



百利保控股有限公司

**Paliburg**  
Holdings Limited

(Incorporated in Bermuda with limited liability)  
(Stock Code : 617)



**2023**  
ANNUAL REPORT



# CONTENTS

2	Corporate Information
3	Directors' Profile
6	Chairman's Statement
27	Management Discussion and Analysis
37	Report of the Directors
47	Corporate Governance Report
56	Financial Statements
56	Consolidated Statement of Profit or Loss
57	Consolidated Statement of Comprehensive Income
58	Consolidated Statement of Financial Position
60	Consolidated Statement of Changes in Equity
62	Consolidated Statement of Cash Flows
65	Notes to Financial Statements
179	Independent Auditor's Report
183	Schedule of Principal Properties
191	Published Five Year Financial Summary

## CORPORATE INFORMATION

### DIRECTORS

#### **Executive Directors**

Lo Yuk Sui

(Chairman and Chief Executive Officer)

Jimmy Lo Chun To

(Vice Chairman and Managing Director)

Kelvin Leung So Po

Lo Po Man

Kenneth Ng Kwai Kai

Kenneth Wong Po Man

#### **Independent Non-Executive Directors**

Bowen Joseph Leung Po Wing, GBS, JP

Winnie Ng, JP

Abraham Shek Lai Him, GBS, JP

Wong Chi Keung

### AUDIT COMMITTEE

Wong Chi Keung (Chairman)

Bowen Joseph Leung Po Wing, GBS, JP

Winnie Ng, JP

Abraham Shek Lai Him, GBS, JP

### REMUNERATION COMMITTEE

Wong Chi Keung (Chairman)

Lo Yuk Sui

Winnie Ng, JP

### NOMINATION COMMITTEE

Lo Yuk Sui (Chairman)

Bowen Joseph Leung Po Wing, GBS, JP

Winnie Ng, JP

Abraham Shek Lai Him, GBS, JP

Wong Chi Keung

### SECRETARY

Eliza Lam Sau Fun

### AUDITOR

Ernst & Young

Certified Public Accountants

Registered Public Interest Entity Auditor

### PRINCIPAL BANKERS

Bank of Communications (Hong Kong) Limited

The Bank of East Asia, Limited

China Citic Bank International Limited

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

Chiyu Banking Corporation Limited

Chong Hing Bank Limited

Hang Seng Bank Limited

Industrial and Commercial Bank of China (Asia) Limited

Nanyang Commercial Bank, 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

Tricor Tengis Limited

17/F, Far East Finance Centre

16 Harcourt Road

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

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**Mr. Lo Yuk Sui**, aged 79; *Chairman and Chief Executive Officer* — Chairman and Managing Director since 1993 and designated as the Chief Executive Officer in 2007. Mr. Lo has been the managing director and the chairman of the predecessor listed companies of the Group since 1984 and 1986, respectively. 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, Regal Hotels International Holdings Limited (“RHIHL”) and Cosmopolitan International Holdings Limited (“Cosmopolitan”), both listed subsidiaries 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 RHIHL). 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 Mr. Jimmy Lo Chun To and Miss Lo Po Man.

**Mr. Lo Chun To (Alias: Jimmy)**, aged 50; *Vice Chairman and Managing Director* — Appointed to the Board in 1999. Mr. Jimmy Lo has been a Vice Chairman and Managing Director of the Company since 2013. He is also an executive director and a vice chairman of CCIHL, an executive director of RHIHL, an executive director, 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 Group’s property projects in the People’s Republic of China (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. Leung Po Wing, Bowen Joseph, GBS, JP**, aged 74; *Independent Non-Executive Director* — Invited to the Board as Independent Non-Executive Director in 2008. Mr. Leung is also an independent non-executive director of RPML. Mr. Leung previously served the Hong Kong Government for over 32 years until his retirement as the Director of the Office of the Government of the Hong Kong Special Administrative Region in Beijing (“Beijing Office”) in November 2005. He joined the Administrative Service in June 1973 and rose to the rank of Administrative Officer Staff Grade A1 in June 1996. During his service in the Administrative Service, Mr. Leung had served in various policy bureaux and departments. Senior positions held by Mr. Leung included: Deputy Secretary for District Administration (later retitled as Deputy Secretary for Home Affairs); Deputy Secretary for Planning, Environment and Lands; Private Secretary, Government House, Secretary for Planning, Environment and Lands and Director of the Beijing Office. Mr. Leung has extensive experience in corporate leadership and public administration. During his tenure as the Director of the Beijing Office, he had made commendable efforts in promoting Hong Kong in the Mainland, as well as fostering closer links and co-operation between Hong Kong and the Mainland. Mr. Leung is an independent non-executive director and a member of the audit committee of Quali-Smart Holdings Limited, which is listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

## DIRECTORS' PROFILE (Cont'd)

**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 RHIHL, 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.

**Miss Lo Po Man**, aged 44; *Executive Director* — Appointed to the Board in 2007. Miss Lo is also an executive director and a vice chairman of CCIHL, an executive director, a vice chairman and the managing director of RHIHL, 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 joined the RHIHL Group in 2000 and is an experienced executive in sales and marketing and corporate management. She oversees the sales and marketing function of the RHIHL 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.

**Mr. Ng Kwai Kai (Alias: Kenneth)**, aged 69; *Executive Director* — Appointed to the Board in 1995. Mr. Kenneth Ng is also an executive director and the chief operating officer of CCIHL, an executive director of RHIHL and Cosmopolitan, and a non-executive director of RPML. Mr. Ng has been with the Group since 1985 and is in charge of the corporate finance, company secretarial and administrative functions of the Century City Group. Mr. Ng is a Chartered Secretary.

**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 RHIHL. 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. Shek Lai Him, Abraham (Alias: Abraham Razack), GBS, JP, aged 78; Independent Non-Executive Director** — Invited to the Board as Independent Non-Executive Director in 2002. Mr. Abraham Shek is also an independent non-executive director of Cosmopolitan and RPML. Mr. Shek holds a Bachelor's Degree of Arts and a Juris Doctor Degree. Mr. Shek is an honorary member of the Court of The Hong Kong University of Science and Technology, a member of both of the Court and the Council of The University of Hong Kong, a member of the Court of City University of Hong Kong and a member of the Court of Hong Kong Metropolitan University. Mr. Shek was a member of the Legislative Council of the Hong Kong Special Administrative Region. Mr. Shek is the honorary chairman, an independent non-executive director and the chairman of the audit committee of Chuang's China Investments Limited, an independent non-executive director and the chairman of the audit committee of Chuang's Consortium International Limited, the joint vice chairman, an independent non-executive director and a member of the audit committee of ITC Properties Group Limited, an independent non-executive director and a member of the audit committee of China Resources Building Materials Technology Holdings Limited (formerly known as China Resources Cement Holdings Limited), CSI Properties Limited, Everbright Grand China Assets Limited, Far East Consortium International Limited, Hao Tian International Construction Investment Group Limited, Shin Hwa World Limited and NWS Holdings Limited, and an independent non-executive director of Alliance International Education Leasing Holdings Limited and Lai Fung Holdings Limited, all of which companies are listed on the Stock Exchange. He is also an independent non-executive director and a member of the audit committee of Eagle Asset Management (CP) Limited, the manager of Champion Real Estate Investment Trust (which is listed on the Stock Exchange).

**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 RHIHL. 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 Securities and Futures Ordinance of Hong Kong. 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.

**Mr. Wong Po Man (Alias: Kenneth), aged 58; Executive Director** — Appointed to the Board in 2007. Mr. Kenneth Wong is also an executive director and the chief operating officer of Cosmopolitan. Mr. Wong graduated from The University of Hong Kong with a Bachelor of Arts Degree in Architectural Studies and a Bachelor's Degree of Architecture. He also holds a Master of Science Degree in Real Estates from The University of Hong Kong. Mr. Wong is a qualified architect and has been with the Group for over 31 years. He has been involved in architectural design and project management in respect of various property development projects of the Group and is also the Technical Director of Chatwin Engineering Limited, the construction arm of the Group, registered under the Buildings Ordinance.

## CHAIRMAN'S STATEMENT



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\$1,042.0 million, as compared to a loss of HK\$217.7 million for the preceding financial year.

As explained in the profit warning announcement published by the Company on 20th March, 2024, although the Group's two principal business operations comprising property and hotel businesses continued to operate profitably, their profit contributions for the year were relatively lower than those in 2022, particularly with respect to the property business as affected by the adverse market conditions of the real estate sectors in Hong Kong and Mainland China. Moreover, due to the substantial increase in the Group's finance costs on account of the rapid hike in the interest rates in Hong Kong, especially in the second half of last year, as well as the significant amount of depreciation charges required to be provided on the Group's hotel properties to conform to applicable accounting standards, the Group recorded an increased loss for the year under review.

For the financial year ended 31st December, 2023, the Group attained a gross profit of HK\$1,124.8 million (2022 - HK\$1,724.9 million). After accounting for mainly administrative expenses, the impairment losses on certain properties held for sale and properties under development as well as fair value losses on financial assets, the operating profit before depreciation, finance costs and tax (EBITDA) amounted to HK\$277.8 million (2022 - HK\$1,086.4 million).

The Group presently holds, through its various subsidiaries, a portfolio of 12 hotels operating in Hong Kong. Except for the iclub AMTD Sheung Wan Hotel that is owned by a joint venture 50% held by P&R Holdings Limited (which is, in turn, a joint venture equally owned by the Company and Regal Hotels International Holdings Limited, a listed subsidiary of the Company), all the other 11 hotels are wholly owned and operated within the Group and required to be subject to depreciation charges to conform to the applicable accounting standards. Total depreciation charges on these 11 hotels for the year amounted to HK\$689.5 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.

Supplementary information showing the adjusted net asset value of the Company of HK\$14.65 per share as at 31st December, 2023, after adjusting for the surplus of the market valuations over the carrying values of the Group's hotel properties in Hong Kong of HK\$10,763.6 million and on the basis therein presented, is contained in the paragraph headed "Asset Value" in the section headed "Management Discussion and Analysis" in this Annual Report.

## **BUSINESS OVERVIEW**

The Group comprises a total of four listed entities, with diversified business interests in properties, hotels, aircraft ownership and leasing, and financial assets and other investments.

As at 31st December, 2023, the Group directly held, through its wholly owned subsidiaries, a controlling shareholding interest of approximately 69.3% in Regal which, in turn, held approximately 74.9% of the outstanding units of Regal Real Estate Investment Trust, the listed subsidiary of Regal that presently owns five Regal Hotels and four iclub Hotels in Hong Kong. Regal Portfolio Management Limited, a wholly owned subsidiary of Regal, acts as the REIT Manager of Regal REIT.

The Group's property development and investment businesses in Hong Kong are principally conducted through P&R which is, effectively, a subsidiary of the Group. Regal also undertakes, on its own, some property projects in Hong Kong as well as overseas.

Apart from its property business, P&R also holds an effective controlling shareholding interest in Cosmopolitan International Holdings Limited, a listed subsidiary of the Group that primarily engages in property business in China and other investments. Following the completion of the bonus issue and related proposals by Cosmopolitan in December 2023 and the subsequent conversion by P&R of its holdings of the convertible bonds and part of the convertible notes received under the aforesaid bonus issue of Cosmopolitan into ordinary shares of Cosmopolitan, P&R held 56.5% of the issued ordinary share capital of Cosmopolitan as at 31st December, 2023 and, in addition, existing convertible preference shares as well as new convertible notes of Cosmopolitan, which are convertible into an aggregate of 1,272.1 million new ordinary shares of Cosmopolitan. Moreover, the Company and Regal also hold, through their respective wholly owned subsidiaries, ordinary shares and new convertible notes of Cosmopolitan.

Further information on the latest progress of the Group's property business as well as the financial results and operational reviews of Regal (including Regal REIT) and Cosmopolitan are presented below.

### 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.

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 profits derived 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 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.

Additional information on the Group's property development projects and properties, including those undertaken by P&R and Regal as well as the projects in Mainland China that are undertaken through Cosmopolitan, are contained in the section headed "Management Discussion and Analysis" in this Annual Report.

