

ANNUAL REPORT



年報 2021

CCTI FORTIS
中建富通集團有限公司
Stock Code - 138

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chairman's statement

On behalf of the Board, I report the annual results of the Group for the year ended 31 December 2021.

RESULTS

The Group recorded a net loss attributable to owners of the parent of HK\$517 million in the year under review as compared with a net loss of HK\$689 million in the previous year. This year's loss was attributable mainly to non-cash loss and provisions as further elaborated in the section headed "Financial Review" of this annual report.

FINAL DIVIDEND

Given the current adverse situation, the Group intends to conserve cash resources to combat the difficulties and challenges going forward. Therefore, the Board did not recommend the payment of a final dividend for 2021 (2020 final dividend: Nil). The Company did not pay any interim dividend for 2021 (2020 interim dividend: Nil).

BUSINESS REVIEW

In 2021, the Group was principally engaged in (i) property business; (ii) securities business; (iii) Blackbird's multi-faceted automotive business; (iv) investment in collectible precision devices; and (v) cultural entertainment business.

PROPERTY BUSINESS

Property Business in Hong Kong

In 2021, Hong Kong's property market experienced gradual recovery. However, the retail segments continued to be impacted by the COVID-19 pandemic, mainly due to cross-border travel restrictions. The recent surge in COVID infections due to spread of Omicron variant further pose uncertainties in the recovery of the property market. Nevertheless, we maintain our confidence in the long-term prospects of the Hong Kong property market, which is expected to rebound as when the virus is contained and reopening of the borders.

Our property portfolio is diversified and comprises luxury residential properties, retail properties, commercial and industrial properties and car parks. The value of our property portfolio has appreciated substantially over the years.

In 2021, the property investment and holding segment recorded profit of HK\$6 million, mainly attributable to unrealised fair value gains of our investment properties, due to the recovery of the residential property market.



Mainland Property Business

After termination of cooperation in respect of the Joint Venture in 2020, the Company ceased to have any investment in the Joint Venture. As such, the Company did not share results of the Joint Venture in 2021.

SECURITIES BUSINESS

In 2021, the Company's financial assets at fair value through profit or loss mainly represented investment in 53,667,100,000 shares of GBA, held for trading purposes. These shares representing approximately 29.19% (2020: 29.19%) of the total number of issued shares of GBA. The GBA Group is principally engaged in property development business and finance business.

In 2021, the Company intended to realise its investment in GBA so as to better allocate its resources to focus on its other principal businesses and to generate cash flow and improve its financial position. On 15 November 2021, certain members of the Group entered into a sale and purchase agreement (the "**Agreement**") with Top Pioneer Holdings Limited (the "**Purchaser**"), an independent third party, under which the Group has agreed to sell all its 29.19% shareholdings in GBA to the Purchaser. The transactions contemplated under the Agreement as amended and supplemented by the supplemental agreement dated 14 December 2021 was approved by the Shareholders in the special general meeting held on 17 January 2022. The Agreement was further amended and supplemented by the second supplemental agreement dated 26 January 2022 and the third supplemental agreement dated 15 March 2022 entered into by the parties to the Agreement. As at the date of this annual report, the transactions contemplated under the Agreement as amended and supplemented by the supplemental agreement, the second supplemental agreement and the third supplemental agreement (the "**Proposed Transactions**") have not yet been completed. In the event the Proposed Transactions proceed to completion, the Company will cease to have any shareholding interest in GBA.

Based on a professional valuation of our investment of the 53.7 billion shares of GBA, the fair value of such investment as at 31 December 2021 was HK\$250 million, representing approximately 6.2% of the total assets of the Group. Based on the closing price of HK\$0.01 per share, the fair value of our investment in GBA as at 31 December 2020 was approximately HK\$537 million, representing approximately 12.0% of the total assets of the Group. An unrealised fair value loss of HK\$287 million was hence recognised, representing the fair value changes during 2021.

During 2021, save for the Proposed Transactions, the Company did not trade any shares of GBA and did not receive any dividend from these securities.

BLACKBIRD GROUP

The Blackbird Group, under the leadership of its chairman and chief executive officer ("**CEO**"), Mr. TK Mak, is principally engaged in (i) the official dealership of Ferrari in Hong Kong and Macau, including the repair and servicing business; (ii) as from April 2021 the official importership of Maserati in Hong Kong and Macau, also including the repair and servicing business; (iii) a classic car trading and investment business; and (iv) a car logistics business. The management is very pleased with the continuing development of the Blackbird Group's multi-faceted automotive operations.



Ferrari Dealership Business

2021 represents the fourth year of Blackbird Concessionaires' official Ferrari dealership operations in Hong Kong and Macau. During the year under review, Ferrari's new model launch programme continued and Blackbird Concessionaires was pleased to introduce five more new models. These included the convertible versions of Ferrari's flagship V8 hybrid sports car, the SF90 Spider, and the updated GT car, the Portofino M. Both new cars feature the innovative retractable folding hardtop and were unveiled to clients in Blackbird Concessionaires' Repulse Bay showroom. Ferrari also unveiled online a limited series car, the 812 Competizione, available in both coupe and Aperta (open top) versions.

In the second half of 2021, Ferrari announced its latest hybrid range model, the 296 GTB, now featuring a V6 engine. Finally, in November, Ferrari unveiled the next car in its special Icona programme, the Daytona SP3. This model follows on from the highly successful Monza SP1 and Monza SP2. Clients for the 812 Competizione and Daytona SP3 were selected by the Ferrari factory on an invitation basis.

As a result of these activities, we received very strong and solid support from our customers and achieved new car sales orders within a short period of time after each event.

Deliveries of new cars began to increase as production in Italy recovered after being affected by the COVID-19 pandemic. The remaining limited series Ferrari Monzas arrived in Hong Kong, as did the first allocation of the highly successful new Roma GT car.

Our Ferrari after-sales centre in Kwai Chung, which occupies about 70,000 square feet, continues to perform very well. This facility is equipped to provide a full range of services including, but not limited to, repairing and maintenance, painting, body shop, restoration, pre-delivery inspection service and car storage. The facility continues to be very well received and strongly supported by customers.

Maserati Importership Business

In the first half of 2021, definitive agreements relating to the Maserati importership were entered into between Maserati S.p.A. and the Group's new subsidiary company, Blackbird Tridente Company Limited ("Blackbird Tridente"), pursuant to which Blackbird Tridente was appointed as the official importer and distributor for Maserati vehicles and the provider of after-sales services in Hong Kong and Macau. The management considers that this importership appointment represents another major milestone for the Blackbird Group in the development of its automotive business.

Shortly after the appointment, a temporary Maserati showroom was established in Repulse Bay and the company's fully equipped service centre became operational in Chai Wan. Furthermore, during the second half of the year, Blackbird Tridente launched Maserati's all-new sports car, the MC20, and received a number of orders immediately. In addition, the company will also be launching Maserati's latest model, the Grecale SUV, in the spring of 2022. Blackbird Tridente anticipates high demand and therefore, good volumes of orders for this new vehicle as part its plans to reintroduce the Maserati brand to Hong Kong and Macau. Another significant milestone will be the opening Blackbird Tridente's new flagship Hong Kong showroom during the second half of 2022.



Classic Car Trading and Investment Business

During the year, the classic and investment car market continued to be affected by the global economic slowdown due to the COVID-19 pandemic. However, the management remains cautiously optimistic regarding the long-term improvement of the classic car market.

Car Logistics Business

The Group's car logistics business performed well during the year with a good operating margin. Continuing its expansion programme, the Group has established its own call centre. Furthermore, new contracts were achieved with some additional automotive clients in Hong Kong, with further opportunities under discussion. In addition, work continued in support of local importers, distributors, dealers, roadside assistance and insurance companies, racing organisations and private owners.

INVESTMENT IN COLLECTIBLE PRECISION DEVICES

The Watch Manual division continues to gain international visibility in 2021, retaining support from global brands for the well-regarded print publication and online platforms. It enjoys a steady growth in readership with a very high degree of engagement, and is often in consultation with key brands on strategic projects. In addition, the continuing representation by Mr. TK Mak, the chairman and the CEO of the Blackbird Group, who sits on the watch advisory board for Phillips auction house, maintains our position in the luxury watch industry and has generated considerable international exposure for the Blackbird Group, with a highly anticipated third collaboration in 2022, Phillips x Blackbird: The Third Instalment, where he will curate key pieces from the 20th century that have defined contemporary art, design, watches, sports cars, and fashion.

CULTURAL ENTERTAINMENT BUSINESS

The Company's cultural entertainment business comprises film operations, and stage audio, lighting and engineering operations. In 2021, this business division continued to be negatively impacted by the COVID-19 pandemic, as a result of tightening social distancing measures and prolonged cross-border traveling restrictions.

Film Operations

Our entertainment company has invested in the large scale crime thriller film entitled "Sons of the Neon Night" (風林火山) together with other companies. Shooting of this movie has already been completed. However, cinema release version has been delayed as a result of the COVID pandemic. The recent surge in COVID infections driven by the spread of the Omicron variant will likely result in further delay in the public release of this film.



Stage Audio, Lighting and Engineering Operations

The stage audio, lighting and engineering operations represent the leasing and sale of audio and lighting equipment and provision of audio, lighting and mechanical and engineering services for live performance events.

In 2021, the operating environment of stage performance segment remained difficult as very few concerts, shows, and entertainment events were performed, due to the restrictions on public gatherings and cross-border travel. Given the adverse situation, the stage performance segment continued its cost reduction measures. Nevertheless, this segment recorded an operating loss of HK\$78 million in 2021, mainly due to impairment of goodwill of HK\$63 million and expected credit loss provision of HK\$4 million (as elaborated below), in the total amount of HK\$67 million, under the current unprecedented challenging situation.

On 27 July 2020, an agreement (the “**GWE Agreement**”) was entered into between AHM and Mr. Lam Kong Ming (“**Mr. Lam**”), under which AHM agreed to sell and Mr. Lam agreed to purchase a 91% shareholding interest in Golden Wish Enterprises Limited (“**GWE**”), and an assignment of a shareholder’s loan to Mr. Lam for a total consideration of HK\$30,000,000 (the “**GWE Transaction**”), of which the first payment of HK\$5,000,000 would be payable on completion of the GWE Transaction and the balance of the consideration of HK\$25,000,000 (the “**Balance Consideration**”) would be payable by 66 monthly instalments, commencing from 30 June 2021. The Target Company, together with its subsidiary (the “**GWE Group**”) is engaged in the sale and leasing of audio, lighting and stage equipment and production and provision ancillary engineering services for live performance events in Macau (the “**Macau Stage Business**”). The GWE Transaction was completed on 21 January 2021 and members of the GWE Group ceased to be subsidiaries of the Company. Further details of the GWE Transactions have been set out in the Company’s announcements dated 27 July 2020, 14 August 2020, 30 October 2020, 31 December 2020 and 21 January 2021. After completion of the GWE Transaction, the management can focus on the stage service operations mainly in Hong Kong.

As a result of the COVID-19 pandemic and the spread of the Omicron variant, the Macau Stage Business has not yet been reopened due to the cross-border travel restrictions between Hong Kong and Macau. Furthermore, the gaming business and tourism in Macau have been negatively impacted by the pandemic, which has, in turn, adversely affected the demand of services for the Macau Stage Business. As such, Mr. Lam has not been able to begin payment of the monthly instalments of the Balance Consideration following completion of the GWE Transaction, as he needs additional time to reopen the Macau Stage Business before he can seek job orders. In light of the current situation, on 17 March 2022, AHM and Mr. Lam agreed in writing to further extend the due date for payment of the first monthly instalment of the Balance Consideration to two months after the date of reopening of the Macau Stage Business, with the payment of the remainder monthly instalments to follow accordingly.

Under such circumstances, AHM has made provision of expected credit loss of HK\$4 million against the outstanding balance of the Balance Consideration, based on a professional valuation in respect of the expected credit loss of the Balance Consideration.

INDUSTRIAL PRODUCT BUSINESS

As a result of the COVID-19 and deteriorating operating environment, the Company terminated the Industrial Product Business in July 2020.



OUTLOOK

Looking forward, 2022 remain uncertain and challenging. It is expected that the spread of the Omicron variant, rising inflation and interest hike, the prolonged Sino-US trade conflict and geopolitical tensions will continue to pose greatest challenges to the local and global economic recovery.

Despite the current challenging environment, Blackbird's Ferrari dealership continues to perform well. We are also pleased with the new Maserati importership, which represents an important milestone of the Blackbird Group in the development of its automotive business globally. We consider that the Maserati importership will enhance Blackbird's reputation and status in the global automotive sector and will open up a new avenue for growth of income and profit.

In the existing adverse circumstance, we will conserve our cash and continue our on-going cost savings initiatives. We will retain our strength and lay the groundwork for the recovery to come. With our resilient and experienced management, we consider that we can withstand the impact caused by these unprecedented challenges. We will try to turn risks into opportunities and continue to pursue our core strategy of achieving long-term sustainable growth for the Company and enhancing long-term value to our shareholders.

APPRECIATION

On behalf of the Board, I wish to express our gratitude to the directors, the management and all our employees for their dedication, loyalty, and hard work to meet the challenges during the year. Furthermore, I am most grateful to our customers, shareholders, investors, bankers, landlords and suppliers for their continued encouragement and strong support to the Company throughout these unprecedented times.

Mak Shiu Tong, Clement

Chairman

Hong Kong, 31 March 2022



directors and senior management

EXECUTIVE DIRECTORS

Mr. MAK Shiu Tong, Clement, aged 68, is the controlling shareholder of the Company and has acted as the Chairman, the CEO and an executive Director since January 1994. Mr. Mak is a member of the Remuneration Committee and the chairman and a member of the Nomination Committee. He is also a director of certain subsidiaries of the Company. He is responsible for the corporate planning and strategic direction of the Group and takes a leading role in managing the businesses of the Group. He has over 45 years of experience in the manufacture and distribution of telecom, electronic and high intelligence products. Mr. Mak also has extensive experience in diversified businesses, including capital investment and operations, investment in telecommunication network, property development and investment business in Hong Kong and the Mainland, finance business and electric vehicle business. In his many years in the businesses, he has demonstrated a keen understanding in the diversified businesses in which the Group is engaged. Mr. Mak is also the chairman, the chief executive officer and an executive director of GBA, whose shares are listed on the Main Board of the Stock Exchange. Mr. Mak holds a Diploma in Electrical Engineering.

Mr. TAM Ngai Hung, Terry, aged 68, has been an executive Director and the Group Finance Director since March 2001. He has been appointed as the Deputy Chairman of the Company since December 2005. He is a member of each of the Remuneration Committee and the Nomination Committee. He is also a director and company secretary of certain subsidiaries of the Company. Mr. Tam is primarily responsible for the corporate finance, accounting and company secretarial functions of the Group. He has more than 44 years of experience in finance and accounting management, and management experience in diversified businesses. He also possesses substantial knowledge in corporate finance matters, mergers and acquisitions and company secretarial matters. He previously held a number of senior positions in several listed companies before he joined the Company. Mr. Tam was an executive director of GBA from August 2002 to January 2022. Mr. Tam is a fellow of the Association of Chartered Certified Accountants and an associate of both the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and The Chartered Governance Institute in the United Kingdom.

Ms. CHENG Yuk Ching, Flora, aged 68, has been an executive Director since February 1998. Ms. Cheng is also a director of certain subsidiaries of the Company. She assists the CEO in overseeing the day-to-day management of the principal businesses of the Group. Ms. Cheng has over 42 years of experience in the electronics industry and substantial experience in diversified businesses. She held senior positions in various well-known electronics companies before she joined the Company. Ms. Cheng is also an executive director and the deputy chairman of GBA. Ms. Cheng holds a Diploma in Business Administration.



INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. TAM King Ching, Kenny, aged 72, has been an INED since December 1999. He is the chairman and a member of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee. Mr. Tam also serves as an independent non-executive director of certain listed companies on the Main Board of the Stock Exchange, namely GBA, BeijingWest Industries International Limited (stock code: 02339), Hong Kong Shanghai Alliance Holdings Limited (stock code: 01001), Kingmaker Footwear Holdings Limited (stock code: 01170), Shougang Concord Grand (Group) Limited (stock code: 00730), Starlite Holdings Limited (stock code: 00403), West China Cement Limited (stock code: 02233) and Wisdom Education International Holdings Company Limited (stock code: 06068). Mr. Tam is a council member of The Society of Chinese Accountants and Auditors. Mr. Tam is also a practising Certified Public Accountant in Hong Kong. He holds a Bachelor's Degree in Commerce and is a fellow member of the HKICPA and a member of the Chartered Professional Accountants of Ontario, Canada.

Mr. CHEN Li, aged 57, has been an INED since February 2008. Mr. Chen is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He held a number of senior positions in several reputable telecommunications companies and a conglomerate in China. Mr. Chen graduated from the faculty of physics in a university in China in 1985 with a profession in radio technology and has extensive experience in the Chinese telecommunications and management field.

Mr. CHOW Siu Ngor, aged 66, has been an INED since March 2013. Mr. Chow is the chairman and a member of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee. Mr. Chow is also an independent non-executive director of GBA, the shares of which are listed on the Main Board of the Stock Exchange. Mr. Chow was an independent non-executive director of REXLot Holdings Limited (in liquidation and delisted on 10 May 2021 with previous stock code: 00555) for the period from 14 October 2004 to 10 May 2021. Mr. Chow is a practising solicitor in Hong Kong. He is currently a Partner with Messrs. King & Wood Mallesons. Mr. Chow graduated from The Chinese University of Hong Kong in 1981 with an Honours Degree in Social Science. He then obtained an Honours Degree in Laws from the University of Birmingham in 1987. Mr. Chow was admitted as a solicitor of the Supreme Court of Hong Kong in 1990 and has been in private practice since then.



SENIOR MANAGEMENT

Mr. MAK Chun Kiu, TK, aged 42, is the Chief Executive Officer of the Blackbird Group. After founding the multi-award winning publishing company in the late 1990's, he built the magazine "Milk" to become one of the best-selling and most influential weekly lifestyle titles in Hong Kong and the region, expanding his publishing business into the Mainland and Taiwan. With over 22 years of experience in the media and publishing as well as the luxury goods retailing industry as a chairman and chief executive officer, alongside other ventures in fashion, online retail, via his multimedia creative agency, leveraging his extensive experience and long history with various luxury sports car manufacturers in the world, TK founded the Blackbird Group. TK's responsibility is to oversee the overall management, strategic direction, planning and growth of the Blackbird Group. TK is the elder son of Mr. Mak.

Mr. John Brian NEWMAN, aged 53, is the Chief Operating Officer of the Blackbird Group. He has 32 years of senior management experience with blue chip sports and luxury car manufacturers, importers and retailers and was a director of a successful motor racing team in Europe. Experienced in sales, marketing, distribution, dealer development, media communications and customer relationship management, he has been with the Company since 2014. He holds a Diploma in Business and Finance, is a qualified pilot and has worked in the motor industry in both the United Kingdom and Asia.

Mr. CHAN Muk Hing, aged 67, is the founder and the managing director of AHM Engineering Company Limited ("**AHM**") in which the Group acquired a 70% equity interest in March 2016. AHM is principally engaged in the leasing and installation of stage audio and lighting equipment and provision of technical services for concerts and other events in Hong Kong, the Mainland and other regions. Mr. Chan is primarily responsible for strategic development of the stage audio and lighting business and overseeing the overall business operations and the financial performance of the stage audio and lighting business. Mr. Chan has over 44 years of experience in leasing and installation of stage audio and lighting equipment and providing related solution consultancy services for live concerts and other events. Prior to founding AHM, Mr. Chan worked in several well-known culture media companies in the entertainment industry including Commercial Radio Hong Kong, Asia Television Limited and Tom Lee Music. He has extensive knowledge in audio equipment and solid experience in stage audio and lighting controlling operations, live concerts organising and related engineering solution.

Mr. AU Ka Kam, aged 64, is the founder and the managing director of Hip Hing Loong Stage Engineering Company Limited ("**HHL**") in which the Group acquired a controlling interest in July 2016. HHL is principally engaged in the provision of stage mechanical engineering services for live pop concerts and other events in Hong Kong, the Mainland, Macau and South-east Asia. He is primarily responsible for strategic development of the stage metal construction and engineering business of HHL and overseeing the business operations and the financial performance of HHL. Mr. Au has over 34 years of experience in performance stage design, metal construction works and engineering services.



financial review

OVERVIEW OF 2021 FINANCIAL RESULTS

HK\$ million	2021	2020	% increase/ (decrease)
Continuing operations:			
Revenue	731	505	44.8%
Gross Profit	121	54	124.1%
Loss from continuing operations	(521)	(693)	(24.8%)
Loss from discontinued operation	–	(3)	(100.0%)
Loss for the year	(521)	(696)	(25.1%)
Attributable to:			
Owners of the parent	(517)	(689)	(25.0%)
Non-controlling interests	(4)	(7)	(42.9%)
	(521)	(696)	(25.1%)
Loss attributable to owners of the parent:			
Continuing operations	(517)	(686)	(24.6%)
Discontinued operation	–	(3)	(100.0%)
	(517)	(689)	(25.0%)
Basic and diluted loss per share attributable to ordinary equity holders of the parent			
– For loss for the year	(HK\$0.59)	(HK\$0.79)	(25.3%)
– For loss from continuing operations	(HK\$0.59)	(HK\$0.79)	(25.3%)
Dividend per share	Nil	Nil	N/A

The Group's revenue from continuing operations for 2021 of HK\$731 million was HK\$226 million or 44.8% higher than 2020, driven mainly by the recovery of the Ferrari dealership.

In the year under review, the Company recorded a net loss attributable to owners of the parent of HK\$517 million as compared with a net loss of HK\$689 million in the previous year.



This year's loss was mainly attributable to the net effect of following non-cash items:

- (i) unrealised revaluation losses of HK\$287 million, arising from fair value changes of our 29.19% shareholdings in GBA;
- (ii) loss of HK\$63 million arising from impairment of goodwill in respect of the audio and lighting operations; and
- (iii) expected credit loss provision of HK\$4 million against the remaining consideration arising from disposal of the audio and light business in Macau.

Net loss attributable to non-controlling interests represented share of net loss by the minority shareholders of the stage audio, lighting and engineering operations.

ANALYSIS BY BUSINESS SEGMENT

HK\$ million	2021		2020		% increase/ (decrease)
	Amount	Relative %	Amount	Relative %	
Continuing operations:					
Property investment and holding	10	1.3%	11	2.2%	(9.1%)
Securities business	—*	—	—	—	N/A
Ferrari dealership	537	67.0%	413	81.8%	30.0%
Maserati importership	17	2.1%	—	—	N/A
Classic cars trading and logistics business	152	19.0%	26	5.1%	484.6%
Stage audio, lighting and engineering operations	45	5.6%	20	4.0%	125.0%
Other operations	40	5.0%	35	6.9%	14.3%
	801	100.0%	505	100.0%	58.6%
Less: Inter-segment revenue	(70)		—*		N/A
Total for continuing operations	731		505		44.8%
Discontinued operation:					
Industrial Product Business	—		11		(100.0%)
Total	731		516		41.7%

* Less than HK\$1 million



HK\$ million	Operating (loss)/profit		
	2021	2020	% increase/ (decrease)
Continuing operations:			
Property investment and holding	6	(84)	N/A
Securities business	(287)	(1)	28,600.0%
Ferrari dealership	6	(22)	N/A
Maserati importership	(6)	–	N/A
Classic cars trading and logistics business	(23)	(9)	155.6%
Classic cars investment	–*	(14)	(100.0%)
Film operations	(4)	(7)	(42.9%)
Stage audio, lighting and engineering operations	(78)	(49)	59.2%
Other operations	(34)	(25)	36.0%
Total for continuing operations	(420)	(211)	99.1%
Discontinued operation:			
Industrial Product Business	–	(3)	(100.0%)
Total	(420)	(214)	96.3%

* Operating profit less than HK\$1 million

CONTINUING OPERATIONS

Property business

Property investment and holding

In 2021, the property investment business delivered revenue of HK\$10 million, down HK\$1 million or 9.1% from 2020 as a result of the impact led by the COVID-19 pandemic. This segment recorded operating profit of HK\$6 million as compared with operating loss of HK\$84 million in the previous year. The operating profit in 2021 was primarily attributable to unrealised fair value gains of HK\$6 million arising from fair value changes of our investment property portfolio as a result of recovery of residential property market. On the other hand, unrealised fair value losses of HK\$84 million were recorded in the previous corresponding period.

Securities business

In 2021, the securities business recognised an operating loss of HK\$287 million, primarily representing unrealised revaluation losses of HK\$287 million of our 29.19% shareholdings in GBA, as a result of fair value change of such investment in 2021.



Ferrari dealership

In 2021, the Ferrari dealership business continued to perform well. This segment recorded revenue of HK\$537 million, up 30.0% from increase in sales of Ferrari cars. Furthermore, the Ferrari service center in Kwai Chung continued to perform well amid the COVID-19 pandemic. The Ferrari dealership business recorded an operating profit of HK\$6 million in 2021 as opposed to an operating loss of HK\$22 million in 2020. The improvement of the segment's results was primarily due to increase in revenue.

Maserati importership

The Maserati importership business generated a revenue of HK\$17 million after commencing operations in the second half of 2021. This new business recorded an operating loss of HK\$6 million, mainly as a result of start-up costs. We believe this business will open up for the Group a new avenue of income and profit growth in the coming years.

Classic cars trading and logistics business

Given these unprecedented times, the classic car and logistic segments incurred an operating loss of HK\$23 million (2020: HK\$9 million).

Classic cars investment

The operating profit of the classic car investment was less than HK\$1 million, as opposed to an operating loss of HK\$14 million in the previous year. The change was mainly attributable to unrealised fair value gains in the amount of HK\$2 million in respect of our classic car investment portfolio, whereas fair value loss of HK\$7 million was recognised in the previous year.

Film operations

No revenue was recorded from our film operations in both 2021 and 2020 as no film was released during these two years. The film segment recorded an operating loss of HK\$4 million (2020: HK\$7 million) in 2021, mainly from operating expenses.

Stage audio, lighting and engineering operations

This business segment recorded a revenue of HK\$45 million in 2021, represented 125.0% increase from HK\$20 million in 2020. Operating loss was HK\$78 million (2020: HK\$49 million) in 2021, primarily led by impairment of goodwill in the amount of HK\$63 million and provision for expected credit loss of HK\$4 million against the remaining consideration receivable in respect of the disposal of business in Macau.

Other operations

Other operations comprise the classic car services center, the multimedia business, investment of collectible precision devices, artist management and other new ventures which are in the development and start-up stage. This segment's revenue increased by 14.3% to HK\$40 million in 2021. This segment recorded an operating loss of HK\$34 million, increased by 36.0% from HK\$25 million in 2020.



DISCONTINUED OPERATION

Industrial Product Business

As a result of the COVID-19 pandemic and deteriorating operating environment, the Industrial Product Business was discontinued in July 2020.

ANALYSIS BY GEOGRAPHICAL SEGMENT

HK\$ million	Revenue									
	2021				2020				% increase/ (decrease)	
	Continuing operations	Discontinued operation	Total	Relative %	Continuing operations	Discontinued operation	Total	Relative %		
Hong Kong, Macau and Mainland	612	–	612	83.7%	503	5	508	98.4%	20.5%	
Rest of the world	119	–	119	16.3%	2	6	8	1.6%	1,387.5%	
Total	731	–	731	100.0%	505	11	516	100.0%	41.7%	

Approximately 83.7% of our total revenue was generated in Hong Kong, Macau and the Mainland, of which most of our revenue was generated in Hong Kong. The revenue from our major market regions was HK\$612 million, up HK\$104 million or 20.5% as compared with 2020, mainly due to recovery of the Ferrari dealership in 2021. The revenue from rest of the world represented mainly sale of classic cars to the overseas markets.

