



CHINA HUAJUN GROUP LIMITED

中國華君集團有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 377)

2022 | ANNUAL REPORT



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CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. Meng Guang Bao (*Chairman*)
(*suspension of duties and powers*)
Mr. Yan Ruijie (*Acting Chairman and*
Chief Executive Officer)
Ms. Chen Yun

Independent Non-Executive Directors

Mr. Zheng Bailin
Mr. Shen Ruolei
Mr. Pun Chi Ping

Audit Committee

Mr. Pun Chi Ping (*Chairman*)
Mr. Zheng Bailin
Mr. Shen Ruolei

Remuneration Committee

Mr. Zheng Bailin (*Chairman*)
Mr. Shen Ruolei
Mr. Pun Chi Ping
Mr. Yan Ruijie

Nomination Committee

Mr. Shen Ruolei (*Chairman*)
Mr. Zheng Bailin
Mr. Pun Chi Ping
Mr. Yan Ruijie

Company Secretary

Mr. Tam Ka Lung

Authorised Representatives

Mr. Yan Ruijie
Mr. Tam Ka Lung

Legal Advisers

Anthony Siu & Co. Solicitors & Notaries
Ocorian Law (Bermuda) Limited

Auditor

Prism Hong Kong and Shanghai Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

Principal Bankers

Bank of China (Hong Kong) Limited
Industrial and Commercial Bank of China Limited
Liaoshen Bank Company Limited
Shengjing Bank Company Limited

Registered Office

Victoria Place, 5th Floor
31 Victoria Street, Hamilton
Pembroke, HM10
Bermuda

Head Office and Principal Place of Business in Hong Kong

Suites 903-905, 9th Floor
Shui On Centre
6-8 Harbour Road
Wan Chai
Hong Kong

CORPORATE INFORMATION *(continued)*

Principal Share Registrar and Transfer Office in Bermuda

Ocorian Services (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street, Hamilton
Pembroke, HM10
Bermuda

Hong Kong Share Registrar and Transfer Office

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

Stock Code

377

Company Website

<http://www.chinahuajungroup.com>

Investor Relations Contact

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ACTING CHAIRMAN'S STATEMENT

Dear Shareholders,

I am pleased to present the annual report of China Huajun Group Limited (the "Company") and its subsidiaries (together, the "Group") for the year ended 31 December 2022 (the "Current Year") for the shareholders' perusal.

Highlights

For the Current Year, revenue was approximately RMB1,641.2 million, representing a decrease of approximately RMB1,871.2 million, or approximately 53.3%, compared to revenue of approximately RMB3,512.4 million for the year ended 31 December 2021 (the "Last Year"). The overall decrease in revenue was mainly due to the decrease in revenue generated from Trading and Logistics. During the first half of the Current Year, the PRC Government continued to implement Zero-Covid Policy therefore, majorities of key cities (including Shanghai where our Trading and Logistics business operated in) were suffering strict lockdown which caused uncertain macroeconomic environment, poor consumption appetite and disruption in supply chain in the PRC. The decrease in revenue was also due to the decrease in Property Development and Investment. During the Last Year, the PRC Government implemented several policies to cool down the overheating in the property market. As a result, property market suffered and people began to lose confident on property market. This resulted the decrease in revenue for the Property Development and Investment business.

Prospect

In the days to come, we shall continue to assess the situation and implement suitable plans when appropriate. The global economic prospect remains uncertain, the economic situation in the Mainland China is full of challenges. The profound changes in environment leads to new opportunities and challenges. All of us in Huajun shall adhere to the core enterprise value 'Committed to Stepping Forward'. To continue serving our shareholders and customer with the quality services, we shall strengthen our enterprise and reduce the gearing ratio and accelerate disposal and sale of property assets, taking cost-saving measures and restructuring the loss making business. At the same time, we shall keep enhancing our ability in management and operation and retain prudent financial strategy and seeking for new financing to improve liquidity and capital structure.

Acknowledgement

Finally, on behalf of the board of directors of the Company, I would like to express my sincere gratitude to the shareholders, customers and business partners for their trust and support, and to all employees for their dedication and hard work!

Yan Ruijie

Acting Chairman and Chief Executive Officer

Hong Kong, 31 March 2023

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

Our Group used to engaged in five core businesses, namely (i) Printing; (ii) Trading and Logistics; (iii) Property Development and Investments; (iv) Solar Photovoltaic; and (v) Financial Services. Due to heavy capital investment is required and continuing operating loss incurred by the solar photovoltaic business, the Group has ceased its sale and production of solar photovoltaic products in late 2021 and reduced scale for financial services scale due to continuing loss to save costs.

For the year ended 31 December 2022 (the “Current Year”), revenue was approximately RMB1,641.2 million, representing a decrease of approximately RMB1,871.2 million, or 53.3%, compared to revenue of approximately RMB3,512.4 million for the year ended 31 December 2021 (the “Last Year”). The overall decrease in revenue was attributable to the decrease in revenue contributed by Trading and Logistics business segment. During the first half of the Current Year, the PRC Government continued to implement Zero-Covid Policy therefore, majorities of key cities (including Shanghai where our Trading and Logistics business operated in) were suffering strict lockdown which caused uncertain macroeconomic environment, poor consumption appetite and disruption in supply chain in the PRC.

The decrease was also due to the decrease in Property Development and Investment. During the Last Year, the PRC Government implemented several policies to cool down the overheating in the property market. As a result, property market suffered and people began to lose confident on property market. This resulted the decrease in revenue for the Property Development and Investment business.

For the Current Year, our Group generated most of its revenue from Trading and Logistics segment which accounted for approximately 63.1% (Last Year: approximately 60.4%) of the total revenue followed by Printing segment which accounted for approximately 29.9% (Last Year: approximately 14.5%) of the total revenue. For the Current Year, local PRC sales continued to be our major source of revenue, representing approximately 78.5% (Last Year: 89.3%) of the total revenue.

The table below sets forth our Group’s revenue by business segment for the Current Year and the Last Year:

	For the year ended 31 December 2022		For the year ended 31 December 2021	
	RMB Million	%	RMB Million	%
Printing	491.3	29.9%	508.8	14.5%
Trading and Logistics	1,035.1	63.1%	2,121.6	60.4%
Property Development and Investments	41.3	2.5%	696.5	19.8%
Solar Photovoltaic	7.1	0.4%	98.1	2.8%
Financial Services	1.2	0.1%	4.5	0.1%
Other	65.2	4.0%	82.9	2.4%
	<u>1,641.2</u>	<u>100%</u>	<u>3,512.4</u>	<u>100%</u>

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

The table below sets forth our Group's revenue by geographical locations based on the location by customers for the Current Year and the Last Year:

	For the year ended 31 December 2022		For the year ended 31 December 2021	
	RMB Million	%	RMB Million	%
The PRC	1,288.5	78.5%	3,137.1	89.3%
The United States	215.0	13.1%	179.1	5.1%
Hong Kong	63.5	3.9%	54.7	1.6%
European countries	44.6	2.7%	57.6	1.6%
Other countries	29.6	1.8%	83.9	2.4%
	<u>1,641.2</u>	<u>100%</u>	<u>3,512.4</u>	<u>100%</u>

Set out below are details of the financial and trading prospects of the core business segments of the Group:

Printing

New Island Printing Group Company Limited ("New Island") is one of the leading and reputable printing and packaging companies in Hong Kong and the PRC. New Island produces high quality packaging and paper products with the capability to serve our international clients in the areas of beauty and cosmetics, pharmaceutical, food and beverage globally.

As a result of gradually recovery of overseas market during the Current Year. The Group expects printing business will continue contribute stable revenue and profit to the Group.

Trading and Logistics

This segment is principally engaged in the distribution and sales of petrochemical products and provision of logistics services. This segment trades a large spectrum of petrochemical products. The Group expects vast demand of petrochemical products in Hong Kong and the PRC due to our strength of strong network of suppliers which ensured stable supply of products managed by our team. Most of our customers for petrochemical products are in the PRC. The sales of logistic declined due to Zero-Covid Policy during the Current Year. China Government is pulling out all the stops to resume economic growth after ending its Zero-Covid policy in early December of 2022. Therefore, the Group expects the demand for petrochemical products will gradually recovered in the first half of 2023.

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

Property Development and Investments

This segment consists of land consolidation and development, property development and sales, property leasing and management, and various real estate business. Leveraging on the rich resources in the PRC, the Group used to seeking investments on various development projects with asset appreciation potential for investment and enjoys asset appreciation while generating stable revenue.

However, due to PRC government policies on tightening of financing of property developers, and liquidity issues on property developers in the PRC in 2022, our Property Development and Investments business also faced significant challenges and lack of demand for our properties. The Group is not expected to invest in or acquire new property projects, the key work in the future is to dispose of existing projects and discuss loan repayment matters with various creditors, including auctioning assets and repaying debts in kind, so as to resolve the debt crisis of the Group.

Financial Review

Revenue

The Group's revenue for the Current Year was approximately RMB1,641.2 million, representing a decrease of approximately RMB1,871.2 million, or 53.3%, compared to revenue of approximately RMB3,512.4 million for the Last Year. For the Current Year, the Group's major business segments, namely (1) Printing reported a revenue of approximately RMB491.3 million (Last Year: approximately RMB508.8 million); (2) Trading and Logistics reported a revenue of approximately RMB1,035.1 million (Last Year: approximately RMB2,121.6 million); (3) Solar Photovoltaic recorded revenue of approximately RMB7.1 million (Last Year: approximately RMB98.1 million); (4) Property Development and Investments reported a revenue of approximately RMB41.3 million (Last Year: approximately RMB696.5 million); and (5) Financial Services recorded a revenue of approximately RMB1.2 million (Last Year: approximately RMB4.5 million). We also recorded revenue of approximately RMB65.2 million (Last Year: approximately RMB82.9 million) from other operating segments during the Current Year.

The overall decrease in revenue was attributable to the decrease in revenue generated from Trading and Logistics. During the first half of the Current Year, PRC Government continued to implement Zero-Covid Policy therefore, majorities of key cities (including Shanghai where our Trading and Logistics business operated in) were suffering strict lockdown which caused uncertain macroeconomic environment, poor consumption appetite and disruption in supply chain in the PRC.

The decrease was also due to the decrease in Property Development and Investment. During the Last Year, the PRC government implemented several policies to cool down the overheating in the property market. As a result, property market suffered and people began to lose confident on property market. This resulted the decrease in revenue for the Property Development and Investment business.

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

Gross (loss) profit and gross (loss) profit margin

Gross loss was approximately RMB344.7 million for the Current Year (Last Year: gross profit approximately RMB74.1 million), with gross loss margin of approximately 21.0% (Last Year: gross profit margin approximately 2.1%). The decrease in gross profit and gross profit margin was attributable to provision for write-down of properties held for sales of approximately of RMB469.3 million (Last year: approximately RMB109.6 million) recognised by the Group during the Current Year. Excluding the effect on provision for write-down of properties held for sale, the gross profit was approximately RMB124.6 million (Last Year: approximately RMB183.7 million) and the gross profit margin was 7.6% (Last Year: 5.2%).

Selling and distribution expenses

For the Current Year, selling and distribution expenses decreased by approximately RMB27.6 million or 27.0% to approximately RMB74.8 million, or 4.6% of revenue for the Current Year, from approximately RMB102.4 million, or 2.9% of revenue for the Last Year. The decrease was primarily due to the decrease in commission expenses, consultancy fees and freight and insurance expenses.

Administrative expenses

For the Current Year, administrative expenses decreased by approximately RMB72.4 million or 23.7% to approximately RMB232.8 million or 14.2% of revenue of the Current Year, from approximately RMB305.2 million, or 8.7% of revenue for the Last Year, was due to decrease in staff costs, professional fees, provision for litigation and other expenses.

Finance costs

Finance costs for the Current Year was approximately RMB1,305.5 million (Last Year: approximately RMB1,097.3 million). The increase was primarily due to decrease in interest expense capitalised into investment properties under construction and properties under development for sales since most of the investment properties under construction and properties under development for sales were suspended due to liquidity issues. Besides, the increase was also due to accrual for penalty interests and provision for liquidated damage for certain loan agreements as disclosed in note 32 to the consolidated financial statements.

Change in fair value of investment properties

During the Current Year, the Group recorded loss on changes in fair value of investment properties of approximately RMB1,187.1 million compared to a loss of approximately RMB372.7 million in the Last Year as a result of the decrease in fair value of investment properties held by the Group as at 31 December 2022.

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

Impairment loss of property, plant and equipment

The Group conducted a review of the Group's property, plant and equipment and determined that a number of assets were impaired, primarily due to closure of certain production lines of solar photovoltaic products because of the change in technology and less orders for products produced by such production facilities. The Group also assessed the recoverable amount of property, plant and equipment of other loss-making units and recognised total impairment losses of approximately RMB207.3 million during the Current Year (Last Year: approximately RMB58.1 million).

Loss for the year

As a combined effect of the above, during the Current Year, the Group recorded a loss attributable to shareholders of the Company of approximately RMB2,822.3 million, as compared to a loss of approximately RMB1,778.0 million for the Last Year.

Liquidity, financial resources and capital structure

Shareholders' funds

Total shareholders' funds had recorded deficiency of approximately RMB3,667.1 million as at 31 December 2022, as compared to deficiency of approximately RMB844.9 million as at 31 December 2021.

Financial position

As at 31 December 2022, the Group had current assets of approximately RMB5,560.6 million (31 December 2021: approximately RMB8,570.1 million) comprising cash and cash equivalents of approximately RMB59.7 million (31 December 2021: approximately RMB152.2 million), and current liabilities of approximately RMB14,547.7 million (31 December 2021: approximately RMB15,986.7 million). The Group's current ratio (defined as current assets divided by current liabilities) was 0.38 (31 December 2021: 0.54).

Our gearing ratio, expressed as a percentage of interest-bearing liabilities to total assets, was at 61.4% as at 31 December 2022 as compared to 70.5% as at 31 December 2021.

Cash and cash equivalents

As at 31 December 2022, our Group had cash and cash equivalents of approximately RMB59.7 million (31 December 2021: approximately RMB152.2 million), most of which were denominated in Renminbi.

Borrowings

As at 31 December 2022, the Group had interest-bearing bank borrowings and other borrowings of approximately RMB6,724.1 million (31 December 2021: approximately RMB11,017.2 million). Of these borrowings, approximately RMB6,575.9 million (31 December 2021: approximately RMB10,763.1 million) were secured by the Group's assets. Most of the borrowings were denominated in Renminbi.

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

Capital expenditure

For the Current Year, the Group's capital expenditure mainly represents additions to investment properties, property, plant and equipment and right-of-use assets totaling of approximately RMB116.6 million (Last Year: approximately RMB658.5 million).

Pledge of assets

As at 31 December 2022, the Group's property, plant and equipment, right-of-use assets, property held for sale, investment properties, inventories, pledged bank deposits and restricted bank balances with carrying amounts of approximately RMB382.6 million, RMB208.3 million, RMB2,954.5 million, RMB3,713.2 million, RMB10.0 million, RMB0.4 million and RMB33.1 million, respectively, were pledged to secure certain banking and credit facilities of the Group.

Foreign Exchange Risk Management

The Group is exposed to foreign currency risk on bank balances and cash, trade and other receivables, trade and other payables and borrowings that are denominated in currencies other than the functional currency of the operations to which they relate. The Directors ensure that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates.

Capital Commitment

As at 31 December 2022, the Group had a total capital commitment of approximately RMB1,244.5 million (31 December 2021: approximately RMB2,047.6 million), mainly comprising the related contracts of capital expenditure for property development and investment projects and acquisition of property, plant and equipment.

Contingent Liabilities

As at 31 December 2022, the Group has several outstanding legal proceedings with creditors, construction contractors, customers and suppliers against the Group in the PRC. Apart from disclosed in note 32 to the consolidated financial statements, the Directors consider that all legal proceedings raised in daily operations would not have significant financial impact to the Group as the corresponding claims against the Group are either not significant or not probable to have a material financial impact to the Group, based on the advice of the legal counsel.

Environmental Policies and Performance

The Group recognises environmental protection is of vital importance to the long-term development of the Group. In order to minimise the environmental impact, the Group will continue to review and improve the effectiveness of its management practices from time to time.

A separate report "Environmental, Social, and Governance Report" has been published and available on the Group's website at <http://www.chinahuaajungroup.com> and on the HKExnews website of the Stock Exchange at <http://www.hkexnews.hk>.

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Meng Guang Bao (孟廣寶先生), aged 50, joined the Company and has been appointed as an Executive Director and the Chairman of the Board of the Company in September 2014. He holds a bachelor's degree in law from 哈爾濱工業大學 (Harbin Institute of Technology) in the PRC. Mr. Meng was a senior partner of 遼寧華君律師事務所 (Liaoning Huajun Law Firm) since 1998 and resigned in August 2020.

Mr. Yan Ruijie (閔銳杰先生), aged 37, joined the Company in 2014 and has been appointed as a Executive Director of the Company on 17 June 2021 and has been re-designated to the Chief Executive Officer of the Company on 7 June 2022. Mr. Yan is also a member of the Remuneration Committee and the Nomination Committee of the Company. He graduated from 瀋陽農業大學 (Shenyang Agricultural University) and obtained the first-level construction engineer qualification certificate in 2017 and the senior engineer certificate in 2019. Prior to joining the Company, Mr. Yan has worked in several property development companies in Yingkou City, Liaoning Province. He successively served as the Company's regional general manager, and general manager of the property group. He has extensive experience in property development. He is also a director of certain subsidiaries of the Company.

Ms. Chen Yun (陳雲女士), aged 39, joined the Company in May 2017 and has been appointed as an Executive Director on 31 March 2023. She holds a bachelor degree in financial management from Yangzhou University (揚州大學) in the PRC. Prior to joining the Company, Ms. Chen has worked as the financial manager in several property development companies in Zhejiang and Jiangsu Provinces respectively. She served as the Company's financial controller of the Group's property segments. She has extensive experience in financial management.

Independent Non-executive Directors

Mr. Zheng Bailin (鄭柏林先生), aged 77, joined the Company in September 2014 and has been appointed as our Independent Non-executive Director. Mr. Zheng is also the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. He holds a bachelor's degree in Spanish. Mr. Zheng was employed by Citicorp International Limited from 2007 to 2008, with his last position as a senior adviser of Greater China of China marketing department. Mr. Zheng worked in Bank of China and was the head of its Shanghai branch, general manager of Hong Kong Kwangtung Provincial Bank, managing director of Bank of China, London Branch and general manager of Bank of China, New York Branch. Mr. Zheng has been honoured by the Department of State, State of New York, as one of the recipients of the "Outstanding 50 Chinese Americans in Business Award" in 2001.

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

Mr. Shen Ruolei (沈若雷先生), aged 77, joined the Company in September 2014 and has been appointed as our Independent Non-executive Director. Mr. Shen is also the Chairman of the Nomination Committee and a member of Audit Committee and Remuneration Committee. He holds a bachelor's degree from 中央財經大學 (Central University of Finance and Economics). Mr. Shen was an independent non-executive director of China Trustful Group Limited (stock code: 8265) from February 2016 to January 2020. Mr. Shen currently serves as a chief executive officer of an enterprise established in the PRC which involves in managing investments. Mr. Shen has extensive experience in the banking industry. He was the head of Shanghai branch of Industrial and Commercial Bank of China from June 1992 to June 1997. He was a director of Shanghai Commercial Bank and Bank of Shanghai from March 1999 to May 2012 and from April 2005 to April 2013 respectively. Mr. Shen was also the general manager and chairman of the board of directors of Shanghai United International Investment Ltd. from September 1998 to February 2012.

Mr. Pun Chi Ping (潘治平先生), aged 56, joined the Company in October 2010 and has been appointed as our Independent Non-executive Director. Mr. Pun is also the Chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Pun is also an independent non-executive director of Birmingham Sports Holdings Limited (stock code: 2309) and EPI (Holdings) Limited (stock code: 689) respectively. He holds a Master's degree of Science in Finance and a Bachelor degree of Arts in Accountancy, both from the City University of Hong Kong. Mr. Pun is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Pun has extensive experience in corporate finance, accounting and auditing. Mr. Pun is currently engaged in property development business.

Senior Management

Mr. Tam Ka Lung (譚家龍先生), aged 44, is the Chief Financial Officer and Company Secretary of the Company. He graduated from the Hong Kong University of Science and Technology with a Bachelor of Business Administration (Hons) Accounting degree. Mr. Tam is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Tam has extensive experience in auditing, financial management, corporate governance, merger and acquisitions and IPO. Prior to joining the Company, Mr. Tam has worked in KPMG Hong Kong for more than 10 years and his last position before leaving was audit senior manager. He joined the Company in November 2014. He is also a director of several subsidiaries of the Company.

CORPORATE GOVERNANCE REPORT

Corporate Governance Practices

The Board believes that good corporate governance practices are increasingly important for maintaining and promoting the confidence of the Shareholders. The Company is committed to ensuring a high standard of corporate governance. The Board reviews the corporate governance practices of the Group from time to time to ensure that they reflect the latest development and meet the expectations of the Shareholders.

The Company has applied the principles and complied with all applicable code provisions of the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) for the Current Year, save and except for the Code Provision C.2.1 of the CG Code which stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Details of the deviation as explained in section headed “Chairman and Chief Executive” with considered reason in this corporate governance report.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors (“Model Code”) set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code throughout the Current Year.

Board of Directors

Responsibilities

The Board is responsible for establishing strategic directions, setting objectives and business plans and monitoring business performance. The management is responsible for the day-to-day management and operations of their respective individual business units.

The Board has established a schedule of matters specifically reserved to the Board for its decisions and those reserved for the management. The Board reviews this schedule from time to time to ensure that it remains appropriate to the needs of the Group.

CORPORATE GOVERNANCE REPORT *(continued)*

Board Composition

The composition of the Board of the Company during the Current Year and up to the date of this annual report is set out below:

<i>Executive Directors</i>	Mr. Meng Guang Bao (<i>Chairman</i>) (<i>suspension of duties and powers</i>) (<i>Note 1</i>) Mr. Yan Ruijie (<i>Acting Chairman and Chief Executive Officer</i>) (<i>Note 2</i>) Ms. Chen Yun (Appointed on 31 March 2023) Ms. Zhang Ye (Resigned on 7 June 2022) Mr. Zhang Shifeng (Resigned on 7 June 2022)
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<i>Independent Non-Executive Directors (INEDs)</i>	Mr. Zheng Bailin Mr. Shen Ruolei Mr. Pun Chi Ping
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Notes:

1. Mr. Meng has been suspended all his administrative and executive duties and powers as an Executive Director and the Chairman with effect from 30 December 2022, the position of Chairman is remained unchanged until any candidate/director is suitable to act as the Chairman of the Company.
2. Mr. Yan has been re-designated as the Acting Chairman and the Chief Executive Officer of the Company to fill the vacancy following the suspension of duties and powers of Mr. Meng as mentioned in note 1.
3. None of the Board members is related to one another.

The biographical details of the Directors are set out under the section headed “Biography of Directors and Senior Management” on pages 11 to 12 of this annual report. The list of Directors and their respective role and function are currently available on the Group’s website at <http://www.chinahuajungroup.com> and on HKEx’s website at <http://www.hkex.com.hk>.

Independent Non-executive Directors

Throughout the Year, the Company had three INEDs, meeting the requirements of the Listing Rules that the Board must include at least three INEDs and the number of INEDs must represent at least one-third of the Board members, and that at least one of the INEDs has appropriate professional qualifications or accounting or related financial management expertise.

Each of the independent non-executive Directors has entered into an appointment letter with the Company pursuant to which each of Mr. Zheng Bailin and Mr. Shen Ruolei is appointed for a specific term of two years and Mr. Pun Chi Ping is appointed for a specific term of one year. The appointment is subject to re-election and shall be automatically renewed for successive terms of one year or two years respectively unless terminated by either party in writing prior to the expiry of the term.

The broad spectrum of background of the independent non-executive Directors is valuable on the diversified perspectives in the Board. They come from diverse business and professional backgrounds. They have experiences in general management to professional knowledge, from PRC business to global enterprise. All of them have proven experiences in corporate strategies, risk management and corporate governance.

CORPORATE GOVERNANCE REPORT *(continued)*

The Company has received from each of the independent non-executive Directors an annual confirmation in writing of his independence and is satisfied that each of them continues to be independent in accordance with Rule 3.13 of the Listing Rules. Based on such confirmation and not aware of any adverse event, the Company considers that all the INEDs are independent and have met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

By virtue of B.2.3 of the CG Code, the re-appointment of Mr. Pun Chi Ping, who has served the Board for more than 9 years, has been approved by shareholders as a separate resolution at the general meeting held on 28 July 2022. A letter from the Board to the shareholders of the Company dated 29 June 2022 stated that the Nomination Committee has paid particular attention in assessing the independence of Mr. Pun Chi Ping and believes that Mr. Pun is still independent as Mr. Pun is not involved in the daily management of the Company, nor is he in any relationships or circumstance which would interfere with the exercise of his independent judgement, the Board considered that Mr. Pun has satisfied the requirements of independence guidelines set out in Rule 3.13 of the Listing Rules, his long service on the Board would not affect his integrity in exercising impartial and independent judgement on Board matters and his rich experience and professional knowledge can continue to bring valuable contribution to the Board and the growth of the Company.

Saved as disclosed above and as at the date of this annual report, no independent non-executive directors of the Company serve the Board more than 9 years.

Chairman and Chief Executive

The Chief Executive Officer (CEO) is responsible for day-to-day management of the business of the Group, whilst the Chairman provides leadership for the Board to ensure that the Board acts diligently and in the best interests of the Group, and that meetings are planned and conducted effectively. The Chairman is also responsible for approving the agenda for each Board meeting, taking into account, where appropriate, matters proposed by the Directors. The Chairman also actively encourages the Directors to make full contributions and actively participate in the Board's affairs. It is also the responsibility of the Chairman to ensure that good corporate governance practices and procedures are established.

During the Current Year, the roles of the chairman of the Board and chief executive officer of the Company are separate and exercised by different individual, namely, Mr. Meng Guang Bao (Chairman) and Ms. Zhang Ye and Mr. Yan Ruijie (CEO) respectively. Since Ms. Zhang Ye resigned as the executive Director and the joint chief executive officer of the Company on 7 June 2022, Mr. Yan Ruijie ("Mr. Yan"), one of the executive Directors of the Company, has been re-designated as the Chief Executive Officer of the Company on the same date.

In late December 2022, the Board was aware that Mr. Meng was detained by the Yingkou City Public Security Bureau, it was alleged that Mr. Meng has been involved in the crime of "fraudulently obtaining loans" (the "Incident"). Despite the Board is of the view that the Incident will not have a material adverse impact on the daily operations of the Group and is not aware of any material disruption to the Group's businesses, the Board has still resolved to suspend all administrative and executive duties and powers of Mr. Meng as Chairman and executive Director (the "Suspension") and the CEO, Mr. Yan Ruijie, has been re-designated as the Acting Chairman and the Chief Executive Officer of the Company to fill the vacancy following the Suspension with effect from 30 December 2022 until further notice from the Board.

CORPORATE GOVERNANCE REPORT *(continued)*

The Board is now taking steps to identify suitable candidates to act as the Chairman. In spite of the roles of the Chairman and the CEO were not the same individual in the past, the Board believes that the holding of both positions of Chairman and CEO by the same individual will not impair the balance of power and authority between the Board and the management of the Group.

Deviation of Code provision C.2.1 of the CG Code

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. Mr. Yan has been re-designated as the Acting Chairman and the CEO of the Company since 30 December 2022. He has been managing the Group's business and supervising the overall operations of the Group since 2021. The Board considers that vesting the roles of the Chairman and the CEO in Mr. Yan is beneficial to the management and business development of the Group and will provide a strong and consistent leadership to the Group. As at 31 December 2022, the Board has a total of five Directors and three of them are INEDs who are qualified professionals and/or experienced individuals. As all major decisions are made in consultation with all the Board members who meet on a regularly basis to review the operations of the Group, and shall be approved by majority approval of the Board, with the three INEDs on the Board scrutinising important decisions and offering independent perspectives, the Board believes that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board will continue to review and consider splitting the roles of the Chairman and the CEO at a time when it is appropriate and suitable by considering the circumstances of the Group as a whole.

Save as disclosed above, the Board has taken actions and measures to make sure that the Company is in all aspects in strict compliance with the Listing Rules and the CG Code. The current practices are reviewed and updated regularly to be in line with the local and international corporate governance practices.

Board Proceedings

The Board meets no less than four times a year to review, inter alia, the financial and operational performance of the Group. Additional Board meetings are held when necessary. Due notice and Board papers are given to all Directors prior to the meeting in accordance with the Listing Rules and the CG Code. The Board has established a procedure to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances at the Company's expenses. Appropriate insurance policy and cover for Directors have been arranged as well.

There were 16 Board meetings and one annual general meeting held in the Current Year. Apart from regular Board meetings, the Chairman of the Board also held a meeting with INEDs without presences of Executive Directors during the Current Year. All business transacted at the above meetings has been duly documented and is maintained in accordance with applicable laws and regulations.

CORPORATE GOVERNANCE REPORT *(continued)*

The attendance of each director of Board meetings and general meetings during the Current Year is set out below:

Directors	Attendance of Board meetings	Attendance of general meetings
<i>Executive Directors:</i>		
Mr. Meng Guang Bao (<i>Chairman</i>)	8/16	1/1
Mr. Yan Ruijie (<i>Note 1</i>)	16/16	1/1
Ms. Zhang Ye (<i>Note 1 & 2</i>)	4/8	N/A
Mr. Zhang Shifeng (<i>Note 1 & 2</i>)	7/8	N/A

Independent Non-executive Directors:

Mr. Zheng Bailin	11/16	1/1
Mr. Shen Ruolei	15/16	1/1
Mr. Pun Chi Ping	15/16	1/1

Notes:

1. Ms. Zhang Ye and Mr. Zhang Shifeng resigned as executive Directors on 7 June 2022 and Mr. Yan Ruijie was appointed as executive Director on the same date.
2. The annual general meeting was held on 28 July 2022.

Appointment, Re-election and Retirement of Directors

The Directors have the power to appoint any person as a Director either to fill a casual vacancy on the board or as an addition to the existing board subject to authorisation by the shareholders in general meetings. Any Director appointed by the Board shall hold office until the next following general meeting of the Company after his/her appointment and be subject to re-election at such meeting and any Director appointed as an addition to the existing board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with the Bye-laws of the Company, 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 at each annual general meeting, provided that every Director (including those appointed for a specified term) shall be subject to retirement at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

CORPORATE GOVERNANCE REPORT *(continued)*

Continuous Professional Development

The Company provides a comprehensive, formal and tailored induction to each newly appointed Director on his/her first appointment in order to enable him/her to have appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. The Company has provided timely technical updates, including the briefing on the amendments on the Listing Rules and the news release published by the Stock Exchange to the Directors. Continuing briefing and professional development for Directors are arranged where necessary.

During the Current Year, all Directors proactively participated in continuous professional training including the professional training and reading materials provided by the Company and developed and updated their knowledge and skills to ensure that their contribution to the Board remained comprehensively informed and relevant. The Company has received confirmation from all Directors of their respective training records for the Current Year.

Board Independence Mechanism

The Group recognises that the Board independence is significant in good corporate governance and Board effectiveness. The Board has established mechanisms to ensure independent views and input to the Board for enhancing any objective and effective decision making.

The following board independence mechanisms are reviewed annually by the Board, through the committees of the Company, to ensure their effectiveness:

1. During the Current Year, three out of the five Directors are Independent Non-Executive Directors (INEDs), which meets the requirements of the Listing Rules that the Board must have at least three INEDs and must appoint INEDs representing at least one-third of the Board.
2. All the committees of the Company, i.e. the Audit Committee, the Nomination Committee and the Remuneration Committee are chaired by one of the INEDs of the Company.
3. All the Audit Committee members are INEDs, whilst they are not participated in daily operations of the Group.
4. The Nomination and Remuneration Committee will assess the independence, experience, qualification and time commitment of a candidate who is nominated to be a new INED before appointment as and when required and also the continued independence of existing INEDs and their time commitments annually. On an annual basis, all INEDs are required to confirm in writing their compliance of independence requirements pursuant to Rule 3.13 of the Listing Rules.

