



DreamEast Group Limited 夢東方集團有限公司

(Incorporated in Bermuda with limited liability and carrying on business in Hong Kong as "DreamEast Cultural Entertainment")
(於百慕達註冊成立之有限公司，並以「夢東方文化娛樂」名稱於香港經營業務)
(Stock Code 股份代號: 593)

SHARE THE BEAUTY OF
CHINA WITH THE WORLD
全球共享東方之美

ANNUAL REPORT
2022 年報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Zhou Jin
Executive Director and Chairman

Yang Lei
Executive Director

Lau King Pak (Appointed on 17 June 2022)
Non-Executive Director

Chiu Wai Shing (Appointed on 17 June 2022)
Non-Executive Director

Chen Guanglei
Independent Non-Executive Director

Meng Xiaosu
Independent Non-Executive Director

Yang Buting
Independent Non-Executive Director

Zhao Daxin
Independent Non-Executive Director

Choi, Clifford Wai Hong
Independent Non-Executive Director

AUDIT COMMITTEE

Chen Guanglei *Chairman*

Lau King Pak (Appointed on 17 June 2022)

Chiu Wai Shing (Appointed on 17 June 2022)

Meng Xiaosu

Yang Buting

Zhao Daxin

Choi, Clifford Wai Hong

REMUNERATION COMMITTEE

Chen Guanglei *Chairman*

Lau King Pak (Appointed on 17 June 2022)

Chiu Wai Shing (Appointed on 17 June 2022)

Meng Xiaosu

Yang Buting

Zhao Daxin

Choi, Clifford Wai Hong

NOMINATION COMMITTEE

Zhou Jin *Chairman*

Lau King Pak (Appointed on 17 June 2022)

Chiu Wai Shing (Appointed on 17 June 2022)

Chen Guanglei

Meng Xiaosu

Yang Buting

Zhao Daxin

Choi, Clifford Wai Hong

董事會

周金
執行董事、主席

楊蕾
執行董事

劉勁柏 (於2022年6月17日獲委任)
非執行董事

趙偉誠 (於2022年6月17日獲委任)
非執行董事

陳廣壘
獨立非執行董事

孟曉蘇
獨立非執行董事

楊步亭
獨立非執行董事

趙大新
獨立非執行董事

蔡偉康
獨立非執行董事

審核委員會

陳廣壘 *主席*

劉勁柏 (於2022年6月17日獲委任)

趙偉誠 (於2022年6月17日獲委任)

孟曉蘇

楊步亭

趙大新

蔡偉康

薪酬委員會

陳廣壘 *主席*

劉勁柏 (於2022年6月17日獲委任)

趙偉誠 (於2022年6月17日獲委任)

孟曉蘇

楊步亭

趙大新

蔡偉康

提名委員會

周金 *主席*

劉勁柏 (於2022年6月17日獲委任)

趙偉誠 (於2022年6月17日獲委任)

陳廣壘

孟曉蘇

楊步亭

趙大新

蔡偉康

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
China Construction Bank Corporation
Industrial and Commercial Bank of China
Hengfeng Bank
Bank of Beijing

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 2901, Tower Two, Times Square
1 Matheson Street
Causeway Bay, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road
North Point
Hong Kong

COMPANY SECRETARY

Sham Ying Man

AUTHORISED REPRESENTATIVES

Zhou Jin
Sham Ying Man

AUDITOR

Mazars CPA Limited
Certified Public Accountants

主要往來銀行

香港上海滙豐銀行有限公司
中國建設銀行股份有限公司
中國工商銀行
恒豐銀行
北京銀行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港銅鑼灣
勿地臣街1號
時代廣場2座2901室

百慕達股份過戶登記總處

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

香港股份過戶登記分處

實德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

公司秘書

岑影文

授權代表

周金
岑影文

核數師

中審眾環(香港)會計師事務所有限公司
執業會計師

Corporate Information

公司資料

SOLICITORS

Conyers Dill & Pearman
Keith Lam Lau & Chan

STOCK CODE

593

INVESTOR RELATIONS DEPARTMENT OF THE COMPANY

Tel: (852) 3628 2352
Fax: (852) 3628 2335
Email: investor.inquiry@dreameast.com

COMPANY WEBSITE

www.dreameast.com

律師

Conyers Dill & Pearman
劉林陳律師行

股份代號

593

公司投資者關係部

電話： (852) 3628 2352
傳真： (852) 3628 2335
電郵： investor.inquiry@dreameast.com

公司網址

www.dreameast.com

Shareholders' Reference

股東參考資料

LISTING PLACE

Main Board of The Stock Exchange of Hong Kong Limited

FINANCIAL YEAR END

31 December

FINANCIAL CALENDAR

Annual Results Announcement Date
30 March 2023

ANNUAL GENERAL MEETING

28 June 2023

上市地點

香港聯合交易所有限公司主板

財務年結

12月31日

財務日誌

全年業績公佈日期
2023年3月30日

股東周年大會

2023年6月28日

Chairman's Statement

主席報告

I am pleased to present the annual results of DreamEast Group Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2022 (the "Year").

FINANCIAL RESULTS

During the Year, the Group recorded revenue of HK\$25.1 million, representing decrease of 51.0% from HK\$51.2 million in 2021, which was mainly due to the decrease in revenue from sales of properties.

The Group recorded a loss of approximately HK\$910.7 million (2021: HK\$864.9 million). The loss was primarily attributable to (i) the loss on fair value change of investment properties amounted to HK\$715.6 million (2021: HK\$34.3 million), (ii) finance cost amounted to HK\$560.0 million (2021: HK\$572.6 million), and was partially offset by (iii) the gain on share of result from joint ventures amounted to HK\$182.0 million (2021: loss amounted to HK\$25.9 million) and (iv) the income tax credit of HK\$178.9 million (2021: income the expense of HK\$22.8 million). The loss on fair value change was primarily initiated by the compulsory enforcement order handed down by a court in PRC that the central zone of Fangshan Land shall be transferred to the Lenders at the transaction price of RMB480.6 million, leading to the substantial drop in fair value. In addition, there was reversal on provision for settlement fee and other relevant cost incurred in respect of the litigations with certain construction contractors and lenders of HK\$53.7 million (2021: provision for HK\$101.3 million).

As at 31 December 2022, the total assets of the Group decreased to HK\$7,783.0 million from HK\$9,160.1 million as at 31 December 2021. The Group has net liabilities of HK\$837.1 million (2021: net assets of HK\$112.3 million).

Basic loss per share attributable to the owners of the Company for the year amounted to HK\$3.17 (2021: HK\$3.01).

In the course of business transformation and rapid development, the Company shall reserve sufficient capital for development of existing and new projects, hence the Board of the Company has resolved not to propose a final dividend for the Year (2021: Nil).

本人欣然提呈夢東方集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至2022年12月31日止年度(「本年度」)之業績。

財務業績

於本年度，本集團錄得收入25.1百萬港元，較2021年51.2百萬港元減少51.0%。主要由於物業銷售收入減少所致。

本集團錄得虧損約910.7百萬港元(2021年：864.9百萬港元)。該虧損主要歸因於(i)投資物業公允價值變動虧損715.6百萬港元(2021年：34.3百萬港元)，(ii)財務成本560.0百萬港元(2021年：572.6百萬港元)，被(iii)分佔合營企業業績盈利182.0百萬港元(2021年：虧損25.9百萬港元)及(iv)所得稅抵免178.9百萬港元(2021年：所得稅開支22.8百萬港元)部分抵消。公允價值變動虧損主要是由於一家中國法院下達的強制執行令引起的，該強制執行令判決房山土地中區須以480.6百萬人民幣元轉讓給貸款人，因此導致公允價值大幅下降。此外，已撥回計提結算費和若干建築承建商及貸款人的訴訟所產生的其他相關成本為53.7百萬港元(2021年：計提101.3百萬港元)。

於2022年12月31日，本集團的總資產由2021年12月31日的9,160.1百萬港元減少至7,783.0百萬港元。本集團的淨負債約為837.1百萬港元(2021年：淨資產約112.3百萬港元)。

本年度本公司擁有人應佔每股基本虧損為3.17港元(2021年：3.01港元)。

由於本公司正處於業務轉型及快速發展期，應預留足夠資金用於發展現有及新項目，故本公司董事會已決定不派發本年度末期股息(2021年：無)。

APPRECIATION

I would like to express my greatest appreciation to the entire staff of the Group for their hard work and efforts in the Year. I would also like to extend my gratitude to the investors, business partners, suppliers, local governments and shareholders of the Company for their support and confidence in the Group over the years, in particular their advice and help offered to the Company in the critical time of business transformation. I am highly confident that, with the existing strategic planning, the Group is well-positioned to overcome challenges and create value for customers, thereby generating significant shareholder value. I look forward to sharing with you our rapid developments in years to come.

Zhou Jin
Chairman

Hong Kong, 30 March 2023

鳴謝

本人謹此向本集團全體員工致謝，感激彼等於本年度的辛勤努力。本人亦向投資者、業務夥伴、供應商、各地方政府機構及本公司股東致謝，感激彼等多年來對本集團的支持和信任，尤其是在本公司業務轉型的關鍵時期給予的建議和幫助。本人十分有信心，在既定戰略規劃下，本集團已蓄勢待發，將砥礪前行，為客戶創造價值，從而締造巨大的股東價值。本人期望於未來數年與各位共同見證本集團的飛躍發展。

周金
主席

香港，2023年3月30日





Management
Discussion
and Analysis
管理層討論
及分析

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

During the Year, the Group recorded revenue of HK\$25.1 million, representing decrease of 51.0% from HK\$51.2 million in 2021, which was mainly due to the decrease in revenue from sales of properties.

The Group recorded a loss of approximately HK\$910.7 million (2021: HK\$864.9 million). The loss was primarily attributable to (i) the loss on fair value change of investment properties amounted to HK\$715.6 million (2021: HK\$34.3 million), (ii) finance cost amounted to HK\$560.0 million (2021: HK\$572.6 million), and was partially offset by (iii) the gain on share of result from joint ventures amounted to HK\$182.0 million (2021: (loss amounted to HK\$25.9 million) and (iv) the income tax credit of HK\$178.9 million (2021: income the expense of HK\$22.8 million). The loss on fair value change was initiated by the compulsory enforcement order handed down by a court in PRC that the central zone of Fangshan Land shall be transferred to the Lenders at the transaction price of RMB480.6 million, leading to the substantial drop in fair value. In addition, there was reversal on provision for settlement fee and other relevant cost incurred in respect of the litigations with certain construction contractors and lenders of HK\$53.7 million (2021: provision for HK\$101.3 million).

As at 31 December 2022, the total assets of the Group decreased to HK\$7,783.0 million from HK\$9,160.1 million as at 31 December 2021. The Group has net liabilities of HK\$837.1 million (2021: net assets of HK\$112.3 million).

Basic loss per share attributable to the owners of the Company for the year amounted to HK\$3.17 (2021: HK\$3.01).

管理層討論及分析

財務回顧

於本年度，本集團錄得收入25.1百萬港元，較2021年51.2百萬港元減少51.0%。主要由於物業銷售收入減少所致。

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於2022年12月31日，本集團的總資產由2021年12月31日的9,160.1百萬港元減少至7,783.0百萬港元。本集團的淨負債約為837.1百萬港元（2021年淨資產約：112.3百萬港元）。

本年度本公司擁有人應佔每股基本虧損為3.17港元（2021年：3.01港元）。



BUSINESS REVIEW

For the three-year period from 2020 to 2022, pandemic prevention and control has been the “main theme” and basic premise of the development of the cultural and tourism industry. The development of cultural and tourism enterprises has suffered bitterly from a significant downturn in the tourism economy, with the “circuit breaker” mechanism for cross-provincial tourism, the closure of tourist attractions and the static management of tourist destinations becoming commonplace.

In 2022, the real estate industry faced unprecedented challenges due to a number of unexpected factors such as the resurgence of the pandemic in many places of China and the suspension of construction of a number of forward housing delivery projects, coupled with the weakening release of momentum in medium- and long-term housing demand. Since the beginning of 2022, despite the continuous improvement in the demand-side policies and credit environment, the policies have not shown obvious effects and the deep adjustment in the real estate market has not changed.

At the end of 2022, the three-year pandemic officially came to an end with the release of the General Plan for the Implementation of Category B Management of Novel Coronavirus Infection by the Joint Prevention and Control Mechanism of the State Council. The industry has finally reached its most important turning point in three years. However, it will not be easy for the cultural and tourism and property sectors to recover in a short period of time from the ongoing downturn, and there is a long way to go to revitalise the industry and related companies.

業務回顧

2020年至2022年三年時間，疫情防控是文化旅遊產業發展的「主旋律」和基本前提。旅遊經濟大幅下滑，文旅企業發展苦不堪言，跨省旅遊「熔断」、旅遊景區關停閉園及旅遊目的地靜態管理司空見慣。

房地產方面，2022年，我國多地疫情反覆、多個期房項目停工等超預期因素頻出，疊加中長期住房需求動能釋放減弱，房地產行業面臨的挑戰前所未有。2022年初以來，儘管需求端政策及信貸環境不斷優化，但政策效果並不明顯，房地產市場深度調整態勢未改。

2022年年底，隨著國務院聯防聯控機制發佈《關於對新型冠狀病毒感染實施「乙類乙管」的總體方案》，三年的疫情正式告一段落。全行業終於迎來三年來最重要的轉折點。然而文旅及地產行業持續低迷，要在短時間內復甦並不是一件容易的事，行業和企業的盤活任重道遠。

CULTURAL ENTERTAINMENT BUSINESS

Adhering to the promotion of Chinese culture with the focus on Chinese stories in the form of entertainment, original designs and craftsmanship, the development concept featuring “all-IPs” in our projects and the principle of User First, DreamEast is committed to delivering new entertainment experience with perfect online and offline integration by creating a unique offline entertainment platform. Meanwhile, with the vision of “Share the Beauty of China with the World (全球共享東方之美)”, it commits to the development approach of “Innovation and Globalization” which integrates Chinese history, humanities, art, aesthetics and fashion into its works, and creates unique new entertainment experience for customers with its oriental craftsmanship.

Hengyang DreamEast Resort

The Hengyang DreamEast Resort is situated in Hengyang, Hunan Province, China. It is at the south of Mount Heng, which is surrounded by time-honoured cultural heritage and magnificent natural landscape, and is the important origin of Huxiang Culture. Hengyang DreamEast Resort selects its site in the urban district of south Hengyang, backed by Yumu Mountain and Hengshan Technology City in the east. It is approximately 15 kilometers away from Hengnan County in a straight line, and is created as a city of memory related to Huxiang Culture with Huxiang Culture as the soul and Huxiang landscape as the skeleton.



文化娛樂業務

夢東方堅持以中國故事為核心、以娛樂的方式傳播中國文化。堅持原創與匠心、堅持「全IP」發展理念、堅持用戶第一的原則，打造獨一無二的線下娛樂平台，帶來線上與線下完美融合的新娛樂體驗。以及以「全球共享東方之美」為願景，秉承「創新•全球化」的發展理念，把中國的歷史、人文、藝術、美學、時尚等融入作品當中，以東方匠心精神為客戶創造獨特的新娛樂體驗。

衡陽夢東方旅遊度假區

衡陽夢東方旅遊度假區位於中國湖南省衡陽市，地處南嶽衡山之南，歷史悠久的人文景觀和美麗的自然景觀遍佈，是湖湘文化的重要發源地。夢東方擇址衡陽南城版塊，背靠兩母山脈，東枕衡山科學城，距衡陽市中心、衡南縣城直線距離均約15公里，以湖湘文化為靈魂，湖湘山水為骨幹，打造一座湖湘文化記憶之城。



Management Discussion and Analysis

管理層討論及分析

The development of the Hengyang DreamEast Resort comprised of “Four Towns and Five Parks”, including the cultural town, the science and technology town, the forest town and the agricultural town as the Four Towns, and the DreamEast Adventure Park, the Fantasy Waterpark, the Pets Kingdom, the Agricultural Cultural Park and the International Sports Park as the Five Theme Parks. The DreamEast Shooting (Clay) Centre with a site area of approximately 69,000 square meters in the Hengyang DreamEast Resort was completed, and held the clay shooting match of the thirteenth sports game of Hunan province and the Hunan “DreamEast Cup” Youth Shooting Championship (Clay Project) successfully. The shooting centre will be opened to tourists for shooting experience in the future as one of the entertainment activities.

Taking advantages of the rich historical cultural and ecological resources of Hunan Province, and its superior development location, Hengyang DreamEast Resort undertakes the historical opportunities for the development and transformation of the entire city. With the support of vigorously developing the cultural and tourism industry by the nation, provinces and cities, Hengyang DreamEast Resort is expected to emerge as a tourist destination in Hengyang City and a national benchmark of industry linkage among primary, secondary, tertiary industry, and industry-city integration development, with aims to achieve a new industrial development model featuring with industry-city integration, tourism-city integration, and ecological integration, and thus creating a new center of Hengyang cultural and tourism industry that is green, ecological and sustainable development under the background of the new economic normal to present the world a city of Huxiang Culture, and become the core driving force of the “Southern Expansion” of Hengyang, thereby forming a new pattern characterized by “Mount Heng in the North and DreamEast in the South”.

In May 2022, a signing ceremony was held in Hengyang between Hengyang DreamEast Resort Project Company and Hunan Zhongda Construction Group Co., Ltd., and the resumption of work on the Hengyang DreamEast project was officially announced. The project has been resumed under the working principle of “ensuring smooth delivery of houses on the one hand, and carrying out quality improvement of tourism facilities on the other”. To date, the construction of the Hengyang DreamEast Resort project is progressing in an orderly manner and is expected to open to guests in the near future.

衡陽夢東方旅遊度假區整體規劃為「四鎮五園」。其中，「四鎮」包括文化小鎮、科技小鎮、森林小鎮和農耕小鎮，同時在四個主題小鎮中，重點打造五大主題公園，包括夢東方探險樂園、奇幻水世界、寵物王國、農耕文化公園、國際體育公園。區內佔地面積約6.9萬平方米的夢東方射擊（飛碟）中心已建設完成，並先後成功舉辦湖南省第十三屆運動會飛碟射擊比賽，以及湖南省「夢東方杯」青少年射擊錦標賽（飛碟項目），未來亦將成為遊樂項目之一，開放予遊客進行射擊體驗。

衡陽夢東方秉承湖南省豐富的歷史文化和生態資源，地處優越的發展區位，承接整個城市發展轉型的歷史機遇，借助國家和省市大力發展文旅產業的東風，建成衡陽市城市旅遊目的地和中國一二三產聯動、產城融合發展的國家樣板，實現了產城相融、旅城一體、生態結合的新型產業開發模式。在經濟新常態的背景下，打造一個綠色、生態、可持續發展的衡陽文旅產業新中心，獻給世界一座湖湘文化之城，成為衡陽「南拓」的核動力，形成衡陽「北有衡山、南有夢東方」的新格局。

2022年5月，衡陽夢東方旅遊度假區項目公司與湖南中大建設集團有限公司在衡陽舉行了簽約儀式，衡陽夢東方項目正式宣佈復工。項目秉持「一方面保證順利交房，一方面進行旅遊設施提質改造」的工作方針復工。截至目前，衡陽夢東方旅遊度假區項目正有條不紊地進行項目建設，預計在不久的將來可開園納客。

In August 2022, Hengnan County leaders visited Hengyang DreamEast Resort to conduct a survey and research. The county leaders gave full recognition to the project's long-term planning and recent goals, and said that the relevant government departments will give DreamEast the greatest support in the future advancement of the project, and do their utmost to promote the project's implementation and effectiveness, contributing to the vigorous development of the regional cultural and tourism business.

2022年8月，衡南縣領導蒞臨衡陽夢東方旅遊度假區進行調研。縣領導就項目的遠期規劃和近期目標給予了充分的肯定，並表示在今後的項目工作推進中，政府相關部門將給予夢東方最大的支持，全力推動項目落地見效，助力區域文化旅遊事業的蓬勃發展。





DreamEast Jiashan

The DreamEast Jiashan is positioned itself as a children dream world for the whole family and located in Jiashan County, Jiaxing City, Zhejiang Province in Greater Shanghai, China. In terms of comprehensive strength, Jiashan County is one of the top 100 counties in China. Situated at the intersection of Jiangsu Province, Zhejiang Province and Shanghai, Jiashan is the core district of the Yangtze River Delta city cluster and the first connection between Zhejiang Province and Shanghai. The DreamEast Jiashan is located in the tourist resort of Dayun Town, Jiashan with a planned area of approximately 733,000 square meters and will be developed in three phases. Phase 1 covers DreamEast Jiashan Experience Zone, Deer Elf Discovery Park, Dream Theatre, Dream Space, Hyatt Place Hotel, etc.; Phase 2 and Phase 3 comprise of a water village incorporating the millennia-old Wuyue culture with the functions of cultural experience, homestay tour, themed business, boutique inn and tourist residence, which is a children dream world that connects the whole family with art, aesthetics and innovation.

夢東方•夢幻嘉善

夢東方•夢幻嘉善的定位是全家人的童夢世界，位於中國大上海地區的浙江省嘉興市嘉善縣。嘉善縣是全國綜合實力百強縣之一，位於江浙滬兩省一市交匯處，長三角城市群核心區域，是浙江省接軌上海的第一站。夢東方•夢幻嘉善位於嘉善大雲鎮旅遊度假區，約73.3萬平方米規劃，分三期開發旅遊度假目的地，一期涵蓋夢東方•夢幻嘉善體驗區、鹿精靈探索樂園、夢劇場、夢空間、凱悅嘉軒酒店等部分；二期、三期是以千年吳越文化為核心的江南水鄉，具備文化體驗、民宿巡演、主題商業、精品客棧、旅遊居住等功能，是用藝術、美學與創新基因聯結全家人的童夢世界。



The 101 Experience Centre, which integrates cultural and artistic display and experience, was opened to the public. Later, it will serve as a tourist reception centre and image display window of the DreamEast Jiashan and even the Sweet Town, and be used to display various art forms such as painting, photography, sculpture, Jiangnan folk culture and Jiashan non- heritage culture, so that the whole family can be baptized with art and culture in happiness.

Phase 2 of the DreamEast Jiashan was included in the plans including “Zhejiang Province’s ‘4 + 1’ Major Project Construction Plan”, “Zhejiang Province’s ‘Five 100 Billion’ Investment Project”, “Major Projects Intensively Commenced in Zhejiang Province” and “Major Project Plan of the Service Industry in Zhejiang Province”. After the project is completed and put into operation, it will bring considerable benefits. It will further increase the development level of the culture and tourism industry in Jiashan, strengthen the integration and upgrade of cultural and tourism projects in the region, accelerate the construction of Jiashan Chocolate Sweet Town, promote the transformation and upgrading of service industries in the region, to achieve a win-win situation for enterprises and local fiscal revenue.

融合了文化藝術展示、體驗等多功能的101體驗中心已正式對外開放，後期將作為夢東方•夢幻嘉善乃至甜蜜小鎮的遊客接待中心及形象展示窗口，用於展示繪畫、攝影、雕塑等各種藝術形式、江南民俗文化及嘉善非遺文化，讓全家人在快樂中接受藝術文化的洗禮。

夢東方•夢幻嘉善二期被列入「浙江省「4+1」重大項目建設計劃」、「浙江省「五個千億」投資工程」、「浙江省集中開工重大項目」、「浙江省服務業重大項目計劃」等規劃中。項目建成投入運營後將帶來可觀的收益，將會進一步提高嘉善文化和旅遊產業的發展水平，加速推動區域內文化和旅遊項目的整合升級，加快推進嘉善巧克力甜蜜小鎮建設，促進區域內服務產業轉型升級，實現企業與當地財政增收的雙贏。

Management Discussion and Analysis

管理層討論及分析

Since September 2020, the construction work of DreamEast Jiashan has been temporarily suspended. During the review period, the Group has been actively negotiating with an independent third party to dispose of the 51% of DreamEast Jiashan's equity pursuant to a framework agreement signed on 3 June 2021. However, the aforementioned framework agreement was terminated in April 2023 due to financial issues of the original independent third party. The Company has found a new independent third-party, and the negotiations between the two parties have been positive and effective. The new independent third-party has started to conduct research and is expected to sign a new sale agreement to acquire the entire equity interest of the DreamEast Jiashan Project in the near future. It is expected that the said transaction will complete in the fourth quarter of 2023. The Company will make an announcement when appropriate.

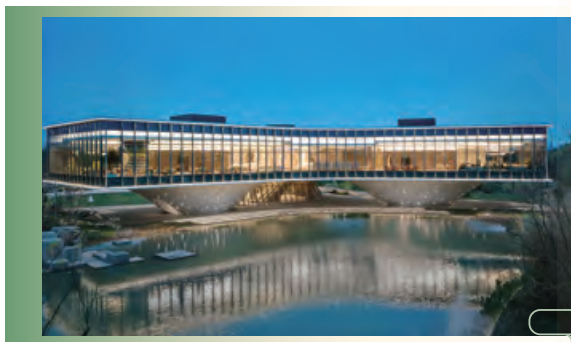
Xiake Island Ecological City

Xiake Island Ecological City is located in Xu Xiake Town, Jiangyin City in Jiangsu Province within the greater Shanghai region. With the Yangtze River on its north and Taihu Lake a little way on its south, Jiangyin has been an important transportation hub and a key military site since ancient times. It has a long history and rich cultural heritage, and was the home of the famous explorer Xu Xiake, and has been called “the Ancient County of Yanling” and “a loyal and righteous state.” Having the most listed companies in the county, it is also called the “Number One County-level City with the Most Capital in China.” By leveraging on its nearly 3.33 million square meters of natural wetland resources, Xiake Island Ecological City will turn itself into a highland to present and promote the Xu Xiake culture, and a tourist destination for “its original wetland life forms and an exceptional experience of the Xu Xiake culture”.

自2020年9月以來，夢幻嘉善項目暫時處於停工狀態，回顧期內，本集團一直積極與原先公告的獨立第三方進行磋商，擬出售夢幻嘉善的51%股權，並於2021年6月3日與該獨立第三方就出售事項簽訂框架協議。然而，上述的框架協議因原獨立第三方自身的財務問題已於2023年4月終止。而本公司已另外找到新的獨立第三方機構，雙方的談判積極且有成效，新的獨立第三方已開始進場調研，預計將於近期簽訂新的全面出售協議，並將於第四季度完成對嘉善項目土地的全面性收購。本公司將在適當時候進行公告。

霞客島生態城

霞客島生態城位於大上海地區的江蘇省江陰市徐霞客鎮。江陰北枕長江，南近太湖，歷來為重要交通樞紐和軍事要地；歷史悠久，人文薈萃，是遊聖徐霞客的故鄉，有「延陵古邑」、「忠義之邦」之稱，也因擁有最多上市公司而被譽為「中國資本第一縣」。霞客島生態城，依託近333.3萬平方米天然濕地資源，將打造徐霞客文化展示傳播高地，以「原生態濕地度假以及徐霞客文化體驗為目的地」的度假勝地。

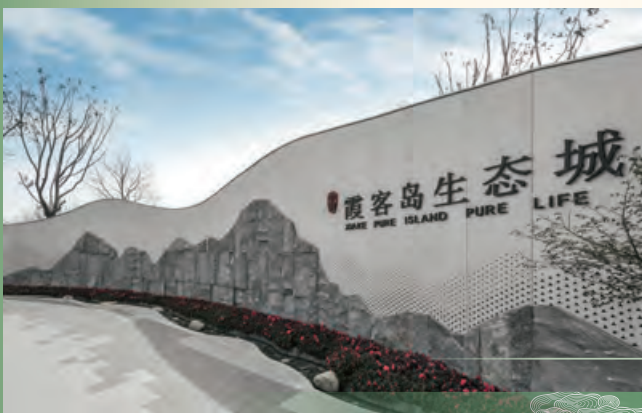


With a unique shape of “Paradise + Town”, Xiake Island Ecological City is a cultural town of Xu Xiake that integrates Xiake Academy, Mufu Clubhouse and theater space, combining with Xu Xiake Adventure Park that integrates motor-driven game, specialty catering and themed Concept Guesthouse representing a rare cultural travel model in China. It is believes that by leveraging on the cultural IP of “Xu Xiake”, Xiake Island Ecological City will achieve the integration and connection of multiple commercial activities to emerge as a new Chinese cultural and tourism complex for all ages. In the future, Xiake Island Ecological City will not only become a destination of learning and recreation for families in the Pan- Yangtze River Delta, but also will attract tourists from all over the world to have fun here!

On 22 January 2019, the Group made a successful bid for the land use rights of three pieces of lands situated at Xu Xiake Town, Jiangyin City in Jiangsu Province for commercial use at the total price of RMB474 million (approximately HK\$551 million). Meanwhile, the Group entered into the cooperation agreement with 金茂蘇皖企業管理(天津)有限公司 (Jinmao Suwan Corporate Investment (Tianjin) Company Limited) (“Jinmao Investment”) on 30 January 2019, in relation to the establishment of a joint venture company for codevelopment of Xiake Island Ecological City. Jinmao Investment was an indirect wholly-owned subsidiary of China Jinmao Holdings Group Limited (Stock Code: 817.HK). Pursuant to the cooperation agreement, the joint venture company will be owned as to 51% by the Group and 49% by Jinmao Investment. The joint venture company will be accounted for as a jointly controlled entity of the Group and the Group will recognise its interest in the joint venture company using the equity method in accordance with the relevant accounting principles. The revenue, assets and liabilities of the joint venture company will hence not be consolidated into the consolidated financial statements of the Group.

霞客島生態城擁有「樂園+小鎮」的獨特形態，是集合霞客書院、木府會所、劇場空間等業態的徐霞客文化小鎮，與機動遊戲、特色餐飲、主題民宿匯聚一身的徐霞客探險樂園雙劍合璧，是目前國內少有的文旅模式。相信借用「徐霞客」的文化大IP，霞客島生態城將完成多元業態融合串聯，劍指全年齡層的中國文旅複合新城，未來這裏不僅將成為泛長三角家庭求知遊樂的目的地，更將吸引全世界遊客在這裏遊玩！

於2019年1月22日，本集團成功以共計人民幣4.74億元（約5.51億港元）投得位於江蘇省江陰市徐霞客鎮之三塊商業用地之使用權，並於2019年1月30日與金茂蘇皖企業管理(天津)有限公司（「金茂管理」）訂立合作協議，成立合營公司共同開發霞客島生態城項目。金茂管理為中國金茂控股集團有限公司（股份代號：817HK）的間接全資附屬公司。根據合作協議，合營公司將由本集團擁有51%權益及由金茂管理擁有49%權益。合營公司將作為本集團之共同控制實體入賬及本集團將根據相關會計原則使用權益法確認其於合營公司之權益。因此，合營公司之收入、資產及負債將不會於本集團之合併財務報表內綜合入賬。



Management Discussion and Analysis

管理層討論及分析

Xiake Island Ecological City completed its completion acceptance by the government authorities in May 2022, and ushered in the grand delivery season in June. Xiake Island Ecological City's reputation of "five openings and five sold out" and "double championship in 2021" has spread rapidly in Wuxi since the commencement of sales. The hot sale is the market's trust in Xiake Island Ecological City, and the delivery is the best fulfillment of Xiake Island Ecological City to its customers. Xiake Island Ecological City rewards the sincere trust of every customer with exquisite craftsmanship and higher quality of living services.

霞客島生態城於2022年5月完成政府部門的竣工驗收，並在6月迎來了盛大交付季。「五開五罄」、「2021年雙冠王」……霞客島生態城自開售以來在無錫的口碑迅速蔓延，熱銷是市場對於霞客島生態城的信任，而交付則是霞客島生態城對於客戶最好的兌現。霞客島生態城以精細的工藝及更高品質的生活服務，回報每一位客戶的誠摯信任。



DreamEast Future World Aerospace Theme Park

DreamEast Future World is the first aerospace theme park in China and the second in the world, and a national AAAA-level tourist attraction. Located in Yanjiao National High-tech Development Zone in the east of Beijing, the scenic spot enjoys a unique geographical location. It is only a 30-minute drive from Tiananmen Square in Beijing, just across the river from Beijing's sub-center, and adjacent to transportation hubs such as Beijing Capital International Airport and Yanjiao Railway Station. It has been honored as a social classroom resource unit for primary and secondary school students in Beijing, one of the top ten cultural industry projects in Hebei Province, the scientific quality education base for all citizens in Hebei Province and the municipal best research and learning scenic spot. In March 2020, in view of the high-quality aerospace science resources and huge social influence of DreamEast Future World, it has been identified as the first batch of Hebei science popularization demonstration base by the Department of Science and Technology of Hebei Province, which greatly meets the needs of aerospace culture popularization in the Beijing-Tianjin-Hebei region.

DreamEast Future World covers a total area of 16,000 square metres and contains more than 30 high-tech experience projects. It is a comprehensive aerospace science and technology museum that integrates aerospace technology exhibitions, extracurricular science popularization education, and high-tech interactive experiences. The scenic spot adheres to the mission of "Popularizing Aerospace Knowledge and Spreading Aerospace Spirit" and has accumulatively received more than one million primary and middle school students and members of research and study groups at home and abroad. Through entertaining science popularization, it stimulates children's love for the aerospace undertaking, plants the seeds of science for children, and enlightens their aerospace dream. It is the second classroom for primary and middle school students to learn and grow and has developed into an influential aerospace technology research and study destination in China.

Due to the impact of the pandemic, DreamEast Future World was only open for 158 days in 2022. In particular, the project was unable to operate normally in the traditional peak marketing seasons of Spring Festival and May Day due to pandemic control; and all student study tours in Beijing, Tianjin and Hebei were restricted from travelling due to policy restrictions. 2022 saw a 48% year-on-year decrease in the number of visitors and a 60% year-on-year decrease in annual sales revenue.

夢東方未來世界航天主題樂園

夢東方未來世界是中國首家、全球第二家航天主題樂園，是國家AAAA級旅遊景區，位於北京東部燕郊國家高新技術開發區，景區地理位置得天獨厚，距離北京天安門僅30分鐘車程，距離北京城市副中心僅一河之隔，毗鄰首都國際機場、燕郊火車站等交通樞紐。未來世界歷獲北京市中小學生社會大課堂資源單位、河北省十大文化產業項目、河北省全民科學素質教育基地和市級最佳研學景區等殊榮，2020年3月，鑒於夢東方未來世界優質的航天科普資源和巨大的社會影響力，經河北省科技廳認定為首批河北省科普示範基地，極大地滿足了京津冀地區航天文化科普的需求。

夢東方未來世界總佔地16,000平米，內設30餘項高科技體驗項目，是集航天科技展覽展示、課外科普教育、高科技互動體驗於一體的綜合性航天科技館，景區堅持以「普及航天知識、傳播航天精神」為使命，累計接待國內外100餘萬中小學生和研學團隊，通過寓教於樂的科普形式，激發孩子對航天事業的熱愛，為孩子種下科學的種子，啟迪航天夢想，是中小學生學習與成長的第二課堂，已發展成為全國極具影響力的航天科普研學旅行目的地。

因疫情影響，夢東方未來世界2022年全年僅營業158天，其中春節、五一傳統營銷旺季因疫情管控無法正常營業；且因政策限制，京津冀學生研學團全部限制出行。2022年入園人數同比減少48%，全年銷售收入同比減少60%。

Management Discussion and Analysis

管理層討論及分析

In spite of the severe impact of the policy, DreamEast Future World actively expanded its online marketing channels to break through the bottleneck in sales brought about by objective factors. 80% of the annual ticket sales came from online sales channels such as WeChat and Tik Tok, unbundling restrictions to the greatest extent possible. In 2022, Future World focused its marketing efforts on tapping into the local market and radiating to neighbouring counties and cities in the region, and successfully planned a series of activities to benefit the public and minimise the impact of the pandemic.

PROPERTY DEVELOPMENT AND LEASING BUSINESS

Beijing Fangshan “COMB+” Project (the “Fangshan Project”)

The Beijing Fangshan “COMB+” Project is located between the Southwest 5th and 6th Ring Roads in Beijing, China and only 2 minutes’ walk from Suzhuang Station on Fangshan Line of the Beijing Subway. In July 2014, the Group acquired 3 land parcels for the North, Central and South Zones of the project at a total consideration of approximately HK\$3.3 billion. The project occupies a total site area of approximately 147,000 square metres, with a gross floor area of approximately 434,000 square metres and a planned gross floor area of approximately 322,000 square metres.

The project is the first large-scaled integrated community in the district, which is not only the then key investment solicitation project on Fangshan District, but also the key project of constructing knowledge economy international demonstration zone. However, in the second half of 2017, the Beijing government implemented various adjustment measures to cool down the property market, coupled with adjustments to the policies of bank loan granting, resulting in the substantial stagnation of sales of Fangshan “COMB+” Project with slow development progress and difficult operation. Up to now, the sold gross floor area of Fangshan Project is 66,000 square meters, and the overall remaining salable sold gross floor area is approximately 259,000 square meters.



在受到政策嚴重影響的情況下，夢東方未來世界積極拓展線上營銷渠道，力求突破客觀因素帶來的銷售瓶頸，全年門票銷售數量80%來自於微信、抖音等線上銷售渠道，最大程度解綁限制。未來世界在2022年將營銷重心偏向深挖本地市場及輻射本地區鄰近縣市，成功策劃了惠民系列活動，將疫情帶來的影響降至最低。

地產開發及租賃業務

北京房山超級蜂巢項目（「房山項目」）

北京房山超級蜂巢項目位於中國北京市西南五環、六環之間，由北京地鐵房山線蘇莊站步行2分鐘可達。項目之北區、中區、南區三塊土地為本集團於2014年7月以總代價約33億港元投得。項目總土地面積約14.7萬平方米，總建築面積約43.4萬平方米，規劃總樓面面積約32.2萬平方米。

該項目為區域內首個大型綜合社區，是當年房山區重點招商引資項目，也是打造知識經濟國際示範區的重點項目。但在2017年下半年，北京市政府推出多項調控政策，使得當地之房地產市場熱度有所降溫，加上銀行貸款政策調整，致使房山超級蜂巢項目銷售基本停滯，開發進度遲緩，項目運營舉步維艱。截至目前，房山項目已售建築面積為6.6萬平方米，整體剩餘可售體量約25.9萬平方米。



Even though the Fangshan Project is subject to Enforcement Action, it has still operated normally. This remains to be the current status of the Fangshan Project. The Company is in the course of negotiating the operating directions of the Fangshan Project with Shandong Asset. The Company is also in the course of negotiating a supplemental loan agreement with Shandong Asset. If there is further information, the Company will disclose it in a timely manner.

PROSPECTS

Policies are in the first place for industrial development. In 2022, the Ministry of Culture and Tourism and relevant national ministries and commissions issued several opinions or related measures on promoting cultural and tourism consumption and industrial development. It can be said that today's favourable policy environment, huge consumption potential and the rapid development of new technologies have given the cultural and tourism industry an unprecedented opportunity in history.

In addition, in December 2022, China published the Outline of the Strategic Plan for Expanding Domestic Demand (2022-2035), which points out that the expansion of cultural and tourism consumption will further promote the high-quality development of the tourism industry and boost cultural and tourism consumption in terms of tourism scenery consumption and tourism product consumption, and the recovery of the tourism industry will enter the fast lane of speeding up and shifting gears.

In terms of real estate, in the fourth quarter of 2022, a number of regulatory authorities released a series of important positive signals by improving policies from both the supply and demand sides to stabilise expectations for the real estate market. Despite the continuous improvement in policies, the current weak expectations of residents' income and the wait-and-see sentiment of home buyers have not yet changed, and the real estate market is still under pressure for adjustment in the short term. In 2023, after the impact of the pandemic subsides, it is expected that China's macro economy will improve overall and the real estate market will gradually stabilise and recover.

The favourable policies have boosted enterprises' confidence in recovery. DreamEast will continue to push forward with the consolidation of its business and restructuring of its assets to drive the revitalisation of existing industries and turn crisis into opportunity.

儘管房山項目受執行行動規限，但其仍正常營運。此仍為房山項目的現狀。本公司正與山東資管商討房山項目的經營方向。本公司亦正與山東資管商討補充貸款協議。若有進一步消息，本公司將及時進行披露。

展望

產業發展，政策先行。2022年，文旅部和國家有關部委連續下發數個關於促進文化和旅遊消費及產業發展的意見或關聯措施。可以說，如今利好的政策環境、巨大的消費潛力、新興技術的迅猛發展等因素，使得文旅產業迎來了前所未有的歷史新機遇。

此外，國家於2022年12月出臺《擴大內需戰略規劃綱要（2022-2035年）》，《綱要》指出擴大文化和旅遊消費，將進一步推動旅遊業高質量發展，並從旅遊場景消費、旅遊產品消費等方面提振文化旅遊消費，旅遊行業復甦將步入提速換檔的快車道。

房地產方面，2022年第四季度，多個監管部門接連釋放重磅利好，從供需兩端優化政策，穩定房地產市場預期。儘管政策不斷改善，但當前居民收入預期弱、購房觀望情緒尚未改變，短期房地產市場調整壓力仍在。2023年，在疫情影響減弱後，預計我國宏觀經濟將實現整體好轉，房地產市場也有望逐步企穩恢復。

政策的利好，提振了企業復甦的信心。夢東方將繼續推進業務的盤整及資產的重組，推動現有產業的活化，轉危為機。

LIQUIDITY AND FINANCING

As at 31 December 2022, the Group had a financial position with net liabilities of HK\$837.1 million (31 December 2021: net assets of HK\$112.3 million). Net current liabilities amounted to HK\$3,256.3 million (31 December 2021: HK\$3,502.7 million) with current ratio increasing from approximately 0.58 times at 31 December 2021 to approximately 0.60 times at 31 December 2022. The Group's total current assets as at 31 December 2022 amounted to approximately HK\$4,910.5 million (31 December 2021: HK\$4,926.8 million), which comprised properties under development for sale, completed properties held for sale, restricted properties subject to court enforcement order, inventories, trade receivables, other receivables, deposits and prepayments, amounts due from related companies, other current assets and bank balances and cash. Cash and cash equivalents were mainly denominated in RMB and HK\$. The Group's total current liabilities as at 31 December 2022 amounted to approximately HK\$8,166.8 million (31 December 2021: HK\$8,429.5 million), which comprised trade and other payables, contract liabilities, provision, amounts due to related companies and joint ventures, lease liabilities, tax payable, bank and other borrowings and convertible bonds and bonds. Bank and other borrowings were denominated in RMB and HK\$. Bank and other borrowings of HK\$789.6 million were obtained at fixed rate. The Group's negative gearing ratio was approximately 10.3 times (31 December 2021: positive gearing ratio of 80.6 times) based on total liabilities of approximately HK\$8,620.0 million (31 December 2021: HK\$9,047.7 million) and total deficit of approximately HK\$837.1 million (31 December 2021: total equity of HK\$112.3 million).

流動資金及融資

於2022年12月31日，本集團的負債淨值為837.1百萬港元（2021年12月31日：資產淨值約為112.3百萬港元），流動負債淨額為3,256.3百萬港元（2021年12月31日：3,502.7百萬港元），流動比率由2021年12月31日之約0.58倍增加至2022年12月31日之約0.60倍。本集團於2022年12月31日之流動資產總值約為4,910.5百萬港元（2021年12月31日：4,926.8百萬港元），包括發展中待售物業、已竣工待售物業、存貨、貿易應收款項、其他應收款項、按金及預付款項、應收關聯公司款項、其他流動資產、銀行結餘、現金以及受法院執行令限制的物業。現金及現金等價物主要以人民幣及港元計值。本集團於2022年12月31日之流動負債總額約為8,166.8百萬港元（2021年12月31日：8,429.5百萬港元），包括貿易及其他應付款項、合約負債、撥備、應付關聯公司及合營公司款項、租賃負債、應繳稅項、銀行及其他借貸及可換股債券及債券。銀行及其他借貸以人民幣及港元計值。以固定利率取得的銀行及其他借貸為789.6百萬港元。本集團的資產負債比率約為負10.3倍（2021年12月31日：正80.6倍），乃根據總負債約8,620.0百萬港元（2021年12月31日：9,047.7百萬港元）及總虧損約837.1百萬港元（2021年12月31日：112.3百萬港元）計算。

On 24 December 2015, the Company issued a five-year term RMB zero coupon convertible bonds due 2020 (the “**SkyOcean CB**”) in an aggregate principal amount of RMB1,500 million to SkyOcean Investment Holdings Limited (“**SkyOcean Investment**”), the immediate holding company of the Company. As at 31 December 2020, the outstanding principal amount of the SkyOcean CB amounted to RMB450 million (equivalent to approximately HK\$520.6 million). On 28 October 2020, the Company and SkyOcean Investment entered into the deed of amendment, pursuant to which it is agreed that, (i) the maturity date of the outstanding SkyOcean CB shall be extended from 23 December 2020 to 23 December 2025; (ii) the existing conversion price of HK\$6.80 per Share will be adjusted to the revised conversion price of HK\$2.00 per Share; and (iii) the SkyOcean CB shall bear interest from, and including the effective date at the rate of 5% per annum of the outstanding principal amount of the SkyOcean CB, which is payable semi-annually.

On 12 November 2015 and on 28 June 2016, the Company entered into subscription agreements with Chance Talent Management Limited, an indirect wholly-owned subsidiary of CCB International (Holdings) Limited (the “**CCBI Bond Holder**”), pursuant to which the CCBI Bond Holder subscribed for bonds (“**CCBI Bonds**”) in aggregate of HK\$740 million and convertible bonds (“**CCBI CB**”) of RMB29.5 million (equivalent to HK\$36.0 million), respectively. As at 31 December 2022, the outstanding principal amount of the CCBI Bonds was HK\$465.4 million (2021: HK\$501 million) and the balance has already been matured on 30 June 2021. The outstanding principal amount of the CCBI CB as at 31 December 2022 and 2021 was Nil. The Company was in the process of negotiation with the CCBI Bond Holder on repayment schedule at the end of the reporting period.

於2015年12月24日，本公司發行於2020年到期本金總額為人民幣1,500百萬元之五年期人民幣計值零票息之可換股債券（「**天洋可換股債券**」）予本公司之直接控股公司天洋投資控股有限公司（「**天洋投資**」）。於2020年12月31日，天洋可換股債券之未償還本金額為人民幣450百萬元（相等於約520.6百萬港元）。於2020年10月28日，本公司與天洋投資訂立修訂契據，據此雙方協定(i)尚未行使之天洋可換股債券到期日將由2020年12月23日延長至2025年12月23日；(ii)現有換股價每股6.80港元將調整為經修訂換股價每股2.00港元；及(iii)天洋可換股債券將自生效日期（包括該日）起按天洋可換股債券未償還本金額5%的年利率計息，並須每半年支付。

於2015年11月12日及2016年6月28日，本公司與建銀國際（控股）有限公司之間接全資附屬公司Chance Talent Management Limited（「**建銀國際債券持有人**」）訂立認購協議，據此，建銀國際債券持有人分別認購合共740百萬港元之債券（「**建銀國際債券**」）及人民幣29.5百萬元（相等於36.0百萬港元）之可換股債券（「**建銀國際可換股債券**」）。於2022年12月31日，建銀國際債券之未償還本金額為465.4百萬港元（2021年：501百萬港元），餘額已於2021年6月30日到期。於2022年及2021年12月31日，建銀國際可換股債券之未償還本金額為零。於報告期末，本公司正在與建銀國際債券持有人磋商還款時間表。

Management Discussion and Analysis

管理層討論及分析

On 30 June 2021, the CCBI Bonds became overdue and default. On 26 November 2021, it came to the notice of the Board that Mr. Lai Kar Yan and Mr. Yeung Lui Ming, both of Deloitte Touche Tohmatsu were appointed by the CCBI Bond Holder as the joint and several receivers (the “**Appointment of Receivers**”) over the Charged Assets (the “**Charged Assets**”), which include (i) 205,182,287 Shares owned by SkyOcean Investment, (equivalent to approximately 71.87% of the total number of issued shares of the Company) and (ii) the charged SkyOcean CB in the aggregate principal amount of RMB450,000,000. The Company has been informed that upon the Appointment of Receivers, the powers of management of the directors of SkyOcean Investment over the Charged Assets have been suspended and they no longer have any power to deal with or to exercise any rights attached to the Charged Assets. For details of the Appointment of Receivers, please refer to the announcement of the Company dated 30 November 2021.

As of the date of this report, the outstanding principal amounts of the CCBI Bonds in the sum of HK\$465.4 million with interest have not been settled.

GOING CONCERN AND MITIGATION MEASURES

In order to meet its financial obligations as and when they fall due within the next twelve months and improve the Group’s current ratio, the Company have been undertaking a number of measures to improve the Group’s liquidity and financial position, and to remediate certain delayed repayments to financial institutions, which include:

- i. The Group has been actively negotiating with certain financial institutions and identifying various options for financing the Group’s working capital, repayments of the overdue borrowings as well as the commitments in the foreseeable future;
- ii. The Group will seek to accelerate the pre-sales and sales of its properties under development and completed properties. Hengyang DreamEast Resort has resumed construction in June 2022, and then gradually launch pre-sale;

2021年6月30日，建銀國際債券已逾期違約。董事會於2021年11月26日獲悉，德勤•關黃陳方會計師行黎嘉恩先生及楊磊明先生被建銀國際債券持有人委任為已押記資產（「已押記資產」）的共同及個別接管人（「委任接管人」），該等資產包括：(i) 天洋投資擁有之205,182,287股股份（相當於本公司已發行股份總數約71.87%）及(ii)已押記之天洋可換股債券本金金額為人民幣450,000,000元。本公司獲悉，於委任接管人後，天洋投資董事對已押記資產的管理權力已被暫停，彼等對已押記資產或行使已押記資產所附帶的任何權利不再擁有任何權力。有關委任接管人的詳情，請參閱本公司日期為2021年11月30日之公佈。

截至本報告日期，建銀國際債券的未償還本金總額為465.4百萬港元及利息尚未結清。

持續經營和緩解措施

為履行其於未來十二個月內到期的財務責任並提高本集團的流動比率，本公司已積極推行若干措施以改善本集團的流動資金及財務狀況，並補救若干延後向金融機構還款的問題，包括：

- i. 本集團一直與若干金融機構積極進行磋商，並物色本集團於可見將來應付營運資金、償還逾期借貸及承擔的不同方案；
- ii. 本集團將尋求加快預售及銷售其發展中物業及已落成物業。衡陽夢東方旅遊度假區已於2022年6月恢復開工建設，隨後逐步推出預售；

- iii. The Group has been actively consulting with an independent third party to sell 51% of the equity of DreamEast Jiashan, and signed a preliminary cooperation agreement on 3 June 2021. However, its progress has been delayed due to related policy factors. The Vendor and the Purchaser are still in the course of negotiating the terms of the formal sale and purchase agreement;
 - iv. The Group has been actively searching for potential investors to provide additional source of finance to the Group, and negotiating with a number of financial institutions for renewal and extension of bank borrowings and credit facilities; and
 - v. The Group will continue to take active measures to control administrative costs through various channels including human resources optimisation and management remuneration adjustments and containment of capital expenditures.
- iii. 本集團一直積極與獨立第三方進行磋商，擬出售夢東方·夢幻嘉善的51%股權，並於2021年6月3日簽署初步合作協議。但由於相關政策因素影響，其進展已被推遲。賣方及買方仍在就正式買賣協議的條款進行磋商；
 - iv. 本集團一直積極尋找潛在投資者以尋求新的融資來源並且與若干金融機構積極進行磋商，以重續及延長銀行借貸及信貸融資；及
 - v. 本集團將繼續採取積極措施通過不同渠道控制行政成本，包括優化人力資源、調整管理層薪酬及節約資本開支。

CURRENCY AND FINANCIAL RISK MANAGEMENT

With the majority of the Group's businesses transacted in RMB and HK\$, the aforesaid currencies are defined as the functional currency of the Company and some subsidiaries respectively. Apart from certain bank balances and cash and bonds denominated in foreign currencies, the Group is not subject to any significant risk from fluctuations in exchange rates. No currency hedging arrangement had been made by the Group during the reporting period. The Group will closely monitor and manage its exposure to fluctuation in foreign exchange rates.

貨幣及財務風險管理

鑑於本集團大部份業務以人民幣及港元交易，故此上述貨幣分別被界定為本公司及若干附屬公司各自之功能貨幣。除了若干銀行結餘及現金以及債券以外幣計值外，本集團並無面對任何重大匯率波動風險。於報告期內，本集團並無作出任何貨幣對沖安排。本集團會密切監察及管理其所面對之匯率波動風險。

PLEDGE OF ASSETS

As at 31 December 2022, properties under development for sale with carrying amount of approximately HK\$2,951.0 million (31 December 2021: approximately HK\$3,592.3 million), investment properties with carrying amount of approximately HK\$1,355.6 million (31 December 2021: approximately HK\$2,650.0 million), completed properties held for sale with carrying amount of approximately HK\$255.6 million (31 December 2021: approximately HK\$279.5 million), property, plant and equipment with carrying amount of approximately HK\$124.1 million (31 December 2021: approximately HK\$90.7 million), right-of-use assets with carrying amount of approximately HK\$33.1 million (31 December 2021: approximately HK\$32.4 million) and restricted properties subject to court enforcement order with carrying amount of approximately HK\$528.6 million (31 December 2021: Nil) were pledged to certain banks, a financial institution and a related party to secure borrowings obtained from the aforesaid parties.

SIGNIFICANT INVESTMENT HELD

During the Year, the Group held approximately 42% effective equity interests of SkyOcean Real Estate (Tangshan) Co., Ltd. and 51% equity interests of TianMao Cultural Development (Jiangyin) Co., Ltd. During the year ended 31 December 2022, investment gains in joint ventures were recorded. The Company expects that investment in joint ventures will continue to improve in the future.

資產抵押

於2022年12月31日，賬面值約2,951.0百萬港元（2021年12月31日：約3,592.3百萬港元）之發展中待售物業、賬面值約1,355.6百萬港元（2021年12月31日：約2,650.0百萬港元）之投資物業、賬面值約255.6百萬港元（2021年12月31日：約279.5百萬港元）的已竣工待售物業、賬面值約124.1百萬港元（2021年12月31日：約90.7百萬港元）的物業、廠房及設備、賬面值約33.1百萬港元（2021年12月31日：約32.4百萬港元）的使用權資產以及賬面值約528.6百萬港元的受法院執行令限制的物業（2021年12月31日：零）已抵押予若干銀行、一家金融機構及一個關聯方，作為自上述各方所得之借貸之擔保。

所持重大投資

於本年度內，本集團持有天洋房地產（唐山）有限公司約42%的實際股權和天茂文化發展（江陰）有限公司約51%的股權。截至2022年12月31日止年度，合營企業投資所得錄得增長。本公司預計合營企業投資未來會持續向好。

The significant investment held by the Group as at 31 December 2022 are as below: 本集團於2022年12月31日持有的重大投資如下：

Name of Joint Venture 合營企業的名稱	SkyOcean Real Estate (Tangshan) Co., Ltd 天洋房地產(唐山) 有限公司	TianMao Cultural Development (Jiangyin) Co., Ltd. 天茂文化發展(江陰) 有限公司
Place of establishment/operations 成立／營運地點	PRC 中國	PRC 中國
Nature of business 業務性質	Property development 物業發展	Property development 物業發展
Number and percentage of shares held 所持股份數目及百分比	76,600,000 shares (51%) 76,600,000股股份 (51%)	153,000,000 shares (51%) 153,000,000股股份 (51%)
Effective ownership interests to the Group (%) 本集團實際擁有權(百分比)	42% 42%	51% 51%
Investment costs 投資成本	HK\$1,237,686,000 1,237,686,000港元	HK\$173,830,000 173,830,000港元
Fair value as at 31 December 2022 於2022年12月31日的公允價值	HK\$949,673,000 949,673,000港元	HK\$231,685,000 231,685,000港元
Percentage to the Group's total assets 本集團總資產百分比	12.2% 12.2%	3.0% 3.0%
Performance of the investments during the year 年內投資業績	HK\$ 港元	HK\$ 港元
The Group's share of (loss) profit for the year 本集團應佔年內(虧損)／利潤	(13,505,000) (13,505,000)	195,488,000 195,488,000
Dividend received 已收股息	— —	112,902,000 112,902,000

Both of the joint ventures were engaged in property development and are strategic partners of the Group in developing the tactical and strategic investment business.

兩家合營企業均從事物業發展，並為本集團發展戰術及戰略投資業務的戰略合作夥伴。

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATES

During the Year, there were no material acquisitions or disposals of subsidiaries and associates by the Group.

MANAGEMENT AND STAFF

At 31 December 2022, the total number of employees (including both full time and part time) was approximately 72 (31 December 2021: 89). Total staff costs amounted to approximately HK\$15.5 million for the year ended 31 December 2022 (2021: HK\$20.8 million). The Group offers competitive remuneration packages, together with discretionary bonuses to its staff, based on industry practices, and individual and Group performances. The Group also offers training courses and continuous education sessions as part of the Group's emphasis on staff training and development.

CONTINGENT LIABILITIES

As at 31 December 2022, the Group guaranteed mortgage loans to purchasers of its properties in the aggregate outstanding principal amount of HK\$239.6 million (31 December 2021: HK\$166.2 million).

有關附屬公司及聯營公司之重大收購及出售事項

於本年度內，本集團並無有關附屬公司及聯營公司之重大收購或出售事項。

管理層及僱員

於2022年12月31日，本集團共有約72名僱員（包括全職及兼職）（2021年12月31日：89名）。截至2022年12月31日止年度，總員工成本約15.5百萬港元（2021年：20.8百萬港元）。本集團根據行業慣例、僱員個人表現及本集團之表現為僱員提供具競爭力之薪酬組合及酌情花紅。本集團亦十分重視僱員培訓及發展，為僱員提供培訓課程及持續進修機會。

或然負債

於2022年12月31日，本集團為購買物業之買方提供按揭貸款擔保，未償還本金總額為239.6百萬港元（2021年12月31日：166.2百萬港元）。

LEGAL DISPUTES

As at 31 December 2022, the Group is subjected to legal claims amounted to approximately HK\$4,132.0 million (2021: approximately HK\$4,585.8 million), mainly in relation to disputes under construction contracts in respect of its various property development projects and defaults of repayment of several bank and other borrowings, which arose during the normal course of business, involving (i) disputes under construction contracts in the amount of approximately HK\$691.8 million (2021: approximately HK\$770.3 million) in respect of its various property development projects; (ii) defaults of repayment of several bank and other borrowings in the amount of approximately HK\$3,383.3 million (2021: approximately HK\$3,739.6 million); and (iii) other miscellaneous legal claims in the amount of approximately HK\$56.9 million (2021: approximately HK\$75.9 million) which arose during the normal course of business. In these legal proceedings, the Group has received court orders to restrict the disposition of certain investment properties, property, plant and equipment, right-of-use assets, properties under development for sale, completed properties held for sale and restricted properties subject to court enforcement order in an aggregate amount of approximately HK\$5,159.3 million (2021: approximately HK\$6,408.2 million) and the withdrawal of bank deposits of approximately HK\$10.4 million (2021: approximately HK\$10.3 million) as at 31 December 2022. In the opinion of the Company, the claims made by the construction contractors are mainly related to construction works that did not meet the required standards and pursuant to the terms of the construction contracts, the Group has the right not to certify those construction work claimed by the contractors. In addition, the Group has already made or is in the process of making counter claims for compensation from the construction contractors for causing delay in delivering of the properties to the end customers of the Group.

法律糾紛

於2022年12月31日，本集團涉及若干法律申索，金額約為4,132.0百萬港元（2021年：約4,585.8百萬港元），內容主要有關其於正常業務過程中的不同物業發展項目的建築合約下的糾紛及償還若干銀行及其他借貸的違約，涉及(i)與其多個物業發展項目有關的約691.8百萬港元（2021年：約770.3百萬港元）的建築合約糾紛；(ii)數項銀行及其他借款拖欠償還約3,383.3百萬港元（2021年：約3,739.6百萬港元）；(iii)在正常業務過程中產生的其他雜項法律申索，金額約為56.9百萬港元（2021年：約75.9百萬港元）。於該等法律程序中，本集團已接獲法院法令，對處置於2022年12月31日總值約5,159.3百萬港元（2021年：約6,408.2百萬港元）的若干投資物業、物業、廠房及設備、使用權資產、發展中待售物業、持作出售物業及受法院執行令限制的物業以及提取約10.4百萬港元（2021年：約10.3百萬港元）的銀行存款施加限制。本公司認為，承建商提出的申索主要與不符合規定標準的建築工程有關，而根據建築合約條款，本集團有權拒絕為承建商申索的建築工程作出證明。此外，本集團已作出或正在作出反申索，就導致延遲向本集團最終客戶交付物業向承建商索償。

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The management has sought advice from the independent legal advisors or internal legal counsel on these matters. As at 31 December 2022, the Group has provided construction cost liabilities due to litigation amounting to approximately HK\$163.4 million (31 December 2021: HK\$207.1 million) in relation to the above mentioned construction contracts under dispute. Other outstanding legal claims that are subjected to legal proceedings and/or appeal amounted to approximately HK\$3,440.1 million (2021: approximately HK\$3,815.5 million) in aggregate. Provision for litigation on other claims amounted to HK\$33.6 million (31 December 2021: HK\$90.5 million) has been made in the consolidated financial statements at 31 December 2022 in respect of these claims. The Company considers that the Group has reasonable ground to defense those legal claims and consider that those legal claims would not result in any material adverse effects on the financial position of the Group.

Except for the matters disclosed elsewhere in this report, the Group has the following litigations with some of its lenders:

- 1) On 10 January 2017, 北京天洋基業投資有限公司 (Beijing SkyOcean Foundation Investments Co., Ltd.***) (“**Beijing SkyOcean**”), an indirect wholly-owned subsidiary of the Company entered into a loan agreement with 恒豐銀行股份有限公司北京分行 (Hengfeng Bank Securities Co., Ltd. Beijing Branch***) (“**Hengfeng Bank**”), pursuant to which Hengfeng Bank granted a term loan in the amount of RMB2,800.0 million (equivalent to approximately HK3,327.0 million) to the Beijing SkyOcean for a term of 5 years for the purpose of financing the development and construction cost of a parcel of land in Fangshan District, Beijing, the PRC, under the COMB+ project (the “**Fangshan Land and CIP**”). The Fangshan Land was charged to Hengfeng Bank as one of the securities for the repayment of the loan.

On 28 February 2020, Beijing SkyOcean was informed that all rights under the loan and the relevant securities were transferred from Hengfeng Bank to 山東省金融資產管理股份有限公司 (Shandong Financial Assets Management Securities Co., Ltd.***) (“**Shandong Assets**”).

管理層已就該等事項向獨立法律顧問或內部法律顧問諮詢意見。於2022年12月31日，本集團已就上述建築合約糾紛計提建築成本負債訴訟撥備約163.4百萬港元（2021年12月31日：207.1百萬港元）。其他處於法律程序及／或上訴程序下之未了結法律申索總額約3,440.1百萬港元（2021年：約3,815.5百萬港元）。已就該等申索於截至2022年12月31日之合併財務報表中就其他申索計提訴訟撥備33.6百萬港元（2021年12月31日：90.5百萬港元）。本公司認為，本集團具有合理理據就該等法律申索抗辯，且認為該等法律申索不會對本集團的財務狀況構成重大不利影響。

除本報告別處所披露的事項外，本集團與其若干貸款人有以下訴訟：

- 1) 於2017年1月10日，本公司的間接全資附屬公司北京天洋基業投資有限公司（「**北京天洋**」）與恒豐銀行股份有限公司北京分行（「**恒豐銀行**」）訂立貸款協議，據此，恒豐銀行向北京天洋授出定期貸款人民幣2,800.0百萬元（相當於約3,327.0百萬港元），為期五年，用於撥付超級蜂巢項目項下之中國北京房山區一幅土地（「**房山土地**」）的開發及建築成本。房山土地已抵押予恒豐銀行，作為償還貸款的抵押品之一。

於2020年2月28日，北京天洋獲告知，貸款及相關抵押品下的所有權利已由恒豐銀行轉讓予山東省金融資產管理股份有限公司（「**山東資管**」）。

On 13 August 2020, 北京市第二中級人民法院 (Second Intermediate People's Court of Beijing**) (the "**Beijing Court**") issued an enforcement judgment, pursuant to which it made an order that, amongst other things, Shandong Assets has the right to enforce the security of the loan by auctioning or selling the Fangshan Land and properties under construction in progress (CIP) and enjoy priority to the proceeds of the auction or the sale (as the case may be) ("**Enforcement Judgement**"). 天洋控股集團有限公司 (SkyOcean Holding Group Co., Ltd.**), being one of the guarantors of the loan (the "**Guarantor**"), applied to the Beijing Court for an order that the Enforcement Judgment should not be enforced, which was rejected by the Beijing Court on 13 November 2020.

In December 2020, Beijing SkyOcean was informed by Shandong Assets that (i) it intended to enforce the security over the Fangshan Land and CIP by putting it on an public auction (the "**Auction**") in satisfaction of the loan (the "**Enforcement Action**"); and (ii) an application has been made to the Beijing Court for a valuation of the Fangshan Land and CIP, which shall be relied upon by Shandong Assets as the base price of the Auction. Based on the valuation report dated 2 December 2020 prepared by an independent valuer employed by Shangdong Assets, the valuation of the Fangshan Land and CIP as at 23 October 2020 was approximately RMB2,798.7 million (equivalent to approximately HK\$3,325.3 million) (the "**Valuation**").

On 31 December 2020, Beijing SkyOcean was in default of an outstanding principal of approximately RMB2,510 million (equivalent to approximately HK\$2,982.3 million) and the accrued interest of approximately RMB213.7 million (equivalent to approximately HK\$254.0 million).

於2020年8月13日，北京市第二中級人民法院（「北京法院」）已頒佈執行裁定書，據此，其頒令（其中包括）山東資管有權透過拍賣或出售房山土地及在建工程強制執行貸款的抵押品，並就拍賣或銷售（視情況而定）所得款項享有優先權（「執行裁定書」）。天洋控股集團有限公司（為貸款的擔保人（「擔保人」）已向北京法院申請頒令禁止強制執行執行裁定書，但於2020年11月13日被北京法院駁回。

於2020年12月，北京天洋獲山東資管告知，(i)其有意透過公開拍賣（「拍賣」）房山土地及在建工程強制執行該土地的抵押，作為貸款的補償（「強制執行行動」）；及(ii)已向北京法院申請取得房山土地及在建工程的估值，作為山東資管釐定拍賣底價的依據。根據由山東資管委任獨立估值師所編製日期為2020年12月2日的估值報告，房山土地及在建工程於2020年10月23日的估值約為人民幣2,798.7百萬元（相當於約3,325.3百萬元）（「估值」）。

於2020年12月31日，北京天洋拖欠未償還本金約人民幣2,510百萬元（相當於約2,982.3百萬元）及應計利息約人民幣213.7百萬元（相當於約254.0百萬元）。

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On 13 January 2021, the Guarantor filed an application to the Beijing Court to object to the Valuation (the “**Application**”), and as informed by the Beijing Court in early March 2021, the Beijing Court has appointed 北京房地產估價師和土地估價師與不動產登記代理人協會 (Beijing Real Estate Valuer and Land Valuer and Immovable Asset Registration Agency Association**) to provide a professional technical assessment (專業技術評審工作) (the “**Assessment**”) on the merits of the Application. The result of the Assessment was released on 30 March 2021 and concluded that the Application was without merit.

On 15 April 2021, the Beijing Court issued a notice to Beijing SkyOcean that the auction for southern zone of Fangshan Land was scheduled to take place at 阿里巴巴司法拍賣網路平台 (Alibaba Judicial Auction Network Platform**) (“**Platform**”) of the Beijing Court from 27 May 2021 to 28 May 2021. Based on the information disclosed on the Platform after the close of the Auction on 28 May 2021, no bid was received for the southern zone of Fangshan Land and CIP and the Auction was unsuccessful.

According to legal procedures, the case was automatically entered into the sell-off process after unsuccessful auction. The sell-off process of southern zone of Fangshan Land and CIP took place at the Platform from 30 July 2021 to 28 September 2021. Based on the information disclosed on the Platform after the close of the sell-off process on 28 September 2021, no bid was received for the southern zone of Fangshan Land and CIP and the sell-off process was unsuccessful.

On 13 December 2021, the Beijing Court issued another notice to Beijing SkyOcean that another auction for central zone of Fangshan Land is scheduled to take place at the Platform on 30 December 2021. The base auction price was approximately RMB480.6 million. However, no bid was received for the central zone of Fangshan Land and the sell-off process was unsuccessful.

於2021年1月13日，擔保人向北京法院申請反對估值(「申請」)，並於2021年3月初獲北京法院告知，北京法院已委任北京房地產估價師和土地估價師與不動產登記代理人協會就申請依據提供專業技術評審工作(「評審」)。評估結果於2021年3月30日公佈，結論是該申請沒有法律依據。

2021年4月15日，北京市人民法院向北京天洋發出通知，房山土地南區的拍賣定於2021年5月27日至2021年5月28日在北京市人民法院的阿里巴巴司法拍賣網路平台(「平台」)進行。根據平台在2021年5月28日拍賣結束後披露的信息，房山土地南區和在建工程均未收到投標，拍賣未獲成功。

根據法定程序，在拍賣失敗後，案件自動進入變賣程序。房山土地南區和在建工程的出售過程於2021年7月30日至2021年9月28日在平台進行。根據平台在2021年9月28日出售過程結束後披露的信息，沒有收到房山土地南區和在建工程的投標，出售過程沒有成功。

2021年12月13日，北京市法院向北京天洋發出另一份通知，將於2021年12月30日在平台上舉行另一場房山土地中區的拍賣。拍賣底價約為480.6百萬人民幣，然而沒有收到房山土地中區的投標，出售過程沒有成功。

On 17 November 2022, a further enforcement judgment was handed down by the Beijing Court that the central zone of Fangshan Land held by the Group shall be transferred to Shandong Assets at the transaction price of RMB480.6 million (equivalent to approximately HK\$538.0 million), and the proceeds from the transaction would be used for partial settlement of the Overdue Borrowings and the Group's liabilities related to other legal claims. Accordingly, the central zone of Fangshan Land has been reclassified and presented as restricted properties subject to court enforcement order in the Group's consolidated statement of financial position as at 31 December 2022.

As at 31 December 2022, the southern zone of Fangshan Land and CIP was recognised as properties under development for sale amounted to approximately HK\$2,562 million (31 December 2021: approximately HK\$2,852 million).

The Company is in the process of obtaining a new loan from an independent financial institution for repayment to Shangdong Assets and nothing is concluded up to the date of approval of these consolidated financial statements.

- 2) On 15 May 2018, 湖南夢東方文化發展有限公司 (Hunan DreamEast Cultural Development Co., Ltd.***) ("**Hunan DreamEast**"), an indirect wholly-owned subsidiary of the Company entered into a loan agreement with 北京銀行股份有限公司長沙分行 (Bank of Beijing Co., Ltd. Changsha Branch**), ("**Bank of Beijing**") pursuant to which Bank of Beijing granted a 5-years term loan in the amount of approximately RMB320.0 million (equivalent to approximately HK364.8 million) to the Hunan DreamEast for the purpose of financing the development and construction cost of a parcel of land in Hengyang, the PRC under the Hengyang Project (the "**Hengyang Land**").

2022年11月17日，北京法院作出進一步執行判決，本集團持有的房山土地中區將以人民幣480.6百萬（約合538.0百萬港元）的交易價格轉讓給山東資管，交易所得款項將用於部分清償逾期借款及本集團與其他法律索償有關的債務。因此，房山土地中區已被重新分類，並在集團截至2022年12月31日的綜合財務狀況報表中列為受法院執行令限制的物業。

截至2022年12月31日，房山土地南區及在建工程被確認為待售發展中物業，總值約2,562百萬港元(2021年12月31日：約2,852百萬港元)。

本公司正在向獨立金融機構獲取新貸款以償還給山東資管，截至本綜合財務報表批准之日尚無任何結論。

- 2) 於2018年5月15日，本公司的間接全資附屬公司湖南夢東方文化發展有限公司（「**湖南夢東方**」）與北京銀行股份有限公司長沙分行（「**北京銀行**」）訂立貸款協議，據此，北京銀行向湖南夢東方授出五年期定期貸款人民幣約320.0百萬元（相當於約364.8百萬港元），用於撥付衡陽項目於中國衡陽一幅土地（「**衡陽土地**」）的開發及建築成本。

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Hunan DreamEast was in default of an outstanding principal of approximately RMB263.1 million (equivalent to approximately HK\$312.8 million). Without notice to Hunan DreamEast, Bank of Beijing filed a civil claim of RMB263.1 million against Hunan DreamEast with 湖南省長沙市中級人民法院 (Intermediate People's Court of Changsha, Hunan Province**) on 17 November 2020. The first judgment of the civil claim was handed down on 14 March 2022 by Intermediate People's Court of Changsha, Hunan Province in favour of Bank of Beijing. Hunan DreamEast disagreed with the judgment and made appeal to 湖南省高級人民法院 (High People's Court, Hunan Province**) on 9 August 2022. The appeal has been concluded on 3 November 2022 and the appeal made by Hunan DreamEast was dismissed. The overdue interests payable as at 31 December 2022 has been included in the Group's bank and other borrowings and the corresponding claim costs have been recognised in provision for litigation.

Hunan DreamEast is in the process of negotiation with Bank of Beijing on repayment schedule at the end of the reporting period.

湖南夢東方拖欠未償還本金約263.1百萬人民幣元(相當於約312.8百萬港元)。北京銀行於2020年11月17日在未向湖南夢東方發出通知的情況下，向湖南省長沙市中級人民法院提出民事申索，向湖南夢東方索償263.1百萬人民幣元。於2022年3月14日，湖南省長沙市中級人民法院一審判決北京銀行勝訴。湖南夢東方不服判決，於2022年8月9日向湖南省高級人民法院提出上訴。上訴已於2022年11月3日審結，湖南夢東方的上訴被駁回。截至2022年12月31日的逾期應付利息已計入本集團的銀行及其他借款，相應的索賠成本已計入訴訟撥備。

於報告期末，湖南夢東方正在與北京銀行磋商還款時間表。

Profile of Directors

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DIRECTORS

ZHOU JIN

Ms. Zhou, aged 50, was re-appointed as an Executive Director and Chairman of the Board of the Company on 5 March 2021. She was an executive director of the Company from 6 January 2014 to 9 January 2015 and from 2 January 2020 to 12 October 2020 and the chief executive officer of the Company from 2 January 2020 to 12 October 2020. Ms. Zhou is currently the vice president of SkyOcean Holdings Group Co., Ltd. Ms. Zhou is the sole director of Knowledge Silicon Valley Limited and Sheng Bang Holdings Limited, the substantial and controlling shareholders of the Company. She has over 25 years of working experience in the property development and commercial retail industries of the People's Republic of China.

YANG LEI

Mr. Yang, aged 55, was appointed as an Executive Director of the Company since June 2017. Mr. Yang also serves as a director of several subsidiaries of the Company. He has more than 20 years of experience in property development in relation to culture and tourism. He had been the deputy general manager of Tourist Administration of Qinhuangdao City, Hebei Province, PRC. Mr. Yang is currently the chairman of DreamEast Pictures – US Branch. Mr. Yang holds a bachelor degree in education from Beijing Normal University and a master degree in education from Beijing Sport University.