CAPITAL STRUCTURE AND GEARING RATIO

HK\$ million	2021		2020	
	Amount	Relative %	Amount	Relative %
Bank borrowings	1,623	47.7%	1,648	42.6%
Other borrowings	117	3.5%	32	0.8%
Lease liabilities	42	1.2%	54	1.4%
Total borrowings	1,782	52.4%	1,734	44.8%
Equity attributable to owners of the parent	1,621	47.6%	2,138	55.2%
Total capital employed	3,403	100.0%	3,872	100.0%



Equity attributable to owners of the parent as at 31 December 2021 was HK\$1,621 million, representing a decrease of HK\$517 million compared with HK\$2,138 million at the beginning of the year. This change was primarily attributable to the net loss attributable to owners of the parent for 2021.

The Group's gearing ratio increased from 44.8% as at 31 December 2020 to 52.4% as at 31 December 2021, driven mainly by the decrease in equity. The Group's gearing ratio continued to maintain at a relatively reasonable level under the current extraordinary time.

Total outstanding bank and other borrowings were HK\$1,782 million (2020: HK\$1,734 million). Approximately 84.6% of these bank and other borrowings were of short-term nature, primarily representing mortgage loans on properties held by the Group.

As at 31 December 2021, the maturity profile of the bank and other borrowings of the Group falling due within one year, in the second to the fifth year and beyond five years amounted to HK\$1,508 million*, HK\$139 million and HK\$135 million, respectively (2020: HK\$316 million, HK\$933 million and HK\$485 million, respectively). There was no material effect of seasonality on the Group's borrowing requirements.

* See elaboration in the section headed "LIQUIDITY AND FINANCIAL RESOURCES" of this annual report.

LIQUIDITY AND FINANCIAL RESOURCES

HK\$ million	2021	2020
Current assets	1,303	1,694
Current liabilities	1,879	650
Net current (liabilities)/assets	(576)	1,044

The Group's net current liabilities as at 31 December 2021 was HK\$576 million (2020: net current assets of HK\$1,044 million). The change in net current position was primarily due to the reclassification of approximately HK\$1,051 million bank borrowings from non-current liabilities to current liabilities in 2021. The reclassification was resulted from non-compliance of a debt covenant related to the amount of shareholders' fund under certain facilities agreements entered into by the Group with one of its bankers, which has been made known to the banker by the Group before the year end date. Subsequent to the end of the reporting period, the bank has revised the debt covenant, upon which the Group has rectified the non-compliance. The bank borrowings of approximately HK\$1,051 million will be reclassified back to non-current liabilities in 2022 as a result of the rectification of the non-compliance.

The Group derives its working capital mainly from cash on hand, net cash generated from operating activities, and bank borrowings. The Board expects that the Group will rely on net cash from operating activities, and additional borrowings (if required) and sale of non-core assets to meet demand of working capital and capital expenditure, if any.



CAPITAL COMMITMENTS

As at 31 December 2021, capital commitment of the Group amounted to approximately HK\$5 million (2020: HK\$6 million). The Group intends to finance the capital commitment by the internal resources.

TREASURY MANAGEMENT

The Group employs a conservative approach to cash management and risk control. To achieve better risk control and efficient fund management, the Group's treasury activities are centralised.

During the financial year 2021, the Group's receipts were mainly denominated in HK\$ and US\$. Payments were mainly made in HK\$ and US\$. Cash was generally placed in short-term deposits denominated in HK\$. In 2021, the Group's borrowings were mainly denominated in HK\$, and interest on the borrowings was principally determined on a floating rate basis.

The objective of the Group's treasury policies is to minimise risks and exposures due to the fluctuations in foreign currency exchange rates and interest rates. The Group does not have any significant interest rate risk at present as the interest rates currently remain at low level.

Our current exposure to foreign exchange risk is not significant.

ACQUISITION AND DISPOSAL OF MATERIAL SUBSIDIARIES AND ASSOCIATES

The Group did not acquire or dispose of any material subsidiaries and associates during the year under review.

SIGNIFICANT INVESTMENT

Save for the shares of GBA held by the Company, as elaborated in further details in the section headed "BUSINESS REVIEW — Securities Business" of this annual report, the Group did not hold any significant investment as at 31 December 2021.

PLEDGE OF ASSETS

As at 31 December 2021, certain of the Group's assets with a net book value of approximately HK\$2,274 million (2020: HK\$2,275 million) and time deposits of HK\$40 million (2020: HK\$43 million) were pledged to secure the Group's bank loans.



CONTINGENT LIABILITIES

Details of the Group's contingent liabilities have been set out in note 39 to the financial statements.

EMPLOYEES AND REMUNERATION POLICY

The total number of employees of the Group as at 31 December 2021 was 271 (2020: 318). The Group's remuneration policy is built on principle of equality, motivating, performance-oriented and market-competitive remuneration package to employees. Remuneration packages are normally reviewed on an annual basis. Apart from salary payments, other staff benefits include provident fund contributions, medical insurance coverage and performance related bonuses. Share options may also be granted to eligible employees and persons of the Group. As at 31 December 2021, there were no outstanding share options issued by the Company (2020: Nil).

REMUNERATION OF SENIOR MANAGEMENT

The remuneration of the senior management of the Group by band and the respective number of employees for the year ended 31 December 2021 are set out below:

	Number of employees
Nil – HK\$1,000,000	2
HK\$1,000,001 – HK\$1,500,000	–
HK\$1,500,001 – HK\$2,000,000	–
HK\$2,000,001 – HK\$2,500,000	–
HK\$2,500,001 – HK\$3,000,000	2
	4



CONVERTIBLE BONDS

During the year ended 31 December 2021, there was no movement of the 2024 Convertible Bonds and an aggregate principal amount of HK\$250.2 million was outstanding as at 31 December 2020 and 2021. Details of the 2024 Convertible Bonds are set out in note 31 to the financial statements of this annual report.

The following table sets out the shareholding structure of the Company: (i) as at 31 December 2021, and (ii) for illustrative purpose only, the structure immediately after the issue of the 347,500,000 Shares upon full conversion of all the outstanding 2024 Convertible Bonds with principal amount of HK\$250.2 million at the current conversion price of HK\$0.72 per conversion share, assuming that there is no other change to the share capital of the Company from 31 December 2021 to the date of allotment and issue of the conversion shares:

Shareholders	As at 31 December 2021		Immediately after conversion of all the outstanding 2024 Convertible Bonds and issue of the conversion shares	
	No. of Shares	%	No. of Shares	%
Capital Force	96,868,792	11.09	346,868,792	28.42
New Capital	171,357,615	19.63	268,857,615	22.03
Capital Winner	177,798,672	20.36	177,798,672	14.57
Mr. Mak	25,589,652	2.93	25,589,652	2.09
Sub-total for Mr. Mak and his close associates	471,614,731	54.01	819,114,731	67.11
Public shareholders	401,496,721	45.99	401,496,721	32.89
Total	873,111,452	100.00	1,220,611,452	100.00

The outstanding 2024 Convertible Bonds had an anti-dilutive effect on the basic loss per share of the Group for the year ended 31 December 2021, the calculation of which is set out in note 13 to the financial statements of this annual report.

As the conversion price of the 2024 Convertible Bonds of \$0.72 per Share is substantially below the current market price of the Shares, it is unlikely that the bondholders will convert the 2024 Convertible Bonds into the Shares. The maturity date of the 2024 Convertible Bonds is 30 March 2024, which is approximately two years from the date of this annual report. The Company is considering various plans for settlement of the 2024 Convertible Bonds in order to minimise the impact on the financial and liquidity positions of the Group.

The analysis of the Company's share price at which it would be equally financially advantages for the bondholder(s) to convert or redeem the 2024 Convertible Bonds based on their implied rate of return at a range of dates in the future:

Suggested conversion date	Company's share price	Implied rate of return of bondholder %
30 June 2022	HK\$0.72	5.10
31 December 2022	HK\$0.72	5.10



sustainable operations and development

SUSTAINABILITY STRATEGY

We regard sustainability as a core strategy in maintaining and developing the Company for the long term and our efforts in fulfilling corporate social responsibility will contribute to the long-term value to the Company and the community in which we operate.

ENVIRONMENTAL PROTECTION AND PRODUCT SAFETY

Our environmental objective is to operate and develop our business in a manner that minimises the impacts to the environment and natural resources. We endeavor to improve our operation process and products in order to maximise efficiency and productivity and minimise wastages. Our policy is to ensure that our operations comply with relevant environmental laws, rules and regulations. We commit to provide high quality products and services and comply fully with the relevant international and local health, quality and safety standards.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS THAT HAVE A SIGNIFICANT IMPACT ON THE COMPANY

It is the Company's policy to comply with all the relevant laws and regulations in the places where we operate. The management always keep abreast of the latest development in the laws and regulations which are relevant and have a significant impact on the Group.

Save as disclosed in the announcement of the Company dated 15 February 2022, there was no significant non-compliance of any laws, regulations or rules that have a significant impact on the Group and its operations as at the date of this annual report.

RELATIONSHIP WITH CUSTOMERS AND SUPPLIERS

The Group has committed to produce and deliver premium products and services to customers to meet their satisfaction and expectation.

Regarding the Group's property business, we have established very good working relationship with the major property agents in Hong Kong, which facilitate sale, purchase and leasing of properties in the most efficient manner.

Although our classic car business was established in 2014, some of the key personnel have been working the automotive industry in Hong Kong for many years and possess significant and extensive experience of working with classic cars. Due to our extensive knowledge and expertise in this field, a professional service level and comprehensive relationships with customers and suppliers have been well-established.

Blackbird Concessionaires has been appointed as official dealer of Ferrari in Hong Kong and Macau since 2017. Since commencement of the Ferrari dealership, we have quickly established very good relationship with our customers and Ferrari is very happy with progress of our dealership business.

Blackbird Tridente was appointed as official importer and distributor for Maserati vehicles and the provider of after sales services in Hong Kong and Macau in the First half of 2021. Since commencement of the Maserati importership, we have quickly established very good relationship with our customers and Maserati is very happy with progress of our importership business.

The stage audio, lighting and engineering business segments are market leaders in their sectors and they have established strong reputation and good relationship with their customers and suppliers.



RELATIONSHIP WITH EMPLOYEES

We treasure our employees which are one of the most valuable assets to the Group. We offer competitive remuneration package, provident fund, welfare and benefits and comply with all the relevant labour laws and regulations which apply to our operations. The key management personnel have worked with the Group for a long time.

We encourage staff training and development. Employees are encouraged to join external training in job-related courses, seminars and programmes.

Furthermore, training courses and seminars are organised for different grades of employees from time to time.

WORKPLACE QUALITY

The Group has placed significant resources in providing a safe, healthy, clean and comfortable workplace for our employees in Hong Kong. Amidst the COVID-19 pandemic, we have implemented various measures including work from home, flexible working hours and various precautionary measures in order to protect our workplace and our staff from the infection of the coronavirus.

CONTRIBUTION TO THE COMMUNITY

The Group has contributed its efforts and resources to support the community in which it operates for many years. The Group has donated schools in China and has participated and provided support to various charity activities, both in Hong Kong and China. In 2021, the Group has made charitable donations of approximately HK\$100,000. Furthermore, the Group also encourages its employees to participate in various charitable activities and volunteering events in the local community in which it has operations.

An environmental social responsibility report will be published on the Stock Exchange's website and the Company's website within 5 months after the financial year ended of the Company.



corporate information

COMPANY NAME

CCT Fortis Holdings Limited

BOARD AND COMMITTEES OF THE BOARD**Executive Directors**

Mak Shiu Tong, Clement (*Chairman and CEO*)

Tam Ngai Hung, Terry (*Deputy Chairman*)

Cheng Yuk Ching, Flora

Independent Non-executive Directors

Tam King Ching, Kenny

Chen Li

Chow Siu Ngor

Audit Committee

Tam King Ching, Kenny (*chairman*)

Chen Li

Chow Siu Ngor

Remuneration Committee

Chow Siu Ngor (*chairman*)

Tam King Ching, Kenny

Chen Li

Mak Shiu Tong, Clement

Tam Ngai Hung, Terry

Nomination Committee

Mak Shiu Tong, Clement (*chairman*)

Tam Ngai Hung, Terry

Tam King Ching, Kenny

Chen Li

Chow Siu Ngor

COMPANY SECRETARY

Sze Suet Ling

PRINCIPAL BANKERS

Nanyang Commercial Bank, Limited

Hang Seng Bank Limited

SOLICITORS

Sidley Austin

AUDITORS

Ernst & Young

Certified Public Accountants

Registered Public Interest Entity Auditor

FINANCIAL YEAR END

31 December

REGISTERED OFFICE

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

**HEAD OFFICE AND PRINCIPAL PLACE OF
BUSINESS IN HONG KONG**

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Shatin, New Territories

Hong Kong

**BRANCH SHARE REGISTRAR AND
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Tricor Tengis Limited

Level 54, Hopewell Centre

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TELEPHONE NUMBER

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FAX NUMBER

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COMPANY WEBSITE

www.cct-fortis.com

STOCK CODE

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corporate governance report

CORPORATE GOVERNANCE PRACTICES

The Company has always recognised the importance of the Shareholders' transparency and accountability. It is the belief of the Board that the Shareholders can maximise their benefits from good corporate governance. The Company is committed to maintaining and ensuring high standards of corporate governance in the interests of the Shareholders.

In the opinion of the Directors, the Company has complied with all the Code Provisions under the CG Code throughout the financial year ended 31 December 2021, except for the minor deviations from the following Code Provisions of the CG Code:

Code Provision A.2.1

Code Provision A.2.1 provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

There is no separation of the roles of chairman and chief executive officer of the Company and hence the Company has not complied with the Code Provision A.2.1 during the financial year ended 31 December 2021.

Mr. Mak Shiu Tong, Clement currently assumes the roles of both the Chairman and the CEO. Mr. Mak is an executive of high caliber with a wide range of skills and diversified business expertise. He has substantial experience, strong leadership and a firmly established reputation in the diversified business that is essential to fulfilling the role of the Chairman. At the same time, Mr. Mak has appropriate management skills and business acumen that are the pre-requisites for assuming the role of the CEO in the day-to-day management of the Group. The Board composes of three executive Directors (including the Chairman) and three INEDs with a balance of skills and experience appropriate for the requirements of the Group. Furthermore, the roles of the managing director and general managers of the Company's major operating subsidiaries are performed by other individuals. The Board believes that there is no need to segregate the roles of the Chairman and the CEO as the balance of power and authority is already ensured by the current structure. Moreover, the Board believes that the combined roles of Mr. Mak enhance the communication between the Board and the management and ensure the effective execution of the Board's strategy by the management because of Mr. Mak's extensive business experience.

Code Provision A.4.2

Code Provision A.4.2 provides that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

In accordance with the bye-laws of the Company, any Director appointed to fill a casual vacancy shall hold office only until the next following AGM and shall then be eligible for re-election. The Board considers that such a deviation is not material as casual vacancy of Directors seldom happens and duration between appointment to fill casual vacancy and the immediate following AGM is less than one year and is considered to be short.

Pursuant to the bye-laws of the Company, the Chairman and the managing Director (who is currently assumed by Mr. Mak) shall not be subject to retirement by rotation nor be taken into account in determining the number of the Directors to retire in each AGM. The Board considers that the continuity of the Chairman and his leadership will be essential for the stability of the key management of the Group. On the other hand, the Board will ensure that all Directors save for the Chairman will rotate at least once every three years in order to comply with the Code Provision A.4.2.



MODEL CODE FOR SECURITIES TRANSACTIONS BY THE DIRECTORS

The Company has adopted its code of conduct regarding the securities transactions by the Directors on terms no less exacting than the required standard set out in the Model Code. Having made specific enquiry of all Directors, they confirmed that they have complied with the required standard set out in the Model Code adopted by the Company throughout the financial year ended 31 December 2021.

THE BOARD

Responsibilities, accountabilities and contributions

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is responsible for promoting the development of the Company by directing and supervising its affairs. The Directors take decisions objectively in the interests of the Company.

The management of the Group was delegated the authority and responsibility by the Board for day-to-day management of the businesses of the Group, with division heads responsible for different aspects of the business. The Board meets at least four times each year and meets as and when required. Appropriate and sufficient information including notices were provided to the Board's members in a timely manner. During the financial year ended 31 December 2021, the Board held 8 meetings.

The Board members have also attended the Shareholders' general meeting to answer questions from the Shareholders. During the financial year ended 31 December 2021, the Company held one Shareholders' general meeting. The attendance of each of the Directors at the Board meetings ("BM") (either in person or by phone) and at the Shareholders' general meeting ("GM") held in 2021 is set out as follows:

Name of the Directors	Number of meetings attended/ eligible to attend	
	BM	GM
Executive Directors		
Mak Shiu Tong, Clement	6/7	1/1
Tam Ngai Hung, Terry	7/7	1/1
Cheng Yuk Ching, Flora	5/7	1/1
Independent non-executive Directors		
Tam King Ching, Kenny	8/8	1/1
Chen Li	7/8	1/1
Chow Siu Ngor	8/8	1/1

The company secretary of the Company is responsible for taking minutes of the Board meetings and all Board's minutes are open for inspection by the Directors upon reasonable notice.

The Directors have access to relevant and timely information and, upon reasonable request, may seek independent professional advice in appropriate circumstances, at the Company's expenses. Appropriate insurance cover has been arranged in respect of the legal action against the Directors and the management of the Group. The Board considers that the Group has sufficient and appropriate liability insurance to cover the Directors and the management of the Group against any legal liability arising from their performance of duties.



THE BOARD *(continued)*

Responsibilities, accountabilities and contributions *(continued)*

The Composition of the Board

As at the date of this annual report, the Board was composed of three executive Directors, namely Mr. Mak Shiu Tong, Clement, Mr. Tam Ngai Hung, Terry and Ms. Cheng Yuk Ching, Flora and three INEDs, namely Mr. Tam King Ching, Kenny, Mr. Chen Li and Mr. Chow Shiu Ngor. The biographical details of all Directors are set out in the section headed “Directors and Senior Management” of this annual report.

During the period from 1 January 2021 and up to the date of this annual report, there was no change on the composition of the Board.

The Board’s composition has maintained a balance and diversity of skills, expertise, experience and qualifications appropriate of the requirements, promotion and development of the businesses of the Group.

Directors give sufficient time and attention to the Group’s affairs. The Company also requires the Directors to disclose to the Company annually and in a timely manner for any change regarding the number and the nature of offices held in public companies or organisations and other significant commitments with indications of the time involved.

The Company has complied with Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the appointment of a sufficient number of the INEDs, at least an INED with appropriate professional qualifications or accounting or related financial management expertise and the number of INEDs representing at least one-third of the Board throughout the financial year ended 31 December 2021.

The Company has received annual confirmation of independence for the year ended 31 December 2021 from Mr. Tam King Ching, Kenny, Mr. Chen Li and Mr. Chow Siu Ngor in accordance with Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all INEDs are independent within the definition of the Listing Rules. Directors for more than nine years and that they all meet the specific independence guideline as set out in Rule 3.13 of the Listing Rules.

None of the members of the Board has any financial, business, family or other material/relevant relationships with each other.

Directors’ continuing professional development

A newly appointed Director, if any, will be provided with necessary induction and information to ensure he has a proper understanding of the Group’s operations and businesses as well as his responsibilities under the Listing Rules and the other applicable regulatory requirements.

The Company provides Directors with updates and briefings on the latest developments and changes regarding the Listing Rules and other applicable regulatory requirements from time to time so as to ensure compliance and enhance their awareness of good corporate governance practices. Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Directors are requested to provide the Company with a record of the training they received.



THE BOARD *(continued)*

Responsibilities, accountabilities and contributions *(continued)*

Directors' continuing professional development *(continued)*

According to the records provided by the Directors, a summary of training received by the Directors for the year ended 31 December 2021 is as follows:

Name of the Directors	Type of continuous professional development	
	Receiving updates and briefings from the Company/self-study	Attending seminar(s)/ conference and/or forums organised by external parties
Mak Shiu Tong, Clement	✓	
Tam Ngai Hung, Terry	✓	✓
Cheng Yuk Ching, Flora	✓	
Tam King Ching, Kenny	✓	✓
Chen Li	✓	
Chow Siu Ngor	✓	✓

The training participated by the Directors in 2021 is relevant to their duties and responsibilities as a director of the Company.

THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Mr. Mak Shiu Tong, Clement currently assumes the roles of both the Chairman and the CEO. The reasons for the deviation from the Code Provision A.2.1 under the CG Code are set out in the section headed "Corporate Governance Practices" above. Mr. Mak is responsible for the leadership of the Board, corporate planning and strategic direction of the Group and takes a leading role in managing the businesses of the Group.

TERMS OF APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

All the Directors are appointed for a specific term of not more than three years. Save for the Chairman and the managing Director (both roles currently being assumed by Mr. Mak) who shall not be subject to retirement by rotation in each year, all the other Directors (including the INEDs) are subject to retirement by rotation and re-election at the AGM in accordance with the bye-laws of the Company.

Re-election and retirement of the Directors

The bye-laws of the Company provide that (i) one-third (or the number nearest to one-third) of the Directors (except the Chairman and the managing Director) shall retire from office by rotation and be eligible for re-election at each AGM; and (ii) any Director appointed by the Board, either to fill a casual vacancy on or as an addition to the existing Board, shall hold office until the next following AGM and shall be eligible for re-election at that meeting.

Mr. Mak currently assumes as the Chairman and the managing Director and shall not be subject to the retirement by rotation pursuant to the bye-laws of the Company. The reasons for the deviation from the Code Provision A.4.2 under the CG Code are set out in the section headed "Corporate Governance Practices" above.

BOARD COMMITTEES

The Board currently has established three committees, which are the Remuneration Committee, the Audit Committee and the Nomination Committee, with clearly defined written terms of reference. The main roles and responsibilities of these three board committees, including all authorities delegated to them by the Board, as set out in the terms of reference, are published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.cct-fortis.com in the sub-section of "Corporate Governance" under the section of "Investor Information".

Remuneration Committee

The Remuneration Committee was established in 2005 with specific written terms of reference formulated in accordance with the requirements of the Listing Rules.

The main responsibilities of the Remuneration Committee include, inter alia, (i) making recommendations to the Board on the policy and structure for the remuneration of the Directors and senior management of the Group; (ii) reviewing the management's remuneration proposals with reference to the Board's corporate goals and objectives; (iii) making recommendations to the Board on the remuneration package of individual Directors and senior management of the Group (adopting the approach described under Code Provision B.1.2 (c)(ii) of the CG Code); (iv) reviewing and making recommendations to the Board the fees payable to the INEDs; and (v) reviewing and making recommendations to the Board the compensation, if any, payable to Directors and senior management in connection with any loss or termination of office or appointment.

The Remuneration Committee consists of five members who are three INEDs, namely Mr. Chow Siu Ngor ("**Mr. Chow**"), Mr. Tam King Ching, Kenny and Mr. Chen Li and two executive Directors, namely Mr. Mak Shiu Tong, Clement and Mr. Tam Ngai Hung, Terry. The Remuneration Committee is currently chaired by Mr. Chow.



BOARD COMMITTEES *(continued)*

Remuneration Committee *(continued)*

During the financial year ended 31 December 2021, the Remuneration Committee held two meetings and its main work during 2021 included:

- (i) reviewing and making recommendations to the Board on the policy and structure for the remuneration of the Directors and senior management of the Group; and
- (ii) reviewing and making recommendations to the Board on the remuneration package of the Directors and senior management of the Group.

For the sake of good corporate governance practice, none of the members of the Remuneration Committee participated in the discussions and decision on matters relating to his remuneration.

The attendance record of the member at the meetings of the Remuneration Committee in 2021 is set out as follows:

Members of the Remuneration Committee	Number of meetings attended/held
Chow Siu Ngor	2/2
Tam King Ching, Kenny	2/2
Chen Li	2/2
Mak Shiu Tong, Clement	2/2
Tam Ngai Hung, Terry	2/2

The Group provides competitive remuneration packages to the Directors and senior management. The emoluments of Directors are determined based on skill, knowledge, experience and performance of the Directors and achievements and performance of the Company and taking into account market conditions. In addition, approved share option scheme has been established to provide incentives and rewards to eligible participants who include the Directors and senior management.

Audit Committee

The Company has established the Audit Committee since 2000 with specific written terms of reference formulated in accordance with the requirements of the Listing Rules. The primary duties of the Audit Committee are to ensure the objectivity and credibility of the Company's financial reporting, risk management and internal control systems as well as to maintain an appropriate relationship with the external and internal auditors of the Company.

The main responsibilities of the Audit Committee include, inter alia, (i) reviewing the financial statements of the Group's interim and annual reports before submitting them to the Board for approval; (ii) reviewing and making recommendations to the Board on the appointment, re-appointment and removal of the external auditors and the terms of engagement including the remuneration of the external auditors; (iii) discussing with the external auditors the nature and scope of the audit; (iv) monitoring and assessing the independence and objectivity of the external auditors and the effectiveness of the audit process in accordance with the applicable standards; (v) reviewing and monitoring the financial reporting and the reporting judgment contained in them; (vi) reviewing the financial controls, risk management and internal control systems (including the adequacy of resources, and the effectiveness of the financial and internal audit function); and (vii) to review the Group's accounting policies and practices and any changes of them with the management of the Group, and the internal and external auditors of the Company.



BOARD COMMITTEES *(continued)***Audit Committee** *(continued)*

The Audit Committee consists of three members who are three INEDs, namely Mr. Tam King Ching, Kenny (“**Mr. Kenny Tam**”), Mr. Chen Li and Mr. Chow Siu Ngor. The Audit Committee is currently chaired by Mr. Kenny Tam, who is a qualified accountant with extensive accounting and financial experience.

The Audit Committee has been provided with sufficient resources to perform its duties.

During the financial year ended 31 December 2021, the Audit Committee held two meetings and its main work during 2021 included reviewing:

- (i) the 2020 annual report, including the Corporate Governance Report, the Directors’ Report, the Financial Statements, continuing connected transactions and the 2020 annual results announcement;
- (ii) the 2021 interim report and 2021 interim results announcement;
- (iii) the plans, reports, fees, involvement in non-audit services and terms of engagement of the external auditors;
- (iv) the plans, resources and work of the Company’s internal auditors;
- (v) the adequacy and effectiveness of the Company’s financial reporting system, the system of internal controls in operation, risk management system and associated procedures within the Group; and
- (vi) the terms of reference of the Audit Committee regarding to enhance criteria for accessing independence of potential independent non-executive director candidates.

The attendance record of the members at the meetings of the Audit Committee in 2021 is set out as follows:

Members of the Audit Committee	Number of meetings attended/held
Tam King Ching, Kenny	2/2
Chen Li	2/2
Chow Siu Ngor	2/2



BOARD COMMITTEES *(continued)*

Nomination Committee

The Company has established the Nomination Committee since 2012 with specific written terms of reference in line with the Code Provisions under the CG Code. The main responsibilities of the Nomination Committee include, inter alia, (i) reviewing the structure, size and composition (including the skills and knowledge and experience) of the Board at least annually; (ii) making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (iii) identifying individuals suitably qualified to become board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; (iv) assessing the independence of INEDs; and (v) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the CEO.

The Nomination Committee consists of five members who are three INEDs, namely Mr. Tam King Ching, Kenny, Mr. Chen Li and Mr. Chow Siu Ngor and two Executive Directors, namely Mr. Mak Shiu Tong, Clement ("**Mr. Mak**") and Mr. Tam Ngai Hung, Terry. The Nomination Committee is currently chaired by Mr. Mak.

Nomination Policy

The Company adopted a nomination policy (the "**Nomination Policy**") in January 2019. A summary of the Nomination Policy is stated as below:

- to nominate suitable candidates to the Board for it to consider and make recommendations to the Board on the appointment or re-appointment of Directors and succession planning (if considered necessary);
- skills, experience and diversity of perspectives which are relevant to the operations of the Group;
- the selection criteria, the nomination procedures and process are set out in the Board Diversity Policy; and
- to propose person(s) for election as Director(s) by the Shareholder(s), of which are set out in the "Procedures for Shareholders to Propose a Person for Election as a Director".

