risk of corruption in our property development and investment businesses. We consider compliance with anti-corruption laws to manage such risks to be an important part of our operation.

## Environmental

The Group is mindful of minimizing our impact on the environment and use of natural resources. We have established environmental protection policies that include both emissions reduction and energy saving policies in order to achieve such an objective. The Group also has a procedure in place to ensure we have an up-to-date understanding of the environmental protection regulations set out by respective environmental protection bureaus of countries in which we operate.

The Group strictly adheres to all relevant environmental laws and regulations in Hong Kong, the PRC and Malaysia, including Waste Disposal Ordinance (Cap. 354), Air Pollution Control Ordinance (Cap. 311), Water Pollution Control Ordinance (Cap. 358), Noise Control Ordinance (Cap. 400) of the Laws of Hong Kong, the Environmental Protection Law of the PRC and Solid Waste and Public Cleansing Management Act 2007 (Act 672) of Malaysia, which cover regulations on controlling pollution to air, water and land during property development and construction stages. During the reporting year, the Group was not aware of any material non-compliance with the environmental laws and regulations.

## Green Strategies

### Green Building Initiatives

To achieve decarbonization, the Group has implemented green building initiatives through constructing certified green buildings and optimizing energy performance of existing buildings. One of our development properties, ONE SOHO in Hong Kong, has obtained “Provisional Gold” rating under BEAM Plus and “WELL Precertification” under the WELL Building Standard respectively for project development. In addition, the Group targets to achieve BEAM Plus Silver Rating and LEED Silver Rating for our projects at Nos. 16–20 Gage Street and 28 Po Shan Road in Hong Kong, respectively which are currently under construction.

### Green Finance

The Group is committed to integrating sustainability considerations into our financing mechanisms. During the reporting year, we participated in the Corporate Green Deposits Scheme launched by the Bank of Communications (Hong Kong) Limited. The deposits will be used to finance environmental projects, including renewable energy, green buildings as well as water and waste management. We have also secured a three-year green loan in prior year with Hang Seng Bank Limited for our joint venture residential development project at 28 Po Shan Road in Hong Kong. The proceeds were used to fund various environmental initiatives during construction planning, execution and building maintenance stages of the project. The Group targets to engage more green finance for projects and properties in the future so as to enhance the green and sustainability initiatives.

## Environmental (continued)

### Emissions

#### **Air and Greenhouse Gas ("GHG") Emissions**

The Group is committed to promoting a green environment and being environmentally responsible. The Group has strict policies and procedures in place to achieve this. This includes:

- Developing and promoting the culture of an environmentally responsible company;
- Ensuring that environmental protection objectives and targets are achieved by providing adequate and appropriate resources; and
- Educating, training and encouraging employees to participate in environmental protection initiatives to cultivate a spirit of corporate social responsibility.

During project planning, design and construction stages of the Group's property development projects, the Group makes reference to industry best practices in constructing green buildings wherever possible. The Group applies different sustainability considerations, such as taking into account energy consumption and GHG emissions, to different projects according to their locations and customers' requirements. For example, the following measures have been included in our projects:

- Seasonal wind direction is considered and applied in residential architecture design to improve natural ventilation;
- Tinted and/or insulating glass curtain walls are double glazed and made with low emissive glass to increase visibility and control natural lighting which could save energy and/or reduce solar heat radiation;
- The oxide film of the surface area is used to minimize the reflectivity of the glass; and
- Natural, energy efficient and automatic control light systems are installed in its buildings to reduce the energy needed for lighting and to reduce overall running cost.

## Environmental (continued)

### Emissions (continued)

#### Air and GHG Emissions (continued)

Moreover, during the planning and design stages, the Group would ensure that our buildings can be seamlessly integrated into the neighbourhood and environment. The Group embeds our commitment to being environmentally responsible into its day-to-day business activities. For example, as part of the procurement process, the Group prioritizes the selection of greener or environmentally-friendly materials and products in order to minimize carbon footprint. Some of the factors considered include:

- Use of materials and products with high reusability and proportion of recycled content;
- Business conduct which fosters the sustainable use of the earth's resources by minimizing waste and mitigating any adverse environmental impacts; and
- Use of "greener" alternatives and adoption of, or investment in, energy efficient practices and technologies.

The Group also encourages employees to participate in environmental protection initiatives. For example, the Group tries to reduce energy use and GHG emissions by adopting energy efficient technologies and by switching off office lights, computers and copying machines whenever they are not required after work. Building external lights, stair lights, floor corridor lights, certain lifts are also switched off and car parks are closed during off-peak hours. In order to enhance our environmental performance, we target to replace existing lighting with energy-efficient lighting for our commercial and office buildings in order to reduce electricity consumption and GHG emission. We also target to upgrade the heating, ventilation and air conditioning (HVAC) systems and appliances progressively at Chuang's London Plaza in Hong Kong with higher energy-efficient models. In addition, we target to increase the number of properties with green building certifications for our development properties in Hong Kong. We will continuously keep track of our target progress. On the other hand, we will consider and explore quantitative targets setting in the future.

#### Waste Management

For hazardous waste, we understand the importance of minimizing waste and mitigating any adverse environmental impacts; and recognize the benefits of doing so. Hence, we consider environmental responsibility throughout the procurement process. While paper and other office materials are our major non-hazardous waste sources, we implemented waste-reduction measures ranging from using double-sided printing, issuing memos in electronic form across offices; collecting and recycling used ink cartridges.

## Environmental (continued)

### Use of Resources

The Group strives to drive sustainable business growth through effective and efficient utilization of the resources, including energy, water and other raw materials. This objective is made aware of across our management and staffs, and a number of “green office practices” have been implemented.

Eco-friendly measures are being introduced to a substantial portfolio of properties that the Group managed. Such measures include but not limited to the reduction in the use of paper. Examples on how we reduce the use of paper include closely monitoring total amount of paper printed by every employee, enforcing the use of recycled paper and use of electronic memo across offices. In addition, Wisma Chuang has installed a smart gadget on the wash basins of all restrooms in the property and adopted ticketless parking solution to reduce excessive use of water and paper respectively.

To further reduce the negative environmental impacts associated with our businesses, our cemetery operation is taking steps to reduce waste generation. We actively encourage visitors to minimize waste disposal such as those respective offerings while honouring and commemorating the ancestors.

## Environmental (continued)

### Climate Change

Climate change is being recognized globally as an emerging risk potentially impacting all businesses and communities. As a responsible corporate organization, we are conscious of the environmental impact of our operations and seek to identify and mitigate the significant climate-related issues relevant to our business. In prior year, the Group engaged a third-party consultant to identify the material climate-related risks, including physical and transition risks, for our major properties in Hong Kong, the PRC and Malaysia.

#### Physical Risks

Among the relevant acute and chronic climate hazards, extreme wind events, such as typhoon, have been identified as the most material physical risk to our operations considering both likelihood and impact, especially to our properties in Hong Kong and Xiamen, the PRC. Extreme wind events could potentially impact the safety of our employees and tenants while they commute to work and cause damages to our properties, resulting in operation disruption and financial loss. To minimize such risk, the Group has put in place countermeasures, including flexible working arrangements and precautions in the event of severe or extreme weather conditions, as well as taking out insurance policies against property loss and damage.

#### Transition Risks

In line with the targets committed by the governments of Hong Kong and Malaysia to achieve carbon neutrality by 2050, and in 2060 for the PRC, the Group anticipates regulatory, technological and market changes resulting from the transition to a low carbon economy. The vision of carbon neutrality may lead to amendments to national policies and the Listing Rules and the introduction of environmental-related taxes, potentially incurring additional compliance costs. To address the policy and legal risks, the Group continuously monitors any changes in laws or regulations and global trends in climate change to avoid increased costs, fines for non-compliance, or reputational risks. In addition, the Group has implemented comprehensive environmental measures, including measures aimed at reducing GHG emissions, to achieve relevant targets set.



## Social

### Employment and Labour Practices

The Group is an equal opportunity employer, offering equal employment and advancement opportunities to all candidates and employees as well as implementing fair and consistent human resource policies and programmes in relation to recruitment, compensation and dismissal, promotion, working hours, resting periods, equal opportunity, diversity and anti-discrimination. We adhere to all applicable labour laws and regulations including the Employment Ordinance (Cap. 57) and anti-discrimination legislation of the Laws of Hong Kong, the Labour Law and the Labour Contract Law of the PRC, and the relevant employment laws in Malaysia<sup>1</sup>. The Group dismisses employees and compensates them in accordance with the relevant laws and regulations including the Employees' Compensation Ordinance (Cap. 282) and Minimum Wage Ordinance (Cap. 608) of the Laws of Hong Kong, the Labour Law and the Labour Contract Law of the PRC, and the Minimum Wages Order of Malaysia.

As of 31 March 2023, the Group had 239 employees in total under the reporting boundary, including 138 employees in Hong Kong, 77 in the PRC, and 24 in other regions. The Group believes that its human resource is the most valuable asset because it recognizes that it is the people that delivers business growth and success. The Group is committed to retaining and empowering talent through various measures. The Group believes that continued workforce satisfaction is critical in order to achieve sustained outstanding business outcomes. As a measure of this, the Group is passionately committed to providing a safe and healthy working environment for all employees and site staff.

As part of its core strategy to create an open and harmonious workplace, the Group seeks to provide its employees with the most competitive compensation and benefits. These include:

- Entitlement to paid leaves beyond those required by the law including marriage leave, birthday leave and compassionate leave;
- Financial allowance for external training, as well as entitlement to training leave for eligible employees to pursue their learning and development;
- To allow better work-life balance, employees can apply to leave the workplace early to handle their family affairs; and
- Early retirement schemes for eligible employees.

<sup>1</sup> The major employment regulations in Malaysia include Employment Act 1955, Minimum Wages Order, Children and Young Persons (Employment) Act 1966, Employment Regulations 2010, Industrial Relations Act 1967, Employees Provident Fund Act 1991, Employees' Social Security Act 1969 and Employment Insurance System 2017.

## Social (continued)

### Employment and Labour Practices (continued)

To maintain a strong and diverse workforce, the Group nurtures its employees through its retention policy:

- **Excellent culture:** The Group advocates an open and trusting working relationship amongst its employees.
- **Competitive package:** The Group offers full-time employees compensation such as discretionary bonus, double pay, contributory provident fund, share options and medical insurance to employees and their family members.
- **Emotional care:** The Group understands the importance of family values and culture and encourages celebration of international and national holidays and events such as Chinese New Year, Dragon Boat Festival, Mid-Autumn Festival and Christmas, and complement these festivities with gift packages to the staff, lunch gatherings and early leave.
- **Employee referral programme:** The Group uses various recruitment channels to attract and retain talents. It launched an employee referral programme to encourage its employees to refer talents to the Group to maintain its culture and would provide employee referral rewards for the successful cases.

Furthermore, the Group emphasizes in building employee engagement, striving to enrich both their work and personal lives. Various kinds of activities ranging from movie nights, yoga classes to bread-spread-making classes were regularly organized for employees for enjoyment and relaxation and promoting teambuilding and bonding.

## Social (continued)

### Health and Safety

The Group is committed to providing a safe and secure workplace for employees, contractors and site staff across its entire operations. With its core businesses in property development, safety at construction sites is of utmost importance. We adhere to all applicable laws and regulations including the Occupational Safety and Health Ordinance (Cap. 509) of the Laws of Hong Kong, the Labour Law of the PRC, Production Safety Law of the PRC, Law of the PRC on the Prevention and Control of Occupational Diseases and Occupational Safety and Health Act 1994 of Malaysia. Over the past three reporting years, zero cases of work-related fatalities have been reported.

To achieve this, the Group has adopted a number of health and safety initiatives and requirements, including:

- Fulfilment of all relevant and applicable legal obligations;
- Systematic framework for identifying and reviewing safety responsibilities;
- Management of the health and safety risks arising from work activities;
- Communication of relevant policies and procedures to employees and other stakeholders as appropriate;
- Adequate and sufficient personal protective equipment and tools required for the job;
- Adequate training and motivation of team members to observe health and safety preventive measures at workplace;
- Communication of applicable health and safety requirements to employees and contractors;
- Regular fire drills and emergency evacuation simulations in place to prepare employees for handling real emergencies;
- Corporate flu vaccination programme offered on a free of charge basis to employees to promote a safe and healthy workplace; and
- Continuous improvement of corporate policies, procedures, programmes and work performance.

Since the outbreak of Covid-19 pandemic, we have implemented a range of preventive measures to provide a safe and hygienic working environment. Towards the end of the reporting year, we have gradually lifted most of the measures under the prevailing recovery environment. Nevertheless, we will remain vigilant by closely monitoring the situation and taking swift actions.

## Social (continued)

### Development and Training

The Group believes that the development of employees and enhancement of their skills and knowledge will contribute significantly to the growth and success of the business. As such, the Group is committed to developing and implementing a number of comprehensive training programmes for its people. These programmes seek to advance the employees' professional development based on identified areas of growth, while ensuring that the credibility of the Group's workforce meets current business needs. The Group's commitment to this is demonstrated through the following programmes:

- On boarding programme – this programme seeks to enable employees, especially new hires to learn and understand about the mission, vision, values and service culture of the Group;
- Compliance programme – this programme is designed for all staff, such as anti-corruption training in order to avoid bribery, extortion and fraud activities;
- Operations and job skills programme – the aim of this programme is to develop employees to obtain the essential skills and competencies required for their jobs. In addition to participation in on-the-job training programmes, employees are also encouraged to attend external seminars and workshops to keep themselves on the cutting edge of the industry development; and
- Manager and leadership programme – this includes the accelerated development programme and leader programme, which assists employees in creating personal management plans to progress their careers and achieve higher levels of responsibility. For the directors of the Group, they are offered in various programmes for continuous development to constantly enhance their skills and knowledge in leading the Group. With an emphasis on developing the directors' understanding of their roles, functions and duties, their contribution to the Group can be assured to be informed and relevant.

Through these programmes, the Group ensures that all employees receive full support in their development and progress in the Group. These initiatives differentiate the Group to attract, retain, and prepare the workforce for greater personal and organizational success while achieving employee satisfaction and gratification.

### Labour Standards

The Group is against and prohibits the employment of child and forced labour and strictly adheres with applicable laws and regulations. The human resources department of the Group would examine the identification documents of the applicants to make sure that they are qualified as lawful hiring.

## Social (continued)

### Supply Chain Management

The Group has a diverse range of supply chain relationships. The Group recognizes the critical role supply chain management plays in running an efficient business operation and to provide quality services in accordance with the highest ethical, social and environmental standards. The Group is committed to being a responsible corporation to include a good management of its suppliers so as to maintain the high standard of products delivered to its customers.

The Group is committed to developing initiatives to manage environmental and social risks of the supply chain. This includes the implementation of strict standards and policies to select and provide services, adhering to and exceeding where practicable, all relevant legal obligations and codes of practice ensuring that, where possible:

- Minimal to negligible adverse impact on the environment; and
- Prevention of pollution, reduction of waste production and efficient utilization of resources.

Embedded within its supplier selection process, the Group considers the following key aspects:

- The environmental values and commitments of suppliers;
- The environmental certification and memberships of suppliers;
- Supplier's compliance with international environmental laws and regulations; and
- Supplier's commitment to meeting the Group's environmental specification.

The Group's policy also encourages contractors to use locally manufactured materials to reduce the environmental impacts arising from transportation. Specifically on timber resources, the Group has set up clear guidance on using certified wood for contractors in order to avoid using virgin forest products and tropical hardwood.

The Group remains in close contact with its suppliers, monitoring their performance to ensure alignment with its commitments.

## Social (continued)

### Product Responsibility

As part of the Group's operating practices, we employ group-wide quality assurance procedures to protect the health and safety of its employees, contractors and customers while providing high quality products and services.

These are strictly imposed across all business operations, employees and third parties under the Group. For example, to ensure high quality service delivery and performance, all new employees must undergo:

- Induction training which instils the mission and vision of the Group;
- Training in relation to proper product knowledge and customer service standards;
- Buddy training in order to identify areas for improvement of the new team member; and
- Refresher and additional training to develop in areas of improvement.

To safeguard the health and safety of our employees and customers, we have put in place a wide array of preventive measures at our properties in Hong Kong, the PRC and Malaysia since the Covid-19 pandemic. The measures have been relaxed under the prevailing recovery environment, yet we will continue to closely observe the situation and adopt necessary responses.

The Group commits to providing high quality products and services to customers. The Group keeps good relationships and maintains effective communication mechanisms with its customers. This is to ensure that the Group is well aware of all customers' requirements or feedbacks on a timely basis and provide high quality services to its customers.

The Group believes that providing accurate and complete information about its products and services is vital for customers to make informed decisions. To ensure compliance with the Residential Properties (First-hand Sales) Ordinance (Cap. 621) of the laws of Hong Kong, the Law of the PRC on Protection of Consumer Rights and Interests, and Standards of Malaysia Act 1996 (Act 549) of Malaysia, products are required to be labelled and advertized with due care for the sake of customer interest.

## Social (continued)

### Product Responsibility (continued)

The Group pays high attention to privacy, protecting the data of its customers, staff and potential recruits. All job applicants had agreed to the personal information collection statement, while the data the Group collected from all employees would not be released to any third party without the prior consent from the employees. All customers' and employees' data are protected by the Personal Data (Privacy) Ordinance (Cap. 486) of the laws of Hong Kong, whereas in the other countries the Group followed all relevant local and national regulations. Well-established procedures and training programmes are in place to guide employees on how to handle customer personal information.

### Anti-corruption

The Group embraces and enforces rules, regulations and procedures in accordance with the Group's code of business conduct to ensure that the business is conducted in full compliance with all applicable laws and regulations including the Prevention of Bribery Ordinance (Cap. 201) of the Laws of Hong Kong, Unfair Competition Law of the PRC, the Criminal Law of the PRC, the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 of Malaysia. In recognition of the importance of anti-corruption, a 'Code of Conduct' which includes strict standards and policies, is in place to prevent bribery, corruption, extortion, money laundering and fraud. These standards and practice expectations are imposed on all employees, contracted independent third parties, as well as the Group's business partners. Training on relevant laws and regulations is also provided to directors and senior management in an ongoing basis.

The Group has maintained a whistle-blowing system to allow whistle-blowers to disclose information in relation to any misconduct, malpractice or irregularity through a confidential reporting channel. All reported cases would be investigated in a fair and proper manner by the Audit Committee of the Company. The Audit Committee classifies the reported cases according to their nature and reports the cases directly to the Board on a regular basis.

## Community

### Community Investments

The Group advocates the philosophy of “what is taken from the community is to be used for the good of the community”. It continuously aims to incorporate this idea as part of its business strategy in helping to meet the needs of society.

Staff members are encouraged to play an active role in charity projects, organized either by the Group or other organizations. The Group is dedicated to fostering volunteerism as part of its corporate culture of giving back to the community. During the reporting year, the Group donated a total of approximately HK\$2,718,000 to a large variety of organizations. We showed our support towards educational organizations including the Vocational Training Council, Consilium Education, and also charitable organizations such as the Arts with the Disabled Association Hong Kong, JMJ Children’s Charitable Foundation and the Choi Koon Shum Charitable Foundation.

During the reporting year, the Group also participated in different charitable events. In December 2022, we supported the Love Teeth Day organized by The Community Chest of Hong Kong as a Group event to promote oral health care and raised fund to support the needy.



## Performance Data Summary

Environmental Performance <sup>2</sup>	Unit	2023	2022
<b>Air Emissions<sup>3</sup></b>			
NOx Emissions	kg	16.63	16.06
SOx Emissions	kg	1.24	1.23
PM Emissions	kg	0.99	0.98
<b>Greenhouse gas (GHG) emissions<sup>4</sup></b>			
Direct GHG emissions (Scope 1)	tonnes CO <sub>2</sub> e	470	223
Indirect GHG emissions (Scope 2)	tonnes CO <sub>2</sub> e	2,783	2,795
Total GHG emissions (Scope 1 and 2)	tonnes CO <sub>2</sub> e	3,253	3,018
Total GHG emissions per GFA m <sup>2</sup>	kg CO <sub>2</sub> e/m <sup>2</sup>	23.00	21.63
<b>Energy consumption</b>			
Electricity purchased	kWh	5,671,340	5,516,009
Unleaded petrol consumption for vehicle	kWh	785,098	778,035
Total energy consumption <sup>5</sup>	kWh	6,456,438	6,294,043
Total energy consumption per GFA m <sup>2</sup>	kWh/m <sup>2</sup>	45.65	45.12
<b>Resource consumption</b>			
Total paper consumption	kg	3,893	4,650
Total hazardous waste recycled <sup>6</sup>	kg	229	N/A
Total water consumption	m <sup>3</sup>	54,261	45,803
Total water consumption per GFA m <sup>2</sup>	m <sup>3</sup> /m <sup>2</sup>	0.38	0.33

<sup>2</sup> Reporting boundary covers environmental activities in offices in Hong Kong, Xiamen, Anshan, Changsha, Dongguan, Chengdu, Shenzhen and Fortune Wealth Memorial Park in the PRC, common areas of Chuang's Tower, Chuang's London Plaza and Posco Building in Hong Kong, and Wisma Chuang in Malaysia. The environmental data of our operations in the Tuen Mun Commercial Podium, Hong Kong is added to the reporting boundary this reporting year. Due to the closure of our office in Beijing, the PRC, it was removed from the reporting scope this year.

<sup>3</sup> It refers to air emissions from vehicles calculated with reference to How to Prepare an ESG Report Appendix 2: Reporting guidance on Environmental KPIs, published by the Stock Exchange.

<sup>4</sup> Direct GHG emissions (Scope 1) refers to the emissions from combustion of unleaded petrol for vehicles. Indirect GHG emissions (Scope 2) refers to emissions derived from the purchase of electricity. The GHG emissions calculation method and emission factors for Scope 1 emissions are with reference to "Guideline to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong", and that with emission factors of Scope 2 emissions are taken from the data released by CLP Power Hong Kong Limited, The Hongkong Electric Company Limited, and the National Emission Factors for the PRC issued by The Ministry of Ecology and Environment of the PRC in 2022 in this reporting year.

<sup>5</sup> Conversion factors for unleaded petrol: 9.296 kWh/litre.

<sup>6</sup> The total hazardous waste data is only available this reporting year since we have only started to account for the hazardous waste recycled in our operations during the reporting year. The hazardous waste includes recycled toner cartridges, desktops and laptops.

## Performance Data Summary (continued)

Social performance <sup>7</sup>	Unit	2023	2022
<b>Employee profile (as of 31 March 2023/2022)</b>			
Total workforce	no. of people	<b>239</b>	264
<i>Total workforce by employment type</i>			
Full-time	no. of people	<b>239</b>	264
Part-time	no. of people	<b>0</b>	0
<i>Total workforce by employee category</i>			
Senior management	no. of people	<b>19</b>	21
Middle management	no. of people	<b>49</b>	51
General staff	no. of people	<b>171</b>	192
<i>Total workforce by gender</i>			
Male	no. of people	<b>144</b>	151
Female	no. of people	<b>95</b>	113
<i>Total workforce by age group</i>			
30 or under	no. of people	<b>17</b>	16
31–50	no. of people	<b>146</b>	164
Above 51	no. of people	<b>76</b>	84
<i>Total workforce by geographic region</i>			
Hong Kong	no. of people	<b>138</b>	151
The PRC	no. of people	<b>77</b>	86
Other regions	no. of people	<b>24</b>	27
<i>Employee turnover rate by gender</i>			
Male	percentage	<b>30%</b>	26%
Female	percentage	<b>26%</b>	18%
<i>Employee turnover rate by age group</i>			
30 or under	percentage	<b>30%</b>	29%
31–50	percentage	<b>27%</b>	25%
Above 51	percentage	<b>30%</b>	16%

<sup>7</sup> Reporting boundary covers employees directly employed by the Group limited to those engaging in property development, investment and management businesses as well as cemetery operation business across Hong Kong, the PRC and overseas. Compared to the reporting scope in 2022, our office in Beijing, the PRC was excluded this year due to its closure during the year while the Tuen Mun Commercial Podium, Hong Kong was added to the reporting boundary this year.

## Performance Data Summary (continued)

Social performance <sup>7</sup>	Unit	2023	2022
<b>Employee profile (as of 31 March 2023/2022)</b>			
<i>Employee turnover rate by geographical region</i>			
Hong Kong	percentage	<b>27%</b>	19%
The PRC	percentage	<b>25%</b>	30%
Other regions	percentage	<b>47%</b>	18%
<b>Occupational health and safety</b>			
Total number of work-related fatalities	no. of people	<b>0</b>	0
Work related injury cases	no. of cases	<b>0</b>	1
Lost days due to work injury	days	<b>0</b>	2
<b>Development and training</b>			
<i>Average training hours</i>			
Total training hours	hours	<b>208</b>	265
Average training hours	hours	<b>1</b>	1
<i>Average training hours per employee by gender</i>			
Male	hours	<b>1</b>	1
Female	hours	<b>0.4</b>	0.5
<i>Average training hours per employee by employee category</i>			
Senior management	hours	<b>1</b>	1
Middle management	hours	<b>1</b>	1
General staff	hours	<b>1</b>	1
<i>Percentage of employees trained by gender</i>			
Male	percentage	<b>80%</b>	84%
Female	percentage	<b>20%</b>	16%
<i>Percentage of employees trained by employee category</i>			
Senior management	percentage	<b>18%</b>	20%
Middle management	percentage	<b>23%</b>	11%
General staff	percentage	<b>59%</b>	70%
<b>Community investments</b>			
Total amount of cash donations and sponsorships	HK\$	<b>2,718,000</b>	8,160,000

## References to the Stock Exchange ESG Reporting Guide

Subject Areas, Aspects, General Disclosures and KPIs		Reference/Remarks
<b>A. Environmental</b>		
<i>Aspect A1: Emission</i>		
General Disclosure		Environmental Emissions Green strategies
KPI A1.1	The types of emissions and respective emissions data.	Performance Data Summary
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity.	Performance Data Summary
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity.	Performance Data Summary
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity.	Operations within the reporting boundary generated insignificant quantity of non-hazardous waste during the reporting year. The Group's paper consumption is disclosed under Performance Data Summary.
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them.	Emissions
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Emissions Use of Resources As waste management was not identified as a material topic for the Group, waste disposal targets are considered not relevant.
<i>Aspect A2: Use of Resources</i>		
General Disclosure		Environmental Use of Resources
KPI A2.1	Directed and/or indirect energy consumption by type in total (kWh in '000s) and intensity.	Performance Data Summary
KPI A2.2	Water consumption in total and intensity.	Performance Data Summary
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Emissions Use of Resources
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	The Group's operations did not encounter water sourcing issues. As water was not identified as a material topic for the business, water efficiency targets are considered not relevant.
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Not disclosed. Operations within the reporting boundary do not use packaging material for finished products.

