



富豪酒店國際控股有限公司

**Regal Hotels**  
International Holdings Limited

(Incorporated in Bermuda with limited liability)  
(Stock Code : 78)



**2023**  
ANNUAL REPORT



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# CORPORATE INFORMATION

## DIRECTORS

### *Executive Directors*

Lo Yuk Sui

(Chairman and Chief Executive Officer)

Lo Po Man

(Vice Chairman and Managing Director)

Belinda Yeung Bik Yiu, JP

(Chief Operating Officer)

Kelvin Leung So Po

Jimmy Lo Chun To

Kenneth Ng Kwai Kai

Allen Wan Tze Wai

### *Non-Executive Director*

Francis Choi Chee Ming, GBS, JP

(Vice Chairman)

### *Independent Non-Executive Directors*

Alice Kan Lai Kuen

Japhet Sebastian Law

Winnie Ng, JP

Wong Chi Keung

## AUDIT COMMITTEE

Wong Chi Keung (Chairman)

Francis Choi Chee Ming, GBS, JP

Alice Kan Lai Kuen

Japhet Sebastian Law

Winnie Ng, JP

## REMUNERATION COMMITTEE

Wong Chi Keung (Chairman)

Lo Yuk Sui

Alice Kan Lai Kuen

Winnie Ng, JP

## NOMINATION COMMITTEE

Lo Yuk Sui (Chairman)

Alice Kan Lai Kuen

Winnie Ng, JP

Wong Chi Keung

## SECRETARY

Eliza Lam Sau Fun

## AUDITOR

Ernst & Young

Certified Public Accountants

Registered Public Interest Entity Auditor

## PRINCIPAL BANKERS

Australia and New Zealand Banking Group Limited

Bank SinoPac, Hong Kong Branch

Bank of Communications (Hong Kong) Limited

The Bank of East Asia, Limited

Cathay United Bank Company, Limited, Hong Kong Branch

China CITIC Bank International Limited

China Construction Bank Corporation, Hong Kong Branch

China Everbright Bank Co., Ltd., Hong Kong Branch

Chiyu Banking Corporation Limited

Chong Hing Bank Limited

Dah Sing Bank, Limited

Hang Seng Bank Limited

Industrial and Commercial Bank of China (Asia) Limited

Nanyang Commercial Bank, Limited

Oversea-Chinese Banking Corporation Limited

Standard Chartered Bank (Hong Kong) Limited

United Overseas Bank Limited, Hong Kong Branch

## PRINCIPAL REGISTRAR

MUFG Fund Services (Bermuda) Limited

4th Floor North, Cedar House, 41 Cedar Avenue

Hamilton HM 12, Bermuda

## BRANCH REGISTRAR IN HONG KONG

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor, Hopewell Centre

183 Queen's Road East, Wan Chai

Hong Kong

## REGISTERED OFFICE

4th Floor North, Cedar House, 41 Cedar Avenue

Hamilton HM 12, Bermuda

## HEAD OFFICE AND PRINCIPAL

### PLACE OF BUSINESS

11th Floor, 68 Yee Wo Street

Causeway Bay, Hong Kong

Tel: 2894 7888

Fax: 2890 1697

Website: [www.regal.com.hk](http://www.regal.com.hk)

**Mr. Lo Yuk Sui, aged 79; Chairman and Chief Executive Officer** — Chairman and Managing Director since 1989 when the Company was established in Bermuda as the holding company of the Group. Mr. Lo has been the managing director and the chairman of the predecessor listed company of the Group since 1984 and 1987 respectively. He was designated as the Chief Executive Officer of the Company in 2007. He is also an executive director, the chairman and the chief executive officer of Century City International Holdings Limited (“CCIHL”) (the ultimate listed holding company of the Company), Paliburg Holdings Limited (“PHL”) (the immediate listed holding company of the Company) and Cosmopolitan International Holdings Limited (“Cosmopolitan”) (the listed fellow subsidiary of the Company), and a non-executive director and the chairman of Regal Portfolio Management Limited (“RPML”), the manager of Regal Real Estate Investment Trust (the listed subsidiary of the Company). Mr. Lo is a qualified architect. In his capacity as the Chief Executive Officer, Mr. Lo oversees the overall policy and decision making of the Group. Mr. Lo is the father of Miss Lo Po Man and Mr. Jimmy Lo Chun To.

**Miss Lo Po Man, aged 44; Vice Chairman and Managing Director** — Joined the Group in 2000 and appointed to the Board in 2004. Miss Lo has been a Vice Chairman and the Managing Director of the Company since 2013. She is also an executive director and a vice chairman of CCIHL, an executive director of PHL, an executive director and a vice chairman of Cosmopolitan, and a non-executive director and the vice chairman of RPML. Miss Lo graduated from Duke University, North Carolina, the United States, with a Bachelor’s Degree in Psychology. Miss Lo is an experienced executive in sales and marketing and corporate management. She oversees the sales and marketing function of the Group and also undertakes responsibilities in the business development of the Century City Group. Miss Lo is the daughter of Mr. Lo Yuk Sui and the sister of Mr. Jimmy Lo Chun To.

**Dr. Choi Chee Ming (Alias: Francis), GBS, JP, aged 78; Vice Chairman and Non-Executive Director** — Invited to the Board as Non-Executive Director and elected Vice Chairman in 2004. Dr. Francis Choi holds a Master’s Degree in Business Administration from the Newport University in the United States of America. He also holds a Ph. D. in Business Management from Harbin Institute of Technology, the People’s Republic of China (the “PRC”) and an Honorary Degree of Doctor of Business Administration from The Hong Kong Polytechnic University. Dr. Choi is the chairman of Early Light International (Holdings) Limited and has extensive business interests in the manufacturing industry and the property sector. He is the Honorary President of the Toys Manufacturers’ Association of Hong Kong, Honorary President of the Hong Kong Young Industrialists Council and the Court Member of The Hong Kong Polytechnic University, a member of Sun Yat-sen University Advisory Board, the PRC and the Honorary Chairman of the Board of Trustees of Shaoguan University, the PRC.

**Ms. Yeung Bik Yiu, Belinda, JP, aged 65; Executive Director and Chief Operating Officer** — Appointed to the Board in 2002 and designated as the Chief Operating Officer in 2007. Ms. Belinda Yeung joined the Group in 1987. Graduated from Barron Hilton School of Hotel Management, University of Houston, U.S.A., Ms. Yeung has devoted her career in the hospitality industry in U.S.A., Mainland China and Hong Kong - on both multi-unit corporate and single-unit hotel property management levels. As the Chief Operating Officer, Ms. Yeung is in charge of the Group's hotel operations in Hong Kong and Mainland China. In addition to her hotel management responsibilities, she is also responsible for the human resources management of the Century City Group. Ms. Yeung is a member of the Tourism Strategy Committee of the Government of Hong Kong, a non-official member of the Business Facilitation Advisory Committee of the Government of Hong Kong, First Vice Chairman of the Federation of Hong Kong Hotel Owners, Fellow of The Hong Kong Polytechnic University and Honorary Fellow of the Vocational Training Council.

## DIRECTORS' PROFILE (Cont'd)

**Ms. Kan Lai Kuen, Alice**, aged 69; *Independent Non-Executive Director* — Invited to the Board as Independent Non-Executive Director in 2004. Ms. Alice Kan is also an independent non-executive director of Cosmopolitan. Ms. Kan is a shareholder and a director of BLS Capital Limited. She is a licensed responsible officer of BLS Capital Limited for asset management under the Securities and Futures Ordinance of Hong Kong (the "SFO"). She has over 22 years of experience in corporate finance and is well experienced in both the equity and debt markets. She held various senior positions in international and local banks and financial institutions. Ms. Kan is a fellow member of The Association of Chartered Certified Accountants, a fellow member of the CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. Ms. Kan is also an independent non-executive director of Jolimark Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

**Professor Japhet Sebastian Law**, aged 72; *Independent Non-Executive Director* — Invited to the Board as Independent Non-Executive Director in 2012. Professor Law obtained his Ph.D. in Mechanical/Industrial Engineering from The University of Texas at Austin in 1976. He joined The Chinese University of Hong Kong in 1986 and was a professor in the Department of Decision Sciences and Managerial Economics and the director of the Aviation Policy and Research Center until his retirement since August 2012. He was also the associate dean and subsequently the dean of the Faculty of Business Administration of The Chinese University of Hong Kong from 1993 to 2002. Prior to returning to Hong Kong, Professor Law was the director of operations research at the Cullen College of Engineering and director of graduate studies in Industrial Engineering at the University of Houston, and he was also involved with the United States Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. Professor Law has acted as a consultant for various corporations in Hong Kong and overseas. He is active in public services, having served as a member of the Provisional Regional Council of the Government of the Hong Kong Special Administrative Region and various other government advisory committees, and he is also active in serving on the boards of for-profit, non-profit, public and charitable organisations in Hong Kong and overseas. Professor Law is currently an independent non-executive director of Binhai Investment Company Limited, Global Digital Creations Holdings Limited, Gome Finance Technology Co., Ltd. (with effect from 10th April, 2024), Shougang Fushan Resources Group Limited, Tianjin Binhai Teda Logistics (Group) Corporation Limited and Tianjin Port Development Holdings Limited, all of which are companies listed on the Stock Exchange. He was also an independent non-executive director of Beijing Capital International Airport Company Limited, a company listed on the Stock Exchange, and is currently an independent member of the Supervisory Board. Professor Law has also served on various committees and boards of international organisations, including The Association to Advance Collegiate Schools of Business, Graduate Management Admission Council and Oxfam International.

**Mr. Leung So Po (Alias: Kelvin)**, aged 51; *Executive Director* — Appointed to the Board in September 2023. Mr. Kelvin Leung is also an executive director of each of CCIHL and PHL, and an executive director and the chief financial officer of Cosmopolitan. He has been with the Century City Group since 1997 and is involved in the corporate finance function as well as in the China business division of the Century City Group. Mr. Leung holds a Bachelor's Degree in Business Administration and a Master of Laws Degree in Chinese Business Law both from The Chinese University of Hong Kong. He is a member of the American Institute of Certified Public Accountants. He has over 28 years of experience in accounting and corporate finance field.

**Mr. Lo Chun To (Alias: Jimmy)**, aged 50; *Executive Director* — Appointed to the Board in 1999. Mr. Jimmy Lo is also an executive director and a vice chairman of CCIHL, an executive director, the vice chairman and the managing director of PHL, an executive director and a vice chairman and the managing director of Cosmopolitan, and a non-executive director of RPML. Mr. Lo graduated from Cornell University, New York, the United States, with a Degree in Architecture. Mr. Lo joined the Century City Group in 1998. He is primarily involved in overseeing the Cosmopolitan group's property projects in the PRC and, in addition, undertakes responsibilities in the business development of the Century City Group. Mr. Lo is the son of Mr. Lo Yuk Sui and the brother of Miss Lo Po Man.

**Mr. Ng Kwai Kai (Alias: Kenneth)**, aged 69; *Executive Director* — Joined the Group in 1985 and appointed to the Board in 1998. Mr. Kenneth Ng is also an executive director and the chief operating officer of CCIHL, an executive director of PHL and Cosmopolitan, and a non-executive director of RPML. Mr. Ng is a Chartered Secretary and is in charge of the corporate finance, company secretarial and administrative functions of the Century City Group.

**Ms. Winnie Ng, JP**, aged 60; *Independent Non-Executive Director* — Invited to the Board as Independent Non-Executive Director in 2018. Ms. Ng is also an independent non-executive director of CCIHL and PHL. Ms. Ng holds an MBA (Master of Business Administration) from University of Chicago and an MPA (Master of Public Administration) from Harvard University. Ms. Ng has received numerous awards and recognition. In 2019, she received the Outstanding Businesswomen Award and in 2017, she was appointed a Justice of the Peace. In 2016, she won Nobel Laureate Series: Asian Chinese Leadership Award and China Top Ten Outstanding Women Entrepreneurs. In previous years, she received recognitions as a Woman of Excellence in Hong Kong, one of 60 Meritorious Chinese Entrepreneurs with Achievement and National Contribution, Yazhou Zhoukan Young Chinese Entrepreneur Award and was Mason Fellow of Harvard University. Active in public service, Ms. Ng is Director of Po Leung Kuk, Member of Women's Commission and Co-Convenor of Women Empowerment Fund, Director of CUHK Medical Centre, Director of HKBU Chinese Medicine Hospital, Council Member of The Education University of Hong Kong, Advisor of Our Hong Kong Foundation, and Council Member of The Better Hong Kong Foundation. She was Chairman of Hospital Governing Committee of Prince of Wales Hospital from 2014 to 2020, Member of Hong Kong Tourism Board and its Marketing & Business Development Committee Chairman, Member of Hospital Authority and its Supporting Services Development Committee Chairman from 2010 to 2016, Member of Employees Retraining Board and its Course Vetting Committee Convenor, and Member of Vocational Training Council from 2011 to 2017. Ms. Ng is also a non-executive director of Transport International Holdings Limited, and she was the founder, deputy chairman and a non-executive director of RoadShow Holdings Limited (now known as Bison Finance Group Limited). Both companies are listed on the Stock Exchange.

**Mr. Wan Tze Wai, Allen**, aged 65; *Executive Director* — Appointed to the Board in 2010. Mr. Allen Wan is also an executive director of CCIHL. He has been with the Century City Group for over 29 years and is the Group Financial Controller of the Century City Group. Mr. Wan holds a Bachelor's Degree in Commerce from the University of New South Wales in Australia. He is a member of Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Wan has over 42 years of experience in finance and accounting field.

## DIRECTORS' PROFILE (Cont'd)

**Mr. Wong Chi Keung**, aged 69; *Independent Non-Executive Director* — Invited to the Board as Independent Non-Executive Director in 2004. Mr. Wong is also an independent non-executive director of CCIHL and PHL. Mr. Wong holds a Master's Degree in Business Administration from the University of Adelaide in Australia. He is a fellow member of Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia and an associate member of The Chartered Governance Institute and The Chartered Institute of Management Accountants. Mr. Wong is a responsible officer for asset management and advising on securities under the SFO. Mr. Wong was an executive director, the deputy general manager, group financial controller and company secretary of Guangzhou Investment Company Limited (now known as Yuexiu Property Company Limited), a company listed on the Stock Exchange, for over ten years. He is also an independent non-executive director and a member of the audit committee of Asia Orient Holdings Limited, Asia Standard Hotel Group Limited, Asia Standard International Group Limited, Changyou Alliance Group Limited, China Ting Group Holdings Limited, Yuan Heng Gas Holdings Limited and Zhuguang Holdings Group Company Limited, all of which are companies listed on the Stock Exchange. Mr. Wong has over 41 years of experience in finance, accounting and management.



Dear shareholders,

I am presenting herewith the Annual Report of the Company for the year ended 31st December, 2023.

### **FINANCIAL RESULTS**

For the year ended 31st December, 2023, the Group recorded a consolidated loss attributable to shareholders of HK\$1,791.9 million, as compared to a loss of HK\$358.3 million for the preceding financial year.

As explained in the profit warning announcement published by the Company on 20th March, 2024, the Group's hotel business continued to operate profitably and generated satisfactory revenue. Gross profit from operations of the Group for the year under review amounted to HK\$652.3 million (2022 - HK\$857.8 million). The increased loss incurred by the Group for the year was mainly due to the substantial increase in finance costs on account of the rapid hike in the interest rates in Hong Kong, especially in the second half of 2023, the fair value losses on financial assets as well as the depreciation charges on the Group's hotel properties.

## CHAIRMAN'S STATEMENT (Cont'd)

Most of the fair value losses on financial assets incurred for the year was related to the Group's investments in Cosmopolitan International Holdings Limited, a listed fellow subsidiary of the Company that primarily engages in real estate development businesses in China and other investments. The Group has held significant investments in Cosmopolitan since 2015 as part of its core strategic asset portfolio. The related holdings in the shares of Cosmopolitan have all along been held as financial assets at fair value through profit or loss and the fluctuations in their fair value reflected in the Group's consolidated statements of profit or loss in prior years. Due to the decline in the market price of the Cosmopolitan shares as at 31st December, 2023, as compared to that prevailing as of the preceding year end date, a fair value loss in the amount of HK\$770.9 million on the Group's investment holdings in Cosmopolitan (comprising ordinary shares and bonus convertible notes) was included in the results of the Group for the year under review. This fair value loss merely reflected the effects of the downward fluctuation in the market price of the Cosmopolitan shares as at the last balance sheet date and has no actual impact on the Group's cash flow.

As mentioned before, the Group's hotel properties in Hong Kong are all owned and self-operated by subsidiaries of the Company and are, therefore, required to be subject to depreciation charges to conform to the applicable accounting standards. Total depreciation charges on the Group's hotel portfolio in Hong Kong for the year under review amounted to HK\$593.6 million, including an amount of HK\$123.4 million on the new Regala Skycity Hotel. Although these depreciation charges do not have any immediate impact on the Group's cash flow, they have nevertheless adversely affected the Group's financial results.

Based on their independent professional market valuations as at 31st December, 2023, the market values of the Group's hotel properties in Hong Kong had a surplus of HK\$12,382.3 million over their carrying values, which were subject to accumulated depreciation charges, as at the last balance sheet date. For the purpose of reference, an Adjusted Net Assets Statement is presented in the section headed "Management Discussion and Analysis" in this Annual Report, which illustrated that, if all such hotel properties were to be stated in the Group's financial statements at their market valuations as at 31st December, 2023, the underlying adjusted net asset value of the Company would amount to HK\$21.03 per share on the basis therein stated.

## BUSINESS OVERVIEW

### HOTELS

#### MARKET OVERVIEW

After a strong initial rebound from the depths of the COVID pandemic, the pace of recovery in the global economy in 2023 has overall moderated. Economic activity was still falling short of pre-pandemic projections, especially in the emerging market and developing economies. Aggregate economic growth in advanced economies was resilient for most of last year, slowing less than previously expected, which largely reflected the recovering status in the United States where consumer spending has remained fairly robust.

In spite of some domestic challenges and external pressures, China was able to accomplish the major targets set for 2023. Growth in its Gross Domestic Product (GDP) for the year picked up by 5.2%, which was in line with the official growth target and exceeded the 3% growth attained in 2022. In Hong Kong, the overall economic conditions have been very challenging under the high interest rates environment. The city recorded a 3.2% growth in its GDP in 2023, which was 0.8 percentage point below the low end of the Government's growth forecast in August 2023.

Following the removal of all travel restrictions early last year, Hong Kong received a total of about 34 million visitors in 2023. Though this reflected an increase of 55 times year-on-year due to the low comparative base, it only represented about 55% of the aggregate visitor arrivals in the pre-COVID times. Visitors from China remained the most important market segment in the local tourism sector.

According to a hotel survey published by the Hong Kong Tourism Board, the average hotel occupancy rate for all the surveyed hotels in different categories in Hong Kong in 2023 was 82.0%, an increase of 16.0 percentage points from 2022, while the industry-wide average room rate improved by 30.7%, with the average Revenue per Available Room (RevPAR) having an overall increase of 62.3% year-on-year.

### **HOTEL OWNERSHIP**

The Regala Skycity Hotel, the second hotel at the Hong Kong International Airport developed by the Group, continues to operate steadily but its operating results for the year were still well below the level attained in 2022 when it was operating as a quarantine hotel for most part of that year.

The Regala Skycity Hotel has over 1,200 well decorated hotel rooms and suites, complemented with a full range of food and beverage and conference facilities catering to Meeting, Incentives, Conference and Exhibitions (MICE) businesses, with direct linkage to the Asia World Expo and the 11 Skies compound, as well as the second airport terminal soon to be completed. The Group is confident that, as the number of mega events at the Asia World Expo increases, the 11 Skies compound gradually opens and the second airport terminal becoming operational, the Regala Skycity Hotel will be able to deliver strong recurring revenues in the years to come.

The Group also owns a 186-room hotel in Barcelona, Spain which is leased to a third-party operator and generating satisfactory rental revenue.

Further details on the Regala Skycity Hotel and the Barcelona hotel are contained in the section headed "Management Discussion and Analysis" in this Annual Report.

### **REGAL REAL ESTATE INVESTMENT TRUST**

As at 31st December, 2023, the Group held approximately 74.9% of the total outstanding issued units of Regal REIT, while Regal Portfolio Management Limited, a wholly owned subsidiary of the Group, acts as the REIT Manager.

For the year ended 31st December, 2023, Regal REIT recorded a consolidated profit before distributions to unitholders of HK\$265.7 million, as compared to a profit of HK\$929.9 million for the 2022 financial year. The profit recorded for the year under review was principally attributable to the gain of HK\$366.9 million arising from the increase in the fair value of Regal REIT's investment property portfolio, as compared to its appraised value as at 31st December, 2022, while for the 2022 financial year, a fair value gain of HK\$754.7 million was recorded. However, if the effects of these fair value changes are excluded, Regal REIT would report a core operating loss of HK\$101.2 million for the year under review, as compared to a core operating profit of HK\$175.2 million for the preceding year. The core operating loss incurred was mainly due to the substantial increase in financial expenses, which amounted to HK\$611.2 million (2022 - HK\$281.8 million), as the Hong Kong Interbank Offered Rates (HIBOR), on which the borrowing costs of Regal REIT's bank loans were based, had risen rapidly in the second half of 2023. Consequently, Regal REIT recorded an adjusted loss of HK\$127.6 million for the year under review, while there was a total distributable income of HK\$204.8 million in 2022.

Apart from the Regala Skycity Hotel, all the other nine hotels of the Group operating in Hong Kong are owned through Regal REIT. These nine hotels include five Regal Hotels and four other hotels operating under the iclub brand. Except for the iclub Wan Chai Hotel, all the other eight hotels owned by Regal REIT are leased to a wholly owned subsidiary of the Company for hotel operations.

The iclub Wan Chai Hotel was the first iclub hotel in Hong Kong and has been self-operated by Regal REIT since 2011. The net property income, including the lease rentals from the non-hotel portions, of this property for the year has increased by 88.6% as compared to 2022.

### HOTEL OPERATIONS

Favour Link International Limited, a wholly owned subsidiary of the Company, is the lessee operating all the five Regal Hotels and the three iclub Hotels under leases from Regal REIT.

As mentioned in my Chairman's Statement in the Interim Report 2023 of the Company, due to the different operating modes and revenue structures of the three Regal Hotels (namely, the Regal Airport Hotel, Regal Kowloon Hotel and Regal Oriental Hotel) and the two iclub Hotels (namely, iclub Fortress Hill Hotel and iclub To Kwa Wan Hotel) when they were operating under various government hotel quarantine schemes in 2022, the aggregate net operating income of these five hotels for 2023 was as a whole still below the level attained in 2022, despite the continuing improvements that have been achieved in their operating performance since the lifting of travel restrictions early last year. However, for the other three hotels also leased from Regal REIT which have all along been operating normal hotel business (namely, the Regal Hongkong Hotel, Regal Riverside Hotel and iclub Sheung Wan Hotel), their business operations in 2023 have strongly rebounded, recording significant increases in their aggregate net property income of about 221.7% over the level attained in 2022.

The market rental reviews for the five Regal Hotels for 2024 were completed in September 2023 and their aggregate annual base rent for 2024 was determined to be HK\$544.0 million, which is approximately 13.3%, or HK\$64.0 million, above the aggregate base rent for 2023. Variable rent will continue to be based on 50% sharing of the excess of the aggregate net property income of these Regal Hotels over their aggregate base rent.

As also determined by the independent professional property valuer under the terms of their leases, the aggregate base rent for the three iclub Hotels for 2024 was fixed at HK\$118.0 million, which is approximately 28.3%, or HK\$26.0 million, above the aggregate base rent in 2023, with variable rent similarly to be based on 50% sharing of the excess of the net property income over the base rent of each individual hotel.

Following the approval by the independent unitholders of Regal REIT in January 2024, the existing lease agreements and lease guarantees for the iclub Sheung Wan Hotel and iclub Fortress Hill Hotel have been extended for another ten years to 31st December, 2034, with the market rental packages for the extended terms continuing to be determined annually by a jointly appointed independent professional property valuer.

In December 2023, the Company and Cosmopolitan, through their respective wholly-owned subsidiaries, entered into a Memorandum of Understanding (MOU) with the Ministry of Investment of Saudi Arabia to jointly explore a strategic partnership in hotel development and management. The MOU aims to establish a non-exclusive framework for cooperation and collaboration between the parties to promote tourism and hospitality projects in Mainland China, the Kingdom of Saudi Arabia, and Hong Kong, with the objective to acquire, own, develop and manage a network of sustainable hotels, service apartments and centers of innovation under the "iclub" brand of Regal. Shareholders will be kept further informed of the progress in this respect.

Further details on the hotel properties of the Group are contained in the section headed "Management Discussion and Analysis" in this Annual Report.

**HOTEL MANAGEMENT**

Apart from the Regala Skycity Hotel, the five Regal Hotels and four iclub Hotels that are owned by Regal REIT are all managed by Regal Hotels International Limited (RHI), the wholly owned management arm of the Group. RHI is also the hotel manager managing the iclub Mong Kok Hotel and the iclub AMTD Sheung Wan Hotel that are owned 100% and 50%, respectively, by P&R Holdings Limited, a 50/50 joint venture between the Company and Paliburg Holdings Limited, the intermediate listed holding company of the Company.

In Mainland China, RHI is presently managing a total of four Regal Hotels, including two in Shanghai, one in Dezhou and one in Xi'an. One new hotel under development in Chengdu will also be managed by the Group upon its completion.

**PROPERTIES**

After a short market rebound witnessed in the first quarter last year, the sluggish economic conditions and high interest rates environment continued to weigh on the property sector in Hong Kong. These adverse factors have not only dampened market confidence in the private sector but have also affected land sales by the Hong Kong Government, leading to six failed bids in the public land tenders in 2023.

Following the partial relaxation by the Government of Hong Kong of the special stamp duty and the double stamp duty in October 2023, the volume of property transactions regained some momentum, mainly benefiting from the launching by developers of units in new development projects or retained unsold inventories at competitive prices. Nevertheless, for 2023 as a whole, overall properties prices as well as the aggregate number of property transactions in the residential segment in Hong Kong have declined as compared with 2022.

As mentioned before, the property business of the Group is mainly conducted through P&R as well as through wholly owned subsidiaries of the Company.

The Mount Regalia in Kau To, Sha Tin is a major luxury residential development undertaken by P&R. The development has a total of 24 garden houses and 136 apartment units, together with car parks and club house facilities. During the year, a total of four houses (including one house that is on lease with an option for the lessee to purchase) and eight apartment units were sold or taken as sold and the attributable profits therefrom reflected in the Group's results under review. P&R still owns 3 houses and 83 apartment units in Mount Regalia, which command significant value. P&R will closely monitor the market environment and will continue to dispose of these remaining units on a gradual basis.

Apart from Mount Regalia, P&R owns a mixed portfolio of completed properties and hotels as well as properties held for development in Hong Kong.

Properties that are being held by P&R for recurring and operating income include the We Go MALL in Ma On Shan, Sha Tin, the iclub Mong Kok Hotel, and the iclub AMTD Sheung Wan Hotel that is held by a 50%-owned joint venture of P&R.

On the property development front, P&R owns a commercial/residential project at Kam Wa Street in Shau Kei Wan as well as another composite commercial/residential redevelopment at Castle Peak Road for which the requisite majority interests in the existing properties have been acquired. In addition, P&R also owns certain remaining shop units and carparks in The Ascent in Sham Shui Po and 8 retained houses in Casa Regalia in Yuen Long, both are property developments completed by P&R in earlier years, which will continue to be disposed of.

## CHAIRMAN'S STATEMENT (Cont'd)

With respect to the Group's own property business, The Queens at Queen's Road West is a commercial/residential building completed in late 2022, which has a total of 130 residential units with club house facilities and commercial accommodations. 7 residential units were sold on the first launch of units sale in 2021. Due to the changed market environment and the rising demand for leased apartments in the area, some of its residential units have been leased out as serviced apartments on short tenure, yielding relatively attractive rentals. Depending on the market conditions, the Group will consider selling the unsold residential and commercial units on units sale or en bloc basis.

In the meanwhile, the Group is also undertaking a commercial/residential redevelopment project at Hai Tan Street in Sham Shui Po. The Group owns 9 houses in Regalia Bay in Stanley. Most recently, the Group entered into an agreement for the sale of a garden house in Regalia Bay at a satisfactory price. Some of the other 8 houses retained will continue to be disposed of on appropriate terms.

In overseas, the Group owns a renovation-for-sale property project in Lisbon, Portugal and a historical building situated at a prime location in London, the United Kingdom pending finalisation of development plans.

Further detailed information on the Group's development projects and properties, as well as those undertaken by P&R and Cosmopolitan, is contained in the section headed "Management Discussion and Analysis" in this Annual Report.

### AIRCRAFT OWNERSHIP AND LEASING

The Group presently owns two Airbus passenger aircraft on operating leases with a major international airline operator in Europe, which leases have been renewed to 2026 earlier this year. In late February 2024, the Group entered into a letter of intent for the sale of these two aircraft to a third party purchaser for an aggregate sale consideration of US\$44.5 million. The formal sale and purchase agreement is anticipated to be entered into by the parties shortly, with completion scheduled to take place around the end of April 2024. The profit to be derived from the sale of these two aircraft, when consummated, will be reflected in the results of the Group in the current financial year.

With respect to the other Airbus aircraft repossessed by the Group in late 2021, the airframe had been disposed of in October 2023 and the two aircraft engines are presently on lease to a major European engines manufacturer.

### OUTLOOK

According to a recent research from the World Bank Group, global growth is expected to slow to 2.4% in 2024, the third consecutive year of deceleration, reflecting the lagged and ongoing effects of tight monetary policies to rein in inflation, restrictive credit conditions, and weak global trade and investment.

Despite the progress to date, there is still considerable distance before Hong Kong's economy can recover fully to the pre-pandemic level. Ongoing headwinds and challenges, including slackened global demand, increasing geoeconomic fragmentation and tightened monetary conditions, would continue to adversely impact on the pace and extent of its economic recovery.

In the 2023 Policy Address, tourism was stated to be one of the major driving forces of the Hong Kong economy and the Government is taking positive steps to enhance the attractions of Hong Kong as a major tourist city. Under the coordination of the Government, there will be over 80 mega events to be hosted in Hong Kong in just the first half of this year. These events can drive the businesses of multiple sectors, including tourism, hotels, catering and retail, and bring significant economic benefits to Hong Kong. In addition, effective from 6th March, 2024, the Individual Visit Scheme was further expanded to a total of 51 Mainland China cities by adding Xi'an and Qingdao. Together with the potential resumption of "multiple-entry" endorsements for Shenzhen residents, these should give an extra boost to the business of the local tourist and hotel industries.

On the financial front, the hike cycle of the United States interest rates should already be at its peak. It is now widely expected that its interest rates may start to ease in mid-2024, although this is set against the backdrop that the inflation will stabilise further. By the nature of its business and financial structure, the financial performance of Regal REIT is highly sensitive to fluctuations in interest rates. Although the interest rates in Hong Kong have slowly receded from their high levels that prevailed in late 2023, Regal REIT has entered into several interest rate swap transactions in early February 2024 to swap the interest expenses on parts of its outstanding bank loans from floating rates to fixed rates. It is anticipated this could reduce the financial expenses of Regal REIT in the near term, while at the same time hedge against any unexpected reversionary upward movements in the interest rates.

The REIT Manager is optimistic that the tourist and hotel markets in Hong Kong will continue to recover. The REIT Manager is also optimistic that when the interest rates in Hong Kong gradually settle to more normal levels, Regal REIT will be able to resume distributions to unitholders in the not too distant future.

The Group is implementing progressively the planned disposals of part of its non-core assets, with a view to reinforcing its liquidity resources and overall financial strength.

The Group still owns a strong asset portfolio with principal focus in hotels and properties. The Directors are confident that as the overall business environment continues to revive, the financial performance of the Group will gradually improve.

### DIRECTORS AND STAFF

On behalf of the Board, I would like to take this opportunity to welcome Mr. Kelvin Leung So Po, who joined the Board as an Executive Director in September last year. Finally, I would also like to express my gratitude to all my fellow Directors as well as all management and staff members for their persistent efforts during the past year.