The Nomination Committee will review the Nomination Policy, as appropriate, to ensure the effectiveness of the Nomination Policy.

During the financial year ended 31 December 2021, the Nomination Committee held one meeting and its main work during 2021 included:

- (i) reviewing the structure, size, composition, diversity of the Board;
- (ii) reviewing the Board Diversity Policy and the Nomination Policy;
- (iii) reviewing the confirmation from the Directors on time commitment in performing their duties as Directors;
- (iv) assessing the independence of the INEDs; and
- (v) making the recommendations to the Board on the nomination of Directors for re-election at the AGM.



BOARD COMMITTEES *(continued)***Nomination Committee** *(continued)*

The attendance record of the members at the meeting of the Nomination Committee in 2021 is set out as follows:

Members of the Nomination Committee	Number of meeting attended/held
Mak Shiu Tong, Clement	1/1
Tam Ngai Hung, Terry	1/1
Tam King Ching, Kenny	1/1
Chen Li	0/1
Chow Siu Ngor	1/1

Board Diversity Policy

The Board has adopted the Board Diversity Policy in August 2013 which sets out the approach to achieve diversity on the Board. The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. As from the adoption of the Board Diversity Policy, the Company seeks to achieve Board diversity through a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee will review the Board Diversity Policy, as appropriate to ensure its continued the implementation and effectiveness from time to time.

During the financial year ended 31 December 2021 and as at the date of this annual report, the Board comprised six Directors, one of which is female and three of which are INEDs and sufficient diversity in educational background, business and professional experience, skill and knowledge.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing corporate governance duties which include (i) developing, reviewing and approving the Company's policies and practices on corporate governance; (ii) reviewing and monitoring the training and continuous professional development of the Directors and senior management; (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and the Directors; and (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.



CORPORATE GOVERNANCE FUNCTIONS *(continued)*

During the financial year ended 31 December 2021, the Board held two meetings to develop and review the Company's policy and practice on corporate governance and to perform other corporate governance duties stated in the paragraph above. The attendance record of the members of the Board at the corporate governance meetings in 2021 is set out as follows:

Directors	Number of meetings attended/held
Mak Shiu Tong, Clement	2/2
Tam Ngai Hung, Terry	2/2
Cheng Yuk Ching, Flora	0/2
Tam King Ching, Kenny	2/2
Chen Li	1/2
Chow Siu Ngor	2/2

AUDITORS' REMUNERATION

The remuneration paid to the external auditors of the Company, Ernst & Young, for the year ended 31 December 2021 is set out as follows:

Services rendered	Fees paid/payable HK\$'million
Audit services	3.5
Non-audit services:	
Tax compliance services	0.1
Other services	0.3
Total	3.9

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Company and ensure that they are prepared in accordance with the statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of such financial statements. The Directors aim to present a balanced and understandable assessment of the Group's position and prospects.

The statement of the external auditors of the Company, Ernst & Young, with regard to their reporting responsibilities on the Company's financial statements is set out in the section headed "Independent Auditor's Report" in this annual report.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to the events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.



RISK MANAGEMENT AND INTERNAL CONTROL AND INTERNAL AUDIT

The Board is entrusted with the overall responsibility for establishing and maintaining the Group's risk management and internal control systems on an ongoing basis and reviewing their effectiveness. The Group's risk management and internal control systems have been designed for safeguarding assets, maintaining proper accounting records and ensuring reliability of the financial information. The Board also reviews and considers the adequacy of resources, staff qualifications and experience, and training programmes and budget of the Company's accounting, internal audit and financial reporting functions.

The Company has established the internal audit department for many years and the department performs risk-based audit on the effectiveness of the internal control system of the Group half-yearly. The internal audit department of the Company reports to the Chairman. The annual audit plan of the internal audit department is reviewed and approved by the Audit Committee and summary of major audit findings and control weaknesses, if any, and follow-up actions are reviewed by the Audit Committee.

During the financial year ended 31 December 2021, the Board reviewed the effectiveness and adequacy of risk management and internal control systems of the Group for 2021 and considered them effective and adequate.

Objective of risk management and internal control

The Company recognises the importance of risk management and internal control in the achievement of its strategic goals. The Company maintains a conservative approach to manage and align risk to its strategy of achieving sustainability and delivering long-term returns to the Shareholders.

Process and procedure for risk management and internal control

1. The Board has the overall responsibility for evaluating the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems.
2. The Board through the Audit Committee, reviews the adequacy the Group's risk management and internal control systems.
3. The Group employs an enterprise risk management framework to manage risk.
4. The management of business units/divisions are responsible for the day-to-day management of operational risks and implementation of mitigation measures.
5. All division heads are required to provide a confirmation annually to the Board on the effectiveness of the risk management and internal control systems.
6. The Internal Audit Department of the Group is responsible for reviewing and appraising effectiveness of risk management and internal control systems and reporting results to the Board through the Audit Committee.



RISK MANAGEMENT AND INTERNAL CONTROL AND INTERNAL AUDIT *(continued)*

Top and emerging risks

The top and emerging risks framework helps enable the Group to identify current and forward-looking risk so that the Group may take actions that either prevents them, crystallising or limits their effect. Top risks are those that may have a material impact on the financial results, reputation or business model of the Group in the year ahead. Emerging risks are those that have large unknown components any may form beyond a one-year horizon. If these risks were to occur, they could occur have material effect on the Group. The Group's top and emerging risks are summarised as follows:

- the coronavirus pandemic;
- trade war tensions between the USA and China;
- geopolitical risks;
- rising inflation and interest hike;
- global economic outlook and capital flows;
- major changes of government policies that have significant impact on the Group's operations;
- information technology security and risks;
- sales and receivable management;
- production and supplier management; and
- human resources management.

The above top and emerging risks were reviewed by the Audit Committee and discussed by the Board. Measures have been formulated and implemented to mitigate such risks. These risks will be changed to respond to changes in the Group's business and the external environment.

COMPANY SECRETARY

Ms. Sze Suet Ling was appointed by the Board as the company secretary of the Company with effect from 6 May 2019. Ms. Sze is also an employee of the Company. She has taken no less than 15 hours of relevant professional training during the financial year ended 31 December 2021.

SHAREHOLDERS' RIGHTS

Right to convene special general meeting

Shareholder(s) may convene a special general meeting on requisition, as provided by the Companies Act 1981 of Bermuda.

Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda.



SHAREHOLDERS' RIGHTS *(continued)*

Right to put enquiries to the Board

Shareholders have the right to put enquiries to the Board and all such enquiries can be addressed to the "Company Secretarial Department" of the Company by mail to 18/F., CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong.

Right to put forward proposals at general meetings

Pursuant to bye-law 88 of the Company's bye-laws, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a written notice ("**Nomination Notice**") signed by such Shareholder(s) individually or collectively holding not less than one-tenth of the then total paid up capital of the Company as at the date of the Nomination Notice carrying the right of attending and voting at the general meeting of the Company for which such Nomination Notice is given of his intention to propose such person(s) for election and also a written notice signed by each person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the number of candidates to be nominated by the qualified Shareholder individually or the group of qualified Shareholders collectively for election at any general meeting shall be limited to three (3), subject to the maximum number of Directors of the Company, if any, and provided that the minimum length of the period during which such written notices are given, shall be at least seven (7) days and that (if the written notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such written notices shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

INVESTOR RELATIONS

There was no change in the Company's constitutional documents during the year ended 31 December 2021.

DIVIDEND POLICY

Pursuant to Code Provision E.1.5, the Company should have a policy on payment of dividends.

The Company has adopted the dividend policy (the "**Dividend Policy**") in January 2019, according to which the Company may declare and distribute dividends to the Shareholders, to allow Shareholders to share the Company's profits and for the Company to retain adequate reserves for future growth.

The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the Shareholders.

In proposing any dividend payout, the Board shall also take into account, inter alia, the Group's financial results, the general financial condition of the Group, the Group's current and future operations and any other factors that the Board thinks appropriate from time to time. The Company's ability to pay dividends is also subject to the requirements of the Listing Rules, all relevant applicable laws, rules and regulations in Bermuda and the Memorandum of continuance and the bye-laws of the Company.



report of the directors

The Directors present their report and the audited financial statements of the Group for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activities of the Company is investment holding. Its subsidiaries' businesses comprise principally: (i) property business; (ii) securities business; (iii) Blackbird's multi-faceted automotive business; (iv) investment in collectible precision devices; and (v) cultural entertainment business.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2021 is set out on pages 2 to 7 and pages 11 to 19 of this annual report.

RESULTS

The Group's loss for the year ended 31 December 2021 and the Group's financial position at that date are set out in the financial statements on pages 64 to 168 of this annual report.

FINAL DIVIDEND

Given the current adverse situation, the Group intends to conserve cash resources to combat the difficulties and challenges going forward. Therefore, the Board did not recommend the payment of a final dividend for 2021 (2020 final dividend: Nil). The Company did not pay any interim dividend for 2021 (2020 interim dividend: Nil).

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and assets and liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on page 171 of this annual report. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENTS PROPERTIES

Details of movements in the property, plant and equipment and the investment properties of the Group during the year are set out in notes 14 and 15 to the financial statements of this annual report, respectively.



SHARE CAPITAL

Details of the movement of the share capital of the Company during the year ended 31 December 2021 are set out in note 33 to the financial statements of this annual report.

EQUITY-LINKED AGREEMENT

On 27 January 2016, the Company issued the 2024 Convertible Bonds with the aggregate principal amount of HK\$250,200,000. The 2024 Convertible Bonds are unsecured, carry interest at 5% per annum on the outstanding principal amount, have a term of eight years from the date of issue and are redeemable at the option of the Company before the maturity date. Subject to the terms and conditions of the 2024 Convertible Bonds, holder(s) of the 2024 Convertible Bonds has a right to convert the convertible bonds into the Shares at current conversion price of HK\$0.72 per conversion share (subject to adjustments pursuant to the terms and conditions of the convertible bonds). New Shares will be allotted and issued upon conversion of the 2024 Convertible Bonds, created as fully paid and will rank pari passu with all existing shares of the Company. During the year, there was no movement of the 2024 Convertible Bonds.

Other than the 2024 Convertible Bonds disclosed above and the share option schemes disclosed in the section sub-headed “Share Option Schemes of the Company” pages 40 to 48 of this directors’ report, no other equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF THE LISTED SHARES

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the listed Shares during the year ended 31 December 2021.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 47 to the financial statements and in the section headed “Consolidated Statement of Changes in Equity” to this annual report, respectively.



DISTRIBUTABLE RESERVES

At 31 December 2021, the Company's reserve available for distribution, calculated in accordance with the provisions of the Companies Act 1981 of Bermuda, amounted to HK\$841 million. In addition, the Company's share premium account, in the amount to HK\$223 million.

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totally HK\$0.1 million (2020: HK\$0.1 million).

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers during the financial year ended 31 December 2021 is as follows:

	Percentage of the Group's total			
	Sales		Purchases	
	2021	2020	2021	2020
Largest customer	4%	3%		
Five largest customers in aggregate	15%	13%		
Largest supplier			73%	47%
Five largest suppliers in aggregate			89%	52%

None of the directors of the Company or any of their close associates or Shareholders (which, to the knowledge of the Directors own more than 5% of the Company's total number of issued Shares) had any interest in the Group's five largest customers or suppliers.

DIRECTORS

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

Executive Directors:

Mak Shiu Tong, Clement
Tam Ngai Hung, Terry
Cheng Yuk Ching, Flora

Independent non-executive Directors:

Tam King Ching, Kenny
Chen Li
Chow Siu Ngor

In accordance with the bye-laws of the Company, Ms. Cheng Yuk Ching, Flora and Mr. Chen Li will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming AGM.

In accordance with the bye-laws of the Company, save for the Chairman and the managing Director (both roles currently being assumed by Mr. Mak Shiu Tong, Clement), who is not subject to retirement by rotation nor taken into account in determining the number of Directors to retire, all Directors are subject to retirement by rotation and re-election at the AGM.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 8 to 10 of this annual report.

DIRECTORS' REMUNERATION

The Directors' fees are subject to Shareholders' approval at general meeting. Other emoluments are determined by the Board with reference to directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' SERVICE CONTRACTS

During the year, no Director had a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

Details of director's interests in contracts which the Company or any of its subsidiaries entered into during the year are set out in section headed "Continuing Connected Transactions" to this directors' report.



SHARE OPTION SCHEMES OF THE COMPANY

The 2011 Scheme of the Company

The 2011 Scheme which was adopted by the Company on 27 May 2011 and expired on 26 May 2021.

As at 31 December 2021, there was no share option under the 2011 Scheme remain outstanding and exercisable upon. No share options were granted, exercised, lapsed or cancelled by the Company under the 2011 Scheme during the year ended 31 December 2021. No share option has ever been granted under the 2011 Scheme.

The 2021 Scheme of the Company

At the AGM held on 23 June 2021 (the “**2021 AGM**”), an ordinary resolution was passed by the Shareholders to adopt the new 2021 Scheme. Unless otherwise cancelled or amended, the 2021 Scheme will be valid for 10 years from the date of adoption which is 23 June 2021.

When the 2021 Scheme was approved by the Shareholders at the 2021 AGM and the Shareholders also approved that the total number of Shares which may be allotted and issued upon exercise of all share options to be granted under the 2021 Scheme and any other share option scheme(s) must not in aggregate exceed 10% of the Shares in issue as at the date of the 2021 AGM (i.e. 87,311,145 Shares). As at the date of the 2021 AGM, the total number of issued Shares was 873,111,452. Shares which would have been issuable have lapsed or cancelled in accordance with the terms of the 2021 Scheme and any other share option scheme(s) will not be counted for the purpose of the 10% limit.

On 25 June 2021, the Listing Committee also granted approval for the listing of, and permission to deal in, such 87,311,145 Shares on the Stock Exchange which may fall to be allotted and issued by the Company pursuant to the terms and conditions of the 2021 Scheme.

Notwithstanding the foregoing, Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the 2021 Scheme and any other share option scheme(s) of the Company at any time shall not exceed 30% of the total number of the Shares in issue from time to time. No share option shall be granted under any share option scheme(s) (including the 2021 Scheme) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

As at the date of this annual report, there was no share option was granted under the 2021 Scheme.

As at the date of this annual report, the total number of share options available for grant under the 2021 Scheme is 87,311,145 and the total number of Shares which may be issued upon grant and exercise of all such share options is 87,311,145, which represents 10% of the total number of issued Shares.



SHARE OPTION SCHEMES OF THE COMPANY *(continued)*

The 2021 Scheme of the Company *(continued)*

The purpose of the 2021 Scheme

The 2021 Scheme is to enable the Company to grant share options to the Eligible Participants, as incentives and/or rewards for their contribution or potential contribution to the Group and/or any entity interest in which any member of the Group holds any entity interest (the “**Invested Entity**”) and/or the holding company of the Company (if applicable).

The eligible participants of the 2021 Scheme

The eligible participants of the 2021 Scheme include:

- (a) any director or proposed director (whether executive, non-executive or independent non- executive director), any executive, officer, employee or any person to whom any offer of employment has been made, executive or officer (whether full-time or part-time, on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) of the Group;
- (b) any supplier or services provider or goods provider to offer more economic and quality supplies to the Group;
- (c) any customer to maximise the quantity of their orders and increase loyalty to the Group;
- (d) any adviser, professional, consultant and agent to provide better services to the Group; and
- (e) business partner or shareholder(s) of any Invested Entity and/or the holding company of the Company and/or any member of the Group who have contributed or will contribute to the growth and development of the Group;

(collectively as the “**Eligible Participants**”).



SHARE OPTION SCHEMES OF THE COMPANY *(continued)*

The 2021 Scheme of the Company *(continued)*

The maximum entitlement of each Eligible Participant under the 2021 Scheme

The total number of Shares issued and which may fall to be issued upon exercise of the share options granted under the 2021 Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding share options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the total number of Shares in issue as at the date of grant.

Any further grant of share options in excess of this 1% limit shall be subject to the issue of a circular by the Company and the approval of the Shareholders in a general meeting with such Eligible Participant and his/her associates abstaining from voting and/or other requirements prescribed under the Listing Rules from time to time. Any circular to be issued by the Company must disclose, amongst other things, the details of the share options, including share options exercised or outstanding.

Any grant of share options to a director, chief executive or substantial shareholder of the Company or any of their respective associates is required to be approved by the INEDs, excluding the INED(s) who is/are the grantee(s) of the share options.

If the Company proposes to grant share options to a substantial shareholder of the Company or any INED or their respective associates which will result in the number of Shares issued and to be issued upon exercise of share options granted (including share options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of the offer of such grant:

- (a) representing in aggregate over 0.1% of the total number of Shares in issue as at the date of the offer; and
- (b) having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange as at the date of each offer,

such further grant of share options will be subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting at which the grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of the Company shall abstain from voting, and/or such other requirements prescribed under the Listing Rules from time to time except that the grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of the Company may vote against the relevant resolution at the general meeting, provided that his/her intention to do so has been stated in the circular.



SHARE OPTION SCHEMES OF THE COMPANY *(continued)*

The 2021 Scheme of the Company *(continued)*

Time of exercise of and duration of share option

There is no specific requirement under the 2021 Scheme that a share option must be held for any minimum period before it can be exercised, but the terms of the 2021 Scheme provide that the Board has the discretion to impose a minimum period at the time of grant of any particular share option.

The date of grant of any particular share option is the date when the duplicate offer document constituting acceptance of the share option duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration is received by the Company, such date must be on or before the 28th day after the share option is offered to the relevant grantee(s).

The period during which a share option may be exercised will be determined by the Board at its absolute discretion, save that no share option may be exercised more than 10 years after it has been granted. No share option may be granted upon the expiry of the 10th anniversary of the approval date of the 2021 Scheme. Subject to earlier termination by the Company in general meeting or by the Board in accordance with the terms of the 2021 Scheme, the 2021 Scheme shall be valid and effective for a period of 10 years commencing on the adoption date which is 23 June 2021.

Exercise price of the share option

The exercise price for a Share in respect of any particular share option granted under the 2021 Scheme (which shall be payable upon exercise of the share option) shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day (and for this purpose shall be taken to be the date of the Board meeting at which the Board proposes to grant the share options);
- (b) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant; and
- (c) the nominal value of a Share.

The Company's share options do not confer rights on the holders to dividends or to vote at the general meetings of the Company.



SHARE OPTION SCHEMES OF THE COMPANY (continued)

Share Option Scheme of GBA*

The 2011 Scheme of GBA

The GBA 2011 Scheme was adopted by GBA on 27 May 2011 and expired on 26 May 2021. Nevertheless, the terms of the GBA 2011 Scheme shall remain in force and effect for those outstanding share options granted under the GBA 2011 Scheme.

During the year ended 31 December 2021, the movements on the share options under the GBA 2011 Scheme were as follows:

Name and positions of grantees in GBA	Date of grant	Exercise period	Exercise price per GBA Share HK\$	Number of share options of GBA				Outstanding as at 31 December 2021
				Outstanding as at 1 January 2021	Granted during the year	Exercised during the year	Cancelled/Lapsed during the year	
Executive directors								
Mak Shiu Tong, Clement	18/1/2017	18/1/2017 – 17/1/2027	0.011	1,300,000,000	–	–	–	1,300,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	1,320,000,000	–	–	–	1,320,000,000
							Sub-total	2,620,000,000
Cheng Yuk Ching, Flora	18/1/2017	18/1/2017 – 17/1/2027	0.011	825,000,000	–	–	–	825,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	1,320,000,000	–	–	–	1,320,000,000
	25/1/2019	25/1/2019 – 24/1/2029	0.010	1,300,000,000	–	–	–	1,300,000,000
							Sub-total	3,445,000,000
Tam Ngai Hung, Terry (resigned on 3 January 2022)	18/1/2017	18/1/2017 – 17/1/2027	0.011	825,000,000	–	–	–	825,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	1,320,000,000	–	–	–	1,320,000,000
	25/1/2019	25/1/2019 – 24/1/2029	0.010	1,300,000,000	–	–	–	1,300,000,000
							Sub-total	3,445,000,000
Independent non-executive directors								
Chow Siu Ngor	17/1/2014	17/1/2014 – 16/1/2024	0.010	5,000,000	–	–	–	5,000,000
	18/1/2017	18/1/2017 – 17/1/2027	0.011	10,000,000	–	–	–	10,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	10,000,000	–	–	–	10,000,000
	25/1/2019	25/1/2019 – 24/1/2029	0.010	10,000,000	–	–	–	10,000,000
							Sub-total	35,000,000
Lau Ho Kit, Ivan	17/1/2014	17/1/2014 – 16/1/2024	0.010	5,000,000	–	–	–	5,000,000
	18/1/2017	18/1/2017 – 17/1/2027	0.011	10,000,000	–	–	–	10,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	10,000,000	–	–	–	10,000,000
	25/1/2019	25/1/2019 – 24/1/2029	0.010	10,000,000	–	–	–	10,000,000
							Sub-total	35,000,000
Tam King Ching, Kenny	17/1/2014	17/1/2014 – 16/1/2024	0.010	5,000,000	–	–	–	5,000,000
	18/1/2017	18/1/2017 – 17/1/2027	0.011	10,000,000	–	–	–	10,000,000
	25/1/2018	25/1/2018 – 24/1/2028	0.010	10,000,000	–	–	–	10,000,000
	25/1/2019	25/1/2019 – 24/1/2029	0.010	10,000,000	–	–	–	10,000,000
							Sub-total	35,000,000
Sub-total for the Directors				9,615,000,000	–	–	–	9,615,000,000
Employees	25/1/2019	25/1/2019 – 24/1/2029	0.010	1,299,993,990	–	–	–	1,299,993,990
Total				10,914,993,990	–	–	–	10,914,993,990

Save as disclosed, no share options of GBA was granted, exercised, cancelled or lapsed under the GBA 2011 Scheme during the year ended 31 December 2021.

* The Company held approximately 29.19% shareholdings in GBA as at the date of this annual report.



SHARE OPTION SCHEMES OF THE COMPANY *(continued)*

Share Option Scheme of GBA *(continued)*

The 2021 Scheme of GBA

At the annual general meeting of GBA held on 23 June 2021 (the “**2021 GBA-AGM**”), an ordinary resolution was passed by the shareholders of GBA to adopt the new 2021 Scheme of GBA. Unless otherwise cancelled or amended, the GBA 2021 Scheme will be valid for 10 years from the date of adoption which is 23 June 2021. When the GBA 2021 Scheme was approved by the shareholders of GBA at the 2021 GBA-AGM and its shareholders also approved that the total number of shares which may be allotted and issued upon exercise of all share options to be granted under the GBA 2021 Scheme and any other share option scheme(s) must not in aggregate exceed 10% of the shares in issue as at the date of the 2021 GBA-AGM (i.e. 18,384,610,000 shares). As at the date of the 2021 GBA-AGM, the total number of issued shares of GBA was 183,846,100,000. Shares which would have been issuable have lapsed or cancelled in accordance with the terms of the GBA 2021 Scheme and any other share option scheme(s) will not be counted for the purpose of the 10% limit.

On 25 June 2021, the Listing Committee also granted approval for the listing of, and permission to deal in, such 18,384,610,000 shares on the Stock Exchange which may fall to be allotted and issued by the GBA pursuant to the terms and conditions of the GBA 2021 Scheme.

Notwithstanding the foregoing, GBA shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the GBA 2021 Scheme and any other share option scheme(s) of GBA at any time shall not exceed 30% of the total number of the shares in issue from time to time. No share option shall be granted under any share option scheme(s) (including the GBA 2021 Scheme) of GBA or any of its subsidiaries if this will result in the 30% limit being exceeded.

As at the date of this annual report, there was no share option was granted under the GBA 2021 Scheme.

As at the date of this annual report, the total number of share options available for grant under the GBA 2021 Scheme is 18,384,610,000 and the total number of GBA shares which may be issued upon grant and exercise of all such share options is 18,384,610,000, which represents 10% of the total issued shares of GBA.



SHARE OPTION SCHEMES OF THE COMPANY *(continued)*

Share Option Scheme of GBA *(continued)*

The purpose of the GBA 2021 Scheme

The GBA 2021 Scheme is to enable GBA continues to grant share options to the eligible participants, as incentives and/or rewards for their contribution or potential contribution to the group of GBA and/or any entity interest in which any member of GBA group holds any entity interest (the “**GBA Invested Entity**”) and/or the holding company of GBA (if applicable).

The eligible participants of the GBA 2021 Scheme

The eligible participants of the GBA 2021 Scheme include:

- (a) any director or proposed director (whether executive, non-executive or independent non- executive director), any executive, officer, employee or any person to whom any offer of employment has been made, executive or officer (whether full-time or part-time, on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) of GBA group;
- (b) any supplier or services provider or goods provider to offer more economic and quality supplies to GBA group;
- (c) any customer to maximise the quantity of their orders and increase loyalty to GBA group;
- (d) any adviser, professional, consultant and agent to provide better services to GBA group; and
- (e) business partner or shareholder(s) of any GBA Invested Entity and/or the holding company of GBA and/or any member of GBA group who have contributed or will contribute to the growth and development of GBA group;

(collectively as the “**GBA Eligible Participants**”).



SHARE OPTION SCHEMES OF THE COMPANY *(continued)***Share Option Scheme of GBA** *(continued)**The maximum entitlement of each GBA Eligible Participant under the GBA 2021 Scheme*

The total number of GBA shares issued and which may fall to be issued upon exercise of the share options granted under the GBA 2021 Scheme and any other share option scheme(s) of GBA (including exercised, cancelled and outstanding share options) to each GBA Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the total number of GBA shares in issue as at the date of grant.

Any further grant of share options in excess of this 1% limit shall be subject to the issue of a circular by GBA and the approval of the shareholders of GBA in a general meeting with such GBA Eligible Participant and his/her associates abstaining from voting and/or other requirements prescribed under the Listing Rules from time to time. Any circular to be issued by GBA must disclose, amongst other things, the details of the share options, including share options exercised or outstanding.

Any grant of share options to a director, chief executive or substantial shareholder of GBA or any of their respective associates is required to be approved by the independent non-executive directors of GBA, excluding the independent non-executive directors of GBA who is/are the grantee(s) of the share options.

If GBA proposes to grant share options to a substantial shareholder of GBA or any independent non-executive directors of GBA or their respective associates which will result in the number of shares issued and to be issued upon exercise of share options granted (including share options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of the offer of such grant:

- (a) representing in aggregate over 0.1% of the total number of GBA shares in issue as at the date of the offer; and
- (b) having an aggregate value in excess of HK\$5 million, based on the closing price of the GBA shares as stated in the daily quotation sheets of the Stock Exchange as at the date of each offer,

such further grant of share options will be subject to the issue of a circular by GBA and the approval of the shareholders of GBA in general meeting at which the grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of GBA shall abstain from voting, and/or such other requirements prescribed under the Listing Rules from time to time except that the grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of the Company may vote against the relevant resolution at the general meeting, provided that his/her intention to do so has been stated in the circular.



SHARE OPTION SCHEMES OF THE COMPANY *(continued)*

Share Option Scheme of GBA *(continued)*

Time of exercise of and duration of share option

There is no specific requirement under the GBA 2021 Scheme that a share option must be held for any minimum period before it can be exercised, but the terms of the GBA 2021 Scheme provide that the board of GBA has the discretion to impose a minimum period at the time of grant of any particular share option.

The date of grant of any particular share option is the date when the duplicate offer document constituting acceptance of the share option duly signed by the grantee, together with a remittance in favour of GBA of HK\$1.00 by way of consideration is received by GBA, such date must be on or before the 28th day after the share option is offered to the relevant grantee(s).

The period during which a share option may be exercised will be determined by the board of GBA at its absolute discretion, save that no share option may be exercised more than 10 years after it has been granted. No share option may be granted upon the expiry of the 10th anniversary of the approval date of the GBA 2021 Scheme. Subject to earlier termination by GBA in general meeting or by the board of GBA in accordance with the terms of the GBA 2021 Scheme, the GBA 2021 Scheme shall be valid and effective for a period of 10 years commencing on the adoption date which is 23 June 2021.