## References to the Stock Exchange ESG Reporting Guide (continued)

Subject Areas, Aspects, General Disclosures and KPIs		Reference/Remarks
<b>A. Environmental (continued)</b>		
<i>Aspect A3: The Environment and Natural Resources</i>		
General Disclosure		Environment
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Operations within the reporting boundary, in particular the property development businesses, has no significant impact to natural ecosystems.
<i>Aspect A4: Climate Change</i>		
General Disclosure		Environmental Climate Change
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change
<b>B. Social</b>		
<b>Employment and Labour Practices</b>		
<i>Aspect B1: Employment</i>		
General Disclosure		Employment and Labour Practices
KPI B1.1	Total workforce by gender, employment type, age group and geographical region.	Performance Data Summary
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Performance Data Summary
<i>Aspect B2: Health and Safety</i>		
General Disclosure		Health and Safety
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Health and Safety Performance Data Summary
KPI B2.2	Lost days due to work injury.	Performance Data Summary
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Health and Safety
<i>Aspect B3: Development and Training</i>		
General Disclosure		Development and Training
KPI B3.1	The percentage of employees trained by gender and employee category.	Performance Data Summary
KPI B3.2	The average training hours completed per employee by gender and employee category.	Performance Data Summary

## References to the Stock Exchange ESG Reporting Guide (continued)

Subject Areas, Aspects, General Disclosures and KPIs		Reference/Remarks
<b>B. Social (continued)</b>		
<b>Employment and Labour Practices (continued)</b>		
<i>Aspect B4: Labour Standards</i>		
General Disclosure		Employment and Labour Practices, Labour Standards
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Employment and Labour Practices, Labour Standards
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Employment and Labour Practices, Labour Standards
<b>Operating Practices</b>		
<i>Aspect B5: Supply Chain Management</i>		
General Disclosure		Supply Chain Management
KPI B5.1	Number of suppliers by geographical region.	All major suppliers for operations within the reporting boundary are based in Hong Kong, the PRC and Malaysia.
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	Supply Chain Management
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management

## References to the Stock Exchange ESG Reporting Guide (continued)

Subject Areas, Aspects, General Disclosures and KPIs		Reference/Remarks
<b>B. Social (continued)</b>		
<b>Operating Practices (continued)</b>		
<i>Aspect B6: Product Responsibility</i>		
General Disclosure		Product Responsibility
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	This indicator is not applicable to the operations within the reporting boundary. No physical goods were produced under the reported business segments.
KPI B6.2	Number of products and services related complaints received and how they are dealt with.	No critical products and service-related complaints were received within the reporting year.
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Intellectual property rights are not considered a material topic to the operations within the reporting boundary.
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Product Responsibility
<i>Aspect B7: Anti-corruption</i>		
General Disclosure		Anti-Corruption
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	There were no cases regarding corrupt practices brought against the Group during the reporting year.
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	Anti-Corruption
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption training was provided previously.

## References to the Stock Exchange ESG Reporting Guide (continued)

Subject Areas, Aspects, General Disclosures and KPIs	Reference/Remarks
<b>B. Social (continued)</b>	
<b>Community</b>	
<i>Aspect B8: Community Investment</i>	
General Disclosure	Community Investments
KPI B8.1    Focus areas of contribution.	Community Investments
KPI B8.2    Resources contributed to the focus area.	Performance Data Summary

On behalf of the Board of  
**Chuang's Consortium International Limited**

**Edwin Chuang Ka Fung**  
*Deputy Managing Director*

Hong Kong, 29 June 2023





Report of  
the Directors

The board of Directors (the “Board”) presents the report of the Directors together with the audited consolidated financial statements of the Company and its subsidiaries (collectively as the “Group”) for the year ended 31 March 2023.

## Business review

The review of the business of the Group during the year including discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred during and subsequent to the year ended 31 March 2023, and an indication of likely future developments in the Group’s business are provided in the Chairman’s Statement as set out on pages 2 to 35 of this report. Financial risks of the Group are shown in note 3 to the consolidated financial statements. The key financial and business performance indicators of the Group included revenues, gross profit, profit/loss attributable to equity holders of the Company, shareholders’ funds, net debt to equity ratio and segment information. Details of these indicators are provided in the Chairman’s Statement and Summary of Financial Information as set out on pages 2 to 35 and page 230 of this report respectively, and note 6 to the consolidated financial statements.

In addition, discussions on the Group’s environmental policies and performance and the key relationships with its employees, customers, suppliers and others that have significant impact on the Group are provided in the Environmental, Social and Governance Report as set out on pages 70 to 95 of this report.

## Principal activities and geographical analysis of operations

The principal activity of the Company is investment holding and those of its principal subsidiaries are set out in note 44 to the consolidated financial statements.

Analysis of the performance by the Group for the year by business lines and geographical segments is set out in note 6 to the consolidated financial statements.

## Results and appropriations

The consolidated results of the Group for the year are set out in the consolidated income statement on page 118.

After taking into account the need to maintain sufficient financial resources for the working capital of the Group’s projects and businesses, in particular under the current uncertain business environment, the Board does not recommend the payment of a final dividend (2022: 2.0 HK cents) per share for the year ended 31 March 2023. No interim dividend had been paid during the year (2022: 2.0 HK cents per share).

## Dividend policy

The Company strives for generating steady returns to the shareholders of the Company (the "Shareholders"). It is the policy of the Company, in considering the payment of dividends, to allow the Shareholders to participate in the Company's profits whilst retaining adequate reserves for the Group's future growth.

The dividend payout ratio shall be determined by the Board at its absolute discretion after taking into account of, among others, the following factors:

- the Group's financial performance;
- retained earnings and distributable reserves of the Company and each of the subsidiaries of the Group;
- the Group's working capital requirements, capital expenditure requirements and future expansion plans;
- the Group's liquidity position;
- general economic environment; and
- other factors that the Board deems relevant.

The payment of the dividend by the Company is also subject to any restrictions under the applicable laws and regulations, including the Companies Act 1981 of Bermuda (as amended from time to time) and the memorandum of association and bye-laws of the Company.

## Donations

During the year, the Group made charitable donations and sponsorships amounting to approximately HK\$2,718,000.

## Pre-emptive rights

No pre-emptive rights exist in Bermuda being the jurisdiction in which the Company was incorporated.

## Reserves

Movements in reserves of the Group and the Company during the year are set out in note 33 and note 43 to the consolidated financial statements respectively. Total distributable reserves of the Company amounted to approximately HK\$4,229,879,000 as at 31 March 2023.

## Particulars of principal properties

Particulars of principal properties held by the Group as at 31 March 2023 are set out on pages 223 to 226.

## Summary of financial information

A summary of financial information of the Group for the last five financial years is set out on page 230.

## Directors

The Directors of the Company during the year and up to the date of this report are as follows:

Mr. Albert Chuang Ka Pun  
Mr. Richard Hung Ting Ho  
Mr. Edwin Chuang Ka Fung  
Miss Ann Li Mee Sum  
Mrs. Candy Kotewall Chuang Ka Wai  
Mr. Geoffrey Chuang Ka Kam  
Mr. Chan Chun Man  
Mr. Abraham Shek Lai Him  
Mr. Fong Shing Kwong  
Mr. Yau Chi Ming  
Mr. David Chu Yu Lin  
Mr. Tony Tse Wai Chuen

At the forthcoming annual general meeting, Mr. Richard Hung Ting Ho, Miss Ann Li Mee Sum, Mr. Abraham Shek Lai Him and Mr. Fong Shing Kwong will retire from office in accordance with the Company's bye-laws nos. 87(1) and 87(2) and Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and, being eligible, will offer themselves for re-election.

## Biographical details of Honorary Chairman, Directors and senior management

Biographical details of the Honorary Chairman, Directors and senior management as at the date of this report are set out on pages 40 to 46 of this report.

## Directors' rights to acquire shares or debentures

Other than the share option schemes adopted by the Company and its subsidiary as detailed in the section headed "Share option schemes" below, at no time during the year was the Company, any of its subsidiaries or its other associated corporations a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company, its specified undertaking or any of its associated corporations.

## Directors' interests and short positions in shares, underlying shares and debentures

As at 31 March 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO")) which had been notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Directors and chief executive of the Company would be taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of Part XV of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange were as follows:

### (a) Interests in the Company

Name of Director	Number of shares	Capacity	Percentage of shareholding
Mr. Albert Chuang Ka Pun ("Mr. Albert Chuang")	1,299,678	Beneficial owner	0.08

## Directors' interests and short positions in shares, underlying shares and debentures (continued)

### (b) Interests in associated corporations

#### (i) Evergain Holdings Limited ("Evergain")

Name of Director	Number of shares	Capacity	Percentage of shareholding
Mr. Albert Chuang	1	Beneficial owner	10.00
Mrs. Candy Kotewall Chuang Ka Wai ("Ms. Candy Chuang")	1	Beneficial owner	10.00
Mr. Edwin Chuang Ka Fung ("Mr. Edwin Chuang")	1	Beneficial owner	10.00
Mr. Geoffrey Chuang Ka Kam ("Mr. Geoffrey Chuang")	1	Beneficial owner	10.00

#### (ii) Interests in Chuang's China Investments Limited ("Chuang's China")

Name of Director	Number of shares	Capacity	Percentage of shareholding
Ms. Candy Chuang	1,255,004	Beneficial owner	0.05

Save as disclosed, during the year, none of the Directors and chief executive of the Company nor their spouses or children under 18 years of age were granted or had exercised any right to subscribe for any securities of the Company, its specified undertaking or any of its associated corporations.

Other than as disclosed herein, as at 31 March 2023, none of the Directors and chief executive of the Company had any interests or short positions in 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 the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of Part XV of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

## **Directors' service contracts**

None of the Directors has any service contract with the Company or any of its subsidiaries not terminable by the employing company within one year without payment of compensation (other than statutory compensation).

## **Directors' material interests in transactions, arrangements and contracts that are significant in relation to the Group's business**

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

## **Directors' interests in competing business**

Pursuant to Rule 8.10 of the Listing Rules, the Company discloses that Mr. Albert Chuang, Mr. Edwin Chuang, Ms. Candy Chuang and Mr. Geoffrey Chuang hold equity interests and directorships in certain private companies which are engaged in the businesses of luxurious residential property investment in Hong Kong and securities investment and trading. As the properties owned by the private companies are of different types and/or in different locations from those of the Group, and the compositions of the respective boards of directors of the private companies are different from that of the Group, the Group operates its businesses independently of, and at arm's length from, the businesses of the private companies.

## **Management contracts**

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

## Substantial shareholders

So far as is known to any Directors or chief executive of the Company and save as disclosed in the section headed "Directors' interests and short positions in shares, underlying shares and debentures" above, as at 31 March 2023, the interests and short positions of person in the shares and underlying shares of the Company which would fall to be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required, pursuant to Section 336 of Part XV of the SFO, to be entered in the register referred to therein were as follows:

Name of Shareholder	Number of shares of the Company	Capacity	Percentage of shareholding
Evergain	949,581,644	Beneficial owner, Note 1	56.77
Mr. Alan Chuang Shaw Swee ("Mr. Alan Chuang")	949,581,644	Note 1	56.77
Mrs. Chong Ho Pik Yu	949,581,644	Note 2	56.77

Note 1: Such interests in the Company are owned by Evergain, a company which is 60% beneficially owned by Mr. Alan Chuang. Mr. Albert Chuang, Mr. Edwin Chuang, Ms. Candy Chuang and Mr. Geoffrey Chuang are directors and shareholders of Evergain.

Note 2: Such interests arose by attribution through her spouse, Mr. Alan Chuang, whose interests have been mentioned in Note 1 above.

Save as disclosed above, as at 31 March 2023, there was no other person who was recorded in the register of the Company as having interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO or which was required, pursuant to Section 336 of Part XV of the SFO, to be entered in the register referred to therein.

## Controlling shareholders' interests in contracts

There was no contract of significance between the Company or any of its subsidiaries and the controlling shareholders or any of its subsidiaries at the balance sheet date or at any time during the year and up to the date of this report.

## Purchase, sale or redemption of the Company's listed securities

The Company had not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed shares during the year.



## Major suppliers and customers

The aggregate purchases attributable to the largest supplier and the five largest suppliers of the Group accounted for approximately 29% and 55% of the total purchases of the Group for the year respectively.

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

None of the Directors, their associates, or any shareholder (which to the knowledge of the Directors owns more than 5% of the share capital of the Company) had any interest in the five largest suppliers and the five largest customers of the Group respectively.

## Relationships with suppliers and customers

The Group establishes long-term cooperation relationships with reputable suppliers within the industries. The Group implements a series of procurement management systems and control procedures so as to select suppliers in a prudent manner.

The Group keeps good relationship and maintains effective communication mechanisms with its customers. This is to ensure that the Group is well aware of all customers' requirements or feedbacks on a timely basis and provides high quality services to its customers.

## Compliance with the relevant laws and regulations

During the year under review, the Group had complied with all the relevant laws and regulations that have significant impacts on the businesses and operations of the Group. As far as the Board and management are aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the businesses and operations of the Group.

## Retirement schemes

Details of retirement schemes of the Group are set out in note 9 to the consolidated financial statements.

## Permitted indemnity provision

Under bye-law no. 166(1) of the Company's bye-laws, the Directors for the time being acting in relation to any of the affairs of the Company, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, provided that this indemnity shall not extend to any matter in respect of any wilful negligence, wilful default, fraud or dishonesty which may attach to any of said persons. During the year under review, the Company had taken out and maintained an insurance in respect of the Directors' liabilities.

## Share option schemes

Pursuant to the ordinary resolutions passed in the annual general meeting of the Company held on 2 September 2022, a share option scheme of the Company (the "Scheme") has been adopted, and the share option scheme adopted by Chuang's China on 2 September 2022 (the "Chuang's China Scheme") has been approved.

(a) A summary of the Scheme is set out as follows:

- |   |  |
|---|--|
| 1. Purpose:   | To give incentive to Directors and employees of the Group and any other party as approved under the Scheme   |
| 2. Participants:  | Including, inter alia, Directors and employees of the Group  |
| 3. Total number of shares available for issue under the Scheme and percentage of the issued share capital that it represents as at the date of this report: | 167,255,310 shares are available for issue under the Scheme, representing approximately 10% of the issued share capital as at the date of this report  |
| 4. Maximum entitlement of each participant:   | 1% of the maximum aggregate number of shares that may be issued within 12 months pursuant to the Scheme  |
| 5. Period within which the shares must be taken up under an option:   | Not applicable. No share option has been granted since the date of adoption of the Scheme on 2 September 2022  |
| 6. Amount payable on acceptance of an option and the period within which payments shall be made:  | HK\$1.00 payable to the Company upon acceptance of option which should be taken up within 28 days from the date of offer for option ("Offer Date") (which must be a trading day)   |
| 7. The basis of determining the exercise price:   | No less than the highest of (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheet on the Offer Date (which must be a trading day); (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the Offer Date (which must be a trading day); and (iii) the nominal value of a share of the Company |
| 8. The remaining life of the Scheme:  | Valid until 1 September 2032 unless otherwise terminated under the terms of the Scheme   |

The Scheme adopted by the Company on 2 September 2022 is for a period of 10 years expiring on 1 September 2032. As at the date of this report, the Company did not have any share option scheme other than the Scheme and there were no options granted under the Scheme which remained valid or exercisable.

## Share option schemes (continued)

(b) A summary of the Chuang's China Scheme is set out as follows:

1. Purpose: To give incentive to directors and employees of Chuang's China and its subsidiaries (collectively as the "Chuang's China Group") and any other party as approved under the Chuang's China Scheme
2. Participants: Including, inter alia, directors and employees of the Chuang's China Group
3. Total number of shares of Chuang's China available for issue under the Chuang's China Scheme and percentage of the issued share capital of Chuang's China that it represents as at the date of this report: 234,703,531 shares of Chuang's China are available for issue under the Chuang's China Scheme, representing approximately 10% of the issued share capital of Chuang's China as at the date of this report
4. Maximum entitlement of each participant: 1% of the maximum aggregate number of shares of Chuang's China that may be issued within 12 months pursuant to the Chuang's China Scheme
5. Period within which the shares of Chuang's China must be taken up under an option: Not applicable. No share option has been granted by Chuang's China since the date of adoption of the Chuang's China Scheme on 2 September 2022
6. Amount payable on acceptance of an option and the period within which payments shall be made: HK\$1.00 payable to Chuang's China upon acceptance of option which should be taken up within 28 days from the date of offer for option ("Offer Date") (which must be a trading day)
7. The basis of determining the exercise price: No less than the highest of (i) the closing price of the shares of Chuang's China as stated in the Stock Exchange's daily quotation sheet on the Offer Date (which must be a trading day); (ii) the average closing price of the shares of Chuang's China as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the Offer Date (which must be a trading day); and (iii) the nominal value of a share of Chuang's China
8. The remaining life of the Chuang's China Scheme: Valid until 1 September 2032 unless otherwise terminated under the terms of the Chuang's China Scheme

## Share option schemes (continued)

(b) (continued)

The Chuang's China Scheme adopted by Chuang's China on 2 September 2022 is for a period of 10 years and is also expiring on 1 September 2032. As at the date of this report, Chuang's China did not have any share option scheme other than the Chuang's China Scheme and there were no options granted under the Chuang's China Scheme which remained valid or exercisable.

## Update on information of Directors pursuant to Rule 13.51B(1) of the Listing Rules

Save as disclosed in other sections of this annual report, other changes in the information of Directors during the year and up to the date of this report which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below:

- (a) Mr. Abraham Shek Lai Him is an independent non-executive director of the following companies:
- (1) Lifestyle International Holdings Limited ("LIHL"), the shares of LIHL had been withdrawn from listing on the Stock Exchange with effect from 20 December 2022;
  - (2) Landing International Development Limited ("LIDL"), LIDL changed its name to Shin Hwa World Limited with effect from 29 November 2022; and
  - (3) International Alliance Financial Leasing Co., Ltd. ("IAFL"), IAFL changed its name to Alliance International Education Leasing Holdings Limited with effect from 10 March 2023.
- (b) The annual remuneration of the following Directors has been revised:

Name of Director	Revised annual remuneration# HK\$'000
Mr. Richard Hung Ting Ho	2,630
Mr. Chan Chun Man	2,492

# The annual remuneration includes salary, retirement scheme contribution, other benefits and Director's fee, which is determined by reference to the duties and experience as well as the prevailing market conditions.

## Sufficiency of public float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float of the Company's securities as required under the Listing Rules throughout the year ended 31 March 2023 and up to the date of this report.

## Auditor

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

On behalf of the Board of  
**Chuang's Consortium International Limited**

**Edwin Chuang Ka Fung**  
*Deputy Managing Director*

Hong Kong, 29 June 2023

The image features an abstract graphic design on a light teal background. On the left side, there is a cluster of white, three-dimensional rectangular blocks of varying heights and widths, some of which are partially shaded in a darker teal. A prominent, thick, white wavy line curves across the middle of the page, starting from the left and extending towards the right. The overall aesthetic is clean and modern, with a focus on geometric forms and a limited color palette.

# Financial Information

# Independent Auditor's Report



To the Shareholders of  
**Chuang's Consortium International Limited**  
*(incorporated in Bermuda with limited liability)*

羅兵咸永道

## Opinion

### What we have audited

The consolidated financial statements of Chuang's Consortium International Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 118 to 222, comprise:

- the consolidated balance sheet as at 31 March 2023;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated cash flow statement for the year then ended;
- the consolidated statement of changes in equity for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## Basis for Opinion

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

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

## Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

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## Key Audit Matters

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

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

- Valuation of investment properties; and
- Recoverability of properties for/under development, properties for sale and cemetery assets.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Valuation of investment properties</b></p> <p><i>Refer to Notes 4(a), 16 and 22 to the consolidated financial statements</i></p> <p>As at 31 March 2023, the investment properties held by the Group's subsidiaries were carried at fair value of HK\$7,935 million and the Group's non-wholly-owned subsidiary's proportionate share of fair value of investment properties was HK\$260 million in the interest in a joint venture. Net fair value changes in investment properties held by subsidiaries amounting to loss of HK\$533 million and the share of fair value loss of investment properties of a joint venture of HK\$18 million were recorded during the year ended 31 March 2023. The Group's investment property portfolio comprises commercial and residential properties in Hong Kong, the People's Republic of China, Taiwan, Malaysia and Mongolia.</p>	<p>Our procedures in relation to the key assumptions used in management's valuation of investment properties held by the Group's subsidiaries and a joint venture included:</p> <ul style="list-style-type: none"> <li>• Understanding management's controls and processes for determining the valuation of investment properties and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgments involved in determining assumptions to be applied.</li> <li>• Evaluating the independent valuers' competence, capabilities and objectivity.</li> <li>• Obtaining the valuation reports and meeting with the independent valuers to discuss the valuation methodologies applied.</li> <li>• Involving our internal valuation expert in assessing the valuations and the key assumptions of certain selected investment properties with the valuers.</li> <li>• Evaluating the appropriateness of the related disclosures made in the consolidated financial statements.</li> </ul>



## Key Audit Matters (continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Valuation of investment properties (continued)</b></p> <p>Management has engaged independent valuers to determine the valuation of the Group's investment properties held by the Group's subsidiaries and a joint venture as at 31 March 2023. There are significant judgments and estimates involved in the valuation which mainly include:</p> <ul style="list-style-type: none"> <li>• Completed investment properties: The valuation was arrived at using the income capitalization method by considering the capitalized income derived from existing tenancies and the reversionary potential, including capitalization rates and prevailing market rents, of the properties, and wherever appropriate, the direct comparison method by reference to market evidence of recent transaction prices of comparable properties.</li> <li>• Investment properties under development: The valuation was arrived at using residual method by making reference to estimated selling prices as available in the relevant market. The estimated costs to complete the development and estimated developer's profit as at the date of valuation were also taken into account.</li> </ul> <p>Due to the existence of inherent estimation uncertainty on significant judgments and estimates of the assumptions involved in the valuation of investment properties held by the Group's subsidiaries and a joint venture, we considered this a key audit matter.</p>	<p>For completed investment properties,</p> <ul style="list-style-type: none"> <li>• Checking the accuracy of the input data used by the independent valuers in the valuation of properties, on a sample basis, including rental rates and lease terms from existing tenancies, by agreeing them to underlying agreements with the tenants and management's record.</li> <li>• Assessing the appropriateness of the key assumptions used in the valuation of properties by comparing prevailing market yields for capitalization rates, prevailing market rents of leasing transactions of comparable properties and recent market transaction prices of properties with comparable locations, where appropriate.</li> </ul> <p>For investment properties under development,</p> <ul style="list-style-type: none"> <li>• Assessing the reasonableness of key assumptions used in the valuation of properties by comparing:                             <ul style="list-style-type: none"> <li>– estimated selling prices to recent market transaction prices of properties with comparable locations;</li> <li>– estimated developer's profit to prevailing market data of properties with comparable locations; and</li> <li>– estimated costs to complete, to the latest approved budgets on total construction costs and tested, on a sample basis, the construction costs to supporting documentation such as quantity surveyor reports and signed contracts, where applicable.</li> </ul> </li> </ul> <p>Based on the procedures performed, we found the key assumptions used in management's valuation of investment properties were supported by the available evidence.</p>

## Key Audit Matters (continued)

### Key Audit Matter

#### Recoverability of properties for/under development, properties for sale and cemetery assets

*Refer to Notes 4(c), 18, 19 and 25 to the consolidated financial statements*

The Group had HK\$441 million, HK\$1,612 million and HK\$723 million of properties for/under development, properties for sale and cemetery assets respectively as at 31 March 2023.

Management assessed the recoverability of properties for/under development, properties for sale and cemetery assets based on an estimation of the net realizable value of the underlying properties and cemetery assets. This involves estimation of anticipated costs to completion based on existing plans for properties for/under development and cemetery assets and applicable variable selling expenses and expected future sales price based on prevailing market conditions such as current market prices of properties and cemetery assets with comparable conditions and locations or reference to the valuation reports from the independent valuers, if applicable.

### How our audit addressed the Key Audit Matter

Our procedures in relation to management's assessment of recoverability of properties for/under development, properties for sale and cemetery assets (the "properties") included:

- Understanding management's control and processes for determining the net realizable value of the properties and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty on the judgments involved in determining key assumptions to be applied.
- Testing the key controls around the construction cycle of the properties with particular focus on, but not limited to, controls over cost budgeting and periodic review, sources of net realizable value assessment data and calculation of provision.
- Evaluating the independent valuers' competence, capabilities and objectivity, where applicable.
- Obtaining the valuation reports and meeting with the independent valuers to discuss the valuation methodologies for properties, where applicable.

## Key Audit Matters (continued)

### Key Audit Matter

#### **Recoverability of properties for/under development, properties for sale and cemetery assets (continued)**

If the actual net realizable values of the underlying stock of properties and cemetery assets are significantly different from those values estimated as a result of changes in market condition and/or significant variation in the budgeted development costs, material reversal of or provision for net realizable value may result.

Due to the existence of inherent estimation uncertainty on the net realizable values and management judgment, we considered this a key audit matter.

### How our audit addressed the Key Audit Matter

- Assessing the reasonableness of key assumptions and estimates in management's assessment, on a sample of properties selected, including:
  - expected future sales prices which we compared to contracted sales prices of the underlying properties or current market prices of properties with comparable locations, where applicable;
  - anticipated costs to completion which we compared to latest approved budgets on total construction costs and checked to supporting documentation such as quantity surveyor reports and signed contracts, where applicable.
- Evaluating the appropriateness of the related disclosures made in the consolidated financial statements.

Based on the procedures performed, we found the key assumptions used in management's assessment of recoverability of the properties were supported by the available evidence.

## Other Information

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

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

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

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

## Responsibilities of Directors and the Audit Committee for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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 audit committee is responsible for overseeing the Group's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Tsang Nga Kwan.

### **PricewaterhouseCoopers**

*Certified Public Accountants*

Hong Kong, 29 June 2023

*(If there is any inconsistency between the English and Chinese versions of this independent auditor's report, the English version shall prevail.)*

# Consolidated Income Statement

For the year ended 31 March 2023

	Note	2023 HK\$'000	2022 HK\$'000
<b>Continuing operations</b>			
Revenues	5	251,676	666,397
Cost of sales		(266,886)	(224,499)
Gross (loss)/profit		(15,210)	441,898
Other income and net loss	7A	(165,838)	(1,747,875)
(Loss)/gain on disposal of subsidiaries	7B	(13,166)	1,178,948
Selling and marketing expenses		(16,643)	(32,159)
Administrative and other operating expenses		(278,523)	(356,971)
Change in fair value of investment properties	16	(532,725)	36,087
Operating loss	8	(1,022,105)	(480,072)
Finance costs	10	(132,529)	(104,478)
Share of results of associated companies	21	(2,067)	(9,123)
Share of results of joint ventures	22	(79)	(23,063)
Loss before taxation		(1,156,780)	(616,736)
Taxation credit/(charge)	12	60,074	(133,931)
Loss for the year from continuing operations		(1,096,706)	(750,667)
<b>Discontinued operation</b>			
Profit for the year from discontinued operation	40	–	316,159
Loss for the year		(1,096,706)	(434,508)
Loss for the year attributable to:			
Equity holders			
Continuing operations		(966,292)	(839,308)
Discontinued operation		–	316,159
		(966,292)	(523,149)
Non-controlling interests			
Continuing operations		(130,414)	88,641
		(1,096,706)	(434,508)
<b>HK cents</b>			
(Loss)/earnings per share (basic and diluted)	14		HK cents
Continuing operations		(57.77)	(50.18)
Discontinued operation		–	18.90
		(57.77)	(31.28)

The notes on pages 125 to 222 are an integral part of the consolidated financial statements.