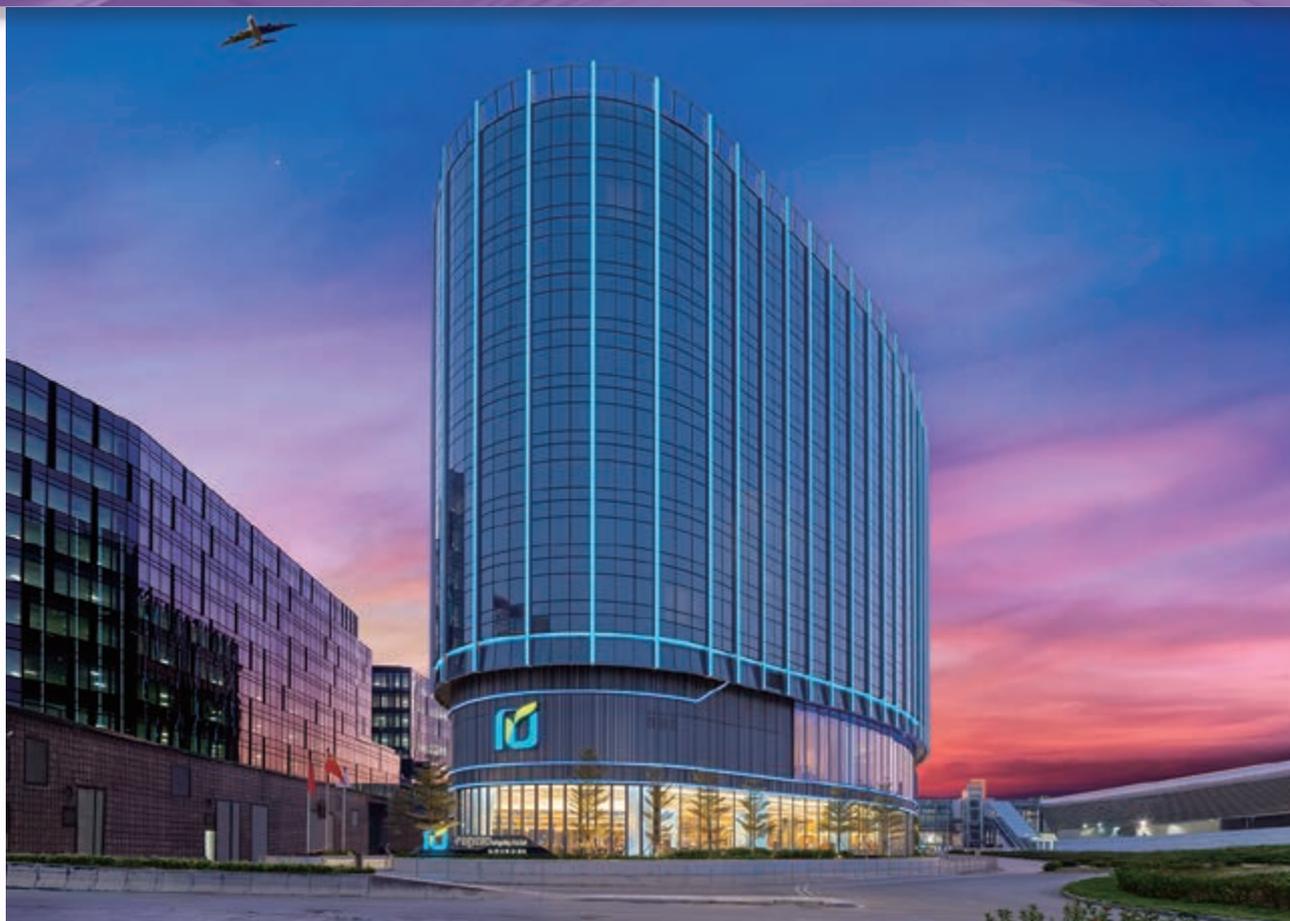
### LO YUK SUI

Chairman

Hong Kong  
27th March, 2024

# REGALA SKYCITY HOTEL

CHEK LAP KOK • HONG KONG



Hotel lobby



Guestroom - Cabana



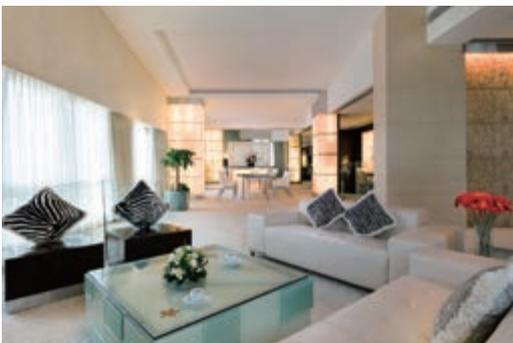
Chinese restaurant - the Jade

# REGAL AIRPORT HOTEL

CHEK LAP KOK • HONG KONG



Regal Ballroom



Presidential Suite



Café Aficionado

# REGAL HONGKONG HOTEL

CAUSEWAY BAY • HONG KONG



Executive Club Lounge



Executive Suite



Regal Palace



# REGAL KOWLOON HOTEL

TSIM SHA TSUI • HONG KONG



Royal Suite



Regal Court



Luxembourg Room

# REGAL ORIENTAL HOTEL

KOWLOON CITY • HONG KONG



The China Coast Pub + Restaurant



Communal Lounge



Suite

# REGAL RIVERSIDE HOTEL

SHA TIN • HONG KONG



Deluxe Suite



OM Spa



Riverside Ballroom

# iclub WAN CHAI HOTEL

WAN CHAI • HONG KONG



iPlus Premier



iSuite Premier

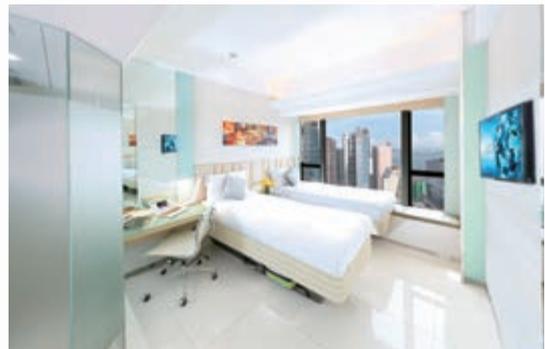


iLounge



# iclub SHEUNG WAN HOTEL

SHEUNG WAN • HONG KONG



iPlus Premier



iBusiness



Hotel lobby

# iclub FORTRESS HILL HOTEL

FORTRESS HILL • HONG KONG



Connecting room



Carpark



iLounge



# iclub TO KWA WAN HOTEL

TO KWA WAN • HONG KONG



iBusiness Premier



iSelect Premier



Hotel lobby

# CAMPUS LA MOLA

BARCELONA • SPAIN



Swimming pool



Guestroom



Conference room

# REGAL JINFENG HOTEL

SHANGHAI • MAINLAND CHINA



iLounge



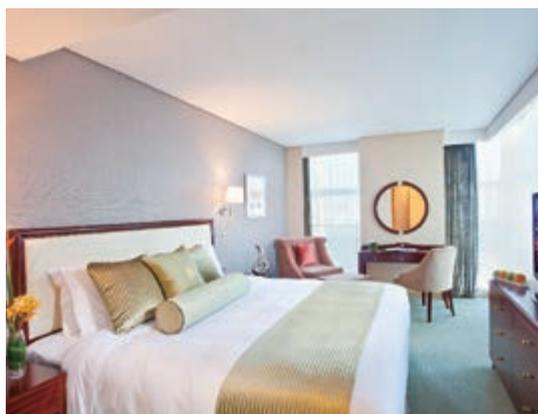
Deluxe room



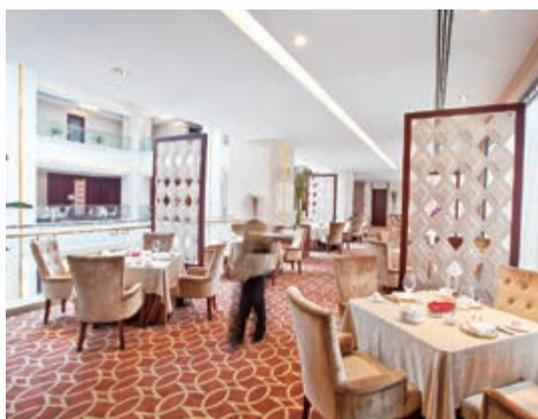
Regal Ballroom

# REGAL PLAZA HOTEL & RESIDENCE

SHANGHAI • MAINLAND CHINA



Deluxe Suite



Regal Court



Forum



# REGAL KANGBO HOTEL

DEZHOU • MAINLAND CHINA



Executive Suite



Chinese restaurant



Ballroom

# REGAL AIRPORT HOTEL, XI'AN

XI'AN • MAINLAND CHINA



Royale Suite



Executive Club Lounge



Swimming pool

# REGALIA BAY

STANLEY • HONG KONG



Swimming pool in club house



Club house



Garden house

# THE QUEENS

QUEEN'S ROAD WEST • HONG KONG



Living room of a flat



Living room of a flat



Completed in August 2022



The Queens (\*) - a commercial/residential development at No. 160 Queen's Road West, Hong Kong

\* Artist impression

# REHABILITATION PROJECT IN LONDON



41 Kingsway, London, the United Kingdom - alternative business plans under study

# REHABILITATION PROJECT IN LISBON



Fabrik, Rua Dos Fanqueiros 156, Lisbon, Portugal (\*)  
- renovation works for rehabilitation substantially completed



Kitchen (\*)



Living room (\*)



Bedroom (\*)

\* Artist impression

# MOUNT REGALIA

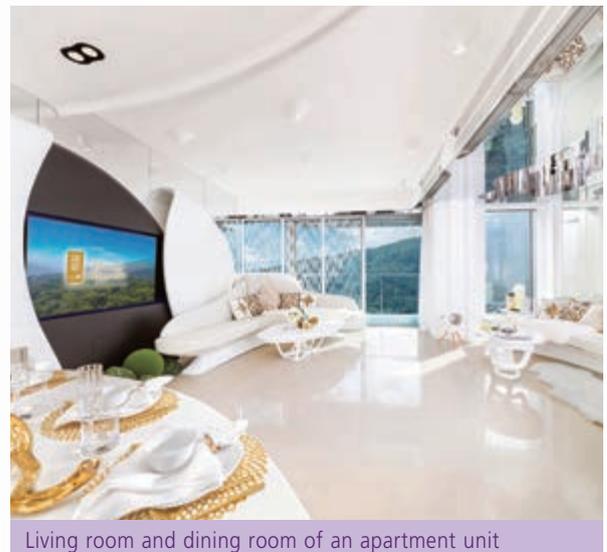
KAU TO • HONG KONG



Mount Regalia, a luxurious residential development at 23 Lai Ping Road, Kau To, Sha Tin, New Territories



Living room of a garden house



Living room and dining room of an apartment unit

# CASA REGALIA / DOMUS

TAN KWAI TSUEN ROAD • HONG KONG



Casa Regalia, the garden houses in the residential development at Nos. 65-89 Tan Kwai Tsuen Road, Yuen Long, New Territories



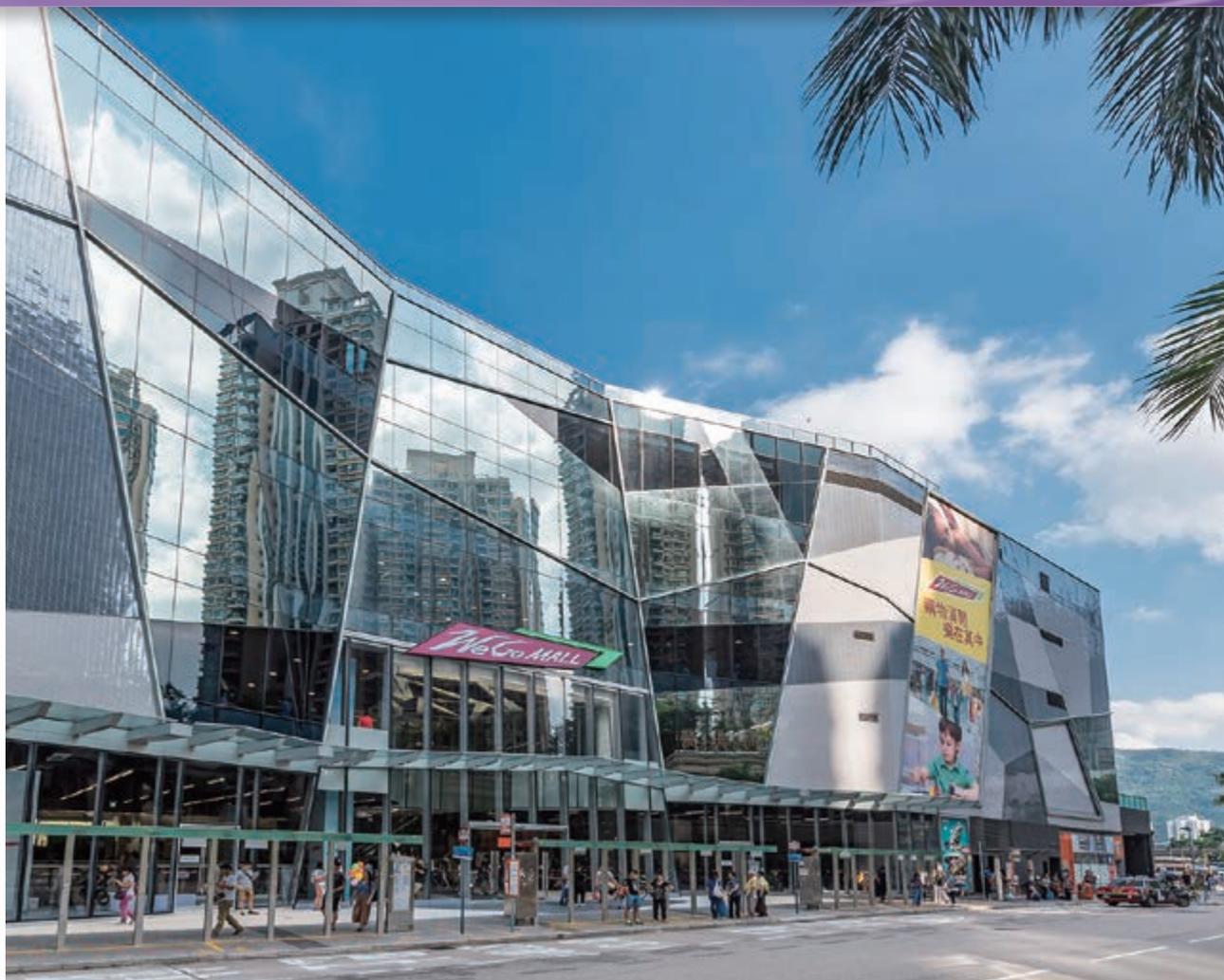
Living room of a garden house



Master bedroom of a garden house

# We Go MALL

MA ON SHAN • HONG KONG



We Go MALL, a shopping mall at No. 16 Po Tai Street, Ma On Shan, Sha Tin, New Territories



Marketing event in We Go MALL



Christmas celebration

# iclub MONG KOK HOTEL

MONG KOK • HONG KONG



Lobby



iSelect Premier



iLounge



iclub Mong Kok Hotel at 2 Anchor Street, Mong Kok, Kowloon, Hong Kong

# iclub AMTD SHEUNG WAN HOTEL

SHEUNG WAN • HONG KONG



iclub AMTD Sheung Wan Hotel at No. 5 Bonham Strand West, Sheung Wan, Hong Kong



Lobby



iResidence Elite



iLounge

# COMPOSITE DEVELOPMENT

## CHENGDU • MAINLAND CHINA



Regal Cosmopolitan City, a composite residential/commercial/office/hotel development in Xindu District, Chengdu, Sichuan (\*)



Casa Regalia (Phase 1 and Phase 2), Regal Cosmopolitan City - completed

\* Artist impression

# COMPOSITE DEVELOPMENT

CHENGDU • MAINLAND CHINA



Regal Cosmopolitan City - Regal Xindu Hotel and commercial/office towers



Regal Xindu Hotel and commercial/office towers - building and facade works completed

# COMPOSITE DEVELOPMENT

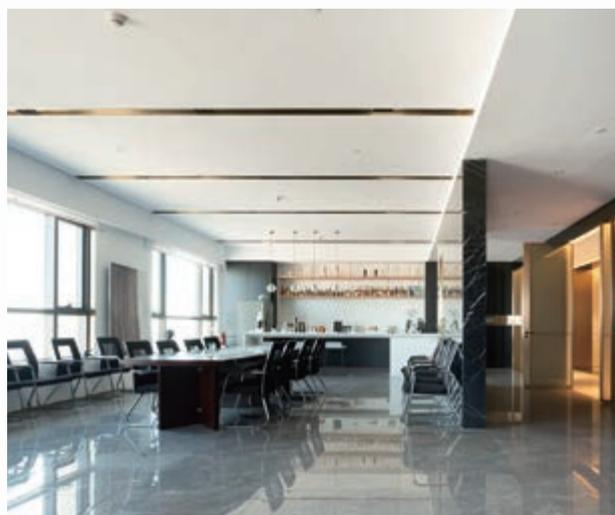
## TIANJIN • MAINLAND CHINA



Regal Renaissance, a composite commercial/office/residential development in a prime location of Hedong District, Tianjin



Lobby of an office tower



Multi-functional room of an office tower

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group's significant investments and principal business activities mainly comprise hotel ownership business which is principally undertaken through Regal Real Estate Investment Trust ("Regal REIT"), hotel operation and management businesses, asset management of Regal REIT, property development and investment, including those undertaken through the joint venture in P&R Holdings Limited ("P&R"), aircraft ownership and leasing and other investments including financial assets investments.

The performance of the Group's hotel, property and other investment businesses as well as that of Regal REIT for the year, including the commentary on the business sectors in which the Group operates, the changes in the general market conditions and their potential impact on its operating performance and future prospects, is contained in the sections headed "Financial Results", "Business Overview" and "Outlook", respectively, in the preceding Chairman's Statement as well as in this section.

The Group has no immediate plans for material investments or capital assets, other than those disclosed in the sections headed "Business Overview" and "Outlook" in the preceding Chairman's Statement and in this section.

A brief review on the development projects and properties of the Group (other than those owned by Regal REIT), which are all wholly owned by the Group, and those undertaken by P&R and its listed subsidiary, Cosmopolitan International Holdings Limited ("Cosmopolitan"), and on the Group's financial assets and other investments is set out below.

### Hong Kong

#### *Regala Skycity Hotel, the Hong Kong International Airport*

In February 2017, a wholly owned subsidiary of Regal secured the award from the Airport Authority in Hong Kong of the development right for this new hotel project at the Hong Kong International Airport.

The hotel project has a site area of approximately 6,650 square metres (71,580 square feet) and permissible gross floor area of 33,700 square metres (362,750 square feet) and is situated at a site surrounded by Terminal 2 of the Hong Kong International Airport, the Asia World-Expo and the SkyPier Terminal. The hotel project is the first phase of the mega SKYCITY Project of the Airport Authority, which also contains large scale retail and office spaces as well as dining and entertainment facilities.

The hotel has 13 storeys (including one basement floor) with a total of 1,208 guestrooms and suites, complemented with extensive banquet, meeting and food and beverage facilities. This new hotel embraces a wide range of sustainable features in its building design, construction and operation and was awarded Gold Rating under BEAM Plus Certification and EarthCheck Design Certified Gold Rating. The hotel also received a number of international design awards including the Muse Design Gold Award, Build4Asia Silver Award, A'Design Silver Award and International Property Award. The hotel licence was issued in November 2021 and the grand opening of the hotel was launched in April 2023.

#### *The Queens, No. 160 Queen's Road West, Hong Kong*

The project has a combined site area of 682 square metres (7,342 square feet) and has been developed into a commercial/residential development with gross floor area of about 5,826 square metres (62,711 square feet). The development has a total of 130 residential units with club house facilities on the second floor and commercial accommodations on the ground and first floors. The occupation permit for this development was obtained in August 2022.

7 residential units were sold on the first launch of units sale in April 2021. Due to the changed market environment and the rising demand for leased apartments in the area, some of the residential units have been leased out as serviced apartments on short tenure.

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

### *Nos.227-227C Hai Tan Street, Sham Shui Po, Kowloon*

Through the judicial proceedings for the Land Compulsory Sale, the Group has consolidated 100% ownership interests in the subject redevelopment properties. The properties have a total site area of 431 square metres (4,644 square feet) and are intended for a commercial/residential development with gross floor area of about 3,691 square metres (39,733 square feet). Development works are planned to commence after the process for the recovery of vacant possession of 1 remaining unit is completed.

### *Regalia Bay, 88 Wong Ma Kok Road, Stanley, Hong Kong*

Most recently, the Group has entered into an agreement for the sale of a garden house in Regalia Bay for a sale consideration of HK\$105 million. The Group still retains 8 other garden houses with total gross area of about 3,719 square metres (40,028 square feet). Some of these remaining houses will continue to be disposed of on appropriate terms.

## **Overseas**

### *Campus La Mola, Barcelona, Spain*

This hotel property has a total of 186 guestrooms and was acquired by the Group in 2014. The hotel was initially operated by the Group and is presently under lease to an independent third party generating satisfactory rental revenue.

### *41 Kingsway, London WC2B 6TP, the United Kingdom*

This is a freehold historical building located at a prime location in London, acquired by the Group in 2019. Currently vacant, this iconic property has total 9 storeys (including 1 basement) with a total gross floor area of approximately 2,150 square metres (23,140 square feet).

The rehabilitation plan is to conserve in whole the building's historical heritage. In view of the recent changes in the market environment, alternative business plans are under study with the aim to optimising the intrinsic value of this unique property. On the other hand, the Group is also considering the possible disposal of this property at a satisfactory price.

### *Fabrik, Rua Dos Fanqueiros 156, Lisbon, Portugal*

This is a rehabilitation and renovation project for a historical building located in a heritage conservation area of Lisbon, acquired in 2019 by an entity that is now wholly owned by the Group. This building has a total gross floor area of about 1,836 square metres (19,768 square feet), comprising residential apartments as well as shops on ground floor. The renovation works have been substantially completed and the applications for relevant usage permits for the building are under process. The apartment units and shops are intended to be marketed for sale after completion of the renovation works.

## JOINT VENTURE - P&R HOLDINGS LIMITED

P&R is a 50/50 owned joint venture established with Paliburg Holdings Limited (“PHL”), the immediate listed holding company of the Company, with capital contributions provided by the Company and PHL on a pro-rata basis in accordance with their respective shareholdings. P&R’s business scope encompasses the development of real estate projects for sale and/or leasing, the undertaking of related investment and financing activities, and the acquisition or making of any investments (directly or indirectly) in the financial assets of or interests in, or extending loans to, any private, public or listed corporations or undertakings that have interests in real estate projects or other financial activities where the underlying assets or security comprise real estate properties.

Further information relating to the property development projects undertaken and properties owned by the P&R group in Hong Kong (which, unless otherwise denoted, are all wholly owned by the P&R group) is set out below:

### *Domus and Casa Regalia, Nos.65-89 Tan Kwai Tsuen Road, Yuen Long, New Territories*

This residential project, which was completed in 2016, has a site area of approximately 11,192 square metres (120,470 square feet) and provides a total of 170 units, comprising 36 garden houses and a low-rise apartment block with 134 units, having aggregate gross floor area of approximately 11,192 square metres (120,470 square feet).

All the units in the apartment block, named Domus, had been sold. The garden houses comprised within this development are named as Casa Regalia. At present, 8 houses in Casa Regalia are still being retained and will continue to be disposed of.

### *We Go MALL, No.16 Po Tai Street, Ma On Shan, Sha Tin, New Territories*

This development has a site area of 5,090 square metres (54,788 square feet) and a maximum permissible gross floor area of 15,270 square metres (164,364 square feet). The site has been developed into a shopping mall with 5 storeys above ground level and 1 storey of basement floor. This shopping mall was opened for business in 2018 and is held for rental income. The leasing status of this shopping mall remained steady during the year.

### *The Ascent, No.83 Shun Ning Road, Sham Shui Po, Kowloon*

This is a project undertaken pursuant to a tender award from the Urban Renewal Authority of Hong Kong in 2014. The land has a site area of 824.9 square metres (8,879 square feet) and has been developed into a 28-storey commercial/residential building (including 1 basement floor) with total gross floor area of 7,159 square metres (77,059 square feet), providing 157 residential units, 2 storeys of shops and 1 storey of basement car parks. The project was completed in 2018. All the residential units as well as certain shops and car parks have already been sold. The remaining 2 shops and 5 car parks will continue to be sold.

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

### *Mount Regalia, 23 Lai Ping Road, Kau To, Sha Tin, New Territories*

The project has a site area of 17,476 square metres (188,100 square feet) which has been developed into a luxury residential complex comprising 7 mid-rise apartment blocks with 136 units, 24 detached garden houses and 197 car parking spaces, with aggregate gross floor area of approximately 32,474 square metres (349,547 square feet). The occupation permit was issued in September 2018 and the certificate of compliance in February 2019.

This development received eight international awards including winner of Luxury Lifestyle Awards as Best Luxury Residential Development and Best Luxury Sustainable Residential Development in Hong Kong in 2021 as well as for the superb interior designs of certain of its show houses and apartment units.

Up to the last year end date, a total of 20 garden houses and 53 apartment units have been sold or contracted to be sold at satisfactory prices (total sale price of HK\$4,299.3 million), including the 3 garden houses and 1 apartment unit that were sold or contracted to be sold during 2023, of which the sale transactions for 17 houses and 47 apartment units (total sale price of HK\$3,677.6 million) have been completed. Sale transactions that were completed during the year included 3 houses and 8 apartment units (total sale price of HK\$663.9 million) and the profits derived therefrom already accounted for in the results for 2023. In addition, a garden house was leased out during the year with an option granted to the lessee for the purchase of the property. The lease was regarded as a finance lease and effectively taken as sold, with the relevant revenues having also been recognised in the results under review. The remaining 3 houses and 83 apartments command significant sale value and, apart from the house that is being used as property, plant and equipment, they will continue to be sold on a gradual basis.

### *iclub Mong Kok Hotel, 2 Anchor Street, Mong Kok, Kowloon*

This is a hotel development project undertaken through a tender award from the Urban Renewal Authority of Hong Kong in 2015. The project has a site area of 725.5 square metres (7,809 square feet), with total permissible gross floor area of approximately 6,529 square metres (70,278 square feet) and covered floor area of approximately 9,355 square metres (100,697 square feet).

The project has been developed into a 20-storey hotel, comprising 288 guestrooms with ancillary facilities, which commenced business in March 2019. The hotel is presently self-operated by P&R and managed by the Group.

### *iclub AMTD Sheung Wan Hotel, No.5 Bonham Strand West, Sheung Wan, Hong Kong*

The project has an aggregate site area of approximately 345 square metres (3,710 square feet) and has been developed into a hotel with 98 guestrooms and suites (total 162 room bays), with total gross floor area of approximately 5,236 square metres (56,360 square feet) and covered floor area of approximately 7,118 square metres (76,618 square feet).

Following the divesture by P&R of a 50% beneficial interest in December 2019, the property is presently 50% owned by each of P&R and AMTD Properties (HK) Limited. This hotel was officially opened for business in November 2020 and has since been self-operated by the joint venture entity and managed by the Group.

### *Nos.9-19 Kam Wa Street, Shau Kei Wan, Hong Kong*

The subject properties, which were acquired through private treaty transactions, have a total site area of 518 square metres (5,580 square feet). The demolition works for this project have been completed and the scheme for a commercial/residential development is being finalised.

### *Nos.291-293 and 301-303 Castle Peak Road, Cheung Sha Wan, Kowloon*

The properties presently comprise interests in over 92% undivided shares of Nos.291-293 Castle Peak Road and 100% ownership interests of Nos.301-303 Castle Peak Road. The properties have a total site area of 488 square metres (5,257 square feet) and are intended for a composite commercial/residential redevelopment. The legal procedures for Land Compulsory Sale through the Lands Tribunal to consolidate 100% ownership interests in the relevant properties are progressing.

Certain parts of the existing properties are presently classified as a Grade 2 Historic Building. A conservation proposal in conjunction with the proposed development is being discussed with the relevant government authorities, which would involve conserving the verandah portion of historical heritage within the new development, thus preserving its unique iconic image in the vicinity.

### **COSMOPOLITAN INTERNATIONAL HOLDINGS LIMITED**

Cosmopolitan is a listed subsidiary of PHL held through P&R. Further information relating to the property projects of the Cosmopolitan group in the PRC, all of which are wholly owned, is set out below:

#### **Property Development**

##### *Chengdu Project - Regal Cosmopolitan City*

Located in the Xindu District in Chengdu, Sichuan Province, the project is a mixed use development consisting of residential, hotel, commercial and office components, with an overall total gross floor area of approximately 495,000 square metres (5,330,000 square feet).

The development works of third stage were already completed. Nearly all of the residential units in the third stage have now already been sold. Total proceeds from the sales of the residential units amounted to approximately RMB2,048.3 million (HK\$2,211.5 million).

The sale of the shops with about 4,110 square metres (44,250 square feet) comprised in the third stage is in progress. Up to date, a total of 4,002 square meters (43,078 square feet) of shops have been sold or contracted to be sold, for aggregate sale considerations of approximately RMB93.2 million (HK\$100.6 million). The sale of the 1,389 car parking spaces is continuing and, up to date, 470 car parking spaces have been sold or contracted to be sold, for aggregate sales proceeds of approximately RMB51.2 million (HK\$55.3 million). The procedures for the hand over of most of the shop units and car parking spaces sold have already been completed and the revenues accounted for in the preceding financial year.

The interior construction works of the 325-room hotel have been completed and the Completion Certificate obtained in January 2024. The interior fitting-out works for the guestrooms and the podium based on the revised design scheme are being planned and the hotel is scheduled to open in phases after the completion of the respective fitting-out works.

The construction works of the remaining commercial components within the development, comprising a commercial complex of about 52,500 square metres (565,100 square feet) and five towers of office accommodations of about 86,000 square metres (925,700 square feet) are proceeding steadily. All the office towers, the commercial facilities as well as the six-storey shopping mall podium have been topped-off. The market repositioning works of the shopping mall and certain of the office towers are also in progress.

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

The presale programme for the units in one of the office towers, consisting of 434 units with a total of about 20,000 square metres (215,200 square feet), commenced in 2021. Up to date, 275 office units with a total of about 12,254 square meters (131,902 square feet) have been presold under contracts or subscribed by prospective purchasers, for an aggregate sale consideration of RMB105.8 million (HK\$114.2 million).

The presale of the shops of about 2,650 square metres (28,550 square feet) comprised in the commercial portion of the office tower on sale has also commenced in 2022. Up to date, a total of 5 shop units of about 274 square metres (2,949 square feet) have been presold under contracts, for aggregate sale considerations of approximately RMB8.1 million (HK\$8.7 million).

The timing for the launching of the sale programme for the units in the other four office towers will depend on the property market environment in Chengdu.

### *Tianjin Project - Regal Renaissance*

Located in the Hedong District in Tianjin, this project is a mixed use development comprising residential, commercial and office components with total gross floor area of about 145,000 square metres (1,561,000 square feet).

Nearly all of the residential units have been sold. The progress on the sale of the commercial complex, comprising mainly shops of about 19,000 square metres (205,000 square feet), has been relatively slow. Certain parts of the commercial complex have been leased out for rental income.

The remaining components in this development, which have all been completed, mainly consist of two office towers atop of a four-storey podium. The market repositioning works for the commercial podium are in progress. In view of the prevailing unfavourable market environment, the marketing programme for the sale of the units in the office towers will be deferred to a later appropriate time.

### *Xinjiang Project*

This is a re-forestation and land grant project for a land parcel with site area of about 7,600 mu undertaken in accordance with the relevant laws and policies in Urumqi, Xinjiang Uygur Autonomous Region. The Cosmopolitan group has re-forested an aggregate area of about 4,300 mu within the project site and in accordance with the relevant government policies of Urumqi, a parcel of land with an area of about 1,843 mu (1,228,700 square metres) would be available for real estate development after the requisite inspection of the required re-forestation area, land grant listing and tender procedures are completed.

The Cosmopolitan group continues to maintain the overall re-forested area. In the meanwhile, the Cosmopolitan group is communicating with the relevant government authority to initiate appropriate measures to settle the disputes over certain portions of the land in the project site that have been illegally occupied. Based on the legal advice obtained, the legitimate interests of the Cosmopolitan group in the relevant re-forestation contract remain valid and effective.

## FINANCIAL ASSETS AND OTHER INVESTMENTS

The Group holds a significant portfolio of investments comprising listed securities and other investments, including investment funds, private equities, bonds as well as treasury and yield enhancement products. Due to the weakness in the local stock market, the Group's performance in this business segment has been adversely affected and recorded a net loss in its financial assets investments business during the year under review.