Exercise price of the share option

The exercise price for a GBA share in respect of any particular share option granted under the GBA 2021 Scheme (which shall be payable upon exercise of the share option) shall be such price as the board of GBA in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (a) the closing price of the GBA shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day (and for this purpose shall be taken to be the date of the board meeting of GBA at which the board of GBA proposes to grant the share options);
- (b) the average of the closing prices of the GBA shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant; and
- (c) the nominal value of a GBA share.

GBA's share options do not confer rights on the holders to dividends or to vote at the general meetings of the GBA.



DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2021, the Directors and the chief executive of the Company and/or any of their respective associates had the following interests and short positions in the shares, underlying Shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) (i) as recorded in the register required to be kept by the Company under section 352 of the SFO; or (ii) as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO; or (iii) the Model Code adopted by the Company:

Interests and short positions in the Shares and the underlying Shares as at 31 December 2021

(A) THE COMPANY

Long Positions

Name of Directors	Capacity/ nature of interests	Number of Shares/underlying Shares			Approximate % of the total number of issued Shares*
		No. of Shares	No. of Shares convertible under the 2024 Convertible Bonds	Total interests	
Executive Directors					
Mak Shiu Tong, Clement ("Mr. Mak")	Beneficiary owner	25,589,652	–		
	Interests of controlled corporations	446,025,079 (Note 1)	347,500,000 (Note 2)	819,114,731	93.81%
Tam Ngai Hung, Terry	Beneficiary owner	1,380,000	–	1,380,000	0.15%

* The percentage was calculated based on 873,111,452 Shares in issue as at 31 December 2021.

Notes:

- The interests disclosed represented an aggregate of 446,025,079 Shares which were held by Capital Force, New Capital and Capital Winner as at 31 December 2021. All these companies are private corporations wholly-owned by Mr. Mak beneficially. Mr. Mak is deemed to be interested in 446,025,079 Shares under the SFO as he controls the exercise of all the voting power at general meetings of Capital Force, New Capital and Capital Winner.
- The interests disclosed represented 347,500,000 underlying Shares, as at 31 December 2021, at the existing conversion price of HK\$0.72 per conversion share (subject to adjustments pursuant to the terms and conditions of the 2024 Convertible Bonds) in respect of the 2024 Convertible Bonds issued by the Company to Capital Force and New Capital. Out of such 347,500,000 underlying Shares, 250,000,000 underlying Shares were held by Capital Force and 97,500,000 underlying Shares were held by New Capital. Mr. Mak is deemed to be interested in such underlying Shares under the SFO as he controls the exercise of all the voting power at general meetings of Capital Force and New Capital.



DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES *(continued)*
Interests and short positions in the Shares and the underlying Shares as at 31 December 2021 *(continued)*
(B) GBA[#]
Long Positions

Name of directors	Capacity/ nature of interests	Number of GBA Shares/underlying GBA Shares			Approximate % of the total number of issued GBA Shares*
		No. of GBA Shares	No. of GBA share options	Total interests	
Executive Directors					
Mak Shiu Tong, Clement ("Mr. Mak")	Interests of controlled corporations Beneficiary owner	53,667,100,000 <i>(Note A)</i>	–	–	
		–	2,620,000,000 <i>(Notes B & C)</i>	56,287,100,000	30.61%
Cheng Yuk Ching, Flora	Beneficiary owner	–	3,445,000,000 <i>(Notes B & D)</i>	3,445,000,000	1.87%
Tam Ngai Hung, Terry <i>(resigned on 3 January 2022)</i>	Beneficiary owner	10,000,000	3,445,000,000 <i>(Notes B & D)</i>	3,455,000,000	1.87%
Independent Non-executive Directors					
Tam King Ching, Kenny	Beneficiary owner	–	35,000,000 <i>(Notes B & E)</i>	35,000,000	0.01%
Chen Li	Beneficiary owner	10,000,000	–	10,000,000	0.01%
Chow Siu Ngor	Beneficiary owner	–	35,000,000 <i>(Notes B & E)</i>	35,000,000	0.01%

The Company held approximately 29.19% shareholdings in GBA as at the date of this annual report.

* The percentage was calculated based on 183,846,100,000 GBA Shares in issue as at 31 December 2021.



DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES *(continued)***Interests and short positions in the Shares and the underlying Shares as at 31 December 2021** *(continued)***(B) GBA** *(continued)**Long Positions (continued)**Notes:*

- A. The interests disclosed represented 53,667,100,000 GBA Shares, held indirectly by the Company through its two indirect wholly-owned subsidiaries, of which 28,467,100,000 GBA Shares were held by CCT Telecom Securities Limited and 25,200,000,000 GBA Shares were held by Ever Sino Group Limited. Mr. Mak was deemed to be interested in the aforesaid 53,667,100,000 GBA Shares under the SFO as he was entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of the Company through his interest in the shareholding of approximately 54.01% of the total issued Shares as at 31 December 2021.
- B. These represented underlying GBA Shares of the outstanding share options granted to the directors of GBA pursuant to the GBA 2011 Scheme as at 31 December 2021.
- C. The 2,620,000,000 share options interested by Mr. Mak as at 31 December 2021 represented (i) the share options granted to Mr. Mak on 18 January 2017 to subscribe for 1,300,000,000 GBA Shares at the exercise price of HK\$0.011 per Share, exercisable during the exercisable period from 18 January 2017 to 17 January 2027; and (ii) the share options granted on 25 January 2018 to subscribe for 1,320,000,000 GBA Shares at the exercise price of HK\$0.01 per share, exercisable during the exercisable period from 25 January 2018 to 24 January 2028.
- D. The 3,445,000,000 share options interested by each of Ms. Cheng Yuk Ching, Flora and Mr. Tam Ngai Hung, Terry (resigned as an executive director of GBA on 3 January 2022) as at 31 December 2021 represented (i) the share options granted to each of these two executive directors of GBA on 18 January 2017 to subscribe for 825,000,000 GBA Shares at the exercise price of HK\$0.011 per share, exercisable during the exercisable period from 18 January 2017 to 17 January 2027; (ii) the share options granted to each of these two executive directors of GBA on 25 January 2018 to subscribe for 1,320,000,000 GBA Shares at the exercise price of HK\$0.01 per share, exercisable during the exercisable period from 25 January 2018 to 24 January 2028; and (iii) the share options granted to each of these two executive directors of GBA on 25 January 2020 to subscribe for 1,300,000,000 GBA Shares at the exercise price of HK\$0.01 per share, exercisable during the exercisable period from 25 January 2019 to 24 January 2029.
- E. The 35,000,000 share options interested by each of Mr. Tam King Ching, Kenny and Mr. Chow Siu Ngor as at 31 December 2021 represented (i) the share options granted to each of these two independent non-executive director of GBA on 17 January 2014 to subscribe for 5,000,000 GBA Shares at the exercise price of HK\$0.01 per share, exercisable during the exercisable period from 17 January 2014 to 16 January 2024; (ii) the share options granted to each of these two independent non-executive director of GBA on 18 January 2017 to subscribe for 10,000,000 GBA Shares at the exercise price of HK\$0.011 per share, exercisable during the exercisable period from 18 January 2017 to 17 January 2027; (iii) the share options granted to each of these two independent non-executive director of GBA on 25 January 2018 to subscribe for 10,000,000 GBA Shares at the exercise price of HK\$0.01 per share, during the exercisable period from 25 January 2018 to 24 January 2028; and (iv) the share options granted to each of these two independent non-executive director of GBA on 25 January 2019 to subscribe for 10,000,000 GBA Shares at the exercise price of HK\$0.01 per share, during the exercisable period from 25 January 2019 to 24 January 2029.

Save as disclosed above, as at 31 December 2021, none of the Directors and the chief executive of the Company and/or any of their respective associates had any interest and short position in the shares, underlying shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code adopted by the Company.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed under the sections headed "Share Option Schemes of the Company" and "Directors' and Chief Executive's Interests in Shares and Underlying Shares" above, at no time during the year was the Company, or any of its holding companies, subsidiaries or associated corporations, a party to any arrangement to enable the Directors and the chief executive of the Company (including their respective spouse and children under 18 years of age) to acquire benefits by means of the acquisition of the shares or underlying shares in, or debentures of, the Company or any of its associated corporations.



SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 December 2021, the following persons (not being the Directors or the chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

Interests and short positions in the Shares and the underlying Shares as at 31 December 2021

Long Positions

Name of substantial Shareholders	Capacity/ nature of interests	Number of Shares/underlying Shares			Approximate % of the total number of issued Shares*
		No. of Shares	No. of Shares convertible under the 2024 Convertible Bonds	Total interests	
Capital Force International Limited ("Capital Force") (Note)	Beneficiary owner	96,868,792	250,000,000	346,868,792	39.72%
New Capital Industrial Limited ("New Capital") (Note)	Beneficiary owner	171,357,615	97,500,000	268,857,615	30.79%
Capital Winner Investments Limited ("Capital Winner") (Note)	Beneficiary owner	177,798,672	–	177,798,672	20.36%

* The percentage was calculated based on 873,111,452 Shares in issue as at 31 December 2021.

Note: Capital Force, New Capital and Capital Winner are private corporations, the shares in which are wholly-owned by Mr. Mak Shiu Tong, Clement ("Mr. Mak") beneficially.

Save for Mr. Mak who is a director and the beneficial owner of all the issued share capital of Capital Force, New Capital and Capital Winner, no other Director is a director or employee of the above substantial Shareholders which has an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, the Directors and the chief executive of the Company are not aware that there is any party who, as at 31 December 2021, had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.



CONTINUING CONNECTED TRANSACTIONS

During the two years ended 31 December 2021 and 2020, the Group conducted the following transactions with Mr. Mak, which constituted non-exempted continuing connected transactions for the Company under the Listing Rules:

HK\$ million	Year ended 31 December	
	2021	2020
<i>Continuing connected transactions:</i>		
Rental income on investment properties (<i>Note</i>)	–	3

Note:

On 6 December 2017, two indirect wholly-owned subsidiaries of the Company entered into tenancy agreements (“**2017 Tenancy Agreements**”) with Mr. Mak to lease the properties situated at House 38 and House 39, No. 56 Repulse Bay Road to Mr. Mak for a term from 1 January 2018 to 31 December 2021 at a monthly rental (inclusive of management fee and government rent and rates) of HK\$270,000 and HK\$260,000, respectively. The rental was determined based on market rental.

The rental transactions under the 2017 Tenancy Agreements (the “**Rental Transactions**”) constituted non-exempted continuing connected transactions for the Company under the Listing Rules, details of which have been set out in the Company’s announcement dated 6 December 2017. On 1 June 2020, two surrender agreements were entered into between the two indirect wholly-owned subsidiaries of the Company and Mr. Mak, pursuant to which the 2017 Tenancy Agreements were terminated on 1 June 2020.

During the year ended 31 December 2020, the amount of the Rental Transactions was approximately HK\$3 million. No rental income was received from Mr. Mak after surrender of the 2017 Tenancy Agreements.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company has complied with all the Code Provisions under the CG Code throughout the year from 1 January 2021 to 31 December 2021, except for the minor deviations from Code Provisions A.2.1 and A.4.2 of the CG Code. Detailed information of such deviations and their respective considered reasons as well as other information on the corporate governance practices of the Company are set out in the section headed “Corporate Governance Report” in this annual report.

DISCLOSURE ON CHANGE OF INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51(B)(1) OF THE LISTING RULES

Upon specific enquiry by the Company and following confirmations from the Directors, save for the following changes, there is no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Name of the Director	Details of Change
Mr. Tam Ngai Hung, Terry	Resigned as an executive director of GBA Holdings Limited (stock code: 00261) on 3 January 2022



CHANGE IN COMPOSITION OF THE BOARD

During the period from 1 January 2021 and up to the date of this annual report, there was no change on the composition of the Board.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float of not less than 25% of the total issued share capital of the Company as required under the Listing Rules throughout the financial year under review and up to the date of this annual report.

PERMITTED INDEMNITY PROVISION

The Company's bye-laws provide that each Director or other officer of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he or she may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of his or her duty in office. In addition, the Company has maintained appropriate directors and officers liability insurance in respect of relevant legal actions against the Directors.

MANAGEMENT CONTRACTS

Save for employment contracts, no other contracts, relating to the management and/or administration of the whole or any substantial part of any business of the Company were entered into or subsisted during the year ended 31 December 2021.

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year, none of the Directors or any of their respective associates is interested in any business competing or likely to compete with the Group's business that is discloseable under Rule 8.10(2) of the Listing Rules.

AUDITORS

The financial statements for the year ended 31 December 2021 have been audited by Ernst & Young, who will retire at the forthcoming AGM. A resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming AGM.



EVENT AFTER THE REPORTING PERIOD

Save as disclosed in note 46 to the financial statements, there are no material events after the reporting period.

ON BEHALF OF THE BOARD OF
CCT FORTIS HOLDINGS LIMITED

Mak Shiu Tong, Clement

Chairman
Hong Kong

31 March 2022



independent auditor's report



To the shareholders of CCT Fortis Holdings Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of CCT Fortis Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 64 to 168, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS OF OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibility for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter

How our audit addressed the key audit matter

Recoverability assessment of trade and other receivables

At 31 December 2021, the Group had trade and other receivables with an aggregate carrying amount of HK\$690 million, representing approximately 17% of the total assets of the Group, of which HK\$553 million was secured by certain equity interests or assets provided by the debtors.

During the process of the expected credit loss ("ECL") assessment, management engaged an external valuer to determine the fair value of collateral provided by the counterparties.

Management uses the simplified approach and general approach to calculate ECLs for trade receivables and other receivables, respectively.

The Group made allowance for ECLs on trade and other receivables aggregating to HK\$19 million as at 31 December 2021.

Significant judgements and estimations are involved in determining the ECLs.

Disclosures of the recoverability assessment of trade and other receivables are included in notes 3, 23 and 25 to the consolidated financial statements.

As part of our audit procedures, we obtained an understanding of management's estimation process in evaluating the collectability and allowance for ECLs on the trade and other receivables, which involved obtaining an understanding of the methodologies and models used by the Group and reviewing and evaluating the data used in the Group's ECL impairment model, such as historical credit loss experience, ageing buckets, collateral and forward-looking information.

For the valuation of collateral, we considered the objectivity, independence and competency of the external valuer. We also evaluated the assumptions, methodologies and parameters adopted in the valuation, and examined the inputs used, including the unit selling price, recent transaction prices and adjusted net asset value of certain equity interests.



KEY AUDIT MATTERS *(continued)***Key audit matter****How our audit addressed the key audit matter***Valuation of classic cars and collectible precision devices held for investment purposes and impairment review of classic cars held for sale*

At 31 December 2021, the Group held classic cars and collectible precision devices designated for investment purposes with carrying amounts of HK\$173 million and HK\$167 million, respectively, stated at fair value, and classic cars held for sale with a carrying amount of HK\$89 million stated at the lower of cost and net realisable value. The classic cars and collectible precision devices held by the Group represented approximately 6% and 4% of the total assets of the Group, respectively. Significant management judgements and estimates are involved in determining the fair value of the classic cars and collectible precision devices held for investment purposes and the net realisable value of the classic cars held for sale. To assist in the determination of the fair value of the classic cars and collectible precision devices held for investment purposes and the net realisable value of the classic cars held for sale, management engaged an external valuer.

Disclosures of the classic cars held for investment purposes, collectible precision devices held for investment purposes and the classic cars held for sale are included in notes 3, 19, 20 and 22 to the financial statements.

As part of our audit procedures, we considered the objectivity, independence and competency of the external valuer. We assessed the valuation approach, key assumptions and the source of comparable information adopted in the valuation by the valuer. We also evaluated the inputs for the valuation including the recent acquisition prices and subsequent sales prices of the classic cars and collectible precision devices.



KEY AUDIT MATTERS *(continued)***Key audit matter****How our audit addressed the key audit matter***Goodwill impairment assessment*

As at 31 December 2021, the Group had goodwill with a carrying amount of HK\$17 million and an impairment loss amounting to HK\$63 million was recognised in profit or loss during the current year. Management of the Group determines the recoverable amounts of each of the cash-generating units ("CGUs") to which the goodwill is allocated with the assistance of an independent external valuer.

The impairment assessment of goodwill is identified as a key audit matter because the determination of the recoverable amounts of each CGU requires significant management's judgements and estimates.

Disclosures of goodwill are included in notes 3 and 16 to the financial statements.

In evaluating management's impairment assessment of goodwill, our procedures included:

- Engaged our internal valuation expert to assist us in evaluating the methodologies adopted by management and the discount rates applied;
- Evaluated the external valuer's objectivity, competency and independence;
- Assessed the key assumptions used in management's cash flow projections based on our knowledge of the Group's businesses and historical accuracy of the prior year's assumptions and estimates made by management;
- Tested, on a sample basis, the inputs underpinning the cash flow forecasts against appropriate supporting evidence, such as historical information; and
- Assessed the adequacy of disclosures in the consolidated financial statements.



KEY AUDIT MATTERS *(continued)***Key audit matter****How our audit addressed the key audit matter**

Fair value measurement of financial asset at fair value through profit or loss of 29.19% of equity interest in GBA Holdings Limited ("GBA Holdings")

As at 31 December 2021, included in the Group's financial assets at fair value through profit or loss was an listed equity investment in GBA Holdings of HK\$250 million with a fair value loss of HK\$287 million recognised during the current year.

Significant management judgement and estimates are required to determine the fair value of the listed equity investment which is categorised as level 3 in the fair value measurement hierarchy. Management engaged an external valuer to perform the valuation of the listed equity investment as at 31 December 2021 and the external valuer applied certain unobservable inputs in the valuation.

Disclosures of financial assets at fair value through profit or loss are included in notes 3 and 26 to the financial statements.

Our audit procedures included evaluating the determination of valuation technique used by the management, evaluating the objectivity, independence and competency of the external valuer, involving our internal valuation specialists to assist us in evaluating and testing the assumptions and methodologies used in the valuation and assessing the adequacy of disclosures in the consolidated financial statements.



OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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.



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

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

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

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

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



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

The engagement partner on the audit resulting in this independent auditor's report is Ms. Leung Yin.

Ernst & Young

Certified Public Accountants

27/F, One Taikoo Place,
979 King's Road,
Quarry Bay, Hong Kong

31 March 2022



consolidated statement of profit or loss

Year ended 31 December 2021

HK\$ million	Notes	2021	2020
CONTINUING OPERATIONS			
REVENUE	5	731	505
Cost of sales		(610)	(451)
Gross profit		121	54
Other income and gains, net	5	25	29
Selling and distribution costs		(20)	(8)
Administrative expenses		(227)	(221)
Other expenses, net		(355)	(461)
Finance costs	7	(64)	(76)
Share of loss of a joint venture		-	(14)
Share of loss of an associate		(1)	(1)
LOSS BEFORE TAX FROM CONTINUING OPERATIONS	6	(521)	(698)
Income tax credit	10	-	5
LOSS FOR THE YEAR FROM CONTINUING OPERATIONS		(521)	(693)
DISCONTINUED OPERATION			
Loss for the year from a discontinued operation	11	-	(3)
LOSS FOR THE YEAR		(521)	(696)
Loss attributable to owners of the parent:			
– from continuing operations		(517)	(686)
– from a discontinued operation		-	(3)
		(517)	(689)
Loss attributable to non-controlling interests:			
– from continuing operations		(4)	(7)
– from a discontinued operation		-	-
		(4)	(7)
		(521)	(696)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
	13		
Basic and diluted			
– for loss for the year		(HK\$0.59)	(HK\$0.79)
– for loss from continuing operations		(HK\$0.59)	(HK\$0.79)



consolidated statement of comprehensive income

Year ended 31 December 2021

HK\$ million	2021	2020
LOSS FOR THE YEAR	(521)	(696)
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Reclassification adjustment for a joint venture disposed of during the year	-	5
Other comprehensive income for the year	-	5
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	(521)	(691)
Attributable to:		
Owners of the parent	(517)	(684)
Non-controlling interests	(4)	(7)
	(521)	(691)



consolidated statement of financial position

31 December 2021

HK\$ million	Notes	2021	2020
ASSETS			
Non-current assets			
Property, plant and equipment	14	732	783
Investment properties	15	1,651	1,645
Goodwill	16	17	80
Intangible asset	17	3	10
Investment in an associate	18	–	1
Classic cars held for investment	19	173	100
Collectible precision devices held for investment	20	167	166
Other receivables	25	1	1
Deferred tax assets	32	1	1
Total non-current assets		2,745	2,787
Current assets			
Inventories	21	78	115
Stock of classic cars held for sale	22	89	89
Trade receivables	23	247	238
Investment in a film	24	80	80
Prepayments and other receivables	25	456	475
Financial assets at fair value through profit or loss	26	256	545
Pledged time deposits	27	40	43
Cash and cash equivalents	27	57	48
		1,303	1,633
Assets of a disposal group classified as held for sale	11(b)	–	61
Total current assets		1,303	1,694
Total assets		4,048	4,481
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Issued capital	33	87	87
Reserves	35	1,534	2,051
		1,621	2,138
Non-controlling interests			
Total equity		1,630	2,151



consolidated statement of financial position (continued)

31 December 2021

HK\$ million	Notes	2021	2020
Non-current liabilities			
Interest-bearing bank and other borrowings	30	274	1,418
Convertible bonds	31	243	240
Deferred tax liabilities	32	22	22
Total non-current liabilities		539	1,680
Current liabilities			
Trade payables	28	46	58
Tax payable		3	3
Other payables and accruals	29	322	236
Interest-bearing bank and other borrowings	30	1,508	316
Liabilities directly associated with the assets classified as held for sale	11(b)	–	37
Total current liabilities		1,879	650
Total liabilities		2,418	2,330
Total equity and liabilities		4,048	4,481
Net current (liabilities)/assets		(576)	1,044
Total assets less current liabilities		2,169	3,831

Mak Shiu Tong, Clement
Chairman

Tam Ngai Hung, Terry
Director



consolidated statement of changes in equity

Year ended 31 December 2021

HK\$ million	Attributable to owners of the parent										Non-controlling interests	Total equity
	Issued capital	Share premium account	Capital reserve (note 35)	Distributable reserve	Equity component of convertible bonds (note 31)	Asset revaluation reserve	Exchange fluctuation reserve	Capital redemption reserve	Retained profits/ (accumulated losses)	Total		
At 1 January 2020	87	223	741	841	22	36	23	24	817	2,814	20	2,834
Loss for the year	-	-	-	-	-	-	-	-	(689)	(689)	(7)	(696)
Other comprehensive income for the year:												
Reclassification adjustment for a joint venture disposed of during the year	-	-	-	-	-	-	5	-	-	5	-	5
Total comprehensive income/(loss) for the year	-	-	-	-	-	-	5	-	(689)	(684)	(7)	(691)
Revaluation gains of properties transfer from property, plant and equipment to investment properties	-	-	-	-	-	8	-	-	-	8	-	8
At 31 December 2020 and 1 January 2021	87	223*	741*	841*	22*	44*	28*	24*	128*	2,138	13	2,151
Loss and total comprehensive loss for the year	-	-	-	-	-	-	-	-	(517)	(517)	(4)	(521)
At 31 December 2021	87	223*	741*	841*	22*	44*	28*	24*	(389)*	1,621	9	1,630

* These reserve accounts comprise the consolidated reserves of HK\$1,534 million (2020: HK\$2,051 million) in the consolidated statement of financial position.



consolidated statement of cash flows

Year ended 31 December 2021

HK\$ million	Notes	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax			
From continuing operations		(521)	(698)
From a discontinued operation		–	(3)
Adjustments for:			
Finance costs	7	64	76
Share of loss of an associate		1	1
Share of loss of a joint venture		–	14
COVID-19-related rent concessions from lessors	5	–*	(4)
Depreciation	6	80	74
Amortisation of intangible asset	6	7	7
Impairment of trade receivables	6	2	12
Impairment of other receivables	6	4	–
Impairment of goodwill	6	63	9
Fair value losses on financial assets at fair value through profit or loss, net	6	286	–
Fair value (gains)/losses on investment properties, net	6	(6)	84
Fair value (gains)/losses on collectible precision devices held for investment, net	6	(1)	1
Fair value (gains)/losses on classic cars held for investment, net	6	(2)	7
Gain on disposal of subsidiaries	6	(1)	–
Loss on disposal of a joint venture	6	–	346
Gain on disposal of items of property, plant and equipment	6	(2)	–
		(26)	(74)
(Increase)/decrease in inventories		(34)	49
(Increase)/decrease in trade receivables		(11)	18
Decrease in prepayments and other receivables		35	42
(Decrease)/increase in trade payables		(12)	20
Increase/(decrease) in other payables and accruals		86	(47)
Cash flows from operations		38	8
Interest paid		(61)	(73)
Hong Kong profits tax paid		–	(1)
Net cash flows used in operating activities		(23)	(66)

* Less than HK\$1 million



consolidated statement of cash flows (continued)

Year ended 31 December 2021

HK\$ million	Notes	2021	2020
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		(42)	(14)
Proceeds from disposal of items of property, plant and equipment		36	18
Proceeds from disposal of a financial asset at fair value through profit or loss		3	–
Proceeds from disposal of subsidiaries	37	5	–
Proceeds from disposal of collectible precision devices held for investment, net		–	4
Decrease in investment in a film		–	6
Decrease in pledged time deposits		3	35
Net cash flows from investing activities		5	49
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank and other loans		378	813
Repayment of bank loans		(318)	(785)
Principal portion of lease payments		(33)	(34)
Net cash flows from/(used in) financing activities		27	(6)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS			
		9	(23)
Cash and cash equivalents at beginning of year		48	71
CASH AND CASH EQUIVALENTS AT END OF YEAR			
		57	48
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	27	57	48

notes to financial statements

31 December 2021

1.1 CORPORATE AND GROUP INFORMATION

The Company was incorporated in the Cayman Islands with limited liability and continued as an exempted company under the laws of Bermuda after the change of domicile from the Cayman Islands to Bermuda effective on 9 December 2005.

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were involved in the following principal activities:

- investment and holding of properties;
- trading in securities and holding of securities and treasury products;
- trading and sale of classic cars and car logistics business;
- trading and sale of Ferrari vehicles and provision of after-sales services for Ferrari automobiles;
- trading and sale of Maserati vehicles and provision of after-sales services for Maserati automobiles;
- acquisition of classic cars for long-term investment purposes;
- production, investment and distribution of films worldwide;
- sale and leasing of audio and lighting equipment and provision of technical and engineering services and metal construction work for stage performance events; and
- services and start-up business including the running of a classic car service centre, artist management, magazine publication, and investment in collectible precision devices.



1.1 CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
AHM Engineering Company Limited ("AHM")	Hong Kong	HK\$10,000 Ordinary	–	72	Stage audio and lighting operation
Billion Spread Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment and holding
Blackbird Classic Automobiles Limited	Hong Kong	HK\$1,000 Ordinary	–	100	Investment in classic cars
Blackbird Classics Limited	Hong Kong	HK\$1,000 Ordinary	–	100	Trading of classic cars
Blackbird Concessionaires Limited	Hong Kong	HK\$1 Ordinary	–	100	Distribution of Ferrari vehicles and provision of after-sales services as an official dealer of Ferrari in Hong Kong and Macau
Blackbird Heritage Motorworks Limited	Hong Kong	HK\$1 Ordinary	–	100	Classic car restoration and maintenance services
Blackbird Tridente Company Limited	Hong Kong	HK\$28,800,001 Ordinary	–	100	Distribution of Maserati vehicles and provision of after-sales services as an official importer of Maserati in Hong Kong and Macau
Blackbird Watch Manual Company Limited	Hong Kong	HK\$1 Ordinary	–	100	Investment in collectible precision devices
Blackbird Works Supply Co. Limited	Hong Kong	HK\$1,000 Ordinary	–	100	Car logistics services
CCT Telecom Securities Limited	Hong Kong	HK\$1 Ordinary	–	100	Securities business
Cyber Profit (HK) Limited	Hong Kong	HK\$2 Ordinary	–	100	Property investment and holding



1.1 CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary/ registered capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Dragon Glory Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment and holding
Fortis Films (China) Limited	Hong Kong	HK\$1 Ordinary	–	100	Film investment and distribution
Goldbay Capital Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment
Goldbay Development Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment
Goldbay Investments Limited	Hong Kong	HK\$2 Ordinary	–	100	Property investment and holding
Goldbay Property (China) Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment
Goldbay Property (HK) Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment
Goldbay Strategy Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment
Hip Hing Loong Stage Engineering Company Limited (“HHL”)	Hong Kong	HK\$1,000 Ordinary	–	73	Stage engineering operation
Ocean Investment Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment
Rich Full International Industries Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment
Topcon Investments Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment
Victory Way Investments Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment
World Leader Properties Limited	Hong Kong	HK\$1 Ordinary	–	100	Property investment

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.