### REGAL HOTELS INTERNATIONAL HOLDINGS LIMITED

For the year ended 31st December, 2023, Regal 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.

The Regal group's hotel business continued to operate profitably and generated satisfactory revenue. Gross profit from operations of the Regal group for the year under review amounted to HK\$652.3 million (2022 - HK\$857.8 million). The increased loss incurred by the Regal 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 its hotel properties.

Most of the fair value losses on financial assets incurred by the Regal group for the year was related to its investments in Cosmopolitan. The Regal 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 by the Regal group as financial assets at fair value through profit or loss and the fluctuations in their fair value reflected in its 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 Regal group's investment holdings in Cosmopolitan (comprising ordinary shares and bonus convertible notes) was included in its results 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 Regal group's cash flow.

As mentioned before, the Regal group's hotel properties in Hong Kong are all owned and self-operated by subsidiaries of Regal and are, therefore, required to be subject to depreciation charges to conform to the applicable accounting standards. Total depreciation charges on the Regal 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 its cash flow, they have nevertheless adversely affected the Regal group's financial results.

## **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 Regal 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 Regal 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 Regal 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

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 Regal 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 Regal 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 Regal, is the lessee operating all the five Regal Hotels and the three iclub Hotels under leases from Regal REIT.

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, Regal 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.

Further details on the hotel properties of the Regal 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 Regal 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.

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 Regal group upon its completion.

### PROPERTIES

Apart from its 50% joint venture interest held in P&R, the Regal group itself owns a portfolio of investment and development properties.

The Queens at Queen's Road West is a commercial/residential building developed by the Regal group, which was completed in late 2022. It 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 Regal group will consider selling the unsold residential and commercial units on units sale or en bloc basis.

In the meanwhile, the Regal group is also undertaking a commercial/residential redevelopment project at Hai Tan Street in Sham Shui Po. The Regal group owns 9 houses in Regalia Bay in Stanley. Most recently, the Regal 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 Regal 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.

### AIRCRAFT OWNERSHIP AND LEASING

The Regal 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 Regal 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 Regal group in the current financial year.

With respect to the other Airbus aircraft repossessed by the Regal 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.

**COSMOPOLITAN INTERNATIONAL HOLDINGS LIMITED**

For the financial year ended 31st December, 2023, Cosmopolitan incurred a loss attributable to shareholders of HK\$372.3 million, while a profit of HK\$4.0 million was recorded in 2022.

Due to the sluggish property market conditions in Mainland China, the profit contribution from property sales in the two composite developments of the Cosmopolitan group in Chengdu and Tianjin during the year under review was relatively insignificant as compared to the preceding year. Moreover, having regard to the continued downward adjustments in overall property prices, the Cosmopolitan group provided for impairment losses on some properties held for sale as well as parts of properties under development in those two development projects in an aggregate amount of approximately HK\$172.2 million. Consequently, after further accounting for finance costs, administrative expenses and taxation charges, Cosmopolitan incurred for the year under review a loss attributable to shareholders of HK\$372.3 million.

**BUSINESS OVERVIEW**

The Gross Domestic Product of China for the full year of 2023 grew by 5.2%, which was in line with the official growth target. However, the corrections in the real estate market in Mainland China persisted, with the nationwide sale volume and selling prices of commodity properties in the primary market having further declined year-on-year, save for some exceptions in certain first-tier and strong second-tier cities. Since the fourth quarter of 2023, the central government authorities in China have continually implemented a series of supportive policy measures, including the removal of purchase restrictions and the lowering of minimum down payments for home purchases in many cities, with a view to stabilising the overall property market, although it may take some time for these positive measures to generate the intended effects.

After the disposal of the residential units, the remaining components in the Regal Cosmopolitan City development in Chengdu mainly comprise a commercial complex (including a six-storey shopping mall podium), five towers of office accommodation and a hotel building, the development works for which were proceeding as planned. The presale of some of the office and shop units in one of the office towers was continuing but, due to the weakness in the property market, the progress achieved so far has been relatively slow.

Likewise, almost all of the residential units in the Regal Renaissance development in Tianjin have been sold in the prior years. The remaining components in this development, which have all been completed, mainly consist of a commercial complex and two office towers atop of a four-storey commercial podium. The progress on the sale of the shops in the commercial complex was similarly slow and only generated very modest profit contribution during the year. Having regard to 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.

As referred to above, Regal and Cosmopolitan have, through their respective subsidiaries, entered into a Memorandum of Understanding with the Ministry of Investment of Saudi Arabia (MISA) in December 2023 to jointly explore a strategic partnership in hotel development and management. The potential partnership under the memorandum will aim to leverage the strength of the Regal group in developing and operating hotel brands and the strength of the Cosmopolitan group in project management of real estate and hotel development projects, together with MISA's expertise in connecting local financial and strategic investors in the Kingdom of Saudi Arabia. Cosmopolitan will also consider and assess the opportunity to become the listed vehicle for the investment platform, if the transactions contemplated under the memorandum would materialise.

### OUTLOOK

#### REGAL GROUP

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

**COSMOPOLITAN GROUP**

With an aim to supporting a stable development of the property market in Mainland China, the central government authorities announced in January this year a plan for the establishment of a financing coordination mechanism for the real estate sector. Under the plan, financing support will be made available by commercial banks to the real estate developers for those of their property development projects that are eligible for financing assistance. This can ensure the smooth delivery of presold commodity properties and, in turn, restore market confidence.

Recently in February 2024, the People's Bank of China announced the lowering of the Loan Prime Rate for tenors of 5 years or more by margins that exceeded market expectations. The lowering of the LPR will reduce the interest burden for long-term loans, particularly residential mortgages, which will help to stimulate demands and stabilise market expectations. Meanwhile, it can also be expected that more policy measures will be introduced by the central government authorities to promote the long-term growth of the real estate sector in China.

Overall, despite some foreseeable challenges, the directors of Cosmopolitan remain optimistic that as the property market in China gradually revives, the Cosmopolitan group will be able to secure substantial revenues from its two development projects in Chengdu and Tianjin.

**PALIBURG GROUP**

With a view to stabilising the property market in Hong Kong, the Government has recently announced a series of supportive measures including, more notably, the scrapping of the special stamp duty, buyer's stamp duty and the new residential stamp duty for home purchases introduced in earlier years as part of the demand-side management measures as well as relaxing the countercyclical macroprudential measures on property loans.

Under the various talent admission schemes of Hong Kong, it was reported that, as of the last year end, about 128,000 cases have been approved, with over 80,000 individuals having arrived the city. In addition, the Government has recently announced the details of the new Capital Investment Entrant Scheme, which is expected to attract to Hong Kong a batch of high net-worth individuals. All these will create new demands for different types of properties in Hong Kong, especially the luxury residential sector.

Property transactions in Hong Kong during the past two months have increased. The Group anticipates that when the interest rates begin to ease, the market confidence towards the property sector in Hong Kong will gradually restore.

The Group owns a solid portfolio of quality assets that are well diversified in business scope as well as geographical coverage, which will continue to generate substantial cash flow and revenues. The Group will closely monitor changes in the overall economic environment to review and adjust its business strategies, with a view to ensuring the long term growth and prosperity of the Group.

## CHAIRMAN'S STATEMENT (Cont'd)

### 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 my fellow colleagues on the Board and all management and staff members for their contribution and efforts over the past year.

### LO YUK SUI

Chairman

Hong Kong  
27th March, 2024

# 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



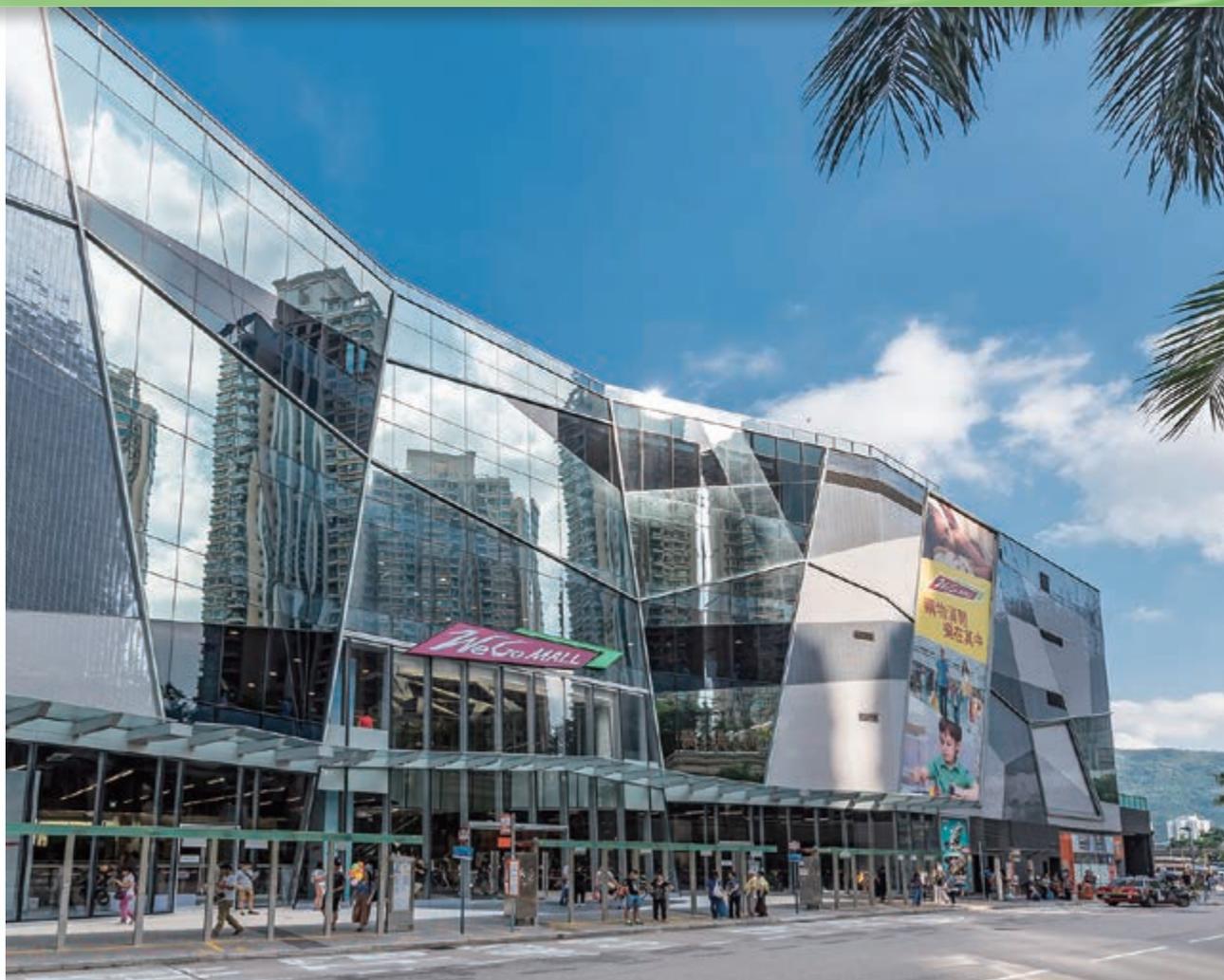
Living room of a garden house



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

# 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

# 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

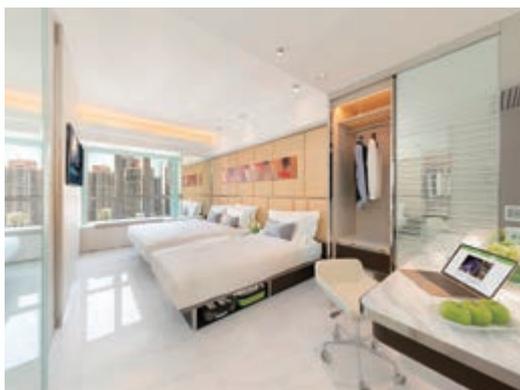
SHEUNG WAN • HONG KONG



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



Lobby



iResidence Elite



iLounge

# REGALA SKYCITY HOTEL

CHEK LAP KOK • HONG KONG



Regala Skycity Hotel at 8 Airport Expo Boulevard, Hong Kong International Airport