## FINANCIAL REVIEW

### ASSETS VALUE

The Group's hotel properties in Hong Kong owned by Regal REIT, with the exception of the iclub Sheung Wan Hotel, the iclub Fortress Hill Hotel and the iclub To Kwa Wan Hotel, were stated in the financial statements at their fair values as at 23rd July, 2010 when Regal REIT became a subsidiary of the Group, plus subsequent capital additions and deducting accumulated depreciation. The market valuations of these hotel properties have since appreciated substantially as a whole but have not been reflected in the Group's financial statements. Moreover, the iclub Sheung Wan Hotel, the iclub Fortress Hill Hotel and the iclub To Kwa Wan Hotel were stated in the Group's financial statements at their fair values at the time of acquisition net of the unrealised gain attributable to the Group and are also subject to depreciation and impairment, while the Regala Skycity Hotel completed in 2021 is stated at cost and also subject to depreciation. For the purpose of providing supplementary information, if the Group's entire hotel property portfolio in Hong Kong is restated in the consolidated financial statements at market value as at 31st December, 2023, the unaudited adjusted net asset value of the ordinary shares of the Company would be HK\$21.03 per share, computed as follows:

	<b>As at 31st December, 2023</b>	
	<b>HK\$'million</b>	<b>HK\$ per ordinary share</b>
Book net assets attributable to equity holders of the parent	<b>9,193.6</b>	<b>10.23</b>
Adjustment to restate the Group's hotel property portfolio in Hong Kong at its market value and add back the relevant deferred tax liabilities	<u><b>9,704.4</b></u>	<u><b>10.80</b></u>
Unaudited adjusted net assets attributable to equity holders of the parent	<u><u><b>18,898.0</b></u></u>	<u><u><b>21.03</b></u></u>

## CAPITAL RESOURCES AND FUNDING

### Funding and Treasury Policy

The Group adopts a prudent funding and treasury policy with regard to its overall business operations. Cash balances are mostly placed on bank deposits, and treasury and yield enhancement products are deployed when circumstances are considered to be appropriate.

Hotel and property development projects in Hong Kong are financed partly by internal resources and partly by bank financing. Project financing is normally arranged to cover a part of the land cost and a major portion or the entire amount of the construction cost, with the loan maturity tied in to the estimated project completion date. Project financings for the projects in overseas are arranged, if terms are considered appropriate, to cover a part of the land costs and/or construction costs, and with the loan maturities aligning with the estimated project completion dates.

The Group's banking facilities are mostly denominated in Hong Kong dollars with interest primarily determined by reference to the interbank offered rates. The use of hedging instruments for interest rate purposes to cater to business and operational needs is kept under review by the Group's management from time to time. As regards the Group's overseas investments which are denominated in currencies other than US dollars and Hong Kong dollars, the Group may consider, when deemed appropriate, hedging part or all of the investment amounts into US dollars or Hong Kong dollars to contain the Group's exposure to currency fluctuations.

### Cash Flows

During the year under review, there were net cash flows generated from operating activities of HK\$556.1 million (2022 - HK\$209.5 million). Net interest payment for the year amounted to HK\$826.5 million (2022 - HK\$225.0 million).

### Borrowings and Gearing

As at 31st December, 2023, the Group had cash and bank balances and deposits of HK\$1,684.9 million (2022 - HK\$1,744.5 million) and the Group's borrowings, net of cash and bank balances and deposits, amounted to HK\$14,483.3 million (2022 - HK\$13,831.2 million).

As at 31st December, 2023, the gearing ratio of the Group was 50.8% (2022 - 45.7%), representing the Group's borrowings, net of cash and bank balances and deposits, of HK\$14,483.3 million (2022 - HK\$13,831.2 million), as compared to the total assets of the Group of HK\$28,518.7 million (2022 - HK\$30,247.8 million).

On the basis of the adjusted total assets as at 31st December, 2023 of HK\$40,901.0 million (2022 - HK\$41,652.4 million) with the Group's hotel portfolio in Hong Kong restated at its market value on the basis presented above, the gearing ratio would be 35.4% (2022 - 33.2%).

Details of the maturity profile of the borrowings of the Group as of 31st December, 2023 are shown in note 28 to the financial statements.

### Lease Liabilities

As at 31st December, 2023, the Group had lease liabilities of HK\$18.2 million (2022 - HK\$26.5 million).

### Pledge of Assets

As at 31st December, 2023, the Group's properties held for sale and certain of the Group's property, plant and equipment, investment properties, right-of-use assets, properties under development, time deposits and bank balances in the total amount of HK\$20,529.1 million (2022 - HK\$20,394.7 million) were pledged to secure banking facilities granted to the Group as well as bank guarantees procured by the Group pursuant to certain lease guarantees in connection with the leasing of the hotel properties from Regal REIT.

### Capital Commitments

Details of the capital commitments of the Group as at 31st December, 2023 are shown in note 39 to the financial statements.

### Contingent Liabilities

Details of the contingent liabilities of the Group as at 31st December, 2023 are shown in note 38 to the financial statements.

### Share Capital

During the year under review, there was no change in the share capital of the Company.

### MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES OR ASSOCIATES

During the year under review, there were no material acquisitions or disposals of subsidiaries or associates of the Company.

### STAFF AND REMUNERATION POLICY

The Group employs approximately 1,470 staff in Hong Kong and the PRC. The Group's management considers the overall level of staffing employed and the remuneration cost incurred in connection with the Group's operations to be compatible with market norm.

Remuneration packages are generally structured by reference to market terms and individual merits. Salaries are normally reviewed on an annual basis based on performance appraisals and other relevant factors. Staff benefits plans maintained by the Group include a mandatory provident fund scheme as well as medical and life insurance for staff in Hong Kong, and the social security fund and the housing provident fund for staff in the PRC.

## REPORT OF THE DIRECTORS

The Directors have pleasure in presenting their report together with the audited financial statements of the Company and its subsidiaries for the year ended 31st December, 2023.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is that of a holding company. The principal activities of the subsidiaries are hotel ownership business undertaken through Regal Real Estate Investment Trust ("Regal REIT"), hotel operation and management businesses, asset management of Regal REIT, property development and investment, including those undertaken through the joint venture in P&R Holdings Limited ("P&R"), aircraft ownership and leasing business, and other investments including financial assets investments. There have been no significant changes in the above activities during the year.

The turnover and contribution to trading results by each principal activity are set out in note 4 to the financial statements.

### FINANCIAL RESULTS

The results of the Group for the year ended 31st December, 2023 and the Group's financial position at that date are set out in the financial statements on pages 74 to 182.

### BUSINESS REVIEW

Further discussion and review on the business activities of the Group as required by Schedule 5 to the Companies Ordinance (Cap. 622) of Hong Kong, including a description of the principal risks and uncertainties facing the Group, material events that have occurred since the year end date and an indication of likely future development in the Group's business are contained in the preceding Chairman's Statement and Management Discussion and Analysis set out on pages 7 to 13 and pages 41 to 49, respectively, of this Annual Report. Those relevant contents form part of this Report of the Directors. Details of the Group's financial risk management are disclosed in note 42 to the financial statements.

In addition, relevant details of the Company's environment policies and performance and key relationships with employees, customers and suppliers will be reported in the separate Sustainability Report of the Company, which will be published together with this Annual Report. The Directors were not aware of any non-compliance with the relevant laws and regulations that have a significant impact on the Group during the year.

### DIVIDENDS

No interim dividend was paid to the holders of ordinary shares during the year (2022 - Nil).

The Directors have resolved not to recommend the payment of a final dividend to the holders of ordinary shares for the year ended 31st December, 2023 (2022 - Nil).

## ANNUAL GENERAL MEETING

The 2024 Annual General Meeting of the Company will be convened to be held on Thursday, 13th June, 2024. Relevant notice of the Meeting will be contained in the circular of the Company relating to the re-election of Directors and the general mandates to issue and repurchase ordinary shares (the "Circular") to be sent to the shareholders, together with this Annual Report.

## CLOSURE OF REGISTER

For the purpose of ascertaining shareholders' entitlement to attend and vote at the 2024 Annual General Meeting, the Register of Ordinary Shareholders of the Company will be closed from Friday, 7th June, 2024 to Thursday, 13th June, 2024, both days inclusive, during which period no transfers of ordinary shares will be effected. In order to be entitled to attend and vote at the 2024 Annual General Meeting, all transfers of ordinary shares, duly accompanied by the relevant share certificates, must be lodged with the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Thursday, 6th June, 2024.

## DIRECTORS

The Directors of the Company are:

Mr. Lo Yuk Sui  
Miss Lo Po Man  
Dr. Francis Choi Chee Ming, GBS, JP  
Ms. Belinda Yeung Bik Yiu, JP  
Ms. Alice Kan Lai Kuen  
Professor Japhet Sebastian Law  
Mr. Kelvin Leung So Po  
Mr. Jimmy Lo Chun To  
Mr. Kenneth Ng Kwai Kai  
Ms. Winnie Ng, JP  
Mr. Allen Wan Tze Wai  
Mr. Wong Chi Keung

During the year, on 1st September, 2023, Mr. Kelvin Leung So Po was appointed as an Executive Director.

In accordance with Bye-law 109(A) of the Bye-laws of the Company, the following Directors will retire from office by rotation at the 2024 Annual General Meeting:

- (i) Dr. Francis Choi Chee Ming, GBS, JP (Non-Executive Director and Vice Chairman);
- (ii) Ms. Alice Kan Lai Kuen (Independent Non-Executive Director);
- (iii) Mr. Kenneth Ng Kwai Kai (Executive Director); and
- (iv) Ms. Winnie Ng, JP (Independent Non-Executive Director).

In accordance with Bye-law 100 of the Bye-laws of the Company, Mr. Kelvin Leung So Po, who was appointed subsequent to the last annual general meeting of the Company held on 13th June, 2023, shall hold office until the 2024 Annual General Meeting.

## REPORT OF THE DIRECTORS (Cont'd)

All the above retiring Directors, being eligible, have offered themselves for re-election at the 2024 Annual General Meeting. Details of these Directors, which are required to be disclosed pursuant to Rules 13.51(2) and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"), will be set out in the Circular.

The Company has received from each of the four incumbent Independent Non-Executive Directors an annual confirmation of independence provided under Rule 3.13 of the Listing Rules. The Company considers that all of these Independent Non-Executive Directors are independent.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as otherwise disclosed herein, none of the Directors of the Company nor a connected entity of the Directors had any beneficial interests, whether direct or indirect, in any significant transactions, arrangements or contracts to which the Company or any of its holding companies, subsidiaries or fellow subsidiaries was a party at the end of the reporting period or at any time during the year.

None of the Directors had any service contract, which is not determinable by the employer within one year without payment of compensation (other than statutory compensation), with the Company or any of its subsidiaries during the year.

At no time during the year was the Company or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement whose objects are to enable a Director of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year. The Company has taken out and maintained directors' liability insurance that provides appropriate cover for the Directors.

**DIRECTORS' INTERESTS IN SHARE CAPITAL**

As at 31st December, 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) of the Company, which (a) are as recorded in the register required to be kept under section 352 of the SFO; or (b) are as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 of the Listing Rules, were as follows:

	The Company/ Name of associated corporation	Name of Director	Class of shares held	Number of shares held			Total (Approximate percentage of the issued shares as at 31st December, 2023)
				Personal interests	Corporate interests	Family/Other interests	
1.	<b>The Company</b>	Mr. Lo Yuk Sui	Ordinary (issued)	24,200	622,855,261 (Note c)	260,700	623,140,161 (69.33%)
		Miss Lo Po Man	Ordinary (issued)	569,169	–	–	569,169 (0.06%)
		Dr. Francis Choi Chee Ming	Ordinary (issued)	50,240,000	–	–	50,240,000 (5.59%)
		Mr. Kelvin Leung So Po	Ordinary (issued)	200	–	–	200 (0.000%)
		Mr. Allen Wan Tze Wai	Ordinary (issued)	10,200	–	–	10,200 (0.001%)
2.	Century City International Holdings Limited ("CCIHL")	Mr. Lo Yuk Sui	Ordinary (issued)	111,815,396	2,032,315,326 (Note a)	380,683	2,144,511,405 (69.34%)
		Miss Lo Po Man	Ordinary (issued)	112,298	–	–	112,298 (0.004%)
		Ms. Belinda Yeung Bik Yiu	Ordinary (issued)	200	–	–	200 (0.000%)
		Mr. Kelvin Leung So Po	Ordinary (issued)	4,000	–	–	4,000 (0.000%)
		Mr. Jimmy Lo Chun To	Ordinary (issued)	251,735	–	–	251,735 (0.008%)
		Mr. Allen Wan Tze Wai	Ordinary (issued)	24,000	–	–	24,000 (0.001%)

## REPORT OF THE DIRECTORS (Cont'd)

The Company/ Name of associated corporation	Name of Director	Class of shares held	Number of shares held			Total (Approximate percentage of the issued shares as at 31st December, 2023)
			Personal interests	Corporate interests	Family/Other interests	
3. Paliburg Holdings Limited ("PHL")	Mr. Lo Yuk Sui	Ordinary (issued)	90,078,014	740,860,803 (Note b)	15,000	830,953,817 (74.55%)
	Miss Lo Po Man	Ordinary (issued)	1,116,000	–	–	1,116,000 (0.10%)
	Mr. Kelvin Leung So Po	Ordinary (issued)	50,185	–	–	50,185 (0.005%)
	Mr. Jimmy Lo Chun To	Ordinary (issued)	2,274,600	–	–	2,274,600 (0.20%)
	Mr. Kenneth Ng Kwai Kai	Ordinary (issued)	176,200	–	–	176,200 (0.02%)
	Mr. Allen Wan Tze Wai	Ordinary (issued)	200	–	–	200 (0.000%)
4. Cosmopolitan International Holdings Limited ("Cosmopolitan")	Mr. Lo Yuk Sui	Ordinary (i) (issued)	–	865,504,279 (Note d)	–	865,504,279
		(ii) (unissued)	–	1,591,775,147 (Note e)	–	1,591,775,147
	Total:					2,457,279,426 (198.23%)
		Preference (issued)	–	229,548,733 (Note e)	–	229,548,733 (99.99%)
	Miss Lo Po Man	Ordinary (issued)	414,000	–	–	414,000 (0.03%)
Mr. Jimmy Lo Chun To	Ordinary (issued)	680,730	–	–	680,730 (0.05%)	

The Company/ Name of associated corporation	Name of Director	Class of shares held	Personal interests	Number of shares held			Total (Approximate percentage of the issued shares as at 31st December, 2023)
				Corporate interests	Family/Other interests		
5. Regal REIT	Mr. Lo Yuk Sui	Units (issued)	-	2,443,033,102 (Note f)	-	2,443,033,102 (74.99%)	
6. 8D International (BVI) Limited	Mr. Lo Yuk Sui	Ordinary (issued)	-	1,000 (Note g)	-	1,000 (100%)	

**Notes:**

- (a) (i) The interests in 1,973,420,928 issued ordinary shares of CCIHL were held through companies wholly owned by Mr. Lo Yuk Sui ("Mr. Lo").
- (ii) The interests in the other 58,894,398 issued ordinary shares of CCIHL were derivative interests held by YSL International Holdings Limited ("YSL Int'l"), a company wholly owned by Mr. Lo, under the right of first refusal to purchase such shares granted by the Dalton Group (comprising Dalton Investments LLC and its two affiliates).
- (b) The interests in 694,124,547 issued ordinary shares of PHL were held through companies wholly owned by CCIHL, in which Mr. Lo held 67.43% shareholding interests.

The interests in 16,271,685 issued ordinary shares of PHL were held through corporations controlled by Mr. Lo as detailed below:

Name of corporation	Controlled by	% of control
Wealth Master International Limited	Mr. Lo	90.00
Select Wise Holdings Limited	Wealth Master International Limited	100.00

The interests in 30,464,571 issued ordinary shares of PHL were held through corporations controlled by Mr. Lo as detailed below:

Name of corporation	Controlled by	% of control
Wealth Master International Limited	Mr. Lo	90.00
Select Wise Holdings Limited	Wealth Master International Limited	100.00
Splendid All Holdings Limited	Select Wise Holdings Limited	100.00

- (c) The interests in 421,400 issued ordinary shares of the Company were held through companies wholly owned by CCIHL, in which Mr. Lo held 67.43% shareholding interests. The interests in 622,433,861 issued ordinary shares of the Company were held through companies wholly owned by PHL, in which CCIHL held 62.28% shareholding interests. PHL held 69.25% shareholding interests in the Company.

## REPORT OF THE DIRECTORS (Cont'd)

- (d) The interests in 700,851,215 issued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of P&R Holdings Limited ("P&R"), which is owned as to 50% each by PHL and the Company through their respective wholly owned subsidiaries. The interests in the other 111,319,732 issued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of the Company. The interests in the other 53,333,332 issued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of PHL. PHL, in which CCIHL held 62.28% shareholding interests, held 69.25% shareholding interests in the Company. Mr. Lo held 67.43% shareholding interests in CCIHL.
- (e) The interests in 1,272,070,219 unissued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of P&R, which is owned as to 50% each by PHL and the Company through their respective wholly owned subsidiaries. The interests in the other 213,038,264 unissued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of the Company. The interests in the other 106,666,664 unissued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of PHL. PHL, in which CCIHL held 62.28% shareholding interests, held 69.25% shareholding interests in the Company. Mr. Lo held 67.43% shareholding interests in CCIHL.

The interests in 229,548,733 unissued ordinary shares of Cosmopolitan are derivative interests held through interests in 229,548,733 convertible preference shares of Cosmopolitan, convertible into new ordinary shares of Cosmopolitan on a one to one basis (subject to adjustments in accordance with the terms of the convertible preference shares).

The interests in 1,362,226,414 unissued ordinary shares of Cosmopolitan are derivative interests held through interests in 2 per cent. convertible notes due 2053 in a principal amount of HK\$136,222,641.4 issued by Cosmopolitan. The convertible notes are convertible into new ordinary shares of Cosmopolitan at a conversion price of HK\$0.10 per ordinary share (subject to adjustments in accordance with the terms of the convertible notes).

- (f) The interests in 2,439,613,739 issued units of Regal REIT were held through wholly owned subsidiaries of the Company. The interests in 732,363 issued units of Regal REIT were held through wholly owned subsidiaries of PHL. The interests in 2,687,000 issued units of Regal REIT were held through wholly owned subsidiaries of CCIHL. PHL, in which CCIHL held 62.28% shareholding interests, held 69.25% shareholding interests in the Company. Mr. Lo held 67.43% shareholding interests in CCIHL.
- (g) 400 shares were held through companies controlled by CCIHL, in which Mr. Lo held 67.43% shareholding interests, and 600 shares were held through a company controlled by Mr. Lo.

Save as disclosed herein, as at 31st December, 2023, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) of the Company, which (a) are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (b) are required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

**SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARE CAPITAL**

As at 31st December, 2023, so far as is known to the Directors and the chief executive of the Company, the following substantial shareholders (not being a Director or chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO or notified to the Company pursuant to the SFO:

<b>Name of substantial shareholder</b>	<b>Number of issued ordinary shares held</b>	<b>Number of underlying ordinary shares held</b>	<b>Total number of ordinary shares (issued and underlying) held</b>	<b>Approximate percentage of issued ordinary shares as at 31st December, 2023</b>
YSL Int'l (Note i)	622,855,261	–	622,855,261	69.30%
Grand Modern Investments Limited (“Grand Modern”) (Note ii)	622,855,261	–	622,855,261	69.30%
CCIHL (Note iii)	622,855,261	–	622,855,261	69.30%
Century City BVI Holdings Limited (“CCBVI”) (Note iv)	622,855,261	–	622,855,261	69.30%
PHL (Note v)	622,433,861	–	622,433,861	69.25%
Paliburg Development BVI Holdings Limited (Note vi)	622,433,861	–	622,433,861	69.25%
Guo Yui Investments Limited (Note vi)	271,140,466	–	271,140,466	30.17%
Paliburg BVI Holdings Limited (Note vi)	230,870,324	–	230,870,324	25.69%
Taylor Investments Ltd. (Note vi)	154,232,305	–	154,232,305	17.16%
Glaser Holdings Limited (Note vi)	58,682,832	–	58,682,832	6.53%
H.P. Nominees Limited (Note vi)	55,480,885	–	55,480,885	6.17%

## REPORT OF THE DIRECTORS (Cont'd)

### Notes:

- (i) The interests in the ordinary shares of the Company held by YSL Int'l were included in the corporate interests of Mr. Lo Yuk Sui in the ordinary shares of the Company as disclosed under the section headed "Directors' Interests in Share Capital" above.
- (ii) Grand Modern is a wholly owned subsidiary of YSL Int'l and its interests in the ordinary shares of the Company were included in the interests held by YSL Int'l.
- (iii) CCIHL is owned as to 52.72% by Grand Modern and its interests in the ordinary shares of the Company were included in the interests held by Grand Modern.
- (iv) CCBVI is a wholly owned subsidiary of CCIHL and its interests in the ordinary shares of the Company were included in the interests held by CCIHL.
- (v) PHL is a listed subsidiary of CCIHL, which held 62.28% shareholding interests in PHL, and PHL's interests in the ordinary shares of the Company were included in the interests held by CCIHL.
- (vi) These companies are wholly owned subsidiaries of PHL and their interests in the ordinary shares of the Company were included in the interests held by PHL.

Save as disclosed herein, the Directors and the chief executive of the Company are not aware that there is any person (not being a Director or chief executive of the Company) who, as at 31st December, 2023, had an interest or short position in the shares and underlying shares of the Company which are recorded in the register required to be kept under section 336 of the SFO or notified to the Company pursuant to the SFO.

Details of directorships of the Company's Directors in each of those companies which has an interest in the shares and underlying shares of the Company as disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO are set out as follows:

- (1) Mr. Lo Yuk Sui is a director of YSL Int'l.
- (2) Mr. Lo Yuk Sui, Miss Lo Po Man and Mr. Jimmy Lo Chun To are directors of Grand Modern.
- (3) Mr. Lo Yuk Sui, Miss Lo Po Man, Mr. Kelvin Leung So Po, Mr. Jimmy Lo Chun To, Mr. Kenneth Ng Kwai Kai, Ms. Winnie Ng and Mr. Wong Chi Keung are directors of CCIHL and PHL.
- (4) Mr. Allen Wan Tze Wai is a director of CCIHL.
- (5) Mr. Lo Yuk Sui, Miss Lo Po Man, Mr. Jimmy Lo Chun To and Mr. Kenneth Ng Kwai Kai are directors of all the above-mentioned wholly owned subsidiaries of CCIHL and PHL.

## CHANGE IN INFORMATION OF DIRECTORS

The change in the information of the Directors of the Company, which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, since the publication of the interim report of the Company for the six months ended 30th June, 2023 is set out below:

### Name of Director

### Details of change

*Independent Non-Executive Director:*

- |                    |   |
|--------------------|---|
| Mr. Wong Chi Keung | <ul style="list-style-type: none"> <li>The shares of Golden Eagle Retail Group Limited, of which Mr. Wong Chi Keung was an independent non-executive director, were withdrawn from listing on the Stock Exchange effective from the close of trading on 9th October, 2023.</li> </ul> |
|--------------------|---|

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules. The updated biographical details of the Directors of the Company are set out in the preceding section headed "Directors' Profile".

## DISCLOSURE PURSUANT TO RULE 13.22 OF CHAPTER 13 OF THE LISTING RULES

The following disclosure is made by the Company in compliance with the continuing disclosure requirements under Rule 13.22 of Chapter 13 of the Listing Rules relating to the information required to be disclosed under Rule 13.16:

### Financial Assistance provided to and Guarantees given for Affiliated Companies (Rule 13.16 of Chapter 13)

Details of the financial assistance provided to affiliated companies by the Group as at 31st December, 2023 are set out below:

Name of Affiliated Company		Principal Amount of Advances (HK\$'million)	Interest Receivable (HK\$'million)	Guarantee given for Banking Facilities		
				(i) Principal Amount of Banking Facilities (HK\$'million)	(ii) Amount of Banking Facilities Drawdown (HK\$'million)	
8D International (BVI) Limited	(A)	13.7	–	Nil	Nil	
8D Matrix Limited	(B)	68.9	–	Nil	Nil	
P&R Holdings Limited	(C)	2,448.8	(D) 69.6	(E)(i) 2,857.5	(E)(ii) 1,901.3	
				Total:	(A) to (E)(i)	5,458.5
					(A) to (D) & (E)(ii)	4,502.3

## REPORT OF THE DIRECTORS (Cont'd)

8D International (BVI) Limited ("8D-BVI") is a 30% owned associate of the Company, which was principally involved in the development and distribution of technologically advanced security and building related systems and software development and promotions businesses. The remaining shareholding interests in 8D-BVI are indirectly owned as to 10% by CCIHL and 60% by Mr. Lo through his close associates (as defined in the Listing Rules). The advances were provided by the Group in the form of shareholder's loans in proportion to the Company's shareholding interest in 8D-BVI, for the purpose of financing the working capital of 8D-BVI. The advances are unsecured, interest-free and repayable on demand.

8D Matrix Limited ("8D Matrix") is a 30% owned associate of the Company, which owns two wholly owned subsidiaries, Century Innovative Technology Limited and 深圳市世紀創意科技有限公司 (collectively, "Century Innovative Technology"), which are principally engaged in the online education, entertainment and technology business based on the "*Bodhi and Friends*" characters. 8D Matrix also owns a wholly owned subsidiary involved in advertising and promotion business. The remaining shareholding interests in 8D Matrix are owned as to 10% indirectly by CCIHL and 60% indirectly by Mr. Lo through his close associates (as defined in the Listing Rules). The advances were provided by the Group in the form of shareholder's loans in proportion to the Company's shareholding interest in 8D Matrix, for the purpose of financing the working capital of 8D Matrix and Century Innovative Technology. The advances are unsecured, interest-free and repayable on demand.

P&R principally engages in the development of real estate projects for sale and/or leasing and the undertaking of related investment and financing activities. P&R group holds, through its wholly owned subsidiaries, interests in a number of property development projects in Hong Kong and also holds, through Cosmopolitan (the listed subsidiary of P&R), interests in certain property development projects in Mainland China. Information relating to the investment of P&R group in such property development projects are disclosed in the preceding Management Discussion and Analysis. The advances to P&R were provided by a wholly owned subsidiary of the Company in the form of shareholder's loans in proportion to its shareholding interest in P&R. The advances to P&R are unsecured and have no fixed terms of repayment and except for an aggregate amount of HK\$1,284.9 million which bears interest at rates ranging from 3.3% to 5.875% per annum, the balance of the advances is interest free. The guarantees were provided by the Company on a several basis in proportion to its shareholding interests in P&R and were given in respect of the respective bank loan facilities of, in aggregate, HK\$1,901.3 million made available to six wholly owned subsidiaries and an associate of P&R for financing their development projects in Hong Kong. Further information relating to the Group's share of the maximum capital commitment to P&R, the shareholder's loans provided by the Group under such commitment and the several guarantees provided by the Company for securing banking facilities granted to certain wholly owned subsidiaries of P&R is set out in note 17 to the consolidated financial statements.

Calculated on the basis shown above, as at 31st December, 2023, the aggregate amount of financial assistance provided to and bank guarantees given for affiliated companies by the Group in the respective sums of (a) HK\$5,458.5 million (based on the total available amount of the banking facilities) and (b) HK\$4,502.3 million (based on the total amount of banking facilities drawdown) represented (a) 19.1% and (b) 15.8% of the consolidated total assets of the Group of HK\$28,518.7 million, calculated by reference to its latest audited consolidated financial statements for the year ended 31st December, 2023.

Save as disclosed above, there were no other financial assistance provided to or guarantees given for affiliated companies by the Group as at 31st December, 2023, which were discloseable pursuant to Rule 13.16 of Chapter 13 of the Listing Rules.

A combined statement of financial position of the abovenamed affiliated companies and the Group's attributable interest in these affiliated companies are presented below:

	<b>Combined statement of financial position (HK\$'million)</b>	<b>The Group's attributable interest (HK\$'million)</b>
Non-current assets	4,901.3	2,447.3
Current assets	7,963.2	3,975.6
Current liabilities	(6,273.7)	(3,136.0)
Non-current liabilities	(5,518.7)	(2,621.7)
	<hr/>	<hr/>
	1,072.1	665.2
Non-controlling interests	(465.1)	(232.4)
	<hr/>	<hr/>
Net assets attributable to equity holders of the parent	607.0	432.8
	<hr/> <hr/>	<hr/> <hr/>

#### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the year.

#### **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained sufficient public float as required under the Listing Rules.

#### **PRE-EMPTIVE RIGHTS**

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

#### **MAJOR CUSTOMERS AND SUPPLIERS**

During the year, the purchases from the Group's five largest suppliers and the percentage of turnover or sales attributable to the Group's five largest customers combined in respect of goods and services was in each case less than 30% of the total amount involved.

#### **BORROWINGS**

The details of the Group's borrowings at the end of the reporting period are set out in note 28 to the financial statements.

## REPORT OF THE DIRECTORS (Cont'd)

### SHARE CAPITAL

The details of the share capital of the Company are set out in note 31 to the financial statements.

### SHARE PREMIUM ACCOUNT

The details of the Company's share premium account are set out in note 31 to the financial statements.

### CAPITAL REDEMPTION RESERVE

The details of the capital redemption reserve account are set out in consolidated statement of changes in equity.

### CAPITAL RESERVE

The details of movements in the capital reserve account during the year are set out in consolidated statement of changes in equity.

### PROPERTY REVALUATION RESERVE

The details of the property revaluation reserve account are set out in consolidated statement of changes in equity.

### FAIR VALUE RESERVE

The details of movements in the fair value reserve account during the year are set out in consolidated statement of changes in equity.

### EXCHANGE EQUALISATION RESERVE

The details of movements in the exchange equalisation reserve account during the year are set out in consolidated statement of changes in equity.

### SUBSIDIARIES

Particulars of the Company's principal subsidiaries are set out in note 1 to the financial statements.

### JOINT VENTURES AND ASSOCIATES

Particulars of the Group's investments in its joint ventures and associates are set out in notes 17 and 18 to the financial statements, respectively.

### CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling HK\$4.1 million.

### DISTRIBUTABLE RESERVES

As at 31st December, 2023, the Company's reserves available for distribution calculated in accordance with the Companies Act 1981 of Bermuda amounted to HK\$4,919.6 million.

In addition, the Company's share premium account, in the amount of HK\$404.7 million, may be distributed in the form of fully paid bonus shares.

### EVENT AFTER THE REPORTING PERIOD

Details of the significant event of the Group after the reporting period are set in note 44 to the financial statements.

### AUDITOR

Ernst & Young retire and, being eligible, offer themselves for re-appointment.

### SUSTAINABILITY REPORT

The Sustainability Report of the Company for the year ended 31st December, 2023 will be published as a separate report from this Annual Report in compliance with relevant requirements under the Environmental, Social and Governance Reporting Guide in Appendix C2 in the Listing Rules before 30th April, 2024.

On behalf of the Board

**LO YUK SUI**

Chairman

Hong Kong

27th March, 2024

# CORPORATE GOVERNANCE REPORT

The Board of Directors of the Company (the "Board") is pleased to present the Corporate Governance Report of the Company for the year ended 31st December, 2023.

The Company is committed to maintaining good corporate governance practices and procedures. The Company conducts regular review of its policies and practices in respect of the management and corporate matters of the Group. To comply with the new requirements for enhanced operating standards, revision of the existing policies and practices and introduction of appropriate new measures have been implemented. Periodic review of the system and controls within the Group is also carried out by the Company to comply with the prevailing standards and requirements of good corporate governance.

## (I) CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Code Provisions in the Corporate Governance Code (the "CG Code") as set out in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") during the year ended 31st December, 2023, except that:

- The roles of the Chairman and Chief Executive Officer are not separated and performed by two different individuals due to practical necessity to cater to the Group's corporate operating structure.

## (II) BOARD OF DIRECTORS

The Board currently comprises the following members:

### *Executive Directors:*

Mr. Lo Yuk Sui (*Chairman and Chief Executive Officer*)  
Miss Lo Po Man (*Vice Chairman and Managing Director*)  
Ms. Belinda Yeung Bik Yiu, JP (*Chief Operating Officer*)  
Mr. Kelvin Leung So Po (*appointed on 1st September, 2023*)  
Mr. Jimmy Lo Chun To  
Mr. Kenneth Ng Kwai Kai  
Mr. Allen Wan Tze Wai

### *Non-Executive Director:*

Dr. Francis Choi Chee Ming, GBS, JP (*Vice Chairman*)

### *Independent Non-Executive Directors:*

Ms. Alice Kan Lai Kuen  
Professor Japhet Sebastian Law  
Ms. Winnie Ng, JP  
Mr. Wong Chi Keung

The personal and biographical details of the current Directors, including the relationships among them, are disclosed in the preceding section headed "Directors' Profile" contained in this Annual Report.

During the year ended 31st December, 2023, the Company has fully complied with Rules 3.10 and 3.10A of the Listing Rules regarding the number of Independent Non-Executive Directors and the requirement that at least one of these Directors must have appropriate professional qualifications.

Each of the Independent Non-Executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all Independent Non-Executive Directors have met the independence guidelines of Rule 3.13 of the Listing Rules.

The Board conducts regular meetings to discuss and decide on major corporate, strategic, business and operational issues. Appropriate and sufficient information is provided to Board members in a timely manner in order to enable them to discharging their duties.