董事

周金

周女士，50歲，於2021年3月5日獲重新委任為本公司之執行董事及董事會主席。彼曾於2014年1月6日至2015年1月9日及2020年1月2日至2020年10月12日期間擔任本公司之執行董事，並於2020年1月2日至2020年10月12日期間擔任本公司之行政總裁。周女士現任天洋控股集團有限公司副總裁。周女士為本公司主要及控股股東知識矽谷有限公司及勝邦控股有限公司的唯一董事。彼於中華人民共和國物業開發及商業零售行業方面擁有逾25年工作經驗。

楊蕾

楊先生，55歲，自2017年6月起獲委任為本公司之執行董事。彼亦為本公司若干附屬公司之董事。彼擁有超過20年文化旅遊地產開發經驗。彼曾任中國河北省秦皇島市旅遊局副局長。楊先生現時為夢東方電影美國分公司董事長。楊先生持有北京師範大學教育學士學位及北京體育大學教育碩士學位。

Profile of Directors

董事一覽

LAU KING PAK

Mr. Lau, aged 51, was appointed as a Non-Executive Director of the Company on 17 June 2022. He has more than 25 years' experience in the accounting industry. Mr. Lau obtained a bachelor degree of Business Administration in accounting from the Hong Kong University of Science and Technology in 1995. Mr. Lau joined KPMG in August 1995, with his last position as accountant before he left in January 1997. Mr. Lau worked in Beijing office of Ernst & Yong from 2000 to 2011, with his last position as a partner. Mr. Lau joined Deloitte and was a partner from 2011 to 2021. He was a managing director of MC CPA Ltd, a certified public accountant firm in Hong Kong, from January 2022 to November 2022. Since February 2023, Mr. Lau has served as an independent non-executive director of China Maple Leaf Educational Systems Limited (a company listed on the Stock Exchange, stock code: 1317). Mr. Lau is a practicing member of the Hong Kong Institute of Certified Public Accountants. He was a committee member of the Information and Finance Committee of China Chain Store and Franchise Association. He was also a think tank member of the Retail Industry International Investment Promotion Committee by the Investment Promotion Agency of the Ministry of Commerce in the People's Republic of China.

CHIU WAI SHING

Mr. Chiu, aged 56, was appointed as a Non-Executive Director of the Company on 17 June 2022. He has over 30 years' experience in the accounting and finance industry. Mr. Chiu obtained a bachelor of business administration from Hong Kong Baptist University in 1990 and a master of business administration from Chinese University of Hong Kong in 2001. Mr. Chiu worked as staff accountant for Grant Thornton from August 1990 to December 1993. He joined Ernst & Young as a senior auditor and worked at Ernst & Young from January 1994 to July 1996. Mr. Chiu worked as assistant manager (finance) at New World Infrastructure Limited and New World Development Limited from August 1996 to December 1997. Mr. Chiu was the finance controller of Jebsen Motors from January 2005 to June 2009 and the finance controller of Jebsen Industrial from July 2009 to November 2010. He was the finance director of Jebsen Consumer from December 2010 to April 2020. He has been the director of WS Business Service Limited since May 2020. Mr. Chiu has been a fellow member of the Association of Chartered Certified Accountants since March 2001 and a fellow member of Hong Kong Institute of Certified Public Accountants since April 2002.

劉勁柏

劉先生，51歲，於2022年6月17日獲委任為本公司之非執行董事。彼於會計和審計行業擁有超過25年的經驗。劉先生於1995年取得香港科技大學會計學工商管理學士學位。劉先生於1995年8月加入畢馬威會計師事務所，並於1997年1月離職，其最後擔任職位為審計員。劉先生於2000年至2011年期間在安永會計師事務所北京分所工作，其最後擔任職位為合夥人。劉先生於2011年至2021年任職德勤會計師事務所，擔任合夥人。劉先生於2022年1月至2022年11月期間為香港會計師事務所MC CPA Ltd董事總經理，MC CPA Ltd乃一家香港註冊會計師事務所。此外，劉先生目前為香港會計師公會執業會員。自2023年2月起，劉先生擔任中國楓葉教育集團有限公司* (China Maple Leaf Educational Systems Limited) (一家於聯交所上市的公司，股份代號：1317) 之獨立非執行董事。彼亦曾擔任中國連鎖經營協會(「CCFA」) 信息與金融專業委員會委員，及中國商務部投資促進局零售業國際投資促進委員會智囊團成員。

趙偉誠

趙先生，56歲，於2022年6月17日獲委任為本公司之非執行董事。彼於會計和財務行業擁有超過30年經驗。趙先生於1990年取得香港浸會大學工商管理學士學位，並於2001年取得香港中文大學工商管理碩士學位。趙先生於1990年8月至1993年12月於致同會計師事務所擔任審計員。趙先生於1994年1月至1996年7月於安永會計師事務所擔任高級審計員。隨後趙先生於1996年8月至1997年12月任職於新世界發展有限公司／新世界基建有限公司並擔任助理財務經理。趙先生其後22年間服務於捷成集團多個部門，分別為捷成汽車部(2005年1月至2009年6月)和捷成工業部(2009年7月至2010年11月)擔任財務總監，之後10年間(2010年12月至2020年4月)升任捷成消費品部的財務董事。2020年5月彼創立偉誠會計稅務秘書有限公司並擔任董事至今。此外，趙先生由2001年3月起為英國特許公認會計師公會資深會員，2002年4月起為香港會計師公會資深會員。

CHEN GUANGLEI

Dr. Chen, aged 53, was appointed as an Independent Non-Executive Director of the Company on 20 December 2019. Dr. Chen received his doctorate degree in accounting from Central University of Finance and Economics (中央財經大學) in June 2008 and conducted his postdoctoral research in applied economics at the Research Institute of Fiscal Science affiliated to Ministry of Finance (財政部科學研究所) (currently known as Chinese Academy of Fiscal Sciences (中國財政科學研究院)) from June 2012 to September 2014. Dr. Chen received a certificate of "National Leading Accountant" (全國會計領軍人才證書) issued by Ministry of Finance in November 2015. He has over 27 years' experience in accounting, auditing, taxation and financial management.

From 1992 to 2018, Dr. Chen worked in various large enterprises and now also serves as an independent non-executive director of BabyTree Group (a company listed on the Stock Exchange, stock code: 1761) and Hainan Jingliang Holdings Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code 000505,200505), and has been appointed as an external director of Beijing Enterprises Group Company Limited (北京控股集團有限公司) delegated by Stated-owned Assets Supervision and Administration Commission of the State Council of Beijing since December 2018. From October 2021 to June 2022, Dr. Chen has served as an independent non-executive director of Zhengzhou Qianweiyangchu Food Co., Ltd (a company listed on the Shenzhen Stock Exchange, stock code 001215). Dr. Chen has also served as an independent non-executive director of Anhui Huaertai Chemical Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code 001217) since October 2021. Dr. Chen is currently an off-campus graduate advisor at Central University of Finance and Economics (中央財經大學), Chinese Academy of Fiscal Sciences (中國財政科學研究院), Capital University of Economics and Business (首都經貿大學), Beijing Technology and Business University (北京工商大學), China University of Mining and Technology, Beijing (中國礦業大學, 北京), Shanghai National Accounting Institute (上海國家會計學院) and Beijing National Accounting Institute (北京國家會計學院). He is also an invited member of the financial committee of Western Returned Scholars Association (歐美同學會), a deputy secretary of Green Manufacturing Association of China (中國綠色製造聯盟), a member of the Professional Steering Committee of Chinese Institute of Certified Public Accountants and a managing director of the Chinese Medical Accounting Association (中國醫藥會計學會).

陳廣壘

陳博士，53歲，於2019年12月20日獲委任為本公司之獨立非執行董事。陳博士於2008年6月取得中央財經大學會計博士學位及於2012年6月至2014年9月在財政部科學研究所(現更名為中國財政科學研究院)進行應用經濟學的博士後研究。陳博士於2015年11月獲得財政部頒發的「全國會計領軍人才證書」。彼於會計、審計、稅務及財務管理工作方面擁有逾27年經驗。

自1992年至2018年，陳博士先後於多家大型企業工作，現亦擔任寶實樹集團(一家於聯交所上市的公司，股份代號：1761)及海南京糧控股股份有限公司(一家於深圳證券交易所上市的公司，股份代號000505,200505)之獨立非執行董事，並自2018年12月被北京市國有資產監督管理委員會委派到北京控股集團有限公司擔任外部董事。陳博士自2021年10月至2022年6月擔任鄭州千味央廚食品股份有限公司(一家於深圳證券交易所上市的公司，股份代號001215)之獨立非執行董事。彼亦自2021年10月起擔任安徽華爾泰化工股份有限公司(一家於深圳證券交易所上市的公司，股份代號001217)之獨立非執行董事。陳博士現為中央財經大學、中國財政科學研究院、首都經貿大學、北京工商大學、中國礦業大學(北京)、上海國家會計學院及北京國家會計學院校外研究生導師。彼亦為歐美同學會金融委員會委員、中國綠色製造聯盟副秘書長、中國註冊會計師協會專業指導委員會成員及中國醫藥會計學會常務理事等。

MENG XIAOSU

Dr. Meng, aged 73, was appointed as an Independent Non-Executive Director of the Company since March 2014. Dr. Meng holds a Ph.D. degree in economics from Peking University and was employed as a visiting professor at various colleges and universities, including Peking University, Renmin University of China and China University of Political Science and Law. Dr. Meng received a special subsidy in recognition of his academic achievement in business administration aspect as “An Outstanding Expert” by the State Council of China in 2005.

Dr. Meng is currently a consultant of China National Real Estate Development Group Corporation (“CRED” (中國房地產開發集團公司), a company established in the PRC and the chairman of Huili Investment Fund Management Company Limited (匯力投資基金管理有限公司), an investment fund management firm established in the PRC. Dr. Meng worked in CRED from 1992 to 2006, where he has served as general manager, chairman, and etc.

孟曉蘇

孟博士，73歲，自2014年3月起獲委任為本公司之獨立非執行董事。孟博士持有北京大學經濟學博士學位及曾於北京大學、中國人民大學及中國政法大學等高校出任客席教授。孟博士現時獲得一項特別津貼，以表彰其於2005年獲中國國務院就其在工商管理方面的學術成就而授予的「優秀專家」資格。

孟博士目前為中國房地產開發集團公司（「中國房地產開發集團」，一間於中國成立的公司）理事長及匯力投資基金管理有限公司（一間於中國成立的投資基金管理公司）董事長。孟博士於1992年至2006年在中國房地產開發集團先後擔任總經理、董事長等職務。

YANG BUTING

Mr. Yang, aged 77, was appointed as an Independent Non-Executive Director of the Company since June 2014. He graduated from Changchun College of Geology (長春地質學院) (now known as College of Earth Science of Jilin University (吉林大學地球科學學院)) in 1969, and has been engaged in the film industry since 1972. He is currently a member of the China Film Association and the National Board of Film Censorship (國家電影審查委員會). He is a visiting professor of Beijing Film Academy, University of International Business and Economics, and the Communication University of China. Mr. Yang was a manager of Hebei Film Company (河北省電影公司), a vice general manager of China Film Company (中國電影公司), a director of China Research Institute of Film Science and Technology, the deputy head of the Bureau of Film under the State Administration of Radio, Film and Television of the PRC, and chairman of China Film Group Corporation. He has been awarded the State Science and Technology Awards and Huabiao Awards and is entitled to government allowance by the State Council of the PRC. He has extensive experience in film investment, production, promotion and distribution, establishment of cinema network and application of digital film technology. With over 30 years of experience in the film industry, Mr. Yang has led a number of influential film projects, such as the development of the national e-ticket administration system and IMAX movie camera, application and research of digital film technology, and the establishment of a national digital film production base (namely, the State Production Base of China Film Group (Huairou)), making substantial contribution to film development in China.

ZHAO DAXIN

Mr. Zhao, aged 68, was appointed as an Independent Non-Executive Director of the Company since December 2014. He graduated from the Chinese Faculty of Northwest University in 1977. After graduation, he served as the secretary of Youth League committee and the deputy Party secretary in the Direct Subordinate Organization of Shaanxi Provincial Government. In 1989, he became the deputy chief of Yanta District, Xi'an City, Shaanxi Province. Mr. Zhao then served as the general manager and chief editor of China Record Corporation from May 2001 to February 2008, and the Party secretary and vice chairman of China Record Corporation from February 2008 to October 2014.

楊步亭

楊先生，77歲，自2014年6月起獲委任為本公司之獨立非執行董事。彼在1969年畢業於長春地質學院（現名：吉林大學地球科學學院），1972年開始從事電影工作。彼現任中國電影家協會會員，國家電影審查委員會委員。彼在北京電影學院、對外經貿大學、中國傳媒大學出任客席教授。楊先生曾任河北省電影公司經理、中國電影公司副總經理、中國電影科學技術研究所所長、國家廣播電影電視總局電影局副局長、中國電影集團公司董事長等職務。彼獲國家科技進步獎、華表獎等，享受國務院政府津貼。彼在電影投資、製作、宣傳發行、院線建設、數位電影技術應用等方面積累了豐富經驗。在30多年的電影工作中，楊先生曾主持多個具影響力的電影項目，如：開發全國電腦售票管理系統及IMAX電影攝影機研製、數位電影技術應用與研究及建立國家數位電影製作基地（即中影懷柔基地）等，為中國電影的發展作出了積極貢獻。

趙大新

趙先生，68歲，自2014年12月起獲委任為本公司之獨立非執行董事。彼在1977年畢業於西北大學中文系。畢業後歷任陝西省政府直屬機關團委書記、黨委副書記。彼自1989年起出任陝西省西安市雁塔區副區長。趙先生之後於2001年5月至2008年2月出任中國唱片總公司總經理、總編輯；及於2008年2月至2014年10月出任中國唱片總公司黨委書記、副董事長。

CHOI, CLIFFORD WAI HONG

Mr. Choi, aged 64, was appointed as an Independent Non-Executive Director of the Company since 10 December 2021. Mr. Choi obtained a finance degree in finance and accounting from The Victoria University of Manchester, United Kingdom, in 1982. Mr. Choi is a member of (i) The Hong Kong Institute of Certified Public Accountants; (ii) The Institute of Chartered Accountants in England and Wales; (iii) The Association of Chartered Certified Accountants; and (iv) The Taxation Institute of Hong Kong, and a Certified ESG Planner. Mr. Choi currently holds the Hong Kong Institute of Certified Public Accountants Practising Certificate. Mr. Choi joined Price Waterhouse (currently known as PricewaterhouseCoopers) in Hong Kong in January 1983 and departed in July 1992 with his last position as manager. He was subsequently a general manager in DCH MSC (China) Limited, NHK Distribution Company Limited and Porsche Centre Hangzhou respectively from July 1992 to June 1999, July 1999 to December 2003 and January 2004 to August 2012. He then joined Princess Yacht Southern China Limited as a chief executive officer from September 2012 to November 2012 and later on as a director in the NHK Yacht Services division of NHK Distribution Company Limited from December 2012 to August 2017. Mr. Choi then joined Beijing Glory Star Centre Automotive Sales and Service Company Limited* (北京極光星徽汽車銷售服務有限公司) as its general manager from September 2017 to January 2018. He has re-joined NHK Distribution Company Limited since 2018 and currently serves as its director. Mr. Choi served as an independent non-executive director of Samson Paper Holdings Limited (now known as C&D Newin Paper & Pulp Corporation Limited) (a company listed on the Stock Exchange, stock code: 731) from 16 July 2020 until 21 May 2021 when he has been re-designated as executive director, and he has been re-designated as a non-executive director with effect from 26 January 2022. From November 2020 to October 2021, he served as an executive director of Freeman Fintech Corporation Limited (now known as Arta TechFin Corporation Limited) (a company listed on the Stock Exchange, stock code: 279). He has also served as a non-executive director of Xinming China Holdings Limited (a company listed on the Stock Exchange, stock code: 2699) since April 2021 and has served as an independent non-executive director of EcoGreen International Group Limited (a company listed on the Stock Exchange, stock code: 2341) since November 2022. From May 2021 to 9 February 2023, he has served as an independent non-executive director of South Shore Holdings Limited (In Liquidation) (the shares of which were previously listed on the Stock Exchange and delisted on 9 February 2023, stock code: 577). From June 2021 to 14 December 2021, he also served as a non-executive director of Silk Road Logistics Holdings Company Limited (a company listed on the Stock Exchange, stock code: 988). From 29 January 2021 to 10 March 2021, Mr. Choi served as an independent non-executive director of Bolina Holding Co., Ltd. (In Liquidation) (the shares of which were previously listed on the Stock Exchange and delisted on 10 March 2021, stock code: 1190).

蔡偉康

蔡先生，64歲，自2021年12月10日獲委任為本公司之獨立非執行董事。蔡先生於1982年在英國曼徹斯特維多利亞大學取得金融學位（金融及會計）。蔡先生為(i)香港會計師公會；(ii)英格蘭及威爾斯特許會計師公會；(iii)特許公認會計師公會；及(iv)香港稅務學會之會員，及認可ESG策劃師。蔡先生目前持有香港會計師公會執業證書。蔡先生自1983年1月起加入香港羅兵咸會計師事務所（現稱為羅兵咸永道會計師事務所），並於1992年7月離職，最後擔任職位為經理。彼其後分別自1992年7月至1999年6月、1999年7月至2003年12月及2004年1月至2012年8月擔任DCH MSC (China) Limited、NHK Distribution Company Limited及Porsche Centre Hangzhou之總經理。彼隨後自2012年9月至2012年11月加入Princess Yacht Southern China Limited，擔任行政總裁，並其後自2012年12月至2017年8月擔任NHK Distribution Company Limited之NHK Yacht Services分部總監。蔡先生隨後自2017年9月至2018年1月加入北京極光星徽汽車銷售服務有限公司，擔任總經理。彼自2018年起重新加入NHK Distribution Company Limited，目前擔任其董事。蔡先生於2020年7月16日起擔任森信紙業集團有限公司* (Samson Paper Holdings Limited) (現稱建發新勝漿紙有限公司* (C&D Newin Paper & Pulp Corporation Limited)) (一家於聯交所上市的公司，股份代號：731)之獨立非執行董事，並於2021年5月21日起獲調任為執行董事，及於2022年1月26日起獲調任為非執行董事。彼於2020年11月至2021年10月擔任民眾金融科技控股有限公司（現稱裕承科金有限公司）（一家於聯交所上市的公司，股份代號：279）之執行董事。彼亦於2021年4月起擔任新明中國控股有限公司（一家於聯交所上市的公司，股份代號：2699）之非執行董事，及於2022年11月起擔任中怡國際集團有限公司（一家於聯交所上市的公司，股份代號：2341）之獨立非執行董事。彼於2021年5月至2023年2月9日擔任南岸集團有限公司（清盤中）（其證券曾於聯交所上市，並於2023年2月9日除牌，股份代號：577）之獨立非執行董事。彼亦於2021年6月至2021年12月14日擔任絲路物流控股有限公司（一家於聯交所上市的公司，股份代號：988）之非執行董事及自2021年1月29日至2021年3月10日擔任航標控股有限公司（清盤中）（其證券曾於聯交所上市，並於2021年3月10日除牌，股份代號：1190）之獨立非執行董事。

Investor Relations Report

投資者關係報告

The Company attached great importance to communications with investors, financial institutions, the media and other stakeholders in order to establish a more efficient communication channel between the Company and the capital market. The investor relations department has maintained effective mutual communication and close relationships with investors, financial institutions and media through various channels such as the publication of annual report and interim report, press release, and announcement, as well as the website of the Company. We believe that effective investor relations will help reduce financial costs and improve the liquidity of the shares of the Company, leading to a more solid shareholder base. The Company therefore undertakes to maintain high transparency and to release the financial and operation conditions and the latest news to the market promptly and accurately in compliance with the principle of “accurate, timely, and transparent” information disclosure. The Company strives to make the market have a deep understanding of the Company and maintain high corporate transparency in order to create maximum value for shareholders and other stakeholders.

本公司極為重視與投資者、金融機構、媒體及其他利益相關人士的溝通，致力於為本公司和資本市場之間搭建更為高效的溝通橋樑。投資者關係部門通過多種渠道，包括刊發年度報告及中期報告、發放新聞稿及公告和公司網站等，以保持投資者、金融機構、媒體的有效雙向溝通及緊密聯繫。公司相信有效的投資者關係有助降低融資成本，改善本公司股份的市場流動性，並建立更穩固的股東基礎。因此，本公司承諾保持公司高透明度及遵循「準確、及時、透明」的資訊披露原則，適時準確的向市場傳達本公司的財務、經營狀況以及最新消息。本公司致力深化市場對本公司的了解，及保持企業高透明度，從而為股東及持份者創造最大價值。

SHARE PERFORMANCE

股價表現

2022	2022年	Highest 最高	Lowest 最低
The Company's share price per share (HK\$)	本公司每股股價 (港元)	2.990	0.600

SHARE PERFORMANCE IN 2022 (3 JANUARY 2022 TO 30 DECEMBER 2022)

As at 30 December 2022, the Company had a total of 285,490,845 Shares and the market price per Share was HK\$1.3 based on the closing price as at 30 December 2022, the market capitalisation of the Company amounted to HK\$371.1 million.

The investor relations department will continue to enhance the quality of communication with investors and maintain corporate transparency. To ensure easy access to the Company's updated information, all of our published information including announcements, interim and annual reports and press releases, are posted on the Company's website www.dreameast.com in a timely manner. Interested parties can also make enquiries by contacting the investor relations department (email: investor.inquiry@dreameast.com).

2022年股價表現 (2022年1月3日至2022年12月30日)

於2022年12月30日，本公司總股數為285,490,845股，每股市場價格為1.3港元。以2022年12月30日的收市價格計算，本公司的市值約為371.1百萬港元。

本公司的投資者關係部門將繼續加強和提升與投資者的聯絡及溝通質量，並且保持公司的透明度。為確保容易獲得本公司的最新資訊，所有本公司刊發的資料包括公告、中期及年度報告及新聞稿均會及時上載至本公司網頁 www.dreameast.com。有興趣人士亦可聯絡投資者關係部 (電郵: investor.inquiry@dreameast.com) 查詢。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

INTRODUCTION TO THE REPORT

This Environmental, Social and Governance Report (the “Report”) provides an overview of the initiatives, plans and performance of DreamEast Group Limited (the “Company”; together with its subsidiaries, the “Group” or “We”) in Environmental, Social and Governance (“ESG”) and demonstrates its commitment to sustainable development. The Group has always regarded ESG tasks are important and contributed to the Group’s sustainable development.

REPORTING PERIOD

This Report describes the ESG activities, challenges and measures taken by the Group during the year ended 31 December 2022 (the “Reporting Period”, “Year”, “2022”).

REPORTING SCOPE

The ESG Report mainly covers the Group’s head office in Hong Kong, and three tourist resorts in the People’s Republic of China (the “PRC”), including DreamEast Jiashan, Hengyang DreamEast Resort, and the aviation themed DreamEast Future World. We will continue to expand the scope of the disclosure in the future when the Group’s data collection system becomes more mature, and the sustainability work is enhanced.

REPORTING FRAMEWORK

This Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) as set out in Appendix 27 of the Rules Governing the Listing Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “Exchange”).

關於本報告

報告簡介

本環境、社會及管治報告（「本報告」）概述夢東方集團有限公司（「本公司」，連同其附屬公司，「本集團」或「我們」）在環境、社會及管治（「環境、社會及管治」）上的倡議、計劃及績效，並展示其在可持續發展方面的承諾。本集團始終重視環境、社會及管治工作，為本集團的可持續發展做出貢獻。

報告期間

本報告詳述本集團於截至二零二二年十二月三十一日止年度（「報告期間」、「本年度」、「2022年」）的環境、社會及管治方面的活動、挑戰及採取的措施。

報告範圍

環境、社會及管治報告主要涵蓋本集團於香港總部及中華人民共和國（「中國」）營運的三個旅遊度假區，包括夢東方夢幻嘉善、衡陽夢東方旅遊度假區及夢東方未來世界航天主題樂園。待本集團之資料收集系統更趨成熟，以及可持續發展工作深化之後，我們將於未來繼續擴大披露範圍。

報告框架

本報告乃根據香港聯合交易所有限公司（「聯合所」）主板證券上市規則附錄二十七所載環境、社會及管治報告指引（「環境、社會及管治報告指引」）編製。

REPORTING FRAMEWORK – continued

During the preparation for this Report, the Group applied the reporting principles stipulated in the ESG Reporting Guide as follows:

- **Materiality:** Materiality assessment was used to identify material issues during the Year, thereby adopting the identified material issues as the focus of preparation of the ESG Report. The materiality of the issues has been reviewed and confirmed by the Board and the ESG Working Group (the “Working Group”). For further details, please refer to the “Stakeholder Engagement” and “Materiality Assessment” sections.
- **Quantitative:** Additional clarifications have been added to the quantitative data in this Report to explain any standards, methodologies and conversion factors used in the calculation of emissions and energy consumption.
- **Balance:** The Group describes the relevant data and information about the Group in an objective and fair manner and will not be biased due to any factors.
- **Consistency:** The reporting scope and preparation are substantially consistent with the previous year, and explanations are provided regarding data with changes in the scope of disclosure and calculation methodologies.

FORWARD-LOOKING STATEMENTS

This Report contains forward-looking statements based on the current expectations, estimates, projections, beliefs, and assumptions of the Group about the businesses and the markets in which it and its subsidiaries operate. The forward-looking statement is not a guarantee of future performance and is subject to market risk, uncertainties, and factors beyond the control of the Group. Therefore, actual outcomes and returns may differ materially from the assumptions and statements in this Report.

CONTACT US

We welcome stakeholders to provide opinions and suggestions. You are welcome to provide valuable feedback on this ESG Report or our sustainability performance by email at investor.inquiry@dreameast.com.

報告框架一續

在編制本報告期間，本集團採用了環境、社會及管治報告指引中的報告原則，如下所示：

- **重要性：**本財政年度內通過重要性評估識別重大議題，並將已確認的重大議題作為 ESG 報告的編制重點。議題的重要性已由董事會及環境、社會及管治工作小組（「工作小組」）審閱及確認。有關進一步詳情，請參閱「持份者參與」及「重要性評估」章節。
- **量化：**本報告已於披露的數據中加入補充說明，以解釋在計算排放量和能源耗用過程中所用的標準、方法和轉換因數的來源。
- **平衡：**本集團以客觀公正的態度描述及披露本集團的相關數據及內容，並不會因為任何因素而有所偏頗。
- **一致性：**本報告的報告範圍、編制方法與上年基本一致，並對披露範圍和計算方法發生變化的數據進行了說明。

前瞻性陳述

本報告包含前瞻性陳述，其乃基於本集團對其及其附屬公司經營的業務和市場的當前預期、估計、預測、理念和假設。這些前瞻性陳述不是對未來業績的保證，並受市場風險、不確定性和本集團無法控制的因素所影響。因此，實際結果及回報可能與本報告所載假設及陳述有重大差異。

與我們聯絡

我們歡迎持份者提供意見及建議。閣下可就本報告或我們在可持續發展方面的表現提供寶貴意見，並電郵至 investor.inquiry@dreameast.com。

THE GROUP'S ESG GOVERNANCE STRUCTURE 本集團的環境、社會及管治管理架構



THE BOARD STATEMENT

While striving to create value for its shareholders, the Group is also committed to fulfilling its corporate social responsibility. We view our ESG commitments as part of our corporate social responsibility and are committed to incorporating ESG considerations into our decision-making processes. To achieve this goal, we have developed a core governance framework to ensure that ESG is aligned with our strategic growth and advocates for the integration of ESG into business operations. Our ESG governance structure consists of the Board of Directors (the “Board”) and the ESG Working Group.

This is the Board’s ultimate responsibility for the Group’s ESG issues, including ESG-related guidelines, strategies and policies. To better manage the Group’s ESG performance and identify potential risks, the Board, with the assistance of the ESG Working Group, conducts regular materiality assessments, with reference to the views of different stakeholders, to assess and prioritise important ESG-related issues.

董事會聲明

本集團在致力為其股東創造價值的同時，亦竭力履行企業社會責任。我們將環境、社會及管治承諾視為我們企業社會責任的一部分，並承諾將環境、社會及管治考慮因素納入我們的決策過程。為實現該目標，我們已制定核心管治框架，以確保環境、社會及管治與我們的戰略增長保持一致，同時倡導將環境、社會及管治整合至我們的業務營運。我們的環境、社會及管治管理架構分為兩個部分，董事會（「董事會」）及環境、社會及管治工作小組。

本聲明旨在闡述董事會對本集團的環境、社會及管治事宜擁有最終監管責任，包括環境、社會及管治方針、策略和政策。為了能更完善地管理本集團於環境、社會及管治方面的表現和識別潛在風險，董事會在環境、社會及管治工作小組的協助下定期進行重要性評估，參考不同持份者的意見，以評估環境、社會及管治相關的重要事宜，並確定其優先次序。

ESG WORKING GROUP

The Group's ESG Working Group comprises core personnel from different departments to facilitate the Board's oversight of ESG matters. At the executive level, the ESG Working Group is responsible for collecting and analysing ESG data, monitoring and evaluating the Group's ESG performance, ensuring compliance with ESG-related laws and regulations, and preparing the ESG Reports. The ESG Working Group arranges regular meetings to assess the effectiveness of current policies and procedures and to develop appropriate solutions to enhance the overall performance of ESG policies. At the meeting, the ESG Working Group discussed existing and future plans to monitor and manage the Group's sustainability objectives and indicators, mitigate potential risks and minimise negative impacts on our business operations. By formulating ESG-related targets and indicators to reduce our environmental impact, the Group is committed to integrating sustainable development into its business operations and fulfilling corporate responsibility. The ESG Working Group reports regularly to the Board to evaluate the implementation and effectiveness of the internal control mechanisms and to review the progress of established goals and targets. The ESG Working Group will also be involved in the assessment and identification of the Group.

The Board confirmed that it had reviewed and approved this ESG Report. To the best of its knowledge, this Report will fairly address the identified material issues and report on the Group's ESG approach and performance.

STAKEHOLDER ENGAGEMENT

The Group attaches importance to different stakeholders and their feedback on our business and ESG issues. The Group is committed to integrating sustainability into all aspects of our business. To fully understand, respond and address the core concerns of our stakeholders, we have been working closely with key stakeholders, including but are not limited to investors and shareholders, customers, suppliers, employees, the government and regulatory bodies and the public, non-governmental organisations ("NGOs") and the media, through different communication channels.

環境、社會及管治工作小組

本集團的環境、社會及管治工作小組由本集團不同部門的核心成員組成，促進董事會對環境、社會及管治事宜的監督。環境、社會及管治工作小組作為執行級別，負責收集及分析環境、社會及管治數據，監測及評估本集團的環境、社會及管治表現，確保遵守環境、社會及管治相關的法律及法規，並編製環境、社會及管治報告。環境、社會及管治工作小組安排定期會議，評估當前政策及流程的有效性，並制定適當的解決方案，以提高環境、社會及管治政策的整體表現。於會議上，環境、社會及管治工作小組討論現有及未來計劃，以監測及管理本集團於可持續發展方面的目標，降低潛在的風險，並最大程度地減少對我們業務運營的負面影響。透過制定環境、社會及管治相關的目標和指標，從而減少本集團營運對環境的影響，本集團將致力把可持續發展融入業務運營，並履行企業責任。環境、社會及管治工作小組會定期向董事會匯報，評估內部控制機制的實施及有效性，及檢討既定目標和指標的進度。環境、社會及管治工作小組亦會參與企業風險管理，協助評估及識別本集團的環境、社會及管治風險及機遇。

董事會確認其已審閱並批准本報告。據其所知，本報告會公平解決已甄別的重大議題，並呈報本集團的環境、社會及管治管理方針及表現。

持份者溝通

本集團重視與不同持份者的溝通，並積極瞭解其對我們業務及環境、社會及管治事宜的反饋意見，致力將可持續發展融入業務各個層面。為全面瞭解、回應及處理不同持份者的核心關注點，我們一直通過不同溝通渠道與主要持份者，包括但不限於投資者及股東、客戶、供應商、員工、政府及監管機構和公眾、非政府機構及媒體等進行緊密溝通。

STAKEHOLDER ENGAGEMENT – continued

Through multiple communication channels, we will bring stakeholders' expectations into the Group's ESG strategies, serving as a driving force for optimal management and corporate sustainable development. The communication channels with stakeholders and their expectations are as follows:

持份者溝通一續

通過不同的溝通渠道，我們會將持份者的期望帶入本集團的環境、社會及管治戰略當中，成為優化管理的助推力，切實推動企業可持續發展。本集團與持份者的溝通渠道及他們相對的期望如下：

Stakeholders 持份者	Communication channels 溝通渠道	Expectations 期望
Investors and Shareholders 投資者及股東	<ul style="list-style-type: none"> Annual General Meeting 股東周年大會 Special Report 專題匯報 Financial Reporting 財務報告 Announcements and Circulars 公告及通函 Seminars 研討會議 	<ul style="list-style-type: none"> Compliant Operation 合規運營 Information Disclosure 資訊披露 Financial Performance 財務業績 Corporate Governance 企業管治 Involvement in the decision-making process 參與決策
Customers 客戶	<ul style="list-style-type: none"> Customer Satisfaction Surveys 客戶滿意度調查 Customer Service Center 客戶服務中心 Complaints Review Meeting 投訴檢討會議 Hotline 電話熱線 Social Media Platforms 社交媒體平臺 Emails and Website 電郵及網站 	<ul style="list-style-type: none"> Quality Services 優質服務 Personal Safety 人身安全 Compliant Operation 合規經營 Privacy Protection 隱私保護 Seamless Communication 暢通溝通
Suppliers 供應商	<ul style="list-style-type: none"> Supplier Meetings and Events 供應商會議及活動 Periodic Assessments 定期評估 Open Tendering 公開招標 	<ul style="list-style-type: none"> Contract Performance 合同履約 Business Ethics 商業道德 Win-win Cooperation 合作共贏

STAKEHOLDER ENGAGEMENT – continued

持份者溝通一續

Stakeholders 持份者	Communication channels 溝通渠道	Expectations 期望
Employees 員工	<ul style="list-style-type: none"> Employee Opinion Surveys 員工意見調查 Employees' Representative Conference 職工代表大會 Performance Appraisal 工作表現評核 Employee Activities 員工活動 Professional Training 專業培訓 	<ul style="list-style-type: none"> Health and Safety 健康與安全 Equal Opportunities 平等機會 Compensation and Benefits 薪酬與福利 Career Development 職業發展 Legal rights and interests 合法權益
Government and Regulators 政府及監管機構	<ul style="list-style-type: none"> Regular Performance Report 定期匯報表現 Written Response to Public Consultation 書面回應公眾諮詢 Field Trips 實地考察 Tax Payments 主動納稅 	<ul style="list-style-type: none"> Pay Taxes under Laws 依法納稅 Employment Growth 促進就業 Compliance with Regulations 遵守法規 Security Operations 安全營運
Community, NGOs and Media 公眾、非政府機構及媒體	<ul style="list-style-type: none"> Public and Community Events 公眾及社區活動 Community Investment Programs 社區投資計劃 ESG Reports 環境、社會及管治報告 	<ul style="list-style-type: none"> Community Contributions 回饋社會 Environmental Protection 環境保護 Waste Disposal 廢棄物處置

The Group is committed to working with stakeholders to improve the Group's ESG performance and to continuously create greater value for the wider community.

本集團致力於與各持份者合作以改善本集團在環境、社會及管治方面的表現，並為更廣泛的社區持續創造更大的價值。

MATERIALITY ASSESSMENT

In addition to referencing its business development strategy and industry practices, the Group also identified a list of ESG issues and prepared a questionnaire based on the results of the material assessment in the previous year. Thanks to the questionnaire, the Group's relevant stakeholders and management and staff of major functions can assist in reviewing the operations and identifying relevant ESG issues and assessing the importance of such issues to the Group's business and its stakeholders.

重要性評估

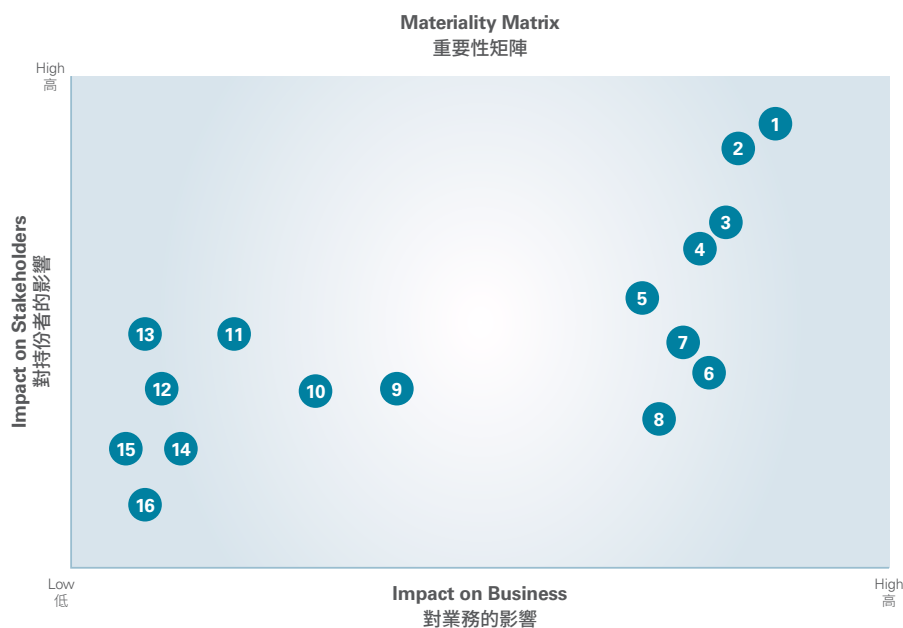
本集團除參考其業務發展策略及行業慣例外，亦依據本集團往年重要範疇評估結果，識別本集團重大環境、社會及管治議題清單並編製調查問卷。透過發放問卷調查，本集團有關持份者及各主要職能的管理層及員工可協助本集團檢討其運作情況及鑒別相關環境、社會及管治事宜，並評估相關事宜對本集團業務以及各持份者的重要性。

MATERIALITY ASSESSMENT – continued

Material issues in this Report refer to what may have a significant impact on the Group’s business operations or have an actual impact on stakeholders. The Group has analysed and presented the results of the survey as a materiality matrix. The materiality assessment results are ultimately reviewed by the Board and senior management to ensure that they are consistent with the Group’s business nature and broadly represented. It will be used as an important reference for future strategies, targets, and information disclosure. The following matrix is a summary of the Group’s material ESG issues during the Reporting Period:

重要性評估一續

本報告中的重要議題是指該議題可能對本集團的商業運營有重大影響，或對持份者產生實際影響的事宜。本集團已將調查結果分析並呈列為重要性矩陣。重要性評估結果最終經董事會及高級管理層所審閱，確保符合本集團的業務性質並具有廣泛代表性。並將其作為今後戰略制定、目標設置及持續資訊披露的重要參考。於報告期間，本集團的重要環境、社會及管治議題矩陣如下：



No. Material Issues

排序 重要議題

1. Occupational Health and Safety
職業健康與安全
2. Park Safety
園區安全
3. Community Development
社區發展
4. Use of Resources
資源使用
5. Anti-corruption
反貪污
6. Employment Practices
僱傭常規
7. Environment and Natural Resources
環境及天然資源
8. Climate Change
氣候變化

No. Material Issues

排序 重要議題

9. Customer Experience
客戶體驗
10. Development and Training
發展及培訓
11. Labour Standards
勞工準則
12. Emissions and Waste Management
排放和廢棄物處理
13. Product Responsibility
產品責任
14. Noise Control
噪音控制
15. Supply Chain Management
供應鏈管理
16. Park Greenery
園區綠化

A. ENVIRONMENTAL

The Group is aware of the importance of environmental protection, actively promotes the management concept of green development, and minimises the impact of its own operations on the environment. We continuously optimise environmental management measures, formulate relevant systems, improve energy efficiency, and reduce pollution emissions, to create a good corporate profile.

The ESG Working Group and managements oversee the implementation of environmental management measures and related policies. Under strict supervision and guidance, all departments implement the Group's environmental policy and ensure that all business processes comply with legal requirements. Managements at all levels will continuously review the Group's policies and implementation procedures, report to the Board and make recommendations on measures if necessary.

2030 ENVIRONMENTAL TARGETS

In order to support global efforts to address climate change, accelerate the pace of transition to a green and low-carbon economy, resolutely achieve the "carbon peak before 2030" and "carbon neutrality before 2060" goals, and assess the effectiveness of the Group's strategies and measures to mitigate the impact of climate change, we set environmental targets at the Group level as shown below.

Target reduce intensity by 2030, with 2022 as the base year:

Electricity Consumption Intensity 用電量強度	Water Consumption Intensity 用水量強度	Non-hazardous Waste Intensity 非危險廢物強度	GHG Emission Intensity 溫室氣體排放強度
↓ 5%	↓ 5%	↓ 5%	↓ 5%

Setting these objectives provides guidance for the Group's business strategy. The steps are taken to achieve these goals are detailed below.

A. 環境

本集團意識到環境保護的重要性，積極踐行綠色發展的管理理念，盡可能降低企業自身運營對環境所造成的影響。我們不斷優化環境管理措施，制定相關制度，提高能源使用效率，減少污染排放，積極營造一個良好的企業形象。

本集團的環境、社會及管治工作小組及管理層會監督環保管理措施及相關環保政策的實施情況。各部門在嚴格的監察及指導下，盡其所能執行本集團的環保政策，確保所有業務流程符合法律要求。管理層各級負責人員會持續審視本集團的政策及實行程式，並在適當時匯報予董事會，如有需要亦會提出建議措施。

2030年環境目標

為支持全球應對氣候變化的努力，加快向綠色低碳經濟轉型的步伐，堅決實現「2030年前碳達峰、2060年前碳中和」，並促進評估集團減緩氣候變化影響的策略和措施的有效性，在集團層面設定各項環境目標，如下文所示：

以2022年為基準年，到2030年降低強度的目標：

透過設定該等目標，為集團業務策略提供指引。達到這些目標所採取的步驟，將在下文詳列。

A. ENVIRONMENTAL – continued

A1. EMISSIONS

During the Reporting Period, the Group was not aware of any material non-compliance with environmental-related laws and regulations in relation to exhaust gas and greenhouse gases (“GHGs”), emissions, water and land discharge, and the generation of hazardous and non-hazardous waste that would have a significant impact on the Group. Such laws and regulations include but are not limited to the Environmental Protection Law of the PRC, the Water Pollution Prevention and Control Law of the PRC, the Prevention and Control of Environmental Pollution by Solid Wastes of the PRC, and the Water Pollution Control Ordinance of Hong Kong.

Air Emissions

The Group’s exhaust air emissions from its operations are mainly nitrogen oxides, sulphur oxides, and suspended particulate matter generated by petrol consumed by vehicles. In response to the above emission sources, we actively take the following emission reduction measures:

- Carry out regular maintenance of the vehicles to effectively reduce fuel consumption, thereby reducing carbon emissions and exhaust emissions;
- Use environmentally friendly unleaded petrol to ensure that vehicles meet the relevant emission standards and require vehicles to comply with the latest emission standards; and
- Encourage reasonable use of vehicles and limit private use of vehicles to reduce unnecessary exhaust emissions.

A. 環境一續

A1. 排放物

於報告期間，本集團並無發現任何對本集團有重大影響且嚴重違反有關空氣及溫室氣體（「溫室氣體」）、排放物、水及土地的排污以及有害及無害廢棄物產生的相關法律及法規的重大事宜。相關法律及法規包括但不限於《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國固體廢物污染環境防治法》、香港《廢物處置條例》及香港《水污染管制條例》。

廢氣排放

本集團在營運過程中的廢氣排放主要源於車輛消耗的汽油所產生的氮氧化物、硫氧化物及可懸浮顆粒物。針對上述排放源，我們積極採取以下減排措施：

- 對所屬車輛定期進行檢修，以有效地降低燃料消耗，從而減少碳排放及廢氣排放；
- 使用環保無鉛汽油，確保車輛達到相關排放標準，要求交通工具遵守最新的排放標準；及
- 鼓勵科學合理用車，限制因私用車，以減少不必要的廢氣排放。

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Air Emissions – continued

During the Reporting Period, air emissions increased slightly compared to 2021 due to increased vehicle usage. The Group's emissions performance is summarised below:

Types of air emissions 廢氣種類	Unit 單位	2022	2021
Nitrogen oxides (NOx) 氮氧化物(NOx)	kg 千克	1.40	0.70
Sulphur oxides (SOx) 硫氧化物(SOx)	kg 千克	0.12	0.10
Particulate matter (PM) 顆粒物(PM)	kg 千克	0.10	0.05

Greenhouse Gas (“GHG”) Emissions

The Group's major greenhouse gas emissions are derived from direct GHG emissions from petrol consumed in transportation (Scope 1) and indirect GHG emissions from energy from purchased electricity (Scope 2). In order to properly manage GHG emissions, the Group actively implements electricity conservation and energy conservation measures.

A. 環境一續

A1. 排放物一續

廢氣排放一續

於報告期間，由於車輛使用量增加，廢氣排放量較2021年有小幅上升。本集團的廢氣排放表現概述如下：

溫室氣體排放

本集團的主要溫室氣體排放來源於交通運輸所消耗的汽油產生的直接溫室氣體排放(範圍一)和外購電力造成的間接溫室氣體排放(範圍二)。為妥善管理溫室氣體排放，本集團積極採取節電及節能措施，以減少溫室氣體排放。

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Greenhouse Gas (“GHG”) Emissions – continued

During the Reporting Period, indirect GHG emissions from purchased electricity decreased by approximately 15% compared to 2021, thanks to the Group’s effective implementation of energy-saving measures and employees’ growing environmental protection awareness. The Group’s GHG performance is summarised below:

Indicator ¹ 指標 ¹	Unit 單位	2022	2021
Direct GHG emissions (Scope 1) 直接溫室氣體排放 (範圍一)	tCO ₂ e 噸二氧化碳當量	20.83	17.86
Indirect GHG emissions (Scope 2) 間接溫室氣體排放 (範圍二)	tCO ₂ e 噸二氧化碳當量	1,469.97	1,740.70
Total GHG emissions 溫室氣體排放總量	tCO ₂ e 噸二氧化碳當量	1,490.80	1,758.56
Total GHG emission intensity^{2,3} 溫室氣體排放總量密度	tCO ₂ e/employee ² 噸二氧化碳當量/ 僱員 ²	22.25	23.14
	tCO ₂ e/thousand m ² 噸二氧化碳當量/ 千平方米 ³	0.48	0.56

A. 環境一續

A1. 排放物一續

溫室氣體排放一續

於報告期間，得益於集團有效地實施節能措施，同時員工對減少溫室氣體排放的意識不斷提高，外購電力所產生的間接溫室氣體排放量較2021年下降約15%。本集團的溫室氣體排放表現概述如下：

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Greenhouse Gas (“GHG”) Emissions – continued

Notes:

1. GHG emission data is presented in terms of carbon dioxide equivalent and is based on, but not limited to, “The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards” issued by the World Resources Institute and the World Business Council for Sustainable Development, “How to prepare an ESG Report – Appendix II: Reporting Guidance on Environmental KPIs” issued by the HKEX, the latest released emission factors of China’s regional power grid basis and the “Sustainability Report 2021” published by HK Electric Investments Limited.
2. As at 31 December 2022, the total number of full-time employees in the Reporting Scope of the Group was 67 (as at 31 December 2021: 76). This data is also used for calculating other intensity data.
3. As at 31 December 2022, the total floor area in the Reporting Scope was approximately 3,138.29 thousand m² (as at 31 December 2021: 3,138.29 thousand m²). This data is also used for calculating other intensity data.

Sewage Discharge

Due to the nature of its business, the Group’s business activities do not generate a large amount of sewage discharge. As the wastewater discharged by the Group will be sent to the local sewage treatment plants for treatment through the municipal sewage network, the Group’s water consumption amount is about the same as sewage discharge. The Group’s water consumption data will be described in the “Water Management section” in aspect A2.

A. 環境一續

A1. 排放物一續

溫室氣體排放一續

備註：

1. 溫室氣體排放數據乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、香港交易所發佈的《如何準備環境、社會及管治報告一附錄二：環境關鍵績效指標匯報指引》、最新發佈的中國區域電網基準綫排放因數、及港燈電力投資的《2021年可持續發展報告》。
2. 截至二零二二年十二月三十一日，本集團報告範圍的全職僱員總數為67名（截至二零二一年十二月三十一日：76名）。有關數據亦用於計算其他密度數據。
3. 截至二零二二年十二月三十一日，本集團報告範圍的總建築面積為約3,138.29千平方米（截至二零二一年十二月三十一日：3,138.29千平方米）。有關數據亦用於計算其他密度數據。

污水排放

由於業務性質，本集團的業務活動並無產生大量污水排放。鑒於本集團排放的廢水會經市政污水管網送往地方污水處理廠處理，因此本集團耗水量即為污水排放量。本集團的耗水量數據將於A2層面的「用水管理」一節中說明。

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Waste Management

The Group actively advocates the importance of environmental management, strictly controls the generation of emissions, continuously optimises management and monitoring, and ensures that the wastewater and solid waste generated are reviewed by the environmental protection department and meet the requirements of national and local environmental standards. The Group attaches great importance to the recycling of internal waste, establishes a waste inventory under the principle of “reduction, recycling, and harmlessness”, monitors the generation, transfer and disposal of waste, strengthens effective control of waste, and prevents waste pollution to the environment. The Group will also educate and support its staff on sustainable development and develop their related skills and knowledge.

Hazardous Waste

Due to the nature of its business, the Group did not generate any hazardous waste during the Reporting Period. However, the Group has also formulated guidelines for the management and disposal of hazardous waste. If any hazardous waste is generated, the Group must engage qualified chemical waste collectors to treat such waste to comply with relevant environmental laws and regulations.

A. 環境一續

A1. 排放物一續

廢棄物管理

本集團積極倡導環保管理的重要性，嚴格控制排放物的產生，持續優化管理監測，並切實確保產生的廢水和固體廢棄物均通過環保部門審核，滿足國家和地方環境標準要求。集團重視內部廢棄物的循環及綜合，秉持「減量化、資源化、無害化」的原則建立廢棄物清單，監控廢棄物的產生、轉移、處置情況，加強對廢棄物的有效管控，防止廢棄物污染環境。本集團亦會教育員工可持續發展的重要性及提供相關支援，培養其在可持續發展方面的技能和知識。

有害廢棄物

基於業務性質，本集團於報告期間並未產生任何有害廢棄物。但本集團亦已制定管理及處置有害廢棄物的指引，倘若有任何有害廢棄物的產生，本集團必須委聘具有資質的化學廢物收集商處理該等廢物，以遵守相關環境法律及法規。

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Waste Management – continued

Non-hazardous Waste

The non-hazardous waste generated by the Group's business activities is mainly paper (including office paper and ticket paper), domestic and kitchen waste.

The Group collects all garbage in the park and sorts it according to recyclable and non-recyclable categories. For recyclable waste, such as paper, plastic, glass and other items, reuse as much as possible; Non-recyclable garbage is transported to the designated garbage transfer station to ensure the hygiene and cleanliness of the park, and the government shall carry out harmless treatment and shall not pollute the environment. At the same time, we promote environmental protection knowledge to visitors in the park during the peak season, aiming to reduce the generation of waste from the source. At the same time, it also increases cleaning efforts to ensure the timely cleaning of garbage and fully protect the environmental quality of the park. For other waste disposals, such as scrapped equipment and facilities, the facility maintenance department disassembles and recycles available resources to effectively save maintenance resources.

In order to create a green office environment, the Group's offices also provide appropriate facilities and encourage employees to separate waste sources and recycle waste at source, with a view to achieving the goal of reducing, reusing and recycling the waste in the course of operations.

A. 環境一續

A1. 排放物一續

廢棄物管理一續

無害廢棄物

本集團業務活動產生的無害廢棄物主要為紙張(包括辦公用紙及門票用紙)、生活垃圾及廚餘垃圾。

本集團將園區所有的垃圾進行收集，按照可回收和不可回收類別進行分揀。針對可回收垃圾，例如紙張、塑膠、玻璃類等物品，盡可能進行二次利用；不可回收垃圾運送到指定的垃圾中轉站，保證園區的衛生清潔，由政府統一進行無害化處理，不得污染環境。同時，我們在旺季期間對園區內遊客進行環保知識宣傳，旨在從源頭減少廢棄物的產生。同時亦加大保潔力度，做到對垃圾的及時清理，充分保障園區環境品質。針對其他廢棄物例如報廢的設備設施，設施維修部進行拆解，回收可利用資源，有效節約維修資源。

為構建綠色環保辦公環境，本集團旗下辦公室亦提供適當設施，並鼓勵員工從源頭分類廢棄物來源及循環再用廢棄物，力求於營運過程中達致減廢、再用及再造的目標。

A. ENVIRONMENTAL – continued

A1. EMISSIONS

Waste Management – continued

Non-hazardous Waste – continued

The Group has vigorously promoted e-ticketing in its operating tourist resorts to reduce paper consumption. In addition, the Group is committed to building a green office environment by placing environmental messages on office equipment to enhance employees' environmental awareness. In order to establish a "paperless" operating environment, the office has made full use of the online system. The established electronic workflow outlined the procedure of data transfer and circulating of office notices. The Group implemented the following measures to encourage employees to take responsibility for waste management and waste minimisation:

- Avoid printing and copying documents as much as possible;
- Use double-sided printing and photocopying as much as possible;
- Monitor paper consumption regularly and designate waste paper recycling bins for used paper;
- Reuse old envelopes and recycle used paper, cartons, and folders; and
- Minimise the use of disposable paper products such as paper cups and tissues.

A. 環境一續

A1. 排放物一續

廢棄物管理一續

無害廢棄物一續

集團在營運的旅遊度假區大力推行電子門票，透過此舉以減少紙張消耗量。此外，本集團致力構建綠色環保辦公環境，我們在辦公室設備上貼上環保訊息提示，提高員工的環保意識。為建立「無紙化」運營環境，辦公室內充分利用網上系統，一般事務性通知、資料傳送等通過網路系統進行，建立電子工作流程，同時已實施下列措施，鼓勵僱員在廢棄物管理及盡量減少廢棄物產生方面承擔責任：

- 盡量避免列印及複印文件；
- 盡量使用雙面列印及影印；
- 定期監察紙張耗用量，指定廢紙回收箱用於收集已使用的紙張；
- 使用舊信封和循環使用曾用過的紙張、紙箱、及文件夾；及
- 盡量減少使用一次性紙製品，如紙杯、紙巾。

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Waste Management – continued

Non-hazardous Waste – continued

As DreamEast Future World and Hengyang DreamEast Resort provide catering and staff meal services, it generates food waste in the course of our operations, so we focus on the reduction of food waste at the source and plan to implement a number of measures to reduce food waste, such as putting up slogans in the catering area advocating “Clean Your Plate Movement” to encourage visitors and staff to take care of food and avoid waste. We improve refrigeration equipment and facilities to prevent the generation of kitchen waste due to improper storage and transportation of refrigeration. In order to properly and effectively dispose of food waste, the Group has appointed qualified waste collectors to treat the resulting food waste. We have also placed designated bins in different areas of the kitchen for the centralised collection of food waste. Eligible waste collectors will collect these bins daily to ensure kitchen hygiene.

During the Reporting Period, the Group generated a total of 393.23 tonnes of non-hazardous waste. The Group’s performance of non-hazardous wastes is summarised below:

Types of waste 廢棄物類別	Unit 單位	2022	2021
Office paper 辦公用紙	tonnes 噸	0.23	0.72
Domestic waste 生活垃圾	tonnes 噸	371.00	481.00
Food waste 廚餘垃圾	tonnes 噸	22.00	13.00
Total non-hazardous waste 無害廢棄物排放總量	tonnes 噸	393.23	494.72
Non-hazardous waste intensity 無害廢棄物排放密度	tonnes/employee 噸／僱員	5.87	6.51
	tonnes/thousand m ² 噸／千平方米	0.13	0.16

A. 環境一續

A1. 排放物一續

廢棄物管理一續

無害廢棄物一續

由於夢東方未來世界及衡陽夢東方旅遊度假區均有提供餐飲及員工膳食服務，我們於營運過程中會產生大量廚餘，因此我們注重鼓勵從源頭減少廚餘，並計劃推行多項措施減少廚餘，例如於餐飲區張貼標語，倡導「光盤行動」，鼓勵遊客及員工愛惜食物，避免造成浪費。完善冷藏設備設施，防止由於儲存冷藏方式不當而產生廚餘垃圾。為了正確及有效地處理廚餘，我們亦在廚房的不同區域中放置了指定的垃圾箱，以供工作人員集中收集廚餘。合資格的廢物收集商將每天收集這些垃圾箱，以確保廚房衛生。

於報告期間本集團產生共393.23噸無害廢棄物。本集團的主要無害廢物排放表現概述如下：

A. ENVIRONMENTAL – continued

A2. USE OF RESOURCES

The Group has established policies and measures to manage the use of resources with the aim of achieving greater energy efficiency and reducing the use of non-essential materials. All parks and offices have implemented energy-saving measures to reduce emissions and resource consumption. The Group has established policies and procedures to manage the use of water, electricity, diesel and petrol. We also focus on managing major energy-consuming equipment and regulate their operation process to make the most efficient use of energy.

Energy Management

In its daily operations, the Group's main energy consumption is electricity consumption in offices and tourist resorts and vehicle petrol consumption. Since the Group's main energy consumption comes from electricity, we integrate energy conservation and emission reduction into our business operation and development goals, establish an energy-saving performance management system, and further improve energy efficiency through personnel management and equipment transformation for energy conservation and emission reduction. The relevant specific measures are as follows:

- Install LED lighting systems in tourist resorts, venues and offices;
- Accelerate the renovation of pipes, equipment and facilities such as heating and direct combustion engines; select electricity-saving equipment and electrical appliances in offices and tourist resorts, and gradually replace equipment with less energy-efficient equipment with new equipment certified for energy conservation;
- Install a centralised controller of air conditioning for coordinated control and energy consumption reduction;

A. 環境一續

A2. 資源使用

本集團已設立政策及措施管理資源有效使用，旨在實現更高能源效益及減少非必要材料使用。所有園區及辦公室均已實施節能措施，以減少排放及資源消耗。本集團已制定與環境管理相關的政策和流程，對水、電、柴油及汽油的使用進行管理。我們亦對主要耗能設備進行重點管理，規管設備作業流程，以充分有效地利用能源。

能源管理

在日常生產營運中，本集團的主要能源消耗為辦公室及旅遊度假區的電力消耗和車輛產生的汽油消耗。由於本集團主要的能耗來自於電力，我們將節能減排融於企業運營發展目標，建立節能績效管理體系，通過管理使用人員，改造使用設備，進一步提升能源使用效率，系統性落實節能減排。相關具體措施如下：

- 於旅遊度假區、場館及辦公室統一安裝LED照明系統；
- 加快對暖氣、直燃機等管道、設備設施的改造工作，於辦公室及旅遊度假區選用節電的設備及電器，逐步用節能認證的新設備替代能源效益較低的設備；
- 安裝空調集中控制器，統一控制，降低能耗；

A. ENVIRONMENTAL – continued

A2. USE OF RESOURCES – continued

Energy Management – continued

- Improve electrical management system by adding frequency control function to save energy;
- Strengthen the maintenance of equipment, such as timely cleaning of cooling towers and condensers in summer, increasing cooling capacity and maintaining the best state of each electronic equipment, and effectively using electricity; and
- Strengthen the off-peak operation of electricity consumption and improve the energy management for high efficiency and low consumption.

In addition, the Group conducts sustainability education and training from time to time, promotes practical suggestions on eco-friendly lifestyles, and raises employees' awareness of energy conservation by posting electricity-saving slogans. During the Reporting Period, the Group consumed a total of 1,676.52 MWh of energy, representing a decrease of approximately 14% compared to 2021. The Group's energy consumption performance is summarised below:

Types of Energy Consumption 能源種類	Unit 單位	2022	2021
Direct energy consumption 直接能源消耗			
petrol 汽油	MWh 兆瓦時	75.88	65.08
Indirect energy consumption 間接能源消耗			
Purchased electricity 外購電力	MWh 兆瓦時	1,600.64	1,884.46
Total energy consumption 能源消耗總量	MWh 兆瓦時	1,676.52	1,949.54
Total energy consumption intensity 能源消耗總密度	MWh/employee 兆瓦時／僱員	25.02	25.65
	MWh/thousand m ² 兆瓦時／千平方米	0.53	0.62

A. 環境一續

A2. 資源使用一續

能源管理一續

- 改造電器控制系統，增加變頻控制，節約電能；
- 加強對設備的維護檢修，如夏季及時清洗冷卻塔、冷凝器，增加換冷能力，將各電子設備保持最佳的狀態，有效地使用電力；及
- 加強錯峯用電運行，提高功率因數，提效減耗。

另外，本集團會不定期進行可持續教育培訓及宣揚有關環保生活方式的實用建議，並通過張貼節電標語等，提高僱員對節約能源的意識。於報告期間，本集團共消耗1,676.52兆瓦時能源，相較2021年下降了約14%。本集團的能源消耗表現概述如下：

A. ENVIRONMENTAL – continued

A2. USE OF RESOURCES – continued

Water Management

The Group's water is mainly used for domestic water in offices and tourist resorts. The water supply is managed by the Group includes toilet water, washing water and cleaning water. While the Group is aware of the current situation of global water scarcity, we actively take measures to meet the challenges. We encourage all employees to adopt the habit of water conservation and have put in place the following water conservation measures:

- Strengthen water use inspections, check the water usage of each park from time to time, judge whether the water usage is reasonable, and report and deal with abnormal situations in a timely manner;
- Regularly check the water supply facilities and water supply pipelines, and take timely measures or report to the supervisor to formulate a plan in time if water leakage or control devices are found to be out of order;
- Use water supply facilities with good water-saving capacity whenever possible;
- Establish the concept of water conservation, achieve "turn off the faucet when people have left" and eliminate the cases of frequent water leakage; and
- Strengthen water-saving promotions in each park, put up water-saving slogans, and guide employees and tourists on the appropriate use of water resources.

A. 環境一續

A2. 資源使用一續

用水管理

本集團的用水主要是辦公室以及旅遊度假區的生活用水。本集團管理的供水包括衛生間用水、洗刷用水和保潔用水等。本集團意識到全球水資源緊缺的現狀，故積極採取措施應對挑戰。我們鼓勵全體員工及僱員養成節水的習慣，並已訂立以下節約用水措施：

- 加強用水巡查，不定期檢查各園區用水，判斷是否合理用水，如發現異常情況則及時匯報並進行處理；
- 定期檢查供水設施的完好狀況，定期檢查供水管道，若發現漏水或各類控制裝置失靈，及時採取措施或報告主管及時制定方案；
- 盡可能使用具有良好節水能力的供水設施；
- 樹立節約用水的觀念，做到「人走水關」，杜絕常漏水現象；及
- 在各園區加強節水宣傳，張貼節水標語，引導員工及遊客合理用水。

A. ENVIRONMENTAL – continued

A2. USE OF RESOURCES – continued

Water Management – continued

Due to the geographical location of its offices and tourist resorts, the main source of the Group's water resources is tap water from the municipal network, so there is no problem in obtaining applicable water sources. During the Reporting Period, the Group consumed a total of 4,854 m³ of water, representing a decrease of approximately 15% compared to 2021. The Group's water consumption performance was summarised below:

	Unit 單位	2022	2021
Water consumption 耗水量	m ³ 立方米	4,854	5,720
Water consumption intensity 耗水密度	m ³ /employee 立方米／僱員	72.45	75.26
	m ³ /thousand m ² 立方米／千平方米	1.55	1.82

Use of Packaging Materials

The disclosure does not apply to the Group as the Group has outsourced the production of its products to third-party factories and therefore does not use packaging materials in its daily operations.

A. 環境 – 續

A2. 資源使用 – 續

用水管理 – 續

基於本集團辦公室及旅遊度假區的地理位置，本集團水資源的主要來源為市政網絡的自來水，故沒有任何求取適用水源上的問題。於報告期間本集團共耗水4,854立方米，較2021年下降了約15%。本集團耗水表現概述如下：

包裝材料使用

由於本集團已將產品生產外判予第三方工廠，因而在日常營運過程中不會使用包裝材料，故有關披露不適用於本集團。

A. ENVIRONMENTAL— continued

A3. THE ENVIRONMENT AND NATURAL RESOURCES

The Group focuses on the impact of its business on the environment and natural resources and pursues best practices for environmental protection. In addition to complying with environment-related laws and international standards to appropriately protect the natural environment, the Group also integrates the concept of environmental and natural resource protection into its internal management and daily operation activities, such as proper disposal of waste, conservation of resources, etc., in order to achieve the goal of environmental sustainability, improve the environmental monitoring and early warning system, and establish an emergency response system for environmental emergencies.

Noise Control

The Group is aware that noise may be generated during its operations, and the main noise sources are from facilities and vehicles in tourist resorts. Therefore, we strictly comply with the latest national and regional noise management laws and regulations. Based on this, we have established various noise reduction measures to comply with the relevant laws and regulations. To create a comfortable environment and reduce the impact of noise, our tourism resorts and offices are designed with sound and noise reduction functions. The Group also regularly monitors the use of facilities, broadcasting and vehicle operation in the park. If there is any noise pollution and tourist complaints, the relevant responsible personnel will be penalised accordingly in accordance with the Group's administrative regulations.

A. 環境—續

A3. 環境及天然資源

本集團重視其業務對環境及天然資源的影響，追求保護環境的最佳實務。除了遵循環境相關法規及國際準則以適切地保護自然環境外，本集團亦將環境及天然資源保護的概念融入內部管理及日常營運活動當中，如妥善處理廢棄物、珍惜資源等，以此致力達成環境永續之目標，並完善環境監測預警制度，建立突發環境事件應急體系。

噪音控制

本集團意識到其營運過程中可能會製造噪音，而主要噪音源為旅遊度假區內的設備和車輛。因此，我們嚴格遵守最新國家和地區噪音管理法律法規，並以此為依據定立各項減少噪音的措施，以遵守當地政府相關的法律法規和貫徹落實環境政策。為建造舒適的環境、降低噪音的影響，我們的園區和辦公室的設計均配有隔音降噪功能。本集團亦會定期對園區內的設備使用、廣播播放和車輛運行進行監控。如發現噪音污染情況及遊客投訴，相關負責人員將按本集團行政管理條例予以相應處罰。

A. ENVIRONMENTAL – continued

A3. THE ENVIRONMENT AND NATURAL RESOURCES – continued

Park Greenery

The Group is committed to continuously enhancing the greenery of tourism resorts and aims to provide a clean green environment and beautiful scenery for our employees and tourists. The Group will conduct greenery assessments before the construction of facilities in the tourism resorts to reduce the impacts generated on the natural environment. At the same time, the Group has formulated related policies on existing greenery in the tourist resorts and regularly provides related notices to remind employees in complying with the tourism resorts' greenery management measures. Apart from that, the Group designates personnel to carry out inspections of the tourism resorts' environment and manage and conserve plants and green belts; immediate actions will be carried out when problems are identified. The Group also consistently seeks opportunities to develop a greener environment and raise the employees' awareness of greenery.

A4. CLIMATE CHANGE

Addressing climate change is the general trend of global green and low-carbon transformation. In order to achieve the goal, China has pledged to peak carbon emissions before 2030 and strive to achieve carbon neutrality before 2060. Hong Kong has also pledged to achieve "net zero" emissions by 2050. DreamEast actively responds to the call, identifies the content of climate change risks and opportunities based on its current situation, and integrates them into the risk management system to strengthen the ability to respond to climate change risks and opportunities.

A. 環境 – 續

A3. 環境及天然資源 – 續

園區綠化

本集團致力持續增進旅遊度假區綠化覆蓋，旨在為僱員和遊客提供整潔的綠色環境及悅目的景觀。本集團會於旅遊度假區設施建造進行綠化評估，以減低對自然環境產生的影響。同時，本集團對現有旅遊度假區的綠化制定了相關政策，並定期向僱員發出相關通知，提醒僱員嚴格遵循園區綠化管理措施。此外，本集團定期安排人員巡視園區內環境，妥善護理和保育花草樹木及綠色地帶，如發現任何問題第一時間作出應對處理。本集團亦不斷尋求機會發展更綠化的環境，並持續提高僱員對園區綠化的意識。

A4. 氣候變化

應對氣候變化代表了全球綠色低碳轉型的大方向。為實現應對氣候變化目標，中國承諾在二零三零年前實現「碳達峰」，努力爭取在二零六零年前實現「碳中和」。香港亦承諾在二零五零年實現「淨零排放」。夢東方積極響應國家號召，結合自身現狀，識別出氣候變化風險及機遇內容，並將其融入風險管理體系，強化氣候變化風險和機遇應對能力。

A. ENVIRONMENTAL – continued

A4. CLIMATE CHANGE – continued

According to the reporting framework developed by the Task Force on Climate-Related Financial Disclosures (“TCFD”), climate-related risks are divided into physical and transition risks. The Group has incorporated climate change-related risks into enterprise risk management to identify and mitigate potential risks.

Physical Risks

The increased frequency and severity of extreme weather events, such as typhoons, storms, and heavy rainfall, will increase the risk of property damage (e.g. facilities and equipment), threaten the personal safety of our employees and visitors, and may increase the associated insurance costs or make insurance difficult to obtain. At the same time, a long-term closure of theme parks will directly reduce financial revenue; prolonged rainfall or drought could disrupt the food supply chain and affect the ability to serve tourists.

The Group is considering increasing the use of purchased certified renewable energy and reducing its dependence on fossil fuels. The Group also plans to equip tourist resorts with photovoltaic panels, solar thermal panels, heat recovery devices, heat pumps, etc. The Group will strengthen infrastructure construction and actively integrate climate change elements into the design, construction and operation of parks, especially in the operating locations that are vulnerable to climate risks, so as to quickly recover from extreme weather. All the measures will further improve the stability of our operations and avoid loss of economic value.

A. 環境 – 續

A4. 氣候變化 – 續

根據氣候相關財務資訊披露工作組(TCFD)制定的報告框架，氣候相關風險分為實體及過渡風險兩大類。本集團已將氣候變化相關風險納入企業風險管理之中，以識別和緩解潛在風險。

實體風險

極端天氣事件的頻率及嚴重程度的增加，如颱風、風暴、暴雨，將增加財產損失的風險（如設施設備），亦威脅我們員工和遊客的人身安全，並可能增加相關的保險費用或使保險難以獲得。同時，長期關閉主題公園會直接減少財務收入。同時長期的降雨或乾旱可能會擾亂食品供應鏈，影響為遊客提供服務的能力。

為此，本集團考慮增加可再生能源使用量、減少自身對化石燃料的依賴，購買有認證的可再生能源，為主題公園配備光伏面板、太陽熱能面板、冷熱回收裝置、熱泵等環保節能裝置。本集團將加強基礎設施建設，積極將氣候變化要素融入主題公園的設計、建造、運營過程，特別是在易受氣候風險影響的運營所在地，以便從極端氣候中快速恢復，進一步提升公司運營穩定性，避免經濟價值損失。

A. ENVIRONMENTAL – continued

A4. CLIMATE CHANGE – continued

Transition Risks

In response to global carbon neutrality, the Group expects the evolution of regulatory, technological and market landscape due to climate change, including tightening national policies and listing rules and the emergence of environment-related taxes. For instance, the French and Mexican governments have introduced taxes to encourage companies to reduce GHG emissions and energy consumption. Stricter environmental laws and regulations may expose companies to a higher risk of claims and litigation, potentially incurring additional compliance costs and impacting the Group's reputation. With the public's environmental literacy and their focus on reducing the carbon footprint of the company, the Group needs to respond to the changing needs of the market.

To address the above risks from the market, legal and reputational aspects, the Group continuously monitors any changes in laws or regulations and global trends in climate change to avoid increased costs, fines for non-compliance or reputational risks due to slow response. In addition, the Group has been taking comprehensive measures to protect the environment, including measures aimed at reducing GHG emissions, and has set targets for progressively reducing our energy consumption and GHG emissions in the future.

A. 環境 – 續

A4. 氣候變化 – 續

過渡風險

為配合達致全球碳中和願景，本集團預計將有因氣候變化而導致的監管、技術及市場格局演變，包括國策及上市規則的改緊和環境相關稅項的衍生。例如，法國和墨西哥的政府部門已設立鼓勵企業減少溫室氣體排放和能源消耗的稅種。更嚴格的環境法律及法規可能使企業面臨更高的索賠及訴訟風險，有機會產生額外的合規成本並影響集團的聲譽。大眾環保知識的提升與大眾和持份者對企業減少碳足跡的關注，集團需要響應市場逐漸改變的需求。

為了應對上述來自政策、市場、法律、及聲譽方面的風險，本集團持續監察法律或法規的任何變動與氣候變化的全球趨勢，以避免成本增加、違規罰款或因反應遲緩而導致的聲譽風險。此外，本集團一直採取全面措施保護環境，包括旨在減少溫室氣體排放的措施，及訂立了於未來逐步減少我們的能源消耗及溫室氣體排放的目標。

B. SOCIAL

B1. EMPLOYMENT

The shaping and presentation of the personal value of employees is the core of the Group's overall value, and it is also an inexhaustible driving force for achieving sustainable development. The Group has improved its employment system to attract, develop and retain employees in accordance with various laws and regulations. At the same time, the Group respects and protects the legal rights and interests of employees through a number of measures, supports the well-being of employees, attaches importance to their occupational health and safety, and continuously introduces, reserves and trains talents, so as to realise the common growth of the Group and employees.

During the Reporting Period, the Group was not aware of any material non-compliance with employment-related laws and regulations that would have a significant impact on the Group. Such laws and regulations include but are limited to the Employment Ordinance of Hong Kong, the Labour Law of the PRC, and the Labour Contract Law of the PRC.

B. 社會

B1. 僱傭

本集團員工個人價值的塑造與呈現是集團整體價值的核心，也是實現永續發展的不竭動力。本集團遵照各項法律法規，完善僱傭體系以吸引、發展和挽留員工。同時，本集團透過多項措施尊重和保障員工的合法權益，支持員工的福祉，重視其職業健康安全，不斷加大對於人才的引進、儲備與培訓，實現集團與員工共同攜手成長。

於報告期間，本集團並無發現任何對本集團有重大影響且嚴重違反有關僱傭的相關法律及法規的重大事宜。相關法律及法規包括但不限於香港《僱傭條例》、《中華人民共和國勞動法》及《中華人民共和國勞動合同法》等。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Recruitment, Promotion and Dismissal

The Group has stipulated relevant regulations relating to the Group's recruitment in the Employee Handbook, including the recruitment application, recruitment process, prohibitions and responsibilities. At the end of each year, the Group formulates the human resources plan for the following year in accordance with the Group's overall strategic planning and business development objectives. Human Resources will recruit through external and internal channels as planned. External channels include online recruitment, job fairs, referrals, campus recruitment, etc.; internal channels include internal competition, internal recommendations, etc. The Human Resources Department will conduct interviews with shortlisted candidates, and candidates will also be interviewed by department managers or heads of departments. After passing the interview, the candidates shall be hired when the relevant person in charge or the general manager approves.

In the recruitment process, the Group adheres to the principle of excellent moral character, knowledge, ability, experience and physical situation suitable for the position and the principles of openness, fairness, competition and merit. The Group treats applicants of different ethnicities, races, genders, religious beliefs and cultural backgrounds equally.

B. 社會一續

B1. 僱傭一續

招聘、晉升及解僱

本集團已在《員工手冊》中詳細列明有關集團招聘的相關事項，其中包括招聘申請、招聘流程、禁止事項和職責等內容。本集團於每年年末根據本公司整體戰略規劃與業務發展目標制定下一年度的人力資源規劃。人力資源部會按照規劃通過外部及內部渠道進行招聘。外部渠道包括網絡招聘、招聘會、推薦介紹、校園招聘等；內部渠道則包括內部競聘、內部推薦等。人力資源部會對初步篩選入圍的應聘者進行面試，應聘者亦會被安排與部門經理或負責人進行面試。面試合格後獲相關負責人或總經理批准後方可錄用。

本集團在招聘過程堅持品德優秀、學識、能力、經驗和體格適合於所任崗位的聘任原則，堅持公開、公平、競爭及擇優原則。本集團對不同民族、種族、性別、宗教信仰和文化背景的應聘者一視同仁，平等對待。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Recruitment, Promotion and Dismissal – continued

The Group has implemented a set of fair and open performance appraisal systems and supervision mechanisms, which clarified the basis and process for employee promotion, transfer and demotion management, standardised the resignation process, and protected the interests of both employees and the Group. The Group evaluates the performance of employees at all levels according to the “Employee Performance Management System” every quarter and provides employees with opportunities for promotion and development according to the evaluation results of employees’ work performance and business technical level so as to explore their work potential.