Lobby



Guestroom - Cabana



Chinese restaurant - the Jade

# 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

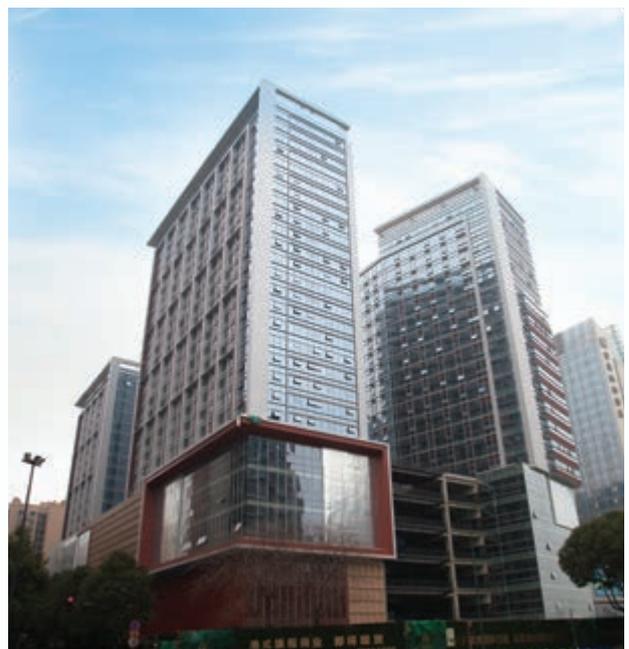
\* Artist impression

# COMPOSITE DEVELOPMENT

CHENGDU • MAINLAND CHINA



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



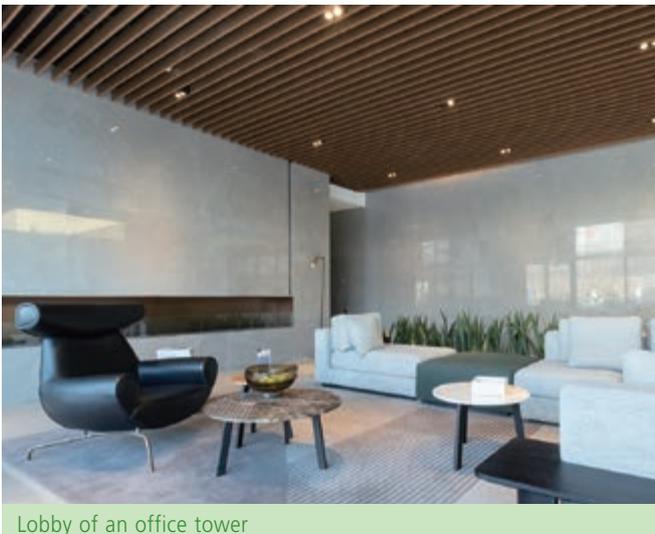
Regal Xindu Hotel and commercial/office towers - building and facade works completed

# COMPOSITE DEVELOPMENT

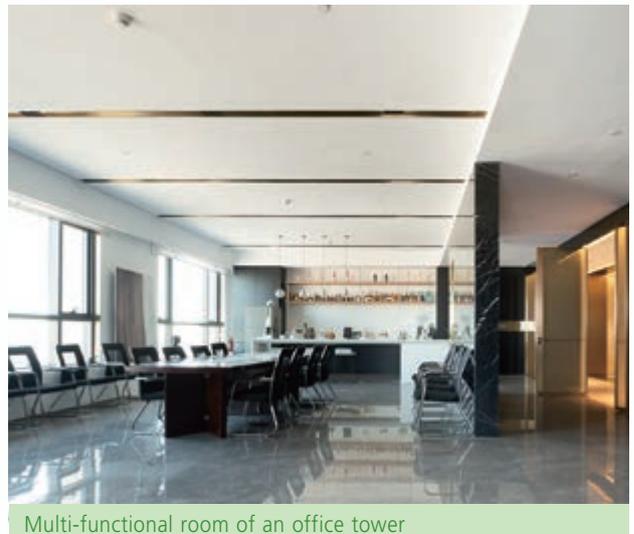
## TIANJIN • MAINLAND CHINA



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 property development and investment, construction and building related businesses, hotel ownership, hotel operation and management, asset management, aircraft ownership and leasing and other investments including financial assets investments.

The significant investments and business interests of Regal Hotels International Holdings Limited ("RHIHL"), the principal listed subsidiary of the Group, 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 investment businesses.

Cosmopolitan International Holdings Limited ("Cosmopolitan") is a listed subsidiary of the Group held through P&R. The principal business activities of the Cosmopolitan group comprise property development and investment, which are mainly focused in the People's Republic of China (the "PRC"), and other investments including financial assets investments.

The performance of the Group's property, construction and building related and other investment businesses, and those of the principal businesses of RHIHL, Regal REIT and Cosmopolitan 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 the Group's operating performance and future prospects, is contained in the preceding Chairman's Statement and in this Management Discussion and Analysis.

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.

## P&R HOLDINGS LIMITED

P&R is a 50/50 owned joint venture established with RHIHL, with capital contributions provided by the Company and RHIHL on a pro-rata basis in accordance with their respective shareholdings. As the Company owns a controlling shareholding interest in RHIHL, P&R is, effectively, a subsidiary of the Company. 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.

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

### *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.

### *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 RHIHL 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 RHIHL 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.

## **REGAL HOTELS INTERNATIONAL HOLDINGS LIMITED**

RHIHL is a listed subsidiary of the Company. Further information relating to the property projects undertaken and the principal properties owned by RHIHL group (other than those owned by Regal REIT), which are all wholly owned by RHIHL, is set out below:

### **Hong Kong**

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

In February 2017, a wholly owned subsidiary of RHIHL 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.

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

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.

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

Through the judicial proceedings for the Land Compulsory Sale, the RHIHL 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 RHIHL 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 RHIHL 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 RHIHL group in 2014. The hotel was initially operated by the RHIHL 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 RHIHL 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 RHIHL 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 RHIHL 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.

## **COSMOPOLITAN INTERNATIONAL HOLDINGS LIMITED**

Cosmopolitan is a listed subsidiary of the Group 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).

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

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.

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.

### **CONSTRUCTION AND BUILDING RELATED BUSINESSES**

The Group's wholly owned construction arm, Chatwin Engineering Limited, was the main contractor for the construction of P&R's residential project at Domus and Casa Regalia as well as its other hotel projects in Hong Kong, namely, iclub Sheung Wan Hotel, iclub Fortress Hill Hotel, iclub To Kwa Wan Hotel and iclub Mong Kok Hotel, all completed in the years between 2014 and 2019. Chatwin was also responsible for the construction management of the Mount Regalia project and the Regala Skycity Hotel project completed in 2019 and 2021 respectively. Chatwin will continue to seek public construction contracts while providing in-house services to the Group's construction projects including construction management, health and safety as well as quality assurance and compliance.

With its extensive experience and professional expertise, the Group's development consultancy division played a key role, throughout the years, in supporting the in-house needs of the Group's member companies on development projects, from project inception stage, feasibility studies to project completion. These professional services include development appraisal, project management, architectural, interior design as well as quality control and cost engineering.

### **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

All the hotel properties of the Group 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 7th May, 2012 when RHIHL, together with Regal REIT, became subsidiaries of the Group, plus subsequent capital additions and deducting accumulated depreciation. 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 cost after full elimination of the unrealised gain arising from the disposal of the hotels by P&R to Regal REIT, while the iclub Mong Kok Hotel owned by P&R and the Regala Skycity Hotel owned by the RHIHL group, completed in 2019 and 2021 respectively, are stated at cost, and they are all also subject to depreciation. For the purpose of providing supplementary information, if the entire hotel property portfolio of the Group 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\$14.65 per share, computed as follows:

**As at 31st December, 2023**

	HK\$'million	HK\$ per ordinary share
Book net assets attributable to equity holders of the parent	10,268.6	9.21
Adjustment to restate the Group's hotel property portfolio in Hong Kong at its market value and add back the relevant deferred tax liabilities	6,065.7	5.44
Unaudited adjusted net assets attributable to equity holders of the parent	16,334.3	14.65

#### 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.

Property development projects in Hong Kong are financed partly by internal resources and partly by bank financing. Project financing is normally arranged in local currency to cover a part of the land cost and a major portion or the entire amount of the construction cost, with interest calculated by reference to the interbank offered rates and the loan maturity tied in to the estimated project completion date. Property development projects in the PRC are substantially financed by internal resources and proceeds from the presale of the units. Project financings for the projects in the PRC and 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 investments in the PRC and overseas, 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

Net cash flows generated from operating activities during the year under review amounted to HK\$623.9 million (2022 - HK\$706.0 million). Net interest payment for the year amounted to HK\$1,069.4 million (2022 - HK\$486.3 million).

### Borrowings and Gearing

As at 31st December, 2023, the Group had cash and bank balances and deposits of HK\$2,180.5 million (2022 - HK\$2,372.3 million) and the Group's borrowings, net of cash and bank balances and deposits, amounted to HK\$17,937.9 million (2022 - HK\$17,302.8 million).

As at 31st December, 2023, the gearing ratio of the Group was 45.0% (2022 - 41.4%), representing the Group's borrowings, net of cash and bank balances and deposits, of HK\$17,937.9 million (2022 - HK\$17,302.8 million), as compared to the total assets of the Group of HK\$39,824.5 million (2022 - HK\$41,787.2 million).

On the basis of the adjusted total assets as at 31st December, 2023 of HK\$50,588.1 million (2022 - HK\$51,120.5 million) with the hotel portfolio owned by the Group in Hong Kong restated at its market value on the basis presented above, the gearing ratio would be 35.5% (2022 - 33.8%).

Details of the maturity profile of the borrowings of the Group as of 31st December, 2023 are shown in notes 30 and 31 to the financial statements.

### Lease Liabilities

As at 31st December, 2023, the Group had lease liabilities of HK\$19.7 million (2022 - HK\$27.4 million).

### Pledge of Assets

As at 31st December, 2023, certain of the Group's property, plant and equipment, investment properties, right-of-use assets, properties under development, properties held for sale, financial assets at fair value through profit or loss, time deposits and bank balances in the total amount of HK\$30,373.0 million (2022 - HK\$30,936.1 million) were pledged to secure general 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. In addition, as at 31st December, 2023, certain ordinary shares in a listed subsidiary with a market value of HK\$251.8 million (2022 - HK\$275.4 million) were also pledged to secure general banking facilities granted to the Group.

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

### Capital Commitments

Details of the capital commitments of the Group as at 31st December, 2023 are shown in note 42 to the financial statements.

### Contingent Liabilities

Details of the contingent liabilities of the Group as at 31st December, 2023 are shown in note 41 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 1,660 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 property development and investment, construction and building related businesses, hotel ownership business through Regal Real Estate Investment Trust ("Regal REIT"), the listed subsidiary of Regal Hotels International Holdings Limited ("RHIHL") (a listed subsidiary of the Company), hotel operation and management businesses through RHIHL, asset management of Regal REIT, 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 56 to 178.

### 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 6 to 16 and pages 27 to 36, respectively, of this Annual Report. These discussions form part of this Report of the Directors. Details of the Group's financial risk management are disclosed in note 45 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 holders of ordinary shares for the year ended 31st December, 2023 (2022 - Nil).

## REPORT OF THE DIRECTORS (Cont'd)

### 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, Tricor Tengis Limited, no later than 4:30 p.m. on Thursday, 6th June, 2024.