All material policies and decisions remain within the authority of the Board as a whole. The Board only delegates authorities to management to an extent that would not significantly hinder or reduce the ability of the Board to discharge its proper functions as a whole. The functions of the Board and those delegated to management of the Company are properly distinguished and clarified. Review of the formalised arrangements will be carried out on a periodic basis to ensure that they remain appropriate to the needs of the Company. The Board is overall responsible for developing, reviewing and/or monitoring the Company's policies and practices on corporate governance and compliance with legal and regulatory requirements.

In year 2023, the attendance rates of individual Board members of the Company were as follows:

Name of Directors	Attendance	
	Board Meetings	General Meeting
<i>Executive Directors</i>		
Mr. Lo Yuk Sui ( <i>Chairman and Chief Executive Officer</i> )	14/14	1/1
Miss Lo Po Man ( <i>Vice Chairman and Managing Director</i> )	14/14	1/1
Ms. Belinda Yeung Bik Yiu, JP ( <i>Chief Operating Officer</i> )	14/14	1/1
Mr. Kelvin Leung So Po <sup>#</sup>	2/14	0/1
Mr. Jimmy Lo Chun To	14/14	1/1
Mr. Kenneth Ng Kwai Kai	14/14	1/1
Mr. Allen Wan Tze Wai	14/14	1/1
<i>Non-Executive Director</i>		
Dr. Francis Choi Chee Ming, GBS, JP ( <i>Vice Chairman</i> )	14/14	1/1
<i>Independent Non-Executive Directors</i>		
Ms. Alice Kan Lai Kuen	14/14	1/1
Professor Japhet Sebastian Law	14/14	1/1
Ms. Winnie Ng, JP	14/14	0/1
Mr. Wong Chi Keung	14/14	1/1

<sup>#</sup> (Appointed as an Executive Director with effect from 1st September, 2023)

The Chairman or an Executive Director so delegated is responsible for providing every newly appointed Director with an induction on the first occasion of his/her appointment to ensure that he/she has a proper understanding of the operations and business of the Group. With respect to compliance matters, the Company Secretary is responsible for providing any new Director with information and materials relating to his/her responsibilities under applicable statutory and regulatory requirements. Subsequent updating about the latest changes and development of such requirements will be sent to the Directors by the Company Secretary. In addition, the Directors have participated in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant. In year 2023, the Company arranged for Directors reading materials covering topics relating to the paperless regime for listed companies under the Listing Rules and certain other updates of the Listing Rules. The training received by the Directors during year 2023 is summarised below:

Name of Directors	Types of training
<i>Executive Directors</i>	
Mr. Lo Yuk Sui ( <i>Chairman and Chief Executive Officer</i> )	B
Miss Lo Po Man ( <i>Vice Chairman and Managing Director</i> )	A, B
Ms. Belinda Yeung Bik Yiu, JP ( <i>Chief Operating Officer</i> )	B
Mr. Kelvin Leung So Po <sup>#</sup>	A, B
Mr. Jimmy Lo Chun To	B
Mr. Kenneth Ng Kwai Kai	A, B
Mr. Allen Wan Tze Wai	A, B
<i>Non-Executive Director</i>	
Dr. Francis Choi Chee Ming, GBS, JP ( <i>Vice Chairman</i> )	B
<i>Independent Non-Executive Directors</i>	
Ms. Alice Kan Lai Kuen	A, B
Professor Japhet Sebastian Law	A, B
Ms. Winnie Ng, JP	A, B
Mr. Wong Chi Keung	A, B

A - Attending briefings/seminars/conferences/forums

B - Reading/studying training or other materials

<sup>#</sup> (Appointed as an Executive Director with effect from 1st September, 2023)

**(III) BOARD COMMITTEES**

There are three board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, established by the Board for overseeing different functions delegated by the Board.

**(a) Audit Committee**

The Audit Committee was established with reference to "A Guide for the Formation of an Audit Committee" issued by the Hong Kong Institute of Certified Public Accountants. The terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange.

The Audit Committee currently comprises the following members:

*Independent Non-Executive Directors:*

Mr. Wong Chi Keung (*Chairman of the Committee*)

Ms. Alice Kan Lai Kuen (*Member*)

Professor Japhet Sebastian Law (*Member*)

Ms. Winnie Ng, JP (*Member*)

*Non-Executive Director:*

Dr. Francis Choi Chee Ming, GBS, JP (*Member*)

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the interim and annual financial statements.

As both the Board and the Audit Committee recommended to re-appoint the current external Auditor, Messrs. Ernst & Young, no circumstances exist as would require an explanation from the Audit Committee as to why the Board has taken a different view from that of the Audit Committee regarding the selection, appointment, resignation or dismissal of the external Auditor.

In year 2023, the Audit Committee met twice and the meetings were attended by the external Auditor of the Company. The attendance rates of individual Audit Committee members of the Company were as follows:

<b>Name of Audit Committee members</b>	<b>Attendance</b>
Mr. Wong Chi Keung ( <i>Chairman of the Committee</i> )	2/2
Dr. Francis Choi Chee Ming, GBS, JP	2/2
Ms. Alice Kan Lai Kuen	2/2
Professor Japhet Sebastian Law	2/2
Ms. Winnie Ng, JP	2/2

**(b) Remuneration Committee**

The Remuneration Committee was established with specific written terms of reference that deal with its authority and duties. The terms of reference of the Remuneration Committee are available on the websites of the Company and the Stock Exchange. The principal responsibilities of the Remuneration Committee are to review the remuneration of individual Directors and senior management and to make recommendations to the Board on the policy and structure for the determination of the remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing the policy of the Company on such matters.

The Remuneration Committee currently comprises the following members:

*Executive Director:*

Mr. Lo Yuk Sui (*Member*)

*Independent Non-Executive Directors:*

Mr. Wong Chi Keung (*Chairman of the Committee*)

Ms. Alice Kan Lai Kuen (*Member*)

Ms. Winnie Ng, JP (*Member*)

Mr. Kenneth Ng Kwai Kai, an Executive Director of the Company, has acted as the Secretary of the Committee.

In year 2023, the Remuneration Committee met once and has reviewed the Company's policy and structure for the remuneration of Directors and senior management. The attendance rates of individual Remuneration Committee members of the Company were as follows:

<b>Name of Remuneration Committee members</b>	<b>Attendance</b>
Mr. Wong Chi Keung ( <i>Chairman of the Committee</i> )	1/1
Mr. Lo Yuk Sui	1/1
Ms. Alice Kan Lai Kuen	1/1
Ms. Winnie Ng, JP	1/1

Pursuant to the terms of reference of the Remuneration Committee, the Remuneration Committee is delegated to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment).

The remuneration of the senior management (comprising Executive Directors) of the Company for the year ended 31st December, 2023 by band is set out below:

Remuneration band	Number of individuals
HK\$500,001 - 1,000,000	1
Within bands from HK\$1,000,001 - 2,000,000	1
HK\$2,000,001 - 2,500,000	0
HK\$2,500,001 - 3,000,000	2
Within bands from HK\$3,000,001 - 4,000,000	1
Within bands from HK\$4,000,001 - 5,000,000	1
Within bands from HK\$5,000,001 - 9,500,000	1

Further details of the Executive Directors' remuneration for the year ended 31st December, 2023 are disclosed in note 8 to the financial statements contained in this Annual Report.

### (c) Nomination Committee

The Nomination Committee was established with specific written terms of reference by the Board for the purpose of making recommendations to the Board in relation to the nomination and appointment of Directors, with a view to ensuring fairness and transparency in the nomination and selection procedures. The terms of reference of the Nomination Committee are available on the websites of the Company and the Stock Exchange.

The Nomination Committee currently comprises the following members:

*Executive Director:*

Mr. Lo Yuk Sui (*Chairman of the Committee*)

*Independent Non-Executive Directors:*

Ms. Alice Kan Lai Kuen (*Member*)

Ms. Winnie Ng, JP (*Member*)

Mr. Wong Chi Keung (*Member*)

The Company views diversity at the Board level essential for attaining the Group's strategic and business objectives as well as ensuring its sustainable development. A Board Diversity Policy has been adopted to set out the policy for designing the composition of the Board, aiming to achieve diversity with balanced skills and expertise. The diversity of the Board members is assessed basing on a range of perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional acumen, industry experience and other individual qualities. The Nomination Committee will discuss and review annually the structure, size and composition of the Board and agree on measurable objectives for achieving diversity on the Board and make relevant recommendation to the Board for adoption.

In year 2023, the Nomination Committee met once to review and assess the overall diversity of the composition of the Board with reference to the various aspects as set out in the Board Diversity Policy. The Nomination Committee also considered the biographical details and other related particulars of those Executive, Non-Executive and Independent Non-Executive Directors of the Company, who retired and offered themselves for re-election at the annual general meeting of the Company held in June 2023 in accordance with the By-laws of the Company (the "then Retiring Directors"), with reference to the Board Diversity Policy and their contributions to the Board and the Group during their tenure. The particulars of the then Retiring Directors were disclosed in the Company's annual report for the year 2022 and its circular to the shareholders accompanying the 2022 annual report. The then Retiring Directors had extensive experience and knowledge in their respective professional and commercial fields, who could contribute valuable advice on the business and development of the Group and can also conform with the diversity policy of the Board. The then Retiring Directors were re-elected as Directors by the Company's shareholders at its 2023 annual general meeting. The attendance rates of individual Nomination Committee members of the Company were as follows:

<b>Name of Nomination Committee members</b>	<b>Attendance</b>
Mr. Lo Yuk Sui ( <i>Chairman of the Committee</i> )	1/1
Ms. Alice Kan Lai Kuen	1/1
Ms. Winnie Ng, JP	1/1
Mr. Wong Chi Keung	1/1

#### **(IV) DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING**

The Directors of the Company acknowledge their responsibility for preparing the financial statements of the Group, which give a true and fair view of the state of affairs of the Group, and ensuring that appropriate accounting policies are selected and applied consistently and that the financial statements are prepared in accordance with the relevant statutory requirements and applicable accounting standards. The Directors will also ensure that the financial statements are published in a timely manner. As a manpower policy of the Group, which is subject to regular review by the Directors and senior management, adequate resources have been allocated to the accounting, financial reporting and internal audit functions, with staff members possessing appropriate qualifications and experience engaged in the discharge of those relevant functions. The relevant staff members attend seminars and workshops organised by the professional accounting bodies on a regular basis. The overall budgets allocated to these functions have been reviewed and considered to be adequate.

The statement by the external Auditor, Messrs. Ernst & Young, about their reporting responsibilities is set out in the Independent Auditor's Report contained in this Annual Report.

The financial statements are prepared on a going concern basis. The Directors confirm that, to the best of their knowledge, they are not aware of material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

**(V) DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the "Code for Securities Transactions by Directors of Regal Hotels International Holdings Limited" (the "Regal Code"), on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules (the "Model Code"), as the code of conduct governing the securities transactions by the Directors of the Company.

Following specific enquiry by the Company, the Directors have confirmed that they have complied with the Model Code and the Regal Code during the year ended 31st December, 2023.

**(VI) RISK MANAGEMENT AND INTERNAL CONTROL**

The Board oversees the risk management and internal control systems of the Group on an ongoing basis. It has conducted an annual review of the effectiveness of the risk management and internal control systems of the Group during the year, including financial, operational and compliance controls and risk management and internal control functions, with a view to safeguarding the shareholders' investment and the Company's assets and business operations. The risk management and internal control systems of the Group are considered effective and adequate. Such systems were designed to manage rather than to eliminate the risk of failure in achieving the Group's business objectives.

Management of the Company has put into effect a full set of corporate policies and procedures as well as detailed operating manuals for the hotel operations of the Group, with an objective to achieving sound and effective risk management and internal control systems. Separate meetings attended by Executive Directors, Group Financial Controller, Area Financial Controller, Hotel General Managers and Hotel Financial Controllers are held regularly to review the effectiveness of the risk management and internal control systems, to identify any significant management and operational risks as well as control failings or weaknesses, and also to review the need for any control improvements or updating to respond to changes in the business and external environment. Regular management audits have also been performed by the Area Financial Control department on the risk management and internal control systems of individual hotels to ensure that there are no significant control failings or weaknesses. Recommendations for improvement are forwarded to individual hotels' management for implementation. While the regular monitoring of the risk management and internal control mechanisms is mainly conducted by the delegated Executive Directors and senior management staff members, support and advice from external consultants and professionals are sought as and when required.

The Board is responsible for the Company's risk management and internal control systems and for reviewing the effectiveness of such systems. Accordingly, while periodic committee meetings are held with the delegated Executive Directors and senior management staff members, clear instructions have been provided to management of the Company that any material issues relating to the risk management and internal control systems, particularly any incidence of significant control failings or weaknesses that has had, or might have, a material impact on the business of the Group is to be reported to the Board and the Audit Committee of the Company on a timely basis.

The Company has established policy for ensuring that inside information is disseminated to the public in an equal and timely manner in accordance with applicable laws and regulations. Senior management executives of the corporate affairs and financial control functions of the Group are delegated with responsibilities to control and monitor the proper procedures to be observed on the disclosure of inside information. Access to inside information is at all times confined to relevant senior management executives and on "as needed" basis, until proper disclosure or dissemination of inside information in accordance with applicable laws and regulations. Relevant personnel and other professional parties involved are reminded to preserve confidentiality of the inside information until it is publicly disclosed.

In addition, the Group's internal auditor has selected different aspects of the internal control system for his review on a regular basis and has confirmed to the Audit Committee that no material deficiency is noted.

### (VII) AUDITOR'S REMUNERATION

Messrs. Ernst & Young have been re-appointed as the external auditor of the Company at the 2023 Annual General Meeting until the conclusion of the forthcoming 2024 Annual General Meeting.

The remuneration to Messrs. Ernst & Young, the auditor of the Company, in respect of the audit and non-audit services rendered for the year ended 31st December, 2023 were HK\$5.3 million (2022 - HK\$8.0 million) and HK\$1.4 million (2022 - HK\$1.7 million), respectively. The significant non-audit services covered by these fees are as follows:

Nature of services	Fees paid (HK\$'million)
(1) Interim review of the financial statements of the Group and the Regal REIT group, respectively, for the six months ended 30th June, 2023	0.8
(2) Compliance and other services to the Group	0.6

### (VIII) SHAREHOLDERS' RIGHT

Special general meetings may be convened upon receipt of written request submitted by any shareholder(s) of the Company holding not less than one-tenth of the share capital of the Company carrying the right of voting at general meetings of the Company. Such written requisition must state the purposes of the meeting, and be signed by the requisitionist(s) and deposited at the Head Office of the Company at 11th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong (for the attention of the Company Secretary).

Shareholders may also send written enquiries to the Company for putting forward any enquiries or proposals to the Board of the Company at the abovementioned address (for the attention of the Company Secretary).

At the 2023 Annual General Meeting of the Company held on 13th June, 2023, a special resolution was passed by the shareholders in relation to the adoption of the amended and restated bye-laws in substitution for, and to the exclusion of, the then Bye-laws of the Company, in order to bring the Bye-laws of the Company in alignment with the Listing Rules and to provide flexibility to the Company in relation to the conduct of general meetings.

Relevant details of the amendments to the Bye-laws of the Company were disclosed in the circular of the Company dated 28th April, 2023. A consolidated version of the Memorandum of Association and Amended and Restated Bye-laws of the Company is available on the respective websites of the Company and the Stock Exchange.

**(IX) DIVIDEND POLICY**

The Company has adopted a dividend policy relating to the distribution of profits or surplus of the Company to its shareholders, which can be by way of dividends or in other form of distributions (the "Dividend Policy"). The objective of the Dividend Policy is to allow the Company's shareholders to participate in its profits while balancing the need for the Company to retaining adequate reserves to fund the continuing development and growth of the Group.

Any declaration or proposed payment of dividend or distribution will be subject to the determination by the Board. In deciding or determining whether to declare or propose a dividend or distribution payable to the shareholders and the amount and details of such dividend or distribution, the Board shall consider and take into account the following factors:

- (i) the operating results of the Group;
- (ii) the retained earnings and/or distributable reserves of the Company and the members of the Group;
- (iii) the liquidity position of the Company and the Group;
- (iv) the debt to equity ratio, the return on equity and the relevant financial covenants of the Group;
- (v) contractual restrictions on the payment of dividends by the Company and the Group;
- (vi) taxation considerations;
- (vii) the working capital requirements and capital commitments of the Group and its plans for future growth and expansion;
- (viii) the expected financial performance of the Group;
- (ix) general economic conditions and other external factors that may impact on the business and/or financial performances of the Group; and
- (x) any other factors that the Board may consider appropriate and relevant.

Any declaration or proposed payment of dividend or distribution by the Company is also subject to any requirements and restrictions under the Companies Act of Bermuda, the Memorandum of Association and Bye-laws of the Company, and any other applicable laws, rules and regulations. The Board will review the Dividend Policy from time to time and, at its sole and absolute discretion, update or revise the Dividend Policy as and when considered necessary or appropriate.

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31st December, 2023

	Notes	2023 HK\$'million	2022 HK\$'million
REVENUE	5	1,792.2	1,831.1
Cost of sales		(1,139.9)	(973.3)
Gross profit		652.3	857.8
Other income and gains, net	5	153.0	165.8
Fair value losses on financial assets at fair value through profit or loss, net	6	(914.2)	(93.7)
Fair value losses on investment properties, net	14	(16.7)	(7.3)
Fair value gain upon reclassification of properties held for sale to investment properties		241.6	–
Reversal of impairment loss on items of property, plant and equipment and right-of-use assets		15.3	–
Impairment loss of properties under development		(42.5)	–
Impairment loss on investments in associates		(0.1)	(0.5)
Property selling and marketing expenses		(2.3)	(14.2)
Administrative expenses		(268.1)	(271.9)
OPERATING PROFIT/(LOSS) BEFORE DEPRECIATION		(181.7)	636.0
Depreciation		(618.6)	(623.8)
OPERATING PROFIT/(LOSS)		(800.3)	12.2
Finance costs	7	(969.0)	(463.5)
Share of profits and losses of:			
Joint ventures		(181.7)	5.7
An associate		(0.1)	0.3
LOSS BEFORE TAX	6	(1,951.1)	(445.3)
Income tax	10	19.5	34.0
LOSS FOR THE YEAR BEFORE ALLOCATION BETWEEN EQUITY HOLDERS OF THE PARENT AND NON-CONTROLLING INTERESTS		(1,931.6)	(411.3)
Attributable to:			
Equity holders of the parent		(1,791.9)	(358.3)
Non-controlling interests		(139.7)	(53.0)
		(1,931.6)	(411.3)
LOSS PER ORDINARY SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	12		
Basic and diluted		HK\$(2.12)	HK\$(0.53)

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31st December, 2023

	2023 HK\$'million	2022 HK\$'million
LOSS FOR THE YEAR BEFORE ALLOCATION BETWEEN EQUITY HOLDERS OF THE PARENT AND NON-CONTROLLING INTERESTS	(1,931.6)	(411.3)
OTHER COMPREHENSIVE INCOME/(LOSS)		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translating foreign operations	16.7	(35.0)
Share of other comprehensive loss of:		
A joint venture	(15.4)	(36.1)
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods	1.3	(71.1)
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:		
Gains on property revaluation	2.2	–
Share of other comprehensive income/(loss) of:		
A joint venture	137.3	(67.5)
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods	139.5	(67.5)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	140.8	(138.6)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u>(1,790.8)</u>	<u>(549.9)</u>
Attributable to:		
Equity holders of the parent	(1,651.1)	(496.9)
Non-controlling interests	(139.7)	(53.0)
	<u>(1,790.8)</u>	<u>(549.9)</u>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31st December, 2023

	Notes	2023 HK\$'million	2022 HK\$'million
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	13	5,743.4	6,014.4
Investment properties	14	1,336.5	595.4
Right-of-use assets	15	12,534.9	12,857.5
Properties under development	16	451.0	490.8
Investments in joint ventures	17	2,817.7	3,122.9
Investments in associates	18	8.7	8.8
Financial assets at fair value through profit or loss	19	582.5	757.6
Other loan	20	–	357.0
Debtors and deposits	21	79.5	84.4
Deferred tax assets	30	47.7	47.7
Intangible assets	22	3.6	6.8
Total non-current assets		<b>23,605.5</b>	<b>24,343.3</b>
<b>CURRENT ASSETS</b>			
Properties under development	16	88.9	85.0
Properties held for sale	23	919.9	1,370.0
Inventories	24	23.8	25.6
Debtors, deposits and prepayments	21	211.1	287.8
Financial assets at fair value through profit or loss	19	1,039.9	1,932.5
Other loan	20	847.2	382.2
Derivative financial instruments	29	93.9	70.1
Tax recoverable		3.6	6.8
Restricted cash	25	531.1	151.6
Pledged time deposits and bank balances		166.7	163.7
Time deposits		409.0	827.4
Cash and bank balances		578.1	601.8
Total current assets		<b>4,913.2</b>	<b>5,904.5</b>
<b>CURRENT LIABILITIES</b>			
Creditors, deposits received and accruals	26	(391.6)	(389.5)
Contract liabilities	27	(54.9)	(53.9)
Lease liabilities	15	(11.7)	(10.8)
Interest bearing bank borrowings	28	(2,954.1)	(7,354.5)
Tax payable		(20.1)	(21.6)
Total current liabilities		<b>(3,432.4)</b>	<b>(7,830.3)</b>
NET CURRENT ASSETS/(LIABILITIES)		<b>1,480.8</b>	<b>(1,925.8)</b>
TOTAL ASSETS LESS CURRENT LIABILITIES		<b>25,086.3</b>	<b>22,417.5</b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)

As at 31st December, 2023

	Notes	2023 HK\$'million	2022 HK\$'million
<b>NON-CURRENT LIABILITIES</b>			
Creditors and deposits received	26	(108.1)	(101.6)
Lease liabilities	15	(6.5)	(15.7)
Interest bearing bank borrowings	28	(13,214.1)	(8,221.2)
Deferred tax liabilities	30	(647.1)	(687.6)
Total non-current liabilities		<u>(13,975.8)</u>	<u>(9,026.1)</u>
Net assets		<u>11,110.5</u>	<u>13,391.4</u>
<b>EQUITY</b>			
<b>Equity attributable to equity holders of the parent</b>			
Issued capital	31	89.9	89.9
Reserves	32	9,103.7	11,236.7
		<u>9,193.6</u>	<u>11,326.6</u>
<b>Perpetual securities</b>	33	1,732.9	1,732.9
<b>Non-controlling interests</b>		184.0	331.9
Total equity		<u>11,110.5</u>	<u>13,391.4</u>

**KENNETH NG KWAI KAI**

Director

**LO YUK SUI**

Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31st December, 2023

	Attributable to equity holders of the parent											
	Issued capital HK\$'m	Share premium account HK\$'m	Capital redemption reserve HK\$'m	Capital reserve HK\$'m	Property revaluation reserve HK\$'m	Fair value reserve HK\$'m	Exchange equalisation reserve HK\$'m	Retained profits HK\$'m	Total HK\$'m	Perpetual securities HK\$'m	Non-controlling interests HK\$'m	Total equity HK\$'m
At 1st January, 2022	89.9	404.7	17.7	1,244.5	8.1	(530.2)	8.6	10,695.0	11,938.3	1,732.9	460.1	14,131.3
Loss for the year	-	-	-	-	-	-	-	(358.3)	(358.3)	-	(53.0)	(411.3)
Other comprehensive loss for the year:												
Exchange differences on translating foreign operations	-	-	-	-	-	-	(35.0)	-	(35.0)	-	-	(35.0)
Share of other comprehensive loss of: a joint venture	-	-	-	(15.8)	-	(51.7)	(36.1)	-	(103.6)	-	-	(103.6)
Total comprehensive loss for the year	-	-	-	(15.8)	-	(51.7)	(71.1)	(358.3)	(496.9)	-	(53.0)	(549.9)
Distributions to non-controlling interests of a listed subsidiary	-	-	-	-	-	-	-	-	-	-	(75.2)	(75.2)
Distribution to holders of perpetual securities	-	-	-	-	-	-	-	(114.8)	(114.8)	-	-	(114.8)
At 31st December, 2022	89.9	404.7	17.7	1,228.7	8.1	(581.9)	(62.5)	10,221.9	11,326.6	1,732.9	331.9	13,391.4

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Cont'd)

For the year ended 31st December, 2023

	Attributable to equity holders of the parent												
	Issued capital	Share premium account	Capital redemption reserve	Capital reserve	Property revaluation reserve	Fair value reserve	Exchange equalisation reserve	Equity component of convertible notes of a joint venture	Retained profits	Total	Perpetual securities	Non-controlling interests	Total equity
	HK\$m	HK\$m	HK\$m	HK\$m	HK\$m	HK\$m	HK\$m	HK\$m	HK\$m	HK\$m	HK\$m	HK\$m	HK\$m
At 1st January, 2023	89.9	404.7	17.7	1,228.7	8.1	(581.9)	(62.5)	-	10,221.9	11,326.6	1,732.9	331.9	13,391.4
Loss for the year	-	-	-	-	-	-	-	-	(1,791.9)	(1,791.9)	-	(139.7)	(1,931.6)
Other comprehensive loss for the year:													
Exchange differences on translating foreign operations	-	-	-	-	-	-	16.7	-	-	16.7	-	-	16.7
Gain on property revaluation	-	-	-	-	2.2	-	-	-	-	2.2	-	-	2.2
Share of other comprehensive income/(loss) of a joint venture	-	-	-	(482.8)	-	185.6	(15.4)	434.5	-	121.9	-	-	121.9
Total comprehensive loss for the year	-	-	-	(482.8)	2.2	185.6	1.3	434.5	(1,791.9)	(1,651.1)	-	(139.7)	(1,790.8)
Distributions to non-controlling interests of a listed subsidiary	-	-	-	-	-	-	-	-	-	-	-	(8.2)	(8.2)
Distribution to holders of perpetual securities	-	-	-	-	-	-	-	-	(114.6)	(114.6)	-	-	(114.6)
Share of loss on disposal of interest in a subsidiary of a joint venture	-	-	-	-	-	-	-	-	(367.3)	(367.3)	-	-	(367.3)
At 31st December, 2023	89.9	404.7	17.7	745.9	10.3	(396.3)	(61.2)	434.5	7,948.1	9,193.6	1,732.9	184.0	11,110.5

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31st December, 2023

	Notes	2023 HK\$'million	2022 HK\$'million
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		(1,951.1)	(445.3)
Adjustments for:			
Finance costs	7	969.0	463.5
Share of profits and losses of joint ventures and an associate		181.8	(6.0)
Interest income	5	(126.7)	(108.5)
Depreciation		618.6	623.8
Dividend income from listed investments	5	(1.7)	(7.7)
Dividend income from unlisted investments	5	(6.6)	(2.2)
Fair value losses on financial assets at fair value through profit or loss, net	6	914.2	93.7
Fair value losses on investment properties		16.7	7.3
Losses/(gains) on disposal of unlisted investments included in financial assets at fair value through profit or loss	5	7.1	(5.5)
Fair value gain upon reclassification of properties held for sales to investment properties		(241.6)	–
Reversal of impairment loss on items of property, plant and equipment and right-of-use assets		(15.3)	–
Loss on disposal of items of property, plant and equipment		1.6	–
Impairment of properties under development		42.5	–
Impairment of trade debtors, net	6	0.4	1.1
Impairment loss on investments in associates		0.1	0.5
Write-off of intangible assets		3.6	–
Gain on lease modification	15	(0.2)	(0.2)
		<b>412.4</b>	614.5
Additions to properties under development		(3.4)	(156.2)
Decrease/(increase) in inventories		1.8	(2.7)
Increase in properties held for sale		(4.2)	(5.4)
Decrease/(increase) in debtors, deposits and prepayments		81.7	(101.8)
Decrease in restricted cash		–	20.0
Decrease/(increase) in financial assets at fair value through profit or loss		84.3	(42.1)
Decrease in creditors, deposits received and accruals		(5.9)	(27.4)
Increase/(decrease) in contract liabilities		1.0	(74.1)
Cash generated from operations		<b>567.7</b>	224.8
Interest received		6.8	12.1
Dividends received from listed investments		1.7	7.7
Hong Kong profits tax paid		(20.1)	(35.1)
Net cash flows from operating activities		<b>556.1</b>	209.5

## CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

For the year ended 31st December, 2023

	Note	2023 HK\$'million	2022 HK\$'million
Net cash flows from operating activities		556.1	209.5
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Additions to investment properties		(5.5)	(3.3)
Purchases of items of property, plant and equipment		(55.8)	(56.8)
Proceeds from disposal of items of property, plant and equipment		9.4	–
Proceeds from disposal of financial assets at fair value through profit or loss		23.4	13.9
Purchases of intangible assets		(0.4)	(3.2)
Purchases of financial assets at fair value through profit or loss		(21.5)	(134.9)
Distribution from financial assets at fair value through profit or loss		36.4	14.8
Purchases of financial assets at amortised cost		(30.0)	(184.8)
Proceeds from redemption of financial assets at amortised cost		30.0	200.4
Advances to joint ventures		(157.1)	(293.7)
Repayment from a joint venture		78.7	146.0
Advance to associates		(0.2)	(0.9)
Interest received		75.5	179.9
Dividends received from unlisted investments		6.6	2.2
Increase in other loan		(108.0)	(260.2)
Decrease/(increase) in pledged time deposits and bank balances		(3.0)	89.2
Decrease/(increase) in restricted cash		8.9	(7.5)
Decrease in time deposits with an original maturity of more than three months when acquired		–	10.0
Net cash flows used in investing activities		(112.6)	(288.9)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Drawdown of new bank loans		4,234.1	5,129.8
Repayment of bank loans		(3,662.1)	(4,757.5)
Interest paid		(908.8)	(417.0)
Payment of loan and other costs		(26.9)	(47.5)
Principal portion of lease payments		(11.2)	(11.2)
Distributions to non-controlling interests of a listed subsidiary		(8.2)	(75.2)
Distribution relating to perpetual securities		(114.6)	(114.8)
Increase in restricted cash		(388.3)	(64.9)
Net cash flows used in financing activities		(886.0)	(358.3)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		(442.5)	(437.7)
Cash and cash equivalents at beginning of year		1,429.2	1,871.7
Effect of foreign exchange rate changes, net		0.4	(4.8)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		987.1	1,429.2
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalent as stated in the consolidated statement of financial position and cash and cash equivalents as stated in the consolidated statement of cash flows	35(a)	987.1	1,429.2

# NOTES TO FINANCIAL STATEMENTS

31st December, 2023

## 1. CORPORATE AND GROUP INFORMATION

Regal Hotels International Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda. The head office and principal place of business of the Company is located at 11th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were principally engaged in hotel operations and management, hotel ownership (including ownership through its listed subsidiary, Regal Real Estate Investment Trust (“Regal REIT”)), asset management of Regal REIT, property development and investment, aircraft ownership and leasing business, and other investments including financial assets investments.