CORPORATE GOVERNANCE REPORT *(continued)*

5. External independent professional advice is available as and when required by individual Directors.
6. All Directors are encouraged to express freely their independent views and constructive challenges during the Board/Board Committee meetings.
7. A Director (including INED) who has a material interest in a contract, arrangement or other proposal shall not vote or be counted in the quorum on any Board resolution approving the same.

Directors' and Officers' Liabilities Insurance

The Company has arranged appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against Directors, officers and senior management of the Company arising out of corporate actions.

Diversity of the Board

The Company recognises that increasing diversity at the Board level will maintain the competitive advantages and support the sustainable development of the Company. The Board and the Nomination Committee have adopted a board diversity policy to achieve a sustainable and balanced development of the Company.

Implementation

The Nomination Committee monitors the implementation of the board diversity policy to ensure its effectiveness from time to time. In designing the Board's composition, selection of candidates has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director.

The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

Measurable Objectives

The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth. The Nomination Committee will discuss and where necessary, agree on the measurable objectives for achieving diversity on the Board and make recommendations to the Board. The Board may adopt and/or amend from time to time (as applicable) such diversity perspectives and/or measurable objectives that are appropriate to the Company's business and board succession planning, as applicable.

CORPORATE GOVERNANCE REPORT *(continued)*

Composition of the Diversified Board

As at the date of this annual report, the Board comprises six directors and one senior management. The following table further illustrates the composition and diversity of the Board in terms of age, length of service with the Group, educational background and professional experience as of the date of this annual report:

	Age Group			Educational Background in			Professional Background in				Years of serving the
	30-45	46-60	Over 60	Law	Finance	Engineering	Law	Finance	Engineering	Management	Board
<i>Directors</i>											
Mr. Meng Guang Bao		✓		✓			✓				8 years
Mr. Yan Ruijie	✓					✓			✓	✓	1 years
Ms. Chen Yun	✓				✓			✓		✓	0.1 year
Mr. Zheng Bailin			✓		✓			✓		✓	8 years
Mr. Shen Ruolei			✓					✓		✓	8 years
Mr. Pun Chi Ping		✓						✓		✓	12 years
<i>Senior Management</i>											
Mr. Tam Ka Lung ^(Note)	✓				✓			✓		✓	4 years

Note: Mr. Tam Ka Lung has been appointed as the Chief Financial Officer and Company Secretary of the Company since 2018.

The Company considers that the current Board composition is well-balanced and of a diverse mix appropriate for the business of the Company. All board members appointments will be based on meritocracy. Candidates will be considered against objective criteria and having due regard for the benefits of diversity on the Board. The Nomination Committee will review the board diversity policy periodically, as appropriate, to ensure its effectiveness.

Gender Diversity

The Company has met gender diversity in its Board and currently has one female Director and five male Directors. The proportion of female members of the Board was 16.67%. Depending on the business needs of the Group, the Board will take opportunities to increase the proportion of female members over time as and when appropriate candidates are identified. As at the date of this annual report, the Board is of the view that the Board of the Company satisfies the board diversity policy.

Details of the Group's gender diversity at workforce level are set out in the Group's ESG report published separately.

CORPORATE GOVERNANCE REPORT *(continued)*

Nomination Policy

The Company has adopted a policy for the nomination of directors (the “Nomination Policy”) In accordance with the CG Code, it set out the selection criteria and procedures in relation to the nomination and appointment of Directors of the Company, aims to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to requirements of the Company.

The Board has delegated its responsibilities and authority for selection and appointment of directors of the Company to the Nomination Committee of the Company. Without prejudice to the authority and duties of the Nomination Committee as set out in its terms of reference, the ultimate responsibility for selection and appointment of directors of the Company rests with the entire Board.

The Nomination Policy set out the non-exhaustive factors and criteria in evaluating and selecting candidates for directorships, including but not limited to the followings:

- Character and integrity.
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company’s business and corporate strategy.
- Measurable objectives adopted for achieving diversity on the Board.
- Requirement for the Board to have independent directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- Potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.

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

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

CORPORATE GOVERNANCE REPORT *(continued)*

BOARD COMMITTEES

Remuneration Committee

The remuneration committee of the Company (the “Remuneration Committee”) was established in 2005 pursuant to the recommendations of the CG Code. The primary duties of the Remuneration Committee includes assisting the Board to oversee the establishment and operation of formal and transparent procedures for developing the remuneration packages of directors and senior management of the Company and recommend to the Board the remuneration packages of Directors, including individual executive Directors, and senior management of the Company. The Remuneration Committee’s authority and duties are set out in written terms of reference, which have been revised by the Board on 21 December 2018 that are available on the websites of the Company and Hong Kong Exchanges and Clearing Limited (“HKEX”).

During the Current Year, the Remuneration Committee consists of 4 members, namely Mr. Zheng Bailin, who is the chairman of the Remuneration Committee, Mr. Shen Ruolei, Ms. Zhang Ye and Mr. Pun Chi Ping. Following the resignation of Ms. Zhang Ye on 7 June 2022, Mr. Yan Ruijie has been appointed as a new member of the Remuneration Committee. The majority of the members of the Remuneration Committee are independent non-executive Directors.

The Company aims to design a remuneration policy that attracts and retains executives needed to run the Group successfully and to motivate executives to pursue appropriate growth strategies of the Group while at the same time taking into account the performance of the individuals. The remuneration should reflect, inter alia, the performance and responsibilities of the individuals; and the remuneration packages are structured to include salary, bonus and other benefits to provide incentives to directors and senior management of the Group and to improve their individual performance.

For the Current Year, the remuneration of individual Directors is disclosed by name in note 14 to the consolidated financial statements, while the remuneration of senior management is disclosed by bands as follows:

	Year ended 31 December 2022	Year ended 31 December 2021
	Number of individuals	Number of individuals
HK\$1,500,001 to HK\$2,000,000	–	1
HK\$2,000,001 to HK\$2,500,000	1	–
	1	1

CORPORATE GOVERNANCE REPORT *(continued)*

The Remuneration Committee met twice during the Current Year and the work carried out by the Remuneration Committee included the following:

- reviewed the remuneration policy of the Group;
- reviewed the specific remuneration packages of the Directors including executive Directors and senior management of the Group for the Current Year;
- reviewed and revised the written terms of reference for the purpose of being in line with the new requirement of the CG Code; and
- reviewed the share schemes under Chapter 17 of the Listing Rules.

All business transacted at the above meetings has been duly documented and is maintained in accordance with applicable laws and regulations.

The attendance of each member of the Remuneration Committee at the Remuneration Committee meeting during the Current Year is set out below:

Remuneration Committee Members	Attendance
Mr. Zheng Bailin (<i>Chairman</i>)	2/2
Mr. Shen Ruolei	2/2
Mr. Pun Chi Ping	2/2
Ms. Zhang Ye (<i>Note 1</i>)	1/1
Mr. Yan Ruijie (<i>Note 2</i>)	1/1

Notes:

1. Resigned on 7 June 2022.
2. Appointed on 7 June 2022.

Nomination Committee

The nomination committee of the Company (the “Nomination Committee”) was established in 2012, pursuant to the recommendations of the CG Code. The primary duties of the Nomination Committee includes making recommendations to the Board on the appointment and re-appointment of directors, structure, size and composition of the Board and to maintain a balance of skills, experience and diversity of perspectives on the Board which are appropriate to the requirements of the Company’s business.

During the Current Year, the Nomination Committee consists of 4 members, namely Mr. Shen Ruolei, who is the chairman of the Nomination Committee, Ms. Zhang Ye, Mr. Pun Chi Ping and Mr. Zheng Bailin. Following the resignation of Ms. Zhang Ye on 7 June 2022, Mr. Yan Ruijie has been appointed as a new member of the Nomination Committee. The majority of the members of the Nomination Committee are independent non-executive Directors.

CORPORATE GOVERNANCE REPORT *(continued)*

The Board adopted a board diversity policy (the “Board Diversity Policy”) with the primary objective of enhancing the effectiveness of the Board and its corporate governance standard. The Company recognizes the importance of having a diverse team of Board members, which is an essential element in maintaining a competitive advantage. The Nomination Committee has been delegated the authority to review and assess the diversity of the Board and its skills and experience by considering a number of factors including but not limited to, gender, age, cultural and educational background, and professional experience. When identifying and selecting suitably qualified candidates for recommendation to the Board, the Nomination Committee will give consideration to the Board Diversity Policy whereby selection of candidates will be based on merit against objective criteria and with due regard to the benefits of diversity on the Board. The Nomination Committee reviews and monitors the implementation of the Board Diversity Policy and makes recommendation to the Board as appropriate.

The Nomination Committee met twice during the Current Year. At the meeting, all members of the Nomination Committee were present and performed the work including the following:

- reviewing the structure, size and composition of the Board;
- identifying individuals qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for Directorships;
- assessing the independence of independent non-executive Directors;
- recognising the importance of having a broad complement of skills, experience and professional knowledge on the Board;
- reviewing Board Diversity Policy and the measurable objectives for nomination policy and the Board Diversity Policy; and
- make recommendations to the board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive.

The Nomination Committee formed the view that the Board has maintained an appropriate mix and balance of skills, knowledge, experience, expertise and diversity of perspectives appropriate to the business requirements of the Company during the Current Year.

All business transacted at the above meeting has been duly documented and is maintained in accordance with applicable laws and regulations.

CORPORATE GOVERNANCE REPORT *(continued)*

The attendance of each member of the Nomination Committee Meeting during the Current Year is set out below:

Nomination Committee Members	Attendance
Mr. Shen Ruolei (<i>Chairman</i>)	2/2
Mr. Pun Chi Ping	2/2
Mr. Zheng Bailin	2/2
Ms. Zhang Ye (<i>Note 1</i>)	1/2
Mr. Yan Ruijie (<i>Note 2</i>)	N/A

Notes:

1. Resigned on 7 June 2022.
2. Appointed on 7 June 2022.

Audit Committee

The audit committee of the Company (the "Audit Committee") was established in 2004 pursuant to the recommendations of the CG Code. The primary duties of the Audit Committee includes assisting the Board to monitor integrity of financial statements, oversee the relationship between the Company and its external auditors, ensure effective risk management and internal control systems of the Group are in place and good corporate governance standards and practices are maintained within the Group. The Audit Committee's authority and duties are set out in written terms of reference, which have been revised by the Board on 21 December 2018 and are available on the websites of the Company and HKEX.

During the Current Year and up to the date of this report, the Audit Committee comprises 3 independent non-executive Directors and reports directly to the Board. The Audit Committee meets regularly with the Group's senior management and the Company's external auditors to review the financial reporting and internal control systems of the Group as well as the financial statements of the Company.

The Audit Committee held three meetings during the Current Year and the work carried out by the Audit Committee included the following:

- reviewing the audited consolidated financial statements of the Group;
- reviewing the unaudited interim financial report of the Group;
- reviewing and discussing with the Company's external auditor in respect of the audit plan for the consolidated financial statements of the Group;
- reviewing and discussing with the senior management of the Group and the external auditor of the Company major accounting, audit, risk management and internal control issues;
- reviewing and discussing with the senior management of the Group the corporate governance practices and compliance issues of the Group;

CORPORATE GOVERNANCE REPORT *(continued)*

- reviewing the independence and objectivity of the external auditor of the Company;
- monitoring the non-audit services undertaken by the Company's external auditor or their affiliates;
- reviewing and approving the remuneration and terms of engagement of the external auditor of the Company;
- performing corporate governance duty delegated by the Board; and
- established and reviewed the Anti-Corruption Policy and the Whistleblowing Policy for the Group.

All business transacted at the above meetings has been duly documented and is maintained in accordance with applicable laws and regulations.

The attendance of each member of the Audit Committee at the Audit Committee meeting during the Current Year is set out below:

Audit Committee Members	Attendance
Mr. Pun Chi Ping (<i>Chairman</i>)	3/3
Mr. Zheng Bailin	3/3
Mr. Shen Ruolei	3/3

The Audit Committee meets with the chief financial officer, chief executive officer and other management of the Group from time to time for the purposes of reviewing the financial results, the interim and annual reports, internal control, corporate governance and risk management matters of the Group. It considers and discusses the reports and presentations with the management, the Group's internal and external auditors, with a view to ensuring that the Group's consolidated financial statements are prepared in accordance with Hong Kong Financial Reporting Standards. It also meets with the Company's external auditor, Prism Hong Kong and Shanghai Limited, to consider their report on the scope, strategy, progress and outcome of audit of the consolidated financial statements. In addition, the Audit Committee holds regular private meetings with the external auditor, separately without the presence of the management.

Corporate Governance Functions

The Board has the overall responsibility for the corporate governance of the Group and reviews its effectiveness, and adopts all necessary and appropriate actions, to maintain sufficient and effective corporate governance policy and functions from time to time. The Audit Committee assists the Board in the review of the corporate governance policy and functions to ensure the upholding of good corporate governance which are of the best interests of the Shareholders and the Group.

The Audit Committee has, during the Current Year, made arrangements to review the Group's the policies and practices on corporate governance and make recommendations to the Board, to review and monitor the policies and practices of the Group on compliance with legal and regulatory requirements, and to review the compliance by the Group with the CG Code and the disclosure requirements for the Corporate Governance Report. During the Current Year, the Board has reviewed the Company's policies and practices on corporate governance.

CORPORATE GOVERNANCE REPORT *(continued)*

Financial Reporting

Directors acknowledge and understand their responsibility for preparing the financial statements and to ensure that the financial statements of the Group are prepared in a manner which reflects the true and fair view of the state of affairs, results and cash flows of the Group and are in compliance with the relevant accounting standards and principles, applicable laws and disclosure provisions required under the Listing Rules. The statement of the external auditors of the Company, Prism Hong Kong and Shanghai Limited (the “Auditors”), about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor’s Report on pages 45 to 47. The Auditors issued a disclaimer of opinion (the “Disclaimer of Opinion”) on the consolidated financial statements of the Group for the year ended 31 December 2022 as set out in the paragraph headed “Basis for Disclaimer of Opinion” in the Independent Auditor’s Report.

The Auditors had raised concern on the Group’s ability to operate as a going concern. In order to address this concern, the Company has and will, among other things, taken the steps as disclosed in note 2 to the consolidated financial statements.

Based on the above, in preparing the consolidated financial statements, the Directors have reviewed the Group’s financial and liquidity position. The Board considered the Group will have sufficient liquidity to finance its operations for the next twelve months and therefore is of the view that the Group would be able to continue as a going concern. The Audit Committee had also discussed with the Auditors regarding the financial position of the Group, measures taken and to be taken by the Company, and considered and accepted the Auditors’ rationale and understood their consideration in arriving their opinion.

Auditor’s Remuneration

During the Current Year:

- (a) the Company’s former auditor, SHINEWING (HK) CPA Limited, charged the Group RMB0.2 million for audit services.
- (b) the Company’s auditor, Prism Hong Kong and Shanghai Limited, charged the Group RMB2.1 million for audit services.
- (c) Other auditors of the Company’s subsidiaries charged RMB0.2 million for audit services.

Company Secretary

Mr. Tam Ka Lung, the Company Secretary of the Company, is employed on a full time basis. The biographical details of Mr. Tam are set out under the section headed “Biography of Directors and Senior Management” in this annual report.

During the Current Year, Mr. Tam has taken no less than 15 hours of the relevant professional training. Our Company Secretary coordinates and supplies information to the Directors. Our Company Secretary ensures that board procedures and all board meetings are complied with for all applicable rules and regulations.

CORPORATE GOVERNANCE REPORT *(continued)*

Risk Management and Internal Control

The Board has the ultimate responsibility for the Group's risk management and internal control systems, which are managed through the evaluation and determination of the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives; examining its effectiveness, and to adopt all necessary and appropriate actions, to maintain sufficient and effective risk management and internal control systems from time to time.

An independent service provider was appointed to assist the Board to monitor the effectiveness of the risk management and internal control system of the Group. The service provider performed annual risk management and internal control review of the procedures, systems and controls of the Company in accordance with "Internal Control Integrated Framework". A risk management and internal control review report was submitted to the Audit Committee and the Board on a yearly basis so that remedial actions can be taken by formalising management policies to manage external and internal risks in a systematic and timely manner.

In recent years, the recognition of the environmental, social and governance ("ESG") factors in risk management being increasing. ESG-related risks can cause material impacts on the financial performance and reputation of the Group. As a result, the Board would take into account the ESG factors faced by the Group through the internal audit function by identifying, evaluating and modifying the significant or potential risks, in order to enhance the risk management and internal control system of the Group.

The Audit Committee assists the Board in the review at least annually, which covers operational, financial and compliance controls and risk management functions, in order to maintain an adequate and effective risk management and internal control systems to safeguard the interests of the Shareholders and the assets of the Group.

The Directors have made arrangements to review the Group's risk management and internal control systems as well as the adequacy of resource, qualification and experience of the staff of the Group's accounting and financial reporting function for the Current Year. The purpose of the review was to provide a reasonable assurance on the effectiveness and efficiency of the Group's operations in achieving the established corporate objectives, to safeguard the Group's assets against unauthorised use or disposition, to ensure the maintenance of proper accounting records of the Group for the provision of reliable financial information for internal use and for publication, and to ensure the Group's compliance with relevant legislation and regulations.

The Board considered that the risk management and internal control systems of the Group are effective in material respect but have areas for improvement to enhance the implementation of internal control procedures.

CORPORATE GOVERNANCE REPORT *(continued)*

Procedures and Internal Controls for the Handling and Dissemination of Inside Information

The Group acknowledges its responsibilities under the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong and the Listing Rules and the overriding principle that inside information should be announced as soon as reasonably practical when it is the subject of a decision. The procedures and internal controls for handling and dissemination of inside information are as follows:

1. The Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules as well as the “Guidelines on Disclosure of Inside Information” published by the Securities and Futures Commission of Hong Kong in June 2012 and the provisions set forth in the Policy on Disclosure of Inside Information of the Company.
2. The Group has implemented and disclosed its policy on fair disclosure by pursuing broad, nonexclusive distribution of information to the public through channels such as financial reporting, public announcements and the Company’s website.
3. The Group has strictly prohibited the unauthorized use of confidential or inside information.

Anti-Corruption Policy and Whistleblowing Policy

The Group has established (i) policy and measures that promote and support anti-corruption laws and regulations; and (ii) whistleblowing policy and measures for employees, suppliers and business partners to raise concerns, in confidence and anonymity, with the Audit Committee about possible improprieties in any matter related to the Group. For further details of the Group’s anti-corruption and whistleblowing policy and/or measures, please refer to the section headed “Anti-Corruption” of the “ESG Report.”

During the year ended 31 December 2022, the Company held one anti-corruption training to employees. There were no non-compliance cases in relation to the bribery and corruption.

Communications with Shareholders and Investor Relations

The Company considers that effective communication with the Shareholders is essential for enhancing investor understanding of the Group’s business and strategies.

The objective of communications with Shareholders is to ensure that the Shareholders, both individual and institutional, and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company. In this respect, a written shareholders communication policy (the “Shareholders Communication Policy”) has been established and is currently available on the Group’s website at <http://www.chinahuajungroup.com>. The Board reviewed the implementation and effectiveness of the Shareholders Communication Policy and the results were satisfactory.

CORPORATE GOVERNANCE REPORT *(continued)*

The Company uses a range of communication tools to ensure Shareholders are kept well informed of key business imperatives. These include general meetings, financial reports, announcements and circulars. The Company's website offers a communication channel between the Company and the Shareholders, and is frequently updated with key information of the Group.

At the Company's annual general meeting held on 28 July 2022, separate resolutions were proposed by the Chairman in respect of each separate issue, including the re-election of Directors. All the Directors, including the Chairman of the Board, Audit, Nomination and Remuneration Committee, and the Company Secretary and the external auditor of the Company attended the annual general meeting either in person or by electronic means, be ready and available to answer the questions in respect of their professional field at the general meeting.

The general meetings of the Company are the most valuable forum for the Board to communicate with the shareholders directly. Separate resolutions are proposed at the general meetings for each substantial and material issue, no bundling resolutions proposed unless they are interdependent and linked forming one significant proposal.

The Company regularly informs the Shareholders of the procedure for voting by poll and ensures compliance with the requirements about voting by poll contained in the Listing Rules and the constitutional documents of the Company. A consolidated version of the Company's Memorandum of Association and Bye-laws is currently available on the Group's website at <http://www.chinahuajungroup.com> and on HKEx's website at <http://www.hkex.com.hk>. There is no significant change in the Company's Memorandum of Association and Bye-laws during the Current Year.

Dividend Policy

The dividend policy on payment of dividends that has been adopted for allowing the shareholders of the Company to participate in the Company's profits whilst retaining adequate reserves to sustain the Group's future growth is detailed in the "Dividend Policy" section of the Report of the Directors in this annual report.

Constitutional Documents

During the Current Year, the Company has not made any changes to the Bye-laws of the Company.

In order to in line with the (i) Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules and (ii) the relevant requirements of the applicable laws of Bermuda, there is a proposed amendment to the Bye-laws of the Company be submitted to the shareholders of the Company to approve in the forthcoming annual general meeting.

CORPORATE GOVERNANCE REPORT *(continued)*

Shareholders' Rights

Procedures for Convening of Special General Meeting (“SGM”) on requisition of Shareholders

- (1) The directors of the Company, notwithstanding anything in the Company's bye-laws shall, on the requisition of Shareholders holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene a special general meeting of the Company.
- (2) The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the Company Secretary at the Company's principal place of business at, Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong. Such requisition may consist of several documents in like form each signed by one or more requisitionists.
- (3) The requisition will be verified with the Company's Share Registrars and upon their confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to include the resolutions in the agenda for the SGM. And such meeting shall be held within two months after the deposit of such requisition.
- (4) If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.
- (5) A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

Procedures for sending enquiries to the Board

The enquiries must be in writing with contact information of the enquirers and submitted to the Company Secretary at the Company's principal place of business at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong.

CORPORATE GOVERNANCE REPORT *(continued)*

Procedures for Shareholders to put forward proposals at general meetings

Pursuant to the Companies Act, any number of Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates or not less than one hundred Shareholders, can request the Company in writing to:

- (a) give to Shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and
- (b) circulate to Shareholders of the Company entitled to have notice of any general meeting send to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The requisition must be deposited to the Company not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in case of any other requisitions.

Conclusion

The Board believes that the quality and standard of corporate governance reflects the quality of the management and the operations of the Group's business. Good corporate governance can safeguard the proper use of the Group's assets and effective allocation of the Group's resources as well as protecting the interests of the Shareholders. The management is committed to advocating good practice in corporate governance and will strive to maintain, strengthen and improve the standard and quality of the corporate governance of the Group.

REPORT OF THE DIRECTORS

The Directors hereby present their annual report together with the audited consolidated financial statements of China Huajun Group Limited (the “Company”) and its subsidiaries (collectively refer to as the “Group”) for the Current Year.

Principal Activities

The Company acts as an investment holding company. During the Current Year, the Group has engaged in five core business, namely (i) Printing; (ii) Trading and Logistics; (iii) Property Development and Investments; (iv) Solar Photovoltaic; and (v) Financial Services.

A review of the business of the Group during the Current Year, a discussion of the principal risks and uncertainties facing by the Group and an indication of likely future developments in the Group’s business are set out under the section headed “Management discussion and analysis” in this annual report.

The analysis of the geographical segments of the operations of the Company and its subsidiaries during the year is set out in note 7 to the consolidated financial statements.

Financial Statements

The profit/loss of the Group for the Current Year and the state of the Group’s and the Company’s affairs as at that date are set out in the consolidated financial statements on pages 48 to 52 and 195 respectively.

Dividend

The Board did not recommend the payment of a final dividend for the Current Year (Last Year: Nil).

Dividend Policy

The Company has adopted a dividend policy, the objective of which is to allow shareholders of the Company to participate in the Company’s profits whilst retaining adequate reserves to sustain the Group’s future growth. The Board does not have any pre-determined dividend payout ratio. The declaration, form, frequency and amount of dividend paid by the Company must be in accordance with relevant laws and regulations and subject to the by-laws of the Company. In deciding whether to declare any dividend, the Board will take into account a number of factors, including the financial results, the distributable reserves, the operations and liquidity requirements, and the current and future development plans of the Company. The Board will review the dividend policy of the Company as appropriate from time to time.

Charitable Donations

Charitable donations made by the Group during the Current Year amounted to RMB165,000.

REPORT OF THE DIRECTORS *(continued)*

Subsidiaries

Particulars of the Company's subsidiaries at 31 December 2022 are set out in note 50 to the consolidated financial statements.

Five Years Financial Summary

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 198.

Major Suppliers and Customers

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers during the Current Year is as follows:

	%
<hr/>	
Sales	
Five largest customers in aggregate	32.8%
The largest customer	11.3%
Purchases	
Five largest suppliers in aggregate	43.8%
The largest supplier	19.0%

At no time during the Current Year have the Directors, their associates or any shareholder (which to the knowledge of the Directors, owns more than 5% of the Company's share capital) had any interests as defined in the Listing Rules in these major customers and suppliers.

Property, Plant and Equipment

Movements in property, plant and equipment during the Current Year are set out in note 16 to the consolidated financial statements.

Investment Properties

Movements in investment properties during the Current Year are set out in note 17 to the consolidated financial statements.

REPORT OF THE DIRECTORS *(continued)*

Share Capital

Details of movements in the share capital of the Company are set out in note 39 to the consolidated financial statements.

Reserves

Movements in the reserves of the Group and of the Company are set out in the consolidated statement of changes in equity on page 53 and note 51 to the consolidated financial statements respectively.

As at 31 December 2022, the Company's reserves available for distribution calculated in accordance with the provisions of the Bermuda Companies Act 1981 was Nil (31 December 2021: Nil).

Borrowings

Particulars of borrowings of the Group at 31 December 2022 are set out in note 32 to the consolidated financial statements.

Directors

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

Executive Directors:

Mr. Meng Guang Bao (*Chairman*) (*suspension of duties and powers*)

Mr. Yan Ruijie

Ms. Chen Yun (appointed on 31 March 2023)

Ms. Zhang Ye (resigned on 7 June 2022)

Mr. Zhang Shifeng (resigned on 7 June 2022)

Independent Non-executive Directors:

Mr. Zheng Bailin

Mr. Shen Ruolei

Mr. Pun Chi Ping

In accordance with the Bye-laws 86(2) & 87 of the Company's Bye-laws, Ms. Chen Yun, Mr. Meng Guang Bao, Mr. Yan Ruijie and Mr. Shen Ruolei will retire by rotation from office at the forthcoming annual general meeting. Ms. Chen Yun, Mr. Yan Ruijie and Mr. Shen Ruolei are being eligible, offer themselves for re-election. Mr. Meng Guang Bao will retire as a Director of the Company upon expiration of this term of office at the forthcoming annual general meeting of the Company to be held on 28 June 2023.

REPORT OF THE DIRECTORS *(continued)*

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors to be independent.

Mr. Pun Chi Ping has served the Board as independent non-executive Director for more than 9 years. During the Current Year, he has contributed the Board by providing independence view points and advices to the Company. Based on the above and the annual confirmation of the independence received, the Company considers Mr. Pun Chi Ping is still independent and should be re-elected in the forthcoming annual general meeting of the Company.

Changes in Information of Director

On 30 December 2022, Mr. Meng Guang Bao was detained by the Yingkou City Public Security Bureau, it was alleged that Mr. Meng has been involved in the crime of “fraudulently obtaining loans” (the “Incident”). In order to alleviate the concerns of the Shareholders, potential investors and the public, the Board had resolved to suspend all administrative and executive duties and powers of Mr. Meng as Chairman and executive Director with effect from 30 December 2022 until further notice from the Board. Mr. Yan Ruijie be acting as Acting Chairman of the Board to fill the vacancy following the suspension of duties of Mr. Meng. For further details, please refer to the announcement of the Company dated 30 December 2022.

Save as disclosed above and in this annual report, there is no other change to the Directors’ information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Directors’ Service Contracts

No Director has a service contract with the Company or any of its subsidiaries which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

Directors’ Remuneration

Details of the directors’ remuneration of the Company are set out in note 14 to the consolidated financial statements.

Related Party Transactions

Details of transactions between the Group and parties regarded as “Related Parties” under applicable accounting principles are set out in note 48 to the consolidated financial statements. During the Current Year, no transaction disclosed thereto constitutes connected transaction or continuing connected transaction of the Company which is subject to, among other things, reporting, announcement or independent shareholders’ approval requirement under Chapter 14A of the Listing Rules.

REPORT OF THE DIRECTORS *(continued)*

Directors' Interests in Competing Business

As at 31 December 2022, none of the Directors and their respective associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

Although certain associates of Mr. Meng are engaged in property development and property management, which is one of the principal businesses of the Group, the said associates of Mr. Meng carries out their business in considerable distance, i.e. over 100 kilometers, from the location where the property developments of the Group are situated at. Accordingly, there is no competition rendered in between the business of the Group and the business engaged by Mr. Meng's associates. Therefore, the Board is of the view that Mr. Meng and his associates were not interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

Connected Transactions

During the Current Year, there were no connected transaction or continuing connected transactions as defined in Chapter 14A of the Listing Rules that are required to be disclosed in the annual report.

Contracts with Controlling Shareholders

Save as disclosed under the section headed "Connected Transactions" above and the note 48 to the consolidated financial statements, no contract of significance has been entered into between the Company or any of its subsidiaries and the controlling shareholders of the Company or any of their subsidiaries, at any time during the Current Year. No contract of significance for the provision of services to the Company or any of its subsidiaries by the controlling shareholders of the Company or any of their subsidiaries.

REPORT OF THE DIRECTORS *(continued)*

Interests and/or Short Positions of the Directors and Chief Executive of the Company in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation

Interests of Directors and chief executive

As at 31 December 2022, the interests and short positions of each Director and chief executive of the Company in the shares or underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which he was taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Listing Rules (the “Model Code”) to be notified to the Company and the Stock Exchange were as follows:

Interests in the Shares

Director	Nature of interests	Number of Shares	Approximate percentage of interests in the issued share capital of the Company
Mr. Meng Guang Bao	Interest in controlled corporation ^(Note 1)	44,450,619 (L)	72.22%
	Beneficial owner	868,520 (L)	1.41%
	Share options ^(Note 2)	387,351 (L)	0.63%
Mr. Zheng Bailin	Share options ^(Note 2)	38,735 (L)	0.06%
Mr. Shen Ruolei	Share options ^(Note 2)	38,735 (L)	0.06%
Mr. Pun Chi Ping	Share options ^(Note 2)	38,735 (L)	0.06%

The letter “L” denotes a long position in the Shares.

Notes:

1. Long positions in 44,450,619 Shares are held by Huajun Group Limited (華君集團有限公司), a company incorporated in Hong Kong with limited liability, which was beneficially owned as to 100% by Mr. Meng. Mr. Meng was deemed to be interested in all Shares held by Huajun Group Limited by virtue of SFO.
2. The share options (save as those granted to Mr. Meng) were granted to the respective Directors on 7 February 2017 and Mr. Meng was granted his share options on 16 March 2017. The exercise period of the share options commenced from their respective date of grant to 6 February 2027 with an exercise price of HK\$78.00.

REPORT OF THE DIRECTORS *(continued)*

Interests in shares in associated corporations

Associated corporation	Director	Amount of registered capital/ number of shares held in the associated corporation	Capacity	Approximate percentage interest in the capital of the associated corporation
Huajun Group Limited	Mr. Meng	HK\$3,000,000,000	Beneficial owner	100%

As at 31 December 2022, save as disclosed above, none of the Directors and chief executive of the Company had any interests or short positions in the shares (“Shares”), underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have such under provisions of the SFO); or (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules to be notified to the Company and the Stock Exchange.