In addition, the Group will not tolerate unjustified dismissal of employees under any circumstances. We have established a comprehensive “Dismissal Policy” to regulate the management of employees’ dismissal and handover in order to ensure such processes are conducted smoothly with minimal impact towards overall productivity. The dismissal process will only be carried out on a reasonable basis, and issues will be fully communicated before formal dismissal to avoid any conflicts. In addition, when employees resign voluntarily, the direct supervisor, department manager and the Human Resource Department will conduct an exit interview with the employee to understand the reason for resignation, the opinions and improvement suggestions for the Group and related departments and record the interview in the Employee Dismissal Application Form.

B. 社會—續

B1. 僱傭—續

招聘、晉升及解僱—續

本集團已經落實了一套公平公開的表現評核制度和督導機制，明確員工晉升、調動和降級管理的依據及流程，規範離職流程，保護員工和本集團雙方的利益。每季度根據《員工績效管理制度》評核各職級員工表現，並按照員工工作表現及業務技術水準的評核結果，為員工提供晉升及發展的機會，以發掘其工作潛能。

另外，本集團絕不容許在任何情況下無故解僱員工。我們建立了完善的《離職管理制度》，規範員工離職及工作交接管理，確保其流程可順利開展，減低離職人員對整體工作效率的影響。員工解僱過程只會在合理基礎上進行，並於正式解僱前確保已就問題進行充分溝通，以避免產生任何衝突。此外，當員工主動辭職時，直接主管、部門負責人、人力資源部門均會向員工本人進行離職面談，瞭解離職原因，徵詢員工對於本集團和部門工作的真實意見和改進建議，並將面談記錄於《員工離職申請表》中。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Compensation and Benefits

The Group regularly reviews the Group's remuneration and benefits policies benchmarking the market standards and is committed to protecting the rights and interests of its employees. It is adjusted annually according to the individual work performance, contribution and market environment. The Group has also referred to the "Employee Performance Management System" to formulate key performance indicators for performance evaluation. Based on the results, the Group provides incentives to its employees to encourage their achievements. In order to retain talents and strengthen employees' sense of belonging, the Group has established comprehensive systems, including the "Employee Welfare Management System" and the "Social Security Provident Fund Management System".

Apart from basic salary, the Group also offers employees comprehensive benefits, including the provision of free lunches or lunch allowance of RMB15, different holidays including breastfeeding leave, paternity leave and maternity leave, various cash rewards including festival cash rewards, wedding cash rewards, birth cash reward and birthday cash reward. The Group also regularly organises festival celebrations, internal ticket purchases campaigns, and the provision of priority tickets for stage performances, etc. to enhance employees' morale and belongingness. Besides, the Group pays "five social insurance and one housing fund" for employees in accordance with the Social Insurance Law of the PRC, namely, endowment insurance, medical insurance, unemployment insurance, employment injury insurance, maternity insurance and housing provident fund to ensure employees are covered by social insurance. The Group also pays Mandatory Provident Fund for employees in Hong Kong in accordance with the Mandatory Provident Fund Scheme Ordinance of Hong Kong.

B. 社會一續

B1. 僱傭一續

薪酬及福利

本集團就有關市場標準定期檢討本集團的薪酬及福利政策，致力保障員工的權益。並每年根據員工個別工作表現、貢獻及市場環境作出調整。本集團亦會參考《員工績效管理制度》，就表現評估制定關鍵績效指標。根據有關結果，本集團向僱員作出獎勵，以鼓勵其取得的成就。為了挽留人才及加強員工歸屬感，本集團建立了完善的《員工福利管理制度》及《社保公積金管理制度》等制度。

除了基本薪酬以外，本集團亦為員工提供周到全面的員工福利，當中包括提供免費午餐或午餐補助人民幣15元、各種假期包括哺乳假、陪產假及產檢假等、各種禮金包括節日禮金、婚慶禮金、生育禮金及生日禮金等。本集團亦定期舉行節日慶祝活動、內部購票活動及提供舞臺劇優先門票等福利，提高員工士氣及歸屬感。此外，本集團亦依照《中華人民共和國社會保障法》為中國區員工提供「五險一金」，即養老保險、醫療保險、失業保險、工傷保險、生育保險以及住房公積金，讓員工能夠享受社會保險的保障。本集團亦按照香港的《強制性公積金計劃條例》為香港區的員工提供強制性公積金。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Working Hours and Rest Periods

The Group has stipulated in the Employee Handbook the working days and rest time for employees to eliminate any form of forced labour. The Group has also effectively protected the legal rights and interests of employees in accordance with the requirements of the Labour Law of the PRC, the Employment Ordinance of Hong Kong and other laws and regulations, respected employees' rights to rest and vacation, and regulated employees' working hours and the rights to various rest periods and holidays enjoyed by employees. In accordance with the Regulations on Paid Annual Leave for Employees and other relevant laws and regulations, we have implemented the paid annual leave system for employees, and pay overtime wages for labour that exceeds the legal working hours. The Group also provides various types of leave for its employees, including statutory holidays and other paid holidays such as maternity leave, paternity leave, compassionate leave and examination leave.

B. 社會—續

B1. 僱傭—續

工作時數及假期

本集團在《員工手冊》已訂明員工的工作日及休息時間安排，杜絕任何形式的強制勞工，本集團亦按照《中華人民共和國勞動法》、香港《僱傭條例》等法律法規的要求切實保障勞動者合法權益，尊重員工的休息和休假的權利，規範員工的工作時間及其享有的各類休息時間和假期的權利。我們按照《職工帶薪年休假條例》等相關法律法規，實施員工帶薪年休假制度，為超出法定工作時間的勞動支付超時工資薪酬。本集團亦為員工提供各種假期，包括法定假期及分娩假、待產假、恩恤假及考試假等不同類型的其他有薪假期。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Equal Opportunity, Diversity and Anti-Discrimination

The Group strictly complies with all national and local governmental laws and regulations by adopting a fair, equitable and open recruitment process and developing relevant policies to prevent discrimination in the recruitment process to ensure no discrimination regardless of race, social status, religion, nationality, disability, age, marital status, gender, pregnancy, sexual orientation, trade union membership or political association, allowing them to enjoy a fair treatment in every aspect including recruitment, remuneration, training and promotion, dismissal, retirement or other aspects in relation to employment such that the Group could attract talents and professionals with diverse backgrounds. Should any employee be intimidated, humiliated, bullied or harassed (including sexual harassment), they could report to the employee's representative, or file complaints directly to the general manager. The Group will take a serious approaches to resolve these issues upon receiving the said complaints.

B. 社會一續

B1. 僱傭一續

平等機會、多元化及反歧視

本集團嚴格遵守國家及地方政府各項法律及法規，採取公平、公正、公開的招聘流程，制定了相關制度以杜絕招聘過程中的歧視現象，不因種族、社會地位、宗教信仰、國籍、殘疾、年齡、婚姻狀況、性別、懷孕、性傾向、身為工會成員、政治聯繫等因素歧視任何一位員工，讓員工在錄用、薪酬、培訓、晉升、終止勞動合同、退休或其他與用工有關的各方面享受公平待遇，亦為本集團羅致不同背景的專才。如任何員工受到恐嚇、侮辱、受欺凌或受到騷擾（包括性騷擾），可向員工代表反映或直接向總經理投訴，本集團收到投訴後將嚴肅處理。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Employee Communication Channels

The Group actively dialogues with its employees through different management mechanisms and communication channels such as internal mail systems, employee satisfaction questionnaires, meetings, etc., to understand the different demands of employees and their expectations for the Group. The Group stipulates in the Employee Handbook that employees shall report complaints to their supervisors or the Human Resources Department for any irregularities, and all cases will be investigated and dealt with in a confidential manner.

As at 31 December 2022 under the reporting scope, the Group had a total of 67 full-time employees during the Reporting Period. The breakdown is shown below:

B. 社會—續

B1. 僱傭—續

僱員溝通渠道

本集團積極與員工對話，透過管理機制和不同渠道如內部郵件系統、員工滿意度調查問卷、會議等形式與其溝通，瞭解員工的不同訴求及對集團的期望。集團在《員工手冊》中訂明員工可就任何違規事件向其主管或人力資源部提出申訴，所有個案將會以保密形式進行調查及處理。

截至二零二二年十二月三十一日，本集團報告範圍的總僱員人數為67名，均為全職員工。僱員人數劃分詳情載於下表：

Breakdown of Employees	
僱員人數	
Total 總計	67
By gender 按性別劃分	
Male 男性	30
Female 女性	37
By age group 按年齡組別劃分	
Below 30 30歲以下	6
30 to 50 30至50歲	57
Over 50 50歲以上	4
By region 按地區劃分	
Mainland China 中國大陸	61
Hong Kong 香港	6

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Employee Communication Channels – continued

During the Reporting Period, the Group's overall employee turnover rate was 31%. The breakdown of employees according to gender, age and region groups are as follows:

Employee turnover rate

僱員流失率	2022	2021
Overall 整體	31%	18%
By gender 按性別劃分		
Male 男性	33%	24%
Female 女性	30%	15%
By age group 按年齡組別劃分		
Under 30 30歲以下	0%	62%
30 to 50 30至50歲	37%	13%
Over 50 50歲以上	0%	0%
By region 按地區劃分		
Mainland China 中國大陸	34%	19%
Hong Kong 香港	0%	22%

B. 社會—續

B1. 僱傭—續

僱員溝通渠道—續

於報告期間，本集團的整體僱員流失率為31%，按性別、年齡及地區劃分的流失比率詳細分佈如下：

B. SOCIAL – continued

B2. HEALTH AND SAFETY

The Group prioritises the health and safety of its employees in its business management. Adhering to the people-oriented principle, the Group is committed to providing a healthy, safe and comfortable working environment for employees, striving to eliminate potential workplace health and safety hazards, and implementing safety management in all aspects to ensure employees' health and safety during work.

The Group has achieved zero work-related fatalities for three consecutive years (including the Reporting Period). During the Reporting Period, the Group had not lost any working days due to work injury. The Group was also not aware of any material non-compliance with employment-related laws and regulations that would have a significant impact on the Group. Such laws and regulations including but are not limited to the Occupational Safety and the Health Ordinance of Hong Kong, the Labour Law of the PRC and the Prevention and Treatment of Occupational Diseases Law of the PRC.

Occupational Health and Safety

In order to maintain a safe and healthy working environment, the Group has formulated the Safety Work Responsibility Policy to regulate safety responsibility management. With regular improvements, the Group strengthens daily supervision and strict implementation to make it effective. The Group also identifies, assesses and controls hazard sources in various activities and occupational health and safety deficiencies that may lead to accidents. The Group also conducts emergency drills to ensure the safety of employees.

B. 社會一續

B2. 健康與安全

本集團高度重視員工的健康與安全，將其視為業務管理的重中之重。本集團堅持以人為本的原則，致力為員工提供健康、安全和舒適的工作環境，努力消除潛在工作場所健康及安全危害，並做好各環節的安全管理工作，以保障員工在工作期間的人身安全及健康。

本集團已實現連續三年（包括報告期間）零工傷死亡事故。於報告期間，本集團並無錄得任何因工傷損失工作日數。本集團並無發現任何對本集團有重大影響且嚴重違反有關健康與安全的相關法律法規的重大事宜。相關法律及法規包括但不限於香港《職業安全及健康條例》、《中華人民共和國安全生產法》、《中華人民共和國勞動法》及《中華人民共和國職業病防治法》等。

職業健康與安全

為維持安全及健康的工作環境，本集團已制定《安全工作責任制度》以規範安全責任管理，並定期對其進行完善和修訂，加強日常監督和嚴格落實，使其行之有效。本集團亦嚴格規管對本集團內各類活動中的危險源和對有可能引致事故發生的職業健康安全缺陷進行識別、評估和控制，進行應急演練，以保障員工安全。

B. SOCIAL – continued

B2. HEALTH AND SAFETY – continued

Occupational Health and Safety – continued

Since the Group's business operation is mainly the operation of tourism resorts, park security is of high importance. To ensure the safety of employees and customers, the Group verifies and records each personnel upon entry and exit of the premises, conducts inspection and catalogues any tools, equipment and products that are brought in and out of the premises. The Group will detain and examine items if they are found to be suspicious. Besides, the Group will also arrange employees for physical examinations, and regularly provides information relating to health and safety in order to raise awareness of occupational health and safety.

In order to enhance the safety awareness of employees, the Group also conducts regular safety education and training through online and offline methods, covering fire safety, public security safety, traffic safety, property safety, hazard management, occupational disease prevention and other related knowledge. The Group also promotes employees' awareness through regular medical examinations, health certificate requirements and updating health and safety information so as to fully safeguard employees' health and shape a healthy workforce.

B. 社會一續

B2. 健康與安全一續

職業健康與安全一續

鑒於本集團經營業務主要為旅遊度假區的營運，園區安全攸關重要。為確保員工及顧客安全，本集團會對出入人員驗證放行，對攜帶工具、設備、物品出入的均會進行檢驗及登記。如發現來路不明可疑的物品，將會扣留審查。

為提高員工的安全意識和素養，本集團亦通過綫上及綫下方式定期對員工進行安全教育培訓，內容涉及到消防安全、治安安全、交通安全、財產安全、危險源管理、職業病防治等相關知識。本集團亦透過定期身體檢查、辦理健康證、提供健康和安訊息等措施，以提高職業健康和安事意識，充分保證員工健康，塑造健康的員工團隊。

B. SOCIAL – continued

B2. HEALTH AND SAFETY – continued

COVID-19 Response Measures

The COVID-19 pandemic has presented various challenges for the Group and the health and safety of visitors, employees and the community have always been the top priority for the park. In response to the outbreak of the pandemic, the Group strictly abides by and implements the guidelines and announcements of the Chinese Center for Disease Control and Prevention on epidemic prevention, reminding employees of the importance of maintaining personal hygiene in order to protect their health and minimise business risks. To protect the health and safety of employees, the Group has also formulated contingency measures and adopted a series of epidemic prevention measures during the epidemic, such as conducting temperature checks before entering offices and tourist resorts, requiring employees to wear masks during work, increasing cleaning and disinfection frequency in office tourist resorts and minimising the frequency of meetings and the number of participants to ensure the smooth operation of the group's business.

In order to avoid the spread of the virus in the tourism resorts, the Group has also aligned with government guidelines to control the pandemic carefully, adopted quarantine measures, implemented visitor population control, and strengthened cleaning and disinfection to protect the health of staff and visitors in the tourism resorts.

B. 社會—續

B2. 健康與安全—續

新型冠狀病毒疫情應對措施

新型冠狀病毒疫情為集團帶來各種挑戰，而公園一直以訪客、員工及社區的健康及安全為首。為應對疫情的爆發，本集團嚴格遵守並落實中國疾病預防控制中心在防疫方面的指導方針和公告，提醒員工保持個人衛生的重要性，以保障員工健康及將經營風險降到最低。為保障員工健康及安全，本集團於疫情期間亦制定了應變措施及採取一系列防疫措施，例如進入辦公室及旅遊度假區前進行體溫檢測、要求員工全程佩戴口罩、增加在辦公室旅遊度假區清潔和消毒的頻率，及盡量減少會議頻率或採取線上會議的形式，以確保集團業務平穩運作。

另外，為避免病毒於園區內擴散，本集團亦有配合政府指引謹慎防疫，對入旅遊度假區的旅客採取檢疫措施、實施人數管制、加強日常清潔消毒及園區項目管控等，以保障旅遊度假區員工及旅客的健康。

B. SOCIAL – continued

B3. DEVELOPMENT AND TRAINING

Talent is the core competitiveness, so the Group has always regarded the development of employees as one of the most important responsibilities and continued to provide employees with more career development opportunities and a better working environment. To achieve this goal, the Group has established and improved its internal training system to meet the different needs of all types of employees at all levels through diversified training modes and courses, such as induction training, generic skills development, professional development and leadership development, so as to enhance employee skills, support employees' personal growth, and promote the sustainable development of the Group.

The induction training for new employees is implemented by the Human Resources Department and the Administration Department, and its training content includes an introduction to rules and regulations, business functions, etc. This helps new employees quickly adapt to the new working environment and integrate into the corporate culture to smoothly enter the working state. The Group provides targeted management and leadership improvement programs for experienced and senior managers and key talents, and reserves outstanding talents for the Group. The Group also provides general vocational skills training for employees through external trainers and provides professional and refined training programs to help employees improve their personal soft skills. The professional development program is a training program that provides professional development of key positions for individual key talents in professional fields, aiming to cultivate key leaders for the Group.

B. 社會一續

B3. 發展及培訓

人才是企業的核心競爭力，本集團始終把企業與員工的發展作為企業最重要的責任之一，並持續為員工提供更多更好的職業生涯發展機會和工作環境。為此，本集團建立健全內部管理培訓與發展體系，通過入職培訓、通用技能提升、專業發展、領導力發展等多元化培訓模式及課程來滿足各級各類員工的不同需求，以提升員工技能、支持員工個人成長及發展以及促進本集團可持續發展。

新員工入職培訓由人力資源部及行政部組織實施，其培訓內容包括制度規範介紹和業務職能介紹等，目的是幫助新員工快速適應新的工作環境及融入企業文化，以順利進入工作狀態。本集團為有經驗、資深的管理人員和關鍵人才提供針對性的管理和領導力提升項目，為集團儲備優秀人才。本集團亦透過外部培訓師為員工提供通用職業技能培訓，提供專業化、精細化的培訓項目，幫助員工提高其個人軟實力。專業發展項目是針對專業領域等個別關鍵人才提供關鍵崗位專業化發展的培訓項目，旨在為集團培養重點領袖人才。

B. SOCIAL – continued

B3. DEVELOPMENT AND TRAINING – continued

The Group formulates the next year's training plan at the end of each year according to the business needs. The Group will also conduct an assessment and evaluation of training effects according to training needs and training targets, and the results of the assessment will be included in the scope of employee performance appraisal. The Group will continue to improve the quality of staff training through their evaluation of training instructors, training effectiveness and training organisations.

During the Reporting Period, the Group provided around 94 hours of training, with an average training hour of approximately 7.83 hours per trained employee. The breakdown of the employees trained by gender and employment category is as follows:

Composition of employee training

僱員受訓構成百分比	2022	2021
By gender		
按性別劃分		
Male	50%	55%
男性		
Female	50%	45%
女性		
By employment category		
按僱傭類別劃分		
Senior	9%	10%
高級		
Middle	58%	45%
中級		
Junior	33%	45%
初級		

B. 社會—續

B3. 發展及培訓—續

本集團會根據業務需求，於每年年末擬訂下一年度培訓計劃。本集團亦會根據培訓需求和培訓對象進行培訓效果的考核和評估。考核結果將納入員工績效考核範圍之內。本集團會持續透過員工對培訓講師、培訓效果及培訓組織的評估，改進員工的培訓質素。

於報告期間，本集團合共提供約94小時的培訓，每名受訓僱員的平均培訓小時為約7.83小時。按性別及僱員類別劃分的僱員受訓百分比明細如下：

B. SOCIAL – continued

B3. DEVELOPMENT AND TRAINING – continued

The breakdown of the average number of training hours completed per employee by gender and employment category is as follows:

Average number of training hours (hours)

僱員平均受訓時數 (小時)	2022	2021
By gender		
按性別劃分		
Male	7.67	6.00
男性		
Female	8.00	9.20
女性		
By employment category		
按僱傭類別劃分		
Senior	2.00	2.00
高級		
Middle	5.64	10.80
中級		
Junior	13.13	5.20
初級		

B4. LABOUR STANDARDS

Prevention of Child and Forced Labour

The Group prohibits the employment of any child and forced labour by its operations, and clearly stipulates that only employees over the age of 16 will be recruited. Prior to the employment of employees, the Group will review their identity documents to prevent the employment of child labour. In addition, the labour contracts of every employee clearly specify the work time, place, tasks, and main responsibilities to ensure that employees are not required to execute work that is not within their terms of reference. If employees need to work overtime, overtime work is consensual and compensated by overtime pay or time-off in lieu according to relevant laws and regulations to prevent forced overtime work.

B. 社會一續

B3. 發展及培訓一續

按性別及僱員類別劃分的受訓僱員完成的平均培訓時數明細如下：

B4. 勞工準則

防止童工及強制勞工

本集團禁止其業務僱用任何童工及強制勞工，並明確規定只招收16歲以上的員工。在員工入職前，本集團會審核員工的身份證明，以防止聘請童工。此外，所有員工都必須自願合法地與集團簽訂勞動合同，每位員工的勞動合同上都清楚列明其工作時間、地點、內容和主要職責，保障員工免被安排執行不在其職責範圍內的工作。倘員工需要逾時工作，加班工作須經協商一致，並按相關法例法規以加班費或補假作補償，以防止強制加班。

B. SOCIAL – continued

B4. LABOUR STANDARDS – continued

Prevention of Child and Forced Labour – continued

The Group also prohibits any punishments, management methods and behaviours involving verbal abuse, physical punishment, physical abuse, oppression, sexual harassment (including inappropriate language, postures and physical contact), etc. against employees for any reason. If any employee is discovered to use false data or violate the Group's regulations, the Group will terminate the probationary period or terminate the labour contract immediately in accordance with the company's regulations.

During the Reporting Period, the Group was not aware of any material non-compliance with child and forced labour-related laws and regulations that would have a significant impact on the Group. Such laws and regulations including but are not limited to the Employment Ordinance of Hong Kong, the Labour Law of the PRC, and the Provisions on the Prohibition of Using Child Labour of the PRC.

B5. SUPPLY CHAIN MANAGEMENT

Supplier management is an indispensable part of robust operations. In order to regulate the supplier management system, DreamEast has formulated the Supplier Management Policy, which has made detailed provisions in terms of supplier classification, inspection, management and rights and interests. We carry out access assessments from multiple dimensions to strictly ensure the quality of the supply chain. The Group looks forward to long-term cooperation with suppliers for sustainable and innovative development. During the Reporting Period, we worked with a total of 23 major suppliers, all located in China.

B. 社會—續

B4. 勞工準則—續

防止童工及強制勞工—續

本集團亦禁止以任何理由對員工進行辱罵、體罰、暴力、精神壓迫、性騷擾(包括不恰當語言、姿勢和身體的接觸)等懲罰性措施、管理方法和行為。如有發現任何員工使用虛假數據或違背本集團規定,本集團將會按照公司規定,立即終止試用期或解除勞動合同。

於報告期間,本集團並無發現任何對本集團有重大影響且嚴重違反有關童工及強制勞工的相關法律及法規的重大事宜。相關法律及法規包括但不限於香港《僱傭條例》、《中華人民共和國勞動法》及《中華人民共和國禁止使用童工規定》等。

B5. 供應鏈管理

供應商管理是企業穩健運營不可或缺的重要一環。夢東方為了規範集團供應商管理體系,特制定了集團《供應商管理制度》,從供應商的分類、考察、管理及權益各方面都做了詳細規定,從多維度開展准入評估,嚴格保障供應鏈質量。本集團期望與供應商長期合作,共同持續發展,攜手踏出創新的每一步。於報告期間,我們共與23名主要供應商合作,均位於中國。

B. SOCIAL – continued

B5. SUPPLY CHAIN MANAGEMENT – continued

Supplier Management

The Group has established a strict and standardised procurement and systematic supplier selection process and put forward requirements for suppliers to control environmental and social risks. To strengthen procurement management, the Group has formulated the Procurement Management Procedure that specifies the procurement procedures and responsibilities relating to engineering construction, material, equipment, engineering consulting, etc. A special working group will be set up for each bidding activity, which is responsible for selecting suppliers from the qualified supplier database or evaluating suppliers who are not within the qualified supplier database. The cost procurement department will sort out the relevant contract performance assessment matters involved in the operation and cooperate with each business department to revise and improve the evaluation content, selection criteria, score and period and formulate the supplier performance evaluation work description.

During the service period, the Group conducts a comprehensive analysis of suppliers' service quality, speed of service and attitude, etc. The Group communicates and exchanges comments with suppliers once the problems are found, and timely feedback on deficiencies to urge suppliers to make necessary quality improvements to meet the requirements of listing as qualified suppliers. Feedback measures including downgrading or rejecting them from the suppliers' list, will be happened if the suppliers' service quality does not meet the requirements.

B. 社會一續

B5. 供應鏈管理一續

供應商管理

本集團建立了嚴格而規範的採購模式及系統性的供應商甄選流程，並對供應商提出了管制環境及社會風險的要求。為加強規範採購管理，本集團制定了《招標採購管控辦法》，包括對工程施工、材料、設備、工程諮詢等事項的招標，明確了採購流程和權責。每項招標活動將成立一個專項工作小組，並需要在合格供應商庫中挑選供應商或對供應商名單外的供應商進行評估。成本採購部將經營中涉及及相關的合同履約評估事項進行梳理，並協同各業務部門針對評估內容、挑選標準、評估分值、評估時段進行修改和完善，制定供應商履約評估工作說明。

在供應商提供服務期間，本集團對供應商服務質量、供貨速度、態度等方面等進行綜合分析，對發現的問題與供應商進行溝通和交流，將缺陷問題及時反饋給供應商，督促供應商進行必要的質量改進，以滿足進入合格供應商名錄的要求，若供應商的服務質量不達要求，將採取降級或從供應商名單中剔除等相應措施。

B. SOCIAL – continued

B5. SUPPLY CHAIN MANAGEMENT – continued

Supplier Management – continued

The Group has also formulated a Minor Procurement Management Policy. Minor procurement includes the procurement of special engineering projects with a single procurement amount of less than RMB200,000, administrative procurement and other minor procurement work. Suppliers for minor procurement in relation to engineering projects are required to be selected from suppliers in the Group's suppliers list and supplier database, or purchased from the specified supplier website, while administration procurement and other minor procurement will have to be procured on the HuiCai platform. The Group will regularly update its major supplier list and evaluate suppliers' performance in fulfilling their agreements, with the results being used as the basis for selecting suppliers and enhancing the management of suppliers.

Open and Fair Procurement

The Group's procurement process will be conducted in an open, fair and equitable manner, and will not discriminate or provide special treatment to any suppliers. The Group only selects to work with suppliers with a proven track record and no material breaches of business ethics. The Group has established a complete supplier database to update supplier information and audit all suppliers. For new suppliers, the Group evaluates the proposed suppliers from the aspects of basic qualifications, scale requirements, quality systems, business levels, environment, and social responsibility.

B. 社會—續

B5. 供應鏈管理—續

供應商管理—續

本集團亦制定了完善的《零星採購管理系統》。零星採購包括專案工程類單項金額人民幣20萬元以下的採購、行政類採購及其他零星採購的工作。工程類零星採購須經本集團的供應商清單、供應商庫或指定供應商平臺上選擇供應商，而行政類採購及其他零星採購須經京東慧採網上平臺購買。本集團會定期更新主要供應商清單，並會定期就供應商履行約定的情況進行評價，並以此作為選出供應商及改善供應商管理的依據。

公開公平採購

本集團的採購過程會在公開、公平、公正的條件下進行，不會對任何供應商有歧視性待遇或提供特別待遇。本集團僅選擇與過往記錄良好且無嚴重違反商業道德的供應商合作。本集團建立了完整的供應商數據庫，以更新供應商資訊，對所有供應商進行審核。對於新供應商，本集團從供應商的基本資質、規模要求、質量體系、業務水準、環境和社會責任等方面對擬議供應商進行評估。

B. SOCIAL – continued

B5. SUPPLY CHAIN MANAGEMENT – continued

Open and Fair Procurement – continued

The Group attaches great importance to anti-corruption work in the procurement process. The Group has also signed integrity agreements with suppliers to restrain their behaviour, prevent corruption cases in tendering and procurement, and prevent all kinds of improper interests in the course of project development. Employees and other individuals with an interest in the supplier are not allowed to participate in the relevant procurement activities. The Group also pays attention to the integrity of suppliers and will only select suppliers and partners with a good business record in the past without any serious violations or business ethics violations. The Group will not tolerate any bribery and corruption and strictly prohibits suppliers from obtaining procurement contracts or partnerships through any form of benefit or gift.

Green Procurement

The Group hopes to build a virtuous ecosystem composed of customers, enterprises and suppliers by exploring the innovation and change in the supply chain. The Group is committed to local procurement, reducing turnaround times, and implementing sustainable development in the Group's business model. In the procurement process, the Group will give priority to local suppliers and environmentally friendly products and services, with a view to reducing the carbon footprint caused by procurement through local procurement, while supporting local economic development and creating employment opportunities for local communities.

B. 社會 – 續

B5. 供應鏈管理 – 續

公開公平採購 – 續

本集團重視採購過程中的反腐工作。本集團亦與供應商簽訂廉潔協議，約束供應商行為，防止招標採購中滋生腐敗案件，杜絕項目開展過程中發生各種謀取不正當利益的行為。於供應商中擁有利益關係的僱員及其他個人不可參與相關採購活動。本集團亦關注供應商的誠信，並只會挑選過去營商紀錄良好，沒有任何嚴重違規或違反商業道德行為的供應商及合作夥伴。本集團不會容忍任何有關賄賂及貪污的行為，並嚴禁供應商透過任何形式的利益輸送或饋贈而取得採購合約或合作關係。

綠色採購

本集團期望通過探索供應鏈的創新與變革，構建客戶、企業、供應商共同組成的良性生態系統。本集團致力於本地採購，降低貨物運送時間，將可持續發展貫徹於本集團營運模式中。採購過程中，本集團將優先考慮本地供應商及環保產品及服務，期望透過本地採購減少採購造成的碳足跡，同時支持本地經濟發展，為本地社區創造就業機會。

B. SOCIAL – continued

B5. SUPPLY CHAIN MANAGEMENT – continued

Green Procurement – continued

In addition to environmental considerations, the Group will also take measures to monitor whether its suppliers or contractors meet relevant laws and regulations or other standards in terms of health, safety, forced labour and child labour, and will visit suppliers' operating sites to ensure that suppliers can meet all aspects of standards as a consideration for evaluating suppliers. Through the above practices, the Group aims to reduce environmental and social risks in its supply chain.

B6. PRODUCT RESPONSIBILITY

Responsible business practices are key to a healthy business. The Group believes that quality products and customer service are essential for sustainable development. To this end, the Group has formulated a series of relevant policies and guidelines to continuously improve the quality of its products and services.

During the Reporting Period, the Group was not aware of any material non-compliance with any laws and regulations in relation to the quality of products and services provided that would have a significant impact on the Group. Such laws and regulations including but are not limited to the Personal Data (Privacy) Ordinance of Hong Kong, the Protection of Consumer Rights and Interests of the PRC, and the Advertising Law of the PRC. Given the nature of the Group's business, disclosure of product recall procedures and product recall quantities is not applicable.

B. 社會一續

B5. 供應鏈管理一續

綠色採購一續

除了環境因素以外，本集團亦會採取措施以監察其供應商或承辦商是否有在健康、安全、強迫勞工及童工等方面符合相關法律法規或達到其他的標準，以及會透過參觀供應商營運地點，以確保供應商能夠達到各方面的標準，並以此作為評估供應商的考慮因素。透過上述慣例，本集團旨在減低供應鏈中的環境及社會風險。

B6. 產品責任

負責任的企業實踐是業務穩健發展的關鍵。本集團相信優質產品及客戶服務對永續發展至關重要。為此，本集團製定了一系列相關政策及指引，致力於不斷提高本集團產品及服務的質量。

於報告期間，本集團並無發現任何對本集團有重大影響且嚴重違反產品及服務品質相關的法律法規的重大事宜。相關法律及法規包括但不限於香港的《個人資料(私隱)條例》、《中華人民共和國消費者權益保護法》及《中華人民共和國廣告法》等。鑒於本集團的業務性質，有關產品召回程式及產品召回數量的披露並不適用。

B. SOCIAL – continued**B6. PRODUCT RESPONSIBILITY – continued****Customer Service**

DreamEast actively enhances the visitor experience by improving the facilities of the park, raising the service quality, carrying out diversified services, and increasing the interactive experience of tourists. The resorts have also set up visitor service centres to improve customer demand and deal with tourist problems in a timely and effective manner. The resort not only provides free WIFI, free wheelchairs, guide mini-program services, stroller rental, self-service lockers and other services for all tourists, but also sets up mother and baby rooms to provide breastfeeding, rest and other places for tourists who need care, and each bathroom is also equipped with a mother and baby room to provide a changing space for babies. All employees of the Group are committed to providing comfortable and considerate hospitality services for tourists with full enthusiasm.

The Group has different channels for complaints and feedback, such as customer comment cards, telephone hotlines, social media platforms, emails and websites, to collect suggestions and comments from customers. The Group has also established a complaint-related function to handle complaints, which is responsible for explaining the complaint process to the complainant, conducting detailed investigation and root cause analysis, conducting in-depth fact-finding, actively supervising, and managing the complaint process, coordinating and communicating with all parties involved, accurately recording all relevant results in a confidential manner and properly responding to the complainant. The Group requires that every complaint be properly handled and reported through the relevant functions and that private settlements between staff and complainants are prohibited to ensure that the Group can accurately receive feedback from customers or tourists as an important basis for improving the quality of business operations.

B. 社會一續**B6. 產品責任一續****客戶服務**

夢東方通過改善園區設施、提高服務人員意識、開展多元化服務、增加遊客互動體驗等措施積極提升遊客入園體驗。園區亦增設遊客服務中心，提高顧客需求，及時有效的處理遊客問題。園區不僅為全體遊客提供了免費WIFI、免費輪椅、導覽小程序服務、童車租賃、自助存寄櫃等服務，還設立了母嬰室，為需要照顧的遊客提供哺乳、休息等場所，另外各衛生間也同步設有母嬰間，為嬰兒提供換洗空間。本集團全體員工滿懷熱情地為遊客提供舒適貼心的接待服務。

本集團設有不同投訴及回饋意見途徑，例如客戶意見卡、電話熱綫、社交媒體平臺、電郵及網站，以便收集客戶之建議及意見。本集團亦設立了投訴相關職能處理投訴，負責向投訴人說明投訴流程、進行詳細調查及根由分析、進行深入事實認定、積極監督及管理投訴流程、與所涉各方進行協調及溝通、以保密方式準確記錄所有相關結果及妥善回覆投訴人。本集團要求每一項投訴都通過相關職能妥善處理及報告，禁止員工與投訴人達成私下和解，確保本集團能夠確切收到來自客戶或遊客的意見，以作為提升業務營運質素的重要基礎。

B. SOCIAL – continued

B6. PRODUCT RESPONSIBILITY – continued

Park Safety

Park safety is the cornerstone of all development projects. In terms of quality, abiding by the Consumer Rights Protection Law of PRC, Tourism Law and other relevant regulations, the Group attaches great importance to the safety of park operations and realises standardised management, hidden danger investigation, and emergency response process through a series of operational safety management systems, to comprehensively protect the safety of tourists.

The Group regularly provides employees with information relating to operational safety management, reminding employees to follow the operational safety management measures. Such measures include strengthening the cooling and pest control management measures and establishing eye-catching safety tips and warning signs. Besides, to ensure the personal safety of tourists within the tourism resorts, the Group conducts emergency drills regularly, and identifies the hidden issues in the emergency plans, while continuously refines the feasibility and practicability of such emergency plans. To effectively respond to emergency situations such as extreme weather events, sudden injury events, and fires, we will also carry out various kinds of emergency drills.

B. 社會一續

B6. 產品責任一續

園區安全

園區安全是一切發展的基石。在園區品質方面，本集團嚴格遵守《消費者權益保護法》、《旅遊法》等相關規定，高度重視園區運營安全，我們透過一系列營運安全管理制度，實現管理標準化、隱患排查規範化、突發事件應對流程化，全面保障遊客安全。

本集團定期向員工發出營運安全管理的資訊，提醒員工遵循營運安全管理措施。措施包括重點加強降溫及防蟲害管理措施及設立智能的遊玩安全提示及警示標識。此外，為保證遊客在園區內的人身安全，本集團定期開展應急演練並查找應急預案中存在的問題，不斷完善應急預案的實用性和可操作性。為有效應對惡劣天氣、突發傷病和消防等緊急情況，本集團亦會開展多項突發情況演練。

B. SOCIAL – continued

B6. PRODUCT RESPONSIBILITY – continued

Protection of Intellectual Property Rights

The Group values trademark management and has formulated the Trademark Management Policy in accordance with the Trademark Law of the PRC, the Regulations on the Implementation of Trademarks of the PRC, and other related laws and regulations in protecting trademark ownership rights and rights to use. We have clearly identified the responsibilities for trademark management, and specifically set up the brand centre to ensure the design, registration, use, change and archive management of trademarks. Besides, the Group requires all business groups and subsidiary companies to jointly safeguard the legitimate rights and interests of trademark, and also requires employees to keep trademark-related issues confidential, and timely report behaviours of trademark infringements.

Privacy Protection

The Group attaches great importance to protecting the rights and privacy of customers and is committed to safeguarding and protecting their personal data and has implemented high security and confidentiality standards to protect personal data privacy to ensure strict compliance with the regulatory provisions on data privacy.

The Group has established the Personnel File Management Policy to safeguard the integrity and confidentiality of personal information. The Group requires relevant personnel to keep confidential on information that involves the Group's or departments' confidential matters and must not disclose such information to third parties. The Group also requires former employees to hand over information and documents such as customer information, projects, contents and progress of various tasks, and pending tasks to the responsible department. In addition, the Group will not disclose personal data to anyone for promotional purposes.

B. 社會一續

B6. 產品責任一續

知識產權保護

本集團重視商標管理，並根據《中華人民共和國商標法》、《中華人民共和國商標法實施條例》及其他有關法律、法規的規定，制定了《商標管理規定》以保護商標擁有權和使用權。本集團明確甄別商標管理權責並專門設立品牌中心以確保商標依法正確設計、註冊、使用、變更和歸檔管理。此外，本集團要求各業務集團、下屬公司共同維護商標合法權益，亦要求員工對商標相關商業資訊予以保密，並及時匯報發現商標侵權的行為。

私隱保護

本集團非常重視保障客戶權益及私隱，致力維護及保護個人資料，並已實行高度安全及保密標準保護個人資料私隱，確保嚴守有關資料私隱的監管規定。

本集團已訂立《人事檔案管理制度》以維護人事檔案的完整性及保密性。本集團要求有關人員對工作檔案中涉及的本集團或部門應保密事項，必須嚴守機密，不得向第三方洩露相關資料。本集團亦要求離職員工於離職前把原工作中掌握的客戶資料、專案等資訊和文檔、各項工作的內容和進展及待辦事宜完整遞交接給所屬部門。此外，本集團亦不會將個人資料提供予任何人士作推廣用途。

B. SOCIAL – continued

B6. PRODUCT RESPONSIBILITY – continued

Advertising and Labelling

The Group emphasises the importance of appropriate advertising and compliance with requirements relating to media advertisements. The Group advertises its resorts on online platforms, where labels are attached to all products and souvenirs. To avoid risk-related to advertising and labelling, the Group has formulated relevant policies and procedures to ensure that the information on advertisements and labels does not contain false product information, misleading or incomplete information, false marks and false statements, and is in compliance with laws and regulations related to advertising and labelling, in order to protect the interest of consumers from being deteriorated by advertisement and label descriptions.

B7. ANTI-CORRUPTION

Solid corporate governance is the cornerstone of the Group's growth and development. The Group strictly implements laws and regulations such as the Prevention of Bribery Ordinance of Hong Kong, the Criminal Law of the PRC, the Company Law of the PRC, and the Anti-Unfair Competition Law of the PRC, and specifically stipulates that employees must discharge their duties with loyalty and integrity, and shall not abuse their positions to seek any improper interests. In order to build an ethical, open and transparent corporate culture, the Group has formulated a series of anti-fraud and anti-bribery policies, to actively maintain good corporate governance and risk management, and safeguard the interests of its stakeholders.

B. 社會一續

B6. 產品責任一續

廣告及標籤

本集團強調適當廣告及遵守媒體廣告相關要求的重要性。本集團會於網上平臺為旗下度假區作廣告宣傳，產品及紀念品亦附有標籤說明。為避免廣告宣傳及標籤上所存在的風險，本集團已就此制定相關政策及流程，以確保廣告和標籤上的資料不會有虛假商品說明、具誤導性或不完整的資料、作虛假標記和錯誤陳述，並符合有關宣傳及標籤的適用法律法規，以保障客戶的權益不會因廣告和標籤說明不當而受到損害。

B7. 反貪污

穩固的企業管治是本集團成長及發展的基石。本集團嚴格執行香港的《防止賄賂條例》、《中華人民共和國刑法》、《中華人民共和國公司法》及《中華人民共和國反不正當競爭法》等法律法規，明確規定員工必須忠於職守，廉潔奉公，不得利用職權謀取任何不當利益。為建立一個道德、開放和透明的企業文化，本集團已制定了一系列反欺詐及反賄賂政策，積極維持良好的企業管治及風險管理，維護持份者的利益，致力於建設廉潔公開透明的企業文化。

B. SOCIAL – continued

B7. ANTI-CORRUPTION – continued

The Group has adopted a clear avoidance system, prohibiting direct subordinate relationships among employees who have spouse relationships, immediate family relationships and other close family relationships. Besides, the Group clearly stipulates that employees should be honest and loyal to their duties and shall not abuse their official powers to seek any improper benefits. The Group requires employees, in particular, the management to discharge their duties with loyalty and integrity, and prohibits tolerating any behaviour in relation to malpractices, corruption, bribery, opportunism, and concealment, stringent penalised measures will be taken immediately once such acts are violated.

The Group has also established transparent whistleblowing channels to maintain integrity. An employee can report any misconduct or reasonably suspected corruption through the suggestion box and email. All reported cases will be handled confidentially to protect the identity and privacy of the whistleblower. The whistleblower will not be unfairly dismissed or unreasonably disciplined, and the whistleblower's other legal rights will be legally protected. The Group's whistleblower policy is regularly reviewed by the Audit Committee to encourage staff and stakeholders to expose corruption and strengthen the effectiveness of anti-corruption control. In addition, we raise the awareness of management and employees on bribery prevention through anti-corruption training. During the Reporting Period, directors of the Group received training on the latest whistleblowing system, while employees received a total of 30 hours of anti-corruption training.

B. 社會一續

B7. 反貪污一續

本集團制定明確的迴避制度，禁止員工與親屬建立直接的上下級領導關係，親屬關係包括夫妻關係及直系血親關係等。另外，本集團亦明確規定員工需廉潔奉公，忠於職守，不得利用職權謀取任何不當利益。本集團要求員工尤其是管理層，需誠實守信、廉潔從業，絕不容許徇私舞弊、貪污受賄、投機取巧、隱瞞蒙蔽謀取私利的行為，一旦發現確認違反了這些行為，即採取嚴厲的懲處措施。

本集團亦設立了透明的舉報渠道以維持集團的廉潔文化。任何員工可以透過意見箱和郵件形式舉報任何不當行為或合理懷疑的腐敗行為。所有受舉報的案件都將秘密處理，以保護舉報人的身份及隱私。舉報人不會受到不公平的解僱或不合理的紀律處分，舉報人的其他合法權利亦會受到合法保護。本集團的舉報者政策由審核委員會進行定期審閱，鼓勵員工及本集團持份者檢舉揭發腐敗行為，加強反貪腐的監控成效。此外，我們透過進行反貪污相關的培訓提高管理層及僱員的預防賄賂意識。於報告期間，本集團的董事接受了有關最新舉報制度的培訓，同時僱員接受了共計30小時的反貪污培訓。

B. SOCIAL – continued

B7. ANTI-CORRUPTION – continued

During the Reporting Period, there were no concluded legal cases regarding any forms of fraud raised by the Group or its employees. The Group was not aware of any material non-compliance with relevant laws and regulations of bribery, extortion, fraud and money laundering. Such laws and regulations include but are not limited to the Prevention of Bribery Ordinance of Hong Kong, the Criminal Law of the PRC, and the Company Law of the PRC.

B8. COMMUNITY INVESTMENT

While pursuing business development, the Group will spare no effort to contribute to society as a demonstration of corporate citizenship. We are committed to fulfilling the Group's corporate social responsibility by promoting community building and supporting the underprivileged. The Group also hopes to cultivate employees' sense of social responsibility, so it has always encouraged employees to participate in social welfare activities during their work and private time to make greater contributions to society. We are focused on contributing to the needs of our communities.

In order to express our gratefulness to medical workers across the country for their dedication to the new coronavirus epidemic, we have implemented a free ticket policy for medical staff, police officers and media reporters across the country at DreamEast Future World and Hengyang DreamEast Resort. The Group believes that by personally participating in giving back to society, employees' civic awareness can be enhanced so as to establish correct values. The Group will continue to strive to serve society and seek opportunities to further contribute to society in the future to promote social harmony.

B. 社會—續

B7. 反貪污—續

於報告期間，本集團或其僱員並無提出並已審結的貪污訴訟案件。本集團亦無發現任何對本集團有重大影響且嚴重違反防止賄賂、勒索、欺詐及洗黑錢相關的法律法規的重大事宜。相關法律及法規包括但不限於香港的《防止賄賂條例》、《中華人民共和國刑法》及《中華人民共和國公司法》等。

B8. 社區投資

在追求業務發展的同時，本集團亦會不遺餘力地貢獻社會，以展現企業公民身份。我們致力透過持續推動社區建設，關注弱勢群體，履行本集團的企業社會責任。本集團亦希望培養員工的社會責任感，因此一直鼓勵員工於工作期間及私人時間參與社會公益活動，為社會作更大貢獻。

為感謝全國醫務工作者對新型冠狀病毒疫情的堅守奉獻，報告期間，我們於夢東方未來世界及衡陽夢東方旅遊度假區曾向全國醫護人員、警務人員及媒體記者實行免票政策。本集團相信藉著親身參與回饋社會的活動，可以令員工的公民意識得以提升，以樹立正確的價值觀。本集團將繼續努力服務社會，並尋求機會日後進一步貢獻社會，以促進社會和諧。

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Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to Exhaust Gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Emissions 排放物
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放資料。	Emissions 排放物
KPI A1.2 關鍵績效指標A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及密度。	Emissions – GHG Emissions 排放物—溫室氣體排放
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and intensity 所產生有害廢棄物總量(以噸計算)及密度。	Emissions – Waste Management 排放物—廢棄物管理
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and intensity. 所產生無害廢棄物總量(以噸計算)及密度。	Emissions – Waste Management 排放物—廢棄物管理
KPI A1.5 關鍵績效指標A1.5	Description of emission target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	2030 Environmental Targets 2030年環境目標
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	Emissions – Waste Management 排放物—廢棄物管理

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Aspect A2: Use of Resources 層面A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type in total and intensity 按類型劃分的直接及／或間接能源總耗量及密度。	Use of Resources – Energy Management 資源使用－能源管理
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity 總耗水量及密度。	Use of Resources – Water Management 資源使用－用水管理
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Use of Resources – Energy Management 資源使用－能源管理
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Use of Resources – Water Management 資源使用－用水管理
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and with reference to per unit produced 製成品所用包裝材料的總量(以噸計算)及每生產單位占量。	Use of Resources – Use of Packaging Materials 資源使用－包裝材料

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Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	The Environment and Natural Resources 環境及天然資源
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environment and Natural Resources – Noise Control, Park Greenery 環境及天然資源－噪音控制；園區綠化
Aspect A4 :Climate Change 層面A4：氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Climate Change 氣候變化
KPI A4.1 關鍵績效指標A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Climate Change – Physical Risks, Transition Risks 氣候變化－實體風險；過渡風險

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Aspect B1: Employment
層面B1：僱傭

General Disclosure
一般披露

Information on:
(a) the policies; and
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, antidiscrimination, and other benefits and welfare.
有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：
(a) 政策；及
(b) 遵守對發行人有重大影響的相關法律及規例的資料。

Employment
僱傭

KPI B1.1
關鍵績效指標B1.1

Total workforce by gender, employment type, age group and geographical region
按性別、僱傭類型、年齡組別及地區劃分的僱員總數。

Employment
僱傭

KPI B1.2
關鍵績效指標B1.2

Employee turnover rate by gender, age group and geographical region.
按性別、僱傭類型、年齡組別及地區劃分的僱員流失率。

Employment
僱傭

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Aspect B2: Health and Safety 層面B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Health and Safety 健康與安全
KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	Health and Safety 健康與安全
KPI B2.2 關鍵績效指標B2.2	Lost days due to work injury. 因工傷損失工作日數。	Health and Safety 健康與安全
KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Health and Safety - Occupational Health and Safety 健康與安全—職業健康與安全

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Aspect B3: Development and Training 層面B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training 發展及培訓
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別（如高級管理層、中級管理層等）劃分的受訓僱員百分比。	Development and Training 發展及培訓
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Development and Training 發展及培訓

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Aspect B4: Labour Standards 層面B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例 的資料。	Labour Standards – Prevention of Child and Forced Labour 勞工準則－防止童工及強 制勞工
KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞 工。	Labour Standards – Prevention of Child and Forced Labour 勞工準則－防止童工及強 制勞工
KPI B4.1 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步 驟。	Labour Standards – Prevention of Child and Forced Labour 勞工準則－防止童工及強 制勞工

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Aspect B5: Supply Chain Management 層面B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理
KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supply Chain Management 供應鏈管理
KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	Supply Chain Management – Supplier Management, Open and Fair Procurement 供應鏈管理—供應商管理；公開公平採購
KPI B5.3 關鍵績效指標B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Supply Chain Management – Green Procurement 供應鏈管理—綠色採購
KPI B5.4 關鍵績效指標B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Supply Chain Management – Green Procurement 供應鏈管理—綠色採購

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Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Product Responsibility 產品責任
KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Product Responsibility 產品責任
KPI B6.2 關鍵績效指標B6.2	Number of products and service-related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Product Responsibility – Customer Service 產品責任－客戶服務
KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障智慧財產權有關的慣例。	Product Responsibility –Protection of Intellectual Property Rights 產品責任－知識產權保護
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述品質檢定過程及產品回收程式。	Product Responsibility 產品責任
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Product Responsibility – Privacy Protection 產品責任－隱私保護

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Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Anti-corruption 反貪污
KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period and the outcomes of the cases. 於彙報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程式，以及相關執行及監察方法。	Anti-corruption 反貪污
KPI B7.3 關鍵績效指標B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	Anti-corruption 反貪污

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主要範疇、層面、一般披露 及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect B8: Community Investment 層面B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community Investment 社區投資
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Community Investment 社區投資
KPI B8.2 關鍵績效指標B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	Community Investment 社區投資



Corporate
Governance
Report
企業管治報告



CORPORATE GOVERNANCE CULTURE

The Company is committed to ensuring that its affairs are conducted in accordance with high ethical standards. This reflects its belief that, in the achievement of its long-term objectives, it is imperative to act with probity, transparency and accountability. By so acting, the Company believes that its shareholder wealth will be maximised in the long term and that its employees, those with whom it does business and the communities in which it operates will all benefit.

Corporate governance is the process by which the Board instructs management of the Group to conduct its affairs with a view to ensuring that its objectives are met. The Board is committed to maintaining and developing robust corporate governance practices that are intended to ensure:

- satisfactory and sustainable returns to shareholders of the Company;
- that the interests of those who deal with the Company are safeguarded;
- that overall business risk is understood and managed appropriately;
- the delivery of high-quality products and services to the satisfaction of customers; and
- that high standards of ethics are maintained.

企業管治文化

本公司致力於確保其事務按照高道德標準進行。這反映了它的信念，即在實現其長期目標時，必須以廉潔、透明和問責的方式行事。本公司相信恪守此理念長遠可實現其股東財富最大化，其員工、與它有業務往來的人以及它經營所在的社區都將從中受益。

企業管治是董事會指示集團管理層開展事務以確保實現其目標的過程。董事會致力於維持和發展穩健的公司治理實踐，旨在確保：

- 為本公司股東帶來令人滿意和可持續的回報；
- 與本公司打交道的人員的利益得到保障；
- 整體業務風險得到適當理解和管理；
- 提供令客戶滿意的優質產品和服務；及
- 保持高標準的道德標準。

CORPORATE GOVERNANCE REPORT

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The board of directors of the Company (“Board”) believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders’ value.

CORPORATE GOVERNANCE CODE AND CORPORATE GOVERNANCE REPORT

Throughout the Year, the Company has applied the principles of, and complied with, the applicable code provisions as set out in Part 2 of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), except for deviations from code provisions C.1.8, D.1.2, D.3.3 and E.1.2 as specified with considered reasons for such deviations as explained below. The Board will review the current practices at least annually, and make appropriate changes if considered necessary.

THE BOARD

The Company is headed by an effective Board which assumes responsibility for its leadership and control and be collectively responsible for promoting the Company’s success by directing and supervising the Company’s affairs. Directors take decisions objectively in the best interests of the Company.

The Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business and regularly reviews the contribution required from a Director to perform his responsibilities to the Company and whether the Director is spending sufficient time performing them that are commensurate with their role and the Board responsibilities. The Board includes a balanced composition of Executive Directors and Non-executive Directors (including Independent Non-executive Directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

企業管治報告

本公司致力於切合實際之範圍內維持高水平之企業管治，以強調高透明度、問責性及獨立性為原則。本公司董事會（「董事會」）相信優良之企業管治對本公司之成功及提升股東價值至為重要。

企業管治守則及企業管治報告

除下文解釋之守則條文C.1.8, D.1.2, D.3.3及E.1.2之偏離行為外，於本年度內，本公司已應用及一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載的企業管治守則（「企業管治守則」）第二部分中的適用條款。董事會將至少每年檢討現行之常規一次，並在其認為需要時作出適當更改。

董事會

本公司由一個有效的董事會領導，董事會負責其領導和控制，並共同負責通過指導和監督本公司事務來促進本公司的成功。董事客觀地做出符合本公司最佳利益的決定。

董事會擁有適合本公司業務要求的平衡技能、經驗和多元化觀點，並定期審查董事為履行其對本公司的職責所需的貢獻，以及董事是否已付出足夠的時間履行與其角色和董事會責任相稱的職責。董事會包括均衡的執行董事和非執行董事（包括獨立非執行董事）組成，使董事會具有很強的獨立性，能夠有效地進行獨立判斷。

The Board currently comprises 9 directors (“Directors”) in total, with 2 Executive Directors (“EDs”), 2 Non-Executive Directors and 5 Independent Non-Executive Directors (“INEDs”). The composition of the Board during the Year and up to the date of this report is set out as follows:

EDs: Zhou Jin (*Chairman*)
Yang Lei

NEDs: Lau King Pak
(*Appointed on 17 June 2022*)
Chiu Wai Shing
(*Appointed on 17 June 2022*)

INEDs: Chen Guanglei
Meng Xiaosu
Yang Buting
Zhao Daxin
Choi, Clifford Wai Hong

The Directors have no financial, business, family or other material/relevant relationships with each other, except those as set out in the “Profile of Directors” section on pages 35 to 40 of this report.

As regards the CG code provision requiring Directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the issuer, Directors have agreed to disclose their commitments to the Company in a timely manner.

BOARD PROCESS

During the Year, the INEDs provided the Company and its subsidiaries (collectively “Group”) with a wide range of expertise and experience. Their active participation in the Board and committee meetings brought independent judgment on issues relating to the Group’s strategy, performance and management process, taking into account the interests of all shareholders (“Shareholders”) of the Company.

董事會目前合共由9名董事（「董事」）組成，2名為執行董事（「執行董事」）、2名為非執行董事（「非執行董事」）及5名為獨立非執行董事（「獨立非執行董事」）。於本年度內及截至本報告日期止，董事會成員載列如下：

執行董事： 周金（主席）
楊蕾

非執行董事： 劉勁柏
(於2022年6月17日獲委任)
趙偉誠
(於2022年6月17日獲委任)

獨立非執行董事： 陳廣壘
孟曉蘇
楊步亭
趙大新
蔡偉康

除相關詳情已載於本報告第35頁至第40頁之「董事一覽」外，董事之間並無財政、業務、家屬或其他重要／相關的關係。

鑒於企業管治守則條文規定董事向發行人披露其於公眾公司或組織擔任職位的數量及性質及其他重大承擔，以及其擔任有關職務及所涉及的時間，故董事已同意適時向本公司披露彼等的承擔。

董事會程序

於本年度，獨立非執行董事為本公司及其附屬公司（統稱「本集團」）提供廣泛之專業知識及經驗。彼等積極參與董事會及委員會會議，對本集團之策略、表現及管理程序之事宜提供獨立判斷，並顧及本公司全體股東（「股東」）之利益。

Throughout the year and up to the date of this report, the Company has had 5 INEDs representing not less than one-third of the Board. At least one of the INEDs have the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Board has received from each INED an annual confirmation of his independence and considers that all of the INEDs met the independence guidelines set out in Rule 3.13 of the Listing Rules and all the INEDs are independent in accordance with terms of the guidelines.

BOARD MEETINGS AND DIRECTORS' ATTENDANCE RECORDS

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results and other ad hoc matters which need to be dealt with. During the Year, Board meetings were held. Apart from regular Board meetings, the Chairman also held a meeting with INEDs without the presence of other directors on 30 March 2022. The individual attendance records of each Director at the meetings of the Board, Remuneration Committee, Audit Committee, Nomination Committee and general meetings during the year ended 31 December 2022 are set out below:

於整年內及截至本報告日期為止，本公司擁有5名獨立非執行董事，佔董事會人數不少於三分之一。至少一名獨立非執行董事具備上市規則第3.10條所規定之適當專業資格、會計或相關財務管理專業知識。董事會已接獲每名獨立非執行董事有關其獨立性之年度確認書，並認為所有獨立非執行董事均符合上市規則第3.13條所載之獨立性指引及按照有關指引之條款，所有獨立非執行董事均為獨立人士。

董事會會議及董事出席記錄

董事會定期舉行會議，討論本集團之整體策略以及營運及財政表現，並審閱及批准本集團之全年及中期業績以及其他需要處理專責事務。於本年度，董事會曾舉行董事會會議。除定期董事會會議外，董事會主席亦已在並無其他董事出席的情況下與獨立非執行董事於2022年3月30日舉行一次會議。各董事於截至2022年12月31日止年度舉行的董事會、薪酬委員會、審核委員會、提名委員會之會議及股東大會的個別出席記錄載列如下：

Name of Directors	董事姓名	Number of meetings attended/held				Annual General Meeting
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Nomination Committee 提名委員會	
EDs:	執行董事：					
Zhou Jin	周金	4/4	-	-	2/2	1/1
Yang Lei	楊蕾	4/4	-	-	-	1/1
NEDs:	非執行董事：					
Lau King Pak (Appointed on 17 June 2022)	劉勁柏 (於2022年6月17日獲委任)	2/2	0/0	2/2	0/0	0/0
Chiu Wai Shing (Appointed on 17 June 2022)	趙偉誠 (於2022年6月17日獲委任)	2/2	0/0	2/2	0/0	0/0
INEDs:	獨立非執行董事：					
Chen Guanglei	陳廣壘	4/4	2/2	4/4	2/2	1/1
Meng Xiaosu	孟曉蘇	3/4	1/2	3/4	1/2	1/1
Yang Buting	楊步亭	4/4	2/2	4/4	2/2	1/1
Zhao Daxin	趙大新	4/4	2/2	4/4	2/2	1/1
Choi, Clifford Wai Hong	蔡偉康	4/4	2/2	4/4	2/2	1/1

Code provision C.1.6 of the CG Code stipulates that non-executive directors and independent non-executive directors should attend general meetings. The INEDs have attended the annual general meeting to gain and develop a balanced understanding of the views of shareholders of the Company.

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, annual and interim results, approval of Directors' appointment or re-appointment (based on the recommendations made by the Nomination Committee), material contracts and transactions, corporate governance as well as other significant policy and financial matters. The Board has delegated the day-to-day responsibility to the executive management. The respective functions of the Board and management of the Company have been formalised and set out in writing and will be reviewed by the Board from time to time to ensure that they are consistent with the existing rules and regulations.

Regular Board meetings each year are scheduled in advance to facilitate maximum attendance of Directors. At least 14 days' notice of a Board meeting is normally given to all Directors who are given an opportunity to include matters for discussion in the agenda. The company secretary of the Company ("Company Secretary") assists the Chairman in preparing the agenda for meetings. The agenda and the accompanying Board papers are normally sent to all Directors at least 3 days before the intended date of a regular Board meeting (and so far as practicable for such other Board or Board committee meeting). Draft minutes of each Board meeting are circulated to all Directors for their comment before being tabled at the following Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

According to current Board practice, if a substantial Shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by the Board at a duly convened Board meeting. The Bye-laws of the Company ("Bye-Laws") also stipulate that save for the exceptions as provided therein, a Director shall abstain from voting on any board resolution and not be counted in the quorum at meetings for approving any contract or arrangement in which such Director or any of his associates has a material interest.

企業管治守則之守則條文第C.1.6條規定，非執行董事及獨立非執行董事須出席股東大會。獨立非執行董事已出席股東周年大會，以取得及加強對本公司股東意見的周全了解。

經董事會決定或考慮之事宜包括本集團整體策略、全年營運預算、全年及中期業績、董事委任或重新委任之批准（按提名委員會之建議）、重大合約及交易、企業管治，以及其他重大政策及財務等事宜。董事會已將日常職責委派予行政管理人員。董事會及本公司管理層之職能已分別確立並以書面列載，並不時由董事會作出檢討，以確保其職能與現行規則及規例一致。

董事會定期會議的舉行日期於每年預先編定，以便更多董事出席會議。舉行董事會會議一般會給予全體董事至少十四天之通知，以便彼等皆有機會提出商討事項並列入會議議程內。本公司的公司秘書（「公司秘書」）協助主席編製會議議程。議程及隨附之董事會會議文件一般在舉行董事會定期會議（及就可行情況下，亦適用於其他董事會或其轄下委員會會議）前至少三天呈送予全體董事。每份董事會會議記錄之初稿於提交下一次董事會會議審批前，先供全體董事傳閱並提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，於任何合理時間內查閱。

根據董事會現行慣例，倘主要股東或董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則有關事項會於正式召開之董事會會議上處理。本公司的公司細則（「公司細則」）亦規定，除當中所述之例外情況外，董事須就批准該名董事或其任何聯繫人士擁有重大利益之任何合約或安排之會議上之任何董事會決議案放棄投票，彼亦不會被計算於該等會議之法定人數內。

Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's senior management. Directors will be continuously updated on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, a written procedure was established in June 2005 to enable the Directors, in discharge of their duties, to seek independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

Code provision D.1.2 of the CG Code stipulates that the management should provide all members of the Board with monthly updates. During the Year, the management has provided to all members of the Board with updates on any material changes to the positions and prospects of the Company at each Board meeting and also in written communication as and when necessary, which is considered to be sufficient to provide general updates of the Company's performance, position and prospects to the Board and allow them to give a balanced and understandable assessment of the same to serve the purpose required by the Code Provision D.1.2.

DIRECTORS' LIABILITY INSURANCE AND INDEMNITY

Code provision C.1.8 of the CG Code stipulates that the Company should arrange appropriate insurance cover in respect of legal action against the Directors. However, the Company was unable to obtain a favorable quotation on the directors and officers ("D&O") liability insurance policy from the insurers in light of the existing operating cash flow of the Company. The Board will consider the terms and conditions of any new D&O liability insurance cover that are offered by the insurers from time to time and within the budget of the Company.

每位董事均有權查閱董事會會議文件及相關資料，及可向公司秘書尋求意見及服務。董事會及各董事亦可個別及獨立地接觸本公司之高級行政人員。董事將獲持續提供上市規則及其他適用監管規定之最新重大發展之資料，以確保彼等遵守及秉持優秀企業管治常規。此外，書面程序已於2005年6月制定，讓各董事在履行職務時，可在適當之情況下尋求獨立專業意見，有關合理費用由本公司承擔。

企業管治守則之守則條文D.1.2規定，管理層應每月向董事會全體成員提供更新資料。在本年度內，管理層已在每次董事會會議上向董事會所有成員提供有關公司狀況和前景的任何重大變化的最新信息，並在必要時以書面形式提供，這被認為足以向董事會提供有關公司業績、狀況和前景的一般更新，並允許他們對其進行平衡且易於理解的評估，以達到守則條文D.1.2要求的目的。

董事的責任保險及彌償保證

企業管治守則之守則條文C.1.8規定本公司應就其董事可能會面對的法律行動作適當的投保安排。然而，鑒於本公司當前的經營現金流，本公司未能就董事及高級職員("D&O")責任保險自保險公司獲得合適的報價。董事會將會在本公司預算範圍內考慮不時由保險公司提供的任何新D&O責任保險的條款及條件。

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies. The Company also provides Directors with updates on latest development and changes in the statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

董事入職及持續專業發展

所有新委任的董事均獲提供必要的入職培訓及資料，確保其對本公司的營運及業務以及其於法規及普通法、上市規則、法律及其他監管規定以及本公司的業務及管治政策下對彼等的責任有適當程度的了解。本公司亦不時為董事提供法規及普通法、上市規則、法律及其他監管規定以及本公司的業務及管治政策的最新發展及變動的更新資料。董事亦定期獲提供有關本公司表現、狀況及前景的最新資料，使董事會全體及各董事得以履行彼等的職責。

Participation in Continuous Professional Development Activities 參與持續專業發展活動

Name of Directors	董事姓名	Reading Regulatory Updates 研讀法規更新	Attending trainings/ briefings/ seminars/ conferences relevant to Directors' duties 出席與董事職責 有關的培訓/ 簡報會/ 座談會/ 研討會
EDs:	執行董事：		
Zhou Jin	周金	✓	✓
Yang Lei	楊蕾	✓	✓
NEDs:	非執行董事：		
Lau King Pak (Appointed on 17 June 2022)	劉勁柏 (於2022年6月17日獲委任)	✓	✓
Chiu Wai Shing (Appointed on 17 June 2022)	趙偉誠 (於2022年6月17日獲委任)	✓	✓
INEDs:	獨立非執行董事：		
Chen Guanglei	陳廣壘	✓	✓
Meng Xiaosu	孟曉蘇	✓	✓
Yang Buting	楊步亭	✓	✓
Zhao Daxin	趙大新	✓	✓
Choi, Clifford Wai Hong	蔡偉康	✓	✓

ROLES OF CHAIRMAN AND CHIEF EXECUTIVE

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive Officer focuses on the Company's business development and daily management and operations generally. No Chief Executive Officer of the Company has yet been appointed. The function of the Chief Executive Officer is currently performed by the vice presidents of various business units of the Company.

BOARD INDEPENDENCE EVALUATION

The Company has established a Board Independence Evaluation Mechanism during Year which sets out the processes and procedures to ensure a strong independent element on the Board, and to ensure independent views and input are available to the Board, which allows the Board effectively exercises independent judgment to better safeguard Shareholders' interests.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development. The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance.

During the Year, the Board reviewed the implementation and effectiveness of the Board Independence Evaluation Mechanism and the results were satisfactory.

主席與行政總裁之角色

企業管治守則之守則條文C.2.1訂明，主席與行政總裁的角色應有區分，並不應由一人同時兼任。董事會主席擔當領導角色，主要負責領導董事會以確保董事會有效地運作。行政總裁主要負責本公司的業務發展，及日常營運及整體管理。本公司並未再委任行政總裁。行政總裁的功能目前由本公司不同分管業務的副總裁負責。

董事會獨立性評估

於本年度內，本公司已制訂董事會獨立性評估機制，當中載列過程及程序，以確保董事會具備強大的獨立元素，和可取得獨立觀點及意見，讓董事會可以有效行使獨立判斷，為股東利益帶來更高保障。

評估的目標乃為提高董事會的效率，盡力提升實力，並識別需要改善或未來發展的領域。評估流程亦釐清本公司需要採取的行動，以維持及改善董事會的表現。

於本年度內，董事會已審閱董事會獨立性評估機制的實施及成效，結果令人滿意。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

In June 2005, the Board established and adopted a written nomination procedure (“Nomination Procedure”) specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company. The Chairman of the Board shall, based on those criteria as set out in the Nomination Procedure (such as appropriate experience, personal skills and time commitment, etc.), identify and recommend the proposed candidate to the Board for approval of an appointment. The existing Nomination Procedure has been included in the terms of reference of the Nomination Committee with effect from the establishment of the Nomination Committee on 20 March 2012.

All Directors of the Company, except Mr. Lau King Pak and Mr. Chiu Wai Shing, NEDs of the Company and Mr. Choi, Clifford Wai Hong, INED of the Company who were appointed by the Board with no fixed length of service, were appointed for a specific term of three years. All Directors of the Company were subject to the relevant provisions of the Bye-Laws or any other applicable laws whereby the Directors shall vacate or retire from their office but shall be eligible for re-election.

According to the Bye-Laws, at each annual general meeting of the Company (“AGM”), one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Further, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company whilst for those appointed as an addition to the Board shall hold office until the next following AGM and in both cases, those Directors shall then be eligible for re-election at the relevant meeting. Every Director shall be subject to retirement by rotation at least once every three years.

董事的委任及重選

於2005年6月，董事會設立並採納一套以書面列載之提名程序（「提名程序」），具體列明本公司董事候選人之挑選及推薦的程序及準則。董事會主席應以提名程序所載之該等準則（如合適資歷、個人專長及投放時間等）作為基礎以物色及向董事會推薦建議人選以予批准委任。現行之提名程序自2012年3月20日成立提名委員會起已納入提名委員會之職權範圍內。

本公司所有董事除非執行董事劉勁柏先生、趙偉誠先生及獨立非執行董事蔡偉康先生並無特定之委任年期外，均按特定任期三年獲委任。本公司所有董事均須根據公司細則之有關條文或任何其他適用法例之規定離任或退任，但可膺選連任。

根據公司細則，於本公司每屆股東周年大會（「股東周年大會」）上，三分之一當時在任之董事（或倘人數並非三之倍數，則最接近但不少於三分之一之數目）須輪值退任。此外，任何填補臨時空缺而獲董事會委任之董事僅可任職至本公司下屆股東大會為止，而獲委任為董事會新增之成員可任職至下屆股東周年大會為止，在該兩種情況下，該等董事應可於相關會議上膺選連任。每名董事須至少每三年輪值退任一次。

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing corporate governance duties and has adopted the written terms of reference on its corporate governance functions in April 2012.

The duties of the Board in respect of the corporate governance functions include:

- (i) developing and reviewing the Company's policies and practices on corporate governance;
- (ii) reviewing and monitoring the training and continuous professional development of 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 Directors; and
- (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

In 2022 and up to the date of this report, the Board has performed the corporate governance duties in accordance with its terms of reference.

BOARD COMMITTEES

The Board has established various committees, including an Audit Committee, a Nomination Committee and a Remuneration Committee, each of which has its specific written terms of reference. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board on their decision and recommendations where appropriate. The procedures and arrangements for a Board meeting, as mentioned in the section headed "The Board" of this report, have been adopted for committee meetings so far as practicable.

企業管治職能

董事會負責履行企業管治責任，並已於2012年4月就其企業管治職能採納書面職權範圍。

董事會在企業管治職能之責任包括：

- (i) 制定及檢討本公司之企業管治的政策及常規；
- (ii) 檢討及監察董事及高級行政人員的培訓及持續專業發展；
- (iii) 檢討及監察本公司的政策及常規遵守法律及監管規定；
- (iv) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- (v) 檢討本公司遵守企業管治守則之情況並在企業管治報告之披露。

於2022年及截至本報告日期為止，董事會已根據其職權範圍履行企業管治責任。

董事委員會

董事會已成立多個委員會，包括審核委員會、提名委員會及薪酬委員會，各委員會均以書面具體列明其職權範圍。委員會之所有會議記錄及決議案均由公司秘書保存，並提供副本予全體董事會成員傳閱，而各委員會須向董事會匯報其決定及建議(倘適用)。董事會會議之程序及安排(於本報告「董事會」一節內提述)按可行情況下亦已獲採納於委員會會議。

NOMINATION COMMITTEE

The Nomination Committee was established on 20 March 2012 and is chaired by the Chairman of the Board and comprises a majority of INEDs. During the Year and as at the date of publication of this report, the Nomination Committee was made up of 8 members, namely:

Ms. Zhou Jin (*Chairman of the Nomination Committee*)
Mr. Lau King Pak (Appointed on 17 June 2022)
Mr. Chiu Wai Shing (Appointed on 17 June 2022)
Mr. Chen Guanglei
Dr. Meng Xiaosu
Mr. Yang Buting
Mr. Zhao Daxin
Mr. Choi, Clifford Wai Hong

The Nomination Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Nomination Committee are:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (iii) to assess the independence of INEDs; and
- (iv) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive Officer.

提名委員會

提名委員會於2012年3月20日成立，由董事會主席擔任主席，並由大部分獨立非執行董事組成。本年度內及於本報告刊發日期，提名委員會由8名成員組成，包括：

周金女士 (*提名委員會主席*)
劉勁柏先生 (於2022年6月17日獲委任)
趙偉誠先生 (於2022年6月17日獲委任)
陳廣壘先生
孟曉蘇博士
楊步亭先生
趙大新先生
蔡偉康先生

提名委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

提名委員會之主要角色及職能為：

- (i) 檢討董事會的架構、人數及組成 (包括技能、知識及經驗)，並為配合本公司的企業策略向董事會提出任何改動建議；
- (ii) 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；
- (iii) 評核獨立非執行董事的獨立性；及
- (iv) 就董事委任或重新委任以及董事 (尤其是董事會主席及行政總裁) 繼任計劃向董事會提出建議。

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy that are necessary to complement the corporate strategy and achieve diversity on the Board, where appropriate, before making recommendation to the Board. The Director Nomination Policy as adopted by the Board sets out the procedure and criteria in the nomination and appointment of Directors.

The terms of reference of the Nomination Committee are available on the websites of Hong Kong Exchanges and Clearing Limited ("HKEX") and the Company.

The Nomination Committee will meet as and when necessary in accordance with its terms of reference and may also deal with matters by way of circulation. In 2022, two Nomination Committee meetings were held. In 2022 and up to the date of this report, the Nomination Committee performed the works as summarised below:

- (i) reviewed and recommended for Board approval the proposed resolutions for re-election of the retiring Directors at 2022 AGM;
- (ii) reviewed and recommended for Board approval the renewed terms of appointment of INEDs with reference to the structure, size and composition of the Board and the independence of each INED; and
- (iii) reviewed and recommended for Board approval the appointment of Mr. Lau King Pak and Mr. Chiu Wai Shing as NEDs of the Company.

在評估董事會的組成時，提名委員會將考慮本公司董事會成員多元化政策所列的不同方面及有關董事會成員多元化的因素。提名委員會將討論及就董事會成員多元化的可計量目標達成共識（如適合），並建議董事會採納。

就物色及甄選合適候選人擔任董事職務而言，提名委員會將考慮候選人於本公司董事提名政策中所載為配合公司策略及達致董事會成員多元化的必要相關準則（如適用），繼而向董事會作出建議。董事會所採用的董事提名政策列明提名及委任董事的程序及標準。

提名委員會之職權範圍已於香港交易及結算有限公司（「香港交易所」）及本公司網站內登載。

提名委員會將於有需要時根據其職權範圍舉行會議，亦可透過傳閱文件方式處理事宜。提名委員會於2022年曾舉行了兩次會議。於2022年及截至本報告日期為止，提名委員會已履行之工作概述如下：

- (i) 檢討並建議董事會批准就重選退任董事提呈於2022年股東周年大會之決議案；
- (ii) 經參考董事會的架構、人數及組成，以及各獨立非執行董事之獨立性後，檢討並建議董事會批准重續獨立非執行董事的任期；及
- (iii) 檢討並建議董事會批准委任劉勁柏先生及趙偉誠先生為本公司非執行董事。

BOARD DIVERSITY POLICY

The Board has adopted a “Board Diversity Policy” in relation to the nomination and appointment of new Directors, which provides that the selection of Board candidates shall be based on a range of diversity perspectives with reference to the Company’s business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience.

The above measurements were also reviewed and adopted when the Nomination Committee reviewed the composition of the Board. After assessing the suitability of the Directors’ skills and experience to the Company’s business, the Nomination Committee confirmed that the existing Board was appropriately structured and no change was required. At present, the Nomination Committee considered that the Board is sufficiently diverse and the Board has not set any measurable objectives.

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its effectiveness.

GENDER DIVERSITY

The Company values gender diversity across all levels of the Group.