In the opinion of the Directors, the parent and the ultimate holding company of the Group is Century City International Holdings Limited (“CCIHL”), which was incorporated in Bermuda and is listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

### Information about subsidiaries

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

Name	Place of incorporation/ registration and business	Issued ordinary share capital/ registered capital/ issued units	Percentage of equity interest attributable to the Company		Principal activities
			2023	2022	
Alpha Season Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
AlphaTrio Asia Impact Pte. Ltd.	Singapore	SGD1	100	–	Investment holding
Ascent Human Resources Holdings Limited	Hong Kong	HK\$2	100	100	Provision of housekeeping services and investment holding
Ascent Property Services Limited	Hong Kong	HK\$1	100	100	Provision of security and guarding services
Best Time Enterprises Limited	Hong Kong	HK\$2	100	100	Passenger service licences holding and vehicle ownership
Camomile Investments Limited	Hong Kong	HK\$2	100	100	Property investment
Capital Charm Holdings Limited	Hong Kong	HK\$1	100	100	Hotel ownership and operation
Cheerview Limited	Hong Kong	HK\$1	100	100	Food and beverage operation

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

Name	Place of incorporation/ registration/ and business	Issued ordinary share capital/ registered capital/ issued units	Percentage of equity interest attributable to the Company		Principal activities
			2023	2022	
Chest Gain Development Limited	Hong Kong	HK\$10,000	100	100	Investment holding
Come On Investment Company Limited	Hong Kong	HK\$10,000	100	100	Financing
Complete Success Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Eminent Result Limited	British Virgin Islands	US\$1	100	100	Investment holding
Favour Link International Limited	Hong Kong	HK\$1	100	100	Hotel operations
Favourite Stock Limited	British Virgin Islands	US\$1	100	100	Financial assets investment
Forever Venus Limited	British Virgin Islands	US\$1	100	100	Investment holding
Fortune Build Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Fortune Trove Limited	Hong Kong	HK\$1	100	100	Property investment
Frequentspirit Investimentos Imobiliários Lda.	Portugal	EUR100	100	100	Property development
Full Season International Limited	British Virgin Islands	US\$1	100	100	Investment holding
Gain Union Limited	Hong Kong	HK\$1	100	100	Property development
Gallant Glory Limited	British Virgin Islands	US\$1	100	100	Investment holding
Gaud Limited	Hong Kong	HK\$2	100	100	Financing
Gestiones E Inversiones Cosmoland, S.L.	Spain	EUR3,000	100	100	Hotel ownership
Golden Vessel Investments Limited	Hong Kong	HK\$1	100	100	Property investment
Great Prestige Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

Name	Place of incorporation/ registration/ and business	Issued ordinary share capital/ registered capital/ issued units	Percentage of equity interest attributable to the Company		Principal activities
			2023	2022	
Greatlead Investments Limited	Hong Kong	HK\$1	100	100	Property investment
Harvest Charm Investment Limited	Hong Kong	HK\$2	100	100	Financial assets investment and financing
Hill Treasure Limited	British Virgin Islands	US\$1	100	100	Aircraft ownership and leasing
Honormate Nominees Limited	Hong Kong	HK\$2	100	100	Financial assets investment and nominee services
Honrich Investment Limited	Hong Kong	HK\$2	100	100	Financing
Impressive Galaxy Limited	British Virgin Islands	US\$1	100	100	Investment holding
Intellect Aquarius Limited	British Virgin Islands	US\$1	100	100	Investment holding
Kaybro Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Long Profits Investments Limited	British Virgin Islands	US\$1	100	100	Financing
Loraine Developments, S.L.	Spain	EUR3,000	100	100	Hotel ownership
Maximum Good Limited	Hong Kong	HK\$1	100	100	Property investment
MetaGreen Technology Limited	Hong Kong	HK\$2	100	100	Investment holding
Metropolitan Central Kitchen Limited	Hong Kong	HK\$1	100	100	Sale of food products
Metropolitan F&B Management Limited	Hong Kong	HK\$1	100	100	Provision of management services for food and beverage operations
Million Sharp International Limited	Hong Kong	HK\$1	100	100	Property investment

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

Name	Place of incorporation/ registration/ and business	Issued ordinary share capital/ registered capital/ issued units	Percentage of equity interest attributable to the Company		Principal activities
			2023	2022	
Navigation Force Limited	British Virgin Islands	US\$1	100	100	Aircraft ownership and leasing
New Blossom International Limited	British Virgin Islands	US\$1	100	100	Investment holding
Rainbow Petal Limited	British Virgin Islands	US\$1	100	100	Investment holding
Regal Concord Limited	Hong Kong	HK\$1	100	100	Investment holding and financing
Regal Contracting Agency Limited	Hong Kong	HK\$1	100	100	Provision of agency contracting service
Regal Estate Agents Limited	Hong Kong	HK\$2	100	100	Provision of estate agency service
Regal Estate Management Limited	Hong Kong	HK\$2	100	100	Estate management
Regal F&B Management Limited	Hong Kong	HK\$1	100	100	Provision of management services for food and beverage operation
Regal Hotels (Holdings) Limited	Hong Kong	HK\$1,151,598,638	100	100	Investment holding and provision of management services
Regal Hotels Company Limited	Hong Kong	HK\$2	100	100	Investment holding
Regal Hotels International Limited	Hong Kong	HK\$100,000	100	100	Hotel management and investment holding
Regal Hotels Management (BVI) Limited	British Virgin Islands/ Mainland China	US\$1	100	100	Investment holding and provision of management services

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

Name	Place of incorporation/ registration/ and business	Issued ordinary share capital/ registered capital/ issued units	Percentage of equity interest attributable to the Company		Principal activities
			2023	2022	
Regal International Limited	British Virgin Islands	US\$20	100	100	Investment and trademark holding
Regal International (BVI) Holdings Limited	British Virgin Islands	HK\$10.1	100	100	Investment holding
Regal Portfolio Management Limited	Hong Kong	HK\$11,611,937	100	100	Asset management
RH International Finance Limited	British Virgin Islands/ Hong Kong	US\$1	100	100	Financing
R.H.I. Licensing B.V.	The Netherlands	NLG40,000	100	100	Trademark holding
Rich Capital Investment Limited	Hong Kong	HK\$100	100	100	Property development
Success Path Investments Limited	Hong Kong	HK\$1	100	100	Property investment
Talent Collection Limited	British Virgin Islands	US\$1	100	100	Investment holding
Tenshine Limited	Hong Kong	HK\$2	100	100	Financial assets investment and financing
Time Crest Investments Limited	British Virgin Islands	US\$1	100	100	Financial assets investment
Total Blessing Limited	British Virgin Islands	US\$1	100	100	Investment holding
Total Wisdom Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Treasure Dealer Limited	Hong Kong	HK\$1	100	100	Property investment
Treasure Wagon Company Limited	Hong Kong	HK\$2	100	100	Operation of security storage lounge

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

Name	Place of incorporation/ registration/ and business	Issued ordinary share capital/ registered capital/ issued units	Percentage of equity interest attributable to the Company		Principal activities
			2023	2022	
Unicorn Star Limited	British Virgin Islands	US\$1	100	100	Financial assets investment
Unique Sky Holdings Limited	British Virgin Islands	US\$1	100	100	Investment holding
Vast Charm International Limited	Hong Kong	HK\$1	100	100	Property investment
Vivid Merit Limited	British Virgin Islands	US\$1	100	100	Investment holding
Waterman House Investments Limited	England and Wales	GBP300	100	100	Property investment
Wealth Virtue Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Wealthy Path Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Wealthy Smart Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Well Mount Investments Limited	British Virgin Islands	US\$1	100	100	Financial assets investment
Wing Bright Holdings Limited	British Virgin Islands	US\$1	100	100	Investment holding
Will Smart Investments Limited	Hong Kong	HK\$1	100	100	Property investment
Wise Ahead Holdings Limited	British Virgin Islands	US\$1	100	100	Investment holding
廣州市富堡訂房服務有限公司 <sup>(1)</sup>	The People's Republic of China ("PRC")/ Mainland China	RMB100,000	100	100	Provision of room reservation services
富豪酒店投資管理(上海)有限公司 <sup>(1)</sup>	PRC/ Mainland China	US\$140,000	100	100	Hotel management

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

Name	Place of incorporation/ registration/ and business	Issued ordinary share capital/ registered capital/ issued units	Percentage of equity interest attributable to the Company		Principal activities
			2023	2022	
Regal Real Estate Investment Trust	Hong Kong	3,257,431,189 units	74.89	74.89	Property investment
Bauhinia Hotels Limited <sup>(2)</sup>	Hong Kong	HK\$2	74.89	74.89	Hotel ownership
Cityability Limited <sup>(2)</sup>	Hong Kong	HK\$10,000	74.89	74.89	Hotel ownership
Gala Hotels Limited <sup>(2)</sup>	Hong Kong	HK\$2	74.89	74.89	Hotel ownership
Land Crown International Limited <sup>(2)</sup>	Hong Kong	HK\$1	74.89	74.89	Hotel ownership
Regal Asset Holdings Limited <sup>(2)</sup>	Bermuda/ Hong Kong	US\$12,000	74.89	74.89	Investment holding
Regal Riverside Hotel Limited <sup>(2)</sup>	Hong Kong	HK\$2	74.89	74.89	Hotel ownership
Rich Day Investments Limited <sup>(2)</sup>	Hong Kong	HK\$1	74.89	74.89	Financing
Ricobem Limited <sup>(2)</sup>	Hong Kong	HK\$100,000	74.89	74.89	Hotel ownership
Sonnix Limited <sup>(2)</sup>	Hong Kong	HK\$2	74.89	74.89	Property ownership and hotel operation
R-REIT International Finance Limited <sup>(2)</sup>	British Virgin Islands	US\$1	74.89	74.89	Financing
Tristan Limited <sup>(2)</sup>	Hong Kong	HK\$20	74.89	74.89	Hotel ownership
Wise Decade Investments Limited <sup>(2)</sup>	Hong Kong	HK\$1	74.89	74.89	Hotel ownership

Notes:

<sup>(1)</sup> These subsidiaries are registered as wholly foreign owned enterprises under PRC law.

<sup>(2)</sup> These companies are subsidiaries of Regal REIT.

Except for Regal International (BVI) Holdings Limited, all principal subsidiaries are indirectly held by the Company.

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

## 2. ACCOUNTING POLICIES

### 2.1 BASIS OF PREPARATION

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

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31st December, 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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

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

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange equalisation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

HKFRS 17	<i>Insurance Contracts</i>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to HKAS 12	<i>International Tax Reform - Pillar Two Model Rules</i>

The nature and impact of the new and revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (b) Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.
- (c) Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments did not have any significant impact on the financial position or performance of the Group upon initial application.
- (d) Amendments to HKAS 12 *International Tax Reform - Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. Entities are required to disclose the information relating to their exposure to Pillar Two income taxes in annual periods beginning on or after 1st January, 2023, but are not required to disclose such information for any interim periods ending on or before 31st December, 2023. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised HKFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised HKFRSs, if applicable, when they become effective.

Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> <sup>1</sup>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i> (the "2020 Amendments") <sup>1,4</sup>
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants</i> (the "2022 Amendments") <sup>1,4</sup>
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i> <sup>1</sup>
Amendments to HKAS 21	<i>Lack of Exchangeability</i> <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st January, 2024

<sup>2</sup> Effective for annual periods beginning on or after 1st January, 2025

<sup>3</sup> No mandatory effective date yet determined but available for adoption

<sup>4</sup> 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

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

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

Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1st January, 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1st January, 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether the classification of existing loan amounting to HK\$851.8 million may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 7 and HKFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.4 MATERIAL ACCOUNTING POLICIES

### (a) Business combinations and goodwill

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

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

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

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

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

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

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

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

### (b) Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which 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 over those policies.

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

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in the statement of profit or loss.

### (c) Fair value measurement

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

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

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

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

**(d) Impairment of non-financial assets**

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

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

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

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

Property, plant and equipment, other than construction in progress and properties under construction, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

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

Hotel buildings	Over the shorter of 40 years and the remaining lease terms
Leasehold properties	Over the shorter of 40 years and the remaining lease terms
Leasehold improvements	Over the shorter of the remaining lease terms and 10% to 20%
Furniture, fixtures and equipment	10% to 25%
Motor vehicles	25%
Aircraft	Over the remaining lease terms

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

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

Construction in progress is stated at cost less any impairment losses and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Properties under construction are stated at cost less any impairment losses and are not depreciated. Cost comprises land costs, direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Properties under construction are reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

**(f) Investment properties**

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

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

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

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" for owned property and/or accounts for such property in accordance with the policy stated under "Right-of-use assets" for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with HKAS 16 "Property, plant and equipment". For a transfer from properties held for sale to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the statement of profit or loss.

**(g) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

The Group's intangible assets mainly represent passenger service licences with indefinite useful lives, which are stated at cost less any impairment loss. Passenger service licences are regarded to have indefinite useful lives as they are renewable on a periodic basis with the appropriate authority and there is no foreseeable limit to the number of renewals and the period over which these assets are expected to generate cash flows for the Group.

### (h) Investments and other financial assets

#### *Initial recognition and measurement*

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

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

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

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

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

#### *Subsequent measurement*

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

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

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

*Financial assets at fair value through profit or loss*

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

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised in the statement of profit or loss when the right of payment has been established.

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

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

**(i) Impairment of financial assets**

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

*General approach*

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

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

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

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade debtors which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

### *Simplified approach*

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

**(j) Derecognition of financial assets**

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

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

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

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

**(k) Financial liabilities***Initial recognition and measurement*

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

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

*Subsequent measurement*

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

*Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

### *Financial liabilities at amortised cost (trade and other payables, and borrowings)*

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

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

### *Financial guarantee contracts*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECLs allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

## **(l) Derecognition of financial liabilities**

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

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

## **(m) Offsetting of financial instruments**

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

**(n) Derivative financial instruments***Initial recognition and subsequent measurement*

The Group purchased derivative financial instruments, such as put option and interest rate swap contract, for trading purpose. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

**(o) Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on the estimated selling prices less any estimated costs expected to be incurred to disposal.

**(p) Properties held for sale**

Properties held for sale are classified as current assets and stated at the lower of cost and net realisable value on an individual property basis. Cost includes all development expenditure, applicable borrowing costs and other direct costs attributable to such properties. Net realisable value is determined by reference to the prevailing market prices.

**(q) Properties under development**

Properties under development are stated at the lower of cost and net realisable value and comprise land costs, direct costs of construction, applicable borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period.

Properties under development are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond the normal operating cycle. On completion, the properties are transferred to properties held for sale.

### (r) Revenue recognition

#### *Revenue from contracts with customers*

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

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

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

#### (i) Hotel operations and management services

Revenue from the provision of hotel operations and management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from food and beverage operations of hotels is recognised at the point in time when the control of food and beverage products is transferred to the customer, generally upon purchase of the food and beverage items by the customer.

#### *Loyalty point programmes*

The Group's hotel operation segment operates loyalty point programmes which allow customers to accumulate points when they patronise the Group's hotels. The points can be redeemed for future spending in the hotels or other gifts. The loyalty point programmes give rise to a separate performance obligation because they provide a material right to the customers. Contract liabilities are recognised on the loyalty point programmes.

#### (ii) Sale of properties

Revenue from the sale of properties is recognised at the point in time when the purchasers obtain the physical possession or the legal title of the completed property and the Group has a present right to payment and the collection of the consideration is probable.

Some contracts for the sale of properties involve a difference in timing between the timing of payments and the transfer of properties. The difference in timing give rises to a significant financing complement.

(iii) Revenue from other operations

- Revenue from the sale of food products is recognised at the point in time when the control of the food products is transferred to the customers, generally on the delivery of the food products.
- Revenue from restaurant operation is recognised at the point in time when the control of the food and beverage products is transferred to the customer, generally upon purchase of the food and beverage items by the customer.
- Revenue from housekeeping services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.
- Revenue from the provision of estate management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

*Revenue from other sources*

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

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

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Net gain or loss from the sale of investments at fair value through profit or loss is recognised on the transaction dates when the relevant contract notes are exchanged.

*Other income*

Income from reimbursement of lease payments is recognised when the right to receive payment has been established.

**(s) Contract liabilities**

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

### (t) Foreign currencies

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

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

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

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at exchange rates that approximate to those prevailing at the dates of the transactions. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange equalisation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

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

### (u) Income tax

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

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

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

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

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

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

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

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

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

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

### (v) Leases

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

#### *Group as a lessee*

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

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

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets, which include leasehold land, leased properties and other equipment, are depreciated on a straight-line basis over the underlying lease terms.

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

When the right-of-use assets relate to interests in leasehold land held as properties held for sale, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for "properties held for sale". When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "investment properties".

#### (ii) Lease liabilities

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

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

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of other equipment that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

*Group as a lessor*

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

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

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

### (w) Employee benefits

#### *Staff retirement schemes*

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

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

### (x) Related parties

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

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

or

- (ii) the party is an entity where any of the following conditions applies:
  - (1) the entity and the Group are members of the same group;
  - (2) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (3) the entity and the Group are joint ventures of the same third party;
  - (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (6) the entity is controlled or jointly controlled by a person identified in (i);
  - (7) a person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (8) the entity, or any member of a group which it is a part, provides key management personnel services to the Group or to the parent of the Group.

**(y) Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

**(z) Borrowing costs**

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

**(aa) Dividends**

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividend is simultaneously proposed and declared, because the Company's memorandum of association and bye-laws grant the Directors the authority to declare interim dividend. Consequently, interim dividend is recognised immediately as a liability when it is proposed and declared.

**(ab) Provisions**

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

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

**(ac) Perpetual securities**

Perpetual securities with no contracted obligation to repay their principal or to pay any distribution are classified as part of equity.

### (ad) Maintenance reserves

The cost of aircraft maintenance, repairs, overhauls and compliance with return conditions for aircraft on operating leases are paid for by the lessee. For major airframe, engine and other maintenance events, the lessee will be required to make a maintenance contribution payment to the lessor. Certain lease agreements require the lessee to make the maintenance contribution payments on a monthly basis while other leases require the lessee to make the maintenance contribution payment in the form of a return compensation payment at the end of the lease. Upon receipt by the Group, these monthly and end of lease maintenance payments are accounted for as maintenance reserve liabilities because the Group generally reimburses the lessee or a subsequent lessee out of the payments the Group received when the Group is satisfied that the qualifying major maintenance event has been performed. At termination or expiry of a lease, maintenance reserve liabilities for the aircraft which have not been reimbursed to the lessee will typically continue to remain as maintenance reserve liabilities. Any shortfall that is identified in the maintenance reserve liabilities for an aircraft as compared to the expected future reimbursement obligations to a lessee, or any surplus, will be charged or released to the statement of profit or loss. Upon sale of an aircraft, the maintenance reserve liability for that aircraft which is not transferred to the buyer will be released to the statement of profit or loss.

If a lease requires the lessee to pay return compensation payments at the end of the lease, certain lessees are required to secure all or a portion of that obligation by a cash deposit or letter of credit. In some cases, the monthly maintenance payments or end of lease return compensation payments may be replaced by commitments from a third party, typically the original equipment manufacturer or an affiliate, which provides flight hour-based support to the lessee.

### (ae) Government grants

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

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

#### (a) Judgements

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

##### *Property lease classification - Group as lessor*

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

##### *Significant judgement in determining the lease term of contracts with renewal options*

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease.

##### *Classification between investment properties and owner-occupied properties*

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

### *Income taxes*

The Group has exposure to income taxes in different jurisdictions. Significant judgement is involved in determining the provision for income taxes. Determining income tax provisions involves judgement on the future tax treatment of certain transactions and interpretation of tax rules. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation, interpretations and practices in respect thereof.

### **(b) Estimation uncertainty**

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

#### *Estimation of fair value of investment properties*

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

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The carrying amount of investment properties at 31st December, 2023 was HK\$1,336.5 million (2022 - HK\$595.4 million). Further details, including the key assumptions used for fair value measurements are given in note 14 to the financial statements.

#### *Deferred tax assets*

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profits will be available against which the carryforward of unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying amounts of deferred tax assets and related taxable profit projections are reviewed at the end of each reporting period. The carrying value of gross deferred tax assets relating to recognised tax losses at 31st December, 2023 was HK\$105.7 million (2022 - HK\$57.4 million). The amount of unrecognised deferred tax assets in respect of tax losses at 31st December, 2023 was HK\$958.6 million (2022 - HK\$874.9 million). Further details are contained in note 30 to the financial statements.

*Impairment of non-financial assets*

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

*Provision for expected credit losses on trade debtors*

The Group uses a provision matrix to calculate ECLs for trade debtors. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product/service type and customer type).

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

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default in the future. The information about the ECLs on the Group's trade debtors is disclosed in note 21 to the financial statements.

*Provision for expected credit losses on other financial assets at amortised cost*

The measurement of impairment losses under HKFRS 9 on other financial assets at amortised cost requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also forward-looking analysis.

### *Leases - Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

### *Depreciation of property, plant and equipment - aircraft*

Aircraft are depreciated on the straight-line basis at rates which are calculated to write down the costs to their estimated residual values at the end of their operational lives. Certain estimates regarding the operational lives and residual values of the aircraft are made by the Group based on industry practice and internal technical valuation. The operational life and residual value are reviewed at least on an annual basis. The carrying amount of the Group's aircraft as at 31st December, 2023 was HK\$317.6 million (2022 - HK\$321.0 million).

#### 4. OPERATING SEGMENT INFORMATION

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

- (a) the hotel operation and management and hotel ownership segment engages in hotel operations and the provision of hotel management services, and the ownership in hotel properties for rental income;
- (b) the asset management segment engages in the provision of asset management services to Regal REIT;
- (c) the property development and investment segment includes investments in properties for sale and for rental income, and the provision of property agency and management services;
- (d) the financial assets investments segment engages in trading of financial assets at fair value through profit or loss and other financial assets investments;
- (e) the aircraft ownership and leasing segment\* engages in the aircraft ownership and leasing for rental income; and
- (f) the others segment mainly comprises sale of food products, operation and management of restaurants, operation of security storage lounge, the provision of housekeeping and related services and development and distribution of multimedia entertainment and digital educational content and multi-platform social games.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's loss before tax except that certain interest income, non-lease-related finance costs, head office and corporate gains and expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, tax recoverable, restricted cash, pledged time deposits and bank balances, time deposits, cash and bank balances, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest bearing bank borrowings, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

\* The Group owns a fleet of 2 passenger aircraft comprising two Airbus A320-232 and two aircraft engines with a net carrying amount of HK\$317.6 million and average lease rental yield ranging from 6.5% to 8.6%.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

The following tables present revenue, profit/(loss) and certain asset, liability and expenditure information for the Group's operating segments for the years ended 31st December, 2023 and 2022:

	Hotel operation and management and hotel ownership													
	Asset management		Property development and investment		Financial assets investments		Aircraft ownership and leasing		Others		Eliminations		Consolidated	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m
Segment revenue (Note 5):														
Sales to external customers	1,676.5	1,647.0	-	14.1	84.5	14.2	23.9	29.4	24.1	58.0	51.6	-	1,792.2	1,831.1
Intersegment sales	2.6	4.5	91.1	2.4	2.4	-	-	-	-	178.2	165.7	(274.3)	-	-
<b>Total segment revenue</b>	<b>1,679.1</b>	<b>1,651.5</b>	<b>91.1</b>	<b>16.5</b>	<b>86.9</b>	<b>14.2</b>	<b>23.9</b>	<b>29.4</b>	<b>24.1</b>	<b>236.2</b>	<b>217.3</b>	<b>(274.3)</b>	<b>1,792.2</b>	<b>1,831.1</b>
Segment results before depreciation	487.5	673.7	(16.5)	284.2	103.3	(901.0)	(65.5)	40.9	18.8	(12.3)	4.2	-	(117.2)	716.6
Depreciation	(605.1)	(610.0)	-	(4.0)	(4.0)	-	-	(6.7)	(6.8)	(2.8)	(3.0)	-	(618.6)	(623.8)
Segment operating results	(117.6)	63.7	(16.5)	280.2	99.3	(901.0)	(65.5)	34.2	12.0	(15.1)	1.2	-	(735.8)	92.8
Unallocated interest income and unallocated non-operating and corporate gains													28.5	12.7
Unallocated non-operating and corporate expenses, net													(93.7)	(93.8)
Finance costs (other than interest on lease liabilities)													(968.3)	(463.0)
Share of profits and losses of:														
Joint ventures	-	-	-	(181.7)	5.7	-	-	-	-	-	-	-	(181.7)	5.7
An associate	-	-	-	(0.1)	0.3	-	-	-	-	-	-	-	(0.1)	0.3
Loss before tax													(1,951.1)	(445.3)
Income tax													19.5	34.0
Loss for the year before allocation between equity holders of the parent and non-controlling interests													(1,931.6)	(411.3)
Attributable to:														
Equity holders of the parent													(1,791.9)	(358.3)
Non-controlling interests													(139.7)	(53.0)
													(1,931.6)	(411.3)

	Hotel operation and management and hotel ownership		Asset management		Property development and investment		Financial assets investments		Aircraft ownership and leasing		Others		Eliminations		Consolidated	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m	HK\$'m
Segment assets	18,150.4	18,716.0	32.6	33.6	3,722.6	3,415.7	1,722.5	2,766.5	329.2	323.1	26.9	33.6	(31.5)	(32.4)	23,952.7	25,256.1
Investments in joint ventures	-	-	-	-	2,817.7	3,122.9	-	-	-	-	-	-	-	-	2,817.7	3,122.9
Investments in associates	-	-	-	-	3.7	3.7	-	-	-	-	5.0	5.1	-	-	8.7	8.8
Cash and unallocated assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,739.6	1,860.0
<b>Total assets</b>	<b>(452.8)</b>	<b>(426.8)</b>	<b>(1.3)</b>	<b>(1.5)</b>	<b>(57.3)</b>	<b>(58.1)</b>	<b>(0.9)</b>	<b>(3.3)</b>	<b>(53.2)</b>	<b>(65.6)</b>	<b>(22.9)</b>	<b>(21.9)</b>	<b>31.5</b>	<b>32.4</b>	<b>(16,851.3)</b>	<b>(16,311.6)</b>
Segment liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest bearing bank borrowings and unallocated liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(94.1)</b>	<b>(84.4)</b>	<b>(5.8)</b>	<b>(12.8)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(99.9)</b>	<b>(97.2)</b>
Other segment information:																
Interest income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reimbursement of lease payments in connection with undertaking provided by a joint venture	-	(14.9)	-	-	-	-	-	-	-	-	-	-	-	-	-	(14.9)
Impairment loss on properties under development	-	-	-	-	42.5	-	-	-	-	-	-	-	-	-	42.5	-
Impairment of trade debtors, net	0.3	1.1	-	-	-	-	-	-	-	-	-	-	-	-	0.3	1.1
Fair value losses on financial assets at fair value through profit or loss, net	-	-	-	-	-	-	914.2	93.7	-	-	-	-	-	-	914.2	93.7
Fair value (gains)/losses on investment properties	(7.0)	(8.0)	-	-	23.7	15.3	-	-	-	-	-	-	-	-	16.7	7.3
Fair value gain upon reclassification of properties held for sale to investment properties	-	-	-	-	(241.6)	-	-	-	-	-	-	-	-	-	(241.6)	-
Reversal of impairment loss on items of property, plant and equipment and right-of-use assets	(3.5)	-	-	-	-	-	-	-	(11.8)	-	-	-	-	-	(15.3)	-
Impairment loss on investments in associates	-	-	-	-	-	-	-	-	-	-	0.1	0.5	-	-	0.1	0.5
Write off of intangible assets	-	-	-	-	-	-	-	-	-	-	3.6	-	-	-	3.6	-
Capital expenditure	57.3	46.8	0.1	-	0.6	3.3	-	-	-	-	1.0	1.5	-	-	59.0	51.6

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### Geographical information

(a) Revenue from external customers

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Hong Kong	1,742.5	1,786.7
Mainland China	3.8	2.5
Other	45.9	41.9
Total Revenue	<u>1,792.2</u>	<u>1,831.1</u>

The revenue information above is based on the locations of the customers, except for the property development and investment segment which is based on the locations of the properties.

(b) Non-current assets

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Hong Kong	20,930.3	21,170.5
Mainland China	1,283.4	1,266.4
Other	682.1	659.7
Total non-current assets	<u>22,895.8</u>	<u>23,096.6</u>

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

### Information about major customer

No further information about major customer is presented as no more than 10% of the Group's revenue was derived from sales to any single customer.

## 5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue, other income and gains, net are analysed as follows:

	2023 HK\$'million	2022 HK\$'million
<u>Revenue</u>		
<i>Revenue from contracts with customers</i>		
Hotel operations and management services	1,611.2	1,580.1
Proceeds from sale of properties	–	73.8
Other operations	64.7	57.2
	<u>1,675.9</u>	<u>1,711.1</u>
<i>Revenue from other sources</i>		
Rental income:		
Hotel properties	44.1	45.4
Investment properties	25.7	23.0
Aircraft	29.4	24.1
Others	2.6	2.7
Gain from sale of financial assets at fair value through profit or loss, net	7.0	3.7
Interest income from financial assets at fair value through profit or loss	5.5	12.5
Dividend income from listed investments	1.7	7.7
Other operations	0.3	0.9
	<u>1,792.2</u>	<u>1,831.1</u>
Total	<u><u>1,792.2</u></u>	<u><u>1,831.1</u></u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### Revenue from contracts with customers

(i) Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers:

For the year ended 31st December, 2023				
Segments	Hotel operation and management and hotel ownership HK\$'million	Property development and investment HK\$'million	Others HK\$'million	Total HK\$'million
<b>Types of goods or services</b>				
Hotel operations and management services				
Hotel operations	1,604.3	–	–	1,604.3
Management services	6.9	–	–	6.9
Other operations	–	7.0	57.7	64.7
Total	<u>1,611.2</u>	<u>7.0</u>	<u>57.7</u>	<u>1,675.9</u>
<b>Geographical markets</b>				
Hong Kong	1,607.4	7.0	57.7	1,672.1
Mainland China	3.8	–	–	3.8
Total	<u>1,611.2</u>	<u>7.0</u>	<u>57.7</u>	<u>1,675.9</u>
<b>Timing of revenue recognition</b>				
At a point in time	353.6	–	3.2	356.8
Over time	1,257.6	7.0	54.5	1,319.1
Total	<u>1,611.2</u>	<u>7.0</u>	<u>57.7</u>	<u>1,675.9</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

For the year ended 31st December, 2022

Segments	Hotel operation and management and hotel ownership HK\$'million	Property development and investment HK\$'million	Others HK\$'million	Total HK\$'million
<b>Types of goods or services</b>				
Hotel operations and management services				
Hotel operations	1,575.6	–	–	1,575.6
Management services	4.5	–	–	4.5
Sale of properties	–	73.8	–	73.8
Other operations	–	6.5	50.7	57.2
Total	<u>1,580.1</u>	<u>80.3</u>	<u>50.7</u>	<u>1,711.1</u>
<b>Geographical markets</b>				
Hong Kong	1,577.6	80.3	50.7	1,708.6
Mainland China	2.5	–	–	2.5
Total	<u>1,580.1</u>	<u>80.3</u>	<u>50.7</u>	<u>1,711.1</u>
<b>Timing of revenue recognition</b>				
At a point in time	271.9	73.8	4.1	349.8
Over time	1,308.2	6.5	46.6	1,361.3
Total	<u>1,580.1</u>	<u>80.3</u>	<u>50.7</u>	<u>1,711.1</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

Set out below is the reconciliation of the revenue from contracts with customers to the amounts disclosed in the segment information:

For the year ended 31st December, 2023				
Segments	Hotel operation and management and hotel ownership HK\$'million	Property development and investment HK\$'million	Others HK\$'million	Total HK\$'million
<b>Revenue from contracts with customers</b>				
External customers	1,611.2	7.0	57.7	1,675.9
Intersegment sales	–	–	178.2	178.2
Subtotal	1,611.2	7.0	235.9	1,854.1
Intersegment adjustments and eliminations	–	–	(178.2)	(178.2)
Total	1,611.2	7.0	57.7	1,675.9

For the year ended 31st December, 2022				
Segments	Hotel operation and management and hotel ownership HK\$'million	Property development and investment HK\$'million	Others HK\$'million	Total HK\$'million
<b>Revenue from contracts with customers</b>				
External customers	1,580.1	80.3	50.7	1,711.1
Intersegment sales	–	–	89.6	89.6
Subtotal	1,580.1	80.3	140.3	1,800.7
Intersegment adjustments and eliminations	–	–	(89.6)	(89.6)
Total	1,580.1	80.3	50.7	1,711.1

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

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Hotel operations and management services	53.9	106.6
Sale of properties	–	21.1
Total	<u>53.9</u>	<u>127.7</u>

(ii) Performance obligations

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

*Hotel operations and management services*

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before rendering the services. Hotel management service contracts are for periods of one year or less, or are billed based on the time incurred.

The performance obligation of food and beverage operations of hotels is satisfied when the control of the food and beverage products is transferred, being at the point when the customer purchases the food and beverage items at the food and beverage operations. Payment of the transaction is due immediately at the point when the customer purchases the food and beverage.

*Sale of properties*

The performance obligation is satisfied when the physical possession or the legal title of the completed property is obtained by the purchaser. Customer generally paid deposit during pre-sale. The transaction prices were adjusted to reflect the effects of the fair value of money and the significant benefit of financing.

*Sale of food products*

The performance obligation is satisfied upon delivery of the food products and payment is generally due within 30 to 90 days from delivery.

*Revenue from restaurant operation*

The performance obligation is satisfied when the control of the food and beverage products is transferred, being at the point when the customer purchases the food and beverage items at the restaurants. Payment of the transaction is due immediately at the point when the customer purchases the food and beverage.

*Revenue from housekeeping services*

The performance obligation is satisfied over time as services are rendered. Housekeeping service contracts are for periods of one year or less, or are billed based on the time incurred.

*Revenue from provision of estate management services*

The performance obligation is satisfied over time as services are rendered. Estate management services contracts are for periods of one year or less, or are billed based on the time incurred.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31st December are as follows:

	2023 HK\$'million	2022 HK\$'million
Within one year	<u>54.9</u>	<u>53.9</u>

All performance obligations are expected to be recognised within one year. The amounts disclosed above do not include variable consideration which is constrained.