REPORT OF THE DIRECTORS *(continued)*

Interests and/or Short Positions Discloseable Under the SFO and the Substantial Shareholders

As at 31 December 2022, so far as was known to the Directors, the following persons, other than a Director or chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of Shareholders	Number of Shares	Capacity	Approximate percentage of interests in the issued share capital of the Company as at 31 December 2021
Madam Bao Le	45,706,490 (L)	Interest held by spouse <i>(Note (b))</i>	74.26%
Huajun Group Limited	44,450,619 (L)	Beneficial owner <i>(Note (a))</i>	72.22%
Mr. Meng	44,450,619 (L)	Interest of controlled corporation <i>(Note (a))</i>	72.22%
	868,520 (L)	Beneficial owner	1.41%
	387,351 (L)	Share Options	0.63%
Ouke Group Holdings Limited	6,582,326 (L)	Beneficial owner	10.69%

Notes:

- (a) 44,450,619 Shares are held by Huajun Group Limited as long position, which is directly wholly-owned by Mr. Meng. Mr. Meng was deemed to be interested in all Shares held by virtue of SFO.
- (b) Madam Bao Le, being a spouse of Mr. Meng, was deemed to be interested in the interest held by Mr. Meng.

The letter "L" denotes a long position in the Shares.

Save as disclosed above, as at 31 December 2022, none of the Directors nor the chief executive of the Company was aware of any other person (other than a Director or chief executive of the Company) or corporation which had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register as required to be kept by the Company under section 336 of the SFO.

REPORT OF THE DIRECTORS *(continued)*

Directors' Interests in Transactions, Arrangements or Significant Contracts

Save as set out in note 48 to the consolidated financial statements and under the section "Connected Transactions" in this annual report, no transactions, arrangements or contract of significance to which the Company or subsidiaries or controlling shareholder of its subsidiaries was a party and in which a Director of the Company or an entity connected with a Director of the Company has or had a material interest, either directly or indirectly subsisted at the end of the Current Year or at any time during the Current Year.

Share Option Scheme

The Company adopted a share option scheme on 28 September 2007. The purpose of the Share Option Scheme is to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to Executive or Non-executive Directors including Independent Non-executive Directors or any employees (whether full-time or part-time) of each member of the Group (the "Participants") and for such other purpose as the Board may approve from time to time. Pursuant to a special resolution passed by the shareholders of the Company at a special general meeting held on 25 October 2017, the new share option scheme (the "Scheme") has been adopted and approved. The Scheme shall remain valid and effective until 24 October 2027.

The principal terms of the Scheme are summarised as follows:

- (i) The total number of Shares which may be issued upon exercise of all share options to be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of Shares in issue as at the date of adoption of the Scheme, unless approved by Shareholders and which must not in aggregate exceed 30% of the total number of the relevant class of securities of the Company in issue from time to time. The total number of Shares available for issue under the Scheme is 6,066,920 Shares.
- (ii) The total number of shares issued and to be issued upon exercise of the share options (including both exercised and outstanding options) granted pursuant to the Scheme and any other share option schemes of the Company to each of the Participants in any 12-month period shall not exceed 1% of the total number of the relevant class of securities of the Company (or its subsidiaries) in issue.
- (iii) The exercise price shall be solely determined by the Board, and shall be at least the highest of: (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of offer of the share option to the Participants, which must be a day (other than a Saturday or a Sunday) on which licenced banks are open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities (the "Business Day"); (b) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the date of offer of the share option to the Participants; and (c) the nominal value of the Shares.

REPORT OF THE DIRECTORS *(continued)*

- (iv) A share option may be exercised at any time during a period determined by the Board at its absolute discretion and notified by the Board to each grantee the period during which an option may be exercised and in any event, such period shall not be longer than 10 years from the date upon which any particular option is granted in accordance with the Scheme.
- (v) There is no minimum period for which a share option must be held before the share option can be exercised unless otherwise determined by the Board.
- (vi) According to the Scheme, the offer of a grant of share options may be accepted within 28 days from the date of offer, HK\$100 is payable by each of the Participants to the Company on acceptance of the share options as consideration for the grant. The share options to which the offer relates shall be deemed to have been granted on the date of offer of such share options.

As at 31 December 2022, the number of share options have been granted and remained outstanding under the Scheme was 503,556 (31 December 2021: 1,873,806) representing approximately 0.82% (31 December 2021: 3.04%) of the Company in issue at that date.

The movement of share options under the Scheme during the Current Year is presented as follows:

	At 1 January 2022	Granted	Exercised	Lapsed	At 31 December 2022
Movement during the year ended 31 December 2022	1,873,806	NIL	NIL	(1,370,250)	503,556

Arrangement for Directors to Acquire Shares or Debentures

Apart from the Scheme as disclosed above, at no time during the Current Year was the Company, any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's Bye-laws, although there is no restriction against such rights under Bermuda Law.

REPORT OF THE DIRECTORS *(continued)*

Purchase, Sale or Redemption of the Company's Shares

During the Current Year, the Company nor any of its subsidiaries has purchased, sold or redeemed any of the shares.

Permitted Indemnity Provision

The Bye-laws of the Company provide that each Director, Secretary and other officers of the Company and shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of the duties in their respective offices. The Company has taken out and maintained appropriate insurance, which is currently in force and was in force throughout the Current Year, to cover potential legal actions against its Directors and senior officers of the Company.

Equity-linked Agreements

Save as disclosed above under the sections "Connected Transactions" and "Share Option Scheme", the Company did not enter into any equity-linked agreements for the year ended 31 December 2022 and no equity-linked agreements subsisted as at 31 December 2022.

Retirement Schemes

Particulars of retirement schemes of the Group are set out in note 40 to the consolidated financial statements.

Staff

As at 31 December 2022, the Group had a total staff of 2,130 (31 December 2021: 2,557).

The Group provides employee benefits such as staff insurance, retirement schemes and discretionary bonus and also provides in-house training programmes and external training sponsorship.

REPORT OF THE DIRECTORS *(continued)*

Material Acquisitions and Disposals of Subsidiaries

The Group has no material acquisition or disposal of subsidiaries during the Current Year.

On 8 September 2022, Jiangsu People's Court issued a "Decision on the Designation of Bankruptcy Administrator", Huajun Wuxi Bankrupt Liquidation Team established by the management committee of the former Wuxi Taihu National Tourism Resort* (前無錫太湖國家旅遊度假區) was designated as the bankruptcy administrator of the liquidation case of Huajun Wuxi. As a result of the bankrupt liquidation petition against Huajun Wuxi and the appointment of Bankruptcy Administrator, the Company has effectively lost the control over Huajun Wuxi and the results of operations and financial position of Huajun Wuxi have not been consolidated into the consolidated financial statements of the Company as Huajun Wuxi is considered no longer a subsidiary of the Company since September 2022 (the "Huajun Wuxi Liquidation"). For further details, please refer to the announcement of the Company dated 26 September 2022.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, there is sufficient public float of not less than 25% of the Company's issued share capital as required under the Listing Rules.

Independent Auditor

The consolidated financial statements of the Company for the years ended 31 December 2020 and 2021 have been audited by SHINEWING (HK) CPA Limited.

SHINEWING (HK) CPA Limited has resigned as the auditor of the Company with effect from 23 December 2022. The shareholders of the Company have resolved and appointed to appoint Prism Hong Kong and Shanghai Limited as the new auditor of the Company with effect from 21 February 2023 at the special general meeting.

The consolidated financial statements of the Company for the year ended 31 December 2022 have been audited by Prism Hong Kong and Shanghai Limited who will retire and being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

By Order of the Board

Yan Ruijie

Acting Chairman, Chief Executive Officer and Executive Director

Hong Kong, 31 March 2023

INDEPENDENT AUDITOR'S REPORT



TO THE SHAREHOLDERS OF CHINA HUAJUN GROUP LIMITED

(Incorporated in Bermuda with limited liability)

Disclaimer of Opinion

We were engaged to audit the consolidated financial statements of China Huajun Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 48 to 197, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including 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 Hong Kong Companies Ordinance.

Basis for Disclaimer of Opinion

Multiple Uncertainties Relating to Going Concern

As described in note 2 to the consolidated financial statements, the Group reported net loss of approximately RMB2,828,391,000 for the year ended 31 December 2022 and as at 31 December 2022, the Group had net current liabilities and net liabilities of approximately RMB8,897,107,000 and RMB3,667,098,000 respectively, which included principals, interest and penalty payables with carrying amounts of approximately RMB6,724,068,000 and RMB2,022,363,000 respectively, of which principals of approximately RMB6,609,578,000 in total were in default and therefore the lenders have the right to demand immediate repayment of the entire outstanding balances as at 31 December 2022. Therefore, the Group was involved in a number of litigations in relation to other defaulted loans together with accrued interest payables above of approximately RMB8,383,229,000 have been overdue and are included in current liabilities in the consolidated statement of financial position.

INDEPENDENT AUDITOR'S REPORT *(continued)*

These conditions, together with other matters as described in notes 2 and 32 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

The Directors have been undertaking a number of plans and measures to improve the Group's liquidity and financial position to enable the Group to meet its financial obligations as and when they fall due for the foreseeable future.

The consolidated financial statements had been prepared on a going concern basis, the validity of which depends on the results of the successful implementation and outcome of the measures as detailed in note 2 to the consolidated financial statements, to be undertaken by the Group.

However, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves that the events or conditions underpinning the cash flow forecast of the Group for going concern assessment are reasonable and supportable because of (i) the lack of sufficient supporting basis from the management including the consent from lenders to continue the development of certain frozen property projects, the ability to secure additional funding to complete the construction works in order to realise the maximum premium from sale of those projects; (ii) the lack of detailed analyses from the management in relation to its plans and measures for future actions in its going concern assessment which take into account the uncertainty of outcome of those plans and measures and how variability in outcome would affect the future cash flows of the Group; and (iii) the lack of sufficient basis that the improvement of future operating results and cash flows would be realised. Hence, we were unable to satisfy ourselves about the appropriateness of the use of the going concern basis of accounting in the preparation of the consolidated financial statements by the management of the Group.

In view of the extent of the material uncertainties relating to the results of those measures to be taken by the Group which might cast significant doubt on the Group's ability to continue as a going concern, we have disclaimed our opinion on the consolidated financial statements.

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

Other matter

The consolidated financial statements of the Group for the year ended 31 December 2021, were audited by another auditor who expressed a disclaimer of opinion on those statements on 23 June 2022.

INDEPENDENT AUDITOR’S REPORT *(continued)*

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

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

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

The Audit Committee is 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, solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act and our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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

The engagement partner on the audit resulting in this independent auditor’s report is Mr. Dai Tin Yau.

Prism Hong Kong and Shanghai Limited

Certified Public Accountants

Dai Tin Yau

Practising Certificate Number: P06318

Hong Kong

31 March 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
Revenue	6		
Goods and services		1,627,561	3,496,959
Income from securities brokerage and consultancy services		443	3,183
Rental income from property investments		12,422	11,002
Dividend from securities investments		752	1,294
Total revenue		1,641,178	3,512,438
Cost of sales and services		(1,985,902)	(3,438,342)
Gross (loss) profit		(344,724)	74,096
Other gains and losses, net	8	219,733	2,535
Other income	9	7,250	10,590
Change in fair value of investment properties	17	(1,187,093)	(372,744)
Selling and distribution expenses		(74,753)	(102,371)
Administrative expenses		(232,843)	(305,194)
(Impairment loss) reversal of impairment loss on			
– trade receivables	43	(52,188)	11,220
– other receivables	43	(28,741)	7,521
– property, plant and equipment	16	(207,322)	(58,093)
– right-of-use assets	26	(10,376)	(30)
Finance costs	10	(1,305,536)	(1,097,345)
Share of result of an associate		392	515
Gain on liquidation of a subsidiary	44(c)	410,978	–
Change in fair value of convertible bonds		–	33
Loss before tax		(2,805,223)	(1,829,267)
Income tax (expense) credit	11	(23,168)	45,082
Loss for the year	13	(2,828,391)	(1,784,185)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME *(continued)*

For the year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
Other comprehensive (expense) income			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating of foreign operations		(27,477)	67,058
Change in fair value of debt instruments at fair value through other comprehensive income ("FVTOCI")		–	(3,375)
Reclassification adjustment relating to loss on disposal of debt instruments at FVTOCI included in profit or loss		–	3,300
		<u>(27,477)</u>	<u>66,983</u>
Other comprehensive (expense) income for the year		(27,477)	66,983
Total comprehensive expense for the year		<u>(2,855,868)</u>	<u>(1,717,202)</u>
Loss for the year attributable to:			
– Shareholders of the Company		(2,822,338)	(1,778,008)
– Non-controlling interests		(6,053)	(6,177)
		<u>(2,828,391)</u>	<u>(1,784,185)</u>
Total comprehensive expense attributable to:			
– Shareholders of the Company		(2,849,806)	(1,711,029)
– Non-controlling interests		(6,062)	(6,173)
		<u>(2,855,868)</u>	<u>(1,717,202)</u>
		RMB	RMB
Loss per share	15		
Basic		<u>(45.86)</u>	<u>(28.89)</u>
Diluted		<u>(45.86)</u>	<u>(28.89)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
Non-current assets			
Property, plant and equipment	16	1,252,811	1,553,719
Investment properties	17	3,869,392	5,075,502
Goodwill	18	–	–
Other non-current asset	19	3,082	2,824
Interest in an associate	20	30,638	30,246
Interest in a joint venture	21	–	–
Deposits for property, plant and equipment	22	33,502	40,959
Financial assets at fair value through profit or loss (“FVTPL”)	23	13,220	23,001
Other receivables and deposits	27	13,484	53,631
Deferred tax assets	37	6,072	7,026
Right-of-use assets	26	322,260	378,763
		5,544,461	7,165,671
Current assets			
Properties held for sale	24	4,115,673	7,091,240
Inventories	25	242,954	285,077
Trade and other receivables, deposits and prepayments	27	876,446	945,496
Loan and interest receivables	28	–	–
Tax recoverable		5,838	5,739
Financial assets at FVTPL	23	8,646	12,735
Restricted bank balances	29	33,144	7,700
Pledged bank deposits	29	436	10,749
Bank balances and cash	29	59,739	152,204
		5,342,876	8,510,940
Assets classified as held for sale	12	217,722	59,139
		5,560,598	8,570,079

CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

As at 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
Current liabilities			
Trade and other payables, and other liabilities	30	6,281,845	3,636,931
Bill payables	31	–	17,401
Tax payable		135,470	118,289
Amount due to immediate holding company	38	197,647	–
Borrowings	32	6,724,068	10,828,687
Contract liabilities	33	1,121,093	1,287,273
Corporate bonds	34	10,844	12,657
Deferred consideration	35	74,518	74,518
Lease liabilities	26	2,220	10,943
		<u>14,547,705</u>	<u>15,986,699</u>
Net current liabilities		<u>(8,987,107)</u>	<u>(7,416,620)</u>
Total assets less current liabilities		<u>(3,442,646)</u>	<u>(250,949)</u>
Non-current liabilities			
Deferred income	36	131,656	133,858
Deferred tax liabilities	37	11,907	12,036
Amount due to immediate holding company	38	–	187,560
Borrowings	32	–	188,490
Corporate bonds	34	79,211	71,117
Lease liabilities	26	1,678	858
		<u>224,452</u>	<u>593,919</u>
NET LIABILITIES		<u>(3,667,098)</u>	<u>(844,868)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

As at 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
Capital and reserves			
Share capital	39	55,983	55,983
Reserves		(3,751,466)	(906,601)
Deficiency attributable to shareholders of the Company		(3,695,483)	(850,618)
Non-controlling interests		28,385	5,750
TOTAL DEFICIENCY		(3,667,098)	(844,868)

The consolidated financial statements on pages 48 to 197 were approved and authorised for issue by the board of directors on 31 March 2023 and are signed on its behalf by:

Mr. Yan Ruijie
Director

Ms. Chen Yun
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

	Attributable to shareholders of the Company										Non-controlling interests	Total
	Share capital	Share premium	Statutory surplus reserve	Exchange translation reserve	Share-based payment reserve	Deemed contribution reserve	Investment revaluation reserve	Other reserve (Note)	Accumulated losses	Sub-total		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2022	55,983	2,557,466	31,602	116,693	30,185	981,231	140	5,033	(4,628,951)	(850,618)	5,750	(844,868)
Loss for the year	-	-	-	-	-	-	-	-	(2,822,338)	(2,822,338)	(6,053)	(2,828,391)
Other comprehensive expense for the year	-	-	-	(27,468)	-	-	-	-	-	(27,468)	(9)	(27,477)
Total comprehensive expense for the year	-	-	-	(27,468)	-	-	-	-	(2,822,338)	(2,849,806)	(6,062)	(2,855,868)
Lapse of share options (note 42)	-	-	-	-	(184)	-	-	-	184	-	-	-
Liquidation of a subsidiary	-	-	(175)	-	-	-	-	-	175	-	-	-
Purchase of non-controlling interests	-	-	-	-	-	-	-	-	(48,697)	(48,697)	28,697	(20,000)
Deemed contribution from the controlling company (note 38)	-	-	-	-	-	53,638	-	-	-	53,638	-	53,638
Balance at 31 December 2022	55,983	2,557,466	31,427	89,225	30,001	1,034,869	140	5,033	(7,499,627)	(3,695,483)	28,385	(3,667,098)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY *(continued)*

For the year ended 31 December 2022

	Attributable to shareholders of the Company											Non-controlling interests RMB'000	Total RMB'000
	Share capital RMB'000	Share premium RMB'000	Statutory surplus reserve RMB'000	Exchange translation reserve RMB'000	Share-based payment reserve RMB'000	Convertible bonds-equity conversion reserve RMB'000	Deemed contribution reserve RMB'000	Investment revaluation reserve RMB'000	Other reserve (Note) RMB'000	Accumulated losses RMB'000	Sub-total RMB'000		
Balance at 1 January 2021	55,983	2,557,466	31,602	49,639	30,185	541,618	897,761	215	5,033	(3,065,298)	1,104,204	11,923	1,116,127
Loss for the year	-	-	-	-	-	-	-	-	-	(1,778,008)	(1,778,008)	(6,177)	(1,784,185)
Other comprehensive income (expense) for the year	-	-	-	67,054	-	-	-	(75)	-	-	66,979	4	66,983
Total comprehensive income (expense) for the year	-	-	-	67,054	-	-	-	(75)	-	(1,778,008)	(1,711,029)	(6,173)	(1,717,202)
Redemption of convertible bond	-	-	-	-	-	(541,618)	-	-	-	214,355	(327,263)	-	(327,263)
Deemed contribution from disposal of subsidiaries (note 44)	-	-	-	-	-	-	58,588	-	-	-	58,588	-	58,588
Deemed contribution from the controlling company (note 38)	-	-	-	-	-	-	24,882	-	-	-	24,882	-	24,882
Balance at 31 December 2021	55,983	2,557,466	31,602	116,693	30,185	-	981,231	140	5,033	(4,628,951)	(850,618)	5,750	(844,868)

Note:

Other reserves were set up by the Company's PRC subsidiaries in accordance with their articles of association. The amounts to be transferred to these reserves are determined by the respective board of directors. They can be used to convert into paid-up capital, and are not distributable to shareholders.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	2022 RMB'000	2021 RMB'000
Cash flows from operating activities		
Loss before tax	(2,805,223)	(1,829,267)
Adjustments for:		
Change in fair value of convertible bonds	–	(33)
Change in fair value of investment properties	1,187,093	372,744
Change in fair value of financial assets at FVTPL	1,418	1,929
Change in fair value of deferred consideration	–	23,498
Loss on disposal of financial assets at FVTPL	712	–
Loss on disposal of debt instruments at FVTOCI	–	3,300
Depreciation and amortisation of non-current assets	106,845	120,293
Dividend income from securities investments	(752)	(1,294)
Finance costs	1,305,536	1,097,345
Provision for litigation	–	21,699
Gain on liquidation of a subsidiary	(410,978)	–
Amortisation of deferred income	(2,201)	(451)
Recognition of impairment loss (reversal of impairment loss recognised) in respect of on		
– trade receivables	52,188	(11,220)
– other receivables	28,741	(7,521)
– property, plant and equipment	207,322	58,093
– right-of-use assets	10,376	30
Written off of other receivables	4,251	6,254
Write-down of properties held for sale	469,283	109,561
Write-down of inventories	2,274	572
Interest income on bank deposits and pledged bank deposits	(681)	(2,109)
Interest income on finance lease receivables	–	(1,297)
Gain on disposal of property, plant and equipment	(195,862)	(31,363)
Loss on disposal of right-of-use assets	3,078	–
(Gain) loss on early termination of lease	(2)	111
Net foreign exchange gain	–	(10)
Share of result of an associate	(392)	(515)
	(36,974)	(69,651)

CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

For the year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
Operating cash flows before movements in working capital		(36,974)	(69,651)
(Increase) decrease in properties held for sale		(50,214)	194,669
Decrease (increase) in inventories		39,849	(54,757)
(Increase) decrease in trade and other receivables		(47,145)	215,750
Decrease in financial assets at FVTPL		–	687
(Decrease) increase in trade and other payables		(38,766)	375,194
Decrease in bill payables		(17,593)	(30,060)
Increase (decrease) in contract liabilities		138,271	(203,431)
(Increase) decrease in restricted bank balance		(25,444)	39,178
Cash (used in) from operations		(38,016)	467,579
Income tax paid		(5,214)	(16,279)
Interest received on finance lease receivables		–	1,297
Dividend received from securities investments		752	1,294
Net cash (used in) from operating activities		(42,478)	453,891
Investment activities			
Purchase of property, plant and equipment		(10,761)	(439,273)
Proceeds from disposal of property, plant and equipment		207,429	92,881
Payment for purchase of investment properties		(101,561)	(66,215)
Proceeds from disposal of investment properties		5,748	–
Proceeds from disposal of financial assets at FVTPL		30,554	14,709
Purchase of financial assets at FVTPL		(15,721)	(9,201)
Proceeds from disposal of debts instruments at FVTOCI		–	4,255
Purchase of debts instruments at FVTOCI		–	(4,423)
Purchase of other non-current asset		–	(2,824)
Payment for right-of-use assets		–	(213)
Interest received on bank deposits		681	2,109
Release of pledged bank deposits		10,266	37,548
Placement of pledged bank deposits		(1)	(1,351)
Net cash inflow from disposal of subsidiaries	44	–	14,654
Net cash outflow from liquidation of a subsidiary	44	(14,491)	–
Purchase of non-controlling interests		(20,000)	–
Net cash from (used in) investing activities		92,143	(357,344)

CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

For the year ended 31 December 2022

	2022 RMB'000	2021 RMB'000
Financing activities		
Proceeds from borrowings	5,000	2,769,814
Repayment of borrowings	(60,743)	(1,856,585)
Repayment of lease liabilities	(11,797)	(16,305)
Interest paid	(54,261)	(192,000)
Government subsidy received	–	2,136
Redemption of corporate bonds	(5,583)	(1,667)
Redemption of convertible bonds	–	(1,185,999)
Advance from immediate holding company	16,163	921,522
Repayment to immediate holding company	(4,772)	(599,340)
Net cash used in financing activities	(115,993)	(158,424)
Net decrease in cash and cash equivalents	(66,328)	(61,877)
Cash and cash equivalents at the beginning of year	152,204	219,083
Effect of exchange rate changes	(26,137)	(5,002)
Cash and cash equivalents at the end of year	59,739	152,204

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

1. GENERAL

China Huajun Group Limited (the “Company”) is a limited company incorporated in Bermuda as an exempted company and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is located at Victoria Place, 5th Floor, 31 Victoria Street Hamilton, Pembroke, HM10, Bermuda. The principal place of its business is located at Suites 903-905, 9/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong.

The directors of the Company (the “Directors”) consider that immediate holding company and ultimate holding company of the Company to be Huajun Group Limited (“HGL”), a company incorporated in Hong Kong. HGL is wholly-owned by Mr. Meng Guang Bao (“Mr. Meng”), who is the chairman of the Board of Directors and an executive director of the Company (suspension of duties and powers since 30 December 2022).

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 50. The Company and its subsidiaries are collectively referred to as the “Group”.

The functional currency of the Company is Hong Kong dollars (“HK\$”) while the consolidated financial statements of the Group are presented in Renminbi (“RMB”) to enable the shareholders of the Company to have a more accurate picture of the Group’s financial position and performance.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

In preparing the consolidated financial statements, the Directors have given careful consideration to the future liquidity of the Group in light of the fact that the Group incurred a net loss of RMB2,828,391,000 for the year ended 31 December 2022 and as of that date, the Group had capital and other commitments of approximately RMB1,244,509,000, net current liabilities and net liabilities of approximately RMB8,987,107,000 and RMB3,667,098,000 respectively, which included principals, interest and penalty payables of approximately RMB6,724,068,000 and RMB2,022,363,000 respectively, of which aggregate principals of approximately RMB6,609,578,000 are in default. Consequently, the lenders have the right to demand immediate repayment of the entire outstanding balances as at 31 December 2022, which remain outstanding up to the date of approval of these consolidated financial statements. Therefore, the Group was involved in a number of litigations in relation of defaulted loan payables together with accrued interests payables above of RMB8,383,229,000 due for settlement as at 31 December 2022.

The above conditions indicate the existence of material uncertainty which may cast significant doubt about the Group’s ability to continue as a going concern and, therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

The Directors reviewed a cash flow forecast of the Group covering a period of fifteen months from the end of the reporting period and consider that it is appropriate to prepare the consolidated financial statements on the going concern basis taking into account the following facts and assumptions:

(i) Restructuring of the Group's property business

All of the Group's property development projects were suspended due to insufficient cash resources. The Group expects that the property projects will be disposed of through sale or legal auction to get proceeds for repayment of borrowings. Certain property project subsidiaries with overdue borrowings are subject to bankruptcy petition if the proceeds from disposal of pledged assets are not sufficient to repay their debts. The Group is in negotiation with creditors of property development business to restructure the borrowings by set-off of pledged assets.

(ii) Disposal and cessation of non-core loss making business

The Group has and will take actions to cease or dispose of certain non-core loss making business operations to maximise cash flows of the Group.

(iii) Cash inflow from operations

The Group will implement further cost reduction measures to minimise the operating costs and retain resources for the Group's printing and logistics and trading business which provide positive cash flows to maintain the Group's operations.

The Directors believe that, taking into account the above plans and measures, the Group will have sufficient working capital to satisfy its present requirements for the year ending 31 December 2023. However, should the Group fails to achieve the above-mentioned plans and measures, the Group may be unable to operate as a going concern, in which case adjustments might have to be made to the carrying values of the Group's assets to state them at their recoverable values, to provide for any further liabilities which might arise and to reclassify its non-current assets and non-current liabilities to current assets and current liabilities, respectively. The effect of these adjustments have not been reflected in the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”)

In the current year, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) which are effective for the Group’s financial year beginning 1 January 2022:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous contracts: Cost of fulfilling a contract
Annual Improvements to HKFRSs 2018-2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16 and HKAS 41

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

New and amendments to HKFRSs issued but not yet effective

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

Amendments to HKFRS 10 and HKAS 28 (2011)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 17	Insurance Contracts ^{1, 5}
Amendment to HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information ⁶
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current (the “2020 Amendments”) ^{2,4}
Amendments to HKAS 1	Non-current Liabilities with Covenants (the “2022 Amendments”) ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) *(Continued)*

New and amendments to HKFRSs issued but not yet effective *(Continued)*

- 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 No mandatory effective date yet determined but available for adoption
- ⁴ As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion
- ⁵ As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023
- ⁶ An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

The directors of the Company anticipate that the application of the new and amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The significant accounting policies are 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 where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group’s returns.

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income of subsidiaries 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of consolidation *(Continued)*

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

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

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

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing 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 interest and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. 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, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets and liabilities of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets and liabilities (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified 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 *Financial Instruments* or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations or asset acquisitions

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Assets acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under fair value model and financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities arising from the assets acquired and liabilities assumed in the business combination are recognised and measured in accordance with HKAS 12 *Income Taxes*;
- assets or liabilities related to the acquiree's employee benefit arrangements are recognised and measured in accordance with HKAS 19 *Employee Benefits*;
- liabilities or equity instruments related to share-based payment arrangement of the acquiree or the replacement of the acquiree's share-based payment transactions with the share-based payment transactions of the Group are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below);

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations or asset acquisitions *(Continued)*

Business combinations *(Continued)*

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments as if the acquired lease was a new lease at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at an amount equal to the lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the Group's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests, unless as required by another standards, are measured at acquisition-date fair value except for non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are initially measured either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at each reporting date, and changes in fair value are recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations or asset acquisitions *(Continued)*

Business combinations *(Continued)*

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

Goodwill

Goodwill arising from a business combination is carried at cost less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGU") (or groups of CGUs) that is expected to benefit from the synergies of the combination.

A CGU (or groups of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. For goodwill arising on acquisition in a reporting period, the CGU (or groups of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets on a pro rata based on the carrying amount of each asset in the unit (or groups of CGUs). Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Interests in an associate and a joint venture

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

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.

The Group's investments in an associate and a joint venture are accounted for in the consolidated financial statements using the equity method. Under the equity method, investments in an associate and a joint venture are initially recognised at cost. The Group's share of the profit or loss and changes in the other comprehensive income of an associate and a joint venture are recognised in profit or loss and other comprehensive income respectively after the date of acquisition. If the Group's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture, which determined using the equity method together with any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture, the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the associate or joint venture is recognised as goodwill and is included in 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 acquisition, after reassessment, is recognised in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment 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 is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the net investment subsequently increases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Interests in an associate and a joint venture *(Continued)*

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture. When the Group retains an interest in the former associate or a joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKFRS 9. The difference between the carrying amount of the associate or a joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or a joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the associate or joint venture is disposed of.

When the Group's ownership interest in an associate or a joint venture is reduced, but the Group continues to apply the equity method, the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest is reclassified to profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

Gains and losses resulting from transactions between the Group and its associate or joint venture are recognised in consolidated financial statements only to the extent of unrelated investors' interests in the associate or joint venture. The Group's share in the associate's or joint venture's gains or losses resulting from these transactions is eliminated.

The Group applies HKFRS 9, including the impairment requirements, to long-term interests in an associate or joint venture to which the equity method is not applied and which form part of the net investment in the investee. In applying HKFRS 9 to long-term interests, the Group does not take into account adjustments to their carrying amount required by HKAS 28 (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with HKAS 28).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Such classification requires the asset or the disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset or disposal group and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

Revenue from contracts with customers

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

The Group recognised 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 customers.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(Continued)*

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Revenue is measured based on the consideration specified in a contract with a customer, excludes amounts collected on behalf of third parties, discounts and sales related taxes.

Contract assets and contract liabilities

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.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(Continued)*

Contract assets and contract liabilities *(Continued)*

The Group recognises revenue from the following major sources:

- Assembling and sales of solar photovoltaic products;
- Provision of processing services for solar photovoltaic products;
- Manufacturing and sales of printing products;
- Sales of petrochemical and other related products;
- Manufacturing and sales of hydraulic machinery;
- Department store business;
- Hotel business;
- Sales of properties;
- Securities brokerage; and
- Provision of property management services.

Assembling and sales of solar photovoltaic products, and sales of petrochemical products

The Group assembles and sells solar photovoltaic products, and trades petrochemical products mainly to customers in the PRC.

Revenue from sales of solar photovoltaic products is recognised when control of the goods has transferred, being the time when the goods have been shipped/delivered to the customer's specific location ("Delivery").

Revenue from sales of petrochemical products is recognised when control of the goods has transferred, being the time when the customer draws out the petrochemical products from the Group's warehouse or storage location ("Draw Out").