1.2 BASIS OF PRESENTATION

As at 31 December 2021, the Group had cash and cash equivalents and pledged time deposits with an aggregate carrying amount of HK\$97 million. As at the same date, the Group had outstanding interest-bearing bank and other borrowings with an aggregate carrying amount of HK\$1,782 million, comprising a current portion of HK\$1,508 million and a non-current portion of HK\$274 million. Among the current portion, approximately HK\$1,051 million bank borrowings originally repayable over one year and HK\$157 million bank borrowings classified as within one year or repayable on demand were classified as current liabilities in accordance with the relevant accounting standards. The classification was resulted from non-compliance of a debt covenant related to the amount of shareholders' fund under certain facilities agreements entered into by the Group with its bankers, which has been made known to the bankers by the Group before the year end date. Subsequent to the end of the reporting period, the banks have revised or waived the debt covenants and the balances repayable over one year of HK\$1,051 million were reclassified by the Group to non-current liabilities.

The financial statements were prepared based on the assumption that the Group can be operated as a going concern and the Company's directors are of the view that the Group will have sufficient working capital to finance its operations in the next twelve months from 31 December 2021, after taking into consideration the following:

- (i) the available banking facilities of the Group;
- (ii) the estimated cash flows of the Group for the next twelve months from the end of the reporting period;
- (iii) the net proceeds from the disposal of listed equity investment held by the Group; and
- (iv) receipt of settlement payment of a legal case by the Group as detailed in note 46 to the financial statements.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, classic cars held for investment, collectible precision devices held for investment, an investment in a film and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest million except when otherwise indicated.



2.1 BASIS OF PREPARATION *(continued)*

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2021. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (a) the fair value of the consideration received, (b) the fair value of any investment retained and (c) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.



2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	<i>Interest Rate Benchmark Reform – Phase 2</i>
Amendment to HKFRS 16	<i>COVID-19-Related Rent Concessions beyond 30 June 2021 (early adopted)</i>

The nature and the impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate ("RFR"). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of HKFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity's financial instruments and risk management strategy.

The Group had certain interest-bearing bank and other borrowings denominated in Hong Kong dollars based on the Hong Kong Interbank Offered Rate ("HIBOR") as at 31 December 2021. The Group expects that HIBOR will continue to exist and the interest rate benchmark reform has not had an impact on the Group's HIBOR-based borrowings.

- (b) Amendment to HKFRS 16 issued in April 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted.

The Group has early adopted the amendment on 1 January 2021 and applied the practical expedient during the year ended 31 December 2021 to all rent concessions granted by the lessors that affected only payments originally due on or before 30 June 2022 as a direct consequence of the covid-19 pandemic. A reduction in the lease payments arising from the rent concessions of HK\$160,000 has been accounted for as a variable lease payment by derecognising part of the lease liabilities and crediting to profit or loss for the year ended 31 December 2021. There was no impact on the opening balance of equity as at 1 January 2021.



2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
HKFRS 17	<i>Insurance Contracts</i> ²
Amendments to HKFRS 17	<i>Insurance Contracts</i> ^{2,5}
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information</i> ⁶
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i> ^{2,4}
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ²
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> ²
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ²
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i> ¹
Amendments to HKAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i> ¹
<i>Annual Improvements to HKFRSs 2018-2020</i>	<i>Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41</i> ¹

¹ Effective for annual periods beginning on or after 1 January 2022

² Effective for annual periods beginning on or after 1 January 2023

³ No mandatory effective date yet determined but available for adoption

⁴ As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 *Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised in October 2020 to align the corresponding wording with no change in conclusion

⁵ As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

⁶ The HKICPA amends HKFRS 17 in February 2022 to permit a classification overlay for financial assets presented in comparative periods on initial application of HKFRS 17

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 are intended to replace a reference to the *previous Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.



2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. 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. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently assessing the impact of the amendments on the Group's accounting policy disclosures.

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 12 narrow the scope of the initial recognition exception so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.



2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The Group has applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. Upon initial application of these amendments, the Group will recognise a deferred tax asset and a deferred tax liability for deductible and taxable temporary differences associated with right-of-use assets and lease liabilities, and recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained profits at the beginning of the earliest comparative period presented.

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

Annual Improvements to HKFRSs 2018-2020 sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- HKFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in an associate and a joint venture

An associate is an entity in which the Group has a long term interest of generally not less than 20% the equity voting rights and over which it is in position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group has made an election to measure the investment in an associate held through a subsidiary with characteristics similar to an investment-related entity at fair value through profit or loss in accordance with HKFRS 9, and the remaining portion of the Group's investments in associates and investment in a joint venture not held through this subsidiary are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associates, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Business combinations and goodwill *(continued)*

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Fair value measurement

The Group measures its investment properties, classic cars held for investment, collectible precision devices held for investment, investment in a film and financial assets at fair value through profit or loss at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than classic cars held for investment, inventories, deferred tax assets, financial assets, collectible precision devices held for investment and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Related parties *(continued)*

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a) above;
 - (vii) a person identified in (a)(i) above has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property, plant and equipment and depreciation *(continued)*

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	6%
Plant and machinery	10%–20%
Tools, moulds and equipment	10%–33%
Furniture and office equipment	10%–20%
Motor vehicles	15%–30%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under “Property, plant and equipment and depreciation” for owned property and/or accounts for such property in accordance with the policy stated under “Right-of-use assets” for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation which is dealt with as a movement in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the statement of profit or loss. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the statement of profit or loss.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Classic cars held for investment

Classic cars held for long-term investment purposes and not traded in the ordinary course of business are initially measured at cost. Subsequent to initial recognition, classic cars held for long-term investment purposes are stated at fair value with gains and losses from the change in fair value recognised in the statement of profit or loss.

Collectible precision devices held for investment

Collectible precision devices held for long-term investment purposes and not traded in the ordinary course of business are initially measured at cost. Subsequent to initial recognition, collectible precision devices held for long-term investment purposes are stated at fair value with gains and losses from the change in fair value recognised in the statement of profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of Ferrari cars is determined based on different component costs derived from specific unique requirements of each customer. Cost of other inventories is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on the estimated selling prices less any estimated costs to be incurred to completion and disposal.

Stock of classic cars held for sale

Stock of classic cars held for sale are stated at the lower of cost and net realisable value.

Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Licence is stated at cost less any impairment loss and is amortised on the straight-line basis over its estimated useful life of 5 years.

Leases

The Group assesses at contract inception whether a contract is, or contains, 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.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (Continued)

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	2%
Office premises	2–5 years
Motor vehicles	3–4 years
Other equipment	2–5 years

If ownership of the leased asset is transferred to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest-bearing bank and other borrowings.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Leases *(continued)*

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying assets to the lessee are accounted for as finance leases.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets *(continued)*

Initial recognition and measurement (continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of financial assets *(continued)*

General approach (continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, accruals and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds from issue of the securities is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds from issue of the securities to the liability and equity components when the instruments are first recognised.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Disposal group held for sale and discontinued operation

Disposal group is classified as held for sale if its carrying amount will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such disposal group and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Disposal group classified as held for sale is measured at the lower of its carrying amount and fair value less costs to sell. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

A discontinued operation is a component of the Group that either has been disposed of or is classified as held for sale and represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale. For presentation in the statement of profit or loss, a single amount is presented for the results of the discontinued operation.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Revenue recognition *(continued)*

Revenue from contracts with customers (continued)

(i) Sale of classic cars

Revenue from the sale of classic cars is recognised at the point in time when control of the classic cars is transferred to the customer, generally on delivery of the classic cars. Revenue from the service and maintenance of classic cars is recognised over time when the customer simultaneously receives and consumes the benefits provided by the Group.

(ii) Sale and leasing of audio and lighting equipment and provision of technical and engineering services and metal construction work for stage performance events

Revenue from the sale and leasing of stage audio and lighting equipment and provision of stage technical and engineering services is recognised over time when the customers simultaneously receive and consume the benefits provided by the Group. Revenue from the trading of stage audio and lighting equipment is recognised at the point in time when the control of the stage audio and lighting equipment is transferred to the customers.

(iii) Income from Ferrari dealership and Maserati importership

Revenue from the trading of new and pre-owned cars is recognised at the point in time when control of the cars is transferred to the customer, generally on delivery of the cars. Revenue from the service and maintenance of Ferrari and Maserati cars is recognised over time when the customer simultaneously receives and consumes the benefits provided by the Group.

(iv) Income from other operations

Income from other operations comprised advertising income from the magazine publishing business. The revenue from magazine advertising is recognised over time when the customers simultaneously receive and consume the benefits provided by the Group.

Revenue from other sources

(i) Rental income

Rental income is recognised on a time proportion basis over the lease terms.

(ii) Interest income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries are required to contribute a percentage of the payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company’s functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Foreign currencies *(continued)*

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in a separate component of equity. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Property lease classification — Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Classification between classic cars held for investment and stock of classic cars held for sale

The Group determines whether a classic car is held for long-term investment purposes, or for trading in the ordinary course of business. Judgement is made on an individual classic car basis to determine whether the classic car is classified as held for investment or held for sale.

Estimation uncertainty

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, are described below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are given in note 16 to the financial statements.



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Estimation uncertainty *(continued)*

Provision for expected credit losses on trade and other receivables

Except for the trade receivables with collateral, the Group applied the simplified approach by establishing a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type, customer type and customer rating).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future.

Management applied the general approach to calculate ECLs for other receivables. The Group assesses whether the credit risk on the receivable has increased significantly since initial recognition by comparing the risk of a default occurring on the receivable as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The information about the ECLs on the Group's trade and other receivables is disclosed in notes 23 and 25 to the financial statements, respectively.

Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences; and
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices.

Further details, including the key assumptions used for fair value measurements, are given in note 15 to the financial statements.



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Estimation uncertainty *(continued)*

Impairment of properties classified as property, plant and equipment

The Group assesses whether there are any indicators of impairment for all properties (including related right-of-use assets) classified as property, plant and equipment at the end of each reporting period. Properties classified as property, plant and equipment are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of the properties classified as property, plant and equipment exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar properties or observable market prices less incremental costs for disposing of the property. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the property and choose a suitable discount rate in order to calculate the present value of those cash flows. During the years ended 31 December 2021 and 2020, no impairment has been recognised for properties classified as property, plant and equipment.

Estimation of fair value of classic cars and collectible precision devices held for investment

Classic cars and collectible precision devices held for investment are revalued at the end of the reporting period by independent professionally qualified valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, market information of classic cars and collectible precision devices held for investment of the same model is considered. Further details are given in notes 19 and 20 to the financial statements.

Impairment of stock of classic cars held for sale

Management reviews the condition of classic cars and writes down the carrying amounts of classic cars to their respective net realisable values. The Group estimates the net realisable value based on estimated selling prices less any estimated costs to be incurred to completion and disposal at the end of the reporting period.

Where the expectation is different from the original estimate, such difference will impact on the carrying values of classic cars and the write-down of classic cars recognised in the periods in which such estimates have been made which requires the use of judgements and estimates.

Fair value measurement of financial asset at fair value through profit or loss of 29.19% of equity interest in GBA Holdings Limited ("GBA Holdings")

As detailed in note 18(ii) to the financial statements, the Group has entered into a binding contract on 15 November 2021 to dispose of this listed equity investment, the completion conditions of the disposal are mainly subject to obtaining approval in a special general meeting and full settlement of the consideration. In the opinion of the directors of the Company, as (i) it is probable that the disposal transaction will be completed by the first half of 2022; and (ii) the share price of the listed equity investment was at the lowest listed market price in Hong Kong with minimal trading volume, the Group determines that the fair value based on valuation technique, rather than the quoted market price, can better reflect the fair value of the listed equity investment as at 31 December 2021. Therefore, the Group engaged an external valuer to perform the valuation of the listed equity investment as at 31 December 2021 and the external valuer applied certain unobservable inputs in the valuation as detailed in note 26 to the financial statements. Changes in assumptions about these inputs could affect the fair value of the listed equity investment in the consolidated statement of financial position. Significant management judgement and estimates are required in determining the valuation of the listed equity investment which is categorised as level 3 in the fair value measurement hierarchy as at 31 December 2021.



4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has the following reportable operating segments:

- (a) the property investment and holding segment which represents the investment and holding of properties;
- (b) the securities business segment representing the trading in securities and holding of securities, financial assets and treasury products;
- (c) Ferrari dealership business segment representing the sale and distribution of Ferrari cars and provision of after-sales services as an official dealer for Ferrari in Hong Kong and Macau;
- (d) Maserati importership business segment representing the import and distribution of Maserati cars and provision of after-sale services as official importer of Maserati in Hong Kong and Macau;
- (e) classic cars trading and logistics segment representing the trading and sale of classic cars and car logistics business;
- (f) investment in classic cars segment which is the acquisition of classic cars for long-term investment purposes;
- (g) the film operations segment representing the production, investment and distribution of films worldwide;
- (h) the stage audio, lighting and engineering operations segment representing the sale and leasing of audio and lighting equipment, and provision of technical and engineering services and metal construction work for stage performance events;
- (i) other operations segment which is engaged in the supportive business and start-up business including multimedia operations, the running of a classic car service centre, artist management, magazine publication, and investment in collectible precision devices; and
- (j) the industrial product business segment representing the manufacture of plastic components and trading of child products (discontinued in July 2020 (note 11)).

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's loss before tax except that non-lease-related finance costs, a loss on disposal of a joint venture, share of losses of a joint venture and an associate and head office and corporate expenses are excluded from such measurement.

Segment assets exclude deferred tax assets and corporate and other unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude deferred tax liabilities and corporate and other unallocated liabilities as these liabilities are managed on a group basis.



4. OPERATING SEGMENT INFORMATION (continued)

For the year ended 31 December 2021

HK\$ million	Continuing operations											
	Property investment and holding	Securities business	Ferrari dealership	Maserati importership	Classic cars trading and logistics	Investment in classic cars	Film operations	Stage audio, lighting and engineering operations	Other operations	Total continuing operations	Reconciliations	Total
Segment revenue:												
Sales to external customers (note 5)	10	-*	467	17	152	-	-	45	40	731	-	731
Intersegment sales	-	-	70	-	-	-	-	-	-	70	(70)	-
Other revenue	10	-*	537	17	152	-	-	45	40	801	(70)	731
	-	-	4	-	1	-	-	1	7	13	-	13
	10	-*	541	17	153	-	-	46	47	814	(70)	744
Operating profit/(loss)	6	(287)	6	(6)	(23)	-**	(4)	(78)	(34)	(420)	-	(420)
Finance costs (other than interest on lease liabilities)										(63)	-	(63)
Reconciled items:												
Corporate and other unallocated expenses										(37)	-	(37)
Share of loss of an associate										(1)	-	(1)
Loss before tax										(521)	-	(521)
Income tax										-	-	-
Loss for the year										(521)	-	(521)
Other segment information:												
Expenditure for non-current assets	-	-	20	5	3	1	-	6	29	64	-	64
Depreciation and amortisation	(8)	-	(47)	-	(3)	-	(1)	(11)	(17)	(87)	-	(87)
Other material non-cash items:												
Fair value gains on investment properties, net	6	-	-	-	-	-	-	-	-	6	-	6
Fair value gains on classic cars held for investment, net	-	-	-	-	-	2	-	-	-	2	-	2
Fair value gains on collectible precision devices held for investment, net	-	-	-	-	-	-	-	-	1	1	-	1
Gain on disposal of items in property, plant and equipment	-	-	-	-	-	-	-	2	-	2	-	2
Share of loss of an associate	-	-	-	-	-	-	-	-	-	-	(1)	(1)
Fair value (losses)/gains on financial assets at fair value through profit or loss, net	-	(287)	-	-	-	-	-	-	1	(286)	-	(286)
Gain on disposal of subsidiaries	-	-	-	-	-	-	-	1	-	1	-	1
Impairment of goodwill	-	-	-	-	-	-	-	(63)	-	(63)	-	(63)
Impairment of trade receivables	-	-	-	-	-	-	-	(2)	-	(2)	-	(2)
Impairment of other receivables	-	-	-	-	-	-	-	(4)	-	(4)	-	(4)
Segment assets	1,657	790	232	60	150	177	84	70	342	3,562	-	3,562
Reconciled items:												
Corporate and other unallocated assets	-	-	-	-	-	-	-	-	-	-	486	486
Total assets	1,657	790	232	60	150	177	84	70	342	3,562	486	4,048
Segment liabilities	956	315	406	40	69	-	-	55	96	1,937	-	1,937
Reconciled items:												
Corporate and other unallocated liabilities	-	-	-	-	-	-	-	-	-	-	481	481
Total liabilities	956	315	406	40	69	-	-	55	96	1,937	481	2,418

* Less than HK\$1 million

** Operating profit less than HK\$1 million



4. OPERATING SEGMENT INFORMATION (continued)

For the year ended 31 December 2020

HK\$ million	Continuing operations									Discontinued operation		Total	
	Property investment and holding	Securities business	Ferrari dealership	Maserati importership	Classic cars trading and logistics	Investment in classic cars	Film operations	Stage audio, lighting and engineering operations	Other operations	Total continuing operations	Industrial product business		Reconciliations
Segment revenue:													
Sales to external customers (note 5)	11	-	413	-	26	-	-	20	35	505	11	-	516
Intersegment sales	-	-	-	-	-*	-	-	-	-	-*	-	(-)	-
Other revenue	11	-	413	-	26	-	-	20	35	505	11	(-)	516
	-	-	10	-	3	-	-	2	14	29	-	-	29
	11	-	423	-	29	-	-	22	49	534	11	(-)	545
Operating loss	(84)	(1)	(22)	-	(9)	(14)	(7)	(49)	(25)	(211)	(3)	-	(214)
Finance costs (other than interest on lease liabilities)										(73)	-	-	(73)
Reconciled items:													
Corporate and other unallocated expenses										(53)	-	-	(53)
Loss on disposal of a joint venture										(346)	-	-	(346)
Share of loss of a joint venture										(14)	-	-	(14)
Share of loss of an associate										(1)	-	-	(1)
Loss before tax										(698)	(3)	-	(701)
Income tax credit										5	-	-	5
Loss for the year										(693)	(3)	-	(696)
Other segment information:													
Expenditure for non-current assets	-	-	15	-	1	-	-	2	2	20	-	-	20
Depreciation and amortisation	(8)	(1)	(47)	-	(3)	-	(1)	(16)	(5)	(81)	(1)	-	(82)
Interest in an associate	-	-	-	-	-	-	-	-	-	-	-	1	1
Other material non-cash items:													
Fair value losses on investment properties, net	(84)	-	-	-	-	-	-	-	-	(84)	-	-	(84)
Fair value losses on classic cars held for investment, net	-	-	-	-	-	(7)	-	-	-	(7)	-	-	(7)
Fair value losses on collectible precision devices held for investment, net	-	-	-	-	-	-	-	-	(1)	(1)	-	-	(1)
Share of loss of a joint venture	-	-	-	-	-	-	-	-	-	-	-	(14)	(14)
Share of loss of an associate	-	-	-	-	-	-	-	-	-	-	-	(1)	(1)
Loss on disposal of a joint venture	-	-	-	-	-	-	-	-	-	-	-	(346)	(346)
Impairment of goodwill	-	-	-	-	-	-	-	(9)	-	(9)	-	-	(9)
Impairment of trade receivables	-	-	(1)	-	-	(1)	-	(8)	(2)	(12)	-	-	(12)
Segment assets	1,652	1,087	384	-	111	113	85	184	342	3,958	-	-	3,958
Reconciled items:													
Corporate and other unallocated assets	-	-	-	-	-	-	-	-	-	-	-	523	523
Total assets	1,652	1,087	384	-	111	113	85	184	342	3,958	-	523	4,481
Segment liabilities	862	398	456	-	12	-	-	94	94	1,916	-	-	1,916
Reconciled items:													
Corporate and other unallocated liabilities	-	-	-	-	-	-	-	-	-	-	-	414	414
Total liabilities	862	398	456	-	12	-	-	94	94	1,916	-	414	2,330

* Less than HK\$1 million



4. OPERATING SEGMENT INFORMATION *(continued)*

Geographical information

(a) Revenue from external customers

HK\$ million	2021		2020	
	Continuing operations	Discontinued operation	Continuing operations	Discontinued operation
Hong Kong, Macau and Mainland	612	–	503	5
Rest of the world	119	–	2	6
	731	–	505	11

The revenue information of continuing operations above is based on the locations where the Group's products were sold to customers.

(b) Non-current assets

HK\$ million	2021	2020
Hong Kong, Macau and Mainland	2,623	2,736
Rest of the world	120	49
	2,743	2,785

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about major customers

For the years ended 31 December 2021 and 2020, no single customer contributed 10% or more of the Group's total revenue from continuing operations.



5. REVENUE, OTHER INCOME AND GAINS, NET

An analysis of revenue, other income and gains from continuing operations is as follows:

HK\$ million	2021	2020
Revenue		
<i>Revenue from contracts with customers</i>	721	494
<i>Revenue from other sources</i>		
Gross rental income from investment properties, fixed payments	10	11
	731	505
Other income and gains, net		
Fair value gain on investment properties, net	6	–
Fair value gain on classic cars held for investment, net	2	–
Fair value gain on collectible precision devices held for investment, net	1	–
Gain on disposal of items of property, plant and equipment	2	–
Gain on disposal of subsidiaries (note 37)	1	–
Government grants #	–	13
COVID-19-related rent concessions from lessors	–*	4
Others	13	12
	25	29

There are no unfulfilled conditions or contingencies relating to these grants.

* Less than HK\$1 million



5. REVENUE, OTHER INCOME AND GAINS, NET *(continued)*

Revenue from contracts with customers

(i) *Disaggregated revenue information*

For the year ended 31 December 2021

Segments (HK\$ million)	Continuing operations					Discontinued operation		Total
	Ferrari dealership	Maserati importership	Classic cars trading and logistics	Stage audio, lighting and engineering operations	Other operations	Total continuing operations	Industrial product business	
Types of goods or services								
Sale of classic cars	395	4	119	-	-	518	-	518
Sale of other goods	-	-	-	2	1	3	-	3
Sale and leasing of stage audio and lighting equipment	-	-	-	42	-	42	-	42
Provision of other services	72	13	33	1	39	158	-	158
Total revenue from contracts with customers	467	17	152	45	40	721	-	721
Geographical markets								
Hong Kong, Macau and Mainland	467	17	33	45	40	602	-	602
Rest of the world	-	-	119	-	-	119	-	119
Total revenue from contracts with customers	467	17	152	45	40	721	-	721
Timing of revenue recognition								
Goods transferred at a point in time	395	4	119	2	1	521	-	521
Services transferred over time	72	13	33	43	39	200	-	200
Total revenue from contracts with customers	467	17	152	45	40	721	-	721



5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

For the year ended 31 December 2020

Segments (HK\$ million)	Continuing operations					Discontinued operation		Total
	Ferrari dealership	Maserati importership	Classic cars trading and logistics	Stage audio, lighting and engineering operations	Other operations	Total continuing operations	Industrial product business	
Types of goods or services								
Sale of classic cars	345	–	3	–	–	348	–	348
Sale of plastic components and child products	–	–	–	–	–	–	11	11
Sale of other goods	–	–	–	–	8	8	–	8
Sale and leasing of stage audio and lighting equipment	–	–	–	18	–	18	–	18
Provision of other services	68	–	23	2	27	120	–	120
Total revenue from contracts with customers	413	–	26	20	35	494	11	505
Geographical markets								
Hong Kong, Macau and Mainland	413	–	24	20	35	492	5	497
Rest of the world	–	–	2	–	–	2	6	8
Total revenue from contracts with customers	413	–	26	20	35	494	11	505
Timing of revenue recognition								
Goods transferred at a point in time	345	–	3	–	8	356	11	367
Services transferred over time	68	–	23	20	27	138	–	138
Total revenue from contracts with customers	413	–	26	20	35	494	11	505

The following table shows the amount of revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period:

HK\$ million	2021	2020
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sale of Ferrari cars	132	101



5. REVENUE, OTHER INCOME AND GAINS, NET *(continued)*

Revenue from contracts with customers *(continued)*

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of Ferrari cars

The performance obligation is satisfied upon delivery of Ferrari cars and payment in advance is normally required for customers.

Sale of Maserati cars

The performance obligation is satisfied upon delivery of Maserati cars and payment in advance is normally required for customers.

Sale of classic cars

The performance obligation is satisfied upon delivery of the classic cars and payment is generally due within 30 days from delivery, except for new customers, where payment in advance is normally required.

Provision of car logistics and after-sales services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 to 90 days upon completion of services.

Sale of stage audio and lighting equipment

The performance obligation is satisfied upon delivery of the stage audio and lighting equipment to customers and payment is generally due within 30 to 90 days from delivery.

Leasing of stage audio and lighting equipment and provision of stage technical and engineering services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 to 90 days upon completion of services. The service contracts are project-based, usually less than 1 year and do not contain variable consideration.

Provision of advertising services under other operations

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 to 90 days upon completion of services.

All the amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised within one year.



6. LOSS BEFORE TAX

The Group's loss before tax from continuing operations is arrived at after charging/(crediting):

HK\$ million	Notes	2021	2020
Cost of classic cars sold		117	2
Cost of the Ferrari dealership business		393	368
Cost of the Maserati importership business		11	–
Cost of automotive services provided		18	13
Cost of the sale and leasing of stage audio and lighting equipment and provision of stage technical engineering services		38	32
Cost of other operations		26	25
Depreciation of property, plant and equipment (including right-of-use assets)	14	80	74
Amortisation of intangible asset ⁽²⁾	17	7	7
Auditors' remuneration		3	3
Employee benefit expense (excluding directors' and chief executive's remuneration (note 8)):			
Wages and salaries		74	80
Pension scheme contributions ⁽³⁾		3	3
		77	83
Foreign exchange differences, net ⁽²⁾		–*	–*
Loss on disposal of a joint venture ⁽¹⁾		–	346
Gain on disposal of items of property, plant and equipment ⁽⁴⁾		(2)	–
Gain on disposal of subsidiaries ⁽⁴⁾	37	(1)	–
Fair value (gains)/losses on investment properties, net ^{(4)/(1)}	15	(6)	84
Fair value (gains)/losses on classic cars held for investment, net ^{(4)/(1)}	19	(2)	7
Fair value (gains)/losses on collectible precision devices held for investment, net ^{(4)/(1)}	20	(1)	1
Impairment of goodwill ⁽¹⁾	16	63	9
Impairment of trade receivables ⁽¹⁾	23	2	12
Impairment of other receivables ⁽¹⁾	25	4	–
Fair value losses on financial assets at fair value through profit or loss, net ⁽¹⁾	26	286	–

* Less than HK\$1 million

⁽¹⁾ Included in "Other expenses, net" on the face of the consolidated statement of profit or loss.

⁽²⁾ Included in "Administrative expenses" on the face of the consolidated statement of profit or loss.

⁽³⁾ The effect of forfeited contributions on the Group's contributions to the pension schemes for the year, and the amounts of forfeited contributions available to reduce contributions in future years, were not material.

⁽⁴⁾ Included in "Other income and gains, net" on the face of the consolidated statement of profit or loss.



7. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

HK\$ million	2021	2020
Interest on bank and other loans	48	58
Interest on convertible bonds	15	15
Interest on lease liabilities	1	3
Total interest expense on financial liabilities not at fair value through profit or loss	64	76

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

HK\$ million	2021	2020
Fees:		
Executive directors and the chief executive	–	–
Independent non-executive directors	1	–*
	1	–*
Executive directors' and the chief executive's other emoluments:		
Salaries, allowances and benefits in kind	10	12
Discretionary bonuses	–	–
Pension scheme contributions	–*	–*
	10	12
	11	12

* Less than HK\$1 million

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	Fees HK\$'000
2021	
Tam King Ching, Kenny	240
Chow Siu Ngor	240
Chen Li	240
	720
2020	
Tam King Ching, Kenny	240
Chow Siu Ngor	–
Chen Li	240
	480

(b) Executive directors and the chief executive

HK\$ million	Salaries, allowances and benefits in kind	Discre- tionary bonuses	Pension scheme contributions	Total remuneration
2021				
Executive director and the chief executive: Mak Shiu Tong, Clement ("Mr. Mak")	8	–	–*	8
Executive directors:				
Tam Ngai Hung, Terry	2	–	–*	2
Cheng Yuk Ching, Flora	–*	–	–*	–*
	2	–	–*	2
	10	–	–*	10

* Less than HK\$1 million



8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION *(continued)*

(b) Executive directors and the chief executive *(continued)*

HK\$ million	Salaries, allowances and benefits in kind	Discre- tionary bonuses	Pension scheme contributions	Total remuneration
2020				
Executive director and the chief executive:				
Mr. Mak	8	–	–*	8
Executive directors:				
Tam Ngai Hung, Terry	2	–	–*	2
Cheng Yuk Ching, Flora	2	–	–*	2
	4	–	–*	4
	12	–	–*	12

* Less than HK\$1 million

With effect from 1 July 2011, quarters have been provided to Mr. Mak free of charge and at the same time his remuneration receivable from the Company was reduced by HK\$200,000 per month. The amounts of Mr. Mak's remuneration for 2021 and 2020 have included the estimated values of the housing benefit provided to him for the years.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2020: Nil).

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2020: three) directors and one (2020: one) of them is also the chief executive, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining three (2020: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

HK\$ million	2021	2020
Salaries, allowances and benefits in kind	8	5

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2021	2020
HK\$2,000,001–HK\$2,500,000	1	1
HK\$2,500,001–HK\$3,000,000	1	1
HK\$3,000,001–HK\$3,500,000	1	–
	3	2

10. INCOME TAX

No provision for Hong Kong profits tax has been made in respect of the year ended 31 December 2021 as the Group did not generate any assessable profits arising in Hong Kong during the year. Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year ended 31 December 2020. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

HK\$ million	2021	2020
Current — Hong Kong		
Charge for the year	–	1
Current — Mainland	–	–
Deferred (note 32)	–	(6)
Total tax credit for the year	–	(5)
Total tax credit for the year from continuing operations	–	(5)
Total tax charge for the year from a discontinued operation	N/A	–
	–	(5)



10. INCOME TAX (continued)

A reconciliation of the tax expense applicable to loss before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

2021

HK\$ million	Hong Kong		Mainland		Total	
	Amount	%	Amount	%	Amount	%
Loss before tax from continuing operations	(520.2)		(0.8)		(521.0)	
Loss before tax from a discontinued operation	–		–		–	
Loss before tax	(520.2)		(0.8)		(521.0)	
Tax at the statutory or appropriate tax rate	(85.9)	16.5	(0.2)	25.0	(86.1)	16.5
Income not subject to tax	(1.8)	0.3	–	–	(1.8)	0.3
Expenses not deductible for tax	61.5	(11.8)	–	–	61.5	(11.8)
Tax losses not recognised	26.6	(5.1)	0.2	(25.0)	26.8	(5.1)
Tax losses utilised from previous periods	(0.4)	0.1	–	–	(0.4)	0.1
Tax credit at the Group's effective rate	–	–	–	–	–	–
Tax credit from continuing operations	–	–	–	–	–	–
Tax charge from a discontinued operation	–	–	–	–	–	–

2020

HK\$ million	Hong Kong		Mainland		Total	
	Amount	%	Amount	%	Amount	%
Loss before tax from continuing operations	(697.3)		(1.1)		(698.4)	
Loss before tax from a discontinued operation	(2.5)		(0.1)		(2.6)	
Loss before tax	(699.8)		(1.2)		(701.0)	
Tax at the statutory or appropriate tax rate	(115.5)	16.5	(0.3)	25.0	(115.8)	16.5
Income not subject to tax	(4.8)	0.7	–	–	(4.8)	0.7
Expenses not deductible for tax	73.8	(10.5)	–	–	73.8	(10.5)
Tax losses not recognised	41.7	(6.0)	0.3	(25.0)	42.0	(6.0)
Tax losses utilised from previous periods	(0.5)	0.1	–	–	(0.5)	0.1
Tax credit at the Group's effective rate	(5.3)	0.8	–	–	(5.3)	0.8
Tax credit from continuing operations	(5.3)	0.8	–	–	(5.3)	0.8
Tax charge from a discontinued operation	–	–	–	–	–	–



11. DISCONTINUED OPERATION AND ASSETS CLASSIFIED AS HELD FOR SALE AND LIABILITIES DIRECTLY ASSOCIATED WITH THE ASSETS CLASSIFIED AS HELD FOR SALE

- (a) On 24 July 2020, the Company announced the decision of its board of directors to terminate the industrial product business segment of the Group which was mainly involved in manufacture and sale of plastic components and trading of child products as a result of the deteriorating operating environment.

The results of the discontinued operation for the prior year are presented below:

HK\$ million	2020
Revenue	11
Other income and gain, net	–
Expenses	(14)
Loss before tax from the discontinued operation	(3)
Income tax	–
Loss for the year from the discontinued operation	(3)
Loss attributable to:	
Owners of the parent	(3)
Non-controlling interests	–
	(3)

The net cash flows incurred by the discontinued operation are as follows:

HK\$ million	2020
Operating activities	1
Financing activities	(1)
Net cash outflow	–
Loss per share:	
Basic, from the discontinued operation (HK\$)	–
Diluted, from the discontinued operation (HK\$)	–



11. DISCONTINUED OPERATION AND ASSETS CLASSIFIED AS HELD FOR SALE AND LIABILITIES DIRECTLY ASSOCIATED WITH THE ASSETS CLASSIFIED AS HELD FOR SALE *(continued)*

(a) *(continued)*

The calculations of basic and diluted loss per share from the discontinued operation are based on:

HK\$ million	2020
Loss attributable to ordinary equity holders of the parent from the discontinued operation, used in the basic and diluted loss per share calculation	(3)
	Number of shares
Weighted average number of ordinary shares in issue during the year used in the basic and diluted loss per share calculation (note 13)	873,111,452

(b) On 27 July 2020, the Company entered into an agreement with a non-controlling shareholder of Golden Wish Enterprises Limited (“Golden Wish”) for the disposal of a 91% equity interest in Golden Wish and its subsidiary and assignment of a shareholder’s loan at a total consideration of HK\$30 million. The transaction was completed on 21 January 2021, details of which are included in note 37 to the financial statements. Golden Wish and its subsidiary are engaged in the sale and leasing of audio, lighting and stage equipment, and provision of ancillary engineering services in Macau.

The major classes of assets and liabilities of the disposal group classified as held for sale as at 31 December 2020 are as follows:

HK\$ million	
<i>Assets</i>	
Property, plant and equipment	12
Goodwill	14
Trade receivables	15
Prepayments and other receivables	20
Assets classified as held for sale	61
<i>Liabilities</i>	
Trade payables	25
Other payables and accruals	11
Interest-bearing bank and other borrowings	1
Liabilities directly associated with the assets classified as held for sale	37
Net assets directly associated with the disposal group	24



12. DIVIDENDS

No dividends have been paid or declared by the Company for the year ended 31 December 2021 (2020: Nil).

13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculations of the basic and diluted loss per share amounts are based on:

HK\$ million	2021	2020
Loss attributable to ordinary equity holders of the parent, used in the basic loss per share calculation:		
From continuing operations	(517)	(686)
From a discontinued operation	-	(3)
	(517)	(689)
Interest on convertible bonds	15	15
Loss attributable to ordinary equity holders of the parent before interest on convertible bonds	(502)	(674)
Attributable to:		
Continuing operations	(502)	(671)
Discontinued operation	-	(3)
	(502)	(674)

	Number of shares	
	2021	2020
Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation	873,111,452	873,111,452
Effect of dilution — weighted average number of ordinary shares:		
Convertible bonds	347,500,000	347,500,000
Weighted average number of ordinary shares used in the diluted loss per share calculation	1,220,611,452	1,220,611,452

Because the diluted loss per share amount is decreased when taking convertible bonds into account, the convertible bonds had an anti-dilutive effect on the basic loss per share for the year and were ignored in the calculation of diluted loss per share. Therefore, the diluted loss per share amounts are based on the loss for the year and the loss attributable to continuing operations of HK\$517 million (2020: HK\$689 million) and HK\$517 million (2020: HK\$686 million), respectively, and the weighted average number of ordinary shares of 873,111,452 (2020: 873,111,452) in issue during the year.



14. PROPERTY, PLANT AND EQUIPMENT AND LEASES

HK\$ million	Right-of-use assets (Note)	Owned assets					Total
		Buildings	Plant and machinery	Tools, moulds and equipment	Furniture and office equipment	Motor vehicles	
31 December 2021							
At 31 December 2020 and 1 January 2021:							
Cost	505	429	8	99	33	25	1,099
Accumulated depreciation	(117)	(95)	(6)	(59)	(26)	(13)	(316)
Net carrying amount	388	334	2	40	7	12	783
At 1 January 2021, net of accumulated depreciation							
	388	334	2	40	7	12	783
Additions	21	9	1	1	4	27	63
Disposals	-	-	-	(14)	(1)	(19)	(34)
Depreciation provided during the year	(41)	(21)	(1)	(9)	(4)	(4)	(80)
At 31 December 2021, net of accumulated depreciation							
	368	322	2	18	6	16	732
At 31 December 2021:							
Cost	526	438	9	86	36	33	1,128
Accumulated depreciation	(158)	(116)	(7)	(68)	(30)	(17)	(396)
Net carrying amount	368	322	2	18	6	16	732

14. PROPERTY, PLANT AND EQUIPMENT AND LEASES (continued)

HK\$ million	Owned assets						Total
	Right-of-use assets (Note)	Buildings	Plant and machinery	Tools, moulds and equipment	Furniture and office equipment	Motor vehicles	
31 December 2020							
At 31 December 2019 and 1 January 2020:							
Cost	500	430	8	113	33	28	1,112
Accumulated depreciation	(75)	(81)	(5)	(49)	(22)	(10)	(242)
Net carrying amount	425	349	3	64	11	18	870
At 1 January 2020, net of accumulated depreciation							
	425	349	3	64	11	18	870
Additions	5	1	–	–	1	12	19
Disposals	–	–	–	(3)	–	(15)	(18)
Transfer to investment properties	–	(2)	–	–	–	–	(2)
Transfer to assets classified as held for sale (note 11)	–	–	–	(11)	(1)	–	(12)
Depreciation provided during the year	(42)	(14)	(1)	(10)	(4)	(3)	(74)
At 31 December 2020, net of accumulated depreciation	388	334	2	40	7	12	783
At 31 December 2020:							
Cost	505	429	8	99	33	25	1,099
Accumulated depreciation	(117)	(95)	(6)	(59)	(26)	(13)	(316)
Net carrying amount	388	334	2	40	7	12	783

At 31 December 2021, certain of the Group's prepaid land lease payments included in right-of-use assets and buildings with an aggregate net carrying amount of approximately HK\$588 million (2020: HK\$610 million) were pledged to secure general banking facilities granted to the Group (note 30(a)(i)).



14. PROPERTY, PLANT AND EQUIPMENT AND LEASES (continued)

Note related to leases:

The Group as a lessee

The Group has lease contracts for various items of office premises, other equipment and motor vehicles used in its operations. Leases of office premises and other equipment generally have lease terms from 2 to 5 years. Motor vehicles generally have lease terms from 3 to 4 years. In addition, the Group leased several plots of land located in Hong Kong for 53 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. No lease contracts have extension and termination options.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

HK\$ million	Office premises	Prepaid land lease payments	Other equipment	Motor vehicles	Total
As at 1 January 2020	76	336	8	5	425
Additions	4	–	–	1	5
Depreciation charge	(33)	(7)	–	(2)	(42)
As at 31 December 2020 and 1 January 2021	47	329	8	4	388
Additions	19	–	–	2	21
Depreciation charge	(33)	(6)	(1)	(1)	(41)
As at 31 December 2021	33	323	7	5	368

(b) Lease liabilities

The carrying amount of lease liabilities (included under interest-bearing bank and other borrowings) and the movements during the year are as follows:

HK\$ million	Lease liabilities	
	2021	2020
Carrying amount at 1 January	54	87
New leases	21	5
Accretion of interest recognised during the year	1	3
COVID-19-related rent concessions from lessors	–*	(4)
Payments	(34)	(37)
Carrying amount at 31 December	42	54
Analysed into:		
Current portion	28	31
Non-current portion	14	23

* Less than HK\$1 million

The maturity analysis of lease liabilities is disclosed in note 45 to the financial statements.

As disclosed in note 2.2 to the financial statements, the Group has early adopted the amendment to HKFRS 16 (issued in April 2021) and applied the practical expedient to all eligible rent concessions granted by the lessors for leases of certain office premises during the year.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

HK\$ million	2021	2020
Interest on lease liabilities	1	3
Depreciation charge of right-of-use assets	41	42
COVID-19-related rent concessions from lessors	(–*)	(4)
Total amount recognised in profit or loss	42	41

* Less than HK\$1 million

(d) The total cash outflow for leases is disclosed in note 38(c) to the financial statements.



14. PROPERTY, PLANT AND EQUIPMENT AND LEASES *(continued)*

Note related to leases: *(continued)*

The Group as a lessor

The Group leases its investment properties (note 15) consisting of certain commercial properties and residential properties in Hong Kong under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was HK\$10 million (2020: HK\$11 million), details of which are included in note 5 to the financial statements.

At 31 December 2021, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants were as follows:

HK\$ million	2021	2020
Within one year	10	6
After one year but within two years	9	4
After two years but within three years	2	3
After three years but within four years	–	1
	21	14

15. INVESTMENT PROPERTIES

HK\$ million	2021	2020
Carrying amount at 1 January	1,645	1,482
Transfer from stock of properties held for sale	–	237
Transfer from property, plant and equipment	–	10
Fair value gain/(loss) on investment properties, net	6	(84)
Carrying amount at 31 December	1,651	1,645

The Group's investment properties consist of commercial and residential properties and car parking spaces in Hong Kong. The directors of the Company have determined that the investment properties consist of three classes of assets, i.e., commercial and residential properties, and car parking spaces, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 December 2021 based on valuations performed by Graval Consulting Limited ("Graval"), independent professionally qualified valuers. Each year, the Company's directors decide to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's finance director has discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

At 31 December 2021, the Group's investment properties with an aggregate carrying amount of HK\$1,651 million (2020: HK\$1,645 million) were pledged to secure bank loans granted to the Group (note 30(a)(ii)).



15. INVESTMENT PROPERTIES *(continued)*

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

HK\$ million	Fair value measurement as at 31 December 2021 using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Recurring fair value measurement for:				
Commercial properties	–	–	810	810
Residential properties	–	–	823	823
Car parking spaces	–	–	18	18
	–	–	1,651	1,651

HK\$ million	Fair value measurement as at 31 December 2020 using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Recurring fair value measurement for:				
Commercial properties	–	–	817	817
Residential properties	–	–	809	809
Car parking spaces	–	–	19	19
	–	–	1,645	1,645

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2020: Nil).



15. INVESTMENT PROPERTIES *(continued)***Fair value hierarchy** *(continued)*

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

HK\$ million	Car parking spaces	Commercial properties	Residential properties
Carrying amount at 1 January 2020	8	667	807
Transfer from stock of properties held for sale	–	237	–
Transfer from property, plant and equipment	10	–	–
Net gains/(losses) from fair value adjustments recognised in other expenses, net in profit or loss	1	(87)	2
Carrying amount at 31 December 2020 and 1 January 2021	19	817	809
Net (losses)/gains from fair value adjustments recognised in other income and gains, net in profit or loss	(1)	(7)	14
Carrying amount at 31 December 2021	18	810	823

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

	Valuation techniques	Significant unobservable inputs	Range or weighted average	
			2021	2020
Commercial properties	Market approach	Adopted unit rate (per square foot)	HK\$6,000 to HK\$52,000	HK\$5,700 to HK\$52,000
Residential properties	Market approach	Adopted unit rate (per square foot)	HK\$53,000 to HK\$75,000	HK\$53,000 to HK\$73,000
Car parking spaces	Market approach	Adopted unit rate (per lot)	HK\$2,600,000	HK\$2,700,000

Under the market approach, fair value is estimated using the unit rates of comparable transactions of similar properties and adjusted for the uniqueness of each property multiplied by the gross floor area of each property.

A significant increase (decrease) in the adopted unit rate would result in a significant increase (decrease) in the fair value of the investment properties.



16. GOODWILL

HK\$ million

At 1 January 2020:	
Cost and net carrying amount	103
Cost at 1 January 2020	103
Impairment during the year (note 6)	(9)
Transfer to assets classified as held for sale (note 11)	(14)
At 31 December 2020	80
At 31 December 2020 and 1 January 2021:	
Cost	89
Accumulated impairment	(9)
Net carrying amount	80
Cost at 1 January 2021, net of accumulated impairment	80
Impairment during the year (note 6)	(63)
At 31 December 2021	17
At 31 December 2021:	
Cost	89
Accumulated impairment	(72)
Net carrying amount	17

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing:

- Car logistics cash-generating unit;
- Stage audio and lighting operation cash-generating unit; and
- Stage engineering operation cash-generating unit.



16. GOODWILL *(continued)***Impairment testing of goodwill** *(continued)**Car logistics cash-generating unit*

The recoverable amount of the car logistics cash-generating unit was determined based on value-in-use calculations using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections of the car logistics unit for 2021 was 12.5% (2020: 11.4%). The cash flow projections of the car logistics unit beyond the respective periods of financial budgets were extrapolated using a growth rate of 2.5% (2020: 3%), which did not exceed the long term average growth rate of the industry.

Stage audio and lighting operation cash-generating unit

The recoverable amount of the stage audio and lighting operation cash-generating unit was determined based on value-in-use calculations using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections of the stage audio and lighting operations for 2021 was 11.0% (2020: 11.7%). The cash flow projections of the stage audio and lighting operation unit beyond the respective periods of financial budgets were extrapolated using a growth rate of 2.5% (2020: 3%), which did not exceed the long term average growth rate of the industry.

Stage engineering operation cash-generating unit

The recoverable amount of the stage engineering operation cash-generating unit was determined based on value-in-use calculations using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections of the stage engineering operations for 2021 was 11.0% (2020: 12.5%). The cash flow projections of the stage engineering operation unit beyond the respective periods of financial budgets were extrapolated using a growth rate of 2.5% (2020: 3%), which did not exceed the long term average growth rate of the industry.

The carrying amount of goodwill allocated to each of the cash-generating units is as follows:

HK\$ million	2021	2020
Car logistics	17	17
Stage audio and lighting operation	-	38
Stage engineering operation	-	25
	17	80



16. GOODWILL *(continued)*

Impairment testing of goodwill *(continued)*

Assumptions were used in the value-in-use calculation of the car logistics, stage audio and lighting operation and stage engineering operation cash-generating units for 31 December 2021 and 2020. The following describes each key assumption on which management had based its cash flow projections to undertake impairment testing of goodwill:

Discount rates — The discount rates used are before tax and reflect specific risks relating to the relevant units.

Business environment — There was no major change in the existing political, legal and economic conditions in the countries with and in which the cash-generating units conduct their businesses.

Forecasted growth rates — The forecasted growth rates are based on historical operating results, expected market development as well as industry forecasts.

Based on the annual impairment test performed, impairment losses of HK\$38 million (2020: HK\$9 million) and HK\$25 million (2020: Nil) had been provided for the year ended 31 December 2021 in relation to the stage audio and lighting operation cash-generating unit and stage engineering operation cash-generating unit, as the recoverable amounts were reduced to HK\$25 million and HK\$6 million respectively. The impairment losses arose as a result of the deteriorating operating environment in Hong Kong and Macau caused by the COVID-19 pandemic.



17. INTANGIBLE ASSET

HK\$ million	Licence
Cost as at 1 January 2020, net of accumulated amortisation	17
Amortisation provided during the year	(7)
Cost at 31 December 2020 and 1 January 2021, net of accumulated amortisation	10
Amortisation provided during the year	(7)
At 31 December 2021	3
At 31 December 2021:	
Cost	33
Accumulated amortisation	(30)
Net carrying amount	3
At 31 December 2020:	
Cost	33
Accumulated amortisation	(23)
Net carrying amount	10

18. INVESTMENT IN AN ASSOCIATE

- (i) Other than the investment in GBA Holdings as disclosed in note 18(ii) below, the Group has an investment in an associate, which is not considered to be a material associate as at 31 December 2021 and 2020, as detailed below:

HK\$ million	2021	2020
Share of net assets	5	6
Impairment (note)	(5)	(5)
	–	1

The following table illustrates the financial information of the Group's associate that is not individually material:

HK\$ million	2021	2020
Share of the associate's loss for the year	1	1
Share of the associate's total comprehensive loss	1	1
Aggregate carrying amount of the Group's investment in an associate	–	1

Note: During the year ended 31 December 2020, an impairment of HK\$5 million was recognised for an investment in an associate because the company had been loss-making, and management expects the growth rate of the company in the coming years to be minimal as estimated. As such, management determined to recognise impairment for the investment in this company to its recoverable amount.



18. INVESTMENT IN AN ASSOCIATE *(continued)*

- (ii) The Group's shareholdings in GBA Holdings, which was incorporated in Bermuda and whose principal place of business is in Hong Kong, were held through a wholly-owned subsidiary of the Company. The principal business of GBA Holdings is investment holding. GBA Holdings is a material associate of the Group. The principal activities of GBA Holdings and its subsidiaries (the "GBA Holdings Group") comprise the development and sale of properties and finance business.

As at 31 December 2021 and 2020, the Group held 53,667,100,000 shares in GBA Holdings (representing approximately 29.19% of the issued share capital of GBA Holdings as at the year end) through an indirect wholly-owned subsidiary of a nature similar to venture capital. These shares of GBA Holdings held by the subsidiary have been classified as financial assets at fair value through profit and loss under current assets as the Group had intention to sell these shares of GBA Holdings as at 31 December 2021 and 2020.

On 15 November 2021, the Group has entered into an agreement with an independent third party, Top Pioneer Holdings Limited ("Top Pioneer"), to sell these shares at a total consideration of HK\$250 million. This disposal was expected to be completed by 31 May 2022. Further details are given in note 26 to the financial statements.

As at 31 December 2021, the fair value of the listed shares in GBA Holdings held by the Group was HK\$250 million (2020: HK\$537 million), further details of which are given in note 26 to the financial statements.

The following tables illustrate the summarised financial information in respect of GBA Holdings:

HK\$ million	2021	2020
Current assets	688	1,221
Non-current assets	290	260
Current liabilities	(98)	(555)
Non-current liabilities	(1)	–
Net assets	879	926
Loss for the year	(60)	(123)
Other comprehensive income	13	30
Total comprehensive loss for the year	(47)	(93)
Carrying amount of the investment measured at fair value through profit or loss	250	537

19. CLASSIC CARS HELD FOR INVESTMENT

HK\$ million	2021	2020
Classic cars held for investment, at fair value	173	100

The following table illustrates the fair value measurement hierarchy of the Group's classic cars held for investment:

HK\$ million	Fair value measurement as at 31 December 2021 using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Recurring fair value measurement for:				
Classic cars held for investment	–	–	173	173

HK\$ million	Fair value measurement as at 31 December 2020 using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Recurring fair value measurement for:				
Classic cars held for investment	–	–	100	100

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2020: Nil).



19. CLASSIC CARS HELD FOR INVESTMENT (continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

HK\$ million

Carrying amount at 1 January 2020	107
Net losses from a fair value adjustment recognised in other expenses, net in profit or loss	(7)
Carrying amount at 31 December 2020 and 1 January 2021	100
Additions	1
Transfer from inventories	70
Net gains from a fair value adjustment recognised in other income and gains, net in profit or loss	2
Carrying amount at 31 December 2021	173

Below is a summary of the valuation technique used and the key input to the valuation of classic cars held for investment:

	Valuation technique	Significant unobservable input	Range or weighted average	
			2021	2020
Classic cars held for investment	Market approach	Transaction price (per unit)	HK\$2 million to HK\$47 million	HK\$2 million to HK\$30 million

Under the market approach, fair value is estimated using the market price of comparable transactions of similar classic cars held for investment and adjusted for the uniqueness of each classic car.

A significant increase (decrease) in the transaction price would result in a significant increase (decrease) in the fair value of the classic cars held for investment.

20. COLLECTIBLE PRECISION DEVICES HELD FOR INVESTMENT

HK\$ million	2021	2020
Collectible precision devices held for investment, at fair value	167	166

The following table illustrates the fair value measurement hierarchy of the Group's collectible precision devices held for investment:

HK\$ million	Fair value measurement as at 31 December 2021 using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Recurring fair value measurement for:				
Collectible precision devices held for investment	–	–	167	167

HK\$ million	Fair value measurement as at 31 December 2020 using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Recurring fair value measurement for:				
Collectible precision devices held for investment	–	–	166	166

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2020: Nil).



20. COLLECTIBLE PRECISION DEVICES HELD FOR INVESTMENT *(continued)*

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

HK\$ million

Carrying amount at 1 January 2020	171
Additions	1
Disposals	(5)
Net losses from a fair value adjustment recognised in other expenses, net in profit or loss	(1)
Carrying amount at 31 December 2020 and 1 January 2021	166
Net gains from a fair value adjustment recognised in other income and gains, net in profit or loss	1
Carrying amount at 31 December 2021	167

Below is a summary of the valuation technique used and the key input to the valuation of collectible precision devices held for investment:

	Valuation technique	Significant unobservable input	Range or weighted average	
			2021	2020
Collectible precision devices held for investment	Market approach	Transaction price (per unit)	HK\$40,000 to HK\$27 million	HK\$39,200 to HK\$27 million

Under the market approach, fair value is estimated using the market price of comparable transactions of similar collectible precision devices held for investment and adjusted for the uniqueness of each collectible precision device.

A significant increase (decrease) in the transaction price would result in a significant increase (decrease) in the fair value of the collectible precision devices held for investment.



21. INVENTORIES

HK\$ million	2021	2020
Raw materials	20	14
Finished goods	2	3
Ferrari cars	38	98
Maserati cars	18	–
	78	115

At 31 December 2021, certain inventories of the Group with an aggregate net carrying amount of approximately HK\$35 million (2020: HK\$20 million) were pledged to secure bank loans granted to the Group (note 30(a)(iii)).

22. STOCK OF CLASSIC CARS HELD FOR SALE

HK\$ million	2021	2020
Stock of classic cars held for sale, at the lower of cost and net realisable value	89	89

23. TRADE RECEIVABLES

HK\$ million	2021	2020
Trade receivables	262	251
Impairment	(15)	(13)
	247	238

The credit term given by the Group to its customers is generally one month, further details of which are included in note 5(ii) to the financial statements. The credit term granted to the customers of trading securities is up to 365 days (2020: 365 days). Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department for each segment to minimise credit risk. Overdue balances are reviewed regularly by senior management. As at 31 December 2021, the Group had a certain concentration of credit risk as 70% (2020: 73%) and 85% (2020: 88%) of the Group's trade receivables were due from the Group's largest customer and the five largest customers, respectively.