	2023 HK\$'million	2022 HK\$'million
<u>Other income and gains, net</u>		
Bank interest income	25.6	10.7
Other interest income	95.5	85.3
Gain/(loss) on disposal of unlisted investments included in financial assets at fair value through profit or loss	(7.1)	5.5
Dividend income from unlisted investments	6.6	2.2
Release of aircraft maintenance reserve	9.1	–
Reimbursement of lease payments in connection with undertaking provided by a joint venture	–	14.9
Compensation received in relation to refinancing of a bank loan	–	23.7
Others	23.3	23.5
Total other income and gains	<u>153.0</u>	<u>165.8</u>

## 6. LOSS BEFORE TAX

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

	2023 HK\$'million	2022 HK\$'million
Cost of inventories sold and services provided	1,139.9	973.3
Depreciation of property, plant and equipment	337.3	342.5
Depreciation of right-of-use assets	281.3	281.3
Foreign exchange differences, net	8.3	29.0
Impairment of trade debtors, net	0.4	1.1
Employee benefit expense <sup>#</sup> (exclusive of directors' remuneration disclosed in note 8):		
Salaries, wages and allowances	622.5	542.5
Staff retirement scheme contributions	24.5	23.4
Less: Forfeited contributions	(0.3)	(0.9)
Net staff retirement scheme contributions <sup>^</sup>	24.2	22.5
	<b>646.7</b>	<b>565.0</b>
Fair value losses/(gains) on financial assets at fair value through profit or loss, net		
– mandatorily classified as such, including those held for trading	938.0	137.5
– derivative instruments - transactions not qualifying as hedges	(23.8)	(43.8)
	<b>914.2</b>	<b>93.7</b>
Lease payment not included in the measurement of lease liabilities (note 15(a)(iii))	0.7	2.0
Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties	4.0	1.6
Auditor's remuneration	6.2	8.0
Government subsidies* (included in revenue, cost of sales and administrative expenses)	–	(67.5)
	<b>–</b>	<b>(67.5)</b>

<sup>#</sup> Inclusive of an amount of HK\$558.5 million (2022 - HK\$476.3 million) classified under cost of inventories sold and services provided.

<sup>\*</sup> During the year ended 31st December, 2022, the government subsidies were granted under the Anti-epidemic Fund. There were no unfulfilled conditions relating to these grants.

<sup>^</sup> As at 31st December, 2023, the Group had no forfeited contributions available to reduce its contributions to the staff retirement scheme in future years (2022 - Nil).

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 7. FINANCE COSTS

An analysis of finance costs is as follows:

	2023 HK\$'million	2022 HK\$'million
Interest on bank loans	922.0	425.0
Interest on lease liabilities	0.7	0.5
Interest expenses arising from revenue contracts	–	0.3
Amortisation of debt establishment costs	41.4	39.8
Total interest expenses on financial liabilities not at fair value through profit or loss	964.1	465.6
Other loan costs	5.3	4.2
Subtotal	969.4	469.8
Less: Finance costs capitalised	(0.4)	(6.3)
Total	969.0	463.5

## 8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2023 HK\$'million	2022 HK\$'million
Fees	3.5	3.7
Other emoluments:		
Salaries, allowances and benefits in kind	21.8	22.5
Performance related/discretionary bonuses	–	1.2
Staff retirement scheme contributions	1.6	1.6
Total	<u>26.9</u>	<u>29.0</u>

### (a) Non-executive directors

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

	2023 HK\$'million	2022 HK\$'million
Non-executive director:		
Dr. Francis Choi Chee Ming, GBS, JP	0.25	0.25
Independent non-executive directors:		
Ms. Alice Kan Lai Kuen	0.35	0.35
Professor Japhet Sebastian Law	0.25	0.25
Ms. Winnie Ng, JP	0.35	0.35
Mr. Wong Chi Keung	0.40	0.40
Total	<u>1.60</u>	<u>1.60</u>

For the year ended 31st December, 2023, Directors' fees entitled by the non-executive director and the independent non-executive directors of the Company also included a fee for serving as a member of each of the Audit Committee (HK\$0.15 million per annum and HK\$0.1 million per annum as its chairman and a member, respectively), the Nomination Committee (HK\$0.05 million per annum) and the Remuneration Committee (HK\$0.05 million per annum) of the Company, where applicable, amounting to HK\$1.60 million (2022 - HK\$1.60 million, which also included fees for serving as members of the Board Committees).

There were no other emoluments payable to the non-executive director and independent non-executive directors during the year (2022 - Nil).

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### (b) Executive directors

	Fees HK\$'million (Notes)	Salaries, allowances and benefits in kind HK\$'million	Performance related/ discretionary bonuses HK\$'million	Staff retirement scheme contributions HK\$'million	Total remuneration HK\$'million
<b>2023</b>					
Mr. Lo Yuk Sui	0.45	8.21	–	0.57	9.23
Miss Lo Po Man	0.30	4.36	–	0.20	4.86
Ms. Belinda Yeung Bik Yiu	0.15	3.10	–	0.31	3.56
Mr. Kelvin Leung So Po*	0.05	0.44	–	0.04	0.53
Mr. Jimmy Lo Chun To	0.30	2.38	–	0.13	2.81
Mr. Kenneth Ng Kwai Kai	0.45	1.99	–	0.20	2.64
Mr. Allen Wan Tze Wai	0.15	1.31	–	0.13	1.59
Total	<u>1.85</u>	<u>21.79</u>	<u>–</u>	<u>1.58</u>	<u>25.22</u>
<b>2022</b>					
Mr. Lo Yuk Sui	0.44	8.05	0.46	0.55	9.50
Miss Lo Po Man	0.30	4.30	0.16	0.19	4.95
Ms. Belinda Yeung Bik Yiu	0.15	3.01	0.25	0.30	3.71
Mr. Donald Fan Tung#	0.29	1.71	–	0.11	2.11
Mr. Jimmy Lo Chun To	0.30	2.22	0.10	0.12	2.74
Mr. Kenneth Ng Kwai Kai	0.44	1.94	0.16	0.19	2.73
Mr. Allen Wan Tze Wai	0.15	1.27	0.10	0.13	1.65
Total	<u>2.07</u>	<u>22.50</u>	<u>1.23</u>	<u>1.59</u>	<u>27.39</u>

\* Mr. Kelvin Leung So Po was appointed as an executive director of the Company with effect from 1st September, 2023.

# Mr. Donald Fan Tung resigned as an executive director of the Company with effect from 16th December, 2022.

Notes:

For the years ended 31st December, 2023 and 2022, the fees entitled by:

- Mr. Lo Yuk Sui also included (i) a fee of HK\$0.05 million per annum for serving as a member of each of the Nomination Committee and the Remuneration Committee of the Company; and (ii) a fee of HK\$0.15 million per annum for serving as a non-executive director of Regal Portfolio Management Limited ("RPML") (the manager of Regal REIT) and a fee of HK\$0.05 million per annum for serving as a member of the nomination committee of RPML since its establishment on 18th March, 2022.
- Miss Lo Po Man and Mr. Jimmy Lo Chun To also included a fee of HK\$0.15 million per annum entitled by each of these Directors for serving as a non-executive director of RPML.
- Mr. Kenneth Ng Kwai Kai also included a fee of HK\$0.15 million per annum for serving as a non-executive director of RPML, a fee of HK\$0.1 million per annum for serving as a member of the audit committee of RPML and a fee of HK\$0.05 million per annum for serving as a member of the nomination committee of RPML since its establishment on 18th March, 2022.

For the year ended 31st December, 2022, the fees entitled by Mr. Donald Fan Tung also included a fee of HK\$0.143 million for serving as a non-executive director of RPML. Mr. Donald Fan Tung resigned as a non-executive director of RPML with effect from 16th December, 2022.

There was no arrangement under which a Director waived or agreed to waive any remuneration during the year (2022 - Nil).

### 9. SENIOR EXECUTIVES' EMOLUMENTS

The five highest paid individuals during the year included five (2022 - five) Directors, details of whose remuneration are disclosed in note 8 to the financial statements.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 10. INCOME TAX

	2023 HK\$'million	2022 HK\$'million
Current - Hong Kong		
Charge for the year	22.5	24.9
Overprovision in prior years	(0.9)	(0.2)
Deferred (note 30)	(41.1)	(58.7)
Total tax credit for the year	<u>(19.5)</u>	<u>(34.0)</u>

The provision for Hong Kong profits tax has been calculated by applying the applicable tax rate of 16.5% (2022 - 16.5%) to the estimated assessable profits which were earned in or derived from Hong Kong during the year.

Taxes on the profits of subsidiaries operating overseas are calculated at the rates prevailing in the respective jurisdictions in which they operate.

A reconciliation of the tax credit applicable to loss before tax at the statutory tax rate for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax credit at the effective tax rate is as follows:

	2023 HK\$'million	2022 HK\$'million
Loss before tax	<u>(1,951.1)</u>	<u>(445.3)</u>
Tax at the Hong Kong statutory tax rate of 16.5% (2022 - 16.5%)	(321.9)	(73.5)
Adjustments in respect of current tax of previous years	(0.9)	(0.2)
Profits and losses attributable to joint ventures and associates	30.0	(1.0)
Higher tax rates of other jurisdictions	0.1	(0.3)
Income not subject to tax	(63.9)	(53.8)
Expenses not deductible for tax	248.8	56.2
Tax losses utilised from previous years	(6.0)	(4.0)
Tax losses not recognised during the year	89.7	43.2
Others	4.6	(0.6)
Tax credit at the Group's effective rate	<u>(19.5)</u>	<u>(34.0)</u>

The share of tax charge attributable to a joint venture amounting to HK\$23.5 million (2022 - HK\$80.2 million) is included in "Share of profits and losses of joint ventures and an associate" in the consolidated statement of profit or loss.

**11. DIVIDENDS**

No dividend was paid or proposed during the year ended 31st December, 2023, nor has any dividend been proposed since the end of the reporting period (2022 - Nil).

**12. LOSS PER ORDINARY SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT****(a) Basic loss per ordinary share**

The calculation of the basic loss per ordinary share is based on the loss for the year attributable to equity holders of the parent of HK\$1,791.9 million (2022 - HK\$358.3 million), adjusted for the distribution related to perpetual securities of HK\$114.6 million (2022 - HK\$114.8 million), and on the weighted average of 898.8 million (2022 - 898.8 million) ordinary shares of the Company in issue during the year.

**(b) Diluted loss per ordinary share**

No adjustment was made to the basic loss per ordinary share for the years ended 31st December, 2023 and 2022 as the Company had no potentially dilutive ordinary shares in issue and therefore no diluting events existed throughout the years.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 13. PROPERTY, PLANT AND EQUIPMENT

	Hotel buildings HK\$'million	Leasehold properties HK\$'million	Property under construction HK\$'million	Leasehold improvements HK\$'million	Furniture, fixtures and equipment HK\$'million	Motor vehicles HK\$'million	Aircraft HK\$'million	Construction in progress HK\$'million	Total HK\$'million
<b>31st December, 2023</b>									
At 1st January, 2023:									
Cost	7,474.9	35.9	219.3	608.7	521.2	7.6	420.2	3.4	9,291.2
Accumulated depreciation and impairment	(2,275.8)	(8.7)	-	(463.6)	(423.8)	(5.7)	(99.2)	-	(3,276.8)
Net carrying amount	<u>5,199.1</u>	<u>27.2</u>	<u>219.3</u>	<u>145.1</u>	<u>97.4</u>	<u>1.9</u>	<u>321.0</u>	<u>3.4</u>	<u>6,014.4</u>
At 1st January, 2023, net of accumulated depreciation and impairment	5,199.1	27.2	219.3	145.1	97.4	1.9	321.0	3.4	6,014.4
Reclassification	-	-	-	-	5.4	-	-	(5.4)	-
Additions	-	-	-	0.2	45.1	1.6	-	6.9	53.8
Transfer to investment properties	(5.2)	-	-	-	-	-	-	-	(5.2)
Write off/disposals	-	-	-	(0.1)	(0.3)	-	(8.4)	-	(8.8)
Surplus on revaluation	2.2	-	-	-	-	-	-	-	2.2
Reversal of impairment loss	0.6	-	-	-	-	-	11.8	-	12.4
Depreciation provided during the year	(242.3)	(1.1)	-	(45.4)	(40.8)	(1.0)	(6.7)	-	(337.3)
Exchange realignment	-	-	12.1	-	(0.1)	-	(0.1)	-	11.9
At 31st December, 2023, net of accumulated depreciation and impairment	<u>4,954.4</u>	<u>26.1</u>	<u>231.4</u>	<u>99.8</u>	<u>106.7</u>	<u>2.5</u>	<u>317.6</u>	<u>4.9</u>	<u>5,743.4</u>
At 31st December, 2023:									
Cost	7,471.9	35.8	231.4	608.5	570.9	8.4	414.5	4.9	9,346.3
Accumulated depreciation and impairment	(2,517.5)	(9.7)	-	(508.7)	(464.2)	(5.9)	(96.9)	-	(3,602.9)
Net carrying amount	<u>4,954.4</u>	<u>26.1</u>	<u>231.4</u>	<u>99.8</u>	<u>106.7</u>	<u>2.5</u>	<u>317.6</u>	<u>4.9</u>	<u>5,743.4</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

	Hotel buildings HK\$'million	Leasehold properties HK\$'million	Property under construction HK\$'million	Leasehold improvements HK\$'million	Furniture, fixtures and equipment HK\$'million	Motor vehicles HK\$'million	Aircraft HK\$'million	Construction in progress HK\$'million	Total HK\$'million
<b>31st December, 2022</b>									
At 1st January, 2022:									
Cost	7,474.9	35.9	244.6	581.0	474.8	6.4	419.5	24.2	9,261.3
Accumulated depreciation and impairment	(2,033.6)	(7.6)	-	(414.6)	(381.2)	(4.9)	(92.2)	-	(2,934.1)
Net carrying amount	<u>5,441.3</u>	<u>28.3</u>	<u>244.6</u>	<u>166.4</u>	<u>93.6</u>	<u>1.5</u>	<u>327.3</u>	<u>24.2</u>	<u>6,327.2</u>
At 1st January, 2022, net of accumulated									
depreciation and impairment	5,441.3	28.3	244.6	166.4	93.6	1.5	327.3	24.2	6,327.2
Reclassification	-	-	-	2.0	25.0	-	-	(27.0)	-
Additions	-	-	-	25.7	21.4	1.2	-	6.2	54.5
Depreciation provided during the year	(242.2)	(1.1)	-	(49.0)	(42.6)	(0.8)	(6.8)	-	(342.5)
Exchange realignment	-	-	(25.3)	-	-	-	0.5	-	(24.8)
At 31st December, 2022, net of accumulated	<u>5,199.1</u>	<u>27.2</u>	<u>219.3</u>	<u>145.1</u>	<u>97.4</u>	<u>1.9</u>	<u>321.0</u>	<u>3.4</u>	<u>6,014.4</u>
At 31st December, 2022:									
Cost	7,474.9	35.9	219.3	608.7	521.2	7.6	420.2	3.4	9,291.2
Accumulated depreciation and impairment	(2,275.8)	(8.7)	-	(463.6)	(423.8)	(5.7)	(99.2)	-	(3,276.8)
Net carrying amount	<u>5,199.1</u>	<u>27.2</u>	<u>219.3</u>	<u>145.1</u>	<u>97.4</u>	<u>1.9</u>	<u>321.0</u>	<u>3.4</u>	<u>6,014.4</u>

At 31st December, 2023, the Group's property, plant and equipment and right-of-use assets with net carrying amounts of HK\$5,086.9 million (2022 - HK\$5,462.1 million) and HK\$12,521.8 million (2022 - HK\$12,838.0 million) (note 15), respectively, were pledged to secure banking facilities granted to the Group.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

As at 31st December, 2023, the Group's hotel properties under hotel operation included in the hotel buildings and other categories of property, plant and equipment had net carrying amounts of HK\$4,954.4 million (2022 - HK\$5,199.1 million) and HK\$197.5 million (2022 - HK\$234.0 million), respectively. The leasehold land of hotel properties is recognised as right-of-use assets with net carrying amount of HK\$12,456.8 million (2022 - HK\$12,770.2 million), details of which are set out in note 15 to the financial statements.

During the year, with the recovery of the aviation industry, management considered there was an indicator of impairment reversal. Accordingly, a reversal of impairment loss on property, plant and equipment of HK\$11.8 million (2022 - Nil) was recognised by reference to the fair market value of the aircraft provided by an independent valuer based on the market approach.

During the year, due to the change in the usage of certain properties from owner-occupied to investment properties, reversal of impairment losses of property, plant and equipment and right-of-use assets of HK\$0.6 million (2022 - Nil) and HK\$2.9 million (2022 - Nil), respectively, were recognised.

## 14. INVESTMENT PROPERTIES

	2023 HK\$'million	2022 HK\$'million
Carrying amount at 1st January	595.4	605.3
Capital expenditure for the year	5.5	3.3
Lease modification	0.2	0.5
Transfer from right-of-use assets	47.0	–
Transfer from property, plant and equipment	5.2	–
Transfer from properties held for sale	696.0	–
Loss from fair value adjustments	(16.7)	(7.3)
Exchange realignment	3.9	(6.4)
	<u>1,336.5</u>	<u>595.4</u>
Carrying amount at 31st December	<u>1,336.5</u>	<u>595.4</u>

The Directors of the Company determined the Group's investment properties into different classes of asset based on the nature, characteristics and risks of each property. The Group's properties included in investment properties were revalued on 31st December, 2023 based on valuations performed by Savills Valuation and Professional Services Limited, CBRE Limited, Colliers International (Hong Kong) Limited, Colliers International Spain and Cushman & Wakefield Limited, five independent professionally qualified valuers, at an aggregate valuation amount of HK\$1,331.5 million. Each year, the Group's management selects the external valuers to be appointed for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management also has discussions with the valuers on the valuation assumptions and valuation results twice a year when the valuations are performed for interim and annual financial reporting. Certain of the Group's investment properties are leased to third parties under operating leases, further summary details of which are included in note 15 to the financial statements.

At 31st December, 2023, the Group's investment properties with a carrying value of HK\$1,201.2 million (2022 - HK\$476.0 million) were pledged to secure banking facilities granted to the Group.

Further particulars of the Group's investment properties are included on pages 192 to 194.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's investment properties:

	Fair value measurement as at 31st December, 2023 using			Total HK\$'million
	Quoted prices in active markets (Level 1) HK\$'million	Significant observable inputs (Level 2) HK\$'million	Significant unobservable inputs (Level 3) HK\$'million	
Residential properties	–	–	1,004.2	1,004.2
Commercial properties	–	–	197.0	197.0
Hotel properties	–	–	128.1	128.1
Car parking space	–	–	2.2	2.2
Right-of-use assets	–	–	5.0	5.0
<b>Total</b>	<b>–</b>	<b>–</b>	<b>1,336.5</b>	<b>1,336.5</b>

	Fair value measurement as at 31st December, 2022 using			Total HK\$'million
	Quoted prices in active markets (Level 1) HK\$'million	Significant observable inputs (Level 2) HK\$'million	Significant unobservable inputs (Level 3) HK\$'million	
Residential properties	–	–	331.0	331.0
Commercial properties	–	–	145.0	145.0
Hotel properties	–	–	112.7	112.7
Right-of-use assets	–	–	6.7	6.7
<b>Total</b>	<b>–</b>	<b>–</b>	<b>595.4</b>	<b>595.4</b>

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2022 - Nil).

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

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

	Residential properties HK\$'million	Commercial properties HK\$'million	Hotel properties HK\$'million	Car parking space HK\$'million	Right-of-use assets HK\$'million
Carrying amount at 1st January, 2022	343.0	142.0	111.3	–	9.0
Capital expenditure for the year	3.3	–	–	–	–
Lease modification	–	–	–	–	0.5
Gain/(loss) from fair value adjustments	(15.3)	3.0	7.2	–	(2.2)
Exchange realignment	–	–	(5.8)	–	(0.6)
Carrying amount at 31st December, 2022 and 1st January, 2023	331.0	145.0	112.7	–	6.7
Capital expenditure for the year	0.9	–	4.6	–	–
Lease modification	–	–	–	–	0.2
Transfer from right-of-use assets	–	47.0	–	–	–
Transfer from property, plant and equipment	–	3.0	–	2.2	–
Transfer from properties held for sale	696.0	–	–	–	–
Gain/(loss) from fair value adjustments	(23.7)	2.0	7.1	–	(2.1)
Exchange realignment	–	–	3.7	–	0.2
Carrying amount at 31st December, 2023	1,004.2	197.0	128.1	2.2	5.0

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

	Valuation techniques	Significant unobservable inputs	Range	
			2023	2022
Residential properties	Sales comparison approach	Estimated market price per square foot	HK\$28,268 to HK\$34,541	HK\$30,786 to HK\$31,110
Commercial properties	Discounted cash flow method	Capitalisation rate	2.50% to 3.00%	3.00%
		Discount rate	5.50% to 6.00%	6.00%
		Estimated rental value per square metre per month	HK\$597 to HK\$1,045	HK\$580 to HK\$756
Hotel properties	Discounted cash flow method	Capitalisation rate	8.00%	8.50%
		Discount rate	9.80% to 12.30%	9.9% to 12.2%
		Estimated rental value per square metre per month	Euro 7.89 to Euro 8.26	Euro 7.67 to Euro 8.07
Car parking space	Sales comparison approach	Estimated market price per unit	HK\$2,200,000	N/A
Right-of-use assets	Discounted cash flow method	Discount rate	3.12%	3.09%
		Estimated rental value per month	Euro 22,143	Euro 22,143

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

Under the sales comparison approach, fair value is estimated with reference to the sales of comparable properties as available in the market, with adjustment for the difference in key attributes such as the time, location, size, interior decoration and other relevant matters.

Under the discounted cash flow method for commercial and hotel properties, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flows in order to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

Under the discounted cash flow method for right-for-use assets, fair value is estimated using assumptions regarding the benefits of right-of-use assets over the lease period with the landlord. This method involves the projection of a series of cash flows on the right-of-use assets. A discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the right-of-use assets.

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment or refurbishment. The appropriate duration is driven by market behaviour that is a characteristic of the class of property. The periodic cash flow is estimated as gross rental income less expenses. The series of periodic net rental income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

A significant increase/(decrease) in the estimated price per square foot, estimated rental value and estimated market price per unit in isolation would result in a significant increase/(decrease) in the fair value of the residential, commercial and hotel properties, right-of-use assets and car parking space, respectively. A significant increase/(decrease) in the capitalisation rate and the discount rate in isolation would result in a significant decrease/(increase) in the fair value of the commercial and hotel properties and right-of-use assets.

## 15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

### (a) The Group as a lessee

The Group has lease contracts for various items of leasehold land, leased properties and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners and no ongoing payments will be made under the terms of these land leases. Leases of leased properties generally have lease terms between 1 and 12 years, while other equipment generally has lease terms between 2 and 5 years. Certain equipment has lease terms of 12 months or less and/or is individually of low value. There are several lease contracts that include extension and termination options and variable lease payments.

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

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

	Leasehold land HK\$'million	Leased properties HK\$'million	Total HK\$'million
As at 1st January, 2022	13,110.1	23.0	13,133.1
Modification	–	5.7	5.7
Depreciation charge	(272.1)	(9.2)	(281.3)
As at 31st December, 2022 and 1st January, 2023	12,838.0	19.5	12,857.5
Modification	–	2.8	2.8
Transfer to investment properties	(47.0)	–	(47.0)
Reversal of impairment loss	2.9	–	2.9
Depreciation charge	(272.1)	(9.2)	(281.3)
As at 31st December, 2023	<u>12,521.8</u>	<u>13.1</u>	<u>12,534.9</u>

At 31st December, 2023 and 2022, the Group's leasehold land was pledged to secure banking facilities granted to the Group.

Further details of reversal of impairment loss on right-of-use assets are disclosed in note 13 to the financial statements.

**(ii) Lease liabilities**

The carrying amount of lease liabilities and the movements during the year are as follows:

	2023 HK\$'million	2022 HK\$'million
Carrying amount at 1st January	26.5	32.1
Modification	2.7	6.1
Interest expenses	0.7	0.5
Payments	(11.9)	(11.7)
Exchange realignment	0.2	(0.5)
	<u>18.2</u>	<u>26.5</u>
Carrying amount at 31st December		
Analysed into:		
Due within one year	11.7	10.8
Due in the second year	5.6	10.1
Due in the third to fifth years, inclusive	<u>0.9</u>	<u>5.6</u>

The maturity analysis of lease liabilities is disclosed in note 42 to the financial statements.

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

	2023 HK\$'million	2022 HK\$'million
Interest on lease liabilities	0.7	0.5
Depreciation charge of right-of-use assets	281.3	281.3
Expense relating to short-term leases (included in cost of sales and administrative expenses)	0.7	2.0
Gain on lease modification	(0.2)	(0.2)
Reversal of impairment loss	2.9	–
	<u>285.4</u>	<u>283.6</u>
Total amount recognised in profit or loss		

**(iv)** The total cash outflow for leases is disclosed in note 35(d) to the financial statements.

**(b) The Group as a lessor**

The Group leases its investment properties (note 14) consisting of residential, commercial and hotel properties in Hong Kong and overseas under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

The Group also leases certain retail space and areas of its hotel properties and aircraft under operating lease arrangements. The terms of the leases generally also require the tenants to pay security deposits and, in certain cases, provide for periodic rent adjustments according to the terms under the leases.

Rental income recognised by the Group during the year was HK\$101.8 million (2022 - HK\$95.2 million), details of which are included in note 5 to the financial statements.

As at the end of the reporting period, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Within one year	51.2	53.4
After one year but within two years	27.0	12.5
After two years but within three years	15.1	0.1
	<hr/>	<hr/>
Total	<b>93.3</b>	<b>66.0</b>
	<hr/> <hr/>	<hr/> <hr/>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 16. PROPERTIES UNDER DEVELOPMENT

Properties under development are analysed as follows:

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Balance at 1st January	575.8	1,489.0
Additions	3.8	203.2
Transfer to properties held for sale	–	(1,112.0)
Impairment loss on properties under development	<b>(42.5)</b>	–
Exchange realignment	<b>2.8</b>	(4.4)
	<hr/>	<hr/>
Balance at 31st December	<b>539.9</b>	575.8
Portion included in current assets	<b>(88.9)</b>	(85.0)
	<hr/>	<hr/>
Non-current portion	<b>451.0</b>	490.8
	<hr/> <hr/>	<hr/> <hr/>
	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Properties under development included under current assets expected to be completed within normal operating cycle and recovered:		
Within one year	<b>88.9</b>	85.0
	<hr/> <hr/>	<hr/> <hr/>

At 31st December, 2023, the Group's properties under development with carrying amount of HK\$88.9 million (2022 - HK\$85.0 million) were pledged to secure banking facilities granted to the Group.

17. INVESTMENTS IN JOINT VENTURES

	2023 HK\$'million	2022 HK\$'million
Share of net assets	435.2	862.4
Unrealised income and gain eliminated	(135.9)	(143.8)
Loans to a joint venture	2,448.8	2,370.4
Amount due from a joint venture	69.6	33.9
Total	<u>2,817.7</u>	<u>3,122.9</u>

The loans to and amount due from a joint venture are unsecured, interest-free and repayable on demand except for amounts of HK\$1,284.9 million (2022 - HK\$1,206.4 million) which are interest bearing at rates ranging from 3.3% to 5.875% per annum (2022 - ranging from 3% to 5.625% per annum). In the opinion of the Directors, these loans are considered as part of the Group's net investments in the joint ventures. There was no recent history of default and past due amounts for an amount due from a joint venture. As at 31st December, 2023 and 2022, the loss allowance was assessed to be minimal.

Particulars of the Group's joint ventures are as follows:

Name	Place of incorporation and business	Particulars of issued shares held	Percentage of equity interest attributable to the Group		Principal activities
			2023	2022	
Faith Crown Holdings Limited ("Faith Crown")	British Virgin Islands	Ordinary shares of US\$1 each	50	50	Investment holding
P&R Holdings Limited ("P&R")*	British Virgin Islands	Ordinary shares of US\$1 each	50	50	Investment holding

The above investments are indirectly held by the Company.

\* P&R is owned by the Group and a wholly owned subsidiary of Paliburg Holdings Limited ("PHL"), the immediate listed holding company of the Company, on a 50:50 basis and is the holding company of subsidiaries primarily involved in the property development projects for sale and/or leasing and the undertaking of related investment and financing activities, including Cosmopolitan International Holdings Limited ("Cosmopolitan"), a listed subsidiary of P&R.

Both Faith Crown and P&R are considered material joint ventures of the Group and are accounted for using the equity method.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

The following tables illustrate the summarised financial information in respect of each of the above joint ventures adjusted for any differences in accounting policies and reconciled to the carrying amounts in the financial statements:

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
<b>Faith Crown</b>		
Non-current assets	45.4	45.5
Current liabilities	<u>(40.6)</u>	<u>(40.6)</u>
Net assets	<u>4.8</u>	<u>4.9</u>
Reconciliation to the Group's interest in the joint venture:		
Proportion of the Group's ownership	50%	50%
Group's share of net assets of the joint venture and carrying amount of the investment	<u>2.4</u>	<u>2.4</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

	2023 HK\$'million	2022 HK\$'million
<b>P&amp;R and its subsidiaries</b>		
Non-current assets	4,894.5	5,259.3
Cash and cash equivalents	104.8	203.2
Other current assets	7,846.5	8,220.1
Current assets	7,951.3	8,423.3
Financial liabilities, excluding trade and other payables	(4,806.2)	(1,991.2)
Other current liabilities	(1,465.8)	(1,454.4)
Current liabilities	(6,272.0)	(3,445.6)
Non-current financial liabilities, excluding trade and other payables	(4,574.6)	(7,490.0)
Other non-current liabilities	(668.8)	(428.5)
Non-current liabilities	(5,243.4)	(7,918.5)
Net assets	1,330.4	2,318.5
Net assets attributable to equity holders of the parent	865.6	1,720.0
Reconciliation to the Group's interest in the joint venture:		
Proportion of the Group's ownership	50%	50%
Group's share of net assets of the joint venture	432.8	860.0
Unrealised interest income eliminated	(135.9)	(143.8)
Loans to the joint venture	2,448.8	2,370.4
Amount due from the joint venture	69.6	33.9
Carrying amount of the investment	2,815.3	3,120.5
Revenue	1,021.0	2,184.0
Interest income	18.0	19.1
Depreciation	(36.6)	(39.5)
Interest expenses	(386.9)	(254.8)
Income tax	(47.1)	(160.4)
Profit/(loss) for the year	(495.1)	28.8
Other comprehensive loss for the year	(493.0)	(295.1)
Total comprehensive loss for the year	(988.1)	(266.3)

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

At 31st December, 2023, the Group's share of maximum capital commitment as agreed for P&R in respect of its property development projects amounted to HK\$4,200.0 million (2022 - HK\$4,200.0 million) (the "P&R Capital Commitment"). At 31st December, 2023, shareholder's loans in an aggregate amount of HK\$2,064.0 million (2022 - HK\$2,064.0 million) have been contributed, of which HK\$1,562.6 million has been provided under the P&R Capital Commitment, which was interest free except for an amount of HK\$900.0 million bearing interest at 3.3% per annum (2022 - HK\$900.0 million bore interest at 3.3%). The balance of the shareholders loans of HK\$501.4 million (2022 - HK\$501.4 million) was interest-free. In addition, a total amount of HK\$1,901.3 million (2022 - HK\$2,149.0 million) has been provided as guarantees, on a several basis, for banking facilities granted to certain subsidiaries and an associate of P&R, of which HK\$1,703.0 million (2022 - HK\$1,949.0 million) and HK\$198.3 million (2022 - HK\$200.0 million), respectively, have been provided under the P&R Capital Commitment.

In addition, two (2022 - two) loan facilities totalling HK\$1,550.0 million (2022 - HK\$1,550.0 million) have been granted to P&R, of which HK\$384.9 million (2022 - HK\$306.4 million) has been utilised, which bore interest at rates ranging from 5.625% to 5.875% per annum (2022 - ranging from 5% to 5.625% per annum).

At the end of the reporting period, the Group's share of the P&R group's own capital commitments in respect of property development projects was as follows:

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Contracted, but not provided for	<u><b>86.4</b></u>	<u>258.2</u>

### 18. INVESTMENTS IN ASSOCIATES

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Share of net assets	3.7	3.7
Amounts due from associates	<b>83.6</b>	83.6
Provision for impairment	<b>(78.6)</b>	(78.5)
	<u><b>8.7</b></u>	<u>8.8</u>

The amounts due from associates are unsecured, interest-free and repayable on demand. In the opinion of the Directors, these amounts are considered as part of the Group's net investments in the associates. As at 31st December, 2023, the loss allowance for impairment of amounts due from associates of HK\$78.6 million (2022 - HK\$78.5 million) represented lifetime ECLs made for credit-impaired balances. Except for the above balances, there has been no significant increase in credit risk of the remaining balances. As at 31st December, 2023 and 2022, the loss allowance for such remaining balances was assessed to be minimal.