Following Delivery or Draw Out, the customer has full discretion over the manner of distribution and price to sell the goods and has the full responsibility on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 30 to 60 days upon Delivery or Draw Out.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(Continued)*

Assembling and sales of solar photovoltaic products, and sales of petrochemical products *(Continued)*

For the trading of petrochemical products business, the Group requires certain customers to provide upfront deposits ranging from 10% to 20% of total contract sum. When the Group receives a deposit before the petrochemical products are delivered to the customer, this will give rise to contract liabilities at the start of a contract and setoff with the total contract sum upon the sales transaction is completed.

Manufacturing and sales of printing products

The Group manufactures and sells printing products to customers in the PRC, US, Hong Kong and other overseas countries.

For contracts entered into with customers on sales of printing products, the relevant printing products specified in the contracts are based on customer's specifications with no alternative use. Taking into consideration of the relevant contract terms, the Group concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant printing products to customers.

Revenue from sales of printing products is therefore recognised at a point in time when the completed printing products is shipped/delivered to customers, being at the point that the customer obtains the control of the printing products and the Group has present right to payment and collection of the consideration is probable.

The normal credit term is 30 to 90 days in accordance with the invoice date.

The Group requires certain customers to provide upfront deposits ranging from 10% to 20% of total contract sum. When the Group receives a deposit before the manufacturing process commences, this will give rise to contract liabilities at the start of a contract and setoff with the total contract sum upon the sales transaction is completed.

Provision of processing services for solar photovoltaic products

These contracts entered into with customers for assembling solar photovoltaic products, raw materials are provided directly by the customers to carry out assembling services by Group (i.e. processing services) for completion of the productions. The relevant photovoltaic products specified in the contracts are based on customer's specifications with no alternative use. Taking into consideration of the relevant contract terms, the Group concluded that the Group does not have an enforceable right to payment prior to the completion of assembling services and delivered to customers. The normal credit term is 30 days in accordance with the invoice date.

Revenue from the provision of processing services for solar photovoltaic products is therefore recognised at a point in time when the completed solar photovoltaic products is delivered to customers, being at the point that the customer obtains the control of the solar photovoltaic products and the Group has present right to payment and collection of the consideration is probable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(Continued)*

Manufacturing and sales of hydraulic machinery

The Group manufactures and sells hydraulic machinery to customers in the PRC.

Revenue from sales of hydraulic machinery is recognised at a point in time when the completed hydraulic machinery is shipped/delivered to customers, being at the point that the customer obtains the control of the hydraulic machinery and the Group has present right to payment and collection of the consideration is probable.

The normal credit term is 90 days in accordance with the invoice date.

Hotel business

Revenue from hotel operations is recognised when the accommodation and related services are provided and is usually settled in cash, by credit cards or other means of electronic payment.

Department store business

Revenue from sale of goods is recognised at point of sale when the customer takes possession of and accepts the product and is usually settled in cash, by credit cards or other means of electronic payment.

Property management services

Revenue from provision of property management service is recognised over time as the customers simultaneously receive and consume the benefits provided by the Group when the Group renders the service. The Group has elected the practical expedient for not to disclose the remaining performance obligations for these types of contracts. The majority of the property management service contracts do not have a fixed term. Customers usually prepay the property management fee at the beginning of each month.

Brokerage – commission income and handling charges

Commission income is recognised at a point in time when the trading transaction is executed, with reference to the trading transaction volume and the commission rate applicable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(Continued)*

Sales of properties

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customer's specifications with no alternative use.

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 residential properties is therefore recognised at a point in time when the completed property is delivered 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.

The Group receives 30% to 50% of the contract value from customers when they sign the sales and purchase agreement. For the customers who use mortgage loans provided by the banks, the remaining portion of the total contract value will be paid to the Group from the banks once the customers meet the requirements of the banks. The payment is generally made by the bank before the delivery of property to the buyer. Such advance payment schemes result in contract liabilities being recognised throughout the property construction period while construction work of properties is still ongoing.

Where the Group considers the advance payment schemes contain significant financing component, the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the Group. As this accrual increases the amount of the contract liabilities during the period of construction, it increases the amount of revenue recognised when control of the completed property is transferred to the customer.

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.

For contracts where the period between payments 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers *(Continued)*

Existence of significant financing component *(Continued)*

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 (e.g. sales commissions) as an asset if it expects to recover these costs. The asset so recognised is subsequently charged to profit or loss 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.

Leasing

Definition of a lease

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

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract or modification date or acquisition date, as appropriate. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leasing *(Continued)*

The Group as lessee *(Continued)*

Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments), less any lease incentives receivable.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leasing *(Continued)*

The Group as lessee *(Continued)*

Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, provision is recognised and measured under HKAS 37 “*Provision, Contingent Liabilities and Contingent Assets*”. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Except for the right-of-use assets classified as investment properties and measured under fair value model, right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. They are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line in the consolidated statement of financial position. The right-of-use assets that meet the definition of investment property are presented within “investment property”.

The Group applies HKAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

When the Group obtains ownership of the underlying leased assets at the end of the lease term upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property, plant and equipment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leasing *(Continued)*

The Group as lessee *(Continued)*

Lease modification

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

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the 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.

For a lease modification that is not accounted for a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group as lessor

The Group enters into lease agreements as a lessor with respect to some of its investment properties. Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When a contract includes both lease and non-lease components, the Group applies HKFRS 15 to allocate the consideration under the contract to each component.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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 at 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 carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange difference arising on the settlement of monetary items, and on the retranslation of monetary items are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, (i) the assets and liabilities of the Group's foreign operations are translated into HK\$; and (ii) the assets and liabilities of the Group denominated or translated in HK\$ are then translated into the presentation currency of the Group (i.e. RMB), using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates at the dates of the 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 (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint arrangement that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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.

Any specific borrowing remains outstanding after the related asset is ready for its intended use or sale is included in the general pool for calculation of capitalisation rate on general borrowings.

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

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Retirement benefit costs

Payments to the state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

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 loss 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.

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. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of 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 associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests 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 each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

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

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Taxation *(Continued)*

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle current tax liabilities and assets on a net basis.

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment, other than construction-in-progress (as described below), are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Ownership interests in leasehold land and buildings

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

Depreciation is recognised so as to write off the cost of items of property, plant and equipment, other than construction-in-progress less their residual values, over their estimated useful lives, using the straight-line method. 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Property, plant and equipment *(Continued)*

Ownership interests in leasehold land and buildings *(Continued)*

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including cost of testing whether the related assets are functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Sale proceeds of items that are produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the asset is functioning properly), and the related costs of producing those items are recognised in the profit or loss. 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.

If a property held for sale becomes an item of property, plant and equipment when there is a change in use, the carrying amount of the property at the date of transfer is the deemed cost for subsequent accounting for that property as an item of property, plant and equipment.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes). Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Investment properties also include leased properties recognised by the Group as right-of-use asset and leased out under operating lease.

Owned investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss in the year in which they arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investment properties *(Continued)*

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

An investment property held by the Group as a right-of-use asset is measured initially at cost in accordance with HKFRS 16. Subsequent to initial recognition, it is measured at fair value, which is the right-of-use asset, but not the underlying property.

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 property is derecognised.

If an item of property, plant and equipment becomes an investment property when there is a change in use, as supported by observable evidence, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in properties revaluation reserve. The properties revaluation reserve in respect of that item will be transferred directly to retained earnings when it is derecognised.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the weighted average method. Net realisable value of inventories represents the estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale.

Properties held for sale

Completed properties and properties under development for sale in the ordinary course of business are included in current assets and stated at the lower of cost and net realisable value. Costs comprise the acquisition costs, the related land cost, development expenditure incurred and where appropriate, borrowing costs capitalised in accordance with the Group's accounting policy and other direct costs attributable to such properties and allocated to each unit in each phase based on sellable floor area, using weighted average method. Net realisable value represents the estimated selling price for properties held for sale less all estimated costs of completion and the costs necessary to make the sale.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Cash and cash equivalents

In the consolidated statement of financial position, cash and bank balances comprise cash (i.e. cash on hand and demand deposits) and cash equivalents. Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents, as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

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

Financial assets

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 marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI"), and fair value through profit or loss ("FVTPL").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Financial assets at amortised cost (debt instruments)

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instruments and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (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) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Financial assets at amortised cost (debt instruments) *(Continued)*

(i) Amortised cost and effective interest method *(Continued)*

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, 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.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the “revenue” and “other income” line items (notes 6 and 9).

Financial assets at FVTOCI (debt instruments)

The Group classifies and measures subsequently its debt instruments at FVTOCI if both of the following conditions are met:

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Financial assets at FVTOCI (debt instruments) (Continued)

The Group's debt instruments classified as at FVTOCI includes investments in listed and unlisted bond investments. Fair value is determined in the manner described in note 23. Debt instruments are initially measured at fair value plus transaction costs. Subsequently, changes in the carrying amount of debt instruments as a result of foreign exchange gains and losses, impairment gains or losses, and interest income calculated using the effective interest method are recognised in profit or loss. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. All other changes in the carrying amount of these debt instruments are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

Financial assets at FVTPL

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

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the 'other gains and losses' line item. Fair value is determined in the manner described in note 23.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Financial assets at FVTPL (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI as well as financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix 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 as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has 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 increase in the likelihood or risk of a default occurring since initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets *(Continued)*

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument 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.

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;
- significant increases in credit risk on other financial instruments of the same debtor; and
- 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.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets *(Continued)*

Significant increase in credit risk *(Continued)*

Despite the foregoing, the Group assumes that the credit risk on a debt 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) the financial instrument 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. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'low risk'. Low risk means that the counterparty has a low risk of default and there is no past due amounts.

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 contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- 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).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets (Continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- 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;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over 2 years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets (Continued)

Measurement and recognition of expected credit losses

The measurement of expected credit losses 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 regarding specific exposures that is reasonable, supportable and available without undue cost or effort. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16 Leases.

For a financial guarantee contract, as 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, the expected loss allowance is 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.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT 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 party. 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. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash 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 liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

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 contracts issued by a group entity are initially measured at their fair values and, if not designated as at FVTPL and do not arise from a transfer of a financial asset, are 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Modification of financial liabilities

A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

Non-substantial modifications of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Offsetting financial instruments

Financial assets and liabilities of the Group are offset and the net amount presented in the consolidated statement of financial position when, and only when, there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

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.

Provisions are measured at 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).

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees 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 condition 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-based payment 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 share-based payment reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share capital and share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to retained profits (accumulated losses).

Equity instruments issued to purchase goods or services

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment of tangible assets, right-of-use assets and other non-current asset other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Other non-current asset with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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 for which the estimates of future cash flows have not been adjusted.

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) 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 CGU) in prior periods. A reversal of an impairment loss is recognised immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Fair value measurement

When measuring fair value except for the Group's share-based payment transactions, leasing transactions, net realisable value of properties held for sale and inventories, and value in use of property, plant and equipment and right-of-use assets for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the Directors are required to make judgements, estimates and assumptions about the amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. 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.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised and disclosures made in the consolidated financial statements.

(a) Going concern and liquidity

The assessment of the going concern assumptions involves making judgement by the Directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. Please refer to note 2 in relation to the going concern assumptions adopted by the Directors.

(b) Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Accordingly, deferred taxation in relation to the Group's investment properties have been measured based on the tax consequences of recovering the carrying amounts entirely through use.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Fair values of investment properties

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of investment properties. Note 17 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of investment properties. The carrying amount of investment properties as at 31 December 2022 was approximately RMB3,869,392,000 (31 December 2021: RMB5,075,502,000).

(b) Estimated net realisable value on properties held for sale

In determining whether allowances should be made to the Group's properties held for sale, the Group takes into consideration the current market environment and the estimated net realisable value (i.e. the actual or estimated selling price less estimated costs to complete the development based on existing asset structure and material price lists and the estimated costs necessary to make the sales). An allowance is made if the estimated net realisable value is less than the carrying amount. If the actual net realisable value on properties held for sale is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, material allowances for impairment losses may result if the net realisable value is less than the carrying amount.

The carrying amount of properties held for sale as at 31 December 2022 was approximately RMB4,115,673,000 (31 December 2021: RMB7,091,240,000) as set out in note 24. Write-down of properties held for sale of approximately RMB469,283,000 (31 December 2021: RMB109,561,000) was recognised for the year ended 31 December 2022.

(c) Allowance for inventories

The management of the Group reviews the ageing of the inventories at the end of the reporting period, and makes allowance for obsolete and slow-moving inventory items identified that are no longer saleable in the market. The identification of obsolete inventories requires the use of estimation of the net realisable value of items of inventories and judgements on the conditions of items of inventories. Where the expected net realisable value is lower than the cost of certain items, a write-down of inventories may arise. As at 31 December 2022, the carrying amount of inventories of the Group was approximately RMB242,954,000 (31 December 2021: RMB285,077,000), net of accumulated allowance for inventories of approximately RMB5,081,000 (31 December 2021: RMB9,811,000). Write-down of inventories of approximately RMB2,274,000 (31 December 2021: RMB572,000) was recognised for the year ended 31 December 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty *(Continued)*

(d) Impairment of trade and other receivables

Except for debtors with significant outstanding balances or credit-impaired which individually assessed for ECL, the Group uses provision matrix to calculate ECL for trade receivables. The Group uses debtors' ageing to assess the impairment for its customers which grouped by different segment in relation to its operations because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The provision rates that applied are based on historical default rates from respective segments taking into consideration forward-looking information that is reasonable, supportable and available without undue costs or effort. As COVID-19 pandemic continues to evolve, its effect on the Group's customers and their ability to meet their financial obligations to the Group is difficult to predict. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income.

At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. Different default rates are applied to the customers in different businesses. In addition, receivables with significant balances and credit impaired are assessed for ECL individually.

For other receivables, the Group determines the ECL on an individual basis for each debtor. The Group estimated the ECL based on historical credit loss experience and forward-looking information and an assessment of both the current as well as the forecast conditions at the reporting date, including time value of money where appropriate. At each reporting period, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade and other receivables are disclosed in notes 43 and 27, respectively.

As at 31 December 2022, the carrying amount of trade receivables was approximately RMB154,238,000 (31 December 2021: RMB237,925,000), net of loss allowance of approximately RMB105,007,000 (31 December 2021: RMB52,234,000) are disclosed in note 27.

As at 31 December 2022, the carrying amount of deposits and other receivables was approximately RMB622,673,000 (31 December 2021: RMB621,507,000), net of loss allowance of approximately RMB115,018,000 (31 December 2021: RMB86,277,000) are disclosed in note 27.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty *(Continued)*

(e) *Estimated useful lives of property, plant and equipment (including right-of-use assets)*

At the end of each reporting period, the Directors review the estimated useful life of property, plant and equipment (including right-of-use assets). The carrying amounts of property, plant and equipment (including right-of-use assets) as at 31 December 2022 is RMB1,575,071,000 (31 December 2021: RMB1,932,482,000).

(f) *Impairment assessment of property, plant and equipment, right-of-use assets and other non-current asset*

The Group determines whether the property, plant and equipment, right-of-use assets and other non-current asset are impaired whenever there is indication of impairment presented. The impairment loss for property, plant and equipment, right-of-use assets and other non-current asset are recognised for the amounts by which the carrying values exceed their recoverable amounts, in accordance with the Group's accounting policy. The recoverable amounts of property, plant and equipment, right-of-use assets and other non-current asset have been determined based on higher of value-in-use calculations and fair value less costs of disposal. These calculations require the use of estimates such as future revenue and discount rates.

As at 31 December 2022, the carrying values of property, plant and equipment were approximately RMB1,252,811,000 (31 December 2021: RMB1,553,719,000). An impairment loss of approximately RMB207,322,000 (31 December 2021: RMB58,093,000) has been recognised during the year ended 31 December 2022.

As at 31 December 2022, the carrying values of right-of-use assets were approximately RMB322,260,000 (31 December 2021: RMB378,763,000). An impairment loss of approximately RMB10,376,000 (31 December 2021: RMB30,000) has been recognised during the year ended 31 December 2022.

As at 31 December 2022, the carrying values of other non-current asset was approximately RMB3,082,000 (31 December 2021: RMB2,824,000). No impairment loss has been recognised during the years ended 31 December 2022 and 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

6. REVENUE

(i) Disaggregation of revenue from contracts with customers

	For the year ended 31 December 2022						Total RMB'000
	Printing RMB'000	Trading and logistics RMB'000	Property development and investments RMB'000	Solar photovoltaic RMB'000	Financial services RMB'000	Other RMB'000	
Type of goods and services							
Sales of:							
– printing products	491,274	–	–	–	–	–	491,274
– petrochemical and other related products	–	1,035,107	–	–	–	–	1,035,107
– properties	–	–	18,957	–	–	–	18,957
– hydraulic machinery	–	–	–	–	–	62,766	62,766
– other	–	–	–	–	–	2,432	2,432
Property management services	–	–	17,025	–	–	–	17,025
Total revenue from contracts with customers	491,274	1,035,107	35,982	–	–	65,198	1,627,561
Income from securities brokerage and consultancy services	–	–	–	–	443	–	443
Rental income from property investments	–	–	5,340	7,082	–	–	12,422
Dividend from securities investments	–	–	–	–	752	–	752
Total revenue	491,274	1,035,107	41,322	7,082	1,195	65,198	1,641,178
Geographical markets							
The PRC	167,951	1,014,050	35,982	–	–	65,198	1,283,181
The United States of America (“US”)	214,980	–	–	–	–	–	214,980
Hong Kong	44,148	11,119	–	–	–	–	55,267
European countries	34,642	9,938	–	–	–	–	44,580
Other countries	29,553	–	–	–	–	–	29,553
Total	491,274	1,035,107	35,982	–	–	65,198	1,627,561

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

6. REVENUE *(Continued)*

(i) Disaggregation of revenue from contracts with customers *(Continued)*

	For the year ended 31 December 2021						
	Printing RMB'000	Trading and logistics RMB'000	Property development and investments RMB'000	Solar photovoltaic RMB'000	Financial services RMB'000	Other RMB'000	Total RMB'000
Type of goods and services							
Sales of:							
– solar photovoltaic products	–	–	–	98,168	–	–	98,168
– printing products	508,816	–	–	–	–	–	508,816
– petrochemical and other related products	–	2,121,574	–	–	–	–	2,121,574
– properties	–	–	667,115	–	–	–	667,115
– hydraulic machinery	–	–	–	–	–	73,559	73,559
– other	–	–	–	–	–	9,370	9,370
Property management services	–	–	18,357	–	–	–	18,357
Total revenue from contracts with customers	508,816	2,121,574	685,472	98,168	–	82,929	3,496,959
Income from securities brokerage and consultancy services	–	–	–	–	3,183	–	3,183
Rental income from property investments	–	–	11,002	–	–	–	11,002
Dividend from securities investments	–	–	–	–	1,294	–	1,294
Total revenue	508,816	2,121,574	696,474	98,168	4,477	82,929	3,512,438
Geographical markets							
The PRC	190,025	2,068,229	685,472	98,168	–	82,929	3,124,823
The US	179,084	–	–	–	–	–	179,084
Hong Kong	36,055	15,454	–	–	–	–	51,509
European countries	41,966	15,676	–	–	–	–	57,642
Other countries	61,686	22,215	–	–	–	–	83,901
Total	508,816	2,121,574	685,472	98,168	–	82,929	3,496,959

* Revenue from property management services is recognised over time, and the progress measured using the output method. The property management service fees are billed to the tenants monthly. All other revenue of the Group from contracts with customers are recognised at a point in time.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

6. REVENUE *(Continued)*

(ii) Transaction price allocated to the remaining performance obligation for contracts with customers

The transaction price allocated to the remaining performance obligations for sales of properties (unsatisfied or partially unsatisfied) as at 31 December and the expected timing of recognising revenue are as follows:

	Sales of properties	
	2022 RMB'000	2021 RMB'000
Within one year	–	747,664
Over one year but within two years	–	393,773
Over two years but within five years	818,730	–
	818,730	1,141,437

Except for the above, all of the Group's other remaining performance obligations for contracts with customers are for original expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

7. OPERATING SEGMENTS

The Group manages its businesses by divisions, which are organised by different business lines. Information reported to the Group's executive directors, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and performance assessment is prepared on this basis. The Group has identified the following five reportable segments under HKFRS 8 Operating Segments as follows:

- **Printing:** Sales and manufacturing of high quality multi-colour packaging products, carton boxes, books, brochures and other paper products
- **Trading and logistics:** Trading, logistics and supply chain management
- **Property development and investments:** Property development and investments, property management services
- **Solar photovoltaic:** Sales and manufacturing of and provision of processing services on solar photovoltaic products
- **Financial services:** Comprised of provision of finance through money lending services; provision of finance through finance lease; provision of securities brokerage services and investment activities in equity securities, funds, bonds and asset management services and other related services

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

7. OPERATING SEGMENTS *(Continued)*

In addition to the operating segments described above, each of which constitutes a reportable segment, the Group has other operating segments which include sales and manufacturing of hydraulic machinery in the PRC for the year ended 31 December 2022. None of these segments meets any of quantitative thresholds for determining reportable segments. Accordingly, all of the above operating segments are grouped as “Other segments”.

Segment revenue and results

The following is an analysis of the Group’s revenue and results by reportable segments:

For the year ended 31 December 2022

	Printing RMB'000	Trading and logistics RMB'000	Property development and investments RMB'000	Solar photovoltaic RMB'000	Financial services RMB'000	Sub-total RMB'000	Other segments RMB'000	Total RMB'000
Segment revenue								
Revenue from external customers	491,274	1,035,107	41,322	7,082	1,195	1,575,980	65,198	1,641,178
Segment profit/(loss)	168,920	(23,423)	(1,887,155)	(68,863)	(20,386)	(1,830,907)	(82,182)	(1,913,089)
Unallocated amounts								
Corporate administrative expenses								(21,516)
Other gains and losses, net								23,548
Finance costs								(1,305,536)
Gain on liquidation of a subsidiary								410,978
Share of result of an associate								392
Group's loss before tax								<u>(2,805,223)</u>

For the year ended 31 December 2021

	Printing RMB'000	Trading and logistics RMB'000	Property development and investments RMB'000	Solar photovoltaic RMB'000	Financial services RMB'000	Sub-total RMB'000	Other segments RMB'000	Total RMB'000
Segment revenue								
Revenue from external customers	508,816	2,121,574	696,474	98,168	4,477	3,429,509	82,929	3,512,438
Segment loss	(29,176)	(6,188)	(550,455)	(96,630)	(12,862)	(695,311)	(17,532)	(712,843)
Unallocated amounts								
Change in fair value of convertible bonds								33
Corporate administrative expenses								(16,661)
Other gains and losses, net								(2,966)
Finance costs								(1,097,345)
Share of result of an associate								515
Group's loss before tax								<u>(1,829,267)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

7. OPERATING SEGMENTS *(Continued)*

Segment revenue and results *(Continued)*

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4.

Segment results represent the profit or loss of each operating segment without allocation of gains or losses arising from change in fair value of convertible bonds – derivative component, corporate administrative expenses, finance costs, gain on liquidation of a subsidiary, unallocated other gains and losses, net and share of result of an associate. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Other segment information

For the year ended 31 December 2022

	Printing RMB'000	Trading and logistics RMB'000	Property development and investments RMB'000	Solar photovoltaic RMB'000	Financial services RMB'000	Sub-total RMB'000	Other segments RMB'000	Unallocated RMB'000	Total RMB'000
Amounts included in the measure of segment profit or loss or segment assets:									
Depreciation of property, plant and equipment	30,834	7,253	11,741	24,687	134	74,649	13,364	109	88,122
Depreciation of right-of-use assets	7,154	2,303	1,359	1,551	-	12,367	3,645	2,711	18,723
Additions to non-current assets	4,898	1,519	102,099	4,052	-	112,568	374	3,675	116,617
Impairment loss recognised in respect of									
- trade receivables	-	-	27,555	13,988	-	41,543	10,645	-	52,188
- other receivables	-	-	-	-	-	-	-	28,741	28,741
- property, plant and equipment	-	-	137,897	34,312	139	172,348	34,625	349	207,322
- right-of-use assets	-	-	10,376	-	-	10,376	-	-	10,376
(Gain) loss on disposal of property, plant and equipment	(194,587)	-	-	(31)	29	(194,589)	(1,072)	(201)	(195,862)
Gain on early termination of lease	-	(2)	-	-	-	(2)	-	-	(2)
Fair value loss of investment properties	-	-	1,187,093	-	-	1,187,093	-	-	1,187,093
Fair value loss of financial assets at FVTPL	-	-	-	-	1,418	1,418	-	-	1,418
Loss on disposal of financial assets at FVTPL	-	-	-	-	712	712	-	-	712
Interest income on bank deposits and pledged bank deposits	(86)	(366)	(118)	(4)	(94)	(668)	(8)	(5)	(681)
Written off of other receivables	447	-	3,608	10	-	4,065	186	-	4,251
Write-down of inventories	-	-	-	-	-	-	2,274	-	2,274
Write-down of properties held for sale	-	-	469,283	-	-	469,283	-	-	469,283

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

7. OPERATING SEGMENTS *(Continued)*

Other segment information *(Continued)*

For the year ended 31 December 2021

	Printing RMB'000	Trading and logistics RMB'000	Property development and investments RMB'000	Solar photovoltaic RMB'000	Financial services RMB'000	Sub-total RMB'000	Other segments RMB'000	Unallocated RMB'000	Total RMB'000
Amounts included in the measure of segment profit or loss or segment assets:									
Depreciation of property, plant and equipment	28,188	7,532	17,851	26,364	221	80,156	16,188	934	97,278
Depreciation of right of use assets	9,991	3,896	1,145	1,765	13	16,810	4,458	1,747	23,015
Additions to non-current assets	34,974	2,171	190,847	151,142	2,824	381,958	273,047	3,484	658,489
Impairment loss (reversal of impairment) recognised in respect of									
– trade receivables	682	–	–	(11,902)	–	(11,220)	–	–	(11,220)
– other receivables	–	–	(7,521)	–	–	(7,521)	–	–	(7,521)
– property, plant and equipment	–	–	–	52,863	–	52,863	5,230	–	58,093
– right-of-use assets	–	–	–	–	30	30	–	–	30
(Gain) loss on disposal of property, plant and equipment	(805)	1	59	–	5	(740)	(30,623)	–	(31,363)
Provision for litigation	–	–	21,699	–	–	21,699	–	–	21,699
Loss on early termination of lease	–	–	–	–	–	–	111	–	111
Fair value loss of investment properties	–	–	372,744	–	–	372,744	–	–	372,744
Fair value loss of financial assets at FVTPL	–	–	–	–	1,929	1,929	–	–	1,929
Loss on disposal of debt instruments at FVTOCI	–	–	–	–	3,300	3,300	–	–	3,300
Interest income on bank deposits and pledged bank deposits	(274)	(826)	(384)	(558)	(56)	(2,098)	(5)	(6)	(2,109)
Written off of other receivables	–	–	–	144	4,955	5,099	1,149	6	6,254
Interest income from finance lease receivables	–	–	–	–	(1,297)	(1,297)	–	–	(1,297)
Write-down of inventories	–	572	–	–	–	572	–	–	572
Write-down of properties held for sale	–	–	109,561	–	–	109,561	–	–	109,561

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

7. OPERATING SEGMENTS *(Continued)*

Segment assets and liabilities

	2022 RMB'000	2021 RMB'000
Segment assets		
Printing	734,445	679,128
Trading and logistics	771,865	814,613
Property development and investments	8,332,603	12,731,754
Solar photovoltaic	566,094	657,722
Financial services	70,496	103,166
	<u>10,475,503</u>	<u>14,986,383</u>
Other segments	319,596	395,265
Unallocated assets	309,960	354,102
	<u>309,960</u>	<u>354,102</u>
Consolidated total assets	<u>11,105,059</u>	<u>15,735,750</u>
	2022 RMB'000	2021 RMB'000
Segment liabilities		
Printing	849,885	921,077
Trading and logistics	396,532	414,826
Property development and investments	11,553,670	13,106,878
Solar photovoltaic	683,656	707,634
Financial services	74,013	81,428
	<u>13,557,756</u>	<u>15,231,843</u>
Other segments	728,271	684,194
Unallocated liabilities	486,130	664,581
	<u>486,130</u>	<u>664,581</u>
Consolidated total liabilities	<u>14,772,157</u>	<u>16,580,618</u>

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than corporate assets; and
- all liabilities are allocated to operating segments other than corporate liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

7. OPERATING SEGMENTS *(Continued)*

Segment assets and liabilities *(Continued)*

Geographical information

The Group's operations are mainly located in Hong Kong, the PRC and the US.

Information about the Group's revenue from external customers is presented based on the location of the customers. Information about the Group's non-current assets is presented based on the location of the operations of relevant group entities. The following table sets out information about the geographical location of revenue from external customers and non-current assets:

	Revenue from external customers		Non-current assets*	
	2022 RMB'000	2021 RMB'000	2022 RMB'000	2021 RMB'000
The PRC	1,288,521	3,137,122	5,522,329	7,131,857
The US	214,980	179,084	73	94
Hong Kong	63,545	54,689	2,767	3,693
European countries	44,581	57,642	–	–
Other countries	29,551	83,901	–	–
	<u>1,641,178</u>	<u>3,512,438</u>	<u>5,525,169</u>	<u>7,135,644</u>

* Non-current assets exclude financial instruments and deferred tax assets.

Information about major customers

Revenue from customers of the corresponding year contributing over 10% of the total revenue of the Group are as follows:

	2022 RMB'000	2021 RMB'000
Customer A	<u>184,930</u>	<u>N/A¹</u>

Note:

¹ The corresponding revenue from Customer A for the year ended 31 December 2021 did not contribute over 10% of the total revenue of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

8. OTHER GAINS AND LOSSES, NET

	2022 RMB'000	2021 RMB'000
Gain on disposal of property, plant and equipment	195,862	31,363
Exchange gain, net	25,999	10
Gain (loss) on early termination of lease	2	(111)
Loss on change in fair value of financial assets at FVTPL	(1,418)	(1,929)
Loss of disposal of financial assets at FVTPL	(712)	–
Loss on disposal of debt instruments at FVTOCI	–	(3,300)
Change in fair value of deferred consideration (note 35)	–	(23,498)
	<u>219,733</u>	<u>2,535</u>

9. OTHER INCOME

	2022 RMB'000	2021 RMB'000
Interest income on bank deposits and pledged bank deposits	681	2,109
Government subsidies (note a)	2,400	–
Amortisation of deferred income (note 36)	2,201	451
Others (note b)	1,968	8,030
	<u>7,250</u>	<u>10,590</u>

Notes:

- a. Government subsidies comprised cash subsidies from (1) government for subsidising the Group's operation; and (2) COVID-19 related employment support scheme. There are no unfulfilled conditions and other contingencies affected to the receipts of those subsidies.
- b. The amounts mainly represented scrap sales from printing business and trading and logistic business.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

10. FINANCE COSTS

	2022 RMB'000	2021 RMB'000
Interest on bank borrowings and other borrowings	1,315,714	1,348,798
Interest on lease liabilities	576	1,120
Imputed interest arising on interest-free borrowings from immediate holding company	52,334	5,123
Effective interest expenses on convertible bonds	–	120,762
Effective interest expenses on corporate bonds	7,410	7,854
Other finance charges	–	21,206
	<u>1,376,034</u>	<u>1,504,863</u>
Less: interest expenses capitalised into investment properties under construction/properties under development for sales/construction-in-progress (note)	<u>(70,498)</u>	<u>(407,518)</u>
	<u><u>1,305,536</u></u>	<u><u>1,097,345</u></u>

Note: The borrowing costs of general borrowings have been capitalised by applying a capitalisation rate of 10% per annum to expenditure on the qualifying assets for the years ended 31 December 2021 and 2022.