# Consolidated Statement of Comprehensive Income

For the year ended 31 March 2023

	2023 HK\$'000	2022 HK\$'000
<b>Loss for the year</b>	<b>(1,096,706)</b>	(434,508)
Other comprehensive income:		
Items that had been/may be reclassified subsequently to profit and loss:		
Net exchange differences	(201,114)	110,130
Share of exchange reserve of a joint venture	(18,123)	10,101
Realization of exchange reserve upon disposal of subsidiaries	6,002	(27,353)
Total other comprehensive (loss)/income that had been/may be reclassified subsequently to profit and loss	(213,235)	92,878
Item that may not be reclassified subsequently to profit and loss:		
Change in fair value of financial assets at fair value through other comprehensive income	(11,522)	1,414
Total other comprehensive (loss)/income for the year	(224,757)	94,292
<b>Total comprehensive loss for the year</b>	<b>(1,321,463)</b>	(340,216)
Total comprehensive (loss)/income for the year attributable to:		
Equity holders		
Continuing operations	(1,110,794)	(771,697)
Discontinued operation	–	316,159
	(1,110,794)	(455,538)
Non-controlling interests		
Continuing operations	(210,669)	115,322
	(1,321,463)	(340,216)

The notes on pages 125 to 222 are an integral part of the consolidated financial statements.



# Consolidated Balance Sheet

As at 31 March 2023

	Note	2023 HK\$'000	2022 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	15	172,556	186,815
Investment properties	16	7,934,939	8,832,092
Right-of-use assets	17	37,109	56,067
Properties for/under development	18	441,008	504,500
Cemetery assets	19	274,582	297,847
Associated companies	21	46,793	48,960
Joint ventures	22	839,708	795,733
Financial assets at fair value through other comprehensive income	23	143,017	155,258
Loans and receivables and other deposits	24	242,364	284,855
		<b>10,132,076</b>	11,162,127
<b>Current assets</b>			
Properties for sale	25	1,611,808	1,635,214
Cemetery assets	19	448,808	466,302
Inventories	26	102,119	100,782
Debtors and prepayments	27	114,541	370,607
Financial assets at fair value through profit or loss	28	466,279	1,153,158
Cash and bank balances	29	2,922,984	4,180,020
		<b>5,666,539</b>	7,906,083
Investment property held for sale	30	33,800	–
		<b>5,700,339</b>	7,906,083
<b>Current liabilities</b>			
Creditors and accruals	31(a)	424,839	582,141
Sales deposits received	31(b)	9,161	381
Short-term bank borrowings	34	147,669	443,481
Current portion of long-term bank borrowings	34	892,909	1,429,747
Taxation payable		36,374	43,510
		<b>1,510,952</b>	2,499,260
<b>Net current assets</b>		<b>4,189,387</b>	5,406,823
<b>Total assets less current liabilities</b>		<b>14,321,463</b>	16,568,950

## Consolidated Balance Sheet (continued)

As at 31 March 2023

	Note	2023 HK\$'000	2022 HK\$'000
<b>Equity</b>			
Share capital	32	418,138	418,138
Reserves	33	8,854,060	10,299,365
Shareholders' funds		9,272,198	10,717,503
Non-controlling interests		1,477,240	1,783,342
<b>Total equity</b>		<b>10,749,438</b>	12,500,845
<b>Non-current liabilities</b>			
Long-term bank borrowings	34	3,187,137	3,531,277
Deferred taxation liabilities	35	278,658	423,748
Loans and payables with non-controlling interests	36	44,912	44,626
Other non-current liabilities		61,318	68,454
		3,572,025	4,068,105
		<b>14,321,463</b>	16,568,950

**Albert Chuang Ka Pun***Director***Edwin Chuang Ka Fung***Director*

The notes on pages 125 to 222 are an integral part of the consolidated financial statements.

# Consolidated Cash Flow Statement

For the year ended 31 March 2023

	Note	2023 HK\$'000	2022 HK\$'000
<b>Cash flows from operating activities</b>			
Cash from operations	39(a)	409,797	775,317
Interest paid		(176,506)	(119,792)
Tax paid		(5,562)	(186,693)
Net cash from operating activities		227,729	468,832
<b>Cash flows from investing activities</b>			
Interest income received		66,281	5,880
Dividend income received from financial assets at fair value through other comprehensive income and an associated company		7,466	7,569
Purchase of property, plant and equipment		(4,650)	(2,377)
Additions to investment properties		(15,346)	(243)
Proceeds from disposal of financial assets at fair value through other comprehensive income		39	742
Proceeds from disposal of property, plant and equipment		1,611	80
Proceeds from disposal of investment properties		–	59,804
Net proceeds from disposal of subsidiaries, net of cash and bank balances disposed of	39(c)	144,638	1,458,001
Net proceeds from disposal of subsidiaries of discontinued operation, net of cash and bank balances disposed of	40(e)	–	1,612,225
Increase in investment in and amounts due from joint ventures, net		(62,367)	(22,262)
Increase in bank deposits maturing more than three months from date of placement		(123,984)	(4,658)
Increase in investment in a subsidiary	20	–	(3,671)
Net cash from investing activities		13,688	3,111,090
<b>Cash flows from financing activities</b>			
New bank borrowings	39(d)	242,868	1,839,298
Repayment of bank borrowings	39(d)	(1,416,688)	(3,536,599)
Dividends paid to shareholders		(334,511)	(58,539)
Dividends paid to non-controlling interests		(91,172)	(68,586)
Change in loans and payables with non-controlling interests, net	39(d)	70	(2,541)
Lease payments	39(d)	(21,028)	(20,835)
Repurchases of shares by a subsidiary	20	–	(695)
Net cash used in financing activities		(1,620,461)	(1,848,497)
<b>Net (decrease)/increase in cash and cash equivalents</b>			
Cash and cash equivalents at the beginning of the year		4,173,555	2,294,858
Exchange difference on cash and cash equivalents		(1,976)	12,622
Cash and bank balances included in assets of disposal group classified as held for sale		–	134,650
<b>Cash and cash equivalents at the end of the year</b>	39(b)	<b>2,792,535</b>	<b>4,173,555</b>

The notes on pages 125 to 222 are an integral part of the consolidated financial statements.

# Consolidated Statement of Changes in Equity

For the year ended 31 March 2023

	Attributable to equity holders of the Company					Non-controlling interests	Total
	Share capital	Other reserves	Retained profits	Shareholders' funds			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
At 1 April 2021	418,138	1,249,166	9,643,905	11,311,209	1,761,696	13,072,905	
(Loss)/profit for the year	–	–	(523,149)	(523,149)	88,641	(434,508)	
Other comprehensive income:							
Net exchange differences	–	78,102	–	78,102	32,028	110,130	
Share of exchange reserve of a joint venture	–	5,250	–	5,250	4,851	10,101	
Realization of exchange reserve upon disposal of subsidiaries (note 39(c))	–	(16,606)	–	(16,606)	(10,747)	(27,353)	
Change in fair value of financial assets at fair value through other comprehensive income	–	865	–	865	549	1,414	
Total comprehensive income/(loss) for the year	–	67,611	(523,149)	(455,538)	115,322	(340,216)	
Realization of investment revaluation reserve upon disposal of financial assets at fair value through other comprehensive income	–	(144)	144	–	–	–	
Realization of other reserves upon disposal of subsidiaries	–	(66,122)	66,122	–	–	–	
Realization of property, plant and equipment revaluation reserve upon disposal of subsidiaries of discontinued operation (note 40(d))	–	(41,765)	41,765	–	–	–	
Transfer to statutory reserve	–	209	(209)	–	–	–	
Transactions with owners:							
2021 final dividend paid	–	–	(25,088)	(25,088)	–	(25,088)	
2022 interim dividend paid	–	–	(33,451)	(33,451)	–	(33,451)	
2022 special dividend	–	–	(100,353)	(100,353)	–	(100,353)	
Dividends paid to non-controlling interests	–	–	–	–	(68,586)	(68,586)	
Increase of interest in a subsidiary (note 20)	–	–	20,724	20,724	(25,090)	(4,366)	
At 31 March 2022	418,138	1,208,955	9,090,410	10,717,503	1,783,342	12,500,845	

## Consolidated Statement of Changes in Equity (continued)

For the year ended 31 March 2023

	Attributable to equity holders of the Company					Non-controlling interests HK\$'000	Total HK\$'000
	Share capital	Other reserves	Retained profits	Shareholders' funds			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000			
At 31 March 2022	418,138	1,208,955	9,090,410	10,717,503	1,783,342	12,500,845	
Loss for the year	–	–	(966,292)	(966,292)	(130,414)	(1,096,706)	
Other comprehensive income:							
Net exchange differences	–	(131,707)	–	(131,707)	(69,407)	(201,114)	
Share of exchange reserve of a joint venture	–	(9,419)	–	(9,419)	(8,704)	(18,123)	
Realization of exchange reserve upon disposal of subsidiaries (note 39(c))	–	3,670	–	3,670	2,332	6,002	
Change in fair value of financial assets at fair value through other comprehensive income	–	(7,046)	–	(7,046)	(4,476)	(11,522)	
Total comprehensive loss for the year	–	(144,502)	(966,292)	(1,110,794)	(210,669)	(1,321,463)	
Realization of investment revaluation reserve upon disposal of financial assets at fair value through other comprehensive income	–	(7)	7	–	–	–	
Realization of property, plant and equipment revaluation reserve and non-controlling interests upon disposal of subsidiaries	–	(30,600)	30,600	–	(4,261)	(4,261)	
Transactions with owners:							
2022 final dividend paid	–	–	(33,451)	(33,451)	–	(33,451)	
2022 second special dividend paid	–	–	(301,060)	(301,060)	–	(301,060)	
Dividends paid to non-controlling interests	–	–	–	–	(91,172)	(91,172)	
<b>At 31 March 2023</b>	<b>418,138</b>	<b>1,033,846</b>	<b>7,820,214</b>	<b>9,272,198</b>	<b>1,477,240</b>	<b>10,749,438</b>	

The notes on pages 125 to 222 are an integral part of the consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2023

## 1. General information

Chuang's Consortium International Limited (the "Company") is a limited liability company incorporated in Bermuda and listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office is Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda and its principal place of business in Hong Kong is 25th Floor, Alexandra House, 18 Chater Road, Central.

The principal activities of the Company and its subsidiaries (collectively as the "Group") are property development, investment and trading, hotel operation and management, development and operation of cemetery, manufacturing, sales and trading of goods and merchandises, securities investment and trading and money lending business. During the year ended 31 March 2022, the Group disposed of the hotel in Hong Kong (the "Hotel Disposal") and afterwards there is no more hotel operation of the Group at the moment. Accordingly the result of the hotel operation together with the related net gain on disposal have been presented as discontinued operation in the consolidated income statement for the year ended 31 March 2022 in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" (note 40).

## 2. Summary of significant accounting policies

The significant accounting policies adopted for the preparation of the consolidated financial statements are set out below, which have been consistently applied to all the years presented, unless otherwise stated.

### (a) Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss at fair value, and in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants.

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies of the Group. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4.

## 2. Summary of significant accounting policies (continued)

### (a) Basis of preparation (continued)

#### (i) Effect of adopting amendments and improvements to standards

For the year ended 31 March 2023, the Group adopted the following amendments and improvements to standards that are effective for the accounting periods beginning on or after 1 April 2022 and relevant to the operations of the Group:

HKAS 16 (Amendment)	Property, Plant and Equipment: Proceeds before Intended Use
HKAS 37 (Amendment)	Onerous Contracts – Cost of Fulfilling a Contract
HKFRS 3 (Amendment)	Reference to the Conceptual Framework
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2018-2020 Cycle

The Group has assessed the impact of the adoption of these amendments and improvements to standards and considered that there was no significant impact on the Group's results and financial position nor any substantial changes in the Group's accounting policies and presentation of the consolidated financial statements.

#### (ii) New standard, amendments to standards, practice statement and interpretation that are not yet effective

The following new standard, amendments to standards, practice statement and interpretation have been published which are mandatory for the Group's accounting periods beginning on or after 1 April 2023, but have not yet been early adopted by the Group:

HKAS 1 (Amendment)	Classification of Liabilities as Current or Non-current (effective from 1 January 2023)
HKAS 1 (Amendment) and HKFRS Practice Statement 2	Disclosure of Accounting Policies (effective from 1 January 2023)
HKAS 8 (Amendment)	Definition of Accounting Estimates (effective from 1 January 2023)
HKAS 12 (Amendment)	Deferred Tax related to Assets and Liabilities Arising from a Single Transaction (effective from 1 January 2023)
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (no mandatory effective date)
HKFRS 16 (Amendment)	Lease Liability in a Sale and Leaseback (effective from 1 January 2024)
HKFRS 17 and HKFRS 17 (Amendments)	Insurance Contracts (effective from 1 January 2023)
Hong Kong Interpretation 5 (2020)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (effective from 1 January 2023)

## 2. Summary of significant accounting policies (continued)

### (a) Basis of preparation (continued)

#### (ii) **New standard, amendments to standards, practice statement and interpretation that are not yet effective (continued)**

The Group will adopt the above new standard, amendments to standards, practice statement and interpretation as and when they become effective. The Group has commenced a preliminary assessment of the likely impact of adopting the above new standard, amendments to standards, practice statement and interpretation and expects the adoption will have no significant impact on the Group's results and financial position or any substantial changes in the Group's accounting policies and presentation of the consolidated financial statements. The Group will continue to assess in more detail.

### (b) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March and include the share of post-acquisition results and reserves of its associated companies and joint ventures attributable to the Group.

Results attributable to subsidiaries, associated companies and joint ventures acquired or disposed of during the financial period are included in the consolidated income statement from the date of acquisition or up to the date of disposal as applicable.

The gain or loss on disposal of subsidiaries, associated companies or joint ventures is calculated by reference to the share of net assets at the date of disposal including the attributable amount of goodwill not yet written off.

### (c) Subsidiaries

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

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

Intra-group transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred assets. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.



## 2. Summary of significant accounting policies (continued)

### (c) Subsidiaries (continued)

#### (i) Business combinations

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognized amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair values, unless another measurement basis is required by HKFRSs.

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

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with HKFRS 9 either in the consolidated income statement or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized 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 (negative goodwill) is recognized directly in the consolidated income statement.

## 2. Summary of significant accounting policies (continued)

### (c) Subsidiaries (continued)

#### (ii) Disposal of subsidiaries

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

#### (iii) Separate financial statements

In the balance sheet of the Company, investments in subsidiaries are carried at cost less impairment losses. 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.

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

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between the fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

## 2. Summary of significant accounting policies (continued)

### (e) Associated companies

An associated company is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights.

Investments in associated companies are accounted for under the equity method of accounting. Under the equity method, the investments are initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associated companies include goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associated company, any difference between the cost of the associated company and the Group's share of the net fair value of the associated company's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associated company is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to the consolidated income statement where appropriate.

The share of post-acquisition profits or losses of associated companies attributable to the Group is recognized in the consolidated income statement, and the share of post-acquisition movements in other comprehensive income is recognized in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the share of losses of the Group in an associated company equals or exceeds its interest in the associated company (which includes any long-term interests that, in substance, form part of the Group's net investment in the associated company), the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associated company.

The Group determines at each balance sheet date whether there is any objective evidence that the investment in associated company is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associated company and its carrying value and recognizes the amount adjacent to "share of results of associated companies" in the consolidated income statement.

Unrealized gains on transactions between the Group and its associated companies are eliminated to the extent of the interest in the associated companies held by the Group. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associated companies have been changed where necessary to ensure consistency with the accounting policies adopted by the Group. Dilution gains and losses arising from investments in associated companies are recognized in the consolidated income statement.

## 2. Summary of significant accounting policies (continued)

### (f) Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor, rather than the legal structures of the joint arrangements. The Group has assessed the nature of its joint arrangements and applied HKFRS 11 in preparing the consolidated financial statements.

#### **Joint operation**

A joint arrangement which does not involve the establishment of a separate entity but involves the joint control and ownership by the Group and other parties of assets contributed to, or acquired for the purpose of, the joint arrangement is accounted for as a joint operation. The Group's share of joint operation and any liabilities incurred jointly with other joint operation partners are recognized and classified according to the nature of the relevant items. Income from the sale or use of the Group's share of the output of joint operation is recognized when it is probable that the economic benefits associated with the transaction will flow to the Group, while the Group's share of expenses in respect of joint operation is recognized as incurred.

#### **Joint venture**

Under the equity method of accounting, interests in joint ventures are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. The Group's investments in joint ventures include goodwill identified on acquisition. Upon the acquisition of the ownership interest in a joint venture, any difference between the cost of the joint venture and the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is accounted for as goodwill. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group does not recognize further losses, unless it has incurred obligation or made payments on behalf of the joint venture.

Unrealized gains on transactions between the Group and its joint venture are eliminated to the extent of the interest in the joint venture held by the Group. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint venture have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

## 2. Summary of significant accounting policies (continued)

### (g) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the share of the net identifiable assets of the acquired subsidiaries, associated companies or joint ventures attributable to the Group at the effective date of acquisition, and in respect of an increase in holding in a subsidiary, it is regarded as a transaction with non-controlling interest. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange.

Goodwill on acquisitions of subsidiaries is included in intangible assets while goodwill on acquisitions of associated companies or joint ventures is included in investments in associated companies or joint ventures respectively. If the cost of acquisition is less than the fair value of the net assets acquired, the difference is recognized directly in the consolidated income statement.

Goodwill is tested for impairment at least annually and whenever there is an indication for impairment, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose has been identified according to operating segment.

Impairment testing of the investments in subsidiaries, associated companies and joint ventures is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiaries, associated companies and joint ventures in the period the dividend is declared or if the carrying amount of the investments in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

## 2. Summary of significant accounting policies (continued)

### (h) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the assets. Subsequent costs are included in the carrying amount of the asset or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance costs are expensed in the consolidated income statement during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives at the following annual rates:

Buildings	2% to 5%
Plant and machinery	10% to 20%
Furniture and fixtures	10% to 30%
Other assets	10% to 30%

The residual values and useful lives of the assets are reviewed, and adjusted if appropriate, at each balance sheet date. Where the estimated recoverable amounts have declined below their carrying amounts, the carrying amounts are written down to their estimated recoverable amounts.

Gain or loss on disposal is determined as the difference between the net sales proceeds and the carrying amount of the relevant assets, and is recognized in the consolidated income statement.

### (i) Investment properties

Properties that are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the Group, are classified as investment properties. Investment properties also include properties that are being constructed or developed for future use as investment properties.

All leases that meet the definition of investment properties are classified as investment properties and measured at fair value.

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

## 2. Summary of significant accounting policies (continued)

### (i) Investment properties (continued)

Investment property that is obtained through a lease is measured initially at the lease liability amount adjusted for any lease payments made at or before the commencement date (less any lease incentives received), and any initial direct costs incurred by the Group.

After initial recognition, investment property is carried at fair value. Fair value is based on valuations carried out by professional valuers who hold recognized and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis of the carrying amounts in the consolidated financial statements. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value.

Fair value measurement on property under construction is only applied if the fair value is considered to be reliably measurable.

It may sometimes be difficult to determine reliably the fair value of the investment property under construction. In order to evaluate whether the fair value of an investment property under construction can be determined reliably, management considers the following factors, among others:

- The provisions of the construction contract
- The stage of completion
- Whether the project/property is standard (typical for the market) or non-standard
- The level of reliability of cash inflows after completion
- The development risk specific to the property
- Past experience with similar constructions
- Status of construction permits

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognized as liabilities, including lease liabilities in respect of right-of-use assets classified as investment property; others, including contingent rent payments, are not recognized in the consolidated financial statements. The fair value of investment property also reflects the market values of comparable properties which have been recently transacted, adjusted for any qualitative differences that may affect the price such as location, floor area, quality and the finishes of the building and other related factors.

Subsequent expenditure is capitalized to the carrying amount of the property only when it is probable that future economic benefits associated with the property will flow to the Group and the cost can be measured reliably. All other repairs and maintenance costs are expensed in the consolidated income statement during the financial period in which they are incurred.

## 2. Summary of significant accounting policies (continued)

### (i) Investment properties (continued)

Changes in fair values of investment properties are recognized in the consolidated income statement. Investment property is derecognized either when it has been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal.

Investment properties under construction have been valued at the balance sheet date. All fair value gains or losses are recognized in the consolidated income statement as fair value gains or losses.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes.

Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to inventories. A property's deemed cost for subsequent accounting as inventories is its fair value at the date of change in use.

If an owner-occupied property becomes an investment property because its use has changed, any difference resulting from the carrying amount and the fair value of this property at the date of transfer is recognized in other comprehensive income as revaluation reserve of property, plant and equipment. However, if the fair value gives rise to a reversal of a previous impairment, this amount is recognized in the consolidated income statement. This revaluation reserve shall remain and be transferred to retained profits upon disposal of this property.

If a property for/under development or a property for sale becomes an investment property when there is a change in use, any difference resulting from the fair value of the property at that date and its previous carrying amount is recognized in the consolidated income statement.

The investment properties are classified under non-current assets except for those properties which are expected to be disposed of within one year and are classified under current assets. Investment properties are reclassified as assets of disposal group held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable.



## 2. Summary of significant accounting policies (continued)

### (j) Cemetery assets

Cost of cemetery assets comprises the right-of-use assets and costs of development expenditures incurred for the grave plots and niches for cremation urns. Cemetery assets are classified as current assets unless the construction period of the relevant grave plots or niches for cremation urns is expected to complete beyond the normal operating cycle.

Grave plots and niches for cremation urns are stated at the lower of cost and net realizable value. Net realizable value represents the estimated selling price for cemetery assets less all estimated costs of completion and applicable variable selling expenses.

### (k) Properties for/under development

Properties for/under development are stated at the lower of cost and net realizable value. Costs include right-of-use assets, development and construction expenditures incurred and any borrowing costs capitalized and other direct costs attributable to the development. Net realizable value is determined on the basis of anticipated sales proceeds less applicable variable selling expenses and costs to complete.

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

### (l) Properties for sale

Properties for sale which include properties under development (note 2(k)) and completed properties are classified under current assets and comprise right-of-use assets, development and construction expenditures, any borrowing costs capitalized and other direct costs attributable to the development. Properties for sale are carried at the lower of cost and net realizable value. Net realizable value is determined on the basis of anticipated sales proceeds less applicable variable selling expenses and costs to complete.

## 2. Summary of significant accounting policies (continued)

### (m) Financial assets

#### (i) Classification

The Group classifies its financial assets in the measurement categories of those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss) and those to be measured at amortized cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in OCI or profit or loss. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

#### (ii) Recognition and derecognition

Regular purchases and sales of financial assets are recognized on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

#### (iii) 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 ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in consolidated income statement.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

## 2. Summary of significant accounting policies (continued)

### (m) Financial assets (continued)

#### (iii) Measurement (continued)

##### *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:

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in the consolidated income statement using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in consolidated income statement and presented in other income and net gains/losses together with foreign exchange gains and losses. Impairment losses, if material, are presented as separate line item in the consolidated income statement.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognized in consolidated income statement. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other income and net gains/losses. Interest income from these financial assets is included in other income and net gains/losses using the effective interest rate method. Foreign exchange gains and losses are presented in other income and net gains/losses and impairment losses, if material, are presented as separate line item in the consolidated income statement.
- **FVPL:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognized in consolidated income statement.

##### *Equity instruments*

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

## 2. Summary of significant accounting policies (continued)

### (n) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses (“ECL”) associated with its debt instruments carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade debtors, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

The Group’s other financial assets carried at amortized cost include loans and receivables, other receivables, amounts due from associated companies and joint ventures. The impairment loss of other financial assets carried at amortized cost is measured based on twelve months expected credit loss. The twelve months expected credit loss is the portion of lifetime expected credit loss that results from default events on a financial instrument that are possible within twelve months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit loss.

### (o) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

### (p) Inventories

Inventories, which mainly comprise home finishing products, merchandises and hotel consumables, are stated at the lower of cost and net realizable value. Cost is calculated on the first-in first-out basis or specific identification basis. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). Net realizable value is the estimated selling price in the ordinary course of business less applicable variable selling expenses.

## 2. Summary of significant accounting policies (continued)

### (q) Trade and other debtors

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

Trade and other debtors are recognized initially at the amount of consideration that is unconditional and subsequently measured at amortized cost using the effective interest method, less provision for impairment, as the Group holds the trade and other debtors with the objective to collect the contractual cash flows and those cash flows represent solely payments of principal and interest. The Group's impairment policies are set out in note 2(n). The carrying amount of trade and other debtors is reduced through the use of an allowance account and the amount of the provision is recognized in the consolidated income statement within administrative and other operating expenses. When a debtor is uncollectible, it is written off against the allowance account for trade and other debtors. Subsequent recoveries of amounts previously written off are credited in the consolidated income statement.

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

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of the fair value of an asset less costs to sell and value-in-use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each balance sheet date.

### (s) Creditors and accruals

Creditors and accruals are obligations to pay for goods or merchandises or services that have been acquired in the ordinary course of business from suppliers. Creditors and accruals are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Creditors and accruals are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

## 2. Summary of significant accounting policies (continued)

### (t) Provisions

Provisions are recognized when there is a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where a provision is expected to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognized for future operating losses.

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

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

### (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.

Where any group company purchases the Company's equity share capital, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to owners of the Company. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to owners of the Company.

## 2. Summary of significant accounting policies (continued)

### (v) Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial liability, including fees and commissions to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortized cost; any difference between the proceeds, net of transaction costs, and the redemption value is recognized 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 recognized as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs. To the extent there is no evidence that it is probable that some or all of the facilities will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized 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 twelve months after the balance sheet date.

### (w) Current and deferred taxation

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group, its associated companies and joint ventures 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 payable to the tax authorities.

Deferred taxation is recognized, 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 taxation liabilities are not recognized if they arise from the initial recognition of goodwill, the deferred taxation 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 tax is determined using tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

## 2. Summary of significant accounting policies (continued)

### (w) Current and deferred taxation (continued)

Deferred taxation assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

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

Deferred taxation assets are recognized on deductible temporary differences arising from investments in subsidiaries, associated companies and joint arrangements 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 utilized.

Deferred taxation 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 taxation 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.

### (x) Leases

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

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of fixed payments (including in-substance fixed payments), less any lease incentives receivables.

The lease payments are discounted using the lessee's incremental borrowing rate.

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

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

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



## 2. Summary of significant accounting policies (continued)

### (x) Leases (continued)

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

When the right-of-use assets meet the definition of investment properties, they are presented in investment properties, and are initially measured at cost and subsequently measured at fair value, in accordance with the Group's accounting policy.