### DIRECTORS

The Directors of the Company are:

Mr. Lo Yuk Sui  
Mr. Jimmy Lo Chun To  
Mr. Bowen Joseph Leung Po Wing, GBS, JP  
Mr. Kelvin Leung So Po  
Miss Lo Po Man  
Mr. Kenneth Ng Kwai Kai  
Ms. Winnie Ng, JP  
Mr. Abraham Shek Lai Him, GBS, JP  
Mr. Wong Chi Keung  
Mr. Kenneth Wong Po Man

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

In accordance with Bye-law 99 of the Bye-laws of the Company, the following Directors will retire from office by rotation at the 2024 Annual General Meeting:

- (i) Mr. Kenneth Ng Kwai Kai (Executive Director);
- (ii) Mr. Bowen Joseph Leung Po Wing (Independent Non-Executive Director); and
- (iii) Ms. Winnie Ng (Independent Non-Executive Director).

In accordance with Bye-law 102 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.

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, 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 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.

## REPORT OF THE DIRECTORS (Cont'd)

### 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	Personal interests	Number of shares held			Total (Approximate percentage of the issued shares as at 31st December, 2023)
				Corporate interests	Family/Other interests		
1. The Company	Mr. Lo Yuk Sui	Ordinary (issued)	90,078,014	740,860,803 (Note b)	15,000	830,953,817 (74.55%)	
	Mr. Jimmy Lo Chun To	Ordinary (issued)	2,274,600	–	–	2,274,600 (0.20%)	
	Mr. Kelvin Leung So Po	Ordinary (issued)	50,185	–	–	50,185 (0.005%)	
	Miss Lo Po Man	Ordinary (issued)	1,116,000	–	–	1,116,000 (0.10%)	
	Mr. Kenneth Ng Kwai Kai	Ordinary (issued)	176,200	–	–	176,200 (0.02%)	
	Mr. Kenneth Wong Po Man	Ordinary (issued)	6,200	–	–	6,200 (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%)	
	Mr. Jimmy Lo Chun To	Ordinary (issued)	251,735	–	–	251,735 (0.008%)	
	Mr. Kelvin Leung So Po	Ordinary (issued)	4,000	–	–	4,000 (0.000%)	
	Miss Lo Po Man	Ordinary (issued)	112,298	–	–	112,298 (0.004%)	
	Mr. Kenneth Wong Po Man	Ordinary (issued)	200	–	–	200 (0.000%)	

	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.	RHIHL	Mr. Lo Yuk Sui	Ordinary (issued)	24,200	622,855,261 (Note c)	260,700	623,140,161 (69.33%)
		Mr. Kelvin Leung So Po	Ordinary (issued)	200	–	–	200 (0.000%)
		Miss Lo Po Man	Ordinary (issued)	569,169	–	–	569,169 (0.06%)
		Mr. Kenneth Wong Po Man	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%)
		Mr. Jimmy Lo Chun To	Ordinary (issued)	680,730	–	–	680,730 (0.05%)
		Miss Lo Po Man	Ordinary (issued)	414,000	–	–	414,000 (0.03%)
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).

## REPORT OF THE DIRECTORS (Cont'd)

- (b) The interests in 694,124,547 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 16,271,685 issued ordinary shares of the Company 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 the Company 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 RHIHL 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 RHIHL were held through companies wholly owned by the Company, in which CCIHL held 62.28% shareholding interests. The Company held 69.25% shareholding interests in RHIHL.
- (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 the Company and RHIHL 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 RHIHL. The interests in the other 53,333,332 issued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of the Company. The Company, in which CCIHL held 62.28% shareholding interests, held 69.25% shareholding interests in RHIHL. 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 the Company and RHIHL 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 RHIHL. The interests in the other 106,666,664 unissued ordinary shares of Cosmopolitan were held through wholly owned subsidiaries of the Company. The Company, in which CCIHL held 62.28% shareholding interests, held 69.25% shareholding interests in RHIHL. 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 RHIHL. The interests in 732,363 issued units of Regal REIT were held through wholly owned subsidiaries of the Company. The interests in 2,687,000 issued units of Regal REIT were held through wholly owned subsidiaries of CCIHL. The Company, in which CCIHL held 62.28% shareholding interests, held 69.25% shareholding interests in RHIHL. 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:

Name of substantial shareholder	Number of issued ordinary shares held	Number of underlying ordinary shares held	Total number of ordinary shares (issued and underlying) held	Approximate percentage of issued ordinary shares as at 31st December, 2023
YSL Int'l (Note i)	694,124,547	–	694,124,547	62.28%
Grand Modern Investments Limited ("Grand Modern") (Note ii)	694,124,547	–	694,124,547	62.28%
CCIHL (Note iii)	694,124,547	–	694,124,547	62.28%
Century City BVI Holdings Limited ("CCBVI") (Note iv)	694,124,547	–	694,124,547	62.28%
Almighty International Limited ("Almighty") (Note iv)	346,994,526	–	346,994,526	31.13%
Cleverview Investments Limited ("Cleverview") (Note iv)	180,811,470	–	180,811,470	16.22%

**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) These companies are wholly owned subsidiaries of CCIHL and their interests in the ordinary shares of the Company were included in the interests held by CCIHL.

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.

## REPORT OF THE DIRECTORS (Cont'd)

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, Mr. Jimmy Lo Chun To and Miss Lo Po Man are directors of Grand Modern.
- (3) Mr. Lo Yuk Sui, Mr. Jimmy Lo Chun To, Mr. Kelvin Leung So Po, Miss Lo Po Man, Mr. Kenneth Ng Kwai Kai, Ms. Winnie Ng and Mr. Wong Chi Keung are directors of CCIHL.
- (4) Mr. Lo Yuk Sui, Mr. Jimmy Lo Chun To, Mr. Kelvin Leung So Po, Miss Lo Po Man and Mr. Kenneth Ng Kwai Kai are directors of CCBVI, Almighty and Cleverview.

### 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 changes

##### *Independent Non-Executive Directors:*

- |                                   |   |
|-----------------------------------|---|
| Mr. Abraham Shek Lai Him, GBS, JP | <ul style="list-style-type: none"><li>• The listing of the shares of Goldin Financial Holdings Limited (In Liquidation), of which Mr. Abraham Shek Lai Him is the chairman and an executive director, on the Stock Exchange were cancelled effective from 9:00 a.m. on 31st October, 2023.</li><li>• Resigned as an independent non-executive director of Country Garden Holdings Company Limited, a company listed on the Stock Exchange, with effect from 15th March, 2024.</li></ul> |
| 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".

### **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 percentage of purchases attributable to 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 notes 30 and 31 to the financial statements.

### **SHARE CAPITAL**

The details of the share capital of the Company are set out in note 34 to the financial statements.

### **SHARE PREMIUM ACCOUNT**

The details of the Company's share premium account are set out in note 34 to the financial statements.

### **SUBSIDIARIES**

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

### **ASSOCIATES**

Particulars of the Group's investments in associates are set out in note 17 to the financial statements.

## REPORT OF THE DIRECTORS (Cont'd)

### 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\$1,747.0 million.

In addition, the Company's share premium account, in the amount of HK\$1,356.1 million, may be distributed in the form of fully paid bonus shares.

### FINANCE COSTS CAPITALISED

Finance costs in the amount of HK\$3.1 million were capitalised during the year in respect of the Group's property development projects.

### EVENT AFTER THE REPORTING PERIOD

Details of the significant event of the Group after the reporting period are set in note 47 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*)  
Mr. Jimmy Lo Chun To (*Vice Chairman and Managing Director*)  
Mr. Kelvin Leung So Po (*appointed on 1st September, 2023*)  
Miss Lo Po Man  
Mr. Kenneth Ng Kwai Kai  
Mr. Kenneth Wong Po Man

### *Independent Non-Executive Directors:*

Mr. Bowen Joseph Leung Po Wing, GBS, JP  
Ms. Winnie Ng, JP  
Mr. Abraham Shek Lai Him, GBS, 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.

## CORPORATE GOVERNANCE REPORT (Cont'd)

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
Mr. Jimmy Lo Chun To ( <i>Vice Chairman and Managing Director</i> )	14/14	1/1
Mr. Kelvin Leung So Po <sup>#</sup>	2/14	0/1
Miss Lo Po Man	14/14	1/1
Mr. Kenneth Ng Kwai Kai	14/14	1/1
Mr. Kenneth Wong Po Man	14/14	1/1
<i>Independent Non-Executive Directors</i>		
Mr. Bowen Joseph Leung Po Wing, GBS, JP	14/14	1/1
Ms. Winnie Ng, JP	14/14	0/1
Mr. Abraham Shek Lai Him, GBS, JP	14/14	1/1
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:

<b>Name of Directors</b>	<b>Types of training</b>
<i>Executive Directors</i>	
Mr. Lo Yuk Sui ( <i>Chairman and Chief Executive Officer</i> )	B
Mr. Jimmy Lo Chun To ( <i>Vice Chairman and Managing Director</i> )	B
Mr. Kelvin Leung So Po <sup>#</sup>	A, B
Miss Lo Po Man	A, B
Mr. Kenneth Ng Kwai Kai	A, B
Mr. Kenneth Wong Po Man	A, B
<i>Independent Non-Executive Directors</i>	
Mr. Bowen Joseph Leung Po Wing, GBS, JP	A, B
Ms. Winnie Ng, JP	A, B
Mr. Abraham Shek Lai Him, GBS, 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*)  
Mr. Bowen Joseph Leung Po Wing, GBS, JP (*Member*)  
Ms. Winnie Ng, JP (*Member*)  
Mr. Abraham Shek Lai Him, 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
Mr. Bowen Joseph Leung Po Wing, GBS, JP	2/2
Ms. Winnie Ng, JP	2/2
Mr. Abraham Shek Lai Him, GBS, 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. 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. 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:

<b>Remuneration band</b>	<b>Number of individuals</b>
HK\$500,001 – 1,000,000	1
Within bands from HK\$1,000,001 – 3,500,000	1
Within bands from HK\$3,500,001 – 4,500,000	1
Within bands from HK\$4,500,001 – 6,000,000	0
HK\$6,000,001 – 6,500,000	2
Within bands from HK\$6,500,001 – 16,500,000	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:*

Mr. Bowen Joseph Leung Po Wing, GBS, JP (*Member*)

Ms. Winnie Ng, JP (*Member*)

Mr. Abraham Shek Lai Him, GBS, 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 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 Bye-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
Mr. Bowen Leung Po Wing, GBS, JP	1/1
Ms. Winnie Ng, JP	1/1
Mr. Abraham Shek Lai Him, GBS, 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 those 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 Paliburg Holdings Limited" (the "Paliburg 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 Paliburg 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 set of corporate policies and procedures for the principal business operations of the Group, with an objective to achieving sound and effective risk management and internal control systems. Separate meetings participated by Executive Directors, Group Financial Controller and related division heads 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. 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\$8.4 million (2022 - HK\$12.5 million) and HK\$2.7 million (2022 - HK\$2.9 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 for the six months ended 30th June, 2023	1.5
(2) Compliance and other services to the Group	1.2

### (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 requisitioner(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	2,806.4	4,003.7
Cost of sales		(1,681.6)	(2,278.8)
Gross profit		1,124.8	1,724.9
Other income and gains, net	5	65.4	81.0
Fair value losses on investment properties, net	14	(22.6)	(28.9)
Fair value gain upon reclassification of properties held for sale to investment properties		61.6	–
Fair value losses on financial assets at fair value through profit or loss, net	6	(165.4)	(48.2)
Loss on disposal of investment properties		(1.0)	(5.6)
Reversal of impairment loss of items of property, plant and equipment		12.4	–
Reversal of impairment loss on right-of-use asset		2.9	–
Impairment loss on properties under development		(122.6)	–
Impairment loss on properties held for sale		(151.4)	(20.5)
Impairment loss on investments in associates		(0.1)	(0.5)
Property selling and marketing expenses		(116.3)	(177.0)
Administrative expenses		(409.9)	(438.8)
OPERATING PROFIT BEFORE DEPRECIATION		277.8	1,086.4
Depreciation		(728.6)	(736.3)
OPERATING PROFIT/(LOSS)		(450.8)	350.1
Finance costs	7	(1,221.5)	(601.3)
Share of profits and losses of associates		(5.2)	(11.0)
LOSS BEFORE TAX	6	(1,677.5)	(262.2)
Income tax	10	14.4	(114.2)
LOSS FOR THE YEAR BEFORE ALLOCATION BETWEEN EQUITY HOLDERS OF THE PARENT AND NON-CONTROLLING INTERESTS		(1,663.1)	(376.4)
Attributable to:			
Equity holders of the parent		(1,042.0)	(217.7)
Non-controlling interests		(621.1)	(158.7)
		(1,663.1)	(376.4)
LOSS PER ORDINARY SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	12		
Basic and diluted		HK\$(1.01)	HK\$(0.27)

