



Knutsford
Terrace

* 僅供識別 / for identification only



金朝陽集團有限公司*
SOUNDWILL HOLDINGS LIMITED

於百慕達註冊成立之有限公司
Incorporated in Bermuda with limited liability
股份代號 Stock Code : 0878

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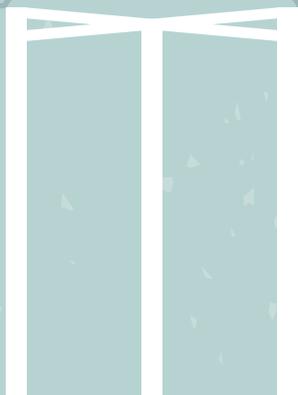
2023

ANNUAL REPORT 年報

Soundwill Plaza

金·朝·陽·中·心

38





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CORPORATE INFORMATION

(As of 20 March 2024)

Directors

Executive Directors:

FOO Kam Chu Grace
CHAN Wai Ling (*Deputy Chairman*)
CHAN Hing Tat (*Chairman*)
TSE Wai Hang

Independent Non-Executive Directors:

CHAN Kai Nang
PAO Ping Wing
YOUNG Chun Man, Kenneth
(appointed with effect from 16 June 2023)
NG Chi Keung (passed away on 8 March 2023)

Company Secretary

TSE Wai Hang

External Auditor

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditor

Internal Auditor

Crowe (HK) Risk Advisory Limited

Legal Advisors

Lo, Wong & Tsui
Conyers Dill & Pearman

Head Office and Principal Place of Business in Hong Kong

21/F, Soundwill Plaza
No. 38 Russell Street
Causeway Bay, Hong Kong

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

Principal Banks

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

Principal Share Registrar and Transfer Office

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

Branch Share Registrar and Transfer Office in Hong Kong

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

Share Information

Place of Listing

The Main Board of The Stock Exchange
of Hong Kong Limited

Stock Code

878

Board Lot

500 shares

Website

www.soundwill.com.hk

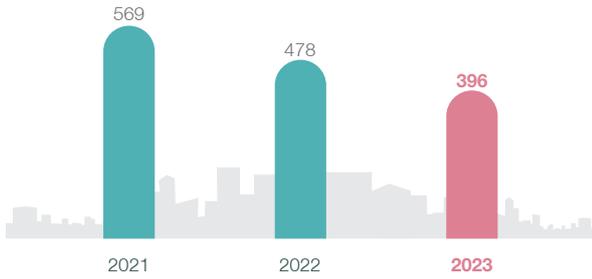
Investor Relations

E-mail: sw.ir@soundwill.com.hk

FINANCIAL HIGHLIGHTS

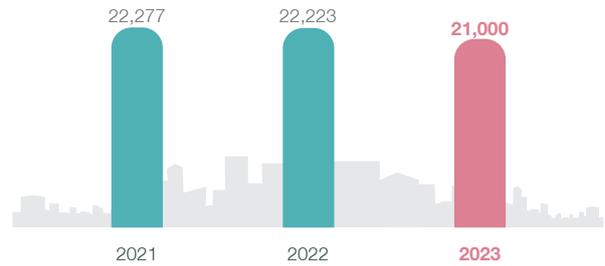
Group's Revenue

HK\$ million



Group's Total Asset

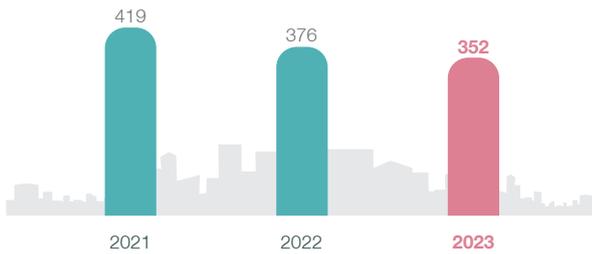
HK\$ million



Group's Revenue by Segments

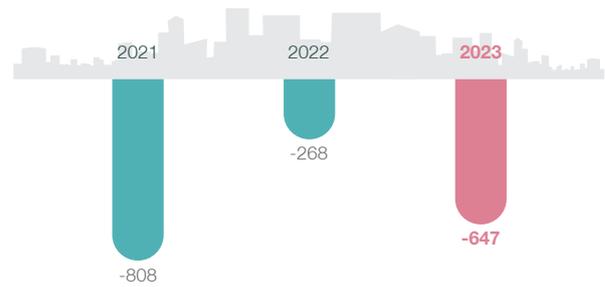
HK\$ million

Property Leasing



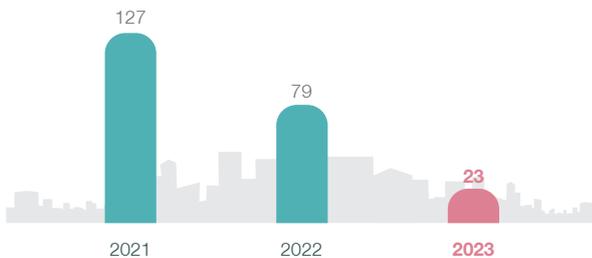
Loss Attributable to Owners of the Company

HK\$ million

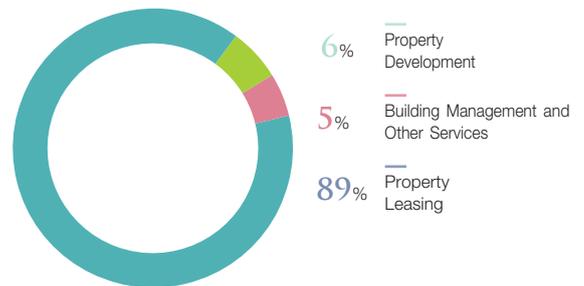


HK\$ million

Property Development

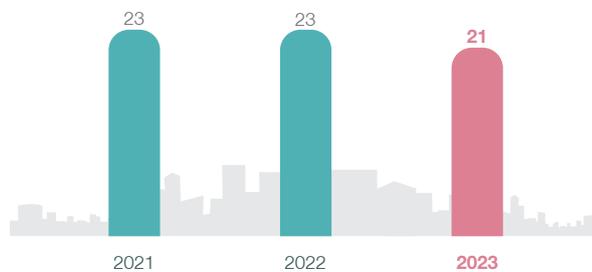


Group's Revenue Mix in Year 2023



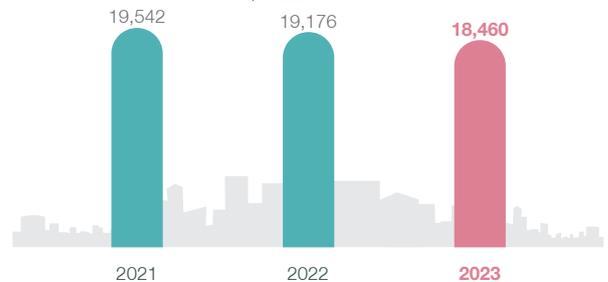
HK\$ million

Building Management and Other Services



Group's Net Asset Value

HK\$ million



CHAIRMAN'S STATEMENT

Dear Shareholders,

In 2023, global financial markets began returning to pre-pandemic levels. At the same time, however, the potential risk of inflation caused major central banks around the world to implement cautious monetary policies, as concerns among investors about a possible economic recession mounted. In Hong Kong, economic growth during the review period began to recover with the lifting of pandemic restrictions and resumption of normal travel arrangements to and from Mainland China and other countries. Nevertheless, the recovery was weaker than expected due to factors such as persistently high global interest rates and the unstable geopolitical situation.



CHAIRMAN'S STATEMENT

To promote a return to normalcy, the Government of Hong Kong introduced several targeted measures designed to support citizens and enterprises, consolidate the momentum of the economic recovery, promote economic vitality, revive the tourism and retail industries, and gradually restore investor confidence. The Group's major investment properties, including Soundwill Plaza, Soundwill Plaza II – Midtown and 10 Knutsford Terrace, made significant rebounds in consumer traffic leading to a stable occupancy rate. In 2023, we recorded an increase in the average rental return of most rent reviews and new rental contracts. Yet, due to the provision of rental support measures for potential tenants and the time required for the recovery of rental income, the overall rental income of the Group dropped during the year.

In line with the resurgence of the retail sector, and in response to the consumption patterns and habits of local shoppers and tourists, the Group initiated a number of promotional and marketing activities. All were geared towards elevating the competitiveness and appeal of our properties, thus stimulating increased tenant occupancy and driving sales. We also recognized the importance of our role as a responsible social stakeholder. Accordingly, we made a strong effort to improve the sustainability of our Group's operations and invested substantially in social welfare programmes that serve those in need.

iCITY, the Group's new industrial development project in Kwai Chung, was completed at the end of 2023, and occupation of the building followed successively. The Group will continue to prudently analyse trends in the property market and to acquire and restore ageing urban properties to strengthen its land reserve as and when it is practicable to do so. Concurrently, the Group's mini-storage business continued to expand its property blueprint by making long-term investments and expanding into areas with development potential. To meet customers' expectations, we are investing resources to strengthen our services, such as providing transportation services to customers and establishing a new one-stop onsite mini-box service. We believe this will have positive implications for our efforts to enhance market share and operating income.

Finally, I would like to take this opportunity to extend my appreciation to all our staff, whose hard work and dedication have been instrumental in maintaining the effectiveness of our operations. I would also like to express my sincere thanks to all our shareholders, directors, customers and business partners for their unwavering support and trust in us. As new opportunities and challenges emerge, we will continue to build on our successes, following prudent financial management principles. Our plan is to develop our core business and expand our asset portfolio based on careful analysis, our long-standing experience in property management, and robust operational strategies. In the year ahead and beyond, we will pursue excellence in all our endeavours and aim to create greater value for our investors and stakeholders.

CHAN Hing Tat*Chairman*

Hong Kong, 20 March 2024

DIRECTORS' PROFILE

FOO KAM CHU GRACE

Aged 80, is the founder of the Group and an executive director of the Company and a director of certain subsidiaries of the Group. Madam Foo has extensive experience in the property market. She has been engaged in the property business in Hong Kong since early 1970s, particularly specialised in the acquisition of old buildings for redevelopment into commercial or residential buildings. Madam Foo is the mother of Ms. Chan Wai Ling, Deputy Chairman and executive director of the Company and Mr. Chan Hing Tat, Chairman and executive director of the Company.

CHAN WAI LING

Aged 53, is Deputy Chairman and executive director of the Company and a director of certain subsidiaries of the Group. She is in charge of the Hong Kong property department and is responsible for the property development and leasing of Hong Kong properties of the Group. She graduated from the University of Toronto, Canada with a bachelor degree in commerce and also obtained a Master of Business Administration Degree from University of Strathclyde, United Kingdom. Before joining the Group in September 1998, she had worked in an international property consultant firm and had operated her own property investment business. She is the daughter of Madam Foo, executive director of the Company and the sister of Mr. Chan, Chairman and executive director of the Company.

CHAN HING TAT

Aged 43, is Chairman and executive director of the Company and a director of certain subsidiaries of the Group. He joined the Group in 2004 and is mainly responsible for the Group's business development. He graduated from the Boston University, USA with a bachelor degree in psychology. Before joining the Group, he was engaged in his own IT business. He is the son of Madam Foo, executive director of the Company and the brother of Ms. Chan, Deputy Chairman and executive director of the Company.

TSE WAI HANG

Aged 58, was appointed as an executive director and company secretary of the Company on 1 September 2019 and 25 January 2019 respectively. He is the head of Legal Department of the Company and in charge of the legal and company secretarial department of the Group. He holds directorship in certain subsidiaries of the Group. Mr. Tse graduated from the University of Hong Kong with a bachelor's degree in laws. He is a qualified solicitor in Hong Kong. He has over 30 years working experience in the legal field.

DIRECTORS' PROFILE

CHAN KAI NANG

Aged 78, was appointed as an independent non-executive director of the Company on 11 March 2009, received a Postgraduate Diploma in Management Studies from The University of Hong Kong and Bachelor of Laws from the University of London. Mr. Chan is an associate member of The Chartered Institute of Management Accountants in the United Kingdom and The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants in the United Kingdom. He is also a Chartered Global Management Accountant. Mr. Chan worked for more than 40 years as senior executive in major multinational and local corporations.

Mr. Chan was the executive director of Galaxy Entertainment Group Limited (formerly known as K. Wah Construction Materials Limited ("K. Wah Construction")) (0027.HK) from January 2003 to May 2008 and managing director of K. Wah Construction from April 2003 to May 2008. He served as an adviser of K. Wah Construction from May 2008 until his retirement in June 2014. The shares of the above-named company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Chan served as independent non-executive director of FDB Holdings Limited (1826.HK) from 16 September 2015 to 12 January 2018. The shares of the above-named company are listed on the Main Board of the Stock Exchange. He also served as independent non-executive director of Burwill Holdings Limited from 14 September 2020 to 11 August 2021 and Prosperity International Holdings (H.K.) Limited between 17 August 2010 to 26 September 2019. The shares of the above companies were delisted from the Stock Exchange on 13 August 2021 and 9 February 2023 respectively. He formerly was an independent non-executive director of Asian Capital Holdings Limited (now known as Kingwisoft Technology Group Company Limited) (8295.HK) and Steed Oriental (Holdings) Company Limited (8277.HK), the shares of both companies are listed on the GEM of the Stock Exchange.

Mr. Chan was an independent non-executive director of PanAsialum Holdings Company Limited (2078.HK) from 24 February 2017 until 24 January 2018, and has been re-appointed from 1 January 2020 as independent non-executive director. The shares of the above-named company are listed on the Main Board of the Stock Exchange.

DIRECTORS' PROFILE

PAO PING WING

Aged 76, was appointed as an independent non-executive director of the Company on 6 November 2009, received a Master of Science degree in Human Settlements Planning and Development from the Asian Institute of Technology in Bangkok, Thailand. Mr. Pao was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. He was also an ex-Urban Councillor. In the past years, he has been actively serving on government policy committees and statutory bodies, especially those of town planning, urban renewal, public housing, culture and arts and environment matters. Mr. Pao is an Honorary Fellow of The Hong Kong Institute of Housing. He is also an independent non-executive director of several other companies listed on the Main Board of the Stock Exchange including Capital Environment Holdings Limited (3989.HK), Maoye International Holdings Limited (0848.HK), Global International Credit Group Limited (1669.HK) and Sing Lee Software (Group) Limited (8076.HK), a company listed on the GEM of the Stock Exchange. He formerly was an independent non-executive director of Tonking New Energy Group Holdings Limited (formerly known as JC Group Holdings Limited) (8326.HK), which shares are listed on the GEM of the Stock Exchange. He formerly was also an independent non-executive director of Oriental Enterprise Holdings Limited (formerly known as Oriental Press Group Limited) (0018.HK), which shares are listed on the Main Board of the Stock Exchange and an independent non-executive director of Zhuzhou CRRC Times Electric Co., Ltd. (formerly known as Zhuzhou CSR Times Electric Co., Ltd.), which shares are listed on both the Main Board of the Stock Exchange and the Science and Technology Innovation Board of the Shanghai Stock Exchange (3898.HK, 688187.SSE).

YOUNG CHUN MAN, KENNETH

Aged 60, was appointed as an independent non-executive director of the Company on 16 June 2023. Mr. Young received a Master's degree in Corporate Finance from The Hong Kong Polytechnic University and Bachelor of Arts in economics from University of Essex, United Kingdom. Mr. Young is a fellow member of The Institute of Chartered Accountant in England and Wales and a fellow member of the Hong Kong Institute of Certified Public Accountants. He has over 30 years of professional experience in audit and accounting fields. He was a partner at HLB Hodgson Impey Cheng from September 1994 to March 2011. Mr. Young is also the founder and was a director of AITIA (HK) CPA LIMITED, a member of TGS Global since January 2015, and resigned as a director with effect from April 2022.

Mr. Young is an independent non-executive director of Jacobson Pharma Corporation Limited (2633.HK) and was an independent non-executive director of Quam Plus International Financial Limited (formerly known as China Tonghai International Financial Limited) (952.HK) from September 2012 to February 2017. The shares of both companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. Young is a member of the audit committee and a council member of SAHK.

OPERATIONS REVIEW AND PROSPECTS



金朝陽中心
38 羅素街

OPERATIONS REVIEW AND PROSPECTS

Overview

At the beginning of 2023, measures to contain the pandemic were gradually removed. Despite the expectancy of a return to a state of normal, international trade and commerce did not fully recover in terms of speed and strength as the US Federal Reserve and central banks repeatedly raised interest rates throughout the year, which along with persistently high inflation dragged down the global economy.

In Hong Kong, the picture was relatively brighter owing to its internationalised platform connecting Mainland China and the world, an ideal international financial environment and abundant tourism resources. During the year, the Hong Kong Government was determined to revitalise the financial market and local retail tourism industry by vigorously promoting favourable policies. This helped the local retail tourism industry recover after full resumption of normal travel, which supported business enterprises and investors from all over the world.

With the full resumption of normal travel and the launch of the Consumption Voucher Scheme by the government, Hong Kong's economy was contributed to recovery in 2023. Although this stimulated consumer spending, the overall retail industry had not fully recovered by year end. We believe that the first retail stores to achieve normal pre-pandemic sales levels will be those located in high-traffic core shopping areas. The Group's major investment properties in the core consumer and tourist areas of Hong Kong, including Soundwill Plaza, Soundwill Plaza II — Midtown and 10 Knutsford Terrace, all recorded increases in foot traffic in 2023. Tenant turnover in these properties also benefited. However, the Group was compelled to offer rental support to individual tenants and required additional time to recover revenue from upward rental adjustments. As a result, overall rental income for the year decreased.

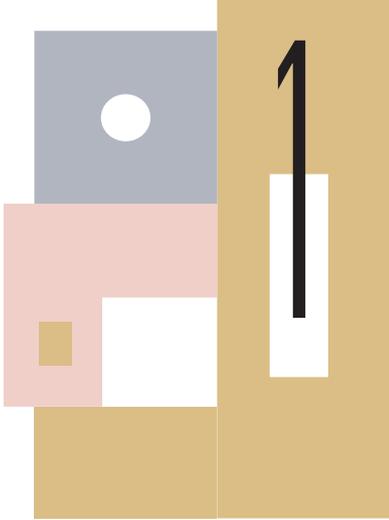
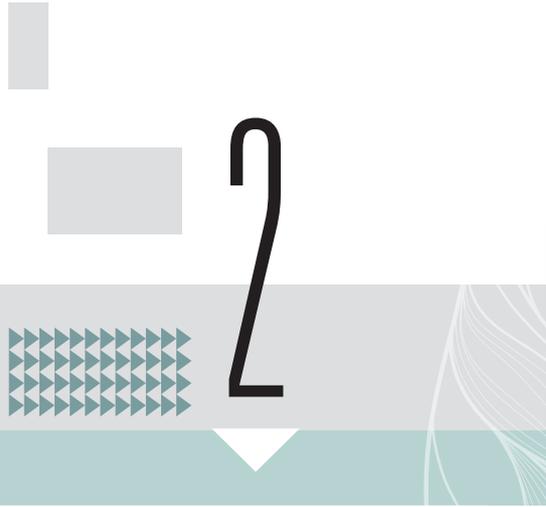
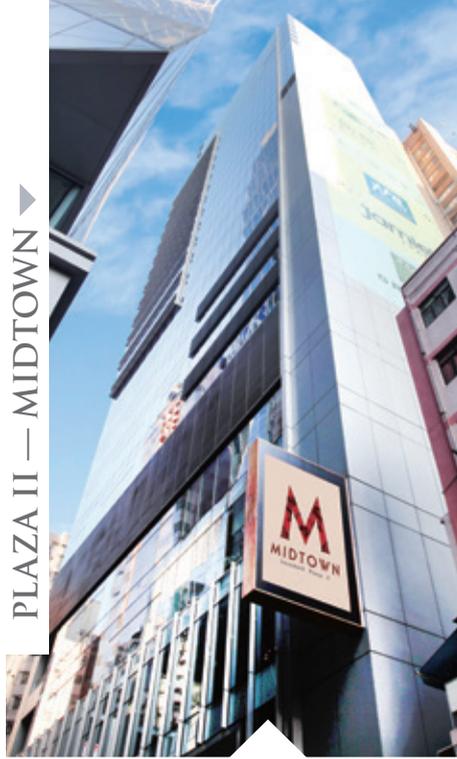
The Hong Kong retail market was further affected by changing consumption patterns among local shoppers and tourists. To meet changing consumer demand, we maintained close relationships with our tenants and customers to identify changes in purchasing behaviour, optimised the tenant portfolio and upgraded our properties. At the same time, we collaborated with our business partners on new marketing campaigns and strategies and stepped up promotional campaigns aimed at both Mainland China and overseas visitors through a variety of online and offline channels. We also introduced "experiential retailing" to provide a variety of diverse and innovative experiences in conjunction with the international events and mega-functions that took place in Hong Kong during the year.

In a global environment of high interest rates and other unfavourable factors, the local stock and property markets will likely remain weak and the asset market under pressure. This will make it difficult for capital market sentiment to heat up as investors maintain a cautious approach in their investment decisions. Accordingly, the Group will look for timely opportunities to replenish its land bank, albeit in a prudent manner, and make appropriate investments when the conditions are right. On a more optimistic note, the Group's new industrial project, iCITY, was completed in November and buyers are now moving in. This project has attracted local and overseas investors and end users, in large part due to its superior quality, and achieved impressive sales performance that contributed significantly to the Group's profits.

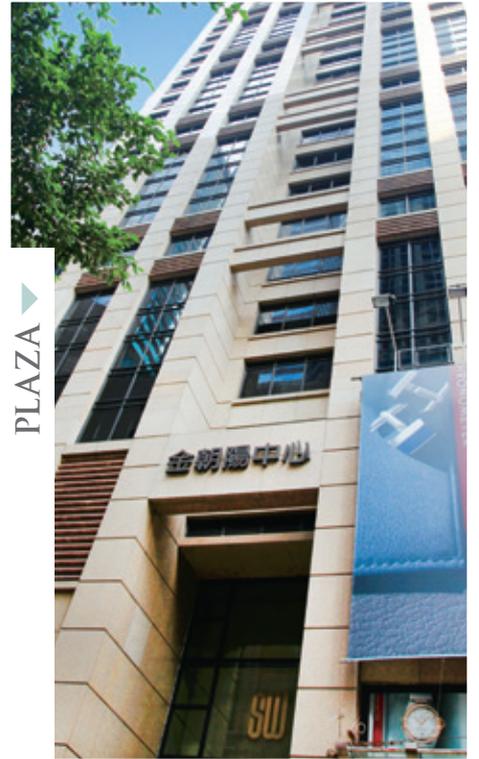
In addition to these developments during the year, the Group continued to focus on sustainable development and as a socially-responsible company, look for opportunities to give back to the community. In order to adhere to industry standards, the Group also actively monitors external marketing standards and internal processes.

OUR PROPERTIES

SOUNDWILL
PLAZA II — MIDTOWN ▼



SOUNDWILL
PLAZA ▼



OPERATIONS REVIEW AND PROSPECTS



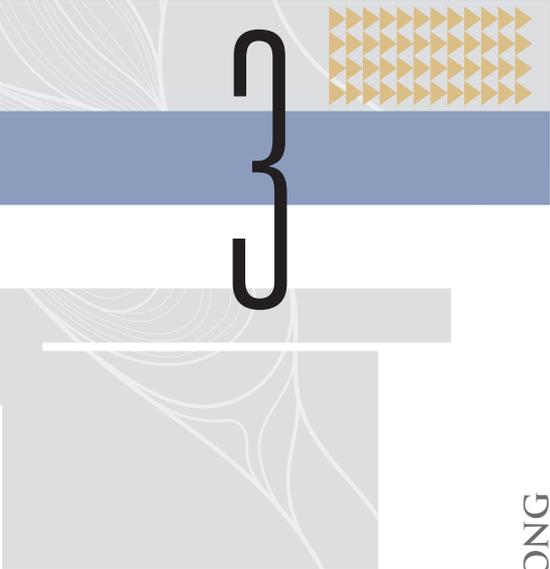
▲ 10 KNUTSFORD

TERRACE

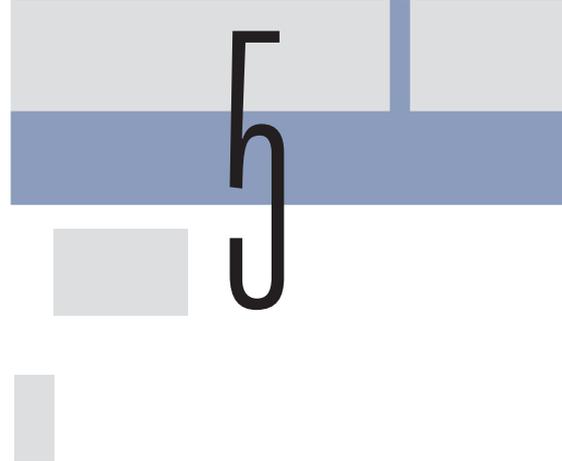


THE

SHARP ▲



KAI KWONG
COMMERCIAL BUILDING ▼



OPERATIONS REVIEW AND PROSPECTS

Property Portfolio

Last year's economic recovery did not meet expectations due to high interest rates and the prolonged pandemic, with no signs of improvement in the volume of completed transactions in Hong Kong's real estate market. Despite the government's efforts to support a return to full normalcy of the economy and external connectivity measures bringing favorable factors to the retail market, which have boosted consumer and investment sentiment and slightly improved the business environment, the rental earnings adjustments lagged in 2023, and the overall recovery of the property rental market was not significant.

Property Assembly

The Group identifies older properties with refurbishment potential in districts across Hong Kong to promote revitalisation, enhance the quality of old buildings and add value to them. However, in the high interest rate environment of 2023, the property trading market in Hong Kong remained weak, which affected the property assembly business. The Group will therefore take proactive measures and carefully analyse market conditions and property values in order to replenish its land bank in a timely manner and create new business opportunities for future development.

Property Leasing

For the year ended 31 December 2023, the Group's property leasing business segment recognised revenue of approximately HK\$351,684,000 (2022: HK\$376,134,000), representing approximately 89% (2022: 79%) of the Group's total revenue for the year.

The Group's major investment properties, including Soundwill Plaza, Soundwill Plaza II — Midtown and 10 Knutsford Terrace, recorded a decrease in overall rental income. Business performance also came under pressure, mainly due to lagging rental adjustments and rental support measures for tenants. On the other hand, oversupply in the market continued to exert pressure on rental performance, which is expected to continue, with valuations of investment properties yet to bottom out.

As international trade flows and the tourism industry recover, the retail market will initially be restored in core locations with high foot traffic. The Group's key investment properties in prime locations in Hong Kong will thus be the first to benefit. By identifying potential new tenants, the Group's leasing business will be poised for a steady upturn.

Soundwill Plaza

Soundwill Plaza is located on Russell Street in the heart of Causeway Bay, one of Hong Kong's core shopping districts and a centre for international flagship brands. As a premium Grade A commercial building, Soundwill Plaza enjoys high footfall and convenient transport links. It is a hotspot for shopping and leisure activities, featuring many famous fashion and beauty brands.



OPERATIONS REVIEW AND PROSPECTS

Soundwill Plaza II – Midtown

Soundwill Plaza II – Midtown is located at 1 Tang Lung Street, Causeway Bay and is a focal point for local food and beverage and leisure activities. During the year, the Group introduced trend-setting young brands into the premises to give customers a more diversified dining and leisure experience.

10 Knutsford Terrace

10 Knutsford Terrace is located at 10–11 Knutsford Terrace, Tsim Sha Tsui, a core tourist and leisure district, where it offers a wide range of restaurants and lifestyle shops.

Kai Kwong Commercial Building

Kai Kwong Commercial Building is an integrated commercial project located at 332–334 Lockhart Road, Wan Chai.

THE SHARP

Located at 11–13 Sharp Street East and 1–1A Yiu Wa Street in Causeway Bay, THE SHARP is an integrated commercial property project with space for retail, beauty, food & beverage and commercial businesses. The ground floor to the second floor are the Group's rental properties.

One Storage Management Company Limited

One Storage, a wholly-owned subsidiary of the Group, offers secure and comfortable storage space with professional management and services to customers. The storage facility is well equipped and complies with the latest fire safety guidelines. The existing branches of One Storage are strategically located in key residential and industrial areas all over Hong Kong. By the end of 2023, the number of branches had grown to 40. During the year, One Storage launched a variety of promotional campaigns tailored to different service users and worked with several business partners to enhance brand awareness. By leveraging our mature marketing strategies and back-end management system, the team helped the Group strengthen its business synergy, enhance online brand penetration and increase revenue. One Storage is now investing resources to establish a new one-stop mini box service offering dedicated door-to-door collection, delivery and transportation. This will enable customers to conveniently pick up and store items indoors, and also make online bookings at any time to pick up their items.

In the year ahead, One Storage will continue to expand the blueprint of this owned property and make long-term investments to increase its branch coverage. It will also seek to increase market share by establishing retail outlets and launching new marketing strategies. What's more, One Storage will seek merger and acquisition opportunities, with plans to enter the Southeast Asian market to provide more customers with its high-quality storage services.



OPERATIONS REVIEW AND PROSPECTS

Property Development

For the year ended 31 December 2023, the Group's property development business segment recognised revenue of approximately HK\$22,729,000 (2022: HK\$78,611,000), representing approximately 6% (2022: 16%) of the Group's total revenue for the year.

Industrial Project

iCITY

iCITY is a brand new digital industrial landmark developed by the Group in Kwai Chung, at the junction of Wo Yi Hop Road and Ta Chuen Ping Street in Kwai Chung, a well-developed industrial, commercial and residential community with comprehensive ancillary facilities and convenient transportation. For easy access, the project provides a shuttle service to and from the MTR station.

In the first phase, this 20-storey building provides a total of 324 workshops for sale, each with a gross floor area ranging from 422 square feet to 510 square feet on a typical floor. The workshops also have a typical floor height of approximately 4.2 meters, which provides a high degree of flexibility in terms of space. In addition, the workshops are equipped with individual toilets, split type air-conditioners and electronic door locks, as well as approximately 18,000 square feet of landscaped terrace with a variety of facilities to provide interactive and social spaces.

At iCITY AI Delivery Robot and Smart Concierge service will be available, and features such as touchless entry and exit, automated studios with apps to control indoor temperature and lighting, and QR Code visitor passes will be provided. The project was completed at the end of 2023, and arrangements are now being made for the purchasers to move in.

Real Estate in Mainland China

At the beginning of 2023, the property market in Mainland China witnessed a release of backlog in demand for properties and a temporary restoration of confidence of the market. This surge in demand was driven in large part by the full lifting of pandemic prevention and control measures, as well as a reduction in down payment amounts and interest rates. At the same time, real estate in Mainland China was under renewed downward pressure in the second half of the year, despite optimisation measures by national ministries, commissions and local governments. The market sentiment continues to be sluggish, which is a reversal of the traditional "Golden September and Silver October".

The two projects of the Group's real estate business in Mainland China, namely Grand Capital (Shan Shui Xiang Ri Hao Ting) and Lakeview Bay•VOGUE, benefited from favourable market conditions in the first half of the year and a significant increase in transactions. Currently, only a few units are available for sale in Grand Capital. The Lakeview Bay•VOGUE project was completed and units were ready for moving in — a distinct advantage in the "guaranteed delivery" market. Sales performance for these projects was generally stable overall.

OPERATIONS REVIEW AND PROSPECTS

Building Management and Other Services

For the year ended 31 December 2023, the Group's building management business segment recognised revenue of approximately HK\$21,479,000 (2022: HK\$23,631,000), representing approximately 5% (2022: 5%) of the Group's total revenue for the year.

Goldwell Property Management Limited

Goldwell Property Management Limited, a subsidiary of the Group, specialises in high-quality property management and maintenance as well as property and facilities management services for A-Grade large-scale commercial buildings, industrial buildings and small-and medium-sized estates. Its experienced and professionally qualified building management team holds internationally recognised management certificates such as ISO9001, ISO14001 and ISO45001. During the course of their work, the building management team conducts regular internal assessments and makes improvements to the quality of its services using the latest technology. Owners and tenants are provided a full range of quality property management, customer and facility maintenance services. To further enhance the efficiency and safety of the property management services, the management team is planning to introduce artificial intelligence and Internet of Things technologies. During the year, the management team began bidding on different property and facility management projects for the expansion of its business portfolio.

To reduce carbon emissions and ensure compliance with government environmental policies, the Group has established an environmental management and energy saving team. This team is responsible for researching and implementing energy saving measures, conducting energy audits and recalibrations, and setting appropriate long-term strategies and annual targets for improving energy efficiency. The aim of these measures is to reduce Goldwell Property Management's carbon footprint towards a sustainable future. In future, the building management team will cooperate with the government to implement municipal solid waste charging. It has also pledged to promote recycling, assist all stakeholders in reducing their waste at source, and encourage sorting and recycling. Additionally, the team offers professional training for staff to improve their ability to respond to accidents and extreme weather conditions, with a view to providing a safe living and working environment for customers, tenants, business partners and employees.

OPERATIONS REVIEW AND PROSPECTS

Soundwill Club

Soundwill Club is a membership reward programme for the Group's major investment properties. It provides a one-stop shopping and discount leisure platform and regularly distributes marketing and promotional materials to customers.

The Group's marketing team based this programme on customers' needs and desires and identified ways to make improvements in Soundwill Club's offerings. During the year, the team precisely integrated the features of tenants with the current trends in marketing promotion and customer consuming habits to develop multi-platform activities such as interactive games, online livestreaming product introductions and sales, influencers and short video marketing, as well as consumer rewards. Through our interactions with customers, we have been able to expand our customer base and increase customer loyalty. The number of new members in our programme rose by 15% during the year, and the total consumption amount of our members grew by 60% as compared with last year. The online shopping platform of Soundwill Club was also optimised to enhance the customer experience and its competitiveness with a simpler, more convenient and faster online sales system. Soundwill Club also regularly collected customer feedback to improve our property services, including restaurant reservations and greater accessibility for customers with special needs to allow customers with different needs to enjoy the customer service that fits their needs.

Corporate Citizenship

The Group is committed to practising social responsibility in each of its business and promoting sustainability for its long-term development. To monitor its sustainable development strategies, the Group has established a governance structure and measures the performance of its departments against the long-term goals.

As a member of society, the Group has been actively facilitating its professional capabilities and resources to invest in society and needy groups. Our Soundwill Volunteer Team also participates in community care projects through activities such as visits to elderly people, offers of workplace experience for underprivileged students, and continuous support to non-profit organisations. Additionally, the Group is involved in recycling, reducing landfill waste and providing resources to families in need. The environmental, social and governance (ESG) performance and key performance indicators of the Group are disclosed in its ESG report, which shows the Group's ambitions and goals on related development and is published annually for investors and other stakeholders interested in the sustainable development of the Group.

During the year, the Group and its subsidiaries received the Caring Company award from the Hong Kong Council of Social Service, the Industry Cares Recognition Scheme award and BOCHK Corporate Environmental Leadership Awards. In addition to these awards, we received several environmental and accessibility certifications for our property projects, which recognise the Group's work of serving the community and giving back to society.

OPERATIONS REVIEW AND PROSPECTS

Prospects

In 2024, global financial markets will continue to be affected by geopolitical risks, inflation and high interest rates in a complex and dynamic global economic environment. Despite the market fluctuations, we foresee a number of development opportunities on the horizon. Determining how to seize these opportunities in a market filled with challenges will thus be the primary task of global enterprises in the year ahead.

Faced with all kinds of uncertain external factors, it is inevitable that Hong Kong will encounter challenges, such as the continuing weaker-than-expected economic recovery and growing competition from major cities in Southeast Asia for capital injection from global investors. However, with a solid infrastructure and financial system in place together with Hong Kong's business-friendly policies supported by Mainland China, we believe there is room for growth in the local financial environment and economy.

The market expects that the US Federal Reserve will cut interest rates in 2024 to balance the impact of inflation and financial development. In Hong Kong's property market, however, with the cancellation of all demand-side management measures for properties, we believe that demand will continue to fuel residential property transactions and the decline in property prices will slow down, helping the property market to secure soft landing. Capitalising on our many years of experience in property investment and mergers and acquisitions, we will assess the situation and increase our land reserve at an appropriate time to prepare for future development. The Group will also continue to strengthen its investments in industrial projects and make good use of its land resources in line with the government's policy of revitalising industrial buildings.

To consolidate the economic recovery, the government has been exploring initiatives to promote local economic growth. These include policies dedicated to attracting foreign experts and funds, as well as discussions with Mainland China on measures to attract mainland tourists to Hong Kong. With sustainable economic growth, we are confident that our leasing business and associated leasing profits will gradually increase.

Based on a solid foundation, an experienced management team and high-quality investment property portfolio, we believe we can overcome the challenges that lie ahead. In future, the Group will continue to promote its business development in a prudent and pragmatic manner, maintain its competitiveness, and make forward-looking decisions. At the same time, the Group will set long-term sustainable development goals as part of a flexible and innovative operating model. In this way, the Group will be able to enhance its corporate value, diversify its businesses and create rewarding returns for investors and stakeholders.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Highlights

	Year ended 31 December	
	2023 HK\$ million	2022 HK\$ million
Revenue	396	478
Profit before income tax expense excluding net fair value loss on investment properties	589	282
Net fair value loss on investment properties	(1,213)	(464)
Loss before income tax expense	(624)	(182)
Loss attributable to owners of the Company	(647)	(268)
Basic loss per share (dollars)	HK\$(2.28)	HK\$(0.95)
Dividend per share (dollars)		
— proposed final dividend	HK\$0.20	HK\$0.20
— proposed special dividend	HK\$0.80	—
	At 31 December 2023 HK\$ million	At 31 December 2022 HK\$ million
Total assets	21,000	22,223
Net assets	18,460	19,176
Total borrowings	1,517	1,775
Gearing ratio	8%	9%
Net asset value per share (dollars)	HK\$65.2	HK\$67.7

Financial Review

Results of Operations

During the year, the Group recorded a revenue of approximately HK\$395,892,000 (2022: HK\$478,376,000), representing a decrease of approximately HK\$82,484,000 as compared with last year. The decrease in revenue was mainly due to the high interest rate environment and changes in market consumption habits that slowed down the retail industry's recovery, resulting in a decrease in rental income.

Loss Attributable to Owners of the Company

During the year, the Group has recorded a loss attributable to owners of the Company of approximately HK\$646,511,000 (2022: HK\$268,201,000), an increase in loss of 141% as compared with last year. The increase in loss was mainly due to valuation loss on investment properties of HK\$1,212,858,000 (2022: HK\$464,274,000) was recorded as of 31 December 2023.

Net Assets

The net assets of the Group as at 31 December 2023 amounted to HK\$18,459,862,000 (2022: HK\$19,175,634,000). Net asset value per share as at 31 December 2023 is HK\$65.2 (2022: HK\$67.7).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Resources and Liquidity

As at 31 December 2023, the Group's cash and bank balances (including short-term bank deposits and cash and cash equivalents) amounted to HK\$1,138,306,000 (2022: HK\$1,394,944,000). Total borrowings of the Group amounted to HK\$1,516,799,000 (2022: HK\$1,774,527,000) as at 31 December 2023.

As at 31 December 2023, the Group's gearing ratio (which was expressed as a percentage of total borrowings over total equity) was 8% (2022: 9%).

The Group mainly operates and invests in Hong Kong and the Mainland China with most of the transactions denominated and settled in Hong Kong Dollars and Renminbi respectively. Therefore, any Mainland China operations are translated from RMB into Hong Kong dollars at the year end date and the exchange differences will be reflected in the consolidated income statement at average rate and exchange reserve in other comprehensive income at closing rate. During the year, the Group did not engage in any derivative activities or use any financial instruments to hedge its balance sheet exposures.

Acquisition and development of properties are financed partly by internal resources and partly by bank borrowings. Repayment of bank loans are scheduled to match asset lives and project completion dates. Borrowings are denominated in Hong Kong Dollars and bear interest at floating rates.

Significant Investments Held

Save as those disclosed under the sections headed "Operations Review and Prospects" and "Management Discussion and Analysis", the Group did not have any significant investment during the financial year ended 31 December 2023.

Material Acquisition and Disposals of Subsidiaries, Associates and Joint Ventures

On 16 March 2023, the Group entered into a sale and purchase agreement with an independent third party for the disposal of the entire equity interest in a wholly-owned subsidiary of the Group, namely Data Chief Limited ("Data Chief") at a consideration of HK\$36,080,000. Data Chief is the sole shareholder of an investment holding company which holds investment properties located in Hong Kong. The disposal was completed on 31 March 2023.

On 9 August 2022, the Group entered into a sale and purchase agreement, which is subsequently varied by a supplemental agreement dated 19 January 2023 (collectively the "Agreement"), with independent third parties (the "Purchaser" and the "Purchaser Guarantor") and has conditionally agreed to sell and assign the entire issued share capital of an indirect subsidiary of the Company (the "Target Company") at a consideration of HK\$3,208,815,000. Details of the transaction, the Agreement and the Purchaser and the Purchaser Guarantor are set out in the announcement of the Company dated 11 August 2022, the circular of the Company dated 23 September 2022, and another announcement of the Company dated 19 January 2023.

On 9 August 2023, further deposit in the sum of HK\$320,881,500 (the "Further Deposit") was due and payable to the Group. The Purchaser, nonetheless, failed to pay the Further Deposit. In response, the Company has since sought legal advice and reviewed the options and recourse available, and made an announcement on 10 August 2023 to give progress update.

On 13 September 2023, the Group further entered into a settlement agreement with the Purchaser and the Purchaser Guarantor. A HK\$32,000,000 non-refundable settlement sum was paid to and received by the Group and the Agreement was terminated pursuant to the terms of the aforesaid settlement agreement. Details of the above are set out in the announcement of the Company dated 13 September 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

On 15 August 2023, One Storage (KC1) Company Limited (an indirect wholly-owned subsidiary of the Company) entered into a sale and purchase agreement (the “Sale and Purchase Agreement”) with the General of the Salvation Army to disposal of a property located in Kwai Chung, New Territories, Hong Kong at a total consideration of HK\$122,000,000 (the “Disposal”).

On 10 November 2023, the Disposal was completed in accordance with the terms and conditions of the Sale and Purchase Agreement. Details of the Disposal are set out in the announcements of the Company dated 3 October 2023 and 10 November 2023.

Save as disclosed above, there was no material acquisition or disposal of subsidiaries, associates and joint ventures by the Group for the year ended 31 December 2023.

Events After Reporting Period

The Group owns a number of units and has been the majority owner of Nos. 2–30 Haven Street and Nos.128–138 Leighton Road, Haven Court, Causeway Bay, Hong Kong (the “Haven Properties”). In July 2019, the Group lodged an application under the Land (Compulsory Sale for Redevelopment) Ordinance (Chapter 545 of the Laws of Hong Kong) to the Lands Tribunal against the minority owners of Haven Court for an order for sale of the entire Haven Court (the “Lot”). The Haven Properties comprise approximately 88.79% of the entire Lot.

On 29 February 2024, the Lands Tribunal issued a judgment and ordered the sale of the Lot through public auction with reserve price of HK\$2,425,000,000 (the “Auction”). The Auction is scheduled to take place on 17 April 2024.

If the Group is the successful bidder in the Auction, the Group will acquire the remaining interest in the Lot and a discloseable transaction under Chapter 14 of the Listing Rules will be constituted. If an independent third party shall become the successful highest bidder in the Auction, the Haven Properties will be disposed of by the Group and a very substantial disposal under Chapter 14 of the Listing Rules will be constituted and hence an ordinary resolution will be proposed at a special general meeting of the Company to approve such disposal by the Group.

Details of the aforesaid potential transactions are set out in the announcement of the Company dated 2 April 2024.

Pledge of Assets

As at 31 December 2023, certain investment properties and property, plant and equipment of the Group with a total carrying value of approximately HK\$11,058,645,000 (31 December 2022: approximately HK\$12,661,647,000) were pledged to secure banking facilities for the Group.

Contingent Liabilities

As at 31 December 2023, the Group provided guarantees amounted to approximately HK\$40,220,000 (2022: HK\$51,166,000) to banks with respect to mortgage loans procured by the purchasers of the Group’s properties. Such guarantees will be released by banks upon delivery of the properties to the purchasers and completion of the registration of the mortgage with the relevant mortgage registration authorities or settlement of the outstanding mortgage loan. In the opinion of the Directors, the fair value of the financial guarantee is not significant.

Employees Remuneration

The Group employed an annual average of 297 people and 33 people in Hong Kong and Mainland China respectively for the year (2022: 308 and 36 employees). Employees were remunerated on the basis of their performance, experience and market practice. Remuneration packages comprise salary, medical insurance, mandatory provident fund and year end discretionary bonus. Total salaries and wages incurred in 2023 were approximately HK\$160,542,000 (2022: HK\$141,455,000) and no share option expenses (2022: Nil) during the year.

CORPORATE GOVERNANCE REPORT

The board (the “Board”) of directors (the “Directors”) of Soundwill Holdings Limited (the “Company”) and its subsidiaries (the “Group”) is pleased to present this Corporate Governance Report for the year ended 31 December 2023 of the Company.

Corporate Governance Practices

The Company has adopted the code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix C1 to the Rules Governing the Listing of Securities (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board recognises that strong corporate governance is pivotal to the Group’s corporate success and long-term sustainable growth. The Company is committed to maintaining a high standard of corporate governance practices that are designed to enhance corporate image, boost Shareholders’ confidence, and reduce the risk of fraudulent practices and ultimately serve the long-term interests of our Shareholders.

The Company has complied with the applicable code provisions set out in the CG Code during the year ended 31 December 2023 in all other respects except for the following deviation:

Code Provision C.2.1

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

The roles of the chairman and chief executive officer are neither separated nor performed by two different individuals. Madam Foo Kam Chu Grace, founder of the Group was the Chairman of the Group until 30 January 2023 when Mr. Chan Hing Tat was appointed the Chairman of the Group. The Chairman is responsible for the overall development direction and strategies of the Group and ensures the Board functions effectively and discharges its responsibilities. There is no chief executive officer appointed and the daily operations of the Group are delegated to other executive Directors, the management and various department heads to act and function in accordance with authority policy. The Board is of the view that the current management structure can effectively facilitate the Group’s operation and business development.