The Board currently has one female director (approximately 11%) and eight male directors (approximately 89%). The Board considers that the current gender diversity on the Board is satisfactory.

The Group adopt a fair, equitable and open recruitment process and developing relevant policies to prevent discrimination in the recruitment process to ensure no discrimination and to ensure a fair treatment in every aspect including recruitment, remuneration, training and promotion, dismissal, retirement or other aspects in relation to employment such that the Group could attract talents and professionals with diverse backgrounds and gender diversity.

The Board will continue, taking into account the business needs of the Company and changes from time to time that may affect the Company’s business plans, to ensure the gender diversity when recruiting staff at mid to senior level, so that the female senior management and potential successors will join the Board in due course to ensure gender diversity of the Board.

董事會成員多元化政策

董事會已就新任董事之提名及委任採納「董事會成員多元化政策」。當中載明，甄選董事會成員候選人將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需求，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗和專業經驗。

上述衡量標準亦於提名委員會檢討董事會組成過程中予以考慮及採納。在就各董事的技能和經驗對本公司業務的適合性作出評估後，提名委員會確認，現有董事會架構合理，毋須作出調整。提名委員會認為現時董事會成員多元化已屬充足，董事會並無制定可計量目標。

提名委員會將酌情審查董事會多元化政策，以確保其有效性。

性別多元化

本公司重視本集團各個層級的性別多元化。

董事會目前擁有一名女性董事(約11%)及八名男性董事(約89%)。董事會認為董事會目前的性別比例令人滿意。

本集團採取公平、公正、公開的招聘流程，制定了相關制度以杜絕招聘過程中的歧視現象，及確保在錄用、薪酬、培訓、晉升、終止勞動合同、退休或其他與員工有關的各方面待遇均屬公平，以令本集團可羅致性別多元化及不同背景的專才。

考慮到本公司業務需要及可能影響本公司業務計劃的不時變化，董事會將繼續於招聘中高級別員工時確保性別多元化，以令適時將有女性高級管理層及潛在繼任者加入董事會，以確保董事會性別多元化。

As at 31 December 2022, the Group has approximately 55% of female employees and approximately 45% of male employees (including senior management). The Board considers that the gender ratio of the workforce of the Group is satisfactory and will strive to maintain a balanced ratio of male and female employees.

Details on the gender ratio in the workforce of the Group together with relevant data can be found in the Environmental, Social and Governance Report on page 72 of this Annual Report.

DIRECTOR NOMINATION POLICY

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of Independent Non-executive Directors on the Board and independence of the proposed Independent Non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

截至2022年12月31日，本集團擁有約55%女性員工及約45%男性員工(包括高級管理層)。董事會認為本集團全體員工的性別比例令人滿意，並將致力維持男性及女性員工的平衡比例。

有關本集團員工的性別比例及相關數據的詳情，請參閱本年報第72頁的環境、社會及管治報告。

董事提名政策

董事會已將其甄選及委任董事的職責與權力轉授提名委員會。

本公司已採納董事提名政策，其中載有與提名及委任本公司董事有關的甄選標準與程序，以及董事會繼任計劃的考慮因素，並旨在確保董事會具備適用於本公司的均衡技能、經驗及多元化觀點，並確保董事會的延續性及在董事會層面具備適當的領導能力。

董事提名政策列明評估擬議候選人的適合性及對董事會可帶來潛在貢獻的因素，包括但不限於以下因素：

- 品格與誠信；
- 資格，包括專業資格、技能、知識及與本公司業務及企業策略相關的經驗；
- 於各方面多元化，包括但不限於性別、年齡(18歲或以上)、文化及教育背景、種族、專業經驗、技能、知識及服務年期；
- 根據上市規則的規定，董事會需包括獨立非執行董事的要求以及獨立非執行董事候選人的獨立性；及
- 作為本公司董事會及／或董事會轄下委員會成員為履行職責能夠投入的時間及相關利益。

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

The nomination process set out in the Director Nomination Policy is as follows:

APPOINTMENT OF NEW DIRECTOR

- (i) The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
- (ii) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (iii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iv) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (v) For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

董事提名政策亦列明甄選及委任新董事及於股東大會上重選董事的程序。

董事提名政策中規定的提名程序如下：

委任新董事

- (i) 提名委員會及／或董事會可通過多種渠道選擇董事候選人，包括但不限於內部晉升、調任、其他管理層成員推薦和外部招聘代理。
- (ii) 提名委員會和／或董事會在收到關於任命新董事的建議和候選人的履歷（或相關詳情）後，應根據上述標準對候選人進行評估，以確定該候選人是否具備擔任董事的資格。
- (iii) 如果該過程產生一名或多名理想的候選人，提名委員會和／或董事會應根據本公司的需要和每位候選人的背景調查（如適用）按優先順序排列。
- (iv) 提名委員會隨後應向董事會推薦任命合適的董事候選人（如適用）。
- (v) 對於股東提名於本公司股東大會上參選董事的任何人士，提名委員會及／或董事會應根據上述標準評估該候選人，以確定該候選人是否具備擔任董事的資格。

Where appropriate, the Nomination Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of Director at the general meeting.

RE-ELECTION OF DIRECTOR AT GENERAL MEETING

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring Director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to Shareholders in respect of the proposed re-election of Director at the general meeting.

Where the Board proposes a resolution to elect or re-elect a candidate as Director at the general meeting, the relevant information of the candidate will be disclosed in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

During the year, Mr. Lau King Pak and Mr. Chiu Wai Shing has been appointed as NEDs with effect from 17 June 2022.

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

在適當情況下，提名委員會和／或董事會應就股東大會上建議的董事選舉向股東提出建議。

在股東大會上重選董事

- (i) 提名委員會和／或董事會應審查退任董事對公司的整體貢獻和服務以及其於董事會的參與度和績效水平。
- (ii) 提名委員會和／或董事會亦應審查和決定退任董事是否繼續符合上述標準。
- (iii) 提名委員會及／或董事會隨後應就建議於股東大會上重選董事向股東提出建議。

董事會提出在股東大會上選舉候選人或重選候選人為董事的決議案時，該候選人的相關信息將按照上市規則和／或適用的法律法規及規定在股東通函和／或相關股東大會通知所附的說明性文件中披露。

年內，劉勁柏先生及趙偉誠先生自2022年6月17日獲委任為非執行董事。

提名委員會將定期檢討董事提名程序（倘適用）以確保其有效性。

REMUNERATION COMMITTEE

The Remuneration Committee has been established since September 1997.

During the Year and as at the date of publication of this report, the Remuneration Committee comprised of:

Mr. Chen Guanglei
(Chairman of the Remuneration Committee)
Mr. Lau King Pak
(Appointed on 17 June 2022)
Mr. Chiu Wai Shing
(Appointed on 17 June 2022)
Dr. Meng Xiaosu
Mr. Yang Buting
Mr. Zhao Daxin
Mr. Choi, Clifford Wai Hong

The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Remuneration Committee are:

- (i) to make recommendation to the Board on the remuneration policy and packages of the Directors and, where appropriate, to consult the Chairman of the Board and/or the Chief Executive Officer about the Remuneration Committee's proposals relating to the remuneration of other EDs;
- (ii) to review and recommend EDs' remuneration proposals with reference to the Board's corporate goals and objectives;
- (iii) to make recommendations to the Board on the remuneration of NEDs;
- (iv) to review and recommend the compensation payable to EDs relating to any loss or termination of their office or appointment;
- (v) to review and recommend compensation arrangements relating to dismissal or removal of Directors for misconduct;
- (vi) to ensure that no Director is involved in deciding his own remuneration; and
- (vii) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

薪酬委員會

薪酬委員會自1997年9月起成立。

本年度內及於本報告刊發日期，薪酬委員會包括：

陳廣壘先生
(薪酬委員會主席)
劉勁柏先生
(於2022年6月17日獲委任)
趙偉誠先生
(於2022年6月17日獲委任)
孟曉蘇博士
楊步亭先生
趙大新先生
蔡偉康先生

薪酬委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

薪酬委員會之主要角色及職能為：

- (i) 就董事之薪酬政策及待遇向董事會提出建議，及(倘適合)就有關其他執行董事薪酬之薪酬委員會提案諮詢董事會主席及／或行政總裁；
- (ii) 透過參照董事會的企業方針及目標，檢討並建議執行董事之薪酬方案；
- (iii) 就非執行董事的薪酬向董事會提出建議；
- (iv) 檢討並建議向執行董事支付與任何喪失或終止其職務或委任有關之賠償；
- (v) 檢討並建議因董事行為失當而解僱或罷免有關董事所涉及之賠償安排；
- (vi) 確保概無董事參與釐定其本身之薪酬；及
- (vii) 審閱及／或批准上市規則第十七章所述有關股份計劃的事宜。

The terms of reference of the Remuneration Committee of the Company are in compliance with the code provision E.1.2 of the CG Code, but with a deviation from the code provision that the Remuneration Committee shall make recommendations to the Board on the remuneration packages of the EDs only and not senior management (as opposed to EDs and senior management under the code provision). The reason for the above deviations are summarised as below:

- (i) the Board believes that the Remuneration Committee is not properly in a position to evaluate the performance of senior management and that this evaluation process is more effectively carried out by the EDs;
- (ii) a majority of Remuneration Committee members are INEDs who may not be industry skilled and come from differing professions and backgrounds and they are not involved in the daily operation of the Company. They may have little direct knowledge of industry practice and standard compensation packages. The Remuneration Committee is thus not in a position to properly determine the remuneration of the EDs;
- (iii) the EDs must be in a position to supervise and control senior management and thus must be able to control their compensation; and
- (iv) there is no reason for EDs to pay senior management more than industry standards and thus Shareholders will benefit by reducing costs in the fixing of such compensation packages.

In March 2023, the Board has amended the terms of reference for the Remuneration Committee to incorporate the changes brought by the amendments to the CG Code in relation to matters relating to share schemes under Chapter 17 of the Listing Rules.

The terms of reference of the Remuneration Committee are available on the websites of HKEX and the Company.

The Remuneration Committee shall meet at least once a year in accordance with its terms of reference. Two Remuneration Committee meeting was held in 2022 and the attendance of each member is set out in the section headed "Board Meetings and Directors' Attendance Records" of this report.

本公司薪酬委員會之職權範圍乃遵照企業管治守則之守則條文E.1.2之規定，惟存在一項偏離守則條文事項－薪酬委員會僅會就執行董事（不包括高級行政人員）（而非守則條文所述之執行董事及高級行政人員）之薪酬待遇向董事會提出建議。理由概述如下：

- (i) 董事會認為薪酬委員會並不適宜評估高級行政人員之表現，而有關評估程序由執行董事執行將更為有效；
- (ii) 薪酬委員會之大部份成員均為獨立非執行董事，彼等來自不同行業、具有不同背景，或會對本公司經營之行業並不完全熟悉，且並無參與本公司之日常運作。彼等對業界慣例及薪酬待遇之標準亦可能無直接認識。故此，薪酬委員會並不適宜釐定執行董事之薪酬；
- (iii) 執行董事必須負責監管高級行政人員，因而須有權力管制彼等之薪酬；及
- (iv) 執行董事並無理由向高級行政人員支付高於業界標準之薪酬，而按此方法釐定薪酬待遇可減省支出，將有利於股東。

2023年3月，董事會修訂了薪酬委員會的職權範圍，以納入企業管治守則修訂所帶來的有關上市規則第17章股份計劃事宜的變動。

薪酬委員會之職權範圍已於香港交易所及本公司網站內登載。

根據其職權範圍，薪酬委員會每年須至少舉行一次會議。於2022年薪酬委員會曾舉行兩次會議，而各成員之出席情況載於本報告「董事會會議及董事出席記錄」一節內。

In addition to the Remuneration Committee meeting, the Remuneration Committee also dealt with matters by way of circulation during 2022. In 2022 and up to the date of this report, the Remuneration Committee performed the works as summarised below:

- (i) reviewed the existing policy and structure for the remuneration of the Directors;
- (ii) reviewed the performance of the EDs;
- (iii) reviewed and recommended for the Board's approval the service fees of the Directors; and
- (iv) reviewed and recommended for the Board's approval the remuneration package regarding the appointment of Mr. Lau King Pak and Mr. Chiu Wai Shing as NEDs of the Company.

Each Director will be entitled to a Director's fee which is to be proposed for the Shareholders' approval at the AGM each year. Further remuneration payable to Directors (including any service fees of the NEDs and INEDs) for their additional responsibilities and services will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee. Details of the Directors' remuneration are set out in note 11 to the consolidated financial statements.

AUDIT COMMITTEE

The Audit Committee has been established since September 1997. To retain independence and objectivity, the Audit Committee is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise.

During the Year and as at the date of publication of this report, the Audit Committee was made up of 2 NEDs and 5 INEDs, namely:

Mr. Chen Guanglei
(Chairman of the Audit Committee)
Mr. Lau King Pak
(Appointed on 17 June 2022)
Mr. Chiu Wai Shing
(Appointed on 17 June 2022)
Dr. Meng Xiaosu
Mr. Yang Buting
Mr. Zhao Daxin
Mr. Choi, Clifford Wai Hong

除舉行薪酬委員會會議外，薪酬委員會亦於2022年內透過傳閱文件方式處理事宜。於2022年內及截至本報告日期為止，薪酬委員會已履行之工作概述如下：

- (i) 檢討董事薪酬之現時政策及架構；
- (ii) 檢討執行董事之表現；
- (iii) 檢討及建議董事會批准董事的服務酬金；及
- (iv) 檢討並建議董事會批准有關委任劉勁柏先生及趙偉誠先生為本公司非執行董事之薪酬。

每名董事將有權收取董事袍金，該袍金每年於股東周年大會提呈予股東批准。應付予董事額外職責及服務之額外薪酬（包括非執行董事及獨立非執行董事之服務費）乃按彼等各自之僱用合約或服務合約內之條款，在薪酬委員會向董事會提出建議並獲批准後而釐定。董事薪酬之詳情載於合併財務報表附註11。

審核委員會

審核委員會自1997年9月起成立。為保持獨立性及客觀性，審核委員會由1名具備合適專業資格、會計或相關財務管理專業知識之獨立非執行董事擔任主席。

本年度內及於本報告刊發日期，審核委員會由2名非執行董事及5名獨立非執行董事組成，包括：

陳廣壘先生
(審核委員會主席)
劉勁柏先生
(於2022年6月17日獲委任)
趙偉誠先生
(於2022年6月17日獲委任)
孟曉蘇博士
楊步亭先生
趙大新先生
蔡偉康先生

Corporate Governance Report

企業管治報告

The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policies if considered necessary.

審核委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

The major roles and functions of the Audit Committee are:

審核委員會之主要角色及職能為：

- | | |
|---|---|
| (i) to consider and make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal; | (i) 考慮並就外聘核數師之委任、重新委任及罷免向董事會提供建議，以及批准外聘核數師之薪酬及聘用條款，並處理任何有關外聘核數師辭任或辭退外聘核數師之問題； |
| (ii) to consider and discuss with the external auditor the nature and scope of each year's audit; | (ii) 考慮及與外聘核數師討論每年核數之性質及範疇； |
| (iii) to act as the key representative body for overseeing the Company's relations with the external auditor; | (iii) 作為主要代表監察本公司與外聘核數師的關係； |
| (iv) to review and monitor the external auditor's independence and objectivity; | (iv) 檢討及監察外聘核數師之獨立性及客觀性； |
| (v) to review the interim and annual consolidated financial statements before submission to the Board; | (v) 於中期及全年合併財務報表提交董事會前先行審閱； |
| (vi) to discuss any problems and reservation arising from the interim review and final audit, and any matters the external auditor may wish to discuss; | (vi) 商議就中期審閱及年終審核而產生之任何問題及保留事項，及外聘核數師擬商討之任何事宜； |
| (vii) to review the external auditor's management letters and management's response; | (vii) 審閱外聘核數師致管理層之函件及管理層之回應； |
| (viii) to review the Group's financial controls, internal control and risk management systems; | (viii) 檢討本集團之財務監控、內部監控及風險管理系統； |
| (ix) to review the internal audit plan, ensure co-ordination between the internal and external auditors, and ensure whether the internal audit function is adequately resourced and has appropriate standing within the Group; and | (ix) 審閱內部審計計劃，確保內部與外聘核數師之工作協調，及確保內部審計功能是否獲得足夠資源運作，且在本集團具有適當地位；及 |
| (x) to consider major investigations findings on risk management and internal control matters and management's response. | (x) 考慮關於風險管理及內部監控事宜之重要調查發現及管理層之回應。 |

The terms of reference of the Audit Committee are revised from time to time to comply with the code provision D.3.3 of the CG Code, but with deviations from the code provision of the audit committee's responsibility to:

- (i) implement policy on the engagement of the external auditors to supply non-audit services; and
- (ii) ensure the management has performed its duty to have effective risk management and internal control systems.

The Board considers that the Audit Committee shall recommend (as opposed to implement) the policy on the engagement of the external auditor to supply non-audit services for the following reasons:

- (i) it is proper and appropriate for the Board and its committees to develop policy and make appropriate recommendations;
- (ii) the proper and appropriate mechanism for implementation of such policy and recommendations is through the Executive Director and management; and
- (iii) INEDs are not in an effective position to implement policy and follow up the same on a day-to-day basis.

Further, the Board considers that the Audit Committee only possesses the effective ability to scrutinise (as opposed to ensure) whether management has performed its duty to have an effective internal control system. Where an internal audit function exists, the Audit Committee is not equipped to ensure that the same is in place as this would involve day-to-day supervision and the employment of permanent experts.

The terms of reference of the Audit Committee are available on the websites of HKEX and the Company.

審核委員會之職權範圍不時作出修訂，以遵守企業管治守則之守則條文D.3.3，惟存在與審核委員會職責相關之守則條文之偏離事項：

- (i) 執行委聘外聘核數師提供非核數服務之政策；及
- (ii) 確保管理層已履行其職責建立有效之風險管理及內部監控系統。

董事會認為審核委員會應就委聘外聘核數師提供非核數服務之政策作出建議（而非執行），理由如下：

- (i) 由董事會及其下設置之委員會制定政策及作出合適之建議乃屬恰當及合適；
- (ii) 由執行董事及管理層執行該政策及建議乃屬恰當及合適之機制；及
- (iii) 獨立非執行董事並不適宜執行日常之政策及跟進工作。

此外，董事會認為審核委員會僅具備有效能力監察（而非確保）管理層已履行其職責建立有效之內部監控系統。如設有內部審計功能，由於上述事宜涉及日常監督及僱用常任專業人員，因此審核委員會並無確保上述事宜得以執行之能力。

審核委員會之職權範圍已於香港交易所及本公司網站內登載。

Corporate Governance Report

企業管治報告

The Audit Committee shall meet at least twice a year in accordance with its terms of reference. Four Audit Committee meetings were held in 2022 and the attendance of each member is set out in the section headed “Board Meetings and Directors’ Attendance Records” of this report.

In addition to the Audit Committee meetings, the Audit Committee also dealt with matters by way of circulation during 2022. In 2022 and up to the date of this report, the Audit Committee performed the works as summarised below:

- (i) reviewed and approved the audit scope and fees proposed by the external auditor;
- (ii) reviewed the reports from the external auditor in relation to the final audit for the year ended 31 December 2021 (“2021 Final Audit”), the interim results review for the six months ended 30 June 2022 (“2022 Interim Review”) and the final audit for the year ended 31 December 2022 (“2022 Final Audit”) of the Group;
- (iii) reviewed and recommended for the Board’s approval the financial reports for the year ended 31 December 2021, for the six months ended 30 June 2022 and for the year ended 31 December 2022;
- (iv) reviewed the effectiveness of internal control system and risk management, including reviewed the internal control review reports from the independent internal control reviewer;
- (v) reviewed the continuing connected transactions of the Company;
- (vi) reviewed and recommended for the Board’s approval the report on substantiation of resources, qualifications and experience of staff of the Group’s accounting and financial reporting function, and their training programmes and budget; and
- (vii) reviewed and recommended for the Board’s annual review the Related Party Transaction Policies and Procedures, the Connected Transaction Policy and the Whistle Blower Policy.

根據其職權範圍，審核委員會每年須至少舉行兩次會議。審核委員會於2022年曾舉行四次會議，而各成員之出席情況載於本報告「董事會會議及董事出席記錄」一節內。

除舉行審核委員會會議外，審核委員會亦於2022年內透過傳閱文件方式處理事宜。於2022年內及截至本報告日期為止，審核委員會已履行之工作概述如下：

- (i) 審閱及批准由外聘核數師建議之審核範圍及費用；
- (ii) 審閱外聘核數師就本集團截至2021年12月31日止年度之年終審核（「2021年年終審核」）、截至2022年6月30日止六個月之中期業績審閱（「2022年中期審閱」）及截至2022年12月31日止年度之年終審核（「2022年年終審核」）之報告；
- (iii) 審閱及建議董事會批准截至2021年12月31日止年度、截至2022年6月30日止六個月及截至2022年12月31日止年度之財務報告；
- (iv) 審閱內部監控系統及風險管理之效能，包括檢討來自獨立內部監控審核人員的內部監控檢討報告；
- (v) 審閱本公司持續關連交易；
- (vi) 審閱及建議董事會批准就本集團會計及財務匯報職能方面的資源、員工資歷及經驗以及有關員工所接受的培訓課程及預算之報告；及
- (vii) 審閱及建議關聯方交易政策及程序、關連交易政策及舉報者政策，以供董事會作年度檢討。

COMPANY SECRETARY

Ms. Sham Ying Man of Tricor Services Limited, external service provider, has been engaged by the Company as the Company Secretary.

The primary contact person at the Company is Ms. Zhang Xiaoying (Finance Director) and Ms. Rachel Kwok (Overseas Affairs Director) who would work and communicate with Ms. Sham on the Company's corporate governance and secretarial and administrative matters.

For the year ended 31 December 2022, the Company Secretary has complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training.

MODEL CODES FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code during the year ended 31 December 2022.

The Company has also adopted the Model Code as the Code for Securities Transactions by relevant employees to regulate dealings in the securities of the Company by certain employees of the Company or any of its subsidiaries who are considered to be likely in possession of inside information in relation to the Company or its securities. No incident of non-compliance of the Model Code by the relevant employees was noted by the Company.

公司秘書

本公司已委聘外聘服務供應商卓佳專業商務有限公司之岑影文女士為本公司之公司秘書。

張小穎女士(財務總監)及郭佳琰女士(海外事務總監)為本公司的主要聯絡人。負責就本公司的公司管治以及秘書與行政事務與岑女士工作及溝通。

截至2022年12月31日止年度，公司秘書已遵守上市規則第3.29條，參與不少於15小時的相關專業培訓。

董事及相關僱員進行證券交易之標準守則

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)，作為董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事已確認，於截至2022年12月31日止年度，彼等一直遵守標準守則所載之規定標準。

本公司亦已採納標準守則作為相關僱員進行證券交易之守則，藉此對本公司或其附屬公司之若干僱員(彼等被視為可能知悉有關本公司或其證券之內幕資料)就本公司之證券買賣作出規管。本公司沒有發現相關僱員違反標準守則的情況。

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility to present a balanced, clear and understandable assessment of the Group's performance, position and prospects in the consolidated financial statements of the annual and interim reports in accordance with statutory requirements and applicable accounting standards. Pursuant to Code Provision D.1.1 of the CG Code, the management provided such explanation and information to the Board to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

In preparing the consolidated financial statements for the year ended 31 December 2022, the Directors have selected appropriate accounting policies and applied them consistently, and have made judgements and estimates that are prudent and reasonable.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the responsibility to maintain appropriate and effective risk management and internal control systems in order to safeguard the interest of the Group and the Shareholders, review and monitor the effectiveness of the internal control and risk management systems on a regular basis to ensure that the systems in place are adequate.

The Group's risk management and internal control systems comprise, among others, the relevant financial, operational and compliance controls and risk management procedures, a well-established organisational structure with clearly defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to implement the business strategies and policies adopted by the Board from time to time.

The Company has the procedures and internal controls for the handling and dissemination of inside information. In practice, employees of the Group who become aware of any events and/or matters which he/she consider potentially inside information, will report to the designated personnel of the Company who, if considered appropriate, will pass such information to the Board for the purpose of considering and deciding whether or not such information constitutes inside information and disclosure of which shall be made immediately.

問責及審核

董事已確認根據法定規定及適用會計標準，彼等有責任於年度報告及中期報告的合併財務報表中，就本集團的表現、狀況及前景提呈一份中肯及清晰易明的評估。根據企業管治守則第D.1.1條守則條文，管理層已經向董事會提供該等說明及資料，使董事會可就有待其批准之財務及其他資料作出有根據的評審。

在編製截至2022年12月31日止年度的合併財務報表時，董事已選擇適當會計政策並貫徹應用，且已作出審慎合理之判斷及估計。

風險管理及內部監控

董事會有責任維持合適及有效的風險管理及內部監控制度，以保障本集團及股東的利益，並定期檢討及監督內部監控及風險管理制度的有效性，以確保制度完備充分。

本集團的風險管理及內部監控制度包括有關財務、運營和合規控制以及風險管理程序，以及有明確界定責任及權限的完善組織架構等。各部門負責其日常運作，並須執行董事會不時採納的業務策略及政策。

本公司設有關於處理及發佈內幕消息的程序及內部監控。於實行時，當本集團僱員得悉任何事件及／或事宜被其視之為潛在內幕消息，該僱員將向本公司指定人員匯報，而倘有關人員認為適宜，彼將向董事會提呈有關消息以供考慮及決定有關消息是否構成內幕消息並須即時披露。

The internal audit department of the Company supported the Board and the Audit Committee in reviewing the effectiveness of risk management and internal control systems and performed its functions during the year following an annual audit plan and submitting their reports of their findings to the Board and the Audit Committee at the meetings. The Audit Committee provides independent review on effectiveness of the risk management and internal control systems of the Group and gives their recommendation to the Board. The Board is responsible for reviewing the internal audit report and approving policies and procedures designed by the management.

The Board conducted a review and assessment of the effectiveness of the Group's risk management and internal control systems and procedures during the financial year ended 31 December 2022 by way of discussions with the management of the Group, members of the Audit Committee and the external independent auditor.

The Board believes that the existing risk management and internal control systems are adequate and effective. The Board also reviewed the resources, qualification and experience of staff of the Group's accounting and financial reporting function, as well as those relating to the Company's ESG performance and reporting and their training schemes and budget and was satisfied with their adequacy.

The Board also assessed the effectiveness of the Group's internal audit function and external audit process, and satisfied itself, through the work of its Audit Committee, that the internal audit function is adequately resourced and is effective at providing assurance to the Board on the relevant risks faced by the Company, and that the external audit process is effective.

本公司內部審核部門支持董事會和審核委員會審閱風險管理及內部監控系統的有效性，並於本年度遵循年度審核計劃履行其職能，並於會上向董事會提呈彼等有關評估結果的報告。審核委員會就本集團風險管理及內部監控系統的有效性作出獨立檢討，並向董事會提出彼等的建議。董事會負責檢討內部審核報告及批准由管理層制訂的政策及程序。

經與本集團管理層、審核委員會成員及外部獨立核數師討論，董事會對本集團的風險管理及內部監控制度及程序於截至2022年12月31日止財政年度的有效性進行檢討和評估。

董事會認為，現有的風險管理及內部監控制度充分而且有效。董事會已審核本集團會計及財務報告職能方面以及與本公司環境、社會及管治表現和匯報相關的人員的資源、資格及經驗以及彼等的培訓方案及預算，並對其充足性感到滿意。

董事會亦評估本集團內部審核職能及外部審核程序的有效性，並透過其審核委員會的工作而令其本身信納，內部審核職能配備充足資源，並就本公司所面臨有關風險方面有效地向董事會提供保證，且外部審核程序具效益。

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the financial statements of the Group are published in a timely manner.

The Directors have prepared the financial statements in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants. Appropriate accounting policies have also been used and applied consistently except the adoption of revised standards, amendments to standards and interpretation.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

The reporting responsibilities of our Company's external auditor on the financial statements of the Group are set out in the "Independent Auditor's Report" in this report.

GOING CONCERN AND MITIGATION MEASURES

The Directors noted that the auditor of the Company has issued a disclaimer of opinion on the audited consolidated financial statements of the Group for the year ended 31 December 2022 in relation to material uncertainties relating to going concern. Please refer to the "Independent Auditor's Report" from pages 153 to 155 of this annual report for details.

As disclosed in note 2 to the consolidated financial statements of this annual report, as at 31 December 2022, the Group had net current liabilities of HK\$3,256.3 million and capital deficiency of HK\$837.1 million. The Group has reported a loss of approximately HK\$910.7 million for the year ended 31 December 2022.

Certain measures have been taken by the Group to mitigate its liquidity pressure and to improve its financial position. Details of the going concern and mitigation measures of the Group are set out in section "Management Discussion and Analysis" on pages 24 to 25 and note 2 to the consolidated financial statements.

董事對財務報表之責任

董事深知根據法定要求及適用之會計準則編製本集團財務報表之責任。董事亦深知彼等需確保本集團財務報表需及時發佈之責任。

董事已根據香港會計師公會頒佈的香港財務報告準則編製財務報表。除了採用經修訂的標準、標準和解釋的修訂外，還一貫地使用和應用了適當的會計政策。

管理層已向董事會提供必要的闡釋及資料，使董事會能對提呈予董事會批准的本公司財務報表進行知情評估。本公司已向董事會全體成員提供有關本公司表現、狀況及前景的每月最新資料。

本公司外部核數師對本集團財務報表之匯報責任刊載於本報告之「獨立核數師報告」內。

持續經營及緩解措施

董事知悉本公司核數師已就本公司截至2022年12月31日止年度之經審核合併財務報表有關持續經營的重大不明朗因素發出不發表意見。有關詳情請參照本年報內第153頁至第155頁之「獨立核數師報告」。

誠如本年報內合併財務報表附註2所披露，於2022年12月31日，本集團流動負債淨值為3,256.3百萬港元及資本虧絀為837.1百萬港元。本集團在截至2022年12月31日止年度錄得年內虧損約910.7百萬港元。

本集團已採取若干措施以紓解流動資金壓力及改善其財務狀況。本集團持續經營及緩解措施之情況載於第24頁至第25頁之「管理層討論與分析」及合併財務報表附註2。

The Company considers that, taking into account the mitigation measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2022. Accordingly, the Company considers that it is appropriate to prepare the consolidated financial statements of the Company on a going concern basis.

EXTERNAL AUDITORS' REMUNERATION

During the Year, the remuneration paid/payable to the Group's external auditors was HK\$1,282,000. The above remuneration relates to the audit services of the Company.

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with the Shareholders. It has established a shareholders' communication policy. The policy aims at promoting effective communication with Shareholders and other stakeholders, encouraging Shareholders to engage actively with the Company and enabling Shareholders to exercise their rights as Shareholders effectively. The Board reviewed the implementation and effectiveness of the Shareholders' Communication Policy and the results were satisfactory.

SHAREHOLDERS' COMMUNICATION POLICY

The Company has established a number of channels for maintaining an on-going dialogue with its Shareholders as follows:

(A) CORPORATE COMMUNICATION, ANNOUNCEMENTS AND OTHER DOCUMENTS PURSUANT TO THE LISTING RULES

Information in relation to the Group is disseminated to the Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. Such published documents together with the latest corporate information and news are also made available on the website of the Company at www.dreameast.com and the website of HKEX at www.hkexnews.hk.

本公司認為，考慮到紓解措施，本集團將擁有充足的營運資金以滿足經營所需，並能履行自2022年12月31日起12個月內到期的財務義務。因此，本公司相信，以持續經營基準編製本公司合併財務報表屬恰當。

外聘核數師之酬金

於本年度內，已付／應付本集團外聘核數師之酬金為1,282,000港元。上述酬金涉及核數服務。

與股東之溝通

董事會深明與股東保持良好聯繫之重要性。其已制定一套股東通訊政策。該政策旨在提升與股東及其他利益相關者的有效溝通，鼓勵股東積極參與公司事務，並使股東能夠有效行使其作為股東的權利。董事會審閱了股東通訊政策的實施情況和有效性，結果令人滿意。

股東通訊政策

公司已建立多種渠道與股東保持持續對話，如下所示：

(A) 公司通訊及根據上市規則規定的公告及其他文件

有關本集團之資料乃按時透過多種正式途徑向股東傳達，包括中期及年度報告、公告及通函。該等刊發文件連同最近期之公司資料及消息亦已於本公司網站 www.dreameast.com 及香港交易所網站 www.hkexnews.hk 內登載。

(B) CORPORATE WEBSITE

Any information or documents of the Company posted on the Stock Exchange's website will also be published on the Company's website at www.dreameast.com under 'Investor Relations'.

(C) SHAREHOLDERS' MEETINGS

The Company's AGM is a valuable forum for the Board to communicate directly with the Shareholders. The Chairman actively participates at the AGM and personally chairs the meeting to answer any question from the Shareholders. The chairman of the Audit Committee, Remuneration Committee and Nomination Committee or in their absence, another member of the respective committees or failing that their respective duly appointed delegate, are also available to answer questions at the AGM. The chairman of any independent board committee formed as necessary or pursuant to the Listing Rules (or if no such chairman is appointed, at least a member of the independent board committee) will also be available to answer questions at any general meeting of the Shareholders to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.

The 2022 AGM was held on 16 June 2022. The attendance records of the Directors at the general meeting are set out in the section headed "Board Meetings and Directors' Attendance Records" of this report.

The Company shall provide Shareholders with relevant information on the resolutions(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s).

Separate resolutions are proposed at the general meetings for each substantial issue, including the re-election of retiring Directors.

(B) 公司網站

任何登載於聯交所網站的本公司資料或文件亦將登載於本公司的網站 (www.dreameast.com)的「投資者關係」欄目內。

(C) 股東大會

本公司股東周年大會乃董事會直接與股東溝通之寶貴機會。主席積極參與並親自主持股東周年大會以回應股東之任何查詢。審核委員會、薪酬委員會及提名委員會主席，或在主席缺席時由各自委員會之另一名委員（或如該等委員未能出席，則彼等各自適當委任的代表）於股東周年大會上回答提問。任何須予成立或根據上市規則成立之獨立董事委員會之主席（或倘並無委任該主席，則至少一名獨立董事委員會成員）亦會出席任何就批准關連交易或須獲獨立股東批准之任何其他交易而舉行之股東大會，以回答提問。

2022年股東周年大會於2022年6月16日舉行。董事於股東大會的出席紀錄載列於本報告「董事會會議及董事出席記錄」一節內。

公司將按照上市規則的規定，及時向股東提供於股東大會上提呈的決議案的相關信息。所提供的信息應合理必要，以使股東能夠就提議的決議案做出知情決定。

每項重大事項（包括重選退任董事）均於股東大會提呈獨立決議案。

An explanation of the detailed procedures of conducting a poll is provided to the Shareholders at the commencement of the meeting. The Chairman answers questions from Shareholders regarding voting by way of a poll. The poll results are published in the manner prescribed under the requirements of the Listing Rules.

(D) SHAREHOLDERS' ENQUIRIES

A Shareholder may serve an enquiry to the Board at our Head Office for the attention of the Board in written form, which shall state the nature of the enquiry and the reason for making the enquiry. In addition, Shareholders can contact Boardroom Share Registrars (HK) Limited, the share registrar of the Company, for any questions about their shareholdings.

The Shareholders' Communication Policy is available on the website of the Company.

Furthermore, to foster two-way communication amongst the Company, its Shareholders and potential investors, and to update them abreast of the latest industry updates, corporate communications and the Group's announcements and business development in a timely manner, the Company has appointed two investor relation professionals as a formal channel to respond to enquiries from Shareholders and the public.

以股數投票方式進行表決之詳細程序會於大會開始時向股東解釋。主席會解答股東有關以股數投票方式表決之任何問題。股數投票結果將根據上市規則規定之方式刊發。

(D) 股東查詢

股東可將其向董事會提交之查詢以書面方式送達至總辦事處，內容須註明查詢的性質及提出查詢之原因。此外，股東可就任何有關其股權問題向本公司股份過戶登記處寶德隆證券登記有限公司查詢。

股東通訊政策已登載於本公司的網站。

此外，為促進本公司、其股東及潛在投資者之間的雙向溝通以及及時向其提供最新的行業資訊、公司聯絡方式及本集團的公告及業務發展，本公司已委任兩名投資者關係專業人士，作為回應股東及公眾查詢的正式渠道。

CONVENING A SPECIAL GENERAL MEETING BY SHAREHOLDERS AND PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

Shareholder(s) holding not less than one-tenth of the paid up capital of the Company can request the convening of a special general meeting according to Bye-law 58 of the Bye-Laws and Section 74(1) of the Companies Act 1981 of Bermuda ("Act") by written requisition, with the stated business proposed to be transacted, which must be validly served at the head office and principal place of business of the Company registered in Hong Kong ("Head Office"). Besides, Shareholders may make a proposal at a Shareholders' meeting by submitting it in written form to the Board at the Head Office in the form of a proposed resolution, which shall be clearly and concisely set out the proposal for discussion and be relevant to the Company's business scope.

CORPORATE COMMUNICATION AND INVESTOR RELATIONS

The major task and objective of the Group's investor relations is to clearly introduce the Group, including the business positioning, existing operations and future development of the Group, to the media, Shareholders, investors, analysts and investment banks through different communication channels. In future, the Group shall further enhance communication with the media, Shareholders, investors, analysts and investment banks on various aspects such as development strategies, operation and management, financial prospects and business operation through meetings, senior management's participation in investor forums, conferences and roadshows. The Group is confident in establishing and maintaining a good relationship with the international capital institutions through the continued enhancement of information transparency.

股東召開股東特別大會及於股東大會上提呈建議

持有本公司繳足資本不少於十分之一的股東，可根據公司細則第58條及百慕達1981年公司法（「公司法」）第74(1)章之規定發出書面要求，以要求召開股東特別大會，內容須註明擬提呈處理之事項，並須有效地送達至本公司於香港註冊的總辦事處及主要營業地點（「總辦事處」）。此外，股東可透過提呈決議案方法向董事會提交書面形式之股東大會提案並送達總辦事處，內容須清楚及簡要地列明予以討論之提案且符合本公司之業務範疇。

公司通訊及投資者關係

本集團投資者關係的主要任務及目標，是透過不同的溝通渠道，向媒體、股東、投資者、分析師及投資銀行清楚地介紹本集團，包括本集團的業務定位、現有業務及未來發展。今後，本集團將透過會議或高級管理層參與的投資者論壇、大會及路演，進一步加強與媒體、股東、投資者、分析師及投資銀行在各方面的溝通，如發展策略、運營及管理、財務前景及業務經營。本集團有信心透過不斷提高信息透明度，與國際資本機構建立及維持良好的關係。

DIVIDEND POLICY

The Company has adopted a dividend policy (the "Dividend Policy") on payment of dividends, which sets out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of dividends to Shareholders.

The Company do not have any pre-determined dividend payout ratio. Depending on the financial results and conditions of the Company and the Group, and the conditions and factors as set out in the Dividend Policy, including but not limited to cash flow situation, business conditions and strategies, future operations and earnings, and capital requirements and expenditure plans of the Group, as well as the interests of Shareholders and any restrictions on payment of dividends, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the Shareholders' approval.

CONSTITUTIONAL DOCUMENTS

There had been no change in the Company's constitutional documents during the year ended 31 December 2022.

CORPORATE GOVERNANCE ENHANCEMENT

Enhancing corporate governance is not simply a matter of applying and complying with the CG Code of the Stock Exchange but also about promoting and developing an ethical and healthy corporate culture. We will continue to review and, where appropriate, improve our current practices on the basis of our experience, regulatory changes and developments. Any views and suggestions from our Shareholders to promote and improve our transparency are also welcome.

股息政策

本公司已就派付股息採納股息政策（「股息政策」），當中載列本公司就宣派、派付或分發股息予本公司股東時擬應用的原則及指引。

本公司並無任何預定的派息比率。根據本公司及本集團的財務業績與狀況以及股息政策所載的條件與因素（包括但不限於現金流量狀況，業務狀況及策略，未來營運及收入，本集團的資金需求及支出計劃，以及股東的利益及任何派付股息的限制），董事會可於一個財政年度內建議及／或宣派股息，且該財政年度的任何末期股息均須獲得股東批准。

憲章文件

於截至2022年12月31止年度，本公司之憲章文件並無變動。

提升企業管治水平

提升企業管治水平並非只為應用並遵守聯交所之企業管治守則，亦為推動及建立道德與健全之企業文化。吾等將繼續檢討及於適當時按經驗、監管變動及發展改善現行常規。本公司亦歡迎股東提供任何意見及建議以提高及改善本公司之透明度。

Directors' Report

董事會報告

The board of directors of the Company ("Board") presents its annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively "Group") for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The principal activities of its subsidiaries at 31 December 2022 are set out in note 40 to the consolidated financial statements.

Further discussion and analysis of the Group's business review as required by Schedule 5 to the Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on pages 8 to 34 of this annual report, which forms an integral part of this directors' report.

RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company are set out in the consolidated statement of comprehensive income on pages 156 to 157 and in the accompanying notes to the consolidated financial statements.

The Board does not recommend the payment of a final dividend (2021: Nil) or a special dividend (2021: Nil) for the year ended 31 December 2022. Details are set out in note 10 to the consolidated financial statements.

本公司之董事會(「董事會」)謹將本公司及其附屬公司(統稱「本集團」)截至2022年12月31日止年度之年報及經審核合併財務報表呈覽。

主要業務及業務回顧

本公司乃一間投資控股公司。其附屬公司於2022年12月31日之主要業務載列於合併財務報表附註40。

有關公司條例附表5所規定就本集團業務回顧之進一步討論及分析，包括對本集團面對之主要風險及不明朗因素之描述以及對本集團業務可能出現之未來發展之指示，請參閱本年報第8頁至第34頁所載之管理層討論及分析，並為董事會報告的一部分。

業績及溢利分配

本集團之業績及本公司之溢利分配載列於第156頁至第157頁之合併綜合收益表及隨附之合併財務報表附註內。

董事會不建議派發截至2022年12月31日止年度之末期股息(2021年：無)或特別股息(2021年：無)。有關詳情載列於合併財務報表附註10。

CLOSURE OF REGISTERS OF MEMBERS FOR DETERMINING THE ENTITLEMENT TO ATTEND AND VOTE AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY ("2023 AGM")

The 2023 AGM is scheduled to be held on 28 June 2023, Wednesday. For determining the entitlement to attend and vote at the 2023 AGM, the register of members of the Company will be closed from 23 June 2023, Friday to 28 June 2023, Wednesday (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for non-registered holders of shares of the Company to be eligible to attend and vote at the 2023 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited of Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on 21 June 2023, Wednesday.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and assets and liabilities (including both continuing and discontinued operations) of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and reclassified/restated as appropriate, is set out below. This summary does not form part of the audited consolidated financial statements.

暫停辦理股份過戶登記

釐定出席本公司應屆股東周年大會（「2023年股東周年大會」）並於會上投票之資格

2023年股東周年大會預訂於2023年6月28日星期三舉行。為釐定股東出席2023年股東周年大會並於會上投票之資格，本公司將由2023年6月23日星期五至2023年6月28日星期三（包括首尾兩天）暫停辦理本公司股份過戶登記，在此期間本公司股份之轉讓手續將不予辦理。為符合資格出席2023年股東周年大會及於會上投票，未登記之本公司股份持有人必須於2023年6月21日星期三下午四時三十分前將所有過戶文件連同有關股票，送交本公司之香港股份過戶登記分處寶德隆證券登記有限公司（地址為香港北角電氣道148號21樓2103B室）辦理股份過戶登記手續。

財務資料概要

下文所載為摘錄自己公佈之經審核合併財務報表並按需要重新分類／重新呈列之本集團於過去五個財政年度之業績及資產及負債之概要（包括持續及已終止經營業務）。本概要並不構成經審核合併財務報表之一部份。

		Year ended 31 December 截至12月31日止年度				
		2022	2021	2020	2019	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
RESULTS	業績					
REVENUE	收入	25,076	51,208	18,953	119,998	159,837
(LOSS)/PROFIT BEFORE INCOME TAX	除所得稅前(虧損)/溢利	(1,089,614)	(842,121)	(2,158,952)	(162,545)	329,330
INCOME TAX CREDIT (EXPENSE)	所得稅抵免(開支)	178,895	(22,807)	356,812	(38,626)	(170,881)
(LOSS)/PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔 年內(虧損)/溢利	(903,659)	(860,648)	(1,765,132)	(199,812)	159,932

		Year ended 31 December 截至12月31日止年度				
		2022	2021	2020	2019	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	7,782,951	9,160,074	9,049,453	10,358,567	10,695,955
Total liabilities	總負債	8,620,045	9,047,742	8,098,766	7,704,462	7,842,982
Total (deficit) equity	(虧絀) 權益總計	(837,094)	112,332	950,687	2,654,105	2,852,973
Total liabilities and total equity	總負債及權益總計	7,782,951	9,160,074	9,049,453	10,358,567	10,695,955

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the year are set out in note 16 to the consolidated financial statements.

PROPERTIES UNDER DEVELOPMENT FOR SALE

Details of movements in the properties under development for sale of the Group during the year are set out in note 18 to the consolidated financial statements.

SHARE CAPITAL

Details of movement in the share capital of the Company during the year are set out in note 28 to the consolidated financial statements.

物業、廠房及設備

本集團物業、廠房及設備於本年度內之變動詳情載列於合併財務報表附註14。

投資物業

本集團投資物業於本年度內之變動詳情載列於合併財務報表附註16。

發展中待售物業

本集團發展中待售物業於本年度內之變動詳情載列於合併報表附註18。

股本

本公司股本於本年度內之變動詳情載列於合併財務報表附註28。

CONNECTED AND RELATED PARTY TRANSACTIONS

During the Year, the Group had not entered into any continuing connected transactions that are not fully exempted from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. Details of the connected and related transactions undertaken in the ordinary course of business by the Group during the Year are set out in note 39 to the consolidated financial statements. Saved as disclosed therein, none of these related party transactions constitutes a connected transaction or a continuing connected transaction of the Group as defined in and required to be disclosed under Chapter 14A of the Listing Rules. The Group confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

PRE-EMPTIVE RIGHTS

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

RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in note 41 to the consolidated financial statements and in the consolidated statement of changes in equity on pages 160 to 162 respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company's reserves available for distribution, calculated in accordance with the Bermuda Companies Act 1981 (as amended from time to time), amounted to approximately HK\$50.7 million (2021: approximately HK\$629.1 million).

關連及關聯方交易

於本年度內，本集團並無訂立不可根據上市規則第14A章獲全面豁免遵守股東批准、年度審閱及所有披露規定的任何持續關連交易。本集團於本年度內於日常業務中進行之關連及關聯方交易之詳情載於合併財務報表附註39。除當中所披露者外，該等關聯方交易概無構成上市規則第14A章所定義及所規定須予披露之本集團關連交易或持續關連交易。本集團確認，其已遵守上市規則第14A章所載之披露規定。

優先購股權

本公司之公司細則或百慕達法例並無有關優先購股權之條款，以規定本公司須按比例向現有股東提呈發售新股份。

儲備

本公司及本集團儲備於本年度內之變動詳情分別載列於合併財務報表附註41及於第160頁至第162頁之合併權益變動表。

可分派儲備

截至2022年12月31日，本公司根據百慕達1981年公司法（經不時修訂）計算之可供分派儲備為約50.7百萬港元（2021年：約629.1百萬港元）。

DIRECTORS

The Directors of the Company ("Directors") during the Year and up to the date of this report were:

Executive Directors:

Zhou Jin
Yang Lei

Non-Executive Directors:

Lau King Pak (Appointed on 17 June 2022)
Chiu Wai Shing (Appointed on 17 June 2022)

Independent Non-Executive Directors:

Chen Guanglei
Meng Xiaosu
Yang Buting
Zhao Daxin
Choi, Clifford Wai Hong

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

In accordance with the Company's Bye-law 86(2), Mr. Lau King Pak and Mr. Chiu Wai Shing shall hold office until the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with the Company's Bye-laws 87(1) and (2), Mr. Yang Lei, Dr. Chen Guanglei and Dr. Meng Xiaosu shall retire from office by rotation at the forthcoming annual general meeting. Save and except that Dr. Chen Guanglei who has decided not to offer himself for re-election of Director at the forthcoming annual general meeting, Mr. Yang Lei and Dr. Meng Xiaosu, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Dr. Chen Guanglei shall retire as an Independent Non-executive Director and also shall cease to be the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee of the Company with effect from the conclusion of the forthcoming annual general meeting.

董事

於本年度及至本報告日期為止本公司之董事(「董事」)如下：

執行董事：

周金
楊蕾

非執行董事：

劉勁柏(於2022年6月17日獲委任)
趙偉誠(於2022年6月17日獲委任)

獨立非執行董事：

陳廣壘
孟曉蘇
楊步亭
趙大新
蔡偉康

本公司已接獲每名獨立非執行董事根據上市規則第3.13條規定確認其獨立性的確認函。本公司認為全體獨立非執行董事均為獨立人士。

根據本公司之公司細則第86(2)條，劉勁柏先生及趙偉誠先生將留任至應屆股東周年大會為止，惟有資格並願意膺選連任。

根據本公司之公司細則第87(1)及(2)條，楊蕾先生、陳廣壘博士及孟曉蘇博士將於應屆股東周年大會上輪值退任，惟有資格並願意於應屆股東周年大會上膺選連任。除陳廣壘博士決定不在應屆股東周年大會上膺選連任董事外，楊蕾先生及孟曉蘇博士均符合資格並願意在應屆股東周年大會上膺選連任。

陳廣壘博士將於應屆股東周年大會結束後退任獨立非執行董事，亦將不再為本公司審核委員會主席、薪酬委員會主席以及提名委員會成員。

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

PERMITTED INDEMNITY PROVISION

Under the the Bye-laws of the Company, every Director or other officers of the Company acting in relation to any of the affairs of the Company shall be entitled to be indemnified against all actions, costs, charges, losses, damages and expenses which he may incur or sustain in or about the execution of his duties in his office.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year under review.

TERMS OF OFFICE FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

All the Independent Non-Executive Directors, except Mr. Choi, Clifford Wai Hong, Independent Non-Executive Director who was appointed by the Board with no fixed length of service, were appointed for a specific term of three years. All Independent Non-Executive Directors of the Company were subject to the relevant provisions of the Bye-Laws of the Company or any other applicable laws whereby the Directors shall vacate or retire from their office but shall be eligible for re-election.

CHANGES IN DIRECTORS' INFORMATION

Changes of information of Directors which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the 2022 Interim Report are set out below:

- Mr. Lau King Pak, Non-executive Director of the Company, has been appointed as an independent non-executive director of China Maple Leaf Educational Systems Limited (a company listed on the Stock Exchange, stock code: 1317) with effect from 28 February 2023. He has also resigned as a managing director of MC CPA Ltd since November 2022.

董事之服務合約

擬於本公司應屆股東周年大會上膺選連任之董事概無與本集團訂立本集團不可於一年內毋須賠償（法定賠償除外）而可予以終止之未到期服務合約。

獲准許彌償條文

根據本公司之公司細則，凡本公司每名董事或其他行政人員代表本公司進行任何事務，均有權於任內就其履行職務或與此有關而可能蒙受或招致之一切訴訟、成本、費用、損失、損害及開支獲得彌償保證。

管理合約

於回顧年度內，並無訂立或訂有任何有關本公司全部或任何主要部分業務之管理及行政合約。

獨立非執行董事之任期

所有獨立非執行董事除獨立非執行董事蔡偉康先生並無特定之委任年期外，均獲為期三年的指定任期。本公司所有獨立非執行董事均須根據本公司之公司細則之有關條文或任何其他適用法例之規定離任或退任，但可膺選連任。

董事資料變動

自2022年中期報告日期起，根據上市規則第13.51B(1)條須予披露的董事資料變動載列如下：

- 本公司非執行董事劉勁柏先生自2023年2月28日起獲委任為中國楓葉教育集團有限公司* (China Maple Leaf Educational Systems Limited)（一家於聯交所上市的公司，股份代號：1317）之獨立非執行董事。彼亦自2022年11月起辭任香港會計師事務所MC CPA Ltd董事總經理。

- Mr. Choi, Clifford Wai Hong, Independent Non-executive Director of the Company, has been appointed as an independent non-executive director of EcoGreen International Group Limited (a company listed on the Stock Exchange, stock code: 2341) with effect from 8 November 2022.

- 本公司獨立非執行董事蔡偉康先生自2022年11月8日起獲委任為中怡國際集團有限公司（一家於聯交所上市的公司，股份代號：2341）之獨立非執行董事。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model Code, were as follows or as disclosed under the section headed "Share Option Scheme" below:

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於2022年12月31日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有本公司根據證券及期貨條例第352條須予備存的登記冊所記錄的權益及淡倉；或根據證券及期貨條例第XV部第7及8分部或根據標準守則須知會本公司及聯交所的權益及淡倉如下或如下文「購股權計劃」一節所披露：

Name of Director 董事姓名	Nature of interests 權益性質	Number of shares and underlying shares held 持有股份及相關股份數目	Approximate % of the relevant issued share capital 佔有關已發行股本之概約百分比
Yang Lei 楊蕾	Beneficial owner (Note 1) 受益擁有人 (附註1)	205,790	0.07%
Meng Xiaosu 孟曉蘇	Beneficial owner (Note 1) 受益擁有人 (附註1)	61,737	0.02%
Yang Buting 楊步亭	Beneficial owner (Note 1) 受益擁有人 (附註1)	61,737	0.02%
Zhao Daxin 趙大新	Beneficial owner (Note 1) 受益擁有人 (附註1)	61,737	0.02%

Notes:

- These interests in shares and underlying shares of the Company are held pursuant to the share options granted under the Share Option Scheme.
- All interests stated above represent long positions.

附註：

- 於本公司股份及相關股份的該等權益乃按根據購股權計劃授出的購股權持有。
- 所有上述權益指好倉。

PURPOSE OF THE SHARE OPTION SCHEME

The purpose of the Share Option Scheme is (i) to closely align the interests of the Directors and senior executives of the Company with the Company's performance and strategic objectives, so as to lay a foundation for the Company's future development and maximize shareholder value, and (ii) to attract, retain and motivate key personnel to achieve the Company's strategic objectives by providing them with compensation that is as a whole competitive in the talent market.

ELIGIBLE PARTICIPANTS

The specific eligible participants of the Share Option Scheme ("Eligible Participant(s)") shall be determined by the Board at its sole discretion, and such determination shall be interpreted by the Board. Subject to the discretion of the Board, the eligible participants shall belong to any of the following class(es):

- (i) executive Directors, independent non-executive directors and senior executives of the Company who are responsible for the decision-making, operation and management of the Company as determined by the Board; and
- (ii) any other groups or classes of participants who have contributed or may contribute to the development of the Group including but not limited to the qualified persons.

Payment of HK\$1.00 shall be made within such time as may be specified in the notice of grant (which shall not be later than 21 days from the grant date) upon acceptance of the offer of options.

購股權計劃的目的

購股權計劃的目的在於：(i)把本公司董事及高級管理人員的利益與本公司業績表現、戰略目標緊密結合，為本公司未來發展奠定基礎，促進股東價值的最大化；及(ii)在人才市場上能夠提供具有競爭力的整體薪酬，吸引、保留和激勵實現本公司戰略目標所需要的關鍵人員。

合資格參與者

購股權計劃特定的合資格參與人（「合資格參與人」）將由董事會全權酌情決定，且該決定將由董事會予以解釋。根據董事會的酌情決定，合資格參與人將屬於以下任何類別：

- (i) 對本公司決策、經營及管理負有責任之本公司執行董事、獨立非執行董事及高級管理人員，該等人士乃由董事會釐定；及
- (ii) 已或可能對本集團發展做出貢獻的任何其他組別或類別參與人，包括但不限於合資格人士。

於接納購股權時，須於授出通知可能註明的時間（不得遲於授出日期起計21日）內支付購股權價格1.00港元。

MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION UNDER THE SHARE OPTION SCHEME

The Company may grant share options to Eligible Participants entitling to subscribe for a total up to 26,321,173 Shares, representing 10% of the total number of Shares in issue as at the date on which the resolution regarding the Share Option Scheme was passed at the Special General Meeting on 29 November 2018, being 263,211,739 Shares. The Company may seek approval of its Shareholders at general meeting for refreshing the 10% limit under the Share Option Scheme, however the total number of shares which may be allotted and issued upon exercise of all options to be granted under all the schemes of the Company under the limit as refreshed must not exceed 10% of the shares in issue as at the date of approval for the limit. Share Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised under the Share Option Scheme) will not be counted for the purpose of calculating the refreshed limit. Further, the maximum number of shares which may be issued upon exercise of all outstanding Share Options granted under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the total number of shares in issue from time to time.

The number of share options available for grant under the Share Option Scheme at the beginning of the financial year ended 2022 was 24,860,063 and the number of share options available for grant under the Share Option Scheme at the end of the financial year ended 2022 was 25,065,853.

The total number of shares available for issue under the Share Option Scheme is 26,321,173 shares, representing approximately 9.22% of the issued shares of the Company as at the date of this annual report.

根據購股權計劃可供認購的股份數目上限

本公司可向合資格參與人授出購股權，賦予其權利認購合共最多26,321,173股股份，相當於有關購股權計劃的決議案於2018年11月29日的股東特別大會上獲通過當日已發行股份總數（即263,211,739股股份）之10%。本公司可於股東大會上尋求股東批准更新購股權計劃下10%之限額；然而，本公司所有計劃根據經更新限額將予授出之所有購股權獲行使後可予配發及發行之股份總數不得超過於批准限額日期已發行股份之10%。先前根據購股權計劃授出之購股權（包括尚未行使、已註銷、已根據購股權計劃失效或已行使之購股權）將不會納入計算經更新之限額內。此外，根據購股權計劃及本公司任何其他購股權計劃授出之所有尚未行使購股權獲行使而可能發行之最高股份數目不得超過不時已發行股份總數之30%。

於2022年會計年度開始時可根據購股權計劃授權授出的期權數目為24,860,063，於2022年會計年度結束時可根據購股權計劃授權授出的期權數目為25,065,853。

購股權計劃可予發行的股份總數為26,321,173股股份，相當於截至本年報日期本公司已發行股份約9.22%。

MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

The maximum number of shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the Share Option Scheme and any other share option schemes of the Company to each Eligible Participant in any 12-month period up to and including the date of grant of the share options shall not exceed 1% of the total number of shares in issue.

EXERCISE TIME AND EXPIRY DATE OF THE SHARE OPTIONS

The granted share options are exercisable in 4 tranches of 25% each on the date after the first, second, third and fourth anniversaries of the date of grant. The exercisable period will expire on 29 November 2028. As at 31 December 2022, the remaining life of the Share Option Scheme was approximately five years and eleven months.

EXERCISE PRICE UNDER THE SHARE OPTION SCHEME

The exercise price of share options shall be determined by the Board and notified to the Eligible Participants. The exercise price shall be the highest of:

- (i) the closing price of the shares stated in the Stock Exchange's daily quotation sheet on the grant date;
- (ii) the average closing price of the shares stated in the Stock Exchange's daily quotations sheet for the five consecutive trading days prior to the grant date; and
- (iii) the par value of the Shares.

In 2018, 4,928,676 share options with exercise price of HK\$8.18 per share are granted to certain directors and employees on 11 December 2018. These Share options are with vesting periods from 11 December 2018 to 10 December 2022 and were exercisable in 4 tranches of 25% each, from 11 December 2019, 2020, 2021, 2022 to 29 November 2028.

每名合資格參與人可獲授權益上限

於任何十二個月期間直至授出購股權日期(包括該日)，根據購股權計劃及本公司任何其他購股權計劃向及將向每名合資格參與人授予之購股權獲行使時已發行及將予發行之股份總數，不得超過已發行股份總數之1%。

購股權行使時間及到期日

已授出購股權為四批，每批為25%，於授出日期第一、第二、第三及第四周年後之日期行使。行使期將於2028年11月29日屆滿。於2022年12月31日，購股權計劃尚餘的有效期約為五年零十一個月。

購股權計劃的行使價

購股權的行使價須經董事會確定，並告知合資格參與人。行使價應當為以下三者的最高值：

- (i) 於授出日期於聯交所每日報價表所列的股份收市價；
- (ii) 於授出日期之前之連續五個交易日於聯交所每日報價表所列的股份平均收市價；及
- (iii) 股份的面值。

於2018年度，4,928,676份購股權(行使價為每股8.18港元)於2018年12月11日授予若干董事及僱員。該等購股權之歸屬期為2018年12月11日至2022年12月10日，分為四批，每批25%，於2019年、2020年、2021年及2022年12月11日至2028年11月29日行使。

Directors' Report 董事會報告

During the Year, the changes in share options granted by the Company under the Share Option Scheme are as follows:

於本年度，本公司根據購股權計劃授出的購股權變動如下：

	Date of grant	Vesting period	Exercisable period	Exercise price	1 January	Granted during the year ended	Exercised during the year ended	Cancelled/lapsed during the year ended	31 December
					2022	31 December 2022	31 December 2022	31 December 2022	
	授出日期	歸屬期	行使期	行使價 HK\$ 港元	2022年 1月1日	截至2022年 12月31日 止年度內 授出	截至2022年 12月31日 止年度內 行使	截至2022年 12月31日 止年度內 註銷/失效	2022年 12月31日
Directors									
董事									
Mr. Yang Lei	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	8.18	205,790	-	-	-	205,790
楊蕾先生	2018年12月11日	2018年12月11日至 2022年12月10日	2022年12月11日至 2028年11月29日						
Dr. Meng Xiaosu	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	8.18	61,737	-	-	-	61,737
孟曉蘇博士	2018年12月11日	2018年12月11日至 2022年12月10日	2022年12月11日至 2028年11月29日						
Mr. Yang Buting	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	8.18	61,737	-	-	-	61,737
楊步亭先生	2018年12月11日	2018年12月11日至 2022年12月10日	2022年12月11日至 2028年11月29日						
Mr. Zhao Daxin	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	8.18	61,737	-	-	-	61,737
趙大新先生	2018年12月11日	2018年12月11日至 2022年12月10日	2022年12月11日至 2028年11月29日						
					391,001	-	-	-	391,001
Other Eligible Participants	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	8.18	1,070,109	-	-	(205,790)	864,319
其他合資格參與人	2018年12月11日	2018年12月11日至 2022年12月10日	2022年12月11日至 2028年11月29日						
					1,461,110	-	-	(205,790)	1,255,320

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors is or was interested in any business that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 31 December 2022 and as at the date of this report.

董事在構成競爭業務中之權益

於截至2022年12月31日止年度內任何時間及於本報告日期，董事概無在與本集團業務構成或可能構成直接或間接競爭的業務中擁有任何權益。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 39 to the consolidated financial statements, no transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the section headed "Share Option Scheme", at no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate

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

At 31 December 2022, the following Shareholders had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Name of shareholders	Nature of interests	Number of shares and underlying shares held	Approximate % of the relevant issued share capital (based on 285,490,845 issued Shares as at 31 December 2022)	Note
股東名稱	權益性質	持有股份及相關股份數目	佔有關已發行股本之概約百分比 (以2022年12月31日已發行股份為285,490,845股為基準)	附註
Knowledge Silicon Valley Limited 知識矽谷有限公司	Interest of controlled corporation 受控制法團之權益	465,487,480	163.05%	1 and 5
Sheng Bang Holdings Limited ("Sheng Bang") 勝邦控股有限公司 (「勝邦」)	Interest of controlled corporation 受控制法團之權益	465,487,480	163.05%	1 and 5
Zhou Zheng 周政	Interest of controlled corporation 受控制法團之權益	465,487,480	163.05%	1 and 5

董事在重大交易、安排及合約中之權益

除合併財務報表附註39所披露者外，於本年度終結時或於本年度內任何時間，本公司、其控股公司或其任何附屬公司或同系附屬公司並無訂立董事直接或間接擁有重大權益之任何重要交易、安排及合約。

購買股份或債券之安排

除根據「購股權計劃」一節所披露者外，本公司、其控股公司、或其任何附屬公司或同系附屬公司於本年度內概無參與任何安排，使董事能藉此獲得本公司或其他任何法人團體之股份或債券而獲得利益。

主要股東及其他人士於股份及相關股份之權益及淡倉

於2022年12月31日，根據證券及期貨條例第336條規定所存置之登記冊所載，擁有本公司股份及相關股份權益之股東如下：

Directors' Report
董事會報告

Name of shareholders	Nature of interests	Number of shares and underlying shares held	Approximate % of the relevant issued share capital (based on 285,490,845 issued Shares as at 31 December 2022)	Note
股東名稱	權益性質	持有股份及相關股份數目	佔有關已發行股本之概約百分比 (以2022年12月31日已發行股份為285,490,845股為基準)	附註
China Construction Bank Corporation 中國建設銀行股份有限公司	Person having a security interest in shares 擁有股份抵押權益的人士	489,240,917	171.37%	2, 3, 4 and 5
Central Huijin Investment Ltd. 中央匯金投資有限公司	Person having a security interest in shares 擁有股份抵押權益的人士	489,240,917	171.37%	2, 3, 4 and 5
Lai Kar Yan (in the capacity of joint and several receiver) 黎嘉恩 (以共同及個別接管人身份)	Receiver appointed by Chance Talent Management Limited 由Chance Talent Management Limited委任的接管人	489,240,917	171.37%	2, 3, 4 and 5
Yeung Lui Ming (in the capacity of joint and several receiver) 楊磊明 (以共同及個別接管人身份)	Receiver appointed by Chance Talent Management Limited 由Chance Talent Management Limited委任的接管人	489,240,917	171.37%	2, 3, 4 and 5

Notes:

- This includes interest in (i) 205,182,287 shares of the Company, and (ii) convertible bonds (upon exercise if the conversion rights attached to which, 260,305,193 shares will be allotted and issued by the Company) of the Company held by SkyOcean Investment, a wholly-owned subsidiary of Knowledge Silicon Valley Limited. Knowledge Silicon Valley Limited was owned as to 80% by Sheng Bang, which in turns was wholly-owned by Mr. Zhou Zheng. By virtue of the SFO, each of Mr. Zhou Zheng, Sheng Bang and Knowledge Silicon Valley Limited was deemed to be interested in the shares and underlying shares owned by SkyOcean Investment.
- This includes the Charged Existing CB in the aggregate principal amount of RMB450,000,000 (details as disclosed below). The Receivers considered the exchange rate to be RMB0.79209 to HK\$1, meaning that the aggregate principal amount was HK\$568,117,259. Upon full conversion of the Charged Existing CB at the conversion price of HK\$2,284,058,630 Shares will be issued by the Company.
- This includes security interests held by Chance Talent Management Limited, an indirect wholly-owned subsidiary of China Construction Bank Corporation. China Construction Bank Corporation in turn is owned as to 57.11% by Central Huijin Investment Ltd.

附註：

- 該權益包括天洋投資(為知識矽谷有限公司之全資附屬公司)持有之(i)本公司205,182,287股股份,及(ii)本公司可換股債券(於隨附換股權獲行使時,本公司將配發及發行260,305,193股股份)。知識矽谷有限公司由勝邦(由周政先生全資擁有)擁有80%之權益。根據證券及期貨條例,周政先生、勝邦及知識矽谷有限公司各自被視為於天洋投資擁有之股份及相關股份中擁有權益。
- 該權益包括本金總額為人民幣450,000,000元的已押記現有可換股債券(詳情於以下披露)。接管人以0.79209人民幣兌1港元為基準計算,本金總額即為568,117,259港元。於已押記現有可換股債券全數以2港元換股價被行使時,本公司將發行284,058,630股股份。
- 該權益包括中國建設銀行股份有限公司的間接全資子公司Chance Talent Management Limited所持有的抵押權益。中國建設銀行股份有限公司由中央匯金投資有限公司持有57.11%的股份。

4. On 15 November 2021, Mr. Lai Kar Yan and Mr. Yeung Lui Ming of Deloitte Touche Tohmatsu were appointed as joint and several receivers over the charged assets which include:
- (i) 205,182,287 Shares (equivalent to approximately 71.87% of the total number of issued Shares of the Company) owned by SkyOcean Investment, and which are charged by SkyOcean Investment in favour of the Subscriber pursuant to the 2015 Share Charge and the 2019 Share Charge (as amended by the 2020 Supplemental Deed to Share Charge); and
 - (ii) the Charged Existing CB in the aggregate principal amount of RMB450,000,000, which are charged by SkyOcean Investment in favour of the Subscriber pursuant to the 2016 Charge over Existing CB and the 2019 Charge over Existing CB (as amended by the 2020 Supplemental Deed to Charge over Existing CB). Details were set out in the announcement of the Company dated 30 November 2021.
5. All interests states above represent long positions.
4. 2021年11月15日，德勤•關黃陳方會計師行的黎嘉恩先生及楊磊明先生由認購人委任為已押記資產的共同及個別接管人，該等資產包括：
- (i) 天洋投資擁有並被天洋投資根據二零一五年股份押記及二零一九年股份押記（經二零二零年股份押記之補充契據所修訂）以認購人為受益人押記的205,182,287股股份（相當於本公司已發行股份總數約71.87%）；及
 - (ii) 天洋投資根據二零一六年現有可換股債券之押記及二零一九年現有可換股債券之押記（經二零二零年現有可換股債券之押記之補充契據所修訂）以認購人為受益人押記的本金總額為人民幣450,000,000元的已押記現有可換股債券。詳情載於本公司2021年11月30日的公佈。
5. 所有上述權益指好倉。

SPECIFIC PERFORMANCE OF CONTROLLING SHAREHOLDERS UNDER RULE 13.18 OF THE LISTING RULES

The Group entered into subscription agreements containing covenants relating to specific performance of the controlling shareholders of the Company which were subject to announcement disclosure under Rule 13.18 of the Listing Rules and requirements of disclosure in this annual report under Rule 13.21 of the Listing Rules, the details of which are set out below:

Pursuant to the terms and conditions of the Convertible Bonds I and the Bonds I and II, which details are set out in note 26 to the consolidated financial statements, at all times throughout the terms of the Convertible Bonds I and the Bonds I and II, (a) the controlling shareholders, namely SkyOcean Investment and Mr. Zhou Zheng, shall maintain an aggregate beneficial ownership (directly or indirectly) of not less than 51% in the issued share capital of the Company on a Fully-Diluted Basis; (b) SkyOcean Investment shall not (i) exercise any of its rights to convert all or any portion of the Charged Convertible Bonds II into Shares; and (ii) amend any terms or conditions of the Convertible Bonds II Sale and Purchase Agreement, the Convertible Bonds II Terms and Conditions, the Uncharged Convertible Bonds II Terms and Conditions and the Charged Convertible Bonds II Terms and Conditions. A breach of such covenants constitutes an Event of Default.

控股股東根據上市規則第13.18條須履行之特定責任

本集團已就本公司控股股東根據上市規則第13.18條受公告披露規定及根據上市規則第13.21條於本年報披露有關須履行之特定責任之規定，訂立附帶契諾之認購協議，其詳情載列如下：

根據可換股債券I以及債券I及債券II之條款及條件，詳情載列於合併財務報表附註26，於可換股債券I以及債券I及債券II之整個年期內任何時間(a)控股股東（即天洋投資及周政先生）須一直維持直接或間接實益擁有合共不少於本公司按全面攤薄基準之已發行股本之51%；(b)天洋投資不得(i)行使其任何權利將全部或任何部分已押記可換股債券II轉換為股份；及(ii)修改可換股債券II買賣協議、可換股債券II條款及條件、未押記可換股債券II條款及條件及已押記可換股債券II條款及條件之任何條款或條件。違反有關契諾即構成違約事件。

As at the date of this annual report, (a) SkyOcean Investment and Mr. Zhou Zheng beneficially owns approximately 71.87% of the issued share capital of the Company; and (b) SkyOcean Investment has not (i) exercised any of its rights to convert all or any portion of the Charged Convertible Bonds II into Shares; and (ii) amended any terms or conditions of the Convertible Bonds II Sale and Purchase Agreement, the Convertible Bonds II Terms and Conditions, the Uncharged Convertible Bonds II Terms and Conditions and the Charged Convertible Bonds II Terms and Conditions.

ENVIRONMENTAL PROTECTION

The Group has endeavoured to comply with laws and regulations regarding environmental protection and adopted effective environmental measures to ensure that the conducting of the Group's business meets the applicable construction standards and ethics in respect of environmental protection.

The Group adheres to environmental sustainability from office throughout the property portfolio. As a responsible developer, the Group strives to ensure minimal environmental impacts by carefully managing its energy consumption, water usage, property design and waste production. In addition, we engaged construction contractors with sound environmental protection and safety track records and have closely monitored the project at every stage to ensure the construction process is in compliance with environmental protection and safety laws and regulations, and would require construction contractors to immediately resolve any defect or noncompliance, where necessary. For further details, please refer to the Environmental, Social and Governance Report.

COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. The Audit Committee is delegated by the Board to monitor the Group's policies and practices on compliance with legal and regulatory requirements and such policies are regularly reviewed. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

於本年報日期，(a)天洋投資及周政先生實益擁有本公司已發行股本約71.87%；及(b)天洋投資並無(i)行使其任何權利將全部或任何部分已押記可換股債券II轉換為股份；及(ii)修改可換股債券II買賣協議、可換股債券II條款及條件、未押記可換股債券II條款及條件及已押記可換股債券II條款及條件之任何條款或條件。

環境保護

本集團致力遵守有關環境保護的法律及法規，並採取有效環保措施，確保進行本集團之業務活動符合適用建築標準及環境保護規範。

本集團從辦事處至旗下物業組合均恪守環境可持續發展原則。作為恪盡己責之發展商，本集團透過審慎管理其能源消耗、用水量、物業設計和廢物產生量而致力確保將對環境造成之影響減至最低。此外，我們委聘擁有健全環保及安全往績的建築承包商，並在各階段密切監測項目，以確保施工過程符合環保和安全法律法規，且要求建築承包商立即解決任何缺陷或不合規事項(如需要)。有關進一步詳情，請參閱環境、社會及管治報告。

遵守法律法規

本集團已制定合規程序，確保遵守適用法律、規則及法規，尤其是對本集團有重大影響者。董事會已委派審核委員會監察有關本集團遵守法律及監管規定之政策及常規，並定期審閱相關政策。相關僱員及相關運營單位均不時獲悉適用法律、規則及法規之任何變動。

As far as the Company is aware, the Group has complied in material respects with the relevant laws and regulations which have a significant impact on the business and operations of the Company during the year ended 31 December 2022.

KEY RELATIONSHIPS WITH THE GROUP'S EMPLOYEES, CUSTOMERS AND SUPPLIERS

WORKPLACE QUALITY

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. With an aim to enhancing the quality of the Board's performance by diversity, the board diversity policy was adopted. Details of such board diversity policy are set out in the section headed "Corporate Governance Report – Board Diversity Policy". Further, the Group has employee handbooks outlining terms and conditions of employment, expectations for employees' conduct and behaviour, employees' rights and benefits. The Group establishes and implements policies that promote a harmony and respectful workplace.

The Group provides on-the-job training and development opportunities to enhance its employees' career progression. Through different trainings, staff's professional knowledge in corporate operations, occupational and management skills are enhanced. The Group also organised charitable and staff-friendly activities for employees, such as annual dinner, to promote staff relationship.

The Group provides a safe, effective and congenial working environment. Adequate arrangements, trainings and guidelines are implemented to ensure the working environment is healthy and safe. The Group provided health and safety communications for employees to present the relevant information and raise awareness of occupational health and safety issues.

The Group values the health and well-being of its staff. In order to provide employees with health coverage, its employees are entitled to medical insurance benefits.