The Group also has interests in leasehold lands and land use rights for use in its operations. Lump sum payments were made upfront to acquire these land interests from their previous registered owners or governments in the jurisdictions where the land is located. There are no ongoing payments to be made under the term of the land leases, other than insignificant lease renewal costs or payments based on rateable value set by the relevant government authorities. These payments are stated at cost and are amortized over the term of the lease which includes the renewal period if the lease can be renewed by the Group without significant cost.

Payments associated with short-term leases are recognized on a straight-line basis as an expense in the consolidated income statement. Short-term leases are leases with a lease term of twelve months or less.

Lease liabilities are classified as non-current liabilities unless payments are made within twelve months from the end of the reporting period.

Rental income from operating leases where the Group is a lessor is recognized as income on a straight-line basis over the lease term (note 2(y)). Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognized as expense over the lease term on the same basis as rental income. The respective leased assets are included in the consolidated balance sheet based on their nature.

## 2. Summary of significant accounting policies (continued)

### (y) Revenue and income recognition

Revenue comprises the fair value of the consideration received or receivable for goods supplied, and is shown, net of value-added taxes, returns, rebates and discounts, allowances for credit and other revenue reducing factors.

Revenue is recognized when it is probable that future economic benefits will flow to the Group and specific criteria for each of the Group's activities as described below have been met. Estimates are based on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement.

- (i) Revenue from sales of properties is recognized when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and laws that apply to the contract, control of the properties under development may transfer over time or at a point in time. If properties have no alternative use to the Group contractually and the Group has an enforceable right to payment from the customers for performance completed to date, the Group satisfies the performance obligation over time and therefore, recognizes revenue over time in accordance with the input method for measuring progress. Otherwise, revenue is recognized at a point in time when the customer obtains control of the completed property.

For property development and sales contract for which the control of the property is transferred at a point in time, revenue is recognized when the customer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

Contract acquisition costs incurred to obtain contracts are capitalized and amortized when the related revenue is recognized.

- (ii) Rental income, net of incentives given to lessees, is recognized on a straight-line basis over the period of the respective leases.
- (iii) Income from hotel operation and management is recognized when the services are rendered.
- (iv) Sales of cemetery assets are recognized when the control of the asset is transferred to the customer, which are when the customer obtains the physical possession or the legal title of the relevant cemetery assets and the Group has present right to payment and the collection of the consideration is probable.

## 2. Summary of significant accounting policies (continued)

### (y) Revenue and income recognition (continued)

- (v) Sales of goods and merchandises are recognized when the control of the asset is transferred to the customer, which generally coincide with the time when goods and merchandises are delivered to the customers and legal title has been passed.
- (vi) Gain or loss from securities investment and trading is recognized on the transaction date when the relevant sale and purchase contracts are entered into.
- (vii) Service and management fees are recognized when the services are rendered.
- (viii) Interest income is recognized on a time proportion basis, using the effective interest method, taking into account the principal amounts outstanding and the interest rates applicable.
- (ix) Dividend income is recognized when the right to receive payment is established.

### (z) Borrowing costs

Interest and related costs on borrowings attributable to the construction or acquisition of an asset that necessarily takes a substantial period of time to complete and prepare for its intended use or sale are capitalized as part of the cost of their assets. All other borrowing costs are charged to the consolidated income statement in the financial period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

### (aa) Employee benefits

Contributions to defined contribution retirement schemes such as the Mandatory Provident Fund Scheme in Hong Kong and the respective government employee retirement benefit schemes in the People's Republic of China (the "PRC") and other countries are charged to the consolidated income statement in the financial period to which the contributions relate. The Group has no further payment obligations once the contributions have been paid. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

Employee entitlements to annual leaves are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick and maternity leaves are not recognized until the time of leaves.

Provisions for bonus entitlements are recognized when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Such bonuses are payable within twelve months from the balance sheet date.

## 2. Summary of significant accounting policies (continued)

### (ab) Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances, deposits with banks and financial institutions with maturity within three months from the date of placement.

### (ac) Translation of foreign currencies

Transactions included in the financial statements of each of the entities of the Group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollar, which is the functional and presentation currency of the Company.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the exchange rates ruling at the balance sheet date are recognized in the consolidated income statement.

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

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

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the rate of exchange ruling at the balance sheet date. Exchange differences arising are recognized in other comprehensive income.

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to the consolidated income statement.

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

## 2. Summary of significant accounting policies (continued)

### (ad) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (the "CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors and senior management.

### (ae) Dividend distribution

Dividend distribution to the shareholders of the Company is recognized as a liability in the consolidated financial statements in the financial period in which the dividends are approved by the Company's shareholders or Directors as applicable.

### (af) Financial guarantee liabilities

The Group provides financial guarantees to banks for mortgage loans made by the banks to certain purchasers of the Group's properties in the PRC.

Financial guarantees are recognized as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of (1) the amount determined in accordance with the expected credit loss model under HKFRS 9; and (2) the amount initially recognized less, where appropriate, the cumulative amount of income recognized in accordance with the principles of HKFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associated companies or joint ventures are provided for no compensation, the fair values are accounted for as contributions and recognized as part of the cost of the investment.

### (ag) Government grants

Grants from governments are recognized at fair value when there is a reasonable assurance that the grant will be received and that the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognized in the consolidated income statement over the period necessary to match them with costs that are intended to compensate and offset with related expenses.

## 2. Summary of significant accounting policies (continued)

### (ah) Non-current assets (or disposal groups) held for sale and discontinued operation

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits and investment property that are carried at fair value, which are specifically exempted from their requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the consolidated income statement.

### 3. Financial risk management

#### (a) Financial risk factors

The activities of the Group expose it to a variety of financial risks including credit risk, liquidity risk, cash flow and fair value interest rate risk, foreign exchange risk and price risk. The overall risk management programme of the Group focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Group.

Financial risk management is carried out by the finance department under policies approved by the board of Directors (the "Board"). The Board provides principles for overall risk management, as well as written policies covering specific areas.

##### (i) Credit risk

The maximum exposure to credit risk is represented by the carrying amount of each financial assets (other than financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income) after deducting any impairment provision in the consolidated balance sheet. The Group's exposure to credit risk arising from debtors is set out in note 27.

Credit risk of the Group is primarily attributable to deposits with banks and financial institutions and non-current loans and receivables, as well as credit exposures to customers and other debtors. The Group has credit policies in place and exposures to these credit risks are monitored on an ongoing basis.

The Group applies the HKFRS 9 simplified approach in measuring expected credit losses which uses a lifetime expected loss allowance for all trade debtors.

To measure the expected credit losses, trade debtors are grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the historical payment profiles and the corresponding historical credit losses. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors and industry trends affecting the ability of the debtors to settle the outstanding balance.

Management considered the credit risk of loans and receivables, other receivables and amounts due from associated companies and joint ventures is low, as counterparties have a strong capacity to meet their contractual cash flow obligations in the near term, except for loans and receivables relating to amounts which are long overdue with significant amounts or known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance which have taken into account the expected recoveries from the collateral on the mortgaged property, if any.

### 3. Financial risk management (continued)

#### (a) Financial risk factors (continued)

##### (i) Credit risk (continued)

The Group has assessed that the expected credit losses for these loans and receivables, other receivables and amounts due from associated companies and joint ventures were nil (2022: nil) under 12 months expected losses method and no provision was recognized (2022: nil).

The Group manages its deposits with banks and financial institutions by monitoring credit ratings and only places deposits with banks and financial institutions with no history of defaults. As at 31 March 2023, the monies placed with banks and financial institutions in Hong Kong, the PRC and other countries amounted to approximately HK\$2,778 million (2022: HK\$4,030 million), HK\$134 million (2022: HK\$134 million) and HK\$11 million (2022: HK\$16 million), respectively.

In respect of credit exposures to customers, the Group normally receives deposits or progress payments from customers prior to the completion of sales of properties or goods or merchandises transactions. Customers are assessed and rated individually based on the credit quality by taking into account their financial position, credit history and other factors. Rentals in respect of investment properties are payable in advance by tenants in accordance with the lease agreements. The Group has policies in place to ensure that rental deposits are required from tenants prior to commencement of leases. Loans and receivables and other deposits are generally supported by the respective underlying assets.

In addition, the Group has other monitoring procedures to ensure that follow up action is taken to recover overdue debts. The Group reviews regularly the recoverable amount of each individual debtor to ensure that adequate impairment provision are made for irrecoverable amounts. The Group has no significant concentrations of credit risk as the receivables consist of a large number of customers.

In respect of the other debtors, amounts due from associated companies and joint ventures and loans and receivables, the Group monitors the recovery of the balances closely and ensures that adequate impairment provision has been made for the estimated irrecoverable amounts.

The Group has provided guarantees in respect of mortgage loans made by certain banks to certain purchasers of the Group's properties in the PRC. Since the Group is able to retain the purchasers' deposits and sell the properties to recover any amounts paid by the Group to the banks, the management considers that the Group's credit risk is minimal (see also note 38).



### 3. Financial risk management (continued)

#### (a) Financial risk factors (continued)

##### (ii) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its current obligations when they fall due. The Group measures and monitors its liquidity through the maintenance of prudent ratios regarding the liquidity structure of the overall assets, liabilities, loans and commitments of the Group. The Group has put in place a policy of obtaining long-term banking facilities to match its long-term investments in Hong Kong, the PRC and other countries. The Group also maintains a conservative level of liquid assets to ensure the availability of sufficient cash flows to meet any unexpected and material cash requirements in the ordinary course of business. In addition, as at 31 March 2023, the Group has standby banking facilities to provide contingent liquidity support which amounted to approximately HK\$968 million (2022: HK\$1,815 million). Details of the bank borrowings are disclosed in note 34.

The table below analyzes the Group's financial liabilities that will be settled in relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The amounts disclosed in the table are the contractual undiscounted cash flows including interest payment. It excludes the financial guarantees provided by the Group (note 38) as management considers the likely crystallization of the guarantees to be minimal.

	Within the first year or on demand HK\$'000	Within the second year HK\$'000	Within the third to fifth years HK\$'000	After the fifth year HK\$'000	Total HK\$'000
<b>2023</b>					
Creditors and accruals (excluded lease liabilities)	418,065	-	-	-	418,065
Lease liabilities	7,476	2,007	5,897	39,098	54,478
Bank borrowings	1,193,787	2,175,500	1,183,617	-	4,552,904
Loans and payables with non-controlling interests	-	-	-	44,912	44,912
Other non-current liabilities (excluded lease liabilities)	-	-	-	35,926	35,926
	1,619,328	2,177,507	1,189,514	119,936	5,106,285

### 3. Financial risk management (continued)

#### (a) Financial risk factors (continued)

##### (ii) Liquidity risk (continued)

	Within the first year or on demand HK\$'000	Within the second year HK\$'000	Within the third to fifth years HK\$'000	After the fifth year HK\$'000	Total HK\$'000
2022					
Creditors and accruals (excluded lease liabilities)	560,335	–	–	–	560,335
Lease liabilities	22,270	5,818	5,766	41,642	75,496
Bank borrowings	1,954,963	659,211	2,940,308	–	5,554,482
Loans and payables with non-controlling interests	–	–	–	44,626	44,626
Other non-current liabilities (excluded lease liabilities)	–	–	–	38,720	38,720
	2,537,568	665,029	2,946,074	124,988	6,273,659

##### (iii) Cash flow and fair value interest rate risk

Interest rate risk is the risk that the position of the Group may be adversely affected by the changes in market interest rate. The policy of the Group involves close monitoring of interest rate movements and replacing and entering into new banking facilities when favourable pricing opportunities arise.

The interest rate risk of the Group mainly arises from interest-bearing loans and receivables, bank deposits, bank borrowings and bond investments in the financial assets at fair value through profit or loss. Loans and receivables, bank deposits and bank borrowings issued at variable rates expose the Group to cash flow interest rate risk. Bond investments at fixed rates expose the Group to fair value interest rate risk. The Group currently does not have any interest rate hedging policy in relation to interest rate risk. The Board monitors the Group's exposure on an ongoing basis and will consider hedging interest rate risk should the need arise.

As at 31 March 2023, in respect of cash flow interest rate risk, if interest rates had been 0.5% (2022: 0.5%) higher/lower with all other variables held constant, the pre-tax result of the Group would have decreased/increased by approximately HK\$7,075,000 (2022: HK\$18,084,000).

### 3. Financial risk management (continued)

#### (a) Financial risk factors (continued)

##### (iv) Foreign exchange risk

Foreign exchange risk arises on monetary assets and liabilities being denominated in a currency that is not the functional currency; differences resulting from the translation of financial statements into the presentation currency of the Group are not taken into consideration.

The Group mainly operates in Hong Kong, the PRC, Singapore, Malaysia, Vietnam, Mongolia, Taiwan and Philippines. The Group has no significant foreign exchange risk due to limited foreign currency transactions other than the functional currencies of the respective entities.

##### (v) Price risk

The Group is exposed to securities and bonds investments price risk because investments held by the Group are classified as financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss. Unrealized gains and losses arising from the change in the fair value of financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss are recognized in other comprehensive income and the consolidated income statement respectively. To manage its price risk arising from investments in securities and bonds investments, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

The table below summarizes the impact of increase/decrease of the market price of the Group's publicly-traded investments by 5% (2022: 5%) with all other variables held constant:

	Impact on pre-tax result		Impact on investment revaluation reserve	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
5% change in market price	16,477	49,540	4,342	4,471

### 3. Financial risk management (continued)

#### (b) Capital risk management

The objectives of the Group when managing capital are to safeguard the ability of the Group 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, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the net debt to equity ratio. The Group's net debt to equity ratio, expressed as a percentage of bank borrowings net of cash, bank balances and bonds and securities investments of financial assets at fair value through profit or loss over net assets attributable to equity holders of the Company, was 10.5% (2022: 2.2%).

#### (c) Fair value estimation

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current price within the bid-ask spread which is the most representative of the fair value in the given circumstances.

The fair values of long-term loans and receivables and bank borrowings are estimated using the expected future payments discounted at market interest rates. The carrying values of the long-term loans and receivables and bank borrowings approximate their fair values since they are floating interest rate loans and receivables and borrowings.

The carrying values less any estimated credit adjustments for financial assets and liabilities with a maturity of less than one year, including debtors and prepayments, cash and bank balances, creditors and accruals and current bank borrowings approximate their fair values.

The Group adopted the amendment to HKFRS 7 for financial instruments that are measured in the balance sheet at fair value. This requires disclosure of fair value measurements by level in the following fair value measurement hierarchy:

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

### 3. Financial risk management (continued)

#### (c) Fair value estimation (continued)

The following table presents the Group's financial assets that are measured at fair value at 31 March 2023 and 2022. The investment properties are measured at fair value and disclosed in note 16.

	Level 1 HK\$'000	Level 3 HK\$'000	Total HK\$'000
<b>2023</b>			
Assets			
Financial assets at fair value through other comprehensive income			
– Listed securities	142,023	–	142,023
– Unlisted investment	–	994	994
	142,023	994	143,017
Financial assets at fair value through profit or loss			
– Listed securities and bonds	329,530	–	329,530
– Unlisted investments	–	136,749	136,749
	329,530	136,749	466,279
Total assets	471,553	137,743	609,296
<b>2022</b>			
Assets			
Financial assets at fair value through other comprehensive income			
– Listed securities	146,224	–	146,224
– Unlisted investment	–	9,034	9,034
	146,224	9,034	155,258
Financial assets at fair value through profit or loss			
– Listed securities and bonds	990,806	–	990,806
– Unlisted investments	–	162,352	162,352
	990,806	162,352	1,153,158
Total assets	1,137,030	171,386	1,308,416

### 3. Financial risk management (continued)

#### (c) Fair value estimation (continued)

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for these financial assets held by the Group, which are listed securities and bonds investments, is the current price within the bid-ask spread in stock market and bond market. These instruments are included in level 1 which comprise primarily investments classified as financial assets at fair value through other comprehensive income (listed securities) and financial assets at fair value through profit or loss (listed securities and bonds).

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 maximize 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.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3 which comprises primarily unlisted investments classified as financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss.

Specific valuation techniques used to value financial instruments include:

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

There was no transfer of financial assets among fair value hierarchy classifications for the years ended 31 March 2023 and 2022.

### 3. Financial risk management (continued)

#### (c) Fair value estimation (continued)

The following table presents the changes in level 3 instruments of the Group for the years ended 31 March 2023 and 2022.

	<b>Financial assets at fair value through other comprehensive income HK\$'000</b>	<b>Financial assets at fair value through profit or loss HK\$'000</b>
At 1 April 2021	10,434	105,493
Changes in exchange rates	396	3,063
Additions	–	54,768
Disposals	–	(1,451)
Changes in fair value recognized in consolidated income statement	–	479
Changes in fair value recognized in other comprehensive income	(1,796)	–
At 31 March 2022	9,034	162,352
Changes in exchange rates	(680)	(5,593)
Additions	–	11,628
Disposals	–	(711)
Changes in fair value recognized in consolidated income statement	–	(30,927)
Changes in fair value recognized in other comprehensive income	(7,360)	–
<b>At 31 March 2023</b>	<b>994</b>	<b>136,749</b>

## 4. Critical accounting estimates and judgments

Estimates and judgments used in preparing the consolidated financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The estimates and assumptions that may have a significant effect on the carrying values of assets and liabilities are discussed below:

### (a) Estimate of fair value of investment properties

The valuation of investment properties is mainly performed in accordance with “The HKIS Valuation Standards 2020 Edition” published by the Hong Kong Institute of Surveyors and other prevailing international valuation standards. Details of the judgment and assumptions have been disclosed in note 16.

### (b) Classification of investment properties

In making the judgment to determine whether a property qualifies as investment property, the Group considers whether the property (land or building) is held to earn rental or for capital appreciation rather than for use in the production or supply of goods and services or sale and the Group has the financing capability to hold the property for long-term strategic investment.

To transfer a property to an investment property, there must be a change in use. To conclude if a property has changed its use, management assesses whether the property meets the definition of investment property as aforementioned and the change must be supported by evidence.

In addition, in making the judgment to determine whether a completed investment property was qualified as asset of disposal group held for sale, the Group considered whether the sale transaction was highly probable (i.e. the sale should be expected to qualify for recognition as a completed sale within one year from the date of classification).

The Group considers each property separately in making its judgment.



## 4. Critical accounting estimates and judgments (continued)

### (c) Recoverability of properties for/under development, properties for sale and cemetery assets

The Group assesses the carrying values of properties for/under development, properties for sale and cemetery assets according to their estimated recoverable amounts or net realizable values based on assessment of the realizability of these properties/assets, taking into account costs to completion and applicable variable selling expenses based on past experience and net sales value based on prevailing market conditions. Provision for impairment is made when events or changes in circumstances indicate that the carrying values may not be realized. The assessment requires the use of judgment and estimates.

For recoverability assessment purpose, the valuation of certain properties for/under development, properties for sale and cemetery assets is mainly performed in accordance with "The HKIS Valuation Standards 2020 Edition" published by the Hong Kong Institute of Surveyors and other prevailing international valuation standards.

### (d) Income taxes, land use taxes, land appreciation taxes and deferred taxes

The Group is subject to income taxes, land use taxes, land appreciation taxes and deferred taxes mainly in Hong Kong, the PRC and other countries. Significant judgment is required in determining the provision for taxation for each entity of the Group. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these estimates is different from the amounts that are initially recorded, such differences will impact the current and deferred taxation in the financial period in which such determination is made.

The Group has rebutted the presumption that the carrying amount of the investment properties located in the PRC and Mongolia measured at fair value will be recovered entirely through sale. These investment properties are held within a business model whose objective is to consume its economic benefit over time.

Deferred taxation assets relating to tax losses are recognized when management considers to be probable that future taxation profit will be available against which the tax losses can be utilized. The outcome of their actual utilization may be different.

### (e) Fair value of financial instruments

The fair value of financial assets at fair value through other comprehensive income and through profit or loss traded in active markets is based on the quoted market prices at the end of the reporting period. The details are set out in note 3(c).

## 5. Revenues

Revenues recognized during the year are as follows:

	2023 HK\$'000	2022 HK\$'000
<b>Continuing operations</b>		
Sales of properties	1,350	271,762
Rental income and management fees	141,201	159,233
Sales of cemetery assets	23,180	40,998
Sales of goods and merchandises	13,628	16,655
Interest income from money lending business	8,417	1,565
Interest and other income from bond investments of financial assets at fair value through profit or loss	64,112	176,424
Dividend income from securities investments for trading of financial assets at fair value through profit or loss	23	34
Net loss of securities investments for trading of financial assets at fair value through profit or loss	(235)	(274)
	<b>251,676</b>	<b>666,397</b>

## 6. Segment information

### (a) Segment information by business lines

The CODM has been identified as the Executive Directors and senior management. The CODM reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The CODM considers the business from a business perspective, including property development, investment and trading, development and operation of cemetery, sales of goods and merchandises, securities investment and trading and money lending business. The CODM assesses the performance of the operating segments based on the measure of segment result. The comparative figures have been presented with the discontinued operation after the Hotel Disposal as mentioned in note 1.

## 6. Segment information (continued)

### (a) Segment information by business lines (continued)

The segment information by business lines is as follows:

	Property development, investment and trading HK\$'000	Cemetery HK\$'000	Sales of goods and merchandises HK\$'000	Securities investment and trading HK\$'000	Money lending business HK\$'000	Other and corporate HK\$'000	2023 Total HK\$'000
Revenues from contracts with customers:							
– Recognized at a point in time	1,350	23,180	13,628	–	–	–	38,158
– Recognized over time	12,187	–	–	–	–	–	12,187
Revenues from other sources	129,014	–	–	63,900	8,417	–	201,331
Revenues	142,551	23,180	13,628	63,900	8,417	–	251,676
Other income and net gain/(loss)	1,429	594	5,793	(251,168)	–	77,514	(165,838)
Loss on disposal of subsidiaries	(13,166)	–	–	–	–	–	(13,166)
Operating (loss)/profit	(706,511)	2,886	(1,314)	(188,450)	7,184	(135,900)	(1,022,105)
Finance costs	(123,965)	–	(720)	(7,586)	–	(258)	(132,529)
Share of results of associated companies	109	–	–	–	–	(2,176)	(2,067)
Share of results of joint ventures	(79)	–	–	–	–	–	(79)
(Loss)/profit before taxation	(830,446)	2,886	(2,034)	(196,036)	7,184	(138,334)	(1,156,780)
Taxation credit/(charge)	57,595	(1,759)	–	4,238	–	–	60,074
(Loss)/profit for the year	(772,851)	1,127	(2,034)	(191,798)	7,184	(138,334)	(1,096,706)
Segment assets	10,539,966	779,195	153,489	466,962	30,544	2,941,959	14,912,115
Associated companies	148	–	–	–	–	46,644	46,792
Joint ventures	839,708	–	–	–	–	–	839,708
Investment property held for sale	33,800	–	–	–	–	–	33,800
Total assets	11,413,622	779,195	153,489	466,962	30,544	2,988,603	15,832,415
Total liabilities	4,693,115	191,261	34,626	86,604	274	77,097	5,082,977
Other segment items are as follows:							
Capital expenditure	138,065	19,138	–	–	–	3,661	160,864
Depreciation of property, plant and equipment	3,504	471	345	–	–	13,910	18,230
Depreciation of right-of-use assets	3,417	96	2,554	–	–	13,529	19,596
Provision for impairment of properties for/under development	52,820	–	–	–	–	–	52,820
Provision for impairment of properties for sale	136,844	–	–	–	–	–	136,844
Provision for impairment of trade debtors	4,870	3,916	–	–	–	–	8,786
Fair value loss of investment properties	532,725	–	–	–	–	–	532,725

## 6. Segment information (continued)

### (a) Segment information by business lines (continued)

	Continuing operations						Discontinued operation		2022 Total HK\$'000
	Property development, investment and trading HK\$'000	Cemetery HK\$'000	Sales of goods and merchandises HK\$'000	Securities investment and trading HK\$'000	Money lending business HK\$'000	Corporate HK\$'000	Total HK\$'000	Hotel operation and management HK\$'000	
Revenues from contracts with customers:									
– Recognized at a point in time	271,762	40,998	16,655	–	–	–	329,415	–	329,415
– Recognized over time	9,979	–	–	–	–	–	9,979	31,380	41,359
Revenues from other sources	149,254	–	–	176,184	1,565	–	327,003	–	327,003
Revenues	430,995	40,998	16,655	176,184	1,565	–	666,397	31,380	697,777
Other income and net gain/(loss)	143	168	6,019	(1,762,155)	–	7,950	(1,747,875)	–	(1,747,875)
Gain on disposal of subsidiaries	1,178,948	–	–	–	–	–	1,178,948	–	1,178,948
Operating profit/(loss)	1,358,189	15,047	(1,136)	(1,587,157)	1,252	(266,267)	(480,072)	(53,318)	(533,390)
Finance costs	(90,848)	–	(1,766)	(10,847)	–	(1,017)	(104,478)	(10,780)	(115,258)
Share of results of associated companies	103	–	–	–	–	(9,226)	(9,123)	–	(9,123)
Share of results of joint ventures	(23,063)	–	–	–	–	–	(23,063)	–	(23,063)
Profit/(loss) before taxation	1,244,381	15,047	(2,902)	(1,598,004)	1,252	(276,510)	(616,736)	(64,098)	(680,834)
Taxation (charge)/credit	(129,909)	(4,574)	–	552	–	–	(133,931)	(24,700)	(158,631)
Profit/(loss) after taxation	1,114,472	10,473	(2,902)	(1,597,452)	1,252	(276,510)	(750,667)	(88,798)	(839,465)
Gain on disposal of subsidiaries of discontinued operation	–	–	–	–	–	–	–	404,957	404,957
Profit/(loss) for the year	1,114,472	10,473	(2,902)	(1,597,452)	1,252	(276,510)	(750,667)	316,159	(434,508)
Segment assets	11,692,024	840,501	155,871	1,248,999	158,051	4,128,071	18,223,517	–	18,223,517
Associated companies	138	–	–	–	–	48,822	48,960	–	48,960
Joint ventures	795,733	–	–	–	–	–	795,733	–	795,733
Total assets	12,487,895	840,501	155,871	1,248,999	158,051	4,176,893	19,068,210	–	19,068,210
Total liabilities	5,763,354	236,453	35,392	320,368	160	211,638	6,567,365	–	6,567,365
Other segment items are as follows:									
Capital expenditure	69,067	467	1,170	–	–	–	70,704	1,555	72,259
Depreciation of property, plant and equipment	4,970	506	1,343	–	–	10,411	17,230	21,419	38,649
Depreciation of right-of-use assets	1,709	107	4,129	–	–	13,712	19,657	36,412	56,069
Provision for impairment of properties									
for/under development	9,159	–	–	–	–	–	9,159	–	9,159
Provision for impairment of properties for sale	1,355	–	–	–	–	–	1,355	–	1,355
Provision for impairment of trade debtors	195	–	–	–	–	–	195	–	195
Reversal of provision for impairment of trade debtors	475	–	–	–	–	–	475	–	475
Reversal of provision for impairment of other deposits	710	–	–	–	–	–	710	–	710
Fair value gain of investment properties	36,087	–	–	–	–	–	36,087	–	36,087

## 6. Segment information (continued)

### (b) Geographical segment information

The business of the Group operates in different geographical areas. Revenues are presented by the countries where the customers are located. Non-current assets, total assets and capital expenditure are presented by the countries where the assets are located. The segment information by geographical area is as follows:

	Revenues		Capital expenditure	
	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Continuing operations</b>				
Hong Kong	184,765	368,063	138,992	66,873
The PRC	36,612	66,361	21,119	2,357
Vietnam	–	198,914	–	–
Other countries	30,299	33,059	753	1,474
	251,676	666,397	160,864	70,704
<b>Discontinued operation</b>	–	31,380	–	1,555
	251,676	697,777	160,864	72,259
	Non-current assets (note)		Total assets	
	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Continuing operations</b>				
Hong Kong	6,982,301	7,283,398	12,034,124	14,506,105
The PRC	1,835,532	2,311,702	2,780,370	3,325,909
Other countries	928,862	1,126,914	1,017,921	1,236,196
	9,746,695	10,722,014	15,832,415	19,068,210

Note: Non-current assets in geographical segment represent non-current assets other than financial assets at fair value through other comprehensive income, and loans and receivables and other deposits.