11. INCOME TAX EXPENSE (CREDIT)

	2022 RMB'000	2021 RMB'000
Current tax:		
Hong Kong Profits Tax	37	983
PRC enterprise income tax	20,905	23,287
PRC land appreciation tax	1,255	9,089
Other jurisdictions	99	9
	<u>22,296</u>	<u>33,368</u>
Over-provision in prior periods:		
PRC enterprise income tax	–	(836)
Deferred taxation (note 37)	<u>872</u>	<u>(77,614)</u>
	<u><u>23,168</u></u>	<u><u>(45,082)</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

11. INCOME TAX EXPENSE (CREDIT) *(Continued)*

For the years ended 31 December 2022 and 2021, Hong Kong profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for the current and prior years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Land appreciation tax in the PRC is levied on properties developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditures including cost of land use rights, borrowing costs and all property development expenditures.

The tax (credit) charge for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follow:

	2022 RMB'000	2021 RMB'000
Loss before tax	<u>(2,805,223)</u>	<u>(1,829,267)</u>
Notional tax on profit before tax, calculated at the rates applicable to profits in the jurisdictions concerned	(571,668)	(392,921)
Tax effect of expenses not deductible for tax purposes	337,712	24,385
Tax effect of income not taxable for tax purposes	(54,435)	(1,782)
Tax effect of temporary differences not recognised	(1,261)	42,596
Tax effect of tax losses not recognised	311,939	269,988
Derecognition of deferred tax assets previously recognised	2,133	6,656
Utilisation of tax losses previously not recognised	(2,507)	(2,257)
Over provision in respect of prior periods	–	(836)
PRC land appreciation tax	<u>1,255</u>	<u>9,089</u>
Income tax expense (credit)	<u>23,168</u>	<u>(45,082)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

12. ASSETS CLASSIFIED AS HELD FOR SALE

	2022 RMB'000	2021 RMB'000
Investment properties	114,830	–
Property, plant and equipment	46,032	2,279
Right-of-use assets	56,860	56,860
Total assets classified as held for sale	<u>217,722</u>	<u>59,139</u>

- (a) On 20 November 2020, Dalian Hydraulic Machinery Co., Limited (“Dalian Hydraulic”), a subsidiary of the Company, entered into an agreement with local authority to dispose of a group of assets, including property, plant and equipment and right-of-use assets, at a cash consideration of RMB142,420,000. After deducting certain administrative costs of approximately RMB5,200,000, the net proceeds will be approximately RMB137,220,000. The net proceeds of disposal are expected to exceed the net carrying amount of the relevant assets and accordingly, no impairment loss has been recognised.
- (b) During the year ended 31 December 2022, certain investment properties and property, plant and equipment of the Group are to be disposed of by auctions. Impairment losses on investment properties and property, plant and equipment of approximately RMB108,294,000 and RMB43,753,000 respectively have been recognised based on the bid prices.

As at 31 December 2022, the abovementioned disposal has not yet completed due to certain events which are beyond the Group’s control. As the Group remains committed to the sale of a group of assets, including investment properties, property, plant and equipment and right-of-use assets, and such transaction remains highly probable to complete within one year, the group of assets, including property, plant and equipment and right-of-use assets, continued to be classified as assets held for sale and were separately presented in the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

13. LOSS FOR THE YEAR

	2022 RMB'000	2021 RMB'000
Loss for the year is arrived after charging (crediting):		
Directors' remuneration (note 14)	7,337	11,755
Staff cost, excluding Directors' remuneration:		
– Salaries, wages and other benefits	191,272	196,178
– Retirement benefit scheme contributions	27,159	26,701
Total staff costs	<u>225,768</u>	<u>234,634</u>
Rental income from investment properties:		
Gross rental income from investment properties	(12,422)	(11,002)
Less: direct operating expenses incurred for investment properties that generated rental income during the year	1,257	912
	<u>(11,165)</u>	<u>(10,090)</u>
Auditors' remuneration		
– Audit services	2,523	3,190
– Non-audit services	267	5
Provision for litigation	–	21,699
Cost of inventories recognised as an expense	1,265,787	2,673,679
Cost of properties recognised as an expense	18,718	644,228
Write-down of properties held for sales (included in cost of sales and services)	469,283	109,561
Write-down of inventories (included in cost of sales and services)	2,274	572
Written off of other receivables	4,251	6,254
Depreciation for property, plant and equipment	88,122	97,278
Depreciation for right-of-use assets	18,723	23,015
Research and development expense	<u>8,094</u>	<u>11,349</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Directors and Chief Executive

The emoluments paid or payable to each of the Directors and the Chief Executive were as follows:

For the year ended 31 December 2022

	Fees RMB'000	Salary and other allowances RMB'000	Discretionary bonus (Note a) RMB'000	Retirement benefit scheme contributions RMB'000	Total RMB'000
<i>Executive Directors</i>					
Mr. Meng (Note b)	-	3,987	-	14	4,001
Mr. Yan Ruijie (Note c)	-	614	-	39	653
Ms. Zhang Ye (Note d)	-	1,247	-	8	1,255
Mr. Zhang Shifeng (Note e)	-	481	-	23	504
<i>Independent Non-executive Directors</i>					
Mr. Zheng Bailin	308	-	-	-	308
Mr. Shen Ruolei	308	-	-	-	308
Mr. Pun Chi Ping	308	-	-	-	308
	<u>924</u>	<u>6,329</u>	<u>-</u>	<u>84</u>	<u>7,337</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS *(Continued)*

Directors and Chief Executive *(Continued)*

For the year ended 31 December 2021

	Fees RMB'000	Salary and other allowances RMB'000	Discretionary bonus (Note a) RMB'000	Retirement benefit scheme contributions RMB'000	Total RMB'000
<i>Executive Directors</i>					
Mr. Meng	–	6,450	–	15	6,465
Mr. Yan Ruijie (Note c)	–	327	–	10	337
Mr. Zhang Shifeng (Note e)	–	1,073	–	87	1,160
Ms. Zhang Ye	–	2,263	–	54	2,317
Ms. Huang Xiumei (Note f)	–	502	–	–	502
Ms. Bao Limin (Note f)	–	74	–	–	74
<i>Independent Non-executive Directors</i>					
Mr. Zheng Bailin	300	–	–	–	300
Mr. Shen Ruolei	300	–	–	–	300
Mr. Pun Chi Ping	300	–	–	–	300
	<u>900</u>	<u>10,689</u>	<u>–</u>	<u>166</u>	<u>11,755</u>

Neither the Chief Executive nor any of the Directors waived any emoluments during the current and prior years.

During the current and prior years, no emoluments were paid by the Group to any of the Directors as an inducement to join or upon joining the Group or as compensation for loss of office.

Notes:

- (a) The discretionary bonus is determined by reference to the individual performance of the Directors and performance of the Group as a whole.
- (b) All administrative and executive duties and powers of Mr. Meng as Chairman of the Board of Directors and executive Director were suspended with effect from 30 December 2022.
- (c) Appointed on 17 June 2021. Mr. Yan has been redesignated as the Acting Chairman of the Board of Directors of the Company with effect from 30 December 2022.
- (d) Resigned on 7 June 2022.
- (e) Appointed on 17 June 2021 and resigned on 7 June 2022.
- (f) Resigned on 17 June 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS *(Continued)*

Directors and Chief Executive *(Continued)*

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were for their services as Directors.

Employees

Of the five individuals with the highest emoluments in the Group, there were three (31 December 2021: three) directors whose emoluments are included in the disclosures above. The emoluments of the two (31 December 2021: two) non-directors individuals are disclosed for the current year as follows:

	2022 RMB'000	2021 RMB'000
Salaries and other allowances	2,808	2,105
Retirement benefit scheme contributions	63	30
	<u>2,871</u>	<u>2,135</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS *(Continued)*

Employees *(Continued)*

Their emoluments were within the following bands:

	2022	2021
HK\$500,001 to HK\$1,000,000 (equivalent to approximately RMB428,000 to RMB857,000 and RMB417,000 to RMB833,000 for the years ended 31 December 2022 and 2021 respectively)	–	1
HK\$1,000,001 to HK\$1,500,000 (equivalent to approximately RMB857,001 to RMB1,285,000 and RMB833,001 to RMB1,250,000 for the years ended 31 December 2022 and 2021 respectively)	1	–
HK\$1,500,001 to HK\$2,000,000 (equivalent to approximately RMB1,285,001 to RMB1,714,000 and RMB1,250,001 to RMB1,667,000 for the years ended 31 December 2022 and 2021 respectively)	–	1
HK\$2,000,001 to HK\$2,500,000 (equivalent to approximately RMB1,714,001 to RMB2,142,000 and RMB1,667,001 to RMB2,087,000 for the years ended 31 December 2022 and 2021 respectively)	1	–
	<u>2</u>	<u>2</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

15. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to shareholders of the Company is based on the following data:

	2022 RMB'000	2021 RMB'000
Loss		
Loss for the purposes of basic and diluted loss per share (loss for the year attributable to shareholders of the Company)	<u>(2,822,338)</u>	<u>(1,778,008)</u>
	2022	2021
Number of shares		
Weighted average number of shares for the purposes of basic and diluted loss per share	<u>61,543,075</u>	<u>61,543,075</u>

The computation of diluted loss per share does not assume the exercise of the Company's share options because the exercise price of those options was higher than the average market price for shares in both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

16. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Plant and machinery RMB'000	Furniture and fixtures RMB'000	Computer and office equipment RMB'000	Motor vehicles RMB'000	Construction- in-progress RMB'000	Total RMB'000
COST							
At 1 January 2021	1,049,676	851,788	46,373	77,319	38,722	1,144,681	3,208,559
Additions	4,416	46,228	1,137	1,800	455	411,311	465,347
Reclassification	–	(158)	3,164	(2,989)	(17)	–	–
Disposals	(72,563)	(11,658)	(397)	(719)	(929)	–	(86,266)
Disposal of subsidiaries (note 44(b))	–	(15,624)	–	–	–	(612,703)	(628,327)
Transfer to investment properties (note 17)	(157,467)	–	–	–	–	–	(157,467)
Exchange adjustment	6,300	7,824	190	919	100	–	15,333
At 31 December 2021 and 1 January 2022	830,362	878,400	50,467	76,330	38,331	943,289	2,817,179
Additions	2,409	4,931	–	1,487	374	1,560	10,761
Disposals	(5,517)	(1,876)	(181)	(3,550)	(2,317)	–	(13,441)
Transfer from right-of-use assets	–	39,937	–	–	–	–	39,937
Transfer to assets held for sales	(97,446)	–	–	–	–	–	(97,446)
Liquidation of a subsidiary (note 44(c))	–	–	(127)	(73)	(185)	–	(385)
Exchange adjustment	3,938	17,333	1,222	1,640	309	–	24,442
At 31 December 2022	733,746	938,725	51,381	75,834	36,512	944,849	2,781,047
ACCUMULATED DEPRECIATION AND IMPAIRMENT							
At 1 January 2021	355,443	685,239	37,609	65,242	28,742	7,866	1,180,141
Provided for the year	45,808	37,979	4,812	4,707	3,972	–	97,278
Reclassification	–	(17)	651	(629)	(5)	–	–
Disposals	(11,787)	(11,641)	(199)	(608)	(513)	–	(24,748)
Disposal of subsidiaries (note 44(b))	–	(5,368)	–	–	–	–	(5,368)
Transfer to investment properties (note 17)	(51,431)	–	–	–	–	–	(51,431)
Impairment loss recognised	12,953	38,087	1,430	1,370	235	4,018	58,093
Exchange adjustment	3,817	4,813	28	749	88	–	9,495
At 31 December 2021 and 1 January 2022	354,803	749,092	44,331	70,831	32,519	11,884	1,263,460
Provided for the year	39,014	40,943	3,097	3,242	1,826	–	88,122
Disposals	(2,466)	(1,744)	(116)	(3,382)	(1,623)	–	(9,331)
Transfer from right-of-use assets	–	11,801	–	–	–	–	11,801
Transfer to assets held for sales	(53,693)	–	–	–	–	–	(53,693)
Liquidation of a subsidiary (note 44(c))	–	–	(76)	(73)	(106)	–	(255)
Impairment loss recognised	77,254	325	–	166	–	129,577	207,322
Exchange adjustment	1,192	16,672	1,054	1,601	291	–	20,810
At 31 December 2022	416,104	817,089	48,290	72,385	32,907	141,461	1,528,236
CARRYING VALUES							
At 31 December 2022	<u>317,642</u>	<u>121,636</u>	<u>3,091</u>	<u>3,449</u>	<u>3,605</u>	<u>803,388</u>	<u>1,252,811</u>
At 31 December 2021	<u>475,559</u>	<u>129,308</u>	<u>6,136</u>	<u>5,499</u>	<u>5,812</u>	<u>931,405</u>	<u>1,553,719</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

16. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

The above items of property, plant and equipment are depreciated over their estimated useful lives and after taking into account of their estimated residual value, on a straight-line basis, over the following period:

Buildings	20 – 50 years
Plant and machinery	10 – 15 years
Furniture and fixtures	5 – 10 years
Computer and office equipment	5 – 6 years
Motor vehicles	5 – 6 years

As at 31 December 2022 and 2021, all of the buildings are situated in the PRC and held under medium term leases.

When any indicators of impairment or reversal of impairment are identified, property, plant and equipment and right-of-use assets are reviewed for impairment or reversal of impairment based on each CGU. The CGU is an individual plant or entity. The carrying values of these individual plants or entities were compared to the recoverable amounts of the CGUs, which were based on higher of fair values less costs of disposal and value-in-use. Value-in-use calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using zero growth rate until the end of the expected useful lives of relevant property, plant and equipment. Other key assumptions applied in the impairment tests include the expected product sales, product costs and related expenses. Management determines these key assumptions based on past performance and their expectations on market development. Furthermore, the Group adopts a pre-tax rate ranging from 9.6% to 9.8% (31 December 2021: 15.5% to 15.6%) that reflects specific risks related to the CGUs as discount rates. The assumptions above are used in analysing the recoverable amounts of the CGUs within operating segments.

In determining the fair value less costs of disposal of certain property, plant and equipment and right-of-use assets of the Group, either market approach or depreciated replacement cost approach, where appropriate, are adopted. The fair value measurement of the property, plant and equipment and right-of-use assets is categorised within level 3 of the fair value hierarchy.

Based on the results of the above review, impairment losses of approximately RMB4,291,000, RMB38,338,000 and RMB34,625,000 (31 December 2021: RMB12,953,000, nil and nil) were recognised on certain buildings of the solar segment, property development and investments segment and other segment of the Group respectively. In addition, impairment losses of approximately RMB30,021,000, RMB99,556,000 and nil (31 December 2021: RMB2,940,000, nil and RMB1,078,000) were recognised on certain construction-in-progress of the solar segment, property development and investments segment and other segment of the Group respectively. Moreover, impairment losses of approximately nil and RMB325,000 (31 December 2021: RMB36,970,000 and RMB1,117,000) were recognised on certain plant and machinery under the solar segment and other segment of the Group respectively.

Property, plant and equipment with a total carrying amount of RMB382,569,000 (31 December 2021: RMB499,341,000) has been pledged to secure bill payables and borrowings of the Group as at 31 December 2022 (note 47).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

17. INVESTMENT PROPERTIES

	Completed investment properties RMB'000	Investment properties under construction RMB'000	Total RMB'000
At 1 January 2021	347,800	4,811,366	5,159,166
Additions	–	183,044	183,044
Transfer from property, plant and equipment	106,036	–	106,036
Change in fair value of investment properties	(15,900)	(356,844)	(372,744)
At 31 December 2021 and 1 January 2022	437,936	4,637,566	5,075,502
Additions	–	101,561	101,561
Disposals	(5,748)	–	(5,748)
Transfer to assets held for sales	(114,830)	–	(114,830)
Change in fair value of investment properties	(128,126)	(1,058,967)	(1,187,093)
At 31 December 2022	189,232	3,680,160	3,869,392

All of these investment properties are under medium-term leases in the PRC.

The fair values of the Group's investment properties as at 31 December 2022 and 2021, and as at the date of reclassification, have been arrived at on the basis of valuations carried out on the date by LCH (Asia-Pacific) Surveyors Limited. The valuer is a firm of independent qualified valuers not connected with the Group and have the appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations.

Investment properties are measured at fair values for financial reporting purpose. In estimating the fair value of an investment property, the Group uses market observable data to the extent it is available. The Group engages independent qualified professional valuers to perform the valuation. The management of the Group works closely with the valuers to establish the appropriate valuation techniques and inputs to the model. The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of investment properties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

17. INVESTMENT PROPERTIES *(Continued)*

In estimating the fair value of these investment properties, the highest and best use of the properties is their current use.

As at 31 December 2022, the Group's completed investment properties carried at fair value of approximately RMB32,997,000 (31 December 2021: RMB276,300,000) and investment properties under construction at fair value of RMB3,680,160,000 (31 December 2021: RMB4,637,566,000) have been pledged to secure bill payables and borrowings of the Group (note 47).

As at 31 December 2022, completed investment properties at fair value of approximately RMB189,232,000 (31 December 2021: RMB437,936,000) were arrived at based on either the income approach or market comparison approach, where for leased area the average monthly rent of all lettable units of the properties are assessed and discounted at the market yield expected by investors for these type of properties. The average monthly rentals are assessed by reference to an existing rental agreement entered with a tenant for all lettable units of the properties. The discount rate is determined by reference to the yields derived from analysing the sales and rental information of similar commercial properties and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties. For vacant area, the fair value was arrived at by reference to market evidence of prices for similar properties in the same district.

As at 31 December 2022, investment properties under construction with aggregate fair values of approximately RMB3,404,160,000 (31 December 2021: RMB4,281,566,000) were arrived at based on the residual approach, where the gross development values are determined by reference to market evidence of transaction prices for similar properties in the same locations and conditions. The valuations have further taken into account the accrued construction cost and professional fees relevant to the stage of construction as at the valuation date, the remaining construction cost and fees expected to be incurred for completing the development and developer's profit margin.

For the remaining investment properties under construction with a fair value of approximately RMB276,000,000 (31 December 2021: RMB356,000,000) as at 31 December 2022, the management reviewed the construction status of the buildings and structures of the subject investment properties and considered that no market sales comparable was readily available for such preliminary stage of construction. Therefore, the fair value was arrived at by reference to the market value for the existing use of the land, plus the current costs of construction, less deductions for physical deterioration and all relevant forms of obsolescence and optimisation.

In August 2021, Yingkou Court announced an enforcement to freeze and preserve a commercial investment properties under construction located in Dalian with fair value of approximately RMB1,506,300,000 as at 31 December 2022 (31 December 2021: RMB1,950,400,000), as a result of one of the defaulted bank borrowings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

17. INVESTMENT PROPERTIES *(Continued)*

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2022 and 2021 are as follows:

	Level 3 RMB'000	Fair value as at 31 December 2022 RMB'000
Commercial units located in the PRC	3,836,395	3,836,395
Residential units located in the PRC	32,997	32,997
	<u>3,869,392</u>	<u>3,869,392</u>

	Level 3 RMB'000	Fair value as at 31 December 2021 RMB'000
Commercial units located in the PRC	5,013,702	5,013,702
Residential units located in the PRC	61,800	61,800
	<u>5,075,502</u>	<u>5,075,502</u>

Recurring fair value measurement

The following tables give information about how the fair values of these investment properties as at 31 December 2022 and 2021 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 (Level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

17. INVESTMENT PROPERTIES *(Continued)*

Recurring fair value measurement *(Continued)*

	Fair value		Fair value hierarchy	Valuation technique	Significant unobservable inputs	Relationship of significant unobservable inputs to fair value
	31 December 2022 RMB'000	31 December 2021 RMB'000				
Commercial investment properties under construction located at Minhang District, Shanghai, the PRC	1,897,860	2,331,166	Level 3	Market comparison approach	Market unit sale rate at RMB8,427-19,354 (31 December 2021: RMB37,600-43,100) per square meter Construction cost incurred amounted to approximately RMB1,508,000,000	A significant increase in the market unit sale rate would result in a significant increase in fair value, and vice versa
Commercial investment properties under construction located at the south-eastern side of the junction of Titan Road and Zhongshan Road, Shahekou District, Dalian City, Liaoning Province, the PRC	1,506,300	1,950,400	Level 3	Residual approach	Market unit sale rate at RMB11,262-16,964 (31 December 2021: RMB17,900-19,300) per square meter Estimated cost to complete amounted to approximately RMB343,000,000 (31 December 2021: RMB342,484,000) Expected developer's profit margin at 10% (31 December 2021:10%)	A significant increase in the market unit sale rate would result in a significant increase in fair value, and vice versa A significant increase in the cost to complete would result in a significant decrease in fair value, and vice versa A slight increase in the expected profit would result in a significant decrease in fair value, and vice versa

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

17. INVESTMENT PROPERTIES *(Continued)*

Recurring fair value measurement *(Continued)*

	Fair value		Fair value hierarchy	Valuation technique	Significant unobservable inputs	Relationship of significant unobservable inputs to fair value
	31 December 2022 RMB'000	31 December 2021 RMB'000				
Completed commercial investment properties located at No.4, Sanba Square, Zhongshan District, Dalian City, Liaoning Province, the PRC	–	214,500	Level 3	Income approach	Average monthly rent at RMB61-196 per square meter based on existing rental contract Market yield at 4.2%-4.6%	A significant increase in the monthly rent would result in a significant increase in fair value and vice versa A slight decrease in the market yield would result in a significant increase in fair value, and vice versa
Completed commercial investment properties located at Jincan Garden, Xiong Yue Town, Yingkou City, Liaoning Province, the PRC	8,500	9,700	Level 3	Income approach/market comparison approach	Income approach: Average monthly rent at RMB9 (31 December 2021: RMB8) per square meter based on existing rental contract Market yield: 2.8% (31 December 2021: 4.0%) Market comparison method: Market unit sale rate: RMB4,100 (31 December 2021: RMB4,800) per square meter	A significant increase in the monthly rent would result in a significant increase in fair value and vice versa A slight decrease in the market yield would result in a significant increase in fair value, and vice versa A significant increase in the market unit sale rate would result in a significant increase in fair value, and vice versa
Completed commercial investment properties located at the middle of Kunlun Street, Bayuquan District, Liaoning Province, the PRC	41,700	45,900	Level 3	Income approach/market comparison approach	Income approach: Average monthly rent at RMB16-83 (31 December 2021: RMB13-83) per square meter based on existing rental contract Market yield rate at 7.6% (31 December 2021: 7.4%) Market comparison method: Market unit sale rate at RMB5,700 (31 December 2021: RMB7,000) per square meter	A significant increase in the monthly rent would result in a significant increase in fair value and vice versa A slight decrease in the market yield would result in a significant increase in fair value, and vice versa A significant increase in the market unit sale rate would result in a significant increase in fair value, and vice versa

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

17. INVESTMENT PROPERTIES *(Continued)*

Recurring fair value measurement *(Continued)*

	Fair value		Fair value hierarchy	Valuation technique	Significant unobservable inputs	Relationship of significant unobservable inputs to fair value
	31 December 2022 RMB'000	31 December 2021 RMB'000				
Completed residential investment properties located in Shenzhen City, Guangdong Province, the PRC	32,996	61,800	Level 3	Market comparison approach	Market unit sale rate from RMB22,029 to RMB32,834 (31 December 2021: RMB34,900 to RMB35,900) per square meter	A significant increase in the market unit sale rate would result in a significant increase in fair value, and vice versa
Commercial investment properties under construction located at Ganjingzi District, Dalian City, Liaoning Province, the PRC	276,000	356,000	Level 3	Market comparison approach	Market unit sale rate from RMB240 to RMB4,400 (31 December 2021: RMB520 to RMB5,610) per square meter	A significant increase in the market unit sale rate would result in a significant increase in fair value, and vice versa
Completed industrial investment properties located at Jiangsu, the PRC	106,036	106,036	Level 3	Market comparison approach	Market unit rate at RMB1,700-3,000 (31 December 2021: RMB1,700-3,000) per square meter	A significant increase in the market unit sale rate would result in a significant increase in fair value, and vice versa
	<u>3,869,392</u>	<u>5,075,502</u>				

All the market unit sale rate and rental adopted above have been determined after taking into account the location, size factor, layout and floor.

There was no transfer among the three levels of the fair value hierarchy during the current and prior years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

18. GOODWILL

	RMB'000
COST	
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	<u>13,933</u>
ACCUMULATED IMPAIRMENT	
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	<u>13,933</u>
CARRYING VALUE	
At 31 December 2022	<u>–</u>
At 31 December 2021	<u>–</u>

For the purpose of impairment testing, goodwill have been allocated to an individual CGU, under financial services business. The goodwill was fully impaired during the year ended 31 December 2020.

19. OTHER NON-CURRENT ASSET

	RMB'000
COST	
At 1 January 2021	–
Additions	<u>2,824</u>
At 31 December 2021 and 1 January 2022	2,824
Exchange adjustment	<u>258</u>
At 31 December 2022	<u>3,082</u>

The balance represented a membership in a private club in Hong Kong. The membership has indefinite useful life.

As at 31 December 2022, the membership of approximately RMB3,082,000 (31 December 2021: RMB2,824,000) are stated at cost less accumulated impairment at the end of the reporting period. The Directors assessed for the impairment of the membership based on recent market prices of the identical membership. For the years ended 31 December 2022 and 2021, no impairment loss has been recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

20. INTEREST IN AN ASSOCIATE

	2022 RMB'000	2021 RMB'000
Cost of investment in an associate	18,000	18,000
Share of post-acquisition profits and other comprehensive income	12,638	12,246
Total	30,638	30,246

Details of the Group's associate at the end of the reporting period are as follows:

Name of entity	Country of establishment	Principal place of business	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activity
			2022	2021	2022	2021	
Liaoning BF Exchange Financial Assets Exchange Co., Limited	PRC	PRC	20%	20%	20%	20%	Transaction of wealth products, bond products, entrustment credit right products and logistics finance products

21. INTEREST IN A JOINT VENTURE

	2022 RMB'000	2021 RMB'000
Cost of investment in a joint venture	—	—

Details of the Group's joint venture at the end of the reporting period are as follows:

Name of entity	Country of establishment	Principal place of business	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activity
			2022	2021	2022	2021	
Nanjing Bao Heng Real Estate Development Co., Ltd. (note)	PRC	PRC	51%	51%	50%	50%	Inactive

Note:

On 26 April 2019, Huajun Properties Group Limited, an indirectly wholly owned subsidiary of the Company, entered into a strategic cooperation framework agreement (the "Strategic Agreement") with Hengda Real Estate Group (Nanjing) Property Company Limited, an independent third party, in relation to the formation and capital contribution of Nanjing Bao Heng Real Estate Development Co., Ltd. ("Nanjing Bao Heng"). Pursuant to certain terms and conditions stated in the Strategic Agreement, the relevant activities of Nanjing Bao Heng require unanimous approval from all joint venture partners. Nanjing Bao Heng is jointly controlled by the Group and another joint venture partner and, as such, it is accounted for as a joint venture of the Group. No changes on the cooperation framework was noted for the years ended 31 December 2021 and 2022.

As the joint venture has not started business in both financial years, there is no share of profits/loss recognised to profit or loss for the year ended 31 December 2022 (31 December 2021: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

22. DEPOSITS FOR PROPERTY, PLANT AND EQUIPMENT

	2022 RMB'000	2021 RMB'000
Deposits for purchases of:		
– Plant and machineries	<u>33,502</u>	<u>40,959</u>

As at 31 December 2022, the carrying amount of deposits for purchases or modification of plant and machineries includes:

- (a) Deposits totalling of approximately RMB9,027,000 (31 December 2021: RMB9,407,000) for purchases of the machineries and other equipment, which will be used in printing segment and solar photovoltaic segment in the PRC.
- (b) Deposits totalling of approximately RMB23,101,000 (31 December 2021: RMB23,247,000) for purchases or modification of several production lines and the relevant equipment, which will be used in its manufacturing of solar photovoltaic segment and printing segment.
- (c) Deposits totalling of approximately RMB1,374,000 (2021: RMB8,305,000) for construction project for plants and properties which will be used in printing segment and trading and logistic segment in the PRC.

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 RMB'000	2021 RMB'000
Listed equity securities, at fair value (note a)	–	8,667
Listed fund investments, at fair value (note b)	8,646	4,068
Unlisted fund investment, at fair value (note c)	<u>13,220</u>	<u>23,001</u>
Total	<u>21,866</u>	<u>35,736</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS *(Continued)*

Classified as:

	2022 RMB'000	2021 RMB'000
Financial assets mandatorily measured at FVTPL	<u>21,866</u>	<u>35,736</u>

Analysed as:

	2022 RMB'000	2021 RMB'000
Financial assets mandatorily measured at FVTPL		
Listed in Hong Kong	–	8,667
Listed in overseas	8,646	4,068
Unlisted in overseas	<u>13,220</u>	<u>23,001</u>
	<u>21,866</u>	<u>35,736</u>
Current	8,646	12,735
Non-current	<u>13,220</u>	<u>23,001</u>
	<u>21,866</u>	<u>35,736</u>

Notes:

- (a) The basis of fair value measurement of listed equity securities was quoted price of equity interest listed on the respective stock exchange markets. The fair value was measured at Level 1 fair value measurement (as defined in note 43(c)).
- (b) The basis of fair value measurement of listed fund investments was based on the reference prices provided by counterparty financial institutions. The fair value was measured at Level 2 fair value measurement (as defined in note 43(c)).
- (c) The basis of fair value measurement of unlisted fund investments consisted of quotation provided by third parties which imply the use non-observable market information as significant inputs. The fair value was measured at Level 3 fair value measurement (as defined in note 43(c)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

24. PROPERTIES HELD FOR SALE

	2022 RMB'000	2021 RMB'000
Completed properties held for sale	2,146,963	2,201,029
Properties under development for sale	1,968,710	4,890,211
	<u>4,115,673</u>	<u>7,091,240</u>
Properties to be realised after one year	<u>1,968,710</u>	<u>1,713,406</u>

All of the above properties held for sale are to be sold as part of the normal operating cycle of the Group thus they are classified as current assets.

As at 31 December 2022 and 2021, all of the above land and properties are situated in the PRC under medium or long-term leases.

As at 31 December 2022, properties held for sale with a total carrying amount of approximately RMB2,954,478,000 (31 December 2021: RMB5,953,809,000) have been pledged to secure bill payables and borrowings of the Group (note 47).

During the year ended 31 December 2022, a write-down on properties held for sales to their net realisable value amounted to approximately RMB469,283,000 (31 December 2021: RMB109,561,000) was recognised in profit or loss.

25. INVENTORIES

	2022 RMB'000	2021 RMB'000
Raw materials	53,643	59,306
Work in progress	11,083	18,817
Finished goods	178,228	206,954
	<u>242,954</u>	<u>285,077</u>

As at 31 December 2022, inventories with a total carrying amount of approximately RMB10,001,000 (2021: RMB10,000,000) have been pledged to secure bill payables and borrowings of the Group (note 47).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

26. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(i) Right-of-use assets

	2022 RMB'000	2021 RMB'000
Land	328,658	340,638
Buildings	3,978	8,342
Plant and machinery	30	29,813
Less: Accumulated impairment	(10,406)	(30)
	<u>322,260</u>	<u>378,763</u>

At 31 December 2022, right-of-use assets of approximately RMB328,658,000 (31 December 2021: RMB340,638,000) represents land use rights located in the PRC. At 31 December 2022, right-of-use assets in respect of land use rights amounting to approximately RMB208,266,000 (31 December 2021: RMB246,466,000) had been pledged to secure bill payables and borrowings of the Group (note 47).

Apart from the land use rights located in the PRC, the Group has lease arrangements for buildings and plant and machinery. The lease terms generally range from one to four years.

Additions to the right-of-use assets for the year ended 31 December 2022 amounted to approximately RMB3,189,000 (31 December 2021: RMB7,061,000) and RMB1,106,000 (31 December 2021: RMB213,000) representing new leases of buildings in Hong Kong and in the PRC (31 December 2021: new lease of buildings in Hong Kong and new land use right located in the PRC) respectively.