據本公司所知，本集團於截至2022年12月31日止年度已在各重要方面遵守對本公司之業務及營運有重大影響之法律及法規。

與本集團僱員、客戶及供應商之主要關係

工作環境質量

本集團為平等機會僱主，不會因個人特徵而歧視任何員工。為憑藉董事會成員多元化而令董事會之表現更上層樓，本公司已採納董事會成員多元化政策。有關董事會成員多元化政策之詳情載於「企業管治報告－董事會成員多元化政策」一節。此外，本集團員工手冊載有僱傭條款及條件、對員工操守及行為的預期、員工的權利及福利。本集團所制定及執行的政策旨在締造一個和諧共融及相互尊重的工作環境。

本集團提供在職培訓及發展機會，促進員工的職業發展。透過舉辦不同的培訓項目，員工在公司營運、職業及管理技巧各方面的專業知識均有所增長。本集團亦為員工籌辦各種慈善及員工活動（如週年晚宴等），以促進員工關係。

本集團提供安全、有效及適宜的工作環境。本集團提供充分的安排、培訓及指導以確保工作環境健康安全。本集團舉辦健康及安全講座，為員工提供職業健康與安全的相關資訊並提高其職業健康與安全意識。

本集團重視員工的健康和福祉。為保障各僱員的健康，本集團向各僱員均提供醫療保險福利。

RELATIONSHIPS WITH THE GROUP'S OTHER STAKEHOLDERS

The Group maintains good relationships with existing and potential customers as understanding of the market trends would enable the Group to monitor and review the credit quality of the customers and timely adjust its operating strategies, which are crucial to the development and success of the Group. The Group places effort to build up and maintain good relationships with various commercial banks and financial institutions as the businesses of the Group are capital intensive nature and require on-going funding to maintain continuous growth.

During the year ended 31 December 2022, there was no material and significant dispute between the Group and its financial institutions and/or customers.

EMOLUMENT POLICY

Details of the Directors' and senior management emoluments and of the five highest paid individuals in the Group are set out in notes 11 and 12 to the consolidated financial statements.

The emolument policy of the employees of the Group is set up on the basis of their merit, qualifications and competence.

The emoluments payable to Directors will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee, having regard to the Company's operating results, individual's performance and comparable market statistics.

The remuneration for the Executive Directors comprises basic salary, pensions and discretionary bonus. Executive Directors shall receive options to be granted under the Company's share option scheme. The remuneration policy for Non-Executive Directors and Independent Non-executive Directors is to ensure that Non-Executive Directors and Independent Non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs, including their participation in Board committees. The remuneration for the Non-Executive Directors and Independent Non-executive Directors mainly comprises Director's fee which is determined with reference to their duties and responsibilities by the Board. Non-Executive Directors and Independent Non-executive Directors shall not receive options to be granted under the Company's share option scheme. Individual Directors and senior management have not been involved in deciding their own remuneration.

與本集團其他持份者之關係

本集團與現有及潛在客戶維持良好關係可洞悉市場趨勢，有助本集團監督及審核客戶信貸質素並適時地調整其營運策略，此舉對於本集團的發展及成功極其重要。由於本集團的業務屬資本密集型業務，需要持續融資以延續持續增長，故本集團致力與多間商業銀行及金融機構建立及維持良好關係。

於截至2022年12月31日止年度，本集團與金融機構及／或其客戶之間並無重大及明顯之爭議。

薪酬政策

董事及高級管理人員之酬金及本集團五名最高薪酬人士之酬金詳情載列於合併財務報表附註11及12。

本集團僱員之薪酬政策乃按僱員之功績、資歷及能力制訂。

應付董事之薪酬將視乎薪酬委員會向董事會提供之建議獲批准後，按各自之僱傭合約或服務合約內之條款以及本公司運營業績、個人表現及比較市場統計數字而釐定。

執行董事的薪酬包括基本薪金、退休金及酌情性花紅。執行董事將可收取根據本公司購股權計劃將予授出的購股權。非執行董事及獨立非執行董事的薪酬政策乃為確保非執行董事及獨立非執行董事按其參與本公司事務（包括參與董事委員會）所付出之努力及時間而獲合適的報酬。非執行董事及獨立非執行董事的薪酬主要包括董事袍金，乃董事會經參考彼等的職責及責任而釐定。非執行董事及獨立非執行董事將不得收取根據本公司購股權計劃將予授出的購股權。個別董事及高級管理層並無參與釐定其自身薪酬。

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the aggregate revenue attributable to the Group's five largest customers accounted for 87% of the Group's total revenue for the year and the revenue attributable to the Group's largest customer included therein amounted to 58%. The aggregate purchases attributable to the Group's five largest suppliers accounted for 62% of the Group's total construction costs incurred for the year. The purchases attributable to the Group's largest supplier amounted to 34% of the Group's total construction costs.

None of the Directors, their associates or any shareholders, which to the knowledge of the Directors, owned more than 5% of the Company's issued share capital, had a beneficial interest in any of the Group's five largest customers or suppliers.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2022.

DONATIONS

The Group made no charitable donations during the Year.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 102 to 133.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that a sufficient public float of more than 25% of the issued capital of the Company has been maintained as at the latest practicable date prior to the issue of this annual report and at all times during the year ended 31 December 2022.

EVENTS AFTER THE REPORTING PERIOD

There were no important events affecting the Group since the end of the reporting period and up to the date of this annual report.

主要客戶及供應商

本年度內，來自本集團五大客戶之收入總額佔本集團全年收入總額87%，當中本集團最大客戶佔收入58%。而本集團五大供應商之採購總額佔本集團全年發生建設成本總額之62%。本集團最大供應商之採購額佔本集團建設成本總額之34%。

任何董事、彼等之聯繫人士或據董事所知擁有本公司已發行股本5%以上的股東，並無於本集團五大客戶或供應商中擁有任何實益權益。

購買、出售或贖回上市證券

於截至2022年12月31日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

捐款

本集團於本年度並無作出慈善捐款。

企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規之資料，載列於第102頁至第133頁之企業管治報告內。

足夠公眾持股量

根據本公司可取得的公開資料及就董事所知，確認於本年報刊發前的最後實際可行日期以及於截至2022年12月31日止年度內所有時間，本公司已維持超過本公司已發行股本25%的足夠公眾持股量。

報告期後事項

自報告期結束後起直至本年報日期，概無影響本集團的重大事項。

INDEPENDENT AUDITOR

The Company has appointed MAZARS CPA Limited ("MAZARS") as auditors of the Company for the year ended 31 December 2022.

A resolution will be submitted to the forthcoming annual general meeting to re-appoint MAZARS as the auditor of the Company.

On behalf of the Board

Zhou Jin

Chairman

Hong Kong, 30 March 2023

獨立核數師

本公司已委任中審眾環(香港)會計師事務所有限公司(「中審眾環」)為本公司截至2022年12月31日止年度的核數師。

本公司應屆股東周年大會上將提呈一項決議案，以續聘中審眾環為本公司核數師。

代表董事會

周金

主席

香港，2023年3月30日



To the members of
DreamEast Group Limited
(Incorporated in Bermuda with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of DreamEast Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 156 to 326, which comprise the consolidated statement of financial position as at 31 December 2022, and 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.

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

BASIS FOR DISCLAIMER OF OPINION

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

As discussed in note 2 to the consolidated financial statements, as at 31 December 2022, the Group had net current liabilities of approximately HK\$3,256.3 million and capital deficiency of approximately HK\$837.1 million, and the Group has incurred losses since 2019 and reported a loss of approximately HK\$910.7 million for the year ended 31 December 2022. In addition, any further liabilities or obligations arising from the legal disputes (see note 35 to the consolidated financial statements), loans and bonds may have significant negative impact on the liquidity position of the Group. These conditions, along with other matters as set forth in note 2 to the consolidated financial statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

致夢東方集團有限公司股東

(於百慕達註冊成立的有限公司)

不發表意見

本所獲聘請審計第156頁至第326頁夢東方集團有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表,包括於2022年12月31日的合併財務狀況報表與截至該日止年度合併綜合收益表、合併權益變動表及合併現金流量表,以及合併財務報表附註,包括主要會計政策概要。

本所不就 貴集團的合併財務報表發表意見。由於本所的報告中「不發表意見的基礎」一節所述事項均屬重大,本所未能取得充分而適當的審計憑證以作為就合併財務報表提供審計意見的基礎。在所有其他方面,本所認為合併財務報表已根據公司條例的披露規定妥為編製。

不發表意見的基礎

有關持續經營的重大不明朗因素

誠如合併財務報表附註2所述,於2022年12月31日, 貴集團的流動負債淨值約為3,256.3百萬港元及資本虧絀約為837.1百萬港元,而 貴集團自2019年起發生虧損,並在截至2022年12月31日止年度錄得虧損約910.7百萬港元。此外,由法律糾紛(參見合併財務報表附註35)、貸款和債券所產生的任何其他負債或義務將可能對 貴集團的流動資金狀況有重大的負面影響。該等情況連同合併財務報表附註2中所載的其他事項,顯示存在的重大不明朗因素將對 貴集團繼續持續經營的能力構成重大疑問。

BASIS FOR DISCLAIMER OF OPINION – continued

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN – continued

The validity of the going concern assumption is dependent on the successful and favourable outcomes of the measures being taken by the management of the Company and the development of the events as described in note 2 to the consolidated financial statements. The management of the Company is of the opinion that the Group would be able to continue as a going concern. Therefore, the consolidated financial statements have been prepared on a going concern basis.

We were unable to obtain sufficient appropriate audit evidence regarding the use of going concern assumption in the preparation of the consolidated financial statements. Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets may need to be realised at the amounts other than those that are currently recorded in the consolidated statement of financial position as at 31 December 2022. In addition, the Group may have to recognise further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the 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.

不發表意見的基礎—續

有關持續經營的重大不明朗因素—續

持續經營假設的有效性取決於合併財務報表附註2中所述 貴公司管理層採取措施的成功及有利成果及事態的發展。 貴公司管理層認為 貴集團將有能力繼續持續經營。因此，合併財務報表是按持續經營的基礎編製。

本所未能就於編製合併財務報表時使用持續經營假設獲得充分而適當的審核憑證。倘持續經營假設不適用，可能須作出調整，以反映資產可能需要按現時於2022年12月31日的合併財務狀況表所記錄以外金額變現的情況。此外， 貴集團亦可能需要確認可能產生的額外負債，並分別將非流動資產及非流動負債重新分類為流動資產及流動負債。

董事及治理層對合併財務報表須承擔的責任

董事須負責根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則及公司條例的披露規定，編製真實且公平的合併財務報表，及落實其認為編製合併財務報表所必要的內部控制，以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

– continued

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

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

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

This report is made solely to you, as a body in accordance with section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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.

Mazars CPA Limited

Certified Public Accountants
Hong Kong, 30 March 2023

The engagement director on the audit resulting in this independent auditor's report is:

Fung Shiu Hang

Practising Certificate number: P04793

董事及治理層對合併財務報表須承擔的責任一續

於編製合併財務報表時，董事須負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營相關的事項，並運用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營或別無其他實際的替代方案。

治理層負責監督 貴集團之財務報告流程。

核數師對審計合併財務報表承擔的責任

本所的責任是根據香港會計師公會頒佈的《香港審計準則》對 貴集團的合併財務報表進行審計，並出具審計報告。然而，由於報告內「不發表意見的基礎」一節所述的事宜，本所未能取得充分合適的審計憑證，就合併財務報表的審核意見提供基礎。

本報告根據1981年百慕達公司法第90條的規定，僅向 閣下(作為整體)報告，除此之外，並無其他目的。本所不會就本報告的內容向任何其他人士負責或承擔任何責任。

根據香港會計師公會頒佈之專業會計師道德守則(「守則」)，本所獨立於 貴集團，並已遵循守則履行其他道德責任。

中審眾環(香港)會計師事務所有限公司

執業會計師
香港，2023年3月30日

出具本獨立核數師報告之審計項目董事為：

馮兆恒

執業證書編號：P04793

Consolidated Statement of Comprehensive Income

合併綜合收益表

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

		Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Revenue	收入	4		
Sales of properties	物業銷售		–	31,060
Rental income	租金收入		22,337	12,966
Tourism park operations and other services	旅遊樂園營運及其他服務		2,739	7,182
			25,076	51,208
Cost of sales and services	銷售及服務成本		(6,613)	(40,728)
Gross profit	毛利		18,463	10,480
Other gains and losses, net	其他收益及虧損淨額	6	21,098	(137,820)
Other income	其他收入		134	10,776
Selling expenses	銷售開支		(1,367)	(6,743)
Administrative expenses	行政費用		(27,483)	(38,234)
Fair value changes of investment properties	投資物業公允價值變動	16	(715,579)	(34,343)
Impairment loss on trade receivables	貿易應收款項之減值虧損	19	(9,431)	–
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	14	(305)	(3,558)
Impairment loss of properties under development for sale	發展中待售物業之減值虧損	18	(2,197)	(43,227)
Reversal of (Provision for) impairment loss of right-of-use assets	使用權資產減值虧損撥回(撥備)	15	4,997	(1,016)
Share of results of joint ventures	分佔合營企業業績	17	181,983	(25,853)
Finance costs	財務費用	7	(559,927)	(572,583)
Loss before tax	除稅前虧損	8	(1,089,614)	(842,121)
Income tax credit (expense)	所得稅抵免(開支)	9	178,895	(22,807)
Loss for the year	年內虧損		(910,719)	(864,928)

Consolidated Statement of Comprehensive Income

合併綜合收益表

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

			2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Other comprehensive (loss) income:	其他綜合(虧損)收益：			
Item that may be reclassified to profit or loss:	或會重新分類至損益之項目：			
Exchange differences on translation	換算產生之匯兌差額		66,930	5,749
Share of other comprehensive income of joint ventures	分佔合營企業其他綜合收益			
– exchange difference on translation	– 換算產生之匯兌差額	17	(105,900)	35,144
			(38,970)	40,893
Item that will not be reclassified subsequently to profit or loss:	其後不會重新分類至損益之項目：			
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額		–	(15,053)
Total other comprehensive (loss) income for the year	年內其他綜合(虧損)收益總額		(38,970)	25,840
Total comprehensive loss for the year	年內綜合虧損總額		(949,689)	(839,088)
Loss for the year attributable to:	歸屬於下列之年內虧損：			
Owners of the Company	本公司擁有人		(903,659)	(860,648)
Non-controlling interests	非控制性權益		(7,060)	(4,280)
			(910,719)	(864,928)
Total comprehensive loss for the year attributable to:	歸屬於下列各項之年內綜合虧損總額：			
Owners of the Company	本公司擁有人		(910,796)	(837,877)
Non-controlling interests	非控制性權益		(38,893)	(1,211)
			(949,689)	(839,088)
Loss per share	每股虧損	13		
– Basic	– 基本		(HK\$3.17港元)	(HK\$3.01港元)
– Diluted	– 攤薄		(HK\$3.17港元)	(HK\$3.01港元)

Consolidated Statement of Financial Position

合併財務狀況表

As at 31 December 2022 於2022年12月31日

		Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	190,870	210,009
Right-of-use assets	使用權資產	15	33,785	34,037
Investment properties	投資物業	16	1,355,581	2,649,951
Investment in joint ventures	於合營企業之投資	17	1,181,358	1,218,177
Other non-current assets	其他非流動資產	21	110,830	121,088
			2,872,424	4,233,262
Current assets	流動資產			
Properties under development for sale	發展中待售物業	18	3,510,274	3,988,987
Completed properties held for sale	已竣工待售物業	18	255,599	279,548
Restricted properties subject to court enforcement order	受法院執行令限制的物業	30	528,566	–
Inventories	存貨		175	205
Trade receivables	貿易應收款項	19	15,700	5,515
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	20	22,482	23,148
Amounts due from related companies	應收關聯公司款項	39(B)(i)	356,846	349,747
Other current assets	其他流動資產	21	206,895	261,175
Restricted bank balances	受限制銀行結餘	22	10,443	10,323
Bank balances and cash	銀行結餘及現金	22	3,547	8,164
			4,910,527	4,926,812
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	23	1,089,220	1,255,651
Contract liabilities	合約負債	24	322,178	351,695
Amounts due to related companies	應付關聯公司款項	39(B)(ii)	1,031,397	1,179,109
Amounts due to joint ventures	應付合營企業款項	39(B)(ii)	226,306	191,270
Lease liabilities	租賃負債	15	1,020	6,058
Tax payable	應繳稅項		67,863	73,417
Bank and other borrowings	銀行及其他借貸	25	4,734,651	4,760,289
Convertible bonds and bonds	可換股債券及債券	26	694,151	611,994
			8,166,786	8,429,483
Net current liabilities	流動負債淨額		(3,256,259)	(3,502,671)
Total assets less current liabilities	總資產減流動負債		(383,835)	730,591

Consolidated Statement of Financial Position 合併財務狀況表

As at 31 December 2022 於2022年12月31日

			2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		Notes 附註		
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	27	9,571	198,244
Lease liabilities	租賃負債	15	-	630
Convertible bonds and bonds	可換股債券及債券	26	443,688	419,385
			453,259	618,259
Net (liabilities) assets	(負債) 資產淨值		(837,094)	112,332
Capital and reserves	資本及儲備			
Share capital	股本	28	28,550	28,550
Reserves	儲備		(1,021,039)	(110,506)
Equity attributable to owners of the Company	本公司擁有人應佔權益		(992,489)	(81,956)
Non-controlling interests	非控制性權益	40	155,395	194,288
Total (deficit) equity	(虧絀) 權益總額		(837,094)	112,332

The consolidated financial statements on pages 156 to 326 were approved and authorised for issue by the Board of Directors on 30 March 2023 and signed on its behalf by:

第156頁至第326頁之合併財務報表於2023年3月30日經董事會批准及授權刊發，並由下列董事代表簽署：

Zhou Jin
Director
周金
董事

Yang Lei
Director
楊蕾
董事

Consolidated Statement of Changes in Equity

合併權益變動表

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

		Equity attributable to owners of the Company 本公司擁有人應佔權益							Equity attributable to non-controlling interests 非控制性權益		Total (deficit) equity 總額	
		Share capital 股本	Share premium 股份溢價	Statutory surplus reserve 法定盈餘儲備	Other reserve 其他儲備	Share option reserve 購股權儲備	Convertible bonds equity reserve 可換股債券權益儲備	Exchange translation reserve 外匯換算儲備	Accumulated losses 累計虧損	Total 總計		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note a) (附註a)	HK\$'000 千港元	HK\$'000 千港元 (Note b) (附註b)	HK\$'000 千港元 (Note c) (附註c)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 January 2022	於2022年1月1日	28,550	855,716	127,880	(629,463)	4,881	180,962	(190,241)	(460,241)	(81,956)	194,288	112,332
Loss for the year	年內虧損	-	-	-	-	-	-	-	(903,659)	(903,659)	(7,060)	(910,719)
Other comprehensive income: Exchange differences on translation of foreign operations	其他綜合收益： 換算海外業務產生之匯兌差額	-	-	-	-	-	-	(7,137)	-	(7,137)	(31,833)	(38,970)
Total other comprehensive income (loss) for the year	年內其他綜合收益(虧損)總額	-	-	-	-	-	-	(7,137)	-	(7,137)	(31,833)	(38,970)
Total comprehensive loss for the year	年內綜合虧損總額	-	-	-	-	-	-	(7,137)	(903,659)	(910,796)	(38,893)	(949,689)
Transactions with owners: <i>Contributions and distributions</i>	與擁有人的交易： <i>供款及分派</i>											
Equity-settled share-based payments (Note 29)	按權益結算以股份為基礎的付款(附註29)	-	-	-	-	263	-	-	-	263	-	263
Share option forfeited (Note 29)	股份期權失效(附註29)	-	-	-	-	(687)	-	-	687	-	-	-
Total transactions with owners	與擁有人的交易總額	-	-	-	-	(424)	-	-	687	263	-	263
As at 31 December 2022	於2022年12月31日	28,550	855,716	127,880	(629,463)	4,457	180,962	(197,378)	(1,363,213)	(92,489)	155,395	(837,094)

Consolidated Statement of Changes in Equity 合併權益變動表

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

Equity attributable to owners of the Company
本公司擁有人應佔權益

		Share capital	Share premium	Statutory surplus reserve	Other reserve	Share option reserve	Convertible bonds equity reserve	Exchange translation reserve	Accumulated losses	Total	Equity attributable to non-controlling interests	Total (deficit) equity
											非控制性權益	(虧絀) 權益總額
		股本	股份溢價	法定盈餘儲備	其他儲備	購股權儲備	可換股債券權益儲備	外匯換算儲備	累計虧損	總計	權益應佔	(虧絀) 權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note a) (附註a)		(Note b) (附註b)	(Note c) (附註c)					
As at 1 January 2021	於2021年1月1日	28,550	855,716	127,880	(629,463)	8,413	180,962	(213,012)	396,142	755,188	195,499	950,687
Loss for the year	年內虧損	-	-	-	-	-	-	-	(860,648)	(860,648)	(4,280)	(864,928)
Other comprehensive income: Exchange differences on translation of foreign operation	其他綜合收益： 換算海外業務產生之匯兌差額	-	-	-	-	-	-	22,771	-	22,771	3,069	25,840
Total other comprehensive income for the year	年內其他綜合收益總額	-	-	-	-	-	-	22,771	-	22,771	3,069	25,840
Total comprehensive loss for the year	年內綜合虧損總額	-	-	-	-	-	-	22,771	(860,648)	(837,877)	(1,211)	(839,088)
Transactions with owners:	與擁有人的交易：											
<i>Contributions and distributions</i>	<i>供款及分派</i>											
Equity-settled share-based payments (Note 29)	按權益結算以股份為基礎的付款 (附註29)	-	-	-	-	733	-	-	-	733	-	733
Share option forfeited (Note 29)	股份期權失效 (附註29)	-	-	-	-	(4,265)	-	-	4,265	-	-	-
Total transactions with owners	與擁有人的交易總額	-	-	-	-	(3,532)	-	-	4,265	733	-	733
As at 31 December 2021	於2021年12月31日	28,550	855,716	127,880	(629,463)	4,881	180,962	(190,241)	(460,241)	(81,956)	194,288	112,332

Consolidated Statement of Changes in Equity

合併權益變動表

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

Notes:

附註：

- | | | | |
|----|--|----|---|
| a. | In accordance with the Articles of Association of all subsidiaries of DreamEast Group Limited that established in the People's Republic of China (the "PRC"), those subsidiaries are required to transfer 10% of the profit after taxation to the statutory surplus reserve until the reserve reaches 50% of the registered capital of those subsidiaries. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory surplus reserve can be used to make up for previous year's losses, expand the existing operation or convert into additional capital of the subsidiaries. | a. | 根據夢東方集團有限公司於中華人民共和國（「中國」）成立的所有附屬公司的組織章程細則，該等附屬公司須轉撥除稅後溢利的10%至法定盈餘儲備，直至儲備達到該等附屬公司註冊資本的50%。轉撥儲備須於向權益持有人分派股息前作出。法定盈餘儲備可用於彌補過往年度之虧損，擴展現有業務或轉作附屬公司的額外資本。 |
| b. | Share option reserve comprise the fair value of the actual or estimated number of unexercised share options granted to directors and employees of the Group recognised in accordance with the accounting policy adopted for share-based payments. | b. | 購股權儲備包括根據就以股份為基礎的付款採納的會計政策確認的授予本集團董事及僱員的未行使購股權的實際或估計數目的公允價值。 |
| c. | Convertible bonds equity reserves represent equity portion of convertible bonds. | c. | 可換股債券權益儲備指可換股債券的權益部分。 |

Consolidated Statement of Cash Flows

合併現金流量表

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

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
OPERATING ACTIVITIES	經營活動		
Loss before tax	除稅前虧損	(1,089,614)	(842,121)
Adjustments for:	經調整：		
Interest income	利息收入	(38)	(49)
Interest expenses	利息開支	559,927	572,583
Bad debt written off	壞賬註銷	-	13
Fair value changes of investment properties	投資物業公允價值變動	715,579	34,343
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	305	3,558
Impairment loss of properties under development for sale	發展中待售物業之減值虧損	2,197	43,227
(Reversal of) Provision for impairment loss of right-of-use assets	使用權資產減值損失(撥回)撥備	(4,997)	1,016
Impairment Loss on trade receivables	貿易應收款項之減值虧損	9,431	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,192	2,417
Depreciation of right-of-use assets	使用權資產折舊	2,362	4,555
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	65
Gain on disposal of right-of-use assets	出售使用權資產之收益	-	(132)
Share of results of joint ventures	分佔合營企業業績	(181,983)	25,853
(Reversal of) Provision for litigation	訴訟(撥回)撥備	(53,709)	81,068
Reversal of redundancy expenses	冗餘成本撥回	-	(1,002)
Provision for compensation	賠償撥備	32,246	58,726
Equity-settled share-based payments	按權益結算以股份為基礎的付款	263	733
Exchange differences	匯兌差額	(187)	(3,384)

Consolidated Statement of Cash Flows 合併現金流量表

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

	Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Operating loss before changes in working capital	未計營運資金變動前之經營虧損	(6,026)	(18,531)
(Increase) Decrease in properties under development for sale and completed properties held for sale	發展中待售物業及已竣工待售物業的(增加)減少	(7,644)	29,831
Decrease (Increase) in inventories	存貨減少(增加)	13	(31)
Increase in trade receivables	貿易應收款項增加	(19,985)	(5,336)
Decrease (Increase) in other current assets, other receivables, deposits and prepayments	其他流動資產、其他應收款項、按金及預付款項減少(增加)	32,180	(9,110)
(Decrease) Increase in trade and other payables	貿易及其他應付款項(減少)增加	(21,940)	4,120
Increase (Decrease) in contract liabilities	合約負債增加(減少)	287	(11,506)
Net cash used in operating activities	經營活動所用現金淨額	(23,115)	(10,563)
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	38	49
Restricted bank balances	受限制的銀行結餘	(1,030)	2,682
Net cash (used in) from investing activities	投資活動(所用)所得現金淨額	(992)	2,731

Consolidated Statement of Cash Flows
合併現金流量表

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

		Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
FINANCING ACTIVITIES	融資活動			
Interest paid	已付利息		(3,392)	(27,155)
Advances from related companies	來自關聯公司墊款		50,515	12,087
Advances to related companies	向關聯公司墊款		(19,932)	(12,245)
Advances from joint ventures	來自合營企業墊款		32,463	80,421
Advances to joint ventures	向合營企業墊款		(38,819)	-
Redemption of convertible bond and bonds	贖回可換股債券及債券	26	-	(47,000)
Repayment of lease liabilities	償還租賃負債		(1,088)	(1,529)
Net cash from financing activities	融資活動所得現金淨額	38	19,747	4,579
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(4,360)	(3,253)
Cash and cash equivalents at beginning of the reporting period	於報告期初之現金及現金等價物		8,164	10,771
Effect of foreign exchange rate changes	匯率變動之影響		(257)	646
Cash and cash equivalents at end of the reporting period, represented by bank balances and cash	於報告期末之現金及現金等價物計為銀行結餘及現金		3,547	8,164

Notes to the Consolidated Financial Statements

合併財務報表附註

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

1. CORPORATE INFORMATION

DreamEast Group Limited (the “Company”) is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The address of its principal place of business is Suite 2901, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding. The principal activities of the subsidiaries (together with the Company, hereinafter collectively referred to as the “Group”) were provision of property development and leasing as well as tourism park operations and other services. Particulars of the principal subsidiaries are detailed in Note 40 to the consolidated financial statements.

The immediate and ultimate holding company of the Company is SkyOcean Investment Holdings Limited (“SkyOcean Investment”), which is incorporated in the British Virgin Islands (“BVI”) and beneficially owned as to 20% by Ms. Zhou Jin, a director and 80% by Mr. Zhou Zheng who is the ex-director of the Company and a related party with Ms. Zhou Jin and they are the ultimate controlling shareholders of the Company.

The functional currency of the Company is Renminbi (“RMB”), and for the purpose of more convenience to the readers of these consolidated financial statements, the consolidated financial statements are presented in Hong Kong dollars (“HK\$”).

1. 公司資料

夢東方集團有限公司（「本公司」）為一間於百慕達註冊成立的有限公司，註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司主要營業地點之地址為香港銅鑼灣勿地臣街1號時代廣場2座2901室。本公司之股份於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司之主要業務為投資控股。附屬公司（連同本公司，以下統稱為「本集團」）之主要業務為提供物業發展及租賃以及旅遊樂園營運及其他服務。主要附屬公司的詳情於合併財務報表附註40詳述。

本公司之直接及最終控股公司為於英屬處女群島（「英屬處女群島」）註冊成立之天洋投資控股有限公司（「天洋投資」），其由董事周金女士實益擁有20%權益及由本公司前董事周政先生擁有80%權益，周政先生與周金女士為關聯方，且彼等均為本公司之最終控股股東。

本公司之功能貨幣為人民幣（「人民幣」），為更方便合併財務報表之讀者閱覽，此等合併財務報表以港元（「港元」）呈列。

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

2. PRINCIPLE ACCOUNTING POLICIES BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions under the Rules Governing the Listing of Securities on the Stock Exchange.

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2021 consolidated financial statements except for the adoption of the following new/revised HKFRSs that are relevant to the Group and effective from the current year. A summary of the principal accounting policies adopted by the Group is set out below.

ADOPTION OF NEW/REVISED HKFRSs

The Group has applied, for the first time, the following new/revised HKFRSs:

Amendments to HKFRS 16	Covid-19-Related Rent Concessions Beyond 30 June 2021
Amendments to HKAS 16	Proceeds before Intended Use
Amendments to HKAS 37	Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Annual Improvements to HKFRSs	2018-2020 Cycle

2. 主要會計政策 編製基準

該等合併財務報表乃根據香港財務報告準則（「香港財務報告準則」，為包括香港會計師公會（「香港會計師公會」）頒佈之所有適用之香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋之統稱）、香港普遍採納之會計原則以及公司條例之披露規定而編製。該等合併財務報表亦符合聯交所證券上市規則之適用披露規定。

該等合併財務報表乃按與2021年合併財務報表中採納的會計政策一致的基準編製，惟採納以下與本集團相關且於本年度生效的新訂／經修訂香港財務報告準則除外。本集團採用的主要會計政策概要載列於下文。

採納新訂／經修訂香港財務報告準則

本集團首次應用以下新訂／經修訂香港財務報告準則：

香港財務報告準則第16號（修訂本）	2021年6月30日之後與2019冠狀病毒相關的租金寬免
香港會計準則第16號（修訂本）	擬定用途前所得款項
香港會計準則第37號（修訂本）	履行合約之成本
香港財務報告準則第3號（修訂本）	對概念框架之提述
香港財務報告準則年度改進	2018年至2020年週期

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

Amendments to HKFRS 16: Covid-19-Related Rent Concessions Beyond 30 June 2021

The amendments exempt lessees from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the covid-19 pandemic are lease modifications and allow lessees to account for such rent concessions as if they were not lease modifications. It applies to covid-19-related rent concessions that reduce lease payments due on or before 30 June 2022. The amendments do not affect lessors.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to HKAS 16: Proceeds before Intended Use

The amendments clarify the accounting requirements for proceeds received by an entity from selling items produced while testing an item of property, plant or equipment before it is used for its intended purpose. An entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss and measures the cost of those items applying the measurement requirements of HKAS 2.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

2. 主要會計政策一續

採納新訂／經修訂香港財務報告準則一續

香港財務報告準則第16號(修訂本)： 2021年6月30日之後與2019冠狀病毒相關 的租金寬免

該等修訂本豁免承租人考慮個別租賃合約以釐定與2019冠狀病毒疫情直接後果相關的租金寬免是否屬租賃修訂，容許承租人將有關租金寬免當作非租賃修訂入賬。該等修訂本適用於抵減2022年6月30日或之前到期租賃付款的2019冠狀病毒疫情相關租金寬免。該等修訂本對出租人並無影響。

採納該等修訂本對合併財務報表並無任何重大影響。

香港會計準則第16號(修訂本)：擬定用途前所得款項

對於物業、廠房或設備項目作擬定用途前進行測試期間實體出售所生產的項目而獲得的所得款項，該修訂本澄清了有關會計規定。實體於損益確認出售任何該等項目的所得款項及該等項目之成本，並應用香港會計準則第2號的計量規定計量該等項目之成本。

採納該等修訂本對合併財務報表並無任何重大影響。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

Amendments to HKAS 37: Cost of Fulfilling a Contract

The amendments 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 (for example, direct labour and materials) and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to HKFRS 3: Reference to the Conceptual Framework

The amendments update a reference in HKFRS 3 to the Conceptual Framework for Financial Reporting issued in 2018. The amendments also add to HKFRS 3 an exception to its requirement for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for some types of liabilities and contingent liabilities, an entity applying HKFRS 3 should instead refer to HKAS 37. The exception has been added to avoid an unintended consequence of updating the reference.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Annual Improvements Project – 2018-2020 Cycle

HKFRS 9: Fees in the “10 per cent” Test for Derecognition of Financial Liabilities

This amendment clarifies that – for the purpose of performing the “10 per cent test” for derecognition of financial liabilities – in determining those fees paid net of fees received, a borrower includes only fees 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.

2. 主要會計政策一續

採納新訂／經修訂香港財務報告準則一續

香港會計準則第37號(修訂本)：履行合約之成本

該等修訂本澄清，根據香港會計準則第37號評估合約有否虧損時，履行合約之成本包括與合約直接相關之成本。與合約直接相關之成本同時包括履行該合約的增量成本(例如直接勞工及材料)，以及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、廠房及設備項目之折舊開支)。

採納該等修訂本對合併財務報表並無任何重大影響。

香港財務報告準則第3號(修訂本)：對概念框架之提述

該等修訂本更新了香港財務報告準則第3號內文對2018年發佈之財務報告概念框架之提述。該等修訂本亦在香港財務報告準則第3號中增設了一項例外，在特定情況下，實體毋須提述概念框架來確定某項目是否構成資產或負債。該例外規定，對於若干類型的負債及或有負債，應用香港財務報告準則第3號的實體，應參考香港會計準則第37號。增設例外情況，乃為避免更新引用而帶來的意外後果。

採納該等修訂本對合併財務報表並無任何重大影響。

香港財務報告準則年度改進—2018年至2020年週期

香港財務報告準則第9號：終止確認金融負債的「百分之十」測試費用

該修訂本澄清，為終止確認金融負債而進行「百分之十測試」時，就釐訂已付費用(扣除已收費用)而言，借款人僅計及借款人與貸款人之間之已付或已收費用，包括借款人或貸款人代對方支付或收取之費用。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

Annual Improvements Project – 2018-2020 Cycle – continued

HKFRS 16: Lease Incentives

The amendment removes the illustration of payments from the lessor relating to leasehold improvements. As currently drafted, Example 13 is not clear as to why such payments are not a lease incentive.

HKAS 41: Taxation in Fair Value Measurements

This amendment removes the requirement to exclude cash flows for taxation when measuring fair value, thereby aligning the fair value measurement requirements in HKAS 41 with those in HKFRS 13.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

GOING CONCERN

These consolidated financial statements have been prepared in conformity with the principles applicable to a going concern basis. The applicability of these principles is dependent upon continued availability of adequate finance or attaining profitable operations in future and the success of the below plans and measures in view of the excess of current liabilities over current assets.

The Group reported a loss of approximately HK\$910.7 million for the year ended 31 December 2022 (2021: approximately HK\$864.9 million). As at 31 December 2022, the Group's current liabilities exceeded its current assets by approximately HK\$3,256.3 million (2021: approximately HK\$3,502.7 million) and capital deficiency of HK\$837.1 million (2021: net equity of approximately HK\$112.3 million). As at the same date, the Group's bank and other borrowings and convertible bonds and bonds payables amounted to approximately HK\$5,872.5 million (2021: approximately HK\$5,791.7 million), of which current borrowings and convertible bonds and bonds payables amounted to approximately HK\$5,428.8 million (2021: approximately HK\$5,372.3 million), while its cash and cash equivalents amounted to approximately HK\$3.5 million (2021: approximately HK\$8.2 million) only.

2. 主要會計政策一續

採納新訂／經修訂香港財務報告準則一續

香港財務報告準則年度改進—2018年至2020年週期一續

香港財務報告準則第16號：租賃寬減

該修訂本移除了出租人就租賃裝修所作付款的示例。於現時版本中，示例13並無明確說明有關付款不屬租賃寬減的原因。

香港會計準則第41號：公允價值計量中的稅項

該修訂本移除了計量公允價值時撇除稅項現金流的規定，將香港會計準則第41號對公允價值計量的規定，調整至與香港財務報告準則第13號一致。

採納該等修訂本對合併財務報表並無任何重大影響。

持續經營

合併財務報表已按適用於持續經營基準之原則編製。鑒於流動負債超出流動資產，該等原則之適用程度視乎是否可持續獲得足夠融資或未來取得可獲利業務及以下計劃及措施之成功實施而定。

截至2022年12月31日止年度，本集團報告年內虧損約為910.7百萬港元（2021年：約864.9百萬港元）。於2022年12月31日，本集團流動負債超出其流動資產約3,256.3百萬港元（2021年：約3,502.7百萬港元）及資本虧絀837.1百萬港元（2021年：權益淨額約112.3百萬港元）。於同日，本集團銀行及其他借貸及可轉換債券及應付債券約為5,872.5百萬港元（2021年：約5,791.7百萬港元），其中流動借貸以及可換股債券及應付債券約為5,428.8百萬港元（2021年：約5,372.3百萬港元），而其現金及現金等價物僅約為3.5百萬港元（2021年：約8.2百萬港元）。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

GOING CONCERN – continued

As at 31 December 2022, the Group is subjected to legal claims amounted to approximately HK\$4,132.0 million (2021: approximately HK\$4,585.8 million), mainly in relation to disputes under construction contracts in respect of its various property development projects and defaults of repayment of several bank and other borrowings, which arose during the normal course of business. In these legal proceedings, the Group has received court orders to restrict the disposition of certain investment properties, property, plant and equipment, right-of-use asset, properties under development for sale, completed properties held for sale and restricted properties subject to court enforcement order in an aggregate amount of approximately HK\$5,159.3 million (2021: approximately HK\$6,408.2 million) and the withdrawal of bank deposits of approximately HK\$10.4 million (2021: approximately HK\$10.3 million) as at 31 December 2022. Details of which were set out in note 35 to the consolidated financial statements. Provision for litigation and compensation of approximately HK\$197.1 million and approximately HK\$122.3 million (2021: approximately HK\$297.6 million and approximately HK\$99.7 million) respectively, other than the liabilities already recognised, has been made based on best estimation on the outcomes of the disputes by the management in consideration of the development of negotiations with the creditors and advice sought from the independent legal advisors and internal legal counsel.

2. 主要會計政策一續

持續經營一續

於2022年12月31日，本集團涉及金額約為4,132.0百萬港元（2021年：約4,585.8百萬港元）的法律申索，主要涉及正常業務過程中產生有關其多個物業發展項目的建築合約糾紛及拖欠多筆銀行及其他借貸。於該等法律程序中，本集團已於2022年12月31日收到法院頒令，限制出售若干投資物業、物業、廠房及設備、使用權資產、待售發展中物業、已竣工待售物業及受法院執行令限制的物業總金額約5,159.3百萬港元（2021年：約6,408.2百萬港元），及提取銀行存款約10.4百萬港元（2021年：約10.3百萬港元）。有關詳情載於合併財務報表附註35。除已確認負債外，就訴訟及賠償計提撥備分別約197.1百萬港元及約122.3百萬港元（2021年：約297.6百萬港元及約99.7百萬港元），乃管理層經考慮與債權人談判之發展並徵求獨立法律顧問及內部法律顧問之意見後，根據糾紛結果之最佳估計作出。

Notes to the Consolidated Financial Statements 合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

GOING CONCERN – continued

As at 31 December 2022, loan from an asset management company with principal of approximately HK\$2,809.9 million (2021: approximately HK\$3,070.0 million) and interest payable of approximately HK\$756.5 million (2021: approximately HK\$535.6 million) (the “Overdue Borrowings”) were overdue. As the Group failed to repay the loan in accordance with the repayment schedule for the year ended 31 December 2020, the loan has been considered as default and became immediately due in accordance with terms of loan agreement. Hence, the entire principal of approximately HK\$2,809.9 million (2021: approximately HK\$3,070.0 million) together with interest payable of approximately HK\$756.5 million (2021: approximately HK\$535.6 million) were classified as current liabilities at 31 December 2022 and 2021.

As stipulated in the relevant loan and financing agreements in respect of certain borrowings of the Group other than those mentioned above, the default of the guarantors may result in default of the Group’s borrowings. As a result of the guarantor’s default in 2020, the principal amount of a borrowing of approximately HK\$293.8 million (2021: approximately HK\$321.8 million) was considered to be default (“Cross-default Borrowing”) with the entire amount of this borrowing became immediately overdue since 2020 and has been classified as current liabilities as at 31 December 2022 and 2021.

The Group is in active negotiations with the lender in respect of the Overdue Borrowings for a debt restructuring so as to settle the Overdue Borrowings by using the proceeds from new borrowing plans. The Group is also negotiating with the Cross-default Borrowing lender to renew the relevant borrowing. The Group is confident that agreements will be reached in due course.

2. 主要會計政策一續

持續經營一續

於2022年12月31日，來自一間資產管理公司的本金額約2,809.9百萬港元（2021年：約3,070.0百萬港元）及應付利息約756.5百萬港元（2021年：約535.6百萬港元）的貸款（「逾期借貸」）已逾期。由於本集團於截至2020年12月31日止年度未能按照還款計劃時間表償還貸款，故根據貸款協議之條款貸款被視為違約且即時到期。因此，於2022年及2021年12月31日，全部本金額約2,809.9百萬港元（2021年：約3,070.0百萬港元）連同應付利息約756.5百萬港元（2021年：約535.6百萬港元）被分類為流動負債。

根據有關本集團若干借貸（不包括上述借貸）之相關貸款及融資協議規定，擔保人違約可能導致本集團之借貸違約。由於擔保人於2020年內違約，一筆本金額約為293.8百萬港元（2021年：約321.8百萬港元）的借貸被視為違約（「交叉違約借貸」），該借貸的全部金額自2020年即時逾期，並於2022年及2021年12月31日分類為流動負債。

本集團正在與逾期借貸之貸款人積極協商，以進行債務重組，透過利用新借貸計劃之收益償付逾期借貸。本集團亦正在與交叉違約借貸貸款人協商，以重續相關借貸。本集團有信心將於適時達成協議。

2. PRINCIPLE ACCOUNTING POLICIES – continued

GOING CONCERN – continued

Because of the aforementioned actions taken, management is confident that the lender(s) of the Overdue Borrowings and Cross-default Borrowing will not further enforce their rights of requesting for immediate repayment.

In the opinion of the Company, the claims made by the construction contractors are mainly related to construction works that did not meet the required standards and pursuant to the terms of the construction contracts, the Group has the right not to certify those construction work claimed by the contractors.

All the above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

2. 主要會計政策一續

持續經營一續

由於採取上述行動，管理層相信逾期借貸及交叉違約借貸之貸款人將不會進一步行使其權利要求立即還款。

本公司認為，承建商提出的申索主要與不符合所規定標準的建築工程有關。根據建築合約條款，本集團有權拒絕為承建商申索的建築工程作出證明。

上述所有情況均顯示存在重大不確定因素，可能對本集團持續經營的能力構成重大疑慮，故本集團未必能於正常業務過程中變現資產及解除負債。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

GOING CONCERN – continued

In view of such circumstances, the Company considers the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken by the Group to mitigate its liquidity pressure and to improve its financial position which include, but are not limited to, the followings:

- i. The Group has been actively negotiating with certain financial institutions and identifying various options for financing the Group's working capital, repayments of the overdue borrowings as well as the commitments in the foreseeable future;
- ii. The Group will seek to accelerate the pre-sales and sales of its properties under development and completed properties. Hengyang DreamEast Resort has resumed construction in June 2022, and will then gradually launch pre-sale;
- iii. The Group has been actively consulting with an independent third party to sell 51% of the equity of DreamEast Jiashan, and signed a preliminary cooperation agreement on 3 June 2021. However, its progress has been delayed due to related policy factors. The Vendor and the Purchaser are still in the course of negotiating the terms of the formal sale and purchase agreement.
- iv. The Group has been actively searching for potential investors to provide additional source of finance to the Group, and has been negotiating with a number of financial institutions for renewal and extension of bank borrowings and credit facilities; and
- v. The Group will continue to take active measures to control administrative costs through various channels, including human resources optimization, management remuneration adjustments and containment of capital expenditures.

2. 主要會計政策一續

持續經營一續

鑒於此等情況，本公司在評估本集團是否將有充足財務資源繼續按持續經營基準經營時，已考慮本集團的未來流動資金及表現以及其可用資金來源。本集團已採取若干措施以紓解流動資金壓力及改善其財務狀況，其中包括(但不限於)下列各項：

- i. 本集團已積極與若干金融機構協商，並尋求多種方案，為本集團的營運資金、償還逾期借貸及可預見未來承擔提供資金；
- ii. 本集團將加快發展中物業及已竣工物業的預售及銷售。衡陽夢東方旅遊度假區已於2022年6月恢復開工建設，並將於隨後逐步推出預售；
- iii. 本集團一直積極與獨立第三方進行磋商，擬出售夢東方·夢幻嘉善的51%股權，並於2021年6月3日簽署初步合作協議。但由於相關政策因素影響，其進展已被推遲。賣方及買方仍在就正式買賣協議的條款進行磋商；
- iv. 本集團已積極尋找潛在的投資者為本集團提供額外資金來源，並與若干金融機構協商重續及延長銀行借貸及信貸融資；及
- v. 本集團將持續採取積極措施，通過人力資源優化、管理層薪酬調整及控制資本開支等多種渠道控制行政成本。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

GOING CONCERN – continued

The Company considers that, taking into account the abovementioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2022. Accordingly, the Company considers that it is appropriate to prepare the consolidated financial statements of the Company on a going concern basis. Notwithstanding the above, significant uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through the followings:

- i. Successful obtaining new sources of financing as and when needed;
- ii. Successful accelerating the pre-sales and sales of properties under development and completed properties and speeding up the collection of outstanding sales proceeds, and controlling costs and capital expenditure so as to generate adequate net cash inflows;
- iii. Successful negotiations with the lenders for renewal of or extension for repayments beyond year 2023 for those borrowings that (a) are scheduled for repayment (either based on the original agreements or the existing arrangements) in year 2023; and (b) were overdue as at 31 December 2022 because of the Group's failure to repay the principal and interest on or before the scheduled repayment dates; and
- iv. Successful persuading the Group's existing lenders not to take action to demand for immediate repayment of the defaulted borrowings in year 2023.

2. 主要會計政策一續

持續經營一續

本公司認為，考慮到上述計劃及措施，本集團將擁有充足的營運資金以滿足經營所需，並能履行自2022年12月31日起12個月內到期的財務義務。因此，本公司相信，以持續經營基準編製本公司合併財務報表屬恰當。儘管如此，本公司管理層能否如上文所述實現其計劃及措施存有重大的不確定性。本集團是否能夠保持持續經營將取決本集團產生充足資金及營運現金流的能力，方式如下：

- i. 於需要時成功獲得新的融資來源；
- ii. 成功加快發展中物業及已竣工物業的預售及銷售，加快收回銷售所得款項的尚未收回部分，控制成本及資本開支，以產生足夠淨現金流入；
- iii. 就(a)計劃於2023年償還之借貸(根據原有協議或現有安排)；及(b)由於本集團未能於計劃償還日期或之前償還本金及利息而於2022年12月31日逾期之借貸重續或延長至2023年以後償還成功與貸款人磋商；及
- iv. 成功說服本集團現有貸款人不採取行動要求於2023年立即償還違約借貸。

Notes to the Consolidated Financial Statements 合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

GOING CONCERN – continued

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

BASIS OF MEASUREMENT

The measurement basis used in the preparation of these consolidated financial statements is historical cost, except for investment properties, which are measured at fair value as explained in the accounting policies set out below.

BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

2. 主要會計政策一續

持續經營一續

如本集團無法達成上述計劃及措施，其未必能在持續經營的基礎上繼續經營，則必須作出調整，將本集團的資產賬面值撇減至其可收回金額，為進一步可能出現的負債作出撥備，同時將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整的影響尚未反映於合併財務報表中。

計量基準

編製該等合併財務報表所用的計量基準為歷史成本，惟投資物業如下文載列的會計政策所釋按公允價值計量除外。

合併基準

合併財務報表包括本公司以及本公司及其附屬公司所控制實體之財務報表。取得控制權指本公司：

- 有權控制受投資方；
- 對參與受投資方業務所得浮動回報承擔風險或享有權利；及
- 有能力運用其權力以影響該等回報。

倘事實及情況表明上述所列之三項控制權因素中一項或多項發生變動，則本集團會重新評估其是否仍然控制受投資方。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

BASIS OF CONSOLIDATION – continued

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

All intra-group balance, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full.

Non-controlling interest in subsidiary is presented separately from the Group's equity therein, which represents present ownership interest entitling its holder to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

ALLOCATION OF TOTAL COMPREHENSIVE INCOME

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

CHANGES IN THE GROUP'S INTERESTS IN EXISTING SUBSIDIARIES

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

2. 主要會計政策一續

合併基準一續

當本集團取得附屬公司之控制權時，便將該附屬公司合併入賬，而當本集團失去附屬公司之控制權時，便停止將附屬公司合併入賬。具體而言，年內收購或出售之附屬公司之收益及開支於本集團取得／失去附屬公司之控制權當日起計入／剔除自合併損益及其他綜合收益表。

所有集團間結餘、交易、收入及開支以及集團間交易產生之損益悉數對銷。

於附屬公司之非控股權益與本集團於其中之權益分開呈列，指現時擁有權權益賦予其持有人權利於清盤時按比例分佔相關附屬公司之資產淨值。

分配綜合收益總額

損益及其他綜合收益之各組成部分歸屬於本公司擁有人及非控制性權益。附屬公司之綜合收益總額屬於本公司擁有人及非控制性權益，即使此舉會引致非控制性權益有虧絀結餘。

本集團於現有附屬公司權益之變動

倘本集團於附屬公司權益之變動不會導致本集團失去對該等附屬公司之控制權，將作為權益交易入賬。本集團之相關權益部分及非控制性權益之賬面值將予調整，以反映其於該等附屬公司之相關權益變動，包括於本集團與非控制性權益之間根據本集團及非控制性權益的權益比例重新劃撥相關儲備。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

CHANGES IN THE GROUP'S INTERESTS IN EXISTING SUBSIDIARIES – continued

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

INVESTMENT IN A JOINT VENTURE

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

2. 主要會計政策一續

本集團於現有附屬公司權益之變動 一續

對非控制性權益作出調整之金額與已付或已收代價之公允價值之間任何差額，乃直接於權益中確認並歸屬於本公司擁有人。

倘本集團失去對附屬公司之控制權，則取消確認該附屬公司及非控制性權益(如有)之資產及負債。收益或虧損於損益中確認，並按(i)已收代價之公允價值與任何保留權益之公允價值之總和及(ii)本公司擁有人應佔該附屬公司之資產(包括商譽)及負債之賬面值間之差額計算。先前於其他綜合收益確認之有關該附屬公司之所有金額，按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按香港財務報告準則適用之規定/許可條文重新分類至損益或轉撥至另一類權益類別)。於失去控制權當日於前附屬公司保留之任何投資之公允價值被列作初步確認之公允價值或(如適用)於聯營公司或合營企業之投資的初步確認之成本，並後續根據香港財務報告準則第9號入賬。

於合營企業之投資

合營企業屬一種共同安排，擁有該安排共同控制權之各方擁有分佔該共同安排淨資產之權利。共同控制權指按合約協定分享一項安排之控制權，並只在與業務相關決策需得到分享控制權之各方一致同意時存在。

2. PRINCIPLE ACCOUNTING POLICIES – continued

INVESTMENT IN A JOINT VENTURE – continued

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. Changes in net assets of the joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

2. 主要會計政策一續

於合營企業之投資一續

合營企業之業績與資產及負債乃按權益會計法納入本合併財務報表內。根據權益法，於合營企業之投資初步乃按成本於合併財務狀況表確認，其後作出調整以確認本集團應佔該合營企業之損益及其他綜合收益。於該合營企業之資產淨值（損益及其他綜合收益除外）變動不入賬，除非該等變動導致本集團持有之擁有權權益變動。當本集團應佔合營企業之虧損超出其於該合營企業之權益（包括實質上構成本集團於該合營企業之投資淨額之一部分之任何長期權益），則本集團不再確認其應佔之進一步虧損。本集團僅會在其須於代表該合營企業承擔法律或推定責任，或代其支付款項之情況下，方會確認額外虧損。

於被投資公司成為一間合營企業當日，於合營企業之投資開始採用權益法入賬。於收購於合營企業之投資時，投資成本超過本集團應佔被投資公司可識別資產及負債之公允價值淨值之部分將確認為商譽，並計入投資賬面值。本集團應佔可識別資產及負債之公允價值淨值超過投資成本之部分，經重新評估後即時於收購投資期間在損益內確認。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

INVESTMENT IN A JOINT VENTURE – continued

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss.

INVESTMENT PROPERTIES

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

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

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

The Group classifies a property from properties under development for sale and/or completed properties held for sale to investment property when there is evidence of a change in use of the property by inception of the operating lease agreements. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in profit or loss.

2. 主要會計政策一續

於合營企業之投資一續

本集團評估是否有客觀跡象顯示於合營企業之權益可能減值。倘任何客觀跡象存在，投資（包括商譽）之全部賬面值乃根據香港會計準則第36號作為單獨資產，通過比較可收回金額（即使用價值及公允價值減出售成本之較高者）與賬面值進行減值測試。任何確認之減值虧損屬投資賬面值之一部分。減值虧損之任何撥回乃按香港會計準則第36號確認，惟僅限於投資之可收回金額隨後增加。

當本集團對合營企業不再擁有共同控制權時，則入賬列作出售接受投資公司的全部權益，由此產生的收益或虧損於損益確認。

投資物業

投資物業指持作賺取租金及／或待資本增值之物業（包括為此目的之在建物業）。

投資物業初步按成本（包括任何直接應佔開支）計量。於初步確認後，投資物業使用公允價值模式按公允價值計量。投資物業之公允價值變動所產生之盈虧於產生期間計入損益。

在建投資物業所產生之建造成本會資本化，作為在建投資物業部分賬面值。

倘有證據顯示物業用途於經營租賃協議開始時變更，本集團將物業從發展中待售物業及／或已竣工待售物業分類至投資物業。轉撥日期之物業公允價值與其先前賬面值之間的任何差異於損益確認。

2. PRINCIPLE ACCOUNTING POLICIES – continued

INVESTMENT PROPERTIES – continued

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

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment including the buildings held for use in the production and/or supply of goods and/or services, or for administrative purpose (other than construction in progress as described below), are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Construction in progress is stated at cost, which comprises the cost of construction and borrowing costs, if applicable, less any identified impairment loss.

2. 主要會計政策一續

投資物業一續

投資物業乃於出售後或當投資物業永久不再使用及預期出售物業不會產生未來經濟利益時取消確認。取消確認該物業時產生之任何盈虧(按出售所得款項淨額與該資產之賬面值之差額計算)計入該項目取消確認期間之損益內。

物業、廠房及設備

物業、廠房及設備(包括為用於生產及/或供應貨品及/或服務,或為行政目的而持有的樓宇)(下文所述的在建工程除外)乃按成本減其後累計折舊及累計減值虧損(如有)於合併財務狀況表入賬。

在建工程按成本(包括建造成本及借貸成本)(如適用)減去任何識別的減值虧損列賬。

Notes to the Consolidated Financial Statements 合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

PROPERTY, PLANT AND EQUIPMENT – continued

The cost of construction in progress will not be depreciated until they are completed and ready for intended use and are transferred to a specific category of property, plant and equipment when the construction is completed. Depreciation is recognised so as to write off the cost of assets (other than construction in progress) less their residual values over their estimated useful lives, using the straight-line method, at the following rate per annum:

Buildings	Over the shorter of the lease terms or 5%
Leasehold improvements	Over the shorter of the lease terms or 15% to 33 $\frac{1}{3}$ %
Furniture, fixtures and office equipment	15% to 33 $\frac{1}{3}$ %
Computer equipment and software	20% to 33 $\frac{1}{3}$ %
Motor vehicles	20% to 33 $\frac{1}{3}$ %

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

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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

2. 主要會計政策一續

物業、廠房及設備一續

在建工程的成本將不會折舊直至該等工程竣工及準備用作擬定用途，並於工程竣工時轉撥至特定類別的物業、廠房及設備。確認折舊以按資產（在建工程除外）減估計可使用年期之剩餘價值以直線法撇銷成本，採用之折舊年率如下：

樓宇	按租期或5% (以較短者為準)
租賃物業裝修	按租期或15%至33 $\frac{1}{3}$ % (以較短者為準)
傢俬、裝置及辦公室設備	15%至33 $\frac{1}{3}$ %
電腦設備及軟件	20%至33 $\frac{1}{3}$ %
汽車	20%至33 $\frac{1}{3}$ %

本公司於各報告期末檢討估計可使用年期、剩餘價值及折舊方法，並按未來適用法入賬任何預計之變動之影響。

用於生產、供應或行政用途的在建物業按成本減任何已確認減值虧損列賬。成本包括專業費用及根據本集團會計政策為合資格資產而資本化之借貸成本。該等物業完工後並可用於擬定用途時被劃分為物業、廠房及設備之合適類別。與其他物業資產依據之基準一樣，該等資產可用作擬定用途時開始折舊。

物業、廠房及設備項目於出售或預計持續使用資產並無未來經濟利益時取消確認。出售或報廢物業、廠房及設備項目所產生之任何收益或虧損按出售所得款項與資產賬面值之差額釐定，並於損益確認。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS

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

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

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

Classification and subsequent measurement of financial assets

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

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

2. 主要會計政策一續

金融工具

倘集團實體成為工具合約條文之訂約方，則確認金融資產及金融負債。所有日常買賣之金融資產於交易日確認及取消確認。日常買賣指須根據市場規則或慣例訂立之時限內交付資產之金融資產買賣。

金融資產及金融負債初步按公允價值計量，惟初步根據香港財務報告準則第15號計量之來自客戶合約所產生之貿易應收款項除外。因收購或發行金融資產及金融負債而直接應佔交易成本於首次確認時計入金融資產或金融負債（如適用）之公允價值或自金融資產及金融負債（如適用）之公允價值扣除。收購按公允價值計入損益的金融資產或金融負債而直接應佔交易成本即時於損益確認。

實際利率法為一種計算相關期間內金融資產或金融負債之攤餘成本及利息收入及利息開支分配之方法。實際利率是於初步確認時準確地將金融資產或金融負債在預期可用年期（或（如適用）較短期間）內，貼現預期未來現金收益及付款（包括構成實際利率一部分的已付或已收的所有費用及基點、交易成本及其他溢價或折讓）至賬面淨值之比率。

金融資產分類及後續計量

符合以下條件的金融資產其後按攤餘成本計量：

- 於目的為收取合約現金流量的業務模式內持有金融資產；及
- 合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金額利息。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets

Amortised cost and interest income

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

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (“ECL”) on financial assets which are subject to impairment under HKFRS 9 (including trade receivables, lease receivables, other receivables and deposits, amounts due from related companies, bank balances and pledged bank deposits). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

2. 主要會計政策一續

金融工具一續

金融資產

攤餘成本及利息收入

其後按攤餘成本計量的金融資產的利息收入乃使用實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤餘成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

金融資產減值

本集團就受限於香港財務報告準則第9號項下減值的金融資產（包括貿易應收款項、應收租金、其他應收款項及按金、應收關聯公司款項、銀行結餘及已抵押銀行存款）確認預期信貸虧損（「預期信貸虧損」）的虧損撥備。於各報告日期對預期信貸虧損金額進行更新，以反映自初步確認以來的信貸風險變動。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

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

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

(i) Significant increase in credit risk

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

2. 主要會計政策一續

金融工具一續

金融資產一續

金融資產減值一續

全期預期信貸虧損指於相關工具的預計可使用年內發生所有可能違約事件而導致的預期信貸虧損。與其相反，12個月預期信貸虧損則指預期可能於報告日期後12個月內發生違約事件而導致部分可使用年期的預期信貸虧損。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況以及就報告日期的當前狀況及未來狀況預測的評估進行調整。

本集團就貿易應收款項及應收租金確認全期預期信貸虧損。就所有其他工具而言，本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，除非自初步確認後信貸風險出現大幅增加，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初步確認後所發生違約的可能性或風險是否大幅增加而定。

(i) 信貸風險顯著增加

在評估自初步確認以來信貸風險是否有大幅增加時，本集團將截至報告日期金融工具發生的違約風險與截至初步確認日期金融工具發生違約風險相比較。在作出該評估時，本集團考慮合理及可靠的定量及定性資料，包括過往經驗及無需付出不必要成本或努力即可取得的前瞻性資料。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

(i) Significant increase in credit risk – continued

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

2. 主要會計政策一續

金融工具一續

金融資產一續

金融資產減值一續

(i) 信貸風險顯著增加一續

具體而言，於評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具外部 (如有) 或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信貸違約掉期價格顯著上升；
- 商業、金融或經濟情況出現預計會導致債務人償債能力顯著下降的現有或預期不利變化；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預期的顯著不利變動，導致債務人償債能力顯著下降。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

(i) Significant increase in credit risk – continued

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

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

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

2. 主要會計政策一續

金融工具一續

金融資產一續

金融資產減值一續

(i) 信貸風險顯著增加一續

儘管如此，倘債務工具於報告日期被認為具低信貸風險，則本集團假設該金融工具之信貸風險自初步確認後未有顯著增加。倘屬以下情況，則金融工具將被釐定為具有較低之信貸風險：(i)其違約風險較低，(ii)借款人在短期內絕對有能力履行其合約現金流量之義務，及(iii)經濟和商業狀況長遠之不利變化，惟不一定會降低借款人履行合約現金流量義務之能力。

就財務擔保合約而言，本集團訂立不可撤銷承諾之日期被視為評估金融工具減值之初步確認日期。於評估自初步確認財務擔保合約後信貸風險是否大幅增加時，本集團考慮特定債務人之違約風險變動。

本集團定期監控用於識別信貸風險是否顯著增加之標準的效力，並於適當時候作出修訂，以確保有關標準於款項逾期前可確定信貸風險顯著增加。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

2. 主要會計政策一續

金融工具一續

金融資產一續

金融資產減值一續

(ii) 違約之定義

就內部信貸風險管理而言，當內部生成或自外部來源取得的資料顯示債務人很有可能無法悉數向其債權人(包括本集團)還款時(不計及本集團持有的任何抵押品)，本集團視為發生違約事件。

(iii) 信貸減值金融資產

當發生一項或多項對金融資產估計未來現金流量有不利影響之違約事件時，金融資產出現信貸減值。金融資產信貸減值之證據包括有關以下事件之可觀察數據：

- (a) 發行人或借款人陷入重大財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人之放款人因與借款人出現財務困難有關之經濟或合約理由而給予借款人在一般情況下放款人不予考慮之優惠條件；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 由於財務困難致使金融資產之活躍市場消失。

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

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

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

2. 主要會計政策—續

金融工具—續

金融資產—續

金融資產減值—續

(iv) 撇銷政策

倘有資料顯示對手方陷入嚴重財務困難且無實際收回可能(例如對手方遭清盤或啟動破產程序),或就貿易應收款項而言,有關金額已逾期超過一年(以較早發生者為準),本集團會撇銷金融資產。在考慮法律意見(如適當)後,已撇銷金融資產仍可根據本集團之收回程序實施強制執行。撇銷構成取消確認事件。任何其後收回於損益確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險的函數。違約概率及違約損失率的評估乃依據經前瞻性資料調整後的歷史數據作出。預期信貸虧損之估計反映以發生相關違約風險之金額作為加權數值而釐定之無偏概率加權金額。

一般而言,預期信貸虧損為本集團根據合約應收的所有合約現金流量與本集團預計收取的所有現金流量之間的差額,並按初步確認時釐定的實際利率貼現。

Notes to the Consolidated Financial Statements 合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

(v) Measurement and recognition of ECL – continued

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

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

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, lease receivables, other receivables and amounts due from related parties where the corresponding adjustment is recognised through a loss allowance account.

2. 主要會計政策一續

金融工具一續

金融資產一續

金融資產減值一續

(v) 預期信貸虧損的計量及確認一續

就財務擔保合約而言，根據擔保工具之條款，本集團僅須於債務人違約時付款。因此，預期虧損為償還持有人所產生信貸虧損之預計款項現值，減去本集團預計自持有人、債務人或任何其他方收取之任何金額。

利息收入根據金融資產的賬面總值計算，惟金融資產存在信貸減值除外，在此情況下，利息收入乃按金融資產的攤餘成本計算。

就財務擔保合約而言，虧損撥備按以下較高者確認：根據香港財務報告準則第9號釐定之虧損撥備；以及初步確認金額減(如適用)擔保期間所確認之累計收益金額。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易應收款項、應收租金、其他應收款項及應收關聯人士款項透過虧損撥備賬確認相應調整除外。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Derecognition of financial assets

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

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

Financial liabilities and equity

Classification as debt or equity

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

2. 主要會計政策一續

金融工具一續

金融資產一續

取消確認金融資產

本集團僅於自資產收取現金流量的合約權利屆滿時，或金融資產及資產擁有權的絕大部分風險及回報轉移至另一實體時取消確認金融資產。倘本集團既無轉移亦無保留擁有權絕大部分風險及回報並繼續控制所轉讓資產，則本集團確認其於該資產的保留權益以及就其可能須支付的金額確認相關負債。倘本集團保留已轉讓金融資產擁有權絕大部分風險及回報，本集團可繼續確認金融資產，亦可就已收取之所得款項確認已抵押借貸。

於取消確認按攤餘成本計量之金融資產時，資產賬面值與已收及應收代價總和之間之差額，會於損益確認。

金融負債及權益

分類為債務或權益

根據合約安排的性質及金融負債及權益工具之定義，債務及權益工具分類為金融負債或權益。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial liabilities and equity – continued

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities at amortised cost

Financial liabilities (including trade payables, other payables and accruals, amounts due to related companies, bank and other borrowings, lease liabilities and convertible bonds and bonds) are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

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

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

2. 主要會計政策一續

金融工具一續

金融負債及權益一續

權益工具

權益工具為任何可證明本集團資產經扣除所有負債後之剩餘權益之合約。本公司發行之權益工具乃按已收之所得款項(扣除直接發行成本)確認入賬。

購回本公司本身權益工具直接於權益確認及扣除。並無就購買、出售、發行或註銷本公司本身權益工具而於損益確認收益或虧損。

按攤餘成本列賬的金融負債

金融負債(包括貿易應付款項、其他應付款項及預提款項、應付關聯公司款項、銀行及其他借貸、租賃負債以及可換股債券及債券)其後使用實際利率法按攤餘成本計量。

財務擔保合約

財務擔保合約乃規定發出人支付指定金額之合約，以補償持有人由於指定債務人未能根據債務工具條款於到期時付款而蒙受之損失。財務擔保合約負債初步按其公允價值計量，其後按以下較高者計量：

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

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial liabilities and equity – continued

Convertible bonds

The component parts of the convertible bonds issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated by measuring the fair value of similar liability that does not have an associated equity component.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred from convertible bonds equity reserve to share premium. Where the conversion option remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

2. 主要會計政策－續

金融工具－續

金融負債及權益－續

可換股債券

本公司所發行之可換股債券之組成部分乃根據合約安排之性質與金融負債及權益工具之定義分別歸類為金融負債及權益。倘換股權將透過以固定金額之現金或另一項金融資產換取固定數目之本公司本身之權益工具結算，則歸類為權益工具。

於發行日期，負債部分的公允價值乃透過計量不包含相關權益部分之同類負債的公允價值進行估算。

分類為權益之換股權乃由複合工具整體之公允價值扣除負債部分之金額而釐定。此金額在扣除所得稅影響後在權益確認入賬，其後將不會重新計量。此外，分類為權益之換股權將保留在權益中，直至換股權獲行使為止，而在此情況下，在權益中確認之結餘將自可換股債券權益儲備轉撥至股份溢價。倘換股權於可換股債券到期日仍未獲行使，則在權益中確認之結餘將轉撥至保留溢利。在換股權獲兌換或到期時，不會於損益中確認任何盈虧。

2. PRINCIPLE ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial liabilities and equity – continued

Convertible bonds – continued

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction cost relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

Derecognition of financial liabilities

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

PROPERTIES UNDER DEVELOPMENT FOR SALE

Properties under development for sale which are intended to be held for sale in the ordinary course of business are carried at the lower of cost or deemed cost if they are transferred from investment properties and net realisable value and are shown as current assets. Cost includes the cost of land, construction cost and other development expenditure and other attributable expenses. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale, of which the selling price is determined based on prevailing market conditions.

2. 主要會計政策一續

金融工具一續

金融負債及權益一續

可換股債券一續

發行可換股債券所涉及之交易成本乃按所得款項總額分配比例分配至負債部分及權益部分。權益部分之相關交易成本直接於權益中扣除。負債部分之相關交易成本計入負債部分之賬面值，並採用實際利率法按可換股債券年期攤銷。

取消確認金融負債

本集團乃於且僅於本集團之責任被解除、註銷或到期時取消確認金融負債。取消確認之金融負債之賬面值與已付及應付代價之間之差額於損益確認。

發展中待售物業

於一般業務過程中擬持作出售之發展中待售物業按成本或視作成本（如相關物業自投資物業轉入）及可變現淨值之較低者列賬，並顯示為流動資產。成本包括土地成本、建築成本及其他發展開支及其他應計開支。可變現淨值指存貨的估計售價減完成的所有估計成本及作出銷售的必需成本，其中售價根據當前市場情況釐定。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

PROPERTIES UNDER DEVELOPMENT FOR SALE – continued

The Group transfers a property from investment property to inventories when there is evidence of a change in use to sell the property. The property's deemed cost is being the property's fair value at the date of change in use.

COMPLETED PROPERTIES FOR SALE AND OTHER INVENTORIES

Completed properties for sale are stated at the lower of cost and net realisable value. Cost includes the related land costs, development expenditure incurred and, where appropriate, borrowing costs capitalised.

Other inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sales.

CASH EQUIVALENTS

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdrafts.

2. 主要會計政策一續

發展中待售物業一續

倘有證據顯示銷售物業的用途變更，本集團將該物業從投資物業轉撥至存貨。物業的視作成本即物業於用途變更日期的公允價值。

已竣工待售物業及其他存貨

已竣工待售物業按成本及可變現淨值兩者之較低者入賬。成本包括相關土地成本、所產生之發展開支及(如適用)已資本化之借貸成本。

其他存貨按成本及可變現淨值兩者之較低者入賬。成本以加權平均法計算。可變現淨值指存貨的估計售價減完成的所有估計成本及作出銷售的必需成本。

現金等價物

就合併現金流量表而言，現金等價物指可即時轉換為已知數額現金且面臨的價值變動風險較低的短期高流通性投資(扣除銀行透支)。

Notes to the Consolidated Financial Statements 合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

REVENUE FROM CONTRACTS WITH CUSTOMERS WITHIN HKFRS 15

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

2. 主要會計政策一續

香港財務報告準則第15號內來自客戶合約之收入

當(或於)達成履約責任時,即特定履約責任相關的貨品或服務「控制權」轉讓予客戶時,本集團會確認收入。

履約責任指一項明確的貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合下列其中一項準則,則隨時間轉讓控制權,並參照完全達成相關履約責任的進度隨時間確認收入:

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益;
- 本集團的履約創造及增強客戶於本集團履約時控制的資產;或
- 本集團的履約並無創造對本集團具有其他用途的資產,而本集團擁有可強制執行權利收取迄今已履約部分的款項。

否則,收入會於客戶取得明確貨品或服務的控制權時確認。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

REVENUE FROM CONTRACTS WITH CUSTOMERS WITHIN HKFRS 15 – continued

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

The Group recognises revenue from the following major sources or operations which arise from contracts with customers:

- Sales of properties
- Tourism park operations and other services

Timing of revenue recognition

Sales of properties

Taking into consideration of the relevant contract terms, the legal environment and relevant legal precedent, the Group concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and collection of the consideration is probable.

2. 主要會計政策一續

香港財務報告準則第15號內來自客戶合約之收入一續

合約資產指本集團就本集團向客戶轉讓的貨品或服務收取代價的權利(其尚未成為無條件)，乃根據香港財務報告準則第9號進行減值評估。相反，應收款項指本集團收取代價的無條件權利，即只需待時間過去，即會到期支付代價。

合約負債指本集團因已自一名客戶收取代價(或到期收取代價)而須向該客戶轉讓貨品或服務的責任。

與同一合約有關的合約資產及合約負債按淨額基準入賬及呈列。

本集團自以下來自客戶合約產生之主要來源或業務確認收入：

- 銷售物業
- 旅遊樂園營運及其他服務

收入確認時間

銷售物業

經考慮相關合約條款、法律環境及相關法律先例，本集團認為，在轉讓相關物業予客戶前，本集團並無收取付款的可強制執行權利。因此，出售物業的收入於已竣工物業轉移至客戶的時間點確認，即客戶獲得已竣工物業的控制權而本集團擁有收取付款之現時權利及可能收取代價的時間點。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

REVENUE FROM CONTRACTS WITH CUSTOMERS WITHIN HKFRS 15 – continued

Timing of revenue recognition – continued

Sales of properties – continued

The Group receives 20-90% of the contract value as deposits from customers when they sign the sale and purchase agreement. Such advance payment schemes result in contract liabilities being recognised throughout the property construction period for the full amount of the contract price. The outstanding amount of the contract will be received before the completed property is transferred to customers.

Tourism park operations and other services

Revenue from tourism park operations including entrance fee, food and beverage for which the control of services or goods is transferred at a point in time, revenue is recognised when the related services or goods have been rendered to customers.

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

2. 主要會計政策一續

香港財務報告準則第15號內來自客戶合約之收入一續

收入確認時間一續

銷售物業一續

在簽署買賣協議時，本集團自客戶收取合約價值的20%至90%作為按金。該預先付款計劃導致於物業建造期確認有關合約價格全款的合約負債。尚未支付的合約金額將於竣工物業交給客戶前收取。

旅遊樂園營運及其他服務

就服務或貨品控制權已於某一時間點轉移之旅遊樂園營運(包括入場費及餐飲)產生的收入而言，收入於向客戶提供相關服務或貨品時確認。

存在重大融資成分

於釐定交易價格時，倘經協定付款時間(不論以明示或暗示方式)為客戶或本集團帶來轉移貨品或服務予客戶之重大融資利益，本集團將就資金時間值之影響而調整已承諾之代價金額。在該等情況下，合約包括重大融資成分。無論融資承諾乃於合約中明確規定或於訂約方協定之付款條款隱含，均可能存在重大融資成分。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

REVENUE FROM CONTRACTS WITH CUSTOMERS WITHIN HKFRS 15 – continued

Existence of significant financing component – continued

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

For advance payments received from customers before the transfer of the associated goods or services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The relevant interest expenses during the period between the advance payments were received and the transfer of the associated goods and services are accounted for on the same basis as other borrowing costs.

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

2. 主要會計政策一續

香港財務報告準則第15號內來自客戶合約之收入一續

存在重大融資成分一續

就付款及轉移相關貨品或服務之間隔短於一年之合約而言，本集團就任何重大融資成分採用不調整交易價格之可行權宜方法。

就於轉移本集團已就任何重大融資成分而調整已承諾之代價金額之相關貨品或服務前自客戶收取之預付款項而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之折現率。於收取預付款至轉移相關貨品及服務期間的相關利息開支按相同基準入賬列作其他借貸成本。

獲得合約之增量成本

獲得合約之增量成本指本集團取得客戶合約所產生之成本，倘未獲得該合約，則不會產生有關成本。

倘預期可收回有關成本，則本集團確認該等成本為一項資產。所確認資產其後按與向客戶轉讓有關該資產之貨品或服務一致之系統基準攤銷至損益。

倘該等成本將在一年內悉數攤銷至損益，則本集團將應用可行權宜方法，支銷所有增量成本以獲得合約。

Notes to the Consolidated Financial Statements 合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

IMPAIRMENT OF OTHER ASSETS

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

The recoverable amount of tangible assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount.