Particulars of the Group's associates are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary share capital/ registered capital	Percentage of equity interest attributable to the Group		Principal activities
			2023	2022	
8D International (BVI) Limited	British Virgin Islands	HK\$1,000	30.0	30.0	Investment holding
8D Matrix Limited ("8D Matrix")	British Virgin Islands	HK\$2,000,000	36.0 <sup>(1)</sup>	36.0 <sup>(1)</sup>	Investment holding
8D International Limited <sup>#</sup>	Hong Kong	HK\$500,000	36.0 <sup>(1)</sup>	36.0 <sup>(1)</sup>	Advertising and promotion
Century Innovative Technology Limited <sup>#</sup>	Hong Kong	HK\$1	36.0 <sup>(1)</sup>	36.0 <sup>(1)</sup>	Development and distribution of edutainment products
深圳市世紀創意科技有限公司 <sup>#</sup>	PRC/ Mainland China	RMB63,000,000	36.0 <sup>(1)</sup>	36.0 <sup>(1)</sup>	Development and distribution of edutainment products
Yieldtop Holdings Limited ("Yieldtop")	British Virgin Islands	US\$100	50.0	50.0	Investment holding
Hang Fok Properties Limited <sup>^</sup>	British Virgin Islands	US\$100	50.0	50.0	Investment holding

<sup>#</sup> These are wholly owned subsidiaries of 8D Matrix.

<sup>^</sup> This is a wholly owned subsidiary of Yieldtop.

<sup>(1)</sup> The percentage of equity interest includes a 6% attributable interest held through 8D International (BVI) Limited, a 30% owned associate of the Group.

The above associates are indirectly held by the Company.

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

	2023 HK\$'million	2022 HK\$'million
Share of the associates' profit/(loss) and total comprehensive income/(loss) for the year	(0.1)	0.3
Aggregate carrying amount of the Group's investments in the associates	8.7	8.8

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 HK\$'million	2022 HK\$'million
<b>Non-current:</b>		
Unlisted equity investments, at fair value	117.7	123.1
Unlisted fund investments, at fair value	463.1	631.2
Unlisted debt investments, at fair value	1.7	3.3
Total	<u>582.5</u>	<u>757.6</u>
<b>Current:</b>		
Listed equity investments, at fair value	383.5	1,800.8
Listed debt investments, at fair value	6.6	131.7
Unlisted debt investments, at fair value	649.8	–
Total	<u>1,039.9</u>	<u>1,932.5</u>

The unlisted equity, fund and debt investments were mandatorily classified as financial assets at fair value through profit or loss, as their contractual cash flows are not solely payments of principal and interest.

The above listed equity investments and listed debt investments included under current assets were classified as financial assets at fair value through profit or loss as they were held for trading.

The fair value of the Group's listed equity investments at the date of approval of these financial statements was approximately HK\$135.1 million.

During the year, the Group received dividend income from certain unlisted and listed investments amounting to HK\$6.6 million (2022 - HK\$2.2 million) and HK\$1.7 million (2022 - HK\$7.7 million), respectively.

## 20. OTHER LOAN

The other loan is analysed as follows:

	Note	2023 HK\$'million	2022 HK\$'million
Loan to Cosmopolitan group	(a)	847.2	739.2
Portion included in current assets		(847.2)	(382.2)
Non-current portion		–	357.0

- (a) The loan to Cosmopolitan group comprises a term loan of HK\$357.0 million (2022 - HK\$357.0 million) and a revolving loan of HK\$490.2 million (2022 - HK\$382.2 million), which bear interest at 5% per annum. The loan facilities will mature in October 2024 and are secured by a pledge over the equity interests of the holding companies of certain property development projects owned by the Cosmopolitan group in the PRC.

The balance above has no recent history of default and past due amounts. As at 31st December, 2023 and 2022, the loss allowance was assessed to be minimal.

## 21. DEBTORS, DEPOSITS AND PREPAYMENTS

Included in the balance is an amount of HK\$95.5 million (2022 - HK\$119.1 million) representing the trade debtors of the Group.

	2023 HK\$'million	2022 HK\$'million
Trade debtors	110.6	146.3
Impairment	(15.1)	(27.2)
Net carrying amount	95.5	119.1

The financial assets included in the balance, other than trade debtors, relate to receivables for which there was no recent history of default and past due amounts. As at 31st December, 2023 and 2022, the loss allowance was assessed to be minimal.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### Credit terms

Trade debtors, which generally have credit terms of 30 to 90 days, are recognised and carried at their original invoiced amounts less impairment. Bad debts are written off as incurred.

Included in the Group's debtors, deposits and prepayments are amounts due from fellow subsidiaries of HK\$15.8 million (2022 - HK\$10.8 million) and an amount due from an associate of a joint venture of HK\$1.6 million (2022 - HK\$0.3 million), which are repayable on credit terms similar to those offered to the major customers of the Group.

The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade debtors relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over these balances.

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

	2023 HK\$'million	2022 HK\$'million
Outstanding balances with ages:		
Within 3 months	78.5	98.6
4 to 6 months	4.5	3.8
7 to 12 months	4.9	12.9
Over 1 year	22.7	31.0
	<u>110.6</u>	<u>146.3</u>
Impairment	(15.1)	(27.2)
Total	<u><u>95.5</u></u>	<u><u>119.1</u></u>

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

	2023 HK\$'million	2022 HK\$'million
At 1st January	27.2	26.1
Amount written-off as uncollectible	(12.5)	–
Impairment loss recognised, net (note 6)	0.4	1.1
At 31st December	<u><u>15.1</u></u>	<u><u>27.2</u></u>

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by product/service type and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade debtors are written off if past due for more than one year and not subject to enforcement activity. During the year, the expected credit loss rate for certain customers that are credit impaired are assessed specifically by management.

Set out below is the information about the credit risk exposure on the Group's trade debtors using a provision matrix:

**As at 31st December, 2023**

	Credit impaired receivables	Current	Past due				Total
			Within 3 months	4 to 6 months	7 to 12 months	Over 1 year	
Expected credit loss rate	100%	–	–	6.6%	12.2%	56.4%	13.7%
Gross carrying amount (HK\$'million)	3.2	53.6	24.9	4.5	4.9	19.5	110.6
Expected credit losses (HK\$'million)	3.2	–	–	0.3	0.6	11.0	15.1

**As at 31st December, 2022**

	Credit impaired receivables	Current	Past due				Total
			Within 3 months	4 to 6 months	7 to 12 months	Over 1 year	
Expected credit loss rate	100%	–	–	5.3%	4.7%	69.9%	18.6%
Gross carrying amount (HK\$'million)	15.7	70.4	28.2	3.8	12.9	15.3	146.3
Expected credit losses (HK\$'million)	15.7	–	–	0.2	0.6	10.7	27.2

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 22. INTANGIBLE ASSETS

	Passenger service licence		Others		Total	
	2023 HK\$ million	2022 HK\$ million	2023 HK\$ million	2022 HK\$ million	2023 HK\$ million	2022 HK\$ million
Cost at 1st January, net of accumulated amortisation	3.6	3.6	3.2	–	6.8	3.6
Additions	–	–	0.4	3.2	0.4	3.2
Write-off	–	–	(3.6)	–	(3.6)	–
At 31st December	<u>3.6</u>	<u>3.6</u>	<u>–</u>	<u>3.2</u>	<u>3.6</u>	<u>6.8</u>

### 23. PROPERTIES HELD FOR SALE

At 31st December, 2023, the Group's properties held for sale with a carrying value of HK\$919.9 million (2022 - HK\$1,370.0 million) were pledged to secure banking facilities granted to the Group.

### 24. INVENTORIES

	2023 HK\$'million	2022 HK\$'million
Hotel and other merchandise	<u>23.8</u>	<u>25.6</u>

### 25. RESTRICTED CASH

At 31st December, 2023, the Group had approximately HK\$531.1 million (2022 - HK\$151.6 million) of cash which was restricted as to use and mainly to be utilised for the purpose of servicing the finance costs and repayments on certain interest bearing bank borrowings, funding the furniture, fixtures and equipment reserve for use in the hotel buildings, and deposits of certain tenants in respect of certain investment properties.

The amount also included a sum of HK\$93.0 million placed with a bank, which was placed to secure a bank guarantee issued to the Inland Revenue Department of Hong Kong SAR in connection with a stamp duty appeal as detailed in note 38.

**26. CREDITORS, DEPOSITS RECEIVED AND ACCRUALS**

Included in the balance is an amount of HK\$79.8 million (2022 - HK\$38.5 million) representing the trade creditors of the Group. The ageing analysis of these creditors as at the end of the reporting period, based on the invoice date, is as follows:

	2023 HK\$'million	2022 HK\$'million
Outstanding balances with ages:		
Within 3 months	79.7	38.2
Over 1 year	0.1	0.3
Total	<u>79.8</u>	<u>38.5</u>

The trade creditors are non-interest bearing and are normally settled within 90 days.

Included in the creditors, deposits received and accruals are amounts due to associates, a joint venture and fellow subsidiaries of HK\$13.2 million (2022 - HK\$13.3 million), HK\$22.7 million (2022 - HK\$22.7 million) and HK\$11.0 million (2022 - HK\$19.1 million), respectively, which are unsecured, non-interest bearing and repayable on demand.

**27. CONTRACT LIABILITIES**

	31st December, 2023 HK\$'million	31st December, 2022 HK\$'million	1st January, 2022 HK\$'million
Contract liabilities arising from:			
Hotel operations	47.1	49.9	102.7
Loyalty point programmes	7.8	4.0	3.9
Sale of properties	-	-	21.1
Total	<u>54.9</u>	<u>53.9</u>	<u>127.7</u>

Contract liabilities include (i) consideration received from customers in advance for hotel services and liabilities on the loyalty point programmes operated by the Group's hotels which allow customers to accumulate points when they patronise the Group's hotels or purchase certain property units developed by the Group and redeem the points for future spending in the hotels, other designated business units/services, or other gifts; and (ii) sales proceeds received in advance from property buyers in connection with the Group's pre-sale of properties and interest on the sales proceeds received. The increase in contract liabilities in 2023 was mainly due to the increase in advances for hotel services.

The decrease in contract liabilities in 2022 was mainly due to the decrease in advances for hotel services and decrease in sales proceeds received in advanced from buyers.

28. INTEREST BEARING BANK BORROWINGS

	2023		2022	
	Maturity	HK\$'million	Maturity	HK\$'million
<b>Current</b>				
Bank loans - secured	2024	2,954.1	2023	7,354.5
<b>Non-current</b>				
Bank loans - secured	2025 - 2028	13,214.1	2024 - 2027	8,221.2
Total		<u>16,168.2</u>		<u>15,575.7</u>

Analysed into:	2023	2022
	HK\$'million	HK\$'million
Bank loans repayable:		
Within one year	2,954.1	7,354.5
In the second year	4,315.9	167.8
In the third to fifth years, inclusive	8,898.2	8,053.4
Total	<u>16,168.2</u>	<u>15,575.7</u>

On 10th August, 2021, Regal REIT group, through its wholly-owned subsidiaries, Bauhinia Hotels Limited and Rich Day Investments Limited, entered into a facility agreement for a term loan facility of HK\$4,500.0 million and a revolving loan facility of up to HK\$500.0 million (the "2021 IH Facilities") for a term of five years. The 2021 IH Facilities are secured by four of the five Regal Hotels, namely, the Regal Airport Hotel, the Regal Hongkong Hotel, the Regal Oriental Hotel and the Regal Riverside Hotel. As at 31st December, 2023, the 2021 IH Facilities had an outstanding amount of HK\$4,965.4 million, representing the full amount of the term loan facility and an amount of HK\$465.4 million under the revolving loan facility.

On 8th March, 2018, Regal REIT group arranged, through its wholly-owned subsidiary, Ricobem Limited, a bilateral term loan facility of HK\$3,000.0 million (the "2018 RKH Facility"), secured by a mortgage over the Regal Kowloon Hotel. This facility had a term of five years to March 2023. In late June 2022, Regal REIT concluded a 5-year term loan facility of HK\$2,950.0 million (the "2022 RKH Facility") with a new lender, similarly secured by the Regal Kowloon Hotel, which was used to refinance the 2018 RKH Facility. The 2022 RKH Facility carries interest based on Hong Kong Interbank Offered Rate ("HIBOR") and has loan maturity in June 2027. As at 31st December, 2023, the outstanding amount of the 2022 RKH Facility was HK\$2,900.0 million, after an installment repayment of HK\$50.0 million in June 2023, representing the full amount of the term loan facility.

On 19th July, 2019, Regal REIT group, through its wholly-owned subsidiary, Sonnix Limited, entered into a facility agreement for a term loan facility of HK\$440.0 million (the "2019 WC Facility"), for a term of five years to July 2024. The 2019 WC Facility is secured by the iclub Wan Chai Hotel. On 22nd June, 2020, its principal amount was revised to HK\$405.0 million for compliance with an undertaking in the facility agreement. As at 31st December, 2023, the outstanding facility amount of the 2019 WC Facility was HK\$405.0 million.

On 17th October, 2023, Regal REIT group arranged, through its wholly-owned subsidiary, a new bilateral term loan facility of HK\$749.5 million and secured by the iclub Sheung Wan Hotel (the "2023 SW Facility") to replace the then term and revolving loan facilities of HK\$790.0 million. The 2023 SW Facility bears HIBOR-based interest with a four-year term to October 2027. As at 31st December, 2023, the outstanding amount of the 2023 SW Facility was HK\$749.5 million, representing the full amount of the term loan.

On 27th November, 2023, Regal REIT group arranged, through its wholly-owned subsidiary, another new bilateral term loan facility of HK\$755.0 million and secured by the iclub Fortress Hill Hotel (the "2023 FH Facility") to replace the then term and revolving loan facilities of HK\$825.0 million. The 2023 FH Facility bears HIBOR-based interest and has a term of five years to November 2028. As at 31st December, 2023, the outstanding amount of the 2023 FH Facility was HK\$755.0 million, representing the full amount of the term loan.

On 15th November, 2023, Regal REIT group arranged, through its wholly-owned subsidiary, a new term loan facility of HK\$650.0 million, secured by the iclub To Kwa Wan Hotel (the "2023 TKW Facility"), with a term of two years to November 2025 and bearing HIBOR-based interest, to replace the then term loan facility of HK\$621.0 million. As at 31st December, 2023, the outstanding amount of the 2023 TKW Facility was HK\$650.0 million, representing the full amount of the term loan.

As at 31st December, 2023, the outstanding loan facilities bore interest at the HIBOR plus an interest ranging from 1.05% per annum to 1.80% per annum (2022 - ranging from 1.05% per annum to 1.80% per annum).

Bank borrowings under the 2021 IH Facilities, the 2022 RKH Facility, the 2019 WC Facility, the 2023 SW Facility, the 2023 FH Facility and the 2023 TKW Facility are guaranteed by Regal REIT and/or certain individual companies of the Regal REIT group on a joint and several basis.

The Regal REIT group's interest-bearing bank borrowings are also secured by, amongst others:

- (i) legal charges and debentures over the corresponding properties;
- (ii) an assignment of rental income and all other proceeds arising from and including all rights, titles and interests under all hotel management agreements and lease agreements, where appropriate, relating to the relevant properties;
- (iii) charges over each relevant rental account, sales proceeds account and other control accounts of the Regal REIT group, if any;
- (iv) a floating charge over all of the undertakings, properties, assets and rights of each of the relevant companies of the Regal REIT group; and
- (v) an equitable charge over the shares in the relevant companies of the Regal REIT group.

As at 31st December, 2023, the Group's other bank borrowings bore interest at HIBOR plus an interest margin ranging from 1.15% per annum to 2.75% per annum except for a bank loan of HK\$5.0 million, which bore interest at Euro Interbank Offered Rate ("EURIBOR") plus 2.5% per annum. All interest bearing bank borrowings were denominated in Hong Kong dollars except for a bank loan of HK\$5.0 million which was denominated in Euro.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

As at 31st December, 2022, the Group's other bank borrowings bore interest at HIBOR plus an interest margin ranging from 1.15% per annum to 2.75% per annum except for a bank loan of HK\$14.5 million, which bore interest at EURIBOR plus 2.5% per annum. All interest bearing bank borrowings were denominated in Hong Kong dollars except for a bank loan of HK\$14.5 million which was denominated in Euro.

Included in interest bearing bank borrowings under current liabilities is an amount of HK\$851.8 million (2022 - HK\$1,707.9 million) which represents the outstanding balance of revolving loan facilities with remaining tenors of over 12 months.

The Group's bank borrowings are secured by a pledge over certain assets of the Group as further detailed in note 37 to the consolidated financial statements.

29. DERIVATIVE FINANCIAL INSTRUMENTS

	ASSETS	
	2023 HK\$'million	2022 HK\$'million
Put option	93.2	70.1
Interest rate swap	0.7	–
Total	<u>93.9</u>	<u>70.1</u>

At the end of the reporting period, the Group had outstanding put option and interest rate swap in relation to certain financial assets acquired by the Group, which were not designated for hedge purposes and were measured at fair value through profit or loss. A net fair value gain of HK\$23.8 million (2022 - HK\$43.8 million) was included in the consolidated statement of profit or loss during the year.

30. DEFERRED TAX

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

	Fair value adjustments arising from revaluation of property, plant and equipment HK\$'million	Depreciation allowances in excess of related depreciation HK\$'million	Depreciation in excess of related depreciation allowances HK\$'million	Losses available for offsetting against future taxable profits HK\$'million	Fair value adjustments arising from acquisition of a business HK\$'million	Total HK\$'million
Gross deferred tax assets/(liabilities) at 1st January, 2022	(2.5)	(736.3)	1.8	53.9	(16.5)	(699.6)
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10)	–	56.0	–	3.5	(0.8)	58.7
Exchange differences	0.1	–	–	–	0.9	1.0
Gross deferred tax assets/(liabilities) at 31st December, 2022 and 1st January, 2023	(2.4)	(680.3)	1.8	57.4	(16.4)	(639.9)
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10)	–	(6.3)	–	48.3	(0.9)	41.1
Exchange differences	(0.1)	–	–	–	(0.5)	(0.6)
Gross deferred tax assets/(liabilities) at 31st December, 2023	<u>(2.5)</u>	<u>(686.6)</u>	<u>1.8</u>	<u>105.7</u>	<u>(17.8)</u>	<u>599.4</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Net deferred tax assets recognised in the consolidated statement of financial position	47.7	47.7
Net deferred tax liabilities recognised in the consolidated statement of financial position	<u>(647.1)</u>	<u>(687.6)</u>
	<u><b>(599.4)</b></u>	<u><b>(639.9)</b></u>

The Group has unrecognised tax losses arising in Hong Kong amounting to HK\$5,809.7 million (2022 - HK\$5,302.5 million) at the end of the reporting period. The tax losses arising in Hong Kong are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets in respect of the above tax losses amounting to HK\$958.6 million (2022 - HK\$874.9 million) have not been recognised on account of the unpredictability of future profit streams.

The Group is liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1st January, 2008. The applicable rate is 5% or 10% for the Group.

At 31st December, 2023, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries and joint ventures established in Mainland China. In the opinion of the Directors, it is not probable that these subsidiaries and joint ventures will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries and joint ventures in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$535.5 million at 31st December, 2023 (2022 - HK\$638.6 million).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

**31. SHARE CAPITAL AND SHARE PREMIUM**

	2023 HK\$'million	2022 HK\$'million
<b>Shares</b>		
Authorised:		
2,000.0 million ordinary shares of HK\$0.10 each	200.0	200.0
0.1 million 5¼% convertible cumulative redeemable preference shares of US\$10 each	1.3	1.3
	<u>201.3</u>	<u>201.3</u>
Issued and fully paid:		
898.8 million ordinary shares of HK\$0.10 each	<u>89.9</u>	<u>89.9</u>
<b>Share premium</b>		
Ordinary shares	<u>404.7</u>	<u>404.7</u>

There was no movement in the Company's share capital and share premium account during the years ended 31st December, 2023 and 2022.

**32. RESERVES**

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 78 and 79.

**33. PERPETUAL SECURITIES**

On 13th April, 2017, RH International Finance Limited, a wholly owned subsidiary of the Company, issued a series of United States dollar denominated guaranteed senior perpetual securities in an aggregate nominal principal amount of US\$225.0 million (equivalent to HK\$1,750.0 million) at a coupon interest rate of 6.5% per annum.

There was no movement in the number of perpetual securities during the years ended 31st December, 2023 and 2022.

The perpetual securities are guaranteed by the Company. There is no maturity of the instruments and the payments of distribution can be deferred at the discretion of the issuers of the perpetual securities.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 34. PARTLY OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiary that has material non-controlling interests are set out below:

	<b>2023</b>	<b>2022</b>
Percentage of equity interest held by non-controlling interests of Regal REIT	<u>25.11%</u>	<u>25.11%</u>
	<b>2023</b>	<b>2022</b>
	<b>HK\$'million</b>	<b>HK\$'million</b>
Loss for the year allocated to non-controlling interests of the Regal REIT group	<u>(139.7)</u>	<u>(53.0)</u>
Dividends paid to non-controlling interests of the Regal REIT group	<u>8.2</u>	<u>75.2</u>
Accumulated balances of non-controlling interests of the Regal REIT group at the reporting date	<u>183.6</u>	<u>331.6</u>

The following table illustrates the summarised financial information of the Regal REIT group. The amounts disclosed are before any intra-group eliminations:

	<b>2023</b>	<b>2022</b>
	<b>HK\$'million</b>	<b>HK\$'million</b>
Revenue	617.8	616.4
Loss for the year, before distributions to unitholders	(556.6)	(211.2)
Total comprehensive loss for the year, before distributions to unitholders	<u>(556.6)</u>	<u>(211.2)</u>
Non-current assets	13,329.2	13,764.2
Current assets	403.3	288.0
Current liabilities	(1,223.2)	(5,882.7)
Non-current liabilities	<u>(10,051.7)</u>	<u>(5,130.5)</u>
Net cash flows from operating activities	46.8	296.7
Net cash flows used in investing activities	(21.2)	(36.1)
Net cash flows used in financing activities	<u>(121.0)</u>	<u>(163.4)</u>
Net increase/(decrease) in cash and cash equivalents	<u>(95.4)</u>	<u>97.2</u>

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Cash and cash equivalent balances

	2023 HK\$'million	2022 HK\$'million
Cash and bank balances	578.1	601.8
Non-pledged time deposits with an original maturity of less than three months when acquired	<u>409.0</u>	<u>827.4</u>
Cash and cash equivalents	<u><u>987.1</u></u>	<u><u>1,429.2</u></u>

In addition, at the end of the reporting period, the cash and bank balances of the Group amounting to HK\$8.8 million (2022 - HK\$12.5 million) were held by certain subsidiaries operating in Mainland China where exchange controls apply.

(b) Major non-cash transaction

During the year, the Group had non-cash modifications to right-of-use assets (included those in investment properties) and lease liabilities of HK\$3.0 million (2022 - HK\$6.2 million) and HK\$2.7 million (2022 - HK\$6.1 million), respectively, in respect of lease arrangements for leased properties.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

(c) Changes in liabilities arising from financing activities

### 2023

	Interest bearing bank borrowings HK\$'million	Lease liabilities HK\$'million	Interest payable on interest bearing bank borrowings HK\$'million
At 1st January, 2023	15,575.7	26.5	25.1
Changes from financing cash flows	550.5	(11.9)	(913.4)
New lease/lease modification	–	2.7	–
Foreign exchange movement	0.6	0.2	–
Finance costs	41.4	0.7	927.3
At 31st December, 2023	<u>16,168.2</u>	<u>18.2</u>	<u>39.0</u>

### 2022

	Interest bearing bank borrowings HK\$'million	Lease liabilities HK\$'million	Interest payable on interest bearing bank borrowings HK\$'million
At 1st January, 2022	15,213.2	32.1	16.7
Changes from financing cash flows	329.0	(11.7)	(421.1)
New lease/lease modification	–	6.1	–
Foreign exchange movement	(6.3)	(0.5)	–
Finance costs	39.8	0.5	429.5
At 31st December, 2022	<u>15,575.7</u>	<u>26.5</u>	<u>25.1</u>

(d) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2023 HK\$'million	2022 HK\$'million
Within operating activities	0.7	2.0
Within financing activities	11.9	11.7
Total	<u>12.6</u>	<u>13.7</u>

36. CONNECTED AND RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances set out elsewhere in the notes to the financial statements, the Group had the following material connected and related party transactions during the year:

	Notes	2023 HK\$'million	2022 HK\$'million
Fellow subsidiaries:			
Management fees	(i)	41.2	40.8
Development consultancy fees	(ii)	7.0	1.2
Service fees in respect of security systems and products and other software	(iii)	0.3	0.3
Repairs and maintenance fees and construction fees	(iv)	21.1	2.0
An associate:			
Advertising and promotion fees (including cost reimbursements)	(v)	4.0	3.3
A joint venture:			
Gross interest income	(vi)	86.3	74.2
Estate management fee income	(vii)	1.9	1.7

Notes:

- (i) The management fees included rentals and other overheads allocated from a wholly owned subsidiary of CCIHL, either on the basis of specific attribution or by reference to a predetermined ratio assessed by the management of CCIHL, PHL, Cosmopolitan and the Company based on the distribution of job responsibilities and the estimated time spent by the relevant staff in serving each of the four groups.
- (ii) The development consultancy fees were paid to a fellow subsidiary for various services provided, which include advisory, supervisory, architectural and design services in connection with property development projects and other renovation projects of the hotels operated by the Group. The fees were charged at agreed rates of the estimated cost of individual projects.
- (iii) Fees were paid to certain fellow subsidiaries for the purchases and maintenance services of the security systems and products and other software installed in the Group's hotel properties. The fees were charged based on cost plus a margin depending on the nature and location of the work performed.
- (iv) Fees were paid to a fellow subsidiary for providing repairs and maintenance and construction works for the Group's hotel properties. The fees were negotiated based on cost plus a margin and/or awarded through competitive tendering process.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

- (v) The advertising and promotion fees paid to an associate comprised a retainer fee determined by reference to the estimated volume of advertising and promotional activities of the Group and a standard fee based on total costs involved, in addition to which actual costs and out-of-pocket expenses incurred were reimbursed.
- (vi) The amount comprises interest income earned by the Group with respect to interest bearing loans to P&R at interest rate ranging from 3.3% to 5.875% per annum (2022 - ranging from 3.3% to 5.625% per annum) and interest income earned by the Group on the loan facilities granted to the Cosmopolitan group at 5% per annum as disclosed in note 20 to the financial statements.
- (vii) The estate management fee income earned by the Group was charged at an agreed percentage of total operating expenses of the shopping mall owned by P&R for estate management services rendered.

The Directors of the Company are of the opinion that the above transactions were entered into in the normal and usual course of business.

- (b) Outstanding balances, before impairment, with related parties:

	Notes	2023 HK\$'million	2022 HK\$'million
Due from fellow subsidiaries	(i)	15.8	10.8
Due to a joint venture	(ii)	(22.7)	(22.7)
Due to associates	(ii)	(13.3)	(13.3)
Due to fellow subsidiaries	(ii)	(11.0)	(19.1)
Loans to a joint venture	(iii)	2,448.8	2,370.4
Due from a joint venture	(iii)	69.6	33.9
Due from associates	(iv)	83.6	83.6
Due from an associate of a joint venture	(v)	1.6	0.3
Other loan	(vi)	847.2	739.2

Notes:

- (i) Details of the amounts due from fellow subsidiaries are included in "Debtors, deposits and prepayments" in note 21 to the financial statements.
- (ii) Details of the amounts due to a joint venture, associates and fellow subsidiaries are included in "Creditors, deposits received and accruals" in note 26 to the financial statements.
- (iii) Details of the loans to a joint venture and the amount due from a joint venture are included in "Investments in joint ventures" in note 17 to the financial statements.
- (iv) Details of the amounts due from associates are included in "Investments in associates" in note 18 to the financial statements.
- (v) Details of the amount due from an associate of a joint venture are included in "Debtors, deposits and prepayments" in note 21 to the financial statements.
- (vi) Details of other loan are included in note 20 to the financial statements.

(c) Compensation of key management personnel of the Group:

	2023 HK\$'million	2022 HK\$'million
Short term employee benefits	28.7	31.6
Staff retirement scheme contributions	2.0	2.1
Total compensation paid to key management personnel	<u>30.7</u>	<u>33.7</u>

Further details of directors' emoluments are included in note 8 to the financial statements.

The related party transaction set out in note 36(a)(i) above also constituted a continuing connected transaction as defined in Chapter 14A of the Listing Rules to the Company, but is exempted from relevant disclosures and other requirements, including, inter alia, independent shareholders' approval in accordance with the Listing Rules ("Relevant Requirements") pursuant to rule 14A.98 of the Listing Rules.

A related party transaction set out in note 36(a)(ii) above also constituted a connected transaction as defined in Chapter 14A of the Listing Rules to the Company and is subject to relevant disclosure requirement under the Relevant Requirements, but is exempted from the other Relevant Requirements pursuant to rule 14A.76(2)(a) of the Listing Rules. The disclosure requirement with respect to such transaction has been complied with. The other related party transactions set out in note 36(a)(ii) above also constituted connected transactions as defined in Chapter 14A of the Listing Rules to the Company, but are exempted from the Relevant Requirements pursuant to rule 14A.76(1)(a) of the Listing Rules.

Certain of the related party transactions set out in note 36(a)(iii) above also constituted connected transactions to the Company, but are exempted from the Relevant Requirements pursuant to rule 14A.76(1)(a). The other related party transactions set out in note 36(a)(iii) above also constituted continuing connected transactions to the Company, but are exempted from the Relevant Requirements pursuant to rule 14A.76(1)(a) of the Listing Rules.

Certain of the related party transactions set out in note 36(a)(iv) above also constituted connected transactions to the Company, but are exempted from the Relevant Requirements pursuant to rule 14A.76(1)(a). The remaining related party transactions set out in note 36(a)(iv) above also constituted continuing connected transactions to the Company, but are exempted from the Relevant Requirements pursuant to rule 14A.76(1)(a).

The related party transactions set out in notes 36(a)(v) and (vii) above also constituted continuing connected transactions to the Company, but are exempted from the Relevant Requirements pursuant to rule 14A.76(1)(a).

The related party transactions set out in note 36(a)(vi) above were contemplated under transactions (the "Transactions") which constituted connected transactions to the Company subject to the Relevant Requirements. The Relevant Requirements with respect to the Transactions had been complied with.

Relevant disclosures and other requirements, including, inter alia, independent shareholders' approval (where required) in accordance with the Listing Rules with respect to the connected or continuing connected transactions during the prior year set out in note 36(a) had been made or met or otherwise exempted.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 37. PLEDGE OF ASSETS

As at 31st December, 2023, the Group's properties held for sale and certain of the Group's property, plant and equipment, investment properties, right-of-use assets, properties under development, time deposits and bank balances in the total amount of HK\$20,529.1 million (2022 - HK\$20,394.7 million) were pledged to secure banking facilities granted to the Group as well as bank guarantees procured by the Group pursuant to certain lease guarantees in connection with the leasing of the hotel properties from Regal REIT.

### 38. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

	2023 HK\$'million	2022 HK\$'million
Corporate guarantees provided in respect of attributable share of banking facilities granted to certain subsidiaries of a joint venture	2,657.5	1,949.0
Corporate guarantee provided in respect of a banking facility granted to an associate of a joint venture	<u>200.0</u>	<u>200.0</u>

At 31st December, 2023, the banking facilities granted to certain subsidiaries and an associate of a joint venture subject to corporate guarantees given on a several basis to banks by the Group were utilised to the extent of HK\$1,703.1 million (2022 - HK\$1,949.0 million) and HK\$198.3 million (2022 - HK\$200.0 million), respectively.

In addition, a corporate guarantee has been given to a bank by the Group for a performance bond issued by the bank in relation to a property development contract undertaken by the Group amounting to HK\$15.0 million (2022 - HK\$15.0 million).

Furthermore, a subsidiary of the Group is currently in the process of appealing a notice of stamp duty assessment in the amount of HK\$93.0 million issued by the Inland Revenue Department of Hong Kong SAR in relation to the sub-lease agreement entered into between the Airport Authority and the Group. Based on the opinion of legal advisors, the Directors consider there is a reasonable chance of success in the appeal and accordingly no provision has been made in the consolidated financial statements.