## 7A. Other income and net loss

	2023 HK\$'000	2022 HK\$'000
<b>Continuing operations</b>		
Interest income from bank deposits	<b>74,884</b>	5,998
Dividend income from financial assets at fair value through other comprehensive income	<b>7,366</b>	7,469
Net loss of bonds and other investments of financial assets at fair value through profit or loss (note)	<b>(253,474)</b>	(1,764,301)
Net loss on disposal of investment properties	–	(75)
Net gain/(loss) on disposal of property, plant and equipment	<b>1,452</b>	(194)
Net exchange loss	<b>(11,297)</b>	(6,545)
Forfeited deposit for disposal of property, plant and equipment	<b>8,064</b>	–
Others	<b>7,167</b>	9,773
	<b>(165,838)</b>	(1,747,875)

Note: The amount comprises of net gain on disposal of HK\$299.4 million (2022: net loss of HK\$35.7 million) and net fair value loss of HK\$552.9 million (2022: HK\$1,728.6 million) for financial assets at fair value through profit or loss.

## 7B. (Loss)/gain on disposal of subsidiaries

- (a) On 5 August 2022, a direct wholly-owned subsidiary of Chuang's China Investments Limited ("Chuang's China", a listed subsidiary of the Group) (together with its subsidiaries, collectively as the "Chuang's China Group") entered into a sale and purchase agreement with an independent third party to dispose of the property holding subsidiaries which held a property in Changan, Dongguan, the PRC, at a consideration of approximately RMB132.1 million (equivalent to approximately HK\$149.7 million) (the "Changan Disposal"). Details of the Changan Disposal were announced by Chuang's China and the Company on 5 August 2022. The transaction was completed on 5 September 2022, and a loss on disposal of subsidiaries before non-controlling interests of approximately HK\$13.2 million was recorded in the year ended 31 March 2023, taking into account the net assets disposed of approximately HK\$156.5 million, the realization of a negative exchange reserve upon disposal of approximately HK\$6.0 million and the related transaction costs. Details of the Changan Disposal are shown in note 39(c).
- (b) On 9 February 2021, the wholly-owned subsidiaries of Chuang's China entered into the conditional sale and purchase agreements with independent third parties for the disposal of the properties holding subsidiaries that hold the property project in Panyu, Guangzhou, the PRC, for an aggregate consideration of about RMB1,574.9 million (equivalent to approximately HK\$1,896.7 million) (the "Panyu Disposal"). The Panyu Disposal had been approved by the shareholders of Chuang's China and the Company on 13 April 2021 respectively. Details of the Panyu Disposal were announced by Chuang's China and the Company on 11 February 2021 and 14 May 2021, and published in the circulars of Chuang's China and the Company on 19 March 2021. The transaction was completed on 14 May 2021, and a gain on disposal of subsidiaries of approximately HK\$1,178.9 million was recorded in the year ended 31 March 2022, taking into account the net assets disposed of approximately HK\$707.2 million, the realization of exchange reserve upon disposal of approximately HK\$27.4 million and related transaction costs. Details of the Panyu Disposal are shown in note 39(c).

## 8. Operating loss

	2023 HK\$'000	2022 HK\$'000
<b>Continuing operations</b>		
Operating loss is stated after crediting:		
Gross rental income from properties	138,792	156,251
Reversal of provision for impairment of trade debtors	–	475
Reversal of provision for impairment of other deposits	–	710
and after charging:		
Cost of properties sold	678	140,695
Cost of cemetery assets sold	5,170	8,316
Cost of inventories sold	10,847	11,233
Depreciation of property, plant and equipment	18,230	17,230
Depreciation of right-of-use assets	19,596	19,657
Provision for impairment of properties for/under development (note a)	52,820	9,159
Provision for impairment of properties for sale (note a)	136,844	1,355
Provision for impairment of trade debtors	8,786	195
Staff costs, including Directors' emoluments		
Wages and salaries (note b)	108,080	109,665
Retirement benefit costs (note 9)	4,655	4,642
Short-term lease expenses	2,180	1,623
Outgoings in respect of properties	55,446	55,612
Auditors' remuneration		
Audit and audit related services	4,851	5,414
Non-audit services	1,140	6,140

Notes:

- (a) These amounts have been included in cost of sales for the year ended 31 March 2023.
- (b) Government grants amounting to HK\$3,543,000 (2022: HK\$74,000) have been recognized and deducted in wages and salaries expenses for the year ended 31 March 2023.



## 9. Employee retirement benefits

The Group participates in defined contribution schemes in Hong Kong for all eligible employees. Contributions to these schemes are calculated based on certain percentages of the applicable payroll costs or pre-determined fixed sums. The assets of the schemes are held separately from those of the Group in independently administered funds. Among these schemes, one scheme allows contributions to it to be reduced by contributions forfeited by those employees who leave that scheme prior to vesting fully in those contributions.

The Group participates in respective government retirement benefit schemes in the PRC, Singapore, Malaysia, Vietnam and Mongolia pursuant to the relevant regulations whereby the Group is required to contribute to the schemes to fund the retirement benefits of the eligible employees. Contributions made to the schemes are calculated either based on certain percentages of the applicable payroll costs or fixed sums as stipulated under the requirements in the respective countries. The governments of the respective countries are responsible for the entire retirement benefit obligations payable to the retired employees. The Group has no other obligations apart from making ongoing contributions under the schemes.

The retirement benefit costs represent the contributions by the Group to the above schemes. During the year, contributions forfeited of HK\$683,000 (2022: HK\$396,000) were utilized by the Group in Hong Kong, and the balance of forfeited contributions as at 31 March 2023 was nil (2022: HK\$1,023,000).

## 10. Finance costs

	2023 HK\$'000	2022 HK\$'000
<b>Continuing operations</b>		
Interest expenses of		
Bank borrowings	176,819	110,175
Bank overdraft	78	75
Lease liabilities	949	2,449
	<b>177,846</b>	112,699
Amount capitalized into properties under development	<b>(45,317)</b>	(8,221)
	<b>132,529</b>	104,478

The capitalization rates applied to funds borrowed for the development of properties ranged from 3.78% to 5.53% (2022: 1.36% to 2.56%) per annum.

## 11. Directors', five highest paid individuals' and senior management's emoluments

### (a) Directors' emoluments

Name of Director	(note i)	(note ii)			Total HK\$'000
	Fees HK\$'000	Salaries HK\$'000	Other benefits HK\$'000	Retirement scheme contributions HK\$'000	
<b>2023</b>					
Mr. Albert Chuang Ka Pun <sup>2</sup>	80	2,730	–	18	2,828
Mr. Richard Hung Ting Ho	30	2,600	300	–	2,930
Mr. Edwin Chuang Ka Fung <sup>2</sup>	60	2,340	960	18	3,378
Miss Ann Li Mee Sum <sup>2</sup>	60	1,974	600	178	2,812
Mrs. Candy Kotewall Chuang Ka Wai	30	1,690	639	18	2,377
Mr. Geoffrey Chuang Ka Kam <sup>2</sup>	60	1,950	960	18	2,988
Mr. Chan Chun Man	30	2,340	270	18	2,658
Mr. Abraham Shek Lai Him <sup>1,2</sup>	630	–	–	–	630
Mr. Fong Shing Kwong <sup>1</sup>	200	–	–	–	200
Mr. Yau Chi Ming <sup>1</sup>	200	–	–	–	200
Mr. David Chu Yu Lin <sup>1</sup>	200	–	–	–	200
Mr. Tony Tse Wai Chuen <sup>1</sup>	200	–	–	–	200
	<b>1,780</b>	<b>15,624</b>	<b>3,729</b>	<b>268</b>	<b>21,401</b>

## 11. Directors', five highest paid individuals' and senior management's emoluments (continued)

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

Name of Director	(note i)	(note ii)			Total HK\$'000
	Fees HK\$'000	Salaries HK\$'000	Other benefits HK\$'000	Retirement scheme contributions HK\$'000	
2022					
Mr. Albert Chuang Ka Pun <sup>2</sup>	80	2,730	315	18	3,143
Mr. Richard Hung Ting Ho	30	2,600	–	–	2,630
Mr. Edwin Chuang Ka Fung <sup>2</sup>	60	2,340	960	18	3,378
Miss Ann Li Mee Sum <sup>2</sup>	60	2,324	550	178	3,112
Mrs. Candy Kotewall Chuang Ka Wai	30	1,690	480	18	2,218
Mr. Geoffrey Chuang Ka Kam <sup>2</sup>	60	1,950	960	18	2,988
Mr. Chan Chun Man	30	2,340	360	18	2,748
Mr. Abraham Shek Lai Him <sup>1,2</sup>	580	–	–	–	580
Mr. Fong Shing Kwong <sup>1</sup>	150	–	–	–	150
Mr. Yau Chi Ming <sup>1</sup>	150	–	–	–	150
Mr. David Chu Yu Lin <sup>1</sup>	150	–	–	–	150
Mr. Tony Tse Wai Chuen <sup>1</sup>	150	–	–	–	150
	1,530	15,974	3,625	268	21,397

<sup>1</sup> The Independent Non-Executive Directors

<sup>2</sup> Refer to note 11(a)(viii)

## 11. Directors', five highest paid individuals' and senior management's emoluments (continued)

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

- (i) The amounts represented emoluments paid or receivable in respect of a person's service as a Director, whether of the Company or its subsidiary undertakings.
- (ii) The amounts represented emoluments paid or receivable in respect of a Director's other services in connection with the management of the affairs of the Company or its subsidiary undertakings.
- (iii) There was no arrangement under which a Director waived or agreed to waive any emoluments during the years ended 31 March 2023 and 2022.
- (iv) During the year, no emoluments, retirement benefits, payments or benefits in respect of termination of Directors' services were paid or made, directly or indirectly, to the Directors, nor are any payable (2022: nil). No consideration was provided to or receivable by third parties for making available Directors' services (2022: nil).
- (v) There are no loans, quasi-loans or other dealings in favour of Directors, their controlled bodies corporate and connected entities (2022: none).
- (vi) The Directors represent key management personnel of the Company having authority and responsibility for planning, directing and controlling the activities of the Group.
- (vii) The emoluments paid by the Company to the Independent Non-Executive Directors of the Company amounted to HK\$1,000,000 (2022: HK\$750,000).
- (viii) During the year, HK\$3,312,000 (2022: HK\$5,257,000) out of the total Directors' emoluments were paid by the Chuang's China Group.

### (b) 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 at the end of the year or at any time during the year (2022: none).

## 11. Directors', five highest paid individuals' and senior management's emoluments (continued)

### (c) Five highest paid individuals' emoluments

The five highest paid individuals in the Group include four (2022: five) Directors as at 31 March 2023. Details of the total emoluments paid to the one (2022: none) individual, whose total emoluments were the five highest in the Group and who was not a Director as at 31 March 2023, are set out below:

	2023 HK\$'000	2022 HK\$'000
Salaries and other benefits	3,000	–

The emolument of the individual fall within the following band:

Emolument band	Number of individual	
	2023	2022
HK\$2,500,001 to HK\$3,000,000	1	–

### (d) Senior management's emoluments

The emoluments of senior management whose profiles are included in the section "Biographical Details of Honorary Chairman, Directors and Senior Management" of this report fall within the following bands:

Emolument bands	Number of individuals	
	2023	2022
HK\$1,000,000 or below	3	3
HK\$1,000,001 to HK\$1,500,000	2	2
HK\$1,500,001 to HK\$2,000,000	3	3
HK\$2,000,001 to HK\$2,500,000	1	1
	9	9

## 12. Taxation (credit)/charge

	2023 HK\$'000	2022 HK\$'000
<b>Continuing operations</b>		
Current taxation		
Hong Kong profits tax	(31)	1,498
PRC corporate income tax	2,462	7,172
PRC land appreciation tax	–	6,426
PRC withholding corporate income tax (notes 7B(a) and 7B(b))	3,441	142,071
Overseas profits tax	95	8,493
Deferred taxation	(66,041)	(31,729)
	<b>(60,074)</b>	133,931

No provision for Hong Kong profits tax has been made as the Group has either sufficient tax losses brought forward to set off against the estimated assessable profits for the year or has no estimated assessable profits for the year (2022: Hong Kong profits tax was provided at the rate of 16.5% on the estimated assessable profits for that year). PRC corporate income tax and overseas profits tax have been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the PRC and the countries in which the Group operates respectively. PRC land appreciation tax is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including costs of land and development expenditures. PRC withholding corporate income tax represents the relevant tax on disposal of subsidiaries arising from the Changan Disposal and the Panyu Disposal as mentioned in notes 7B(a) and 7B(b) respectively.

Share of taxation charge of associated companies for the year ended 31 March 2023 of HK\$14,000 (2022: HK\$9,000) is included in the consolidated income statement as "Share of results of associated companies". Share of current taxation charge of the joint ventures of HK\$336,000 (2022: nil, as they either had sufficient tax losses brought forward to set off against the estimated assessable profits or had no estimated assessable profits for that year) and share of deferred taxation credit arising from the fair value loss of the investment properties of the joint ventures of HK\$4,570,000 (2022: HK\$9,313,000) for the year ended 31 March 2023 are included in the consolidated income statement as "Share of results of the joint ventures".

## 12. Taxation (credit)/charge (continued)

The taxation (credit)/charge of the loss before taxation of the Group differs from the theoretical amount that would arise using the taxation rate of Hong Kong as follows:

	2023 HK\$'000	2022 HK\$'000
Loss before taxation from continuing operations and discontinued operation	<b>(1,156,780)</b>	(680,834)
Gain on disposal of subsidiaries of discontinued operation	–	404,957
Share of results of associated companies	<b>2,067</b>	9,123
Share of results of joint ventures	<b>79</b>	23,063
	<b>(1,154,634)</b>	(243,691)
Taxation credit at the rate of 16.5% (2022: 16.5%)	<b>(190,515)</b>	(40,209)
Effect of different taxation rates in other countries	<b>(24,276)</b>	(6,847)
Income not subject to taxation	<b>(21,460)</b>	(324,209)
Expenses not deductible for taxation purposes	<b>86,904</b>	249,502
PRC land appreciation tax deductible for taxation purposes	–	(1,607)
Utilization of previously unrecognized tax losses	<b>(1,302)</b>	(2,485)
Tax losses not recognized and others	<b>87,134</b>	135,989
PRC withholding corporate income tax	<b>3,441</b>	142,071
	<b>(60,074)</b>	152,205
PRC land appreciation tax	–	6,426
Taxation (credit)/charge	<b>(60,074)</b>	158,631
Represented by:	2023 HK\$'000	2022 HK\$'000
Taxation (credit)/charge for continuing operations	<b>(60,074)</b>	133,931
Taxation charge for discontinued operation ( <i>note 40(a)</i> )	–	24,700
Taxation (credit)/charge	<b>(60,074)</b>	158,631

### 13. Dividends

	2023 HK\$'000	2022 HK\$'000
Interim dividend of 2.0 HK cents per share for 2022	–	33,451
Special dividend of 6.0 HK cents per share for 2022	–	100,353
Final dividend of 2.0 HK cents per share for 2022	–	33,451
Second special dividend of 18.0 HK cents per share for 2022	–	301,060
	–	468,315

On 29 June 2023, the board of Directors had resolved not to recommend the payment of a final dividend for the year ended 31 March 2023 (2022: 2.0 HK cents per share amounting to HK\$33,451,000).

### 14. (Loss)/earnings per share

The calculation of the (loss)/earnings per share is based on the following (loss)/profit attributable to equity holders and the weighted average number of 1,672,553,104 (2022: 1,672,553,104) shares in issue during the year:

	2023			2022		
	Continuing operations HK\$'000	Discontinued operation HK\$'000	Total HK\$'000	Continuing operations HK\$'000	Discontinued operation HK\$'000	Total HK\$'000
(Loss)/profit attributable to equity holders	(966,292)	–	(966,292)	(839,308)	316,159	(523,149)

The diluted (loss)/earnings per share is equal to the basic (loss)/earnings per share since there are no dilutive potential shares in issue during the years.



## 15. Property, plant and equipment

	Buildings HK\$'000	Plant and machinery HK\$'000	Furniture and fixtures HK\$'000	Other assets HK\$'000	Total HK\$'000
<b>Cost</b>					
At 1 April 2021	559,824	2,139	88,092	177,147	827,202
Changes in exchange rates	696	4	253	273	1,226
Additions	–	–	2,377	–	2,377
Disposals	–	–	(4,160)	(1,646)	(5,806)
Disposal of subsidiaries of discontinued operation (note 40(c))	(501,399)	(619)	(19,645)	–	(521,663)
Transfer from loans and receivables and other deposits (note e)	–	–	–	120,607	120,607
At 31 March 2022	59,121	1,524	66,917	296,381	423,943
Changes in exchange rates	(386)	33	(800)	(462)	(1,615)
Additions	–	–	853	3,797	4,650
Disposals	–	–	(712)	(11,687)	(12,399)
<b>At 31 March 2023</b>	<b>58,735</b>	<b>1,557</b>	<b>66,258</b>	<b>288,029</b>	<b>414,579</b>
<b>Accumulated depreciation and provision for impairment</b>					
At 1 April 2021	176,141	1,871	69,449	138,434	385,895
Changes in exchange rates	277	4	191	255	727
Charge for the year	22,440	60	5,571	10,578	38,649
Disposals	–	–	(3,905)	(1,627)	(5,532)
Disposal of subsidiaries of discontinued operation (note 40(c))	(165,023)	(421)	(17,167)	–	(182,611)
At 31 March 2022	33,835	1,514	54,139	147,640	237,128
Changes in exchange rates	30	32	(692)	(465)	(1,095)
Charge for the year	797	2	3,434	13,997	18,230
Disposals	–	–	(693)	(11,547)	(12,240)
<b>At 31 March 2023</b>	<b>34,662</b>	<b>1,548</b>	<b>56,188</b>	<b>149,625</b>	<b>242,023</b>
<b>Net book value</b>					
<b>At 31 March 2023</b>	<b>24,073</b>	<b>9</b>	<b>10,070</b>	<b>138,404</b>	<b>172,556</b>
At 31 March 2022	25,286	10	12,778	148,741	186,815

## 15. Property, plant and equipment (continued)

- (a) Buildings of the Group included hotel property in 2021, which had been disposed of under the Hotel Disposal (note 40(c)) during the year ended 31 March 2022. Other assets comprise computer equipment, motor vehicles and yachts.
- (b) Buildings of the Group with net book value of HK\$15,817,000 (2022: nil) have been pledged as securities for the borrowing facilities granted to the Group (note 34).
- (c) Buildings of the Group are located outside Hong Kong (2022: same).
- (d) Depreciation of HK\$195,000 (2022: HK\$939,000) and HK\$18,035,000 (2022: HK\$37,710,000) have been included in cost of sales and administrative and other operating expenses, respectively.
- (e) During the year ended 31 March 2022, other deposits of HK\$120,607,000 for the acquisition of the other assets of the Group had been transferred from loans and receivables and other deposits (note 24) to property, plant and equipment after further assessment on the completion and operating status of the assets.

## 16. Investment properties

	Properties under development HK\$'000	Completed properties HK\$'000	Total HK\$'000
At 1 April 2021	365,472	8,715,254	9,080,726
Changes in exchange rates	2,338	60,377	62,715
Additions	–	243	243
Disposals	–	(59,879)	(59,879)
Disposal of subsidiaries of discontinued operation (notes g and 40(c))	–	(287,800)	(287,800)
Change in fair value	(15,574)	51,661	36,087
At 31 March 2022	352,236	8,479,856	8,832,092
Changes in exchange rates	821	(131,676)	(130,855)
Additions	–	15,346	15,346
Disposals	–	(215,119)	(215,119)
Reclassified as investment property held for sale (note 30)	–	(33,800)	(33,800)
Change in fair value	(117,565)	(415,160)	(532,725)
<b>At 31 March 2023</b>	<b>235,492</b>	<b>7,699,447</b>	<b>7,934,939</b>

## 16. Investment properties (continued)

(a) Investment properties of the Group are located:

	2023 HK\$'000	2022 HK\$'000
In Hong Kong	6,019,410	6,300,250
Outside Hong Kong	1,915,529	2,531,842
	<b>7,934,939</b>	8,832,092

(b) Investment properties in Hong Kong, Mongolia, Taiwan, the PRC, and Malaysia were revalued at 31 March 2023 on an open market value basis by Colliers International (Hong Kong) Limited ("Colliers"), Cushman & Wakefield Limited ("C&W") and JS Valuers Property Consultants Sdn. Bhd., independent professional property valuers, respectively.

(c) Investment properties of HK\$6,464,622,000 (2022: HK\$6,783,585,000) have been pledged as securities for the borrowing facilities granted to the Group (note 34).

### (d) Valuation processes of the Group

The Group's investment properties were revalued at 31 March 2023 by independent professional valuers who hold recognized relevant professional qualifications and have recent experience in the locations and segments of the investment properties valued. Except for a completed property in Hong Kong which has future redevelopment potential (note 16(e)), for all other investment properties, their current use equates to the highest and best use.

The Group's finance department and property department review the valuations performed by the independent valuers for financial reporting purposes and report directly to the senior management of the Group. Discussions of valuation processes and results are held between the management and valuers at least once every six months, in line with the Group's interim and annual reporting processes. The finance department and property department:

- verify all major inputs to the independent valuation reports;
- assess property valuations movements when compared to the prior year valuation reports; and
- hold discussions with the independent valuers.

## 16. Investment properties (continued)

### (e) Valuation techniques

Fair value of completed properties in Hong Kong, Mongolia, Taiwan, the PRC and Malaysia is generally derived using the income capitalization method or direct comparison method, wherever appropriate and for cross-checking. Income capitalization method is based on the capitalization of the net income and reversionary potential by adopting appropriate capitalization 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 have reference to recent lettings, within the subject properties and other comparable properties. Direct comparison method is based on comparing the property to be valued directly with other comparable properties, which have recently transacted. However, given the heterogeneous nature of real estate properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration.

Fair value of a completed property in Hong Kong and other property under development in Mongolia is derived using the residual method. This valuation method is essentially a mean of valuing the completed properties by reference to its development potential by deducting development costs to completion together with developer's profit and risk from the estimated capital value of the proposed development assuming completed as at the date of valuation.

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

The Group's policy is to recognize transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

## 16. Investment properties (continued)

### (f) Significant unobservable inputs used to determine fair value

Prevailing market rents are estimated based on valuers' view of recent lettings, within the subject properties and other comparable properties. The lower the rents, the lower the fair value. Capitalization rates are estimated by valuers based on the risk profile of the investment properties being valued. The higher the rates, the lower the fair value.

The following rental values and capitalization rates are used for the completed properties in respective locations valued under income capitalization method:

	Hong Kong	Taiwan	The PRC	Malaysia
<b>2023</b>				
Rental values used for (HK\$/sq. ft./month):				
Commercial properties	19-73	N/A	4	10-18
Residential properties	N/A	14	N/A	N/A
Capitalization rates used for:				
Commercial properties	2.4%-3.3%	N/A	4.5%	4.5%
Residential properties	N/A	1.6%	N/A	N/A
<b>2022</b>				
Rental values used for (HK\$/sq. ft./month):				
Commercial properties	17-73	N/A	3-4	11-19
Residential properties	N/A	15	N/A	N/A
Capitalization rates used for:				
Commercial properties	2.4%-3.3%	N/A	3.5%-4.5%	4.5%
Residential properties	N/A	1.6%	N/A	N/A

## 16. Investment properties (continued)

### (f) Significant unobservable inputs used to determine fair value (continued)

Estimated costs to completion, developer's profit and estimated selling prices are estimated by valuers based on market conditions at 31 March 2023 and 2022 respectively for investment properties under development in Hong Kong and Mongolia. The estimates are largely consistent with the budgets developed internally by the Group based on management's experience and knowledge of market conditions. The higher the costs, the lower the fair value.

- (g) In 2022, the completed investment properties disposed of represented the rental operation of the commercial portion of the hotel in Hong Kong under the Hotel Disposal, and they were also included in and be part of the Hotel Disposal which were reclassified under discontinued operation of the Group (note 40(c)).

## 17. Right-of-use assets and lease liabilities

### (a) Right-of-use assets

	2023 HK\$'000	2022 HK\$'000
Leasehold lands and land use rights (note vi)	33,337	33,141
Office premises, show flat and retail stores	3,772	22,926
	<b>37,109</b>	56,067

- (i) Leasehold lands and land use rights of the Group are held under medium-term leases. The Group leases various office premises, show flat and retail stores, and rental contracts are typically made for fixed periods within 2 to 3 years. Lease terms are negotiated on an individual basis and contain different terms and conditions.

- (ii) Right-of-use assets of the Group are located:

	2023 HK\$'000	2022 HK\$'000
In Hong Kong	2,836	19,782
Outside Hong Kong	34,273	36,285
	<b>37,109</b>	56,067

- (iii) Right-of-use assets of HK\$31,893,000 (2022: nil) have been pledged as securities for the borrowing facilities granted to the Group (note 34).

## 17. Right-of-use assets and lease liabilities (continued)

### (a) Right-of-use assets (continued)

- (iv) For the year ended 31 March 2023, in respect of office premises, show flat and retail stores of right-of-use assets, additions are HK\$126,000 (2022: HK\$7,736,000) and total cash outflows of leases are HK\$21,028,000 (2022: HK\$20,835,000) (note 39(d)).
- (v) Depreciation of right-of-use assets for leasehold lands and land use rights, office premises, show flat and retail stores are HK\$327,000 (2022: HK\$37,777,000) and HK\$19,269,000 (2022: HK\$18,292,000) respectively. Depreciation of HK\$269,000 (2022: HK\$1,303,000), HK\$5,702,000 (2022: HK\$4,535,000) and HK\$13,625,000 (2022: HK\$50,231,000) have been included in cost of sales, selling and marketing expenses and administrative and other operating expenses, respectively.
- (vi) During the year ended 31 March 2022, leasehold land and land use rights of HK\$587,216,000 were part of the hotel and had been disposed of under the Hotel Disposal (note 40(c)).