## 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	<b>(1,663.1)</b>	(376.4)
OTHER COMPREHENSIVE INCOME/(LOSS)		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translating foreign operations	<b>(33.4)</b>	(152.5)
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:		
Changes in fair value of financial assets designated at fair value through other comprehensive income	<b>(388.0)</b>	(143.6)
Gain on property revaluation	<b>2.2</b>	–
OTHER COMPREHENSIVE LOSS FOR THE YEAR	<b>(419.2)</b>	(296.1)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<b><u>(2,082.3)</u></b>	<b><u>(672.5)</u></b>
Attributable to:		
Equity holders of the parent	<b>(1,379.3)</b>	(425.2)
Non-controlling interests	<b>(703.0)</b>	(247.3)
	<b><u>(2,082.3)</u></b>	<b><u>(672.5)</u></b>

## 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	6,361.4	6,672.9
Investment properties	14	3,868.8	3,149.0
Right-of-use assets	15	15,374.2	15,759.8
Properties under development	16	892.0	915.1
Investments in associates	17	401.3	406.6
Financial assets designated at fair value through other comprehensive income	18	28.1	443.3
Financial assets at fair value through profit or loss	19	592.9	768.4
Loans receivable	20	163.4	185.6
Finance lease receivable		101.7	–
Debtors, deposits and prepayments	26	286.5	277.8
Deferred tax assets	33	47.7	47.7
Trademark	22	610.2	610.2
Other intangible assets	23	3.6	6.8
Total non-current assets		<b>28,731.8</b>	29,243.2
<b>CURRENT ASSETS</b>			
Properties under development	16	2,437.4	2,413.7
Properties held for sale	24	5,635.8	6,655.6
Inventories	25	55.4	49.4
Loans receivable	20	32.7	34.4
Finance lease receivable		5.4	–
Debtors, deposits and prepayments	26	426.5	568.7
Financial assets at fair value through profit or loss	19	221.5	372.2
Derivative financial instruments	32	93.9	70.1
Tax recoverable		3.6	7.6
Restricted cash	27	577.2	176.5
Pledged time deposits and bank balances		212.4	190.6
Time deposits		567.2	1,107.9
Cash and bank balances		823.7	897.3
Total current assets		<b>11,092.7</b>	12,544.0

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

As at 31st December, 2023

	Notes	2023 HK\$'million	2022 HK\$'million
<b>CURRENT LIABILITIES</b>			
Creditors and accruals	28	(934.5)	(774.2)
Contract liabilities	29	(484.3)	(586.7)
Lease liabilities	15	(12.5)	(11.4)
Deposits received		(151.1)	(178.2)
Interest bearing bank borrowings	30	(5,780.0)	(7,929.2)
Tax payable		(449.8)	(447.0)
Total current liabilities		<u>(7,812.2)</u>	<u>(9,926.7)</u>
<b>NET CURRENT ASSETS</b>		<u>3,280.5</u>	<u>2,617.3</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>32,012.3</u>	<u>31,860.5</u>
<b>NON-CURRENT LIABILITIES</b>			
Creditors and deposits received		(90.1)	(84.8)
Lease liabilities	15	(7.2)	(16.0)
Interest bearing bank borrowings	30	(13,870.4)	(11,589.9)
Other borrowings	31	(468.0)	(156.0)
Deferred tax liabilities	33	(1,445.9)	(1,618.1)
Total non-current liabilities		<u>(15,881.6)</u>	<u>(13,464.8)</u>
Net assets		<u>16,130.7</u>	<u>18,395.7</u>
<b>EQUITY</b>			
<b>Equity attributable to equity holders of the parent</b>			
Issued capital	34	111.4	111.4
Reserves	35	10,157.2	11,653.7
		<u>10,268.6</u>	<u>11,765.1</u>
<b>Perpetual securities</b>	36	1,732.9	1,732.9
<b>Non-controlling interests</b>		4,129.2	4,897.7
Total equity		<u>16,130.7</u>	<u>18,395.7</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	Special reserve HK\$'m	Fair value reserve of financial assets at fair value through other comprehensive income HK\$'m	Property revaluation 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	111.4	1,356.1	4.3	3,174.3	689.6	(956.6)	5.5	(11.0)	7,922.9	12,296.5	1,732.9	5,265.2	19,294.6
Loss for the year	-	-	-	-	-	-	-	-	(217.7)	(217.7)	-	(158.7)	(376.4)
Other comprehensive loss for the year	-	-	-	-	-	(103.2)	-	-	-	(103.2)	-	(40.4)	(143.6)
Changes in fair value of financial assets designated at fair value through other comprehensive income	-	-	-	-	-	(103.2)	-	-	-	(103.2)	-	(40.4)	(143.6)
Exchange differences on translating foreign operations	-	-	-	-	-	-	-	(104.3)	-	(104.3)	-	(48.2)	(152.5)
Total comprehensive loss for the year	-	-	-	-	-	(103.2)	-	(104.3)	(217.7)	(425.2)	-	(247.3)	(672.5)
Acquisition of non-controlling interests in a listed subsidiary	-	-	-	(26.7)	-	-	-	-	-	(26.7)	-	(9.7)	(36.4)
Distribution to holders of perpetual securities	-	-	-	-	-	-	-	-	(79.5)	(79.5)	-	(35.3)	(114.8)
Distribution to non-controlling interests of a listed subsidiary	-	-	-	-	-	-	-	-	-	-	-	(75.2)	(75.2)
At 31st December, 2022	111.4	1,356.1	4.3	3,147.6	689.6	(1,059.8)	5.5	(115.3)	7,605.7	11,765.1	1,732.9	4,897.7	18,395.7

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

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	Special reserve HK\$'m	Fair value reserve of financial assets at fair value through other comprehensive income HK\$'m	Property revaluation 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, 2023	111.4	1,356.1	4.3	3,147.6	689.6	(1,059.8)	5.5	(115.3)	7,625.7	11,765.1	1,732.9	4,897.7	18,395.7
Loss for the year	-	-	-	-	-	-	-	-	(1,042.0)	(1,042.0)	-	(621.1)	(1,663.1)
Other comprehensive income/(loss) for the year:													
Changes in fair value of financial assets designated at fair value through other comprehensive income	-	-	-	-	-	(314.2)	-	-	-	(314.2)	-	(73.8)	(388.0)
Exchange differences on translating foreign operations	-	-	-	-	-	-	-	(24.6)	-	(24.6)	-	(8.8)	(33.4)
Gain on revaluation of property	-	-	-	-	-	-	1.5	-	-	1.5	-	0.7	2.2
Total comprehensive income/(loss) for the year	-	-	-	-	-	(314.2)	1.5	(24.6)	(1,042.0)	(1,379.3)	-	(703.0)	(2,082.3)
Acquisition of non-controlling interests in a listed subsidiary	-	-	-	(35.4)	-	-	-	-	-	(35.4)	-	(22.2)	(57.6)
Transfer of fair value reserve upon the disposal of financial assets designated at fair value through other comprehensive income	-	-	-	-	-	621.7	-	-	(621.7)	-	-	-	-
Distribution to holders of perpetual securities	-	-	-	-	-	-	-	-	(79.4)	(79.4)	-	(35.2)	(114.6)
Distribution to non-controlling interests of a listed subsidiary	-	-	-	-	-	-	-	-	-	-	-	(8.2)	(8.2)
Other movement	-	-	-	(2.4)	-	-	-	-	-	(2.4)	-	0.1	(2.3)
At 31st December, 2023	111.4	1,356.1	4.3	3,109.8	689.6	(752.3)	7.0	(139.9)	5,882.6	10,268.6	1,732.9	4,129.2	16,130.7

## 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		(1,677.5)	(262.2)
Adjustments for:			
Finance costs	7	1,221.5	601.3
Share of profits and losses of associates		5.2	11.0
Interest income		(57.3)	(48.0)
Depreciation		728.6	736.3
Dividend income		(10.2)	(12.5)
Loss on disposal of items of property, plant and equipment	6	1.6	–
Loss on disposal of investment properties		1.0	5.6
Fair value gain upon reclassification of properties held for sale to investment properties		(61.6)	–
Fair value losses on investment properties, net		22.6	28.9
Loss/(Gain) on disposal of unlisted investments included in financial assets at fair value through profit or loss	5	7.1	(5.5)
Fair value losses on financial assets at fair value through profit or loss, net	6	165.4	48.2
Reversal of impairment loss of items of property, plant and equipment		(12.4)	–
Reversal of impairment loss on right-of-use asset		(2.9)	–
Impairment loss on properties under development		122.6	–
Impairment loss on properties held for sale		151.4	20.5
Impairment loss on investments in associates		0.1	0.5
Impairment of trade debtors, net	6	0.3	1.1
Write-off of other receivable	6	2.5	–
Write-off of items of property, plant and equipment	6	0.6	4.2
Gain on lease modification	6	–	(0.2)
Write-off of other intangible asset	6	3.6	–
Write-down of inventories to net realisable value	6	0.8	1.6
		<b>613.0</b>	1,130.8
Additions to properties under development		(257.1)	(416.7)
Decrease in properties held for sale		428.5	1,197.1
Decrease/(Increase) in financial assets at fair value through profit or loss		91.8	(164.2)
Increase in inventories		(2.7)	(18.7)
Decrease in debtors, deposits and prepayments		123.2	244.3
Increase in finance lease receivable		(107.1)	–
Decrease/(Increase) in restricted cash		(22.0)	63.5
Increase in pledged time deposits and bank balances		(18.4)	(12.6)
Increase/(Decrease) in creditors and accruals		15.0	(178.1)
Decrease in contract liabilities		(103.2)	(1,127.2)
Increase/(Decrease) in deposits received		(5.6)	8.7
Cash generated from operations		755.4	726.9
Dividends received from listed investments		3.6	9.2
Interest received		6.8	12.1
Hong Kong profits tax paid		(20.5)	(35.6)
Overseas taxes paid		(121.4)	(6.6)
Net cash flows from operating activities		<b>623.9</b>	706.0

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

For the year ended 31st December, 2023

Notes	2023 HK\$'million	2022 HK\$'million
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of financial assets at amortised cost	(30.0)	(184.8)
Purchase of financial assets at fair value through profit or loss	(21.6)	(135.2)
Proceeds from disposal of financial assets at fair value through profit or loss	23.4	14.0
Proceeds from redemption of financial assets at amortised cost	30.0	200.4
Distribution from financial assets at fair value through profit or loss	36.4	15.0
Decrease in loans receivable	23.8	27.2
Additions to investment properties	(5.9)	(4.4)
Proceeds from disposal of investment properties	12.9	17.3
Purchases of items of property, plant and equipment	(59.9)	(66.7)
Proceeds from disposal of items of property, plant and equipment	9.4	–
Additions to other intangible assets	(0.4)	(3.2)
Repayment from associates	–	37.1
Interest received	50.7	34.4
Dividends received from unlisted investments	6.6	3.3
Decrease/(Increase) in restricted cash	8.9	(7.5)
Decrease/(Increase) in pledged time deposits and bank balances	(3.6)	89.8
Decrease in time deposit with an original maturity of more than three months	–	10.0
Net cash flows from investing activities	<u>80.7</u>	<u>46.7</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Drawdown of new bank loans	4,234.1	5,129.8
Repayment of bank loans	(4,136.2)	(5,706.7)
Issue of unsecured note	312.0	156.0
Other transaction costs	(2.3)	–
Interest paid	(1,126.9)	(532.8)
Payment of loan and other costs	(28.1)	(50.4)
Principal portion of lease payments	(12.1)	(11.8)
Distribution to non-controlling interests of a listed subsidiary	(8.2)	(75.2)
Acquisition of non-controlling interests in a listed subsidiary	(35.1)	(36.4)
Distribution to holders of perpetual securities	(114.6)	(114.8)
Increase in restricted cash	(388.3)	(64.9)
Net cash flows used in financing activities	<u>(1,305.7)</u>	<u>(1,307.2)</u>