Corporate Purpose, Value, Strategy and Culture

The Board leads and promotes to establish and continually reinforce the desired corporate culture of the Company which is underpinned by our corporate values of committing high standard of business ethics and integrity. Our sound corporate culture reaches all levels of the Group, and aligns with the Company’s missions, corporate values and strategies.

Throughout the year of 2023, we continued to strengthen and focus on the following areas to achieve our corporate purpose and value: business expansion, customer satisfaction, operational safety and efficiency, environmental protection through various initiatives set out in the Chairman’s Statement, Operation Review and Prospects, Management Discussion and Analysis and Environmental, Social and Governance Report in this annual report.

Board of Directors

Responsibilities, Accountabilities and Contributions of the board and Management

The Board is responsible for overseeing the Group’s businesses, strategic decisions and performance. The management has been delegated the authority and responsibility by the Board for the operations of the Group. In addition, the Board has also delegated various responsibilities to the Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee. Further details of these committees are set out in this report. The Board is responsible for performing the corporate governance functions set out in code provision A.2.1 of the CG Code.

CORPORATE GOVERNANCE REPORT

All Directors shall ensure that they carry out duties in good faith, in compliance with the standards of applicable laws and regulations, and act in the interests of the Company and its shareholders at all times.

Board Composition

The Board is composed of the following Directors who, unless otherwise indicated, served throughout the year under review and up to the date of this report:

Executive Directors:

Madam Foo Kam Chu Grace (ceased as Chairman on 30 January 2023)
 Ms. Chan Wai Ling (*Deputy Chairman*)
 Mr. Chan Hing Tat (*Chairman*) (appointed as Chairman on 30 January 2023)
 Mr. Tse Wai Hang

Independent Non-Executive Directors:

Mr. Chan Kai Nang
 Mr. Pao Ping Wing
 Mr. Young Chun Man, Kenneth (appointed on 16 June 2023)
 Mr. Ng Chi Keung (passed away on 8 March 2023)

Board Meetings and Attendance

During the year, the attendance records of each Director at the Board meetings and general meeting of the Company are as follows:

Directors	Attendance/ Number of Board meetings	Attendance/ Number of general meetings
<i>Executive Directors:</i>		
Madam Foo Kam Chu Grace (ceased as Chairman on 30 January 2023)	4/5	1/1
Ms. Chan Wai Ling (<i>Deputy Chairman</i>)	5/5	1/1
Mr. Chan Hing Tat (<i>Chairman</i>) (appointed as Chairman on 30 January 2023)	5/5	1/1
Mr. Tse Wai Hang	5/5	1/1
<i>Independent Non-Executive Directors:</i>		
Mr. Chan Kai Nang	5/5	1/1
Mr. Pao Ping Wing	5/5	1/1
Mr. Young Chun Man, Kenneth (appointed on 16 June 2023)	1/1	N/A
Mr. Ng Chi Keung (passed away on 8 March 2023)	2/2	N/A

The biographical information of the Directors and relevant relationships among the Directors are set out under "Directors' Profile" on pages 6 to 9.

CORPORATE GOVERNANCE REPORT

Independent Non-Executive Directors

Following the passing away of Mr. Ng Chi Keung, an independent non-executive Director, chairman of the Audit Committee and a member of the Remuneration Committee on 8 March 2023, the Company did not fulfill the Rules 3.10(1) and 3.21 of the Listing Rules. On 16 June 2023, the Company appointed Mr. Young Chun Man, Kenneth as an independent non-executive Director and a member of the Audit Committee. From which, the Company complied with the requirements under Rules 3.10(1) and 3.21 of the Listing Rules.

During the year, the Board has met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors, representing one-third of the Board, with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise as required under rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules.

The Company has received written annual confirmation of independence from each independent non-executive Director in accordance with rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the independent non-executive Directors are independent within the definition of the Listing Rules.

Appointment, Re-election and Removal of Directors

Code Provision B.2.2 of the CG Code stipulates that every director (including those appointed for a specific term) should be subject to retirement by rotation at least every three years. Each independent non-executive Director are not appointed for a specific term.

In accordance with the Bye-Laws, not less than one-third of the Directors for the time being will retire from office by rotation at each annual general meeting, provided that every director shall be subject to retirement by rotation at least once every three years. Any director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the following annual general meeting of the Company and shall then be eligible for re-election at such meeting.

Any further appointment of an independent non-executive Director, who has served the Board for more than nine years, shall be subject to a separate resolution to be approved by the shareholders of the Company in accordance with code provision B.2.3 of the CG Code.

Access to Information by Directors

In respect of regular Board meetings, and so far as practicable in all other cases, an agenda and accompanying Board papers are sent to all Directors in a timely manner. Notice of at least 14 days is given for a regular Board meeting to give all Directors an opportunity to attend. For all other Board meetings and Board committee meetings, reasonable notice is given.

All Directors are entitled to have access to Board papers, minutes and related materials at all times. During the year, all Directors have been provided with the Group's management information updates to keep them informed of the Group's affairs and facilitate them to discharge their duties under the Listing Rules.

Chairman and Chief Executive Officer

Upon Madam Foo Kam Chu Grace ceasing to be the Chairman of the Group, Mr. Chan Hing Tat has held the position of the Chairman of the Group with effect from 30 January 2023 and his responsibilities are clearly defined and set out in writing. No chief executive officer was appointed during the year.

CORPORATE GOVERNANCE REPORT

Board Committees

Audit Committee

Following the passing away of Mr. Ng Chi Keung on 8 March 2023, the Company failed to meet the composition requirement of the Audit Committee under Rule 3.21 of the Listing Rules. Subsequent to the appointment of Mr. Young Chun Man, Kenneth on 16 June 2023, the Company has fully complied with the composition requirement of the audit committee under Rule 3.21 of the Listing Rules. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Chan Kai Nang, Mr. Pao Ping Wing and Mr. Young Chun Man, Kenneth. Mr. Chan Kai Nang and Mr. Young Chun Man, Kenneth possess professional accountancy qualifications.

The Audit Committee has specific written terms of reference which are of no less exacting terms than those stipulated in the code provisions. It is responsible for reviewing with management, the accounting principles and practices adopted by the Group and discuss auditing, internal control systems, risk management, internal audit and financial reporting including the interim and final results of the Company. It also acts as an important link between the Board and the Company's external and internal auditors in matters within the scope of the external and internal audit of the Group respectively. To enhance their right to access records and to be informed, and to have effective and direct communications with the Board and so to report their findings from time to time, the external and internal auditors would be invited to attend the meetings of the Audit Committee.

During the year, the Audit Committee met three times with attendance shown below. The final results for the year ended 31 December 2022, the interim results for the six months ended 30 June 2023, the internal audit plan and the report from the management on the Company's internal control systems and risk management have been reviewed by the Audit Committee during the year.

Audit Committee members	Attendance/ Number of meetings
Mr. Chan Kai Nang (<i>Chairman</i>)	3/3
Mr. Pao Ping Wing	3/3
Mr. Young Chun Man, Kenneth (appointed on 16 June 2023)	1/1
Mr. Ng Chi Keung (passed away on 8 March 2023)	1/1

Remuneration Committee

Following the passing away of Mr. Ng Chi Keung on 8 March 2023, the Remuneration Committee currently comprises two independent non-executive Directors, namely Mr. Chan Kai Nang and Mr. Pao Ping Wing, and Ms. Chan Wai Ling, Deputy Chairman and executive Director.

Its functions are to make recommendations to the Board on the Company's policy and structure for all Directors' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy. The Remuneration Committee reviews and approves the Directors' remuneration proposals with reference to the Board's corporate goals and objectives, and also determines with delegated responsibility, the remuneration packages of individual executive directors and senior management. The Remuneration Committee reviews matters relating to share schemes under Chapter 17 of the Listing Rule, if necessary.

CORPORATE GOVERNANCE REPORT

The remuneration policy is to establish formal and transparent procedures for evaluation, determination and review of remuneration related matter of the Group. In determining the remuneration levels and packages of the Directors and senior management, the Company took into account of the market practices and trends to reflect on the time commitments, duties and responsibilities and performance of the Directors and senior management and their contributions to the Group. Long-term inducements in the form of share options and performance bonuses were also employed.

During the year, the Remuneration Committee held three meetings (attendance as shown below) to review and determine (with the relevant Directors where applicable abstained from voting as far as his/her own remuneration is concerned so that no Director would decide on his/her own remuneration) the remuneration package of individual executive Directors and make recommendations to Board on remuneration of non-executive Directors.

Remuneration Committee members	Attendance/ Number of meetings
Mr. Chan Kai Nang (<i>Chairman</i>)	3/3
Mr. Pao Ping Wing	3/3
Ms. Chan Wai Ling	3/3
Mr. Ng Chi Keung (passed away on 8 March 2023)	2/2

Nomination Committee

Upon Madam Foo Kam Chu Grace ceasing to be chairman of the Nomination Committee, Mr. Chan Hing Tat has held the position of chairman of the Nomination Committee with effect from 30 January 2023. The Nomination Committee currently comprises two independent non-executive Directors, namely Mr. Chan Kai Nang and Mr. Pao Ping Wing, and Mr. Chan Hing Tat, the Chairman and executive Director.

The responsibilities of the Nomination Committee include reviewing the structure, size and composition of the Board; identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on selection of individuals nominated for directorship; assessing the independence of independent non-executive directors; making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman; and determining the policy for nomination of Directors.

The Company has adopted a policy for nomination of directors ("Nomination Policy"). The Nomination Policy currently adopted by the Company sets out the guidelines and procedures for the Nomination Committee to identify and evaluate a candidate for nomination and recommendation to the Board for appointment or re-appointment of Directors of the Company. There are various factors and criteria, including but not limited to relevant skills, experience, professional expertise and qualification, breadth of relevant knowledge, integrity and reputation, willingness to commit and ability to devote sufficient time and to assume the fiduciary duties and responsibilities, the Nomination Committee will consider when evaluating a candidate with due regard to the requirements of Group, board succession planning, and relevant policies adopted by the Group. The ultimate responsibility for selection and appointment of Directors remains vested with the Board.

CORPORATE GOVERNANCE REPORT

The procedures for identifying and evaluating a candidate would be conducted by the Nomination Committee through a fair and objective process that complies with all applicable laws and regulations, with liberty for the Nomination Committee to make its own inquiries and verification. The Nomination Committee will make recommendation and proposal to the Board for consideration. The Nomination Committee is required to regularly review the Nomination Policy and to monitor the implementation and effectiveness of the Nomination Policy and report to the Board, and has done so during the year.

During the year, the Nomination Committee held two meetings with attendance shown below:

Nomination Committee members	Attendance/ Number of meetings
Mr. Chan Hing Tat (<i>Chairman</i>) (appointed as Chairman on 30 January 2023)	1/1
Mr. Chan Kai Nang	2/2
Mr. Pao Ping Wing	2/2
Madam Foo Kam Chu Grace (ceased as Chairman on 30 January 2023)	1/1

Training and Continuous Professional Development of Directors

Every newly appointed Director is ensured to have a proper understanding of the operations and business of the Group and that he/she is fully aware of his/her responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the Company. The Directors are continually updated with legal and regulatory developments, business and market changes and the strategic development of the Group to facilitate the discharge of their responsibilities.

As part of the ongoing process of Directors' training, the Company Secretary continuously updates all Directors on latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance of the same by all Directors. All Directors are encouraged to attend external forum or training courses on relevant topics which may count towards continuous professional development training.

All Directors confirmed that they have complied with the code provision C.1.4 of the CG Code on Directors' training. This is to ensure that their contribution to the Board remains informed and relevant. During the year, all Directors have participated in appropriate continuous professional development activities either by attending training courses or by reading materials relevant to the Company's business and to the Directors' duties and responsibilities.

Directors	Directors' continuous professional development	
	Attending training course(s)	Reading of relevant material(s)
Madam Foo Kam Chu Grace (ceased as Chairman on 30 January 2023)	N/A	✓
Ms. Chan Wai Ling (<i>Deputy Chairman</i>)	N/A	✓
Mr. Chan Hing Tat (<i>Chairman</i>) (appointed as Chairman on 30 January 2023)	N/A	✓
Mr. Tse Wai Hang	✓	✓
Mr. Chan Kai Nang	✓	✓
Mr. Pao Ping Wing	N/A	✓
Mr. Young Chun Man, Kenneth (appointed on 16 June 2023)	N/A	✓
Mr. Ng Chi Keung (passed away on 8 March 2023)	N/A	✓

CORPORATE GOVERNANCE REPORT

Company Secretary

Company Secretary advises the Board on all corporate governance matters and facilitates professional development of Directors.

Mr. Tse Wai Hang (“Mr. Tse”) was appointed as the Company Secretary of the Company on 25 January 2019. Mr. Tse graduated from the University of Hong Kong with a bachelor’s degree in laws. He is a qualified solicitor in Hong Kong and has over 30 years working experience in the legal field. Mr. Tse undertook over 15 hours of relevant professional training during 2023.

Code for Securities Transactions of Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 to the Listing Rules. Having made specific enquiries with all Directors, the Company confirms that all of them have complied with the Model Code throughout the year.

The Company has also adopted the written guidelines on no less exacting terms than the Model Code for those relevant employees (as defined in the CG Code) in respect of their dealings in the securities of the Company in compliance with the Code Provision C.1.3 of the CG Code.

Auditor’s Remuneration

During the year, the fee incurred for audit and non-audit services for the Group are approximately HK\$3,236,000 (2022: HK\$3,086,000) and HK\$600,000 (2022: HK\$1,250,000) respectively. The non-audit services relating to the Company’s tax advisory service.

Directors’ Responsibility for Financial Statements

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group and presenting a balanced, clear and comprehensive assessment of the Group’s performance and prospects. The Directors are not aware of any material events or conditions that may cast doubt upon the Company’s ability to continue as a going concern.

Risk Management and Internal Control

The Board is responsible for maintaining an appropriate and effective risk management and internal control systems to safeguard the Group’s assets and shareholders’ interests. In order to comply with the applicable code provisions set out in the CG Code, the Board reviewed the effectiveness of risk management and the internal control systems of the Group covering material controls, including financial, operational and compliance controls and risk management functions.

The Board has retained Crowe (HK) Risk Advisory Limited, an independent professional firm, to carry out the Group’s internal audit function (the “Internal Auditor”) as required by the Stock Exchange and to perform an annual review with a view to making a report to the Board about the evaluation on the effectiveness of the Group’s risk management and internal control systems for the year ended 31 December 2023.

CORPORATE GOVERNANCE REPORT

During the year, the Group has reviewed the internal audit charter which defined the scope and the duties and responsibilities of the internal audit function and its reporting protocol. A Risk Management Working Group (the “RMWG”) has coordinated risk management activities and reported to the Board. The Group has evaluated the annual risk assessment which identified respective strategic risks, operational risks, financial risks and compliance risks of the Group. Based on the risk assessment results, an internal audit plan was devised which prioritized the risks identified into annual audit projects. The risk management and internal control systems provide reasonable, but not absolute, assurance against material misstatement or significant loss and they are designed to manage rather than eliminate the risk of failure in the Group’s operational systems to achieve the Group’s business objectives. The Group has reviewed by means of formally updating the internal control policies and procedures with the view to ensuring an appropriate internal control system in the Group. An internal audit review for financial year 2023 has been conducted by Internal Auditor. After their review as stipulated in the Internal Auditor’s report, the Group has taken further steps to enhance its risk management and internal control systems in response to Internal Auditor’s recommendations and to strengthen the implementation of the risk management and internal control systems. No significant or material finding/internal control weakness of the Group was identified for the year ended 31 December 2023.

The Company has established policy on handling and dissemination of inside information in an accurate and secure manner that can avoid possible mishandling of inside information within the Group.

Based on the results of the risk assessments of the RMWG and the Internal Auditor’s report, the Board is of the view that the Company has maintained adequate and effective risk management and internal control to safeguard shareholders’ investments and assets during the year, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting, internal audit and financial reporting functions.

Board Diversity Policy

A board diversity policy (the “Board Diversity Policy”) has been adopted by the Company. Diversity of Board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. In informing its perspective on diversity, the Company will also take into account aspects based on its own business model and specific needs from time to time.

As at 31 December 2023, the Board had 7 directors and a male to female gender ratio of 2.5 : 1.0. The gender diversity target set for the Board is to have at least one director of each sex when the total number of directors does not exceed 10. The Board will maintain such gender diversity through applying its Board Diversity Policy. The Company and its Nomination Committee would take into account diversity perspectives including gender diversity in assessing potential Board member candidates. The Board is also characterized by significant diversity, whether considered in terms of gender, age, educational background, professional experience, skills, knowledge and length of service.

As at 31 December 2023, the percentage of male and female in the workforce of the Group in Hong Kong (including the senior management) is 67% and 33%, respectively. The Company sets a gender diversity ratio of male to female at no greater than 3 : 1 in Hong Kong. The Company will continue to take into account of diversity perspectives including gender diversity in its recruitments, and so to attain and maintain such gender diversity target. Approximately 68% of the workforce of the Group is engaged for the building management business. In building management business, most practitioners are male. Consequentially, the gender ratio of the building management workforce of the Group would have materially impact on the gender ratio of the workforce of the Group.

CORPORATE GOVERNANCE REPORT

The Nomination Committee reviews the Board Diversity Policy on an annual basis to ensure its continued effectiveness. During the year, the Nomination Committee has reviewed the structure, size and composition of the Board including the skills, knowledge and experience of Directors as well as role and function of each Director, assessed the independence of independent non-executive directors pursuant to rule 3.13 of the Listing Rules, assessed sufficiency of time spent by Directors on the matters of the Company and in discharging their duties and on the affairs of the Group, and reviewed the training and support to Directors and considered re-election of retiring Directors. The Nomination Committee has provided its assessments, findings and recommendations to the Board for it to make the relevant resolutions.

Shareholders' Rights

(I) Procedures for Shareholders to Convene a Special General Meeting

A special general meeting shall be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one-tenth of the paid-up capital of the Company. Such requisition shall be made in writing to the Board or the Company Secretary of the Company at the Company's head office and principal place of business in Hong Kong.

Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) may convene such meeting, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed by the Company.

(II) Procedures for which enquiries may be put to the Board

Shareholders may at any time send their enquiries to the Board in writing at the Company's head office and principal place of business in Hong Kong.

(III) Procedures for Putting Forward Proposals by Shareholders at Shareholders' Meeting

The number of members necessary for a requisition for putting forward a proposal at a general meeting shall be:

- (a) any number of members representing not less than one-twentieth of the total voting rights of all the members having at the date of the requisition; or
- (b) not less than one hundred members.

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, at the Company's head office and principal place of business in Hong Kong in case of:

- (a) a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- (b) any other requisition, not less than one week before the meeting.

The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures.

CORPORATE GOVERNANCE REPORT

Communication with Shareholders and Investor Relations

The Group believes that effective communication with shareholders is key for improving investor relations and will ultimately assist the investment community in understanding the Group's business performance and strategies. Through regular, comprehensive, and interactive communication, we strive to enhance communication with investors through various communication channels. These include in-person meetings, telephone conferences, overseas roadshows, and project-site visits organised for the community. The Group seeks to establish a trusting and productive relationship with its shareholders and investors. The annual general meeting of the Company was held in May 2023. The Group organised briefings and media interviews for results announcements and maintained regular contact with the media through press releases, announcements, and other promotional materials. The Group is committed to enhancing corporate transparency and providing timely disclosure of information on the Group's developments to help shareholders and investors make informed investment decisions. The Group is dedicated to enhancing corporate governance practices on business growth and strives to attain a balance between corporate governance requirements and performance. The Board believes that sound corporate governance is essential to the success of the Group and will enhance shareholders values.

During the year, the Company's bye-laws was amended and the new bye-laws was adopted by the shareholders of the Company at the annual general meeting held on 25 May 2023. The purposes of making the amendments were to, among others, conform with latest amendments to the Listing Rules. For details, please refer to the circular of the Company dated 21 April 2023 and the announcements of the Company dated 23 March 2023 and 25 May 2023. Consolidated version of the Company's constitutional documents is available on the websites of the Stock Exchange and the Company.

Dividend Policy

The Company has adopted a dividend policy and aims to allow its shareholders to share Company's profits and for the Company to retain adequate reserves for business needs and growth.

The recommendation and declaration of dividends are subject to the discretion of the Board. The Board shall take into account various factors the Board may deem relevant, including but not limited to the Group's actual and expected financial performance, working capital requirements, capital expenditure requirements and commitments, operations and business strategies, liquidity position, retained earnings and distributable reserves, etc., and market conditions and external factors.

The Company is inclined to maintain a stronger liquidity position for its relatively capital intensive site assembly business operation, and makes no assurance that dividend will be paid for any given period or will be paid in any particular amount.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



MESSAGE FROM THE CHAIRMAN

Dear Valued Stakeholders,

As the Chairman of the Board of Directors, I am proud and humbled to present our Group's 2023 Environmental, Social, and Governance (ESG) report. This year, we've faced significant global changes, most notably climate change, which has profoundly impacted our lives and business.

In 2023, Hong Kong experienced one of the warmest years on record, with an average temperature of 24.5 degrees. This shift is part of a larger global change, moving from global warming to what United Nations Secretary-General António Guterres calls "global boiling".

In response to the escalating global climate emergency, the Group has adopted a proactive approach in identifying and managing ESG risks and opportunities. Recognizing the urgent need for sustainable practices, we have amplified our pledge towards managing long-term sustainability risks. This involves the modernization of our existing policies, setting ambitious yet achievable goals, and amplifying our efforts towards fulfilling our corporate social responsibilities. Furthermore, we have placed a special focus on advocating for a low-carbon transformation and aimed to improve our carbon emission performance.



In Hong Kong, buildings account for 90% of the city's total electricity consumption, leading to 60% of the city's total carbon emissions. This understanding has led us to promote energy-saving retrofit technologies, as a practical and effective solution to reduce our carbon footprint. We believe that these measures will substantially contribute to the fight against climate change, while also ensuring our sustained growth in the future. By integrating forward-thinking and environmentally responsible practices into our operations, we anticipate not only contributing to fighting against climate change, but also enhancing our position within the competitive marketplace.

At the same time, we have also enhanced our talent management strategies to meet changing business needs by recruiting diverse talent, reviewing our employment, remuneration, and welfare policies, and offering training in business ethics and occupational health and safety.

We continue to prioritize customer privacy, product quality, and cybersecurity, building customer satisfaction and trust. We're also dedicated to corporate social responsibility, especially supporting underprivileged and low-income families.

As we look to the future, we remain committed to sustainable development and dedicated to improving our practices through open dialogue and cooperation with our partners, consumers, and the communities we serve. We believe in the power of collective action to create meaningful change. With our shared vision and unwavering commitment, I am confident that our combined efforts will significantly contribute to a healthier and more sustainable living environment for the entire Hong Kong community.

Finally, I want to express my gratitude to our professional team for their dedication and exceptional performance in 2023. We will continue to use our agile operating model and innovative spirit to meet future challenges.

Chan Hing Tat

Chairman

Hong Kong, 20 March 2024



ABOUT THIS REPORT

Soundwill Holdings Limited and its subsidiaries (“Soundwill” or the “Group”) are pleased to present the 2023 Environment, Social and Governance Report (the “Report”). The Report outlines the Group’s management approaches, policies and practices in environmental, social and governance (“ESG”) aspects for its key stakeholders.

Reporting Boundary

The Report highlights the material ESG performance from 1 January 2023 to 31 December 2023 (the “reporting period” or “year”) of the principal operations of the Group’s building management business, leasing business and property development business in Hong Kong. The reporting boundary remains the same as the previous year. Environmental and social key performance indicators (“KPIs”) are reported for the Group’s principal operating properties. The properties covered in this Report include:

Commercial buildings

- Soundwill Plaza (including Headquarter Office)
- Soundwill Plaza II – Midtown
- 10 Knutsford Terrace
- THE SHARP

Residential buildings

- Park Haven
- Warrenwoods

Industrial buildings

- iPLACE
- iCITY



Reporting Standards

This Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “ESG Guide”) set out in Appendix 27 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Four reporting principles, including materiality, consistency, quantitative and balance, in the ESG Guide were applied during the preparation of the Report.



Report Approval

The Group acknowledges its responsibility to ensure the accuracy and reliability of the Report. All information in this Report has been sourced from the internal policy documents and statistical data of the Group. The Board has reviewed and approved this ESG Report in April 2024.

Report Publication and Contact

The Report is prepared in both Chinese and English and is available on the websites of Hong Kong Exchanges and Clearing Limited (the “HKEX”) (www.hkexnews.hk) and the Group (www.soundwill.com.hk).

The Group welcomes and values all feedback and suggestions on the Report or its sustainability performance.

Email: sw.pr@soundwill.com.hk

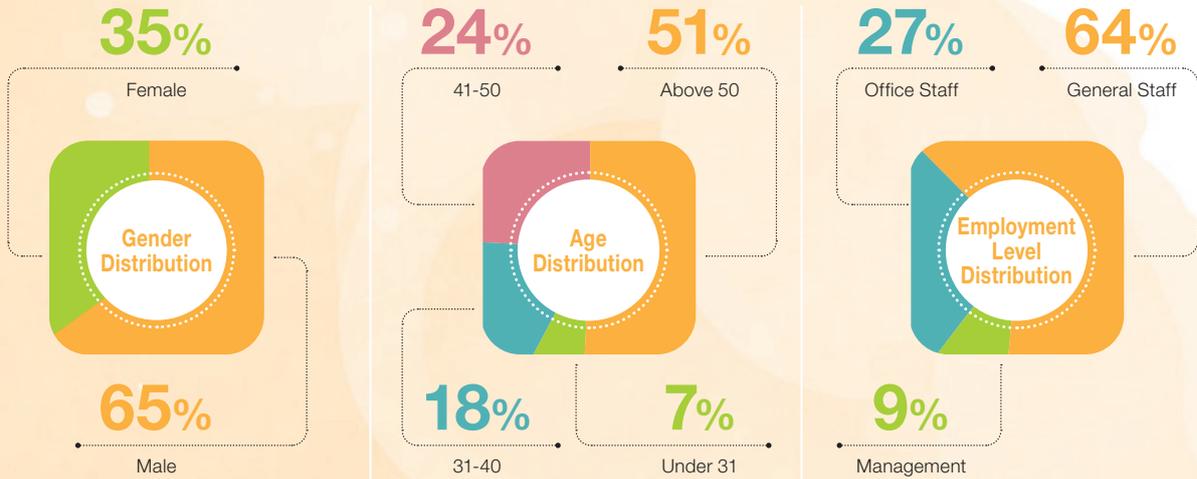
Tel: 2916 2823

Address: 21/F, Soundwill Plaza, 38 Russell Street, Causeway Bay, Hong Kong

2023 AT A GLANCE

EMPLOYMENT

Workforce distribution



Occupational health and safety



Work-related injuries:

1



Fatalities for 3 consecutive years:

0

CUSTOMERS

Customer Service



Satisfied with tidiness of public area:

98.8%



Satisfied with the overall customer service:

97.6%



ENVIRONMENT

Targets (Base year: 2022)



GHG and air emissions:

- To ensure their emissions are well-aligned with its business growth by 2027



Wastes:

- To ensure its consumption is well-aligned with its business growth by 2027



Energy consumption:

- To reduce the Group's energy consumption intensity by 6% by 2027
- To take energy-saving measures into account as one of the selection criteria for new suppliers and investment by 2027

Performances Highlights



GHG and air emissions:

3,990.38 tCO₂e



Wastes:

7,764.53 tonnes



Energy consumption:

6,675.69 MWh

COMMUNITY

Targets

Focused in



Caring for the underprivileged



Sponsoring NGOs



Engaging the community

Performances Highlights



Engaged with **12** charitable organisations,
and contributed **454** volunteer hours,
over HK\$ **140,000** cash donations and in-kind donations

Contributed on the areas of “Conserving the Environment”, “Caring for the Needy”, “Aiding the Development of Children and Youth” and “Supporting Social Enterprises and Community Organisations”

OUR APPROACH TO ESG

ESG Governance

As a responsible corporate, the Group is dedicated to pursuing sustainable business growth and supporting the interests of various stakeholders. The Group acknowledges the importance of an effective ESG management system in facilitating its strategic and long-term progress and seeks to enhance its ESG performance.

Governance Structure



The Board

The Board, being the highest governance body of the Group, has the overall responsibility for sustainability and climate-related matters, ensuring they are embedded into governance, strategy, risk management and reporting. The Board oversees sustainability and climate-related matters and approves the relevant major decisions.

The Environmental, Social and Governance Committee

With the stewardship of the Board, the Environmental, Social and Governance Committee (the “ESG Committee”) is responsible for managing the Group’s sustainability and climate-related matters. It comprises the management from the Finance & Accounts Department, Legal Department, Property Management Department, Administration & Human Resources Department and Corporate Communications Department. Its roles and responsibilities include:

- monitoring the Group’s ESG performance
- identifying and reviewing the relevancy and materiality of the ESG issues for the Board’s oversight
- formulating policies and measures for managing ESG and climate-related issues
- conducting regular discussions and reviews of the progress and effectiveness of the work
- provide updates to the Board on key matters

The Energy Saving Team and Building Management Team

The Energy Saving Team is in charge of implementing energy-related ESG policies and measures, as well as gathering relevant data for analysing the impacts of these implementations. Additionally, it collaborates with the Building Management Team to assess and report on important ESG trends, comparing them to industry peers in terms of ESG risks, opportunities, and new advancements in order to progressively improve the Group’s ESG performance.

Overview of Work Conducted by the ESG Committee in 2023

Focus	Jun 2023	Sep 2023
ESG Performance Review	✓	✓
ESG Reporting	✓	✓
Climate Change		✓
Energy	✓	✓
Employee Training	✓	✓
Occupational Health and Safety	✓	
Anti-corruption	✓	✓

Training for Enhanced ESG Knowledge and Expertise

To enhance the overall knowledge, skills, and expertise of the Board on sustainable development, the Board has been undergoing regular training on ESG issues and business ethics. This ensures that the Board remains updated and well-informed about the current strategic matters and business developments that could potentially affect the company and its operating market.

ESG Policies

As part of our dedication, we have implemented a set of ESG policies and have put in place a thorough system for monitoring and reporting. All business operations and employees at all levels are expected to adhere to these policies. These policies are reviewed from time to time by the ESG Committee. For example, the Board has approved the Health and Safety Policy after carefully review to further enhance the employees’ working environment and conditions.

ESG Strategy

We are dedicated to incorporating the ESG into all aspects of our business and operations. A ESG strategy with targets that align our key ESG focuses on People, Community, Customers, and Environment have been established across 4 aspects: “Retaining talents with heart”, “Protecting the environment with heart”, “Building communities with heart”, and “Serving the Public with heart”. This serves as a roadmap that guides the Group and its employees on constant ESG improvement and resources allocation.

Environment — Protecting the Environment with Heart	
<p>Focus areas:</p> <ul style="list-style-type: none"> • Energy • Waste • Supply chain risk management 	<p>Target:</p> <ul style="list-style-type: none"> • Closely monitor the market trend to reduce waste and promote waste production • Timely review the procedure and criteria of procurement and assessment of suppliers
<p>Strategy:</p> <ul style="list-style-type: none"> • Gradually reduce carbon footprint • Promote green lifestyle through public channels • Continue to develop mobile application and implement e-marketing strategies • Maintain a high standard management system of suppliers 	<p>Highlights:</p> <ul style="list-style-type: none"> • Air emissions decreased more than 70% in 2023, compared with that in 2022.



People – Retaining Talents with Heart

Focus areas:

- Health, safety, and well-being
- Training and development

Target:

- Gradually expand the scale of e-learning

Strategy:

- Promote a self-enriching working atmosphere to boost the work quality and performance
- Maintain a healthy and safe working environment

Highlights:

- Frequently provided online self-training materials to employees platforms
- The Board has been undergoing regular training on ESG issues and business ethics

Customers – Serving the Public with Heart

Focus areas:

- Customer satisfaction and safety

Target:

- Achieve high satisfaction in major buildings

Strategy:

- Provide high standard of customer service

Highlights:

- In 2023, a customer satisfaction survey at Soundwill Plaza and Midtown yielded 590 valid responses. Around 98% strongly agreed on the cleanliness of public areas and overall satisfaction with customer service.

Community – Building Communities with Heart

Focus areas:

- Business ethics and integrity
- Whistleblowing
- Community investment

Target:

- Annually review the strategy and status of community investment

Strategy:

- Engage with charitable organizations to organize events for supporting underprivileged families and advocating environmental protection
- Strategically contribute resources to community
- Regularly review the whistle-blowing policy

Highlights:

- Continued to work with different NGOs to help the needy in the community
- Reviewed the Group’s community investment strategies to ensure positive impacts can be brought to the community effectively

ESG Risk Management

The Board is responsible for maintaining an appropriate and effective risk management and internal control systems to sustain the Group's business operations. With the support of the Audit Committee, the Board has evaluated the annual risk assessment which identified respective strategic risks, operational risks, financial risks, compliance risks, as well as ESG risks, of the Group. The ESG risks identified during the year include:

Risk Factors	Potential Impact	Our Response
Natural Disaster Risk	The risk of extensive damage in properties and facilities caused by extreme weather phenomenon, such as storm, flood, landslide, due to climate change may impact the Group's ability to manage and sustain operation.	The Group has created contingency plans for business continuity and secured suitable insurance coverage for various disaster scenarios. This is to manage and maintain its property management and construction businesses.
Employees' health and safety	There are different safety hazards in offices and on sites, which could result in employee injuries or, in severe cases, permanent injury or death especially if a safety incident occurs during the construction process.	The Group has established an Occupational Safety and Health Policy Statement to ensure that employees' working environments meet its health and safety standards. Regular due diligence surveys are conducted to assess environmental and social risks such as working hours, temperature, toxic and hazardous substances, noise, and dust. Additionally, public liability insurance is in place to protect employees against legal liability for bodily injuries.
Cyber and data security	Our daily operation involves a large amount of confidential information, including financial information, customer personal data, etc., also increases the risks of our systems being attacked by viruses or hackers' networks.	The Group has implemented a robust system for managing and assessing cyber and data security risks. The Group utilises cyber security defense tools such as network monitoring, hacker detection, and hardware firewalls. These measures are designed to prevent corporate data or customer privacy data from being leaked as a result of network incidents.
Supply chain management	Overreliance on a single supplier and a limited selection of suppliers may lead to unreasonable purchase prices of the building materials, building services equipment and higher cost of sales.	The Group has established a diverse and comprehensive tender and supplier selection process to reduce supply chain risks. Moreover, expanding the tender list and re-tendering could promote fair competition.
Environmental legislation related risks	If the Group violates the relevant legal and regulatory requirements, it may face penalties, such as suspension of works, fines, imposed by the government, resulting in financial losses to the Group.	The Group consistently ensures compliance with relevant laws and regulations. As an example, they have obtained a Water Pollution Control Ordinance license. This ensures that their sewage discharge process aligns with the requirements of the Water Pollution Control Ordinance.

Please refer to the Annual Report's "Corporate Governance Report" section for more information on the Group's corporate governance practices.

Stakeholder Engagement

We believe in engaging stakeholders to enhance its ESG performance and risk management, and to advance our business and sustainable development. We consistently involve our stakeholders to comprehend their aspirations, needs, and concerns, and to take their opinions into account in our daily operations. With this in mind, we can refine our strategic priorities and current practices to align with our business practices. Throughout the year, the Group maintained interaction and communication with key stakeholder groups through the different channels.



Employees

- Annual performance review
- Regular meetings
- Surveys
- Employee activities
- Intranet
- Internal publications and newsletters



Shareholders and Investors

- Annual and interim reports, financial statements, and announcements
- Annual General Meeting
- Corporate website
- Investor relations enquiry hotline and email
- Press releases



Customers

- Surveys
- Communication with frontline employees
- Customer service hotline and email
- The Soundwill Club mobile application
- Social media platforms



Tenants

- Meetings
- Surveys
- Customer service hotline and email
- Communication with frontline employees



Suppliers, Vendors and Service Providers

- Surveys
- Continuous direct communication
- Performance review and assessment



Media

- Interviews
- Press releases and conferences
- Media enquiry hotline and email

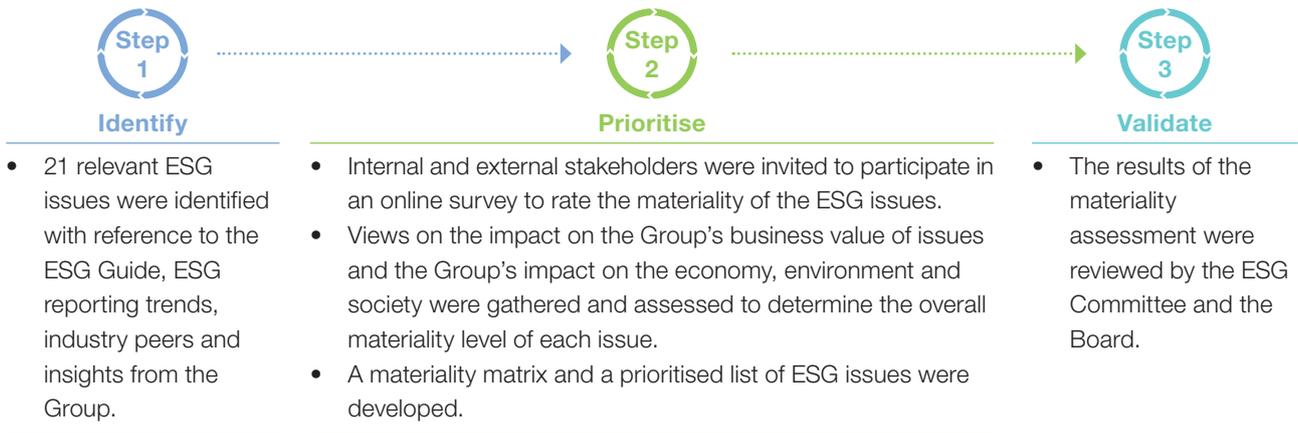


Community and Non-governmental Organisations

- Community investment initiatives
- Events, activities and exhibitions
- Press releases and conferences
- Corporate website
- Social media platforms

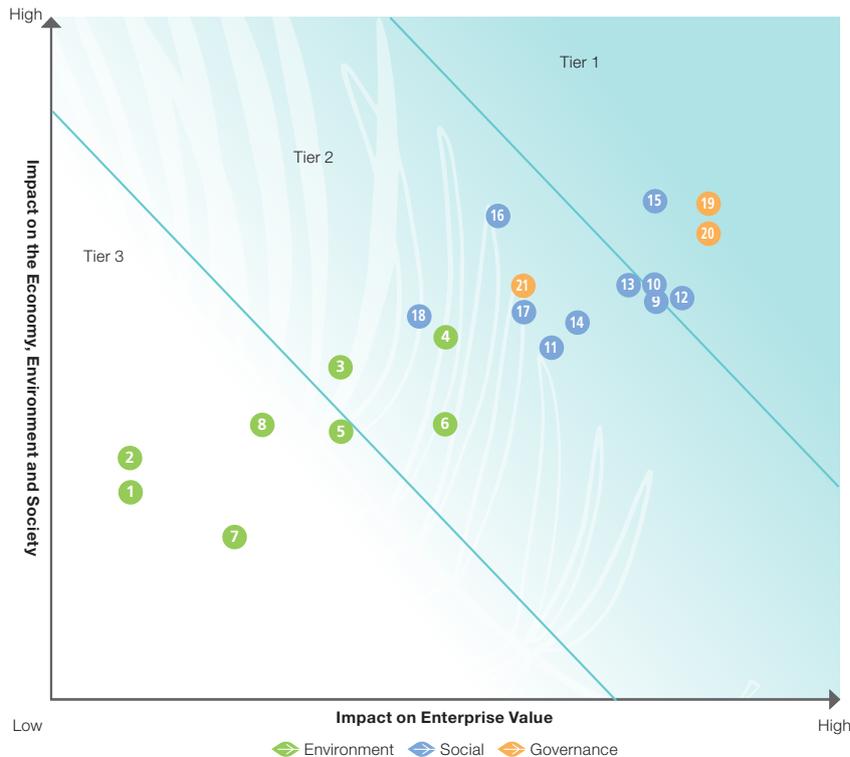
Materiality Assessment

In this year, we adopted a three-step approach to materiality assessment, which was facilitated by an independent third-party consultancy. The approach was refined and applied the concept of double materiality, which takes into account both financial and impact materiality. The results assist us in identifying the ESG issues that are important to our business strategy and decision making.



The matrix below illustrates the overall materiality level of the 21 ESG issues by plotting the views on the impact on the Group's business value of issues and the Group's impact on the economy, environment and society. The issues in the top right corner were considered as most material to the Group, and thus were focused for reporting in this Report.

Materiality Matrix



With the new materiality assessment approach, 5 issues were identified as material this year. Business Ethics and Integrity, Compliance Management, Privacy and Data Security, Occupational Health, Safety and Well-being, and Training and Development, were the most material issues.

Issue (in descending order of materiality)		Tier	Materiality
19	Business Ethics and Integrity	1	Material
20	Compliance Management	1	
15	Privacy and Data Security	1	
12	Occupational Health, Safety and Well-being	1	
10	Training and Development	1	
9	Employment Practices	2	Moderate
13	Human Rights and Labour Standards	2	
16	Responsible Marketing and Labelling	2	
14	Product and Service Quality and Safety	2	
21	Protection of Intellectual Property Rights	2	
17	Responsible Supply Chain Management	2	
11	Diversity and Equal Opportunity	2	
4	Energy	2	
18	Community Engagement and Investment	2	
6	Materials	2	
3	Waste	2	
5	Water	3	Monitored
8	Climate Change and Resilience	3	
7	Biodiversity	3	
2	Greenhouse Gas Emissions	3	
1	Air Emissions	3	

Material Issue	Relevant Section in the Report
Business Ethics and Integrity	Business Ethics
Compliance Management	Business Ethics
Privacy and Data Security	Customer
Occupational Health, Safety and Well-being	People
Training and Development	People

ENVIRONMENT



With the ongoing global and local environmental movement, the Group is committed to assessing its role and planning for the significant sustainability challenges faced by the environment. To achieve a sustainable future, the Group pledges to continuously explore solutions to tackle and resolve environmental issues, as outlined in our Environmental Policy Statement. We have implemented several environmental policies and initiatives to address areas such as greenhouse gas emissions (“GHGs”), natural resource usage, and climate change mitigation.

The Group set environmental targets covering a range of aspects to demonstrate and drive its commitment to improving its environmental performance. The environmental targets and progress are shown below:

Aspect	Target	Progress in 2023
GHG and air emissions	<ul style="list-style-type: none"> To achieve 6% reduction in the Group’s GHG emissions intensity by 2027 To closely monitor the amount of GHG and air pollutants generated to ensure their emissions are well-aligned with its business growth by 2027 To incorporate “low carbon” elements into the Group’s investment strategies and criteria by 2027 	<ul style="list-style-type: none"> Air emissions decreased more than 70% in 2023, compared with that in 2022 The total GHG emissions, waste generation and energy consumptions in 2023 are resulted in slight increases, primarily due to the intensive construction activities carried out during the year when construction was at its peak. This is temporary and is expected to decrease in the future
Wastes	<ul style="list-style-type: none"> To closely monitor the amount of waste generated (e.g., paper) to ensure its consumption is well-aligned with its business growth by 2027 	
Energy consumption	<ul style="list-style-type: none"> To reduce the Group’s energy consumption intensity by 6% by 2027 To take energy-saving measures into account as one of the selection criteria for new suppliers and investment by 2027 	

Carbon and Energy Management

According to Hong Kong’s Climate Action Plan 2050, electricity consumption is responsible for over 60% of carbon (“greenhouse gas” or “GHG”) emissions in Hong Kong, with buildings being the major contributor, accounting for 90% of this consumption. Given the urgency of addressing carbon emissions in the face of climate change, the Group recognises the need for immediate action in tackling the emissions from buildings.

Harnessing Technology for Carbon and Energy Reduction

The Group is committed to implementing a wide range of energy efficiency strategies, initiatives, and actions aimed at reducing energy consumption, carbon emissions, and air emissions.



Lighting System Upgrade

We are continually improving energy efficiency by upgrading the lighting systems at our properties to LED lights. Upgrades for the Year include:

- Staircase lightings at Soundwill Plaza and Midtown
- Staircase lightings at 10 Knutsford Terrace
- Common corridor lighting of Soundwill Plaza and Midtown



Retro-commissioning (RCx)

To enhance our buildings operates as efficiently as possible, we strive to identify performance issues in the existing buildings and improve the operation, maintenance, and energy efficiency of building systems.

- Install variable frequency drive (VFD) for chillers at Soundwill Plaza
- Undergo investigation for replacing existing passenger lift with high-efficiency model
- Explore and perform pilot energy enhancement upgrades for HVAC System



Energy Efficiency Improvements

- Employ Building Management System (BMS) to individually control the chilled water zone valves on the office floor of Soundwill Plaza
- Adopt timer and occupancy sensor for lighting
- Make use of heat-insulated film for windows in Park Haven to minimise heat absorption and energy consumption
- Apply waterproof coating to windows to reduce the frequency of cleaning and water and energy usage
- Explore the use of Internet of Things (IoT) and Integrated BMS to further improve the energy efficiency and quality of property management

Influencing Our Customers and Tenants

The Group acknowledges the significant importance of improving its energy efficiency and educating employees, customers, tenants, and the public about the profound impact of their daily choices and behaviors. We firmly believe that by implementing energy-saving initiatives, we can encourage and motivate stakeholders to adopt energy conservation practices.