### (b) Lease liabilities

	2023 HK\$'000	2022 HK\$'000
Lease liabilities:		
Current portion included in creditors and accruals (note 31(a))	6,774	21,805
Non-current portion included in other non-current liabilities	25,393	29,734
	<b>32,167</b>	51,539

## 18. Properties for/under development

	2023 HK\$'000	2022 HK\$'000
At the beginning of the year	504,500	508,523
Changes in exchange rates	(10,672)	5,136
Provision for impairment (note d)	(52,820)	(9,159)
At the end of the year	<b>441,008</b>	504,500

## 18. Properties for/under development (continued)

- (a) Properties for/under development of the Group are located:

	2023 HK\$'000	2022 HK\$'000
In Hong Kong	297,566	350,387
Outside Hong Kong	143,442	154,113
	<b>441,008</b>	504,500

- (b) Properties for/under development of HK\$158,622,000 (2022: HK\$160,903,000) have been pledged as securities for the borrowing facilities granted to the Group (note 34).
- (c) Properties for/under development outside Hong Kong are the prepayment made for acquisition of right-of-use assets in the PRC.
- (d) In view of the respective market conditions, the management performed impairment assessment on properties for/under development and provision for impairment amounting to HK\$52,820,000 (2022: HK\$9,159,000) in respect of certain properties for development was recorded for the year ended 31 March 2023. The recoverable amount was determined based on the management assessment.

## 19. Cemetery assets

	2023 HK\$'000	2022 HK\$'000
Total cemetery assets	723,390	764,149
Current portion included in current assets	(448,808)	(466,302)
	<b>274,582</b>	297,847

As at 31 March 2023, cemetery assets classified as current assets amounting to approximately HK\$446,114,000 (2022: HK\$461,864,000) are expected to be realized after more than twelve months from the balance sheet date.



## 20. Subsidiaries

Particulars of the principal subsidiaries which, in the opinion of the Directors, materially affect the results or net assets of the Group are set out in note 44 to the consolidated financial statements.

Set out below are the summarized consolidated financial information for Chuang's China (a listed subsidiary of the Group) and its subsidiaries, the Chuang's China Group, that has non-controlling interest of 38.8% (2022: 38.8%) and is material to the Group.

During the year ended 31 March 2022, the Company purchased 9,240,000 shares of Chuang's China on the Stock Exchange with a total amount of approximately HK\$3,671,000. During the same year ended, Chuang's China repurchased 1,800,000 shares of its own shares on the Stock Exchange with a total amount of approximately HK\$695,000. The repurchased shares were cancelled after their repurchase. As a result of the Company's purchase of shares of Chuang's China and the Chuang's China's repurchase of its own shares, the Group's effective interest in Chuang's China increased from 60.7% to 61.2% as at 31 March 2022, and the respective effect was recognized within equity (note 33), and thus the non-controlling interest was decreased from 39.3% to 38.8% correspondingly.

Summarized consolidated balance sheet as at 31 March 2023 and 2022:

	(note)	
	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Current		
Assets	<b>2,697,071</b>	3,483,371
Liabilities	<b>(762,964)</b>	(831,027)
Total current net assets	<b>1,934,107</b>	2,652,344
Non-current		
Assets	<b>2,361,673</b>	2,842,657
Liabilities	<b>(631,207)</b>	(1,109,328)
Total non-current net assets	<b>1,730,466</b>	1,733,329
Net assets	<b>3,664,573</b>	4,385,673

## 20. Subsidiaries (continued)

Summarized consolidated income statement for the years ended 31 March 2023 and 2022:

	(note)	
	2023	2022
	HK\$'000	HK\$'000
Revenues	<b>63,010</b>	204,540
(Loss)/profit before taxation	<b>(346,324)</b>	368,582
Taxation credit/(charge)	<b>16,781</b>	(140,248)
(Loss)/profit for the year	<b>(329,543)</b>	228,334
Other comprehensive (loss)/income	<b>(185,164)</b>	76,459
Total comprehensive (loss)/income	<b>(514,707)</b>	304,793
Total comprehensive loss attributable to non-controlling interests	<b>(17,403)</b>	(8,354)

Note: The summarized consolidated financial information of the Chuang's China Group included the fair value adjusted amounts for the identifiable assets acquired and liabilities assumed by the Group for the cemetery business when the Group started to consolidate that business in 2011.

Summarized consolidated cash flow statements for the years ended 31 March 2023 and 2022:

	2023	2022
	HK\$'000	HK\$'000
Cash flows from operating activities		
Cash from operations	<b>247,169</b>	167,320
Interest paid	<b>(49,287)</b>	(38,840)
Tax paid	<b>(3,048)</b>	(179,173)
Net cash from/(used in) operating activities	<b>194,834</b>	(50,693)
Net cash from investing activities	<b>130,954</b>	1,497,461
Net cash used in financing activities	<b>(661,909)</b>	(745,212)
Net (decrease)/increase in cash and cash equivalents	<b>(336,121)</b>	701,556
Cash and cash equivalents at the beginning of the year	<b>1,520,273</b>	679,001
Exchange difference on cash and cash equivalents	<b>4,487</b>	5,066
Cash and bank balances included in assets of disposal group classified as held for sale	–	134,650
Cash and cash equivalents at the end of the year	<b>1,188,639</b>	1,520,273

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

## 21. Associated companies

	2023 HK\$'000	2022 HK\$'000
Share of net assets	45,398	47,565
Loan receivable	1,395	1,395
	<b>46,793</b>	48,960

The movements of the carrying amounts of associated companies are analyzed as follows:

	2023 HK\$'000	2022 HK\$'000
At the beginning of the year	48,960	58,183
Share of loss before taxation	(2,053)	(9,114)
Share of taxation charge	(14)	(9)
Share of results	(2,067)	(9,123)
Dividend income received	(100)	(100)
At the end of the year	<b>46,793</b>	48,960

Loan receivable from associated companies is unsecured, interest free and not receivable within the next twelve months from the balance sheet date.

## 21. Associated companies (continued)

Particulars of the principal associated companies which, in the opinion of the Directors, materially affect the results or net assets of the Group are set out below:

Name	Place of incorporation/ operation	Registered capital/ issued capital	Effective interest held by the Group		Principal activities
			2023	2022	
Marigondon Realty & Development Co., Inc.	Philippines	PHP6,000,000 with 6,000 shares	<b>40.0%</b>	40.0%	Hotel operation
Pacific Cebu Resort International, Inc.	Philippines	PHP70,000,000 with 70,000 shares	<b>40.0%</b>	40.0%	Hotel operation
Treasure Auctioneer International Limited (notes a and b)	British Virgin Islands/ Hong Kong	US\$1,000,000 with 1,000,000 shares	<b>15.3%</b>	15.3%	Auction services

Note:

- (a) As at 31 March 2023, this company was an associated company of the Chuang's China Group of which the Group holds 61.2% (2022: 61.2%) equity interest. Accordingly, this company is classified as an associated company of the Group.
- (b) Since the share of loss of the Group in this associated company had been equal to its interest in this associated company since the year ended 31 March 2022, the Group will not recognize further losses of this associated company thereafter as the Group has not incurred legal or constructive obligations nor made payments on behalf of this associated company. The accumulated losses that have not been recognized by the Group for this associated company before non-controlling interests amounted to HK\$197,000 as at 31 March 2023 (2022: HK\$231,000).

There is no single associated company material to the Group for both years.

## 22. Joint ventures

	2023 HK\$'000	2022 HK\$'000
Share of net assets	305,599	323,801
Amounts due from joint ventures	534,109	471,932
	<b>839,708</b>	795,733

The movements of the carrying amounts of the joint ventures are analyzed as follows:

	2023 HK\$'000	2022 HK\$'000
At the beginning of the year	795,733	785,730
Capital injection to a joint venture	–	2,397
Increase in amounts due from joint ventures, net	62,367	19,865
Change in exchange rate for amounts due from joint ventures	(190)	703
Share of results	(79)	(23,063)
Share of exchange reserve	(18,123)	10,101
At the end of the year	<b>839,708</b>	795,733

Particulars of the principal joint ventures which, in the opinion of the Directors, materially affect the results or net assets of the Group are set out below:

Name	Place of incorporation/ operation	Registered capital/ issued capital	Interest held by the Group		Principal activities
			2023	2022	
Ample Excellent Limited	Hong Kong	HK\$2 with 2 shares	<b>50.0%</b>	50.0%	Property development and investment
One Soho Finance Company Limited	Hong Kong	HK\$10 with 10 shares	<b>40.0%</b>	40.0%	Money lending
Top Harmony Development Limited	Hong Kong	HK\$10 with 10 shares	<b>40.0%</b>	40.0%	Property development and investment
Xiamen Mingjia Binhai Resort Company Limited ("Xiamen Mingjia")*	PRC	RMB150,000,000	<b>70.0%</b>	70.0%	Property and hotel development and investment
			<b>(effective interest held by the Group is 36.4% for both 2023 and 2022)</b>		

\* Sino-foreign cooperative joint venture enterprise

## 22. Joint ventures (continued)

Share of loss of joint ventures of HK\$79,000 (2022: HK\$23,063,000) in the consolidated income statement included the share of fair value loss of the investment properties of a joint venture of HK\$18,281,000 (2022: HK\$37,252,000), with net share amount of HK\$13,711,000 (2022: HK\$27,939,000) after deducting the related deferred taxation.

As at 31 March 2023, the investment properties held by the joint venture were carried at fair value of RMB383,200,000 (equivalent to approximately HK\$437,614,000) (2022: RMB404,000,000, equivalent to approximately HK\$497,243,000) and the Group's non-wholly-owned subsidiary's effective proportionate share of fair value of these investment properties was approximately HK\$260,380,000 (2022: HK\$295,860,000). The rental values (per sq. ft. per month) and capitalization rates used in the income capitalization method for the valuation of these investment properties ranged from approximately HK\$7 to HK\$14 (2022: HK\$9 to HK\$17) and was 5.5% (2022: 5.5%) respectively as at 31 March 2023. Details of the valuation processes and techniques are set out in note 16.

Amounts due from joint ventures are unsecured, interest free and not receivable within the next twelve months from the balance sheet date.

The Group's share of the revenues and results of its joint ventures for the years, and the related assets and liabilities, are as follows (excluding the balances with the Group):

	2023 HK\$'000	2022 HK\$'000
Revenues	16,644	14,601
Loss for the year	(79)	(23,063)
Assets	1,600,059	1,431,170
Liabilities	(1,294,460)	(1,107,369)
	<b>305,599</b>	323,801

On 19 January 2017, Xiamen Mingjia as landlord entered into a tenancy agreement with Lujiang Hotel, a non-wholly-owned subsidiary of the joint venture partner at that time and a related party of the Group, as tenant for the lease of the hotel held by Xiamen Mingjia for a term of nearly ten years from 24 March 2017 to 19 January 2027 with rental at RMB9 million per annum for years 1 to 5 and RMB10 million per annum for years 6 to 10. Details of the transaction were announced by Chuang's China on 19 January 2017. The tenancy agreement was subsequently assigned by Lujiang Hotel to its wholly-owned subsidiary, Xiamen Mingjia Lujiang Hotel Limited ("Mingjia Lujiang Hotel").

On 30 April 2018, additional three villas situated right next to the hotel were leased to Mingjia Lujiang Hotel for a term of nearly 8.7 years from 1 May 2018 to 19 January 2027 (coterminous with the tenancy agreement of hotel) with rental at RMB159,348 per month for years 1 to 5 and RMB175,282.8 per month for year 6 onwards. Details of the transaction were announced by Chuang's China on 30 April 2018.

## 22. Joint ventures (continued)

On 15 October 2021, additional sixteen villas were leased to Mingjia Lujiang Hotel for a term of 10 years from 15 October 2021 to 14 October 2031 with rental at RMB380,900 per month for years 1 to 3, RMB399,945 per month for years 4 to 6, RMB419,942 per month for years 7 to 9 and RMB440,933 per month for year 10. Furthermore, certain terms of the tenancy agreement for the lease of the hotel and three villas situated right next to the hotel were amended as follows: the monthly rental for the hotel was reduced from RMB750,000 to RMB480,000 for the period from 20 October 2021 to 19 January 2022; and from approximately RMB833,333 to approximately RMB533,333 for the period from 20 March 2022 to 19 December 2023 (in which the period from 20 January 2022 to 19 March 2022 remained as rent-free period); and the monthly rental for the three villas was reduced from approximately RMB159,348 to approximately RMB101,983 for the period from 1 November 2021 to 30 April 2023 (in which the period from 1 May 2022 to 31 July 2022 remained as rent-free period); and from approximately RMB175,283 to approximately RMB112,181 for the period from 1 May 2023 to 31 January 2024. For the remaining periods thereafter up to 19 January 2027, monthly rental for the hotel and three villas will resume to the original level. Details of these transactions were announced by Chuang's China on 15 October 2021 and 20 October 2021 respectively.

On 26 January 2022, additional four villas were leased to Mingjia Lujiang Hotel for a term of 10 years from 1 February 2022 to 31 January 2032 with rental at RMB128,000 per month for years 1 to 3, RMB134,400 per month for years 4 to 6, RMB141,120 per month for years 7 to 9, and RMB148,176 per month for year 10. Details of the transaction were announced by Chuang's China on 26 January 2022.

Thus total rental income received by Xiamen Mingjia from Mingjia Lujiang Hotel for the year ended 31 March 2023 amounted to approximately HK\$18,596,000 (2022: HK\$15,162,000) and was included in the "Share of results of joint ventures" in the consolidated income statement.

On 26 June 2023, Xiamen Mingjia entered into an amendment agreement with Mingjia Lujiang Hotel for the reduction of rent for the hotel and three villas situated right next to the hotel for about 15 months. Details of the agreement were announced by Chuang's China on 26 June 2023.

As at 31 March 2023, the Group's commitments in the joint ventures were HK\$116,646,000 (2022: HK\$275,513,000).

As at 31 March 2023, the Company had provided guarantees of HK\$409,223,000 (2022: HK\$411,131,000) for the banking facilities granted to the joint ventures.

## 23. Financial assets at fair value through other comprehensive income

	2023 HK\$'000	2022 HK\$'000
Listed securities in Hong Kong	142,023	146,224
Unlisted investment, at fair value	994	9,034
	<b>143,017</b>	155,258

- (a) The movements of financial assets at fair value through other comprehensive income of the Group are analyzed as follows:

	2023 HK\$'000	2022 HK\$'000
At the beginning of the year	155,258	154,190
Changes in exchange rates	(680)	396
Disposal	(39)	(742)
Change in fair value recognized in other comprehensive income	(11,522)	1,414
At the end of the year	<b>143,017</b>	155,258

- (b) The listed securities in Hong Kong are denominated in Hong Kong dollar, whereas the unlisted investment is denominated in Renminbi. The listed securities in Hong Kong represent the Group's interests in listed companies in Hong Kong. The unlisted investment represents the Group's interests in a PRC company established for investments in various long-term projects in the PRC.



## 24. Loans and receivables and other deposits

	2023 HK\$'000	2022 HK\$'000
Loans receivable (note a)	30,394	174,775
Other deposits (note b and note 15(e))	189,465	204,261
Deferred consideration from the Panyu Disposal (note c)	28,550	30,770
	<b>248,409</b>	409,806
Current portion of loans receivable included in debtors and prepayments (note a and note 27)	<b>(6,045)</b>	(124,951)
Loans and receivables and other deposits	<b>242,364</b>	284,855

- (a) As at 31 March 2022, loans receivable include a mortgage loan with carrying amount of HK\$117,544,000 provided to an independent third party to purchase the Group's property in Hong Kong amounting to HK\$220,000,000 during the year ended 31 March 2016 at the prevailing market rate. The mortgage loan is secured by the aforesaid property and details of the mortgage loan were announced by the Company on 24 March 2016.

In view of the slow/no payment on the instalments of this mortgage loan receivable, the Group took legal action and had successfully obtained the vacant possession of the aforesaid secured property in the capacity of mortgagee in February 2022. During the year ended 31 March 2023, the Group entered into an agreement with an independent third party to dispose of the secured property at a consideration of HK\$128 million. The disposal was completed in July 2022 and the whole proceeds were retained by the Group for the repayment of this mortgage loan receivable and the relevant interest thereof. Thus this whole carrying amount of HK\$117,544,000 had been reclassified to the current portion under current assets as at 31 March 2022 in view of the recoverability status, and interest income amounted to HK\$7.2 million (2022: nil) has been recognized during the year ended 31 March 2023.

Loans receivable also include other mortgage loans with aggregate carrying amount of HK\$30,189,000 (2022: HK\$56,751,000) provided to independent third parties to purchase properties in Hong Kong and a loan with carrying amount of HK\$205,000 (2022: HK\$480,000) to another independent third party in Hong Kong at the prevailing market rates. The mortgage loans are secured by the aforesaid properties and the remaining loan is secured by the guarantees from independent third parties.

- (b) Other deposits are deposits paid for acquisition of right-of-use assets in the PRC.
- (c) Pursuant to the sale and purchase agreement of the Panyu Disposal (note 7B(b)), there is a deferred consideration which represented a deferred tax receivable capped at RMB25 million (equivalent to approximately HK\$28.6 million (2022: HK\$30.8 million)) as at 31 March 2023 which shall be settled by the purchaser when the underlying tax losses are utilized, and any unpaid portion of the deferred tax receivable shall be settled within four years from the date at completion on 14 May 2021.

## 25. Properties for sale

	2023 HK\$'000	2022 HK\$'000
Completed properties (notes e)	<b>438,825</b>	443,452
Properties for/under development (notes a, d and e)	<b>1,172,983</b>	1,191,762
	<b>1,611,808</b>	1,635,214

(a) The movements of properties for/under development of the Group are analyzed as follows:

	2023 HK\$'000	2022 HK\$'000
At the beginning of the year	<b>1,191,762</b>	1,228,358
Changes in exchange rates	<b>(3,895)</b>	1,549
Property development expenditure	<b>76,643</b>	53,232
Interest expenses capitalized (note 10)	<b>45,317</b>	8,221
Disposal (note f)	–	(99,598)
Provision for impairment (note e)	<b>(136,844)</b>	–
At the end of the year	<b>1,172,983</b>	1,191,762

(b) Properties for sale of the Group are located:

	2023 HK\$'000	2022 HK\$'000
In Hong Kong	<b>1,473,540</b>	1,489,725
Outside Hong Kong	<b>138,268</b>	145,489
	<b>1,611,808</b>	1,635,214

## 25. Properties for sale (continued)

- (c) Properties for sale of HK\$1,397,815,000 (2022: HK\$1,413,322,000) have been pledged as securities for the borrowing facilities granted to the Group (note 34).
- (d) As at 31 March 2023, properties for/under development amounting to approximately HK\$1,153,007,000 (2022: HK\$1,191,762,000) are expected to be completed after more than twelve months from the balance sheet date.
- (e) In view of the respective market conditions, the management performed impairment assessment on properties for sale and provision for impairment amounting to HK\$136,844,000 (2022: HK\$1,355,000 was recorded for completed properties) was recorded for properties for/under development for the year ended 31 March 2023. The recoverable amount was determined based on the valuation performed by Colliers (2022: C&W), independent professional property valuers, and management assessment.
- (f) The amount represented the disposal of the Vietnam's properties under development to an independent third party by the Group during the year ended 31 March 2022.

## 26. Inventories

	2023 HK\$'000	2022 HK\$'000
Raw materials	50	84
Finished goods and merchandises	102,069	100,698
	<b>102,119</b>	100,782

## 27. Debtors and prepayments

	2023 HK\$'000	2022 HK\$'000
Trade debtors (note a)	10,457	23,035
Other debtors and prepayments (notes b and c)	74,545	325,836
Utility and other deposits (note c)	29,539	21,736
	<b>114,541</b>	370,607

- (a) Receivables from sales of properties and cemetery assets are settled in accordance with the terms of respective contracts. Rental income and management fees are received in advance. Credit terms of sales of goods and merchandises mainly range from 30 days to 90 days.

The aging analysis of the trade debtors of the Group is as follows:

	2023 HK\$'000	2022 HK\$'000
Below 30 days	3,581	6,224
31 to 60 days	1,051	3,054
61 to 90 days	418	2,258
Over 90 days	5,407	11,499
	<b>10,457</b>	23,035

The Group applies the HKFRS 9 simplified approach to measure expected credit losses which use a lifetime expected loss allowance for all trade debtors. Trade debtors are grouped based on shared credit risk characteristics and the days past due as follows:

	2023 HK\$'000	2022 HK\$'000
Below 30 days	3,116	5,716
31 to 60 days	752	2,888
61 to 90 days	321	2,087
Over 90 days	5,407	11,499
	<b>9,596</b>	22,190

## 27. Debtors and prepayments (continued)

(a) (continued)

The Group determines the provision for expected credit losses by grouping together trade debtors with similar credit risk characteristics and collectively assessing them for likelihood of recovery, taking into account prevailing economic conditions. For trade debtors relating to amounts which are long overdue with significant amounts or known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance. During the year ended 31 March 2023, no trade debtors (2022: HK\$269,000) had been written off against impairment allowance provision. As at 31 March 2023, trade debtors of HK\$12,120,000 were impaired but not yet written off (2022: HK\$3,334,000, after the reversal of provision for impairment of HK\$475,000 upon subsequent recoveries of amounts previously impaired).

- (b) (i) Other debtors of the Group include an amount receivable from an associated company of HK\$2,207,000 (2022: HK\$2,198,000) which is unsecured, interest free and receivable on demand.
- (ii) Other debtors of the Group also include receivables of HK\$6,045,000 (2022: HK\$124,951,000) from the current portions of the mortgage loans and the loan to another independent third party in Hong Kong at prevailing market rates (note 24(a)).
- (iii) As at 31 March 2022, other debtors of the Group also include the following consideration receivables:
- (1) another deferred consideration of about HK\$122,918,000 as at 31 March 2022 for the Panyu Disposal as mentioned in note 7B(b), which was received in May 2022 after the expiry of 12 months from the date of completion; and
  - (2) a consideration receivable of about HK\$5,119,000 for the Hotel Disposal as mentioned in note 40 which represented the adjustment on consideration agreed by the buyer and was received from the buyer in July 2022 in accordance with the sale and purchase agreement.
- (c) Other deposits of the Group include net deposits of HK\$1,523,000 (2022: HK\$5,973,000) for acquisition of property projects, properties and right-of-use assets after the accumulated provision for impairment as at 31 March 2023.
- (d) The maximum exposure to credit risk at the balance sheet is the carrying value of each class of receivable mentioned above.

Debtors and prepayments are mainly denominated in Hong Kong dollar and Renminbi. The carrying values of debtors and prepayments approximate their fair values.

## 28. Financial assets at fair value through profit or loss

	2023 HK\$'000	2022 HK\$'000
Listed securities	775	1,582
Listed bonds	328,755	989,224
Unlisted investments	136,749	162,352
	<b>466,279</b>	1,153,158

- (a) The listed securities are denominated in Hong Kong dollar, the listed bonds are denominated in United States dollar, and the unlisted investments are denominated in Renminbi and United States dollar.
- (b) The unlisted investments represent the Group's interests in various companies with investments in various long-term projects.
- (c) As at 31 March 2022, financial assets at fair value through profit or loss of HK\$130,986,000 had been pledged as securities for the borrowing facilities granted to the Group (note 34).

## 29. Cash and bank balances

	2023 HK\$'000	2022 HK\$'000
Cash at bank and in hand	344,816	3,228,447
Bank deposits	2,578,168	951,573
	<b>2,922,984</b>	4,180,020

The effective interest rates on bank deposits range from 1.85% to 4.89% (2022: 0.08% to 2.2%) per annum and these deposits have maturities ranging from 7 to 365 days (2022: 1 to 365 days).

Cash and bank balances are denominated in the following currencies:

	2023 HK\$'000	2022 HK\$'000
Hong Kong dollar	2,432,181	3,554,814
Renminbi	349,005	133,779
United States dollar	122,128	454,849
Others	19,670	36,578
	<b>2,922,984</b>	4,180,020

Cash and bank balances of approximately HK\$134 million (2022: HK\$134 million) are held in the PRC and subject to local exchange control regulations. These local exchange control regulations restrict capital remittance from the country, other than through normal dividend distribution.

### 30. Investment property held for sale

In February 2023, the Group entered into a provisional sale and purchase agreement with an independent third party to dispose of a commercial investment property in Hong Kong at a consideration of HK\$33.8 million. Deposits of HK\$3.38 million had been received as at 31 March 2023. The transaction was completed on 8 June 2023. As such, the investment property was reclassified as “Investment property held for sale” as at 31 March 2023.

### 31. Creditors and accruals and sales deposits received

#### (a) Creditors and accruals

	2023 HK\$'000	2022 HK\$'000
Trade creditors ( <i>note (i)</i> )	8,204	9,415
Other creditors and accrued expenses ( <i>note (ii)</i> )	319,463	458,357
Amounts payable to non-controlling interests ( <i>note (iii)</i> )	10,514	10,557
Provision for tax indemnities ( <i>note (iv)</i> )	37,658	37,658
Lease liabilities – current portion ( <i>note 17(b)</i> )	6,774	21,805
Tenant and other deposits	42,226	44,349
	<b>424,839</b>	582,141

(i) The aging analysis of the trade creditors of the Group is as follows:

	2023 HK\$'000	2022 HK\$'000
Below 30 days	2,720	3,792
31 to 60 days	553	770
Over 60 days	4,931	4,853
	<b>8,204</b>	9,415

(ii) Other creditors and accruals of the Group include the construction cost payables and accruals of HK\$191,412,000 (2022: HK\$209,853,000) for the property and cemetery projects of the Group. As at 31 March 2022, the balances also included the special dividend payable of the Company of HK\$100,353,000 which was paid on 29 April 2022.

(iii) Amounts payable to non-controlling interests are unsecured, interest free and repayable on demand.

## 31. Creditors and accruals and sales deposits received (continued)

### (a) Creditors and accruals (continued)

- (iv) In accordance with the terms and conditions of the sale and purchase agreement entered into by the Company and Midas International Holdings Limited (“Midas”) (a listed subsidiary of the Group before its disposal, subsequently changed its name to Magnus Concordia Group Limited) on 6 July 2017 for the disposal of its wholly-owned subsidiaries which held investment properties in Hong Kong to Midas, the Group shall indemnify Midas (after its disposal) with the maximum amount of HK\$37,658,000 (2022: HK\$37,658,000) for any Hong Kong profits tax liabilities arising from the subsequent sales by Midas of those Hong Kong investment properties which were acquired by Midas from the Group on 24 August 2017. This provision represents the Group’s estimated liabilities under this indemnity.
- (v) Creditors and accruals are mainly denominated in Hong Kong dollar and Renminbi. The carrying values of creditors and accruals approximate their fair values.

### (b) Sales deposits received

The Group receives payments from customers based on billing schedule as established in contracts. Payments are usually received in advance of the performance under the contracts.

Sales deposits of HK\$10,618,000 held as at 1 April 2021 were recognized as sales of properties for the year ended 31 March 2022.