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

For the year ended 31st December, 2023

	Notes	2023 HK\$'million	2022 HK\$'million
NET DECREASE IN CASH AND CASH EQUIVALENTS		(601.1)	(554.5)
Cash and cash equivalents at beginning of year		2,005.2	2,584.2
Effect of foreign exchange rate changes, net		(13.2)	(24.5)
CASH AND CASH EQUIVALENTS AT END OF YEAR		<u>1,390.9</u>	<u>2,005.2</u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and cash equivalent as stated in the consolidated statement of financial position	38(a)	<u>1,390.9</u>	<u>2,005.2</u>

# NOTES TO FINANCIAL STATEMENTS

31st December, 2023

## 1. CORPORATE AND GROUP INFORMATION

Paliburg 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 property development and investment, construction and building related businesses, hotel ownership, hotel operation and management, asset management, aircraft ownership and leasing 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	
303 Technology Limited	Hong Kong	HK\$2	100	100	Security systems and software design, development and distribution
Aesthetics Construction Engineering Limited	Hong Kong	HK\$1	100	100	Construction engineering
Bajan Company Limited	Hong Kong	HK\$2	100	100	Financial assets investment
Chatwin Engineering Limited	Hong Kong	HK\$17,800,000 (2022: HK\$16,800,000)	100	100	Building construction
Cosmos Gain Investment Limited	Hong Kong	HK\$2	100	100	Property development and investment and financing
Farich Investment Limited	Hong Kong	HK\$2	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	
Finso Limited	Hong Kong	HK\$2	100	100	Investment holding
Gain World Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Glaser Holdings Limited	British Virgin Islands	US\$1	100	100	Investment holding
Glorymark Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Grand Equity Limited	British Virgin Islands	US\$1	100	100	Investment holding
Guo Yui Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
H.P. Nominees Limited	Hong Kong	HK\$2	100	100	Investment holding, financial assets investment and nominee services
Hang Fok Properties Limited	British Virgin Islands	US\$100	84.6	84.6	Investment holding
Hilmark Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Jumbo Pearl Investments Limited	British Virgin Islands	US\$1	100	100	Financial assets investment
Leading Lighting Technology Limited	Hong Kong	HK\$1	100	100	Lighting technology services
Leading Technology Holdings Limited	British Virgin Islands	US\$100	100	100	Investment holding
Linkprofit Limited	Hong Kong	HK\$1,000	100	100	Investment holding
Paliburg BVI Holdings Limited	British Virgin Islands	HK\$10	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	
Paliburg Building Services Limited	Hong Kong	HK\$2	100	100	Mechanical and electrical engineering services
Paliburg Development BVI Holdings Limited	British Virgin Islands	US\$1	100	100	Investment holding
Paliburg Development Consultants Limited	Hong Kong	HK\$100,000	100	100	Property development consultancy
Paliburg Development Finance Limited	Hong Kong	HK\$2	100	100	Financing
Paliburg Estate Agents Limited	Hong Kong	HK\$20	100	100	Provision of estate agency service
Paliburg Estate Management Limited	Hong Kong	HK\$20	100	100	Estate management
Paliburg Finance Limited	Hong Kong	HK\$2	100	100	Financing
Paliburg Investments Limited	Hong Kong	HK\$526,506,860	100	100	Investment holding and management services
Paliburg Property Development (Shanghai) Co., Ltd. <sup>(i)</sup>	The People's Republic of China ("PRC")/ Mainland China	US\$10,000,000	100	100	Property development and investment
Rich Pearl Limited	Hong Kong	HK\$10,000	100	100	Financing
Sanefix Development Limited	Hong Kong	HK\$2	100	100	Property investment
Shenzhen Leading Technology Co., Ltd. <sup>(i)</sup>	PRC/ Mainland China	RMB20,000,000	100	100	Security systems and software design, development and distribution
Sun Joyous Investments Limited	British Virgin Islands	US\$1	100	100	Financial assets 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	
Taylor Investments Ltd.	British Virgin Islands	US\$1	100	100	Investment holding
Transcar Investments Limited	British Virgin Islands	US\$1	100	100	Investment holding
Wiggans Investments Limited	British Virgin Islands	US\$1	100	100	Financial assets investment
Yield Star Limited	British Virgin Islands	US\$1	100	100	Investment holding
Yieldtop Holdings Limited	British Virgin Islands	US\$100	84.6	84.6	Investment holding
昆明中美二戰友誼公園文化傳播有限公司 <sup>(4)</sup>	PRC/ Mainland China	RMB5,000,000	87.0	87.0	Project management
Advance Fame Investments Limited	Hong Kong	HK\$1	84.6	84.6	Property development and investment holding
Alpha Advantage Investments Limited	British Virgin Islands	US\$1	84.6	84.6	Financial assets investment
Brilliant Enhancement Limited	Hong Kong	HK\$1	84.6	84.6	Property investment
Eminent Gold Investments Limited	Hong Kong	HK\$1	84.6	84.6	Property development
Equal Advantage Limited	Hong Kong	HK\$1	84.6	84.6	Property investment
Estate Legend Investments Limited	Hong Kong	HK\$1	84.6	84.6	Financing
Firstway Holdings Limited	Hong Kong	HK\$2	84.6	84.6	Property investment
Fountain Sky Limited	Hong Kong	HK\$2	84.6	84.6	Financial assets investment
Great Select Holdings Limited	British Virgin Islands	US\$1	84.6	84.6	Financial assets 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	
Inspiring Goal Limited	Hong Kong	HK\$1	84.6	84.6	Property investment
Interzone Investments Limited	British Virgin Islands	US\$1	84.6	84.6	Financial assets investment
Island Wealth Investments Limited	Hong Kong	HK\$1	84.6	84.6	Food and beverage operations
Land Glory Holdings Limited	Hong Kong	HK\$1	84.6	84.6	Property investment
Lead Fortune Development Limited	Hong Kong	HK\$2	84.6	84.6	Food and beverage operations
Leading Group Limited	Hong Kong	HK\$2	84.6	84.6	Food and beverage operations
Lendas Investments Limited	British Virgin Islands	US\$1	84.6	84.6	Financial assets investment
Lucky Achievement Limited	Hong Kong	HK\$1	84.6	84.6	Property investment
Marvel Best International Limited	Hong Kong	HK\$1	84.6	84.6	Investment holding
Marvel Creator Limited	Hong Kong	HK\$1	84.6	84.6	Property investment
Marvel Sino Holdings Limited	Hong Kong	HK\$1	84.6	84.6	Investment holding
Metropolitan Metro Asia (Ma On Shan) Limited	Hong Kong	HK\$1	84.6	84.6	Food and beverage operations
Metropolitan Metro Cafe (Ma On Shan) Limited	Hong Kong	HK\$1	84.6	84.6	Food and beverage operations
Multiple Achievement Limited	Hong Kong	HK\$1	84.6	84.6	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	
New Multi-Profit Limited	Hong Kong	HK\$1	84.6	84.6	Property investment
P&R Finance Limited	Hong Kong	HK\$1	84.6	84.6	Financing and investment holding
P&R Holdings Limited ("P&R")	British Virgin Islands	US\$100	84.6	84.6	Investment holding
P&R International Treasury Limited	British Virgin Islands	US\$1	84.6	84.6	Financing
P&R Strategic Limited	British Virgin Islands	US\$1	84.6	84.6	Investment holding
Perfect Grand Investment Limited	Hong Kong	HK\$2	84.6	84.6	Food and beverage operations
Real Charm Investment Limited	Hong Kong	HK\$2	84.6	84.6	Property development and investment
Regala Success Limited	Hong Kong	HK\$100	84.6	84.6	Food and beverage operations
Smart Base Holdings Limited	Hong Kong	HK\$2	84.6	84.6	Property investment
Solarmoon Holdings Limited	British Virgin Islands	US\$1	84.6	84.6	Investment holding
Star Yield Investments Limited	Hong Kong	HK\$1	84.6	84.6	Property development
Super Residence Limited	Hong Kong	HK\$1	84.6	84.6	Property investment
Treasure Lead Investments Limited	Hong Kong	HK\$1	84.6	84.6	Food and beverage operations
Ultimate Lead Limited	Hong Kong	HK\$1	84.6	84.6	Hotel ownership and operation
Ultra Goal Investments Limited	Hong Kong	HK\$1	84.6	84.6	Retail shops operation
Valuegood International Limited	British Virgin Islands	US\$1	84.6	84.6	Financial assets 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	
Winart Investments Limited	British Virgin Islands	US\$1	84.6	84.6	Financial assets investment
Cosmopolitan International Holdings Limited (“Cosmopolitan”)	Cayman Islands/ Hong Kong	Ordinary - HK\$24,792,411 Preference - HK\$4,590,975	58.4	61.5	Investment holding
Apex Team Limited	Hong Kong	HK\$1	62.5	67.6	Financing
Bizwise Investments Limited	British Virgin Islands	US\$1	62.5	67.6	Financing
Cosmopolitan International Finance Limited	Hong Kong	HK\$1	62.5	67.6	Financing and financial assets investment
Cosmopolitan International Management Services Limited	Hong Kong	HK\$1	62.5	67.6	Management services
Evercharm Investments Limited	British Virgin Islands	US\$1	62.5	67.6	Financial assets investment
新疆麗寶生態開發有限公司 <sup>(i)</sup>	PRC/ Mainland China	US\$8,800,000	62.5	67.6	Property development
成都富博房地產開發有限公司 <sup>(i)</sup>	PRC/ Mainland China	RMB99,981,870	62.5	67.6	Property development
天津市富都房地產開發有限公司 <sup>(i)</sup>	PRC/ Mainland China	RMB100,000,000	62.5	67.6	Property development

## 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	
置富投資開發(成都) 有限公司 <sup>(i)</sup>	PRC/ Mainland China	HK\$159,300,960	62.5	67.6	Property development
富宏(深圳)貿易 有限公司 <sup>(i)</sup>	PRC/ Mainland China	RMB10,000,000	62.5	67.6	Development consultancy
Regal Hotels International Holdings Limited ("RHIHL")	Bermuda/ Hong Kong	Ordinary - HK\$89,878,233	69.3	69.3	Investment holding
Alpha Season Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
AlphaTrio Asia Impact Pte. Ltd.	Singapore	SGD\$1	69.3	–	Investment holding
Ascent Human Resources Holdings Limited	Hong Kong	HK\$2	69.3	69.3	Provision of housekeeping services and investment holding
Ascent Property Services Limited	Hong Kong	HK\$1	69.3	69.3	Provision of security and guarding services
Best Time Enterprises Limited	Hong Kong	HK\$2	69.3	69.3	Passenger service licences holding and vehicle ownership
Camomile Investments Limited	Hong Kong	HK\$2	69.3	69.3	Property investment
Capital Charm Holdings Limited	Hong Kong	HK\$1	69.3	69.3	Hotel ownership and operation
Cheerview Limited	Hong Kong	HK\$1	69.3	69.3	Food and beverage operation
Chest Gain Development Limited	Hong Kong	HK\$10,000	69.3	69.3	Investment holding
Come On Investment Company Limited	Hong Kong	HK\$10,000	69.3	69.3	Financing