The Group's carbon and energy performance:

Greenhouse Gas Emissions				
Property	Unit	2023	2022	% Change
Soundwill Plaza	tCO ₂ e	1,948.83	1,697.43	14.81%
Soundwill Plaza II – Midtown	tCO ₂ e	807.05	860.05	-6.16%
10 Knutsford Terrace	tCO ₂ e	395.12	369.89	6.82%
THE SHARP	tCO ₂ e	78.05	81.32	-4.02%
Park Haven	tCO ₂ e	252.72	252.33	0.15%
Warrenwoods	tCO ₂ e	233.14	226.37	2.99%
iPLACE	tCO ₂ e	121.01	122.11	-0.90%
iCITY	tCO ₂ e	154.47	187.99	-17.83%
Total GHG emissions	tCO ₂ e	3,990.38	3,797.48	5.08%
GHG intensity	tCO ₂ e/m ²	0.044	0.042	5.08%

Energy Consumption (Electricity)				
Property	Unit	2023	2022	% Change
Soundwill Plaza	MWh	2,846.28	2,372.59	19.97%
Soundwill Plaza II – Midtown	MWh	1,186.84	1,211.33	-2.02%
10 Knutsford Terrace	MWh	1,013.12	999.70	1.34%
THE SHARP	MWh	114.77	114.53	0.21%
Park Haven	MWh	371.64	355.40	4.57%
Warrenwoods	MWh	342.85	318.84	7.53%
iPLACE	MWh	310.29	330.01	-5.98%
iCITY	MWh	320.26	157.57	103.25%
Total energy consumption	MWh	6,506.05	5,859.98	11.03%
Energy intensity	MWh/m ²	0.072	0.064	11.03%

The energy consumption of iCITY has significantly increased compared to 2022. This rise is primarily due to the intensive construction activities carried out during the year when construction was at its peak. This high energy consumption is temporary and is expected to decrease in the future.

Looking into the future, the Energy Saving Team will continue to review the Group's energy efficiency measures and conduct regular inspections to prevent unnecessary energy wastage.

Resources Conservation

Water

Recognising the growing demand for water resources, the Group is actively seeking opportunities to enhance its initiatives in water conservation. To minimise water consumption and encourage the responsible utilisation of water, the Group implemented water-saving strategies and consistently monitored its water management practices.

Strengthening Water-saving Efforts

We employ water-saving mechanisms by installing self-closing water taps with sensor-activated devices and monitoring all drainage systems through regular maintenance to effectively save water and prevent any water leakage. We will consistently track the data and promptly initiate investigations and maintenance as necessary to continually strengthen our water-saving efforts.

Promoting Water-saving Habits

In addition to monitoring water consumption in our properties, we actively engage and educate our employees and tenants on water conservation practices by conducting training sessions and posting informative notices on reducing water usage.

The Group's water performance:

Water Consumption				
Property	Unit	2023	2022	% Change
Soundwill Plaza	m ³	28,040.43	20,558.62	36.39%
Soundwill Plaza II – Midtown	m ³	3,245.14	3,006.30	7.94%
10 Knutsford Terrace	m ³	12,180.73	12,102.53	0.52%
THE SHARP	m ³	N/A	N/A	N/A
Park Haven	m ³	1,425.86	1,866.03	-23.59%
Warrenwoods	m ³	464.39	955.22	-51.38%
iPLACE	m ³	7,557.35	9,068.69	-16.67%
iCITY	m ³	2.63	3.00	-12.34%
Total water consumption	m ³	52,916.52	47,560.39	11.23%
Water intensity	m ³ /m ²	0.58	0.52	11.23%

The Group sourced potable water from municipal supplies and did not encounter any issue in sourcing water that is fit for purpose during the year.

Waste

The Group is dedicated to the promotion and development of sustainable waste management in its managed properties. We firmly adhere to the waste hierarchy principles, known as the “4Rs” (i.e., Reduce, Reuse, Recycle and Replace) principles, with the goal of achieving waste reduction. We actively explore various strategies to encourage reuse and optimise recycling, and ensure that our used materials and resources are effectively reintegrated into nature or the appropriate market for reuse, repair, or recycling. The Group has hired qualified contractors to collect the waste and recyclables for proper disposal and handling.

Leveraging Technologies

Digital technologies play a vital role in enabling the shift towards a net-zero emissions future. Keeping this in mind, the Group has implemented proactive steps to enhance waste management practices and optimize resource utilisation. This involves reducing dependence on paper-based communication and embracing digital transformation initiatives.

Improving Resource Utilisation

“Paper Saving” notices are put on around the printing area to promote double-sided printing among employees. In addition, we distribute e-coupons and offer exclusive updates on the Group’s latest events and promotions through our Soundwill Club application, and purchase FSC-certified products where applicable.

Promoting Recycling

To enhance recycling efforts, we have implemented waste collection facilities in our buildings to incentivise our employees, tenants, and other stakeholders to effectively discard their recyclable materials, including paper, cardboard, plastic bottles, aluminum cans, etc.

The Group’s waste performance:

Non-hazardous Waste Disposal				
Property	Unit	2023	2022	% Change
Soundwill Plaza	tonne	1,030.93	1,138.11	-9.42%
Soundwill Plaza II – Midtown	tonne	961.74	889.27	8.15%
10 Knutsford Terrace	tonne	643.19	643.19	0.00%
THE SHARP	tonne	45.34	27.95	62.22%
Park Haven	tonne	487.57	486.86	0.15%
Warrenwoods	tonne	410.40	317.80	29.14%
iPLACE	tonne	407.33	413.14	-1.41%
iCITY	tonne	3,778.03	1,524.80	147.77%
Total waste generated	tonne	7,764.53	5,441.12	42.70%
Waste intensity	tonne/m ²	0.085	0.060	42.70%

Property	Waste Recycling			
	Unit	2023	2022	% Change
Soundwill Plaza	kg	622.00	946.00	-34.25%
Soundwill Plaza II – Midtown	kg	197.70	165.35	19.56%
10 Knutsford Terrace	kg	1,312.00	1,312.00	0.00%
THE SHARP	kg	230.00	415.50	-44.65%
Park Haven	kg	223.80	328.30	-31.83%
Warrenwoods	kg	258.00	619.20	-58.33%
iPLACE	kg	505.00	557.00	-9.34%
iCITY	kg	0.00	0.00	N/A
Total waste recycled	kg	3,348.50	4,343.35	-22.91%
Waste Intensity	kg/m ²	0.037	0.048	-22.91%

The non-hazardous waste produced by iCITY has seen a substantial increase compared to 2022, largely as a result of heightened construction activities during the year when construction was at its highest. This surge in non-hazardous waste is temporary and is anticipated to reduce in the future.

Climate Action and Resilience

The Group believes that decarbonisation and climate resilience contribute to the long-term sustainability of its business. With this in mind, we aim to continuously improve our management approach and practices for addressing climate risks and opportunities and enhancing resilience.

We disclose our actions on managing climate risks and opportunities following the recommendations of the Task Force on Climate-related Financial Disclosure (TCFD) in 4 major areas, including “Governance”, “Strategy”, “Risk Management”, and “Metrics and Targets”. Moving ahead, we will continue to improve our TCFD reporting to match our performance more closely with what our stakeholders expect.

Governance



Disclose the organisation's governance around climate-related risks and opportunities.

The Board assumes overall responsibility for supervising the management of climate-related risks and opportunities. This includes guiding strategies that propel actions for climate mitigation and adaptation. The ESG Committee, Energy Saving Team, and Building Management Team assist the Board to identify, assess and manage material climate-related matters. Please refer to “Our Approach to ESG — ESG Governance” for more details.

Strategy



Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material.

The Group firmly believes that climate adaptation and resilience play a crucial role in ensuring the long-term sustainability of its business. Keeping this in mind, we are determined to conduct a more comprehensive assessment to identify climate-related risks and opportunities that are relevant and material to our business operations, and the associated actual and potential impacts. Additionally, we will formulate appropriate responses and implement effective mitigation measures to address these risks and capitalise on the opportunities.

Risk Management



Disclose how the organisation identifies, assesses, and manages climate-related risks.

The Board takes on the responsibility of maintaining an appropriate and effective risk management system and internal controls, essential for the ongoing operations of the Group. Reporting to the Board, the Audit Committee assesses and monitors the risks of the Group, including ESG and climate-related risks.

Climate-related risks identified for the property leasing and management segment:

Climate Risk	Potential Impact	Response
Physical risk More frequent extreme weather events, such as heat waves, typhoons, heavy rains, floods, and rise in average temperature	<ul style="list-style-type: none"> • Depreciation of equipment • Increase in the use of air-conditioning for cooling and operational cost for charge of utilities • Higher risk of work injury due to heat stress-related illnesses of employees (i.e., heat stroke and heat rash) • Temporary suspension or closure of operations • Increased investment on upgrading or reinforcing equipment to withstand extreme weather events • Drop in business performance due to operation disruption and loss of reputation 	<ul style="list-style-type: none"> • Introduce energy-efficient equipment and carry out retrofitting for buildings • Implement practices to prevent water damage, such as installing flood gates and alarm systems • Formulate an emergency plan and guidelines for extreme weather events • Enhance staff preparedness by conducting regular emergency drills • Regularly review occupational health and safety guidelines and practices in offices and construction sites for improvement
Climate Risk	Potential Impact	Response
Transition risk Tightened regulatory requirements on energy management	<ul style="list-style-type: none"> • Sudden and unexpected increase in energy costs • Loss of competitive edge comparing to more sustainable competitors • Higher operational and energy costs caused by early retirement of equipment and additional costs in developing low-carbon practices/processes • Loss of ability to achieve the market share target and/or sales revenue target in the future 	<ul style="list-style-type: none"> • Plan for and implement energy-efficient practices and equipment in operations • Formulate and implement a comprehensive sustainability strategy • Explore and invest in low-carbon practices and equipment

Metrics and Targets

Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.

Our climate-related metrics primarily include Scope 1 and 2 GHG emissions, waste generation and energy consumption figures, as well as our environmental goals and reduction strategies. Looking ahead, we strive to extend our disclosure of GHG emissions to Scope 3.

For more details on the environmental KPIs, targets and reduction strategies, please refer to the “Carbon and Energy Management”, “Resources Conservation”, and “Appendix — Key Performance Indicators Summary”.



Umbrella Bags Reduction Accreditation Program — Diamond Level
Greener Action



Indoor Air Quality Certificate (Good Class)
Environmental Protection Department



Energywi\$e Certificate (Basic Level)
Environmental Campaign Committee



PEOPLE



Having a capable team is vital to the Group's success. We credit our forward-thinking and sustainable growth to our employees' hard work and dedication. With this in mind, the Group is committed to fostering an inclusive, diverse, safe, and healthy work environment where respect and care are paramount. We also provide our team with opportunities to learn and enhance new skills, promoting professional growth.

Safeguarding Health and Safety

As a property developer, we place a high importance on the health and safety of our employees, customers, and site workers. It is our aim to ensure a secure and healthy environment for everyone involved, as outlined in our Health and Safety Policy.

Management System

The Group is committed to upholding a high-standard safety management system, in line with the necessary regulatory requirements. Our property management subsidiary, Goldwell Property Management Limited ("Goldwell"), is certified under ISO 45001 Occupational Health and Safety Management Systems. This helps us to prevent work-related injuries and ill health, while also actively enhancing our health and safety performance.

Our Health and Safety Committee meets monthly to bolster our commitment to employee health. We regularly track work-related injuries, develop and put into action plans for boosting workplace safety, and work on increasing awareness among our workforce.

Risk and Awareness Management

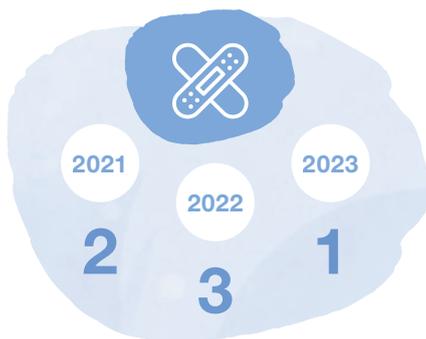
Our construction subsidiary, Rich Trend Construction Engineering Limited ("Rich Trend"), carries out emergency plans, risk assessments, safety plans, and heat stroke assessments for construction projects. We ensure that our employees and site workers are well-informed about potential occupational disease risks. Additionally, we provide comprehensive safety training and essential protective equipment to mitigate any hazards. The Group routinely conducts evacuation drills to ensure preparedness and maintain vigilance.

Employee Well-being

Mental health is a key priority for us — we believe in fostering a positive work environment. As part of this commitment, we have implemented a five-day work week, and any extra hours worked are compensated with time off. We are also dedicated to the physical health of our team. To this end, we have joined the Smoking Cessation Program, offering support to those who wish to quit smoking and lead healthier lives.

There were no work-related fatalities recorded in the past three reporting years.

Work-related injuries



Work-related fatalities



Valuing Our People

The sustained success of the Group depends greatly on the commitment and hard work of its employees. Therefore, it is crucial to prioritise the safeguarding of employees' rightful rights and interests. We have implemented a set of human resources policies, procedures and practices pertaining to compensation and dismissal, recruitment, and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, labour standards, and benefits and welfare. Human resources arrangements are clearly stated in the Employee Handbook and Code of Conduct and communicated to all our employees.

Talent Attraction and Retention

Talent Recruitment

Recruitments are conducted through a fair and transparent employment system, where decisions are made based on objective selection criteria such as personal capability and qualifications. The Group strictly adheres to appropriate and lawful procedures for resignation and termination to ensure equitable treatment of employees.

Talent Compensation and Retention

We evaluate and modify our compensation packages based on individual performance and capabilities. We offer compensation packages that are tailored to each position, taking into account factors such as employee performance and the Group's overall performance. These packages include a basic salary, allowances, and contributions to the Mandatory Provident Fund (MPF). We also provide various benefits to our employees. In addition to statutory holidays, our employees are entitled to a range of paid leave options, such as compassionate leave, paternity leave, and marriage leave.

Diversity, Equity and Inclusion

A diverse team is essential in successfully navigating obstacles and capitalising on opportunities. We are dedicated to promoting equal opportunity in all aspects of employment, including recruitment, termination, training, compensation, advancement, and disciplinary actions, taking into account employees' skills, abilities, performance, attitude, and other relevant factors. We strive to establish an equitable work environment with a strong stance against any types of discrimination and harassment, such as gender, race, nationality, and religious belief.

Labour Standards

The Group values and upholds human rights, strictly prohibiting any involvement or acceptance of child labour or forced labour in its operations. We have implemented an employment system that complies with local labour standards. To ensure compliance and eligibility for work, all applicants and new recruits are required to provide their identification documents for inspection and verification. To safeguard both the employees and the Group's interests, detailed terms and conditions of employment are outlined in the legal contracts for all positions.

Employee Engagement

The Group strives to promote a positive and balanced work atmosphere. We value our employees' thoughts, suggestions, and feedback. To foster open, transparent, and prompt communication, we have established a range of communication channels, such as regular meetings, surveys, and annual reviews to capture our employees' perspectives.

If employees have any feedback regarding their work, they are encouraged to share it with the Group through our established reporting channel. In our ongoing effort to improve, we'll responsibly track the results, handle feedback in an unbiased manner, and identify opportunities for advancement.

We share the latest happenings and trends via internal emails and our company intranet. Additionally, we publish a quarterly staff newsletter to keep everyone updated on green practices, community service initiatives, wellness tips, and employee activities.

Throughout the year, we organised a variety of engagement activities, such as monthly employee birthday parties and festive parties. These events not only served as great social gatherings, but also boosted our overall employee engagement.

Unleashing Employee Potential

The Group is committed to creating a workplace that empowers its employees to drive their career progression and achieve personal growth. We strive to provide equal opportunities to all of our employees when it comes to training, as outlined in the Employee Handbook. We actively invest in employee development by offering a variety of learning opportunities, and training and development programs. We encourage our employees to leverage these resources to enhance their value and abilities, preparing them to effectively handle future challenges and opportunities. The Group also promotes the idea of its employees participating in workshops, industry events, and seminars. This is to enhance and build upon their work-related knowledge and skills outside the Group.



Long Service Award Ceremony



Staff Workshop

Program and Activity	Audience	Objectives	Focus
Orientation Training	New employees	<ul style="list-style-type: none"> Provide understanding of the Group’s mission, vision, values, and culture Familiarise new employees with their job roles, responsibilities, the expectations set, and business ethics 	<ul style="list-style-type: none"> Corporate policies and procedures Employee benefits and resources Anti-corruption and business ethics
Themed Training	All employees	<ul style="list-style-type: none"> Enhance employees’ skills and competencies related to their job roles Increase employee productivity, efficiency, and job satisfaction Ensure employees understand and adhere to the Group’s policies and guidelines 	<ul style="list-style-type: none"> Occupational health and safety Information technology Product and service ESG Anti-corruption and business ethics
Management Training	Managers and employees of other management-relevant positions	<ul style="list-style-type: none"> Prepare future leaders for higher management roles Enhance the skills and competencies of managers to effectively lead their teams Provide managers with the tools and knowledge to make strategic decisions 	<ul style="list-style-type: none"> Management skills and tactics Decision making

In addition to the training provided by the Group, our construction subsidiary, Rich Trend, encourages both employees and sub-contractors to participate in weekly safety training and toolbox talks. These sessions cover a range of topics, including emergency response during extreme weather, safe practices for working at height, bamboo or metal scaffolding techniques, and proper lighting and ventilation. The goal of these trainings is to minimise work-related injuries.

Awards

		
<p>Happiness at Work Promotion Scheme 2023 – Happy Company Hong Kong Productivity Council</p>	<p>Good MPF Employer 5 Years+ Mandatory Provident Fund Schemes Authority</p>	<p>Smoking Cessation Programme in Workplace The Lok Sin Tong Benevolent Society, Kowloon</p>

CUSTOMER



We are keen on making a positive contribution in business, holding ourselves accountable, and aiming for the best in product and service responsibility and customer engagement. We are dedicated to delivering top-notch professionalism and customer service in our field. We are focused on generating public value by boosting customer satisfaction and safety, guaranteeing quality and data privacy, and practising responsible marketing and advertising. We will regularly review and, when necessary, adjust our internal policies and procedures to better serve our customers.

Delivering Quality Services

We believe that upholding the high quality of our buildings and services is key to preserving our reputation and earning the trust of our customers over the long haul. We have implemented quality checks at various stages of construction. Each procedure's quality is measured in real-time, and we provide targeted recommendations for improvement. This allows contractors to make necessary adjustments promptly, mitigating any potential risks to quality.

Our skilled handover team is committed to maintaining quality assurance. This involves a thorough inspection and evaluation of the buildings' quality and safety before handover to owners and tenants. In addition, new customers benefit from a reliable maintenance warranty and post-sales service. Under the oversight of the building management team, we maintain a strict control of building quality, striving for ongoing improvement.



Repair and Maintenance

Our experienced engineers are ready on-site, offering 24-hour technical support. They perform routine maintenance and address urgent repairs in the shortest possible time.



Safety and Security

Our well-trained security guards conduct regular checks to assess any property damage and guarantee the safety of the premises.



Cleaning and Environmental Hygiene

Our skilled cleaning team provides thorough cleaning services for all managed buildings.



Equipment Improvement

We leverage advanced market technology to enhance our service quality.



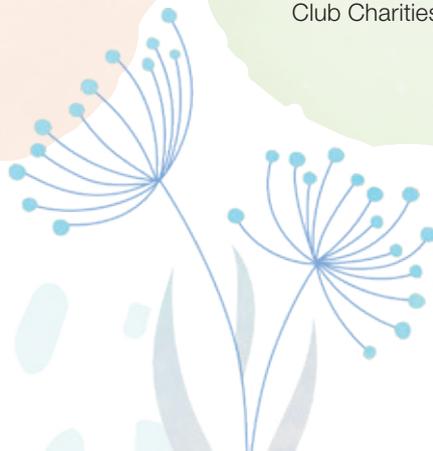
Enhancing Inclusion and Accessibility

The Group is committed to cultivating a welcoming environment that caters to our customers' every need. At Soundwill Plaza II — Midtown, we have increased accessibility through providing barrier-free amenities such as wheelchair rentals, electric wheelchair charging stations, barrier-free taxi booking services, and public barrier-free restrooms, ensuring customers can enjoy a premium experience without obstacles.



Promoting an Age-Friendly Management Culture

We have been advancing an age-friendly management culture by introducing measures that cater to all age groups, setting up staff training for diverse customer support, and offering products and services that suit all ages. The Group has been listed in the "List of Barrier-free Companies" by The Hong Kong Council of Social Service and "Charter for Age-friendly Shopping Malls" by The Hong Kong Jockey Club Charities Trust.



Engaging with Customers

Building a strong relationship with our customers is key for us, and we believe that excellent customer service is the foundation of this. Our goal is to elevate the customer experience and satisfaction by fostering an environment that is not only positive and helpful, but also committed to delivering top-notch service standards.

In the realm of property management services, the Property and Facilities Manager routinely meets with residents and the property’s management committee. This allows for a clear understanding of their needs and expectations, paving the way for delivering services of the highest quality and relevance.

The Group fosters an environment where customer feedback is valued and addressed, ensuring that communication flows both ways. With a philosophy centered on serving customer needs, we have established multiple channels for feedback.





Customer Satisfaction Survey

To gain a deeper understanding of our customers' needs and concerns, we invited them to express their views via customer satisfaction surveys available on our Soundwill Club mobile app. Through this survey, we gathered the insights of 590 customers on various aspects, including our overall service quality, the usability and events of the Soundwill Club, as well as the cleanliness of locations, such as Soundwill Plaza and Midtown.

This survey helps us collect customers' valuable feedback and gain insights into where we can make improvements. We commit to addressing customer concerns, analysing the feedback, and developing strategies that incorporate their viewpoints.

For any grievances regarding property management services, Goldwell handles them following the ISO 9001. Upon receiving a complaint or inquiry, the property manager or relevant authority is notified within 24 hours, and a follow-up is initiated within 12 hours to prevent similar issues in the future. Any complaints concerning hygiene are addressed within 4 hours by the property manager. Additionally, our team is equipped with customer service codes, operation process guidelines, and appropriate training to ensure a high standard and uniformity in service quality when addressing customer complaints and conducting investigations.

During the year, no material complaints on customer service and property management were received.

Safeguarding Data Privacy and Intellectual Property Rights

Accidental exposure of our customers' personal information could seriously damage our reputation and operations, possibly even resulting in financial loss. We place a high priority on data privacy and are dedicated to protecting intellectual property rights in all aspects of our business. In line with the Employee Handbook, we require all employees respect intellectual property rights and ensure that no violations occur while conducting business.

The Group's Privacy Policy is readily accessible for customers on our website anytime. We strive to safeguard customer data across all channels, eradicating any risk of information leakage. Robust internal procedures are in place to ensure optimal protection and encryption of all data during operations. We have installed a hardware firewall and monitoring program to meticulously oversee data access. We make regular backups of critical data and system configurations, storing them securely in a separate location. Periodic tests and reviews are conducted to ensure the effectiveness of our security measures.

From the establishment of Soundwill Club, we have instated measures to ensure confidentiality and mitigate security threats. This includes encrypting member data and restricting server access to certain locations. These actions are taken to shield our customers' data from potential loss, misuse, unauthorised access, exposure, modification, and destruction.

COMMUNITY



The Group aims to do more beyond generating profits and expanding its business. We are deeply committed to social responsibility, focusing on supporting those in need and fostering a better community. We actively engage in diverse charitable endeavors, striving to understand and respond to our community's needs. We have set up a Soundwill Volunteer Team comprising employees from various departments, as we believe in empowering our employees to contribute to community enrichment. We will consistently review and adjust our community investment strategies, policies and procedures as needed to better serve our community.

During the year, the Group focused on the following areas, contributing 454 volunteer hours, over HK\$140,000 cash donations and in-kind donations:



Conserving the Environment

We strive to promote awareness and understanding of environmental conservation among our employees, customers, and the broader community. By engaging them in various activities, we hope to provide insights into daily actions that can bring positive impacts to the environment. This is achieved by utilising the prime locations of our properties and broad customer networks to support the efforts of non-governmental organisations focused on environmental conservation.

Key Activities in 2023

Lai See Reuse and Recycle Program

Organised by Greeners Action

Encouraged people to reuse and recycling lai see packets through distributing reborn lai see packets and set up collect boxes as an easy and accessible way for recycling at the lobby of Soundwill Plaza II — Midtown.

Collected a total of 70 kg packets for reuse.



Chinese New Year Food Recycle Program

Organised by Food Grace

Set up collection boxes at Soundwill Plaza II — Midtown for the early donation of surplus unopened packaged food and gift boxes and pass them on to those in need, helping to turn waste into love and create a leftover-food-free society.



Green Mid-Autumn Festival

Organised by Food Grace



Collected a total of 7 kg mooncakes for donation.

Tetrapak Clean Recycling Program

Organised by Greeners Action



Collected Tetrapak for recycling at 5 of our properties.

Caring for the Elderly and the Needy

We are firmly dedicated to standing with the underprivileged, giving them the help they need in a society where such support is often in high demand. We achieve this through various ways, from providing material support to those in need, to conducting personal home visits to provide comfort and reassurance to those feeling isolated.

Key Activities in 2023

Neighbourhood First · Rice- Giving Scheme

*Organised by The
Hong Kong
Federation of
Youth Groups*



Mobilised our volunteers to distribute rice packs to the elderly and those in need within the community and show care.

Mooncake Distribution in the Community

*Organised by
People Service
Centre*



In addition to sponsoring the activity, we organised our volunteers to prepare food with community neighbours and distribute it to the elderly with love and blessings.

Love in Action: Community Ambassador Service

*Organised by
Praxis (HK)
Charity*



Mobilised volunteers to participate in the scheme, where they can acquire and practice the skills and mindset required for community service that focus on serving the homeless, underprivileged and poor families and individuals at all ages.

Oxfam Rice Event

Organised by Oxfam Hong Kong

Participated in this fundraising event, themed "Fight climate change, empower smallholder farmers" in 2023, to support smallholder farmers in some countries whose livelihoods were affected by climate change.



Aiding the Development of Children and Youth

Investment in the youth today will help shape a skilled and educated workforce for our future, and more importantly, a healthier and prosperous community. As a member of the community, we are committed to contributing to the development of children and youth in society through multiple corporate social responsibility initiatives.

Key Activities in 2023



Job Tasting Program

Organised by Project WeCan Foundation

We offered a two-week workplace experience in our marketing and accounting departments to 4 participating secondary school students. It included mentoring, practice work, interview coaching, and job skills training. Our goal is to help them explore their vocational choices and prepare them for future job hunting.



Charity Sale

Organised by The Society for the Relief of Disabled Children

We arranged employee volunteer teams to participate in the charity sale to support organisation in serving children in need.



Supporting Social Enterprises and Community Organisations

Believing in the power of social enterprises and community organisations to make a positive impact on our society, we are dedicated to providing them with the resources they need to achieve their goals. In addition to participating in fundraising events that unite caring individuals ready to make a change, our support extends beyond financial contributions; we also offer our time, expertise, and network to help these organisations thrive. We strive to foster a corporate culture that values social responsibility and encourages all our employees to engage with and support these organisations.

Key Activities in 2023

Promotion of Ethical Consumption

Delivered products from a local fair trade social enterprise to customers, promoting fair trade organic products and ethical consumption

Complimentary Mini Storage

One Storage Management, a subsidiary of the Group, provides free storage facilities to 3 NGOs, considering that NGOs typically operate with limited resources.

Awards



Heart to Heart Company
2023–2024

The Hong Kong Federation of Youth Groups



Industry Cares
2023

Federation of Hong Kong Industries



Caring Company
2023/24

The Hong Kong Council of Social Service

BUSINESS ETHICS



Compliance Management

Non-compliance with laws and regulations can have adverse impacts on our business operations, performance, financial position, and reputation. The Group has put in place internal policies, guidelines, and procedures to ensure that it operates in line with all applicable laws and regulations and upholds ethical business practices.

During the year, the Group did not have any cases of non-compliance with the laws and regulations related to ESG aspects, nor did it receive any legal cases regarding corrupt practices brought against the Group or its employees.

Aspect	Major Laws and Regulations
Emissions	<ul style="list-style-type: none"> Waste Disposal Ordinance (Cap. 354)
Employment and Labour Standards	<ul style="list-style-type: none"> Employment Ordinance (Cap. 57) Employees' Compensation Ordinance (Cap. 282) Sex Discrimination Ordinance (Cap. 480) Disability Discrimination Ordinance (Cap. 487) Family Status Discrimination Ordinance (Cap. 527) Race Discrimination Ordinance (Cap. 602)
Occupational Health and Safety	<ul style="list-style-type: none"> Occupational Safety and Health Ordinance (Cap. 509)
Product Responsibility	<ul style="list-style-type: none"> Personal Data (Privacy) Ordinance (Cap. 486) Copyright Ordinance (Cap. 528) Trade Marks Ordinance (Cap. 559)
Anti-corruption	<ul style="list-style-type: none"> Prevention of Bribery Ordinance (Cap. 201)

Ethical Business Practices

We firmly believe that maintaining high integrity and ethical values is the cornerstone of our reputation and success. Therefore, we make every effort to uphold the highest ethical standards in conducting our business. We have zero tolerance for any forms of corrupt practices, including bribery, extortion, fraud, money laundering. For this purpose, we work with independent auditors to ensure the utmost accounting integrity and fairness. Our independent internal audit team sets forth the anti-corruption principles and carries out routine checks and audits to minimise the instances of non-compliance.

The Group has set clear policies and guidelines to assure compliance, which are designed for all Directors and employees. These ethical expectations and behaviours are communicated through the Prevention of Fraud and Corruption Policy, Code of Conduct, and the Employee Handbook. Newcomers and existing employees are required to acknowledge these policies. The goal is to help them understand their responsibilities in adhering to the Group's requirements. It also serves to offer clear guidance on matters such as accepting advantages, managing conflicts of interest, handling entertainment, conducting transactions, etc., while carrying out their official duties.

Employees who fail to comply with any provision will face disciplinary action from the Group. Our policies and guidelines are regularly reviewed to ensure that they are effectively implemented. All employees take part in regular anti-corruption training to stay aligned with the Code of Conduct for professional ethics.

As part of our dedication to maintaining strong ethical, moral, and legal business practices, we have a Whistleblowing Policy. This policy encourages employees and relevant stakeholders to report any unethical behaviour they are aware of. Reports can be made anonymously or by name, with the reporter's identity kept confidential to prevent any potential harassment or victimisation. Upon receiving such reports, we'll take necessary steps to verify and investigate the incidents. We comply with all relevant laws, regulations, and standards in our industry, and we encourage our suppliers to uphold the same standards.





Sustainable Supply Chain

The Group is committed to building a supply chain that embraces the concept of sustainability, aiming to minimise any social or environmental risks. As such, we have implemented a Sustainable Procurement Policy. This policy guides and supervises all procurement activities within the Group, ensuring that all our suppliers and contractors (collectively as “suppliers”) adhere to our standards on ESG performance. Understanding the importance of anti-corruption and competition in our operations, the policy includes anti-corruption and pro-competitive principles and approaches. This helps us manage our supply chain more sustainably, wisely, and fairly across all our business operations.

Supplier Selection	<p>We strictly select suppliers who align with our principles. We use a combination of assessments and interviews to ensure that they meet the Group’s ESG standards and selection principles. For example, every new supplier needs to fill out our Consultant/ Contractor/Supplier Application Form and provide all necessary documents and certificates to prove that they have incorporated environmentally and socially responsible practices into their business operations. The Group prioritises suppliers with environmentally friendly and sustainable practices, especially those with outstanding ESG performance, ISO Certifications in Environmental Management, Quality Management, and Occupational Health and Safety.</p>
Supplier Engagement	<p>Suppliers are required to meet the Group’s expectations on their ESG performance outlined in the Sustainable Procurement Policy, including protection of natural resources, reduction of environmental impacts, health and safety of workers, respect for human rights, anti-corruption, and pro-competitive behaviours.</p>
Supplier Evaluation	<p>Goldwell carries out assessments and performance reviews every six months as part of our commitment to maintaining high-quality suppliers and minimising supply chain risks. During these reviews, we closely monitor and evaluate the work of our contractors. Factors considered in our evaluation process include the contractor’s company structure, past service or construction records, compliance with anti-corruption and pro-competitive practices, professional licenses and permits, and employee insurance provisions, among others. Based on these criteria, contractors are then graded accordingly. Suppliers who are not up to our standards might be excluded in future tender processes or even terminated from their contract.</p>

The Group is committed to strengthening our sustainable procurement process, carefully considering all risks when selecting and monitoring suppliers. We are looking into ways we can develop a more holistic approach for identifying and managing potential environmental and social impacts across our supply chain. Concurrently, we will continue working to involve more suppliers and contractors in our efforts to conserve resources and promote sustainability.



APPENDIX

Key Performance Indicators Summary

Environmental KPIs

Key Performance Indicators	Unit	2023	2022	2021 ¹
GHG Emissions				
Scope 1 – Direct GHG emissions	tCO ₂ e	42.93	N/A	N/A
Scope 2 – Energy indirect GHG emissions	tCO ₂ e	3,947.45	N/A	N/A
Total GHG emissions	tCO ₂ e	3,990.38	3,797.48	3,807.89
GHG intensity (by area)	tCO ₂ e/m ²	0.044	0.042	0.043
Air Emissions²				
Nitrogen oxides (NOx)	kg	827.41 ³	3,622.86	N/A
Sulphur oxides (SOx)	kg	54.37	238.21	N/A
Particulate matter (PM)	kg	58.17	254.67	N/A
Waste Generated				
Total non-hazardous waste generated	tonne	7,764.53 ⁴	5,441.12	3,785.92
Non-hazardous waste intensity (by area)	tonne/m ²	0.085	0.060	0.043
Waste Recycled				
Total waste recycled	kg	3,348.50	4,343.35	4,304.14
Waste recycled intensity (by area)	kg/m ²	0.037	0.048	0.048
Energy				
Direct energy consumption (Diesel and petrol)	MWh	169.64	577.42	N/A
Indirect energy consumption (Electricity)	MWh	6,506.05	5,859.98	6,021.24
Total energy consumption	MWh	6,675.69	6,437.40	6,021.24
Energy intensity (by area)	MWh/m ²	0.073	0.071	0.068
Water				
Total water consumption	m ³	52,916.52	47,560.39	52,713.90 ⁵
Water intensity (by area)	m ³ /m ²	0.58	0.52	0.59 ⁶

¹ Construction site was not included in the reporting scope of 2021 ESG Report of the Group. Due to the improvement of data collection system, data of GHG emissions, non-hazardous waste, waste recycled, and energy consumption of 2021 were adjusted.

² The air emissions in 2023 were mainly contributed by combustion of diesel of tower crane and burning of gasoline from vehicles.

³ The significant reduction of air emissions in 2023 was mainly caused by the reduction of fossil fuels used in construction sites.

⁴ The amount of non-hazardous waste in 2023 was larger than that in 2022 as the construction work was at peak at iCity and larger amount of wastes were generated.

⁵ Due to the improvement of data collection system, 2021's total water consumption has adjusted to 52,714 m³.

⁶ Due to the improvement of data collection system, 2021's total water intensity has adjusted to 0.59 m³/m².

Social KPIs

Key Performance Indicators		2023	2022	2021
Total Employees⁷				
By gender	Male	258	262	248
	Female	137	119	128
By age group	Under 31	27	36	55
	31–40	72	66	58
	41–50	93	79	71
	Above 50	203	200	192
By employment type	Full time	317	302	302
	Part time	78	79	74
By geographical region	Hong Kong	395	381	376
By employment level ⁸	General staff	251	261	245
	Office staff	107	96	99
	Management	37	24	28
Total		395	381	376
New Employee Rate⁹				
By gender	Male	30.6%	—	—
	Female	32.1%	—	—
By age group	Under 31	55.6%	—	—
	31–40	40.3%	—	—
	41–50	34.4%	—	—
	Above 50	23.2%	—	—
By geographical region	Hong Kong	31.1%	—	—
Total		31.1%	—	—

⁷ Total number of employees at the end of the year.

⁸ Information regarding senior management can be found from Corporate Governance Report.

⁹ New employee rate = number of new employee of the category/total number of employees of the category at the end of the year x 100%.

Employee Turnover Rate ¹⁰		2023	2022	2021
By gender	Male	84.5%	60.3%	15.7%
	Female	69.3%	89.1%	23.4%
By age group	Under 31	88.9%	83.3%	29.1%
	31–40	76.4%	53.0%	27.6%
	41–50	58.1%	60.8%	29.6%
	Above 50	88.7%	75.5%	8.3%
By geographical region	Hong Kong	79.2%	69.3%	18.4%
Total		79.2%	69.3%	18.4%

Health and Safety		2023	2022	2021
Work-related injuries		1	3	2
Lost days due to work-related injuries		17	294	5
Work-related fatality		0	0	0

Employee Trained Rate ¹¹		2023	2022	2021
By gender	Male	42%	37%	13%
	Female	36%	39%	22%
By employment level ¹²	General staff	27%	33%	3%
	Office Staff	61%	46%	39%
	Management	65%	58%	46%
Total		40%	37.8%	18.9%

¹⁰ Employee turnover rate = number of turnover of the category/total number of employees of the category at the end of the year x 100%.

¹¹ Employee trained rate = number of employees trained in the category/total number of employees of the category at the end of the year x 100%.

¹² Information regarding senior management can be found from Corporate Governance Report.

Average training hours ¹³		2023	2022	2021
By gender	Male	1.87	3.08	0.96
	Female	1.55	3.18	1.66
By employment level ¹⁴	General staff	1.27	2.71	0.02
	Office Staff	2.69	3.77	2.33
	Management	2.31	4.80	4.09
Total		1.76	3.11	1.20

Suppliers		2023	2022	2021
By geographical region	Hong Kong	425	335	89
	Mainland China	1	1	0
By category	Office supplies	50	—	—
	Property management related	271	—	—
	Construction	105	—	—
Total		426	336	89

Anti-corruption Training		2023	2022	2021
Total number of employees receiving anti-corruption training		94	—	—
Total number of directors receiving anti-corruption training		7	—	—
Total hours of employees receiving anti-corruption training		80	24	4
Total hours of directors receiving anti-corruption training		21	49	2

¹³ Average training hours = total hours of training received by employees of the category/total number of employees of the category at the end of the year.

¹⁴ Information regarding senior management can be found from Corporate Governance Report.

HKEX ESG Guide Content Index

Aspects, General Disclosure and KPIs		
Aspects, General Disclosure and KPIs	Description	Page/Remark
Mandatory Disclosure Requirements		
Governance Structure	<p>(i) A disclosure of the board's oversight of ESG issues.</p> <p>(ii) The board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer's businesses).</p> <p>(iii) How the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses.</p>	40–47
Reporting Principles	<p>Materiality: The ESG report should disclose: (i) the process to identify and the criteria for the selection of material ESG factors; (ii) if a stakeholder engagement is conducted, a description of significant stakeholders identified, and the process and results of the issuer's stakeholder engagement.</p> <p>Quantitative: Information on the standards, methodologies, assumptions and/or calculation tools used, and source of conversion factors used, for the reporting of emissions/energy consumption (where applicable) should be disclosed.</p> <p>Consistency: The issuer should disclose in the ESG report any changes to the methods or KPIs used, or any other relevant factors affecting a meaningful comparison.</p>	37
Reporting Boundary	A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report.	36
A1 Emissions		
General Disclosure	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p>	48–50, 52–53 In the year, the Group was not aware of any material non-compliance with relevant laws and regulations that had a significant impact on the Group.
A1.1	The types of emissions and respective emissions data.	72
A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions and intensity.	72



Aspects, General Disclosure and KPIs		
Aspects, General Disclosure and KPIs	Description	Page/Remark
A1.3	Total hazardous waste produced and intensity.	N/A The Group did not produce any hazardous waste.
A1.4	Total non-hazardous waste produced and intensity.	72
A1.5	Description of emission target(s) set and steps taken to achieve them.	48–50
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.	52–53
A2 Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	48–51
A2.1	Direct and/or indirect energy consumption by type in total and intensity.	72
A2.2	Water consumption in total and intensity.	72
A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	48–50
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.	N/A The Group did not have any issues sourcing water. However, the Group has been actively engaging employees on water conserving practices.
A2.5	Total packaging material used for finished products and per unit produced.	N/A The Group did not use any packaging materials for finished products.
A3 The Environment and Natural Resources		
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources.	48–53
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	48–53

Aspects, General Disclosure and KPIs		
Aspects, General Disclosure and KPIs	Description	Page/Remark
A4 Climate Change		
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	53–55
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.	53–55
B1 Employment		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	56–58 The Group complied fully with all relevant employment laws and regulations. The Group was not aware of any material non-compliance regarding employment and labour practices during the year.
B1.1	Total workforce by gender, employment type, age group and geographical region.	73
B1.2	Employee turnover rate by gender, age group and geographical region.	74
B2 Health and Safety		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	56–57 The Group has complied with all local occupational health and safety laws and regulations related to the building management and leasing businesses. The Group was not aware of any material non-compliance regarding occupational health and safety during the year.
B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	74
B2.2	Lost days due to work injury.	74
B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	56–57



Aspects, General Disclosure and KPIs	Description	Page/Remark
B3 Development and Training		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	58–59
B3.1	The percentage of employees trained by gender and employee category.	74
B3.2	The average training hours completed per employee by gender and employee category.	75
B4 Labour Standards		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	58
B4.1	Description of measures to review employment practices to avoid child and forced labour.	58
B4.2	Description of steps taken to eliminate such practices when discovered.	58
B5 Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	71
B5.1	Number of suppliers by geographical region.	75
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	71
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	71
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	71

Aspects, General Disclosure and KPIs		
KPIs	Description	Page/Remark
B6 Product Responsibility		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	60–63 The Group has complied with all relevant local laws and regulations relating to the building management and leasing businesses. In the year, there was no material non-compliance with relevant laws and regulations that had a significant impact on the Group.
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	N/A The Group did not sell or ship any products.
B6.2	Number of products and service-related complaints received and how they are dealt with.	62–63
B6.3	Description of practices relating to observing and protecting intellectual property rights.	63
B6.4	Description of quality assurance process and recall procedures.	60–61
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	63



Aspects, General Disclosure and KPIs	Description	Page/Remark
B7 Anti-corruption		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	69–70 The Group has complied with all relevant local laws and regulations relating to the building management and leasing businesses. In the year, there were no corruption-related violations of any form.
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.	69
B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	70
B7.3	Description of anti-corruption training provided to directors and staff.	75
B8 Community Investment		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	64–68
B8.1	Focus areas of contribution.	64–68
B8.2	Resources contributed to the focus area.	64–68

REPORT OF THE DIRECTORS

The board (the “Board”) of directors (the “Directors”) of Soundwill Holdings Limited (the “Company”) are pleased to present their report and the audited consolidated financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2023 (the “Consolidated Financial Statements”).

Business Review

A business review of the Group during the year 2023 is set out under:

- (1) the Chairman’s Statement on pages 4 to 5;
- (2) the Operations Review and Prospects on pages 10 to 19; and
- (3) the Management Discussion and Analysis on pages 20 to 22.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of the subsidiaries include property development, property leasing and provision of building management services in Hong Kong and property development in the People’s Republic of China (“Mainland China”). Other particulars of the subsidiaries are set out in note 34 to the Consolidated Financial Statements.

Results and Dividend

The results of the Group for the year ended 31 December 2023 and the state of the Group’s and the Company’s affairs as at the date are set out in the Consolidated Financial Statements on pages 196 to 332.

The Board recommends a payment of a final dividend of HK\$0.20 (2022: HK\$0.2) per share and a special dividend of HK\$0.80 per share (2022: Nil) for the year ended 31 December 2023, subject to the approval of the shareholders at the forthcoming annual general meeting to be held on Thursday, 23 May 2024. The final and special dividend will be payable on or about Thursday, 13 June 2024 to shareholders whose names appear on the register of members on Thursday, 30 May 2024.

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group during the year are set out in note 18 to the Consolidated Financial Statements.

Subsidiaries

Particulars of the Group’s principal subsidiaries are set out in note 34 to the Consolidated Financial Statements.

Borrowings

Particulars of the borrowings of the Group at the reporting date are set out in note 26 to the Consolidated Financial Statements.

Share Capital

Details of the movements in share capital of the Company during the year are set out in note 28 to the Consolidated Financial Statements.

Reserves

Details of the movements in reserves of the Group and the Company during the year are set out in the Consolidated Statement of Changes in Equity on pages 204 to 207 and note 29 to the Consolidated Financial Statements respectively.

REPORT OF THE DIRECTORS

Share Option Scheme

The Company's share option scheme expired on 20 May 2021 and there are no outstanding share options under the scheme. The Group has no other share option scheme.

Equity-linked Agreement

The Company did not enter into any equity-linked agreement during the financial year ended 31 December 2023.

Major Properties Held/Major Properties Under Development

Particulars of the major properties held by the Group and major properties under development of the Group are set out on pages 91 and 92 respectively.

Five-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 93. This summary does not form part of the Consolidated Financial Statements.

Directors

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

Executive Directors:

Madam Foo Kam Chu Grace*

Ms. Chan Wai Ling (*Deputy Chairman*)

Mr. Chan Hing Tat (*Chairman*) (appointed as Chairman on 30 January 2023)

Mr. Tse Wai Hang

Independent Non-executive Directors:

Mr. Chan Kai Nang

Mr. Pao Ping Wing

Mr. Young Chun Man, Kenneth (appointed on 16 June 2023)

Mr. Ng Chi Keung (passed away on 8 March 2023)

* Madam Foo Kam Chu Grace ceased as Chairman of the Board in order to pursue more time to her other personal commitments.

Pursuant to the bye-law 86(2) of the bye-law of the Company (the "Bye-Laws"), Mr. Young Chun Man, Kenneth who was appointed on 16 June 2023, shall hold office only until the forthcoming annual general meeting (the "AGM").

Pursuant to the Bye-Law 87(1), Mr. Chan Hing Tat and Mr. Tse Wai Hang will retire and being eligible, offer themselves for re-election at the AGM.

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company considers that all the independent non-executive Directors are independent.