### 39. COMMITMENTS

The Group had the following contractual commitments at the end of the reporting period:

	2023 HK\$'million	2022 HK\$'million
Property development projects	<u>10.7</u>	<u>11.2</u>

**40. FINANCIAL INSTRUMENTS BY CATEGORY**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

**2023****Financial assets**

	Financial assets at fair value through profit or loss - mandatorily designated as such HK\$'million	Financial assets at amortised cost HK\$'million	Total HK\$'million
Other loan	–	847.2	847.2
Trade debtors (note 21)	–	95.5	95.5
Other financial assets included in debtors, deposits and prepayments	–	170.9	170.9
Financial assets at fair value through profit or loss	1,622.4	–	1,622.4
Derivative financial instruments	93.9	–	93.9
Loans to a joint venture (note 17)	–	2,448.8	2,448.8
Amount due from a joint venture (note 17)	–	69.6	69.6
Amounts due from associates (note 18)	–	5.0	5.0
Restricted cash	–	531.1	531.1
Pledged time deposits and bank balances	–	166.7	166.7
Time deposits	–	409.0	409.0
Cash and bank balances	–	578.1	578.1
	<u>1,716.3</u>	<u>5,321.9</u>	<u>7,038.2</u>
Total	<u>1,716.3</u>	<u>5,321.9</u>	<u>7,038.2</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### Financial liabilities

	Financial liabilities at amortised cost HK\$'million
Trade creditors (note 26)	79.8
Other financial liabilities included in creditors, deposits received and accruals	350.8
Amount due to a joint venture (note 26)	22.7
Amounts due to associates (note 26)	13.2
Interest bearing bank borrowings	16,168.2
Lease liabilities	18.2
Total	<u>16,652.9</u>

### 2022

#### Financial assets

	Financial assets at fair value through profit or loss - mandatorily designated as such HK\$'million	Financial assets at amortised cost HK\$'million	Total HK\$'million
Other loan	–	739.2	739.2
Trade debtors (note 21)	–	119.1	119.1
Other financial assets included in debtors, deposits and prepayments	–	229.8	229.8
Financial assets at fair value through profit or loss	2,690.1	–	2,690.1
Derivative financial instruments	70.1	–	70.1
Loans to a joint venture (note 17)	–	2,370.4	2,370.4
Amount due from a joint venture (note 17)	–	33.9	33.9
Amounts due from associates (note 18)	–	5.1	5.1
Restricted cash	–	151.6	151.6
Pledged time deposits and bank balances	–	163.7	163.7
Time deposits	–	827.4	827.4
Cash and bank balances	–	601.8	601.8
Total	<u>2,760.2</u>	<u>5,242.0</u>	<u>8,002.2</u>

**Financial liabilities**

	<b>Financial liabilities at amortised cost HK\$'million</b>
Trade creditors (note 26)	38.5
Other financial liabilities included in creditors, deposits received and accruals	380.9
Amount due to a joint venture (note 26)	22.7
Amounts due to associates (note 26)	13.3
Interest bearing bank borrowings	15,575.7
Lease liabilities	<u>26.5</u>
Total	<u><u>16,057.6</u></u>

**41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS**

Management has assessed that fair values of cash and cash equivalents, restricted cash, pledged time deposits and bank balances, loan receivable, the current portion of financial assets included in debtors, deposits and prepayments, and the current portion of financial liabilities included in creditors, deposits received and accruals, and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's management is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, management analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. Independent professional valuers are engaged for the valuation as appropriate. The valuation is reviewed and approved by management. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portions of loan receivable, financial assets included in debtors, deposits and prepayments, financial liabilities included in creditors and interest bearing borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. In the opinion of the directors, the fair values of the non-current portions of loan receivable, financial assets included in debtors, deposits and prepayment, financial liabilities included in creditors and interest bearing borrowings approximate to their carrying amounts.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

#### Assets measured at fair value as at 31st December, 2023

	Fair value measurement using			Total HK\$'million
	Quoted prices in active markets (Level 1) HK\$'million	Significant observable inputs (Level 2) HK\$'million	Significant unobservable inputs (Level 3) HK\$'million	
Financial assets at fair value through profit or loss:				
Listed equity investments	383.5	–	–	383.5
Listed debt investments	–	6.6	–	6.6
Unlisted equity investments	–	–	117.7	117.7
Unlisted fund investments	–	–	463.1	463.1
Unlisted debt investments	–	649.8	1.7	651.5
Derivative financial instruments	–	93.9	–	93.9
<b>Total</b>	<b>383.5</b>	<b>750.3</b>	<b>582.5</b>	<b>1,716.3</b>

#### Assets measured at fair value as at 31st December, 2022

	Fair value measurement using			Total HK\$'million
	Quoted prices in active markets (Level 1) HK\$'million	Significant observable inputs (Level 2) HK\$'million	Significant unobservable inputs (Level 3) HK\$'million	
Financial assets at fair value through profit or loss:				
Listed equity investments	1,800.8	–	–	1,800.8
Listed debt investments	–	131.7	–	131.7
Unlisted equity investments	–	–	123.1	123.1
Unlisted fund investments	–	–	631.2	631.2
Unlisted debt investments	–	–	3.3	3.3
Derivative financial instruments	–	70.1	–	70.1
<b>Total</b>	<b>1,800.8</b>	<b>201.8</b>	<b>757.6</b>	<b>2,760.2</b>

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

	2023 HK\$'million	2022 HK\$'million
Financial assets at fair value through profit or loss - unlisted investments:		
At 1st January	757.6	659.9
Purchases	21.5	134.9
Distributions	(36.4)	(14.8)
Total losses recognised in profit or loss, net	(129.7)	(14.0)
Disposal	(30.5)	(8.4)
At 31st December	<u>582.5</u>	<u>757.6</u>

***Liabilities measured at fair value as at 31st December, 2023***

The Group did not have any financial liabilities measured at fair value as at 31st December, 2023 (2022 - Nil).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2022 - Nil).

**Valuation techniques**

The fair values of listed equity investments are based on quoted market prices.

The fair values of listed debt investments are determined based on the market values provided by financial institutions.

The fair values of unlisted equity investments, unlisted debt investments and certain unlisted fund investments are determined by reference to recent transaction prices of the investments or carried at valuations provided by financial institutions or related administrators. The fair values of certain unlisted fund investments are assessed to approximate the net asset values indicated on the net asset value statements issued by the investment fund managers, which take into consideration the fair values of the underlying assets held under the investments. For unlisted fund investment classified under Level 3 of the fair value measurement hierarchy, when the net asset value increases/decreases, the fair value will increase/decrease accordingly. Given there is a diverse portfolio of unlisted equity investments, unlisted debt investments and unlisted fund investments, each of which is of insignificant value, there is no separate disclosure on the fair value measurement using significant unobservable inputs (Level 3).

The fair value of the derivative financial instruments, including put option and interest rate swap contract, are determined based on market value provided by financial institutions.

### 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise interest bearing bank borrowings, cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities, such as financial assets at fair value through profit or loss, financial assets at amortised cost, and other loans, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, liquidity risk and equity price risk. The Directors meet periodically to analyse and formulate measures to manage the Group's exposure to these risks. Generally, the Group adopts prudent strategies on its risk management. The Directors review and agree policies for managing each of these risks and they are summarised below.

#### Interest rate risk

The Group's exposure to interest rate risks relates primarily to the Group's borrowings with floating interest rates. The interest rates and terms of repayment of the Group's interest bearing bank borrowings are disclosed in note 29 to the financial statements. Interest rate risk is managed on an ongoing basis with the primary objective of limiting the extent to which net interest expense could be affected by adverse movements in interest rate.

The Group also enters into interest rate swap, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

For Hong Kong dollar borrowings, assuming the amount of bank borrowings outstanding at the end of the reporting period was outstanding for the whole year, a 100 basis point increase in interest rates would have increased the Group's loss before tax for the current year by HK\$162.7 million (2022 - HK\$151.6 million) and increased the finance cost capitalised by HK\$5.4 million in 2022. A 10 basis point decrease in interest rates would have decreased the Group's loss before tax for the current year by HK\$16.2 million (2022 - HK\$15.1 million) and decreased the finance cost capitalised by HK\$0.5 million in 2022.

The sensitivity to the interest rates used above is considered reasonable with the other variables held constant.

#### Credit risk

The Group only grants credit after making credit risk assessments. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

##### *Maximum exposure and year-end staging*

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31st December. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

## As at 31st December, 2023

	12-month	Lifetime ECLs			Total HK\$'million
	ECLs			Simplified approach	
	Stage 1 HK\$'million	Stage 2 HK\$'million	Stage 3 HK\$'million	HK\$'million	
Other loan	847.2	–	–	–	847.2
Trade debtors*	–	–	–	110.6	110.6
Other financial assets included in debtors, deposits and prepayments					
- Normal#	170.9	–	–	–	170.9
Restricted cash					
- Not yet past due	531.1	–	–	–	531.1
Pledged time deposits and bank balances					
- Not yet past due	166.7	–	–	–	166.7
Time deposits					
- Not yet past due	409.0	–	–	–	409.0
Cash and bank balances					
- Not yet past due	578.1	–	–	–	578.1
Loans to a joint venture					
- Normal#	2,448.8	–	–	–	2,448.8
Amount due from a joint venture					
- Normal#	69.6	–	–	–	69.6
Amounts due from associates					
- Normal#	5.0	–	–	–	5.0
- Doubtful#	–	–	78.6	–	78.6
Corporate guarantees provided in respect of attributable share of banking facilities granted to certain subsidiaries of a joint venture					
- Facilities not yet drawn	954.4	–	–	–	954.4
- Facilities drawn					
- Not yet past due	1,703.1	–	–	–	1,703.1
Corporate guarantee provided in respect of a banking facility granted to an associate of a joint venture					
- Facilities not yet drawn	1.7	–	–	–	1.7
- Facility drawn					
- Not yet past due	198.3	–	–	–	198.3
<b>Total</b>	<b>8,083.9</b>	<b>–</b>	<b>78.6</b>	<b>110.6</b>	<b>8,273.1</b>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

As at 31st December, 2022	12-month ECLs		Lifetime ECLs		Total HK\$'million
	Stage 1 HK\$'million	Stage 2 HK\$'million	Stage 3 HK\$'million	Simplified approach HK\$'million	
Other loan	739.2	–	–	–	739.2
Trade debtors*	–	–	–	146.3	146.3
Other financial assets included in debtors, deposits and prepayments					
- Normal <sup>#</sup>	229.8	–	–	–	229.8
Restricted cash					
- Not yet past due	151.6	–	–	–	151.6
Pledged time deposits and bank balances					
- Not yet past due	163.7	–	–	–	163.7
Time deposits					
- Not yet past due	827.4	–	–	–	827.4
Cash and bank balances					
- Not yet past due	601.8	–	–	–	601.8
Loans to a joint venture					
- Normal <sup>#</sup>	2,370.4	–	–	–	2,370.4
Amount due from a joint venture					
- Normal <sup>#</sup>	33.9	–	–	–	33.9
Amounts due from associates					
- Normal <sup>#</sup>	5.1	–	–	–	5.1
- Doubtful <sup>#</sup>	–	–	78.5	–	78.5
Corporate guarantees provided in respect of attributable share of banking facilities granted to certain subsidiaries of a joint venture					
- Facilities drawn					
- Not yet past due	1,949.0	–	–	–	1,949.0
Corporate guarantee provided in respect of a banking facility granted to an associate of a joint venture					
- Facility drawn					
- Not yet past due	200.0	–	–	–	200.0
<b>Total</b>	<b>7,271.9</b>	<b>–</b>	<b>78.5</b>	<b>146.3</b>	<b>7,496.7</b>

\* For trade debtors to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 21 to the financial statements.

<sup>#</sup> The credit quality of the financial assets included in debtors, deposits and prepayments, loans to a joint venture, amount due from a joint venture and amounts due from associates are considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade debtors are disclosed in note 21 to the financial statements.

**Liquidity risk**

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of banking facilities. In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group will raise funds from different sources, including through the financial market or realisation of its assets, if required.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	2023			Total HK\$'million
	Within 1 year or on demand HK\$'million	1 to 5 years HK\$'million	Over 5 years HK\$'million	
Interest bearing bank borrowings	3,946.1	14,855.2	–	18,801.3
Trade creditors	79.8	–	–	79.8
Other financial liabilities included in creditors, deposits received and accruals	277.2	109.5	–	386.7
Lease liabilities	11.7	6.5	–	18.2
Corporate guarantees provided in respect of attributable share of banking facilities utilised by certain subsidiaries of a joint venture	1,703.1	–	–	1,703.1
Corporate guarantee provided in respect of a banking facility utilised by an associate of a joint venture	198.3	–	–	198.3
<b>Total</b>	<b>6,216.2</b>	<b>14,971.2</b>	<b>–</b>	<b>21,187.4</b>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

	2022			Total HK\$'million
	Within 1 year or on demand HK\$'million	1 to 5 years HK\$'million	Over 5 years HK\$'million	
Interest bearing bank borrowings	4,974.4	13,321.7	–	18,296.1
Trade creditors	38.5	–	–	38.5
Other financial liabilities included in creditors, deposits received and accruals	315.3	101.6	–	416.9
Lease liabilities	11.2	16.5	–	27.7
Corporate guarantees provided in respect of attributable share of banking facilities utilised by certain subsidiaries of a joint venture	1,949.0	–	–	1,949.0
Corporate guarantee provided in respect of a banking facility utilised by an associate of a joint venture	200.0	–	–	200.0
Total	<u>7,488.4</u>	<u>13,439.8</u>	<u>–</u>	<u>20,928.2</u>

### Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual listed and unlisted equity investments classified as financial assets at fair value through profit or loss (note 19) at the end of the reporting period.

The following table demonstrates the sensitivity to every 5% change in the fair values of the equity investments that are carried at fair value, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

**2023**

Listed investments:

– Financial assets at fair value through profit or loss

Unlisted investments at fair value:

– Financial assets at fair value through profit or loss

	Carrying amount of equity investments HK\$'million	Change in loss before tax HK\$'million
– Financial assets at fair value through profit or loss	383.5	19.2
Unlisted investments at fair value:		
– Financial assets at fair value through profit or loss	117.7	5.9

**2022**

Listed investments:

– Financial assets at fair value through profit or loss

Unlisted investments at fair value:

– Financial assets at fair value through profit or loss

	Carrying amount of equity investments HK\$'million	Change in loss before tax HK\$'million
– Financial assets at fair value through profit or loss	1,800.8	90.0
Unlisted investments at fair value:		
– Financial assets at fair value through profit or loss	123.1	6.2

**Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and enhance shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. Capital represents equity attributable to equity holders of the parent. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements except for the obligation under the lease guarantees given by the Company in connection with the leasing of certain hotel properties from Regal REIT and the undertakings under corporate guarantees given by the Company for banking facilities granted to certain subsidiaries and certain subsidiaries and an associate of a joint venture, to maintain a minimum consolidated tangible net worth, which has been complied with during the year. No changes were made in the objectives, policies or processes for managing capital during the years ended 31st December, 2023 and 31st December, 2022.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

The Group monitors capital using a net debt to total assets ratio, which is net debt divided by the total assets. Net debt includes interest bearing bank borrowings less cash, bank balances and deposits. The net debt to total assets ratios as at the end of the reporting periods were as follows:

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Interest bearing bank borrowings	<b>16,168.2</b>	15,575.7
Less: Cash, bank balances and deposits	<b>(1,684.9)</b>	(1,744.5)
Net debt	<b>14,483.3</b>	13,831.2
Total assets	<b>28,518.7</b>	30,247.8
Net debt to total assets ratio	<b>50.8%</b>	45.7%

**43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
NON-CURRENT ASSETS		
Investments in subsidiaries	<u>5,434.6</u>	<u>5,439.3</u>
CURRENT ASSETS		
Prepayments	0.3	0.3
Cash and bank balances	<u>1.9</u>	<u>2.7</u>
Total current assets	<u>2.2</u>	<u>3.0</u>
CURRENT LIABILITIES		
Creditors and accruals	<u>(4.9)</u>	<u>(5.3)</u>
NET CURRENT LIABILITIES	<u>(2.7)</u>	<u>(2.3)</u>
Net assets	<u>5,431.9</u>	<u>5,437.0</u>
EQUITY		
Issued capital	89.9	89.9
Reserves (Note)	<u>5,342.0</u>	<u>5,347.1</u>
Total equity	<u>5,431.9</u>	<u>5,437.0</u>

Note:

A summary of the Company's reserves is as follows:

	<b>Share premium account HK\$'million</b>	<b>Capital redemption reserve HK\$'million</b>	<b>Retained profits HK\$'million</b>	<b>Total HK\$'million</b>
At 1st January, 2022	404.7	17.7	4,930.5	5,352.9
Loss for the year	–	–	(5.8)	(5.8)
At 31st December, 2022 and 1st January, 2023	404.7	17.7	4,924.7	5,347.1
Loss for the year	–	–	(5.1)	(5.1)
At 31st December, 2023	<u>404.7</u>	<u>17.7</u>	<u>4,919.6</u>	<u>5,342.0</u>

### 44. EVENT AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, on 28th February, 2024, the Group entered into a letter of intent with an independent third party in relation to the possible disposal of two aircraft at a total consideration of US\$44.5 million (equivalent to approximately HK\$347.5 million), with an expected gain on disposal (before expenses) of approximately US\$11.4 million (equivalent to approximately HK\$89.0 million). Further information of the possible disposal has been disclosed in the Company's joint announcement dated 18th March, 2024.

### 45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 27th March, 2024.



## To the shareholders of Regal Hotels International Holdings Limited

(Incorporated in Bermuda with limited liability)

### Opinion

We have audited the consolidated financial statements of Regal Hotels International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 74 to 182, which comprise the consolidated statement of financial position as at 31st December, 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

### Basis for opinion

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

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

## INDEPENDENT AUDITOR'S REPORT (Cont'd)

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

### Key audit matter

#### *Impairment assessment of hotel properties*

The Group holds several hotel properties in Hong Kong. As at 31st December, 2023, the net carrying amount of hotel properties (included in property, plant and equipment and right-of-use assets) amounted to HK\$17,608.7 million.

The impairment assessment of hotel properties is significant to our audit due to (i) the significance of the carrying amounts as at 31st December, 2023; and (ii) the determination of the recoverable amounts is dependent on a range of estimates, such as estimated room rates, estimated occupancy rates, estimated future cash flows, discount rates and capitalisation rates.

Related disclosures are included in notes 2.4, 3, 13 and 15 to the consolidated financial statements.

### How our audit addressed the key audit matter

We discussed the business plans for hotel properties with management. With the assistance from our internal valuation specialists, we also assessed the assumptions and estimates adopted in the discounted cash flow projections prepared by management and valuations performed by external valuers, such as estimated room rates, estimated occupancy rates, estimated future cash flows, discount rates and capitalisation rates, taking into consideration the market conditions and trends, reliability of previous projections and historical evidence supporting underlying assumptions. In addition, we assessed the independence, objectivity and competence of the external valuers.

### Other information included in the Annual Report

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

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

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

**Responsibilities of the directors for the consolidated financial statements**

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

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

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

**Auditor's responsibilities for the audit of the consolidated financial statements**

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

## INDEPENDENT AUDITOR'S REPORT (Cont'd)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

### **Ernst & Young**

*Certified Public Accountants*

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

27th March, 2024

## SCHEDULE OF PRINCIPAL PROPERTIES

*As at 31st December, 2023*

### PROPERTIES FOR DEVELOPMENT AND/OR SALE

	Description	Use	Approx. area	Stage of completion (completion date of development project)	Percentage of interest attributable to the Company
(1)	The Queens No.160 Queen's Road West, Hong Kong	Commercial/ residential	Site area - approx. 682 sq. m. (7,342 sq. ft.)  Remaining 96 residential units and 6 commercial units (gross floor area - approx. 3,646 sq. m. (39,246 sq. ft.)) held	Completed in 2022	100
(2)	Nos.227-227C Hai Tan Street, Sham Shui Po, Kowloon, Hong Kong	Commercial/ residential	Site area - approx. 431 sq. m. (4,644 sq. ft.)  Gross floor area for proposed new development - approx. 3,691 sq. m. (39,733 sq. ft.)	In planning stage	100
(3)	Domus and Casa Regalia Nos.65-89 Tan Kwai Tsuen Road, Yuen Long, New Territories, Hong Kong	Residential	Site area for the whole development at Nos.65-89 Tan Kwai Tsuen Road - approx. 11,192 sq. m. (120,470 sq. ft.)  Remaining 8 houses (gross floor area - approx. 1,967 sq. m. (21,173 sq. ft.)), and 23 car parking spaces held	Occupation permit issued in November 2015  Certificate of compliance obtained in April 2016	50

## SCHEDULE OF PRINCIPAL PROPERTIES (Cont'd)

*As at 31st December, 2023*

	<b>Description</b>	<b>Use</b>	<b>Approx. area</b>	<b>Stage of completion (completion date of development project)</b>	<b>Percentage of interest attributable to the Company</b>
(4)	Mount Regalia 23 Lai Ping Road, Kau To, Sha Tin, New Territories, Hong Kong	Residential	Site area - approx. 17,476 sq. m. (188,100 sq. ft.)  Remaining 89 units and 7 houses (gross floor area - approx. 16,533 sq. m. (177,800 sq. ft.)) and 110 car parking spaces held	Occupation permit issued in September 2018  Certificate of compliance obtained in February 2019	50
(5)	The Ascent No.83 Shun Ning Road, Sham Shui Po, Kowloon, Hong Kong	Commercial/ residential	Site area - approx. 824.9 sq. m. (8,879 sq. ft.)  Remaining 2 commercial units (gross floor area - approx. 652 sq. m. (7,018 sq. ft.)) and 5 car parking spaces held	Occupation permit issued in March 2018  Certificate of compliance obtained in July 2018	50
(6)	Nos.291-293 (interests in over 92% undivided shares) and Nos.301-303 (100% ownership interests) Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong	Commercial/ residential	Site area - approx. 488 sq. m. (5,257 sq. ft.)  Gross floor area for proposed new development - approx. 4,395 sq. m. (47,307 sq. ft.)	In planning stage	50

## SCHEDULE OF PRINCIPAL PROPERTIES (Cont'd)

*As at 31st December, 2023*

Description	Use	Approx. area	Stage of completion (completion date of development project)	Percentage of interest attributable to the Company
(7) Nos.9-19 Kam Wa Street, Shau Kei Wan, Hong Kong	Commercial/ residential	Site area - approx. 518 sq. m. (5,580 sq. ft.)  Gross floor area for proposed new development - approx. 4,379 sq. m. (47,136 sq. ft.)	Demolition works of existing buildings completed and scheme for new development being finalised	50
(8) Fabrik Rua Dos Fanqueiros 156, Lisbon, Portugal	Commercial/ residential	Gross development area - approx. 1,836 sq. m. (19,768 sq. ft.)	Renovation works expected to be completed by mid 2024	100
(9) 41 Kingsway, London WC2B 6TP, the United Kingdom	Hotel	Gross internal area - approx. 2,096 sq. m. (22,556 sq. ft.) (73 guest rooms)	Alternative business plans under study	100

## SCHEDULE OF PRINCIPAL PROPERTIES (Cont'd)

As at 31st December, 2023

Description	Use	Approx. area	Stage of completion (completion date of development project)	Percentage of interest attributable to the Company
(10) Regal Cosmopolitan City at south of Xindu Main Road and both sides of Xingle Road, Banqiao Village, Xindu County, Xindu District, Chengdu, Sichuan Province, PRC	Residential/commercial/office/hotel	<p>Site area for the whole development - approx. 111,869 sq. m. (1,204,148 sq. ft.)</p> <p>Stages one and two</p> <ul style="list-style-type: none"> <li>a 325-room hotel</li> <li>remaining 2 residential units, 20 commercial units and 98 car parking spaces (Total gross floor area - approx. 3,742 sq. m. (40,279 sq. ft.)) (Casa Regalia (Phase 1))</li> </ul> <p>Stage three</p> <ul style="list-style-type: none"> <li>a six-storey commercial complex with gross floor area of approx. 52,500 sq. m. (565,100 sq. ft.) and remaining office accommodations with gross floor area of approx. 83,000 sq. m. (893,400 sq. ft.)</li> <li>remaining 2 residential units, 4 commercial units and 928 car parking spaces (Total gross floor area - approx. 382 sq. m. (4,112 sq. ft.)) (Casa Regalia (Phase 2))</li> </ul>	<p>Stages one and two</p> <ul style="list-style-type: none"> <li>Construction works for 9 residential towers having 1,296 residential units completed in 2017</li> <li>Hotel portion anticipated to open in phases after the completion of respective fitting-out works</li> </ul> <p>Stage three</p> <ul style="list-style-type: none"> <li>The construction works of the commercial and office accommodations in steady progress</li> <li>Superstructure and fitting-out works for 10 residential towers, car parking spaces and commercial accommodations completed in December 2021</li> </ul>	33.76

## SCHEDULE OF PRINCIPAL PROPERTIES (Cont'd)

*As at 31st December, 2023*

Description	Use	Approx. area	Stage of completion (completion date of development project)	Percentage of interest attributable to the Company
(11) Regal Renaissance at the intersection between Weiguo Road and Xinkai Road, Hedong District, Tianjin, PRC	Commercial/ office/ residential	<p>Site area for the whole development - approx. 31,700 sq. m. (341,000 sq. ft.)</p> <ul style="list-style-type: none"> <li>remaining 5 residential units, 500 commercial and office units, and 1,219 car parking spaces (Total gross floor area - approx. 76,561 sq. m. (824,103 sq. ft.))</li> </ul>	<p>Residential towers, commercial complex and residential car parking spaces completed in 2018</p> <p>Completion Certificate for two office towers and the four-storey commercial podium obtained in March 2022</p>	33.76

## SCHEDULE OF PRINCIPAL PROPERTIES (Cont'd)

*As at 31st December, 2023*

### PROPERTIES FOR INVESTMENT

	Description	Use	Lease	Percentage of interest attributable to the Company
(1)	9 luxury residential houses at Regalia Bay, 88 Wong Ma Kok Road, Stanley, Hong Kong	Residential	Medium term	100
(2)	Regala Skycity Hotel 8 Airport Expo Boulevard, Hong Kong International Airport, Chek Lap Kok, New Territories, Hong Kong	Hotel	Medium term	100
(3)	Certain residential units of The Queens No.160 Queen's Road West, Hong Kong	Residential	Medium term	100
(4)	Car parking space No. 1 G/F, Block 1, Kin Ho Industrial Building, Nos.14-24 Au Pui Wan Street, Shatin, New Territories, Hong Kong	Car parking space	Medium term	100
(5)	Campus La Mola Cami dels Plans de Can Bonvilar s/n, 08227 - Terrassa, Barcelona, Spain	Hotel	Freehold land	100
(6)	Regal Airport Hotel 9 Cheong Tat Road, Hong Kong International Airport, Chek Lap Kok, New Territories, Hong Kong	Hotel	Medium term	74.89
(7)	Regal Hongkong Hotel 88 Yee Wo Street, Causeway Bay, Hong Kong	Hotel	Long term	74.89

## SCHEDULE OF PRINCIPAL PROPERTIES (Cont'd)

*As at 31st December, 2023*

	<b>Description</b>	<b>Use</b>	<b>Lease</b>	<b>Percentage of interest attributable to the Company</b>
(8)	Regal Kowloon Hotel 71 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong	Hotel	Long term	74.89
(9)	Regal Oriental Hotel 30-38 Sa Po Road and Shops 3-11 on G/F including Cockloft of Shops 5-7 and the whole of 1/F, Po Sing Court, 21-25 Shek Ku Lung Road, 40-42 Sa Po Road and 15-29 Carpenter Road, Kowloon City, Kowloon, Hong Kong	Hotel	Medium term	74.89
(10)	Regal Riverside Hotel 34-36 Tai Chung Kiu Road, Shatin, New Territories, Hong Kong	Hotel	Medium term	74.89
(11)	iclub Wan Chai Hotel Shops A, B and C on G/F, Flat Roof on 3/F, Whole of 5-12/F, 15-23/F and 25-29/F, Eastern and Western Elevations of External Walls, Architectural Feature at Roof Top and Upper Roof, 211 Johnston Road, Wanchai, Hong Kong	Hotel/ commercial	Long term	74.89

## SCHEDULE OF PRINCIPAL PROPERTIES (Cont'd)

*As at 31st December, 2023*

	<b>Description</b>	<b>Use</b>	<b>Lease</b>	<b>Percentage of interest attributable to the Company</b>
(12)	iclub Sheung Wan Hotel 138 Bonham Strand, Sheung Wan, Hong Kong	Hotel	Long term	74.89
(13)	iclub Fortress Hill Hotel 18 Merlin Street, North Point, Hong Kong	Hotel	Long term	74.89
(14)	iclub To Kwa Wan Hotel 8 Ha Heung Road, To Kwa Wan, Kowloon, Hong Kong	Hotel	Long term	74.89
(15)	iclub Mong Kok Hotel 2 Anchor Street, Mong Kok, Kowloon, Hong Kong	Hotel	Long term	50
(16)	We Go MALL No.16 Po Tai Street, Ma On Shan, Sha Tin, New Territories, Hong Kong	Commercial	Medium term	50
(17)	Certain commercial units of Phases 1 and 2 of Regal Renaissance, Intersection of Xinkai Road and Weiguo Road, Hedong District, Tianjin, PRC	Commercial	Medium term	33.76
(18)	iclub AMTD Sheung Wan Hotel No.5 Bonham Strand West, Sheung Wan, Hong Kong	Hotel	Long term	25

## PUBLISHED FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities, perpetual securities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

### RESULTS

	Year ended 31st December,				
	2023 HK\$'million	2022 HK\$'million	2021 HK\$'million	2020 HK\$'million	2019 HK\$'million
Revenue	<b>1,792.2</b>	1,831.1	986.6	678.7	2,226.2
Operating profit/(loss) before depreciation	<b>(181.7)</b>	636.0	228.0	165.5	1,318.9
Depreciation	<b>(618.6)</b>	(623.8)	(537.1)	(522.5)	(530.2)
Finance costs	<b>(969.0)</b>	(463.5)	(266.8)	(290.1)	(412.5)
Share of profits and losses of:					
Joint ventures	<b>(181.7)</b>	5.7	31.3	(236.1)	57.5
Associates	<b>(0.1)</b>	0.3	(1.2)	(0.7)	36.4
Profit/(loss) before tax	<b>(1,951.1)</b>	(445.3)	(545.8)	(883.9)	470.1
Income tax	<b>19.5</b>	34.0	18.2	(12.9)	(10.5)
Profit/(loss) for the year before allocation between equity holders of the parent and non-controlling interests	<b>(1,931.6)</b>	(411.3)	(527.6)	(896.8)	459.6
Attributable to:					
Equity holders of the parent	<b>(1,791.9)</b>	(358.3)	(494.4)	(885.9)	454.6
Non-controlling interests	<b>(139.7)</b>	(53.0)	(33.2)	(10.9)	5.0
	<b>(1,931.6)</b>	(411.3)	(527.6)	(896.8)	459.6

## PUBLISHED FIVE YEAR FINANCIAL SUMMARY (Cont'd)

### ASSETS, LIABILITIES, PERPETUAL SECURITIES AND NON-CONTROLLING INTERESTS

	31st December,				
	2023 HK\$'million	2022 HK\$'million	2021 HK\$'million	2020 HK\$'million	2019 HK\$'million
Property, plant and equipment	5,743.4	6,014.4	6,327.2	8,596.5	7,962.4
Investment properties	1,336.5	595.4	605.3	900.6	1,052.1
Right-of-use assets	12,534.9	12,857.5	13,133.1	10,917.3	11,197.7
Properties under development	451.0	490.8	445.8	444.3	443.2
Investments in joint ventures	2,817.7	3,122.9	3,161.2	4,010.1	3,967.2
Investments in associates	8.7	8.8	8.9	11.3	52.9
Financial assets at fair value through profit or loss	582.5	757.6	659.9	743.6	755.8
Other loan	–	357.0	357.0	–	1,062.0
Debtors and deposits	79.5	84.4	78.6	77.3	78.4
Deferred tax assets	47.7	47.7	47.7	50.1	47.5
Intangible assets	3.6	6.8	3.6	–	–
Current assets	<u>4,913.2</u>	<u>5,904.5</u>	<u>5,967.6</u>	<u>6,708.2</u>	<u>6,082.8</u>
Total assets	<u>28,518.7</u>	<u>30,247.8</u>	<u>30,795.9</u>	<u>32,459.3</u>	<u>32,702.0</u>
Current liabilities	(3,432.4)	(7,830.3)	(2,587.8)	(10,500.9)	(2,198.8)
Creditors and deposits received	(108.1)	(101.6)	(104.8)	(104.5)	(145.0)
Lease liabilities	(6.5)	(15.7)	(21.5)	(15.8)	(36.5)
Interest bearing bank borrowings	(13,214.1)	(8,221.2)	(13,203.2)	(5,880.2)	(11,309.5)
Other borrowings	–	–	–	–	(2,716.7)
Deferred tax liabilities	(647.1)	(687.6)	(747.3)	(801.8)	(839.7)
Total liabilities	<u>(17,408.2)</u>	<u>(16,856.4)</u>	<u>(16,664.6)</u>	<u>(17,303.2)</u>	<u>(17,246.2)</u>
Perpetual securities	<u>(1,732.9)</u>	<u>(1,732.9)</u>	<u>(1,732.9)</u>	<u>(1,732.9)</u>	<u>(1,732.9)</u>
Non-controlling interests	<u>(184.0)</u>	<u>(331.9)</u>	<u>(460.1)</u>	<u>(617.0)</u>	<u>(724.2)</u>



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