The aggregate amount of the transaction price allocated to the unsatisfied performance obligations resulting from property sales for contracts with an original expected duration of more than one year is as follows:

	2023 HK\$'000	2022 HK\$'000
Expected to be recognized within one year	91,614	–
Expected to be recognized after one year	–	4,955
	<b>91,614</b>	4,955



## 32. Share capital

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Authorized:		
2,500,000,000 shares of HK\$0.25 each	<b>625,000</b>	625,000
	<b>Number of</b>	<b>Amount</b>
	<b>shares</b>	<b>HK\$'000</b>
Issued and fully paid at HK\$0.25 each:		
At 1 April 2021, 31 March 2022 and 2023	<b>1,672,553,104</b>	<b>418,138</b>

- (a) All new shares rank pari passu with the existing shares.
- (b) The share option scheme adopted by the Company on 31 August 2012 for a period of 10 years had expired on 30 August 2022, and no options had been granted under the scheme since its adoption.

On 2 September 2022, a new share option scheme for a period of 10 years expiring 1 September 2032 (the "New Share Option Scheme") was adopted by the Company pursuant to the annual general meeting of the Company held on the same date. Under the New Share Option Scheme, the Directors may grant options to the eligible persons as defined in the New Share Option Scheme, to subscribe for shares in the Company under the terms and conditions stipulated therein. The maximum number of shares in respect of which options may be granted under the New Share Option Scheme shall not exceed 10% of the issued share capital of the Company as at the adoption date which is 2 September 2022. No options have been granted under the New Share Option Scheme since its adoption.

### 33. Reserves

	Share premium HK\$'000	Capital redemption reserve HK\$'000	Capital reserve HK\$'000	Statutory reserve HK\$'000	Property, plant and equipment revaluation reserve HK\$'000	Investment revaluation reserve HK\$'000	Exchange reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 April 2021	755,510	4,462	414,747	42,217	79,575	18,146	(65,491)	9,643,905	10,893,071
Loss for the year	-	-	-	-	-	-	-	(523,149)	(523,149)
Net exchange differences	-	-	-	-	-	-	78,102	-	78,102
Share of exchange reserve of a joint venture	-	-	-	-	-	-	5,250	-	5,250
Realization of exchange reserve upon disposal of subsidiaries (note 39(c))	-	-	-	-	-	-	(16,606)	-	(16,606)
Change in fair value of financial assets at fair value through other comprehensive income	-	-	-	-	-	865	-	-	865
Realization of investment revaluation reserve upon disposal of financial assets at fair value through other comprehensive income	-	-	-	-	-	(144)	-	144	-
Realization of other reserves upon disposal of subsidiaries	-	-	(32,993)	(33,129)	-	-	-	66,122	-
Realization of property, plant and equipment revaluation reserve upon disposal of subsidiaries of discontinued operation (note 40(d))	-	-	-	-	(41,765)	-	-	41,765	-
Transfer to statutory reserve	-	-	-	209	-	-	-	(209)	-
2021 final dividend paid	-	-	-	-	-	-	-	(25,088)	(25,088)
2022 interim dividend paid	-	-	-	-	-	-	-	(33,451)	(33,451)
2022 special dividend	-	-	-	-	-	-	-	(100,353)	(100,353)
Increase of interest in a subsidiary (note)	-	-	-	-	-	-	-	20,724	20,724
At 31 March 2022	755,510	4,462	381,754	9,297	37,810	18,867	1,255	9,090,410	10,299,365
Loss for the year	-	-	-	-	-	-	-	(966,292)	(966,292)
Net exchange differences	-	-	-	-	-	-	(131,707)	-	(131,707)
Share of exchange reserve of a joint venture	-	-	-	-	-	-	(9,419)	-	(9,419)
Realization of exchange reserve upon disposal of subsidiaries (note 39(c))	-	-	-	-	-	-	3,670	-	3,670
Change in fair value of financial assets at fair value through other comprehensive income	-	-	-	-	-	(7,046)	-	-	(7,046)
Realization of investment revaluation reserve upon disposal of financial assets at fair value through other comprehensive income	-	-	-	-	-	(7)	-	7	-
Realization of property, plant and equipment revaluation reserve upon disposal of subsidiaries	-	-	-	-	(30,600)	-	-	30,600	-
2022 final dividend paid	-	-	-	-	-	-	-	(33,451)	(33,451)
2022 second special dividend paid	-	-	-	-	-	-	-	(301,060)	(301,060)
<b>At 31 March 2023</b>	<b>755,510</b>	<b>4,462</b>	<b>381,754</b>	<b>9,297</b>	<b>7,210</b>	<b>11,814</b>	<b>(136,201)</b>	<b>7,820,214</b>	<b>8,854,060</b>

Note: The amount mainly represents the respective effect arising from the Company's purchase of shares of Chuang's China and Chuang's China's repurchase of its own shares for the year ended 31 March 2022 (note 20).

Statutory reserve represents enterprise expansion fund and general reserve fund set aside by subsidiaries in accordance with the relevant laws and regulations in the PRC.

## 34. Borrowings

	2023 HK\$'000	2022 HK\$'000
Unsecured bank borrowings		
Long-term bank borrowings	474,052	1,204,815
Secured bank borrowings		
Short-term bank borrowings	147,669	443,481
Long-term bank borrowings	3,605,994	3,756,209
	<b>3,753,663</b>	4,199,690
Total bank borrowings	<b>4,227,715</b>	5,404,505

The total bank borrowings are analyzed as follows:

	2023 HK\$'000	2022 HK\$'000
Short-term bank borrowings	147,669	443,481
Long-term bank borrowings	4,080,046	4,961,024
	<b>4,227,715</b>	5,404,505

The long-term bank borrowings are analyzed as follows:

	2023 HK\$'000	2022 HK\$'000
Long-term bank borrowings	4,080,046	4,961,024
Current portion included in current liabilities:		
Portion due within one year	(640,890)	(935,476)
Portion due after one year which contains a repayment on demand clause	(252,019)	(494,271)
	<b>(892,909)</b>	(1,429,747)
	<b>3,187,137</b>	3,531,277

### 34. Borrowings (continued)

The bank borrowings of the Group are secured by certain assets including property, plant and equipment, investment properties, right-of-use assets, properties for/under development and properties for sale, with an aggregate carrying value of HK\$8,068,769,000 (2022: HK\$8,488,796,000, also included financial assets at fair value through profit or loss), shares of certain subsidiaries, guaranteed by the Company and Chuang's China, and bank borrowings of HK\$3,752,000,000 (2022: HK\$4,177,538,000) are also secured by the assignment of rental income from the investment properties and other properties of the Group.

The bank borrowings are repayable in the following periods based on the agreed scheduled repayment dates set out in the loan agreements:

	2023 HK\$'000	2022 HK\$'000
Within the first year	788,559	1,378,957
Within the second year	2,189,727	872,072
Within the third to fifth years	1,126,977	3,028,867
After the fifth year	122,452	124,609
	<b>4,227,715</b>	5,404,505

The effective interest rates of the bank borrowings at the balance sheet date range from 3.78% to 6.32% (2022: 1.29% to 4.44%) per annum. The fair values of the bank borrowings, based on the cash flows discounted at the borrowing rates of 3.78% to 6.32% (2022: 1.29% to 4.44%) per annum, approximate their carrying values and are within level 2 of the fair value hierarchy. The exposure of the bank borrowings to interest rate changes and the contractual repricing dates are 6 months or less.

The bank borrowings are denominated in the following currencies:

	2023 HK\$'000	2022 HK\$'000
Hong Kong dollar	3,952,851	3,972,249
United States dollar	146,006	1,293,518
Malaysian Ringgit	127,196	138,738
Singapore dollar	1,662	–
	<b>4,227,715</b>	5,404,505

## 35. Deferred taxation

The net movements of the deferred taxation of the Group are as follows:

	HK\$'000
At 1 April 2021	416,915
Changes in exchange rates	13,862
Credited to the consolidated income statement ( <i>note 12 and note 40(a)(iv)</i> )	(7,029)
At 31 March 2022	423,748
Changes in exchange rates	(25,746)
Credited to the consolidated income statement ( <i>note 12</i> )	(66,041)
Disposal of subsidiaries ( <i>note 39(c)</i> )	(53,303)
<b>At 31 March 2023</b>	<b>278,658</b>

The movements in deferred taxation assets and liabilities of the Group (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

	Deferred taxation liabilities				Deferred taxation assets	
	Fair value gains	Revaluation of investment properties	Revaluation of financial assets at fair value through profit or loss	Accelerated tax depreciation	Total	Tax losses
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2021	248,700	187,528	4,881	50,835	491,944	(75,029)
Changes in exchange rates (Credited)/charged to the consolidated income statement	9,087 (10,543)	4,586 (20,128)	189 (552)	– (12,505)	13,862 (43,728)	– 36,699
At 31 March 2022	247,244	171,986	4,518	38,330	462,078	(38,330)
Changes in exchange rates (Credited)/charged to the consolidated income statement	(16,569) (6,755)	(8,897) (55,048)	(280) (4,238)	– 16,103	(25,746) (49,938)	– (16,103)
Disposal of subsidiaries	(28,312)	(24,991)	–	–	(53,303)	–
<b>At 31 March 2023</b>	<b>195,608</b>	<b>83,050</b>	<b>–</b>	<b>54,433</b>	<b>333,091</b>	<b>(54,433)</b>

Deferred taxation liabilities for the fair value gains represent the deferred taxation on the differences between the carrying values of the properties and other assets as included in the consolidated financial statements and the carrying values of these properties and other assets as included in the financial statements of the relevant subsidiaries. The values were based on the date of acquisition of those subsidiaries by the Group.

### 35. Deferred taxation (continued)

Deferred taxation liabilities have been provided in full on temporary differences under the liability method using the applicable tax rates prevailing in the countries in which the Group operates and are expected to be settled after more than twelve months from the balance sheet date.

Deferred taxation assets of HK\$578.8 million (2022: HK\$498.7 million) arising from unused tax losses of HK\$3,491.4 million (2022: HK\$3,002.6 million) have not been recognized in the consolidated financial statements. These tax losses have no expiry dates or will expire within five years for those from the PRC.

Deferred taxation liabilities of HK\$0.1 million (2022: HK\$0.4 million) arising from withholding tax on the unremitted earnings of certain PRC subsidiaries have not been recognized in the consolidated financial statements as these earnings are expected to be reinvested.

### 36. Loans and payables with non-controlling interests

Loans and payables with non-controlling interests of the Group are unsecured, interest free and not repayable within the next twelve months from the balance sheet date. The balances are denominated in Hong Kong dollar, Renminbi and Euro.

### 37. Commitments

#### (a) Capital commitments

	2023 HK\$'000	2022 HK\$'000
Contracted but not provided for in respect of:		
Property projects, properties, and property, plant and equipment (including those in joint ventures)	<b>414,991</b>	438,116
Financial assets at fair value through profit or loss	<b>43,938</b>	47,569
	<b>458,929</b>	485,685

## 37. Commitments (continued)

### (b) Operating lease rental receivable

The future aggregate minimum lease rental income under non-cancellable operating leases in respect of properties is receivable in the following periods:

	2023 HK\$'000	2022 HK\$'000
Within the first year	85,124	96,633
Within the second year	43,276	40,514
Within the third year	9,141	11,913
Within the fourth year	587	71
Within the fifth year	598	–
After the fifth year	2,922	–
	<b>141,648</b>	149,131

The Group leases properties under various agreements which will be terminated between 2023 and 2032 (2022: 2022 and 2025).

## 38. Financial guarantees

	2023 HK\$'000	2022 HK\$'000
Guarantees for mortgage loans to purchasers of properties of the Group in the PRC (note)	6,116	9,409

*Note: The financial guarantees provided by the Group represented the guarantees in respect of mortgage loans made by certain banks to certain purchasers of the Group's properties in the PRC. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties. Such guarantees will be terminated upon the earlier of (i) the issuance of the property ownership certificates which is generally available within six months to one year after the purchasers take possession of the relevant properties; or (ii) the satisfaction of mortgage loans by the purchasers of properties. Since the Group is able to retain the purchaser's deposits and sell the properties to recover any amounts paid by the Group to the banks, the estimated net amounts required to be settled by the Group and the fair value of the financial guarantees as calculated are not material and hence not recognized in the consolidated financial statements.*

### 39. Notes to the consolidated cash flow statement

#### (a) Reconciliation of operating loss from continuing operations and discontinued operation to cash from operations

	2023 HK\$'000	2022 HK\$'000
Operating loss from continuing operations and discontinued operation	<b>(1,022,105)</b>	(533,390)
Interest income from bank deposits	<b>(74,884)</b>	(5,998)
Dividend income from financial assets at fair value through other comprehensive income	<b>(7,366)</b>	(7,469)
Loss/(gain) on disposal of subsidiaries	<b>13,166</b>	(1,178,948)
Net loss of bonds and other investments of financial assets at fair value through profit or loss	<b>253,474</b>	1,728,635
Net loss on disposal of investment properties	–	75
Net (gain)/loss on disposal of property, plant and equipment	<b>(1,452)</b>	194
Change in fair value of investment properties	<b>532,725</b>	(36,087)
Reversal of provision for impairment of trade debtors	–	(475)
Reversal of provision for impairment of other deposits	–	(710)
Depreciation of property, plant and equipment	<b>18,230</b>	38,649
Depreciation of right-of-use assets	<b>19,596</b>	56,069
Provision for impairment of properties for/under development	<b>52,820</b>	9,159
Provision for impairment of properties for sale	<b>136,844</b>	1,355
Provision for impairment of trade debtors	<b>8,786</b>	195
Operating (loss)/profit before working capital changes	<b>(70,166)</b>	71,254
Decrease/(increase) in loans and receivables and other deposits	<b>144,380</b>	(12,326)
(Increase)/decrease in properties for/under development and properties for sale	<b>(75,954)</b>	86,373
(Increase)/decrease in cemetery assets	<b>(16,088)</b>	3,989
(Increase)/decrease in inventories	<b>(1,217)</b>	1,928
Decrease in debtors and prepayments	<b>130,940</b>	127,484
Decrease in financial assets at fair value through profit or loss	<b>427,812</b>	563,429
Decrease in creditors and accruals	<b>(138,690)</b>	(56,127)
Increase/(decrease) in sales deposits received	<b>8,780</b>	(10,687)
Cash from operations	<b>409,797</b>	775,317



### 39. Notes to the consolidated cash flow statement (continued)

#### (b) Analysis of cash and cash equivalents

	2023 HK\$'000	2022 HK\$'000
Cash and bank balances	2,922,984	4,180,020
Bank deposits maturing more than three months from date of placement	(130,449)	(6,465)
Cash and cash equivalents	2,792,535	4,173,555

#### (c) Disposal of subsidiaries

	Changan Disposal 2023 HK\$'000	Panyu Disposal 2022 HK\$'000
Consideration	149,700	1,896,712
Less: Transaction costs and related expenses	(351)	(37,913)
Net proceeds	149,349	1,858,799
Details of net assets at the date of disposal:		
Investment properties	215,119	192,315
Properties for sale	–	449,553
Debtors and prepayments	167	10,406
Cash and bank balances	1,311	132,099
Creditors and accruals	(1,456)	(2,406)
Taxation payable	(1,064)	(5,040)
Deferred taxation liabilities	(53,303)	(69,723)
Non-controlling interests	(4,261)	–
Net assets disposed of	156,513	707,204
Realization of exchange reserve upon disposal	6,002	(27,353)
Loss/(gain) on disposal of subsidiaries (note 7B)	(13,166)	1,178,948
	149,349	1,858,799

### 39. Notes to the consolidated cash flow statement (continued)

#### (c) Disposal of subsidiaries (continued)

	<b>Changan Disposal 2023 HK\$'000</b>	Panyu Disposal 2022 HK\$'000
Analysis of (loss)/gain on the disposal of subsidiaries:		
(Loss)/gain on disposal of subsidiaries ( <i>note 7B</i> )	<b>(13,166)</b>	1,178,948
Less: PRC withholding corporate income tax ( <i>note 12</i> )	<b>(3,441)</b>	(142,071)
Net (loss)/gain on disposal of subsidiaries after taxation	<b>(16,607)</b>	1,036,877
Analysis of net cash inflow in respect of the disposal:		
Net cash consideration received	<b>149,349</b>	1,858,799
Less: Deposit received in creditors and accruals	–	(118,320)
Consideration receivable/deferred consideration in debtors and prepayments	<b>(3,400)</b>	(120,271)
Deferred tax receivable in loans and receivables and other deposits	–	(30,108)
Cash and bank balances disposed of	<b>(1,311)</b>	(132,099)
Net cash inflow from the disposal	<b>144,638</b>	1,458,001
Represented by:		
Net proceeds from disposal of subsidiaries included in cash flows from investing activities	<b>144,638</b>	1,458,001

### 39. Notes to the consolidated cash flow statement (continued)

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

	Bank borrowings		Loans and payables with non-controlling interests		Lease liabilities	Total
	Non-current HK\$'000	Current HK\$'000	Non-current HK\$'000	Current HK\$'000		
At 1 April 2021	1,060,051	6,032,645	47,688	10,534	62,099	7,213,017
Cash inflows	1,610,107	229,191	–	–	–	1,839,298
Cash outflows	(71,250)	(3,465,349)	(2,541)	–	(20,835)	(3,559,975)
Non-cash changes:						
Exchange difference	(145)	9,255	(521)	23	90	8,702
New/terminated leases	–	–	–	–	7,736	7,736
Interest expenses of lease liabilities (note 10)	–	–	–	–	2,449	2,449
Reclassifications	932,514	(932,514)	–	–	–	–
At 31 March 2022	3,531,277	1,873,228	44,626	10,557	51,539	5,511,227
Cash inflows	41,206	201,662	70	–	–	242,938
Cash outflows	–	(1,416,688)	–	–	(21,028)	(1,437,716)
Non-cash changes:						
Exchange difference	(5,918)	2,948	216	(43)	581	(2,216)
New/terminated leases	–	–	–	–	126	126
Interest expenses of lease liabilities (note 10)	–	–	–	–	949	949
Reclassifications	(379,428)	379,428	–	–	–	–
<b>At 31 March 2023</b>	<b>3,187,137</b>	<b>1,040,578</b>	<b>44,912</b>	<b>10,514</b>	<b>32,167</b>	<b>4,315,308</b>

## 40. Discontinued operation

On 20 December 2021, the Group entered into a conditional sale and purchase agreement with an independent third party for the disposal of the subsidiaries that held a hotel in Hong Kong (the "Hotel Group") for an aggregate consideration of about HK\$1,651.2 million, i.e. the Hotel Disposal. The Hotel Disposal had been approved by the shareholders of the Company on 4 March 2022. Details of the Hotel Disposal were announced by the Company on 20 December 2021, and published in the circular of the Company on 21 January 2022. The Hotel Disposal was completed on 8 March 2022, and a gain on disposal of subsidiaries of about HK\$405.0 million was recorded in the year ended 31 March 2022, taking into account the net assets disposed of approximately HK\$1,216.4 million and related transaction costs.

The Hotel Group was principally engaged in the operation of the hotel in Hong Kong. After the Hotel Disposal, there is no more hotel operation of the Group at the moment. In accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", the consolidated results of the Hotel Group had been presented as discontinued operation in the consolidated financial statements for the year ended 31 March 2022.

### (a) Results of discontinued operation

	Note	2022 HK\$'000
Revenues	(i)	31,380
Cost of sales		(17,553)
Gross profit		13,827
Selling and marketing expenses		(5,285)
Administrative and other operating expenses		(61,860)
Operating loss	(ii)	(53,318)
Finance costs	(iii)	(10,780)
Loss before taxation		(64,098)
Taxation	(iv)	(24,700)
Loss after taxation		(88,798)
Gain on disposal of subsidiaries of discontinued operation	(d)	404,957
Profit for the year from discontinued operation		316,159

## 40. Discontinued operation (continued)

### (a) Results of discontinued operation (continued)

Notes:

(i) Revenues recognized during the year were as follows:

	2022 HK\$'000
Income from hotel operation and management	31,380

(ii) Operating loss

	2022 HK\$'000
Depreciation of property, plant and equipment	21,419
Depreciation of right-of-use assets	36,412
Staff costs	
Wages and salaries	13,225
Retirement benefit costs	484
Auditors' remuneration	
Audit and audit related services	110
Non-audit services	1,825

(iii) Finance costs

	2022 HK\$'000
Interest expenses of bank borrowings	10,780

(iv) Taxation

	2022 HK\$'000
Deferred taxation	24,700

No provision for Hong Kong profits tax had been provided as the subsidiaries of the Hotel Group had either sufficient tax losses brought forward to set off against the estimated assessable profit for the year or had no estimated assessable profit for that year.

## 40. Discontinued operation (continued)

### (b) Cash flows (used in)/from discontinued operation

	2022 HK\$'000
Net cash used in operating activities	(6,303)
Net cash used in investing activities	(1,476)
Net cash from financing activities	2,989
Net cash flows used in discontinued operation for the year	(4,790)

*Note: The discontinued operation was partly financed by intercompany loan from the continuing operations, which had been eliminated in the consolidated financial statements of the Group.*

### (c) Net assets disposed of as at the date of disposal

	2022 HK\$'000
Net assets disposed of (note):	
Property, plant and equipment	339,052
Investment properties	287,800
Right-of-use assets	587,216
Inventories	1,650
Debtors and prepayments	2,323
Cash and bank balances	4,012
Creditors and accruals	(5,654)
Net assets disposed of (note d)	1,216,399

*Note: Net assets disposed of included the assets and liabilities of the rental operation of the commercial portion of the hotel in Hong Kong owned by the Hotel Group, which were mainly recorded as investment properties and were included in the "Property development, investment and trading" business segment in 2022 of the Group, and they were also included in the Hotel Disposal.*

## 40. Discontinued operation (continued)

### (d) Gain on disposal of subsidiaries of discontinued operation

	2022 HK\$'000
Consideration	1,651,243
Carrying value of net assets disposed of (note c)	(1,216,399)
	434,844
Transaction costs for disposal	(29,887)
Gain on disposal of subsidiaries of discontinued operation	404,957

There was realization of the property, plant and equipment revaluation reserve of HK\$41,765,000 upon disposal of subsidiaries of discontinued operation to retained profits of the Group for the year ended 31 March 2022 (note 33).

### (e) Analysis of the net cash inflow in respect of the disposal

	2022 HK\$'000
Analysis of the net cash inflow in respect of the disposal:	
Cash consideration	1,651,243
Transaction costs for disposal	(29,887)
Net proceeds	1,621,356
Less: Consideration receivable in debtors and prepayments (note 27(b)(iii)(2))	(5,119)
Cash and bank balances disposed of	(4,012)
Repayment of bank borrowings	(594,444)
Net cash inflow from the disposal	1,017,781
Represented by:	
Net proceeds from disposal of subsidiaries of discontinued operation included in cash flows from investing activities	1,612,225
Repayment of bank borrowings included in cash flows from financing activities	(594,444)
	1,017,781

## 41. Event after the reporting period

On 15 June 2022, an indirect non-wholly-owned subsidiary of the Company entered into an agreement with an independent third party to dispose of the land and factory building in Singapore for a consideration of S\$21 million (equivalent to approximately HK\$118.4 million). Details of the disposal were announced by the Company on 15 June 2022. However, as announced by the Company on 19 June 2023, the Group is notified by the purchaser that it will not continue with the disposal. Accordingly, the agreement is terminated.

## 42. Approval of the consolidated financial statements

The consolidated financial statements were approved by the Board on 29 June 2023.



## 43. Balance sheet and reserves movement of the Company

### Balance sheet of the Company

As at 31 March 2023

	Note	2023 HK\$'000	2022 HK\$'000
<b>Non-current asset</b>			
Subsidiaries		874,435	874,435
<b>Current assets</b>			
Debtors and prepayments		5,364	154
Amounts due from subsidiaries		3,373,228	3,381,549
Cash and bank balances		1,470,348	2,349,723
		<b>4,848,940</b>	5,731,426
<b>Current liabilities</b>			
Creditors and accruals		11,392	108,751
Amount due to a subsidiary		303,994	934,203
		<b>315,386</b>	1,042,954
<b>Net current assets</b>		<b>4,533,554</b>	4,688,472
<b>Net assets</b>		<b>5,407,989</b>	5,562,907
<b>Equity</b>			
Share capital	32	418,138	418,138
Reserves	(a)	4,989,851	5,144,769
<b>Total equity</b>		<b>5,407,989</b>	5,562,907

The balance sheet of the Company was approved by the Board on 29 June 2023 and was signed on its behalf by:

**Albert Chuang Ka Pun**  
Director

**Edwin Chuang Ka Fung**  
Director

### 43. Balance sheet and reserves movement of the Company (continued)

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

	Share premium HK\$'000	Capital redemption reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 April 2021	755,510	4,462	3,652,586	4,412,558
Profit for the year	–	–	891,103	891,103
2021 Final dividend paid	–	–	(25,088)	(25,088)
2022 interim dividend paid	–	–	(33,451)	(33,451)
2022 special dividend	–	–	(100,353)	(100,353)
At 31 March 2022	755,510	4,462	4,384,797	5,144,769
Profit for the year	–	–	179,593	179,593
2022 Final dividend paid	–	–	(33,451)	(33,451)
2022 second special dividend paid	–	–	(301,060)	(301,060)
<b>At 31 March 2023</b>	<b>755,510</b>	<b>4,462</b>	<b>4,229,879</b>	<b>4,989,851</b>

Total distributable reserves of the Company amounted to HK\$4,229,879,000 (2022: HK\$4,384,797,000) as at 31 March 2023.