Directors' Material Interests in Transactions, Arrangements and Contracts

Saved as disclosed in this report and note 36 "Related Party Transactions" to the Consolidated Financial Statements, no transaction, arrangement or contract of significance to the Group's business to which the Company, or any of its subsidiaries, fellow subsidiaries or its parent company was a party and in which a Director of the Company or his/her connected entity had a material interest, whether directly or indirectly were entered into or subsisting during the financial year.

REPORT OF THE DIRECTORS

Directors' Service Contracts

Independent non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation in accordance with the Bye-Laws.

As at 31 December 2023, no Directors proposed for re-election at the AGM has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Disclosure of Directors' Update Information

Change in the Directors' information since the disclosures made in the Company's 2023 interim report, which is required to be disclosed pursuant to the requirements of Rule 13.51B(1) of the Listing Rules is set out as below:

Name of Directors	Change
Chan Kai Nang	Re-designated as the chairman of the audit committee of the Company on 16 June 2023.
Pao Ping Wing	Appointed as an independent non-executive director of Global International Credit Group Limited (1669. HK) on 1 January 2024.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations**1. Directors' Interests in the Company**

As at 31 December 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 are required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have taken under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Long positions in the shares and underlying shares:

Name of Director	Capacity	Number of ordinary shares interested	Approximate percentage of the Company's total issued shares
Foo Kam Chu Grace	Beneficial owner and Beneficiary of a trust	212,107,130 ^(Note 1)	74.87%
Chan Wai Ling	Beneficiary of a trust	212,010,528 ^(Note 2)	74.83%
Chan Hing Tat	Beneficiary of a trust	212,010,528 ^(Note 3)	74.83%

REPORT OF THE DIRECTORS

Note 1: Madam Foo Kam Chu ("Madam Foo") was deemed to be interested in 212,107,130 shares of the Company in aggregate: (i) 96,602 shares of the Company was personally held by Madam Foo; (ii) 209,624,528 shares of the Company was held by Ko Bee Limited ("Ko Bee"), the entire issued share capital of which was held by a discretionary trust (the "Trust"). Madam Foo is a beneficiary of the Trust; and (iii) 2,386,000 shares of the Company was held by Full Match Limited ("Full Match"), a company wholly-owned by Ko Bee. Both Ko Bee and Full Match are incorporated in the British Virgin Islands with limited liability.

Note 2: Ms. Chan Wai Ling ("Ms. Chan") was deemed to be interested in 212,010,528 shares of the Company. Ms. Chan is a beneficiary of the Trust.

Note 3: Mr. Chan Hing Tat ("Mr. Chan") was deemed to be interest in 212,010,528 shares of the Company. Mr. Chan is a beneficiary of the Trust.

2. Directors' Interests in Associated Corporations

Name of Director	Name of associated corporations	Capacity	Number and class of shares held	Percentage of shareholding
Foo Kam Chu Grace	Ko Bee Limited	Beneficiary of a trust	1 ordinary share	100% ^(Note 4)
Chan Wai Ling	Ko Bee Limited	Beneficiary of a trust	1 ordinary share	100% ^(Note 4)
Chan Hing Tat	Ko Bee Limited	Beneficiary of a trust	1 ordinary share	100% ^(Note 4)
Foo Kam Chu Grace	Full Match Limited	Interest in controlled corporation and Beneficiary of a trust	1 ordinary share	100% ^(Note 4)
Chan Wai Ling	Full Match Limited	Interest in controlled corporation and Beneficiary of a trust	1 ordinary share	100% ^(Note 4)
Chan Hing Tat	Full Match Limited	Interest in controlled corporation and Beneficiary of a trust	1 ordinary share	100% ^(Note 4)

Note 4: The entire issued share capital of Ko Bee is held by the Trust. The entire issued share capital of Full Match is held by Ko Bee. Madam Foo, Ms. Chan and Mr. Chan are the beneficiaries of the Trust.

REPORT OF THE DIRECTORS

Save as disclosed above, as at 31 December 2023, none of the Directors and chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have taken under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 31 December 2023, the person(s) other than a Director or chief executive of the Company who have interests or short positions of 5% or more in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, was/were as follows:

1. Long Positions in the Shares

Name of shareholder	Capacity	Number of shares	Approximate percentage of shareholding
Century Pine (PTC) Limited	Trustee of a trust	212,010,528 ^(Notes 1&5)	74.83%
Ko Bee Limited	Beneficial owner and Interest of controlled corporation	212,010,528 ^(Notes 1&5)	74.83%

Note 5: Ko Bee is ultimately held under the Trust with Century Pine (PTC) Limited, which incorporated in the British Virgin Islands with limited liability, as trustee for Madam Foo and her family members (including Ms. Chan and Mr. Chan, both executive Director of the Company).

Save as disclosed above, as at 31 December 2023, the Company had not been notified by any person(s) (other than the Directors and chief executive of the Company, whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations" above), who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

Directors' Right to Acquire Shares and Debentures

Save as disclosed above at no time during the year ended 31 December 2023 were rights to subscribe for equity or debt securities of the Company granted to any Director or chief executive of the Company or to their spouse or children under 18 years of age as recorded in the register required to be kept under Part XV of the SFO, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable any such persons to acquire any such rights in any other body corporate.

Directors' Interests in Competing Business

During the year, no Director had any interests in any business which competed or were likely to compete, either directly or indirectly, with the Group's business.

REPORT OF THE DIRECTORS

Compliance with the Relevant Laws and Regulations

The Company complies with the requirements under the Companies Law of Bermuda, the Listing Rules and the SFO for, among other things, the disclosure of information and corporate governance.

The Group's subsidiaries are governed by the laws and regulations relating to taxation, foreign exchange, product quality, trademarks, environmental protection, labor and social insurance. Any non-compliance will impose fines or other serious penalty actions against the subsidiaries. We have implemented various measures to ensure compliance with such laws and regulations, including but not limited to consulting our legal adviser and tax professional.

During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that have a significant impact on the Group's business.

Principal Risks and Uncertainties

The Group is exposed to various risks in its businesses and operations. Through internal control systems and procedures, the Company has taken reasonable steps to ensure that significant risks are monitored and do not adversely affect the Group's operations and performances. The relevant risks are managed on an ongoing basis. A non-exhaustive list of principal risks and uncertainties facing the Group is set out below:

1. Market Risk

The Group's revenue is principally derived from Hong Kong. The conditions of the economy as a whole and the property market may have significant impact to the Group's financial results and conditions.

2. Compliance Risk

The Group's operations require compliance with local and overseas laws (including those of Mainland China, Bermuda, Cayman Islands and British Virgin Islands) and regulations, including but not limited to property sale, management and construction as well as companies and securities laws. The Group has constantly monitored its compliance with relevant laws and regulations that have a significant impact on the Group.

3. Construction Risk

The Group also engages in construction business. The Group has to ensure it can timely complete its construction projects under relevant time limits; within cost control and adherence to quality and specifications. Certain factors may adversely affect this operation including shortages of labour, equipment and/or materials; disputes with contractors and subcontractors; unfavourable or adverse weather conditions; accidents and changes in government policies and practices. Occurrence of one or more of these factors may potentially delay completion; result in cost overrun and/or leading to postponement of profit recognition to a subsequent financial year.

REPORT OF THE DIRECTORS

Permitted Indemnity

In accordance with the Bye-Law 166(1) provides that, among other, every director and other officers 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 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 and related matters provided that the indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of them.

In this connection, the Company has arranged Directors' and officers' liability insurance coverage for the Directors and officers of the Company during the year.

Connected Transaction

During the year, the Group has not entered into any connected transaction. The Company confirmed that it has complied with the disclosure requirement of a connected transaction in accordance with Chapter 14A of the Listing Rules by publication of an announcement.

Management Contracts

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

Major Customers and Suppliers

During the year, approximately 18% (2022: 10%) of the Group's purchases were attributable to the Group's largest supplier and approximately 45% (2022: 32%) of the Group's purchases were attributable to the Group's five largest suppliers.

During the year, approximately 8% (2022: 11%) of the Group's revenue was attributable to the Group's largest customer and approximately 18% (2022: 20%) of the Group's revenue was attributable to the Group's five largest customers.

None of the Directors, their close associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued shares) has any interest in the Group's five largest suppliers or customers.

Retirement Benefits Scheme

The Group's Hong Kong employees participate in defined contribution scheme (the "MPF Schemes") registered under the Mandatory Provident Fund Scheme Ordinance (Cap. 485) ("MPFO"). As for the MPF Scheme, contributions are made by both the employers and the employees at the rate of 5% of the employees' basic monthly salaries. The Group also participates in the state-organised pension scheme (the "Scheme") operated by the Government of the Mainland China for its Mainland China employees and contributes a certain percentage of the employees' covered payroll to fund the benefits.

For the year ended 31 December 2023 and the year ended 31 December 2022, there was no forfeiture of retirement benefit scheme contribution (which was made by the Group as employers on behalf of employees who had left the scheme prior to the benefit contribution had fully vested) in the Group. As at 31 December 2023, there was no forfeited contribution under the retirement benefit schemes of the Group available to reduce the contributions payable in future years.

The Group's retirement costs charged to the profit and loss account for the year ended 31 December 2023 were HK\$4,204,000 (2022: HK\$4,152,000).

REPORT OF THE DIRECTORS

Environmental Policies and Performances

The Group remains firmly committed to operating as a socially-responsible company in all of its business operations. In its property development, the Group aims to efficiently use materials and resources. The Group's building management division promotes environmental awareness and takes steps to save energy and ensure efficient use of resources. The Group has formed a task group comprising of staff members from human resources and administration, corporate communications, finance and legal and is in the process of establishing and enhancing its environmental policies, procedures and performances.

The Group's environmental, social and governance report as set out in the section headed "Environmental, Social and Governance Report" on pages 33 to 81 laid out the details of the policies and attainments of the Company on the environmental and social aspects.

Purchase, Sale or Redemption of the Company's Listed Securities

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

Pre-Emptive Rights

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

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of the Company's shares in the market as at the date of this report.

Auditor

Messrs. Deloitte Touche Tohmatsu, Certified Public Accountants ("Deloitte") will retire and a resolution for their re-appointment as auditor of the Company will be proposed to the AGM to re-appoint Deloitte as the auditor of the Company.

Annual General Meeting

The annual general meeting of the Company (the "AGM") will be held on Thursday, 23 May 2024 and the notice of AGM will be published and dispatched in the manner as required by the Listing Rules.

REPORT OF THE DIRECTORS

Closure of Register of Members

The Register of Members of the Company will be closed for the following periods:

- (a) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 20 May 2024 to Thursday, 23 May 2024 (both dates inclusive), during which period no transfer of shares will be registered. The record date for determining shareholders of the Company entitled to attend the AGM will be Thursday, 23 May 2024. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 17 May 2024.
- (b) For determining the entitlement to the proposed final and special dividend for the year ended 31 December 2023, the register of members of the Company will be closed from Wednesday, 29 May 2024 to Thursday, 30 May 2024 (both dates inclusive), during which period no transfer of shares will be registered. The record date for determining shareholders of the Company entitled to receive the proposed final and special dividend will be Thursday, 30 May 2024. In order to qualify for the final and special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 28 May 2024.

On behalf of the Board

Chan Hing Tat

Chairman

Hong Kong, 20 March 2024

MAJOR PROPERTIES HELD AS AT 31 DECEMBER 2023

Location	Approximate gross floor area (sq ft)	Interest attributable to the Group	Land use	Lease term
Soundwill Plaza 38 Russell Street, Causeway Bay, Hong Kong	245,100	100%	Commercial	Long-term lease
Soundwill Plaza II — Midtown 1–29 Tang Lung Street, Causeway Bay, Hong Kong	218,000	100%	Commercial	Long-term lease
10 Knutsford Terrace 10–11 Knutsford Terrace, Tsim Sha Tsui, Hong Kong	114,000	100%	Commercial	Long-term lease
THE SHARP G/F–2/F, 11–13 Sharp Street East and 1–1A Yiu Wa Street, Causeway Bay, Hong Kong	4,500	100%	Commercial	Long-term lease
Kai Kwong Commercial Building 332–334 Lockhart Road, Wan Chai, Hong Kong	33,000	100%	Commercial	Long-term lease

MAJOR PROPERTIES UNDER DEVELOPMENT AS AT 31 DECEMBER 2023

Location	Approximate gross floor area (sq ft)	Interest attributable to the Group	Project status	Expected completion date
Jones Hive 8 Jones Street, Tai Hang, Hong Kong	65,300	20.24%	Obtained occupation permit	—
111 Ta Chuen Ping Street, Kwai Chung, Hong Kong	190,000	100%	Obtained occupation permit	—
尚薈海岸(景湖灣)一期(別墅) 高要市金渡鎮世紀大道旁	334,300	100%	Obtained certificate of final acceptance	—
尚薈海岸(景湖灣)二期(74-79棟) 高要市金渡鎮世紀大道旁	692,400	100%	Obtained certificate of final acceptance	—
尚薈海岸(景湖灣)三期(小高層) 高要市金渡鎮世紀大道旁	70,900	100%	Obtained certificate of final acceptance	—
譽名都(山水向日)一期(4/5/6棟) 珠海市斗門區新偉中街68號	227,900	100%	Obtained certificate of final acceptance	—
譽名都(山水向日)二期(2/3棟) 珠海市斗門區新偉中街68號	260,300	100%	Obtained certificate of final acceptance	—
譽名都(山水向日)二期(1/7棟) 珠海市斗門區新偉中街68號	263,400	100%	Obtained certificate of final acceptance	—

FIVE-YEAR FINANCIAL SUMMARY

The following is a summary of the consolidated results and of the consolidated assets and liabilities of Soundwill Holdings Limited and its subsidiaries for the last five financial years, as extracted from the published audited financial statements and restated upon the adoption of the revised/amended Hong Kong Financial Reporting Standards as appropriate. This summary does not form part of the audited consolidated financial statements.

Consolidated Results

	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Revenue (from continuing and discontinued operations)	395,892	478,376	568,891	690,290	733,872
(Loss)/profit before income tax expense	(623,693)	(181,671)	(746,092)	(127,396)	272,364
Income tax expense	(22,810)	(80,720)	(62,008)	(57,946)	(54,689)
(Loss)/profit for the year	(646,503)	(262,391)	(808,100)	(185,342)	217,675
(Loss)/profit for the year attributable to owners of the Company	(646,511)	(268,201)	(807,930)	(185,807)	217,782
Non-controlling interests	8	5,810	(170)	465	(107)
	(646,503)	(262,391)	(808,100)	(185,342)	217,675

Consolidated Assets and Liabilities

	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Non-current assets	18,333,084	19,551,946	20,005,379	20,807,087	21,375,608
Net current assets	1,209,668	1,464,845	142,669	1,365,213	1,088,643
Non-current liabilities	(1,082,890)	(1,841,157)	(606,348)	(1,785,319)	(1,858,715)
Non-controlling interests	(1,623)	(1,425)	(16,476)	(16,727)	(14,661)
Equity attributable to owners of the Company	18,458,239	19,174,209	19,525,224	20,370,254	20,590,875
Gearing ratio*	8%	9%	10%	9%	9%

* expressed as a percentage of total borrowing over total equity

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF SOUNDWILL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

致金朝陽集團有限公司列位股東

(於百慕達註冊成立之有限公司)

Opinion

We have audited the consolidated financial statements of Soundwill Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 196 to 332, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “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 (“HKASAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

本核數師(以下簡稱我們)已審計金朝陽集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載列於第196至332頁的綜合財務報表，包括於二零二三年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括重大會計政策資料及其他解釋資料。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零二三年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的香港核數準則(「香港核數準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。我們根據香港會計師公會的專業會計師道德守則(「守則」)獨立於貴集團，並根據守則履行我們其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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 matter**關鍵審計事項****Valuation of investment properties****投資物業估值**

We identified the valuation of investment properties as a key audit matter due to the inherent level of complex and subjective judgements and estimates required in determining the fair values.

The Group's investment property portfolio comprises retail, commercial, industrial and residential properties located in Hong Kong and is stated at fair value of HK\$18,171,015,000, accounting for approximately 87% of the Group's total assets as at 31 December 2023 with a net fair value loss on investment properties of HK\$1,212,858,000 recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended as disclosed in note 17 to the consolidated financial statements.

我們識別投資物業估值作為關鍵審計事項，原因是釐定公平值本身的複雜程度，並需作出主觀判斷及估計。

貴集團的投資物業組合包括位於香港的零售、商業、工業及住宅物業，乃按公平值港幣18,171,015,000元列賬，佔貴集團於二零二三年十二月三十一日的總資產約87%，投資物業公平值虧損淨額港幣1,212,858,000元已於截至該日止年度的綜合損益及其他全面收入表內確認（見綜合財務報表附註17）。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及就此形成意見時處理。我們不會對這些事項提供單獨的意見。

How our audit addressed the key audit matter**我們在審計中處理關鍵審計事項的方式**

Our procedures in relation to the valuation of investment properties included:

- Evaluating the competence, capabilities, and objectivity of the Valuer and obtaining an understanding of the Valuer's scope of work and their terms of engagement;
- Evaluating the appropriateness of the Valuer's valuation approaches to assess if they meet the requirements of the HKFRSs and industry norms;

我們對投資物業估值進行的程序包括：

- 評估估值師的權能、能力及客觀性，並了解估值師的工作範圍及委聘條款；
- 評估估值師之估值方式是否適當，以評估其是否符合香港財務報告準則及行業慣例的規定；

INDEPENDENT AUDITOR'S REPORT

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Key Audit Matters (Continued)**Key audit matter (Continued)****關鍵審計事項(續)****Valuation of investment properties (Continued)****投資物業估值(續)**

The Group's investment properties are measured using the fair value model based on a valuation performed by an independent qualified professional valuer (the "Valuer"). As disclosed in notes 5 and 17 to the consolidated financial statements, in determining the fair values of the Group's completed investment properties, the Valuer has applied income capitalisation method or direct comparison method, as appropriate, for respective properties, which involves, inter-alia, certain estimates, including appropriate capitalisation rates, reversionary rental value and market transactions of comparable properties, as appropriate; whereas, in determining the fair values of the Group's investment properties under re-development, the Valuer has applied residual method which is dependent on the estimated gross development value, estimated cost of development and allowance of profit that duly reflected developer's risk associated with the development.

貴集團的投資物業乃根據獨立合資格專業估值師(「估值師」)進行的估值，採用公平值模式計量。誠如綜合財務報表附註5及17所披露，於釐定 貴集團已落成投資物業之公平值時，估值師已按各物業適用的情況應用收入資本化法或直接比較法，當中涉及(其中包括)適當資本化比率、復歸租值及可比較物業之市場交易(視適用情況而定)之若干估計。於釐定 貴集團之重建投資物業之公平值時，估值師已應用剩餘法，該方法取決於估計發展總值、估計發展成本及妥為反映發展商與發展項目相關之風險的溢利撥備。

關鍵審計事項(續)**How our audit addressed the key audit matter (Continued)****我們在審計中處理關鍵審計事項的方式(續)**

- Challenging the reasonableness and appropriateness of valuation models applied based on available market information and our knowledge of the property industry and whether the methodologies are consistent with those used in prior year; and
- Assessing the appropriateness and reasonableness of the key inputs used in the valuations, on a sample basis, based on evidence of comparable market transactions, existing tenancy profiles and other publicly available information of the property industry.
- 根據所得市場資料及我們對物業行業的認識，挑戰所應用估值模型的合理性及適當性，以及有關方法是否與過往年度所用者相符；及
- 根據可比的市場交易的證據、現有租約及房地產業的其他公開可得的資料，以抽樣的方式，評估在估值中所使用的主要數據的恰當性和合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters (Continued)**Key audit matter (Continued)****關鍵審計事項(續)****Assessment of the net realisable values of properties for sale**
評估待售物業之可變現淨值

We identified the assessment of the net realisable values of the Group's properties for sale (the "PFS") as a key audit matter due to the subjective management judgements and estimates involved in the determination of the net realisable value (the "NRV") of the PFS.

As disclosed in note 19 to the consolidated financial statements, the Group had PFS of HK\$1,381,903,000 as at 31 December 2023. The Group's assessment of the carrying values of PFS, being the lower of cost and NRV, takes into account the selling price ultimately expected to be realised, the estimated costs to completion of the PFS and costs necessary to make the sale.

The management of the Group determines the estimated selling price of the PFS with reference to the market valuation reports available from independent qualified professional valuers, which takes into account the prevailing real estate market conditions and prevailing market data on most recent sale transactions of similar properties.

Based on the management estimation of the NRV of the PFS and after taking into consideration the estimated costs necessary to make the sale, no write-down of PFS was considered necessary for the year ended 31 December 2023.

我們識別 貴集團的待售物業(「待售物業」)可變現淨值評估作為關鍵審計事項，原因是釐定待售物業的可變現淨值(「可變現淨值」)時涉及管理層主觀判斷及估計。

誠如綜合財務報表附註19所披露，貴集團於二零二三年十二月三十一日的待售物業為港幣1,381,903,000元。貴集團評估待售物業的賬面值(即成本及可變現淨值兩者中的較低者)時，會考慮最終預期變現的售價、待售物業的估計完工成本及進行銷售所需的成本。

貴集團管理層釐定待售物業的估計售價時，會參考獨立合資格專業估值師提供的市場估值報告內的當前市場數據，當中會考慮當前房地產市況及類似物業的最近銷售交易。

根據管理層對待售物業可變現淨值作出的估計，並經考慮進行銷售所需的估計成本後，我們認為於截至二零二三年十二月三十一日止年度毋須撇減待售物業。

關鍵審計事項(續)**How our audit addressed the key audit matter (Continued)****我們在審計中處理關鍵審計事項的方式(續)**

Our procedures in relation to the assessment of the NRV of the PFS included:

- Evaluating the competence, capabilities, and objectivity of the Valuer and obtaining an understanding of the Valuer's scope of work and their terms of engagement; and
- Assessing the reasonableness of the estimated selling price of the PFS estimated by the management with reference to the market valuation reports available from independent qualified professional valuers, on a sample basis, by comparing the estimated selling prices to the market prices less estimated costs necessary to make the sale achieved in the same projects or comparable properties, based on our knowledge of the Group's business and the real estate industry.

我們評估待售物業的可變現淨值時進行的程序包括：

- 評估估值師的權能、能力及客觀性，並了解估值師的工作範圍及委聘條款；及
- 根據我們對 貴集團業務及房地產行業的認識，透過比較估計售價與同一項目或可比較物業所達到的市價減去進行銷售所需的估計成本，抽樣評估管理層參考獨立合資格專業估值師提供的市場估值報告估計的待售物業估計售價是否合理。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include 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 Those Charged with Governance 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們須報告該事實。在這方面，我們沒有任何報告。

董事及管治層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》的披露規定擬備真實而公平的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

管治層負責監督 貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, 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 judgement 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.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照百慕達公司法第90條僅向閣下（作為整體）作出包括我們意見的核數師報告，除此之外別無其他目的。我們概不就本報告之內容，向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港核數準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港核數準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- 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.
- 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.

核數師就審計綜合財務報表承擔的責任(續)

- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督與執行。我們為審計意見承擔全部責任。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

We also provide those charged with governance 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 those charged with governance, 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 the independent auditor's report is Hung Suk Fan.

Deloitte Touche Tohmatsu*Certified Public Accountants*

Hong Kong

20 March 2024

核數師就審計綜合財務報表承擔的責任(續)

除其他事項外，我們與管治層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向管治層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅而採取的行動或相關的防範措施。

從與管治層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目合夥人為洪淑芬。

德勤•關黃陳方會計師行*執業會計師*

香港

二零二四年三月二十日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Revenue	收益			
Revenue from goods and services	貨品及服務收益		44,208	102,242
Rental income	租金收入		351,684	376,134
Total revenue	總收益	6	395,892	478,376
Cost of sales	銷售成本		(42,404)	(82,588)
Gross profit	毛利		353,488	395,788
Other income, gains and losses	其他收入、收益及虧損	7	437,888	52,776
Selling expenses	銷售費用		(2,254)	(3,629)
Administrative expenses	行政費用		(126,818)	(118,712)
Gain/(loss) on disposal of subsidiaries	出售附屬公司之收益／(虧損)	37	11,440	(788)
Net fair value loss on investment properties	投資物業公平值虧損淨額	17	(1,212,858)	(464,274)
Reversal of impairment loss on loan receivables	應收貸款減值虧損撥回	20	—	247
Finance costs	融資成本	9	(84,579)	(43,079)
Loss before income tax expense	除所得稅開支前虧損	10	(623,693)	(181,671)
Income tax expense	所得稅開支	13	(22,810)	(80,720)
Loss for the year	年內虧損		(646,503)	(262,391)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Other comprehensive income/ (expense) for the year, net of income tax	年內其他全面收入/ (開支)，扣除所得稅後		
	14		
<i>Item that will not be reclassified to profit or loss:</i>	<i>以下項目將不會重新分類 到損益：</i>		
Change in fair value of financial assets at fair value through other comprehensive income ("FVTOCI")	按公平值計入其他全面 收入(「按公平值計入 其他全面收入」)之財 務資產之公平值變動	3,036	(171)
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>以下項目其後可能重新分 類到損益：</i>		
Exchange loss on translation of foreign operations	換算海外業務之 匯兌虧損	(15,643)	(27,912)
Other comprehensive expense for the year, net of income tax	年內其他全面開支， 扣除所得稅後	(12,607)	(28,083)
Total comprehensive expense for the year	年內總全面開支	(659,110)	(290,474)
(Loss)/profit for the year attributable to:	應佔年內(虧損)/ 溢利：		
Owners of the Company	本公司擁有人	(646,511)	(268,201)
Non-controlling interests	非控股權益	8	5,810
		(646,503)	(262,391)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
綜合損益及其他全面收入表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Total comprehensive (expense)/income for the year attributable to:	應佔年內總全面(開支)/收入:			
Owners of the Company	本公司擁有人		(659,308)	(294,353)
Non-controlling interests	非控股權益		198	3,879
			(659,110)	(290,474)
Loss per share for loss attributable to owners of the Company for the year	本公司擁有人應佔年內虧損之每股虧損	16		
Basic	基本		HK\$港幣(2.28)元	HK\$港幣(0.95)元

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023 於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Investment properties	投資物業	17	18,171,015	19,374,605
Property, plant and equipment	物業、廠房及設備	18	114,714	122,528
Financial assets at FVTOCI	按公平值計入其他全面收入 之財務資產	21	43,006	39,656
Deposits paid for acquisition of properties	收購物業之已付訂金		—	9,251
Loan receivables	應收貸款	20	4,349	5,906
Total non-current assets	總非流動資產		18,333,084	19,551,946
Current assets	流動資產			
Properties for sale	待售物業	19	1,381,903	1,063,112
Trade and other receivables	貿易及其他應收款項	20	146,940	174,070
Financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益 (「按公平值計入損益」)之 財務資產	21	—	38,884
Short-term bank deposits	短期銀行存款	22	635,200	272,400
Cash and cash equivalents	現金及現金等價物	22	503,106	1,122,544
Total current assets	總流動資產		2,667,149	2,671,010
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	23	544,983	855,326
Contract liabilities	合約負債	24	189,382	120,568
Lease liabilities	租賃負債	25	16,921	20,912
Borrowings	借貸	26	585,072	87,728
Provision for income tax	所得稅撥備		121,123	121,631
Total current liabilities	總流動負債		1,457,481	1,206,165
Net current assets	淨流動資產		1,209,668	1,464,845
Total assets less current liabilities	總資產減流動負債		19,542,752	21,016,791

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023 於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Non-current liabilities	非流動負債			
Borrowings	借貸	26	931,727	1,686,799
Lease liabilities	租賃負債	25	21,003	29,703
Deferred tax liabilities	遞延稅項負債	27	130,160	124,655
Total non-current liabilities	總非流動負債		1,082,890	1,841,157
Net assets	淨資產		18,459,862	19,175,634
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	28	28,331	28,331
Reserves	儲備	29	18,429,908	19,145,878
			18,458,239	19,174,209
Non-controlling interests	非控股權益	35	1,623	1,425
Total equity	權益總額		18,459,862	19,175,634

The consolidated financial statements on pages 196 to 332 are authorised for issue by the board of directors on 20 March 2024 and are signed on behalf by:

第196至332頁之綜合財務報表於二零二四年三月二十日獲董事會授權刊發，並由以下董事代為簽署：

Chan Hing Tat
陳慶達
Director
董事

Chan Wai Ling
陳慧苓
Director
董事

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Operating activities	經營業務		
Loss before income tax expense	除所得稅開支前虧損	(623,693)	(181,671)
<i>Adjustments for:</i>	<i>就下列各項作出調整：</i>		
Interest income from financial assets at FVTPL	按公平值計入損益之財務資產之利息收入	(2,286)	(2,456)
Interest income from loan receivables	應收貸款利息收入	(596)	(533)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	77	—
Revaluation deficit on property, plant and equipment	物業、廠房及設備之重估虧損	120	120
Forfeiture of deposits income	沒收按金收入	(364,457)	—
Other interest income	其他利息收入	(54,556)	(25,162)
Interest expenses on borrowings	借貸利息支出	82,873	40,921
Interest expenses on lease liabilities	租賃負債利息支出	1,706	2,158
Depreciation of right-of-use assets	使用權資產折舊	3,248	7,206
Depreciation of other property, plant and equipment	其他物業、廠房及設備折舊	3,957	5,842
Reversal of impairment loss on loan receivables	應收貸款減值虧損撥回	—	(247)
Impairment loss on trade receivables, net of reversal	貿易應收款項減值虧損(扣除撥回)	659	119
Net fair value loss on investment properties	投資物業公平值虧損淨額	17	464,274
(Gain)/loss on disposal of subsidiaries and investment properties	出售附屬公司及投資物業之(收益)/虧損	37	432
Operating profit before working capital changes	營運資金轉變前之經營溢利	248,470	311,003
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少/(增加)	26,176	(23,770)
Increase in properties for sale	待售物業增加	(327,600)	(188,821)
Decrease in restricted bank deposits	受限制銀行存款減少	—	16,110
Increase/(decrease) in trade and other payables	貿易及其他應付款項增加/(減少)	10,609	(9,339)
Increase in contract liabilities	合約負債增加	68,814	73,382
Net cash generated from operations	業務所得現金淨額	26,469	178,565
Income tax paid	已付所得稅	(17,362)	(75,171)
<i>Net cash generated from operating activities</i>	<i>經營業務所得現金淨額</i>	9,107	103,394

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Investing activities			
投資活動			
Purchase of financial assets at FVTOCI		(311)	(11,182)
購買按公平值計入其他全面收入之財務資產			
Purchases of financial assets at FVTPL		(265,272)	(563,580)
購買按公平值計入損益之財務資產			
Proceed from disposal of financial assets at FVTPL		302,564	526,972
出售按公平值計入損益之財務資產所得款項			
Placement of short-term bank deposits		(2,995,627)	(2,220,504)
存放短期銀行存款			
Withdrawal of short-term bank deposits		2,632,827	2,199,285
提取短期銀行存款			
Repayment from loan receivables		1,852	12,157
應收貸款還款			
Additions to property, plant and equipment		—	(400)
增添物業、廠房及設備			
Proceeds from disposal of investment properties		149,821	6,827
出售投資物業所得款項			
Deposits refund for acquisitions of properties		—	7,240
收購物業之退還訂金			
Payment to acquire and construction of investment properties		(160,886)	(43,517)
收購及建設投資物業之付款			
Net cash inflows from disposal of subsidiaries	37	35,430	123,168
出售附屬公司之現金流入淨額			
Interest received from financial assets at FVTPL		2,286	2,456
按公平值計入損益之財務資產之已收利息			
Interest received from loan receivables		596	533
應收貸款已收利息			
Other interest received		54,556	25,162
其他已收利息			
Deposits received on disposal of subsidiaries		43,200	319,382
出售附屬公司之已收按金			
Deposit received on disposal of an investment property		305	—
出售投資物業之已收按金			
<i>Net cash (used in)/generated from investing activities</i>		(198,659)	383,999
<i>投資活動(所用)/所得現金淨額</i>			

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Financing activities	融資活動		
Repayments of bank loans	償還銀行貸款	(685,728)	(2,222,697)
Bank loans raised	籌集銀行貸款	428,000	2,125,723
Interest paid on borrowings	已付借貸利息	(82,873)	(40,921)
Interest paid on lease liabilities	已付租賃負債利息	(1,706)	(2,158)
Repayment of lease liabilities	償還租賃負債	(24,393)	(21,394)
Final dividends paid	已付末期股息	(56,662)	(56,662)
Dividend paid to minority interest	已付少數權益股息	—	(18,930)
<i>Net cash used in financing activities</i>	<i>融資活動所用現金淨額</i>	(423,362)	(237,039)
(Decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加	(612,914)	250,354
Cash and cash equivalents as at 1 January	於一月一日之現金及現金等價物	1,122,544	885,358
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(6,524)	(13,168)
Cash and cash equivalents as at 31 December	於十二月三十一日之現金及現金等價物	503,106	1,122,544

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益		
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元
As at 1 January 2023	於二零二三年一月一日	28,331	690,811	295
Loss for the year	年內虧損	—	—	—
Other comprehensive income/(expense)	其他全面收入／(開支)			
Change in fair value of financial assets at FVTOCI	按公平值計入其他全面收入之財務資產 之公平值變動	—	—	—
Exchange loss on translation of foreign operations	換算海外業務之匯兌虧損	—	—	—
Total comprehensive income/(expense) for the year	年內總全面收入／(開支)	—	—	—
Proposed final and special dividends for 2023 (note 15(a))	建議二零二三年末期及特別股息 (附註15(a))	—	—	—
Final dividends paid for 2022 (note 15(b))	已付二零二二年末期股息 (附註15(b))	—	—	—
As at 31 December 2023	於二零二三年十二月三十一日	28,331	690,811	295

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

Equity attributable to owners of the Company 本公司擁有人應佔權益							
Investment revaluation reserve 投資重估 儲備 HK\$'000 港幣千元	Retained profits 保留溢利 HK\$'000 港幣千元	Exchange reserve 匯兌儲備 HK\$'000 港幣千元	Special reserve 特別儲備 HK\$'000 港幣千元	Proposed final and special dividends 建議末期及 特別股息 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元	Non- controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 權益總額 HK\$'000 港幣千元
388	18,420,614	(24,740)	1,848	56,662	19,174,209	1,425	19,175,634
—	(646,511)	—	—	—	(646,511)	8	(646,503)
3,036	—	—	—	—	3,036	—	3,036
—	—	(15,833)	—	—	(15,833)	190	(15,643)
3,036	(646,511)	(15,833)	—	—	(659,308)	198	(659,110)
—	(283,309)	—	—	283,309	—	—	—
—	—	—	—	(56,662)	(56,662)	—	(56,662)
3,424	17,490,794	(40,573)	1,848	283,309	18,458,239	1,623	18,459,862

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益		
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元
As at 1 January 2022	於二零二二年一月一日	28,331	690,811	295
Loss for the year	年內虧損	—	—	—
Other comprehensive (expense)/income	其他全面(開支)/收入			
Change in fair value of financial assets at FVTOCI	按公平值計入其他全面收入之財務資產 之公平值變動	—	—	—
Exchange loss on translation of foreign operations	換算海外業務之匯兌虧損	—	—	—
Total comprehensive (expense)/income for the year	年內總全面(開支)/收入	—	—	—
Proposed final dividends for 2022 (note 15(a))	建議二零二二年末期股息 (附註15(a))	—	—	—
Dividends paid to non-controlling interest	已付非控股權益股息	—	—	—
Final dividends paid for 2021 (note 15(b))	已付二零二一年末期股息 (附註15(b))	—	—	—
As at 31 December 2022	於二零二二年十二月三十一日	28,331	690,811	295

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

Investment revaluation reserve 投資重估 儲備 HK\$'000 港幣千元	Equity attributable to owners of the Company 本公司擁有人應佔權益					Non-controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 權益總額 HK\$'000 港幣千元
	Retained profits 保留溢利 HK\$'000 港幣千元	Exchange reserve 匯兌儲備 HK\$'000 港幣千元	Special reserve 特別儲備 HK\$'000 港幣千元	Proposed final dividends 建議末期 股息 HK\$'000 港幣千元	Total		
559	18,745,477	1,241	1,848	56,662	19,525,224	16,476	19,541,700
—	(268,201)	—	—	—	(268,201)	5,810	(262,391)
(171)	—	—	—	—	(171)	—	(171)
—	—	(25,981)	—	—	(25,981)	(1,931)	(27,912)
(171)	(268,201)	(25,981)	—	—	(294,353)	3,879	(290,474)
—	(56,662)	—	—	56,662	—	—	—
—	—	—	—	—	—	(18,930)	(18,930)
—	—	—	—	(56,662)	(56,662)	—	(56,662)
388	18,420,614	(24,740)	1,848	56,662	19,174,209	1,425	19,175,634

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

1. General Information

Soundwill Holdings Limited (the “Company”) is a limited liability company incorporated and domiciled in Bermuda. The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 34 to the consolidated financial statements. The Company and its subsidiaries (the “Group”) is principally engaged in property development, property leasing and provision of building management services.

The directors of the Company (the “Directors”) consider the Company’s ultimate holding party to be a discretionary trust (the “Trust”), which Madam Foo Kam Chu Grace, executive director of the Company, and her family members (including Ms. Chan Wai Ling, executive director of the Company) are the beneficiaries of the Trust.

1. 一般資料

金朝陽集團有限公司(「本公司」)為於百慕達註冊成立與登記之有限公司，本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司股份在香港聯合交易所有限公司(「聯交所」)上市。

本公司主要業務為投資控股，其附屬公司之主要業務載於綜合財務報表附註34。本公司及其附屬公司(「本集團」)主要從事物業發展、物業租賃及提供樓宇管理服務。

本公司董事(「董事」)認為本公司之最終控股方為一項全權信託(「該信託」)，而本公司執行董事傅金珠女士及其家族成員(包括本公司執行董事陳慧苓小姐)為該信託之受益人。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

2.1 於本年度強制生效之新訂及經修訂香港財務報告準則

於本年度，本集團編製綜合財務報表時首度應用自二零二三年一月一日或之後開始之年度期間強制生效的下列香港會計師公會(「香港會計師公會」)頒佈的新訂及經修訂香港財務報告準則：

香港財務報告準則第17號(包括二零二零年十月及二零二二年二月之香港財務報告準則第17號之修訂)	保險合約
香港會計準則第8號之修訂	會計估計之定義
香港會計準則第12號之修訂	與單一交易產生之資產及負債相關的遞延稅項
香港會計準則第12號之修訂	國際稅項改革 – 支柱二規範範本
香港會計準則第1號及香港財務報告準則實務說明第2號之修訂	會計政策之披露

除下述者外，於本年度應用新訂及經修訂香港財務報告準則對本集團本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載的披露事項並無產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

The Group has applied the amendments for the first time in the current year. HKAS 1 *Presentation of Financial Statements* is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

應用香港會計準則第1號及香港財務報告準則實務說明第2號之修訂「會計政策之披露」的影響

本集團於本年度首次應用該等修訂。香港會計準則第1號*財務報表之呈列*已予修訂，以將「主要會計政策」一詞全部替換為「重大會計政策資料」。倘會計政策資料與實體財務報表所載之其他資料一併考慮時，可合理預期會影響通用財務報表主要用戶基於該等財務報表所作之決定，有關會計政策資料則屬重大。

該等修訂亦釐清，即使有關金額並不重大，會計政策資料亦可能因關聯交易、其他事件或條件之性質而屬重大。然而，並非所有與重大交易、其他事件或條件相關之會計政策資料本身均屬重大。倘實體選擇披露並不重大之會計政策資料，有關資料不得掩蓋重大會計政策資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies (Continued)

HKFRS Practice Statement 2 *Making Materiality Judgements* (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in note 4 to the consolidated financial statements.

Impacts on application of Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The Group has applied the amendments for the first time in the current year. The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 *Income Taxes* (“HKAS 12”) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

The application of the amendments has had no material impact on the Group’s financial position and performance.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

應用香港會計準則第1號及香港財務報告準則實務說明第2號之修訂「會計政策之披露」的影響(續)

香港財務報告準則實務說明第2號作出重要性判斷(「實務說明」)亦有所修訂，以闡明實體如何將「四步重要性程序」應用於會計政策披露及判斷會計政策相關資料對其財務報表而言是否屬重大。實務說明內添加了指引和實例。

應用該等修訂概無對本集團之財務狀況及表現造成重大影響，但影響了本集團載於綜合財務報表附註4之會計政策之披露。

應用香港會計準則第12號之修訂「與單一交易產生之資產及負債相關的遞延稅項」的影響

本集團於本年度首次應用該等修訂。該等修訂收窄了香港會計準則第12號「所得稅」(「香港會計準則第12號」)第15及24段有關遞延稅項負債及遞延稅項資產確認例外情況的範圍，使其不再適用於初次確認時會導致應課稅及可扣減暫時性差額相等的交易。

應用該等修訂概無對本集團之財務狀況及表現造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 12 Income Taxes International Tax Reform – Pillar Two model Rules

The Group has applied the amendments for the first time in the current year. HKAS 12 is amended to add the exception to recognising and disclosing information about deferred tax assets and liabilities that are related to tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development (the “Pillar Two legislation”). The amendments require that entities apply the amendments immediately upon issuance and retrospectively. The amendments also require that entities to disclose separately its current tax expense/income related to Pillar Two income taxes in periods which the Pillar Two legislation is in effect, and the qualitative and quantitative information about its exposure to Pillar Two income taxes in periods in which the Pillar Two legislation is enacted or substantially enacted but not yet in effect in annual reporting periods beginning on or after 1 January 2023.

The Group is yet to apply the temporary exception during the current year because the Group’s entities are operating in jurisdictions which the Pillar Two legislation has not yet been enacted or substantially enacted. The Group will disclose known or reasonably estimable information that helps users of financial statements to understand the Group’s exposure to Pillar Two income taxes in the Group’s annual consolidated financial statements when the Pillar Two legislation is enacted or substantially enacted and will disclose separately current tax expense/income related to Pillar Two income taxes when it is in effect.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

應用香港會計準則第12號之修訂「所得稅國際稅項改革 – 支柱二規範範本」的影響

本集團於本年度首次應用該等修訂。香港會計準則第12號作修訂以加入確認及披露為實施經濟合作暨發展組織公佈之支柱二規範範本(「支柱二立法」)已頒佈或實質上已頒佈的稅法有關之遞延稅項資產及負債之資料之例外處理。該等修訂要求各實體於頒佈後立即應用該等修訂並追溯實施。該等修訂亦要求，對於二零二三年一月一日或之後開始的年度報告期間，單獨披露於支柱二立法生效期間與支柱二所得稅相關的即期稅項開支／收入，以及於支柱二立法已頒佈或實質上已頒佈但尚未生效期間其所面臨支柱二所得稅風險相關的定性及定量資料。

由於本集團實體於尚未頒佈或實質上尚未頒佈支柱二立法的司法權區經營，故本集團尚未於本年度應用臨時例外情況。本集團將於已頒佈或實質頒佈支柱二立法時在本集團的年度綜合財務報表中披露已知或可合理估計的資料，以幫助財務報表使用者了解本集團所面臨的支柱二所得稅風險，並將在支柱二立法生效時單獨披露與支柱二所得稅相關的即期稅項開支／收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.2 Amendments to HKFRSs in issue but not yet effective

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

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈惟尚未生效的經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效的經修訂香港財務報告準則：

香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間之資產出售或投入 ¹
香港財務報告準則第16號之修訂	售後租回之租賃負債 ²
香港會計準則第1號之修訂	負債分類為流動或非流動及相關香港詮釋第5號的修訂(二零二零年) ²
香港會計準則第1號之修訂	附帶契諾之非流動負債 ²
香港會計準則第7號及香港財務報告準則第7號之修訂	供應商融資安排 ²
香港會計準則第21號之修訂	缺乏可交換性 ³

¹ 於待定日期或之後開始之年度期間生效。

² 於二零二四年一月一日或之後開始之年度期間生效。

³ 於二零二五年一月一日或之後開始之年度期間生效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.2 Amendments to HKFRSs in issue but not yet effective (Continued)

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognizes the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈惟尚未生效的經修訂香港財務報告準則(續)

除下文所述之香港財務報告準則修訂外，本公司董事預期，於可預見未來應用全部其他經修訂香港財務報告準則對綜合財務報表並無重大影響。

香港會計準則第1號之修訂「負債分類為流動或非流動及相關香港詮釋第5號的修訂(二零二零年)」「二零二零年修訂」及香港會計準則第1號之修訂「附帶契諾之非流動負債」(二零二二年修訂)」

該等二零二零年修訂為評估將結清負債期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為即期或非即期，當中包括：

- 澄清倘負債具有若干條款，可由對手方選擇透過轉讓實體本身的股本工具進行結清，僅當實體應用香港會計準則第32號 *金融工具：呈列*，將選擇權單獨確認為股本工具時，該等條款不影響將其分類為即期或非即期。
- 訂明負債應基於報告期末存在的權利分類為即期或非即期。具體而言，有關修訂澄清該分類不受管理層在十二個月內結清負債的意圖或預期所影響。

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2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.2 Amendments to HKFRSs in issue but not yet effective (Continued)

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if an entity classifies liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 31 December 2023, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group’s liabilities.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈惟尚未生效的經修訂香港財務報告準則(續)

對於以遵從契約為條件的自報告日起至少延遲12個月結算的權利，二零二零年修訂引入的要求已被二零二二年修訂所修訂。二零二二年修訂訂明只有實體必須在報告期末或以前遵從的契約，才會影響實體將結清負債期限延遲至報告日期後最少十二個月的權利。只在報告期後才必須遵從的契約不會影響有關權利在報告期末是否存在。

此外，二零二二年修訂訂明下列資料的披露要求，即倘實體必須在報告期後十二個月內遵從契約方能享有延遲結清負債的權利，並且實體將貸款安排產生的負債歸類為非即期負債，則有關資料有助財務報表使用者了解負債可能在報告期後十二個月內變成應付的風險。

二零二二年修訂亦將應用二零二零年修訂的生效日期遞延至二零二四年一月一日或之後開始的年度報告期間。二零二二年修訂連同二零二零年修訂適用於二零二四年一月一日或之後開始的年度報告期間，並容許提前應用。倘實體在二零二二年修訂頒佈後的較早期間應用二零二零年修訂，則該實體亦應於該期間應用二零二二年修訂。

根據本集團於二零二三年十二月三十一日的未償還負債，應用二零二零年修訂及二零二二年修訂不會令本集團負債被重新分類。

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3. Basis of Preparation

3.1 Statement of Compliance

The consolidated financial statements on pages 196 to 332 have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

3.2 Functional and Presentation Currency

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

4. Summary of Material Accounting Policy Information

4.1 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries.

Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

3. 編製基準

3.1 合規聲明

第196至332頁之綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則而編製。就編製綜合財務報表而言，倘有關資料合理預期會影響主要用戶作出的決定，則有關資料被視為重大。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例所規定之適用披露。

3.2 功能及呈列貨幣

綜合財務報表乃以港幣（「港幣」）呈列，而港幣亦為本公司之功能貨幣。

4. 重大會計政策資料概要

4.1 綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。

倘本公司達成以下條件，即取得控制權：

- 有權控制被投資方；
- 對其參與被投資方之浮動回報享有承擔或權利；及
- 能運用對被投資方之權力以影響其所得回報。

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4. Summary of Material Accounting Policy Information (Continued)

4.1 Basis of Consolidation (Continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

4. 重大會計政策資料概要(續)

4.1 綜合基準(續)

倘有事實及情況顯示上列三項控制元素中有一項或多項元素有變，本集團則重新評估其是否對被投資方擁有控制權。

當本集團取得附屬公司之控制權時，附屬公司即開始綜合入賬；當本集團失去對附屬公司之控制權時，附屬公司則不再綜合入賬。具體而言，年內所收購或所出售附屬公司之收入及開支，乃自本集團取得控制權當日起至本集團不再控制附屬公司當日止計入綜合損益及其他全面收入表。

損益及各其他全面收入項目乃歸屬於本公司擁有人及非控股權益。附屬公司之總全面收入乃歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘亦如是。

必要時會對附屬公司之財務報表作出調整，以使其會計政策符合本集團之會計政策。

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4. Summary of Material Accounting Policy Information (Continued)

4.1 Basis of Consolidation (Continued)

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs).

4. 重大會計政策資料概要(續)

4.1 綜合基準(續)

與本集團成員公司之間交易有關之所有集團內公司間資產及負債、權益、收入、開支及現金流量會於綜合賬目時全數對銷。

於附屬公司之非控股權益與本集團於當中之權益分開呈列，指賦予其持有人權利於清盤時按比例分佔相關附屬公司淨資產之現時擁有權益。

本集團於現有附屬公司之權益變動

倘本集團失去附屬公司之控制權，則取消確認該附屬公司及非控股權益(如有)之資產及負債。收益或虧損會在損益中確認，並按下列兩者之差額計算：(i)所收取代價之公平值與任何保留權益之公平值之總額，與(ii)本公司擁有人應佔該附屬公司之資產(包括商譽)及負債之賬面值。過往就該附屬公司在其他全面收入確認之所有金額，會以猶如本集團已直接出售附屬公司之相關資產或負債之方式入賬(即重新分類至損益或轉撥至適用香港財務報告準則訂明/允許之其他權益類別)。

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4. Summary of Material Accounting Policy Information (Continued)

4.2 Investment Properties

Investment properties are properties held to earn rental income and/or for capital appreciation (including properties under construction or held for future development for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the properties) is included in profit or loss in the period in which the property is derecognised.

4.3 Property, Plant and Equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes.

Buildings held for own use are stated at revalued amount, being their fair value at the date of the revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

4. 重大會計政策資料概要(續)

4.2 投資物業

投資物業是指為賺取租金收入及／或資本增值而持有之物業(包括為該等目的之在建或持作未來發展之物業)。

投資物業乃按成本(包括任何直接應佔開支)初步計量。經首次確認後，投資物業按公平值計量，經調整以排除任何預付或應計經營租賃收入。

投資物業公平值變動所產生之收益或虧損於產生期間計入損益。

在建投資物業產生之建設成本予以資本化為在建投資物業之賬面值一部分。

投資物業於出售或當投資物業永久棄置或預期不會自出售獲取任何未來經濟利益時取消確認。取消確認物業時產生之任何盈虧(按淨出售所得款項及物業賬面值之差額計算)於取消確認物業期間納入損益。

4.3 物業、廠房及設備

物業、廠房及設備為持有以供生產或供應商品或服務，或作行政用途的有形資產。

持作自用之樓宇按重估金額列賬，即其於重估日期之公平值減任何其後累計折舊及其後累計減值虧損。

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4. Summary of Material Accounting Policy Information (Continued)

4.3 Property, Plant and Equipment (Continued)

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as right-of-use assets included in “property, plant and equipment” in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Any revaluation increase arising from revaluation of buildings is recognised in other comprehensive income and accumulated in asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognise in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of property, plant and equipment is recognised in profit or loss to the extent that it exceeds the balance, if any, on the asset revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

Other items of property, plant and equipment, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and any accumulated impairment losses, if any.

4. 重大會計政策資料概要(續)

4.3 物業、廠房及設備(續)

當本集團就於物業的擁有權權益(包括租賃土地及樓宇部分)付款時，全部代價於租賃土地及樓宇部分之間按初始確認時的相對公平值的比例分配。在相關付款可作可靠分配的情況下，租賃土地權益於綜合財務狀況表中呈列為計入「物業、廠房及設備」的使用權資產，惟按公平值模式分類及入賬為投資物業者除外。當代價無法在相關租賃土地的非租賃樓宇部分及未分割權益之間可靠分配時，整項物業分類為物業、廠房及設備。

重估樓宇產生的任何重估增值會於其他全面收入確認及於資產重估儲備中累計，惟撥回同一資產先前已於損益中確認之重估減值情況則除外，在此情況下，有關增值計入損益內，惟以先前列支之減值為限。重估物業、廠房及設備產生之賬面淨值減少會於損益內確認，惟以其超出該資產先前所作重估之相關資產重估儲備之餘額(如有)為限。其後出售或報廢已重估資產時，應佔重估盈餘轉撥至保留溢利。

其他物業、廠房及設備項目乃按成本減其後累計折舊及任何累計減值虧損(如有)於綜合財務狀況表列賬。

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4. Summary of Material Accounting Policy Information (Continued)

4.3 Property, Plant and Equipment (Continued)

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing and capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Depreciation is recognised so as to write off the cost or valuation of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method.

The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

4. 重大會計政策資料概要(續)

4.3 物業、廠房及設備(續)

物業、廠房及設備之成本包括其購買價及收購項目直接應佔成本。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本，以及(就合資格資產而言)按本集團會計政策予以資本化的借貸成本。該等資產按與其他物業資產相同的基準，於該等資產可投入作擬定用途時開始計提折舊。其後成本計入資產之賬面值或於適當時確認為獨立資產，惟前提為有關該項目之未來經濟利益很可能流入本集團及該項目之成本能可靠計算。所有其他成本(如維修及保養)在其產生之財政期間內於損益中確認為開支。

折舊按物業、廠房及設備之估計可用期採用直線法確認為撇銷其成本或估值減剩餘價值。

估計可用期、剩餘價值及折舊方法須於各報告期末進行檢討，而任何估計變動之影響會按未來基準入賬。

倘資產之賬面值高於其估計可收回金額，則資產即時撇減至其可收回金額。

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4. Summary of Material Accounting Policy Information (Continued)

4.3 Property, Plant and Equipment (Continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

4.4 Impairment of Property, Plant and Equipment

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

4. 重大會計政策資料概要(續)

4.3 物業、廠房及設備(續)

物業、廠房及設備項目會在出售時或預期不會因繼續使用資產而產生未來經濟利益時取消確認。物業、廠房及設備項目的出售或廢棄所產生之任何盈虧釐定為出售所得款項與資產賬面值之差額，在損益中確認。

4.4 物業、廠房及設備減值

於報告期末，本集團審閱物業、廠房及設備之賬面值，以釐定有否任何跡象顯示該等資產已出現減值虧損。如有任何該等跡象，則估計有關資產之可收回金額，以釐定減值虧損(如有)之程度。

物業、廠房及設備之可收回金額會個別估計。倘無法個別估計可收回金額，本集團則估計資產所屬現金產生單位之可收回金額。

於進行現金產生單位的減值測試時，倘能建立合理一致的分配基準，企業資產會獲分配至相關現金產生單位，否則會按可建立的合理且一致的分配基準分配至最小的現金產生單位組別。可收回金額按企業資產所屬現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別的賬面值作比較。

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4. Summary of Material Accounting Policy Information (Continued)

4.4 Impairment of Property, Plant and Equipment (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units.

An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

4. 重大會計政策資料概要(續)

4.4 物業、廠房及設備減值(續)

可收回金額為公平值減出售成本與使用價值兩者中之較高者。評估使用價值時，會使用可反映市場當前對貨幣時間價值及未調整未來現金流量估計之資產(或現金產生單位)之特有風險所作評估之稅前折現率，將估計未來現金流量折現至其現值。

倘估計資產(或現金產生單位)之可收回金額少於其賬面值，則資產(或現金產生單位)之賬面值將調減至其可收回金額。就未能按合理一致基準分配至現金產生單位的企業資產或一部分企業資產而言，本集團會將一組現金產生單位的賬面值(包括分配至該現金產生單位組別的企業資產或一部分企業資產的賬面值)與該組現金產生單位的可收回金額作比較。分配減值虧損時，減值虧損首先分配以調減任何商譽(倘適用)之賬面值，然後按比例根據該單位或現金產生單位組別各資產之賬面值分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高者。原應分配至該資產之減值虧損金額會按比例分配至該單位或現金產生單位組別之其他資產。

減值虧損即時於損益中確認，除非有關資產根據其他準則按重估金額列賬，則在該情況下，減值虧損乃根據該準則作為重估減值處理。

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4. Summary of Material Accounting Policy Information (Continued)

4.4 Impairment of Property, Plant and Equipment (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

4.5 Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

4. 重大會計政策資料概要(續)

4.4 物業、廠房及設備減值(續)

倘減值虧損其後撥回，該資產(或現金產生單位或一組現金產生單位)之賬面值增加至其可收回金額之修訂估計，惟所增加之賬面值不得超過該資產(或現金產生單位或一組現金產生單位)於過往年度並無確認減值虧損時原應釐定之賬面值。減值虧損撥回即時於損益確認，除非相關資產根據另一項準則按重估金額列賬，在此情況下，減值虧損撥回則按該準則視作重估增值處理。

4.5 租賃

租賃之定義

凡於一段時期內將控制已識別資產用途之權利出讓以換取代價之合約，均屬於或包括一項租賃。

對於初步應用香港財務報告準則第16號當日或之後訂立或修訂或因業務合併產生之合約，本集團會於訂立、修訂或收購日期(倘適用)根據香港財務報告準則第16號下之定義評估合約是否屬於或包含租賃。除非合約之條款及條件其後有所改動，否則不會重新評估有關合約。

作為實際權宜情況，當本集團合理預期對綜合財務報表之影響不會與組合內之個別租賃出現重大差異時，具有類似特點之租賃則會按組合基準入賬。

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4. Summary of Material Accounting Policy Information (Continued)

4.5 Leases (Continued)

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of car parks and office premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and

4. 重大會計政策資料概要(續)

4.5 租賃(續)

本集團作為承租人

將代價分配至合約組成部分

對於包含一個租賃組成部分以及一個或以上額外租賃或非租賃組成部分的合約，本集團根據租賃組成部分之相對獨立價格及非租賃組成部分之獨立價格總額，將合約代價分配至各租賃組成部分。

本集團應用可行權宜方法不將非租賃組成部分與租賃組成部分分開，而是將租賃組成部分及任何相關非租賃組成部分作為單一租賃組成部分入賬。

短期租賃及低價值資產租賃

本集團對租期由開始日期起計12個月或以下且不含購買選擇權的停車位及辦公室物業，應用短期租賃確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃之租賃付款在租期內按直線法確認為開支。

使用權資產

使用權資產之成本包括：

- 租賃負債之初始計量金額；
- 於開始日期或之前作出的任何租賃付款減任何已收租賃優惠；
- 本集團產生之任何初始直接成本；及

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4. Summary of Material Accounting Policy Information (Continued)

4.5 Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets in “property, plant and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

4. 重大會計政策資料概要(續)

4.5 租賃(續)

本集團作為承租人(續)

使用權資產(續)

- 本集團拆除及移除相關資產、修復相關資產位處之地盤或將相關資產修復至租賃條款及條件所要求之狀況將予產生之成本估計。

使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

本集團合理確定可於租期結束時取得相關租賃資產擁有權之使用權資產，乃由開始日期起至可用期完結止計提折舊。否則，使用權資產會按其估計可用期及租期兩者中之較短者，以直線法計提折舊。

本集團將使用權資產列入「物業、廠房及設備」，即呈列相應相關資產(倘擁有)之同一項目。

可退還租金按金

已付可退還租金按金乃根據香港財務報告準則第9號入賬，初步按公平值計量。於初始確認時作出之公平值調整，視為額外租賃付款，並計入使用權資產成本。

租賃負債

本集團於租賃開始日期，按該日尚未支付之租賃付款現值確認及計量租賃負債。計算租賃付款現值時，倘無法輕易確定租賃隱含之利率，本集團則使用於租賃開始日期之增量借貸利率。

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4. Summary of Material Accounting Policy Information (Continued)

4.5 Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

4. 重大會計政策資料概要(續)

4.5 租賃(續)

本集團作為承租人(續)

租賃負債(續)

租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠。

在開始日期後，租賃負債會按利息增值及租賃付款予以調整。

倘租期有變或對行使購買選擇權之評估有變(在此情況下，則於重估日期使用經修訂折現率折現經修訂之租賃付款，以重新計量相關租賃負債)，本集團會重新計量租賃負債(並對相關使用權資產作出相應調整)。

本集團在綜合財務狀況表中將租賃負債作為單獨的項目呈列。

租賃修訂

本集團會在以下情況將租賃修訂入賬作為獨立租賃：

- 有關修訂加入了一項或多項相關資產之使用權，令租賃範圍擴大；及
- 租賃代價增加，增加金額相當於擴大範圍對應之獨立價格，加上按照特定合約情況對該獨立價格作出之任何適當調整。

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4. Summary of Material Accounting Policy Information (Continued)

4.5 Leases (Continued)

The Group as a lessor

Classification and measurement of leases

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

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15") to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

4. 重大會計政策資料概要(續)

4.5 租賃(續)

本集團作為出租人

租賃的分類及計量

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款實質上將與相關資產所有權相關的所有風險及報酬轉讓給承租人時，該項合約被歸類為融資租賃。所有其他租賃應歸類為經營租賃。

經營租賃的租金收入在相關租賃期限內按照直線法於損益確認。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支，惟按公平值模式下計量的投資物業除外。

本集團日常業務過程產生之租金收入乃呈列為收益。

將代價分配至合約的組成部分

當合約同時包含租賃及非租賃組成部分時，本集團會採用香港財務報告準則第15號「客戶合約的收入」(「香港財務報告準則第15號」)，將合約的代價分配至租賃及非租賃組成部分。非租賃組成部分將根據其相對獨立銷售價格與租賃組成部分分開。

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4. Summary of Material Accounting Policy Information (Continued)

4.5 Leases (Continued)

The Group as a lessor (Continued)

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

4.6 Financial Instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

4. 重大會計政策資料概要(續)

4.5 租賃(續)

本集團作為出租人(續)

可退還租金按金

已收的可退還租金按金根據香港財務報告準則第9號進行核算，並且按公平值進行初始計量。初始確認時的公平值調整視為承租人的額外租賃付款。

租賃修訂

不屬於原始條款和條件的租約代價變更將作為租賃修訂處理，包括通過寬免或減少租金提供的租賃優惠。

由修訂生效日期起，本集團將經營租賃的修訂列作新租賃入賬，當中將與原有租賃相關的任何預付或應計租賃款項，視作新租賃的部分租賃款項。

4.6 財務工具

財務資產及財務負債乃在集團實體成為工具合約條文之訂約方時確認。所有按一般方式買賣之財務資產乃按交易日基準確認及取消確認。按一般方式買賣指規定於按市場規則或慣例設定之時限內交付資產之財務資產買賣。

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

4.6.1 Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

財務資產及財務負債初步按公平值計量，惟由客戶合約產生之貿易應收款項則根據香港財務報告準則第15號初步計量。因收購或發行財務資產及財務負債(不包括按公平值計入損益之財務資產或財務負債)而直接產生之交易成本，於初步確認時於該等財務資產或財務負債之公平值中計入或扣除(視適用情況而定)。因收購按公平值計入損益之財務資產或財務負債而直接產生之交易成本，乃即時於損益確認。

實際利率法為計算財務資產或財務負債攤銷成本及於有關期間內分配利息收入及利息開支之方法。實際利率為於財務資產或財務負債之預計年期或(如適當)較短期間內，將估計未來現金收入及付款準確貼現至初步確認時之賬面淨值之利率(包括構成實際利率組成部分之所有已付或已收費用及點子、交易成本及其他溢價或折讓)。

4.6.1 財務資產

財務資產之分類及其後計量

符合以下條件之財務資產其後按攤銷成本計量：

- 財務資產在以收回合約現金流量為目的之業務模式下持有；及
- 合約條款於特定日期產生完全用作支付本金及未償還本金利息之現金流量。

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

4. Summary of Material Accounting Policy Information (Continued)**4.6 Financial Instruments (Continued)****4.6.1 Financial assets (Continued)**

Classification and subsequent measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

4. 重大會計政策資料概要(續)**4.6 財務工具(續)****4.6.1 財務資產(續)**

財務資產之分類及其後計量(續)

符合以下條件之財務資產其後按公平值計入其他全面收入計量：

- 財務資產在透過出售及收回合約現金流量達到目的之業務模式下持有；及
- 合約條款於特定日期產生完全用作支付本金及未償還本金利息之現金流量。

所有其他財務資產其後按公平值計入損益計量，惟於初步確認財務資產日期，倘該股本投資既非持作買賣亦非收購方在香港財務報告準則第3號「業務合併」適用之業務合併中確認之或然代價，本集團則可不可撤回地選擇於其他全面收入（「其他全面收入」）呈列股本投資公平值之其後變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income, gains and losses line item in profit or loss.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

攤銷成本及利息收入

就其後按攤銷成本計量之財務資產而言，利息收入乃採用實際利率法確認。利息收入乃於財務資產之賬面總值應用實際利率計量，惟其後出現信貸減值之財務資產除外(見下文)。就其後出現信貸減值之財務資產而言，利息收入乃自下一報告期起對財務資產之攤銷成本應用實際利率確認。倘出現信貸減值之財務工具之信貸風險有所改善，以致財務資產不再出現信貸減值，則自確定資產不再出現信貸減值後之報告期開始起，對財務資產之賬面總值應用實際利率確認利息收入。

指定按公平值計入其他全面收入之權益工具

按公平值計入其他全面收入之權益工具投資其後按公平值計量，公平值變動產生之收益及虧損於其他全面收入確認，並於投資重估儲備累計，無須進行減值評估。累計收益或虧損將不會重新分類至出售股本投資之損益，並會轉撥至保留溢利。

來自該等權益工具投資之股息在本集團收取股息之權利確立時於損益確認，但如有關股息明顯為收回投資之部分成本則屬例外。股息計入損益內之其他收入、收益及虧損一項。

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綜合財務報表附註

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of the reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other income, gains and losses” line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, loan receivables, short-term bank deposits and cash and cash equivalents) and financial guarantee contracts which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

按公平值計入損益之財務資產倘財務資產不符合按攤銷成本計量或按公平值計入其他全面收入或指定為按公平值計入其他全面收入之準則，則按公平值計入損益計量。

按公平值計入損益之財務資產於報告期末按公平值計量，並在損益中確認任何公平值收益或虧損。於損益確認之盈虧淨額不包括財務資產所賺取之任何股息或利息，並計入「其他收入、收益及虧損」項目。

財務資產之減值

本集團根據預期信貸虧損(「預期信貸虧損」)模式就根據香港財務報告準則第9號須減值評估之財務資產(包括貿易及其他應收款項、應收貸款、短期銀行存款以及現金及現金等價物)及財務擔保合約作出減值評估。預期信貸虧損金額乃於各報告日期更新，以反映信貸風險自初步確認以來之變動。

使用期預期信貸虧損即指於相關工具之預期年內因所有可能之違約事件而產生之預期信貸虧損。相反，12個月預期信貸虧損指於報告日期後12個月內可能發生之違約事件預計產生之部分使用期預期信貸虧損。評估乃根據本集團過往之信貸虧損經驗進行，再就債務人之具體因素、整體經濟狀況以及對於報告日期之當前狀況和未來狀況預測所作之評估而作出調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Impairment of financial assets (Continued)

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for each debtor.

For all other instruments, the Group measures the loss allowance equal to 12-month ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

- (i) Significant increase in credit risk
In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

財務資產之減值(續)

本集團一直就貿易應收款項確認使用期預期信貸虧損。該等資產之預期信貸虧損會就各債務人個別進行評估。

就所有其他工具而言，本集團會計量相等於12個月預期信貸虧損之虧損撥備，除非信貸風險自初步確認以來顯著增加，本集團則確認使用期預期信貸虧損。評估應否確認使用期預期信貸虧損，乃根據自初步確認以來發生之違約可能性或風險是否顯著增加而定。

- (i) 信貸風險顯著增加
在評估信貸風險是否自初步確認以來顯著增加時，本集團會比較於報告日期財務工具發生違約事件的風險與於初步確認日期財務工具發生違約事件的風險。在作出此評估時，本集團會同時考慮合理可靠的定量及定性資料，包括過往經驗及無需付出不必要成本或努力而可取得的前瞻性資料。

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綜合財務報表附註

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (i) Significant increase in credit risk (Continued)
In particular, the following information is taken into account when assessing whether credit risk has increased significantly:
- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
 - significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
 - existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
 - an actual or expected significant deterioration in the operating results of the debtor; or
 - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

財務資產之減值(續)

- (i) 信貸風險顯著增加(續)
尤其是，評估信貸風險是否顯著增加時會考慮以下資料：
- 財務工具之外部(如有)或內部信貸評級實際或預期會出現重大惡化；
 - 信貸風險之外部市場指標出現重大惡化，例如信貸息差顯著增加、債務人之信貸違約掉期價格；
 - 業務、財務或經濟狀況之現有或預測不利變動，而預期會導致債務人履行其債務責任之能力大減；
 - 債務人之經營業績實際或預期會顯著轉壞；或
 - 債務人之監管、經濟或技術環境實際或預期會出現重大不利變動，而導致債務人履行其債務責任之能力大減。

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (i) Significant increase in credit risk (Continued)
Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

財務資產之減值(續)

- (i) 信貸風險顯著增加(續)
不論上述評估結果如何，本集團假設倘合約付款逾期超過30日，則信貸風險自初步確認以來已顯著增加，除非本集團有合理可靠之資料證明信貸風險並無顯著增加，則作別論。

就財務擔保合約而言，本集團成為不可撤銷承擔一方之日被視為就減值評估進行初始確認之日。在評估信貸風險自財務擔保合約初步確認以來是否有顯著增加時，本集團會考慮特定債務人違反合約之風險變動。

本集團定期監察用以識別信貸風險是否顯著增加之準則之成效，並會在適用情況下加以修訂，以確保有關準則能夠在有關金額逾期前識別信貸風險是否有顯著增加。

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (ii) Definition of default
The Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

- (iii) Credit-impaired financial assets
A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:
 - (a) significant financial difficulty of the issuer or the borrower;
 - (b) a breach of contract, such as a default or past due event;

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

財務資產之減值(續)

- (ii) 違約之定義
本集團認為，當財務資產逾期超過90日，即已發生違約，除非本集團有合理可靠之資料證明有更滯後的違約準則更為合適，則作別論。

- (iii) 信貸減值之財務資產
當發生對財務資產之估計未來現金流量構成不利影響之一項或多項事件，該財務資產即出現信貸減值。財務資產出現信貸減值之證據包括有關以下事件之可觀察數據：
 - (a) 發行人或借款人出現重大財務困難；
 - (b) 違約，例如拖欠或逾期事件；

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (iii) Credit-impaired financial assets (Continued)
 - (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
 - (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
 - (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (iv) Write-off policy
The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

財務資產之減值(續)

- (iii) 信貸減值之財務資產(續)
 - (c) 借款人之放款人基於與借款人財務困難有關之經濟或合約理由，向借款人授出放款人在其他情況下不會考慮之特許；
 - (d) 借款人可能破產或進行其他財務重組；或
 - (e) 該財務資產之活躍市場因財務困難而消失。
- (iv) 撇銷政策
倘有資料顯示對手方陷入嚴重財務困難且無實際可收回之期望(如對手方已進行清盤或進入破產程序)，或貿易應收款項已逾期超過兩年(以較早發生者為準)，本集團則撇銷財務資產。經考慮法律意見(如適用)後，已撇銷之財務資產仍可能受制於本集團收回程序下之執法活動。撇銷構成取消確認事件。其後的任何收回均在損益確認。

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

財務資產之減值(續)

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損率(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損率之評估乃基於歷史數據及前瞻性資料而作出。預期信貸虧損之估計反映無偏頗的概率加權金額，此乃以發生違約之相關風險作為權重而釐定。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額(按初步確認時釐定之實際利率貼現)。就應收租賃而言，用於釐定預期信貸虧損之現金流量與根據香港財務報告準則第16號計量應收租賃所用之現金流量貫徹一致。

就財務擔保合約而言，根據擔保工具條款，本集團僅須於債務人違約時作出付款，故預期信貸虧損為補償持有人所產生信貸虧損之預計付款減去本集團預計自持有人、債務人或任何其他方收取之任何金額之現值。

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (v) Measurement and recognition of ECL (Continued)

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with HKFRS 9; and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

財務資產之減值(續)

- (v) 預期信貸虧損之計量及確認(續)

就無法釐定實際利率之財務擔保合約之預期信貸虧損而言，本集團會運用反映市場當前對貨幣時間價值及現金流量之特有風險所作評估之折現率，但僅適用於並以透過調整折現率(而非調整遭折現之現金短欠)計及風險為限。

利息收入按財務資產的賬面總值計算，除非財務資產已發生信貸減值，在此情況下利息收入則按財務資產的攤銷成本計算。

就財務擔保合約而言，會按根據香港財務報告準則第9號釐定之虧損撥備金額，與初步確認金額減(如適用)擔保期內確認之累計收入金額兩者中之較高者確認虧損撥備。

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (v) Measurement and recognition of ECL (Continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, loan receivables and financial guarantee contracts where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

財務資產之減值(續)

- (v) 預期信貸虧損之計量及確認(續)

本集團於損益確認所有財務工具之減值收益或虧損，方法是調整其賬面值，惟貿易應收款項、應收貸款及財務擔保合約之相應調整則透過虧損撥備賬確認。

取消確認財務資產

只有在與財務資產有關之現金流量之合約權利屆滿，或本集團向另一實體轉讓財務資產及該資產所有權之絕大部分風險及回報時，本集團方會取消確認財務資產。倘本集團既無轉讓亦無保留所有權之絕大部分風險及回報，並且繼續控制獲轉讓資產，本集團則確認其於資產之保留權益，並就其或須支付之款項確認相關負債。倘本集團保留獲轉讓財務資產之所有權之絕大部分風險及回報，本集團則繼續確認財務資產，另會就已收所得款項確認有抵押借貸。

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綜合財務報表附註

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.1 Financial assets (Continued)

Derecognition of financial assets (Continued)

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

4.6.2 Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables and borrowings are subsequently measured at amortised cost, using the effective interest method.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.1 財務資產(續)

取消確認財務資產(續)

取消確認按攤銷成本計量之財務資產時，資產賬面值與已收及應收代價總和之間的差額乃於損益確認。

如取消確認本集團首次確認時選擇按公平值計入其他全面收入之權益工具投資，先前於投資重估儲備累計之累計收益或虧損不會重新分類至損益，而會轉撥至保留溢利。

4.6.2 財務負債及權益

分類為債務或權益

債務及權益工具乃根據合約安排內容以及財務負債和權益工具之定義，分類為財務負債或權益。

權益工具

權益工具為證明實體於扣除其所有負債後之剩餘資產權益之任何合約。由本公司發行之權益工具乃按已收所得款項扣除直接發行成本確認。

按攤銷成本列賬之財務負債

財務負債包括貿易及其他應付款項以及借貸，其後使用實際利率法按攤銷成本計量。

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綜合財務報表附註

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4. Summary of Material Accounting Policy Information (Continued)

4.6 Financial Instruments (Continued)

4.6.2 Financial liabilities and equity (Continued)

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. 重大會計政策資料概要(續)

4.6 財務工具(續)

4.6.2 財務負債及權益(續)

財務擔保合約

財務擔保合約是要求發行人作出特定付款以補償持有人因特定債務人無法根據債務工具條款支付到期款項所產生之虧損之合約。財務擔保合約負債初步按其公平值計量，其後按以下兩者中之較高者計量：

- 根據香港財務報告準則第9號釐定之虧損撥備金額；及
- 初步確認金額減(如適用)擔保期內確認之累計攤銷。

取消確認財務負債

本集團會在並僅會在本集團之責任獲解除、取消或到期時取消確認財務負債。取消確認之財務負債之賬面值與已付及應付代價之間的差額，會在損益中確認。

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4. Summary of Material Accounting Policy Information (Continued)

4.7 Inventories

Inventories are initially recognised at cost, and subsequently carried at the lower of cost and net realisable value.

Properties for sale are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets, properties for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

4.8 Revenue from contracts with customers

Information about the Group's accounting policies relating to contracts with customers is provided in notes 6 and 24.

4.9 Taxation

Income tax expense represents the sum of current and deferred income tax expense.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of income tax expense in profit or loss.

4. 重大會計政策資料概要(續)

4.7 存貨

存貨初次按成本確認，其後以成本及可變現淨值兩者之較低者列賬。

待售物業被分類為流動資產。除租賃土地部分按照使用權資產之會計政策按成本模式計量外，待售物業以成本及可變現淨值兩者之較低者入賬。成本按特定識別基準釐定，包括分配所產生之有關開發支出及(倘適用)資本化借貸成本。可變現淨值指物業估計售價減估計完工成本及作出銷售之必要成本。作出銷售之必要成本包括銷售直接應佔之增量成本及本集團為進行銷售必須產生之非增量成本。

4.8 客戶合約收入

本集團與客戶合約有關之會計政策資料載於附註6及24。

4.9 稅項

所得稅開支指即期及遞延所得稅開支之總和。

即期所得稅資產及／或負債包括有關當前或上一報告期間應付予或應索回之稅務當局稅款(且於報告日期仍未支付者)。有關數額按適用於財務期間之稅率及稅法，基於該年度應課稅溢利計算。所有即期稅項資產或負債之變動在損益中確認，列為所得稅開支之部分。

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4. Summary of Material Accounting Policy Information (Continued)

4.9 Taxation (Continued)

Deferred tax is recognised on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the consolidated financial statements and their corresponding tax bases used in computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rate (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

4. 重大會計政策資料概要(續)

4.9 稅項(續)

遞延稅項乃按於報告日期綜合財務報表內資產與負債賬面值與其計算應課稅溢利時使用之相應稅基間之暫時性差額確認。遞延稅項負債一般會就所有應課稅暫時性差額確認。遞延稅項資產乃就所有可扣稅暫時性差額、可結轉稅項虧損以及其他未運用稅項抵免確認，惟以可能有應課稅溢利用作抵銷該等可扣稅暫時性差額、未動用稅項虧損及未動用稅項抵免之情況為限。

倘於一項交易中自資產及負債之首次確認(業務合併除外)所產生之暫時性差額並不影響應課稅或會計收益及交易當時無產生相等的應課稅及可扣稅暫時性差額，則不會就此確認遞延稅項資產及負債。此外，倘暫時性差額產生自商譽之首次確認，則不會就此確認遞延稅項負債。

遞延稅項資產之賬面值會於報告期末審閱，並在不再可能有足夠應課稅溢利可用以收回全部或部分資產時調減。

遞延稅項資產及負債根據於報告期末已制定或大致上制定之稅率(及稅法)，按預期於結算負債或變現資產期間所適用之稅率計算。

遞延稅項負債及資產之計量，反映於報告期末按照本集團預期收回或結算其資產及負債賬面值之方式所產生之稅務結果。

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4. Summary of Material Accounting Policy Information (Continued)

4.9 Taxation (Continued)

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

4. 重大會計政策資料概要(續)

4.9 稅項(續)

為計量使用公平值模式計量之投資物業之遞延稅項，會假定該等物業之賬面值可透過出售全數收回，惟該假定被推翻則另作別論。當投資物業可計提折舊，並按目的為隨時間(而非透過出售)消耗投資物業所體現之絕大部分經濟利益之業務模式持有，有關假定則被推翻。倘該假定被推翻，有關投資物業之遞延稅項負債及遞延稅項資產會根據香港會計準則第12號所載之上述一般原則(即根據預期收回物業之方式)計量。

為計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項，本集團首先釐定稅項減免歸屬於使用權資產抑或租賃負債。

就稅項減免歸屬於租賃負債的租賃交易而言，本集團就整體租賃交易應用香港會計準則第12號「所得稅」的規定。使用權資產與租賃負債之暫時性差額以淨額估算。由於使用權資產折舊超過租賃負債主要部分之租賃付款，而導致可扣減暫時性淨差額。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

4. Summary of Material Accounting Policy Information (Continued)

4.9 Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4. 重大會計政策資料概要(續)

4.9 稅項(續)

當有即期稅項資產抵銷即期稅項負債之法定強制性權利，以及遞延稅項資產及遞延稅項負債是與同一稅務部門向同一課稅實體徵收之所得稅相關，則會抵銷遞延稅項資產及負債。

即期及遞延稅項乃於損益確認，惟倘即期及遞延稅項與在其他全面收入或直接於權益確認之項目相關，即期及遞延稅項亦會分別在其他全面收入或直接於權益內確認。

倘(及僅倘)出現以下情況，則即期稅項資產及即期稅項負債乃按淨額呈列：

- (a) 本集團有法定強制性權利抵銷已確認金額；及
- (b) 擬按淨額基準結算，或同時變現資產及結算負債。

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4. Summary of Material Accounting Policy Information (Continued)

4.10 Employee Benefits

(i) *Defined contribution retirement plans*

Retirement benefits to employees are provided through defined contribution plans.

Contributions are recognised as an expense in profit or loss when employees have rendered service entitling them to the contributions. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

(ii) *Short-term and other long-term employee benefits*

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

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

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

4. 重大會計政策資料概要(續)

4.10 僱員福利

(i) *定額供款退休計劃*

退休福利乃透過定額供款計劃向僱員提供。

當僱員已提供服務而享有供款時，供款則在損益中確認為開支。本集團根據此等計劃之責任限於應付之固定百分比供款。

(ii) *短期及其他長期僱員福利*

當僱員已提供服務，短期僱員福利按預期支付之福利之未折現金額確認。除非其他香港財務報告準則規定或允許將福利計入資產成本，否則所有短期僱員福利均確認為開支。

僱員可享有之年假在彼等放假時確認。本公司就僱員截至報告期末提供服務而享有年假之估計負債而計提撥備。

非累積性有薪假期例如病假及產假於放假時方予確認。

就其他長期僱員福利確認之負債，按本集團就僱員截至報告日期所提供服務預期作出之估計未來現金流出之現值計量。任何因服務成本、利息及重新計量而產生之負債賬面值變動乃於損益確認，惟倘其他香港財務報告準則規定或允許計入資產成本則除外。

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5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements in Applying Accounting Policies

The following is the critical judgement, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

(i) *Deferred tax arising from fair value changes in investment properties*

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the Directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted.

5. 關鍵會計判斷及估計不確定因素之主要來源

在應用附註4所述本集團之會計政策期間，董事須對不可隨時從其他來源取得之資產及負債賬面值作出判斷、估計及假設。該等估計乃基於過往經驗及其他視為相關之因素作出。實際結果可能與該等估計不同。

估計及有關假設會持續予以檢討。倘會計估計之修訂僅影響作出修訂之期間，則於修訂估計期間確認有關修訂；倘修訂同時影響當前及未來期間，則於修訂期間及未來期間確認有關修訂。

應用會計政策時作出之關鍵判斷

以下是董事在應用本集團之會計政策過程中所作出之關鍵判斷(涉及估計者除外(見下文))，此等判斷對綜合財務報表中確認之金額產生的影響最為重大。

(i) *投資物業公平值變動產生的遞延稅項*

為計量使用公平值模式計量之投資物業所產生之遞延稅項，董事已審閱本集團之投資物業組合，並斷定本集團之投資物業並非按目的為隨時間消耗投資物業所體現之絕大部分經濟利益之業務模式持有。因此，在釐定本集團之投資物業遞延稅項時，董事確定全數透過出售收回使用公平值模式計量之投資物業之賬面值這個假定不被推翻。

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5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

Key Sources of Estimation Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) *Estimated fair value of investment properties and revalued amount of buildings*

The Group's investment properties are stated at fair value and buildings are stated at revalued amount based on the valuation performed by an independent qualified professional valuer. In determining the fair value/revalued amount, the valuer has based its valuation on income capitalisation approach or direct comparison or the residual method, as appropriate for respective investment properties, and valuation on net replacement cost method for buildings, which involves certain estimates, including comparable market transactions, appropriate capitalisation rates and reversionary rental value, estimated gross development value, estimated cost of development and allowance of profit that duly reflected developer's risk associated with the development, as appropriate. The determination of the fair value involves certain assumptions of market conditions which are set out in notes 17 and 18. In relying on the valuation report, management has exercised their judgement and is satisfied that the methods of valuation adopted are appropriate for the relevant property and reflective of current market conditions. Changes to these assumptions, including the potential risk of any market violation, policy, social changes or other unexpected incidents as a result of change in macroeconomic environment, or other unexpected incidents would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income. As at 31 December 2023, the fair value of Group's investment properties and revalued amount of buildings were approximately HK\$18,171,015,000 and HK\$32,978,000 (2022: HK\$19,374,605,000 and HK\$33,978,000), respectively.

5. 關鍵會計判斷及估計不確定因素之主要來源(續)

估計不確定因素之主要來源

以下是於報告期末有關未來之主要假設及估計不確定因素之其他主要來源，而具有重大風險導致下一財政年度內之資產及負債賬面值須作出重大調整。

(i) *投資物業之估計公平值及樓宇之重估金額*

本集團之投資物業以公平值列賬，樓宇按獨立合資格專業估值師進行之估值以重估金額列賬。於釐定公平值／重估金額時，估值師已按各投資物業適用的情況應用收入資本化法或直接比較法或剩餘法為估值基準，而樓宇則按淨重置成本法估值，當中涉及包括可比較市場交易、適當資本化比率及復歸租值、估計發展總值、估計發展成本及妥為反映發展商與發展項目相關之風險之溢利撥備(視適用情況而定)之若干估計。公平值的釐定涉及附註17及18所載的市場狀況的若干假設。於依賴估值報告時，管理層已運用其判斷，並信納所採用的估值方法適合有關物業並反映現時市況。該等假設的變化，包括任何市場違規的潛在風險、宏觀經濟環境變化或其他突發事件導致的政策及社會變化或其他突發事件，都將導致本集團投資物業的公平值發生變化，並對綜合損益及其他全面收入表中報告的盈虧金額進行相應調整。於二零二三年十二月三十一日，本集團之投資物業之公平值及樓宇之重估金額分別為約港幣18,171,015,000元及港幣32,978,000元(二零二二年：港幣19,374,605,000元及港幣33,978,000元)。

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5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

Key Sources of Estimation Uncertainty (Continued)

(ii) *Net realisable values of properties for sale*

Management determines the net realisable values of properties for sale based on the Group's assessment of the selling price ultimately expected to be realised less all estimated cost to completion and cost necessary to make the sale. The estimated selling price of such properties are determined by the management with reference to prevailing market data such as most recent sale transactions of similar properties or market valuation reports available from independent qualified professional valuers. Such valuations are made based on certain assumptions, which are subject to uncertainties and might materially differ from the actual result. In making the judgement, reasonable consideration has been given to the underlying assumptions that are mainly based on market conditions existing at the reporting date. These estimates are regularly compared to actual market data and actual transactions in the market. As at 31 December 2023, the carrying amount of properties for sale was approximately HK\$1,381,903,000 (2022: approximately HK\$1,063,112,000).

5. 關鍵會計判斷及估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

(ii) *待售物業之可變現淨值*

管理層根據本集團對最終預期變現售價作出之評估，減去所有估計完工成本及進行銷售所需之成本，釐定待售物業之可變現淨值。管理層釐定該等物業之估計售價時，會參考類似物業之最新銷售交易或獨立合資格專業估值師提供之市場估值報告等現行市場數據。有關估值乃按若干受不確定因素所限之假設而進行，並可能與實際結果有重大差異。於作出判斷時，管理層已合理考慮主要基於報告日期出現之市況而作出之相關假設。此等估計會定期與實際市場數據及市場上之實際交易作比較。於二零二三年十二月三十一日，待售物業之賬面值為約港幣1,381,903,000元(二零二二年：約港幣1,063,112,000元)。

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6. Revenue

An analysis of the Group's revenue from its principal activities and other income is as follows:

i) Disaggregation of Revenue and Reconciliation to Segment Revenue**6. 收益**

本集團之主要業務之收益及其他收入分析如下：

i) 收益區隔及分類收益對賬

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Revenue from contracts with customers under HKFRS 15	根據香港財務報告準則第15號來自客戶合約之收益		
Property development*	物業發展*		
— Sales of completed properties for sale	— 已落成待售物業銷售	22,729	78,611
Building management and other services*	樓宇管理及其他服務*		
— Property repairs and maintenance service income	— 物業維修及保養服務收入	5,876	8,711
— Building management service income	— 樓宇管理服務收入	15,603	14,920
Revenue from contracts with customers under HKFRS 15	根據香港財務報告準則第15號來自客戶合約之收益	44,208	102,242
Property leasing*	物業租賃*		
— Rental and signage rental income	— 租金及廣告位租賃收入	351,684	376,134
Total revenue	總收益	395,892	478,376

* The segment names are defined in the section "Segment information" in note 8.

* 分類名稱定義見附註8「分類資料」一節。

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6. Revenue (Continued)

i) Disaggregation of Revenue and Reconciliation to Segment Revenue (Continued)

6. 收益(續)

i) 收益區隔及分類收益對賬(續)

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度		Property development segment 物業發展分類 HK\$'000 港幣千元	Building management and other services segment 樓宇管理及 其他服務分類 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Geographical markets	地區市場			
The Mainland China*	中國內地*	22,729	15	22,744
Hong Kong	香港	—	21,464	21,464
		22,729	21,479	44,208
Timing of recognition	確認時間			
A point in time	某時間點	22,729	—	22,729
Over time	隨時間推移	—	21,479	21,479
		22,729	21,479	44,208

* For reporting purpose, the Mainland China excludes Hong Kong, Taiwan and Macau

* 就呈報而言，中國內地不包括香港、台灣及澳門

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6. Revenue (Continued)

i) Disaggregation of Revenue and Reconciliation to Segment Revenue (Continued)

		Property development segment	Building management and other services segment	Total
		物業發展分類	樓宇管理及 其他服務分類	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
For the year ended 31 December 2022				
截至二零二二年十二月三十一日止年度				
Geographical markets	地區市場			
The Mainland China*	中國內地*	78,611	—	78,611
Hong Kong	香港	—	23,631	23,631
		78,611	23,631	102,242
Timing of recognition	確認時間			
A point in time	某時間點	78,611	—	78,611
Over time	隨時間推移	—	23,631	23,631
		78,611	23,631	102,242

* For reporting purpose, the Mainland China excludes Hong Kong, Taiwan and Macau

6. 收益(續)

i) 收益區隔及分類收益對賬(續)

* 就呈報而言，中國內地不包括香港、台灣及澳門

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6. Revenue (Continued)**ii) Performance Obligation for Contract with Customers and Revenue Recognition Policies
Sales of properties**

Revenue from sales of properties is recognised when the respective properties have been completed and delivered to the customers which is a point in time when customers have the ability to direct the use of the properties and obtain substantially all benefits of the properties. Deposits received from customers prior to meeting the aforementioned revenue recognition criteria are regarded as the contract liabilities and included in current liabilities as pre-sale proceeds received on sales of properties in the consolidated statement of financial position.

The Group considers that the pre-sale proceeds received on sales of properties do not contain significant financing component as the contracts where the period between payment and transfer of the associated properties is less than one year, the Group applied the practical expedient of not adjusting the transaction price for any significant financing component.

For the contracts that contain the performance obligation of providing financial guarantee to banks with respect to mortgage loans procured by the purchasers of the Group's properties in the contracts on sales of properties, the Group should allocate the transaction price to the performance obligations between the sales of properties and provision of financial guarantee on a relative stand-alone selling price basis. The Group considers that the impact in the allocation of provision of financial guarantee on a relative stand-alone selling price basis is insignificant during the years ended 31 December 2023 and 2022 and thus all the revenue recognised from the contracts with customers on sales of properties is then allocated to the revenue from sales of completed properties for sale.