During the year ended 31 December 2022, the Directors conducted a review of the Group's right-of-use assets based on the higher of their value in use and fair value less costs of disposal and impairment loss of approximately RMB10,376,000 (31 December 2021: RMB30,000) was recognised on leased plant and machinery of the property development and investments segment of the Group and details are listed in note 16.

During the year ended 31 December 2021, the Group disposed of land use rights of approximately RMB129,138,000 upon the disposal of subsidiaries as disclosed in note 44(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

26. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES *(Continued)*

(ii) Lease liabilities

	2022 RMB'000	2021 RMB'000
Non-current	1,678	858
Current	2,220	10,943
	<u>3,898</u>	<u>11,801</u>

	2022 RMB'000	2021 RMB'000
Amounts payable under lease liabilities		
Within one year	2,220	10,943
In more than one year but not more than two years	1,678	858
	<u>3,898</u>	<u>11,801</u>
Less: Amounts due for settlement within 12 months (shown under current liabilities)	<u>(2,220)</u>	<u>(10,943)</u>
Amounts due for settlement after 12 months	<u>1,678</u>	<u>858</u>

As at 31 December 2021, the lease liabilities in respect of leased plant and machinery under hire purchase agreements amounted to approximately RMB3,269,000 were secured by the lessor's title to the leased assets.

During the year ended 31 December 2022, the Group entered into a number of new lease agreements in respect of renting properties and plant and machinery (31 December 2021: properties and plant and machinery) and recognised lease liability of approximately RMB4,295,000 (31 December 2021: RMB7,061,000).

During the year ended 31 December 2022, the Group terminated lease agreements in respect of office (31 December 2021: retail department store) and derecognised lease liabilities of approximately RMB487,000 with a gain on early termination of lease of approximately RMB2,000 (31 December 2021: RMB1,210,000 with a loss on early termination of lease of approximately RMB111,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

26. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES *(Continued)*

(iii) Amounts recognised in profit or loss

	2022 RMB'000	2021 RMB'000
Depreciation expense on right-of-use assets		
– Land	8,901	10,292
– Buildings	8,175	10,192
– Plant and machinery	1,647	2,531
	<u>18,723</u>	<u>23,015</u>
Interest expense on lease liabilities	576	1,120
Expense relating to short-term leases	<u>126</u>	<u>854</u>

(iv) Others

During the year ended 31 December 2022, the total cash outflow for leases amount to approximately RMB12,373,000 (31 December 2021: RMB18,492,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

27. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2022 RMB'000	2021 RMB'000
Trade receivables (note a)		
– goods and services	259,245	290,159
Less: allowance for credit losses	(105,007)	(52,234)
	<u>154,238</u>	<u>237,925</u>
Deposits and other receivables (note b)	737,691	707,784
Less: allowance for credit losses	(115,018)	(86,277)
	<u>622,673</u>	<u>621,507</u>
Prepayments (note c)	113,019	139,695
Total	<u>889,930</u>	<u>999,127</u>
Analysis as:		
– Current	876,446	945,496
– Non-current	13,484	53,631
Total	<u>889,930</u>	<u>999,127</u>

As at 1 January 2021, the gross amount of trade receivables from contracts with customers amounted to RMB311,627,000.

At as 31 December 2022, the gross amount of trade receivables arising from contracts with customers amounted to approximately RMB259,245,000 (31 December 2021: RMB290,159,000).

The Group allows credit term to selected customers on a case-by-case basis depending on the business relationship with and creditworthiness of the respective customers.

The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the invoice date which approximates the respective revenue recognition date, at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

27. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS *(Continued)*

	2022 RMB'000	2021 RMB'000
0 – 30 days	80,877	133,297
31 – 90 days	51,638	73,359
91 – 180 days	8,923	18,989
Over 180 days	12,800	12,280
	<u>154,238</u>	<u>237,925</u>

As at 31 December 2022, total bills received amounting to approximately RMB1,816,000 (31 December 2021: RMB24,614,000) are held by the Group for future settlement of trade receivables, of which certain bills were further endorsed by the Group. The Group continues to recognise their full carrying amounts at the end of the reporting period and details are disclosed in note a. All bills received by the Group are with a maturity period of less than one year.

Other than the bills received, the Group did not hold any collateral over these balances.

In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is set out in note 43(b).

Details of impairment assessment of trade and other receivables as at 31 December 2022 and 2021 are set out in note 43(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

27. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS *(Continued)*

Notes:

- (a) Transfers of financial assets

As at 31 December 2021, the total bills receivables represent bills endorsed to suppliers and other creditors on a full recourse basis that are not yet due amounting to approximately RMB15,666,000 (31 December 2022: nil). As the Group has not transferred the significant risks and rewards relating to these bills, it continues to recognise the full carrying amount of the assets in the consolidated financial statements. The associated borrowings and trade and other payables are secured over the discounted bills and endorsed bills received which were not yet due at the end of the reporting period and are recognised as current liabilities in the consolidated statement of financial position.

At 31 December 2021

	Bills received endorsed with full recourse RMB'000	Total RMB'000
Carrying amount of transferred assets	15,666	15,666
Carrying amount of associated liabilities	(15,666)	(15,666)
Net position	—	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

27. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS *(Continued)*

Notes: *(Continued)*

(b) Detailed analysis for deposits and other receivables is as follows:

	2022 RMB'000	2021 RMB'000
Deposits paid to/for:		
– PRC real estate bureau for change in use of land	–	20,000
– Rental deposits paid	3,523	2,174
– Acquisition of a property project and prepaid procurement fee (note i)	340,000	340,000
– Others	2,667	1,314
Other receivables from:		
– Receivables from disposal of an investment property (note ii)	11,772	11,772
– Receivables from disposal of land and buildings (note iii)	112,623	–
– Others (note iv)	151,091	113,575
– Receivables from a litigation	–	2,334
Other taxes receivables (note v)	116,015	216,615
	737,691	707,784
Less: allowance for credit losses	(115,018)	(86,277)
	622,673	621,507

Notes:

(i) As at 31 December 2022, the amounts represented deposits paid of RMB210,000,000 for the acquisition of a property development and investment project and prepaid service fee of RMB130,000,000 for the procurement of certain landlords from a village in the Guangdong Province in the PRC. The transactions were not completed based on stipulated timeline and therefore is subject to refund from the counterparty. The Group has filed a claim against the counterparty to recover the balances. The hearing date is set on 8 April 2021 and the court issued an order to freeze bank deposit or equivalent assets held by the counterparty for approximately RMB400,000,000. On 6 September 2021, the Yingkou Intermediate People's Court handed down the judgement which counterparty is required to refund all deposit paid by the Company. And on 26 September 2021, the counterparty filed an objection on the original verdict. And on 6 July 2022, Liaoning High People Court handed down the judgement of appeal which withhold the original verdict.

As at 31 December 2022, a lifetime ECL of approximately RMB82,290,000 (2021: RMB51,982,000) has been provided in respect of the receivable balance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

27. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS *(Continued)*

Notes: *(Continued)*

(b) *(Continued)*

(ii) The amount represented receivable from disposal of certain property units to an independent third party in prior years. The Directors consider that the entire balance is credit impaired and full impairment loss was recognised in the previous years.

(iii) The amount represented receivable from legal auction of a piece of land in Dongguan to an independent third party during the year ended 31 December 2022. Such receivable is withheld by Guangdong, Dongguan Intermediate People's Court* (廣東省東莞市中級人民法院) as at 31 December 2022 and up to the date of these consolidated financial statements.

A 12-months ECL of approximately RMB2,248,000 (31 December 2021: nil) has been provided in respect of the receivable balance.

(iv) The amount mainly represented receivables from other debtors arising from daily operations. A 12-months ECL of approximately RMB8,227,000 (2021: RMB966,000) and a lifetime ECL of approximately RMB12,729,000 (2021: RMB21,577,000) have been provided in respect of the receivable balance. The ECL of approximately RMB8,828,000 was reversed during the year ended 31 December 2022.

(v) The amount mainly represented value-added tax arising from the receipts in advance on properties pre-sold under the Group's property development and investment business. As at 31 December 2022, other tax receivables amounting to approximately RMB13,484,000 (31 December 2021: RMB53,631,000) is expected to realise after one year and accordingly classified as non-current assets.

Details of impairment assessment of deposits and other receivables as at 31 December 2022 and 2021 are set out in note 43(b).

(c) Detailed analysis for prepayments is as follow:

	2022 RMB'000	2021 RMB'000
Prepayments to suppliers, in respect of:		
– solar photovoltaic business	358	358
– petrochemical and other related products	70,751	67,586
– property development	5,065	21,140
– others	–	5,410
Deemed prepayments to subcontractors for properties held for sale	34,746	34,746
Other prepayments	2,099	10,455
	113,019	139,695

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

28. LOAN AND INTEREST RECEIVABLES

	2022 RMB'000	2021 RMB'000
Loan receivables	10,000	10,000
Interest receivables	1,525	1,525
	11,525	11,525
Less: allowance for impairment	(11,525)	(11,525)
	—	—

The movement in the allowance for impairment of loan receivables (credit-impaired) is set out below:

	2022 RMB'000	2021 RMB'000
At the beginning and the end of the year	11,525	11,525

The Group's loan receivables, which arise from the money lending business of providing personal loans and corporate loans in the PRC, are denominated in RMB.

As at 31 December 2022 and 2021, certain loan receivables were secured by collaterals provided by customers. The loan receivables carry interest of 15% per annum and are repayable with fixed terms agreed with the customers. The maximum exposure to credit risk at each of the reporting dates is the carrying value of the loan and interest receivables mentioned above.

Details of impairment assessment of loan receivables and interest receivables as at 31 December 2022 and 2021 are set out in note 43(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

29. BANK BALANCES AND CASH/PLEDGED BANK DEPOSITS/ RESTRICTED BANK BALANCES

As at 31 December 2022, bank balances comprised of time deposits with maturity less than three months and carry fixed interest rate of 2.6% (31 December 2021: 2.6%) per annum. The remaining bank balances carry interest at prevailing market rates which ranged from 0.3% to 2.5% (31 December 2021: 0.3% to 2.5%) per annum.

Pledged bank deposits represented deposits pledged to banks to secure bill payables and borrowings to the Group. The deposits are carrying fixed interest rate ranged from 0.35% to 1.95% (31 December 2021: 0.35% to 1.95%) per annum. The pledged bank deposits will be released upon the repayment of relevant bill payables and borrowings.

The restricted bank balances represented bank balances that are frozen due to default of bank borrowings and ongoing court cases. Out of the balances, approximately RMB33,144,000 (31 December 2021: RMB7,700,000) was frozen by courts due to default of bank borrowings.

During the year ended 31 December 2021, approximately RMB5,245,000 of restricted bank balance was released in respect of the settlement of certain court cases.

As at 31 December 2022, pledged bank deposits and restricted bank balances of approximately RMB436,000 and RMB33,144,000 (31 December 2021: RMB10,749,000 and RMB7,700,000) respectively have been pledged to secure bill payables and borrowings of the Group (note 47).

Details of impairment assessment of bank balances and pledged bank deposits as at 31 December 2022 and 2021 are set out in note 43(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

30. TRADE AND OTHER PAYABLES, AND OTHER LIABILITIES

	2022 RMB'000	2021 RMB'000
Trade payables	231,454	294,866
Construction payables	275,127	405,857
	<u>506,581</u>	<u>700,723</u>
Accrued construction cost	381,321	149,716
Deposits received (note a)	264	50,198
Other payables (note b)	5,339,982	2,574,145
Other accruals	53,697	162,149
	<u>6,281,845</u>	<u>3,636,931</u>

The following is an aged analysis of trade payables and construction payables based on the invoice date at the end of the reporting period.

	2022 RMB'000	2021 RMB'000
0 to 30 days	41,720	161,775
31 to 90 days	34,078	42,400
91 to 365 days	22,654	329,317
Over 365 days	408,129	167,231
	<u>506,581</u>	<u>700,723</u>

The average credit period on purchase and construction cost is arranging from 30 to 90 days. The Group has financial risk management policies in place to monitor that all trade payables are settled within the credit timeframe.

As at 31 December 2021, the bills amounted to approximately RMB15,666,000 (2022: nil) endorsed to the suppliers for which the maturity dates have not yet been due continue to be recognised as trade payables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

30. TRADE AND OTHER PAYABLES, AND OTHER LIABILITIES

(Continued)

Notes:

(a) Detailed analysis for deposits received is as follow:

	2022 RMB'000	2021 RMB'000
Rental deposit received	264	198
Deposit received for a joint property development project	–	50,000
	<u>264</u>	<u>50,198</u>

(b) Detailed analysis for other payables is as follow:

	2022 RMB'000	2021 RMB'000
Other tax payables	90,616	53,713
Interest and penalty payables	2,022,363	2,248,491
Payables to a former subsidiary under liquidation (note)	3,109,967	–
Others	117,036	271,941
	<u>5,339,982</u>	<u>2,574,145</u>

Note: On 8 September 2022, Jiangsu People's Court issued a "Decision on the Designation of Bankruptcy Administrator", the Huajun Wuxi Bankrupt Liquidation Team established by the management committee of the former Wuxi Taihu National Tourism Resort* (前無錫太湖國家旅遊度假區) was designated as the bankruptcy administrator of the liquidation case of Huajun Wuxi. As a result of the bankrupt liquidation petition against Huajun Wuxi and the appointment of Bankruptcy Administrator, the Company has effectively lost the control over Huajun Wuxi and the results of operations and financial position of Huajun Wuxi have not been consolidated into the consolidated financial statements of the Company as Huajun Wuxi is considered no longer a subsidiary of the Company since September 2022 (the "Huajun Wuxi Liquidation").

The payables to Huajun Wuxi represents amounts due by the Group to Huajun Wuxi as at 31 December 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

31. BILL PAYABLES

Bills are issued to the creditors, either by the Group or by the banks, in Hong Kong and the PRC with maturity up to one year.

An aged analysis of the relevant bill payables based on the issuance date of the bills at the end of the reporting period is as follows:

	2022 RMB'000	2021 RMB'000
0 to 30 days	–	8,210
Over 60 days	–	9,191
	<u>–</u>	<u>17,401</u>

All bill payables are secured by the assets as disclosed in note 47.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

32. BORROWINGS

	2022 RMB'000	2021 RMB'000
Bank borrowings	5,025,307	5,071,050
Other borrowings from financial institutions	1,440,000	5,687,000
Other borrowings from non-controlling shareholders	–	153,147
Other borrowings	258,761	105,980
	<u>6,724,068</u>	<u>11,017,177</u>
Secured	6,575,921	10,763,050
Unsecured	148,147	254,127
	<u>6,724,068</u>	<u>11,017,177</u>
Carrying amount repayable based on repayment schedule:		
Within one year	6,724,068	10,828,687
In more than one year but not more than two years	–	109,490
In more than two years but not more than five years	–	79,000
	<u>6,724,068</u>	<u>11,017,177</u>

The exposure of the Group's borrowings and the contractual maturity dates (or reset dates) are as follows:

	2022 RMB'000	2021 RMB'000
Variable-rate borrowings:		
Within one year	–	31,796
Fixed-rate borrowings		
Within one year	6,724,068	10,796,891
In more than one year but not more than two years	–	109,490
In more than two years but not more than five years	–	79,000
	<u>6,724,068</u>	<u>11,017,177</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

32. BORROWINGS *(Continued)*

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

	2022	2021
Effective interest rate:		
– Fixed-rate borrowings	4.2% – 20.0%	4.4% – 20.0%
– Variable-rate borrowings	<u>N/A</u>	<u>6.41%</u>

- (a) As at 31 December 2022 and 2021, certain banking facilities and loans granted to the Group are secured by the Group's assets. Details of the pledged assets are disclosed in note 47. Details of the Group's management of liquidity risk are set out in note 43(b).
- (b) During the year ended 31 December 2022, the Group has renewed certain bank borrowings of RMB5,000,000 from a commercial bank. During the year ended 31 December 2021, the Group has obtained several tranches of borrowings amounted to RMB2,358,844,000 from Liaoshen Bank Co., Ltd ("Liaoshen Bank") (formerly known as Yingkou Coastal Bank Co., Ltd. ("Yingkou Coastal Bank")) and renewed certain bank borrowings amounted to RMB193,490,000 from other commercial banks. As at 31 December 2022, the total outstanding principal amount of approximately RMB6,609,578,000 (31 December 2021: RMB9,849,889,000) was in default and details of material defaulted borrowings are set out below.
- (c) In respect of a bank borrowing with an outstanding principal amount of RMB157,000,000 (31 December 2021: RMB157,000,000) as at 31 December 2022, the Group breached the repayment terms of which approximately RMB182,682,000 was in default since November 2019. The relevant bank borrowing is an entrusted loan entrusted by Shanghai Linyi Investment Partnership (Limited Partnership)* ("Shanghai Linyi") made available to Baohua Properties (Jiangsu) Co., Ltd.* ("Baohua Jiangsu"), a 100% owned subsidiary of the Group. On 25 December 2019, Shanghai Linyi issued a legal letter to Baohua Jiangsu to demand for the outstanding principal, interest of approximately RMB182,682,000 and RMB3,040,000 respectively plus penalty interest at a daily rate of 0.1% since 9 November 2019. On 31 December 2019, Baohua Jiangsu made partial repayment of the principal of approximately RMB25,682,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

32. BORROWINGS *(Continued)*

(c) *(Continued)*

On 7 January 2020, Shanghai Linyi further filed a claim to Shanghai Financial Court* against Baohua Jiangsu, Huajun Properties (Yangzhou) Co., Ltd.* (Huajun Properties Yangzhou), the Company and Mr. Meng for the outstanding principal of approximately RMB169,539,000 as at 31 December 2019 plus penalty interest at a daily rate of 0.1% since 31 December 2019. On 10 September 2020, Shanghai Financial Court handed down a judgement in favour of Shanghai Linyi and demanded immediate repayment from Baohua Jiangsu but concluded that the outstanding principal was RMB157,000,000 and unpaid interest of RMB3,040,000. Penalty interest shall be calculated at an annual rate of 24% since 9 November 2019. On 30 September 2020, Baohua Jiangsu filed an appeal to the Shanghai High Court against the interest rate determined by the Shanghai Financial Court. The Shanghai High Court rejected the appeal from the Group and the execution notice had been released on 8 July 2021. In September and October 2022, a piece of land of Baohua Jiangsu pledged for the loan were enforced to judicial auction. After two rounds of public judicial auctions, the land has not been sold. According to the execution judgement issued by Shanghai Financial Court dated 6 December 2022, the land will be used to settle the debt owed by Baohua Jiangsu at the second bidding base price of approximately RMB188,591,000. As at 31 December 2022, the entire outstanding borrowing of RMB157,000,000 (31 December 2021: RMB157,000,000) was classified as current liabilities and outstanding interest of RMB3,040,000 (31 December 2021: RMB3,040,000) and provision for penalty interest of approximately RMB121,169,000 (31 December 2021: RMB82,966,000) based on an interest rate at 24% per annum were included under other payables.

(d) In respect of a borrowing with an outstanding principal of RMB1,440,000,000 (31 December 2021: RMB1,440,000,000) as at 31 December 2022, the Group breached the repayment terms of which the loan principal of RMB240,000,000 was in default since 27 March 2020. The loan was granted by China Great Wall Asset Management Co., Ltd. – Shanghai Branch (“China Great Wall”) to Baohua Properties Development (Shanghai) Co., Ltd* (“Baohua Shanghai”), an indirect wholly-owned subsidiary of the Company. The borrowing was secured by the shares of Baohua Real Estate (Dalian) Co., Ltd. (“Baohua Real Estate Dalian”), the Group’s investment properties and properties held for sale with carrying value of approximately RMB1,897,860,000 and RMB1,265,240,000 (2021: RMB2,331,166,000 and RMB1,593,434,000) as at 31 December 2022 and guaranteed by the Company, Huajun Holdings Group Co., Ltd. (a company controlled by Mr. Meng), Mr. Meng and his spouse (together referred to as the “Guarantors”). Pursuant to the terms of the loan agreement, China Great Wall had a discretionary right to demand immediate full repayment of the outstanding principal of RMB1,440,000,000 together with any unpaid interest. On 9 June 2020, China Great Wall issued a payment notice and demanded repayment of the principals of RMB1,440,000,000 and penalty interest immediately.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

32. BORROWINGS *(Continued)*

(d) *(Continued)*

On 2 November 2020, the Group received a notice dated 30 October 2020 from the Shanghai Huangpu Notary Public Office (“Shanghai Notary Office”) (the “Notice”), stating that the lender has applied for the issuance of execution certificate (the “Execution Certificate”) to the Group due to the alleged failure of Baohua Shanghai to repay the loan within the specified period. According to the Notice, Baohua Shanghai has the right to object to the issuance of the Execution Certificate within five days after receiving the Notice. On 5 November 2020, Baohua Shanghai submitted an objection letter against the issuance of the Execution Certificate to Shanghai Notary Office. On 28 December 2020, Baohua Shanghai received a second notice dated 23 November 2020 from Shanghai Notary Office, which stated that Baohua Shanghai’s objection against the issuance of the Execution Certificate was not accepted. Baohua Shanghai received further notices from Shanghai Notary Office dated 25 December 2020 and 8 January 2021 respectively in respect of amendments to the computation of compound interest, penalty interest and damages from the default of borrowings. On 11 January 2021, the Execution Certificate was issued by Shanghai Notary Office, pursuant to which China Great Wall can use the Execution Certificate for application to the relevant courts of the PRC for enforcement of immediate repayment on the principal and all outstanding interest. According to the Execution Certificate, the total interest including normal interest, penalty interest, compound interest and damages shall not exceed 24% per annum. On 10 February 2021, the Shanghai Financial Court issued a notice of execution against Baohua Shanghai, pursuant to which Baohua Shanghai was ordered to pay the outstanding balance of the borrowing plus interest to China Great Wall. On the same date, the Shanghai Financial Court also issued an asset report order against Baohua Shanghai, Baohua Real Estate Dalian and the Guarantors pursuant to which the Guarantors are required to report their assets and relevant financial information to the court.

One of the Guarantors, Huajun Holdings Group Co., Ltd., has submitted an application for non-enforcement to the Shanghai Financial Court in accordance with the law. In July 2021, the Shanghai Financial Court released a judgment to reject the application for non-enforcement and an application for review of judgement was submitted. The review of judgement was rejected by Shanghai Financial Court in October 2021. In November and December 2022, certain investment properties under development and properties held for sale of Baohua Shanghai pledged for the loan were enforced to judicial auctions but those properties have not been sold up to the date of these consolidated financial statements. As at 31 December 2022, the entire outstanding borrowing of RMB1,440,000,000 (31 December 2021: RMB1,440,000,000) was classified as current liabilities and outstanding interest, penalty interest, compound interest and damages in aggregate of approximately RMB659,261,000 (31 December 2021: RMB434,421,000) were included in other payables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

32. BORROWINGS *(Continued)*

- (e) In respect of a borrowing with an outstanding principal of RMB22,499,000 (31 December 2021: RMB31,796,000), the Group breached the repayment terms of which the entire loan principal of RMB31,796,000 was in default since 8 June 2020. The loan was granted by Zheshang Bank Co., Ltd (“Zheshang Bank”) to Shenzhen Huajun Financial Leasing Co., Ltd* (“Huajun Leasing”), a 70% owned subsidiary of the Company.

On 10 July 2020, Zheshang Bank filed a claim to Shenzhen Futian District People’s Court* against Huajun Leasing for the outstanding principal of RMB32,000,000 plus unpaid interest (including penalty interest and additional interest) of approximately RMB332,000 and the penalty interest and compound interest shall be calculated at 8.34% per annum. The hearing of the claim was held on 16 September 2020. On 3 December 2020, Shenzhen Futian District People’s Court handed down a judgement to demand Huajun Leasing to repay the outstanding principal and interest (including penalty interest and compound interest) of approximately RMB32,000,000 and RMB1,320,000 accumulated up to 19 November 2020. Thereafter, penalty interest and compound interest shall be calculated at 8.34% per annum. On 30 December 2020, Huajun Leasing filed an appeal to the Guangdong, Shenzhen Intermediate People’s Court against the interest rate determined by the Shenzhen Futian District People’s Court. On 11 May 2021, the Shenzhen Futian District People’s Court handed down the judgement of appeal which withhold the original verdict. On 9 June 2021, an enforcement notice was received. During the year ended 31 December 2022, certain investment properties of the Group pledged for the loan were enforced to judicial auction and certain properties have been sold for approximately RMB11,902,000 and all proceeds had been repaid to Zheshang Bank.

As at 31 December 2022, the entire outstanding bank borrowing of RMB22,499,000 (31 December 2021: RMB31,796,000) was classified as current liabilities and its outstanding interest of RMB108,000 (31 December 2021: RMB108,000) and penalty interest and compound interest of approximately RMB6,463,000 (31 December 2021: RMB4,227,000) based on the judgement rate at 8.34% (31 December 2021: 8.34%) per annum was included in other payables.

- (f) In respect of a borrowing with an outstanding principal of RMB4,247,000,000 as at 31 December 2021, there were interest payments of RMB193,191,000 and RMB192,141,000 due on 22 June 2020 and 23 December 2020 respectively where the Group has not settled. The loan was granted by a financial institution in the PRC to Huajun Properties (Wuxi) Co., Ltd.* (“Huajun Wuxi”), a wholly-owned subsidiary of the Company. Pursuant to the terms of the loan agreement, the counterparty had a discretionary right to demand immediate full repayment of the outstanding principal of RMB4,247,000,000 together with any unpaid interest.

As a result of the Huajun Wuxi Liquidation, the entire outstanding principal of RMB4,247,000,000, outstanding interest of approximately RMB821,340,000 and penalty interest of approximately RMB672,459,000 based on contractual terms were derecognised upon deconsolidation of Huajun Wuxi.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

32. BORROWINGS *(Continued)*

(f) *(Continued)*

As at 31 December 2021, the entire outstanding principal of RMB4,247,000,000 was classified as current liabilities and outstanding interest of approximately RMB821,340,000 and penalty interest of approximately RMB112,691,000 based on contractual terms was included in other payables. The borrowing was secured by properties held for sale with carrying amount of RMB2,592,907,000 as at 31 December 2021.

(g) In respect of two borrowings with total outstanding principal of RMB2,658,800,000 (31 December 2021: RMB2,658,800,000), the Group has not repaid the entire outstanding principals. The loan was granted by Liaoshen Bank to Huajun Properties (Dalian) Company Limited (“Huajun Properties (Dalian)”), an indirect wholly-owned subsidiary of the Company. Pursuant to the terms of the loan agreement, the counterparty had a discretionary right to demand immediate full repayment of the outstanding principal of RMB2,658,800,000 together with any unpaid interest. On August 2021, Liaoshen Bank filed claims to Yingkou Court against Huajun Properties (Dalian) and an order was granted by the Yingkou Court to freeze and preserve the Dalian Office Complex. The first hearing for claims has been held on 23 November 2021 and Yingkou Court handed down a judgement to demand Huajun Properties (Dalian) to repay the outstanding principal and relevant interest. The Dalian Office Complex included in investment properties under development of the Group pledged for the loan was enforced to judicial auction in October 2022 but those properties have not been sold up to the date of these consolidated financial statements.

As at 31 December 2022, the entire outstanding bank borrowing of RMB2,658,800,000 (31 December 2021: RMB2,658,800,000) was classified as current liabilities and its outstanding interest of RMB311,717,000 (31 December 2021: RMB122,548,000) and penalty interest and compound interest of approximately RMB19,159,000 (31 December 2021: RMB10,050,000) at a rate of 3% per annum based on the Yingkou Court’s judgement were included in other payables.

(h) In respect of a borrowing with an outstanding principal of RMB56,700,000, the Group has not repaid the entire outstanding principal and in default since 4 September 2021. The loan was granted by Liaoshen Bank to Huajun Power Technology (Jiangsu) Co., Ltd., an indirect wholly-owned subsidiary of the Company. On 7 December 2021, an order was granted by Yingkou West City District Court to freeze and preserve two solar photovoltaic production lines. On 22 November 2022, an enforcement notice was issued by Yingkou West City District Court.

As at 31 December 2022, the entire outstanding bank borrowing of RMB56,700,000 (31 December 2021: RMB56,700,000) was classified as current liabilities and outstanding interest of approximately RMB13,685,000 (31 December 2021: RMB5,406,000) based on contractual terms was included in other payables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

32. BORROWINGS *(Continued)*

- (i) In respect of a borrowing with outstanding principal of RMB115,614,000 (31 December 2021: RMB105,980,000) from a private company incorporated in Hong Kong, the Group breached the repayment terms of which the outstanding principal of RMB115,614,000 (31 December 2021: RMB105,980,000) was classified as current liabilities and outstanding interest and penalty interest of approximately RMB40,544,000 (31 December 2021: RMB15,970,000) were included in other payables. In January 2022, the Company has entered into a deed with the lender to provide further collaterals including certain land and buildings held by a subsidiary in the PRC, corporate guarantees of two subsidiaries of the Company and 100% equity pledged of a subsidiary in the PRC. Both counterparties agreed not to demand for repayment until 28 July 2022. In July 2022, a notice of arbitration was issued by Shenzhen Court of International Arbitration to two subsidiaries of the Company and an arbitration hearing was held in September 2022. No judgement for the arbitration was released up to the date of these consolidated financial statements.
- (j) In respect of a borrowing with an outstanding principal of RMB199,659,000 (31 December 2021: RMB199,659,000), the Group breached the repayment terms of which the entire loan principal of RMB199,659,000 was in default since 10 August 2020. The borrowing was granted by Jiangsu Jiangnan Rural Commercial Bank Co., Ltd.* (“Jiangnan Rural Bank”) to Huajun Properties (Changzhou) Company Limited* (“Huajun Changzhou”), a wholly-owned subsidiary of the Company and was guaranteed by Huajun Power Group Co., Ltd. and the Company. In October 2020, Jiangnan Rural Bank filed several claims to Changzhou Intermediate Court* against Huajun Changzhou. The first hearing for claims was held in December 2021 and January 2022. During the reporting period, the Changzhou Intermediate Court has handed down a judgement to demand Huajun Changzhou to repay all outstanding principal and relevant interest. Jiangnan Rural Bank transferred the loan receivables to China Great Wall Asset Management Co. Ltd. – Jiangsu province Branch (“China Great Wall – Jiangsu”), China Great Wall – Jiangsu filed several claims to Changzhou Intermediate Court and court hearing is subsequently held on 28 February 2023. No judgement was released up to the date of these consolidated financial statements.

As at 31 December 2022, the entire outstanding bank borrowing of approximately RMB199,659,000 (31 December 2021: RMB199,659,000) was classified as current liabilities and outstanding interest, penalty interest and compound interest of approximately RMB49,733,000 (31 December 2021: RMB28,963,000) were included under other payables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

32. BORROWINGS *(Continued)*

- (k) In respect of a borrowing with an outstanding principal of RMB489,900,000 (31 December 2021: RMB489,900,000), the Group breached the repayment terms of which entire loan principal of RMB489,900,000 was in default since 24 February 2022. The borrower of the loan was New Island Printing (Liaoning) Limited (“NIP (Liaoning)”), a wholly-owned subsidiary of the Company. In July 2022, Liaoning Assets Management Company Limited filed a claim to Liaoning Yingkou Intermediate Court against NIP (Liaoning). The first hearing for the claim was held in August 2022 and has handed down a judgement to demand NIP (Liaoning) to repay all outstanding principal and relevant interest. Certain investment properties of the Group located in Dalian pledged for the loan were enforced to judicial auctions and one of the investment properties was sold in auction held in December 2022 for a consideration of approximately RMB60,913,000 and another investment property was sold for a consideration of approximately RMB47,762,000 in February 2023. Such proceeds from auctions are to be repaid to Liaoning Assets Management Company Limited by the court directly.