2. 主要會計政策一續

其他資產減值

本集團於報告期末審閱其物業、廠房及設備、使用權資產、於合營企業投資及其他非流動資產之賬面值，以釐定該等資產是否有任何減值虧損跡象。如存在任何有關跡象，則會估計相關資產之可收回金額以釐定減值虧損之程度（如有）。

有形資產之可收回金額單獨估計，當無法單獨估計可收回金額時，本集團便會估計資產所屬現金產生單位之可收回金額。倘可識別合理及一貫之分配基準，企業資產亦會被分配至個別之現金產生單位，否則會被分配至可識別合理及一貫之分配基準之最小現金產生單位組別。

可收回金額為公允價值減出售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量使用除稅前折現率（反映市場現時對貨幣時間價值之評估及與未調整估計未來現金流量之資產（或現金產生單位）之特定風險）折現至其現值。

倘資產（或現金產生單位）之可收回金額估計少於其賬面值，則該資產（或現金產生單位）之賬面值削減至其可收回金額。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

IMPAIRMENT OF OTHER ASSETS – continued

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

PROVISIONS

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

2. 主要會計政策一續

其他資產減值一續

當減值虧損其後撥回，該資產（或現金產生單位）之賬面值增至其可收回金額之經修訂估計值，然而增加後之賬面值不得超過倘若該資產（或現金產生單位）過往年度並無確認減值虧損原應釐定之賬面值。減值虧損撥回即時於損益中確認。

借貸成本

因收購、興建或生產需要長時間籌備方可供其擬定用途或銷售之合資格資產所產生之直接借貸成本，計入該等資產之成本中，直至該等資產已大致上可供其擬定用途或銷售。

所有其他借貸成本按其產生期間在損益中確認。

撥備

倘本集團因過往事件而產生現有責任（法定或推定），而本集團可能須履行該責任且該責任之金額能可靠估計，則會確認撥備。

確認撥備之金額乃於報告期末經計及有關責任之風險及不確定因素後，對償付現有責任所需代價作出之最佳估計。當撥備使用償付現有責任之估計現金流量計量時，其賬面值為有關現金流量之現值（倘其貨幣時間價值之影響重大）。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

LEASES

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

As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

2. 主要會計政策一續

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

作為承租人

本集團對短期租賃及低價值資產租賃應用確認豁免。該等租賃相關的租賃付款按直線法於租期內確認為開支。

本集團將租賃合約內各個租賃組成部分單獨入賬作為一項租賃。本集團根據租賃組成部分的相對單獨價格將合約代價分配至各個租賃組成部分。

本集團未產生單獨組成部分之應付款項被視作分配至合約單獨可識別組成部分之總代價之一部分。

本集團於租賃開始日期確認使用權資產及租賃負債。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

LEASES – continued

As lessee – continued

The right-of-use asset is initially measured at cost, which comprises

- (a) the amount of the initial measurement of the lease liability;
- (b) any lease payments made at or before the commencement date, less any lease incentives received;
- (c) any initial direct costs incurred by the Group; and
- (d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (i.e. 1 to 2 years for land and buildings and 40 years for leasehold lands).

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

2. 主要會計政策－續

租賃－續

作為承租人－續

使用權資產乃按成本進行初步計量，其中包括：

- (a) 租賃負債的初步計量金額；
- (b) 於開始日期或之前所作的任何租賃付款，減已收取的任何租賃優惠；
- (c) 本集團產生的任何初始直接成本；及
- (d) 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態將予產生的估計成本，除非該等成本乃因生產存貨而產生。

隨後，使用權資產按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債的任何重新計量作出調整。於租期及使用權資產之估計可使用年期之較短者（即土地及樓宇一至兩年以及租賃土地的40年）按直線法計提折舊。

租賃負債乃按於合約開始日期尚未支付之租賃付款現值進行初步計量。

Notes to the Consolidated Financial Statements 合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

LEASES – continued

As lessee – continued

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- (a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- (b) variable lease payments that depend on an index or a rate;
- (c) amounts expected to be payable under residual value guarantees;
- (d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- (e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

2. 主要會計政策一續

租賃一續

作為承租人一續

計入租賃負債計量的租賃付款包括下列有關於租期內使用相關資產的權利且於開始日期尚未支付之付款：

- (a) 固定付款(包括實質性固定付款)減任何應收租賃優惠；
- (b) 取決於一項指數或比率之可變租賃付款；
- (c) 根據剩餘價值擔保預期應付之款項；
- (d) 購買權的行使價(倘本集團合理確定行使該權利)；及
- (e) 終止租賃的罰款付款(倘租賃條款反映本集團行使終止權以終止租賃)。

租賃付款使用租賃的隱含利率貼現，或倘該利率無法可靠地釐定，則採用承租人之增量借貸利率。

隨後，租賃負債透過增加賬面值以反映租賃負債之利息及調減賬面值以反映已付的租賃付款進行計量。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

LEASES – continued

As lessee – continued

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if

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

2. 主要會計政策一續

租賃一續

作為承租人一續

當租期出現變動而產生租賃付款變動或重新評估本集團是否將合理確定行使購買選擇權時，租賃負債使用經修訂貼現率進行重新計量。

租賃負債於指數或利率(浮動利率除外)變動導致剩餘價值擔保、實物固定租賃付款或未來租賃付款發生變化時，使用原折現率重新計量。倘浮動利率變動導致未來租賃付款有所變動，則本集團使用經修訂折現率重新計量租賃負債。

本集團將租賃負債之重新計量金額確認為對使用權資產之調整。倘使用權資產賬面值減少至零且於租賃負債計量進一步調減，本集團將於損益中確認任何重新計量之剩餘金額。

倘出現以下情況，租賃修改則作為單獨租賃入賬

- (a) 該修改透過增加一項或以上相關資產之使用權利而擴大租賃範圍；及
- (b) 租賃代價增加之金額相當於經擴大範圍對應之單獨價格及為反映特定合約之情況而對該單獨價格進行之任何適當調整。

Notes to the Consolidated Financial Statements 合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

LEASES – continued

As lessee – continued

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

- (a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.
- (b) the Group determines the lease term of the modified contract.
- (c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.
- (d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.
- (e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

2. 主要會計政策一續

租賃一續

作為承租人一續

當租賃修改並未於租賃修改生效日期作為單獨租賃入賬，

- (a) 本集團根據上述相對單獨價格將代價分配至經修訂合約。
- (b) 本集團釐定經修訂合約之租期。
- (c) 本集團透過於經修訂租期使用經修訂貼現率對經修訂租賃付款進行貼現以重新計量租賃負債。
- (d) 就縮減租賃範圍之租賃修改而言，本集團透過減少使用權資產之賬面值將租賃負債之重新計量計入損益，以反映部分或全面終止該租賃及於損益中確認任何與部分或全面終止該租賃相關之收益或虧損。
- (e) 就所有其他租賃修改而言，本集團透過對使用權資產作出相應調整，對租賃負債進行重新計量。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

LEASES – continued

As lessor

The Group classifies each of its leases as either a finance lease or an operating lease at the inception date of the lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset. All other leases are classified as operating leases.

The Group accounts for each lease component within a lease contract as a lease separately from non-lease components of the contract. The Group allocates the consideration in the contract to each lease component on a relative stand-alone price basis.

Rental income under operating leases is recognised when the assets are let out, on straight-line basis over the lease term.

FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

2. 主要會計政策一續

租賃一續

作為出租人

本集團於租賃開始日期將其各項租賃分類為融資租賃或經營租賃。倘租賃將相關資產所有權之絕大部分風險及回報轉讓，則該租賃分類為融資租賃。所有其他租賃分類為經營租賃。

本集團將租賃合約內各租賃組成部分單獨入賬為一項租賃，與合約的非租賃組成部分分開。本集團按相對獨立價格基準將合約代價分配至各租賃組成部分。

經營租賃的租金收入於租期內按直線基準於資產出租時確認。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之適用匯率換算為各自之功能貨幣（即該實體經營所在主要經濟地區之貨幣）記賬。於報告期末，以外幣計值之貨幣項目均按該日之適用匯率重新換算。以外幣計值按歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及換算貨幣項目所產生之匯兌差額，於其產生期間在損益中確認。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FOREIGN CURRENCIES – continued

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the group entities are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange translation reserve. Exchange differences arising from translation of a foreign operation to the functional currency of the Company (i.e. RMB) are recognised in profit or loss in the period in which the foreign operation is disposed of whilst exchange differences relating to translation from RMB to the presentation currency of the Group are transferred directly to retained profits. On disposal of a group entity that is not a foreign operation, the exchange differences accumulated in equity relating to the translation of assets and liabilities of that group entity into presentation currency of the Group are transferred directly to retained profits.

TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from the profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2. 主要會計政策一續

外幣一續

就呈列合併財務報表而言，集團實體之資產及負債乃按於報告期末之適用匯率換算為本集團之呈列貨幣（即港元），而其收益及支出乃按該年度之平均匯率進行換算，除非匯率於該期間內出現大幅波動，於此情況下，則採用於交易當日之適用匯率。所產生之匯兌差額（如有）乃於其他綜合收益確認及於權益中外匯換算儲備項下累計。換算海外業務至本公司之功能貨幣（即人民幣）產生之匯兌差額於出售海外業務期間之損益內確認，而由人民幣換算到本集團呈列貨幣之匯兌差額直接轉入保留溢利。當處置非海外業務集團實體時，與換算該集團實體的資產及負債至本集團呈列貨幣有關的於權益累計之匯兌差額直接轉入保留溢利。

稅項

所得稅開支為現行應繳稅項及遞延稅項之總額。

現行應繳稅項根據年度應課稅溢利計算。應課稅溢利與合併損益及其他綜合收益表內呈報之除稅前溢利兩者存在差異乃由於前者並無計入其他年度之應課稅或可扣減收支項目，亦無計入毋須課稅或不獲扣減之項目所致。本集團之現行稅項負債乃按已於報告期末頒佈或大致頒佈之稅率計算。

2. PRINCIPLE ACCOUNTING POLICIES – continued

TAXATION – continued

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and interest in a joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interest are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

2. 主要會計政策一續

稅項一續

遞延稅項乃為合併財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基間之暫時性差異而確認。遞延稅項負債一般就所有應課稅之暫時性差異予以確認，而遞延稅項資產則就可扣減之暫時性差異，按可能會出現可用以抵銷該等可扣減之暫時性差異之應課稅溢利而予以確認。若於一項交易中，因初步確認（非業務合併）其他資產與負債而引致之暫時性差異既不影響應課稅溢利亦不影響會計溢利，則有關資產及負債不予確認。

遞延稅項負債就於附屬公司之投資及於合資企業之權益產生之應課稅暫時性差異確認，惟本集團能夠控制暫時性差異之撥回，且暫時性差異於可預見將來可能不會撥回除外。與該等投資及權益有關的可扣減暫時性差異產生的遞延稅項資產僅於存在足夠應課稅溢利，能動用暫時性差異之利益進行抵銷，且預期於可預見將來會撥回的情況下予以確認。

遞延稅項資產之賬面值乃於報告期末進行檢討，並在不再可能有足夠應課稅溢利恢復全部或部分資產價值時作調減。

Notes to the Consolidated Financial Statements 合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

TAXATION – continued

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

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

For the purpose of measuring deferred tax liabilities for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

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

2. 主要會計政策一續

稅項一續

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計量。所根據之稅率(及稅法)乃於報告期末已頒佈或大致頒佈。

遞延稅項資產及負債的計量反映本集團於報告期末，預期將要收回或償還其資產及負債的賬面值之稅務後果。

就計量使用公允價值模式計量投資物業的遞延稅項負債而言，該等物業的賬面值假定為可透過銷售全數收回，除非有關假定被推翻則除外。當投資物業可予折舊及以一個商業模式所持有，而此模式的宗旨乃並非透過出售而是隨時間推移將投資物業所包含的絕大部分經濟利益用盡時，則該假定可予推翻。

當有合法可執行權利可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可互相抵銷。

即期及遞延稅項於損益中確認，惟倘其關於在其他綜合收益中確認之項目或直接於權益中確認之項目，則即期及遞延稅項亦會於其他綜合收益中確認或直接於權益中確認。

2. PRINCIPLE ACCOUNTING POLICIES – continued

SHARE-BASED PAYMENTS

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve.

When the share options are exercised, the amount previously recognised in share option reserves will be transferred to share capital (nominal value) and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserves will be transferred to retained profits.

RETIREMENT BENEFIT COSTS

Payments to defined contribution retirement benefits schemes, including state-managed retirement benefits schemes in the PRC and the Mandatory Provident Fund Scheme, are recognised as an expense when employees have rendered service entitling them to the contributions.

2. 主要會計政策一續

以股份為基礎的付款

按權益結算以股份為基礎的付款交易

授予僱員的購股權

向僱員及其他提供類似服務的人士作出的按權益結算以股份為基礎的付款乃於授出日期按權益工具的公允價值計量。

於授出日期釐定的按權益結算以股份為基礎的付款之公允價值（不考慮所有非市場歸屬條件）乃根據本集團對最終歸屬股權工具的估計，於歸屬期內按直線法支銷，並在權益（購股權儲備）內計入相應增額。於各報告期末，本集團會根據所有相關非市場歸屬條件的評估修訂預期歸屬股權工具的估計數目。修訂原有估計的影響（如有）將於損益內確認，令累計開支反應經修訂的估計，並相應調整購股權儲備。

當行使購股權時，先前於購股權儲備中確認的款項將轉撥至股本（面值）及股份溢價。當購股權於歸屬日後失效或於屆滿日仍未獲行使時，先前於購股權儲備中確認之款項將轉撥至保留溢利。

退休福利成本

向定額供款退休福利計劃（包括中國國家管理退休福利計劃及強制性公積金計劃）支付之款項，於僱員提供服務而有權獲得有關供款時確認為開支。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

SHORT-TERM EMPLOYEE BENEFITS

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

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

RELATED PARTIES

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of the parent of the Group.

2. 主要會計政策一續

短期僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。所有短期僱員福利確認為開支。除非另一項香港財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已經支付之任何金額後，對僱員應得之福利（例如工資及薪金、年假及病假）確認負債。

關聯人士

關聯人士是與本集團有關聯的個人或實體。

- (a) 一名人士若屬以下情況之一，則該人士或該人士家庭成員與本集團有關聯：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司主要管理人員之一。

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

RELATED PARTIES – continued

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2. 主要會計政策一續

關聯人士一續

- (b) 若符合以下任何一項條件，實體與本集團有關聯：
- (i) 實體及本集團為同一集團的成員公司（即表示各母公司、附屬公司及同系附屬公司互相關聯）。
 - (ii) 實體為另一實體的聯營公司或合營企業（或另一實體所屬集團的成員公司的聯營公司或合營企業）。
 - (iii) 兩間實體為同一第三方的合營企業。
 - (iv) 一間實體為一名第三方的合營企業，另一實體為該第三方的聯營公司。
 - (v) 該實體是一項為本集團或本集團關聯實體僱員的利益而設立的離職後福利計劃。倘本集團本身即為此類計劃，則發起計劃的僱主亦與本集團有關聯。
 - (vi) 該實體受第(a)項所述人士控制或共同控制。
 - (vii) 第(a)(i)項所述人士對該實體有重大影響力或為該實體（或該實體母公司）主要管理人員之一。
 - (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務。

Notes to the Consolidated Financial Statements 合併財務報表附註

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

RELATED PARTIES – continued

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

FUTURE CHANGES IN HKFRSs

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKAS 1	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
HKFRS 17	Insurance Contracts ¹
Amendment to HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ²

2. 主要會計政策一續

關聯人士一續

一名人士的近親家庭成員指在其與該實體的交易中預期可能影響該人士或受該人士影響的家庭成員，包括：

- (a) 該人士之子女、配偶或伴侶；
- (b) 該人士配偶或伴侶之子女；及
- (c) 該人士或該人士配偶或伴侶之受養人。

在關聯人士的定義中，聯營公司包括該聯營公司的附屬公司，而合營企業包括該合營企業的附屬公司。

香港財務報告準則的未來變動

於該等合併財務報表授權刊發日期，香港會計師公會已發佈以下於本年度尚未生效且本集團並無提早採納的新訂／經修訂香港財務報告準則。

香港會計準則第1號之修訂	會計政策披露 ⁽¹⁾
香港會計準則第8號之修訂	會計估計之定義 ⁽¹⁾
香港會計準則第12號之修訂	與單一交易所產生資產及負債有關的遞延稅項 ⁽¹⁾
香港財務報告準則第17號	保險合約 ⁽¹⁾
香港財務報告準則第17號之修訂	初步應用香港財務報告準則第17號及香港財務報告準則第9號—比較資料 ⁽¹⁾
香港會計準則第1號(修訂本)	負債分類為流動或非流動 ²

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

2. PRINCIPLE ACCOUNTING POLICIES – continued

FUTURE CHANGES IN HKFRSs – continued

Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

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

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

³ The effective date to be determined

The directors are in the process of assessing the possible impact on the future adoption of the new/revised HKFRSs, but are not yet in a position to reasonably estimate their impact on the Company's consolidated financial statements.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 2, the directors are required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

2. 主要會計政策一續

香港財務報告準則的未來變動一續

香港會計準則第1號 (修訂本)	附帶契諾的非流動負債 ²
香港財務報告準則第16號 (修訂本)	售後租回的租賃負債 ²
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或投入 ⁽³⁾

⁽¹⁾ 於2023年1月1日或之後開始之年度期間生效

⁽²⁾ 於2024年1月1日或之後開始之年度期間生效

⁽³⁾ 生效日期待定

董事正在評估對未來採納新訂／經修訂香港財務報告準則之潛在影響，惟現時無法合理估計其對本公司合併財務報表之影響。

3. 關鍵會計判斷及估計不確定性因素之主要來源

於應用附註2所述之本集團會計政策時，董事須對未能從其他資料來源即時得知之資產及負債賬面值作出估計及假設。估計及相關假設乃以過往經驗及被視為相關之其他因素為依據。實際結果可能有別於該等估計。

估計及相關假設會持續予以覆核。倘若須對會計估計作出修訂，而有關修訂僅影響修訂估計之期間，則於作出修訂之期間確認修訂；或倘若修訂影響當期及未來期間，則於修訂期間及未來期間確認有關修訂。

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

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

CRITICAL JUDGEMENT IN APPLYING ACCOUNTING POLICIES

The following are the critical judgements, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of assessing deferred tax arising from investment properties measured at fair value, the directors have reviewed the Group's investment property portfolios and concluded that such properties are held under a business model whose objective is to consume substantially all the economic benefits embodied in the properties over time through generating rental income. Therefore, in assessing the Group's deferred taxation on investment properties, the directors have determined the presumption that the investment properties recovered through sale is rebutted.

KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Fair values of investment properties

Investment properties were stated at fair value with reference to valuation performed by an independent external valuer. In assessing the fair values, the independent external valuer has applied valuation techniques including certain assumptions and estimates of market condition. The directors reviewed the valuation performed by the independent external valuer and use their estimation to determine whether the valuation techniques applied are appropriate to the circumstances of the Group. Changes in assumptions could result in changes in fair values of the Group's investment properties and the corresponding gain or loss on fair values recognised in profit or loss.

3. 關鍵會計判斷及估計不確定性因素之主要來源—續

於應用會計政策時所作之關鍵判斷

除涉及估計之判斷外，以下為管理層於應用本集團會計政策過程中所作出對在合併財務報表中確認的金額具最重大影響之關鍵判斷。

投資物業之遞延稅項

就評估採用公允價值模式計量的投資物業所產生的遞延稅項而言，董事已覆核本集團之投資物業組合，斷定本集團的投資物業以一個商業模式所持有，而此模式的目標為透過產生租金收入隨時間使用該等物業所包含的絕大部分經濟利益。因此，在釐定本集團投資物業之遞延稅項時，董事已確定透過銷售收回投資物業之假設已被推翻。

估計不確定性因素之主要來源

以下為有關未來之主要假設，及於報告期末之其他估計不確定性因素之主要來源，其具有導致下一個財政年度之資產及負債賬面值須作出重大調整之重大風險。

投資物業之公允價值

投資物業參考獨立外部評估師進行之估值按公允價值列賬。在評估公允價值時，獨立外部評估師已採用涉及對市況的若干假設及估計之估值技術。董事審閱獨立外部評估師進行之估值並使用其估計釐定所用之估值技術就本集團之情況而言是否適當。該等假設之變動可能會導致本集團投資物業之公允價值出現變動，並於損益內確認相應之公允價值盈虧。

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

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Fair values of investment properties – continued

The carrying amount of investment properties as at 31 December 2022 was approximately HK\$1,355,581,000 (2021: approximately HK\$2,649,951,000). Detailed inputs and estimates applied for valuation disclosed in note 16 to the consolidated financial statements.

Estimated net realisable value on properties under development for sale and completed properties held for sales

In assessing whether allowances should be made for the Group's properties under development for sale and completed properties held for sales, the Group takes into consideration the current market environment and the net realisable value, the estimated market value (i.e. the estimated selling price less estimated selling expenses) less estimated costs to completion of the properties with reference to valuations performed by an independent external valuer.

In assessing the estimated recoverable amounts, the independent external valuer has applied valuation techniques including certain assumptions and estimates of market condition. Detailed inputs and estimates applied for valuation are disclosed in note 18 to the consolidated financial statements. The directors reviewed the valuations performed by the independent external valuer and use their estimation to determine whether the valuation techniques applied are appropriate to the circumstances of the Group. Changes in assumptions could result in changes in estimated recoverable amounts of the Group's properties under development for sale and completed properties held for sales. An allowance is provided if the estimated net realisable value is less than the carrying amount.

3. 關鍵會計判斷及估計不確定性因素之主要來源 – 續

估計不確定性因素之主要來源 – 續

投資物業之公允價值 – 續

於2022年12月31日，投資物業之賬面值約為1,355,581,000港元（2021年：約2,649,951,000港元）。就估值應用的詳盡輸入數據及估計於合併財務報表附註16披露。

發展中待售物業及已竣工待售物業之估計可變現淨值

在評估是否應就本集團之發展中待售物業及已竣工待售物業作出撥備時，本集團會考慮目前市場環境及可變現淨值（經參考獨立外部評估師的評估，按估計市值（即估計售價減估計銷售開支）減估計物業竣工成本計算）。

在評估估計可收回金額時，獨立外部評估師已採用涉及對市況的若干假設及估計之估值技術。就估值應用的詳盡輸入數據及估計於合併財務報表附註18披露。董事審閱獨立外部評估師進行之估值並使用其估計釐定所用之估值技術就本集團之情況而言是否適當。該等假設之變動可能會導致本集團發展中待售物業及已竣工待售物業之估計可收回金額出現變動。倘估計可變現淨值低於賬面值，便會計提撥備。

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

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Estimated net realisable value on properties under development for sale and completed properties held for sales – continued

The carrying amounts of properties under development for sale and completed properties held for sales as at 31 December 2022 were approximately HK\$3,510,274,000 (2021: approximately HK\$3,988,987,000) and HK\$255,599,000 (2021: approximately HK\$279,548,000) respectively.

Deferred tax assets

At the end of the reporting period, no deferred tax asset has been recognised on the tax losses from the PRC and Hong Kong subsidiaries as disclosed in note 27 to the consolidated financial statements of approximately HK\$712,737,000 and HK\$335,652,000 respectively (2021: HK\$417,126,000 and HK\$335,652,000 respectively) due to unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases there are changes in facts and circumstances which result in revision of future taxable profits estimation, a material recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such recognition takes place.

Land appreciation tax (“LAT”)

Certain subsidiaries of the Group are subject to LAT in the PRC. However, the implementation of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their LAT calculations with the local tax authorities in the PRC.

3. 關鍵會計判斷及估計不確定性因素之主要來源－續

估計不確定性因素之主要來源－續

發展中待售物業及已竣工待售物業之估計可變現淨值－續

於2022年12月31日，發展中待售物業及已竣工待售物業之賬面值分別約為3,510,274,000港元（2021年：約3,988,987,000港元）及255,599,000港元（2021年：約279,548,000港元）。

遞延稅項資產

於報告期末，由於無法預測未來溢利流，故並無就合併財務報表附註27所披露來自中國及香港附屬公司的稅項虧損分別約712,737,000港元及335,652,000港元（2021年：分別為417,126,000港元及335,652,000港元）確認遞延稅項資產。遞延稅項資產能否變現主要取決於未來是否有足夠的未來溢利或應課稅暫時差異。如事實及情況變化導致未來應課稅溢利估計的修訂，則可能導致產生大量遞延稅項資產，其將於作出確認期間在損益中確認。

土地增值稅（「土地增值稅」）

本集團若干附屬公司須繳納中國土地增值稅。然而，中國各個城市的不同徵稅區的稅項徵收有所差異，而本集團的若干項目尚未與中國的地方稅務部門最終確定土地增值稅之計算。

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

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Land appreciation tax (“LAT”) – continued

Accordingly, significant judgement is required in determining the amount of land appreciation and its related income tax provision. The Group recognised the land appreciation tax based on management’s best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the period in which such tax is finalised with local tax authorities.

4. REVENUE

For the year ended 31 December 2022

3. 關鍵會計判斷及估計不確定性因素之主要來源—續

估計不確定性因素之主要來源—續

土地增值稅(「土地增值稅」)—續

因此，於釐定土地增值金額及其相關所得稅撥備時須作出重大判斷。本集團基於管理層之最佳估計確認土地增值稅。最終的稅項結果或會不同於初始列賬之金額，而該等差異將影響與地方稅務部門確定該等稅項之期間內之所得稅開支及有關所得稅撥備。

4. 收益

截至2022年12月31日止年度

		Property development and leasing 物業發展及租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園營運 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from contracts with customers within HKFRS 15	於香港財務報告準則第15號內的來自客戶合約之收入			
Recognised at point in time	於時間點確認			
Entrance fee, food and beverage	入場費及餐飲	-	2,739	2,739
Revenue from other sources	來自其他來源的收入			
Gross rental income from investment properties	投資物業所得租金收入總額	22,337	-	22,337
Total revenue	總收入	22,337	2,739	25,076

Notes to the Consolidated Financial Statements
 合併財務報表附註

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

4. REVENUE – continued

For the year ended 31 December 2021

4. 收益—續

截至2021年12月31日止年度

		Property development and leasing 物業發展 及租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from contracts with customers within HKFRS 15	於香港財務報告 準則第15號內的 來自客戶合約之 收入			
Recognised at point in time	於時間點確認			
Sales of properties	銷售物業	31,060	–	31,060
Entrance fee, food and beverage	入場費及餐飲	–	7,182	7,182
		31,060	7,182	38,242
Revenue from other sources	來自其他來源的 收入			
Gross rental income from investment properties	投資物業所得租金 收入總額	12,966	–	12,966
Total revenue	總收入	44,026	7,182	51,208

The Group's revenue generated from its property development and leasing, and tourism park operations were all at fixed price.

本集團之物業發展及租賃及旅遊樂園營運產生的收入均按固定價格計算。

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

5. SEGMENT INFORMATION

Information reported to the Group's executive directors, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance focused on the types of goods or services delivered or provided. The Group's reportable segments for the CODM's purposes are (i) property development and leasing and (ii) tourism park operations.

The property development and leasing segment is principally engaged in property sales and leases to customers in property market.

The tourism park operations segment is engaged in operation of theme parks and provision of food and beverage services in the theme parks.

For the purpose of assessing the performance of the operating segments and allocating resources between segments, the CODM assess segment results without allocation of certain other gains and losses, net, certain other income, share of results of joint ventures, certain finance costs and certain administrative expenses. The basis of preparing such information is consistent with that of the consolidated financial statements.

The accounting policies of the reporting segments are the same as the Group's accounting policies as described in note 2 to the consolidated financial statements.

5. 分類資料

向本集團執行董事（即主要經營決策者（「主要經營決策者」））呈報以供作出資源分配及評估分類表現之資料，集中於所交付或提供之貨品或服務類型。本集團供主要經營決策者參考之可報告分類為：(i)物業發展及租賃及(ii)旅遊樂園營運。

物業發展及租賃分類主要從事向物業市場上的客戶進行物業銷售及租賃。

旅遊樂園營運分類從事主題樂園營運及在主題樂園提供餐飲服務。

為評估經營分類的表現及在分類間分配資源，主要經營決策者評估分類業績，而並無分配若干其他收益及虧損淨額、若干其他收入、分佔合營企業業績、若干財務費用及若干行政費用。該等資料的編製基準與合併財務報表的一致。

可報告分類的會計政策與合併財務報表附註2所述本集團的會計政策相同。

Notes to the Consolidated Financial Statements
 合併財務報表附註

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

5. SEGMENT INFORMATION – continued
SEGMENT REVENUE AND RESULTS

An analysis of the Group's revenue and results by reportable segments is as follows:

For the year ended 31 December 2022

5. 分類資料—續
分類收入及業績

本集團按可報告分類劃分的收入及業績分析載列如下：

截至2022年12月31日止年度

		Property development and leasing 物業發展 及租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Revenue from external customers and segment revenue	來自外部客戶之收入及分類收入	22,337	2,739	25,076
Reportable segment results	可報告分類業績	(1,071,461)	(7,700)	(1,079,161)
Unallocated income and expenses:	未分配收入及開支：			
Other gains and losses, net	其他收益及虧損淨額			229
Other income	其他收入			63
Administrative expenses	行政費用			(12,314)
Share of results of joint ventures	分佔合營企業業績			181,983
Finance costs	財務費用			(180,414)
Loss before tax	除稅前虧損			(1,089,614)
Income tax credit	所得稅抵免			178,895
Loss for the year	年內虧損			(910,719)

Notes to the Consolidated Financial Statements
合併財務報表附註

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

5. SEGMENT INFORMATION – continued
SEGMENT REVENUE AND RESULTS – continued
For the year ended 31 December 2021

5. 分類資料－續
分類收入及業績－續
截至2021年12月31日止年度

		Property development and leasing 物業發展 及租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Revenue from external customers and segment revenue	來自外部客戶之 收入及分類收入	44,026	7,182	51,208
Reportable segment results	可報告分類業績	(667,001)	(6,690)	(673,691)
Unallocated income and expenses:	未分配收入及開支：			
Other gains and losses, net	其他收益及虧損 淨額			1,974
Other income	其他收入			10,776
Administrative expenses	行政費用			(7,538)
Share of results of joint ventures	分佔合營企業 業績			(25,853)
Finance costs	財務費用			(147,789)
Loss before tax	除稅前虧損			(842,121)
Income tax expense	所得稅開支			(22,807)
Loss for the year	年內虧損			(864,928)

No analysis of segment assets and segment liabilities is presented as such information is not regularly provided to the CODM for the purposes of resources allocation and performance assessment.

概無呈列分類資產及分類負債分析，原因是並無定期向主要經營決策者提供用於分配資源及評估表現之有關資料。

Notes to the Consolidated Financial Statements
 合併財務報表附註

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

5. SEGMENT INFORMATION – continued
OTHER INFORMATION

For the year ended 31 December 2022

5. 分類資料—續
其他資料

截至2022年12月31日止年度

		Property development and leasing 物業發展及 租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Capital expenditure	資本開支				
– Property, plant and equipment	– 物業、廠房及設備	713	–	–	713
– Investment properties	– 投資物業	429	–	–	429
Depreciation	折舊				
– Property, plant and equipment	– 物業、廠房及設備	2,095	97	–	2,192
– Right-of-use assets	– 使用權資產	1,379	–	983	2,362
Fair value change of investment properties	投資物業公允價值變動	715,579	–	–	715,579
Provision for compensation	賠償撥備	32,246	–	–	32,246
Reversal of provision for litigation	訴訟撥備撥回	(53,709)	–	–	(53,709)
Impairment loss on trade receivables	貿易應收款項減值虧損	9,431	–	–	9,431
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	305	–	–	305
Impairment loss of properties under development for sale	發展中待售物業減值虧損	2,197	–	–	2,197
Reversal of impairment loss of right-of-use assets	使用權資產減值虧損撥回	(4,997)	–	–	(4,997)

Notes to the Consolidated Financial Statements
合併財務報表附註

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

5. SEGMENT INFORMATION – continued
OTHER INFORMATION – continued
For the year ended 31 December 2021

5. 分類資料—續
其他資料—續
截至2021年12月31日止年度

		Property development and leasing 物業發展及 租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Depreciation	折舊				
– Property, plant and equipment	– 物業、廠房及設備	2,285	132	–	2,417
– Right-of-use assets	– 使用權資產	1,425	2,147	983	4,555
Loss on disposal of property plant and equipment	出售物業、廠房及設備 虧損	65	–	–	65
Addition on right-of-use assets	添置使用權資產	–	(2,147)	–	(2,147)
Gain on disposal of right-of-use assets	出售使用權資產收益	–	(132)	–	(132)
Fair value change of investment properties	投資物業公允價值變動	34,343	–	–	34,343
Provision for compensation	賠償撥備	38,452	–	–	38,452
Provision for litigation	訴訟撥備	101,342	–	–	101,342
Impairment loss of property plant and equipment	物業、廠房及設備 減值虧損	3,558	–	–	3,558
Impairment loss of properties under development for sale	發展中待售物業 減值虧損	43,227	–	–	43,227
Impairment loss of right-of-use assets	使用權資產減值虧損	1,016	–	–	1,016

Notes to the Consolidated Financial Statements

合併財務報表附註

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

5. SEGMENT INFORMATION – continued

GEOGRAPHICAL INFORMATION

The Group is principally engaged in properties development and leasing and tourism park operations in the PRC.

Information about the Group's revenue from external customers is presented based on the location at which the goods or services are delivered or provided. Information about the Group's non-current assets (excluding investment in joint ventures) is presented based on the geographical location of the assets or place of establishment.

The following table sets out information about the geographical location of the Group's revenue from external customers and non-current assets.

5. 分類資料—續

地域資料

本集團主要於中國從事物業發展及租賃及旅遊樂園營運。

有關本集團外部客戶收入之資料乃根據交付或提供貨品或服務之地點呈列。有關本集團非流動資產（不包括於合營企業之投資）之資料乃根據資產地理位置或成立地點呈列。

下表載列有關本集團來自外部客戶的收入及非流動資產地理位置的資料。

		Revenue from external customers		Non-current assets	
		來自外部客戶的收入		非流動資產	
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
The PRC	中國	25,076	51,208	1,690,410	3,013,447
Hong Kong	香港	-	-	656	1,638
		25,076	51,208	1,691,066	3,015,085

INFORMATION ABOUT MAJOR CUSTOMERS

There are three (2021: two) external customers individually contributing property development and leasing revenue of HK\$21,775,000 (2021: HK\$36,888,000), which over 10% of the total revenue of the Group for the year ended 31 December 2022.

主要客戶資料

截至2022年12月31日止年度，有三名（2021年：兩名）外部客戶個別貢獻物業發展及租賃收入21,775,000港元（2021年：36,888,000港元），佔本集團總收入10%以上。

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶A	-	28,936
Customer B	客戶B	2,912	7,952
Customer C	客戶C	14,488	-
Customer D	客戶D	4,375	-
		21,775	36,888

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合併財務報表附註

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

6. OTHER GAINS AND LOSSES, NET

6. 其他收益及虧損淨額

			2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Foreign exchange gains, net	匯兌收益淨額		187	1,958
Provision for compensation	賠償撥備	23	(32,246)	(38,452)
Reversal of (Provision) for litigation	訴訟撥回 (撥備)	23	53,709	(101,342)
Reversal of redundancy expenses	遣散費用撥回		-	1,002
Others	其他		(552)	(986)
			21,098	(137,820)

7. FINANCE COSTS

7. 財務費用

			2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Interest expenses on:	利息費用：			
- Bank and other borrowings	- 銀行及其他借貸		396,543	424,646
- Convertible bonds and bonds (note 26)	- 可換股債券及債券 (附註26)		180,335	147,638
- Lease liabilities (note 15)	- 租賃負債 (附註15)		79	299
Total borrowing costs	借貸成本總額		576,957	572,583
Less: Borrowing costs capitalised in properties under development for sale	減：發展中待售物業資本化之借貸成本		(17,030)	-
			559,927	572,583

During the year ended 31 December 2021, borrowing costs were not capitalised due to the suspension of construction arising from the default of payables as mentioned in note 2 to the consolidated financial statements. Starting from June 2022, construction of a property project of the Group has been resumed, therefore the related interests arising from the borrowing specifically for that project has been capitalized. The capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation for the year ended 31 December 2022 is 12% (2021: Nil).

截至2021年12月31日止年度，由於合併財務報表附註2所述拖欠應付款項導致工程停工，借貸成本並無資本化。自2022年6月開始，本集團的一個物業項目已恢復建設，因此專門為該項目借款產生的相關利息已予資本化。截至2022年12月31日止年度，用於釐定合資格資本化的借貸成本金額之資本化率為12% (2021年：無)。

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

8. LOSS BEFORE TAX

8. 除稅前虧損

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Loss before tax has been arrived at after charging (crediting):	除稅前虧損經扣除(計入)下列各項後達致:		
Staff costs (including directors' emoluments (note 11)):	員工成本(包括董事酬金(附註11)):		
Salaries and other benefits	薪金及其他福利	13,921	18,344
Equity-settled share-based payments	按權益結算以股份為基礎的付款	263	733
Retirement benefit costs (note 34)	退休福利成本(附註34)	1,302	1,745
		15,486	20,822
Auditor's remuneration	核數師酬金	1,282	1,415
Cost of properties sold (note a)	物業銷售成本(附註a)	-	29,668
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,192	2,417
Depreciation of right-of-use assets	使用權資產折舊	2,362	4,555
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	65
Gain on disposal of right-of-use assets	出售使用資產之收益	-	(132)
Gross rental income from investment properties	投資物業所得租金收入總額	(22,337)	(12,966)
Less: Direct operating expense, as included in cost of sales and services	減: 計入銷售及服務成本的直接經營費用	735	2,768
		(21,096)	(10,198)

Note:

- (a) The cost of properties sold includes interest expenses of HK\$Nil (2021: approximately HK\$1,373,000) which was capitalised to completed properties held for sale in previous years.

附註:

- (a) 物業銷售成本中利息開支為零港元(2021年:約1,373,000港元),於過往年度撥充資本至已竣工待售物業。

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

9. INCOME TAX (CREDIT) EXPENSE

The taxation (credited) charged to profit or loss represents:

9. 所得稅(抵免)開支

自損益(計入)扣除的稅項指：

			2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		Notes 附註		
Current tax	當期稅項			
PRC Enterprise Income tax ("EIT")	中國企業所得稅 (「企業所得稅」)		-	-
Land appreciation tax ("LAT")	土地增值稅 (「土地增值稅」)		-	-
			-	-
Deferred tax, including EIT and LAT	遞延稅項, 包括企業所 得稅及土地增值稅	27	(178,895)	22,807
			(178,895)	22,807

No provision for Hong Kong Profit Tax had been made as the Group did not have any assessable profit from Hong Kong for the years ended 31 December 2022 and 2021.

於截至2022年及2021年12月31日止年度，由於本集團並無自香港產生任何應課稅溢利，故並無就香港利得稅計提撥備。

For the years ended 31 December 2022 and 2021, Enterprise Income Tax has not been provided as the Group's subsidiaries in the PRC incurred a loss for taxation purposes.

截至2022年及2021年12月31日止年度，由於本集團中國附屬公司就稅務而言產生虧損，故並無計提企業所得稅。

The provision of PRC LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable exemptions and deductions. No provision for PRC LAT had been made for the years ended 31 December 2022 and 2021 since the amount is insignificant to the Group.

中國土地增值稅撥備乃根據相關中國稅務法律及法規所載之規定估計。土地增值稅已按增值額之累進稅率範圍撥備，且有若干可減免及扣減項目。於截至2022年及2021年12月31日止年度，由於金額對本集團而言並不重大，故並無就中國土地增值稅計提撥備。

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合併財務報表附註

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

9. INCOME TAX (CREDIT) EXPENSE – continued

RECONCILIATION OF TAX EXPENSES

9. 所得稅(抵免)開支—續

稅項開支對賬

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Loss before tax	除稅前虧損	(1,089,614)	(842,121)
Income tax at applicable tax rate of 25% (2021: 25%)	按適用稅率25% 計算之所 得稅 (2021 年: 25%)	(272,403)	(210,529)
Tax effect of different tax rates	不同稅率之稅務影響	16,080	14,482
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	42,397	201,592
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(14,712)	(1,805)
Tax effect of unrecognised tax losses	未確認稅務虧損之稅務影響	95,239	12,604
Tax effect of share of results of joint ventures	分佔合資企業業績之 稅務影響	(45,496)	6,463
Tax (credit) charge for the year	年內稅項(抵免)支出	(178,895)	22,807

10. DIVIDENDS

The board of directors does not recommend the payment of any dividend for the years ended 31 December 2022 and 2021.

10. 股息

董事會不建議就截至2022年及2021年12月31日止年度派付任何股息。

Notes to the Consolidated Financial Statements
合併財務報表附註

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

11. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the nine (2021: nine) directors were as follows:

11. 董事酬金

已付或應付九名(2021年:九名)董事各自之酬金如下:

		2022 2022年				
		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Share-based payments	Total
		袍金	薪金及 其他福利	退休福利 計劃供款	以股份為 基礎的付款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事					
Ms. Zhou Jin	周金女士	120	600	18	-	738
Mr. Yang Lei*	楊蕾先生*	120	-	-	43	163
Non-executive directors	非執行董事					
Mr. Lau King Pak (Note 1)	劉勁柏先生(附註1)	65	-	-	-	65
Mr. Chiu Wai Shing (Note 1)	趙偉誠先生(附註1)	65	-	-	-	65
Independent non-executive directors	獨立非執行董事					
Mr. Chen Guanglei	陳廣墨先生	145	-	-	-	145
Mr. Meng Xiaosu	孟曉蘇先生	120	-	-	13	133
Mr. Yang Buting	楊步亭先生	120	-	-	13	133
Mr. Zhao Daxin	趙大新先生	120	-	-	13	133
Mr. Choi, Clifford Wai Hong	蔡偉康先生	120	-	-	-	120
		995	600	18	82	1,695

Notes to the Consolidated Financial Statements
 合併財務報表附註

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

11. DIRECTORS' EMOLUMENTS – continued **11. 董事酬金一續**

		2021 2021年				
		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Share-based payments	Total
		袍金	薪金及 其他福利	退休福利 計劃供款	以股份為 基礎的付款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事					
Ms. Zhou Jin	周金女士	99	564	36	–	699
Mr. Yang Lei*	楊蕾先生*	120	–	–	103	223
Mr. Cao Rucang	曹如倉先生	21	21			
Mr. Zhou Zhitao	周智濤先生	12	12			
Independent non-executive directors	獨立非執行董事					
Mr. Chen Guanglei	陳廣墨先生	145	–	–	–	145
Mr. Meng Xiaosu	孟曉蘇先生	120	–	–	31	151
Mr. Yang Buting	楊步亭先生	120	–	–	31	151
Mr. Zhao Daxin	趙大新先生	120	–	–	31	151
Mr. Choi, Clifford Wai Hong	蔡偉康先生	7	–	–	–	7
		764	564	36	196	1,560

* Certain executive directors received emoluments from a related company of the Group for the years ended 31 December 2022 and 2021, in respect of their services to a larger group which including the Group. No apportionment has been made as the qualifying services provided by directors to the Group are incidental to their responsibilities to the larger group. The related company is wholly-owned by the immediate family members of Mr. Zhou Zheng.

Notes:

(1) Mr. Lau King Pak and Mr. Chiu Wai Shing were appointed as non-executive directors of the Company with effective from 17 June 2022.

* 於截至2022年及2021年12月31日止年度，若干執行董事就彼等對擴大集團（包括本集團）所提供之服務從本集團一間關聯公司收取酬金。並無分攤有關酬金，原因為董事向本集團提供合資格服務為彼等對擴大集團須承擔責任之附帶服務。有關關聯公司由周政先生之直系家屬全資擁有。

附註：

(1) 劉勁柏先生及趙偉誠先生自2022年6月17日起獲委任為本公司非執行董事。

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

11. DIRECTORS' EMOLUMENTS – continued

During the years ended 31 December 2022 and 2021, no emolument was paid by the Group to any director as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emolument during both years.

There were no loans, quasi-loans or other dealings in favour of the directors that were entered into or subsisted during the years ended 31 December 2022 and 2021.

The directors are of the opinion that no transactions, arrangements and contracts of significance in relation to the Company's business to which the Company was a party and in which a director or a connected entity of the director had a material interest, whether directly or indirectly, subsisted at the end of the reporting period or at any time during the years ended 31 December 2022 and 2021.

11. 董事酬金一續

於截至2022年及2021年12月31日止年度，本集團概無向任何董事支付任何酬金作為加入本集團或加入本集團時的獎勵或作為離職補償。於兩個年度，概無董事放棄任何酬金。

於截至2022年及2021年12月31日止年度，概無訂立或存續以董事為受益人之任何貸款、準貸款或其他交易。

董事認為，本公司概無訂立與本公司業務有關及一名董事或董事之一間關連實體直接或間接於其中擁有重大權益，且於報告期末或截至2022年及2021年12月31日止年度內任何時間存續的任何重大交易、安排及合約。

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

12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

During the year, one (2021: one) director is included in the five highest paid individuals of the Group. Details of directors' emoluments are set out in note 11 above. The emoluments of the remaining four (2021: four) highest paid individuals for the year were as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,815	1,713
Retirement benefits scheme contributions	退休福利計劃供款	180	156
		1,995	1,869

The emoluments of the above four (2021: four) highest paid individual fell within the following bands:

		Number of individuals 人數	
		2022 2022年	2021 2021年
Nil to HK\$1,000,000	零至1,000,000 港元	4	4

During the year, no emoluments were paid by the Group to any of the above four (2021: four) highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

12. 最高薪人士

年內，本集團五名最高薪人士中一名（2021年：一名）為董事。董事之酬金詳情載於上文附註11。年內其餘四名（2021年：四名）最高薪人士之酬金如下：

	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Salaries and other benefits	1,815	1,713
Retirement benefits scheme contributions	180	156
	1,995	1,869

以上四名（2021年：四名）最高薪人士之酬金介乎以下範圍：

	Number of individuals 人數	
	2022 2022年	2021 2021年
Nil to HK\$1,000,000	4	4

年內，本集團並無向以上任何四名（2021年：四名）最高薪人士支付酬金，作為加入本集團或於加入本集團時之獎金或離職補償。

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合併財務報表附註

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

13. LOSS PER SHARE

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following data:

13. 每股虧損

本公司擁有人應佔每股基本及攤薄盈利乃按下列數據計算：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Loss	虧損		
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之本公司擁有人應佔年內虧損	(903,659)	(860,648)
		2022 2022年 '000 千股	2021 2021年 '000 千股
Number of shares	股份數目		
Weighted average number of shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之股份加權平均數	285,491	285,491
		2022 2022年 HK\$ 港元	2021 2021年 HK\$ 港元
Loss per share:	每股虧損：		
– Basic	– 基本	(3.17)	(3.01)
– Diluted	– 攤薄	(3.17)	(3.01)

Note:

The computation of diluted loss per share for the years ended 31 December 2022 and 2021 did not assume the conversion of the Company's Convertible Bonds I and II since its assumed exercise would result in decrease in loss per share.

It also did not assume the exercise of share options under the Company's share option scheme since its assumed exercise would have anti-dilutive effect for the years ended 31 December 2022 and 2021.

附註：

計算截至2022年及2021年12月31日止年度之每股攤薄虧損並無假設轉換本公司之可換股債券I及II，原因為其假設行使將會導致每股虧損減少。

其亦無假設根據本公司之購股權計劃行使購股權，原因為其假設行使將會對截至2022年及2021年12月31日止年度產生反攤薄效應。

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合併財務報表附註

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

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Buildings	Leasehold improvements	Furniture, fixtures and office equipment	Computer equipment and software	Motor vehicles	Construction in progress	Total
		樓宇	租賃物業裝修	傢俬、裝置及辦公室設備	電腦設備及軟件	汽車	在建工程	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
COST	成本							
At 1 January 2021	於2021年1月1日	36,663	125	4,656	1,642	1,724	298,890	343,700
Disposals	添置	-	-	(297)	(121)	(330)	-	(748)
Reclassification	出售	(608)	-	-	-	608	-	-
Exchange realignment	匯兌調整	1,060	-	110	47	58	8,662	9,937
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	37,115	125	4,469	1,568	2,060	307,552	352,889
Additions	添置	-	-	-	-	-	713	713
Disposals	出售	-	-	-	(242)	(3)	-	(245)
Exchange realignment	匯兌調整	(3,144)	-	(259)	(111)	(330)	(25,729)	(29,573)
At 31 December 2022	於2022年12月31日	33,971	125	4,210	1,215	1,727	282,536	323,784
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES	累計折舊及減值虧損							
At 1 January 2021	於2021年1月1日	5,973	125	3,901	1,196	1,710	120,704	133,609
Depreciation	折舊	1,827	-	305	166	119	-	2,417
Impairment loss	減值虧損	-	-	-	-	-	3,558	3,558
Eliminated on disposals	出售時對銷	-	-	(235)	(118)	(330)	-	(683)
Exchange realignment	匯兌調整	204	-	94	36	41	3,604	3,979
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	8,004	125	4,065	1,280	1,540	127,866	142,880
Depreciation	折舊	1,768	-	226	87	111	-	2,192
Impairment loss	減值虧損	-	-	-	-	-	305	305
Eliminated on disposals	出售時對銷	-	-	-	(242)	(3)	-	(245)
Exchange realignment	匯兌調整	(747)	-	(234)	(102)	(291)	(10,844)	(12,218)
At 31 December 2022	於2022年12月31日	9,025	125	4,057	1,023	1,357	117,327	132,914
NET CARRYING AMOUNT	賬面淨值							
At 31 December 2022	於2022年12月31日	24,946	-	153	192	370	165,209	190,870
At 31 December 2021	於2021年12月31日	29,111	-	404	288	520	179,686	210,009

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14. PROPERTY, PLANT AND EQUIPMENT – continued

IMPAIRMENT ASSESSMENT

In view of recording a loss in property development and leasing segment, delay of construction works due to disputes under construction contracts and borrowings, and unfavourable market environment due to the pandemic of COVID-19, the directors are of the view that there is an indication of impairment and have performed impairment assessment on the recoverable amounts of the buildings and construction in progress as at 31 December 2022 based on the valuation performed by CHFT Advisory and Appraisal Ltd., an independent professional qualified valuer (“CHFT”) (2021: CHFT). The recoverable amounts of the buildings and construction in progress amounted to approximately HK\$45,339,000 and HK\$165,209,000 respectively and had been determined using the multiple valuation techniques, including residual approach and comparison approach.

The estimation of recoverable amount of buildings by comparison approach is arrived by comparison based on prices realised or current asking prices of comparable properties. Comparable properties with similar size, character and location are selected and analysed. Unit market values of the comparable properties are considered as the unobservable key inputs of the valuation. The fair value hierarchy was categorised as Level 3.

The estimation of recoverable amount of construction in progress is derived using the multiple valuation techniques, including residual approach and comparison approach. Under the residual approach, the independent professional qualified valuer made reference to strata units comparable as available in the market to arrive the capital value of the property as if the proposed development were completed and also took into consideration the development cost already spent and to be spent to reflect the quality of the completed development.

14. 物業、廠房及設備—續

減值評估

鑒於物業發展及租賃分部錄得虧損、建築合同及借款糾紛導致建築工程延誤以及COVID-19疫情導致市場環境不利，董事認為，於2022年12月31日已出現減值跡象，並已根據獨立專業合資格估值師華坊諮詢評估有限公司（「華坊」）（2021年：華坊）作出的估值對樓宇及在建工程的可收回金額進行減值評估。樓宇及在建工程的可收回金額分別約45,339,000港元及165,209,000港元，並採用多重估值技術（包括剩餘價值法及比較法）釐定。

使用比較法對樓宇的可收回金額進行的估算乃根據已變現價格或可比較物業的現行賣出價比較得出。選擇及分析規模、特徵及位置類似的可比較物業。可比較物業的單位市值被視為估值的主要不可觀察輸入數據。公允價值層級被分為第三層。

在建工程的可收回金額之估算乃採用多重估值技術（包括剩餘價值法及比較法）進行。根據剩餘價值法，獨立專業合資格估值師參考市場上可用的可比較地層單位以達至物業資本價值，猶如擬定發展已完成，亦計及已支出及將支出的發展成本，以反映已竣工發展的質量。

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14. PROPERTY, PLANT AND EQUIPMENT – continued

IMPAIRMENT ASSESSMENT – continued

Residual approach also involved an estimation of the capital value of a proposed development with reference to its development potential by deducting costs and developer's profit from its estimated completed development cost. Comparison approach consisted of comparisons based on prices realised or current asking prices of comparable properties.

As a result of the impairment assessment, impairment loss amounting to approximately HK\$305,000 (2021: approximately HK\$3,558,000) on the construction in progress were recognised in profit or loss during the year ended 31 December 2022. Estimation of development costs not yet incurred or contracted based on existing plans and developer profit margin are considered as the unobservable key inputs of the valuation. The fair value hierarchy was categorised as Level 3.

During the year ended 31 December 2022, the disposition of certain buildings of the Group were restricted according to the court orders due to the defaults of repayment of several bank and other borrowings. Details of the relevant legal proceedings were set out in note 35 to the consolidated financial statements.

As at 31 December 2022, the Group pledged certain property, plant and equipment to a bank to secure borrowings obtained, details of which are set out in note 25 to the consolidated financial statements.

14. 物業、廠房及設備—續

減值評估—續

剩餘價值法亦涉及參考擬定發展的潛力以估計資本價值，方式為從估計已竣工發展成本中扣除成本及開發商溢利。比較法由基於已變現價格或可比較物業的現行賣出價的比較組成。

由於減值評估，截至2022年12月31日止年度，在建工程之減值虧損約305,000港元（2021年：約3,558,000港元）於損益中確認。根據現有計劃及開發商利潤率估算尚未產生或已訂約的發展成本被視為估值的主要不可觀察輸入數據。公允價值層級被分為第三層。

截至2022年12月31日止年度，本集團之若干樓宇因拖欠若干銀行的還款及其他借款而受法院命令限制出售。相關法律訴訟之詳情載於合併財務報表附註35。

於2022年12月31日，本集團向一間銀行抵押若干物業、廠房及設備，為已取得借貸作抵押，有關詳情載於合併財務報表附註25。

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合併財務報表附註

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

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

The movements of right-of-use assets and lease liabilities within HKFRS 16 during the years ended 31 December 2022 and 2021 are set out below:

15. 使用權資產／租賃負債

截至2022年及2021年12月31日止年度香港財務報告準則第16號內使用權資產及租賃負債的變動載列如下：

		Right-of-use assets 使用權資產			Lease liabilities 租賃負債
		Leasehold lands 租賃土地	Land and buildings 土地及樓宇	Total 總計	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2021	於2021年1月1日	33,881	6,591	40,472	(9,769)
Additions	添置	-	2,147	2,147	(2,147)
Depreciation of right-of-use assets	使用權資產折舊	(1,425)	(3,130)	(4,555)	-
Disposal of right-of-use assets	出售使用權資產	-	(4,023)	(4,023)	4,155
Impairment loss of right-of-use assets	使用權資產的減值虧損	(1,016)	-	(1,016)	-
Interest expenses on lease liabilities	租賃負債的利息費用	-	-	-	(299)
Lease payments	租賃付款	-	-	-	1,529
Exchange realignment	匯兌調整	959	53	1,012	(157)
At 31 December 2021 and at 1 January 2022	於2021年12月31日及2022年1月1日	32,399	1,638	34,037	(6,688)
Depreciation of right-of-use assets	使用權資產折舊	(1,379)	(983)	(2,362)	-
Derecognition of lease liabilities	取消確認租賃負債	-	-	-	4,439
Reversal of impairment loss of right-of-use assets	出售使用權資產的減值虧損撥回	4,997	-	4,997	-
Interest expenses on lease liabilities	租賃負債的利息費用	-	-	-	(79)
Lease payments	租賃付款	-	-	-	1,088
Exchange realignment	匯兌調整	(2,887)	-	(2,887)	220
At 31 December 2022	於2022年12月31日	33,130	655	33,785	(1,020)
At 31 December 2021	於2021年12月31日				
Current portion	流動部分				(6,058)
Non-current portion	非流動部分				(630)
					(6,688)
At 31 December 2022	於2022年12月31日				
Current portion	流動部分				(1,020)
Non-current portion	非流動部分				-
					(1,020)

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

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES – continued

THE GROUP AS LESSEE

The leasehold lands of approximately HK\$33,130,000 (2021: approximately HK\$32,399,000) are situated in the PRC, which are amortised over the lease period of 40 years. At the end of the reporting period, the remaining lease term of the lands were 34 years (2021: 35 years).

IMPAIRMENT ASSESSMENT

These leasehold lands were still under development with relevant construction costs and other direct costs capitalised as construction in progress in property, plant and equipment. The directors have performed impairment assessment on the recoverable amount of the leasehold lands together with the construction in progress as at 31 December 2022 based on the valuation performed by CHFT (2021: CHFT).

The estimation of recoverable amount of the leasehold lands was arrived by using multiple valuation techniques, including comparison approach and residual approach. For comparison approach, the independent professional qualified valuer made reference to market evidence of transaction prices for similar lands in the similar locations, conditions and usage. Unit land prices per area are considered as the unobservable key inputs of the valuation. Residual approach involved an estimation of the capital value of a proposed development with reference to its development potential by deducting costs and developer's profit from its estimated completed development cost. Estimation of development costs not yet incurred or contracted based on existing plans and developer profit margin are considered as the unobservable key inputs of the valuation. The fair value hierarchy was categorised as Level 3.

As a result, reversal of impairment loss amounted to approximately HK\$4,997,000 (2021: impairment loss amounted to approximately HK\$1,016,000) on the leasehold lands was recognised in profit or loss during the year ended 31 December 2022.

15. 使用權資產／租賃負債－續

本集團作為承租人

約33,130,000港元(2021年:約32,399,000港元)之租賃土地位於中國,其於40年租期內攤銷。於報告期末,土地之剩餘租期為34年(2021年:35年)。

減值評估

該等租賃土地仍在開發中,相關建築成本及其他直接成本獲資本化為物業、廠房及設備之在建工程。董事已根據華坊(2021年:華坊)進行之估值對於2022年12月31日的租賃土地及在建工程之可收回金額進行減值評估。

租賃土地的可收回金額乃通過使用多種估值技術(包括比較法和剩餘價值法)進行估計。就比較法而言,獨立專業合資格估值師參考位置、條件及用途相似的類似土地之市場交易價證據。單位面積地價被視為估值的不可觀察主要輸入數據。剩餘價值法亦涉及參考擬定發展的潛力以估計資本價值,方式為從估計已竣工發展成本中扣除成本及開發商溢利。根據現有計劃及開發商利潤率估算尚未產生或已訂約的發展成本被視為估值的主要不可觀察輸入數據。公允價值層級被分為第三層。

因此,截至2022年12月31日止年度,租賃土地減值虧損撥回約4,997,000港元(2021年:減值虧損約1,016,000港元)於損益確認。

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

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES – continued

IMPAIRMENT ASSESSMENT – continued

The Group leases an office premise in Hong Kong (2021: various office premises in Hong Kong and a theme park in the PRC) for its daily operations with fixed lease payment terms which were classified as land and buildings, and the lease term is three years (2021: one to three years).

COVID-19-RELATED RENT CONCESSIONS

No rent concessions in respect of the Group's operating leases were received during the years ended 31 December 2022 and 2021.

RESTRICTIONS OR COVENANTS

Most of the leases impose a restriction that, unless approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets, except for the right-of-use of the leasehold lands in the PRC. The Group is also required to keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

The Group has recognised the following amounts for the year:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Total cash outflow for leases	租賃現金流出總額	1,088	1,529

During the year ended 31 December 2022, short-term lease expenses of approximately HK\$2,330,000 (2021: HK\$Nil) was charged to profit or loss.

15. 使用權資產／租賃負債－續

減值評估－續

本集團於香港租賃一項具有固定租賃付款條款的辦公室物業（2021年：於香港租賃多項辦公室物業以及於中國租賃一座主題樂園）用於其日常營運，其分類為土地及樓宇，租期三年（2021年：一至三年）。

與新型冠狀病毒(COVID-19)相關的租金寬減

截至2022年及2021年12月31日止年度，本集團並無收到有關經營租賃的租金寬減。

限制或契諾

大多數租賃施加限制，即除非獲得出租人批准，否則使用權資產僅可由本集團使用，且本集團禁止出售或抵押相關資產，於中國租賃土地的使用權除外。本集團亦須保持該等物業處於良好維修狀態，並於租賃結束時將物業以其原始狀態返還。

本集團已於年內確認以下款項：

截至2022年12月31日止年度，短期租賃開支約2,330,000港元自損益扣除（2021年：零港元）。

Notes to the Consolidated Financial Statements
 合併財務報表附註

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

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES – continued

COMMITMENTS UNDER OPERATING LEASES – AS LESSEE

As at 31 December 2022 and 2021, the Group had no commitment for short-term leases.

The disposition of certain right-of-use assets of the Group was restricted according to the court orders due to the defaults of repayment of several bank and other borrowings. Details of the relevant legal proceedings were set out in note 35 to the consolidated financial statements.

As at 31 December 2022, the Group pledged certain leasehold lands under right-of-use assets to a bank to secure borrowings obtained, details of which are set out in note 25 to the consolidated financial statements.

15. 使用權資產／租賃負債－續

經營租賃承擔－作為承租人

於2022年及2021年12月31日，本集團並無短期租賃承擔。

由於拖欠數筆銀行及其他借貸還款，根據法院命令，本集團若干使用權資產限制處置。相關法律程序的詳情載於合併財務報表附註35。

於2022年12月31日，本集團向一間銀行抵押其使用權資產項下若干租賃土地，為已取得借貸作抵押，有關詳情載於合併財務報表附註25。

16. INVESTMENT PROPERTIES

16. 投資物業

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Fair value	公允價值		
At 1 January	於1月1日	2,649,951	2,609,669
Additions	添置	429	-
Loss on fair value change of investment properties	投資物業公允價值變動之虧損	(715,579)	(34,343)
Reclassified as restricted properties subject to court enforcement order (note 30)	重新分類為受法院執行令限制的物業(附註30)	(387,306)	-
Exchange realignment	匯兌調整	(191,914)	74,625
At 31 December	於12月31日	1,355,581	2,649,951

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

16. INVESTMENT PROPERTIES – continued

The Group's property interests held under leases to earn rentals are measured using fair value model and is classified and accounted for as investment properties.

During the year ended 31 December 2022, the disposition of certain investment properties of the Group was restricted according to the court orders due to the defaults of repayment of several bank and other borrowings. Details of the relevant legal proceedings were set out in note 35 to the consolidated financial statements.

As at 31 December 2022 and 2021, the Group pledged all of its investment properties to certain banks and financial institutions to secure borrowings obtained therefrom, details of which are set out in note 25 to the consolidated financial statements.

Certain investment properties with fair value of approximately HK\$387,306,000 were subject to an enforcement judgment by a court in the PRC and shall be sold to the lender of the Overdue Borrowings for partial settlement of the overdue loan. These properties were separately disclosed as restricted properties subject to court enforcement order accordingly as detailed in note 30 to the consolidated financial statements.

Except for the above investment properties which have been separately disclosed as restricted properties subject to court enforcement order during the year ended 31 December 2022, the fair values of the Group's other investment properties at 31 December 2022 and 2021 were arrived at on the basis of valuation carried out by CHFT (2021: CHFT).

The Group engaged the independent professional qualified valuer to perform the valuation whom the directors work closely to establish the appropriate valuation techniques and inputs to the model.

16. 投資物業一續

本集團根據租約持有作賺取租金用途之物業權益乃使用公允價值模式計量，並分類及列賬為投資物業。

截至2022年12月31日止年度，由於拖欠數筆銀行及其他借貸還款，根據法院命令，本集團若干投資物業限制處置。相關法律程序的詳情載於合併財務報表附註35。

於2022年及2021年12月31日，本集團向若干銀行及其他金融機構抵押其所有投資物業，以作為自上述銀行及金融機構獲取借貸之擔保，有關詳情載於合併財務報表附註25。

公允價值約為387,306,000港元的若干投資物業受中國一家法院強制執行判決所規限，並將被出售予逾期借貸的貸款人，以結算部分逾期貸款。該等物業相應被單獨披露為受法院執行令限制的物業，詳見合併財務報表附註30。

除上述已於截至2022年12月31日止年度內被單獨披露為受法院執行令限制的物業的投資物業外，本集團其他投資物業於2022年及2021年12月31日之公允價值乃根據華坊（2021年：華坊）進行之估值計算。

本集團委聘獨立專業合資格估值師進行估值，董事與其密切協作以設立適用之估值技術及模型之輸入數據。

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

16. INVESTMENT PROPERTIES – continued

The fair values of completed investment properties as at 31 December 2022 and 2021 were determined based on the income approach. Income approach took into account the current rents of the property interests and the reversionary values of the properties, and capitalised the existing tenancies in the remaining tenancy terms into the term interest and assembled it with the reversionary interest.

Fair values of the investment properties under development as at 31 December 2022 and 2021 were derived using the multiple valuation techniques, including residual approach and comparison approach. Under the residual approach, the independent external valuer made reference to strata units comparable as available in the market to arrive the capital value of the property as if the proposed development were completed and also took into consideration the development cost already spent and to be spent to reflect the quality of the completed development. Residual approach also involved an estimation of the capital value of a proposed development with reference to its development potential by deducting costs and developer's profit from its estimated completed development cost. Comparison approach consisted of comparisons based on prices realised or current asking prices of comparable properties. Comparable properties of similar size, character and location are selected and analysed.

In measuring the fair value of the properties, the highest and best use of the properties is their current use.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised based on the degree to which the inputs to the fair value measurements is observable.

16. 投資物業—續

於2022年及2021年12月31日，已竣工投資物業之公允價值根據收入法釐定。收入法計及物業權益之現時租金及物業之復歸價值，於餘下租期將現有租賃資本化為定期利息，並與復歸權益彙集。

發展中投資物業於2022年及2021年12月31日之公允價值採用多重估值技術（包括剩餘價值法及比較法）釐定。根據剩餘價值法，獨立外部估值師參考市場上可用的可比較地層單位以達至物業資本價值，猶如擬定發展項目已完成，亦計及已支出及將支出的發展成本，以反映已竣工發展項目的質量。剩餘價值法亦涉及參考擬定發展項目的潛力以估計資本價值，方式為從估計已竣工發展成本中扣除成本及開發商溢利。比較法由基於已變現價格或可比較物業的現行賣出價的比較組成。選擇及分析規模、特徵及位置類似的可比較物業。

於計量物業之公允價值時，物業的最高及最佳用途為現時用途。

下表載列有關釐定該等投資物業公允價值之方法之資料（特別是所採用之估值技術及輸入數據），以及根據公允價值計量之輸入數據的可觀察程度將公允價值計量分類之公允價值層級。

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16. INVESTMENT PROPERTIES – continued
AT 31 DECEMBER 2022

16. 投資物業一續
於2022年12月31日

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable inputs(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The COMB+ (Beijing Fangshan) – Under construction (Carrying amount: RMB882,000,000 (approximately HK\$987,383,000)) (1 piece of land completed)	Level 3	Income approach (term and reversionary approach)	Term yield, taking into account of yield generated from comparable properties and adjustments to reflect the certainty of term income secured and to be received, of 5.25% for retail, of 3.5% for office.	A slight increase in the term yield used would result in a significant decrease in the fair value of the investment properties and vice versa.
		The key inputs of income approach are: (1) Term yield; (2) Market unit rent of individual unit; (3) Reversionary yield; and (4) Level adjustment	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 5.5% for retail and 3.75% for office. Level adjustment on individual floors of the property range from 55% to 70% on specific level.	A slight increase in the reversionary yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa. An increase in the level adjustment on individual floors used would result in a decrease in the fair value measurement of the investment properties by a lower percentage, and vice versa.
超級蜂巢+ (北京房山) – 在建 (賬面值：人民幣882,000,000元 (約987,383,000港元)) (一幅已竣工土地)	第三層	收入法 (租期復歸法)	租期收益率，計及可資比較物業產生之收益及為反映確切已取得及即將收取之定期收入而作出之調整，零售物業為5.25%，辦公室物業為3.5%。	倘所使用租期收益率微升，則會導致投資物業公允價值大幅下跌，反之亦然。
		收入法的主要輸入數據為： (1) 租期收益率； (2) 個別單位的市場單位租金； (3) 復歸收益率；及 (4) 樓層調整	復歸收益率，計及可資比較物業之年度單位市場租金收入及單位市值，零售物業為5.5%，辦公室物業為3.75%。 個別物業樓層之樓層調整，介乎特定樓層之55%至70%。	倘所使用復歸收益率微升，則會導致投資物業公允價值計量大幅下跌，反之亦然。 倘所使用對個別樓層作出之樓層調整增加，則會導致投資物業公允價值計量有較低之百分比跌幅，反之亦然。
The Jiashan Project (Jiashan) (Carrying amount: RMB162,900,000 (approximately HK\$182,364,000)) (Under construction)	Level 3	Multiple valuation techniques: Comparison approach and residual approach	Estimation of development costs not yet incurred or contracted based on existing development plans.	Increase in the development costs would result in a decrease in the expected developer profit margin and fair value measurement of the investment properties, and vice versa.
		The key inputs of residual approach are: (1) Total development cost to completion (2) Expected developer profit margin	Estimation of developer profit margin.	A significant increase in the expected profit would result in a significant decrease in fair value measured of the investment properties and vice versa.
		Comparison approach The key input is: (1) Unit land price per area	Unit land price per area, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB1,930/sq.m.	A slight increase in the unit land price would result in an increase in the fair value measurement of the investment properties, and vice versa.
嘉善項目 (嘉善) (賬面值：人民幣162,900,000元 (約182,364,000港元)) (在建)	第三層	多重估值技術： 比較法及剩餘價值法	根據現有發展計劃估算尚未產生或已訂約的發展成本。	發展成本增加，則會導致預期開發商利潤率及投資物業公允價值計量下降，反之亦然。
		剩餘價值法的主要輸入數據為： (1) 完成總發展成本 (2) 預期開發商利潤率	開發商利潤率估計。	預期利潤大幅增加將會導致投資物業公允價值計量大幅下降，反之亦然。
		比較法 主要輸入數據為： (1) 單位面積地價	單位面積地價；採用直接市場可資比較項目及計及時間、地點及個別因素，例如物業的大小及數量，為每平方米人民幣1,930元。	倘單位地價微增，則會導致投資物業公允價值計量上升，反之亦然。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

16. INVESTMENT PROPERTIES – continued

AT 31 DECEMBER 2022 – continued

16. 投資物業—續

於2022年12月31日—續

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable inputs(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The Hengnan Project (Hengnan) (Carrying amount: RMB166,000,000 (approximately HK\$185,834,000)) (Under construction)	Level 3	Comparison approach The key input is: (1) Unit land price per area	Unit land price per area, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB1,100/sq.m.	A slight increase in the unit land price would result in an increase in the fair value measurement of the investment properties, and vice versa.
衡南項目(衡南) (賬面值: 人民幣166,000,000元 (約185,834,000港元)) (在建)	第三層	比較法 主要輸入數據為: (1) 單位面積地價	單位面積地價, 採用直接市場可資比較項目及計及時間、地點及個別因素, 例如物業的大小及質量, 為每平方米人民幣1,100元。	倘單位地價微增, 則會導致投資物業公允價值計量上升, 反之亦然。

AT 31 DECEMBER 2021

於2021年12月31日

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable inputs(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The COMB+ (Beijing Fangshan) – Under construction (Carrying amount: RMB1,852,000,000 (approximately HK\$2,265,166,000)) (2 pieces of land completed)	Level 3	Income approach (term and reversionary approach)	Term yield, taking into account of yield generated from comparable properties and adjustments to reflect the certainty of term income secured and to be received, of 5.25% for retail, of 3.5% for office.	A slight increase in the term yield used would result in a significant decrease in the fair value of the investment properties and vice versa.
		The key inputs of income approach are: (1) Term yield; (2) Market unit rent of individual unit; (3) Reversionary yield; and (4) Level adjustment	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 5.5% for retail and 3.75% for office. Level adjustment on individual floors of the property range from 55% to 70% on specific level.	A slight increase in the reversionary yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa. An increase in the level adjustment on individual floors used would result in a decrease in the fair value measurement of the investment properties by a lower percentage, and vice versa.
超級蜂巢+ (北京房山) – 在建 (賬面值: 人民幣1,852,000,000元 (約2,265,166,000港元)) (兩幅已竣工土地)	第三層	收入法 (租期復歸法)	租期收益率, 計及可資比較物業產生之收益及為反映確切已取得及即將收取之定期收入而作出之調整, 零售物業為5.25%, 辦公室物業為3.5%。	倘所使用租期收益率微升, 則會導致投資物業公允價值計量大幅下跌, 反之亦然。
		收入法的主要輸入數據為: (1) 租期收益率; (2) 個別單位的市場單位租金; (3) 復歸收益率; 及 (4) 樓層調整	租期收益率, 計及可資比較物業產生之收益及為反映確切已取得及即將收取之定期收入而作出之調整, 零售物業為5.25%, 辦公室物業為3.75%。 個別物業樓層之樓層調整, 介乎特定樓層之55%至70%。	倘所使用復歸收益率微升, 則會導致投資物業公允價值計量大幅下跌, 反之亦然。 倘所使用對個別樓層作出之樓層調整增加, 則會導致投資物業公允價值計量有較低之百分比跌幅, 反之亦然。

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

16. INVESTMENT PROPERTIES – continued AT 31 DECEMBER 2021 – continued

16. 投資物業—續 於2021年12月31日—續

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable inputs(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The Jiashan Project (Jiashan) (Carrying amount: RMB152,600,000 (approximately HK\$186,644,000)) (Under construction)	Level 3	Multiple valuation techniques: Comparison approach and residual approach	Estimation of development costs not yet incurred or contracted based on existing development plans.	Increase in the development costs would result in a decrease in the expected developer profit margin and fair value measurement of the investment properties, and vice versa.
		The key inputs of residual approach are: 1) Total development cost to completion 2) Expected developer profit margin	Estimation of developer profit margin.	A significant increase in the expected profit would result in a significant decrease in fair value measured of the investment properties and vice versa.
		Comparison approach The key input is: (1) Unit land price per area	Unit land price per area, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB1,790/sq.m.	A slight increase in the unit land price would result in an increase in the fair value measurement of the investment properties, and vice versa.
嘉善項目(嘉善) (賬面值: 人民幣152,600,000元 (約186,644,000港元)) (在建)	第三層	多重估值技術: 比較法及剩餘價值法	根據現有發展計劃估算尚未產生或已訂約的發展成本。	發展成本增加,則會導致預期開發商利潤率及投資物業公允價值計量下降,反之亦然。
		剩餘價值法的主要輸入數據為: (1) 完成總發展成本 (2) 預期開發商利潤率	開發商利潤率估計。	預期利潤大幅增加將會導致投資物業公允價值計量大為下降,反之亦然。
		比較法 主要輸入數據為: (1) 單位面積地價	單位面積地價,採用直接市場可資比較項目及計及時間、地點及個別因素,例如物業的大小及數量,為每平方米人民幣1,790元。	倘單位地價微增,則會導致投資物業公允價值計量上升,反之亦然。
The Hengnan Project (Hengnan) (Carrying amount: RMB162,000,000 (approximately HK\$198,141,000)) (Under construction)	Level 3	Comparison approach The key input is: (1) Unit land price per area	Unit land price per area, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB1,100/sq.m.	A slight increase in the unit land price would result in an increase in the fair value measurement of the investment properties, and vice versa.
		衡南項目(衡南) (賬面值: 人民幣162,000,000元 (約198,141,000港元)) (在建)	第三層	比較法主要輸入數據為: (1) 單位面積地價

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合併財務報表附註

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

16. INVESTMENT PROPERTIES – continued

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent professional qualified valuer to perform the valuation of the Group's investment properties. The Group will first consider and adopt Level 2 inputs where inputs can be derived from observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. The valuation techniques have been calibrated so that at initial recognition, the result of the valuation techniques is reconciled to the transaction price. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors.

During the year ended 31 December 2022, there were no transfers of fair value measurement between Level 1 and Level 2. Investment properties amounted to approximately HK\$387,306,000 (2021: approximately HK\$1,161,937,000) were transferred from Level 3 to Level 2 as there was an observable transaction price upon the enforcement judgment dated 17 November 2022 handed down by a court in the PRC (note 30), and such transaction price was partially attributed to the portion classified as investment properties.