6. 收益(續)**ii) 客戶合約之履約責任及收益確認政策****物業銷售**

物業銷售收益乃於相關物業落成並交付予客戶時確認，亦即客戶有能力指揮物業用途並取得物業絕大部分利益之時。在達到上述收益確認條件前向客戶收取之訂金視作合約負債，並在綜合財務狀況表計入流動負債，作為銷售物業收取之預售所得款項。

本集團認為，由於合約中之付款與轉讓相關物業期間不足一年，因此銷售物業收取之預售所得款項不含重大融資成分，而本集團已應用可行之權宜之計，不就任何重大融資成分調整交易價格。

就包含履約責任之合約(即在物業銷售合約中就本集團物業買家獲得之按揭貸款而向銀行提供財務擔保)而言，本集團應按照相對獨立售價，在物業銷售與財務擔保撥備之間分配交易價格。本集團認為，截至二零二三年及二零二二年十二月三十一日止年度按相對獨立售價分配財務擔保撥備之影響並不重大，因此，因銷售物業而確認之所有客戶合約收益，其後會分配至已落成待售物業之銷售收益。

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6. Revenue (Continued)

ii) Performance Obligation for Contract with Customers and Revenue Recognition Policies (Continued)

Property repairs and maintenance service income/ Building management service income

Revenue from provision of property repairs and maintenance service and provision of building management service are recognised over time as the customers simultaneously receive and consume the benefits provided by the Group when the Group renders the service.

iii) Transaction Price Allocated to the Remaining Performance Obligation for Contracts with Customers

Contracts for building management services are typically have one to five years non-cancellable term under which the Group bills a fixed amount for a month. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has right to invoice. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

All other contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. 收益(續)

ii) 客戶合約之履約責任及收益確認政策(續)

物業維修及保養服務收入/ 樓宇管理服務收入

提供物業維修及保養服務以及提供樓宇管理服務之收入乃隨時間確認，原因是客戶在本集團提供服務時同時收取及耗用本集團提供之利益。

iii) 分配至客戶合約之其餘履約責任之交易價格

樓宇管理服務合約一般包括一至五年不可撤銷之條款，據此，本集團會在每個月收取固定金額。本集團已選擇應用可行之權宜之計，按本集團有權開具發票之金額確認收益。誠如香港財務報告準則第15號所允許，並無披露分配至該等未履行合約之交易價格。

所有其他客戶合約為期一年或以下。誠如香港財務報告準則第15號所允許，並無披露分配至該等未履行合約之交易價格。

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7. Other Income, Gains and Losses

7. 其他收入、收益及虧損

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
7a. Other income	7a. 其他收入		
Interest income from financial assets at FVTPL	按公平值計入損益之財務資產之利息收入	2,286	2,456
Interest income from loan receivables	應收貸款利息收入	596	533
Other interest income	其他利息收入	54,556	25,162
Government grants (note 1)	政府補助(附註1)	6,945	7,714
Forfeiture of deposits (note 2)	沒收訂金(附註2)	364,457	5,093
Miscellaneous income	雜項收入	9,784	11,937
		438,624	52,895
7b. Other gains and losses	7b. 其他收益及虧損		
Impairment loss on trade receivables, net of reversal	貿易應收款項減值虧損(扣除撥回)	(659)	(119)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(77)	—
		(736)	(119)
Total other income, gains and losses	其他收入、收益及虧損總額	437,888	52,776

Notes:

- During the year ended 31 December 2023, the Group recognised government grants of approximately HK\$6,945,000 (2022: HK\$7,714,000) in respect of Employment Support Scheme provided by the Hong Kong government. There are no unfulfilled conditions attached to these grants.
- The amounts represents forfeiture of deposits upon the termination of the sale and purchase agreement on sale of subsidiaries during the year ended 31 December 2023 (see note 17 for details).

附註：

- 於截至二零二三年十二月三十一日止年度，本集團就香港政府提供的「保就業」計劃確認政府補助約港幣6,945,000元(二零二二年：港幣7,714,000元)。該等補助隨附的條件均已達成。
- 該等金額指截至二零二三年十二月三十一日止年度終止出售附屬公司之買賣協議時所沒收之訂金(詳情請參閱附註17)。

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8. Segment Information

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors of the Company for their decisions about resource allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors of the Company are determined following the Group's major business lines.

The Group has identified the following operating and reportable segments:

Property development	:	Development of residential, commercial and industrial properties
Property leasing	:	Property rental including signage rental and rental under mini-storage operation
Building management and other services	:	Provision of building management, property repairs and maintenance services

Each of these operating and reportable segments is managed separately as each of the business lines requires different resources as well as operating approaches.

Also, the Group engaged in properties assembly and sales of properties business. There is no project under property assembly business in both years. Thus, this is not constitute a reportable segment during both years.

8. 分類資料

本集團根據向本公司執行董事定期呈報之內部財務資料識別其營運分類及編製分類資料，執行董事根據該等資料決定本集團各業務組成部分之資源分配並檢討該等組成部分之表現。向本公司執行董事呈報之內部財務資料之業務組成部分乃根據本集團主要業務線釐定。

本集團已識別下列營運及可呈報分類：

物業發展	:	發展住宅、商業及工業物業
物業租賃	:	物業租賃包括廣告位租賃及迷你倉業務下之租賃
樓宇管理及其他服務	:	提供樓宇管理、物業維修及保養服務

由於各業務線需要不同資源及經營方針，故各營運及可呈報分類分開管理。

此外，本集團從事物業合併及物業銷售業務。於兩個年度內並無任何物業合併業務項目，因此於兩個年度內並不構成可呈報分類。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

8. Segment Information (Continued)

These operating and reportable segments are monitored and strategic decisions are made on the basis of segment operating results.

Segment Revenue and Results

		Property development 物業發展		Property leasing 物業租賃		Building management and other services 樓宇管理及其他服務		Segment total 分類總計	
		2023	2022	2023	2022	2023	2022	2023	2022
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Revenue	收益								
External customers	外來客戶	22,729	78,611	351,684	376,134	21,479	23,631	395,892	478,376
Inter-segments (note)	各分類間(附註)	—	—	48	48	2,832	3,149	2,880	3,197
Segment revenue	分類收益	22,729	78,611	351,732	376,182	24,311	26,780	398,772	481,573
Segment profits	分類溢利	7,419	12,618	284,004	303,430	25,778	21,626	317,201	337,674
Certain other income, gains and losses	若干其他收入、收益及虧損							406,399	24,015
Certain administrative expenses	若干行政費用							(61,296)	(35,466)
Gain/(loss) on disposal of subsidiaries	出售附屬公司之收益/(虧損)							11,440	(788)
Net fair value loss on investment properties	投資物業公平值虧損淨額							(1,212,858)	(464,274)
Reversal of impairment loss on loan receivables	應收貸款減值虧損撥回							—	247
Finance costs	融資成本							(84,579)	(43,079)
Loss before income tax expense	除所得稅開支前虧損							(623,693)	(181,671)

Note: Inter-segment sales are charged at mutual agreed terms.

The operating and reportable segment results exclude finance costs, net fair value loss on investment properties, reversal of impairment loss on loan receivables, gain/(loss) on disposal of subsidiaries, certain other income, gains and losses, certain administrative expenses and income tax expense.

8. 分類資料(續)

此等營運及可呈報分類之監控及決策之作出乃基於分類經營業績。

分類收益及業績

附註：各分類間銷售按相互協定之條款扣除。

營運及可呈報分類業績不包括融資成本、投資物業公平值虧損淨額、應收貸款減值虧損撥回、出售附屬公司之收益/(虧損)、若干其他收入、收益及虧損、若干行政費用及所得稅開支。

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8. Segment Information (Continued)

Segment Assets and Liabilities

8. 分類資料(續)

分類資產及負債

		Property development 物業發展		Property leasing 物業租賃		Building management and other services 樓宇管理及其他服務		Segment total 分類總計	
		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Segment assets	分類資產	1,702,323	1,319,550	18,372,825	19,853,742	32,676	27,621	20,107,824	21,200,913
Certain property, plant and equipment	若干物業、廠房及設備							4,722	6,862
Financial assets at FVTOCI	按公平值計入 其他全面收入 之財務資產							43,006	39,656
Short-term bank deposits	短期銀行存款							635,200	272,400
Certain cash and cash equivalents	若干現金及現金等價物							209,481	703,125
Total assets	資產總值							21,000,233	22,222,956
Segment liabilities	分類負債	474,612	399,140	208,540	223,532	7,298	9,297	690,450	631,969
Certain other payables	若干其他應付款項							81,839	73,658
Borrowings	借貸							1,516,799	1,774,527
Deposit received for disposal of subsidiaries	出售附屬公司之 已收按金							—	320,882
Provision for income tax	所得稅撥備							121,123	121,631
Deferred tax liabilities	遞延稅項負債							130,160	124,655
Total liabilities	負債總額							2,540,371	3,047,322

Segment assets include all assets other than certain property, plant and equipment, financial assets at FVTOCI, short-term bank deposits and certain cash and cash equivalents.

Segment liabilities comprise all liabilities other than certain other payables, provision for income tax, deferred tax liabilities and borrowings.

分類資產包括所有資產，但不包括若干物業、廠房及設備、按公平值計入其他全面收入之財務資產、短期銀行存款及若干現金及現金等價物。

分類負債包括所有負債，但不包括若干其他應付款項、所得稅撥備、遞延稅項負債及借貸。

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8. Segment Information (Continued)

Other Segment Information

8. 分類資料(續)

其他分類資料

	Property development 物業發展		Property leasing 物業租賃		Building management and other services 樓宇管理及其他服務		Segment total 分類總計		Unallocated 未分類		Total 總計	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	二零二三年 HK\$'000 港幣千元	二零二二年 HK\$'000 港幣千元	二零二三年 HK\$'000 港幣千元	二零二二年 HK\$'000 港幣千元	二零二三年 HK\$'000 港幣千元	二零二二年 HK\$'000 港幣千元	二零二三年 HK\$'000 港幣千元	二零二二年 HK\$'000 港幣千元	二零二三年 HK\$'000 港幣千元	二零二二年 HK\$'000 港幣千元	二零二三年 HK\$'000 港幣千元	二零二二年 HK\$'000 港幣千元
Amounts included in the measure of segment profit:	計入分類溢利計量 之款額：											
Interest income from financial assets at FVTPL	按公平值計入損益之 財務資產之利息收入											
Interest income from loan receivables	應收貸款利息收入											
Other interest income	其他利息收入											
Depreciation of right-of-use assets	使用權資產折舊											
Depreciation of other property, plant and equipment	其他物業、廠房及 設備折舊											
Reversal of impairment loss on trade receivables, net	貿易應收款項減值 虧損撥回淨額											
Reversal of impairment loss on loan receivables	應收貸款減值虧損 撥回											
Amounts included in the measure of segment assets:	計入分類資產計量 之款額：											
Additions to non-current segment assets during the year	年內增添 非流動分類資產											
	2,286	2,456	—	—	—	—	2,286	2,456	—	—	2,286	2,456
	596	533	—	—	—	—	596	533	—	—	596	533
	2,644	2,929	25	4	56	4	2,725	2,937	51,831	22,225	54,556	25,162
	(460)	(478)	(2,788)	(6,728)	—	—	(3,248)	(7,206)	—	—	(3,248)	(7,206)
	(32)	(38)	(3,845)	(5,771)	(80)	(33)	(3,957)	(5,842)	—	—	(3,957)	(5,842)
	—	—	58	24	—	—	58	24	—	—	58	24
	—	—	—	—	—	—	—	—	247	—	—	247
	35,113	31,107	147,966	55,823	—	—	183,079	86,730	—	—	183,079	86,730

Geographical Information

The Group's revenue from external customers and its non-current assets (other than financial instruments) are divided into the following geographical areas:

地區資料

本集團之外來客戶收益及其非流動資產(財務工具除外)分佈以下地區：

	Principal markets 主要市場	Revenue from external customers 外來客戶收益		Non-current assets 非流動資產	
		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
	— Hong Kong (domicile)	373,148	399,765	18,273,432	19,493,308
	— the Mainland China	22,744	78,611	12,297	13,076
		395,892	478,376	18,285,729	19,506,384

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

8. Segment Information (Continued)

Geographical Information (Continued)

The geographical location of customers is based on the location at which the goods/services were delivered/rendered. The geographical location of non-current assets is based on the physical location of the assets.

Information about Major Customer

Revenue from customer of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

		Year ended 截至以下日期止年度	
		31/12/2023 二零二三年 十二月三十一日 HK\$'000 港幣千元	31/12/2022 二零二二年 十二月三十一日 HK\$'000 港幣千元
Property leasing (Note) — Customer A	物業租賃(附註) — 客戶A	N/A 不適用	51,831

Note: Revenue from Customer A did not exceed 10% of total revenue during the year ended 31 December 2023.

8. 分類資料(續)

地區資料(續)

客戶之所屬地區乃基於交付／提供貨品／服務之地點釐定。非流動資產之地區分類乃基於資產之實際所在地。

有關主要客戶之資料

以下為相關年度來自向本集團貢獻超過10%總收益之客戶之收益：

附註：於截至二零二三年十二月三十一日止年度，來自客戶A之收益分別並無超過總收益之10%。

9. Finance Costs

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Interest expenses on:	以下各項之利息支出：		
Borrowings	借貸	82,873	40,921
Lease liabilities	租賃負債	1,706	2,158
		84,579	43,079

9. 融資成本

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10. Loss before Income Tax ExpenseLoss before income tax expense is arrived at after charging/
(crediting):**10. 除所得稅開支前虧損**除所得稅開支前虧損已扣除/(計入)下列
各項：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Auditor's remuneration	核數師酬金	3,236	3,086
Cost of completed properties for sale recognised as expenses	確認為開支之已落成待售物業成本	13,374	46,791
Depreciation of right-of-use assets (note 18)	使用權資產折舊(附註18)	3,248	7,206
Depreciation of other property, plant and equipment (note 18)	其他物業、廠房及設備折舊(附註18)	3,957	5,842
Employee compensation expense (including Directors' remuneration and defined contribution cost) (note 12)	僱員報酬開支(包括董事酬金及定額供款成本)(附註12)	160,542	141,455
Rentals in respect of short-term leases and low-valued leases	短期租賃及低價值租賃之租金	463	733
Revaluation deficit on property, plant and equipment	物業、廠房及設備之重估虧損	120	120
Gross rental income from investment properties	投資物業租金收入總額	(351,684)	(376,134)
Less: Direct operating expense arising from investment properties that generated rental income	減：產生租金收入之投資物業所產生之直接經營支出	16,952	16,199
Less: Direct operating expense arising from investment properties that did not generate rental income	減：未產生租金收入之投資物業所產生之直接經營支出	810	—
		(333,922)	(359,935)

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

11. Directors' and Senior Management's Emoluments

(a) Directors' Emoluments

The emoluments paid or payable to the Directors were as follows:

		Fee	Salaries and allowances	Performance related bonuses	Retirement benefits scheme contributions	Total
		袍金	薪金及津貼	表現相關花紅	退休福利計劃供款	總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Year ended 31 December 2023	截至二零二三年 十二月三十一日止年度					
Executive directors	執行董事					
Madam Foo Kam Chu Grace	傅金珠女士	120	4,056	7,638	18	11,832
Ms. Chan Wai Ling	陳慧苓小姐	120	4,320	7,359	18	11,817
Mr. Chan Hing Tat	陳慶達先生	120	3,996	7,206	18	11,340
Mr. Tse Wai Hang	謝偉衡先生	120	2,100	175	18	2,413
Independent non-executive directors	獨立非執行董事					
Mr. Chan Kai Nang	陳啟能先生	200	—	—	—	200
Mr. Pao Ping Wing	浦炳榮先生	200	—	—	—	200
Mr. Ng Chi Keung (passed away on 8 March 2023)	吳志強先生(於二零二三年三月八日離世)	37	—	—	—	37
Mr. Young Chun Man (appointed on 16 June 2023)	楊俊文先生(於二零二三年六月十六日獲委任)	98	—	—	—	98
		1,015	14,472	22,378	72	37,937
Year ended 31 December 2022	截至二零二二年 十二月三十一日止年度					
Executive directors	執行董事					
Madam Foo Kam Chu Grace	傅金珠女士	120	3,918	4,453	18	8,509
Ms. Chan Wai Ling	陳慧苓小姐	120	4,320	4,174	18	8,632
Mr. Chan Hing Tat	陳慶達先生	120	3,401	4,120	18	7,659
Mr. Tse Wai Hang	謝偉衡先生	120	2,100	175	18	2,413
Independent non-executive directors	獨立非執行董事					
Mr. Chan Kai Nang	陳啟能先生	178	—	—	—	178
Mr. Pao Ping Wing	浦炳榮先生	168	—	—	—	168
Mr. Ng Chi Keung	吳志強先生	177	—	—	—	177
		1,003	13,739	12,922	72	27,736

11. 董事及高級管理層之酬金

(a) 董事酬金

已付或應付董事酬金如下：

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

11. Directors' and Senior Management's Emoluments (Continued)**(a) Directors' Emoluments (Continued)**

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were for their services as Directors.

Certain executive Directors are entitled to bonus payments which are determined in accordance with the performance of the Group.

There is no chief executive appointed for both years.

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2022: nil).

(b) Five Highest Paid Individuals

The five individuals whose emoluments were the highest in the Group for the year included four (2022: four) Directors, whose emoluments are reflected in the analysis presented above. The emoluments paid to the remaining one (2022: one) individual during the year are as follows:

11. 董事及高級管理層之酬金(續)**(a) 董事酬金(續)**

上列執行董事酬金乃就彼等管理本公司及本集團事務之服務而支付。上列獨立非執行董事酬金乃就彼等擔任董事而支付。

若干執行董事有權獲支付按照本集團表現釐定之花紅。

兩個年度內均無委任行政總裁。

年內概無任何安排令董事可據此豁免或同意豁免任何薪酬(二零二二年：無)。

(b) 五位最高薪人士

本年度，本集團五位最高薪人士包括四位(二零二二年：四位)董事，彼等之酬金反映於上述之分析。年內其餘一位(二零二二年：一位)人士之酬金如下：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Basic salaries, bonuses and other benefits	基本薪金、花紅及其他福利	3,996	3,996
Performance-related bonuses	表現相關花紅	999	999
Pension costs — defined contribution plan	退休金成本 — 定額供款計劃	—	—
		4,995	4,995

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

11. Directors' and Senior Management's Emoluments (Continued)**(b) Five Highest Paid Individuals (Continued)**

The emoluments of the remaining one (2022: one) individuals fell within the following bands:

		Number of individuals 人數	
		2023 二零二三年	2022 二零二二年
HK\$4,500,001 – HK\$5,000,000	港幣4,500,001元 – 港幣5,000,000元	1	1

No emoluments were paid by the Group to the Directors or any of five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office and no Director waived or agreed to waive any emoluments during each of the two years ended 31 December 2023 and 2022.

11. 董事及高級管理層之酬金(續)**(b) 五位最高薪人士(續)**

其餘一位(二零二二年:一位)人士之酬金分佈組別如下:

截至二零二三年及二零二二年十二月三十一日止兩個年度各年，本集團概無向董事或五位最高薪人士任何一位支付酬金，作為促使其加入本集團及於加入本集團時之獎金或離職之補償，且概無董事豁免或同意豁免任何酬金。

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12. Employee Benefit Expense (Including Directors' Emoluments)

12. 僱員福利開支(包括董事酬金)

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Salaries, employee benefits and wages (including Directors' remuneration) and bonus	薪金、僱員福利及工資(包括董事酬金)及花紅	154,104	134,891
Pension costs — defined contribution plans (note)	退休金成本一定額供款計劃(附註)	4,204	4,152
Staff welfare	員工福利	2,234	2,412
		160,542	141,455

Note:

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund ("MPF") Schemes Ordinance in Hong Kong, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

The employees of the Group's subsidiaries which operate in the Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme.

During the year ended 31 December 2023, the Group incurred employee compensation expenses of HK\$46,071,000 (2022: HK\$46,522,000) included in the above employee benefit expense, which is employed on behalf of the third parties to whom these subsidiaries provided building management services. Such expenses are set-off with other income from building management services received by the Group.

附註：

本集團在香港根據強制性公積金(「強積金」)計劃條例，為其所有合資格參加強積金計劃之僱員設有定額供款退休福利計劃。供款乃按僱員基本薪金之百分比計算。

本集團於中國內地經營之附屬公司之僱員須參與當地市政府運作之中央退休金計劃。該等附屬公司須按其薪金成本之若干百分比向中央退休金計劃供款。

於截至二零二三年十二月三十一日止年度內，本集團包括在上述僱員福利開支內之僱員薪酬開支港幣46,071,000元(二零二二年：港幣46,522,000元)，為該等附屬公司向第三方提供樓宇管理服務時代為支付的僱員薪酬開支。而該等開支於本集團收取的樓宇管理服務所得其他收入予以抵銷。

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13. Income Tax Expense

13. 所得稅開支

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Hong Kong Profits Tax:	香港利得稅：		
Tax for the year (note (a))	本年度稅項(附註(a))	14,375	27,820
Mainland China Enterprise Income Tax ("EIT"):	中國內地企業所得稅(「企業所得稅」)：		
Tax for the year (note (b))	本年度稅項(附註(b))	1,620	7,026
Mainland China Corporate withholding Income Tax (note (c))	中國內地企業預扣所得稅(附註(c))	—	5,983
Mainland China Land Appreciation Tax ("LAT") (note (d))	中國內地土地增值稅(「土地增值稅」)(附註(d))	1,601	30,439
(Over)/under provision in prior years	過往年度(超額撥備)/撥備不足	(291)	103
Deferred tax charge (note 27)	遞延稅項支出(附註27)	5,505	9,349
		22,810	80,720

Notes:

- (a) Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

- (b) For the year ended 31 December 2023, all of the Group's Mainland China subsidiaries were subject to Mainland China EIT rate of 25% (2022: 25%).
- (c) Pursuant to the EIT Law of PRC and the Detailed Implementation Rules, distribution of the profits earned by the PRC subsidiaries since 1 January 2008 to holdings companies incorporated in Hong Kong is subjected to the PRC withholding tax at the applicable tax rates of 5%.

附註：

- (a) 在利得稅兩級制下，合資格集團實體首港幣2百萬元利潤之利得稅率將為8.25%，而超過港幣2百萬元之利潤則按16.5%稅率徵稅。不可按利得稅兩級制課稅之集團實體之利潤將繼續按16.5%之劃一稅率徵稅。

兩個年度之香港利得稅乃按估計應課稅溢利按稅率16.5%計算。

- (b) 截至二零二三年十二月三十一日止年度，本集團所有中國內地附屬公司按25%（二零二二年：25%）之稅率繳納中國內地企業所得稅。
- (c) 根據中國企業所得稅法及實施條例，自二零零八年一月一日起，凡向香港註冊成立之控股公司分派中國附屬公司賺取之利潤，均須按適用稅率5%繳納中國預扣稅。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

13. Income Tax Expense (Continued)

Notes: (Continued)

- (d) Under the Provisional Regulations of LAT (《中華人民共和國土地增值稅暫行條例》) effective on 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the Mainland China on LAT (《中華人民共和國土地增值稅暫行條例實施細則》) effective from 27 January 1995, all income from the sale or transfer of state-owned land use rights, buildings and their attached facilities in the Mainland China is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, being the proceeds of sales of properties less deductible expenditures including borrowing costs and property development expenditures in relation to the gains arising from sales of properties in the Mainland China effective from 1 January 2004, with an exemption provided for property sales of ordinary residential properties (普通標準住宅) if their appreciation values do not exceed 20% of the sum of the total deductible items.

Reconciliation between income tax expense and loss before income tax expense at applicable tax rates is as follows:

13. 所得稅開支(續)

附註：(續)

- (d) 根據於一九九四年一月一日生效之《中華人民共和國土地增值稅暫行條例》及於一九九五年一月二十七日生效之《中華人民共和國土地增值稅暫行條例實施細則》，自二零零四年一月一日起，在中國內地出售或轉讓國有土地使用權、建築物及其附著物之所有收入，均須按增值額30%至60%之累進稅率繳納土地增值稅。增值額即出售物業所得款項減去可扣稅支出，包括有關在中國內地出售物業所得收益之借貸成本及物業發展支出。倘普通標準住宅之增值額未超過可扣稅項目總額20%，普通標準住宅之物業銷售則免徵土地增值稅。

所得稅開支及除所得稅開支前虧損按適用稅率計算之對賬如下：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Loss before income tax expense	除所得稅開支前虧損	(623,693)	(181,671)
Tax at Hong Kong Profits Tax rate of 16.5%	按香港利得稅稅率16.5%計算之稅項	(102,909)	(29,976)
Tax effect of non-deductible expenses	不獲扣減之費用之稅務影響	204,390	87,407
Tax effect of non-taxable income	毋須課稅之收入之稅務影響	(86,554)	(10,898)
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	5,439	1,268
Utilisation of previously unrecognised tax losses	動用過往未確認之稅項虧損	(2,211)	(298)
(Over)/under-provision in prior years	過往年度(超額撥備)/撥備不足	(291)	103
Provision for LAT for the year	年內土地增值稅撥備	1,601	30,439
Tax effect of LAT deductible for Mainland China EIT	中國內地企業所得稅之可扣減土地增值稅之稅務影響	(264)	(5,022)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區營運之附屬公司之不同稅率之影響	613	2,389
Effect of Mainland China Corporate withholding income tax on dividend income from subsidiaries	中國內地企業預扣所得稅對來自附屬公司之股息收入之影響	—	5,983
Others	其他	2,996	(675)
Income tax expense	所得稅開支	22,810	80,720

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14. Other Comprehensive Income/(Expense) For The Year, Net of Income Tax

The amount of tax relating to each component of other comprehensive income/(expense) can be summarised as follows:

14. 年內其他全面收入／(開支)，扣除所得稅後

有關年內其他全面收入／(開支)各部分之稅項金額概列如下：

	2023			2022		
	二零二三年			二零二二年		
	Before tax	Tax	Net of tax	Before tax	Tax	Net of tax
	除稅前	稅項	除稅後	除稅前	稅項	除稅後
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
<i>Items that will not be reclassified to profit or loss:</i>	<i>以下項目將不會重新分類到損益：</i>					
Change in fair value of financial assets at FVTOCI	按公平值計入其他全面收入之財務資產之公平值變動					
	3,036	—	3,036	(171)	—	(171)
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>以下項目其後可能重新分類到損益：</i>					
Exchange loss on translation of foreign operations	換算海外業務之匯兌虧損					
	(15,643)	—	(15,643)	(27,912)	—	(27,912)
Other comprehensive expense for the year, net of income tax	年內其他全面開支，扣除稅項後					
	(12,607)	—	(12,607)	(28,083)	—	(28,083)

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

15. Dividend

(a) Dividend Attributable to the Year

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Proposed final dividend of HK\$0.20 (2022: HK\$0.20) per share	建議末期股息每股 港幣0.20元(二零二二年： 港幣0.20元)	56,662	56,662
Proposed special dividend of HK\$0.80 (2022: Nil) per share	建議特別股息每股 港幣0.80元 (二零二二年：無)	226,647	—
		283,309	56,662

Final dividend of HK\$0.20 (2022: HK\$0.20) per share and special dividend of HK\$0.80 (2022: Nil) per share for the year to shareholders whose names appear on the register of members on 30 May 2024 was proposed by the Directors on 20 March 2024.

The final and special dividends proposed after the reporting date have not been recognised as a liability at the reporting date.

(b) Dividend Attributable to the Previous Financial Year, Approved and Paid during the Year

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Final dividend in respect of the previous financial year of HK\$0.20 per share (2022: final dividend of HK\$0.20 per share)	過往財政年度之末期股息 每股港幣0.20元 (二零二二年：末期股息 每股港幣0.20元)	56,662	56,662

15. 股息

(a) 本年度之股息

董事於二零二四年三月二十日建議向於二零二四年五月三十日名列於股東名冊之股東派付本年度末期股息每股港幣0.20元(二零二二年：港幣0.20元)及特別股息每股港幣0.80元(二零二二年：無)。

於報告日期後建議之末期及特別股息並無於報告日期確認為負債。

(b) 過往財政年度之股息，於年內獲批准及支付

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16. Loss per Share

The calculation of the loss per share of the Company is based on the loss for the year attributable to owners of the Company of HK\$646,511,000 (2022: HK\$268,201,000) and the number of ordinary shares of 283,308,635 (2022: 283,308,635) in issue during the year.

No diluted loss per share for years ended 31 December 2023 and 2022 was presented as there were no potential ordinary shares in issue during the years ended 31 December 2023 and 2022.

16. 每股虧損

本公司每股虧損的計算基於本公司擁有人應佔年內虧損港幣646,511,000元(二零二二年：港幣268,201,000元)及年內已發行普通股數目283,308,635股(二零二二年：283,308,635股)。

由於截至二零二三年及二零二二年十二月三十一日止年度內並無發行潛在普通股，因此並無呈列截至二零二三年及二零二二年十二月三十一日止年度之每股攤薄虧損。

17. Investment Properties**17. 投資物業**

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Fair Value	公平值		
As at 1 January	於一月一日	19,374,605	19,808,515
Additions	增添		
— Purchase of units	— 購買單位	135,024	397
— Sublease of leased properties	— 分租租賃物業	12,942	42,581
— Construction costs	— 建設成本	35,113	42,513
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	(23,990)	(48,300)
Disposal of investment properties	出售投資物業	(149,821)	(6,827)
Net fair value loss on investment properties	投資物業公平值虧損淨額	(1,212,858)	(464,274)
As at 31 December	於十二月三十一日	18,171,015	19,374,605

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17. Investment Properties (Continued)

The Group leases out commercial buildings, industrial buildings and retail stores under operating leases with rentals payable monthly. The Group also subleases its leased properties under operating leases with rentals payable monthly. The leases typically run for an initial period of one to six years, with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend. The leases of retail stores contain minimum annual lease payments that are fixed over the lease term and lease payment of certain leases of retail stores are determined by the higher of 10% to 25% of the sale and the monthly lease payment.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

All of the Group's investment properties are measured using the fair value model and are classified and accounted for as investment properties.

The Group's investment properties were revalued at 31 December 2023 and 2022 by an independent qualified professional valuer, Cushman & Wakefield Limited ("C&W"), on market value basis which conforms with The Hong Kong Institute of Surveyors Valuation Standard:

- The completed investment properties (whole block of commercial building) are revalued by adopting income capitalisation method, which involves certain estimates, including capitalisation rates and reversionary rental value;

17. 投資物業(續)

本集團根據經營租賃出租商業樓宇、工業大廈及零售商舖，租金須每月支付。本集團亦根據經營租賃分租其租賃物業，租金須每月支付。該等租賃一般初始租期為一至六年，只有承租人有權單方面於初始租期後延長租賃。大部分租約包含市場檢討條款，容許承租人行使延長權。零售商舖的租賃包含於租賃期內固定的最低每年租賃付款，而零售商舖的若干租賃的租賃付款則以銷售額10%至25%及每月租賃付款兩者中的較高者釐定。

本集團並無因該等租賃安排而面臨外幣風險，原因是所有租賃均以集團實體各自之功能貨幣計值。該等租約並不包含剩餘價值擔保及／或承租人於租期結束時購買該物業之選擇權。

本集團所有投資物業皆以公平值模式計量，並分類以及計入為投資物業。

本集團之投資物業由獨立合資格專業估值師戴德梁行有限公司(「戴德梁行」)於二零二三年及二零二二年十二月三十一日按與香港測量師學會評估準則相符之市值基準進行重估：

- 已落成投資物業(整幢商業樓宇)採用收入資本化法重估，當中涉及包括資本化比率及復歸租值之若干估計；

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17. Investment Properties (Continued)

- The completed investment properties (individual units (including commercial, industrial and residential properties) or ground floor retail properties) are revalued based on direct comparison method, by reference to market transactions of comparable properties;
- The leased properties under sublease arrangement by the Group, are revalued based on income capitalisation method which involves certain estimates, including capitalisation rates and reversionary rental value; and
- Investment properties under re-development were revalued on the re-development basis by adopting the residual method. The value is based on the re-development potential of the properties as if these properties will be developed and completed in accordance with the existing redevelopment proposal at the date of valuation and is determined by deducting the estimated total cost of the development, including costs of construction, professional fee, finance costs, associated costs and an allowance of profit that duly reflected developer's risk associated with the development from the gross development value.

In determining the fair values of the investment properties, the Group engages an independent qualified professional valuer to perform the valuation. The management works with the independent qualified professional valuer to establish the appropriate valuation techniques and inputs for level 3 fair value measurement. Where there is a material change in the fair value of the investment properties, the causes of the fluctuations will be reported to the Directors.

In relying on these valuations, the management has exercised judgement and is satisfied that the methods of valuation adopted are appropriate and reflective of the current market conditions.

17. 投資物業(續)

- 已落成投資物業(個別單位(包括商業、工業及住宅物業)或地下零售物業)按照直接比較法重估，當中參考可比較物業之市場交易；
- 本集團在分租安排下之租賃物業乃按收入資本化法重估，當中涉及包括資本化比率及復歸租值之若干估計；及
- 重建投資物業採用剩餘法按重建基準重估。價值以物業重建潛力為基準，猶如該等物業於估值日期按照現有重建方案發展及落成一樣，並經自發展總值扣除估計發展總成本(包括建築成本、專業費用、融資成本、相關成本及妥為反映發展商與發展項目相關之風險的溢利撥備)而釐定。

在釐定投資物業之公平值時，本集團委聘獨立合資格專業估值師進行估值。管理層與獨立合資格專業估值師合作，就第3級公平值計量確立適當的估值技術及數據。倘投資物業公平值出現重大變動，則向董事報告波動原因。

於依賴此等估值時，管理層已運用其判斷，並信納所採納之估值方法屬適當並反映現時市況。

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17. Investment Properties (Continued)

The carrying amount of the Group's investment properties is a level 3 fair value measurement. There were no investment property transfers into or out of level 3 fair value measurement during both years.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used).

17. 投資物業(續)

本集團投資物業之賬面值為第3級公平值計量。於兩個年度內，並無投資物業轉入或轉出第3級公平值計量。

下表載列有關如何釐定該等投資物業之公平值(特別是所使用的估值技術及數據)之資料。

Investment properties held by the Group in the consolidated statement of financial position 本集團於綜合財務狀況表所持有之投資物業	Fair value as at 31 December 2023 於二零二三年十二月三十一日之公平值 HK\$'000 港幣千元	Valuation technique(s) 估值技術	Significant unobservable input(s) 主要不可觀察數據	Range of significant unobservable inputs 主要不可觀察數據之範圍	Interrelationship between significant unobservable input(s) and fair value measurement 主要不可觀察數據與公平值計量之互相關係
Completed investment properties 已落成投資物業 Completed investment properties (whole block of commercial building)	12,897,500 (2022: 13,889,000)	Income capitalisation method	Reversionary rental value	HK\$21 – HK\$53 (2022: HK\$22 – HK\$55) per month per square foot for upper-level office/restaurants premises; HK\$65 – HK\$582 (2022: HK\$65 – HK\$639) per month per square foot for ground floor shops	The higher the reversionary rental value, the higher the fair value
已落成投資物業 (整幢商業樓宇)	12,897,500 (2022年: 13,889,000)	收入資本化法	復歸租值	高層辦公室/餐廳場所 每平方呎每月 港幣21元至港幣53元 (2022年: 港幣22元至 港幣55元); 地舖每平方呎每月 港幣65元至港幣582元 (2022年: 港幣65元至 港幣639元)	復歸租值越高, 公平值越高
			Capitalisation rate	2.38% – 3.5% (2022: 2.25% – 3.5%)	The higher the capitalisation rate, the lower the fair value
			資本化比率	2.38%至3.5% (2022年: 2.25%至3.5%)	資本化比率越高, 公平值越低
Completed investment properties (individual units (including commercial, industrial and residential properties) or ground floor retail properties)	2,012,975 (2022: 2,034,605)	Direct comparison method	Price per square foot	HK\$7,900 – HK\$103,000 (2022: HK\$8,300 – HK\$112,000) per square foot for commercial properties HK\$2,800 – HK\$10,900 (2022: HK\$2,800 – HK\$11,300) per square foot for industrial properties HK\$5,300 – HK\$24,000 (2022: HK\$5,400 – HK\$26,000) per square foot for residential properties	The higher the price per square foot, the higher the fair value
已落成投資物業 (個別單位(包括商業、工業及住宅物業)或地下零售物業)	2,012,975 (2022年: 2,034,605)	直接比較法	每平方米價格	商業物業每平方米 港幣7,900元至 港幣103,000元 (2022年: 港幣8,300元至 港幣112,000元) 工業物業每平方米港幣2,800元至 港幣10,900元 (2022年: 港幣2,800元至 港幣11,300元) 住宅物業每平方米港幣5,300元至 港幣24,000元 (2022年: 港幣5,400元至 港幣26,000元)	每平方米價格越高, 公平值越高

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17. Investment Properties (Continued)

17. 投資物業(續)

Investment properties held by the Group in the consolidated statement of financial position 本集團於綜合財務狀況表所持有之投資物業	Fair value as at 31 December 2023 於二零二三年十二月三十一日之公平值 HK\$'000 港幣千元	Valuation technique(s) 估值技術	Significant unobservable input(s) 主要不可觀察數據	Range of significant unobservable inputs 主要不可觀察數據之範圍	Interrelationship between significant unobservable input(s) and fair value measurement 主要不可觀察數據與公平值計量之互相關係
Leased properties 租賃物業					
Leased properties under sublease arrangement by the Group 本集團在分租安排下之租賃物業	40,540 (2022: 50,400)	Income capitalisation method 收入資本化法	Reversionary rental value 復歸租值	HK\$8.5-HK\$21 (2022: HK\$9-HK\$21) per month per square foot 每平方呎每月港幣8.5元至港幣21元 (2022年: 港幣9元至港幣21元)	The higher the reversionary rental value, the higher the fair value 復歸租值越高, 公平值越高
			Capitalisation rate 資本化比率	3.25% (2022: 3.25%)	The higher the capitalisation rate, the lower the fair value 資本化比率越高, 公平值越低
Investment properties under re-development 重建投資物業					
Investment properties under re-development 重建投資物業	3,220,000 (2022: 3,400,600)	Residual method 剩餘法	Price per square foot 每平方米價格	HK\$21,000 per square foot for office premises (2022: HK\$21,000 – HK\$22,000 per square foot for office premises); HK\$24,000 – HK\$32,000 per square foot for retail properties HK\$7,200 (2022: HK\$7,200) per square foot for industrial properties 辦公室物業每平方米港幣21,000元 (2022年: 辦公室物業每平方米港幣21,000元至港幣22,000元); 零售物業每平方米港幣24,000元至港幣32,000元 (2022年: 港幣25,000元至港幣32,000元) 工業物業每平方米港幣7,200元 (2022年: 港幣7,200元)	The higher the price per square foot, the higher the fair value 每平方米價格越高, 公平值越高
			Estimated construction and other professional costs to completion 估計完成所需建築及其他專業成本	HK\$2,300 – HK\$6,600 (2022: HK\$2,300 – HK\$5,700) per square foot 每平方米港幣2,300元至港幣6,600元 (2022年: 港幣2,300元至港幣5,700元)	The higher the estimated construction and other professional costs, the lower the fair value 估計建築及其他專業成本越高, 公平值越低
			Estimated profit margin required to hold and develop the investment properties to completion 持有及發展投資物業至完成所需估計利潤率	10% – 15% (2022: 10%-15%) 10%至15% (2022年: 10%至15%)	The higher estimated profit margin, the lower the fair value 估計利潤率越高, 公平值越低

There were no changes to the valuation techniques for the investment properties other than disclosed above during the year.

除以上披露外, 年內投資物業之估值技術並無變動。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

17. Investment Properties (Continued)

The fair value measurement is based on the above investment properties' highest and best use. The fair values of certain investment properties have been adjusted to exclude prepaid or accrued operating lease income to avoid double counting.

As at 31 December 2023, certain investment properties of the Group with total carrying amount of approximately HK\$10,964,400,000 (2022: approximately HK\$11,715,400,000) were pledged to secure borrowings of approximately HK\$1,516,799,000 (2022: approximately HK\$1,774,527,000) (note 26).

As at 31 December 2022, certain investment properties of the Group with total carrying amount of HK\$2,200,600,000 are related to a sale and purchase agreement entered by the Group with an independent third party on 9 August 2022, to sell the entire interests of a wholly-owned subsidiary, Linking Smart Limited and its subsidiaries (the "Disposal Group") at a total consideration of HK\$3,208.8 million. The Disposal Group is a wholly-owned subsidiary of the Company and the immediate sole shareholder of the owners of the investment properties. As at 31 December 2022, total deposit of HK\$320,881,500 were received by the Group from the purchaser and included in the consolidated statement of financial position under "trade and other payables". Details of the above transaction are disclosed in the Company's announcement dated 11 August 2022 and 19 January 2023 respectively and the circular of the Company dated 23 September 2022.

On 19 January 2023, the Group, the purchaser, the seller guarantor and the purchaser guarantor entered into a supplemental agreement (the "Supplemental Agreement"), pursuant to which the Group agreed to extend the date of the purchaser's payment of the further deposit of HK\$320,881,500 for six months from 9 February 2023 to 9 August 2023 with the interest of HK\$11,200,083 agreed to be paid and paid on 8 February 2023. Details of the Supplemental Agreement are set out in the announcement of the Company dated 19 January 2023.

17. 投資物業(續)

公平值計量乃按照上述投資物業之最高及最佳用途。若干投資物業之公平值已經調整，以排除預付或應計經營租賃收入從而避免重複計算。

於二零二三年十二月三十一日，本集團已將賬面總值約港幣10,964,400,000元(二零二二年：約港幣11,715,400,000元)之若干投資物業抵押以獲取為數約港幣1,516,799,000元(二零二二年：約港幣1,774,527,000元)之借貸(附註26)。

於二零二二年十二月三十一日，本集團賬面總值港幣2,200,600,000元之若干投資物業涉及本集團於二零二二年八月九日與獨立第三方訂立以出售全資附屬公司Linking Smart Limited及其附屬公司(「出售集團」)全部權益之買賣協議，總代價為港幣3,208,800,000元。出售集團為本公司之全資附屬公司及投資物業擁有人之直接唯一股東。於二零二二年十二月三十一日，本集團從買方收到按金總額港幣320,881,500元，並計入綜合財務狀況表之「貿易及其他應付款項」中。上述交易詳情於本公司日期分別為二零二二年八月十一日及二零二三年一月十九日之公告以及日期為二零二二年九月二十三日之通函中披露。

於二零二三年一月十九日，本集團、買方、賣方擔保人及買方擔保人訂立補充協議(「補充協議」)，據此本集團同意將買方支付進一步按金港幣320,881,500元之日期延長六個月，由二零二三年二月九日延展至二零二三年八月九日，並協定應支付利息港幣11,200,083元。該利息已於二零二三年二月八日支付。補充協議詳情載於本公司日期為二零二三年一月十九日之公告內。

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17. Investment Properties (Continued)

On 9 August 2023, further deposit in the sum of HK\$320,881,500 (the "Further Deposit") was due and payable to the Group. The Purchaser, nonetheless, failed to pay the Further Deposit. In response, the Company has since sought legal advice and reviewed the options and recourse available, and made an announcement on 10 August 2023 to give progress update.

On 13 September 2023, the Group further entered into a settlement agreement with the Purchaser and the Purchaser Guarantor. A HK\$32,000,000 non-refundable settlement sum was paid to and received by the Group and the Agreement was terminated pursuant to the terms of the aforesaid settlement agreement. Details of the above are set out in the announcement of the Company dated 13 September 2023.

17. 投資物業(續)

於二零二三年八月九日，本集團應獲支付之進一步按金港幣320,881,500元(「進一步按金」)到期，惟買方並無支付進一步按金。作為回應，本公司在此之後已諮詢法律意見，並審視可用之選項及追究辦法，且已於二零二三年八月十日發表公佈，提供進度更新。

於二零二三年九月十三日，本集團與買方及買方擔保人進一步訂立和解協議。本集團已獲支付並收取不可退還之和解金為數港幣32,000,000元，該協議已根據上述和解協議之條款終止。上述詳情載於本公司日期為二零二三年九月十三日之公佈內。

18. Property, Plant and Equipment

18. 物業、廠房及設備

		Leasehold lands	Buildings	Leasehold improvements	Fixture, fixtures and equipment	Motor vehicles	Leased properties	Total
		租賃土地	樓宇	租賃物業裝修	傢俬、裝置及設備	汽車	租賃物業	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Opening net carrying amount	年初賬面淨值	79,391	33,978	5,096	609	741	2,713	122,528
Disposal/write-off	出售/撇銷	—	—	(77)	—	—	—	(77)
Deficit on revaluation (note 10)	重估虧損(附註10)	—	(120)	—	—	—	—	(120)
Depreciation	折舊	(535)	(880)	(2,818)	(121)	(138)	(2,713)	(7,205)
Exchange realignment	匯兌調整	(432)	—	—	27	(7)	—	(412)
Closing net carrying amount	年終賬面淨值	78,424	32,978	2,201	515	596	—	114,714
As at 31 December 2023	於二零二三年十二月三十一日							
Cost/Valuation	成本/估值	87,358	32,978	46,827	13,198	3,323	—	183,684
Accumulated depreciation	累計折舊	(8,934)	—	(44,626)	(12,683)	(2,727)	—	(68,970)
Net carrying amount	賬面淨值	78,424	32,978	2,201	515	596	—	114,714
Analysis of cost/valuation	成本/估值分析							
At cost	按成本	78,424	—	2,201	515	596	—	81,736
At professional valuation	按專業估值	—	32,978	—	—	—	—	32,978
		78,424	32,978	2,201	515	596	—	114,714

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18. Property, Plant and Equipment (Continued) 18. 物業、廠房及設備(續)

		Leasehold lands	Buildings	Leasehold improvements	Fixture, fixtures and equipment 傢俬、 裝置及設備	Motor vehicles	Leased properties	Total
		租賃土地	樓宇	租賃物業裝修	裝置及設備	汽車	租賃物業	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Opening net carrying amount	年初賬面淨值	80,541	34,978	9,953	326	892	8,526	135,216
Additions	增添	—	—	—	400	—	839	1,239
Disposal/write-off	出售/撇銷	—	—	(158)	—	—	—	(158)
Deficit on revaluation (note 10)	重估虧損(附註10)	—	(120)	—	—	—	—	(120)
Depreciation	折舊	(554)	(880)	(4,699)	(124)	(139)	(6,652)	(13,048)
Exchange realignment	匯兌調整	(596)	—	—	7	(12)	—	(601)
Closing net carrying amount	年終賬面淨值	79,391	33,978	5,096	609	741	2,713	122,528
As at 31 December 2022	於二零二二年 十二月三十一日							
Cost/Valuation	成本/估值	88,032	33,978	47,601	13,219	3,341	11,447	197,618
Accumulated depreciation	累計折舊	(8,641)	—	(42,505)	(12,610)	(2,600)	(8,734)	(75,090)
Net carrying amount	賬面淨值	79,391	33,978	5,096	609	741	2,713	122,528
Analysis of cost/valuation	成本/估值分析							
At cost	按成本	79,391	—	5,096	609	741	2,713	88,550
At professional valuation	按專業估值	—	33,978	—	—	—	—	33,978
		79,391	33,978	5,096	609	741	2,713	122,528

The above items of property, plant and equipment less their residual values over their estimated useful lives, using straight-line method, at the following rates per annum:

Leasehold lands/leased properties	Over the lease period
Buildings	2%
Leasehold improvements	10%–30%
Furniture, fixtures and equipment	10%–20%
Motor vehicles	6%–15%

上述物業、廠房及設備項目在其估計可用期內採用直線法，按下列年率減其剩餘價值：

租賃土地/租賃物業	於租期內
樓宇	2%
租賃物業裝修	10%–30%
傢俬、裝置及設備	10%–20%
汽車	6%–15%

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18. Property, Plant and Equipment (Continued)

As at 31 December 2023, the Group's buildings in Hong Kong are stated at valuation of HK\$32,978,000 (2022: HK\$33,978,000). The Group's buildings were revalued by C&W based on net replacement cost method. For the year ended 31 December 2023, a revaluation loss of approximately HK\$120,000 (2022: Loss HK\$120,000) had been recognised.