As at 31 December 2021, an aggregate amount of HK\$201 million (2020: HK\$201 million) of the trade receivables was secured by a charge over a property or a motor vehicle. The recoverability was assessed with reference to the fair value of the collateral, and the expected credit losses as at 31 December 2021 and 2020 were considered to be minimal.

Save as mentioned above, the Group does not hold any collateral or other credit enhancement over its trade receivable balances. Trade receivables are non-interest-bearing.



23. TRADE RECEIVABLES (continued)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the agreement date and invoice date and net of loss allowance, is as follows:

HK\$ million	2021		2020	
	Balance	Percentage	Balance	Percentage
Within 180 days	36	15	26	11
181 to 365 days	4	2	3	1
1 to 2 years	1	–	8	3
Over 2 years	206	83	201	85
	247	100	238	100

The movements in the loss allowance for impairment of trade receivables are as follows:

HK\$ million	2021	2020
At 1 January	13	11
Impairment losses recognised (note 6)	2	12
	15	23
Transfer to assets classified as held for sale	–	(10)
At 31 December	15	13

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses, except for certain trade receivable balances secured by collateral. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by product type, customer type and customer rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

23. TRADE RECEIVABLES (continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables without collateral using a provision matrix:

As at 31 December 2021

HK\$ million	Current	Past due			Total
		Within 6 months	6 to 12 months	Over 12 months	
Stage audio, lighting and engineering					
Expected credit loss rate	1.0%	23.8%	30.7%	61.7%	35.5%
Gross carrying amount	6.8	4.5	0.1	10.8	22.2
Expected credit losses	0.1	1.1	–	6.7	7.9
Classic cars, Ferrari dealership and Maserati importership					
Expected credit loss rate	3.3%	13.5%	39.2%	16.2%	12.5%
Gross carrying amount	10.2	6.3	2.5	5.7	24.7
Expected credit losses	0.3	0.9	1.0	0.9	3.1
Magazine publication business					
Expected credit loss rate	5.1%	20.9%	44.8%	64.6%	25.2%
Gross carrying amount	5.5	4.6	0.7	3.0	13.8
Expected credit losses	0.3	1.0	0.3	1.9	3.5
Property investment					
Expected credit loss rate	0.1%	0.1%	0.1%	0.1%	0.1%
Gross carrying amount	0.3	–	–	–	0.3
Expected credit losses	–	–	–	–	–
Total					
Expected credit loss rate	0.1%-5.1%	0.1%-23.8%	0.1%-44.8%	0.1%-64.6%	0.1%-35.5%
Gross carrying amount	22.8	15.4	3.3	19.5	61.0
Expected credit losses	0.7	3.0	1.3	9.5	14.5



23. TRADE RECEIVABLES *(continued)*

As at 31 December 2020

HK\$ million	Current	Past due			Total
		Within 6 months	6 to 12 months	Over 12 months	
Stage audio, lighting and engineering					
Expected credit loss rate	0.8%	24.2%	28.9%	52.4%	41.5%
Gross carrying amount	1.5	0.9	3.2	10.9	16.5
Expected credit losses	–	0.2	0.9	5.7	6.8
Classic cars and Ferrari dealership					
Expected credit loss rate	5.3%	10.3%	20.0%	20.5%	11.8%
Gross carrying amount	7.6	6.6	4.5	3.3	22.0
Expected credit losses	0.4	0.7	0.9	0.6	2.6
Magazine publication business					
Expected credit loss rate	8.2%	19.6%	43.2%	50.7%	35.4%
Gross carrying amount	2.5	1.8	1.9	5.1	11.3
Expected credit losses	0.2	0.4	0.8	2.6	4.0
Property investment					
Expected credit loss rate	0.1%	0.1%	0.1%	0.1%	0.1%
Gross carrying amount	0.2	–	–	–	0.2
Expected credit losses	–	–	–	–	–
Total					
Expected credit loss rate	0.1%-8.2%	0.1%-24.2%	0.1%-43.2%	0.1%-52.4%	0.1%-41.5%
Gross carrying amount	11.8	9.3	9.6	19.3	50.0
Expected credit losses	0.6	1.3	2.6	8.9	13.4



24. INVESTMENT IN A FILM

HK\$ million	2021	2020
Investment in a film classified as current assets which is expected to be recoverable:		
Within one year	80	80

The investment in a film was still under development at 31 December 2021 and 2020. Since the investment is expected to be recovered by the Group within 12 months, the amount was classified as a current financial asset. The investment is measured at fair value through profit or loss at the end of each reporting period. The directors consider that the fair value of the investment is approximated to its carrying amount (being the costs invested by the Group) as at 31 December 2021 and 2020. The investment in this film was unsecured, had a minimum guaranteed return of 80% for the amount invested and had no fixed terms of repayment. The investment is governed by the relevant agreements entered into between the Group and other investors whereby the Group is entitled to benefits generated from the distribution of the related film.

25. PREPAYMENTS AND OTHER RECEIVABLES

HK\$ million	2021	2020
Prepayments	14	22
Other receivables	447	454
	461	476
Impairment losses recognised (note 6)	(4)	–
	457	476
Current portion	(456)	(475)
Non-current portion	1	1

The movement in the loss allowance for impairment of other receivables are as follows:

HK\$ million	2021	2020
At 1 January	–	–
Impairment losses recognised (note 6)	4	–
At 31 December	4	–

As at 31 December 2021, included in the Group's other receivables were amounts due from an independent third party of HK\$336 million (2020: HK\$345 million), which are secured by certain equity interests in a company incorporated in Mainland and shall be settled on or before 17 December 2022. The amount is related to the disposal of certain equity interests in an entity to the independent third party in prior years. During the year, the Group received a partial settlement of HK\$9 million (2020: HK\$35 million). The recoverability was assessed with reference to the fair value of the collateral, and the expected credit losses as at 31 December 2021 were considered to be minimal (2020: minimal).



25. PREPAYMENTS AND OTHER RECEIVABLES *(continued)*

As at 31 December 2021, included in the Group's other receivables were also a gross amount due from a then non-controlling shareholder of Golden Wish of HK\$20 million (2020: Nil), which is secured by certain equity interests in companies incorporated in Hong Kong and Macau, and shall be settled by monthly installment by 31 December 2026. The balance is related to the disposal of subsidiaries to the then non-controlling shareholder of Golden Wish during the year as detailed in notes 11(b) and 37 to the financial statements.

An impairment analysis is performed at each reporting date by considering the expected credit losses, which are estimated by applying the probability of default approach with reference to the risks of default of the debtors. Management also takes into account the mitigating effect of the value of the collateral in the ECL analysis. As at 31 December 2021, in the opinion of the Company's directors, the probability of default applied to the receivable related to the disposal of Golden Wish was 100% (2020: Nil). As the aggregate fair value of the collateral was minimal, the loss given default applied was 20% (2020: Nil), and hence, an impairment loss of HK\$4,053,000 was recognised in the consolidated statement of profit or loss during the year (note 6).

Except for the above, the financial assets included in the other receivables relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2021, the loss allowance was assessed to be minimal (2020: minimal).

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The carrying amounts of financial assets at fair value through profit or loss as at the end of the reporting period and the movements during the year are as follows:

HK\$ million	Listed equity investment, at fair value (note a)	Other assets, at fair value (note b)	Total
As at 1 January 2020, 31 December 2020 and 1 January 2021	537	8	545
Net (losses)/gains from fair value adjustments recognised in other expenses, net in profit or loss	(287)	1	(286)
Disposal	–	(3)	(3)
As at 31 December 2021	250	6	256

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Notes:

- (a) The listed equity investment included the 53,667,100,000 shares in GBA Holdings, which was held by the Group for trading and was classified as financial asset at fair value through profit or loss under current assets. These shares were measured at fair value based on the closing market price of HK\$0.01 per share as at 31 December 2020 and using market approach based on price-to-book multiple ratio of comparable companies with similar risks as at 31 December 2021. As at 31 December 2021, the fair value of the listed shares in GBA Holdings held by the Group was HK\$250 million (2020: HK\$537 million).

As further disclosed in note 18(ii) to the financial statements, the Group has entered into an agreement to sell the shares to Top Pioneer in November 2021.

The fair value of this listed equity investment has been estimated on 31 December 2021 by Roma Appraisals Limited, using the market approach which was classified as level 3 fair value measurement hierarchy. The directors of the Company determine comparable public companies (peers) based on industry and leverage, and calculate an appropriate price multiple, which is price to book value ("P/B") multiple, for each comparable company identified. The multiple is calculated by dividing the market price per share by net asset value per share of the comparable company. The directors of the Company are of the opinion that the estimated fair value of HK\$250 million resulting from the valuation technique is reasonable and better reflects the fair value of the listed equity investment as at 31 December 2021.

Below is a summary of the valuation technique used and the key inputs to the valuation of the listed equity investment together with a quantitative sensitivity analysis as at 31 December 2021:

Valuation technique	Significant unobservable input	Range	Sensitivity of fair value to the input
Valuation multiples	Average P/B multiple of peers	0.92x–1.02x	5% increase/decrease in multiple would result in increase/decrease in fair value by HK\$8,815,000

The movements in fair value measurements within Level 3 during the year are as follows:

HK\$ million	2021	2020
Listed equity investment, at fair value		
At 1 January	-	-
Transfer into Level 3	537	-
Total fair value losses recognised in profit or loss included in other expenses, net	(287)	-
At 31 December	250	-

As at 31 December 2020, the fair value of the investment was determined based on the closing market price and therefore classified as Level 1 fair value measurement hierarchy. As at 31 December 2021, the fair value of the investment was determined based on P/B multiple of comparable companies with similar risks which were significant unobservable inputs, therefore the investment was transferred from Level 1 to Level 3 as at 31 December 2021.

- (b) The other assets at 31 December 2021 represented investments in club debentures which were mandatorily classified as financial assets at fair value through profit or loss under HKFRS 9 as their contractual cash flows are not solely payments of principal and interest. The other assets at 31 December 2020 represented investments in club debentures and an insurance policy of HK\$3 million which was disposed of during the current year.



27. CASH AND CASH EQUIVALENTS AND PLEDGED TIME DEPOSITS

HK\$ million	2021	2020
Cash and bank balances	57	48
Time deposits	40	43
	97	91
Less: Time deposits pledged for bank loans included in current portion (note 30(a)(iv))	(40)	(43)
Cash and cash equivalents	57	48

At the end of the reporting period, the cash and cash equivalents and pledged time deposits of the Group denominated in Renminbi (“RMB”) amounted to HK\$19 million (2020: HK\$19 million). The RMB is not freely convertible into other currencies. However, under The Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks carried interest at floating rates based on daily bank deposit rates. Short term time deposits were made for varying periods of between one day and one month depending on the immediate cash requirements of the Group, and carried interest at the respective short term time deposit rates. The bank balances and pledged deposits were placed with creditworthy banks with no recent history of default.

28. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

HK\$ million	2021		2020	
	Balance	Percentage	Balance	Percentage
Current to 30 days	13	28	2	3
31 to 60 days	11	24	29	50
61 to 90 days	12	26	2	3
Over 90 days	10	22	25	44
	46	100	58	100

The trade payables were interest-free, unsecured and were normally settled on a 60-day term.



29. OTHER PAYABLES AND ACCRUALS

HK\$ million	Notes	2021	2020
Contract liabilities	(a)	252	198
Other payables	(b)	52	24
Accruals		18	14
		322	236

Notes:

(a) Details of contract liabilities as at 31 December 2021 and 2020 are as follows:

HK\$ million	31 December 2021	31 December 2020	1 January 2020
<i>Short-term advances received from customers</i>			
Sale of Ferrari cars	180	189	232
Sale of Maserati cars	11	–	–
Sale of classic cars	55	–	–
Sale of plastic components and child products	–	–	13
Sale and leasing of stage audio and lighting equipment and provision of stage technical and engineering services	3	6	5
Provision of advertising services	3	3	3
Total contract liabilities	252	198	253

Contract liabilities include receipts in advance for Ferrari cars, Maserati cars, classic cars, plastic components and child products, the sale and leasing of stage audio and lighting equipment and provision of stage technical and engineering services, and the provision of advertising services.

The increase in contract liabilities in 2021 was mainly due to the combined effect of the decrease in short-term advances received from customers in relation to the sale of Ferrari cars and increase in short-term advances received from customers in relation to the sale of Maserati cars and classic cars.

The decrease in contract liabilities in 2020 was mainly due to the decrease in short-term advances received from customers in relation to the sale of Ferrari cars.

(b) Other payable includes a balance of HK\$11,300,000 (2020: Nil) due to an immediate family member of Mr. Mak, which is unsecured, interest-free and has no fixed terms of repayment. Remaining balances are non-interest-bearing and have an average term of three months.



30. INTEREST-BEARING BANK AND OTHER BORROWINGS

	31 December 2021			31 December 2020		
	Effective interest rate (%)	Maturity	HK\$ million	Effective interest rate (%)	Maturity	HK\$ million
Current						
Lease liabilities (note 14(b))	1.90-6.00	2022	28	1.90-6.00	2021	31
Bank loans — secured	1.15-2.90	2022 or on demand	1,433	1.18-2.93	2021 or on demand	253
Other loan — secured	3.17-4.75	2022	35	3.21-4.78	2021	17
Other loan — unsecured	10.00	2022	12	10.00	2021	15
			1,508			316
Non-current						
Lease liabilities (note 14(b))	1.90-6.00	2023-2025	14	1.90-6.00	2022-2024	23
Bank loans — secured	1.90-2.75	2023-2042	190	1.18-2.93	2022-2041	1,395
Other loan — unsecured	7.00	2023	70	-	-	-
			274			1,418
			1,782			1,734

HK\$ million	2021	2020
Analysed into:		
Bank loans repayable:		
Within one year or on demand	1,433	253
In the second year	19	241
In the third to fifth years, inclusive	36	669
Beyond five years	135	485
	1,623	1,648
Other borrowings repayable:		
Within one year or on demand	75	63
In the second year	80	18
In the third to fifth years, inclusive	4	5
	159	86
	1,782	1,734



30. INTEREST-BEARING BANK AND OTHER BORROWINGS *(continued)*

- (a) As at 31 December 2021, certain of the Group's bank loans were secured by:
- (i) pledge of certain prepaid land lease payments and owned buildings of the Group situated in Hong Kong with an aggregate carrying amount at the end of the reporting period of approximately HK\$588 million (2020: HK\$610 million) (note 14);
 - (ii) pledge of the Group's investment properties situated in Hong Kong, which had an aggregate carrying amount at the end of the reporting period of approximately HK\$1,651 million (2020: HK\$1,645 million) (note 15);
 - (iii) pledge of certain inventories of the Group, which had an aggregate carrying amount at the end of the reporting period of approximately HK\$35 million (2020: HK\$20 million) (note 21); and
 - (iv) pledge of certain time deposits of the Group with an aggregate amount of HK\$40 million (2020: HK\$43 million) (note 27).
- (b) Other than certain bank borrowings with a carrying amount of HK\$2 million denominated in United States dollars as at 31 December 2020, all bank and other borrowings of the Group were denominated in Hong Kong dollars as at 31 December 2021 and 2020.
- (c) Approximately HK\$1,051 million (2020: Nil) bank borrowings repayable over one year were classified as current liabilities as at 31 December 2021 in accordance with the relevant accounting standards. The classification was resulted from non-compliance of a debt covenant related to the amount of shareholders' fund under certain facilities agreements entered into by the Group with one of its bankers, which has been made known to the banker by the Group before the year end date. Subsequent to the end of the reporting period, the bank has revised the debt covenant, upon which the Group has rectified the non-compliance and reclassified the balances to non-current liabilities.
- (d) Approximately HK\$157 million (2020: Nil) bank borrowings classified as within one year or repayable on demand in current liabilities as at 31 December 2021 were not complied with a debt covenant related to the amount of shareholders' fund under certain facilities agreements entered into by the Group with one of its bankers, which has been made known to the banker by the Group before the year end date. As the balances have already been classified as within one year or repayable on demand as at 31 December 2021, the non-compliance does not have any significant impact on the financial statements of the Group.



31. CONVERTIBLE BONDS

On 30 March 2016, the Company issued the 5% coupon convertible bonds (the “2024 Convertible Bonds”) with an aggregate principal amount of HK\$250,200,000 to Capital Force International Limited (“Capital Force”) and New Capital Industrial Limited (“New Capital”). Details of the 2024 Convertible Bonds are set out as follows:

On 30 March 2016, pursuant to the sale and purchase agreement dated 27 January 2016 (as amended by the supplemental agreement dated 17 February 2016) entered into between Mr. Mak, the chairman and controlling shareholder of the Company, as vendor and the Company as purchaser in respect of the acquisition from Mr. Mak of the entire issued share capital of the companies which hold the properties situated at House 38 and House 39, No. 56 Repulse Bay Road, Repulse Bay, Hong Kong, the Company issued the 2024 Convertible Bonds with an aggregate principal amount of HK\$250,200,000, of which bonds with principal amounts of HK\$180,000,000 and HK\$70,200,000 were issued to Capital Force and New Capital, respectively, as consideration for the Acquisition. The maturity date of the 2024 Convertible Bonds will fall on the eighth anniversary of the date of issue of the 2024 Convertible Bonds, which will fall due on 30 March 2024. The 2024 Convertible Bonds are convertible at the option of the bondholders into ordinary shares at the initial conversion price of HK\$0.90 per conversion share (subject to adjustments pursuant to the terms and conditions of the 2024 Convertible Bonds). The 2024 Convertible Bonds shall be redeemable at the option of the Company at any time on or before 30 March 2024. The 2024 Convertible Bonds are unsecured, and carry interest at 5% per annum on the outstanding principal amount. Interest is payable monthly.

The 2024 Convertible Bonds were split into liability and equity components upon initial recognition by recognising the liability component at fair value and attributing to the equity component the residual amount. The fair value of the liability component of these convertible bonds was estimated at the issuance date using cash flows discounted at a rate based on an effective interest rate of 6.57%. The residual amount was assigned as the equity component and was included in shareholders’ equity. The fair value of the 2024 Convertible Bonds was determined as of the date of issue by reference to the valuations performed by an independent firm of professionally qualified valuers, Greater China Appraisal Limited. The liability component and equity component are remeasured at amortised cost and not remeasured, respectively, subsequent to the initial recognition.

The conversion price of the 2024 Convertible Bonds was adjusted from HK\$0.90 to HK\$0.87, from HK\$0.87 to HK\$0.84, from HK\$0.84 to HK\$0.78, from HK\$0.78 to HK\$0.75, and then from HK\$0.75 to HK\$0.72 per conversion share on 1 June 2016, 15 September 2016, 18 September 2017, 5 June 2018, and 19 September 2018, respectively, pursuant to the terms and conditions of the 2024 Convertible Bonds.

During the year ended 31 December 2021, there was no conversion or movement of the 2024 Convertible Bonds. The 2024 Convertible Bonds with an aggregate principal amount of HK\$250,200,000 (2020: HK\$250,200,000) were outstanding as at 31 December 2021.

The movements in 2024 Convertible Bonds during the year are as follows:

HK\$ million	2021	2020
Liability component at 1 January	240	237
Interest expense	15	15
Interest paid	(12)	(12)
Liability component at 31 December	243	240



32. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

HK\$ million	Depreciation allowances in excess of related depreciation	Revaluation of properties	Total
Gross deferred tax liabilities at 1 January 2020	5	22	27
Deferred tax credited to the statement of profit or loss during the year (note 10)	(5)	–	(5)
Gross deferred tax liabilities at 31 December 2020, 1 January 2021 and 31 December 2021	–	22	22

Deferred tax assets

HK\$ million	Losses available for offsetting against future taxable profits
Gross deferred tax assets at 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021	1

At 31 December 2021, the Group had tax losses of HK\$1,257 million (2020: HK\$1,098 million), which were available indefinitely for offsetting against future taxable profits of the companies in which the losses arose, and for which no deferred tax assets were recognised in respect of these losses as it was not considered probable that taxable profits would be available against which the tax losses could be utilised.

33. SHARE CAPITAL

Shares

HK\$ million	2021	2020
Authorised: 2,000,000,000 (2020: 2,000,000,000) ordinary shares of HK\$0.10 each	200	200
Issued and fully paid: 873,111,452 (2020: 873,111,452) ordinary shares of HK\$0.10 each	87	87

A summary of movements in the Company's share capital is as follows:

	Number of ordinary shares of HK\$0.10 each in issue	Issued capital HK\$ million	Share premium account HK\$ million	Total HK\$ million
At 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021	873,111,452	87	223	310

Share options

Details of the Company's share option scheme are detailed in note 34 to the financial statements.



34. SHARE OPTION SCHEME

Share option scheme of the Company

The 2011 Scheme

The 2011 Scheme was adopted by the Company on 27 May 2011 and expired on 26 May 2021.

As at 31 December 2021, there was no share option under the 2011 Scheme remain outstanding and exercisable. No share options were granted, exercised, lapsed or cancelled by the Company under the 2011 Scheme during the year. No share option has ever been granted under the 2011 Scheme.

The 2021 Scheme

At the AGM held on 23 June 2021 (the “2021 AGM”), an ordinary resolution was passed by the Shareholders to adopt the new 2021 Scheme. Unless otherwise cancelled or amended, the 2021 Scheme will be valid for 10 years from the date of adoption which was 23 June 2021. When the 2021 Scheme was approved by the Shareholders at the 2021 AGM and the Shareholders also approved that the total number of Shares which may be allotted and issued upon exercise of all share options to be granted under the 2021 Scheme and any other share option scheme(s) must not in aggregate exceed 10% of the Shares in issue as at the date of the 2021 AGM (i.e. 87,311,145 Shares). As at the date of the 2021 AGM, the total number of issued Shares was 873,111,452. Shares which would have been issuable have lapsed or cancelled in accordance with the terms of the 2021 Scheme and any other share option scheme(s) will not be counted for the purpose of the 10% limit. On 25 June 2021, the Listing Committee also granted approval for the listing of, and permission to deal in, such 87,311,145 Shares on the Stock Exchange which may fall to be allotted and issued by the Company pursuant to the terms and conditions of the 2021 Scheme.

Notwithstanding the foregoing, Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the 2021 Scheme and any other share option scheme(s) of the Company at any time shall not exceed 30% of the total number of the Shares in issue from time to time. No share option shall be granted under any share option scheme(s) (including the 2021 Scheme) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

The purpose of the 2021 Scheme is to enable the Company to grant share options to the Eligible Participants, as incentives and/or rewards for their contribution or potential contribution to the Group and/or any entity interest in which any member of the Group holds any entity interest (the “Invested Entity”) and/or the holding company of the Company (if applicable).

The eligible participants of the 2021 Scheme include:

- (a) any director or proposed director (whether executive, non-executive or independent non-executive director (“INED”)), any executive, officer, employee or any person to whom any offer of employment has been made, executive or officer (whether full-time or part-time, on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) of the Group;
- (b) any supplier or services provider or goods provider to offer more economic and quality supplies to the Group;
- (c) any customer to maximise the quantity of their orders and increase loyalty to the Group;
- (d) any adviser, professional, consultant and agent to provide better services to the Group; and



34. SHARE OPTION SCHEME *(continued)*

Share option scheme of the Company *(continued)*

The 2021 Scheme (continued)

- (e) business partner or shareholder(s) of any Invested Entity and/or the holding company of the Company and/or any member of the Group who have contributed or will contribute to the growth and development of the Group;

(collectively as the “Eligible Participants”).

Pursuant to the 2021 Scheme, the total number of Shares issued and which may fall to be issued upon exercise of the share options granted under the 2021 Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding share options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the total number of Shares in issue as at the date of grant.

Any further grant of share options in excess of this 1% limit shall be subject to the issue of a circular by the Company and the approval of the Shareholders in a general meeting with such Eligible Participant and his/her associates abstaining from voting and/or other requirements prescribed under the Listing Rules from time to time. Any circular to be issued by the Company must disclose, amongst other things, the details of the share options, including share options exercised or outstanding.

Any grant of share options to a director, chief executive or substantial shareholder of the Company or any of their respective associates is required to be approved by the INEDs, excluding the INED(s) who is/are the grantee(s) of the share options.

If the Company proposes to grant share options to a substantial shareholder of the Company or any INED or their respective associates which will result in the number of Shares issued and to be issued upon exercise of share options granted (including share options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of the offer of such grant:

- (a) representing in aggregate over 0.1% of the total number of Shares in issue as at the date of the offer; and
- (b) having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange as at the date of each offer,

such further grant of share options will be subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting at which the grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of the Company shall abstain from voting, and/or such other requirements prescribed under the Listing Rules from time to time except that the grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of the Company may vote against the relevant resolution at the general meeting, provided that his/her intention to do so has been stated in the circular.

There is no specific requirement under the 2021 Scheme that a share option must be held for any minimum period before it can be exercised, but the terms of the 2021 Scheme provide that the Board has the discretion to impose a minimum period at the time of grant of any particular share option.



34. SHARE OPTION SCHEME *(continued)*

Share option scheme of the Company *(continued)*

The 2021 Scheme (continued)

The date of grant of any particular share option is the date when the duplicate offer document constituting acceptance of the share option duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration is received by the Company, and such date must be on or before the 28th day after the share option is offered to the relevant grantee(s).

The period during which a share option may be exercised will be determined by the Board at its absolute discretion, save that no share option may be exercised more than 10 years after it has been granted. No share option may be granted upon the expiry of the 10th anniversary of the approval date of the 2021 Scheme. Subject to earlier termination by the Company in general meeting or by the Board in accordance with the terms of the 2021 Scheme, the 2021 Scheme shall be valid and effective for a period of 10 years commencing on the adoption date which was 23 June 2021.

The exercise price for a Share in respect of any particular share option granted under the 2021 Scheme (which shall be payable upon exercise of the share option) shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day (and for this purpose shall be taken to be the date of the Board meeting at which the Board proposes to grant the share options);
- (b) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant; and
- (c) the nominal value of a Share.

The Company's share options do not confer rights on the holders to dividends or to vote at the general meetings of the Company.

As at 31 December 2021, there was no share option was granted under the 2021 Scheme and the total number of share options available for grant under the 2021 Scheme is 87,311,145 and the total number of Shares which may be issued upon grant and exercise of all such share options is 87,311,145, which represents 10% of the total number of issued Shares. No share option was granted, exercised or cancelled, under the 2011 Scheme during the year.



35. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 68 of the financial statements.

The Group's capital reserve was created from the reduction of the Company's share capital which became effective on 7 August 2002.

36. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

	2021	2020
Percentage of equity interest held by non-controlling interests:		
AHM	28%	28%
HHL	27%	27%
HK\$ million	2021	2020
Loss for the year allocated to non-controlling interests:		
AHM	(3)	(3)
HHL	(1)	(3)
Accumulated balances of non-controlling interests at the reporting date:		
AHM	7	10
HHL	2	3

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

2021	AHM HK\$ million	HHL HK\$ million
Revenue	36	12
Total expenses, net	46	15
Loss for the year	(10)	(3)
Total comprehensive loss for the year	(10)	(3)
Current assets	67	10
Non-current assets	26	11
Current liabilities	61	10
Non-current liabilities	6	2
Net cash flows from/(used in) operating activities	8	(6)
Net cash flows used in investing activities	-	-
Net cash flows (used in)/from financing activities	(8)	5
Net increase in cash and cash equivalents	-	(1)



36. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS *(continued)*

2020	AHM HK\$ million	HHL HK\$ million
Revenue	9	7
Total expenses, net	21	18
Loss for the year	(12)	(11)
Total comprehensive loss for the year	(12)	(11)
Current assets	80	10
Non-current assets	32	17
Current liabilities	59	11
Non-current liabilities	16	4
Net cash flows used in operating activities	(2)	(5)
Net cash flows used in investing activities	–	–
Net cash flows from financing activities	3	3
Net increase/(decrease) in cash and cash equivalents	1	(2)

37. DISPOSAL OF SUBSIDIARIES

HK\$ million	2021
Net assets disposed of:	
Property, plant and equipment	12
Goodwill	14
Trade receivables	15
Prepayments and other receivables	20
Trade payables	(25)
Other payables and accruals	(11)
Interest-bearing bank and other borrowings	(1)
	24
Discounting time value of the consideration	5
Gain on disposal of subsidiaries (note 5)	1
	30
Satisfied by:	
Cash consideration per sale and purchase agreement	30



37. DISPOSAL OF SUBSIDIARIES *(continued)*

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

HK\$ million	
Cash consideration per sale and purchase agreement	30
Discounting time value of the consideration	(5)
Consideration receivable included in other receivables as at year end	(20)
Net cash inflow of cash and cash equivalents in respect of the disposal of subsidiaries	5

38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**(a) Major non-cash transaction**

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$21 million (2020: HK\$5 million) and HK\$21 million (2020: HK\$5 million), respectively, in respect of lease arrangements for office premises, other equipment and motor vehicles.