16. 投資物業－續

在估計本集團投資物業之公允價值時，本集團會使用可供使用之市場可觀察數據。倘沒有第一層的輸入數據，本集團會委聘獨立專業合資格估值師為本集團之投資物業進行估值。本集團將首先考慮及採用第二層輸入數據，即有關輸入數據可自活躍市場上的可觀察報價獲得。倘沒有第二層的輸入數據，本集團則會採用包括第三層輸入數據之估值技術。估值技術已作出修正以使於初步確認時估值技術所得結果與交易價相同。倘資產公允價值出現重大變動，則會向董事報告有關波動之原因。

於截至2022年12月31日止年度，第一層及第二層之間並無公允價值計量之轉撥。約387,306,000港元(2021年：約1,161,937,000港元)的投資物業已從第三層轉至第二層，因於中國一家法院於2022年11月17日作出的執行判決中存在可觀察的交易價格(附註30)，而該交易價格部分歸入分類為投資物業的部分。

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合併財務報表附註

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

17. INVESTMENT IN JOINT VENTURES

17. 於合營企業之投資

	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Share of net assets 分佔資產淨值	1,181,358	1,218,177

Name of joint venture 合營企業名稱	Place of establishment/ operations 成立/ 營運地點	Class of shares held 所持股份 類別	Proportion of ownership interest		Proportion of voting rights held		Nature of business 業務性質
			擁有權比例		所持投票權比例		
			2022 2022年	2021 2021年	2022 2022年	2021 2021年	
SkyOcean Real Estate (Tangshan) Co., Ltd ("SkyOcean Tangshan") 天洋地產(唐山)有限公司(「天洋唐山」)	PRC 中國	Paid capital 繳足股本	42%	42%	50%	50%	Property development 物業開發
TianMao Cultural Development (Jiangyin) Co., Ltd ("TianMao") 天茂文化發展(江陰)有限公司(「天茂」)	PRC 中國	Paid capital 繳足股本	51%	51%	51%	51%	Property development 物業開發

Notes:

- (i) Upon the completion of the disposal on 15 November 2018, the Group, through SkyOcean International United Limited ("SkyOcean United"), a subsidiary of which 82.35% interest is held by the Group, held 51% equity interest of SkyOcean Tangshan.

附註：

- (i) 於2018年11月15日完成出售後，本集團透過天洋國際聯合有限公司(「天洋聯合」)(一間本集團持有82.35%權益的附屬公司)持有天洋唐山51%股權。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

17. INVESTMENT IN JOINT VENTURES – continued

Notes: – continued

(ii) As stipulated in the articles of association of SkyOcean Tangshan, the Group has the right to appoint one out of two directors which are responsible for making decisions of its relevant activities and those decisions require the unanimous consent of both directors. In this regard, the Group's 42% effective equity interest in SkyOcean Tangshan is accounted for as a joint venture of the Group.

(iii) On 30 January 2019, SkyOcean Cultural Development Company Limited ("SkyOcean Cultural"), an indirectly wholly-owned subsidiary of the Group, entered into an agreement with Jinmao Suwan Corporate Investment (Tianjin) Company Limited ("Jinmao Investment"), an independent third party, pursuant to which TianMao was established as the key investment entity to obtain a land in JiangSu and to undertake a property development project. In accordance with the agreement, TianMao is owned as to 51% by SkyOcean Cultural and 49% by Jinmao Investment, and as at 30 June 2019, SkyOcean Cultural contributed RMB71,400,000 (equivalent to approximately HK\$83,551,000) in proportion of its equity interest in TianMao. On 22 October 2019, SkyOcean Cultural further contributed RMB30,600,000 (equivalent to approximately HK\$33,958,000) in proportion of its equity interest in TianMao. During the year ended 31 December 2021, SkyOcean Cultural has further contributed RMB51,000,000 (equivalent to approximately HK\$56,321,000) in aggregate in proportion of its equity interest in TianMao. As the decisions about the relevant activities of TianMao require the unanimous consent of all shareholders, accordingly, TianMao is accounted for as a joint venture of the Group.

Both of the joint ventures are engaged in property development and are strategic partners of the Group in developing the tactical and strategic investment business. The joint ventures are accounted for using the equity method in these consolidated financial statements.

17. 於合營企業之投資—續

附註：—續

(ii) 如天洋唐山組織章程細則所規定，本集團有權委任兩名董事中的一名董事負責對其相關活動作出決策，且有關於決策需要兩名董事的一致同意。就此而言，本集團於天洋唐山的42%實際股權入賬為本集團的合營企業。

(iii) 於2019年1月30日，本集團間接全資附屬公司天洋文化發展有限公司（「天洋文化」）與獨立第三方金茂蘇皖企業管理（天津）有限公司（「金茂管理」）訂立一份協議，據此成立天茂作為主要投資實體，以獲得江蘇一幅土地及承接物業開發項目。根據協議，天茂由天洋文化擁有51%權益及由金茂管理擁有49%權益，於2019年6月30日，天洋文化按其於天茂之股權比例出資人民幣71,400,000元（相當於約83,551,000港元）。於2019年10月22日，天洋文化按其於天茂之股權比例進一步出資人民幣30,600,000元（相當於約33,958,000港元）。於截至2021年12月31日止年度，天洋文化按其於天茂之股權比例進一步出資合共人民幣51,000,000元（相當於約56,321,000港元）。由於有關天茂相關活動之決定需要全體股東一致同意，故天茂入賬為本集團的合營企業。

合營企業均從事物業開發，且均為本集團開發戰術及策略投資業務的戰略夥伴。合營企業乃使用權益法於該等合併財務報表入賬。

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合併財務報表附註

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

17. INVESTMENT IN JOINT VENTURES
– continued

Summarised consolidated financial information in respect of SkyOcean Tangshan is set out below. The summarised consolidated financial information below represents amounts shown in SkyOcean Tangshan's consolidated financial statements prepared in accordance with HKFRSs.

17. 於合營企業之投資—續

天洋唐山的合併財務資料概要載列如下。下文所載合併財務資料概要指根據香港財務報告準則編製之天洋唐山合併財務報表中所示之金額。

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Non-current assets	非流動資產	1,140,583	1,284,991
Current assets	流動資產	1,584,130	2,161,593
Current liabilities	流動負債	(760,427)	(725,136)
Non-current liabilities	非流動負債	(102,182)	(659,207)
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括以下各項：		
Cash and cash equivalents	現金及現金等價物	13,508	14,602
Amount due to related companies	應付關聯公司款項	(577,269)	(532,987)
<i>Gross amounts</i>	<i>總額</i>		
Revenue	收入	36,309	54,389
Loss for the year	年內虧損	(26,481)	(69,333)
Other comprehensive (loss) income for the year	年內其他綜合(虧損)收益	(173,656)	59,842
Total comprehensive loss for the year	年內綜合虧損總額	(200,137)	(9,491)
The Group's share of Loss for the year	本集團分佔年內虧損	(13,505)	(35,359)
Other comprehensive (loss) income for the year	年內其他綜合(虧損)收益	(88,565)	30,519
Total comprehensive loss for the year	年內綜合虧損總額	(102,070)	(4,840)

Reconciliation of the above consolidated financial information to the carrying amount of the interest in SkyOcean Tangshan recognised in the consolidated financial statements:

上述合併財務資料與於合併財務報表內確認之於天洋唐山權益賬面值的對賬：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Net assets	資產淨值	1,862,104	2,062,241
The Group's share of net assets	本集團分佔資產淨值	949,673	1,051,743

Notes to the Consolidated Financial Statements

合併財務報表附註

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

17. INVESTMENT IN JOINT VENTURES – continued

Summarised financial information in respect of TianMao is set out below. The summarised financial information below represents amounts shown in TianMao's financial statements prepared in accordance with HKFRSs.

17. 於合營企業之投資—續

天茂的財務資料概要載列如下。下文所載財務資料概要指根據香港財務報告準則編製之天茂財務報表中所示之金額。

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Non-current assets	非流動資產	76	268
Current assets	流動資產	1,534,585	4,835,896
Current liabilities	流動負債	(1,080,377)	(4,509,824)
Non-current liabilities	非流動負債	–	–
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括以下各項：		
Cash and cash equivalents	現金及現金等價物	17,308	468,869
Contract liabilities	合約負債	(383,660)	(3,737,780)
Account payables	應付款項	(448,903)	(668,746)
<i>Gross amounts</i>	<i>總額</i>		
Revenue	收入	3,507,673	–
Profit for the year	年內溢利	383,311	18,640
Other comprehensive (loss) income for the year	年內其他綜合(虧損)收益	(33,989)	9,069
Total comprehensive income for the year	年內綜合收益總額	349,322	27,709
The Group's share of Profit for the year	本集團分佔年內溢利	195,488	9,506
Other comprehensive (loss) income for the year	年內其他綜合(虧損)收益	(17,335)	4,625
Total comprehensive income for the year	年內綜合收益總額	178,153	14,131
Included in above:	上述包括：		
Interest income	利息收入	29,153	–
Income tax expenses	所得稅開支	560,329	6,213
Dividend received from the joint venture	自合營企業收取股息	112,902	–

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

17. INVESTMENT IN JOINT VENTURES – continued

Reconciliation of the above financial information to the carrying amount of the interest in TianMao recognised in the consolidated financial statements:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Net assets	資產淨值	454,284	326,340
The Group's share of net assets	本集團分佔資產淨值	231,685	166,434

17. 於合營企業之投資—續

上述財務資料與於合併財務報表內確認之於天茂之權益賬面值的對賬：

18. PROPERTIES UNDER DEVELOPMENT FOR SALE/COMPLETED PROPERTIES HELD FOR SALE

As a result of management decision to change the use of certain properties from leasing to sale, during the year ended 31 December 2019, the Group transferred certain properties under development under the project of COMB+ in Beijing Fangshan, previously classified as investment properties, to properties under development for sale. The Group has established a comprehensive strategic plan for the sale of these properties.

In view of loss making in property development and leasing segment, delay of construction works due to disputes under construction contracts and borrowings, and unfavourable market environment due to the pandemic of COVID-19, the directors are of the view that there is an indication of impairment and have performed impairment assessment on the recoverable amounts of all of the Group's properties under development for sale and completed properties held for sale as at 31 December 2022.

18. 發展中待售物業／已竣工待售物業

由於管理層決定將若干物業的用途由租賃改為出售，於截至2019年12月31日止年度，本集團將北京房山超級蜂巢項目下的若干發展中物業（先前分類為投資物業）轉撥至發展中待售物業。本集團已制定一項全面戰略計劃，以出售該等物業。

鑒於物業發展及租賃分部錄得虧損、建築工程因建築合約及借貸糾紛而延遲以及COVID-19疫情導致不利市場環境，董事認為存在減值跡象，並已對於2022年12月31日的本集團所有發展中待售物業及已竣工待售物業的可收回金額進行減值評估。

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18. PROPERTIES UNDER DEVELOPMENT FOR SALE/COMPLETED PROPERTIES HELD FOR SALE – continued

Except for certain properties under development held for sale as mentioned below, the recoverable amount of all other properties was determined based on the valuation performed by CHFT (2021: CHFT). The recoverable amounts of properties under development for sale and completed properties held for sale had been determined using the multiple valuation techniques, including residual approach and comparison approach.

Certain properties under development for sale amounted to approximately HK\$141,260,000 were subject to an enforcement judgment by a court in the PRC and shall be sold to the lender of the Overdue Borrowings for partial settlement of the overdue loan. These properties were separately disclosed as restricted properties subject to court enforcement order accordingly as detailed in note 30 to the consolidated financial statements.

IMPAIRMENT ASSESSMENT

The estimation of net realisable value of properties completed held for sale by comparison approach is arrived by comparison based on prices realised or current asking prices of comparable properties. Comparable properties of with similar size, character and location are selected and analysed. Unit market values of the comparable properties are considered as the unobservable key inputs of the valuation. The fair value hierarchy was categorised as Level 3.

The estimation of net realisable value of properties under development for sale is derived using the multiple valuation techniques, including residual approach and comparison approach. Under the residual approach, the independent professional qualified valuer made reference to strata units comparable as available in the market to arrive the capital value of the property as if the proposed development were completed and also took into consideration the development cost already spent and to be spent to reflect the quality of the completed development.

18. 發展中待售物業／已竣工待售物業－續

除下述若干發展中待售物業外，所有其他物業之可收回金額乃以華坊（2021年：華坊）進行的估值為基準。發展中待售物業及已竣工待售物業之可收回金額已採用多重估值技術（包括剩餘價值法及比較法）釐定。

若干發展中待售物業約141,260,000港元受中國一家法院強制執行判決所規限，並將被出售予逾期借貸的貸款人，以結算部分逾期貸款。該等物業相應被單獨披露為受法院執行令限制的物業，詳見合併財務報表附註30。

減值評估

按比較法估算的已竣工待售物業之可變現淨值乃基於已變現價格或可資比較物業的現行賣出價的比較得出。選擇及分析規模、特徵及位置類似的可資比較物業。可資比較物業之單位市值被視為估值不可觀察主要輸入數據。公允價值層級歸類為第三層。

發展中待售物業可變現淨值之估值乃採用多重估值技術（包括剩餘價值法及比較法）釐定。根據剩餘價值法，獨立專業合資格估值師參考市場上可用的可比較地層單位以達至物業資本價值，猶如擬定發展已完成，亦計及已支出及將支出的發展成本，以反映已竣工發展的質量。

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18. PROPERTIES UNDER DEVELOPMENT FOR SALE/COMPLETED PROPERTIES HELD FOR SALE – continued

IMPAIRMENT ASSESSMENT – continued

Residual approach also involved an estimation of the capital value of a proposed development with reference to its development potential by deducting costs and developer's profit from its estimated completed development cost. Comparison approach consisted of comparisons based on prices realised or current asking prices of comparable properties. Estimation of development costs not yet incurred or contracted based on existing plans and developer profit margin are considered as the unobservable key inputs of the valuation. The fair value hierarchy was categorised as Level 3.

As a result of the impairment assessment, impairment loss amounting to approximately HK\$2,197,000 (2021: HK\$43,227,000) on properties under development for sale was recognised in profit or loss during the year ended 31 December 2022. No impairment was recognised for the completed properties held for sale for the year ended 31 December 2022 (2021: Nil).

The Group's properties under development for sale are situated in the PRC. Included in the amount are properties under development for sale of approximately HK\$3,510,274,000 (2021: approximately HK\$3,861,786,000) which are not expected to be completed and available for sale within twelve months from the end of the reporting period.

During the year ended 31 December 2022, the disposition of certain properties under development for sale and completed properties held for sale of the Group was restricted according to the court orders due to the defaults of repayment of several bank and other borrowings. Details of the relevant legal proceedings were set out in note 35 to the consolidated financial statements.

18. 發展中待售物業／已竣工待售物業－續

減值評估－續

剩餘價值法亦涉及參考擬定發展的發展潛力估計其資本價值，方式為從估計已竣工發展成本中扣除成本及開發商溢利。比較法由基於已變現價格或可資比較物業的現行賣出價的比較組成。根據現有發展計劃估算尚未產生或已訂約的發展成本及開發商利潤率估值被視為估值的不可觀察主要輸入數據。公允價值層級歸類為第三層。

根據減值評估的結果，截至2022年12月31日止年度，發展中待售物業減值虧損約2,197,000港元（2021年：43,227,000港元）於損益中確認。截至2022年12月31日止年度並無就已竣工待售物業確認任何減值（2021年：無）。

本集團發展中待售物業位於中國。該金額包括發展中待售物業約3,510,274,000港元（2021年：約3,861,786,000港元），預計於報告期末起十二個月內不會完成及可供出售。

截至2022年12月31日止年度，由於未能償還若干銀行及其他借貸，根據法院命令，對處置本集團的若干發展中待售物業及已竣工待售物業施加限制。有關法律程序之詳情載於合併財務報表附註35。

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18. PROPERTIES UNDER DEVELOPMENT FOR SALE/COMPLETED PROPERTIES HELD FOR SALE – continued

IMPAIRMENT ASSESSMENT – continued

As at 31 December 2022 and 2021, the Group pledged certain of its properties under development for sale and completed properties held for sale, details of which are set out in note 25 to the consolidated financial statements.

18. 發展中待售物業／已竣工待售物業－續

減值評估－續

於2022年及2021年12月31日，本集團抵押其若干發展中待售物業及已竣工待售物業，有關詳情載於合併財務報表附註25。

19. TRADE RECEIVABLES

19. 貿易應收款項

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Trade receivables related to:	有關下列之貿易應收款項：		
Lease receivables	應收租金	24,742	5,515
Others	其他	20	–
		24,762	5,515
Less: allowance for credit loss	減：信貸虧損撥備	(9,062)	–
		15,700	5,515

The ageing analysis of trade receivables (net of allowance for credit losses) by invoice date at the end of the reporting is as follows:

於報告期末，按發票日期劃分的貿易應收款項(扣除信貸虧損撥備)之賬齡分析如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Current to 90 days	即期至90天	15,700	5,515

As at 31 December 2022 and 2021, there are no debtors which are past due but not impaired.

於2022年及2021年12月31日，並無已逾期但未減值之應收賬款。

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19. TRADE RECEIVABLES – continued

For trade receivables, the Group applies the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Trade receivables are assessed individually for impairment allowance based on the historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the end of each reporting period, including time value of money where appropriate.

Movements in allowance for credit loss:

19. 貿易應收款項—續

就貿易應收款項而言，本集團應用香港財務報告準則第9號之簡化法按全期預期信貸虧損計量虧損撥備。貿易應收款項乃根據過往信貸虧損經驗就減值撥備進行個別評估，並就債權人特定因素、整體經濟狀況以及於各報告期末的現時狀況及預測狀況動向的評估作出調整，在適當時包括貨幣的時間價值。

信貸虧損撥備變動如下：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
At beginning of the reporting period	於報告期初	–	(1,461)
Additions	增加	(9,431)	–
Written off	撇銷	–	1,461
Exchange realignment	匯兌調整	369	–
At end of the reporting period	於報告期末	(9,062)	–

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20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

20. 其他應收款項、按金及預付款項

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Other receivables	其他應收款項	25,648	33,465
Deposits	按金	1,710	1,646
Prepayments	預付款項	11,581	6,017
		38,939	41,128
Less: allowance for credit loss	減：信貸虧損撥備	(16,457)	(17,980)
		22,482	23,148

Deposits and other receivables are assessed individually for impairment allowance based on the historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the end of each reporting period, including time value of money where appropriate.

A loss allowance of approximately HK\$16,457,000 (2021: approximately HK\$17,980,000) was made related to the credit-impaired other receivable from a third party, lifetime ECL was provided and 100% loss allowance was made on such amount. Except for the credit-impaired other receivable from a third party above, the Group considers that the deposits and other receivables have low credit risk based on the debtors' strong capacity to meet their contractual cash flow obligations in the near term and low risk of default, the risk of default is considered to be significant. Impairment on deposits and other receivables is measured on 12-month ECL and reflects the short maturities of the exposures.

按金及其他應收款項乃根據過往信貸虧損經驗就減值撥備進行個別評估，並根據債權人特定因素、整體經濟狀況以及於各報告期末的現時狀況及預測狀況動向的評估作出調整，在適當時包括貨幣的時間價值。

虧損撥備約16,457,000港元（2021年：17,980,000港元）與自第三方信貸已減值之其他應收款項有關，全期預期信貸虧損已作出撥備，並為有關金額作出全部虧損撥備。基於債權人在短期內有強大能力履行其合約現金流量責任及違約風險較低，本集團認為按金及其他應收款項為具低信貸風險，惟自上述第三方信貸已減值之其他應收款項除外，其違約風險被認為屬重大。按金及其他應收款項之減值按12個月預期信貸虧損計量，並反映短時間內到期的風險。

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20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS – continued

The management of the Group considers the ECL of deposits and other receivables to be insignificant, except for the credit-impaired other receivables from third parties, for which loss allowance had been provided for the whole amount in previous year.

The movements in allowance for credit losses are as follows:

20. 其他應收款項、按金及預付款項—續

本集團管理層認為，按金及其他應收款項之預期信貸虧損並不重大，自第三方信貸已減值之其他應收款項除外，其虧損撥備已於先前年度悉數計提。

信貸虧損撥備變動如下：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
At beginning of the reporting period	於報告期初	(17,980)	(17,466)
Exchange realignment	匯兌調整	1,523	(514)
At end of the reporting period	於報告期末	(16,457)	(17,980)

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21. OTHER NON-CURRENT/CURRENT ASSETS **21. 其他非流動／流動資產**

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Prepayments for certain land use rights for investment properties (note i)	用於投資物業之若干土地使用權之預付款項 (附註i)	110,830	121,088
Other non-current assets	其他非流動資產	110,830	121,088
Prepayments for certain land use rights for properties under development for sale (note i)	用於發展中待售物業之若干土地使用權之預付款項 (附註i)	192,664	210,495
Prepayments for taxes	預付稅項	14,231	50,680
Other current assets	其他流動資產	206,895	261,175

Notes:

- (i) Amounts represented the prepayment for certain land use rights of pieces of land in the PRC with the lease term between 40 and 70 years for the purpose of properties under development for sale and investment properties under development.

As at 31 December 2022, included therein are advance to certain local government authority of approximately RMB271,102,000 (equivalent to approximately HK\$303,494,000) (2021: approximately RMB271,102,000 (equivalent to approximately HK\$331,583,000)), which is unsecured and will be treated as the prepayment for acquiring certain land use rights in the areas controlled by such local government in the future. Advances in relation to the land use rights for the purpose of properties under development for sale were recorded as other current assets. The amount is expected to be recovered over 1 year.

附註：

- (i) 該款項指用於發展中待售物業及發展中投資物業若干中國土地使用權之預付款項，租期介乎40年至70年。

於2022年12月31日，該等款項包括向若干地方政府部門之墊款約人民幣271,102,000元(相當於約303,494,000港元)(2021年：約人民幣271,102,000元(相當於約331,583,000港元))，為無抵押並將視作用於日後收購有關地方政府所控制地區之若干土地使用權之預付款項。用於發展中待售物業之土地使用權之墊款入賬為其他流動資產。該款項預計將於一年後收回。

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22. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short-term deposits with an original maturity of three months or less.

Cash at bank earns interest at floating rates based on bank deposit rates.

As at 31 December 2022, the withdrawal of bank balances amounted to approximately HK\$10,443,000 (2021: approximately HK\$10,323,000) was restricted according to the court orders due to the defaults of repayment of several bank and other borrowings. Details of the relevant legal proceedings were set out in note 35 to the consolidated financial statements.

23. TRADE AND OTHER PAYABLES

22. 銀行結餘及現金

銀行結餘及現金包括本集團所持現金及原到期日為三個月或以內之短期存款。

銀行現金按基於銀行存款利率的浮動利率賺取利息。

於2022年12月31日，由於未能償還若干銀行及其他借貸，根據法院命令，對提取銀行餘額約10,443,000港元（2021年：約10,323,000港元）施加限制。有關法律程序之詳情載於合併財務報表附註35。

23. 貿易及其他應付款項

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Trade and bill payables	貿易應付款項及應付票據	671,453	748,179
Other payables, accruals and deposits received	其他應付款項、預提款項及已收按金	98,396	110,129
Provision for litigation (note i)	訴訟撥備 (附註i)	197,084	297,587
Provision for compensation (note ii)	賠償撥備 (附註ii)	122,287	99,756
		1,089,220	1,255,651

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23. TRADE AND OTHER PAYABLES – continued

The ageing analysis of trade and bills payables by invoice date at the end of reporting period is as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
0-180 days	0至180天	1,116	308
181-365 days	181至365天	7,957	105
Over 365 days	超過365天	662,380	747,766
		671,453	748,179

The average credit period on purchase of goods related to tourism park operation is 120 days (2021: 120 days).

Note:

- (i) The provision for litigation represented provision made, other than the trade and other payables and borrowings already recognised, in relation to disputes under construction contracts in respect of the Group's various property development projects and defaults of repayment of bank and other borrowings. The provision was made based on best estimation on the outcomes of the disputes in consideration of the development of negotiations with the creditors and advice sought from the independent legal advisors and internal legal counsel. Reversal of provision amounted to approximately HK\$53,709,000 (2021: Additional provision amounted to approximately HK\$101,342,000) was recognised during the year due to the reassessment of litigation status. Details of the legal proceedings are set out in note 35 to the consolidated financial statements.
- (ii) The provision for compensation represented compensation to end customers of properties sales due to late delivery of real estate certificates in accordance with the sales and purchase agreements and construction agreement. Additional provision amounted to approximately HK\$32,246,000 (2021: approximately HK\$38,452,000) was recognised during the year.

23. 貿易及其他應付款項—續

於報告期末，按發票日期劃分的貿易應付款項及應付票據之賬齡分析如下：

	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
0-180 days	1,116	308
181-365 days	7,957	105
Over 365 days	662,380	747,766
	671,453	748,179

採購有關旅遊樂園營運貨品之平均信譽期為120日(2021年：120日)。

附註：

- (i) 訴訟撥備指就有關本集團若干物業發展項目之建築合約糾紛及未能償還銀行及其他借貸而作出的撥備，已確認的貿易及其他應付款項及借貸除外。撥備乃根據對糾紛結果的最優估計作出，當中計及與債權人磋商的進展以及向獨立法律顧問及內部法律顧問尋求的意見。年內確認撥備撥回約53,709,000港元(2021年：額外撥備約101,342,000港元)，乃由於重新評估訴訟狀況而撥回。有關法律程序之詳情載於合併財務報表附註35。
- (ii) 賠償撥備指根據買賣協議及建築協議，因延遲交付房地產證書而向物業銷售的終端客戶作出的賠償。年內確認額外撥備約32,246,000港元(2021年：約38,452,000港元)。

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24. CONTRACT LIABILITIES

24. 合約負債

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Properties	物業	320,365	349,402
Lease receivable	應收租金	1,099	1,124
Tourism park service and other service	旅遊樂園服務及其他服務	714	1,169
		322,178	351,695

Note:

- (a) The Group recognised contract liabilities as the Group receives payments from customers based on billing schedules as established in the property sale contracts. Payments are usually received in advance of the performance of the contracts which is mainly the sales of properties.

附註：

- (a) 由於本集團根據於物業銷售合約中確定的開票時間表自客戶收取付款，本集團確認合約負債。付款通常在合約的履約義務完成前收到，而該等合約主要來自物業銷售。

The revenue for sales of properties recognised related to carried-forward contract liabilities during the year is as follows:

年內確認與結轉合約負債有關的銷售物業收入金額如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Revenue recognised that was included in the contract liabilities	計入合約負債的已確認收入	-	12,756

As at 31 December 2022, the transaction price allocated to the performance obligations that are unsatisfied related to sales of properties is as follows:

於2022年12月31日，分配至與物業銷售有關的未履行履約義務的交易價格如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Expected to be satisfied within one year	預期一年內履行	87,629	-
Expected to be satisfied over one year	預期一年後履行	232,736	349,402
		320,365	349,402

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25. BANK AND OTHER BORROWINGS

25. 銀行及其他借貸

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Secured or guaranteed	有抵押或有擔保		
Bank borrowings* (note a)	銀行借貸* (附註a)	378,596	387,343
Other borrowings (note a and b)	其他借貸 (附註a及b)	4,356,055	4,372,946
Borrowings repayable immediately or on demand, classified as current liabilities	即時或按要求償還之借貸 (分類為流動負債)	4,734,651	4,760,289
Fixed rate borrowings	定息借貸	789,641	767,369
Floating rate borrowings	浮息借貸	3,945,010	3,992,920
		4,734,651	4,760,289
Bank and other borrowings denominated in:	以下列貨幣計值之銀行及其他借貸:		
– RMB	– 人民幣	4,734,651	4,760,289

* The bank loans carried effective interest rates ranging from 7.15% to 9.26% (2021: ranging from 7.33% to 7.58%) per annum and are repayable immediately or on demand (2021: repayable immediately and in 2022).

* 銀行貸款按介乎7.15%至9.26% (2021年: 介乎7.33%至7.58%) 的實際年利率計息, 並須即時或按要求償還 (2021年: 即時及於2022年償還)。

Notes:

附註:

(a) As at 31 December 2022, the secured bank and other borrowings of the Group were secured by certain assets of the Group as follows:

(a) 於2022年12月31日, 本集團之有抵押銀行及其他借貸乃以本集團若干資產作抵押, 載列如下:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	124,117	90,731
Right-of-use assets	使用權資產	33,130	32,399
Properties under development for sale	發展中待售物業	2,951,058	3,592,325
Investment properties	投資物業	1,355,581	2,649,951
Completed properties held for sale	已竣工待售物業	255,599	279,548
Restricted properties subject to court enforcement order	受法院執行令限制的物業	528,566	–
		5,248,051	6,644,954

The bank and other borrowings were also jointly guaranteed by Mr. Zhou Zheng and certain related parties.

銀行及其他借貸亦由周政先生以及若干關聯人士共同作出擔保。

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

25. BANK AND OTHER BORROWINGS – continued

Notes: – continued

(b) The details of secured and guaranteed other borrowings of the Group are as follows:

25. 銀行及其他借貸—續

附註：—續

(b) 本集團之有抵押及有擔保其他借貸之詳情如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Loans from trust fund and assets management companies (note i)	來自信託基金及資產管理公司之貸款(附註i)	4,033,035	4,045,416
Loans from immediate holding company (note ii)	來自直接控股公司之貸款(附註ii)	323,020	327,530
		4,356,055	4,372,946

(i) As at 31 December 2022, the loans from trust fund and assets management companies are secured by certain property, plant and equipment of approximately HK\$124,117,000 (2021: approximately HK\$90,731,000); properties under development for sale of approximately HK\$2,591,359,000 (2021: approximately HK\$3,222,272,000); right-of-use assets of approximately HK\$24,656,000 (2021: approximately HK\$26,050,000); completed properties held for sale of approximately HK\$255,599,000 (2021: approximately HK\$279,548,000); investment properties of approximately HK\$1,169,747,000 (2021: approximately HK\$2,451,810,000) and restricted properties subject to court enforcement order of approximately HK\$528,566,000 (2021: Nil). These loans are jointly guaranteed by Mr. Zhou Zheng and SkyOcean Holdings Group Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng. The loans carry interests at 9.30% and 18.75% (2021: 6.36% and 12.41%) per annum and with amount approximately HK\$4,033,035,000 repayable immediately (2021: approximately HK\$4,045,416,000 repayable immediately).

(ii) As at 31 December 2022, the loan from SkyOcean Investment, the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng. The loan is secured by certain properties under development for sale of approximately HK\$359,699,000 (2021: HK\$370,055,000), carries interest at 12% (2021: 11.8%) per annum and is repayable on demand (2021: repayable in 2022).

(i) 於2022年12月31日，來自信託基金及資產管理公司之貸款由以下各項作抵押：約124,117,000港元（2021年：約90,731,000港元）之若干物業、廠房及設備；約2,591,359,000港元（2021年：約3,222,272,000港元）之發展中待售物業；約24,656,000港元（2021年：約26,050,000港元）之使用權資產；約255,599,000港元（2021年：約279,548,000港元）之已竣工待售物業；約1,169,747,000港元（2021年：約2,451,810,000港元）之投資物業及約528,566,000港元之受法院執行令限制的物業（2021年：無）。該等貸款由周政先生及天洋控股集團有限公司（由周政先生實益擁有80%權益之公司）共同擔保。該等貸款按年利率9.30%及18.75%（2021年：6.36%及12.41%）計息，並須即時償還約4,033,035,000港元（2021年：須即時償還約4,045,416,000港元）。

(ii) 於2022年12月31日，本集團向本公司的直接控股公司天洋投資（由周政先生實益擁有80%權益）籌得之貸款以約為359,699,000港元（2021年：370,055,000港元）的若干發展中待售物業作抵押，按年利率12%（2021年：11.8%）計息並須即時償還（2021年：須於2022年償還）。

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

26. CONVERTIBLE BONDS AND BONDS

26. 可換股債券及債券

		Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Liability components	負債部分			
Current	流動			
– Convertible Bonds I	–可換股債券I	26(a)	4,085	3,726
– Bonds I	–債券I	26(a)	115,794	127,954
– Bonds II	–債券II	26(a)	574,272	480,314
			694,151	611,994
Non-current	非流動			
– Convertible Bonds II	–可換股債券II	26(b)	443,688	419,385

26(a) Convertible Bonds I, Bonds I, and Bonds II

On 12 November 2015, the Company issued a two-year 8.5% secured convertible bonds in an aggregate principal of RMB29,520,000 (the “Convertible Bonds I”) to an independent third party. In addition, the Company issued a two-year 8.5% secured guaranteed bonds in an aggregate principal of HK\$270,000,000 (the “Bonds I”) to the holder of the Convertible Bonds I on the same date. The net proceeds from issuance of the Convertibles Bonds I and the Bonds I were used for the Group’s general working capital as well as mergers and acquisitions by the Group. The Convertible Bonds I and the Bonds I were jointly guaranteed by Mr. Zhou Zheng and certain related parties. Corporate guarantee was provided by Beijing SkyOcean International Holdings Limited (“Beijing SkyOcean Holdings”), a company beneficially owned as to 80% by Mr. Zhou Zheng. The Convertible Bonds I and the Bonds I were also secured by a charge over certain number of the Company’s ordinary shares held by SkyOcean Investment (“Charged Assets”).

On 28 June 2016, the Company entered into a subscription agreement with the holder of the Convertible Bonds I and the Bonds I to issue three-year 8% secured guaranteed bonds in an aggregate principal of HK\$470,000,000 (the “Bonds II”). The Bonds II was jointly guaranteed by Mr. Zhou Zheng and certain related parties. Corporate guarantee was provided by Beijing SkyOcean Holdings. The Bonds II was also secured by a charge over certain number of the Company’s ordinary shares held by SkyOcean Investment. Pursuant to the subscription agreement, SkyOcean Investment, being the holder of the Convertible Bonds II (as defined in note 26(b) below), charged over partial of the Convertible Bonds II (the “Charged Convertible Bonds II”) in favour of the holder of the Bonds II.

26(a) 可換股債券I、債券I及債券II

於2015年11月12日，本公司向一名獨立第三方發行本金總額為人民幣29,520,000元的兩年期8.5%有抵押可換股債券（「可換股債券I」）。此外，於同日，本公司向可換股債券I持有人發行本金總額為270,000,000港元的兩年期8.5%有抵押有擔保債券（「債券I」）。發行可換股債券I及債券I之所得款項淨額用作本集團之一般營運資金以及撥付本集團進行之併購事項。可換股債券I及債券I由周政先生及若干關聯人士共同擔保。公司擔保由北京天洋國際控股有限公司（「北京天洋控股」，一間由周政先生實益擁有80%權益之公司）提供。可換股債券I及債券I亦由天洋投資持有的若干本公司普通股數目之押記（「已押記資產」）作抵押。

於2016年6月28日，本公司與可換股債券I及債券I持有人訂立認購協議，以發行本金總額為470,000,000港元的三年期8%有抵押有擔保債券（「債券II」）。債券II由周政先生及若干關聯人士共同擔保。公司擔保由北京天洋控股提供。債券II亦由天洋投資持有的若干本公司普通股數目之押記作抵押。根據認購協議，天洋投資（為可換股債券II（定義見下文附註26(b)）持有人）以債券II持有人為受益人抵押部分可換股債券II（「已抵押可換股債券II」）。

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26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

On 28 June 2016, the Company reached an agreement with the holder of the Convertible Bonds I and the Bonds I to extend the maturity date of the Convertible Bonds I and the Bonds I from 12 November 2017 to 30 June 2019. The extension did not result in material financial impact on the Group.

During the year ended 31 December 2017, the holder of the Convertible Bonds I exercised its right to convert certain Convertible Bonds I, with principal of RMB9,840,000 (equivalent to approximately HK\$12,000,000) into ordinary shares of the Company.

During the year ended 31 December 2018, the holder of the Bond II with aggregate principal of HK\$70,000,000, exercised its right to redeem the Bonds II on hand in full.

On 27 August 2019, the Company reached an agreement with the holder of the Convertible Bonds I, the Bonds I and the Bonds II to modify their terms retrospectively effective from 1 July 2019. The modification include (i) extend the maturity date of the three bonds from 30 June 2019 to 30 June 2021 with extension fee of HK\$8,910,000, representing 1.50% of the outstanding principals; (ii) the Company redeem the Bonds I with principal of HK\$100,000,000 on 30 November 2019; and (iii) the coupon rates of the Convertible Bonds I and the Bonds I adjusted from 8.5% to 9.5% whereas that of the Bonds II adjusted from 8% to 9.5%; and (iv) the conversion price of the Convertible Bonds I adjusted from HK\$12 per share to HK\$7.2482 per share.

As a result, the outstanding amounts of the Bonds I and the Bonds II at 30 June 2019 were remeasured at amortised costs by applying effective interest rates (11.12% – 11.18%) after netting off the extension costs of HK\$8,550,000. On the other hand, the liability and equity components of the old Convertible Bonds I amounted to approximately HK\$21,949,000 and HK\$68,000 were derecognised respectively on 30 June 2019 with the liability and equity components of the extended Convertible Bonds I amounted to approximately HK\$23,057,000 and HK\$583,000 recognised respectively on 1 July 2019 with the difference of approximately HK\$1,623,000 together with extension cost of HK\$360,000 recognised to profit or loss.

26. 可換股債券及債券—續

26(a) 可換股債券I、債券I及債券II—續

於2016年6月28日，本公司與可換股債券I及債券I持有人達成協議，將可換股債券I及債券I之到期日由2017年11月12日延長至2019年6月30日。延期並無對本集團造成重大財務影響。

於截至2017年12月31日止年度，可換股債券I持有人行使其權利將若干可換股債券I（本金額為人民幣9,840,000元（相當於約12,000,000港元）轉換為本公司普通股。

於截至2018年12月31日止年度，本金總額為70,000,000港元的債券II持有人已行使其權利以悉數贖回手頭的債券II。

於2019年8月27日，本公司與可換股債券I、債券I及債券II持有人就修訂其條款達成協議，追溯自2019年7月1日起生效。修訂包括：(i)將三類債券的到期日由2019年6月30日延長至2021年6月30日，延期費為8,910,000港元，相當於未償還本金額的1.50%；(ii)本公司於2019年11月30日贖回本金額為100,000,000港元的債券I；及(iii)將可換取債券I及債券I之票息由8.5%調整至9.5%，而債券II之票息由8%調整至9.5%；及(iv)可換股債券I之換股價由每股12港元調整為每股7.2482港元。

因此，於2019年6月30日債券I及債券II的未償還金額採用實際利率(11.12%至11.18%)按攤餘成本重新計量，當中已扣除延期費8,550,000港元。另一方面，於2019年6月30日已分別終止確認舊可換股債券I的負債及權益部分約21,949,000港元及68,000港元，而於2019年7月1日分別確認已延長可換股債券I的負債及權益部分約23,057,000港元及583,000港元，差額約1,623,000港元連同延期費360,000港元於損益內確認。

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26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

During the year ended 31 December 2019, the holder of the Bond I with aggregate principal of HK\$100,000,000 exercised its right to redeem the Bonds I on hand in full and the Company redeemed the Bonds I with principal of HK\$10,000,000.

On 19 June 2020, the Company reached an agreement with the holder of the Convertible Bonds I, the Bonds I and the Bonds II to modify their terms effective from 1 July 2020. The modification include (i) extend the maturity date of the three bonds from 30 June 2020 to 30 June 2021 with extension fee of HK\$8,670,000, representing 1.50% of the outstanding principals; (ii) the Company redeem the Bonds I with principal of HK\$30,000,000 on 31 July 2020, HK\$100,000,000 on 31 December 2020 and HK\$24,000,000 on 30 June 2021.

As a result, the liability components of the Bonds I and the Bonds II and Convertible Bonds I at 30 June 2020 were remeasured at amortised costs by applying effective interest rates (11.40% – 12.30%) after netting off the extension costs of HK\$8,670,000, with the difference between the remeasured and carrying amounts of the Bonds I and the Bonds II and Convertible Bonds I of approximately HK\$8,020,000 in aggregate recognised to profit or loss.

During the year ended 31 December 2020, the holder of Bonds I with aggregate principal of HK\$36,000,000 exercised its right to demand redemption of the Bonds I on hand in full.

On 31 December 2020, Mr. Zhou Zheng and a related party reached an agreement with the holder of the Convertible Bonds I, the Bonds I and the Bonds II to charge over the properties of them in favour of the holder of the Convertible Bonds I, the Bonds I and the Bonds II up to HK\$100,000,000.

On 30 June 2021, Bonds I and Bonds II became overdue and default. On 15 November 2021, the holders of Bonds I and Bonds II appointed receiver (“Receiver”) over the Charged Assets which include (i) 205,182,287 shares of the Company (representing approximately 71.84% of total number of issued shares of the Company) and (ii) the Convertible bond II which amounted to RMB450,000,000 held by SkyOcean Investment. Upon the appointment of the Receiver, the power to deal with or to exercise any rights attached to the Charged Assets was suspended.

26. 可換股債券及債券—續

26(a) 可換股債券I、債券I及債券II—續

於截至2019年12月31日止年度，本金總額為100,000,000港元的債券I持有人已行使其權利以悉數贖回手頭的債券I，且本公司贖回本金額為10,000,000港元的債券I。

於2020年6月19日，本公司與可換股債券I、債券I及債券II持有人就修訂其條款達成協議，自2020年7月1日起生效。修訂包括：(i)將三類債券的到期日由2020年6月30日延長至2021年6月30日，延期費為8,670,000港元，相當於未償還本金額的1.50%；(ii)本公司分別於2020年7月31日、2020年12月31日及2021年6月30日贖回本金額為30,000,000港元、100,000,000港元及24,000,000港元的債券I。

因此，於2020年6月30日債券I及債券II以及可換股債券I的負債部分採用實際利率(11.40%至12.30%)按攤餘成本重新計量，當中已扣除延期費8,670,000港元，債券I及債券II以及可換股債券I重新計量與賬面值之間的差額合共約8,020,000港元於損益內確認。

於截至2020年12月31日止年度，本金總額為36,000,000港元的債券I持有人已行使其權利以悉數贖回手頭的債券I。

於2020年12月31日，周政先生及一名關聯人士與可換股債券I、債券I及債券II之持有人達成協議，向可換股債券I、債券I及債券II之持有人質押彼等不超過100,000,000港元的物業。

於2021年6月30日，債券I及債券II逾期並違約。於2021年11月15日，債券I及債券II之持有人委任已押記資產(包括天洋投資持有的(i) 205,182,287股本公司股份(相當於本公司已發行股份總數約71.84%)；及(ii)可換股債券II人民幣450,000,000元)的接管人(「接管人」)。於委任接管人後，買賣或行使已押記資產所附帶任何權利的權力被暫停。

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

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

During the year ended 31 December 2021, the Company redeemed the Convertible Bonds I with principal of RMB19,680,000 (approximately HK\$24,000,000) and the remaining balance under Convertible Bonds I represents the remaining interests and penalty outstanding at 31 December 2021. Also, the holder of the Bonds I with aggregate principal of HK\$23,000,000 exercised its right to demand redemption of the Bonds I on hand in full.

During the year ended 31 December 2022, the holder of the Bonds I with aggregate principal of HK\$35,564,000 exercised its right to demand redemption of the Bonds I on hand in full.

During the years ended 31 December 2022 and 2021, there was no change of any terms and conditions of the Convertible Bonds I, the Bonds I and the Bonds II.

As at 31 December 2022, the outstanding principal for Bonds I and Bonds II is HK\$65,436,000 and HK\$400,000,000 respectively (2021: outstanding principal for Bonds I and Bonds II is HK\$101,000,000 and HK\$400,000,000 respectively). The coupon rate for the outstanding bonds is 9.5% for both years.

(i) Conversion right

Pursuant to the subscription agreement, the holder of the Convertible Bonds I has the right to convert all or any part of the principal of the Convertible Bonds I into ordinary shares of the Company at any time from 12 November 2015 to the maturity date (i.e. 30 June 2021).

For the purpose of determining the number of ordinary shares to be issued on conversion of the Convertible Bonds I, the principal of the Convertible Bonds I to be converted shall be translated from RMB to HK\$ at exchange rate of HK\$1.2195:RMB1. The price at which ordinary shares of the Company will be issued upon conversion (the “Conversion Price of Convertible Bonds I”) will initially be HK\$12 per share, but will be subject to adjustment which, in the opinion of the directors, are all for anti-dilutive purpose to protect the right of the holder of the Convertible Bonds I.

26. 可換股債券及債券—續

26(a) 可換股債券I、債券I及債券II—續

截至2021年12月31日止年度，本公司贖回本金額為人民幣19,680,000元（約24,000,000港元）的可換股債券I，可換股債券I的餘額指於2021年12月31日尚未支付的剩餘利息及罰款。此外，本金總額為23,000,000港元的債券I之持有人行使其權利要求悉數贖回手頭的債券I。

截至2022年12月31日止年度，本金總額為35,564,000港元的債券I的持有人行使其權利，要求全額贖回手頭的債券I。

截至2022年及2021年12月31日止年度，可換股債券I、債券I及債券II的任何條款及條件並無變動。

於2022年12月31日，債券I及債券II的未償還本金額分別為65,436,000港元及400,000,000港元（2021年：債券I及債券II的未償還本金額分別為人民幣101,000,000港元及400,000,000港元）。於兩個年度未償還債券的票息為9.5%。

(i) 換股權

根據認購協議，可換股債券I持有人有權自2015年11月12日起至到期日（即2021年6月30日）隨時轉換可換股債券I本金額的全部或任何部分為本公司普通股。

為釐定於可換股債券I獲轉換後將予發行的普通股數目，將予轉換的可換股債券I之本金額將按1.2195港元兌人民幣1元之匯率由人民幣換算為港元。於轉換後將予發行的本公司普通股之價格（「可換股債券I之換股價」）將初步為每股12港元，惟可予以調整。董事認為，有關調整乃出於反攤薄目的，以保障可換股債券I持有人的權利。

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

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(ii) Final redemption

Unless previously redeemed, converted, purchased and cancelled as provided herein, the Company shall pay to each holder of the Convertible Bonds I, an aggregate price of (i) 100% of the outstanding principal at maturity, (ii) all accrued and unpaid interest in respect of the Convertible Bonds I, if any, and (iii) all other related outstanding payable by the Company to the holder of the Convertible Bonds I.

(iii) Convertible Bond Holder's Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Convertible Bonds I occurs, the holder of the Convertible Bonds I may elect to require the Company to redeem the outstanding Convertible Bonds I in full in the amount equivalent to the sum of (i) 100% of the outstanding principal of the Convertible Bonds I, (ii) all accrued and unpaid interest in respect of such Convertible Bonds I and unpaid default interest in respect of such Convertible Bonds I, if any, (iii) a premium as set out in the agreements of the Convertible Bonds I and (iv) all other related outstanding payable by the Company to the holder of such Convertible Bonds I.

26. 可換股債券及債券—續

26(a) 可換股債券I、債券I及債券II—續

(ii) 最後贖回

除先前已按照規定贖回、轉換、購買及註銷外，本公司須向可換股債券I持有人支付(i)於到期時的全部未償還本金額；(ii)可換股債券I之全部應計及未付利息(如有)；及(iii)本公司應付可換股債券I持有人的所有其他相關未償還款項之總價。

(iii) 可換股債券持有人就違約事件之贖回權利

倘可換股債券I協議所載之任何違約事件發生，可換股債券I持有人可選擇要求本公司按相當於(i)可換股債券I之全部未償還本金；(ii)可換股債券I之全部應計及未付利息以及可換股債券I之未付違約利息(如有)；(iii)可換股債券I協議所載之溢價及(iv)本公司應付有關可換股債券I持有人的所有其他相關未償還款項之總和的金額悉數贖回未行使可換股債券I。

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

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(1) Final redemption

Unless previously redeemed, purchased and cancelled, the Company shall pay to the holder of the Bonds I and the Bonds II on the maturity date (i.e. 30 June 2021), an aggregate price of (i) 100% of the outstanding principal at maturity, (ii) all accrued and unpaid interest in respect of the bonds, if any, and (iii) all other related outstanding payable by the Company to the holder of the Bonds I and Bonds II.

(2) Bonds Holder's Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Bonds I and Bonds II occurs, the holder of the Bonds I and Bonds II may elect to require the Company to redeem the Bonds I and Bonds II in full in an amount equivalent to the sum of (i) 100% of the outstanding principal of the Bonds I and Bonds II, (ii) all accrued and unpaid interest in respect of the Bonds I and Bonds II and unpaid default interest accrued in respect of the Bonds I and Bonds II, if any, (iii) a premium as set out in the agreements of the Bonds I and Bonds II, and (iv) all other related outstanding payable by the Company to the holder of such Bonds I and Bonds II.

26. 可換股債券及債券—續

26(a) 可換股債券I、債券I及債券II—續

(iii) 可換股債券持有人就違約事件之贖回權利—續

(1) 最後贖回

除先前已贖回、購買及註銷外，本公司須於到期日（即2021年6月30日）向債券I及債券II持有人支付(i)於到期時的全部未償還本金；(ii)債券之全部應計及未付利息（如有）；及(iii)本公司應付債券I及債券II持有人的所有其他相關未償還款項之總價。

(2) 債券持有人就違約事件之贖回權利

倘債券I及債券II協議所載之任何違約事件發生，債券I及債券II持有人可選擇要求本公司按相當於(i)債券I及債券II之全部未償還本金；(ii)債券I及債券II之全部應計及未付利息以及債券I及債券II之未付違約利息（如有）；(iii)債券I及債券II協議所載之溢價；及(iv)本公司應付有關債券I及債券II持有人的所有其他相關未償還款項之總和的金額悉數贖回債券I及債券II。

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

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II

The amendment of mandatory early redemption of the Convertible Bonds I, the Bonds I and the Bonds II as mentioned below are mainly in relation to the change of calculation of Total Security Value (as defined below). Pursuant to the subscription agreements, if in any trading day during the remaining term of the Convertible Bonds I, the Bonds I and the Bonds II, the total security value, which is calculated as the sum of below items (a) and (b) (the "Total Security Value"):

(a) total share value of the Company, which equals to the closing price per share of the Company on such trading day multiplied by the total number of the shares of the Company held in the securities account maintained with the holder of the Convertible Bonds I, the Bonds I and the Bonds II by SkyOcean Investment; and

26. 可換股債券及債券—續

26(a) 可換股債券I、債券I及債券II—續

(iii) 可換股債券持有人就違約事件之贖回權利—續

(3) 強制提早贖回可換股債券I、債券I及債券II

強制提早贖回可換股債券I、債券I及債券II之修訂(如下文所述)主要有關押記總值(定義見下文)計算之變動。根據認購協議,倘於可換股債券I、債券I及債券II餘下期限內之任何交易日,按下文(a)項及(b)項之和計算之押記總值(「押記總值」):

(a) 本公司之股份總值(相當於有關交易日之本公司每股收市價乘以由天洋投資擔保的可換股債券I、債券I及債券II持有人存置的證券戶口中持有的本公司股份總數);及

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26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder’s Redemption Rights for Events of Default – continued

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II – continued

(b) charged Convertible Bonds II is less than 2 times of the aggregate outstanding principal of the Convertible Bonds I, the Bonds I and the Bonds II, and SkyOcean Investment elects not to deposit such further number of shares of the Company in the aforesaid securities account, the Company shall redeem such portion of the outstanding principal of the Convertible Bonds I, the Bonds I and the Bonds II (the “Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II”) in order to maintain the Total Security Value not lower than 2.5 times of the aggregate outstanding principal of the Convertible Bonds I, the Bonds I and the Bonds II.

26. 可換股債券及債券—續

26(a) 可換股債券I、債券I及債券II—續

(iii) 可換股債券持有人就違約事件之贖回權利—續

(3) 強制提早贖回可換股債券I、債券I及債券II—續

(b) 已抵押可換股債券II低於可換股債券I、債券I及債券II之未償還本金總額之2倍，而天洋投資選擇不抵押額外數目之本公司股份至上述證券戶口，本公司須贖回可換股債券I、債券I及債券II之未償還本金額的有關部分（「強制提早贖回可換股債券I、債券I及債券II」）以維持押記總值不低於可換股債券I、債券I及債券II未償還本金總額之2.5倍。

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26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II – continued

The terms of the Convertible Bonds I and the Bonds I were negotiated with the holder collectively and the issuance of the Convertible Bonds I and the Bonds I are inter-conditional whereas the terms of the Bond II were negotiated with the holder individually. The total net proceeds received by the Company from issuance of the Bonds I and the Bonds II were measured at amortised costs by applying effective interest rate after taking into consideration of respective transaction costs. The net proceeds from the Convertible Bonds I have been allocated between a liability component and an equity component at initial recognition as follows:

(a) Liability component of the Convertible Bonds I was initially measured at fair value by independent external valuer using binomial tree model, amounted to approximately RMB28,584,000 (equivalent to approximately HK\$35,275,000), which represent the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instrument of comparable credit status and providing substantially the same cash flow with the Convertible Bonds I and was subsequently measured at amortised cost by applying an effective interest rate after considering the effect of the transaction costs;

26. 可換股債券及債券—續

26(a) 可換股債券I、債券I及債券II—續

(iii) 可換股債券持有人就違約事件之贖回權利—續

(3) 強制提早贖回可換股債券I、債券I及債券II—續

可換股債券I及債券I之條款乃由持有人集體商定，且發行可換股債券I及債券I互為條件，而債券II之條款由持有人個別商定。本公司自發行債券I及債券II所收到之總所得款項淨額經計及相關交易成本後，採用實際利率按攤餘成本計量。可換股債券I之所得款項淨額於其初步確認時已按下列方式於負債部分及權益部分分配：

(a) 可換股債券I負債部分由獨立外部估值師使用二叉樹模型初步按公允價值計量，約為人民幣28,584,000元（相當於約35,275,000港元），該部分指已訂約未來現金流量以信貸狀況可資比較及大致上可提供與可換股債券I相同的現金流量的工具當時適用的現行市場利率貼現的現值，其隨後在考慮交易成本的影響後，透過採用實際利率按攤餘成本計量；

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26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II – continued

(b) In the opinion of the directors, the economic characteristics and risks of the mandatory early redemption option of the Convertible Bonds I are closely related to the host debt contract of the Convertible Bonds I. Therefore, the Company did not account for the mandatory early redemption option separately; and

(c) Equity component, which is equal to the difference between the net proceeds of the Convertible Bonds I and the fair value of the liability component of the Convertible Bonds I at issue date, amounted to approximately RMB84,000 (equivalent to HK\$103,000).

26. 可換股債券及債券—續

26(a) 可換股債券I、債券I及債券II—續

(iii) 可換股債券持有人就違約事件之贖回權利—續

(3) 強制提早贖回可換股債券I、債券I及債券II—續

(b) 董事認為，強制提早贖回可換股債券I的選擇權之經濟特徵及風險與可換股債券I的總債務合約密切相關。因此，本公司並不對強制提早贖回選擇權單獨入賬；及

(c) 權益部分相等於可換股債券I所得款項淨額與可換股債券I負債部分於發行日期之公允價值之間的差額，約為人民幣84,000元(相當於103,000港元)。

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26. CONVERTIBLE BONDS AND BONDS – continued

26(b) Convertible Bonds II

On 24 December 2015, the Company issued a five-year zero coupon convertible bonds in an aggregate principal of RMB1,500,000,000 (the “Convertible Bonds II”) to SkyOcean Investment. The issuance of the Convertible Bonds II were for the settlement of certain amount payable by the Group to SkyOcean Real Estate (Qian’an) Co., Ltd., a company beneficially owned as to 80% by Mr. Zhou Zheng.

The fair value of the Convertible Bonds II at the date of issuance was approximately RMB2,040,441,000, consisting of liability component and equity component of approximately RMB988,425,000 (equivalent to approximately HK\$1,247,869,000) and RMB1,052,016,000 (equivalent to approximately HK\$1,328,152,000) respectively. The fair value of the Convertible Bonds II at the date of issuance in excess of the amount due to SkyOcean Real Estate (Qian’an) Co., Ltd., of approximately RMB540,441,000 (equivalent to approximately HK\$682,298,000) was accounted for as deemed distribution to the controlling shareholder of the Company during the year ended 31 December 2015 since the debt restructuring above is a transaction with shareholder of the Company.

On 28 October 2020, the Company reached an agreement with the holder of the Convertible Bonds II to modify the terms with effective from 10 December 2020. The modification include (i) extend the maturity date of the Convertible Bonds II from 23 December 2020 to 23 December 2025, (ii) the Existing Conversion Price of HK\$6.80 per Share will be adjusted to the Revised Conversion Price of HK\$2.00 per Share; and (iii) the Convertible Bonds II shall bear interest from, and including the Effective Date at the rate of 5% per annum of the outstanding principal amount of the Convertible Bonds II, which is payable semi-annually.

The fair value of the Convertible Bonds II at the date of extension was approximately RMB450,000,000, consisting of liability component and equity component of approximately RMB294,086,000 (equivalent to approximately HK\$340,232,000) and RMB155,914,000 (equivalent to approximately HK\$180,379,000) respectively.

26. 可換股債券及債券—續

26(b) 可換股債券II

於2015年12月24日，本公司發行本金總額為人民幣1,500,000,000元的五年期零票息之可換股債券（「可換股債券II」）予天洋投資。發行可換股債券II乃為結算本集團應付天洋地產（遷安）有限公司（一間由周政先生實益擁有80%權益的公司）之若干款項。

可換股債券II於發行日期之公允價值約為人民幣2,040,441,000元，包括負債部分及權益部分，分別約為人民幣988,425,000元（相當於約1,247,869,000港元）及人民幣1,052,016,000元（相當於約1,328,152,000港元）。由於上述債務重組為與本公司股東之一項交易，可換股債券II於發行日期之公允價值超逾應付天洋地產（遷安）有限公司款項約人民幣540,441,000元（相當於約682,298,000港元）的金額，於截至2015年12月31日止年度作為向本公司控股股東的視同分配入賬。

於2020年10月28日，本公司與可換股債券II持有人就修訂條款達成協議，自2020年12月10日起生效。修訂包括：(i)將可換股債券II的到期日由2020年12月23日延長至2025年12月23日，(ii)現有換股價每股6.80港元將調整為經修訂換股價每股2.00港元；及(iii)可換股債券II將由生效日期起（包括該日）按每年可換股債券II尚未償還本金額5%計息，每半年支付一次。

可換股債券II於延長日期之公允價值約為人民幣450,000,000元，包括負債部分及權益部分，分別約為人民幣294,086,000元（相當於約340,232,000港元）及人民幣155,914,000元（相當於約180,379,000港元）。

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

26. CONVERTIBLE BONDS AND BONDS – continued

26(b) Convertible Bonds II – continued

The Convertible Bonds II, constitute general, unconditional, unsecured and unsubordinated obligations of the Company and rank pari passu and rateably without preference equally with all other present and future unsecured and unsubordinated obligations of the Company.

The principal terms of the Convertible Bonds II are as follows:

(i) Conversion right

The holder of the Convertible Bonds II has the right to convert all or any part of the principal amount of the Convertible Bonds II into ordinary shares of the Company at any time from 24 December 2015 to 23 December 2025.

For the purpose of determining the number of ordinary shares to be issued on conversion of the Convertible Bonds II, the relevant principal of the Convertible Bonds II to be converted shall be translated from RMB to HK\$ at exchange rate of HK\$1.1569:RMB1. The price at which ordinary shares of the Company will be issued upon conversion (the "Conversion Price of Convertible Bonds II") will initially be HK\$2 per share, but will be subject to adjustment, which in the opinion of the directors, are all for anti-dilutive purpose to protect the right of the holders of the Convertible Bonds II.

(ii) Redemption

The Company may redeem at any time before or upon the maturity date of Convertible Bonds II at 100% of all or any part of the principal amount of the Convertible Bonds II in respect of which the conversion rights have not been exercised by the holder of the Convertible Bonds II.

26. 可換股債券及債券—續

26(b) 可換股債券II—續

可換股債券II構成本公司之一般、無條件、無抵押及非後償責任，亦與本公司當時及日後所有其他無抵押及非後償責任享有同等權利，並無優先次序。

可換股債券II之主要條款如下：

(i) 換股權

可換股債券II之持有人有權自2015年12月24日起至2025年12月23日隨時轉換可換股債券II本金額的全部或任何部分為本公司普通股。

為釐定於可換股債券II獲轉換後將予發行的普通股數目，將予轉換的可換股債券II之相關本金額將按1.1569港元兌人民幣1元匯率由人民幣換算為港元。於轉換後將予發行的本公司普通股之價格（「可換股債券II之換股價」）將初步為每股2港元，惟可予以調整。董事認為，有關調整乃全為反攤薄目的以保障可換股債券II持有人的權利。

(ii) 贖回

本公司可於可換股債券II到期日或之前隨時按可換股債券II（可換股債券II持有人尚未就其行使換股權）之全部或任何部分本金額的100%贖回。

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26. CONVERTIBLE BONDS AND BONDS – continued

26(b) Convertible Bonds II – continued

(iii) Convertible Bonds Holder's Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Convertible Bonds II occurs, the holder of the Convertible Bonds II may elect to require the Company to redeem the outstanding Convertible Bonds II in full.

The total net proceeds received by the Company from the issue of the Convertible Bonds II have been split between a liability component and an equity component at initial recognition as follows:

- (1) Liability component is initially measured at fair value by independent external valuer using the binomial tree model, amounted to approximately RMB988,425,000 (equivalent to approximately HK\$1,247,869,000), which represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments of comparable credit status and providing substantially the same cash flows with the Convertible Bonds II and was subsequently measured at amortised cost by applying an effective interest rate after considering the effect of the transaction costs;
- (2) In the opinion of the directors, the economic characteristics and risks of the early redemption option of the Convertible Bonds II are closely related to the host debt contract of the Convertible Bonds II. Therefore, the Company did not account for the early redemption option separately; and

26. 可換股債券及債券—續

26(b) 可換股債券II—續

(iii) 可換股債券持有人就違約事件之贖回權利

倘可換股債券II協議所載之任何違約事件發生，可換股債券II持有人可選擇要求本公司悉數贖回未行使可換股債券II。

本公司自發行可換股債券II所收到之總所得款項淨額於其初步確認時已按下列方式分為負債部分及權益部分：

- (1) 負債部分由獨立外部估值師使用二叉樹模型初步按公允價值計量，為約人民幣988,425,000元（相當於約1,247,869,000港元），負債部分指已訂約未來現金流量以可資比較信貸狀況及大致上可提供與可換股債券II相同的現金流量的工具按當時適用的市場利率貼現的現值，並在考慮交易成本的影響後，其隨後透過採用實際利率按攤餘成本計量；
- (2) 董事認為，提早贖回可換股債券II的選擇權之經濟特徵及風險與可換股債券II的總債務合約密切相關。因此，本公司並無單獨討論提早贖回選擇權；及

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26. CONVERTIBLE BONDS AND BONDS – continued

26(b) Convertible Bonds II – continued

(iii) Convertible Bonds Holder's Redemption Rights for Events of Default – continued

(3) Equity component, which is equal to the difference between the net proceeds of the Convertible Bonds II and the fair value of the liability component of the Convertible Bonds II at issue date, amounted to approximately RMB1,052,016,000 (equivalent to HK\$1,358,152,000).

As mentioned above, the holder of the Convertible Bonds II agreed to extend the maturity for 5 year with effective from 10 December 2020. As a result, the outstanding amounts of the Convertible Bonds II as at 10 December 2020 were remeasured at amortised costs by applying effective interest rates (i.e. 15.645%). On the other hand, the liability and equity components of the old Convertible Bonds II amounted to approximately HK\$500,373,000 and HK\$398,285,000 respectively were derecognised, with the liability and equity components of the extended Convertible Bonds II amounted to approximately HK\$340,232,000 and HK\$180,379,000 respectively recognised. The difference of liability components of the old and extended Convertible Bonds II amounted to approximately HK\$160,141,000 with approximately HK\$183,241,000 credited to profit or loss, and approximately HK\$23,100,000 debited to exchange reserves respectively while the difference of equity components of the old and extended Convertible Bonds II amounted to approximately HK\$217,906,000 credited to retained earnings.

26. 可換股債券及債券—續

26(b) 可換股債券II—續

(iii) 可換股債券持有人就違約事件之贖回權利—續

(3) 權益部分相等於可換股債券II所得款項淨額與可換股債券II負債部分於發行日期之公允價值的差額，為約人民幣1,052,016,000元（相當於1,358,152,000港元）。

如上所述，可換股債券II持有人同意將到期日延長五年，自2020年12月10日起生效。因此，於2020年12月10日可換股債券II的未償還金額採用實際利率（即15.645%）按攤餘成本重新計量。另一方面，已分別終止確認舊可換股債券II的負債及權益部分約500,373,000港元及398,285,000港元，而分別確認已延長可換股債券II的負債及權益部分約340,232,000港元及180,379,000港元。舊可換股債券II及已延長可換股債券II負債部分的差額為約160,141,000港元，其中約183,241,000港元計入損益，以及約23,100,000港元列入匯兌儲備，而舊可換股債券II及已延長可換股債券II權益部分的差額約217,906,000港元計入保留溢利。

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26. CONVERTIBLE BONDS AND BONDS – continued

26(b) Convertible Bonds II – continued

The estimate of fair value of the extended Convertible Bonds II was calculated by the independent external valuer using binomial option pricing model. The significant assumptions and inputs used in computing the fair value are based on the management's best estimate. The fair value of the extended Convertible Bonds II is subject to the fundamental limitations of the model and the uncertainties of those significant assumptions and inputs. Any change to those assumptions and inputs may result in changes in the fair value of the convertible bonds.

Key assumptions and inputs adopted in the valuation are listed below:

26. 可換股債券及債券—續

26(b) 可換股債券II—續

獨立外部估值師使用二項式期權定價模型計算已延長可換股債券II的公允價值估計。計算公允價值時所使用的重要假設及輸入數據乃基於管理層的最佳估計。已延長可換股債券II的公允價值受該模型的基本限制以及該等重要假設及輸入數據的不確定性所影響。該等假設及輸入數據的任何變動可能導致可換股債券公允價值發生變動。

估值所採納的主要假設及輸入數據載列如下：

		Extended Convertible Bonds II on 10 December 2020 於2020年12月10日 已延長 可換股債券II
Stock price (HK\$)	股價(港元)	1.28
Exercise price (HK\$)	行使價(港元)	2
Expected volatility	預期波幅	81.988%
Risk-free rate	無風險利率	3.101
Dividend yield	股息率	0%
Life of extended Convertible Bonds II	已延長可換股債券II之年期	5

The liability component of the extended Convertible Bonds II was initially measured at fair value at date of extension (i.e. 10 December 2020) and was subsequently measured at amortised cost by applying an effective interest rate 15.645%. The equity component being the difference between the fair value of the Convertible Bonds II, and the fair value of the liability component of the Convertible Bonds II on 10 December 2020 was recognised accordingly.

已延長可換股債券II的負債部分初步於延長日期(即2020年12月10日)按公允價值計量，且其後採用實際利率15.645%按攤餘成本計量。權益部分為於2020年12月10日可換股債券II的公允價值與可換股債券II的負債部分的公允價值之間的差額，因此予以確認。

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**26. CONVERTIBLE BONDS AND BONDS
– continued**

The movements of the above bonds and convertible bonds for both years are set out below:

26. 可換股債券及債券—續

上述債券及可換股債券於兩個年度之變動載列如下：

		Bonds I and Bonds II 債券I及 債券II	Liability component of Convertible Bonds I 可換股債券I 負債部分	Liability component of Convertible Bonds II 可換股債券II 負債部分	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2021	於2021年1月1日	542,315	24,717	352,460	919,492
Interest charged	利息支出	88,953	2,985	55,700	147,638
Redemption of Bonds I	贖回債券I	(23,000)	–	–	(23,000)
Redemption of Convertible Bonds I	贖回可換股債券I	–	(24,000)	–	(24,000)
Exchange realignment	匯兌調整	–	24	11,225	11,249
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	608,268	3,726	419,385	1,031,379
Interest charged	利息支出	117,362	703	62,270	180,335
Redemption of Bonds I	贖回債券I	(35,564)	–	–	(35,564)
Exchange realignment	匯兌調整	–	(344)	(37,967)	(38,311)
At 31 December 2022	於2022年12月31日	690,066	4,085	443,688	1,137,839

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**26. CONVERTIBLE BONDS AND BONDS
 – continued**

The principal terms of the outstanding convertible bonds at the end of reporting period are summarised below:

26. 可換股債券及債券—續

於報告期末，未行使可換股債券的主要條款概述如下：

		Convertible Bonds II 可換股債券II	
		2022 2022年	2021 2021年
Principal	本金	RMB人民幣 450,000,000元	RMB人民幣 450,000,000元
		HK\$520,610,000 港元	HK\$520,610,000 港元
Coupon rate	票息	5%	5%
Conversion price	換股價	HK\$2.0 港元	HK\$2.0 港元
Maximum potential no. of shares to be issued	可能將予發行股份的最高數目	260,305,193	260,305,193

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27. DEFERRED TAX

The movement for the year in the Group's net deferred tax liabilities was as follows:

27. 遞延稅項

本集團遞延稅項負債淨額於年內之變動如下：

		Fair value change on investment properties/ properties under development for sale transferred from investment properties 投資物業／由投資物業轉入發展中待售物業之公允價值變動	
		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		Note 附註	
At beginning of the reporting period	於報告期初		(198,244)
Credited (Charge) to profit or loss (Note)	計入損益 (自損益中扣除) (附註)	9	178,895
Exchange realignment	匯兌調整		9,778
At the end of the reporting period	於報告期末		(9,571)

Note:

Deferred tax liabilities of HK\$178,895,000 was reversed during the year ended 31 December 2022, which was related to the fair value change of investment properties during the year.

Unrecognised deferred tax assets arising from:

附註：

遞延稅項負債178,895,000港元已於截至2022年12月31日止年度撥回，乃與年內投資物業公允價值變動有關。

以下各項產生之未確認遞延稅項資產：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
PRC income tax losses	中國所得稅虧損	717,237	417,126

As it is not probable that future taxable profits will be available against which the deductible temporary differences and the unused tax losses of the Group can be utilised, deferred tax assets have not been recognised.

由於不大可能有未來應課稅溢利可用於抵銷本集團之可扣減暫時差異及未動用稅項虧損，故並無確認遞延稅項資產。

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27. DEFERRED TAX – continued

The expiry of unrecognised PRC income tax losses is as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
31 December 2022	2022年12月31日	–	34,035
31 December 2023	2023年12月31日	92,612	101,183
31 December 2024	2024年12月31日	94,671	103,433
31 December 2025	2025年12月31日	116,511	127,295
31 December 2026	2026年12月31日	46,844	51,180
31 December 2027	2027年12月31日	366,599	–
		717,237	417,126

As at 31 December 2022, the Group had tax losses arising in Hong Kong of approximately HK\$335,652,000 (2021: approximately HK\$335,652,000), subject to finalisation of the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the Hong Kong subsidiaries.

No deferred tax liabilities for undistributed profits of the PRC subsidiaries have been recognised as directors are of the opinion that there is no plan of dividend distribution out of the PRC in the foreseeable future. As at 31 December 2022, the aggregate undistributed profits of the PRC subsidiaries was approximately HK\$355,672,000 (2021: approximately HK\$694,616,000) with corresponding unrecognised deferred tax liabilities amounted to HK\$17,784,000 (2021: HK\$34,730,800).

27. 遞延稅項—續

未確認之中國所得稅虧損的到期情況如下：

於2022年12月31日，本集團於香港產生之稅務虧損約為335,652,000港元（2021年：約335,652,000港元）（須待香港稅務局確認），可無限期用以抵銷香港附屬公司之未來應課稅溢利。

由於董事認為並無計劃於可見將來從中國分派股息，因此並無就該等中國附屬公司之未分派溢利確認遞延稅項負債。於2022年12月31日，中國附屬公司之未分派溢利總額約為355,672,000港元（2021年：約694,616,000港元），相應之未確認遞延稅項負債為17,784,000港元（2021年：34,730,800港元）。

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28. SHARE CAPITAL

28. 股本

		2022 2022年		2021 2021年	
		Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元
Authorised:	法定：				
At beginning and end of the reporting period	於報告期初及期末				
Ordinary shares of HK\$0.10 each	每股面值0.10港元之 普通股	3,000,000,000	300,000	3,000,000,000	300,000
Issued and fully paid:	已發行及繳足：				
At beginning of the reporting period	於報告期初				
Ordinary shares of HK\$0.10 each	每股面值0.10港元之 普通股	285,490,845	28,550	285,490,845	28,550
At end of the reporting period	於報告期末				
Ordinary shares of HK\$0.10 each	每股面值0.10港元之 普通股	285,490,845	28,550	285,490,845	28,550

29. SHARE OPTION

The Group adopted a share option scheme on 29 November 2018 (the "Share Option Scheme"). The purpose of the Share Option Scheme is (i) to closely align the interests of the directors and senior executives of the Company with the Company's performance and strategic objectives, so as to lay a foundation for the Company's future development and maximise shareholder value, and (ii) to attract, retain and motivate key personnel to achieve the Company's strategic objectives by providing them with compensation that is as a whole competitive in the talent market.

29. 購股權

本集團於2018年11月29日採納一項購股權計劃（「購股權計劃」）。購股權計劃旨在(i)使本公司董事及高級行政人員的利益與本公司表現及戰略目標緊密一致，以為本公司未來發展奠定基礎及使股東價值最大化；及(ii)吸引、挽留及激勵主要人員實現本公司之戰略目標，方式為向彼等提供人才市場上整體具競爭力的酬金。

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29. SHARE OPTION – continued

The specific eligible participants of the Share Option Scheme (“Eligible Participants”) shall be determined by the board of directors of the Company (“Board of Directors”) at its sole discretion, and such determination shall be interpreted by the Board of Directors. Subject to the discretion of the Board of directors, the eligible participants shall belong to any of the following classes:

- (i) executive directors, independent non-executive directors and senior executives of the Company who are responsible for the decision-making, operation and management of the Company as determined by the Board of Directors; and
- (ii) any other groups or classes of participants who have contributed or may contribute to the development of the Group including but not limited to the qualified persons.

Pursuant to the Share Option Scheme, the Board of Directors is authorised by the general meeting to exercise discretion in determining, among others, the grant date, the eligible participants under the Share Option Scheme and the quantity of share options to be granted. The Board of Directors has the authority to determine the conditions for the eligible participants to be granted the share options.

The option may be exercised in accordance with the terms of the Share Option Scheme at any time during their respective exercisable period which would be determined and notified by the Board of Directors to the grantee at the time of making an offer.

4,928,676 share options with exercise price HK\$8.18 per share were granted to certain directors and employees on 11 December 2018 (“Grant Date”). These share options with vesting periods from 11 December 2018 to 10 December 2022 were exercisable from the end of each vesting periods up to 29 November 2028.

29. 購股權一續

購股權計劃特定合資格參與人（「合資格參與人」）將由本公司董事會（「董事會」）全權酌情釐定，而有關決定應由董事會詮釋。合資格參與人應屬於以下類別，惟須由董事會酌情決定：

- (i) 董事會釐定負責本公司決策、經營及管理之本公司執行董事、獨立非執行董事及高級行政人員；及
- (ii) 對本集團發展已作出或可能作出貢獻之任何其他組別或類別之參與人，包括但不限於合資格人士。

根據購股權計劃，董事會獲股東大會授權行使酌情權釐定（其中包括）授出日期、購股權計劃之合資格參與人及將予授出之購股權數目。董事會有權決定將獲授購股權之合資格參與人之條件。

購股權可根據購股權計劃的條款於彼等各自的行使期間（由董事會提呈要約時釐定及知會承授人）內隨時行使。

4,928,676份購股權於2018年12月11日（「授出日期」）按行使價每股8.18港元授予若干董事及僱員。該等購股權之歸屬期為自2018年12月11日至2022年12月10日，自各歸屬期結束起直至2028年11月29日可予行使。

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

29. SHARE OPTION – continued

- (a) No share options were exercised during the years ended 31 December 2022 and 2021, and no share options were granted during the years ended 31 December 2022 and 2021.