As at 31 December 2023, leasehold land and buildings of the Group with carrying amount of HK\$94,245,000 (2022: HK\$96,321,000) were pledged to secure borrowings of the Group (note 26).

The fair value of the Group's owner-occupied buildings is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below.

There was no transfers into or out of level 3 during the year.

18. 物業、廠房及設備(續)

於二零二三年十二月三十一日，本集團於香港之樓宇以估值港幣32,978,000元(二零二二年：港幣33,978,000元)列賬。本集團之樓宇由戴德梁行按淨重置成本法重估。截至二零二三年十二月三十一日止年度重估虧損約港幣120,000元(二零二二年：虧損港幣120,000元)已確認。

於二零二三年十二月三十一日，本集團抵押賬面值為港幣94,245,000元(二零二二年：港幣96,321,000元)之租賃土地及樓宇以獲得本集團之借貸(附註26)。

本集團自用樓宇之公平值為第3級經常性公平值計量。年初及年終公平值結餘之對賬載列如下。

於本年度，並無轉入或轉出第3級。

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Opening balance (level 3 recurring fair value)	年初結餘(第3級經常性公平值)	33,978	34,978
Depreciation	折舊	(880)	(880)
Deficit on revaluation of properties held for own use	重估持作自用物業之虧損	(120)	(120)
Closing balance (level 3 recurring fair value)	年終結餘(第3級經常性公平值)	32,978	33,978

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18. Property, Plant and Equipment (Continued)

In determining the fair values of the buildings, the Group engages an independent qualified professional valuer to perform the valuation. The management works with the independent qualified professional valuer to establish the appropriate valuation techniques and inputs for level 3 fair value measurement. Where there is a material change in the fair value of the owner-occupied buildings, the causes of the fluctuations will be reported to the Directors.

There has been no change to the valuation technique during the year.

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

The following table gives information about how the fair values of these buildings are determined (in particular, the valuation techniques and inputs used).

Building held by the Group measured at revaluation model	Fair value as at 31 December 2023 於二零二三年十二月三十一日之公平值 HK\$'000 港幣千元	Valuation technique(s)	Significant unobservable input(s)	Range of significant unobservable inputs	Interrelationship between significant unobservable input(s) and fair value measurement
本集團持有按重估模型計量之樓宇		估值技術	主要不可觀察數據	主要不可觀察數據之範圍	主要不可觀察數據與公平值計量之互相關係
Owner-occupied buildings	32,978 (2022: 33,978)	Net replacement cost	Building replacement cost per square feet	HK\$4,200 per square foot (2022: HK\$4,300) (note)	The higher the building replacement cost per feet with reference to comparables, the higher the fair value
自用樓宇	32,978 (2022年: 33,978)	淨重置成本	每平方呎樓宇重置成本	每平方呎港幣4,200元 (2022年: 港幣4,300元) (附註)	參照可比較物業之每呎樓宇重置成本越高, 公平值越高

Note: Building replacement cost per square feet is determined with reference to market comparables of constructing works, taking into account of use, location and other individual factors such as total floor level and type of structure.

18. 物業、廠房及設備(續)

在釐定樓宇公平值時，本集團已委聘獨立合資格專業估值師進行估值。管理層與獨立合資格專業估值師合作就第3級公平值計量制定適當之估值技術及數據。倘自用樓宇公平值出現重大變動，將會向董事報告波動原因。

於本年度，估值技術概無變更。

公平值計量乃基於上述物業之最高及最佳用途，與其實際用途並無差異。

下表載列有關如何釐定該等樓宇公平值(特別是所使用估值技術及數據)之資料。

附註：每平方呎樓宇重置成本乃參考市場上可比較之建築工程而釐定，當中計及用途、位置以及總樓層及構築物類型等其他個別因素。

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18. Property, Plant and Equipment (Continued)**The Group as Lessee**

Right-of-use assets (included in the property, plant and equipment)

18. 物業、廠房及設備(續)**本集團作為承租人**

使用權資產(計入物業、廠房及設備)

		Leasehold land 租賃土地 HK\$'000 港幣千元	Leased properties 租賃物業 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
As at 31 December 2022	於二零二二年 十二月三十一日	79,391	2,713	82,104
As at 31 December 2023	於二零二三年 十二月三十一日	78,424	—	78,424
For the year ended 31 December 2022	截至二零二二年 十二月三十一日止年度			
Depreciation charge	折舊開支	(554)	(6,651)	(7,205)
Exchange realignment	匯兌調整	(596)	—	(596)
Total cash outflow for leases	租賃現金流出總額			(24,359)
For the year ended 31 December 2023	截至二零二三年 十二月三十一日止年度			
Depreciation charge	折舊開支	(535)	(2,713)	(3,248)
Exchange realignment	匯兌調整	(432)	—	(432)
Total cash outflow for leases	租賃現金流出總額			(26,562)

For both years, the Group leases various commercial and industrial premises for its operations. Lease contracts are entered into for fixed term of three to four years, but may have extension options as described below. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩個年度，本集團租賃不同商業及工業物業以作營運。租約以三至四年之固定年期訂立，惟可如下文所述帶有延長選擇權。於釐定租期及評估不可撤銷年期時，本集團應用合約之定義並釐定合約強制執行之年期。

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18. Property, Plant and Equipment (Continued) The Group as Lessee (Continued)

The Group has extension options in a number of leases for commercial and industrial premises. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension options held are exercisable only by the Group and not by the respective lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The potential exposures to these future lease payments for extension options in which the Group is not reasonably certain to exercise:

18. 物業、廠房及設備(續) 本集團作為承租人(續)

本集團於若干用作商業及工業物業的租賃中擁有延長選擇權。該等選擇權為有助盡量提升本集團在管理經營所用的資產上之靈活性。所持的大部分延長選擇權僅可由本集團行使而不可由相關的出租人行使。本集團於租賃開始日期評估是否合理確定會行使延長選擇權。本集團並未能合理確定行使延長選擇權的該等未來租賃付款之潛在影響：

	Lease liabilities recognised as at 31 December		Potential future lease payments not included in lease liabilities as at 31 December		
	2023	2022	2023	2022	
	於十二月三十一日確認的 租賃負債		於十二月三十一日未計入租賃負債的 潛在未來租賃付款		
	二零二三年	二零二二年	二零二三年 (undiscounted) (未折現)	二零二二年 (undiscounted) (未折現)	
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
Commercial and industrial premises — Hong Kong	商業及工業物業 — 香港	37,924	50,615	101,401	134,873

During the year ended 31 December 2023 and 2022, the Group did not exercise any extension options.

In addition, the Group reassesses whether it is reasonably certain to exercise an extension option upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the years ended 31 December 2023 and 2022, there is no such triggering event.

於截至二零二三年及二零二二年十二月三十一日止年度，本集團並無行使任何延長選擇權。

此外，於發生重大事件或情況出現重大變動且屬於承租人所能控制範圍時，本集團會重估是否合理確定行使延長選擇權。於截至二零二三年及二零二二年十二月三十一日止年度，概無有關觸發事件。

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18. Property, Plant and Equipment (Continued)**Restrictions or covenants on leases**

In addition, lease liabilities of HK\$37,924,000 are recognised with related sublease of the leased properties of HK\$40,540,000 included in investment properties as at 31 December 2023 (2022: lease liabilities of HK\$50,615,000 and related sublease of the leased properties of HK\$50,400,000 included in investment properties and right-of-use assets included in property, plant and equipment of HK\$2,713,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

18. 物業、廠房及設備(續)**租賃限制或契諾**

此外，於二零二三年十二月三十一日確認租賃負債港幣37,924,000元，租賃物業之相關分租港幣40,540,000元計入投資物業，(二零二二年：租賃負債港幣50,615,000元及租賃物業之相關分租港幣50,400,000元計入投資物業，以及使用權資產港幣2,713,000元計入物業、廠房及設備)。除出租人持有的於租賃資產的抵押權益外，租賃協議不施加任何契諾。租賃資產不得用作借款抵押。

19. Properties for Sale**19. 待售物業**

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Carrying amount as at 1 January	於一月一日之賬面值	1,063,112	888,704
Additions	增添	340,974	235,612
Disposals	出售	(13,374)	(46,791)
Exchange realignment	匯兌調整	(8,809)	(14,413)
Carrying amount as at 31 December	於十二月三十一日之賬面值	1,381,903	1,063,112

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Completed properties for sale	已落成待售物業	1,381,903	213,186
Properties under development for sale	待售發展中物業	—	849,926
Carrying amount as at 31 December	於十二月三十一日之賬面值	1,381,903	1,063,112

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19. Properties for Sale (Continued)

As at 31 December 2023, included in the completed properties for sale was a joint operation project amounting to approximately HK\$3,360,000 (2022: HK\$3,360,000) to jointly develop a property site for residential purpose located at 1–11 Lai Yin Street and 2–12 Jones Street, Tai Hang, Hong Kong in which the Group has a 20.24% equity interest. In 2014, the Directors determined that the Group's share of the completed units would be put up for sale when completed and, accordingly, reclassified its proportionate share of the interest in this property development from investment properties under construction to properties under development for sale. The Group bears a proportionate share of the joint operation's assets, liabilities, revenue and expenses. The occupation permit was released by the Buildings Department during the year ended 31 December 2016. During the years ended 31 December 2023 and 2022, there is no revenue and cost of properties for sale recognised.

19. 待售物業(續)

於二零二三年十二月三十一日，已落成待售物業包括一項為數約港幣3,360,000元(二零二二年：港幣3,360,000元)之合營項目，以共同開發一個位於香港大坑禮賢街1至11號及重士街2至12號作住宅用途之物業地盤，其中本集團擁有20.24%之股權。於二零一四年，董事確定本集團分佔之已落成單位將於建成後放售，因此，本集團將其按比例應佔該物業發展項目權益，由在建投資物業重新分類至待售發展中物業。本集團承擔按比例應佔合營業務之資產、負債、收益及開支。屋宇署於截至二零一六年十二月三十一日止年度內發出入住許可證。於截至二零二三年及二零二二年十二月三十一日止年度，概無確認待售物業收益及成本。

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20. Trade and Other Receivables/Loan Receivables

20. 貿易及其他應收款項／應收貸款

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
<i>Current assets:</i>			
Trade receivables	流動資產： 貿易應收款項		
— contract with customers	— 客戶合約	8,472	9,753
— rental receivables	— 應收租金	28,482	40,834
Total trade receivables	貿易應收款項總額	36,954	50,587
Less: allowance for credit losses	減：信貸虧損撥備	(4,562)	(4,022)
Total trade receivables, net	貿易應收款項總額，淨額	32,392	46,565
Loan receivables (Note)	應收貸款(附註)	145,385	145,680
Less: allowance for credit losses	減：信貸虧損撥備	(141,776)	(141,776)
Total loan receivables, net	應收貸款總額，淨額	3,609	3,904
Other receivables, utility deposits and prepayment	其他應收款項、公共服務按金及預付款項	110,939	123,601
Total trade and other receivables categorised as current assets	分類為流動資產之貿易及其他應收款項總額	146,940	174,070
<i>Non-current assets:</i>			
Loan receivables (Note)	非流動資產： 應收貸款(附註)	4,349	5,906
		151,289	179,976

As at 1 January 2022, the gross carrying amount of trade receivables from contracts with customers amounted to HK\$7,255,000.

於二零二二年一月一日，來自與客戶合約的貿易應收款項之賬面總值為港幣7,255,000元。

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20. Trade and Other Receivables/Loan Receivables (Continued)

As at 31 December 2023 and 2022, based on invoice dates, the aging analysis of the trade receivables, net of allowance for credit losses, was the following:

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
0–30 days	0至30天	12,040	16,854
31–90 days	31至90天	9,114	13,669
91–180 days	91至180天	4,338	8,075
Over 180 days	超過180天	6,900	7,967
Total trade receivables, net		32,392	46,565
貿易應收款項總額，淨額			

Normally, other than those property leasing rental receivables which are secured by rental deposits, the Group does not obtain collateral from other customers.

As at 31 December 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$32,392,000 (2022: HK\$46,565,000) which are past due as at the reporting date. Out of the past due balances, HK\$11,238,000 (2022: HK\$16,042,000) has been past due 90 days or more and is not considered as in default as these debtors have a good business relationship with the Group and recurring overdue records of these debtors with satisfactory settlement history.

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

20. 貿易及其他應收款項／應收貸款(續)

於二零二三年及二零二二年十二月三十一日，根據發票日期，貿易應收款項扣除信貸虧損撥備後之賬齡分析載列如下：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
0–30 days	0至30天	12,040	16,854
31–90 days	31至90天	9,114	13,669
91–180 days	91至180天	4,338	8,075
Over 180 days	超過180天	6,900	7,967
Total trade receivables, net		32,392	46,565
貿易應收款項總額，淨額			

一般而言，除以租金按金抵押之該等物業租賃應收租金外，本集團不會向其他客戶收取抵押品。

於二零二三年十二月三十一日，本集團之貿易應收款項結餘包括於報告日期已逾期賬面總值港幣32,392,000元(二零二二年：港幣46,565,000元)之債務人。在逾期結餘中，港幣11,238,000元(二零二二年：港幣16,042,000元)已逾期90天或以上，而並不視為違約，原因是該等債務人與本集團有良好業務關係，而該等債務人均有令人滿意的清償經常性逾期款項之記錄。

有關貿易應收款項之減值虧損以撥備賬記錄，除非本集團信納收回該筆款項之可能性極低，在該情況下，減值虧損會直接於貿易應收款項中撇銷。

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20. Trade and Other Receivables/Loan Receivables (Continued)

Details of impairment assessment of trade receivables, other receivables and deposits for the years ended 31 December 2023 and 2022 are set out in note 38.2.

Note:

As at 1 January 2021, included in loan receivables is an aggregate amount of HK\$4,000,000 which were secured, interest-bearing at Hong Kong Prime Interest Rate minus 2.5% per annum and repayable within 1 year from reporting date. The repayment date of these loan receivables was extended by one year during the year ended 31 December 2021 and further nine months during the year ended 31 December 2022 with a principal repayment of HK\$400,000 and a further HK\$200,000 principal repayment in the year 2023.

For the remaining loan receivables amounting to HK\$4,558,000 (2022: HK\$6,210,000) which are secured, interest-bearing at Hong Kong Prime Interest Rate minus 2% to 2.5% per annum (2022: 2% to 2.5% per annum) for the first 36 months from the date of loan drawdown and thereafter at the Hong Kong Prime Interest Rate. The loan receivables were repayable in 216 to 360 monthly instalments (2022: 216 to 360 monthly instalments) with the final instalment payable in year 2035 to 2047 (2022: year 2035 to 2047). As at 31 December 2023, loan receivables of HK\$1,092,000 (2022: HK\$1,137,000) could be early terminated by the borrowers at the principal and accrued interest after 60 months after drawdown date.

The current portion of HK\$3,609,000 (2022: HK\$3,904,000) which is expected to be recovered within one year is classified as current assets while the balance of HK\$4,349,000 (2022: HK\$5,906,000) is classified as non-current assets which is expected to be recovered over one year.

No loan receivables are past due as at 31 December 2023 and 2022. The loan receivables are secured by second mortgage on the properties located in Hong Kong. The Group is not permitted to sell or repledge the properties in the absence of default by the borrower. There has not been any significant changes in the quality of the collateral held for the loans receivables. Details of impairment assessment for the year ended 31 December 2023 and 2022 are set out in note 38.2.

20. 貿易及其他應收款項／應收貸款(續)

截至二零二三年及二零二二年十二月三十一日止年度貿易應收款項、其他應收款項及訂金之減值評估詳情載於附註38.2。

附註：

於二零二一年一月一日，列入應收貸款合共港幣4,000,000元之款項為有抵押，按香港最優惠利率減2.5厘之年利率計息，並須於報告日期起計一年內償還。該等應收貸款的償還日期於截至二零二一年十二月三十一日止年度延長一年，於截至二零二二年十二月三十一日止年度償還本金港幣400,000元後再延長九個月，並於二零二三年進一步償還本金港幣200,000元。

其餘應收貸款為數港幣4,558,000元(二零二二年：港幣6,210,000元)之款項為有抵押，於提用貸款日期起計首36個月按香港最優惠利率減2厘至2.5厘(二零二二年：2厘至2.5厘)之年利率計息，其後按香港最優惠利率計息。應收貸款分216至360期(二零二二年：216至360期)每月償還，最後一期還款應於二零三五年至二零四七年(二零二二年：二零三五年至二零四七年)支付。於二零二三年十二月三十一日，應收貸款港幣1,092,000元(二零二二年：港幣1,137,000元)可由借款人於提用日期起計60個月後按本金及應計利息提早終止。

預期於一年內收回之即期部分港幣3,609,000元(二零二二年：港幣3,904,000元)分類為流動資產，餘額港幣4,349,000元(二零二二年：港幣5,906,000元)分類為非流動資產，預期將於超過一年後收回。

於二零二三年及二零二二年十二月三十一日概無逾期應收貸款。應收貸款以位於香港之物業二按作抵押。如借款人並無違約，本集團不可銷售或轉按物業。就應收貸款持有之抵押品之質量並無任何重大變動。截至二零二三年及二零二二年十二月三十一日止年度之減值評估詳情載於附註38.2。

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21. Financial Assets at FVTPL/FVTOCI**Financial assets at FVTPL**

As at 31 December 2022, included in financial assets at FVTPL were structured bank deposits of HK\$38,884,000 (2023: Nil) placed with a bank in the Mainland China and contained embedded derivatives which returns were determined by reference to the return of the underlying portfolio of listed shares invested by the bank and the duration of deposits placed. The deposits could be withdrawn at the Group's discretion and were subject to early termination option of the issuing bank at the price of the principal outstanding plus the return of underlying portfolio of listing shares up to the date of withdrawal/early termination. Annual return rate as at 31 December 2023 is 2.62% (2022: 2.08%).

The structured bank deposits were reclassified as financial assets at FVTPL because their contractual cash flows did not represent solely the payments of principal and interest on the principal amount outstanding.

Financial assets at FVTPL as at 31 December 2022 were stated at fair values based on valuation provided by the issuing bank. The fair value measurements were categorised to Level 2.

Financial assets at FVTOCI

As at 31 December 2023, financial assets at FVTOCI which were investment in unlisted funds of HK\$43,006,000 (2022: HK\$39,656,000) are stated at fair values.

Directors have elected to designate the investments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

Financial assets at FVTOCI as at 31 December 2023 are stated at fair value based on the net asset value of fund (i.e. fair value of the portfolio included in the fund). The fair value measurements are categorised to Level 3 (2022: Level 2).

21. 按公平值計入損益／按公平值計入其他全面收入之財務資產**按公平值計入損益之財務資產**

於二零二二年十二月三十一日，按公平值計入損益之財務資產包括結構性銀行存款港幣38,884,000元(二零二三年：無)，存放於中國內地一間銀行，並包含嵌入式衍生工具，其回報乃參考銀行投資之相關上市股份組合回報及存款年期而釐定。本集團可酌情提取存款，而存款可由發行銀行選擇按截至提取／提前終止日期之未償還本金另加相關上市股份組合回報之價格提前終止。於二零二三年十二月三十一日，每年回報利率為2.62% (二零二二年：2.08%)。

由於結構性銀行存款之合約現金流量並非完全用作支付本金及未償還本金利息，因此結構性銀行存款重新分類為按公平值計入損益之財務資產。

於二零二二年十二月三十一日，按公平值計入損益之財務資產根據發行銀行提供之估值按公平值列賬。公平值計量分類為第2級。

按公平值計入其他全面收入之財務資產

於二零二三年十二月三十一日，按公平值計入其他全面收入之財務資產港幣43,006,000元(二零二二年：港幣39,656,000元)為非上市基金投資，乃按公平值列賬。

董事選擇按公平值計入其他全面收入來指定投資，原因是彼等認為於損益中確認該等投資公平值的短期波動不符合本集團為長遠目的而持有該等投資及於長期實現其表現潛力的策略。

於二零二三年十二月三十一日，按公平值計入其他全面收入之財務資產乃根據基金資產淨值(即基金包括之投資組合之公平值)按公平值列賬。公平值計量分類為第3級(二零二二年：第2級)。

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22. Short-Term Bank Deposits/Cash and Cash Equivalents

The cash and bank balances of the Group was summarised as follows:

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Short-term bank deposits with original maturity over three months	原到期日超出三個月之短期銀行存款	635,200	272,400
Cash and cash equivalents	現金及現金等價物	503,106	1,122,544
Total cash and bank balances	現金及銀行結餘總額	1,138,306	1,394,944

As at 31 December 2023 and 2022, short-term bank deposits with original maturity over three months were placed up till 1 year depending on the immediate cash requirement of the Group, and earned fixed-rate interest at respective time deposits rates of range from 4.55% to 5.63% (2022 : 4.05% to 6.10%) per annum.

Included in total cash and bank balances of the Group is HK\$168,708,000 (2022: HK\$138,578,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the Mainland China. RMB is not a freely convertible currency. Under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

The Directors considered that the fair value of the cash and cash equivalents is not materially different from their carrying amount.

22. 短期銀行存款／現金及現金等價物

本集團之現金及銀行結餘之概要如下：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Short-term bank deposits with original maturity over three months	原到期日超出三個月之短期銀行存款	635,200	272,400
Cash and cash equivalents	現金及現金等價物	503,106	1,122,544
Total cash and bank balances	現金及銀行結餘總額	1,138,306	1,394,944

於二零二三年及二零二二年十二月三十一日，原到期日超出三個月之短期銀行存款存放年期長達一年，視乎本集團之即時現金需求而定，並按照各自之定期存款年利率介乎4.55%至5.63% (二零二二年：4.05%至6.10%)賺取固定利率之利息。

計入本集團現金及銀行結餘總額包括存放於中國內地多間銀行為數港幣168,708,000元(二零二二年：港幣138,578,000元)之人民幣(「人民幣」)計值銀行結餘。人民幣並非可自由兌換之貨幣。根據中國內地之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准經由授權進行外匯業務之銀行以人民幣兌換外幣。

董事認為，現金及現金等價物之公平值與賬面值並無重大差異。

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

22. Short-Term Bank Deposits/Cash and Cash Equivalents (Continued)

In the course of business, certain bank accounts were opened and held in the name of certain subsidiaries in form of trust on behalf of third parties to whom these subsidiaries provided building management services. As at the reporting date, those bank balances held in form of trust on behalf of third parties and were not recognised in the consolidated financial statements of the Group amounted to HK\$89,278,000 (2022: HK\$89,899,000).

22. 短期銀行存款／現金及現金等價物(續)

於業務過程中，若干附屬公司以其名義代第三方(附屬公司向其提供樓宇管理服務之人士)以信託形式開設及持有若干銀行賬戶。於報告日期，該等為數港幣89,278,000元(二零二二年：港幣89,899,000元)之銀行結餘乃以信託形式代第三方持有，並無於本集團之綜合財務報表內確認。

23. Trade and Other Payables**23. 貿易及其他應付款項**

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Trade payables	貿易應付款項	24,757	18,466
Receipt in advance	預收款項	35,576	26,013
Deposits received on disposal of subsidiaries (note 17)	出售附屬公司之已收按金(附註17)	—	320,882
Deposit received on disposal of an investment property	出售投資物業之已收按金	305	—
Rental deposits received	已收租金按金	123,639	136,989
Accruals on construction works	建築工程應計款項	188,996	192,573
Other accrued expenses and other payables	其他應計費用及其他應付款項	171,710	160,403
		544,983	855,326

Trade payables had credit periods ranging from 30 to 90 days. Based on invoice dates, the ageing analysis of trade payables was the following:

貿易應付款項之信貸期介乎30至90天。根據發票日期，貿易應付款項之賬齡分析載列如下：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
0–30 days	0至30天	10,801	4,787
31–90 days	31至90天	1,188	963
Over 90 days	超過90天	12,768	12,716
Total trade payables	貿易應付款項總額	24,757	18,466

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

24. Contract Liabilities

24. 合約負債

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Deposits received in advance associated with pre-sale of properties for sale situated in:	有關預售位於下列地點之待售物業之預收訂金：		
— Hong Kong	— 香港	185,016	113,496
— the Mainland China	— 中國內地	4,366	7,072
		189,382	120,568

As at 1 January 2022, the carrying amount of contract liabilities is HK\$47,186,000.

As at 31 December 2023 and 2022, deposits received in advance received by Group for the disposal of properties for sale are expected to be completed and sold within one year from the end of the reporting period.

於二零二二年一月一日，合約負債之賬面值為港幣47,186,000元。

本集團於二零二三年及二零二二年十二月三十一日就出售預期於報告期末起計一年內竣工及出售之待售物業預收訂金。

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

24. Contract Liabilities (Continued)

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

24. 合約負債(續)

下表列示本年度就結轉合約負債確認之收益金額以及與於過往期間履行之履約責任相關之金額。

		Sales of completed properties for sale For the year ended 31 December 2023 銷售已落成 待售物業 截至二零二三年 十二月三十一 止年度 HK\$'000 港幣千元	Sales of completed properties for sale For the year ended 31 December 2022 銷售已落成 待售物業 截至二零二二年 十二月三十一 止年度 HK\$'000 港幣千元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘之已確認收益	2,040	31,431
Revenue to be recognised from unsatisfied performance obligations	因未履行履約責任將予確認之收益	1,013,059	593,622

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

The Group receives 10% to 30% of the contract amount as deposits from customers when they sign the sale and purchase agreement. However, depending on market conditions, the Group may offer customers a discount compared to the listed sales price, provided that the customers agree to pay the balance of the consideration early while construction is still ongoing. The deposits result in contract liabilities being recognised throughout the property construction period until the customer obtains control of the completed properties for sale.

影響已確認合約負債金額之一般付款條款如下：

本集團在客戶簽署買賣協議時收取合約金額之10%至30%作為客戶訂金。然而，本集團可能視乎市況，按所列售價向客戶提供折扣，前提是客戶同意在建築工程仍在進行期間提早支付代價餘額。該等訂金導致在整段物業建築期間內確認合約負債，直至客戶取得已落成待售物業之控制權為止。

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

25. Lease Liabilities

25. 租賃負債

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Lease liabilities payables	應付租賃負債		
Within one year	一年內	16,921	20,912
With a period of more than one year	一年以上	21,003	29,703
		37,924	50,615
Less: amount due for settlement within 12 months shown under current liabilities	減：於12個月內到期清償列為流動負債之金額	(16,921)	(20,912)
Amount due for settlement after 12 months shown under non-current liabilities	於12個月後到期清償列為非流動負債之金額	21,003	29,703

The weighted average incremental borrowing rates applied to lease liabilities is 3.93% (2022: 3.93%).

應用於租賃負債之加權平均增量借貸利率為3.93% (二零二二年：3.93%)。

All lease liabilities were denominated in the functional currencies of the relevant group entities.

所有租賃負債均以相關集團實體之功能貨幣計值。

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26. Borrowings

26. 借貸

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Current liabilities	流動負債		
Bank loans — secured	銀行貸款—有抵押	585,072	87,728
Non-current liabilities	非流動負債		
Bank loans — secured	銀行貸款—有抵押	931,727	1,686,799
		1,516,799	1,774,527
Carrying amount of bank loans repayable based on the scheduled repayment dates set out in the loan agreements:	根據貸款協議所載預定還款日期應償還之銀行貸款賬面值：		
Within one year	一年內	585,072	87,728
More than one year, but not exceeding two years	一年以上但不超過兩年	931,727	595,072
More than two years, but not exceeding five years	兩年以上但不超過五年	—	1,091,727
Total bank loans	銀行貸款總額	1,516,799	1,774,527
Carrying amount of bank loans matured within one year (shown under current liabilities)	於一年內到期之銀行貸款之賬面值(列於流動負債)	(585,072)	(87,728)
Amount shown under non-current liabilities	非流動負債所列金額	931,727	1,686,799

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

26. Borrowings (Continued)

As at 31 December 2023, bank loans are secured by certain investment properties and property, plant and equipment of the Group with a total carrying value of approximately HK\$11,058,645,000 (2022: certain investment properties, certain properties for sale and property, plant and equipment of the Group with a total carrying value of approximately HK\$12,661,647,000) as set out in notes 17 and 18 respectively to the consolidated financial statements.

The analysis that shows the remaining contractual maturities of the Group's borrowings is set out in note 38.2 to the consolidated financial statements.

The effective interest rates of the Group's borrowings at the reporting date were as follows:

26. 借貸(續)

於二零二三年十二月三十一日，銀行貸款乃以本集團賬面總值約港幣11,058,645,000元(二零二二年：本集團總賬面值約為港幣12,661,647,000元的若干投資物業、若干待售物業及物業、廠房及設備)之若干投資物業以及物業、廠房及設備作為抵押，分別載於綜合財務報表附註17及18。

顯示本集團借貸之餘下合約到期日之分析載於綜合財務報表附註38.2。

於報告日期本集團借貸之實際利率如下：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Bank loans — HK\$-denominated loans	銀行貸款 — 港幣貸款	Hong Kong Inter-bank Offered Rate ("HIBOR") +1.12% to HIBOR+1.15% p.a. 香港銀行同業 拆息(「香港同業 拆息」)+年利率 1.12%至香港 同業拆息 +年利率1.15%	Hong Kong Inter-bank Offered Rate ("HIBOR") +1.12% p.a. to HIBOR+1.30% p.a. 香港銀行同業 拆息(「香港同業 拆息」)+年利率 1.12%至香港 同業拆息 +年利率1.30%

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

27. Deferred Taxation

The movement on the deferred tax account is as follows:

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
As at 1 January	於一月一日	124,655	115,306
Deferred taxation charged to profit or loss (note 13)	於以下項目扣除之損益 (附註13)	5,505	9,349
As at 31 December	於十二月三十一日	130,160	124,655

The followings are the major deferred tax liabilities and assets recognised in the consolidated statement of financial position and the movements during the current and prior years:

以下為於綜合財務狀況表確認之主要遞延稅項負債及資產以及於本年度及過往年度之變動：

		Accelerated tax depreciation 加速 稅項折舊 HK\$'000 港幣千元	Surplus on revaluation of owner- occupied properties 重估自用 物業盈餘 HK\$'000 港幣千元	Tax losses 稅項虧損 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
As at 1 January 2022	於二零二二年一月一日	116,176	6,468	(7,338)	115,306
Charged/(credited) to profit or loss (note 13)	於損益扣除/(計入)(附註13)	9,904	(20)	(535)	9,349
As at 31 December 2022	於二零二二年十二月三十一日	126,080	6,448	(7,873)	124,655
Charged/(credited) to profit or loss (note 13)	於損益扣除/(計入)(附註13)	4,372	(20)	1,153	5,505
As at 31 December 2023	於二零二三年十二月三十一日	130,452	6,428	(6,720)	130,160

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

27. Deferred Taxation (Continued)

As at 31 December 2023, the Group has aggregate amount of temporary differences associated with undistributed earnings of the Mainland China subsidiaries of approximately HK\$28,394,000 (2022: HK\$26,825,000) of which no deferred tax liabilities has been recognised. No deferred tax liabilities have been recognised in respect of these differences because the Group is in a position to control the dividend policies of its subsidiaries and the Directors considered that no dividend will be declared by these subsidiaries in the foreseeable future. Thus, such difference will not be reversed in the foreseeable future.

At the end of the reporting period, the Group has unused tax losses of approximately HK\$73,694,000 (2022: HK\$64,006,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$40,727,000 (2022: HK\$47,715,000) of such losses. No deferred tax asset has been recognised in respect of the remaining approximately HK\$32,967,000 (2022: HK\$16,291,000) due to unpredictability of future profit streams.

Included in unrecognised tax losses are losses of approximately HK\$8,255,000 (2022: HK\$4,440,000) which will expiry by five consecutive year. Other losses may be carried forward indefinitely.

27. 遞延稅項(續)

於二零二三年十二月三十一日，本集團有關中國內地附屬公司未分派盈利之相關暫時性差額總額約港幣28,394,000元(二零二二年：港幣26,825,000元)並無確認遞延稅項負債。由於本集團能夠控制其附屬公司之股息政策以及董事認為該等附屬公司於可見將來不會宣派股息，故並無就該等差額確認遞延稅項負債。因此，有關差額將不會於可見將來撥回。

於報告期末，本集團有未動用稅項虧損約港幣73,694,000元(二零二二年：港幣64,006,000元)可用於抵銷未來溢利。已就該等虧損確認遞延稅項資產約港幣40,727,000元(二零二二年：港幣47,715,000元)。由於未來溢利流不可預測，故此並無就餘下約港幣32,967,000元(二零二二年：港幣16,291,000元)確認遞延稅項資產。

未確認稅項虧損包含將於五個連續年度後到期之虧損約港幣8,255,000元(二零二二年：港幣4,440,000元)。其他虧損可無限期結轉。

28. Share Capital

28. 股本

		2023 二零二三年		2022 二零二二年	
		Number of shares 股份數目	HK\$'000 港幣千元	Number of shares 股份數目	HK\$'000 港幣千元
Authorised: Ordinary shares of HK\$0.10 each	法定： 每股面值港幣0.10元之 普通股	5,000,000,000	500,000	5,000,000,000	500,000
Issued and fully paid: As at 1 January and 31 December	已發行及繳足： 於一月一日及 十二月三十一日	283,308,635	28,331	283,308,635	28,331

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29. Reserves
The Group29. 儲備
本集團

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Share premium (note (a))	股份溢價(附註(a))	690,811	690,811
Capital redemption reserve (note (b))	資本贖回儲備(附註(b))	295	295
Investment revaluation reserve	投資重估儲備	3,424	388
Retained profits	保留溢利	17,490,794	18,420,614
Exchange reserve	匯兌儲備	(40,573)	(24,740)
Special reserve (note (c))	特別儲備(附註(c))	1,848	1,848
Proposed final and special dividends (note 15(a))	建議末期及特別股息 (附註15(a))	283,309	56,662
		18,429,908	19,145,878

Notes:

- (a) Share premium represents the excess of consideration received over the par value of share issued.
- (b) Capital redemption reserve represents the amount equal to the par value of the bought-back shares, and such funds transferred from retained profits.
- (c) The special reserve of the Group represented the difference between the nominal value of the share capital issued by the Company in exchange for the nominal value of the share capital of the subsidiaries pursuant to the Group's re-organisation in 1997.

Details of the movements in the above reserves are set out in the consolidated statement of changes in equity on pages 204 to 207 to the consolidated financial statements.

附註：

- (a) 股份溢價指所收取代價高於已發行股份面值之差額。
- (b) 資本贖回儲備指相等於回購股份面值之款項，該等資金乃轉撥自保留溢利。
- (c) 本集團之特別儲備指根據本集團一九九七年重組由本公司已發行股本面值交換附屬公司股本面值之差額。

上述儲備之變動詳情載於綜合財務報表第204至207頁之綜合權益變動表。

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29. Reserves (Continued)
The Company29. 儲備(續)
本公司

		Share premium	Capital redemption reserve	Contributed surplus	Retained profits	Proposed final and special dividends	Total
		股份溢價	贖回儲備	繳納盈餘	保留溢利	建議末期及特別股息	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(note (a))	(note (b))	(note (c))	(note (c))	(note (c))	(note (c))
		(附註(a))	(附註(b))	(附註(c))	(附註(c))	(附註(c))	(附註(c))
As at 1 January 2022	於二零二二年一月一日	690,811	295	1,206,626	581,775	56,662	2,536,169
Profit and other comprehensive income for the year	年內溢利及其他全面收入	—	—	—	407	—	407
Final dividends paid for 2021 (note 15(b))	已付二零二一年末期股息(附註15(b))	—	—	—	—	(56,662)	(56,662)
Proposed final dividends for 2022 (note 15(a))	建議二零二二年末期股息(附註15(a))	—	—	(56,662)	—	56,662	—
As at 31 December 2022	於二零二二年十二月三十一日	690,811	295	1,149,964	582,182	56,662	2,479,914
Profit and other comprehensive income for the year	年內溢利及其他全面收入	—	—	—	400	—	400
Final dividends paid for 2022 (note 15(b))	已付二零二二年末期股息(附註15(b))	—	—	—	—	(56,662)	(56,662)
Proposed final and special dividends for 2023 (note 15(a))	建議二零二三年末期及特別股息(附註15(a))	—	—	(283,309)	—	283,309	—
As at 31 December 2023	於二零二三年十二月三十一日	690,811	295	866,655	582,582	283,309	2,423,652

Notes:

- (a) Share premium represents the excess of consideration received over the par value of shares issued.
- (b) Capital redemption reserve represents the amount equal to the par value of the bought-back shares transferred.
- (c) The contributed surplus represents the difference between the nominal value of the Company's shares issued in exchange for all the issued ordinary shares of Lucky Spark Limited (a subsidiary) and the value of the net underlying assets of the subsidiaries acquired. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus of the Company is available for distribution to the shareholders under certain circumstances. However, the Company cannot declare or pay a dividend or make a distribution out of contribution surplus if:
- it is, or would after the payment be, unable to pay its liabilities as they become due; or
 - the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

附註:

- (a) 股份溢價指所收取代價高於已發行股份面值之差額。
- (b) 資本贖回儲備指相等於已轉撥回購股份面值之款項。
- (c) 繳納盈餘乃指發行以換取Lucky Spark Limited (一家附屬公司)全部已發行普通股之本公司股份面值與所收購附屬公司相關淨資產值之差額。根據百慕達一九八一年公司法(經修訂),在若干情況下本公司之繳納盈餘可分派予股東。然而,倘發生以下情況,本公司不可從繳納盈餘宣派或支付股息或作出分派:
- 不能或於支付後不能支付到期繳付之債務;或
 - 其資產之可變現值因此少於其債務、已發行股本及股份溢價賬之總額。

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30. Commitments**Capital Commitments**

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Contracted but not provided for:	已訂約惟未撥備：		
– Acquisition of investment properties	– 收購投資物業	–	17,641
		–	17,641

All capital commitments are due in the coming twelve months.

所有資本承擔均於未來十二個月內到期。

31. Operating Leasing Arrangements

Undiscounted lease payments receivable on leases are as follows:

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Within one year	一年內	252,835	291,428
In the second year	第二年	113,756	164,366
In the third year	第三年	40,524	44,313
In the fourth year	第四年	10,517	15,189
In the fifth year	第五年	3,263	5,699
Over five years	五年以上	1,903	–
		422,798	520,995

30. 承擔**資本承擔****31. 經營租賃安排**

租賃之未折現應收租賃付款如下：

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31. Operating Leasing Arrangements (Continued)

The Group leases its investment properties (note 17) under operating lease arrangements which run for an initial period of one to six years (2022: one to six years), with an option to renew the lease terms at the expiry date or at dates as mutually agreed between the Group and the respective tenants. The terms of the leases also require the tenants to pay rental deposits. The turnover-related rental income received during the year amounted to HK\$2,339,000 (2022: HK\$1,348,000).

32. Financial Guarantee Contracts

As at 31 December 2023, the Group provided guarantees amounted to approximately HK\$40,220,000 (2022: HK\$51,166,000) to banks with respect to mortgage loans procured by the purchasers of the Group's properties. Such guarantees will be released by banks upon delivery of the properties to the purchasers and completion of the registration of the mortgage with the relevant mortgage registration authorities or settlement of the outstanding mortgage loan. In the opinion of the Directors, the fair value of the financial guarantee is not significant.

31. 經營租賃安排(續)

本集團根據經營租賃安排出租其投資物業(附註17)，初始租期一至六年(二零二二年：一至六年)，可選擇於到期日或本集團與有關承租人雙方同意之日期續期。租約條款亦規定承租人須繳付租金按金。年內已收營業額相關之租金收入為港幣2,339,000元(二零二二年：港幣1,348,000元)。

32. 財務擔保合約

於二零二三年十二月三十一日，本集團就本集團物業買家取得之按揭貸款向銀行提供擔保約港幣40,220,000元(二零二二年：港幣51,166,000元)。該等擔保將於物業交付予買家並向相關按揭登記機構辦妥按揭登記時或於清償尚欠按揭貸款時由銀行解除。董事認為，財務擔保之公平值並不重大。

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33. Statement of Financial Position of the Company

33. 本公司之財務狀況表

		Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之權益	34	545,000	545,000
Amounts due from subsidiaries	應收附屬公司之款項		1,906,498	1,962,685
			2,451,498	2,507,685
Current assets	流動資產			
Other receivables	其他應收款項		433	399
Cash and cash equivalents	現金及現金等價物		482	491
			915	890
Current liabilities	流動負債			
Amount due to a subsidiary	應付附屬公司之款項		—	—
Accrued expenses and other payables	應計費用及其他應付款項		428	292
Provision for income taxation	所得稅撥備		2	38
			430	330
Net current assets	淨流動資產		485	560
Net assets	淨資產		2,451,983	2,508,245
EQUITY	權益			
Share capital	股本	28	28,331	28,331
Reserves	儲備	29	2,423,652	2,479,914
Total equity	權益總額		2,451,983	2,508,245

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34. Interests in Subsidiaries

Particulars of the principal subsidiaries as at 31 December 2023 and 2022 are as follows:

34. 於附屬公司之權益

於二零二三年及二零二二年十二月三十一日之主要附屬公司詳情如下：

Name 公司名稱	Place of incorporation/ operation 註冊成立/營運地區	Particulars of nominal value of issued share capital/registered capital 已發行股本面值/ 註冊資本詳情	Percentage of interest held by the Company 本公司所持權益百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年	
Billion Glory Properties Limited 億潤置業有限公司	Hong Kong 香港	Paid-up capital HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Bond Rising Limited	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 each 1股每股面值美金1元之普通股	—	—	100%	100%	Investment holding 投資控股
Castle Peak Investment Properties Limited 青山道投資地產有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property development 物業發展
Eternal Bonus Group Limited	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 each 1股每股面值美金1元之普通股	—	—	100%	100%	Investment holding 投資控股
Fortune Together Limited 福聯有限公司	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 each 1股每股面值美金1元之普通股	—	—	100%	100%	Investment holding 投資控股
Golden Relay Company Limited 崇贊有限公司	Hong Kong 香港	Paid-up capital of HK\$100,000 已繳股本港幣100,000元	—	—	100%	100%	Property investment 物業投資
Goldwell Property Management Limited 金衛物業管理有限公司	Hong Kong 香港	Paid-up capital of HK\$100,000 已繳股本港幣100,000元	—	—	100%	100%	Provision of building management service 提供樓宇管理服務

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34. Interests in Subsidiaries (Continued)

34. 於附屬公司之權益(續)

Name 公司名稱	Place of incorporation/ operation 註冊成立/營運地區	Particulars of nominal value of issued share capital/registered capital 已發行股本面值/ 註冊資本詳情	Percentage of interest held by the Company 本公司所持權益百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年	
Grape Trade Limited	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 each 1股每股面值美金1元之 普通股	—	—	100%	100%	Investment holding 投資控股
Harvest Fortune Limited 沛益有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Keep New Investment Limited 保新投資有限公司	Hong Kong 香港	Paid-up capital of HK\$1,000 已繳股本港幣1,000元	—	—	100%	100%	Property development 物業發展
Lead Properties Limited 領先置業有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
One Storage Management Company Limited 至尊迷你倉管理有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Mini-storage 迷你倉
Onwell Properties Limited 安卓置業有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Power Huge Development Limited 威豪發展有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Sky Luck (China) Limited 天福(中國)有限公司	Hong Kong 香港	Paid-up capital of HK\$10,000 已繳股本港幣10,000元	—	—	100%	100%	Property investment 物業投資

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34. Interests in Subsidiaries (Continued)

34. 於附屬公司之權益(續)

Name 公司名稱	Place of incorporation/ operation 註冊成立/營運地區	Particulars of nominal value of issued share capital/registered capital 已發行股本面值/ 註冊資本詳情	Percentage of interest held by the Company 本公司所持權益百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年	
Soundwill (BVI) Limited	British Virgin Islands 英屬維爾京群島	100,001,000 ordinary shares of HK\$1 each 100,001,000股每股面值 港幣1元之普通股	100%	100%	—	—	Investment holding 投資控股
Soundwill Real Estate (China) Limited 金朝陽地產(中國)有限 公司	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 each 1股每股面值美金1元之 普通股	—	—	100%	100%	Investment holding 投資控股
Tang Lung Investment Properties Limited 登龍投資地產有限公司	Hong Kong 香港	Paid-up capital of HK\$1,000 已繳股本港幣1,000元	—	—	100%	100%	Property investment 物業投資
TCP Investment Properties Limited	Hong Kong 香港	Paid-up capital of HK\$1,000 已繳股本港幣1,000元	—	—	100%	100%	Property development 物業發展
Upper Wealthy Limited 康尚有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Wise Ease Limited 宜惠有限公司	Hong Kong 香港	Paid-up capital of HK\$10,000 已繳股本港幣10,000元	—	—	100%	100%	Property investment 物業投資
World Firm Limited 寰企有限公司	Hong Kong 香港	Paid-up capital of HK\$200 已繳股本港幣200元	—	—	100%	100%	Property investment 物業投資
珠海市山水花城物業管理 有限公司*	Mainland China 中國內地	Registered capital of RMB25,000,000 註冊資本 人民幣25,000,000元	—	—	51%	51%	Property development 物業發展
肇慶金城房地產發展 有限公司*	Mainland China 中國內地	Registered capital of RMB30,000,000 註冊資本 人民幣30,000,000元	—	—	100%	100%	Property development 物業發展
珠海市騰基房產 有限公司*	Mainland China 中國內地	Registered capital of RMB23,000,000 註冊資本 人民幣23,000,000元	—	—	100%	100%	Property development 物業發展

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34. Interests in Subsidiaries (Continued)

Notes:

- * These subsidiaries were established in the Mainland China as limited liability companies.