As at 31 December 2022, the entire outstanding bank borrowing of RMB489,900,000 (31 December 2021: RMB489,900,000) was classified as current liabilities and outstanding interest, penalty and compound interest of approximately RMB139,698,000 (31 December 2021: RMB92,276,000) were included in other payables.

- (l) In respect of a borrowing with an outstanding principal of RMB300,000,000 (31 December 2021: RMB300,000,000), the Group breached the repayment terms of which entire loan principal of RMB300,000,000 was in default since 30 July 2021. The borrower of the loan was Huajun Logistics Group Limited (“Huajun Logistics”), a wholly-owned subsidiary of the Company. In July 2022, Liaoning Assets Management Company Limited filed a claim to Liaoning Yingkou Intermediate Court against Huajun Logistics. In September 2022, Liaoning Yingkou Intermediate Court has held down a judgement to demand Huajun Logistics to repay all outstanding principal and relevant interest to Liaoning Assets Management Company Limited.

As at 31 December 2022, the entire outstanding bank borrowing of RMB300,000,000 (31 December 2021: RMB300,000,000) was classified as current liabilities and outstanding interest, penalty and compound interest of approximately RMB89,143,000 (31 December 2021: RMB49,450,000) were included in other payables.

- (m) In respect of a borrowing with an outstanding principal of RMB328,065,000 (31 December 2021: RMB328,065,000), the Group breached the repayment terms of which entire loan principal of RMB328,065,000 was in default since 25 September 2021. The borrower of the loan was Huajun Power Technology (Jiangsu) Co., Ltd. (“HPT Jiangsu”), a wholly-owned subsidiary of the Company. In July 2022, Liaoning Assets Management Company Limited filed a claim to Liaoning Yingkou Intermediate Court against HPT Jiangsu. The first hearing for the claim is scheduled to be held in August 2022. In September 2022, Liaoning Yingkou Intermediate Court has held down a judgement to demand HPT Jiangsu to repay all outstanding principal and relevant interest to Liaoning Assets Management Company Limited.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

32. BORROWINGS *(Continued)*

(m) *(Continued)*

As at 31 December 2022, the entire outstanding bank borrowing of RMB328,065,000 (31 December 2021: RMB328,065,000) was classified as current liabilities and outstanding interest, penalty and compound interest of approximately RMB51,230,000 (31 December 2021: RMB39,944,000) were included in other payables.

(n) In respect of a borrowing with an outstanding principal of RMB79,000,000 (31 December 2021: RMB79,000,000), the Group breached the interest repayment terms of the loan which was granted by Jurong Rural Commercial Bank (“Jurong Rural Bank”) with loan principal maturity in July 2024. The borrower of the loan was HPT Jiangsu. During the year ended 31 December 2022, Jurong Rural Bank filed a claim to Jurong People’s Court against HPT Jiangsu. In September 2022, the Jurong People’s Court has held down a judgement to demand HPT Jiangsu to repay the principal and related interest to Jurong Rural Bank.

As at 31 December 2022, the entire outstanding bank borrowing of RMB79,000,000 (31 December 2021: RMB79,000,000) was classified as current liabilities and outstanding interest, penalty and compound interest of approximately RMB8,782,000 (31 December 2021: RMB1,918,000) were included in other payables.

(o) In respect of a borrowing with an outstanding principal of RMB261,668,000 (31 December 2021: RMB284,978,000), the Group breached the repayment terms of which entire loan principal of RMB261,668,000 was in default since April 2022. The borrower of the loan was Guofu Minfeng Industrial (Yingkou) Company Limited (“GFMF”)*, a wholly-owned subsidiary of the Company. In October 2022, Yingkou Bayuquan District Court has handed down a judgement to demand GFMF to repay all outstanding principal and relevant interest to Liaoning Assets Management Company Limited.

As at 31 December 2022, the entire outstanding bank borrowing of RMB261,668,000 (31 December 2021: RMB284,978,000) was classified as current liabilities and outstanding interest, penalty and compound interest of approximately RMB91,447,000 (31 December 2021: RMB67,389,000) were included in other payables.

(p) In respect of a borrowing with an outstanding principal of RMB108,770,000 (31 December 2021: RMB121,905,000), the Group breached the repayment terms of which entire loan principal was in default since July 2021. The borrower of the loan was Huajun Energy Group Co., Ltd. (“HJ Energy”)*, an indirect wholly-owned subsidiary of the Company incorporated in the PRC. In August 2022, Liaoning Assets Management Company Limited filed a claim to Liaoning Yingkou Intermediate Court against HJ Energy. The first hearing for the claim was held on 23 September 2022. No judgement has been released up to the date of these consolidated financial statements.

In addition to the above, borrowings with aggregate principal of RMB248,712,000 (31 December 2021: RMB5,305,890,000) were past due but no legal claims have been received by the Group up to the date of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

33. CONTRACT LIABILITIES

	2022 RMB'000	2021 RMB'000
Sales of		
– properties (note a)	976,880	1,137,815
– petrochemical and other related products (note b)	144,213	147,541
– printing products (note c)	–	1,917
	<u>1,121,093</u>	<u>1,287,273</u>

As at 1 January 2021, contract liabilities amounted to approximately RMB1,490,704,000.

Notes:

- (a) All contract liabilities arise from the Group's property development business are within the Group's normal operating cycle. During the year, the Group has recognised revenue of approximately RMB168,415,000 (31 December 2021: RMB664,893,000) that was included in the contract liabilities balance at the beginning of the period.

The Group receives almost full amount of the contract value as advances from customers when they sign the sale and purchase agreement for sale of properties, while the remaining portion of the total contract value will be paid to the Group from the banks once the customers meet the requirements of the banks for applying mortgage loans. The amount is generally made by the bank before the delivery of property to the buyer. The advance payment schemes result in contract liabilities being recognised throughout the property construction period until the customer obtains control of the completed property.

During the years ended 31 December 2021 and 2022, due to the insignificant difference between the amount of promised consideration and the cash selling price of completed units by reference to the expected timing in delivery of completed units to customers, the amount of advance payments during the years is not adjusted for the effects of the time value of money taking into consideration the credit characteristic if the relevant group entities.

As at 31 December 2022, the construction projects located in the PRC were postponed and the expected timing of recognising contract liabilities as revenue extended to over two years.

As at 31 December 2022 and 2021, the expected timing of recognising contract liabilities as revenue are as follows:

	2022 RMB'000	2021 RMB'000
Within one year	–	873,475
Over one year but within two years	–	264,340
Over two years but within five years	976,880	–
	<u>976,880</u>	<u>1,137,815</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

33. CONTRACT LIABILITIES *(Continued)*

Notes: *(Continued)*

- (b) When the Group receives a deposit before the customer draws out the petrochemical and other related products from the Group's warehouse or storage location, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit. The Group typically receives a 10% to 20% deposit in advance for each sale order. During the year, the Group has recognised revenue from sales of petrochemical and other related products amounting to approximately RMB147,541,000 (31 December 2021: RMB130,125,000) that was included in the contract liabilities balance at the beginning of the period. All contract liabilities attributable to sales of petrochemical and other related products as at 31 December 2022 and 2021 are expected to be recognised as revenue within one year.
- (c) When the Group receives a deposit before the customer receive the printing and other related products from the Group, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit. The Group typically receives a 10% to 20% deposit in advance for each sale order.

34. CORPORATE BONDS

The corporate bonds are interest bearing at the rate of 5.0% to 6.5% (31 December 2021: 5.0% to 6.5%) per annum, payable semi-annually or annually in arrear and repayable as follow:

	2022 RMB'000	2021 RMB'000
Within one year	10,844	12,657
More than one year but not more than two years	73,686	2,445
More than two years but not more than five years	5,525	68,672
	<u>90,055</u>	<u>83,774</u>
Analysed for reporting purpose:		
– Current liabilities	10,844	12,657
– Non-current liabilities	79,211	71,117
	<u>90,055</u>	<u>83,774</u>

The effective interest rate of the corporate bonds for the year ended 31 December 2022 is ranged from 7.6% to 10.9% (31 December 2021: 7.6% to 12.2%) per annum.

All corporate bonds are denominated in HK\$. As at 31 December 2022, corporate bonds amounted to approximately RMB2,457,000 (31 December 2021: nil) are overdue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

35. DEFERRED CONSIDERATION

On 16 July 2018, the Group entered into a sale and purchase agreement with an independent third party (the “Vendor”) to acquire the entire equity interest of Huajun Properties (Liaoning) Co., Ltd. (“Huajun Properties Liaoning”) at a consideration of RMB135,000,000, comprised of cash consideration of RMB40,000,000 plus non-cash consideration represented by certain specified property units to be developed at an equivalent value of RMB95,000,000 at the date of contract. As the property units will be transferred to the vendor upon its completion, the outstanding consideration has been recognised as a deferred consideration. On 9 October 2020, a supplemental agreement was entered into between the Group and the Vendor due to change in development plan, pursuant to which the remaining non-cash consideration was reduced from RMB95,000,000 to RMB51,020,000 as at 31 December 2020.

For the year ended 31 December 2022, there is no change to the non-cash consideration (31 December 2021: increased from RMB51,020,000 to RMB74,518,000) based on the Directors’ best estimation of the value of property units with reference to an independent professional valuation to settle the present obligation as at 31 December 2022. The Group recognised the increase in fair value on deferred consideration in profit or loss for the year ended 31 December 2021 (31 December 2022: nil).

The project was expected to complete in 2021 originally while the construction was under final acceptance stage up to the date of issuance of these consolidated financial statements. The management expected the residual unit can be handed over after the issuance of permit from local authority. Therefore, deferred consideration continues to be classified as a current liability as at 31 December 2021 and 2022.

36. DEFERRED INCOME

During the year ended 31 December 2021, the Group received government subsidy totalling of approximately RMB2,136,000 (31 December 2022: nil) towards the cost of construction of its automobile and solar photovoltaic production line. The amount has been treated as deferred income and will be recognised in profit or loss on the same basis as depreciation for the related plant and equipment upon the construction work has been completed.

As at 31 December 2022, government subsidy of approximately RMB130,696,000 (31 December 2021: RMB130,696,000) is not amortised because the related plant and equipment are still under construction and balance of approximately RMB960,000 (31 December 2021: RMB3,162,000) will be amortised based on the useful life of the related plant and equipment. For the year ended 31 December 2022, approximately RMB2,201,000 (for the year ended 31 December 2021: RMB451,000) was released to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

37. DEFERRED TAXATION

The following is the analysis of the deferred tax balances for financial reporting purposes:

	2022 RMB'000	2021 RMB'000
Deferred tax assets	(6,072)	(7,026)
Deferred tax liabilities	11,907	12,036
	<u>5,835</u>	<u>5,010</u>

The following are the major components of deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

	Accelerated (decelerated) tax depreciation RMB'000	Revaluation of properties RMB'000	Impairment and others RMB'000	Total RMB'000
At 1 January 2021	(2,030)	86,345	(1,683)	82,632
Exchange adjustments	(38)	–	30	(8)
Charged (credited) to profit or loss (note 11)	8,366	(86,345)	365	(77,614)
At 31 December 2021 and 1 January 2022	<u>6,298</u>	–	<u>(1,288)</u>	<u>5,010</u>
Exchange adjustments	68	–	(115)	(47)
Charged to profit or loss (note 11)	848	–	24	872
At 31 December 2022	<u>7,214</u>	–	<u>(1,379)</u>	<u>5,835</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

37. DEFERRED TAXATION *(Continued)*

At 31 December 2022, the Group does not recognise deferred tax assets in respect of tax losses of approximately RMB4,121,625,000 (31 December 2021: RMB3,012,009,000) as it was uncertain that future taxable profits against which the tax losses could be utilised would be available in the relevant tax jurisdiction. Tax losses of approximately RMB500,199,000 (31 December 2021: RMB460,503,000) do not expire under current tax legislation and approximately RMB3,621,426,000 (31 December 2021: RMB2,551,506,000) would expire within five years from the year of origination.

At 31 December 2022, the Group has deductible temporary differences of RMB688,135,000 (31 December 2021: RMB695,656,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

At 31 December 2022, temporary differences relating to the undistributed profits of the PRC subsidiaries amounted to approximately RMB180,176,000 (31 December 2021: RMB70,375,000). Deferred tax liabilities of approximately RMB9,009,000 (31 December 2021: RMB3,519,000) representing the tax payable upon the distribution of such retained profits have not been recognised as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits will not be distributed in the foreseeable future.

38. AMOUNT DUE TO IMMEDIATE HOLDING COMPANY

The Group has the following balances with immediate holding company:

The carrying amount of approximately RMB197,647,000 as at 31 December 2022 (31 December 2021: RMB187,560,000) represented amount due to the immediate holding company, HGL, with aggregate gross amount of approximately RMB223,260,000 (31 December 2021: RMB211,868,000). As at 31 December 2022, the amounts are unsecured, non-interest bearing and repayable on demand (31 December 2021: unsecured, non-interest bearing and not to be repayable until 1 July 2023). The Directors assessed the fair value of the fund advances, taken into account an effective interest rate of 9.6% (31 December 2021: 9.6%) per annum, and recognised an initial fair value adjustment of approximately RMB53,638,000 (31 December 2021: RMB24,882,000) to the outstanding amount as deemed contribution from controlling company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

39. SHARE CAPITAL

	Number of shares		Share capital	
	2022 '000	2021 '000	2022 HK\$'000	2021 HK\$'000
Ordinary shares				
Authorised:				
Ordinary shares of HK\$1.00 each				
At the beginning and end of the reporting year	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>
	'000	'000	RMB'000	RMB'000
Issued and fully paid:				
At the beginning of the reporting year and end of the reporting year	<u>61,543</u>	<u>61,543</u>	<u>55,983</u>	<u>55,983</u>

40. RETIREMENT BENEFIT SCHEME CONTRIBUTIONS

Defined contribution plan

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs (maximum of HK\$1,500 (equivalent to approximately RMB1,360 (2021: RMB1,250)) per month for each employee) to the MPF Scheme, which contribution is matched by employees.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiaries are required to contribute specified percentage of payroll costs to the retirement benefit plan to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

Forfeited contributions in respect of unvested benefits of employees leaving the Group's employment cannot be used to reduce ongoing contributions.

The total expense of RMB27,243,000 (31 December 2021: RMB26,867,000) represents contributions paid or payable to these plans by the Group at rates specified in the rules of the plans during the year ended 31 December 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

41. CAPITAL MANAGEMENT

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 shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts, which includes trade and other payables and other liabilities, bill payables, lease liabilities, borrowings, amount due to immediate holding company, corporate bonds and equity attributable to shareholders of the Company, comprising of share capital and reserves.

Gearing ratio

The Directors actively and regularly reviews the capital structure of the Group. The Directors consider the cost of capital and the risk associated with each class of capital.

The gearing ratio at the end of the reporting period was as follows:

	2022 RMB'000	2021 RMB'000
Total assets	11,105,059	15,735,750
Total liabilities	<u>(14,772,157)</u>	<u>(16,580,618)</u>
Net liabilities	<u>(3,667,098)</u>	<u>(844,868)</u>
Total liabilities to assets ratio	<u>133.0%</u>	<u>105.4%</u>

42. SHARE-BASED PAYMENTS TRANSACTIONS

The Company adopted a new share option scheme (the "New Share Option Scheme") on 25 October 2017 in place of the previous share option scheme which had been adopted on 28 September 2007 (the "Old Share Option Scheme"). The purpose of the Scheme is to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to Executive or Non-executive Directors including Independent Non-executive Directors or any employees (whether full-time or part-time) of each member of the Group (the "Participants") and for such other purpose as the Board may approve from time to time.

Upon expiry of the Old Share Option Scheme on 28 September 2017, no further options will be granted thereunder, but in all other respects, subject to the provisions under Chapter 17 of the Listing Rules, the Old Share Option Scheme shall remain in full force and effect, and the options granted thereunder may continue to be exercisable in accordance with the terms of issue thereof.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

42. SHARE-BASED PAYMENTS TRANSACTIONS *(Continued)*

At 31 December 2022, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 503,556 (31 December 2021: 1,873,806) representing 0.8% (31 December 2021: 3.0%) of the shares of the Company in issue at that date. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

Option granted must be taken up within 28 days of the date of grant, upon payment of HK\$100 per option granted. There is no minimum period for which a share option must be held before the share option being exercised unless otherwise determined by the Board of Directors. The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

The Company proposed to put forward a proposal to effect the consolidation of every one hundred issued and unissued existing ordinary share of par value of HK\$0.01 each in the share capital of the Company into one ordinary share of par value of HK\$1.00 each in the share capital of the Company (the "Share Consolidation") on 5 December 2017.

The Company completed the Share Consolidation on 5 March 2018. The disclosure of the number of options outstanding and exercise price of the options have been adjusted retrospectively at the date of grant.

Details of specific categories of options are as follows:

Grantee	Number of option at 31 December 2022	Date of grant	Vesting conditions	Exercisable period	Exercisable price
Directors	116,205	7 February 2017	Nil	7 February 2017 to 6 February 2027	HK\$78
Executive*	387,351	16 March 2017	Nil	16 March 2017 to 6 February 2027	HK\$78

* The executive option was solely granted to Mr. Meng, the chairman of the Board of Directors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

42. SHARE-BASED PAYMENTS TRANSACTIONS *(Continued)*

The movement of share options to the executive directors and employees under the Scheme during the current and prior years are presented as follows:

For the year ended 31 December 2022

Grantee	Outstanding at 1 January 2022	Reclassification (Note)	Number of share options			Outstanding at 31 December 2022
			Granted during the year	Exercised during the year	Lapsed during the year	
Directors & Executive	777,606	(274,050)	-	-	-	503,556
Employees	1,096,200	274,050	-	-	(1,370,250)	-
	<u>1,873,806</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,370,250)</u>	<u>503,556</u>

Note: Ms. Zhang Ye resigned as director of the Company on 7 June 2022 and remained as employee of the Group. The relevant share options were reclassified for presentation purpose.

For the year ended 31 December 2021

Grantee	Outstanding at 1 January 2021	Reclassification (note)	Number of share options			Outstanding at 31 December 2021
			Granted during the year	Exercised during the year	Lapsed during the year	
Directors & Executive	1,325,706	(548,100)	-	-	-	777,606
Employees	548,100	548,100	-	-	-	1,096,200
	<u>1,873,806</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,873,806</u>

Note: Ms. Huang Xiumei and Ms. Bao Limin resigned as directors and remained as employees of the Company. The relevant share options were reclassified for presentation purpose.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

42. SHARE-BASED PAYMENTS TRANSACTIONS *(Continued)*

The number and weighted average exercise prices of share options are as follows:

	2022		2021	
	Weighted average exercise price HK\$	Number of share options	Weighted average exercise price HK\$	Number of share options
Outstanding at 1 January	78	1,873,806	78	1,873,806
Lapsed during the year (note)	78	(1,370,250)	–	–
Outstanding at 31 December	<u>78</u>	<u>503,556</u>	<u>78</u>	<u>1,873,806</u>
Exercisable at 31 December	<u>78</u>	<u>503,556</u>	<u>78</u>	<u>1,873,806</u>

Note: The relevant grant date fair value of share options lapsed amounting to RMB184,000 (31 December 2021: nil) have been transferred from share-based payment reserve to accumulated losses upon the share options lapsed.

The options outstanding at 31 December 2022 had a weighted average exercise price of HK\$78 (31 December 2021: HK\$78) and a weighted average remaining contractual life of 4.1 years (31 December 2021: 5.1 years).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

	2022 RMB'000	2021 RMB'000
Financial assets		
Financial assets at FVTPL	21,866	35,736
Financial assets at amortised cost	750,692	811,296
	<u>772,558</u>	<u>847,032</u>
Financial liabilities		
Financial liabilities at amortised cost	13,239,918	14,812,271

b. Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, trade and other receivables, loan and interest receivables, pledged bank deposits, restricted bank balances, bank balances and cash, trade and other payables, bill payables, amount due to immediate holding company, borrowings, lease liabilities and corporate bonds. Details of these financial instruments are disclosed in respective notes in the consolidated financial statements. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Currency risk

The Group is exposed to foreign currency risk on listed bond investment, financial assets at FVTPL bank balances and cash, pledged bank deposits, loan and interest receivables, trade and other receivables, prepayment and deposits and trade and other payables that are denominated in currencies other than the functional currency of the operations to which they relate. The currency giving rise to this risk is primarily United States dollars ("USD" or "US\$"), Euros ("EUR") and RMB. The functional currency of the group entities to which such risks relate is HK\$.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

	Exposure to foreign currencies					
	2022			2021		
	RMB RMB'000	EUR RMB'000	USD RMB'000	RMB RMB'000	EUR RMB'000	USD RMB'000
Financial assets at FVTPL	–	–	21,866	–	–	27,068
Bank balances and cash	35,047	26	16,958	14,437	57	32,685
Pledged bank deposits	–	–	–	–	–	1,122
Trade and other receivables	14,291	322	19,674	14,035	275	33,385
Prepayment and deposits	–	–	1,654	57	35	14,152
Trade and other payables	(10,099)	(40)	(4,716)	(97)	(20)	(3,206)

Sensitivity analysis

At 31 December 2022, it is estimated that a general appreciation/depreciation of 5% (31 December 2021: 5%) in the exchange rate of EUR and RMB against HK\$, assuming all other risk variables remained constant, would have decreased/increased the Group's loss for the year of approximately RMB1,927,000 for RMB and RMB13,000 for EUR (31 December 2021: RMB1,306,000 for RMB and RMB15,000 for EUR). No sensitivity analysis is presented for foreign currency fluctuation between US\$ against HK\$ because Hong Kong dollars is pegged to US\$ and assumed that the rate would not be materially affected by any changes in movement in value of the HK\$ against other currencies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to listed and unlisted bond investments, loan receivables, pledged bank deposits, restricted bank balance, bank balances, corporate bonds, convertible bonds (liability component), borrowings and lease liabilities. The Group currently does not have any instruments to hedge against the fair value interest rate risk.

The Group is also exposed to cash flow interest rate risk arising primarily from interest bearing borrowings at variable rate at the end of the reporting period. The Group's interest rate profile is monitored by management. As at 31 December 2022 and 2021, variable interest rate profile includes bank borrowings. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on RMB benchmark interest rate arising from the Group's RMB denominated borrowings.

Sensitivity analysis

At 31 December 2022, it is estimated that a general increase/decrease of 100 (31 December 2021: 100) basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's loss for the year by approximately RMB597,000 (31 December 2021: RMB1,434,000).

Credit risk and impairment provision

The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets except that the credit risks associated with loan receivables were secured over certain collaterals of the borrowers.

Trade receivables

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by large customer. Limits and scoring attributed to large customers are reviewed once a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade receivable balances individually or based on provision matrix. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Credit risk and impairment provision (Continued)

Other receivables

The Group has applied ECL model on other receivables in which the impairment assessment for those receivables with gross carrying amount of approximately RMB253,651,000 (31 December 2021: RMB115,666,000) where there has not been a significant change in credit risk are based on 12-month ECL. For the remaining amount of RMB364,501,000 (31 December 2021: RMB373,329,000), where there has been a significant change in credit risk as the balances have been long outstanding and that the Group is undergoing litigation process against the counterparties, they are assessed based on lifetime ECL.

In respect of other receivables balance, the amount of approximately RMB8,227,000 (31 December 2021: RMB966,000) and RMB106,791,000 (31 December 2021: RMB85,311,000) has been provided for 12-month ECL and lifetime ECL respectively.

Loan and interest receivables, pledged bank deposits, restricted bank balance, and bank balances

The Group performs impairment assessment under ECL model on pledged bank deposits, restricted bank balance, and bank balances based on 12-month ECL as there has not been significantly increase in credit risk.

In determining the ECL for loan and interest receivables, the Directors have taken into account the historical default experience and the financial position of the counterparty. During the year ended 31 December 2022, the business of the counterparty was severely affected by the COVID-19 pandemic and the credit quality of the collaterals deteriorated. The Directors have decided to make a full provision on the carrying amount of loan and interest receivables in the previous years.

The credit risks on pledged bank deposits, restricted bank balances and bank balances are limited because the counterparties are banks with high credit ratings assigned by international or national credit-rating agencies.

Based on the Group's internal credit rating, no material impairment loss allowance is recognised for restricted bank balances, pledged bank deposits and bank balances.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Credit risk and impairment provision (Continued)

Loan and interest receivables, pledged bank deposits, restricted bank balance, and bank balances (Continued)

The Group is exposed to concentration of credit risk on:

- Loan receivables which are provided to an individual thirty party;
- Liquid funds which are deposited with several banks with high credit rating; and
- Other receivables from several counterparties relating to deposits paid for acquisition of property project and prepaid procurement fee in 2021.

The Group's concentration of credit risk by geographical locations is in the PRC which accounted for 93% (31 December 2021: 89%) of the total trade receivables as at 31 December 2022.

Other than above, the Group does not have any other significant concentration of credit risk.

The table below is the internal credit policy of the Group:

Internal credit rating	Description	Trade receivables	Other financial assets/other items
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12-month ECL
High risk	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Doubtful	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Credit risk and impairment provision (Continued)

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amounts	
					2022 RMB'000	2021 RMB'000
Financial assets at amortised cost						
Trade receivables	27	N/A	(Note)	Lifetime ECL (provision matrix)	128,252	192,868
			Low risk	Lifetime ECL (individually assess, not credit-impaired)	37,755	60,905
			High risk	Lifetime ECL (individually assess, not credit-impaired)	39,967	3,811
			Doubtful	Lifetime ECL (credit impaired)	53,271	32,575
Loan receivables and interest receivable	28	N/A	Doubtful	Lifetime ECL (credit-impaired)	11,525	11,525
Other receivables	27	N/A	Low risk	12-month ECL	253,651	115,666
			High risk	Lifetime ECL (not credit-impaired)	340,000	340,000
			Doubtful	Lifetime ECL (credit impaired)	24,501	33,329
Restricted bank balances	29	AAA	N/A	12-month ECL	33,144	7,700
Pledged bank deposits	29	Baa2 – A1	N/A	12-month ECL	436	10,749
Bank balances and cash	29	Baa2 – A1	N/A	12-month ECL	59,739	152,204

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Credit risk and impairment provision (Continued)

Note:

For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant outstanding balances or credit-impaired, the Group determines the expected credit losses on these items by using a provision matrix, grouped by past due status.

As part of the Group's credit risk management, the Group uses debtors' ageing to measure ECL allowance for its customers which grouped by different segment in relation to its operations because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed based on provision matrix as at 31 December 2021 within lifetime ECL (not credit impaired). Trade receivables with significant outstanding balances and with gross carrying amounts of RMB130,993,000 (31 December 2021: RMB97,291,000) as at 31 December 2022 were assessed individually. As part of these debtors, gross amounts of RMB37,755,000 (31 December 2021: RMB60,905,000) with significant balances are due from entities with long business history with the Group and without recent default history, they are all classified as low risk. For the remaining debtors with gross amounts of RMB39,967,000 (31 December 2021: RMB3,811,000) and RMB53,271,000 (31 December 2021: RMB32,575,000) are classified as either high risk or doubtful respectively as the credit quality has deteriorated and certain of them are credit-impaired.

Gross carrying amount of trade receivables assessed using provision matrix:

As at 31 December 2022

	Average loss rate	Gross trade receivables RMB'000	ECL RMB'000	Net trade receivables RMB'000
Current (not past due)	1%	107,506	907	106,599
1-30 days past due	1%	7,960	67	7,893
31-90 days past due	2%	9,053	174	8,879
91-180 days past due	98%	3,733	3,674	59
		<u>128,252</u>	<u>4,822</u>	<u>123,430</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Credit risk and impairment provision (Continued)

As at 31 December 2021

	Average loss rate	Gross trade receivables RMB'000	ECL RMB'000	Net trade receivables RMB'000
Current (not past due)	3%	166,011	4,750	161,261
1 – 30 days past due	12%	10,430	1,291	9,139
31 – 90 days past due	31%	4,644	1,429	3,215
91 – 180 days past due	62%	11,783	7,275	4,508
		<u>192,868</u>	<u>14,745</u>	<u>178,123</u>

The estimated loss rates are estimated based on historical observed default rates over the expected life of the trade receivables and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific trade receivable is updated.

As at 31 December 2022, the Group provided approximately RMB4,822,000 (31 December 2021: RMB14,745,000) of impairment loss for trade receivables, based on the provision matrix. Impairment loss of approximately RMB15,413,000 (31 December 2021: RMB1,104,000) and RMB53,271,000 (31 December 2021: RMB36,385,000) were provided on individually assessed and credit-impaired receivables respectively.

The following table shows the movement in the allowance for impairment of trade receivables.

	Total RMB'000
As at 1 January 2021	63,487
Exchange adjustment	(33)
Reversal of impairment losses during the year	(11,220)
As at 31 December 2021 and 1 January 2022	52,234
Exchange adjustment	585
Impairment losses during the year	52,188
As at 31 December 2022	<u>105,007</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Credit risk and impairment provision (Continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort.

The following table shows the movement in lifetime ECL and 12-month ECL that have been recognised for other receivables.

	12-month ECL RMB'000	Lifetime ECL (not credit- impaired) RMB'000	Lifetime ECL (credit- impaired) RMB'000	Total RMB'000
As at 1 January 2021	10,626	71,400	11,772	93,798
(Reversal of) impairment loss recognised during the year	(9,660)	(19,418)	21,557	(7,521)
As at 31 December 2021 and 1 January 2022	966	51,982	33,329	86,277
Impairment loss (reversal of impairment loss) recognised during the year	7,261	30,308	(8,828)	28,741
As at 31 December 2022	8,227	82,290	24,501	115,018

The Group considers the industrial average loss rate and adjusts for forward looking macroeconomic data in calculating the expected credit loss rate.

The following table shows the movement in lifetime ECL that have been recognised for loan and interest receivables.

	Lifetime ECL (credit-impaired) RMB'000	Total RMB'000
As at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	<u>11,525</u>	<u>11,525</u>

The Group considers the financial difficulty, operational status of the counterparty and value of collateral in determining the expected loss rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities at FVTPL and listed fund investments. The management manages this exposure by maintaining a portfolio of investments with different risks.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to price risks at the reporting date.

If the prices of the respective equity instruments had been 1% (31 December 2021: 1%) higher/lower, the Group's loss after tax for the year ended 31 December 2022 would have decreased/increased by approximately RMB183,000 (31 December 2021: RMB298,000) as a result of the changes in fair value of financial assets at FVTPL.

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk primarily by obtaining funding from immediate holding company and Yingkou Coastal Bank and other measures as set out in note 2.

Liquidity risk tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest dates on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Liquidity risk (Continued)

Liquidity risk tables (Continued)

At 31 December 2022

	Contractual undiscounted cash outflow				Carrying amount as at 31.12.2022 RMB'000
	On demand or within 1 year RMB'000	1 – 2 year RMB'000	2 – 5 years RMB'000	Total undiscounted cash flow RMB'000	
	Trade and others payables	6,228,148	–	–	
Amount due to immediate holding company	223,260	–	–	223,260	197,647
Corporate bonds	18,497	76,819	5,559	100,875	90,055
Borrowings	6,734,257	–	–	6,734,257	6,724,068
Lease liabilities	2,513	1,595	–	4,108	3,898
Total	13,206,675	78,414	5,559	13,290,648	13,243,816

At 31 December 2021

	Contractual undiscounted cash outflow				Carrying amount as at 31.12.2021 RMB'000
	On demand or within 1 year RMB'000	1 – 2 year RMB'000	2 – 5 years RMB'000	Total undiscounted cash flow RMB'000	
	Trade and others payables	3,506,359	–	–	
Bill payables	17,401	–	–	17,401	17,401
Amount due to immediate holding company	211,868	–	–	211,868	187,560
Corporate bonds	19,034	9,607	75,163	103,804	83,774
Borrowings	10,864,896	126,601	82,836	11,074,333	11,017,177
Lease liabilities	11,498	1,298	–	12,796	11,801
Total	14,631,056	137,506	157,999	14,926,561	14,824,072

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

43. FINANCIAL INSTRUMENTS *(Continued)*

c. Fair value measurements

Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 inputs are inputs that are not based on observable market data (unobservable inputs).