## 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	
Complete Success Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Eminent Result Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Favour Link International Limited	Hong Kong	HK\$1	69.3	69.3	Hotel operations
Favourite Stock Limited	British Virgin Islands	US\$1	69.3	69.3	Financial assets investment
Forever Venus Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Fortune Build Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Fortune Trove Limited	Hong Kong	HK\$1	69.3	69.3	Property investment
Frequentspirit Investimentos Imobiliários Lda.	Portugal	EUR100	69.3	69.3	Property development
Full Season International Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Gain Union Limited	Hong Kong	HK\$1	69.3	69.3	Property development
Gallant Glory Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Gaud Limited	Hong Kong	HK\$2	69.3	69.3	Financing
Gestiones E Inversiones Cosmoland, S.L.	Spain	EUR3,000	69.3	69.3	Hotel ownership

## 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	
Golden Vessel Investments Limited	Hong Kong	HK\$1	69.3	69.3	Property investment
Great Prestige Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Greatlead Investments Limited	Hong Kong	HK\$1	69.3	69.3	Property investment
Harvest Charm Investment Limited	Hong Kong	HK\$2	69.3	69.3	Financial assets investment and financing
Hill Treasure Limited	British Virgin Islands	US\$1	69.3	69.3	Aircraft ownership and leasing
Honormate Nominees Limited	Hong Kong	HK\$2	69.3	69.3	Financial assets investment and nominee services
Honrich Investment Limited	Hong Kong	HK\$2	69.3	69.3	Financing
Impressive Galaxy Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Intellect Aquarius Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Kaybro Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Long Profits Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Financing
Loraine Developments, S.L.	Spain	EUR3,000	69.3	69.3	Hotel ownership

## 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	
Maximum Good Limited	Hong Kong	HK\$1	69.3	69.3	Property investment
MetaGreen Technology Limited	Hong Kong	HK\$2	69.3	69.3	Investment holding
Metropolitan Central Kitchen Limited	Hong Kong	HK\$1	69.3	69.3	Sale of food products
Metropolitan F&B Management Limited	Hong Kong	HK\$1	69.3	69.3	Provision of management services for food and beverage operations
Million Sharp International Limited	Hong Kong	HK\$1	69.3	69.3	Property investment
Navigation Force Limited	British Virgin Islands	US\$1	69.3	69.3	Aircraft ownership and leasing
New Blossom International Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Rainbow Petal Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Regal Concord Limited	Hong Kong	HK\$1	69.3	69.3	Investment holding and financing
Regal Contracting Agency Limited	Hong Kong	HK\$1	69.3	69.3	Provision of agency contracting service
Regal Estate Agents Limited	Hong Kong	HK\$2	69.3	69.3	Provision of estate agency service
Regal Estate Management Limited	Hong Kong	HK\$2	69.3	69.3	Estate 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 F&B Management Limited	Hong Kong	HK\$1	69.3	69.3	Provision of management services for food and beverage operation
Regal Hotels (Holdings) Limited	Hong Kong	HK\$1,151,598,638	69.3	69.3	Investment holding and provision of management services
Regal Hotels Company Limited	Hong Kong	HK\$2	69.3	69.3	Investment holding
Regal Hotels International Limited	Hong Kong	HK\$100,000	69.3	69.3	Hotel management and investment holding
Regal Hotels Management (BVI) Limited	British Virgin Islands/ Mainland China	US\$1	69.3	69.3	Investment holding and provision of management services
Regal International Limited	British Virgin Islands	US\$20	69.3	69.3	Investment and trademark holding
Regal International (BVI) Holdings Limited	British Virgin Islands	HK\$10.1	69.3	69.3	Investment holding
Regal Portfolio Management Limited	Hong Kong	HK\$11,611,937	69.3	69.3	Asset 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	
RH International Finance Limited	British Virgin Islands/ Hong Kong	US\$1	69.3	69.3	Financing
R.H.I. Licensing B.V.	The Netherlands	NLG40,000	69.3	69.3	Trademark holding
Rich Capital Investment Limited	Hong Kong	HK\$100	69.3	69.3	Property development
Success Path Investments Limited	Hong Kong	HK\$1	69.3	69.3	Property investment
Talent Collection Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Tenshine Limited	Hong Kong	HK\$2	69.3	69.3	Financial assets investment and financing
Time Crest Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Financial assets investment
Total Blessing Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Total Wisdom Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Treasure Dealer Limited	Hong Kong	HK\$1	69.3	69.3	Property investment
Treasure Wagon Company Limited	Hong Kong	HK\$2	69.3	69.3	Operation of security storage lounge
Unicorn Star Limited	British Virgin Islands	US\$1	69.3	69.3	Financial assets investment
Unique Sky Holdings Limited	British Virgin Islands	US\$1	69.3	69.3	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	
Vast Charm International Limited	Hong Kong	HK\$1	69.3	69.3	Property investment
Vivid Merit Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Waterman House Investments Limited	England and Wales	GBP300	69.3	69.3	Property investment
Wealth Virtue Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Wealthy Path Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Wealthy Smart Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Well Mount Investments Limited	British Virgin Islands	US\$1	69.3	69.3	Financial assets investment
Wing Bright Holdings Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
Will Smart Investments Limited	Hong Kong	HK\$1	69.3	69.3	Property investment
Wise Ahead Holdings Limited	British Virgin Islands	US\$1	69.3	69.3	Investment holding
廣州市富堡訂房服務有限公司 <sup>(i)</sup>	PRC/ Mainland China	RMB100,000	69.3	69.3	Provision of room reservation services
富豪酒店投資管理(上海)有限公司 <sup>(i)</sup>	PRC/ Mainland China	US\$140,000	69.3	69.3	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 ("Regal REIT")	Hong Kong	3,257,431,189 units	51.9	51.9	Property investment
Bauhinia Hotels Limited	Hong Kong	HK\$2	51.9	51.9	Hotel ownership
Cityability Limited	Hong Kong	HK\$10,000	51.9	51.9	Hotel ownership
Gala Hotels Limited	Hong Kong	HK\$2	51.9	51.9	Hotel ownership
Land Crown International Limited	Hong Kong	HK\$1	51.9	51.9	Hotel ownership
Regal Asset Holdings Limited	Bermuda/ Hong Kong	US\$12,000	51.9	51.9	Investment holding
Regal Riverside Hotel Limited	Hong Kong	HK\$2	51.9	51.9	Hotel ownership
Rich Day Investments Limited	Hong Kong	HK\$1	51.9	51.9	Financing
Ricobem Limited	Hong Kong	HK\$100,000	51.9	51.9	Hotel ownership
Sonnix Limited	Hong Kong	HK\$2	51.9	51.9	Property ownership and hotel operation
R-REIT International Finance Limited	British Virgin Islands	US\$1	51.9	51.9	Financing
Tristan Limited	Hong Kong	HK\$20	51.9	51.9	Hotel ownership
Wise Decade Investments Limited	Hong Kong	HK\$1	51.9	51.9	Hotel ownership

Notes:

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

<sup>(ii)</sup> This subsidiary is registered as a domestic enterprise under PRC law.

Except for Paliburg Development BVI Holdings Limited and Paliburg Property Development (Shanghai) Co., Ltd., all of the above 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, financial assets designated at fair value through other comprehensive income 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, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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

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

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

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

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 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.

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 instrument, 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 loans 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 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**

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 it 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.

The Group's investments in associates 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 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, 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 are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

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

**(c) Interests in joint operations**

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. 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 recognises in relation to its interests in joint operations:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operations;
- its share of the revenue from the sale of the output by the joint operations; and
- its expenses, including its share of any expenses incurred jointly.

The assets, liabilities, revenues and expenses relating to the Group's interests in joint operations are accounted for in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

### (d) 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.

### (e) Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is 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 other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

**(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.

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" for owned property and/or accounts for such property in accordance with the policy stated under "Right-of-use assets" for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation 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) 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 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. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. 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.

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

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.

**(h) 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. Interest is capitalised at the interest rates related to specific development project borrowings. 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.

### (i) Intangible assets (other than goodwill)

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

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 (i) passenger service licences with indefinite useful lives; and (ii) trademark with indefinite useful life.

Passenger service licences are stated at cost less any impairment losses. They 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 flow for the Group.

Trademark is regarded to have indefinite useful life as there is no foreseeable limit to the period over which it is expected to generate cash flows for the Group.

### (j) 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, as appropriate.

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 designated at fair value through other comprehensive income (equity investments)*

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as financial assets designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Financial assets designated at fair value through other comprehensive income are not subject to impairment assessment.

*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.

### **(k) 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 and contract assets which apply the simplified approach as detailed below.

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

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

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

*Simplified approach*

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

**(l) 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.

### (m) Financial liabilities

#### *Initial recognition and measurement*

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

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

#### *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 ECL 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.

**(n) 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.

**(o) 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.

**(p) 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.

**(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) 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.

### (s) 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.

**(t) Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on the estimated selling prices less any estimated costs to be incurred to completion and disposal.

**(u) 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) 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 component.

(ii) Sale of aircraft

Revenue from the sale of aircraft is recognised at the point in time when the control of the assets is transferred to the buyer, generally on the delivery of the aircraft.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### (iii) 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 points programmes*

The Group's hotel operation segment operates loyalty points 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 points programmes give rise to a separate performance obligation because they provide a material right to the customers. Contract liabilities are recognised on the loyalty points programmes.

### (iv) Construction services

Revenue from the provision of construction services is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the construction services.

Claims to customers are amounts that the Group seeks to collect from the customers as reimbursement of costs and margins for scope of works not included in the original construction contract. Claims are accounted for as variable consideration 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. The Group uses the expected value method to estimate the amounts of claims because this method best predicts the amount of variable consideration to which the Group will be entitled.

### (v) Estate management service

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

### (vi) 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 and retail shop operations is recognised at the point in time when the control of the food and beverage and other items is transferred to the customer, generally upon purchase of the food and beverage and other 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 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.

### **(v) Contract assets**

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

### **(w) 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).

### **(x) Contract costs**

Other than the costs which are capitalised as properties held for sale and properties under development, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

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

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

### (y) Foreign currencies

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

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

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 and associates are currencies other than the Hong Kong dollars. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the exchange rates that approximate to those prevailing at the dates of the transactions. The resulting exchange differences are recognised in other comprehensive income and accumulated in 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.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

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

**(z) 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 goodwill or 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 and associates, 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 and associates, 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.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

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.

### (aa) 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 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.

**(ab) 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 of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

**(ac) 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.

**(ad) 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.

### (ae) 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 Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of impairment.

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 recognised in the statement of profit or loss.

### (af) Perpetual securities

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

### (ag) 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.

### (ah) 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/aircraft and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property/aircraft, 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.

### *Classification between investment properties and properties held for sale*

The Group develops properties held for sale and properties held to earn rentals and/or for capital appreciation. Judgement is made by management on determining whether a property is designated as an investment property or a property held for sale. The Group considers its intention for holding the properties at the early development stage of the related properties. During the course of construction, the related properties under construction are accounted for as properties under development included in non-current and current assets if the properties are intended for sale after their completion, whereas, the properties are accounted for as investment properties under construction included in investment properties if the properties are intended to be held to earn rentals and/or for capital appreciation. Upon completion of the properties, the properties held for sale are transferred to completed properties held for sale and are stated at cost, while the properties held to earn rentals and/or for capital appreciation are transferred to completed investment properties. Investment properties, both under construction and completed, are subject to revaluation at the end of each reporting period.

### *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.

### *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., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade debtors is disclosed in note 26 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).

*Impairment of non-financial assets (other than goodwill)*

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. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other 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.

*Estimation of net realisable values of properties under development and held for sale*

The Group performs regular review of the carrying amounts of properties under development and held for sale with reference to prevailing market data such as most recent sale transactions and internal estimates such as future selling prices and costs to completion of properties.

Based on this review, write-down of properties will be made when the estimated net realisable value declines below their carrying amounts. Due to changes in market and economic conditions, management’s estimates may be adjusted.

### *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 dates 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\$3,868.8 million (2022 - HK\$3,149.0 million). Further details, including the key assumptions used for fair value measurement, 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 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 are disclosed in note 33 to the financial statements.

### *Allocation of construction costs on properties under development*

Development costs of properties are recorded as properties under development during the construction stage and will be transferred to properties held for sale upon completion. An apportionment of these costs will be recognised in the statement of profit or loss upon the recognition of the sale of properties. Before the final settlement of the development costs and other costs relating to the sale of the properties, these costs are accrued by the Group based on management's best estimate.