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the above list contains only the particulars of the principal subsidiaries which materially affect the results or assets of the Group.

None of the subsidiaries had issued any debt securities at the end of the year.

No financial information of the non-wholly owned subsidiaries is disclosed in the consolidated financial statements as the non-controlling interests are not material to the Group.

35. Non-Controlling Interests

As at 1 January	於一月一日		
Profit for the year	年內溢利		
Exchange gain/(loss) on translation of foreign operations	換算海外業務之匯兌收益／(虧損)		
Dividend paid to non-controlling interest	已付非控股權益股息		
As at 31 December	於十二月三十一日		

The non-controlling interests of subsidiaries that are not 100% owned by the Group are considered to be immaterial and therefore no further details are disclosed.

34. 於附屬公司之權益(續)

附註：

- * 該等附屬公司於中國內地成立為有限責任公司。

董事認為載有所有附屬公司詳情之完整列表將會過於冗長，故上表僅載有該等對本集團業績或資產有重大影響力之主要附屬公司詳情。

附屬公司於年末概無發行任何債務證券。

非全資附屬公司之財務資料概無在綜合財務報表中披露，原因是該等非控股權益對本集團而言並不重大。

35. 非控股權益

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
As at 1 January	於一月一日	1,425	16,476
Profit for the year	年內溢利	8	5,810
Exchange gain/(loss) on translation of foreign operations	換算海外業務之匯兌收益／(虧損)	190	(1,931)
Dividend paid to non-controlling interest	已付非控股權益股息	—	(18,930)
As at 31 December	於十二月三十一日	1,623	1,425

非由本集團擁有100%權益之附屬公司之非控股權益被視為不重大，因此並無披露進一步詳情。

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36. Related Party Transactions

The following transactions with related parties were, in the opinion of the Directors, carried out in the ordinary course of business during the year:

36. 關聯人士交易

董事認為，下列於年內與關聯人士進行之交易乃於日常業務過程中進行：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Short-lease expense and management fee expense in respect of office premises situated in Guangzhou, the Mainland China (note (a))	位於中國內地廣州之辦公室物業之短期租賃開支及管理費開支(附註(a))	258	297
Short-lease expense for leasing carparking spaces situated in Guangzhou, the Mainland China (note (b))	租賃位於中國內地廣州之停車位之短期租賃開支(附註(b))	13	14

Notes:

- (a) A subsidiary of the Company entered into a tenancy agreement with a related company, in which two executive directors of the Company have interests, for leasing a number of premises situated in Guangzhou, the Mainland China for office purpose.
- (b) For the years ended 31 December 2023 and 2022, a subsidiary of the Company entered into tenancy agreements with a related company, in which a close family member of two executive directors of the Company have interests, for leasing one (2022: one) carparking space situated in Guangzhou, the Mainland China.

附註：

- (a) 本公司一家附屬公司與一家關連公司(本公司兩名執行董事擁有權益)簽訂租賃協議，租賃多項位於中國內地廣州之物業作辦公室用途。
- (b) 截至二零二三年及二零二二年十二月三十一日止年度，本公司一家附屬公司與一家關連公司(本公司兩名執行董事之近親及擁有權益)訂立租賃協議，租賃位於中國內地廣州之一個(二零二二年：一個)停車位。

Key management personnel compensation:

主要管理人員薪酬：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Basic salaries and other benefits	基本薪金及其他福利	42,325	32,136
Pension costs — defined contribution plans	退休金成本 — 定額供款計劃	72	72
		42,397	32,208

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37. Disposal of subsidiaries**Disposal of a subsidiary during year ended 31 December 2023**

During the year ended 31 December 2023, the Group has disposed 1 subsidiary to independent third party at aggregate consideration of HK\$36,080,000. Direct expenses in relation to the disposals was HK\$650,000 and resulted in gain on disposal of HK\$11,440,000. The following detailed the key disposals of a subsidiary during the year:

- (a) On 16 March 2023, the Group entered into a sales and purchases agreement to disposal of the entire equity interest in Data Chief Limited and its subsidiary (“Data Chief Group”). The disposal of Data Chief Group was completed on 31 March 2023. The net assets of Data Chief Group at the date of disposal were as follows:

37. 出售附屬公司**於截至二零二三年十二月三十一日止年度出售附屬公司**

截至二零二三年十二月三十一日止年度，本集團向獨立第三方出售1間附屬公司，總代價為港幣36,080,000元，有關出售之直接開支為港幣650,000元，因而產生出售收益港幣11,440,000元。以下詳列年內出售之主要附屬公司：

- (a) 於二零二三年三月十六日，本集團訂立買賣協議出售Data Chief Limited及其附屬公司（「Data Chief集團」）之全部股權。Data Chief集團之出售已於二零二三年三月三十一日完成。Data Chief集團於出售日期之淨資產如下：

		HK\$'000 港幣千元
Net assets disposed of	出售之淨資產	
Investment properties	投資物業	23,990
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(12,435)
		11,555
Loan assignment	貸款轉讓	12,435
Direct expenses in relation to disposal of Data Chief Group	有關出售Data Chief集團之直接開支	650
Gain on disposal of Data Chief Group	出售Data Chief集團之收益	11,440
		36,080
Total consideration — satisfied by cash	總代價 — 以現金支付	36,080
Net cash inflow arising from disposal of Data Chief Group	出售Data Chief集團時產生之現金流入淨額	
Consideration received	已收代價	36,080
Direct expenses	直接開支	(650)
		35,430

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

37. Disposal of subsidiaries (Continued)**Disposal of subsidiaries during year ended 31 December 2022**

During the year ended 31 December 2022, the Group has disposed 2 subsidiaries to independent third parties at aggregate consideration of HK\$95,300,000. Direct expenses in relation to the disposals was HK\$1,043,000 and resulted in loss of disposal of HK\$788,000. The following detailed the key disposals of subsidiaries during the year:

- (b) On 6 April 2022, the Group entered into a sales and purchases agreement to disposal of the entire equity interest in King Huge Group. The disposal of King Huge Group was completed on 6 April 2022. The net assets of King Huge Group at the date of disposal were as follows:

37. 出售附屬公司(續)**於截至二零二二年十二月三十一日止年度出售附屬公司**

截至二零二二年十二月三十一日止年度，本集團向獨立第三方出售2間附屬公司，總代價為港幣95,300,000元，有關出售之直接開支為港幣1,043,000元，因而產生出售虧損港幣788,000元。以下詳列年內出售之主要附屬公司：

- (b) 於二零二二年四月六日，本集團訂立買賣協議出售君凱企業集團之全部股權。君凱企業集團之出售已於二零二二年四月六日完成。君凱企業集團於出售日期之淨資產如下：

		HK\$'000 港幣千元
Net assets disposed of	出售之淨資產	
Investment properties (note)	投資物業(附註)	46,700
Other receivable	其他應收款項	45
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(1,460)
		45,285
Loan assignment	貸款轉讓	1,460
Direct expenses in relation to disposal of King Huge Group	有關出售君凱企業集團之直接開支	366
Gain on disposal of King Huge Group	出售君凱企業集團之收益	189
		47,300
Total consideration — satisfied by cash	總代價 — 以現金支付	47,300
Net cash inflow arising from disposal of King Huge Group	出售君凱企業集團時產生之現金流入淨額	
Consideration received	已收代價	47,300
Direct expenses	直接開支	(366)
		46,934

Note: Investment properties which was classified as held for sale as at 31 December 2021 have a historical cost of HK\$23,495,000 and aggregated fair value gain HK\$23,205,000 up to the date of disposal.

附註：於二零二一年十二月三十一日分類為待售之投資物業之歷史成本為港幣23,495,000元，截至出售日期之公平值收益總額為港幣23,205,000元。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

37. Disposal of subsidiaries (Continued)**Disposal of subsidiaries during year ended 31 December 2022 (Continued)**

- (c) On 19 October 2022, the Group entered into an agreement to disposal of the entire equity interest in a wholly-owned subsidiary, namely Granday Properties Limited (“Granday Properties”), to an independent third party at an aggregate consideration of HK\$48,000,000. The disposal of Granday Properties was completed on 4 November 2022. The net assets of Granday Properties at the date of disposal were as follows:

37. 出售附屬公司(續)**於截至二零二二年十二月三十一日止年度出售附屬公司(續)**

- (c) 於二零二二年十月十九日，本集團訂立協議向一名獨立第三方出售全資附屬公司廣日置業有限公司(「廣日置業」)之全部股權，總代價為港幣48,000,000元。廣日置業之出售已於二零二二年十一月四日完成。廣日置業於出售日期之淨資產如下：

		HK\$'000 港幣千元
Net assets disposed of	出售之淨資產	
Investment property	投資物業	48,300
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(8,125)
		40,175
Loan assignment	貸款轉讓	8,125
Direct expenses in relation to disposal of Granday Properties	有關出售廣日置業之直接開支	677
Loss on disposal of Granday Properties	出售廣日置業之虧損	(977)
		48,000
Total consideration	總代價	
— satisfied by cash	— 以現金支付	48,000
Net cash inflow arising from disposal of Granday Properties	出售廣日置業時產生之現金流入淨額	
Consideration received	已收代價	48,000
Direct expenses	直接開支	(677)
		47,323

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38. Financial Instruments

38.1 Summary of Financial Assets and Liabilities by Category

The carrying amounts of the Group's financial assets and liabilities as recognised at the reporting dates are categorised as follows:

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Financial assets	財務資產		
<i>Financial assets at amortised cost</i>	<i>按攤銷成本列賬之財務資產</i>		
— Trade receivables, net	— 貿易應收款項淨額	32,392	46,565
— Other receivables and deposits, net	— 其他應收款項及訂金淨額	26,304	24,052
— Loan receivables	— 應收貸款	7,958	9,810
— Short-term bank deposits	— 短期銀行存款	635,200	272,400
— Cash and cash equivalents	— 現金及現金等價物	503,106	1,122,544
Financial assets at FVTPL	按公平值計入損益之財務資產	—	38,884
Financial assets at FVTOCI	按公平值計入其他全面收入之財務資產	43,006	39,656
		1,247,966	1,553,911
Financial liabilities	財務負債		
<i>At amortised cost</i>	<i>按攤銷成本</i>		
— Trade payables	— 貿易應付款項	(24,757)	(18,466)
— Accrued expenses and other payables	— 應計費用及其他應付款項	(470,893)	(477,156)
— Borrowings, secured	— 借貸，有抵押	(1,516,799)	(1,774,527)
		(2,012,449)	(2,270,149)

The carrying amounts of the Group's financial assets and liabilities carried at amortised cost are not materially different from their fair values as at reporting date.

38. 財務工具

38.1 按類別劃分之財務資產及負債概要

本集團之財務資產及負債於報告日期確認之賬面值分類如下：

於報告日期，本集團按攤銷成本列賬之財務資產及負債之賬面值與其公平值並無重大差異。

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38. Financial Instruments (Continued)**38.2 Financial Risk Management Objectives and Policies**

The Group is exposed to credit risk, liquidity risk and market risk (foreign currency risk, interest rate risk and other price risk) in the normal course of business. However, the Directors meet periodically to analyse and formulate measures to manage the Group's exposure to the market risk.

Generally, the Group introduces conservative strategies on its risk management. As the Group's exposure to the market risk is kept to a minimum level, the Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The most significant financial risks to which the Group is exposed to are described below.

(a) Market risk*(i) Interest rate risk*

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to cash flow interest rate risk on its variable-rate interest bearing borrowings, loan receivables, restricted bank deposits and cash and cash equivalents. The Group is also exposed to fair value interest rate risk on fixed-rate short-term bank deposits. The Group currently does not have an interest rate hedging policy. However, the Group closely monitors its loan portfolio and compares the interest rates under loan agreements with existing banks against new offers on borrowing rates from different banks in the loan re-financing and negotiation process.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's variable interest rate instruments.

38. 財務工具(續)**38.2 財務風險管理目標及政策**

本集團於日常業務承受信貸風險、流動資金風險及市場風險(外幣風險、利率風險及其他價格風險)。然而，董事定期召開會議分析及制定措施以管理本集團所涉市場風險。

一般而言，本集團就其風險管理引入保守策略。由於本集團所涉市場風險維持於最低水平，故本集團並無採用任何衍生工具及其他工具作對沖之用。本集團並無持有或發行衍生財務工具作買賣用途。本集團所承受之最重要財務風險載列如下。

(a) 市場風險*(i) 利率風險*

利率風險與財務工具之公平值或現金流量因市場利率變動而出現波動之風險有關。本集團因浮息計息借貸、應收貸款、受限制銀行存款以及現金及現金等價物而面對現金流量利率風險。本集團亦就定息短期銀行存款而面對公平值利率風險。本集團現時並無利率對沖政策。然而，本集團密切監察其貸款組合，並在貸款再融資及磋商過程中，將現有銀行所訂立貸款協議之融資利率與不同銀行提供之新造借貸利率作出比較。

本集團之現金流量利率風險主要集中於因本集團浮動利率工具產生之香港同業拆息波動。

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38. Financial Instruments (Continued)

38.2 Financial Risk Management Objectives and Policies (Continued)

(a) Market risk (Continued)

(i) Interest rate risk (Continued)

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (“IBORs”) with alternative nearly risk-free rates. Details of the impacts on the Group’s risk management strategy arising from the interest rate benchmark reform and the progress towards implementation of alternative benchmark interest rates are set out under “interest rate benchmark reform” in this note.

The policies to manage interest rate risk have been followed by the Group since prior year are considered to be effective.

Interest rate sensitivity analysis

The sensitivity analysis has been determined assuming that the change in interest rates had occurred at the reporting date and had been applied to variable-rate financial instruments at that date. 25 basis points increase or decrease represents management’s assessment of a reasonably possible change in interest rates. The analysis is performed on the same basis for the year ended 31 December 2022.

The management considered that the Group’s exposure to future cash flow risk on variable-rate cash and cash equivalents, restricted bank deposits and bank deposits at escrow account as a result of the changes of market interest rate is insignificant and thus they are not included in the sensitivity analysis.

38. 財務工具(續)

38.2 財務風險管理目標及政策(續)

(a) 市場風險(續)

(i) 利率風險(續)

主要利率基準之根本改革正全球進行，包括以接近零風險利率替代部分銀行同業拆息(「銀行同業拆息」)。有關利率基準改革對本集團風險管理策略產生之影響及備用基準利率之實施進度，詳情載於本附註的「利率基準改革」。

本集團自去年起已依循管理利率風險之政策，且有關政策被視為有效。

利率敏感度分析

敏感度分析乃假設利率於報告日期產生變動而釐定，並應用於該日之浮動利率財務工具。25個基點之增減指管理層對利率之合理可能變動之評估。於截至二零二二年十二月三十一日止年度已以相同基準作出分析。

管理層認為，本集團未來因市場利率變動而就浮息現金及現金等價物、受限制銀行存款及於託管賬戶之銀行存款面對之現金流量風險並不重大，因此並未包括在敏感度分析內。

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38. Financial Instruments (Continued)**38.2 Financial Risk Management Objectives and Policies (Continued)****(a) Market risk (Continued)***(i) Interest rate risk (Continued)**Interest rate sensitivity analysis (Continued)*

As at 31 December 2023, it is estimated that a general increase of 25 basis points in interest rates, with all other variables held constant, would increase the Group's loss after tax and decrease the retained profits by approximately HK\$3,150,000 (2022: increase the Group's loss after tax and decrease the retained profits by approximately HK\$3,684,000). There is no impact on other components of consolidated equity in response to the general increase in interest rates. A decrease of 25 basis points in interest rate would have had the equal but opposite effect on the above financial instruments to the amounts shown above, on the basis that all other variables remain constant. The sensitivity results are mainly attributable to the Group's exposure to interest rates on its variable-rate loan receivables and borrowings.

(ii) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group mainly operates and invests in Hong Kong and the Mainland China. Despite the Group has certain financial assets at FVTOCI denominated in US Dollars ("US\$"), no any significant movements in the HK\$/US\$ exchange rate is expected as HK\$ is pegged to US\$. No foreign currency risk has been identified for other financial instruments as they were denominated in the same currency as the functional currencies of the group entities to which these transactions relate.

38. 財務工具(續)**38.2 財務風險管理目標及政策(續)****(a) 市場風險(續)***(i) 利率風險(續)**利率敏感度分析(續)*

於二零二三年十二月三十一日，在所有其他可變數保持不變之情況下，估計利率整體增加25個基點，將增加本集團除稅後虧損及減少保留溢利約港幣3,150,000元(二零二二年：增加本集團除稅後虧損及減少保留溢利約港幣3,684,000元)。利率整體增加對綜合權益之其他組成部分並無影響。假設所有其他可變數保持不變，利率減少25個基點將對上述財務工具造成相同金額但相反之影響。敏感度分析主要歸因於本集團就其浮息應收貸款及借貸而面對之利率風險。

(ii) 外幣風險

外幣風險指由於匯率變動導致財務工具之公平值或未來現金流量波動之風險。本集團主要於香港及中國內地營運及投資。儘管本集團有若干按公平值計入其他全面收入之財務資產以美金(「美金」)計值，但由於港幣與美金掛鈎，因此預期港幣／美金匯率不會有任何重大變動。由於其他財務工具之貨幣單位與有關交易之集團實體之功能貨幣相同，故並無識別外幣風險。

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38. Financial Instruments (Continued)**38.2 Financial Risk Management Objectives and Policies (Continued)****(a) Market risk (Continued)***(iii) Other price risk*

The Group is exposed to other price risk arising from changes in fair value of structure bank deposits and fund investments which carried at FVTPL and FVTOCI respectively.

No sensitivity analysis on other price risk is presented for the financial assets at FVTPL and FVTOCI as the Directors consider a reasonable possible change to the fair value of the financial assets at FVTPL and FVTOCI will not have a significant effect to the Group's profit or loss and other comprehensive income.

(b) Credit risk and impairment assessment

As at 31 December 2023 and 2022, the maximum exposure to credit risk, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees issued by the Group arising from the carrying amount of respective recognised financial assets as stated in the consolidated statement of financial position and the amount of financial guarantees disclosed in note 32.

38. 財務工具(續)**38.2 財務風險管理目標及政策(續)****(a) 市場風險(續)***(iii) 其他價格風險*

本集團因分別按公平值計入損益或按公平值計入其他全面收入列賬之結構性銀行存款及基金投資之公平值變動而面對其他價格風險。

由於董事認為按公平值計入損益及按公平值計入其他全面收入之財務資產之公平值之合理可能變動不會對本集團損益及其他全面收入產生重大影響，因此並無就按公平值計入損益及按公平值計入其他全面收入之財務資產呈列其他價格風險之敏感度分析。

(b) 信貸風險及減值評估

於二零二三年及二零二二年十二月三十一日，最高信貸風險敞口、本集團因對手方無法履行責任而蒙受財務損失之最高信貸風險敞口、本集團因綜合財務狀況表所列各項已確認財務資產之賬面值而發出之財務擔保，以及財務擔保金額，於附註32披露。

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38. Financial Instruments (Continued)**38.2 Financial Risk Management Objectives and Policies (Continued)****(b) Credit risk and impairment assessment (Continued)***Trade receivables*

Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. The Group assesses the potential customer's credit quality at new customer acceptance. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade receivables individually.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Review of past due receivables is conducted by the Group bi-weekly. Normally, other than those property leasing rental receivables which are secured by rental deposits, the Group does not obtain collateral from other customers.

38. 財務工具(續)**38.2 財務風險管理目標及政策(續)****(b) 信貸風險及減值評估(續)***貿易應收款項*

管理層設有信貸政策，並持續監察此等信貸風險敞口。本集團會在接納新客戶時評估潛在客戶之信貸質素。本集團亦訂有其他監察程序，以確保採取跟進行動收回逾期債務。此外，在應用香港財務報告準則第9號後，本集團根據預期信貸虧損模式對貿易應收款項個別進行減值評估。

所有要求超過若干信貸金額之客戶須進行個別信貸評估。該等評估集中於客戶於到期時繳款之過往歷史紀錄及目前之繳款能力，並考慮客戶之特有資料，以及客戶經營之有關經濟環境。本集團會隔週審閱逾期應收款項。一般而言，除以租金按金抵押之該等物業租賃應收租金外，本集團不會向其他客戶收取抵押品。

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38. Financial Instruments (Continued)**38.2 Financial Risk Management Objectives and Policies (Continued)****(b) Credit risk and impairment assessment (Continued)***Loan receivables*

In order to minimise the credit risk, the Directors have delegated a team responsible for determination of credit limits, interest rate offered to customers and collaterals received. Monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under 12-month ECL model on balances individually.

The Directors estimate the estimated loss rates of loan receivables (other than the Unsecured Loan) based on historical observed default rates over the expected life of the debtors as well as the fair value of the collateral pledged by the customers to the loan receivables. Based on assessment by the Directors, aside from those loan receivables credit-impaired in prior year, the loss given default is low in view of the fair value of the collaterals and the Directors considers the 12-month ECL for other loan receivables is insignificant as at 31 December 2023 and 2022.

38. 財務工具(續)**38.2 財務風險管理目標及政策(續)****(b) 信貸風險及減值評估(續)***應收貸款*

為盡量減低信貸風險，董事已指派一支團隊，負責釐定信貸額度、提供予客戶之利率以及所收取之抵押品。另設有監察程序，以確保採取跟進行動收回逾期債務。此外，本集團根據12個月預期信貸虧損模式對結餘個別進行減值評估。

董事根據債務人於預計年期內之過往已觀察違約率以及客戶就應收貸款質押之抵押品之公平值，估計應收貸款(除無抵押貸款外)之估計虧損率。根據董事進行之評估，除過往年度出現信貸減值之該等應收貸款外，基於抵押品之公平值，違約虧損率屬偏低，而於二零二三年及二零二二年十二月三十一日董事認為其他應收貸款之12個月預期信貸虧損並不重大。

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38. Financial Instruments (Continued)**38.2 Financial Risk Management Objectives and Policies (Continued)****(b) Credit risk and impairment assessment (Continued)***Other receivables and deposits*

Management of the Group performs individual credit evaluations on the recoverability of other receivables and deposits over a certain amount and collective assessment on the recoverability of remaining other receivables and deposits based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information. The management of the Group believes that there is no material credit risk inherent in the Group's outstanding balance of other receivables and deposits.

Short-term bank deposits and cash and cash equivalents

The credit risk on short-term bank deposits and cash and cash equivalents of the Group is limited because the counterparties are banks and financial institutions with high credit ratings assigned by international credit-rating agencies and no history of default in the past. No loss allowance provision for short-term bank deposits and cash and cash equivalents was recognised upon application of HKFRS 9. The Group has limited exposure to any single financial institution.

Other than structured bank deposits with a bank, the Group does not have any significant concentration of credit risk.

38. 財務工具(續)**38.2 財務風險管理目標及政策(續)****(b) 信貸風險及減值評估(續)***其他應收款項及訂金*

本集團管理層會根據歷史清償記錄、過往經驗以及合理且可作支持之可得前瞻資料，對超出一定金額之其他應收款項及訂金之可收回程度進行個別信貸評估，並對餘下其他應收款項及訂金之可收回程度進行集體評估。本集團管理層相信，本集團其他應收款項及訂金之未清償餘額並無重大的固有信貸風險。

短期銀行存款以及現金及現金等價物

本集團短期銀行存款以及現金及現金等價物之信貸風險有限，原因是對手方均為獲國際信貸評級機構給予高信貸評級之銀行及金融機構，過去並無違約記錄。應用香港財務報告準則第9號後，概無就短期銀行存款以及現金及現金等價物確認虧損撥備。本集團對任何單一金融機構之敞口有限。

除存放於一間銀行之結構性銀行存款外，本集團並無重大之信貸集中風險。

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38. Financial Instruments (Continued)

38.2 Financial Risk Management Objectives and Policies (Continued)

(b) Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 貿易應收款項	Other financial assets/other items 其他財務資產／其他項目
Low risk 低風險	The counterparty has a low risk default and does not have any past-due amounts 對手方之違約風險偏低，並無任何逾期款項	Lifetime ECL — not credit-impaired 使用期預期信貸虧損 — 無信貸減值	12-months ECL 12個月預期信貸虧損
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle after due date 債務人經常在到期日後還款，但往往在到期日後清償	Lifetime ECL — not credit-impaired 使用期預期信貸虧損 — 無信貸減值	12-months ECL 12個月預期信貸虧損
Doubtful 呆賬	There have been significant increase in credit risk since initial recognition through information developed internally or external resources 透過內部產生或外部來源之資料，信貸風險自初步確認以來已顯著增加	Lifetime ECL — not credit-impaired 使用期預期信貸虧損 — 無信貸減值	Lifetime ECL — not credit-impaired 使用期預期信貸虧損 — 無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產出現信貸減值	Lifetime ECL — credit-impaired 使用期預期信貸虧損 — 有信貸減值	Lifetime ECL — credit-impaired 使用期預期信貸虧損 — 有信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財務困難，且本集團並無實際可收回之期望	Amount is written off 撇銷款項	Amount is written off 撇銷款項

38. 財務工具(續)

38.2 財務風險管理目標及政策(續)

(b) 信貸風險及減值評估(續)

本集團之內部信貸風險級別評估由以下類別組成：

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38. Financial Instruments (Continued)

38.2 Financial Risk Management Objectives and Policies (Continued)

(b) Credit risk and impairment assessment (Continued)

The tables below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

38. 財務工具(續)

38.2 財務風險管理目標及政策(續)

(b) 信貸風險及減值評估(續)

下表詳列本集團須接受預期信貸虧損評估之財務資產之信貸風險敞口：

		Notes 附註	External credit rating 外部信貸評級	Internal credit rating 內部信貸評級	12-month or lifetime ECL 12個月或使用期預期 信貸虧損	Gross carrying amount 賬面總值	
						2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Financial assets at amortised costs	按攤銷成本列賬之 財務資產						
Trade receivables	貿易應收款項	20	N/A 不適用	Note 3 附註3	Lifetime ECL 使用期預期信貸虧損	32,392	46,565
			N/A 不適用	Loss 虧損	Credit-impaired 有信貸減值	4,562	4,022
Loan receivables	應收貸款	20	N/A 不適用	Low risk 低風險	12-month ECL 12個月預期信貸虧損	7,958	9,810
			N/A 不適用	Loss 虧損	Credit-impaired 有信貸減值	141,776	141,776
Short-term bank deposits	短期銀行存款	22	Aa3-Aa1	N/A 不適用	12-month ECL 12個月預期信貸虧損	73,400	30,000
			A3-A1	N/A 不適用	12-month ECL 12個月預期信貸虧損	136,700	242,400
			Baa1	N/A 不適用	12-month ECL 12個月預期信貸虧損	425,100	—
						635,200	272,400
Cash and cash equivalents	現金及現金等價物	22	Aa3-Aa1	N/A 不適用	12-month ECL 12個月預期信貸虧損	125,921	371,916
			A3-A1	N/A 不適用	12-month ECL 12個月預期信貸虧損	87,326	296,880
			B1-Baa1	N/A 不適用	12-month ECL 12個月預期信貸虧損	289,859	453,748
						503,106	1,122,544
Other receivables and deposits	其他應收款項及訂金		N/A 不適用	Note 1 附註1	12-month ECL 12個月預期信貸虧損	26,304	24,052
Other items	其他項目						
Financial guarantee contracts (Note 2)	財務擔保合約 (附註2)	32	N/A 不適用	Low risk 低風險	12-month ECL 12個月預期信貸虧損	40,220	51,166

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38. Financial Instruments (Continued)

38.2 Financial Risk Management Objectives and Policies (Continued)

(b) Credit risk and impairment assessment (Continued)

Notes:

- For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

		Past due 逾期	Not past due 無逾期	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Other receivables and deposits	其他應收款項及訂金			
As at 31 December 2023	於二零二三年十二月三十一日	—	26,304	26,304
As at 31 December 2022	於二零二二年十二月三十一日	—	24,052	24,052

- For financial guarantee contracts, the gross carrying amount represents the maximum amount the Group has guaranteed under the respective contracts. The fair values of the purchasers' properties are higher than the Group's guaranteed amount to the banks, and thus the Directors considered the loss given default in the financial guarantee contracts is low and the 12-month ECL on financial guarantee contracts is insignificant.
- For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group assessed the ECL on trade receivables individually on each debtor.

38. 財務工具(續)

38.2 財務風險管理目標及政策(續)

(b) 信貸風險及減值評估(續)

附註：

- 為進行內部信貸風險管理，本集團運用逾期資料評估信貸風險自初步確認以來有否顯著增加。

	Past due 逾期	Not past due 無逾期	Total 總計
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Other receivables and deposits			
As at 31 December 2023	—	26,304	26,304
As at 31 December 2022	—	24,052	24,052

- 就財務擔保合約而言，賬面總值指本集團根據有關合約擔保之最高金額。買家物業之公平值高於本集團向銀行作出之擔保額，因此董事認為財務擔保合約之違約虧損率偏低，而財務擔保合約之12個月預期信貸虧損並不重大。
- 就貿易應收款項而言，本集團應用香港財務報告準則第9號中之簡化方法，按使用期預期信貸虧損計量虧損撥備。本集團已就各債務人對貿易應收款項之預期信貸虧損進行個別評估。

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38. Financial Instruments (Continued)**38.2 Financial Risk Management Objectives and Policies (Continued)****(b) Credit risk and impairment assessment (Continued)**

The estimated loss rate of each debtor is estimated based on historical observed default rates over the expected life of the debtors and adjusted for forward-looking information that is available without undue cost or effort.

In the opinion of the Directors, the lifetime ECL on trade receivables are considered insignificant.

The following table shows the movement in ECL that has been recognised for trade receivables and loan receivables.

38. 財務工具(續)**38.2 財務風險管理目標及政策(續)****(b) 信貸風險及減值評估(續)**

各債務人之估計虧損率乃根據債務人於預計年期內之過往已觀察違約率作出估計，並就無需付出不必要成本或努力而可取得的前瞻性資料作出調整。

董事認為，貿易應收款項之使用期預期信貸虧損被視為並不重大。

下表列示就貿易應收款項及應收貸款確認之預期信貸虧損變動。

		ECL (credit-impaired)			
		預期信貸虧損(有信貸減值)			
		Loan receivables		Trade receivables	
		應收貸款		貿易應收款項	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
As at the beginning of the reporting period	於報告期初	141,776	142,023	4,022	4,667
Changes due to financial instruments recognised as at 1 January:	因於一月一日確認之財務工具而變動：				
— Impairment loss reversed	— 已撥回之減值虧損	—	(247)	(58)	(24)
— Write-offs	— 撇銷	—	—	(119)	(764)
New financial assets originated	產生新財務資產	—	—	717	143
As at the end of the reporting period	於報告期末	141,776	141,776	4,562	4,022

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38. Financial Instruments (Continued)**38.2 Financial Risk Management Objectives and Policies (Continued)****(b) Credit risk and impairment assessment (Continued)**

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. The Group has taken legal action against the debtors to recover the amount due and none of the trade receivables that have been written off is subject to enforcement activities.

(c) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of trade payables, accrued expenses and other payables and borrowings, and also in respect of its cash flow management. The Group's objective is to ensure adequate funds to meet commitments associated with its financial liabilities. Cash flows are closely monitored on an ongoing basis. The Group will raise funds from the realisation of its assets if required. The Directors are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future.

38. 財務工具(續)**38.2 財務風險管理目標及政策(續)****(b) 信貸風險及減值評估(續)**

如有資料顯示債務人陷入嚴重財務困難且無實際可收回之期望(例如債務人已進行清盤或進入破產程序),或貿易應收款項已逾期超過兩年(以較早發生者為準),本集團則撇銷貿易應收款項。本集團已針對債務人採取法律行動,以追回到期款項,而已撇銷之貿易應收款項概無受制於執法活動。

(c) 流動資金風險

流動資金風險指本集團將無法履行與財務負債相關之責任之風險。本集團就結算貿易應付款項、應計費用及其他應付款項及借貸以及就其現金流量管理承受流動資金風險。本集團之目標為確保有足夠資金履行與其財務負債有關之承擔。現金流量持續受密切監察。如有需要,本集團將變現其資產以籌集資金。董事信納本集團於可見將來將能夠全數償還到期財務責任。

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38. Financial Instruments (Continued)

38.2 Financial Risk Management Objectives and Policies (Continued)

(c) Liquidity risk (Continued)

The following tables detail the remaining contractual maturities at the reporting date of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay.

38. 財務工具(續)

38.2 財務風險管理目標及政策(續)

(c) 流動資金風險(續)

下表詳列本集團之財務負債於報告日期之剩餘合約到期詳情，乃根據合約未折現現金流量(包括利用合約利率或(如為浮動利率)基於報告日期之當前利率計算之利息付款)及本集團可能須支付之最早日期計算。

		31 December 2023					
		Maturity analysis – Undiscounted cash flows					
		二零二三年十二月三十一日					
		到期情況分析 – 未折現現金流量					
	Weighted average interest rate % 加權平均利率 %	Carrying amount 賬面值 HK\$'000 港幣千元	Total contractual undiscounted cash flow 合約未折現金流量 總額	Within 1 year or on demand 一年內或於要求時	More than 1 year but less than 5 years 一年以上但五年以內	More than 5 Years 五年以上	
			HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Trade payables	貿易應付款項	N/A 不適用	24,757	24,757	24,757	–	–
Accrued expenses and other payables	應計費用及其他應付款項	N/A 不適用	347,254	347,254	347,254	–	–
Rental deposits received	已收租金按金	N/A 不適用	123,639	123,639	67,886	54,539	1,214
Borrowings	借貸	4.56	1,516,799	1,629,009	654,547	974,462	–
Financial guarantee contracts	財務擔保合約	N/A 不適用	–	40,220	40,220	–	–
Lease liabilities	租賃負債	3.93	37,924	40,755	18,050	18,523	4,182
			2,050,373	2,205,634	1,152,714	1,047,524	5,396

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38. Financial Instruments (Continued)

38.2 Financial Risk Management Objectives and Policies (Continued)

(c) Liquidity risk (Continued)

38. 財務工具(續)

38.2 財務風險管理目標及政策(續)

(c) 流動資金風險(續)

31 December 2022

Maturity analysis – Undiscounted cash flows

二零二二年十二月三十一日

到期情況分析 – 未折現現金流量

			Weighted average interest rate %	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 5 years	More than 5 Years
			加權 平均利率 %	賬面值 HK\$'000 港幣千元	合約未折現 現金流量 總額 HK\$'000 港幣千元	一年內或 於要求時 HK\$'000 港幣千元	一年以上 但五年以內 HK\$'000 港幣千元	五年以上 HK\$'000 港幣千元
Trade payables	貿易應付款項	N/A 不適用		18,466	18,466	18,466	—	—
Accrued expenses and other payables	應計費用及其他 應付款項	N/A 不適用		340,168	340,168	340,168	—	—
Rental deposits received	已收租金按金	N/A 不適用		136,988	136,988	58,316	78,672	—
Borrowings	借貸	2.10		1,774,527	1,870,323	125,032	1,745,291	—
Financial guarantee contracts	財務擔保合約	N/A 不適用		—	51,166	51,166	—	—
Lease liabilities	租賃負債	3.93		50,615	54,593	22,547	25,778	6,268
				2,320,764	2,471,704	615,695	1,849,741	6,268

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38. Financial Instruments (Continued)

38.2 Financial Risk Management Objectives and Policies (Continued)

Interest rate benchmark reform

As listed in note 26, the Group's HIBOR bank borrowings may be subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

HIBOR

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist.

Risks arising from the interest rate benchmark reform

The following are the key risks for the Group arising from the transition:

Interest rate related risks

For contracts which have not been transitioned to the relevant alternative benchmark rates and without detailed fallback clauses, if the bilateral negotiations with the Group's counterparties are not successfully concluded before the cessation of HIBOR, there are significant uncertainties with regard to the interest rate that would apply. This gives rise to additional interest rate risk that was not anticipated when the contracts were entered into.

There are fundamental differences between IBORs and the various alternative benchmark rates. IBORs are forward looking term rates published for a period (e.g. 3 months) at the beginning of that period and include an inter-bank credit spread, whereas alternative benchmark rates are typically risk-free overnight rates published at the end of the overnight period with no embedded credit spread. These differences will result in additional uncertainty regarding floating rate interest payments.

38. 財務工具(續)

38.2 財務風險管理目標及政策(續)

利率基準改革

誠如附註26所列，本集團之香港同業拆息銀行借款或須進行利率基準改革。本集團正密切監察市況及管理新基準利率的過渡，包括相關銀行同業拆息監管機構所作出之公佈。

香港同業拆息

儘管港元隔夜平均指數(「港元隔夜平均指數」)已經被指定為香港同業拆息的備用參考利率，但現時並沒有停止發佈香港同業拆息的計劃。香港已採用多種利率並存方案，據此，香港同業拆息和港元隔夜平均指數將會共存。

利率基準改革產生之風險

本集團因有關過渡產生之主要風險如下：

利率相關風險

對於未過渡至相關備用基準利率且沒有詳細備用條款之合約，倘未能在香港同業拆息終止前成功與本集團對手方完成雙方磋商，將適用之利率則存在重大不確定性。這會導致在訂立合約時未有預期的額外利率風險出現。

銀行同業拆息與各項備用基準利率存在根本差異。銀行同業拆息為於期間開始時公佈的有關期間(例如3個月)前瞻性定期利率，包括銀行間信貸息差；備用基準利率一般為於隔夜期間結束時公佈的無風險隔夜利率，不包含信貸息差。這些差異會導致浮息付款出現額外不確定性。

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38. Financial Instruments (Continued)

38.3 Fair value measurements of financial instruments

(i) Fair value of financial instruments that are measured at fair value on a recurring basis

Some of the Group's financial instruments are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial instruments are determined (in particular, the valuation techniques and inputs used).

38. 財務工具(續)

38.3 金融工具之公平值計量

(i) 金融工具之公平值按持續基準進行計量

部分本集團之金融工具於各報告期末以公平值計量。下表載列如何釐定該等財務工具之公平值(尤其是所採用估值技術及輸入數據)之資料。

Financial assets 金融資產	Fair value at 31 December 於十二月三十一日之公平值		Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 主要不可觀察輸入數據
	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元			
Structured bank deposits 結構性銀行存款	—	38,884	Level 2 第2級	Quoted asset value provided by a financial institution 金融機構提供之所報資產價值	N/A 不適用
Investments in unlisted funds 非上市基金投資	—	39,656	Level 2 第2級	Based on recent transaction price 以近期交易價格為基礎	N/A 不適用
Investments in unlisted funds 非上市基金投資	43,006	—	Level 3 第3級	Net asset value quoted from fund managers 基金管理人的資產淨值報價	Net asset value of the underlying investments 相關投資的資產淨值

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38. Financial Instruments (Continued)

38.3 Fair value measurements of financial instruments (Continued)

(ii) Reconciliation of Level 3 fair value measurements

38. 財務工具(續)

38.3 金融工具之公平值計量(續)

(ii) 第3級公平值計量之對賬

		Financial assets at FVTOCI 按公平值計入 其他全面收入之 財務資產 HK\$'000 港幣千元
At 1 January 2023	於二零二二年一月一日	—
Transfer into Level 3 (note)	轉入第3級	39,656
Additions	增添	311
Total gain in other comprehensive income	其他全面收入總收益	3,036
Exchange realignment	匯兌調整	3
<hr/>		
At 31 December 2023	於二零二三年十二月三十一日	43,006

Note: The Group owns 1.0445% and 0.66% equity interest in 2 unlisted funds that are classified as financial assets at FVTOCI and are measured at fair value at each reporting date. The fair value of the investments as at 31 December 2023 amounts to HK\$43,006,000 (2022: HK\$39,656,000). The fair value of the investments as at 31 December 2022 was measured using the recent transaction price of the equity interest in the unlisted funds and hence was classified as Level 2 of the fair value hierarchy. As at 31 December 2023, the equity interest of the unlisted funds was measured using a valuation technique with significant unobservable inputs and hence were classified as Level 3 of the fair value hierarchy.

附註：本集團擁有2個分類為按公平值計入其他全面收入之財務資產且於各報告日期以公平值計量之非上市基金1.0445%及0.66%的股權。於二零二三年十二月三十一日，投資之公平值為43,006,000港元(二零二二年：39,656,000港元)。於二零二二年十二月三十一日，投資之公平值採用非上市基金股權之近期交易價格計量，因此分類為公平值等級的第2級。於二零二三年十二月三十一日，非上市基金的股權採用具有主要不可觀察輸入數據的估值技術計量，因此分類為公平值等級的第3級。

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38. Financial Instruments (Continued)**38.3 Fair value measurements of financial instruments (Continued)****(iii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis**

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their respective fair values.

39. Reconciliation of Liabilities Relating to Financing Activities

The table below details changes in the Group's liabilities relating to financing activities, including both cash and non-cash changes which represents net debt as presented in Note 40. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

38. 財務工具(續)**38.3 金融工具之公平值計量(續)****(iii) 按循環基準並非以公平值計量的金融資產及金融負債之公平值**

董事認為，於綜合財務報表以攤銷成本計量之金融資產及金融負債之賬面值與其價值相若。

39. 與融資活動有關之負債對賬

下表詳列本集團與融資活動有關之負債變動，包括現金及非現金變動，即附註40呈列之淨債務。融資活動產生之負債乃過去或日後於本集團綜合現金流量表內分類為融資活動帶來之現金流量之現金流量。

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39. Reconciliation of Liabilities Relating to Financing Activities (Continued)

39. 與融資活動有關之負債對賬 (續)

		Dividend payable	Amount due to minority interest	Lease liabilities	Borrowings	Total
		應付股息	應付少數權益款項	租賃負債	借貸	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
As at 1 January 2022	於二零二二年一月一日	—	—	29,428	1,871,501	1,900,929
Cash flow, net	現金流量淨額	(56,662)	(18,930)	(23,552)	(137,895)	(237,039)
Other non-cash changes:	其他非現金變動：					
New leases entered	新增租賃	—	—	42,581	—	42,581
Finance costs recognised	已確認融資成本	—	—	2,158	40,921	43,079
Dividends declared	已宣派股息	56,662	18,930	—	—	75,592
As at 31 December 2022	於二零二二年十二月三十一日	—	—	50,615	1,774,527	1,825,142
Cash flow, net	現金流量淨額	(56,662)	—	(26,099)	(340,601)	(423,362)
Other non-cash changes:	其他非現金變動：					
New leases entered	新增租賃	—	—	11,702	—	11,702
Finance costs recognised	已確認融資成本	—	—	1,706	82,873	84,579
Dividends declared	已宣派股息	56,662	—	—	—	56,662
As at 31 December 2023	於二零二三年十二月三十一日	—	—	37,924	1,516,799	1,554,723

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

40. Capital Risk Management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for its shareholders and benefits for other stakeholders.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the current year.

The Group monitors capital on the basis of debt to equity ratio, which is net debt divided by total capital. Net debt is calculated as the sum of the Group's borrowings and lease liabilities less cash and cash equivalents and other bank deposits as shown in the consolidated statement of financial position. Total capital is calculated as total equity, as shown in the consolidated statement of financial position. The Group aims to maintain the debt to equity ratio at a manageable level.

40. 資本風險管理

本集團資本管理之主要目標為確保本集團持續經營之能力，以繼續為其股東提供回報及為其他持份者提供利益。

本集團鑑於經濟情況變動而管理資本架構，並對其作出調整。為維持或調整資本架構，本集團可調整向股東派發之股息、向股東發還資本或發行新股。於本年度內並無對目標、政策或程序作出變動。

本集團利用負債對權益比率基準(即淨債務除以總資本)監察資本。淨債務以綜合財務狀況表內本集團借貸及租賃負債之總和減現金及現金等價物及其他銀行存款計算。總資本以綜合財務狀況表所示之權益總額計算。本集團旨在維持負債對權益比率於可管理之水平。

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Borrowings	借貸	1,516,799	1,774,527
Lease liabilities	租賃負債	37,924	50,615
— Financial assets at FVTOCI	— 按公平值計入其他全面收入之財務資產	(43,006)	(39,656)
— Financial assets at FVTPL	— 按公平值計入損益之財務資產	—	(38,884)
— Short-term bank deposits	— 短期銀行存款	(635,200)	(272,400)
— Cash and cash equivalents	— 現金及現金等價物	(503,106)	(1,122,544)
Net debt	淨債務	373,411	351,658
Total equity	權益總額	18,459,862	19,175,634
Net debt to equity ratio	淨負債對權益比率	0.020:1	0.018:1



金朝陽集團有限公司^{*}
SOUNDWILL HOLDINGS LIMITED

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

股份代號 Stock Code : 0878