During the year ended 31 December 2022, 205,790 options (2021: 1,502,269) were forfeited due to the termination of relevant employees and share option reserve of approximately HK\$687,000 (2021: approximately HK\$4,265,000) has been transferred to retained earnings accordingly.

Details of the share options at the end of the reporting period are as follows:

29. 購股權一續

- (a) 截至2022年及2021年12月31日止年度概無購股權獲行使，及截至2022年及2021年12月31日止年度概無授出購股權。

截至2022年12月31日止年度，205,790份購股權（2021年：1,502,269份）由於相關僱員離職而被沒收，購股權儲備約687,000港元（2021年：約4,265,000港元）相應轉撥至保留盈利。

於報告期末購股權之詳情如下：

Date of grant 授出日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price per share 每股行使價	Number of share options 購股權數目	
				2022 2022年	2021 2021年
11 December 2018 2018年12月11日	11 December 2018 to 10 December 2019 2018年12月11日至 2019年12月10日	11 December 2019 to 29 November 2028 2019年12月11日至 2028年11月29日	HK\$8.18 8.18港元	313,830	365,278
11 December 2018 2018年12月11日	11 December 2018 to 10 December 2020 2018年12月11日至 2020年12月10日	11 December 2020 to 29 November 2028 2020年12月11日至 2028年11月29日	HK\$8.18 8.18港元	313,830	365,278
11 December 2018 2018年12月11日	11 December 2018 to 10 December 2021 2018年12月11日至 2021年12月10日	11 December 2021 to 29 November 2028 2021年12月11日至 2028年11月29日	HK\$8.18 8.18港元	313,830	365,277
11 December 2018 2018年12月11日	11 December 2018 to 10 December 2022 2018年12月11日至 2022年12月10日	11 December 2022 to 29 November 2028 2022年12月11日至 2028年11月29日	HK\$8.18 8.18港元	313,830	365,277
				1,255,320	1,461,110

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29. SHARE OPTION – continued

- (b) The cost of the share options granted were estimated using the Black-Scholes model by independent external valuer with the following parameters:

Share price at Grant Date	HK\$8.10
Exercise price	HK\$8.18
Fair value at Grant Date	HK\$3.55
Expected Option life	8.42 to 8.91 years
Expected volatility	40%
Expected Dividend yield	0%
Risk-free interest rate	1.939%
based on the yields of the 2-year Exchange Fund Notes	

Total fair value of the share options at Grant Date amounted to approximately HK\$17,472,000. The non-cash share-based payments recognised for the year ended 31 December 2022 are approximately HK\$263,000 (2021: approximately HK\$733,000).

29. 購股權—續

- (b) 已授出購股權之成本由獨立外部估值師採用以下參數按柏力克—舒爾斯模型估計：

授出日期股價	8.10港元
行使價	8.18港元
授出日期公允價值	3.55港元
預期購股權年期	8.42至8.91年
預期波幅	40%
預期股息率	0%
基於兩年期外匯基金 票據收益率之 無風險利率	1.939%

於授出日期購股權之公允價值總額約為17,472,000港元。於截至2022年12月31日止年度確認的非現金以股份為基礎的付款約為263,000港元（2021年：約733,000港元）。

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29. SHARE OPTION – continued

(c) Details of the movement of the share options granted is as follows:

29. 購股權一續

(c) 已授出購股權之變動詳情如下：

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截至2022年12月31日止年度

Category 類別	Date of grant 授出日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price per share 每股行使價	Number of shares issuable under the share options 購股權項下可發行的股份數目					
					Outstanding at beginning of year 於年初尚未行使	Grant during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內失效	Outstanding at end of year 於年末尚未行使	Exercisable at end of year 於年末可行使
Directors	11 December 2018	11 December 2018 to 10 December 2019	11 December 2019 to 29 November 2028	HK\$8.18	97,750	-	-	-	97,750	97,750
董事	2018年12月11日	2018年12月11日至 2019年12月10日	2019年12月11日至 2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2020	11 December 2020 to 29 November 2028	HK\$8.18	97,751	-	-	-	97,751	97,751
	2018年12月11日	2018年12月11日至 2020年12月10日	2020年12月11日至 2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2021	11 December 2021 to 29 November 2028	HK\$8.18	97,750	-	-	-	97,750	97,750
	2018年12月11日	2018年12月11日至 2021年12月10日	2021年12月11日至 2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	HK\$8.18	97,750	-	-	-	97,750	97,750
	2018年12月11日	2018年12月11日至 2022年12月10日	2022年12月11日至 2028年11月29日	8.18港元						
					391,001	-	-	-	391,001	391,001
Employees	11 December 2018	11 December 2018 to 10 December 2019	11 December 2019 to 29 November 2028	HK\$8.18	267,528	-	-	(51,448)	216,080	216,080
僱員	2018年12月11日	2018年12月11日至 2019年12月10日	2019年12月11日至 2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2020	11 December 2020 to 29 November 2028	HK\$8.18	267,527	-	-	(51,448)	216,079	216,079
	2018年12月11日	2018年12月11日至 2020年12月10日	2020年12月11日至 2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2021	11 December 2021 to 29 November 2028	HK\$8.18	267,527	-	-	(51,447)	216,080	216,080
	2018年12月11日	2018年12月11日至 2021年12月10日	2021年12月11日至 2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	HK\$8.18	267,527	-	-	(51,447)	216,080	216,080
	2018年12月11日	2018年12月11日至 2022年12月10日	2022年12月11日至 2028年11月29日	8.18港元						
					1,070,109	-	-	(205,790)	864,319	864,319
					1,461,110	-	-	(205,790)	1,255,320	1,255,320

The weighted average exercise price of the share options is HK\$8.18.

購股權的加權平均行使價為8.18港元。

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29. SHARE OPTION – continued

- (c) Details of the movement of the share options granted is as follows: – continued

For the year ended 31 December 2021

Category 類別	Date of grant 授出日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price per share 每股行使價	Number of shares issuable under the share options 購股權項下可發行的股份數目					
					Outstanding at beginning of year 於年初尚未行使	Grant during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內失效	Outstanding at end of year 於年末尚未行使	Exercisable at end of year 於年末可行使
Directors 董事	11 December 2018	11 December 2018 to 10 December 2019	11 December 2019 to 29 November 2028	HK\$8.18	97,750	-	-	-	97,750	97,750
	2018年12月11日	2018年12月11日至 2019年12月10日	2019年12月11日至 2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2020	11 December 2020 to 29 November 2028	HK\$8.18	97,751	-	-	-	97,751	97,751
	2018年12月11日	2018年12月11日至 2020年12月10日	2020年12月11日至 2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2021	11 December 2021 to 29 November 2028	HK\$8.18	97,750	-	-	-	97,750	73,312
	2018年12月11日	2018年12月11日至 2021年12月10日	2021年12月11日至 2028年11月29日	8.18港元						
11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	HK\$8.18	97,750	-	-	-	97,750	73,312	
2018年12月11日	2018年12月11日至 2022年12月10日	2022年12月11日至 2028年11月29日	8.18港元							
					391,001	-	-	-	391,001	342,125
Employees 僱員	11 December 2018	11 December 2018 to 10 December 2019	11 December 2019 to 29 November 2028	HK\$8.18	643,095	-	-	(375,567)	267,528	267,528
	2018年12月11日	2018年12月11日至 2019年12月10日	2019年12月11日至 2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2020	11 December 2020 to 29 November 2028	HK\$8.18	643,095	-	-	(375,568)	267,527	267,527
	2018年12月11日	2018年12月11日至 2020年12月10日	2020年12月11日至 2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2021	11 December 2021 to 29 November 2028	HK\$8.18	643,094	-	-	(375,567)	267,527	198,395
	2018年12月11日	2018年12月11日至 2021年12月10日	2021年12月11日至 2028年11月29日	8.18港元						
11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	HK\$8.18	643,094	-	-	(375,567)	267,527	198,395	
2018年12月11日	2018年12月11日至 2022年12月10日	2022年12月11日至 2028年11月29日	8.18港元							
					2,572,378	-	-	(1,502,269)	1,070,109	931,845
					2,963,379	-	-	(1,502,269)	1,461,110	1,273,970

The weighted average exercise price of the share options is HK\$8.18.

購股權的加權平均行使價為8.18港元。

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30. RESTRICTED PROPERTIES SUBJECT TO COURT ENFORCEMENT ORDER

30. 受法院執行令限制的物業

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Properties under development for sale (note 18)	發展中待售物業 (附註18)	141,260	-
Investment properties (note 16)	投資物業 (附註16)	387,306	-
Total carrying amount	賬面總值	528,566	-

As set out in notes 16, 18 and 35 to the consolidated financial statements, according to the further enforcement judgment dated 17 November 2022 handed down by the Beijing Court, the central zone of Fangshan Land held by the Group shall be transferred to Shandong Assets at the transaction price of RMB480.6 million (equivalent to approximately HK\$538.0 million) for partial settlement of the Overdue Borrowings and the Group's liabilities related to other legal claims. After careful consideration and thorough assessment based on the facts and circumstances available to the directors, in the opinion of the directors, the Group still possessed control and legal title to the central zone of Fangshan Land as at the end of reporting period. The said transfer is expected to be completed in the year 2023.

To achieve better presentation, the central zone of Fangshan Land (which was previously partly classified as properties under development for sale or investment properties) has been separately disclosed as restricted properties subject to court enforcement order in the consolidated statement of financial position.

誠如合併財務報表附註16、18及35所載，根據北京法院作出日期為2022年11月17日的進一步強制執行判決，本集團持有的房山土地中心區須以人民幣480.6百萬元（約合538.0百萬港元）的交易價格轉讓予山東資產，以償還部分逾期借款及本集團與其他法律申索有關的負債。根據董事所掌握的事實及情況，經審慎考慮及全面評估後，董事認為，截至報告期末，本集團仍擁有對房山土地中心區的控制權及合法所有權。上述轉讓預計將於2023年完成。

為更好地作出呈列，房山土地中心區（先前部分被分類為發展中待售物業或投資物業）於合併財務狀況表中被單獨披露為受法院執行令限制的物業。

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31. OPERATING LEASE COMMITMENTS/ MATURITY ANALYSIS OF UNDISCOUNTED LEASE PAYMENTS AS LESSOR

The investment properties held by the Group for rental purpose have committed tenants for one to three years (2021: three months to four years) of which majority are with fixed rental.

These properties are exposed to residual value risk. The lease contracts, as a result, impose a restriction that, unless approval is obtained from the Group as lessor, the properties can only be used by the lessees. The lessees are also required to keep the properties in a good state of repair and return the properties in their original condition at the end of the leases.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases and maturity analysis of undiscounted lease payments:

31. 經營租賃承擔／未貼現租賃 付款的到期日分析

作為出租人

本集團持有作租賃用途之投資物業之租戶承諾租期為一至三年（2021年：三個月至四年），其中大部分租賃之租金為固定租金。

該等物業面對剩餘價值風險。因此，租賃合約實施一項限制，除非獲得本集團（作為出租人）的批准，否則該等物業只能由承租人使用。承租人還需要保持物業處於良好的維修狀態，並在租賃期末歸還原始狀態之物業。

於報告期末，本集團根據不可撤銷經營租約與租戶約定之未來最低租金款項及未貼現租賃付款的到期日分析如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Year 1	1年	2,709	14,292
Year 2	2年	970	1,950
Year 3	3年	327	1,241
Year 4	4年	—	618
		4,006	18,101

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32. COMMITMENTS

32. 承擔

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Development expenditure in respect of:	下列項目之發展開支：		
Investment properties	投資物業	170,834	568,360
Properties under development for sale	發展中待售物業	934,708	2,460,799
Property, plant and equipment	物業、廠房及設備	215,414	220,080
		1,320,956	3,249,239

33. CONTINGENT LIABILITIES

33. 或有負債

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Mortgage loan guarantees provided by the Group to banks in favour of its customers (Note)	本集團為其客戶向銀行提供的按揭貸款擔保(附註)	148,109	166,211
Mortgage loan guarantees provided by a joint venture to banks in favour of its customers	合營企業為其客戶向銀行提供的按揭貸款擔保	91,508	–
		239,617	166,211

Note: In the opinion of the directors, the fair values of the financial guarantee contracts of the Group are insignificant at initial recognition, taking into consideration the possibility of default by the relevant buyers and, in case of default in payments, the net realisable value of the related properties can recover the repayment of the outstanding mortgage principals together with the accrued interest and penalty. The Group measures loss allowance equal to 12-month ECL in accordance with HKFRS 9, and when there has been a significant increase in credit risk, the Group recognises lifetime ECL. No provision has been made in these consolidated financial statements for these guarantees.

附註：董事認為，本集團的財務擔保合約公允價值於初步確認時並不重大，乃考慮到相關買方拖欠款項的可能性，以及倘若買家拖欠款項，有關物業的可變現淨值亦足以抵償未償還按揭本金的還款，連同應計利息及罰款。本集團根據香港財務報告準則第9號按相等於12個月預期信貸虧損的金額計量虧損撥備，且倘信貸風險大幅增加，本集團確認全期預期信貸虧損。概無於本合併財務報表內就該等擔保作出撥備。

Notes to the Consolidated Financial Statements 合併財務報表附註

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34. EMPLOYEE RETIREMENT BENEFITS

The Group participates in a Mandatory Provident Fund Scheme ("MPF Scheme") for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% (2021: 5%) of the employee's basic salary with the maximum contribution of HK\$1,500 per month (2021: HK\$1,500 per month). The obligation of the Group with respect to MPF Scheme is to make the required contributions under the MPF Scheme. No forfeited contribution is available to reduce the contributions payable in future years. The Group's contributions to the MPF Scheme of HK\$88,000 (2021: HK\$86,000) are charged to profit or loss.

The employees of the Company's PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The Company's PRC subsidiaries are required to contribute a certain percentage of their employees' payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme which are calculated based on 20% (2021: 20%) of the employee's basic salaries during the year. The Group's contributions to the PRC retirement benefits scheme of HK\$1,214,000 (2021: HK\$1,659,000) are charged to profit or loss.

34. 僱員退休福利

本集團為其所有香港僱員參加強制性公積金計劃(「強積金計劃」)。強積金計劃乃根據強制性公積金計劃條例向強制性公積金計劃管理局登記。強積金計劃的資產與本集團資產分開，由獨立受託人控制的基金持有。根據強積金計劃條例，僱主及其僱員須分別按僱員基本薪金的5% (2021年：5%) 向強積金計劃作出供款，供款上限為每月1,500港元 (2021年：每月1,500港元)。本集團對強積金計劃的責任是根據強積金計劃作出所需供款。概無沒收之供款可用於扣減未來年度應付的供款。本集團的強積金計劃供款88,000港元 (2021年：86,000港元) 已自損益扣除。

本公司中國附屬公司之僱員為中國政府運作之國家管理退休福利計劃之成員。本公司中國附屬公司須按照僱員薪金之若干百分比向退休福利計劃供款，以支付退休福利。本集團有關退休福利計劃之唯一責任是，根據該計劃作出所需供款，供款金額乃按僱員於年內基本薪金之20% (2021年：20%) 計算。本集團向中國退休福利計劃作出之供款1,214,000港元 (2021年：1,659,000港元) 已自損益扣除。

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35. LEGAL DISPUTES

As at 31 December 2022, the Group is subjected to legal claims amounted to approximately HK\$4,132.0 million (2021: approximately HK\$4,585.8 million), mainly in relation to disputes under construction contracts in respect of its various property development projects and defaults of repayment of several bank and other borrowings, which arose during the normal course of business.

In these legal proceedings, the Group has received court orders to restrict the disposition of certain investment properties, property, plant and equipment, right-of-use asset, properties under development for sale, completed properties held for sale and restricted properties subject to court enforcement order in an aggregate amount of approximately HK\$5,159.3 million (2021: approximately HK\$6,408.2 million) and the withdrawal of bank deposits of HK\$10.4 million (2021: approximately HK\$10.3 million) as at 31 December 2022.

As at 31 December 2022, the assets of the Group restricted for disposition or withdrawal by the court orders are as follows:

35. 法律糾紛

於2022年12月31日，本集團涉及若干法律申索，金額約為4,132.0百萬港元（2021年：約4,585.8百萬港元），內容主要有關其於正常業務過程中的不同物業發展項目的建築合約下的糾紛及償還若干銀行及其他借貸的違約。

於該等法律程序中，本集團已接獲法院頒令，對處置於2022年12月31日總值約5,159.3百萬港元（2021年：約6,408.2百萬港元）的若干投資物業、物業、廠房及設備、使用權資產、發展中待售物業、已竣工待售物業及受法院執行令限制的物業以及提取10.4百萬港元（2021年：約10.3百萬港元）的銀行存款施加限制。

於2022年12月31日，本集團被法院頒令限制處置或提取的資產如下：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Property, plant and equipment	物業、廠房及設備	24,945	29,111
Right-of-use assets	使用權資產	33,130	32,399
Properties under development for sale	發展中待售物業	3,147,315	3,615,371
Completed properties held for sale	已竣工待售物業	255,599	279,548
Investment properties	投資物業	1,169,747	2,451,810
Bank balances	銀行結餘	10,443	10,323
Restricted properties subject to court enforcement order	受法院執行令限制的物業	528,566	-
		5,169,745	6,418,562

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35. LEGAL DISPUTES – continued

In the opinion of the Company, the claims made by the construction contractors are mainly related to construction works that did not meet the required standards pursuant to the terms of the construction contracts, the Group has the right not to certify those construction work claimed by the contractors. In addition, the Group has already made or is in the process of making counter claims for compensation from the construction contractors for causing delay in delivering of the properties to the end customers of the Group.

The management has sought legal advice from the independent legal advisors and/or internal legal counsel on these legal proceedings and the Group has provided construction cost liabilities due to litigation amounted to approximately HK\$163.4 million as at 31 December 2022 (2021: approximately HK\$207.1 million) in relation to the above mentioned construction contracts under dispute.

Other outstanding claims that are subjected to legal proceedings and/or appeal amounted to approximately HK\$3,440.1 million (2021: approximately HK\$3,815.5 million) in aggregate. Provision for litigation on other claims amounted to HK\$33.6 million (2021: HK\$90.5 million) has been made in the consolidated financial statements at 31 December 2022 in respect of these claims. The remaining balance are mainly represents the contract sum payables or principal and interest for borrowings which has been recognised in the liabilities of the Company. The Company considers that the Group has reasonable ground to defense those legal claims and consider that those legal claims would not result in any material adverse effects on the financial position of the Group.

35. 法律糾紛—續

本公司認為，建築承包商提出的申索主要與不符合建築合約條款所規定標準的建築工程有關，本集團有權拒絕為建築承包商申索的建築工程作出證明。此外，本集團已作出或正在作出反申索，就導致延遲向本集團最終客戶交付物業向建築承包商索償。

管理層已就該等法律程序向獨立法律顧問及／或內部法律顧問徵求法律意見，於2022年12月31日，本集團已就上述存在糾紛的建築合約計提約163.4百萬港元（2021年：約207.1百萬港元）的訴訟引起的建築成本負債。

涉及法律程序及／或上訴的其他尚未解決的申索總額約為3,440.1百萬港元（2021年：約3,815.5百萬港元）。我們已於2022年12月31日就這些申索於合併財務報表中的其他申索計提訴訟撥備33.6百萬港元（2021年：90.5百萬港元）。餘下結餘主要是指已於本公司負債中確認之應付合約金額或借貸本金及利息。本公司認為，本集團有合理的理由為該等法律申索提供辯護，並認為該等法律申索不會對本集團財務狀況造成任何重大不利影響。

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35. LEGAL DISPUTES – continued

Other than as disclosed elsewhere in the consolidated financial statements, the Group has the following litigations with some of its lenders:

(1) BEIJING SKYOCEAN FOUNDATION INVESTMENTS CO., LTD** (“BEIJING SKYOCEAN”)

On 10 January 2017, Beijing SkyOcean, an indirect wholly-owned subsidiary of the Company entered into a loan agreement with Hengfeng Bank Securities Co., Ltd. Beijing Branch** (“Hengfeng Bank”), pursuant to which Hengfeng Bank granted a term loan in the amount of RMB2,800.0 million (equivalent to approximately HK\$3,327.0 million) to the Beijing SkyOcean for a term of 5 years for the purpose of financing the development and construction cost of a parcel of land in Fangshan District, Beijing, the PRC, under the COMB+ project (the “Fangshan Land and CIP”). The Fangshan Land was charged to Hengfeng Bank as one of the securities for the repayment of the loan.

On 28 February 2020, Beijing SkyOcean was informed that all rights under the loan and the relevant securities charged were transferred from Hengfeng Bank to Shandong Financial Assets Management Securities Co., Ltd.** (“Shandong Assets”).

35. 法律糾紛—續

除合併財務報表其他地方所披露者外，本集團與其若干貸款人有以下訴訟：

(1) 北京天洋基業投資有限公司 (「北京天洋」)

於2017年1月10日，本公司的間接全資附屬公司北京天洋與恒豐銀行股份有限公司北京分行(「恒豐銀行」)訂立貸款協議，據此，恒豐銀行向北京天洋授出定期貸款人民幣2,800.0百萬元(相當於約3,327.0百萬港元)，為期五年，用於撥付超級蜂巢項目項下之中國北京房山區一幅土地(「房山土地及在建工程」)的開發及建築成本。房山土地已抵押予恒豐銀行，作為償還貸款的抵押品之一。

於2020年2月28日，北京天洋獲告知貸款及相關抵押品下的所有權利已由恒豐銀行轉讓予山東省金融資產管理股份有限公司(「山東資管」)。

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35. LEGAL DISPUTES – continued

(1) BEIJING SKYOCEAN FOUNDATION INVESTMENTS CO., LTD** (“BEIJING SKYOCEAN”) – continued

On 13 August 2020, Second Intermediate People’s Court of Beijing** (the “Beijing Court”) issued an enforcement judgement, pursuant to which it made an order that, amongst other things, Shandong Assets has the right to enforce the security of the loan by auctioning or selling the Fangshan Land and properties under construction in progress (“CIP”) and enjoy priority to the proceeds of the auction or the sale (as the case may be) (“Enforcement Judgement”). SkyOcean Holding Group Co., Ltd.**, a company beneficially owned as to 80% by Mr. Zhou Zheng and being one of the guarantors of the loan (the “Guarantor”), applied to the Beijing Court for an order that the Enforcement Judgement should not be enforced, which was rejected by the Beijing Court on 13 November 2020.

In December 2020, Beijing SkyOcean was informed by Shandong Assets that (i) it intended to enforce the security over the Fangshan Land and CIP by putting it on public auction (the “Auction”) in satisfaction of the loan (the “Enforcement Action”); and (ii) an application has been made to the Beijing Court for a valuation of the Fangshan Land and CIP, which shall be relied upon by Shandong Assets as the base price of the Auction. Based on the valuation report dated 2 December 2020 prepared by an independent professional valuer employed by Shandong Assets, the valuation of the Fangshan Land and CIP as at 23 October 2020 was approximately RMB2,798.7 million (equivalent to approximately HK\$3,325.3 million) (the “Valuation”).

35. 法律糾紛－續

(1) 北京天洋基業投資有限公司 (“北京天洋”)－續

於2020年8月13日，北京市第二中級人民法院（「北京法院」）已頒佈執行裁定書，據此，其頒令（其中包括）山東資管有權透過拍賣或出售房山土地及在建工程（「在建工程」）強制執行貸款的抵押品，並就拍賣或銷售（視情況而定）所得款項享有優先權（「執行裁定書」）。天洋控股集團有限公司（「擔保人」）（一間由周政先生實益擁有80%權益之公司並為貸款的擔保人之一）已向北京法院申請頒令禁止強制執行執行裁定書，但於2020年11月13日被北京法院駁回。

於2020年12月，北京天洋獲山東資管告知，(i)其有意透過公開拍賣（「拍賣」）房山土地及在建工程強制執行該土地的抵押，作為貸款的補償（「強制執行行動」）；及(ii)已向北京法院申請取得房山土地及在建工程的估值，作為山東資管釐定拍賣底價的依據。根據由山東資管委聘的獨立專業估值師所編製日期為2020年12月2日的估值報告，房山土地及在建工程於2020年10月23日的估值約為人民幣2,798.7百萬元（相當於約3,325.3百萬港元）（「估值」）。

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35. LEGAL DISPUTES – continued

(1) BEIJING SKYOCEAN FOUNDATION INVESTMENTS CO., LTD** (“BEIJING SKYOCEAN”) – continued

On 31 December 2020, Beijing SkyOcean was in default of an outstanding principal of approximately RMB2,510 million (equivalent to approximately HK\$2,982.3 million) and the accrued interest of approximately RMB213.7 million (equivalent to approximately HK\$254.0 million).

On 13 January 2021, the Guarantor filed an application to the Beijing Court to object the Valuation (the “Application”), and as informed by the Beijing Court in early March 2021, the Beijing Court has appointed Beijing Real Estate Valuer and Land Valuer and Immovable Asset Registration Agency Association** to provide a professional technical assessment (the “Assessment”) on the merit of the Application. The result of the Assessment was released on 30 March 2021 and concluded that the Application was without merit.

On 15 April 2021, the Beijing Court issued a notice to Beijing SkyOcean that the auction for southern zone of Fangshan Land was scheduled to take place at Alibaba Judicial Auction Network Platform** (the “Platform”) of the Beijing Court from 27 May 2021 to 28 May 2021. Based on the information disclosed on the Platform after the close of the auction on 28 May 2021, no bid was received for the southern zone of Fangshan Land and CIP and the auction was unsuccessful.

35. 法律糾紛—續

(1) 北京天洋基業投資有限公司 (“北京天洋”) — 續

於2020年12月31日，北京天洋拖欠未償還本金約人民幣2,510百萬元（相當於約2,982.3百萬港元）及應計利息約人民幣213.7百萬元（相當於約254.0百萬港元）。

於2021年1月13日，擔保人向北京法院申請反對估值（「申請」），並於2021年3月初獲北京法院告知，北京法院已委任北京房地產估價師和土地估價師與不動產登記代理人協會就申請依據提供專業技術評審工作（「評審」）。評估結果於2021年3月30日公佈，結論是該申請沒有法律依據。

2021年4月15日，北京市人民法院向北京天洋發出通知，房山土地南區的拍賣定於2021年5月27日至2021年5月28日在北京市人民法院的阿里巴巴司法拍賣網絡平台（「平台」）進行。根據平台在2021年5月28日拍賣結束後披露的信息，房山土地南區和在建工程均未收到投標，拍賣未獲成功。

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35. LEGAL DISPUTES – continued

(1) BEIJING SKYOCEAN FOUNDATION INVESTMENTS CO., LTD** (“BEIJING SKYOCEAN”) – continued

According to legal procedures, the case was automatically entered into the sell-off process after unsuccessful auction. The sell-off process of southern zone of Fangshan Land and CIP took place at the Platform from 30 July 2021 to 28 September 2021. Based on the information disclosed on the Platform after the close of the sell-off process on 28 September 2021, no bid was received for the southern zone of Fangshan Land and CIP and the sell-off process was unsuccessful.

On 13 December 2021, the Beijing Court issued another notice to Beijing SkyOcean that another auction for central zone of Fangshan Land which scheduled to take place at the Platform on 30 December 2021. The base auction price was approximately RMB480.6 million. However, no bid was received for central zone of Fangshan Land and the sell-off process was unsuccessful.

On 17 November 2022, a further enforcement judgment was handed down by the Beijing Court that the central zone of Fangshan Land held by the Group shall be transferred to Shandong Assets at the transaction price of RMB480.6 million (equivalent to approximately HK\$538.0 million), and the proceeds from the transaction would be used for partial settlement of the Overdue Borrowings and the Group's liabilities related to other legal claims. Accordingly, the central zone of Fangshan Land has been reclassified and presented as restricted properties subject to court enforcement order in the Group's consolidated statement of financial position as at 31 December 2022 (note 30).

35. 法律糾紛－續

(1) 北京天洋基業投資有限公司 (「北京天洋」)－續

根據法定程序，在拍賣失敗後，案件自動進入變賣程序。房山土地南區和在建工程的出售過程於2021年7月30日至2021年9月28日在平台進行。根據平台在2021年9月28日出售過程結束後披露的信息，沒有收到房山土地南區和在建工程的投標，出售過程沒有成功。

2021年12月13日，北京市法院向北京天洋發出另一份通知，將於2021年12月30日在平台上舉行另一場房山土地中區的拍賣。拍賣底價約為480.6百萬人民幣，然而沒有收到房山土地中區的投標，出售過程沒有成功。

2022年11月17日，北京法院作出進一步執行判決，本集團持有的房山土地中區將以人民幣480.6百萬(約538.0百萬港元)的交易價格轉讓給山東資管，交易所得款項將用於部分清償逾期借款及本集團與其他法律索償有關的債務。因此，房山土地中區已被重新分類，並在集團截至2022年12月31日的綜合財務狀況報表中列為受法院執行令限制的物業(附註30)。

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35. LEGAL DISPUTES – continued

(1) **BEIJING SKYOCEAN FOUNDATION INVESTMENTS CO., LTD.****
(“BEIJING SKYOCEAN”) – continued

As at 31 December 2022, the southern zone of Fangshan Land and CIP was recognised as properties under development for sale amounted to approximately HK\$2,562 million (31 December 2021: approximately HK\$2,852 million).

The Company is in the process of obtaining a new loan from an independent financial institution for repayment to Shandong Assets and nothing is concluded up to the date of approval of these consolidated financial statements.

(2) **HUNAN DREAMEAST CULTURAL DEVELOPMENT CO., LTD.****
(“HUNAN DREAMEAST”)

On 15 May 2018, Hunan DreamEast Cultural Development Co., Ltd.** (“Hunan DreamEast”), an indirect wholly-owned subsidiary of the Company entered into a loan agreement with Bank of Beijing Co., Ltd. Changsha Branch** (“Bank of Beijing”), pursuant to which Bank of Beijing granted a 5-years term loan in the amount of approximately RMB320.0 million (equivalent to approximately HK\$364.8 million) to Hunan DreamEast for the purpose of financing the development and construction cost of a parcel of land in Hengyang, the PRC, under the Hengnan Project (the “Hengyang Land”).

35. 法律糾紛—續

(1) 北京天洋基業投資有限公司
(「北京天洋」)—續

截至2022年12月31日，房山土地南區及在建工程被確認為待售發展中物業，總值約2,562百萬港元(2021年12月31日：約2,852百萬港元)。

本公司正在向獨立金融機構獲取新貸款以償還給山東資管，截至本綜合財務報表批准之日尚無任何結論。

(2) 湖南夢東方文化發展有限公司
(「湖南夢東方」)

於2018年5月15日，本公司的間接全資附屬公司湖南夢東方文化發展有限公司(「湖南夢東方」)與北京銀行股份有限公司長沙分行(「北京銀行」)訂立貸款協議，據此，北京銀行向湖南夢東方授出定期貸款約人民幣320.0百萬元(相當於約364.8百萬港元)，為期五年，用於撥付衡南項目項下之中國衡陽一幅土地(「衡陽土地」)的開發及建築成本。

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35. LEGAL DISPUTES – continued

(2) HUNAN DREAMEAST CULTURAL DEVELOPMENT CO., LTD.** (“HUNAN DREAMEAST”) – continued

Hunan DreamEast was in default of an outstanding principal of approximately RMB263.1 million (equivalent to approximately HK\$293.8 million). Without notice to Hunan DreamEast, Bank of Beijing filed a civil claim of approximately RMB263.1 million against Hunan DreamEast with Intermediate People’s Court of Changsha, Hunan Province** on 17 November 2020. The first judgment of the civil claim was handed down on 14 March 2022 by a court in PRC in favour of Bank of Beijing. Hunan DreamEast disagreed with the judgment and made appeal to High People’s Court, Hunan Province** on 9 August 2022. The appeal has been concluded on 3 November 2022 and the appeal made by Hunan DreamEast was dismissed. The overdue interests payable as at 31 December 2022 has been included in the Group’s bank and other borrowings (note 25) and the corresponding claim costs have been recognised in provision for litigation (note 23).

Hunan DreamEast is in the process of negotiation with Bank of Beijing on revising the repayment schedule and nothing is concluded up to the date of approval of these consolidated financial statements.

35. 法律糾紛—續

(2) 湖南夢東方文化發展有限公司 (「湖南夢東方」)—續

湖南夢東方拖欠未償還本金約263.1百萬人民幣元(相當於約293.8百萬港元)。北京銀行於2020年11月17日在未向湖南夢東方發出通知的情況下,向湖南省長沙市中級人民法院提出民事申索,向湖南夢東方索償263.1百萬人民幣元。於2022年3月14日,湖南省長沙市中級人民法院一審判決北京銀行勝訴。湖南夢東方不服判決,於2022年8月9日向湖南省高級人民法院提出上訴。上訴已於2022年11月3日審結,湖南夢東方的上訴被駁回。截至2022年12月31日的逾期應付利息已計入本集團的銀行及其他借款(附註25),相應的索賠成本已計入訴訟撥備(附註23)。

湖南夢東方正與北京銀行磋商修改還款計劃,而截至本合併財務報表批准之日,尚未達成任何結論。

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36. CAPITAL RISK MANAGEMENT POLICIES AND OBJECTIVES

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners of the Group through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank and other borrowings, convertible bonds and bonds, as disclosed in notes 25 and 26 respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

36. 資本風險管理政策及目標

本集團管理其資本以確保本集團旗下實體能夠持續經營業務，同時透過優化債權比率為本集團擁有人帶來最大回報。與過往年度相比，本集團之整體策略維持不變。

本集團之資本結構由淨債務組成，包括銀行及其他借貸、可換股債券及債券（如附註25及26所分別披露），已扣除現金及現金等價物以及本公司擁有人應佔權益（包括已發行股本及儲備）。

董事定期審閱資本結構。作為該審閱其中一環，董事考慮資本成本及與各類資本相關風險。根據董事的推薦建議，本集團將透過新股發行及股份回購以及發行新債務或贖回現有債務令其整體資本結構達致平衡。

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37. FINANCIAL INSTRUMENTS

(A) CATEGORIES OF FINANCIAL INSTRUMENTS

37. 金融工具

(A) 金融工具之類別

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Financial assets	金融資產		
<i>Financial assets at amortised cost</i>	<i>按攤餘成本計量的金融資產</i>		
Trade receivables	貿易應收款項	15,700	5,515
Other receivables	其他應收款項	9,191	15,485
Deposits	按金	1,710	1,646
Amounts due from related companies	應收關聯公司款項	356,846	349,747
Restricted bank balance	受限制銀行存款	10,443	10,323
Bank balances and cash	銀行結餘及現金	3,547	8,164
		397,437	390,880
Financial liabilities	金融負債		
<i>Financial liabilities at amortised cost</i>	<i>按攤餘成本列賬之金融負債</i>		
Trade and bills payables	貿易應付款項及應付票據	671,453	748,179
Other payables and accruals	其他應付款項及預提款項	100,140	110,129
Amounts due to related companies	應付關聯公司款項	1,031,397	1,179,109
Amounts due to joint ventures	應付合營企業款項	226,306	191,270
Bank and other borrowings	銀行及其他借貸	4,734,651	4,760,289
Convertible bonds and bonds	可換股債券及債券	1,137,839	1,031,379
		7,901,786	8,020,355

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37. FINANCIAL INSTRUMENTS – continued

(II) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade receivables, other receivables and deposits, amounts due from/to related companies/joint ventures, bank balances and cash, restricted bank balances, trade and bills payables, other payables and accruals, bank and other borrowings and convertible bonds and bonds. Details of the financial instruments are disclosed in respective notes. The risks associated with the Group's financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below.

Market risk

(i) Currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. With the majority of the Group's businesses transacted in RMB and HK\$, the aforesaid currencies are determined as the functional currencies of the Company and some subsidiaries respectively.

The Company and its subsidiaries have foreign currency in restricted bank balances, bank deposits, amounts due from/to related companies, other payables and bonds, which expose them to foreign currency risk.

37. 金融工具一續

(B) 財務風險管理目標及政策

本集團的主要金融工具包括貿易應收款項、其他應收款項及按金、應收／應付關聯公司／合營企業款項、銀行結餘及現金、受限制銀行存款、貿易應付款項及應付票據、其他應付款項及預提款項、銀行及其他借貸及可換股債券及債券。此等金融工具之詳情於各附註內披露。與本集團金融工具相關之風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動風險。減低該等風險之政策載於下文。

市場風險

(i) 貨幣風險

外幣風險指金融工具因匯率變動導致價值波動之風險。由於本集團大部分業務交易以人民幣及港元進行，故上述貨幣分別被界定為本公司及若干附屬公司之功能貨幣。

本公司及其附屬公司擁有以下外幣項目：受限制銀行結餘、銀行存款、應收／應付關聯公司款項、其他應付款項及債券，故須面對外幣風險。

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37. FINANCIAL INSTRUMENTS – continued

**(II) FINANCIAL RISK MANAGEMENT
 OBJECTIVES AND POLICIES – continued**

Market risk – continued

(i) Currency risk – continued

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
US\$	美元	9	122,807
RMB	人民幣元	97,398	(55,036)
HK\$	港元	(722,613)	(692,914)

In addition, at the end of the reporting period, amounts due from certain subsidiaries that are considered as part of the Group's net investment in foreign operations and are denominated in HK\$ amounted to approximately HK\$383,959,000 (2021: approximately HK\$383,959,000).

The Group manages the foreign currency risk by closely monitoring the movements of the foreign currency rate.

此外，於報告期末，被視為本集團於海外業務淨投資之一部分並以港元計價之應收若干附屬公司款項約為383,959,000港元（2021年：約383,959,000港元）。

本集團透過密切監察外幣匯率之變動，管理外幣風險。

37. 金融工具—續

(B) 財務風險管理目標及政策—續

市場風險—續

(i) 貨幣風險—續

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37. FINANCIAL INSTRUMENTS – continued

(II) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk – continued

(i) Currency risk – continued

Sensitivity analysis

The Group is mainly exposed to RMB and HK\$. The following table details the Group's sensitivity to a 5% (2021: 5%) increase and decrease in certain functional currencies against the relevant foreign currencies. 5% (2021: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 5% (2021: 5%) change in foreign currency rate. A positive number below indicates a decrease in loss or an increase in profit for the year where functional currencies strengthen 5% (2021: 5%) against the relevant foreign currencies. For a 5% (2021: 5%) weakening of functional currencies against the relevant foreign currencies, there would be an equal and opposite impact on the profit and loss for the year.

37. 金融工具—續

(B) 財務風險管理目標及政策 —續

市場風險—續

(i) 貨幣風險—續

敏感度分析

本集團主要面對人民幣及港元風險。下表詳述本集團就若干功能貨幣兌相關外幣之5%（2021年：5%）升值及貶值之敏感度。5%（2021年：5%）為向主要管理人員內部報告外幣風險所用敏感度比率，並代表管理層對匯率合理可能變動之評估。敏感度分析僅包括以外幣計價之未清償貨幣項目，並於報告期末時就匯率之5%（2021年：5%）變動調整其換算金額。下文載列之正數指功能貨幣兌相關外幣升值5%（2021年：5%）情況下，年度虧損之減少或溢利之增加。倘功能貨幣兌相關外幣貶值5%（2021年：5%），則會對年度損益產生相等及相反之影響。

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 合併財務報表附註

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

37. FINANCIAL INSTRUMENTS – continued

**(II) FINANCIAL RISK MANAGEMENT
 OBJECTIVES AND POLICIES – continued**

Market risk – continued

(i) Currency risk – continued

Sensitivity analysis – continued

37. 金融工具－續

**(B) 財務風險管理目標及政策
 一續**

市場風險－續

(i) 貨幣風險－續

敏感度分析－續

		Decrease (increase) in loss for the year 年內虧損減少(增加)		Decrease in other comprehensive income 其他綜合收益減少	
		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
US\$	美元	-	(5,018)	-	-
RMB	人民幣	4,870	2,297	-	-
HK\$	港元	(32,270)	28,929	-	16,030
		(27,400)	26,208	-	16,030

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

管理層認為，由於年結日的風險並不能反映年內風險，故敏感度分析不能反映固有外匯風險。

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37. FINANCIAL INSTRUMENTS – continued

(II) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk – continued

(ii) Cash flow interest rate risk

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank deposits and bank borrowings carried at prevailing market interest rates based on or by reference to the interest rates promulgated by the People's Bank of China. During the year, the Group did not hedge its fair value and cash flow interest rate risk. Interest rate risk is managed by the management on an ongoing basis with the primary objective of limiting the extent to which net interest expense could be affected by adverse movements in interest rates.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the interest rate of variable-rate bank deposits and bank and other borrowings. The sensitivity analysis below has been determined based on the exposure to interest rates for bank deposits and bank and other borrowings at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2021: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the effect from possible change in interest rates.

37. 金融工具—續

(B) 財務風險管理目標及政策 —續

市場風險—續

(ii) 現金流量利率風險

由於銀行存款及銀行借貸按現行市場利率計息，而現行市場利率乃根據或參考中國人民銀行頒佈的利率計算，因此本集團承受現金流量利率風險。年內，本集團並無對沖其公允價值及現金流量利率風險。管理層持續管理利率風險，首要目標是限制利率之不利變動可能對淨利息開支構成之影響。

本集團之現金流量利率風險主要集中於浮息銀行存款以及銀行及其他借貸之利率波動。下文之敏感度分析乃根據報告期末銀行存款以及銀行及其他借貸之利率風險釐定。編製分析時所作之假設為，於報告期末未償付之金融工具金額於整個年度均未償付。上升或下降50個基點（2021年：50個基點）為向主要管理人員內部報告利率風險所用敏感度比率，並代表管理層對利率可能變動之影響之評估。

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

37. FINANCIAL INSTRUMENTS – continued

(II) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk – continued

(ii) Cash flow interest rate risk – continued

If the interest rates had been 50 basis points (2021: 50 basis points) higher or lower and all other variables were held constant, the Group's loss for the year would increase/decrease by approximately HK\$16,355,000 (2021: approximately HK\$17,891,000).

Credit risk and impairment assessment

At the end of each of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on each individual trade and other receivables at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

37. 金融工具—續

(B) 財務風險管理目標及政策 —續

市場風險—續

(ii) 現金流量利率風險—續

倘利率上升或下降50個基點（2021年：50個基點），而所有其他變數維持不變，本集團年內虧損將增加／減少約16,355,000港元（2021年：約17,891,000港元）。

信貸風險及減值評估

於各報告期末，本集團面對的最大信貸風險（因對手方未能履行責任而導致本集團出現財務虧損）源自合併財務狀況表所載各項已確認金融資產之賬面值。

為減低信貸風險，本集團之管理層已有監管程序，確保採取跟進行動以收回逾期債務。此外，本集團會於報告期末根據預期信貸虧損模式對各項個別貿易及其他應收款項進行減值評估，確保就無法收回之款項計提足夠減值虧損。

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

37. FINANCIAL INSTRUMENTS – continued

(II) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Credit risk and impairment assessment – continued

The Group does not have significant concentration of credit risk with exposure spread over a number of counter parties and customers.

Based on the ECL assessment, the credit exposures for all the financial assets (including trade and other receivables and deposits, amount due from related companies and bank balances), are considered as low risk because the counterparties have a low risk of default and does not have material past due amounts, except for the credit-impaired other receivable from a third party for which loss allowance had been fully provided during the year. During the year, additional expected credit loss on trade receivables of approximately HK\$9,431,000 was recognised for the Group. The loss allowance as at 31 December 2022 was amounted to approximately HK\$25,519,000 (2021: approximately HK\$17,980,000) (notes 19 and 20).

Liquidity risk

Liquidity risk analysis

The following table details the Group's contractual maturity for its non-derivative financial liabilities and lease liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities and lease liabilities based on the earliest date on which the Group is required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rates, the undiscounted amount is derived from the interest rate at the end of the reporting period.

37. 金融工具一續

(B) 財務風險管理目標及政策 一續

信貸風險及減值評估一續

本集團並無重大集中信貸風險，而風險乃分散在多個對手方及客戶。

根據預期信貸虧損評估，所有金融資產（包括貿易及其他應收款項及按金、應收關聯公司款項及銀行結餘）面臨的信貸風險被視為風險偏低，原因為對手方違約風險較低且並無重大逾期款項，自第三方信貸已減值之其他應收款項除外，其虧損撥備已於年內悉數計提。年內，本集團就貿易應收款項確認額外預期信貸虧損約9,431,000港元。於2022年12月31日虧損撥備約為25,519,000港元（2021年：約17,980,000港元）（附註19及20）。

流動風險

流動風險分析

下表詳述本集團非衍生金融負債及租賃負債之合約到期情況。該表根據金融負債及租賃負債之未折現現金流量，按本集團須還款之最早日期編製。其他非衍生金融負債之到期日則依據協定償還日期。

下表載列利率及本金現金流量。倘利息流屬浮動利率，則未折現金額按報告期末之利率而得出。

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37. FINANCIAL INSTRUMENTS – continued

(II) FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES – continued

Liquidity risk – continued

Liquidity risk analysis – continued

	Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 year to 2 years	2 years to 5 years	Total undiscounted cash flow	Carrying amount at 31 December 2022
	加權平均利率	按要求償還或少於三個月	三個月至一年	一年至兩年	兩年至五年	未折現現金流量總額	於2022年12月31日之賬面值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	%	千港元	千港元	千港元	千港元	千港元	千港元
Non-derivative financial liabilities 非衍生金融負債							
Trade and bill payables 貿易應付款項及應付票據	N/A 不適用	671,453	-	-	-	671,453	671,453
Other payables and accruals 其他應付款項及預提款項	N/A 不適用	100,140	-	-	-	100,140	100,140
Amounts due to related companies (Note 39(B)(iii)) 應付關聯公司款項 (附註39(B)(iii))	N/A 不適用	1,036,578	-	-	-	1,036,578	1,036,578
Amounts due to joint ventures (Note 39(B)(iii)) 應付合營企業款項 (附註39(B)(iii))	N/A 不適用	226,306	-	-	-	226,306	226,306
Lease liabilities 租賃負債	6.88%	661	373	-	-	1,034	1,020
Convertible bonds and bonds – Liabilities components 可換股債券及債券 – 負債部分	10.93%-15.65%	795,229	25,188	25,188	528,955	1,374,560	1,137,839
Bank and other borrowings 銀行及其他借貸	7.15%-18.75%	4,734,651	-	-	-	4,734,651	4,734,651
		7,565,018	25,561	25,188	528,955	8,144,722	7,907,987
Financial guarantees contracts 財務擔保合約	N/A 不適用	239,617	-	-	-	239,617	-

37. 金融工具一續

(B) 財務風險管理目標及政策
一續

流動風險一續

流動風險分析一續

	Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 year to 2 years	2 years to 5 years	Total undiscounted cash flow	Carrying amount at 31 December 2021
	加權平均利率	按要求償還或少於三個月	三個月至一年	一年至兩年	兩年至五年	未折現現金流量總額	於2021年12月31日之賬面值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	%	千港元	千港元	千港元	千港元	千港元	千港元
Non-derivative financial liabilities 非衍生金融負債							
Trade and bill payables 貿易應付款項及應付票據	N/A 不適用	748,179	-	-	-	748,179	748,179
Other payables and accruals 其他應付款項及預提款項	N/A 不適用	110,129	-	-	-	110,129	110,129
Amounts due to related companies (Note 39(B)(iii)) 應付關聯公司款項 (附註39(B)(iii))	N/A 不適用	1,179,109	-	-	-	1,179,109	1,179,109
Amounts due to joint ventures (Note 39(B)(iii)) 應付合營企業款項 (附註39(B)(iii))	N/A 不適用	191,270	-	-	-	191,270	191,270
Lease liabilities 租賃負債	6.88%	5,321	816	644	-	6,781	6,688
Convertible bonds and bonds – Liabilities components 可換股債券及債券 – 負債部分	10.93%-14.61%	622,830	27,520	27,520	632,950	1,310,820	1,031,379
Bank and other borrowings 銀行及其他借貸	6.36%-12.41%	4,468,111	311,473	-	-	4,779,584	4,760,289
		7,324,949	339,809	28,164	632,950	8,325,872	8,027,043
Financial guarantees contracts 財務擔保合約	N/A 不適用	166,211	-	-	-	166,211	-

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

37. FINANCIAL INSTRUMENTS – continued

(III) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors consider that the carrying amounts of financial assets and financial liabilities measured at amortised cost in these consolidated financial statements approximate their fair values.

37. 金融工具—續

(C) 金融工具之公允價值計量

本集團以非經常性基準按公允價值計量之金融資產及金融負債之公允價值

董事認為於該等合併財務報表按攤餘成本計量之金融資產及金融負債之賬面值與其公允價值相若。

38. OTHER CASH FLOW INFORMATION CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

Details of the changes in the Group's liabilities from financing activities are as follows:

2022

38. 其他現金流量資料

融資活動所產生負債之變動

本集團融資活動所產生負債之變動詳情如下：

2022年

		Amounts due to related companies (Note 39(B)(iii)) 應付關聯 公司款項 (附註39(B)(iii)) HK\$'000 千港元	Amounts due to joint ventures (Note 39(B)(iii)) 應付合營 企業款項 (附註39(B)(iii)) HK\$'000 千港元	Bank and other borrowings 銀行及 其他借貸 HK\$'000 千港元	Convertible bonds and bonds 可換股 債券及債券 HK\$'000 千港元	Lease Liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At beginning of the year	年初	1,179,109	191,270	4,768,289	1,031,379	6,688	7,168,735
Financing cash flows (note)	融資現金流量 (附註)	37,888	(6,356)	(3,392)	-	(1,088)	27,052
Non-cash changes:	非現金變動：						
Foreign exchange differences	外匯差額	(51,065)	(15,810)	(418,789)	(38,311)	(220)	(524,190)
Interest expenses	利息開支	-	-	396,543	180,335	79	576,957
Derecognition of lease liabilities	終止確認租賃負債	-	-	-	-	(4,439)	(4,439)
Redemption of Convertible Bonds I	贖回可換股債券I	35,564	-	-	(35,564)	-	-
Dividend income from a joint venture	合營企業股息收入	-	(112,902)	-	-	-	(112,902)
Offset between amounts due to related companies and amounts due to joint ventures	應付關聯公司款項與應付合營企業款項之間的沖銷	(170,104)	170,104	-	-	-	-
At end of the year	年末	1,031,397	226,306	4,734,651	1,137,839	1,020	7,131,213

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**38. OTHER CASH FLOW INFORMATION
 – continued**

**CHANGES IN LIABILITIES ARISING FROM
 FINANCING ACTIVITIES – continued**

2021

		Amounts due to related companies (Note 39(B)(iii))	Amounts due to joint ventures (Note 39(B)(iii))	Bank and other borrowings	Convertible bonds and bonds	Lease Liabilities	Total
		應付關聯 公司款項 (附註39(B)(iii))	應付合營 企業款項 (附註39(B)(iii))	銀行及 其他借貸 (附註39(B)(iii))	可換股 債券及債券 (附註39(B)(iii))	租賃負債 (附註39(B)(iii))	總計 (附註39(B)(iii))
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At beginning of the year	年初	1,157,510	106,469	4,231,795	919,492	9,769	6,425,035
Financing cash flows (note)	融資現金流量 (附註)	(12,245)	80,421	(27,155)	(47,000)	(1,529)	(7,508)
Non-cash changes:	非現金變動：						
Foreign exchange differences	外匯差額	33,844	4,380	131,003	11,249	157	180,633
Interest expenses	利息開支	-	-	424,646	147,638	299	572,583
Disposal of right-of-use assets	出售使用權資產	-	-	-	-	(4,155)	(4,155)
New lease	新租賃	-	-	-	-	2,147	2,147
At end of the year	年末	1,179,109	191,270	4,760,289	1,031,379	6,688	7,168,735

Note:

The cash flows with amounts due to related companies/joint ventures, bank and other borrowings, lease liabilities and convertible bonds and bonds represented the net amount of certain proceeds and repayments disclosed in the consolidated statement of cash flows.

38. 其他現金流量資料—續

融資活動所產生負債之變動—續

2021年

附註：

有關應付關聯公司／合營企業款項、銀行及其他借貸、租賃負債以及可換股債券及債券之現金流量指合併現金流量表內披露的若干所得款項及還款淨額。

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

39. RELATED PARTY DISCLOSURES

Apart from the related party transactions disclosed elsewhere in these consolidated financial statements, the Group had the following significant related party transactions during the year.

- (A) The Group entered into a tenancy agreement with Sanhe SkyOcean Real Estate Development Co., Ltd. ("Sanhe SkyOcean"), a company held as to 80% by Mr. Zhou Zheng, pursuant to which Sanhe SkyOcean would lease the theme park to the Group with the lease term from 1 January 2022 to 31 December 2022 (2021: 1 January 2021 to 31 December 2021). The relevant rental expenses for the year was approximately HK\$2,330,000 (2021: approximately HK\$2,294,000) and the amount is not settled as at the end of the reporting period.

The above transaction does not constitute a connected transaction or continuing connected transactions as defined in the chapter 14A of the Listing Rules.

(B) OUTSTANDING BALANCES WITH RELATED PARTIES

- (i) At 31 December 2022, amounts due from related companies of HK\$356,846,000 (2021: HK\$349,747,000) were all non-trade in nature, unsecured, interest-free and repayable within one year. Mr. Zhou Zheng has controlling interest in these related companies. The maximum outstanding amount due from related companies was HK\$392,142,000 (2021: HK\$351,698,000) during the current year.
- (ii) At 31 December 2022, amounts due to related companies and due to joint ventures of HK\$1,031,397,000 (2021: HK\$1,179,109,000) and HK\$226,306,000 (2021: HK\$191,270,000) respectively were all non-trade in nature, unsecured, interest-free and repayable on demand. Mr. Zhou Zheng and/or his immediate family member have controlling interest in these related companies.

39. 關聯人士之披露

除此等合併財務報表其他部分所披露之關聯人士交易外，本集團於年內曾進行下述重大關聯人士交易。

- (A) 本集團與三河天洋城房地產開發有限公司（「三河天洋城」，一間由周政先生持有80%權益之公司）訂立租賃協議，據此，三河天洋城將向本集團出租主題樂園，租期由2022年1月1日至2022年12月31日（2021年：2021年1月1日至2021年12月31日）。年內相關租賃開支約為2,330,000港元（2021年：約2,294,000港元），於報告期末該款項尚未結清。

上述交易並不構成上市規則第十四A章所界定的關連交易或持續關連交易。

(B) 與關聯人士之未償還結餘

- (i) 於2022年12月31日，應收關聯公司之款項356,846,000港元（2021年：349,747,000港元）均屬非貿易性質、無抵押、免息及須於一年內償還。周政先生擁有此等關聯公司之控制權權益。於本年度，應收關聯公司之未償還款項最高為392,142,000港元（2021年：351,698,000港元）。
- (ii) 於2022年12月31日，分別為1,031,397,000港元（2021年：1,179,109,000港元）及226,306,000港元（2021年：191,270,000港元）之應付關聯公司及應付一間合營企業之款項均屬非貿易性質、無抵押、免息及須按的要求償還。周政先生及／或其直係親屬擁有此等關聯公司之控制權權益。

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

39. RELATED PARTY DISCLOSURES – continued

(C) COMPENSATION OF KEY MANAGEMENT PERSONNEL OF THE GROUP

Key management personnel of the Group representing the directors, who have authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. Compensation to key management personnel represents directors' emoluments and is disclosed in note 11 to the consolidated financial statements.

(D) GUARANTEES PROVIDED BY RELATED PARTIES

- (i) At 31 December 2022, Mr. Zhou Zheng and certain related parties provided joint personal guarantee for the borrowings granted by certain banks and other financial institutions to the Group with the carrying amount of RMB4,229,322,000 (2021: RMB3,892,012,000), which is equivalent to approximately HK\$4,734,651,000 (2021: approximately HK\$4,760,289,000), details of which are set out in note 25 to the consolidated financial statements.
- (ii) At 31 December 2022, SkyOcean Holdings Group Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee for the borrowings granted by certain banks and other financial institutions to the Group with the carrying amount of RMB4,229,322,000 (2021: RMB3,892,012,000), which is equivalent to approximately HK\$4,734,651,000 (2021: approximately HK\$4,760,289,000), details of which are set out in note 25 to the consolidated financial statements.

39. 關聯人士之披露—續

(C) 本集團主要管理人員報酬

本集團主要管理人員指直接或間接擁有規劃、指導及控制本集團活動之權力及責任之董事。主要管理人員報酬指董事之薪酬，詳情於合併財務報表附註11披露。

(D) 關聯人士提供之擔保

- (i) 於2022年12月31日，周政先生及若干關聯人士就若干銀行及其他金融機構向本集團授出之賬面值為人民幣4,229,322,000元（2021年：人民幣3,892,012,000元）（相當於約4,734,651,000港元（2021年：約4,760,289,000港元））之借貸提供共同個人擔保，有關詳情載於合併財務報表附註25。
- (ii) 於2022年12月31日，周政先生實益擁有80%權益之公司天洋控股集團有限公司就若干銀行及其他金融機構向本集團授出之賬面值為人民幣4,229,322,000元（2021年：人民幣3,892,012,000元）（相當於約4,734,651,000港元（2021年：約4,760,289,000港元））之借貸提供公司擔保，有關詳情載於合併財務報表附註25。

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

39. RELATED PARTY DISCLOSURES – continued

(D) GUARANTEES PROVIDED BY RELATED PARTIES – continued

- (iii) At 31 December 2022, DreamEast (Sanhe) Entertainment Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee for the borrowings granted by certain banks to the Group with the carrying amount of RMB312,373,000 (2021: RMB291,692,000), which is equivalent to approximately HK\$349,696,000 (2021: approximately HK\$356,766,000), details of which are set out in note 25 to the consolidated financial statements.
- (iv) At 31 December 2022 and 2021, Mr. Zhou Zheng and a related party provided joint personal guarantee and Beijing SkyOcean Holdings, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee in favour of the holders of the Convertible Bonds I, the Bonds I and the Bonds II (note 26). Furthermore, Convertible Bonds I, the Bonds I and the Bonds II are also secured by share charge over certain number of ordinary shares of the Company held by SkyOcean Investment Holdings Limited, the immediate holding company of the Company, details of which are set out in paragraph headed “Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II” in note 26. In addition, SkyOcean Investment Holdings Limited, being the holder of Convertible Bonds II, charged over certain part of Convertible bonds II in favour of the holder of Bonds II (note 26).

39. 關聯人士之披露—續

(D) 關聯人士提供之擔保—續

- (iii) 於2022年12月31日，周政先生實益擁有80%權益之公司夢東方(三河)娛樂有限公司就若干銀行向本集團授出之賬面值為人民幣312,373,000元(2021年：人民幣291,692,000元)，相當於約349,696,000港元(2021年：約356,766,000港元)之借貸提供公司擔保，有關詳情載於合併財務報表附註25。
- (iv) 於2022年及2021年12月31日，周政先生及一名關聯人士向可換股債券I、債券I及債券II之持有人提供共同個人擔保，而周政先生實益擁有80%權益之公司北京天洋控股向其提供公司擔保(附註26)。此外，可換股債券I、債券I及債券II亦以本公司直接控股公司天洋投資控股有限公司持有之本公司若干普通股之股份質押作擔保，有關詳情載於附註26「強制提早贖回可換股債券I、債券I及債券II」一段。此外，可換股債券II持有人天洋投資控股有限公司已向債券II持有人質押若干部分可換股債券II(附註26)。

Notes to the Consolidated Financial Statements

合併財務報表附註

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

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES

40. 主要附屬公司資料

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Issued and fully paid share capital/ registered capital 已發行及繳足之股本/ 註冊股本	Attributable equity interest held by the Company 本公司所持有之應佔股本權益		Principal activities and place of operation 主要業務及經營地點
			2022 2022年	2021 2021年	
SkyOcean International United Limited 天洋國際聯合有限公司	Hong Kong/ 19 August 2010 香港/ 2010年8月19日	HK\$10,000 10,000港元	82.35%	82.35%	Investment holding, Hong Kong 投資控股， 香港
Skyleaf Holdings limited* 天葉控股有限公司	BVI/ 8 August 2013 英屬處女群島/ 2013年8月8日	US\$1 1美元	100%	100%	Investment holding, Hong Kong 投資控股， 香港
Beijing SkyOcean** (Limited liability company) 北京天洋基業投資有限公司 (有限責任公司)	PRC/ 6 March 2014 中國/ 2014年3月6日	RMB249,000,000 人民幣 249,000,000元	100%	100%	Property development, PRC 物業發展， 中國
DreamEast(Sanhe)** (Wholly foreign-owned limited liability company) 夢東方(三河)娛樂有限公司 (外商獨資有限責任公司)	PRC/ 29 January 2015 中國/ 2015年1月29日	US\$1,000,000 1,000,000美元	100%	100%	Investment holding, PRC 投資控股， 中國
DreamEast Jiaxing Cultural Investment Co., Ltd** (Wholly foreign-owned limited liability company) 夢東方(嘉興)文化投資有限公司 (外商獨資有限責任公司)	PRC/ 6 December 2016 中國/ 2016年12月6日	US\$58,820,000 58,820,000美元	100%	100%	Property development, PRC 物業發展， 中國

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

40. PARTICULARS OF PRINCIPAL
SUBSIDIARIES – continued

40. 主要附屬公司資料—續

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Issued and fully paid share capital/ registered capital 已發行及繳足之 股本/註冊股本	Attributable equity interest held by the Company 本公司所持有之 應佔股本權益		Principal activities and place of operation 主要業務及經營地點
			2022 2022年	2021 2021年	
Hunan DreamEast** (Limited liability company) 湖南夢東方文化發展有限公司 (有限責任公司)	PRC/ 7 March 2017 中國/ 2017年3月7日	RMB100,000,000 人民幣 100,000,000元	100% 100%	100% 100%	Property development, PRC 物業發展， 中國
Jiangsu DreamEast** (Limited liability company) 夢東方(江蘇)文化投資發展有限公司 (有限責任公司)	PRC/ 16 December 2015 中國/ 2015年12月16日	RMB100,000,000 人民幣 100,000,000元	100% 100%	100% 100%	Property development, PRC 物業發展， 中國
DreamEast Future World** (Limited liability company) 夢東方未來世界(三河)娛樂有限公司 (有限責任公司)	PRC/ 5 February 2015 中國/ 2015年2月5日	RMB6,000,000 人民幣6,000,000元	100% 100%	100% 100%	Tourism park operation, PRC 旅遊樂園營運， 中國
SkyOcean Cultural Development Limited**PRC/ ("SkyOcean Cultural") (Limited liability company) 天洋文化發展有限公司(「天洋文化」) (有限責任公司)	20 April 2017 中國/ 2017年4月20日	RMB500,000,000 人民幣 500,000,000元	100% 100%	100% 100%	Property development, PRC 物業發展， 中國

* Issued capital held directly by the Company

* 已發行股本由本公司直接持有

** English name for identification only

** 英文名稱僅供參考

The above table listed the subsidiaries of the Company which, in the opinion of the directors, principally affected the operating results of the Group 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.

以上表格載列董事認為主要影響本集團本年度經營業績或構成本集團資產淨值主要部分之本公司附屬公司。董事認為，提供其他附屬公司之詳情會過於冗長。

Note: None of the subsidiaries had issued any debt securities at the end of the year.

附註：於年結日概無附屬公司已發行任何債務證券。

Notes to the Consolidated Financial Statements
 合併財務報表附註

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

**40. PARTICULARS OF PRINCIPAL
 SUBSIDIARIES – continued**

**FINANCIAL INFORMATION OF SUBSIDIARIES
 WITH INDIVIDUALLY MATERIAL NON-
 CONTROLLING INTERESTS (“NCI”)**

The following table shows the information relating to the non-wholly owned subsidiary that has material NCI. The summarised financial information represents amounts before inter-company eliminations.

40. 主要附屬公司資料—續

擁有個別重大非控制性權益之附屬公司財務資料

下表列示有關擁有重大非控制性權益之非全資附屬公司之資料。財務資料概要指公司間對銷前之數額。

		SkyOcean International United Limited 天洋國際聯合 有限公司
At 31 December 2022	於2022年12月31日	
Proportion of NCI's ownership interests	非控制性權益之擁有權權益比例	17.65%
		HK\$'000 千港元
Current assets	流動資產	158
Non-current assets	非流動資產	949,673
Current liabilities	流動負債	(47,511)
Net assets	資產淨值	902,320
Carrying amount of NCI	非控制性權益之賬面值	159,529

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

**40. PARTICULARS OF PRINCIPAL
SUBSIDIARIES – continued**

**FINANCIAL INFORMATION OF SUBSIDIARIES
WITH INDIVIDUALLY MATERIAL NON-
CONTROLLING INTERESTS (“NCI”) – continued**

40. 主要附屬公司資料—續

擁有個別重大非控制性權益之附屬
公司財務資料—續

		HK\$'000 千港元
Year ended 31 December 2022	截至2022年12月31日止年度	
Revenue	收入	–
Expenses	開支	(39,997)
Loss for the year	年內虧損	(39,997)
Other comprehensive loss	其他綜合收益	(88,565)
Total comprehensive loss for the year	年內綜合虧損總額	(128,562)
Loss attributable to NCI	非控制性權益應佔虧損	(7,060)
Total comprehensive loss attributable to NCI	非控制性權益 應佔綜合虧損總額	(22,691)
Net cash flows from:	下列所得現金流量淨額：	
Operating activities	經營活動	–
Investing activities	投資活動	–
Financing activities	融資活動	–
Total cash inflows	現金流入總額	–

Notes to the Consolidated Financial Statements

合併財務報表附註

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

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued FINANCIAL INFORMATION OF SUBSIDIARIES WITH INDIVIDUALLY MATERIAL NON- CONTROLLING INTERESTS – continued

40. 主要附屬公司資料—續

擁有個別重大非控制性權益之附屬
公司財務資料—續

SkyOcean
International
United
Limited
天洋國際聯合
有限公司

At 31 December 2021	於2021年12月31日	
Proportion of NCI's ownership interests	非控制性權益之擁有權權益比例	17.65%
		HK\$'000 千港元
Current assets	流動資產	216
Non-current assets	非流動資產	1,051,743
Current liabilities	流動負債	(21,077)
Net assets	資產淨值	1,030,882
Carrying amount of NCI	非控制性權益之賬面值	181,951

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

**40. PARTICULARS OF PRINCIPAL
SUBSIDIARIES – continued**
**FINANCIAL INFORMATION OF SUBSIDIARIES
WITH INDIVIDUALLY MATERIAL NON-
CONTROLLING INTERESTS – continued**

40. 主要附屬公司資料—續

擁有個別重大非控制性權益之附屬
公司財務資料—續

		HK\$'000 千港元
Year ended 31 December 2021	截至2021年12月31日止年度	
Revenue	收入	–
Expenses	開支	(35,360)
Loss for the year	年內虧損	(35,360)
Other comprehensive income	其他綜合收益	30,519
Total comprehensive loss for the year	年內綜合虧損總額	(4,841)
Loss attributable to NCI	非控制性權益應佔虧損	(6,241)
Total comprehensive loss attributable to NCI	非控制性權益應佔綜合虧損總額	(854)
Net cash flows from:	下列所得現金流量淨額：	
Operating activities	經營活動	–
Investing activities	投資活動	–
Financing activities	融資活動	–
Total cash inflows	現金流入總額	–

Notes to the Consolidated Financial Statements

合併財務報表附註

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

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued COMPOSITION OF THE GROUP

40. 主要附屬公司資料—續

本集團之組成

Principal activity 主要業務	Place of incorporation/ establishment and operation 註冊成立／成立及經營地點	Number of wholly-owned subsidiaries 全資附屬公司數目	
		2022 2022年	2021 2021年
Investment holding 投資控股	Hong Kong 香港	4	4
Investment holding 投資控股	BVI 英屬處女群島	5	5
Investment holding 投資控股	PRC 中國	1	1
Property development and management 物業發展及管理	PRC 中國	9	9
Provision of corporate services 提供公司服務	Hong Kong 香港	1	1
Tourism park operation 旅遊樂園營運	PRC 中國	1	1
Movie and television culture 影視文化	PRC 中國	3	3
Inactive 暫無營業	PRC 中國	2	2
		26	26
Other activity 其他業務	Place of incorporation/ establishment and operation 註冊成立／成立及經營地點	Number of non-wholly- owned subsidiaries 非全資附屬公司數目	
		2022 2022年	2021 2021年
Investment holding 投資控股	Hong Kong 香港	1	1
Movie and television culture 影視文化	PRC 中國	1	1
		2	2

Notes to the Consolidated Financial Statements
合併財務報表附註

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

41. STATEMENT OF FINANCIAL POSITION
AND RESERVES OF THE COMPANY

41. 本公司財務狀況表及儲備

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Non-current assets	非流動資產		
Right-of-use assets	使用權資產	656	1,639
Investments in subsidiaries	於附屬公司之投資	450,002	450,002
Amounts due from subsidiaries	應收附屬公司款項	329,110	725,392
		779,768	1,177,033
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	–	293
Amounts due from related companies	應收關聯公司款項	4,039	4,039
Bank balances and cash	銀行結餘及現金	590	628
		4,629	4,960
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及預提款項	8,626	9,037
Amounts due to subsidiaries	應付附屬公司款項	2,493	1,405
Amounts due to a related company	應付一間關聯公司款項	36,795	–
Lease liability	租賃負債	1,020	2,029
Convertible bonds and bonds	可換股債券及債券	694,151	611,994
		743,085	624,465
Net current liabilities	流動負債淨額	(738,456)	(619,505)
Total assets less current liabilities	總資產減流動負債	41,312	557,528
Non-current liabilities	非流動負債		
Convertible bonds and bonds	可換股債券及債券	443,688	419,385
NET (LIABILITIES) ASSETS	(負債) 資產淨值	(402,376)	138,143
Equity	權益		
Share capital	股本	28,550	28,550
Reserves	儲備	(430,926)	109,593
TOTAL (DEFICIT) EQUITY	(虧絀) 權益總額	(402,376)	138,143

Notes to the Consolidated Financial Statements
 合併財務報表附註

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

**41. STATEMENT OF FINANCIAL POSITION
 AND RESERVES OF THE COMPANY
 – continued
 MOVEMENT IN THE COMPANY'S RESERVES**

		Share premium	Other reserve	Share options reserve	Convertible bonds equity reserve	Exchange translation reserve	Retained profits	Total
		股份溢價	其他儲備	購股權 儲備	可換股債券 權益儲備	匯兌 儲備	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2021	於2021年1月1日	183,172	(490,381)	8,413	180,962	(236,507)	1,002,233	647,892
Loss and total comprehensive loss for the year	年內虧損及綜合虧損總額	-	-	-	-	-	(560,589)	(560,589)
Recognition of equity-settled share based payment (Note 29)	確認按權益結算以股份為 基礎付款 (附註29)	-	-	733	-	-	-	733
Share option forfeited (Note 29)	股份期權失效 (附註29)	-	-	(4,265)	-	-	4,265	-
Exchange difference on translation	換算產生之匯兌差額	-	-	-	-	21,557	-	21,557
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	183,172	(490,381)	4,881	180,962	(214,950)	445,909	109,593
Loss and total comprehensive loss for the year	年內虧損及綜合虧損總額	-	-	-	-	-	(579,093)	(579,093)
Recognition of equity-settled share based payment (Note 29)	確認按權益結算以股份為 基礎付款 (附註29)	-	-	263	-	-	-	263
Share option forfeited (Note 29)	股份期權失效 (附註29)	-	-	(687)	-	-	687	-
Exchange difference on translation	換算產生之匯兌差額	-	-	-	-	38,311	-	38,311
At 31 December 2022	於2022年12月31日	183,172	(490,381)	4,457	180,962	(176,639)	(132,497)	(430,926)

**41. 本公司財務狀況表及儲備
 一續**

本公司儲備變動

**42. APPROVAL OF THE CONSOLIDATED
 FINANCIAL STATEMENTS**

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 March 2023.

42. 批准合併財務報表

合併財務報表已由董事會於2023年3月30日批准及授權刊發。

Schedule of Principal Properties

主要物業列表

COMPLETED PROPERTIES HELD FOR SALE

已竣工待售物業

Project	Address	Gross Floor Area (sq. m.)	Use	Lease expiry	Year of completion	Percentage interest held by the Group
項目	地址	建築面積 (平方米)	用途	租期屆滿	完工年份	本集團所持權益百分比
Portion of Northern Zone of Fangshan Project	No.10 Cuiliu South Street, Yancun Town, Fangshan District, Beijing	19,636.88	Commercial, retail and carparks	Commercial: 2054 Retail and carparks: 2064	2017	100%
房山項目北區一部份	北京市房山區閻村鎮翠柳南大街10號		商業、零售及停車場	商業：2054年 零售及停車場：2064年	2017年	100%
Xiake Island Ecological City	No.77 Xiake Road, Xuxiaye Town, Jiangyin City	262,307.92	Commercial and residential	Commercial: 2059 Residential: 2089	2022	51%
霞客島生態城	江陰市徐霞客鎮霞客路77號		商業及住宅	商業：2054年 住宅：2089年	2022年	

PROPERTIES UNDER DEVELOPMENT FOR SALE

發展中待售物業

Project	Address	Site Area (sq. m.)	Estimated Gross Floor Area (sq. m.)	Use	Lease expiry	Stage of completion	Expected completion date	Percentage interest held by the Group
項目	地址	佔地面積 (平方米)	預計建築面積 (平方米)	用途	租期屆滿	完工階段	預計完工日期	本集團所持權益百分比
Southern Zone of Fangshan Project	No.10 Cuiliu South Street, Yancun Town, Fangshan District, Beijing	57,979.17	215,262.47	Commercial, retail and carparks	Commercial: 2054 Retail and carparks: 2064	Construction suspended	N/A	100%
房山項目南區	北京市房山區閻村鎮翠柳南大街10號			商業、零售及停車場	商業：2054年 零售及停車場：2064年	建設停工		
Portion of DreamEast Jiashan Phase 1	No. 675 Huahai Avenue, Dayun Town, Jiashan County, Jiaxing City	69,992.40	34,805.71	Residential	2058	Construction suspended	N/A	100%
夢東方·夢幻嘉善一期一部份	嘉興市嘉善縣大雲鎮花海大道675號			住宅	2058年	建設停工		
Portion of DreamEast Jiashan Phase 2	No. 675 Huahai Avenue, Dayun Town, Jiashan County, Jiaxing City	242,511.90	105,519.20	Retail and Residential	2058	Construction suspended	N/A	100%
夢東方·夢幻嘉善二期一部份	嘉興市嘉善縣大雲鎮花海大道675號			零售及住宅	2058年	建設停工		
Hengyang DreamEast Resort	DreamEast Tourist Resort, Li Family Ancestral Hall, Chejiang Town, Hengnan County, Hengyang City, Hunan Province	180,884.78	200,716.07	Residential	2087	Construction in progress	2025	100%
衡陽夢東方旅遊度假區	湖南省衡陽市衡南縣車江鎮李家祠堂衡陽夢東方旅遊度假區			住宅	2087年	在建中	2025年	

Schedule of Principal Properties

主要物業列表

INVESTMENT PROPERTIES

投資物業

Project	Address	Gross Floor Area (sq. m.)	Category of lease	Use	Lease expiry	Percentage interest held by the Group
項目	地址	建築面積 (平方米)	租賃類別	用途	租期屆滿	本集團所持權益百分比
Portion of Northern Zone of Fangshan Project	No.10 Cuiliu South Street, Yancun Town, Fangshan District, Beijing	53,882.06	Medium-term lease	Commercial and retail	Commercial: 2054 Retail: 2064	100%
房山項目北區一部份	北京市房山區閻村鎮翠柳南大街10號		中期租賃	商業及零售	商業：2054年 零售：2064年	
Portion of the 4th Generation Sky Ocean City	No.1 East Section of Yanshan South Road, Qian'an City, Hebei Province	105,271.05	Medium-term lease	Commercial	2052	42%
天洋城4代一部份	河北省遷安市燕山南路東段1號		中期租賃	商業	2052年	



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