(b) Changes in liabilities arising from financing activities

2021

HK\$ million	Bank and other loans	Lease liabilities	Convertible bonds
At 1 January 2021	1,680	54	240
New leases	–	21	–
Changes from financing cash flows	60	(33)	–
Interest expense	48	1	15
Interest paid classified as operating cash flows	(48)	(1)	(12)
COVID-19-related rent concessions from lessors	–	–*	–
At 31 December 2021	1,740	42	243



38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Changes in liabilities arising from financing activities (continued)

2020

HK\$ million	Bank and other loans	Lease liabilities	Convertible bonds
At 1 January 2020	1,653	87	237
New leases	–	5	–
Included in liabilities directly associated with the assets classified as held for sale	(1)	–	–
Changes from financing cash flows	28	(34)	–
Interest expense	58	3	15
Interest paid classified as operating cash flows	(58)	(3)	(12)
COVID-19-related rent concessions from lessors	–	(4)	–
At 31 December 2020	1,680	54	240

* Less than HK\$1 million

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

HK\$ million	2021	2020
Within operating activities	(1)	(3)
Within financing activities	(33)	(34)
	(34)	(37)

39. CONTINGENT LIABILITIES

Litigations

During 2017 and in or about August 2018, various property purchasers initiated legal proceedings against a subsidiary of the Company (the “Relevant Subsidiary”) concerning alleged misrepresentations on the part of the Relevant Subsidiary in relation to certain properties sold by the Relevant Subsidiary. In September 2018, the Court ordered that all individual legal proceedings against the Relevant Subsidiary were consolidated into one legal proceedings. Based on the existing legal documents and advice of the legal advisor of the Company, the directors of the Company are of the opinion that there is a reasonably good chance of success in the defence by the Relevant Subsidiary. In the opinion of the Directors, no provision is considered necessary for the claims arising from the legal proceedings at the end of the reporting period (2020: Nil).



40. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank loans are included in note 30(a) to the financial statements.

41. COMMITMENTS

As at 31 December 2021, capital commitment of the Group amounted to approximately HK\$5 million (2020: HK\$6 million). The Group intends to finance the capital commitment by the internal resources.

42. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the reporting period.

HK\$ million	Notes	2021	2020
Sales of components to the GBA Holdings Group	(i)	–	4.7
Management information system service expense paid to the GBA Holdings Group	(ii)	–	2.3
Purchase of child products from the GBA Holdings Group	(iii)	–	4.7
Interest expense on the 2024 Convertible Bonds	(iv)	15.4	15.3
Rental income on investment properties	(v)	–	2.7
Interest expenses paid to the GBA Holdings Group	(vi)	2.8	–
Administrative service fee from the GBA Holdings Group	(vii)	2.9	2.9
Service fee from the GBA Holdings Group	(viii)	–	2.9



42. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

Notes:

- (i) These sales for 2020 represented components and tooling manufactured by the Group and sold to the GBA Holdings Group, based on terms and conditions of the component manufacturing agreement entered into between the Company and GBA Holdings on 15 November 2018 (the "2018 Component Agreement"). The 2018 Component Agreement had a term of three years from 1 January 2019 to 31 December 2021. Pursuant to the component agreements, the Company agreed to manufacture and supply through its subsidiaries certain plastic casings, components and other component products and tooling to the GBA Holdings Group. In accordance with the terms of the 2018 Component Agreement, the purchase prices of plastic casings, components and other component products were determined based on the direct material costs plus a mark-up of no more than 250%. The charges for the tooling were determined based on the total costs plus a mark-up of no more than 50%. On 24 January 2021, the 2018 Component Agreement was terminated.
- (ii) The management information system service fee was charged by GBA Holdings to the Company for the provision of general management information system support, network and software consultation and hardware maintenance services. The fee was determined in accordance with the terms and conditions set out in the agreement dated 6 December 2017 entered into between the Company and GBA Holdings, which had a term of three years from 1 January 2018 to 31 December 2020.
- (iii) This represented the transaction amount for the supply of feeding, health care, hygiene, safety, toy and other related products for infants and babies which were supplied by the GBA Holdings Group to the Group during 2020 based on an agreement dated 15 November 2018 entered into between GBA Holdings and the Company (the "2018 Child Products Agreement") for a term of three years from 1 January 2019 to 31 December 2021. Pursuant to the 2018 Child Products Agreement, the price of the child products to be supplied by the GBA Holdings Group for the Group would be the higher of the sum of the direct material costs plus a mark-up no more than 250% of the direct material costs and the selling prices that the Group sold to independent third parties less a discount of up to 10%. On 24 January 2021, the 2018 Child Products Agreement was terminated.
- (iv) On 27 January 2016, the Company entered into the sale and purchase agreement with Mr. Mak to acquire all the issued shares of Capital Force and New Capital (collectively as the "Property Holding Companies") from Mr. Mak and the shareholder's loans then due to Mr. Mak by the Property Holding Companies for the share consideration of approximately HK\$250 million (which was satisfied by the issue of the 2024 Convertible Bonds) and the cash consideration of approximately HK\$29 million. Details of the acquisition are set out in note 31 to the financial statements. The aforesaid transactions constituted non-exempt connected transactions for the Company under the Listing Rules. During the year ended 31 December 2021, total interest of HK\$15 million (2020: HK\$15 million) was incurred by the Company on the 2024 Convertible Bonds to Capital Force and New Capital.
- (v) On 6 December 2017, two indirect wholly-owned subsidiaries of the Company entered into the tenancy agreements with Mr. Mak to lease the properties, situated at House 38 and House 39, No. 56 Repulse Bay Road to Mr. Mak for a rental period from 1 January 2018 to 31 December 2020 at a monthly rental (inclusive of the management fee and government rent and rates) of HK\$270,000 and HK\$260,000, respectively. The rental was determined based on market rental. The rental transactions constituted non-exempt continuing connected transactions for the Company under the Listing Rules. The tenancy agreements were early terminated on 1 June 2020. During the year ended 31 December 2020, rental income of approximately HK\$3 million in aggregate was charged to Mr. Mak. Mr. Mak no longer uses the properties thus no new tenancy agreement was signed during the year ended 31 December 2021.
- (vi) In June 2021, the Group has signed a loan agreement with a subsidiary of GBA Holdings, in which the Group borrowed HK\$70,000,000 at interest rate of 7% per annum for 2 years. The interest expenses were paid to a subsidiary of GBA Holdings by the Company during the year ended 31 December 2021.
- (vii) The administrative service income was received from GBA Holdings and a subsidiary of GBA Holdings for the provision of general administrative services during 2021 and 2020.
- (viii) The service income was received from GBA Group for the provision of services regarding the products trading business of the GBA Holdings Group during the year ended 31 December 2020. No such service was provided during the year ended 31 December 2021.
- (ix) The Company has complied with the relevant requirements under Chapter 14A of the Listing Rules in respect of the non-exempt connected transaction and non-exempt continuing connected transactions as set out in aforesaid notes (iv) and (v), respectively.

(b) Compensation of key management personnel of the Group

HK\$ million	2021	2020
Short term employee benefits	18	19

Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.



43. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2021

HK\$ million

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
Trade receivables	–	247	247
Investment in a film	80	–	80
Financial assets included in prepayments and other receivables	–	443	443
Financial assets at fair value through profit or loss	256	–	256
Pledged time deposits	–	40	40
Cash and cash equivalents	–	57	57
	336	787	1,123

Financial liabilities

	Financial liabilities at amortised cost
Trade payables	46
Other payables and accruals	59
Interest-bearing bank and other borrowings	1,782
Convertible bonds	243
	2,130



43. FINANCIAL INSTRUMENTS BY CATEGORY *(continued)*

2020

HK\$ million

Financial assets

	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Total
Trade receivables	–	238	238
Investment in a film	80	–	80
Financial assets included in prepayments and other receivables	–	454	454
Financial assets at fair value through profit or loss	545	–	545
Pledged time deposits	–	43	43
Cash and cash equivalents	–	48	48
	625	783	1,408

Financial liabilities

	Financial liabilities at amortised cost
Trade payables	58
Other payables and accruals	28
Interest-bearing bank and other borrowings	1,734
Convertible bonds	240
	2,060

44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments reasonably approximate to fair values.

Management has assessed that the fair values of cash and cash equivalents, pledged time deposits, trade receivables, trade payables, financial assets included in prepayments and other receivables, and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's corporate finance team headed by the group finance director is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The corporate finance team reports directly to the directors and the audit committee of the Company. At each reporting date, the corporate finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the directors of the Company. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair values of the non-current portion of interest-bearing bank and other borrowings of HK\$277 million (2020: HK\$1,472 million) have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2021 and 2020 was assessed to be insignificant.

The fair value of the liability portion of the convertible bonds of HK\$243 million (2020: HK\$240 million) is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration of the Group's own non-performance risk.

The fair value of listed equity investment is valued by using market approach based on price-to-book multiple of comparable companies with similar risks and based on quoted market price as at 31 December 2021 and 2020, respectively.

The fair values of the insurance policy designated at fair value through profit or loss as at 31 December 2020 had been stated with reference to the quoted value provided by the issuer.

The fair value of the investment in a film has been measured, at initial recognition, at the costs of investment based on the cash consideration of the investment. The carrying amount at the end of the reporting period represented the fair value of the estimated net future cash flows from the investment attributable to the Group.

The fair values of other assets are based on quoted market prices.



44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Fair value hierarchy

HK\$ million	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Assets measured at fair value as at 31 December 2021:				
Financial assets at fair value through profit or loss				
– Listed equity investment, at fair value	–	–	250	250
– Other assets, at fair value	6	–	–	6
	6	–	250	256
Assets measured at fair value as at 31 December 2020:				
Financial assets at fair value through profit or loss				
– Listed equity investments, at fair value	537	–	–	537
– Other assets, at fair value	8	–	–	8
	545	–	–	545

As at 31 December 2020, the fair value of the listed equity investment was determined based on the closing market price and therefore classified as Level 1 investment. As at 31 December 2021, the fair value of the investment was determined based on price-to-book multiple of comparable companies with similar risks which were significant unobservable inputs, therefore the investment was transferred from Level 1 to Level 3 as at 31 December 2021.

The Group did not have any financial liabilities measured at fair value as at 31 December 2021 (2020: Nil).

During the year ended 31 December 2021, except for the listed equity investment transferred from Level 1 to Level 3, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial assets (2020: Nil).

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank and other borrowings, cash and bank balances and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings with floating interest rates. The Group operates at a low gearing ratio and as the market interest rates are stable and are maintained at a relatively low level, the Group's interest rate risk is not significant.

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Group's loss before tax (through the impact on floating rate borrowings).

	Increase/ (decrease) in basis points	Increase/ (decrease) in loss before tax HK\$ million
2021		
HK\$	100	17
HK\$	(100)	(17)
	Increase/ (decrease) in basis points	Increase/ (decrease) in loss before tax HK\$ million
2020		
HK\$	100	17
HK\$	(100)	(17)



45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Foreign currency risk

The Group has transactional currency exposures. These exposures arise from sales or purchases by or expenditure of operating units in currencies other than the units' functional currency. During the year, the Group did not use any financial instruments for hedging purposes.

A reasonably possible strengthening (weakening) in the exchange rate of RMB against the Hong Kong dollar of 3.22% (2020: 7.94%) would result in increase (decrease) on the Group's loss before tax (due to changes in the fair value of monetary assets and liabilities) by HK\$0.7 million (2020: HK\$1.5 million) in 2021.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, and financial assets at fair value through profit or loss, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. There is no significant concentration of credit risk in relation to the Group's financial assets, other than trade and other receivables. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in notes 23 and 25 to the financial statements, respectively.

For the Group's trade receivables, since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by counterparty.

Certain of the Group's trade receivables and other receivables are secured by collateral provided by independent third parties, details of which are described in notes 23 and 25 to the financial statements.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.



45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2021	12-month ECLs		Lifetime ECLs		Simplified approach	Total
	Stage 1	Stage 2	Stage 3			
HK\$ million						
Trade receivables*	–	–	–		262	262
Financial assets included in prepayments and other receivables	427	–	20		–	447
Pledged deposits	40	–	–		–	40
Cash and cash equivalents	57	–	–		–	57
	524	–	20		262	806

As at 31 December 2020	12-month ECLs		Lifetime ECLs		Simplified approach	Total
	Stage 1	Stage 2	Stage 3			
HK\$ million						
Trade receivables*	–	–	–		251	251
Financial assets included in prepayments, and other receivables	454	–	–		–	454
Pledged deposits	43	–	–		–	43
Cash and cash equivalents	48	–	–		–	48
	545	–	–		251	796

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 23 to the financial statements.



45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, interest-bearing bank and other borrowings and lease liabilities. In addition, banking facilities have been put in place for contingency purposes.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

As at 31 December 2021

HK\$ million

	Within one year or on demand	In the second year	In the third to fifth years, inclusive	Beyond five years	Total
Trade payables	46	–	–	–	46
Other payables and accruals	59	–	–	–	59
Convertible bonds	15	15	250	–	280
Lease liabilities	26	6	2	–	34
Other interest-bearing bank and other borrowings	1,533	101	42	138	1,814
	1,679	122	294	138	2,233

As at 31 December 2020

HK\$ million

	Within one year or on demand	In the second year	In the third to fifth years, inclusive	Beyond five years	Total
Trade payables	58	–	–	–	58
Other payables and accruals	38	–	–	–	38
Convertible bonds	15	15	250	–	280
Lease liabilities	31	17	–	–	48
Other interest-bearing bank and other borrowings	333	280	704	496	1,813
	475	312	954	496	2,237

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments included in financial assets at fair value through profit or loss (note 26) as at 31 December 2020. The Group's listed investments are listed on the Hong Kong Stock Exchange and is valued by using market approach based on price-to-book multiple of comparable companies with similar risks as at 31 December 2021 and based on quoted market prices as at 31 December 2020.

The market equity indices for the following stock exchange, at the close of business of the nearest trading day during in the year to the end of the reporting period, and their respective highest and lowest points during the year were as follows:

	31 December 2021	High/low 2021	31 December 2020	High/low 2020
Hong Kong — Hang Seng Index	23,398	23,590/ 23,395	27,231	29,056/ 21,696

The following table demonstrated the sensitivity analysis to every 1% increase in the fair values of the listed equity investment that valued at quoted market price:

	Carrying amount HK\$ million	(Increase)/ decrease in loss before tax HK\$ million	Increase/ (decrease) in equity* HK\$ million
2021			
Equity investment listed in Hong Kong – Financial assets at fair value through profit or loss	N/A	N/A	N/A
2020			
Equity investment listed in Hong Kong – Financial assets at fair value through profit or loss	537	5	–

* Excluding retained profits/accumulated losses



45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Capital management

The primary objectives of the Group's capital management are to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholders' value.

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. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2021 and 2020.

The Group monitors capital using a gearing ratio, which is total borrowings divided by total capital plus total borrowings. The Group includes interest-bearing bank and other borrowings in the total borrowings. Capital represents equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

HK\$ million	31 December 2021	31 December 2020
Interest-bearing bank and other borrowings (note 30)	1,782	1,734
Total borrowings	1,782	1,734
Total capital	1,621	2,138
Total capital and borrowings	3,403	3,872
Gearing ratio	52.4%	44.8%

46. EVENT AFTER THE REPORTING PERIOD

The following is a summary of legal proceedings initiated by the Group against Party A and Party B:

- (1) Back in December 2013 and March 2014, Goldbay Fortis Limited ("GF"), an indirect wholly-owned subsidiary of the Company, initiated legal proceedings respectively against Party A and Party B (Party A is an indirect wholly-owned subsidiary of Party B) in relation to the intended sale and purchase of a commercial development project in Hong Kong and 49% interest of the car park development at the same premises (collectively the "Legal Actions").
- (2) By a judgment handed down by the Court of First Instance on 16 June 2021 (the "Judgment"), the Court found in favour of GF, dismissed the counter-claims made by Party A and Party B, and awarded GF damages, interests and costs against Party A and Party B (on a joint and several basis).
- (3) Subsequently, Party A and Party B have lodged an appeal against the Judgment (the "Appeals") which Appeals have been listed to be heard before the Court of Appeal in December 2022.
- (4) Through amicable settlement discussions/negotiations, GF and Party A and Party B have come to an agreement in full and final settlement of the Legal Actions and all related matters (inclusive of the Appeals) by payment of an all-inclusive settlement sum of HK\$93,250,000 to GF.
- (5) Pursuant to the settlement agreement dated 24 March 2022 executed between GF, Party A and Party B, all parties have been fully and absolutely discharged from all or any liabilities and claims and/or counterclaims, remedies, cause of action of whatever nature, interests, costs, rights and entitlements arising out of or in connection with the Legal Actions, all related applications and Appeals as well as the subject matter of the Legal Actions.

As a result of the settlement of the aforesaid legal proceedings, it is expected that the Group will recognise an unaudited gain of approximately HK\$93 million in the profit and loss for the year ending 31 December 2022.



47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

HK\$ million	2021	2020
ASSETS		
Non-current assets		
Investments in subsidiaries	1,940	1,988
Current assets		
Due from subsidiaries	548	727
Prepayments and other receivables	8	9
Cash and cash equivalents	9	3
Total current assets	565	739
Total assets	2,505	2,727
EQUITY AND LIABILITIES		
Issued capital	87	87
Reserves (note)	1,055	1,333
Total equity	1,142	1,420
Non-current liabilities		
Convertible bonds	243	240
Interest-bearing bank and other borrowings	70	–
Total current liabilities	313	240
Current liabilities		
Other payables and accruals	4	12
Due to subsidiaries	932	925
Interest-bearing bank and other borrowings	114	130
Total current liabilities	1,050	1,067
Total liabilities	1,363	1,307
Total equity and liabilities	2,505	2,727
Net current liabilities	(485)	(328)
Total assets less current liabilities	1,455	1,660



47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

HK\$ million	Capital redemption reserve	Share premium account	Capital reserve*	Distributable reserve	Equity component of convertible bonds	Accumulated losses	Total
At 1 January 2020	24	223	741	841	22	(537)	1,314
Profit and total comprehensive income for the year	-	-	-	-	-	19	19
At 31 December 2020 and 1 January 2021	24	223	741	841	22	(518)	1,333
Loss and total comprehensive loss for the year	-	-	-	-	-	(278)	(278)
At 31 December 2021	24	223	741	841	22	(796)	1,055

* The Company's capital reserve was created from the reduction of share capital which became effective on 7 August 2002.

48. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 31 March 2022.



other information

PARTICULARS OF THE GROUP'S INVESTMENT PROPERTIES AS AT 31 DECEMBER 2021

Location	Lot number	Use	Tenure	Attributable interest of the Group
House No. 38 and car park space P14 and P15, No. 56 Repulse Bay Road, Repulse Bay, Hong Kong	364/16,363rd parts of Rural Building Lot No. 172	Residential	Long term lease	100%
House No. 39 and car park space P5 and P6, No. 56 Repulse Bay Road, Repulse Bay, Hong Kong	355/16,363rd parts of Rural Building Lot No. 172	Residential	Long term lease	100%
House No. 7, Rosecliff, No. 20 Tai Tam Road, Hong Kong	2,310/26,070th parts of Rural Building Lot No. 147	Residential	Long term lease	100%
Car park space no. 5–11 on 1st Floor, Fortis Tower, 77–79 Gloucester Road, Hong Kong	1/3100th parts of Inland Lot No. 2782	Commercial	Long term lease	100%
Shop Nos. 297A, 297B, 297C, 297D, 298, 299, 300 and 301 on the portion of the Basement of the podium of Blocks 1, 2 and 3, City Garden (known as "Maxibase" of City Garden), No. 233 Electric Road, Hong Kong	2754/21,663rd of 1,135/100,180th shares of Inland Lot No. 8580	Commercial	Medium term lease	100%
Shop A on Ground floor, Gramercy, No. 38 Caine Road, Hong Kong	2,150/89,772th of section A of Inland Lot No. 150	Commercial	Long term lease	100%
Shop B on Ground floor, Gramercy, No. 38 Caine Road, Hong Kong	945/89,772th of section A of Inland Lot No. 150	Commercial	Long term lease	100%
Shop A on first floor, Gramercy, No. 38 Caine Road, Hong Kong	2,504/89,772th of section A of Inland Lot No. 150	Commercial	Long term lease	100%
Shop B on first floor, Gramercy, No. 38 Caine Road, Hong Kong	853/89,772th of section A of Inland Lot No. 150	Commercial	Long term lease	100%



PARTICULARS OF THE GROUP'S INVESTMENT PROPERTIES AS AT 31 DECEMBER 2021

Location	Lot number	Use	Tenure	Attributable interest of the Group
Workshop 8 on Ground Floor, MP Industrial Centre, No. 18 Ka Yip Street, Hong Kong	48/8,899th equal and undivided shares of and in Chai Wan Inland Lot No. 139	Commercial	Medium term lease	100%
18th Floor, CCT Telecom Building, No. 11 Wo Shing Street, Shatin, N.T., Hong Kong	14,427/289,200th equal and undivided shares of and in the Remaining Portion of Sha Tin Town Lot No. 17	Commercial	Medium term lease	100%
The whole of Ground Floor, (excluding portions C), Wah Po Building, No. 1 New Praya, Kennedy Town, Hong Kong	92/1,076th shares of Marine Lot No. 242	Commercial	Long term lease	100%
Shop on 18th Floor, Emperor Watch and Jewellery Centre, No. 8 Russell Street, Hong Kong	241/10010th equal and undivided shares of and in the Remaining Portion of Sub-section 1 of Section E, D and C, the remaining portion of Section E, D and C, of Inland Lot No. 746	Commercial	Medium term lease	100%
Shop on 19th Floor, Emperor Watch and Jewellery Centre, No. 8 Russell Street, Hong Kong	241/10010th equal and undivided shares of and in the Remaining Portion of Sub-section 1 of Section E, D and C, the remaining portion of Section E, D and C, of Inland Lot No. 746	Commercial	Medium term lease	100%

five-year financial summary

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and re-presented as appropriate, is set out below.

RESULTS

HK\$ million	2021	Year ended 31 December			
		2020	2019 (Restated)	2018 (Restated)	2017 (Restated)
CONTINUING OPERATIONS					
REVENUE	731	505	1,006	747	372
(LOSS)/PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	(521)	(698)	(180)	29	177
Income tax credit	–	5	50	10	2
(LOSS)/PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	(521)	(693)	(130)	39	179
DISCONTINUED OPERATION					
Loss for the year from a discontinued operation	–	(3)	(11)	(4)	–
(LOSS)/PROFIT FOR THE YEAR	(521)	(696)	(141)	35	179
(Loss)/profit attributable to:					
Owners of the parent	(517)	(689)	(141)	34	181
Non-controlling interests	(4)	(7)	–	1	(2)
	(521)	(696)	(141)	35	179

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

HK\$ million	2021	As at 31 December			
		2020	2019	2018	2017
TOTAL ASSETS	4,048	4,481	5,450	5,251	5,218
TOTAL LIABILITIES	(2,418)	(2,330)	(2,616)	(2,265)	(1,868)
	1,630	2,151	2,834	2,986	3,350
EQUITY:					
Equity attributable to owners of the parent	1,621	2,138	2,814	2,963	3,331
Non-controlling interests	9	13	20	23	19
	1,630	2,151	2,834	2,986	3,350



glossary of terms

GENERAL TERMS

“2011 Scheme”	The previous share option scheme adopted by the Company on 27 May 2011 and expired on 26 May 2021, with no share options having ever been granted under the 2011 Scheme.
“2021 Scheme”	The new share option scheme of the Company, the adoption of which was approved by the Shareholders at the AGM held on 23 June 2021
“2024 Convertible Bonds”	The 5% coupon convertible bonds with the aggregate principal amount of HK\$250,200,000 issued by the Company on 30 March 2016 to Capital Force and New Capital
“AGM”	The annual general meeting of the Company
“Audit Committee”	The audit committee of the Company
“Blackbird Concessionaires”	Blackbird Concessionaires Limited, a company incorporated in Hong Kong with limited liability, which is wholly-owned subsidiary of the Company under the Blackbird Group
“Blackbird Group”	The Blackbird group established by the Company, which is engaged in the multi-faceted automotive business including the Ferrari dealership, Maserati importership, investment and trading of classic cars, car logistics operations, investment in collectible precision devices and other new business ventures
“Board”	The board of Directors
“Capital Force”	Capital Force International Limited, a company incorporated in the British Virgin Islands with limited liability, the shares in which are wholly-owned by Mr. Mak
“Capital Winner”	Capital Winner Investments Limited, a company incorporated in the British Virgin Islands with limited liability, the shares in which are wholly-owned by Mr. Mak
“CCT Securities”	CCT Telecom Securities Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company, which is principally engaged in securities business
“CEO”	the chief executive officer of the Company
“CG Code”	The Corporate Governance Code and Corporate Governance Report as contained in Appendix 14 to the Listing Rules
“Chairman”	The chairman of the Company
“Child Products”	Feeding, health care, hygiene, safety, toy and other related products for infants and babies



“Child Products Trading Business”	The business of trading and sale of the Child Products previously engaged by the Group
“China” or “PRC”	The People’s Republic of China
“Company”	CCT Fortis Holdings Limited (stock code: 00138), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	The director(s) of the Company
“GBA”	GBA Holdings Limited (stock code: 00261), a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange and in which the Company held approximately 29.19% shareholding as at the date of this annual report
“GBA 2011 Scheme”	The previous share option scheme of GBA adopted by the GBA on 27 May 2011 and expired on 26 May 2021, the terms of which shall remain in force and effect for those outstanding share options granted under the GBA 2011 Scheme
“GBA Group”	GBA and its subsidiaries, from time to time
“Group”	The Company and its subsidiaries, from time to time
“HK” or “Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Industrial Product Business”	The businesses of manufacturing and sale of plastic components and the Child Products Trading Business, previously carried out by the Group, which was discontinued in July 2020
“INED(s)”	Independent non-executive Director(s)
“Joint Venture”	the joint venture which is engaged in property development business in Xinjiang, China, in which the Company acquired an equity interest of 50.5% in 2018
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Mainland”	The mainland of the PRC



“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules
“Mr. Mak”	Mr. Mak Shiu Tong, Clement, who is the Chairman, the CEO, an executive Director and the controlling shareholder of the Company
“N/A”	Not applicable
“New Capital”	New Capital Industrial Limited, a company incorporated in the British Virgin Islands with limited liability, the shares in which are wholly-owned by Mr. Mak
“Nomination Committee”	The nomination committee of the Company
“Remuneration Committee”	The remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of China
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	Holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	US dollar(s), the lawful currency of the US
“US”	The United States of America
“%”	Per cent.

FINANCIAL TERMS

“Gearing Ratio”	Total borrowings (representing bank and other borrowings and lease liabilities) divided by total capital employed (i.e. total Shareholders’ fund plus total borrowings)
“Loss Per Share”	Loss attributable to ordinary equity holders of the parent divided by weighted average number of ordinary shares in issue during the period
“Net Current Assets/(Liabilities)”	Current assets less current liabilities
“Operating profit/(loss)”	Operating profit/(loss) before interest, tax and unallocated income and expenses