Details of the recurring fair value measurement of the relevant assets are set out in note 23 of these consolidated financial statements. During the current and prior years, there were no transfers between Level 1 and Level 2, nor transfers into Level 3.

The Directors consider that the carrying amounts of the other financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their respective fair values at the end of the reporting period, determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

44. ACQUISITIONS, DISPOSALS AND LIQUIDATION OF SUBSIDIARIES

During the year ended 31 December 2022, Huajun Wuxi, a subsidiary of the Group, was liquidated.

In the prior year, the Group has completed several acquisitions of subsidiaries. Meanwhile, the Group also disposed several subsidiaries to concentrate on its core businesses and realise the Group's property assets through disposal of subsidiaries.

The following tables summarised these transactions:

(a) Acquisitions

For the year ended 31 December 2021

Name of subsidiary acquired	Vendor	Percentage of interest acquired	Principal activity	Fair value of purchase consideration	Date of completion	Nature of acquisition
Huaren Properties (Yingkou) Co., Ltd. ("Huaren Properties (Yingkou)")*	An entity controlled by Mr. Meng	100%	Inactive	RMB1,100	20 August 2021	Acquisition of assets through acquisition of a subsidiary

* English name for reference only

On 20 August 2021, the Group entered into a sales and purchase agreement with a related party to acquire the entire equity interest in Huaren Properties (Yingkou) with consideration of RMB1,100. The acquisitions have been accounted for using the assets acquisition method. Huaren Properties (Yingkou) was acquired so as to provide property management services. The acquisition was completed on the same date. The consideration of RMB1,100 was yet to settled and included in other payable at 31 December 2021.

No material acquisition-related costs have been incurred from the acquisitions.

Assets acquired and liabilities assumed at the date of acquisition:

	RMB'000
Amount due to immediate holding company	(1,100)
Waive of debt by immediate holding company	1,100
Net identifiable assets acquired	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

44. ACQUISITIONS, DISPOSALS AND LIQUIDATION OF SUBSIDIARIES *(Continued)*

(b) Disposals

For the year ended 31 December 2021

Name of subsidiary acquired	Buyer	Percentage of interest disposed of proceeds	Principal activity	Disposal proceeds	Date of completion
Changzhou Jinrun Solar Engineering Limited ("Jinrun Solar Engineering")*	An independent third party	100%	Production of photovoltaic products	RMB3,900,000	16 June 2021
Changzhou Hengma Solar Technology Co., Ltd. ("Hengma Solar Technology")*	An independent third party	100%	Operation of solar station	RMB2,732,500	3 September 2021
Yingkou Furun Industrial Company Limited ("Yingkou Furun")*	An entity controlled by Mr. Meng	100%	Production of photovoltaic products	RMB8,060,000	9 September 2021

* English name for reference only

Analysis of assets and liabilities over which control was lost

	Jinrun Solar Engineering RMB'000	Hengma Solar Technology RMB'000	Yingkou Furun and its subsidiaries RMB'000	Total RMB'000
Property, plant and equipment	3,359	6,897	612,703	622,959
Right-of-use assets	–	–	129,138	129,138
Trade and other receivables	566	74	87,342	87,982
Bank balances and cash	–	39	–	39
Trade and other payables	(25)	(4,277)	(309,656)	(313,958)
Bill payables	–	–	(380,612)	(380,612)
Deferred income	–	–	(23,491)	(23,491)
Amount due to immediate holding company (note)	–	–	(59,952)	(59,952)
Borrowings	–	–	(106,000)	(106,000)
	<u>3,900</u>	<u>2,733</u>	<u>(50,528)</u>	<u>(43,895)</u>

Note: The amount represented debts owed to the Group by the fellow subsidiaries of Group. Upon the completion of the disposal, the immediate holding company agreed to settle the debts owed to the Group on behalf of YingKou Furun and its subsidiaries.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

44. ACQUISITIONS, DISPOSALS AND LIQUIDATION OF SUBSIDIARIES *(Continued)*

(b) Disposals *(Continued)*

For the year ended 31 December 2021 (Continued)

Analysis of contribution from disposal of subsidiaries

	Jinrun Solar Engineering RMB'000	Hengma Solar Technology RMB'000	Yingkou Furun and its subsidiaries RMB'000	Total RMB'000
Cash consideration	3,900	2,733	8,060	14,693
Less: net (assets) liabilities disposed of	(3,900)	(2,733)	50,528	43,895
Deemed shareholder contribution	–	–	58,588	58,588
	–	–	(58,588)	(58,588)
Gain on disposal of subsidiaries	–	–	–	–

Net cash inflow on disposal of subsidiaries:

	Jinrun Solar Engineering RMB'000	Hengma Solar Technology RMB'000	Yingkou Furun and its subsidiaries RMB'000	Total RMB'000
Cash consideration	3,900	2,733	8,060	14,693
Less: bank balances and cash disposed	–	(39)	–	(39)
	3,900	2,694	8,060	14,654

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

44. ACQUISITIONS, DISPOSALS AND LIQUIDATION OF SUBSIDIARIES *(Continued)*

(c) Liquidation

For the year ended 31 December 2022

As a result of Huajun Wuxi Liquidation, gain arising on the liquidation of Huajun Wuxi, amounting to approximately RMB410,978,000 was recognised in profit or loss for the year.

The carrying amounts of the assets and liabilities at its date of liquidation, were as follows:

	Total RMB'000
Property, plant and equipment	130
Properties held for sale	2,626,996
Trade and other receivables, deposits and prepayments	4,160,620
Bank balances and cash	14,491
Trade and other payables, and other liabilities	(2,661,764)
Bank borrowings	(4,247,000)
Contract liabilities	(304,451)
	<u>(410,978)</u>
Gain on liquidation of a subsidiary	<u>410,978</u>
Total consideration – satisfied by cash	<u><u>–</u></u>

Net cash outflow on liquidation of a subsidiary:

	Total RMB'000
Cash consideration	–
Less: bank balances and cash disposed	<u>(14,491)</u>
	<u><u>(14,491)</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

45. LEASE COMMITMENTS

The Group as lessor

The Group leases out investment property under operating leases. The leases typically run for an initial period of 1 to 20 years. Lease payments are usually increased every one to five to reflect market rentals. None of the leases includes variable lease payments.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

	2022 RMB'000	2021 RMB'000
Within 1 year	19,002	16,078
After 1 year but within 2 years	18,738	15,774
After 2 years but within 3 years	16,541	13,743
After 3 years but within 4 years	16,550	13,267
After 4 years but within 5 years	16,707	13,279
After 5 years	110,147	124,297
	<u>197,685</u>	<u>196,438</u>

46. CAPITAL AND OTHER COMMITMENTS

	2022 RMB'000	2021 RMB'000
Capital expenditure in respect of the property development and investment projects contracted for but not provided in the consolidated financial statements	1,035,125	1,832,506
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided for in the consolidated financial statements	209,384	215,122
	<u>1,244,509</u>	<u>2,047,628</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

47. PLEDGE OF ASSETS

At the end of the reporting period, carrying values of Group's assets pledged to secure bill payables, borrowings, and lease liabilities of the Group are as follows:

	2022 RMB'000	2021 RMB'000
Property, plant and equipment	382,569	499,341
Right-of-use asset	208,266	246,466
Investment properties	3,713,157	4,913,866
Properties held for sale	2,954,478	5,953,809
Inventories	10,001	10,000
Pledged bank deposits	436	10,749
Restricted bank balances	33,144	7,700

In addition to the above pledged assets, the Group also pledged certain subsidiaries' equity interest to secure borrowings of approximately RMB115,614,000 (31 December 2021: RMB581,858,000) and borrowings from a financial institution of approximately RMB1,440,000,000 (31 December 2021: RMB1,440,000,000) as at 31 December 2022.

48. RELATED PARTY TRANSACTIONS

(a) Key management personnel remuneration

The remuneration of Directors and other members of key management personnel during the year were as follows:

	2022 RMB'000	2021 RMB'000
Short-term benefits	9,036	13,108
Post-employment benefits	99	181
	<u>9,135</u>	<u>13,289</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

48. RELATED PARTY TRANSACTIONS *(Continued)*

(b) Transactions with companies controlled/significantly influenced by Mr. Meng

Other than as disclosed elsewhere in these consolidated financial statements, the transactions with companies controlled/significantly influenced by Mr. Meng for the years ended 31 December 2021 and 2022 are as follows:

- (1) In June 2021, the Company early redeemed the two tranches of 2019 Convertible Bonds with aggregate principal amount of HK\$1,205,200,000 from HGL.
- (2) In July 2021, Huajun Logistic Group Limited*, an indirect wholly owned subsidiary of the Company, entered into the agreement with Huajun Group (Yingkou) Company Limited*, a company indirectly wholly owned by Mr. Meng, to dispose the entire equity interest in Yingkou Furun at a cash consideration of RMB8,060,000. Details are set out in note 44(b).
- (3) In August 2021, Huajun Properties Management (Dalian) Limited, an indirect wholly-owned subsidiary of the Company, entered into the agreement with Huajun Construction Group Limited*, a company indirectly wholly owned by Mr. Meng, to purchase the entire equity interest in Huaren Properties (Yingkou) at the consideration of RMB1,100. Details are set out in note 44(a).

* English name for reference only

(c) Transactions with immediate holding company

Provision of credit facility

As at 31 December 2022, the interest-free credit facility from HGL amounted to RMB7,000,000,000 (31 December 2021: RMB7,000,000,000), of which RMB6,776,740,000 (31 December 2021: RMB6,788,132,000) were unused by the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

48. RELATED PARTY TRANSACTIONS *(Continued)*

(d) Transactions with Yingkou Coastal Bank

As at 31 December 2021, Yingkou Coastal Bank was no longer a related party to the Group since the merger between Yingkou Coastal Bank and Liaoyang Bank and formed Liaoshen Bank in September 2021, Mr. Meng was neither a shareholder nor director of Liaoshen Bank. As at 31 December 2020, Mr. Meng owned 13.9% equity interest in Yingkou Coastal Bank and has been a director of the Yingkou Coastal Bank since 4 January 2018.

Transactions with Yingkou Coastal Bank

	2022 RMB'000	2021 RMB'000
Interest income	–	16
Interest expense	–	(264,167)
Bank charges	–	(23)

- (e) In prior years, several business partners of Mr. Meng provided financing to the Group through entrusted loan arrangement with a financial institution. As at 31 December 2021, loans of RMB4,247,000,000 were drawn down by the Group. The loans were secured by the Company's properties held for sale with carrying value of approximately RMB2,592,907,000 as at 31 December 2021.
- (f) During the year ended 31 December 2021, the Group rented an office premises from HGL, the ultimate holding company of the Company, at nil consideration. The rent expired as at 31 December 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

49. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Borrowings	Lease liabilities	Amount due to immediate holding company	Corporate bonds	Interest payable	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022	11,017,177	11,801	187,560	83,774	2,248,491	13,548,803
Cash inflow (outflow):						
Proceeds from borrowings	5,000	-	-	-	-	5,000
Repayment of borrowings	(60,743)	-	-	-	-	(60,743)
Interest paid	-	(576)	-	(2,944)	(50,741)	(54,261)
Redemption of corporate bonds	-	-	-	(5,583)	-	(5,583)
Advance from the immediate holding company	-	-	16,163	-	-	16,163
Repayment to the immediate holding company	-	-	(4,772)	-	-	(4,772)
Repayment of lease liabilities	-	(11,797)	-	-	-	(11,797)
Non-cash transactions:						
New lease liabilities	-	4,295	-	-	-	4,295
Termination of lease	-	(487)	-	-	-	(487)
Liquidation of a subsidiary (note 44(c))	(4,247,000)	-	-	-	(1,493,799)	(5,740,799)
Recognition of deemed contribution	-	-	(53,638)	-	-	(53,638)
Net foreign exchange loss	9,634	86	-	7,398	2,698	19,816
Finance costs	-	576	52,334	7,410	1,315,714	1,376,034
At 31 December 2022	<u>6,724,068</u>	<u>3,898</u>	<u>197,647</u>	<u>90,055</u>	<u>2,022,363</u>	<u>9,038,031</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

49. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES *(Continued)*

	Borrowings	Lease liabilities	Amount due to immediate holding company	Corporate bonds	Convertible bonds	Interest payable	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2021	10,209,948	22,255	35,089	84,812	806,197	1,096,982	12,255,283
Cash inflow (outflow):							
Proceeds from borrowings	2,769,814	-	-	-	-	-	2,769,814
Repayment of borrowings	(1,856,585)	-	-	-	-	-	(1,856,585)
Interest paid	-	(1,120)	-	(5,115)	(34,628)	(151,137)	(192,000)
Redemption of convertible bonds	-	-	-	-	(1,185,999)	-	(1,185,999)
Redemption of corporate bonds	-	-	-	(1,667)	-	-	(1,667)
Advance from the immediate holding company	-	-	921,522	-	-	-	921,522
Repayment to the immediate holding company	-	-	(599,340)	-	-	-	(599,340)
Repayment of lease liabilities	-	(16,305)	-	-	-	-	(16,305)
Non-cash transactions:							
New lease liabilities	-	7,061	-	-	-	-	7,061
Termination of lease	-	(1,210)	-	-	-	-	(1,210)
Disposal of subsidiaries	(106,000)	-	(59,952)	-	-	(67,331)	(233,283)
Recognition of deemed contribution	-	-	(24,882)	-	-	-	(24,882)
Set off against consideration receivable	-	-	(90,000)	-	-	-	(90,000)
Redemption amount allocated to convertible bonds equity reserve	-	-	-	-	327,263	-	327,263
Net foreign exchange loss	-	-	-	(2,110)	(33,562)	(27)	(35,699)
Finance costs	-	1,120	5,123	7,854	120,762	1,370,004	1,504,863
Change in fair value of convertible bonds	-	-	-	-	(33)	-	(33)
At 31 December 2021	<u>11,017,177</u>	<u>11,801</u>	<u>187,560</u>	<u>83,774</u>	<u>-</u>	<u>2,248,491</u>	<u>13,548,803</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

50. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Company's principal subsidiaries as at 31 December 2022 and 2021 are disclosed as follows:

Name of subsidiary	Place of incorporation/ establishment	Principal place of business	Issued and fully paid share/ registered capital	Effective equity interest held by the Company indirectly		Principal activities
				2022	2021	
Baohua Real Estate Management (Yingkou) Co., Ltd. (note a)	PRC	PRC	RMB100,000,000	100%	100%	Property investment and investment holding
Baohua Jiangsu (note b)	PRC	PRC	RMB100,000,000	100%	80%	Property development
Baohua Shanghai (note b)	PRC	PRC	RMB200,000,000	100%	100%	Property development and investment
Baohua Real Estate Dalian (note b)	PRC	PRC	RMB21,000,000	100%	100%	Property development
Baohua Properties (Yingkou) Real Estate Co., Ltd. (note b)	PRC	PRC	RMB20,000,000	100%	100%	Property development
Huajun Wuxi (note b)	PRC	PRC	RMB100,000,000	–	100%	Property development
Chenzhou Sonic Manufacturing Company Limited (note a)	PRC	PRC	US\$1,000,000	100%	100%	Provision of subcontracting services to a fellow subsidiary for paper and packaging products
Huajun Changzhou (note b)	PRC	PRC	RMB708,830,100	100%	100%	Property development and investment, production of photovoltaics products, engineering management services
Huajun Properties (Dalian) (note b)	PRC	PRC	RMB600,000,000	100%	100%	Property development and investment
Dalian Hydraulic (note b)	PRC	PRC	RMB39,200,000	100%	100%	Manufacture and maintenance of hydraulic machinery
Dalian Taiyuan Properties Development Co., Ltd. (note b)	PRC	PRC	RMB186,300,000	100%	100%	Property development and investment
Dongguan New Island Printing Co., Ltd. (note a)	PRC	PRC	HK\$162,000,000	100%	100%	Production and distribution of paper products
Huajun Energy Group Limited	Hong Kong	Hong Kong	HK\$251,900,000	100%	100%	Investment holding, trading and logistics
HJ Energy	PRC	PRC	RMB1,000,000,000	100%	100%	Investment holding, trading and logistics
Huajun Management Limited	Hong Kong	Hong Kong	HK\$100	100%	100%	Provision of management services to group companies
Huaren Power (Jiangsu) Co., Limited	PRC	PRC	RMB100,000,000	100%	100%	Production and sale of photovoltaics products, monocrystalline silicon, solar stent and related products

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

50. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(Continued)*

Name of subsidiary	Place of incorporation/ establishment	Principal place of business	Issued and fully paid share/ registered capital	Effective equity interest held by the Company indirectly		Principal activities
				2022	2021	
HPT Jiangsu (note c)	PRC	PRC	RMB2,600,000,000	100%	100%	Production and sale of photovoltaics products, monocrystalline silicon, solar stent and related products and provision of processing services
Jiangsu Zhong Xiang Energy Co., Ltd. (note b)	PRC	PRC	RMB150,000,000	100%	100%	Manufacturing and sales of solar control equipment, monocrystalline silicon wafers, polycrystalline silicon, solar cells, coated glass, rare metals, solar modules and silicon materials and related products
Liaoning Baohua Properties Development Co., Ltd. (note b)	PRC	PRC	RMB42,000,000	100%	100%	Property development
Huajun Logistics Group Co, Limited (note b)	PRC	PRC	RMB1,000,000,000	100%	100%	Provision of cargo freight services
New Island Management Services Limited	Hong Kong	Hong Kong	US\$1,000,000	100%	100%	Investment holding
New Island Printing Group Company Limited	Hong Kong	Hong Kong	HK\$200 ordinary shares and HK\$1,000,000 non-voting deferred shares	100%	100%	Investment holding and distribution of paper products
NIP (Liaoning) (note a)	PRC	PRC	RMB30,000,000	100%	100%	Production and distribution of paper products and surgical mask
New Island (Shanghai) Paper Products Co. Ltd (note a)	PRC	PRC	US\$2,500,000	100%	100%	Production and distribution of paper products
NITNS LLC	The US	The US	100 ordinary shares of US\$1 each	51%	51%	Provision of marketing services
Huajun Energy (Shanghai) Co., Ltd. (note b)	PRC	PRC	RMB100,000,000	100%	100%	Technology development and sales of chemical products
Huajun Rubber Technology (Shanghai) Co., Ltd (note b)	PRC	PRC	RMB30,000,000	60%	60%	Trading of rubber products
Shanghai New Island Packaging Printing Co., Ltd (note a)	PRC	PRC	US\$5,700,000	100%	100%	Production and distribution of paper products
Huajun Leasing (note c)	PRC	PRC	US\$50,000,000	70%	70%	Provision of financial leasing and associated services

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

50. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(Continued)*

Name of subsidiary	Place of incorporation/ establishment	Principal place of business	Issued and fully paid share/ registered capital	Effective equity interest held by the Company indirectly		Principal activities
				2022	2021	
United Securities Limited	Hong Kong	Hong Kong	HK\$35,300,000	100%	100%	Providing securities brokerage services
Huajun Properties (Jiangyin) Co. Ltd ("Jiangyin Properties") (note b)	PRC	PRC	RMB100,000,000	70%	70%	Property development
Huajun Properties Liaoning (note b)	PRC	PRC	RMB50,000,000	100%	100%	Property development
Huajun Properties (Yingkou) Co., Ltd. (note b)	PRC	PRC	RMB50,000,000	100%	100%	Property development
Yingkou Yi Hua Green Packaging Printing Company Limited (note b)	PRC	PRC	RMB10,000,000	100%	100%	Production of paper products

Note: For those subsidiaries established in the PRC, their classification of establishment is as follows:

- (a) wholly foreign owned enterprise
- (b) domestic invested company
- (c) sino-foreign enterprise

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

50. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(Continued)*

The above table lists the subsidiaries of the Group which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

The table below shows details of Huajun Leasing and Jiangyin Properties, the non-wholly owned subsidiaries of the Group at 31 December 2022 and 2021 that have material non-controlling interests:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests	(Loss) profit allocated to non-controlling interests RMB'000	Balance of non-controlling interests RMB'000
31 December 2022				
Huajun Leasing	PRC	30%	(1,101)	105,079
Jiangyin Properties	PRC	30%	(216)	(94,239)
31 December 2021				
Huajun Leasing	PRC	30%	(1,222)	106,180
Jiangyin Properties	PRC	30%	8,572	(94,023)

Summarised consolidated financial information prepared in accordance with HKFRSs before intragroup eliminations in respect of the subsidiaries that have material non-controlling interests are set out below.

	Huajun Leasing	
	2022 RMB'000	2021 RMB'000
Non-current assets	19,500	19,500
Current assets	388,273	398,935
Current liabilities	(49,307)	(48,464)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

50. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY *(Continued)*

	Huajun Leasing	
	2022 RMB'000	2021 RMB'000
Revenue	–	–
Loss and total comprehensive expense	(3,670)	(4,076)
Cash flows (used in) from operating activities	(1,294)	535
Cash flows from (used in) financing activities	<u>1,312</u>	<u>(738)</u>

	Jiangyin Properties	
	2022 RMB'000	2021 RMB'000
Non-current assets	21	21
Current assets	99,921	108,289
Current liabilities	<u>(647,614)</u>	<u>(421,720)</u>

	Jiangyin Properties	
	2022 RMB'000	2021 RMB'000
Revenue	15,812	210,644
(Loss)/profit and total comprehensive expense	(721)	28,573
Cash flows used in operating activities	(2,262)	(66,413)
Cash flows from investing activities	5	45
Cash flows from financing activities	<u>–</u>	<u>58,717</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

51. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2022 RMB'000	2021 RMB'000
Non-current assets		
Interests in subsidiaries	1,918,894	1,927,761
Amounts due from subsidiaries (Note)	293,089	3,355,343
	<u>2,211,983</u>	<u>5,283,104</u>
Current assets		
Amounts due from subsidiaries (Note)	1,864,793	2,601,324
Deposits and prepayments	329,549	352,787
Bank balances and cash	471	299
	<u>2,194,813</u>	<u>2,954,410</u>
Current liabilities		
Other payables	2,624	27,551
Amounts due to subsidiaries	8,908,471	8,820,186
Amount due to immediate holding company	197,647	–
Corporate bonds	10,844	12,657
Borrowings	115,614	105,980
	<u>9,235,200</u>	<u>8,966,374</u>
Net current liabilities	<u>(7,040,387)</u>	<u>(6,011,964)</u>
Total assets less current liabilities	<u>(4,828,404)</u>	<u>(728,860)</u>
Non-current liabilities		
Amount due to immediate holding company	–	187,560
Corporate bonds	79,211	71,117
	<u>79,211</u>	<u>258,677</u>
Net liabilities	<u>(4,907,615)</u>	<u>(987,537)</u>
Capital and reserves		
Share capital	55,983	55,983
Reserves	(4,963,598)	(1,043,520)
Total deficiency	<u>(4,907,615)</u>	<u>(987,537)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

51. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(Continued)

Note: As at 31 December 2022, ECL for amounts due from subsidiaries and bank balances are assessed and impairment loss allowance of approximately RMB8,333,224,000 (31 December 2021: RMB4,181,902,000) is made on the amounts due from subsidiaries based on the Company's internal and/or external credit rating.

Movement in reserves

	Share premium RMB'000	Contributed surplus RMB'000	Share-based payment reserve RMB'000	Exchange reserve RMB'000	Deemed contribution reserve RMB'000	Convertible bonds – equity conversion reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2021	2,557,466	69,589	30,185	61,862	497,152	541,618	(3,004,093)	753,779
Loss for the year	-	-	-	-	-	-	(1,507,940)	(1,507,940)
Other comprehensive income	-	-	-	13,022	-	-	-	13,022
Total comprehensive income (expense) for the year	-	-	-	13,022	-	-	(1,507,940)	(1,494,918)
Redemption of convertible bond	-	-	-	-	-	(541,618)	214,355	(327,263)
Deemed contribution from the controlling company	-	-	-	-	24,882	-	-	24,882
At 31 December 2021 and 1 January 2022	2,557,466	69,589	30,185	74,884	522,034	-	(4,297,678)	(1,043,520)
Loss for the year	-	-	-	-	-	-	(4,002,048)	(4,002,048)
Other comprehensive income	-	-	-	28,332	-	-	-	28,332
Total comprehensive income (expense) for the year	-	-	-	28,332	-	-	(4,002,048)	(3,973,716)
Lapse of share options (note 42)	-	-	(184)	-	-	-	184	-
Deemed contribution from the controlling company	-	-	-	-	53,638	-	-	53,638
At 31 December 2022	2,557,466	69,589	30,001	103,216	575,672	-	(8,299,542)	(4,963,598)

52. CONTINGENT LIABILITIES

As at 31 December 2021, the Group has several outstanding legal proceedings with construction contractors, customers, suppliers and joint venture partner that against the Group in the PRC in relation to the Group's property development and investment, printing and solar photovoltaic segment. Apart from disclosed below, the directors consider that all other legal proceedings would not have significant financial impact to the Group as the corresponding claims against the Group are either not significant or not probable to have a material financial impact to the Group, based on the advice of the legal counsel.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

53. MAJOR NON-CASH TRANSACTIONS

- (a) During the year ended 31 December 2022, the Group entered into new arrangements in respect of office premises. Right-of-use assets and lease liabilities of RMB4,295,000 and RMB4,295,000 (31 December 2021: RMB7,061,000 and RMB7,061,000) were recognised at the commencement of the leases.
- (b) During the year ended 31 December 2021, consideration receivables of approximately RMB90,000,000 was received by the immediate holding company on the Group's behalf.

54. EVENTS AFTER THE REPORTING PERIOD

A petitioner presented a bankrupt liquidation petition (the "Petition") against Baohua Jiangsu an indirect wholly-owned subsidiary of the Company in the PRC, in the Court of People's Court of Gaoyou City, Jiangsu Province ("Gaoyou People's Court"). According to the "Civil Judgement" dated 13 January 2023 issued by the Gaoyou People's Court, the application of the Petition was accepted. On 28 January 2023, Gaoyou People's Court issued a decision letter for the designation of a group of individuals as the bankruptcy administrators to handle the bankruptcy liquidation of Baohua Jiangsu. As a result of the bankrupt liquidation petition against Baohua Jiangsu and the appointment of Bankruptcy Administrator, the Company has effectively lost the control over Baohua Jiangsu and the results of operations and financial position of Baohua Jiangsu have not been consolidated into the consolidated financial statements of the Company as Baohua Jiangsu is considered no longer a subsidiary of the Company since February 2023.

FIVE YEARS FINANCIAL SUMMARY

CONSOLIDATED RESULTS

	Period ended	Year ended 31 December				2022
	31 December	2018	2019	2020	2021	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue		2,649,485	3,699,606	3,515,451	3,512,438	1,641,178
Loss before tax		(349,597)	(563,283)	(1,651,474)	(1,829,267)	(2,805,223)
Income tax (expense) credit		(46,514)	(70,472)	21,630	45,082	(23,168)
Loss for the period/year from continuing operation		<u>(396,111)</u>	<u>(633,755)</u>	<u>(1,629,844)</u>	<u>(1,784,185)</u>	<u>(2,828,391)</u>
Attributable to:						
Shareholders of the Company		(388,926)	(644,710)	(1,573,818)	(1,778,008)	(2,822,338)
Non-controlling interests		(7,185)	10,955	(56,026)	(6,177)	(6,053)
		<u>(396,111)</u>	<u>(633,755)</u>	<u>(1,629,844)</u>	<u>(1,784,185)</u>	<u>(2,828,391)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As at 31 December				
	2018	2019	2020	2021	2022
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Total assets	15,762,535	17,655,495	16,992,532	15,735,750	11,105,059
Total liabilities	(13,131,815)	(14,934,271)	(15,876,405)	(16,580,618)	(14,772,157)
	<u>2,630,720</u>	<u>2,721,224</u>	<u>1,116,127</u>	<u>(844,868)</u>	<u>(3,667,098)</u>
Share capital	55,203	55,983	55,983	55,983	55,983
Reserves	2,513,008	2,597,448	1,048,221	(906,601)	(3,751,466)
Equity (deficiency) attributable to shareholders of the Company	2,568,211	2,653,431	1,104,204	(850,618)	(3,695,483)
Non-controlling interests	62,509	67,793	11,923	5,750	28,385
Total equity (deficiency)	<u>2,630,720</u>	<u>2,721,224</u>	<u>1,116,127</u>	<u>(844,868)</u>	<u>(3,667,098)</u>

SUMMARY OF PROPERTIES

Particulars of the Group's major investment properties, properties held for sale and properties under development as at 31 December 2022 are as follows:

INVESTMENT PROPERTIES

Location	Purpose	Approximate gross floor areas (sq. meter)	Group's interest	Land lease duration
1. Commercial Units at Jincan Garden, Xiong Yue Town, Yingkou City, Liaoning Province, the PRC	Commercial	2,072	100%	Medium
2. Medical Building, the middle of Kunlun Street, Bayuquan District, Liaoning Province, the PRC	Commercial	5,686	100%	Medium
3. Commercial units at No. 4 Sanba Square, Zhongshan District, Dalian City, Liaoning Province, the PRC	Commercial	41,945	100%	Medium
4. Annexe to Shun Hing Square, Shennan East Road, Luohu District, Shenzhen City, the PRC	Residential	1,533	100%	Medium
5. Three parcels of land located at west of Houyab Tollbooth of Harbin – Dalian Highway and east of the intersection of Yingjin Road and Guibai Road, Ganjingzi District, Dalian City, Liaoning Province, The PRC	Warehouse and commercial	87,538	100%	Medium
6. A factory complex at No. 6 Konggang New District, Guozhuang Town, Jurong City, Jiangsu Province, the PRC	Industrial	77,290	100%	Medium

PROPERTIES HELD FOR SALE

Location	Purpose	Approximate gross floor areas (sq. meter)	Group's interest	Land lease duration
South-eastern side of Wang'ershan Avenue Bayuquan District, Yingkou City, Liaoning Province, the PRC	Residential	36,524	100%	Long
The south of Moon Lake Park and the west of Liaodongwan Avenue, Bayuquan District, Yingkou City, Liaoning Province, the PRC	Residential/ Commercial	119,644	100%	Medium – Commercial Long – Residential

SUMMARY OF PROPERTIES *(continued)*

PROPERTIES UNDER DEVELOPMENT FOR SALE

Location	Purpose	Site areas (sq. meter)	Approximate gross floor areas (sq. meter)	Stage of completion	Expected completion	Group's Interest	Land lease duration
Intersection of Dongyuan Road and Jianmin Road, Gaoyou City, Jiangsu Province, the PRC	Residential/ Commercial	180,616	507,172	Completed Superstructure in progress Foundation in progress	Phase I-S (2020) Phase I-N (2024) Phase II (2024)	100%	Medium – Commercial Long – Residential
The east of Pingan Avenue and south of Haiyun Road, Bayuquan District, Yingkou City, Liaoning Province, the PRC 115007	Residential/ Commercial	38,120	119,798	Superstructure in progress	2024	100%	Medium – Commercial Long – Residential

INVESTMENT PROPERTIES UNDER DEVELOPMENT

Location	Purpose	Site areas (sq. meter)	Approximate gross floor areas (sq. meter)	Stage of completion	Expected completion	Group's Interest	Land lease duration
Investment properties under construction at Xinzhuang Town, Minhang District, Shanghai, the PRC	Office/ Commercial	39,825	185,075	Superstructure in progress	2024	100%	Medium
Investment properties under construction located at the south-eastern side of the junction of Titan Road and Zhongshan Road, Shahekou District, Dalian City, Liaoning Province, the PRC	Office/ Commercial	10,857	146,270	Main structure completed and under interior decoration	2024	100%	Medium