## 44. Principal subsidiaries

Name	Place of incorporation/ operation	Registered capital/ issued capital	Effective interest held by the Group		Principal activities
			2023	2022	
Anshan Chuang's Property Development Company Limited (note iii)	PRC	RMB470,000,000	61.2%	61.2%	Property development and investment
Anshan Chuang's Real Estate Development Company Limited (note iii)	PRC	RMB210,000,000	61.2%	61.2%	Property development and investment
Asian Land Limited	Hong Kong	HK\$1 with 1 share	100.0%	100.0%	Property investment
Cedar Crystal Limited	British Virgin Islands	US\$1 with 1 share	100.0%	100.0%	Investment holding
Central Treasure Investments Limited	British Virgin Islands/ Hong Kong	US\$1 with 1 share	100.0%	100.0%	Investment holding
Chengdu Chuang's Investment Services Limited (note iii)	PRC	HK\$80,000,000	61.2%	61.2%	Property development and investment
China Cyberworld Limited	Hong Kong	HK\$2 with 2 shares	61.2%	61.2%	Property development and investment
Chinaculture.com Limited	British Virgin Islands/ Hong Kong	US\$1 with 1 share	61.2%	61.2%	Investment holding
Chuang's China Capital Limited	Hong Kong	HK\$1 with 1 share	61.2%	61.2%	Investment holding, securities investment and trading
Chuang's China Investments Limited (note i)	Bermuda/Hong Kong	HK\$117,351,765 with 2,347,035,316 shares	61.2%	61.2%	Investment holding
Chuang's China Italia Plaza Limited	Hong Kong	HK\$2 with 2 shares	61.2%	61.2%	Investment holding and money lending

## 44. Principal subsidiaries (continued)

Name	Place of incorporation/ operation	Registered capital/ issued capital	Effective interest held by the Group		Principal activities
			2023	2022	
Chuang's China Realty Limited	Bermuda/Hong Kong	HK\$100,000 with 2,000,000 shares	<b>61.2%</b>	61.2%	Investment holding
Chuang's China Technology Limited	Hong Kong	HK\$117,622,779 with 458,310,965 shares	<b>61.2%</b>	61.2%	Investment holding, securities investment and trading
Chuang's Consortium Limited (note ii)	Hong Kong	HK\$455,141,193 with 4,000 shares	<b>100.0%</b>	100.0%	Investment holding
Chuang's Credit Limited	Hong Kong	HK\$10,300,000 with 10,300,000 shares	<b>100.0%</b>	100.0%	Money lending
Chuang's-Edelweiss LLC	Mongolia	US\$100,000 with 100,000 shares	<b>100.0%</b>	100.0%	Property investment
Chuang's Engineering Limited	Hong Kong	HK\$20 with 2 shares	<b>100.0%</b>	100.0%	Project management
Chuang's Industrial (Holdings) Limited	Hong Kong	HK\$196,825,069 with 189,231,936 shares	<b>100.0%</b>	100.0%	Investment holding, hiring of assets and trading of merchandises
Chuang's Properties (Central Plaza) Sdn. Bhd.	Malaysia	MYR5,000,000 with 5,000,000 shares	<b>61.2%</b>	61.2%	Property investment
Chuang's Properties International Limited (note ii)	British Virgin Islands/ Hong Kong	US\$10 with 10 shares	<b>100.0%</b>	100.0%	Investment holding, property development and investment
Chuang's Properties Limited	Hong Kong	HK\$300,000,000 with 300,000,000 shares	<b>100.0%</b>	100.0%	Investment holding
Chuang's Real Estate Agency Limited	Hong Kong	HK\$2 with 2 shares	<b>100.0%</b>	100.0%	Property agency services
Cityprop Company Limited	Hong Kong	HK\$2 with 2 shares	<b>100.0%</b>	100.0%	Property investment, project management and securities investment and trading

## 44. Principal subsidiaries (continued)

Name	Place of incorporation/ operation	Registered capital/ issued capital	Effective interest held by the Group		Principal activities
			2023	2022	
Dongguan Midas Printing Company Limited (notes iii, 7B(a) and note 39(c))	PRC	RMB126,734,400	–	61.2%	Property investment
Easy Success Enterprises Limited	Hong Kong	HK\$2 with 2 shares	100.0%	100.0%	Property investment
Equity King Limited	Hong Kong	HK\$2 with 2 shares	100.0%	100.0%	Securities investment and trading
Fanus Limited	British Virgin Islands/ Hong Kong	US\$100 with 100 shares	100.0%	100.0%	Investment holding
Favour Day Limited	British Virgin Islands/ Hong Kong	US\$1 with 1 share	100.0%	100.0%	Property investment
Fortune Wealth Memorial Park (Si Hui) Limited (note iv)	PRC	HK\$183,760,000	52.6%	52.6%	Development and construction of cemetery and provision of related management services in the PRC
General Nominees Limited	Hong Kong	HK\$5,000 with 500 shares	100.0%	100.0%	Securities investment and trading and nominee and secretarial services
Gold Prosperity Limited	Hong Kong	HK\$1 with 1 share	61.2%	61.2%	Property investment
Guangzhou Heng Yang Investment Services Limited (note iii)	PRC	RMB40,000,000	61.2%	61.2%	Investment holding
Hunan Han Ye Real Estate Development Company Limited (notes v and vi)	PRC	RMB25,000,000	42.3%	42.3%	Property development and investment
Income Holdings Limited	British Virgin Islands/ Hong Kong	US\$1 with 1 share	100.0%	100.0%	Investment holding, securities investment and trading

## 44. Principal subsidiaries (continued)

Name	Place of incorporation/ operation	Registered capital/ issued capital	Effective interest held by the Group		Principal activities
			2023	2022	
Island 37 Investment Limited	Hong Kong	HK\$1,100,000 with 110,000 shares	<b>100.0%</b>	100.0%	Property investment
Jannerson Limited	Hong Kong	HK\$5,000 with 5,000 shares	<b>100.0%</b>	100.0%	Property investment
Koledo Company Limited	Hong Kong	HK\$200 with 2 shares HK\$200 with 2 non-voting deferred shares	<b>100.0%</b>	100.0%	Property investment
Lambda Tele-equipment Limited	Hong Kong	HK\$200 with 2 shares HK\$3,000,000 with 30,000 non-voting deferred shares	<b>100.0%</b>	100.0%	Investment holding
MD Limited	Hong Kong	HK\$1,000,000 with 1,000,000 shares	<b>61.2%</b>	61.2%	Securities investment and trading
Meloberg Limited	Hong Kong	HK\$2 with 2 shares	<b>100.0%</b>	100.0%	Property investment
Mongolia Property Development LLC	Mongolia	US\$100,000 with 1,000 shares	<b>100.0%</b>	100.0%	Property investment
Profit Stability Investments Limited (note ii)	British Virgin Islands/ Hong Kong	US\$1 with 1 share	<b>100.0%</b>	100.0%	Investment holding
Rich Joint Limited	Hong Kong	HK\$1 with 1 share	<b>61.2%</b>	61.2%	Securities investment and trading
Rosedale Hill Limited	British Virgin Islands/ Hong Kong	US\$1 with 1 share	<b>100.0%</b>	100.0%	Securities investment and trading
Shenzhen Brilliant Consulting Services Limited (note iii)	PRC	RMB10,000,000	<b>100.0%</b>	100.0%	Property investment

## 44. Principal subsidiaries (continued)

Name	Place of incorporation/ operation	Registered capital/ issued capital	Effective interest held by the Group		Principal activities
			2023	2022	
Sintex Nylon and Cotton Products (Pte) Limited	Singapore	S\$850,000 with 8,500 shares	<b>88.2%</b>	88.2%	Manufacture and sale of home finishing products
Star Value Investments Limited	Hong Kong	HK\$1 with 1 share	<b>61.2%</b>	61.2%	Property development and investment
Supreme Property Services Limited	Hong Kong	HK\$1,000 with 1,000 shares	<b>100.0%</b>	100.0%	Property management
Uniworld Property Management Limited	Hong Kong	HK\$2 with 2 shares	<b>100.0%</b>	100.0%	Property management
Versilcraft Holdings Limited (note vi)	British Virgin Islands/ Hong Kong	US\$300 with 300 shares	<b>40.8%</b>	40.8%	Manufacture of yacht
Versilcraft International Limited (note vi)	Hong Kong	HK\$1 with 1 share	<b>40.8%</b>	40.8%	Manufacture of yacht

**Notes:**

- (i) Listed in Hong Kong
- (ii) Directly held by the Company
- (iii) Wholly foreign owned enterprise
- (iv) Sino-foreign cooperative joint venture enterprise
- (v) Sino-foreign equity joint venture enterprise
- (vi) As at 31 March 2023, these companies were subsidiaries of the Chuang's China Group of which the Group holds 61.2% (2022: 61.2%) equity interest. Accordingly, these companies are classified as subsidiaries of the Group.

# Particulars of Principal Properties

The following list contains only properties held by the Group as at 31 March 2023 which are material to the Group as the Directors are of the opinion that a complete list will be of excessive length.

## 1. Investment properties, Hotels and Serviced Apartments

Location	Term	Usage	Group's interest
<b>Hong Kong</b> Chuang's Tower, Nos. 30–32 Connaught Road Central, Central, M.L. Nos. 376, 410 and 375	Long lease	Commercial/Offices	100.0%
Chuang's London Plaza, No. 219 Nathan Road, Tsim Sha Tsui, K.I.L. No. 6345	Medium lease	Commercial	100.0%
Posco Building, No. 165 Un Chau Street, Sham Shui Po, N.K.I.L. No. 432 R.P.	Medium lease	Commercial/Industrial	100.0%
House A, No. 37 Island Road, Deep Water Bay, R.B.L. No. 599	Short lease	Residential	100.0%
18 residential units, Parkes Residence, No. 101 Parkes Street, K.I.L. No. 1511, R.P.S.A., S.D., S.E., S.S.2.S.C., R.P.S.C. and S.B. of K.I.L. No. 1510 (Disposed of on 8 June 2023)	Medium lease	Serviced apartments	100.0%
The Esplanade Place, Yip Wong Road, Tuen Mun Town, Lot No. 514, Tuen Mun, New Territories	Medium lease	Commercial/ Carparking spaces	61.2%



## 1. Investment properties, Hotels and Serviced Apartments (continued)

Location	Term	Usage	Group's interest
<b>Taiwan</b> sáv Residence, Xinyi District, Taipei City	Freehold	Serviced apartments	100.0%
<b>Mongolia</b> sáv Plaza, No. 32/2 Chagdarjav.G Street, 1st Khoroo, Sukhbaatar District, Ulaanbaatar	Short lease	Serviced apartments/ Commercial/ Offices	100.0%
International Finance Centre, No. 12 Chinggis Avenue, 1st Khoroo, Sukhbaatar District, Ulaanbaatar	Short lease	Commercial/ Offices	100.0%
<b>The People's Republic of China</b> 1st to 3rd Floors, Peng Building, No. 1118 Wenjin North Road, Luohu District, Shenzhen	Medium lease	Commercial	100.0%
Chuang's Mid-town, Anshan, Liaoning – Commercial podium	Medium lease	Commercial	61.2%
– Twin tower (Block AB and C)	Medium lease	Residential/Serviced apartments/Offices	61.2%
Hotel and resort villas, Xiamen, Fujian	Medium lease	Resort and villa	36.4%
Commercial property, Shatian, Dongguan, Guangdong	Medium lease	Commercial	61.2%
1 villa, Phase II, Chuang's Le Papillon, Guangzhou, Guangdong	Medium lease	Residential	61.2%

## 1. Investment properties, Hotels and Serviced Apartments (continued)

Location	Term	Usage	Group's interest
<b>Malaysia</b> Wisma Chuang, No. 34 Jalan Sultan Ismail, 50250 Kuala Lumpur, Lot No. 1262, Section 57, Kuala Lumpur, Federal Territory	Freehold	Commercial/Offices/ Carparking spaces	61.2%

## 2. Property projects

Location	Stage of completion	Expected completion date	Usage	Approximate area	Group's interest
<b>Hong Kong</b> Nos. 16–20 Gage Street, Central, R.P., S.A. and S.B. of I.L. No. 188 and R.P.S.A. of I.L. No. 187	Foundation works in progress	2024	Residential/ Commercial	Site area – about 3,600 sq. ft. Gross floor area – about 34,741 sq. ft.	100.0%
28 Po Shan Road, I.L. No. 6070	Superstructure works in progress	2024	Residential	Site area – about 10,000 sq. ft. Gross floor area – about 44,537 sq. ft. for the 8-storey house with an additional area of about 5,200 sq. ft. for garden and about 2,200 sq. ft. for roof	50.0%

## 2. Property projects (continued)

Location	Stage of completion	Expected completion date	Usage	Approximate area	Group's interest
ONE SOHO, Kowloon Inland Lot No. 11254, Reclamation Street/ Shantung Street, Mongkok, Kowloon	Occupation permit obtained in March 2023	Third quarter of 2023		Site area – about 14,900 sq. ft.	40.0%
			Residential	Gross floor area – about 112,200 sq. ft.	
			Commercial	Gross floor area – about 22,400 sq. ft. (will be retained by the Urban Renewal Authority)	
ARUNA, No. 8 Ping Lan Street, Ap Lei Chau, Aplichau Inland Lot No. 46	Internal and external furnishing works in progress	2024	Residential/ Commercial	Site area – about 4,320 sq. ft. Gross floor area – about 40,994 sq. ft.	61.2%
<b>The People's Republic of China</b>					
Chuang's Plaza, Anshan, Liaoning	Master planning in progress	N/A	Comprehensive development area	Site area – about 39,449 sq. m. Gross floor area – Pending	61.2%
Beverly Hills (also known as Ju Hao Shan Zhuang), Changsha, Hunan				Site area – about 95,948 sq. m.	42.3%
	Completed	Completed	Residential	Gross floor area – about 5,800 sq. m.	42.3%
	Superstructure works completed	N/A	Commercial/Hotel	Gross floor area – about 11,500 sq. m.	42.3%

## Particulars of Listed Corporate Bonds

The Group holds the following portfolio of listed corporate bonds as at 31 March 2023:

Stock code	Bond issuer	Face value of bonds held as at 31 March 2023 US\$'000	Market value as at 31 March 2023 HK\$'000	Percentage of market value to the Group's total assets as at 31 March 2023
1233	Times China Holdings Limited# (a) 5.55%, due 2024 (b) 6.6%, due 2023	8,000 4,000 <hr/> 12,000	15,421	0.1%
1638	Kaisa Group Holdings Ltd.# (a) 8.5%, due 2022 (b) 9.75%, due 2023 (c) 11.25%, due 2022	16,400 2,000 6,000 <hr/> 24,400	24,145	0.1%
1777	Fantasia Holdings Group Co., Limited# (a) 7.95%, due 2022 (b) 11.75%, due 2022 (c) 12.25%, due 2022 (d) 15%, due 2021	1,000 17,000 2,000 2,000 <hr/> 22,000	19,020	0.1%
1813	KWG Group Holdings Limited# (a) 7.4%, due 2024 (b) 7.875%, due 2024	5,000 5,000 <hr/> 10,000	26,996	0.1%
1918	Sunac China Holdings Limited# (8.35%, due 2023)	9,000	17,256	0.1%
1966	China SCE Group Holdings Limited (5.95%, due 2024)	3,500	14,673	0.1%

Particulars of Listed Corporate Bonds (continued)

Stock code	Bond issuer	Face value of bonds held as at 31 March 2023 US\$'000	Market value as at 31 March 2023 HK\$'000	Percentage of market value to the Group's total assets as at 31 March 2023
1996	Redsun Properties Group Limited# (a) 7.3%, due 2024 (b) 9.7%, due 2023	5,000 2,000 <hr/> 7,000	6,938	0.1%
2768	Jiayuan International Group Limited# (a) 11%, due 2024 (b) 12%, due 2022 (c) 12.5%, due 2023	5,000 12,100 4,000 <hr/> 21,100	16,991	0.1%
2772	Zhongliang Holdings Group Company Limited# (a) 8.75%, due 2023 (b) 9.75%, due 2023	3,000 7,000 <hr/> 10,000	14,903	0.1%
2777	Easy Tactic Limited, a wholly-owned subsidiary of Guangzhou R&F Properties Co., Ltd. (6.5% in cash/7.5% with payment-in-kind, due 2025)	42,108	90,489	0.6%
3301	Ronshine China Holdings Limited# (a) 7.35%, due 2023 (b) 8.1%, due 2023 (c) 8.95%, due 2023	10,000 10,000 2,000 <hr/> 22,000	12,610	0.1%

## Particulars of Listed Corporate Bonds (continued)

Stock code	Bond issuer	Face value	Market	Percentage
		of bonds held as at 31 March 2023	value as at 31 March 2023	of market value to the Group's total assets as at 31 March 2023
		US\$'000	HK\$'000	
3333	China Evergrande Group <sup>#</sup>			
	(a) 7.5%, due 2023	10,743		
	(b) 8.25%, due 2022	39,200		
	(c) 8.75%, due 2025	4,714		
		54,657	33,638	0.2%
3883	China Aoyuan Group Limited <sup>#</sup>			
	(a) 5.375%, due 2022	3,000		
	(b) 6.35%, due 2024	16,000		
	(c) 7.95%, due 2023	6,000		
		25,000	19,046	0.1%
6158	Zhenro Properties Group Limited <sup>#</sup>			
	(a) 8%, due 2023	5,000		
	(b) 9.15%, due 2023	6,000		
		11,000	6,727	0.1%
600606	Greenland Global Investment Limited, a wholly-owned subsidiary of Greenland Holdings Corporation Limited			
	(a) 6.125%, due 2025	2,950		
	(b) 6.75%, due 2025	200		
		3,150	9,902	0.1%
		276,915	328,755	2.1%

<sup>#</sup> Bonds of these issuers were in default as at the date of this report.

Note: Principal businesses of the bond issuers were stated in the latest annual reports of the respective bond issuers.

# Summary of Financial Information

## Results

	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000
Revenues (note i)	619,238	598,987	2,089,462	666,397	<b>251,676</b>
Profit/(loss) attributable to equity holders	1,226,643	(705,084)	37,452	(523,149)	<b>(966,292)</b>
Earnings/(loss) per share (HK cents)	73.34	(42.16)	2.24	(31.28)	<b>(57.77)</b>
Dividend per share (HK cents)					
Interim	3.50	1.50	1.50	2.00	–
Final	6.50	–	1.50	2.00	–
Special	–	–	–	6.00	–
Second special	–	–	–	18.00	–
Total	10.00	1.50	3.00	28.00	–

## Assets and liabilities

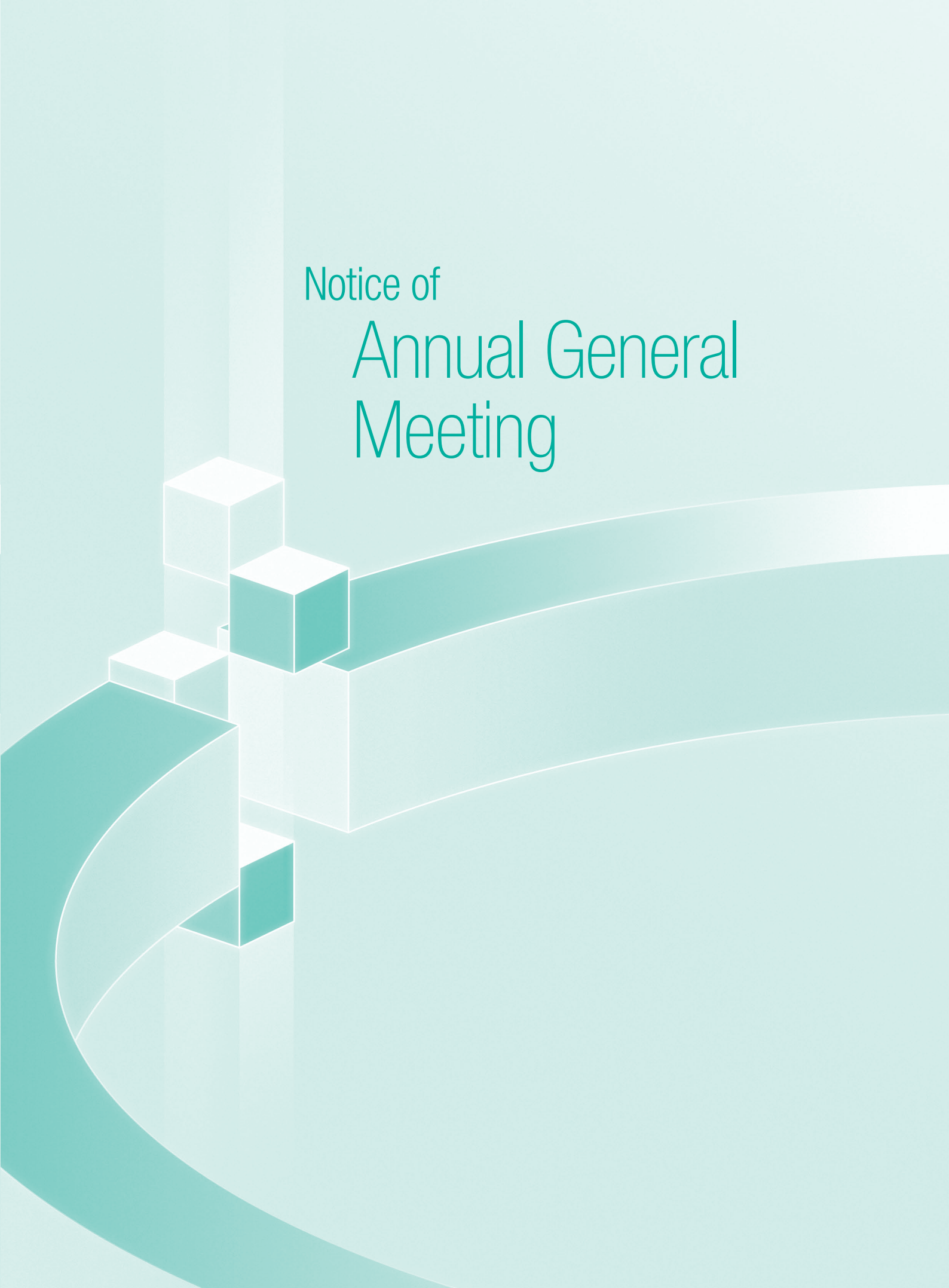
	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000
Non-current assets	14,097,690	14,149,037	12,450,054	11,162,127	<b>10,132,076</b>
Current assets	8,491,696	8,353,392	9,066,968	7,906,083	<b>5,700,339</b>
Total assets	22,589,386	22,502,429	21,517,022	19,068,210	<b>15,832,415</b>
Total liabilities	(8,799,609)	(9,896,642)	(8,444,117)	(6,567,365)	<b>(5,082,977)</b>
Non-controlling interests	(1,687,625)	(1,498,430)	(1,761,696)	(1,783,342)	<b>(1,477,240)</b>
Shareholders' funds	12,102,152	11,107,357	11,311,209	10,717,503	<b>9,272,198</b>
Net asset value per share (HK\$)	7.24	6.64	6.76	6.41	<b>5.54</b>

## Net debt to equity ratio

	2019 HK\$'M	2020 HK\$'M	2021 HK\$'M	2022 HK\$'M	2023 HK\$'M
Cash and bank balances and investments held for trading (note ii)	5,638.4	4,957.5	5,633.4	5,170.8	<b>3,252.5</b>
Bank borrowings	7,307.5	7,085.7	7,092.7	5,404.5	<b>4,227.7</b>
Net debt to equity ratio (%)	13.8	19.2	12.9	2.2	<b>10.5</b>

Notes:

- (i) The 2021 revenues had been restated to conform to the 2022's presentation of the discontinued operation of the hotel operation after the hotel disposal on 8 March 2022.
- (ii) Amount of investments held for trading since 2021 included bonds and securities investments only.



Notice of  
Annual General  
Meeting



# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Chuang's Consortium International Limited (the "Company") will be held via a virtual meeting online at <https://spot-meeting.tricor.hk/#/367> on Friday, 8 September 2023 at 12:00 noon for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the auditor for the year ended 31 March 2023.
2.
  - (a) To re-elect Mr. Richard Hung Ting Ho as an executive Director.
  - (b) To re-elect Miss Ann Li Mee Sum as an executive Director.
  - (c) To re-elect Mr. Abraham Shek Lai Him as an independent non-executive Director.
  - (d) To re-elect Mr. Fong Shing Kwong as an independent non-executive Director.
  - (e) To authorize the board of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as the auditor and to authorize the board of Directors to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

## Ordinary Resolutions

(A) **"THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of HK\$0.25 each (the "Shares") in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the number of the issued Shares of the Company at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, "**Relevant Period**" means the period from the date of the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company (the "Shareholders") in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution."

(B) **"THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and other rights, and issue warrants and other securities, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
  - (i) a Rights Issue (as defined below); or
  - (ii) the exercise of any option under any option scheme of the Company; or
  - (iii) an issue of Shares upon exercise of the subscription or conversion rights attaching to or under the terms of any warrants of the Company; or
  - (iv) any scrip dividend or similar arrangement in accordance with the bye-laws of the Company; or
  - (v) a specific authority granted by the Shareholders in general meeting,

shall not in aggregate exceed 20 per cent. of the number of the issued Shares of the Company at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this Resolution; and

“**Rights Issue**” means an offer of Shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors of the Company, to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to be offered to them) on a fixed record date in proportion to their then holdings of Shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong.”

- (C) “**THAT** subject to the passing of Resolutions numbered 4(A) and 4(B), the general mandate granted to the Directors of the Company to allot, issue and deal with unissued Shares in the capital of the Company pursuant to Resolution numbered 4(B) be and is hereby extended by the addition thereto of the number of Shares of the Company repurchased by the Company under the authority granted pursuant to the general mandate to repurchase Shares (as referred to in Resolution numbered 4(A) set out in the notice convening this meeting), provided that such amount of securities so repurchased shall not exceed 10 per cent. of the number of the issued Shares of the Company at the date of the ordinary resolution approving the said general mandate to repurchase Shares.”

By order of the Board of  
**Chuang’s Consortium International Limited**  
**Lee Wai Ching**  
*Company Secretary*

Hong Kong, 28 July 2023

Notes:

1. Any member entitled to attend and vote at the annual general meeting of the Company (the "AGM") is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's share registrar in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 5 September 2023 to Friday, 8 September 2023, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 4 September 2023.
4. Concerning Resolutions numbered 2 and 4 above, the information necessary to enable the Shareholders to make decisions on whether to vote for or against the Resolutions, as required by the Listing Rules, will be set out in a separate document from the Company to be enclosed with the 2023 Annual Report.
5. The AGM will be conducted via a virtual meeting online through the e-Meeting system. The Shareholders may join the AGM through the e-Meeting system by visiting the website at <https://spot-meeting.tricor.hk/#/367> (the "e-Meeting System") by using their computers, tablet devices or smartphones. Shareholders attending the AGM using the e-Meeting System will be deemed to be present at, and will be counted towards the quorum of the meeting.

Registered Shareholders will be able to attend the AGM, vote, speak and submit questions or comments online through the e-Meeting System to us and other Shareholders. Each registered Shareholder's personalized login and access code will be sent to him or her under separate copy around one week before the AGM. In the case of joint registered holders of any Share(s), only **ONE PAIR** of login and access code will be provided to the joint registered holders. Any one of such joint registered holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.

Non-registered Shareholders whose shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote, speak and submit questions or comments online through the e-Meeting System to us and other Shareholders. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

For online voting at the AGM, the Shareholders can refer to our separate letter to be sent to you and the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed therein) for details. If you have any queries on the above, please contact the Company's share registrar in Hong Kong, Tricor Standard Limited via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

## Notice of Annual General Meeting (continued)

Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:

- (i) attend the AGM via e-Meeting System which enables live streaming and interactive platform for questions and answers and submit their voting online; or
- (ii) appoint chairman of the AGM or other persons as your proxy to vote on your behalf.

Each registered Shareholder is requested to provide a valid email address of his or her proxy (except appointing "the Chairman of the Meeting" as proxy) for the proxy to receive the login and access code to view a live streaming webcast of the AGM, vote, speak and submit questions or comments online through the e-Meeting System. The proxy's authority and instruction will be revoked if the registered Shareholder attend and vote at the AGM via the e-Meeting System.

6. If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect any time and remains in force at 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the respective website of the Company and the Stock Exchange to notify Shareholders of the date and time of the rescheduled meeting as soon as practicable.

Chuang's Consortium  
International Limited

(Incorporated in Bermuda with limited liability)  
Stock Code: 367

25th Floor, Alexandra House,  
18 Chater Road, Central, Hong Kong

[www.chuang-consortium.com](http://www.chuang-consortium.com)