When developing properties, the Group may divide the development projects into phases. Specific costs directly related to the development of a phase are recorded as the cost of such phase. Costs that are common to phases are allocated to individual phases based on the estimated saleable area of the entire project.

Where the final settlement of costs and the related cost allocation is different from the initial estimates, any increase or decrease in the development costs and other costs would affect the profit or loss in future years.

### *Estimation of useful life of trademark*

The Group assesses the useful life of the trademark to be indefinite. This determination requires the Group to make assumptions and estimates of the expected future cash flows of the hotel group to which the trademark relates and the ability to renew the legal right of the trademark at insignificant cost indefinitely. The Group assesses the useful life of the trademark annually to determine whether events or circumstances continue to support the indefinite useful life of the trademark.

### *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 lives and residual values are reviewed at least on an annual basis. The carrying amount of the Group's aircraft at 31st December, 2023 was HK\$317.6 million (2022 - HK\$321.0 million). Further details are given in note 13 to the financial statements.

### *PRC Land appreciation tax ("LAT")*

LAT is levied on the appreciation of land value, being the proceeds from the sales of properties less deductible expenditure including land costs, borrowing costs and other property development expenditure.

The subsidiaries engaging in the property development business in the PRC are subject to LAT, which have been included in the tax expenses. However, the implementation of these taxes varies amongst various PRC cities and the Group has not finalised its LAT returns with various tax authorities. Accordingly, judgement is required in determining the amount of land appreciation and its related taxes. The ultimate tax determination is uncertain during the ordinary course of business. The Group recognises these tax liabilities based on management's best estimates. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact on the income tax expense and provisions for LAT in the period in which such determination is made.

### *Fair value of unlisted equity investment*

The Group has an unlisted equity investment irrevocably designated at fair value through other comprehensive income and classifies the fair value of the unlisted equity investment as Level 3. The Group performed a recoverability assessment and determined the realisable value and fair value of the unlisted equity investment at 31st December, 2023 to be zero (2022 - HK\$43.0 million with reference to the recent transaction price). Further details are included in note 18 to the financial statements.

### 4. OPERATING SEGMENT INFORMATION

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

- (a) the property development and investment segment comprises the development and sale of properties, the leasing of properties and the provision of estate agency services;
- (b) the construction and building related businesses segment engages in construction works and building related businesses, including the provision of development consultancy and project management services, property management and also security systems and products and other software development and distribution;
- (c) 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;
- (d) the asset management segment engages in the provision of asset management services to Regal REIT;
- (e) the financial assets investments segment engages in trading of financial assets at fair value through profit or loss and other financial assets investments;
- (f) the aircraft ownership and leasing segment\* engages in the aircraft ownership and leasing for rental income; and
- (g) the others segment mainly comprises the provision of financing services, sale of food products, operation and management of restaurants, operation of security storage lounge and retail shops, 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 certain loans receivable, 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, other 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.

\* RHIHL and its subsidiaries (the "RHIHL 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 of 8.6%.

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:

	Property development and investment		Construction and building related businesses		Hotel operation and management		Asset management		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	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	HK\$'m	HK\$'m
Segment revenue (note 5)																		
Sales to external customers	948.0	2,186.9	14.7	12.5	1,736.2	1,696.4	-	-	16.1	25.8	29.4	24.1	62.0	58.0	-	-	2,806.4	4,003.7
Intersegment sales	4.3	4.1	31.0	5.7	2.6	4.5	91.1	89.6	-	-	-	-	178.2	165.8	(307.2)	(269.7)	-	-
<b>Total segment revenue</b>	<b>952.3</b>	<b>2,191.0</b>	<b>45.7</b>	<b>18.2</b>	<b>1,738.8</b>	<b>1,700.9</b>	<b>91.1</b>	<b>89.6</b>	<b>16.1</b>	<b>25.8</b>	<b>29.4</b>	<b>24.1</b>	<b>240.2</b>	<b>223.8</b>	<b>(307.2)</b>	<b>(269.7)</b>	<b>2,806.4</b>	<b>4,003.7</b>
Segment results before depreciation	10.8	559.5	(2.4)	(3.9)	524.8	676.4	(16.5)	(17.9)	(151.0)	(17.1)	40.9	18.8	(10.3)	2.9	-	-	396.3	1,218.7
Depreciation	(16.5)	(14.8)	(0.7)	(0.3)	(700.9)	(705.9)	-	-	-	-	(6.7)	(6.8)	(3.8)	(8.5)	-	-	(728.6)	(736.3)
Segment results	(5.7)	544.7	(3.1)	(4.2)	(176.1)	(29.5)	(16.5)	(17.9)	(151.0)	(17.1)	34.2	12.0	(14.1)	(5.6)	-	-	(332.3)	482.4
Unallocated interest income and unallocated non-operating and corporate gains																	38.6	34.0
Unallocated non-operating and corporate expenses																	(157.8)	(166.8)
Finance costs (other than interest on lease liabilities)																	(1,220.8)	(600.8)
Share of profits and losses of associates	0.2	0.3	-	-	(5.4)	(11.3)	-	-	-	-	-	-	-	-	-	-	(5.2)	(11.0)
Loss before tax																	(1,677.5)	(262.2)
Income tax																	14.4	(114.2)
Loss for the year before allocation between equity holders of the parent and non-controlling interests																	(1,663.1)	(376.4)
Attributable to:																		
Equity holders of the parent																	(1,042.0)	(217.7)
Non-controlling interests																	(621.1)	(158.7)
																	(1,663.1)	(376.4)

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

	Property development and investment		Construction and building related businesses		Hotel operation and management and hotel ownership		Asset management		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	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	HK\$'m	HK\$'m
Segment assets	13,583.6	13,937.2	35.4	26.1	22,050.3	22,712.6	32.6	33.6	1,622.3	329.2	323.1	226.8	258.5	(31.5)	(32.4)	37,174.3	38,881.0	
Investments in associates	2.5	2.2	-	-	393.8	399.3	-	-	-	-	-	5.0	5.1	-	-	401.3	406.6	
Cash and unallocated assets																2,248.9	2,499.6	
Total assets																39,824.5	41,787.2	
Segment liabilities	(1,098.6)	(1,099.8)	(27.6)	(29.3)	(457.2)	(426.3)	(1.3)	(1.5)	(3.3)	(53.2)	(65.6)	(25.8)	(22.9)	31.5	32.4	(1,633.1)	(1,616.3)	
Interest bearing bank borrowings and unallocated liabilities																(22,060.7)	(21,775.2)	
Total liabilities																(23,693.8)	(23,391.5)	
Other segment information:																		
Capital expenditure	425.5	243.9	0.1	1.2	68.3	47.4	0.1	-	-	-	-	1.0	3.9	-	-	495.0	296.4	
Loss on disposal of investment properties	1.0	5.6	-	-	-	-	-	-	-	-	-	-	-	-	-	1.0	5.6	
Reversal of impairment loss of items of property, plant and equipment	-	-	-	-	(0.6)	-	-	-	-	(11.8)	-	-	-	-	-	(12.4)	-	
Reversal of impairment loss on right-of-use asset	-	-	-	-	(2.9)	-	-	-	-	-	-	-	-	-	-	(2.9)	-	
Impairment loss on properties under development	122.6	-	-	-	-	-	-	-	-	-	-	-	-	-	-	122.6	-	
Impairment loss on properties held for sale	151.4	20.5	-	-	-	-	-	-	-	-	-	-	-	-	-	151.4	20.5	
Impairment loss on investments in associates	-	-	-	-	-	-	-	-	-	-	-	0.1	0.5	-	-	0.1	0.5	
Impairment of trade debtors, net	-	-	-	-	0.3	1.1	-	-	-	-	-	-	-	-	-	0.3	1.1	
Write-off of other receivable	2.5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2.5	-	
Write-off of other intangible asset	-	-	-	-	-	-	-	-	-	-	-	3.6	-	-	-	3.6	-	
Fair value losses on financial assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Fair value losses through profit or loss, net	-	-	-	-	-	-	-	-	165.4	48.2	-	-	-	-	-	165.4	48.2	
Fair value losses/(gains) on investment properties, net	29.6	36.9	-	-	(7.0)	(8.0)	-	-	-	-	-	-	-	-	-	22.6	28.9	
Fair value gain upon reclassification of properties held for sale to investment properties	(61.6)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(61.6)	-	
Interest income	(7.4)	(1.7)	-	-	-	-	-	-	(5.8)	(12.8)	-	(9.3)	(7.8)	-	-	(22.5)	(22.3)	

Geographical information

(a) Revenue from external customers

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Hong Kong	<b>2,680.8</b>	2,944.8
Mainland China	<b>79.6</b>	1,017.0
Other	<b>46.0</b>	41.9
Total revenue	<b>2,806.4</b>	4,003.7

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	<b>26,771.8</b>	26,785.8
Mainland China	<b>198.1</b>	204.6
Other	<b>682.0</b>	659.7
Total non-current assets	<b>27,651.9</b>	27,650.1

The non-current assets information above is based on the locations of 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.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 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>		
Proceeds from sale of properties	881.6	2,137.0
Hotel operations and management services	1,670.6	1,629.3
Construction and construction-related income	5.8	4.2
Estate management fees	8.9	8.3
Other operations	61.7	57.1
	<b>2,628.6</b>	3,835.9
<i>Revenue from other sources</i>		
Rental income:		
Hotel properties	44.4	45.6
Investment properties	78.6	66.5
Aircraft	29.4	24.1
Others	5.6	4.9
Net gain from sale of financial assets at fair value through profit or loss	7.0	4.1
Interest income from financial assets at fair value through profit or loss	5.5	12.5
Interest income from a finance lease	3.4	–
Dividend income from listed investments	3.6	9.2
Other operations	0.3	0.9
Total	<b>2,806.4</b>	4,003.7

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	Property development and investment HK\$'million	Construction and building related businesses HK\$'million	Hotel operation and management and hotel ownership HK\$'million	Others HK\$'million	Total HK\$'million
<b>Types of goods or services</b>					
Construction and construction-related income	-	5.8	-	-	5.8
Sale of properties	881.6	-	-	-	881.6
Estate management fees	-	8.9	-	-	8.9
Hotel operations and management services					
Hotel operations	-	-	1,665.8	-	1,665.8
Management services	-	-	4.8	-	4.8
Other operations	-	-	-	61.7	61.7
Total	<u>881.6</u>	<u>14.7</u>	<u>1,670.6</u>	<u>61.7</u>	<u>2,628.6</u>
<b>Geographical markets</b>					
Hong Kong	807.6	14.7	1,666.8	61.7	2,550.8
Mainland China	74.0	-	3.8	-	77.8
Total	<u>881.6</u>	<u>14.7</u>	<u>1,670.6</u>	<u>61.7</u>	<u>2,628.6</u>
<b>Timing of revenue recognition</b>					
At a point in time	881.6	0.1	353.6	19.6	1,254.9
Over time	-	14.6	1,317.0	42.1	1,373.7
Total	<u>881.6</u>	<u>14.7</u>	<u>1,670.6</u>	<u>61.7</u>	<u>2,628.6</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

Segments	For the year ended 31st December, 2022				
	Property development and investment HK\$'million	Construction and building related businesses HK\$'million	Hotel operation and management and hotel ownership HK\$'million	Others HK\$'million	Total HK\$'million
<b>Types of goods or services</b>					
Construction and construction-related income	–	4.2	–	–	4.2
Sale of properties	2,137.0	–	–	–	2,137.0
Estate management fees	–	8.3	–	–	8.3
Hotel operations and management services					
Hotel operations	–	–	1,627.0	–	1,627.0
Management services	–	–	2.3	–	2.3
Other operations	–	–	–	57.1	57.1
Total	<u>2,137.0</u>	<u>12.5</u>	<u>1,629.3</u>	<u>57.1</u>	<u>3,835.9</u>
<b>Geographical markets</b>					
Hong Kong	1,123.6	12.5	1,626.8	57.1	2,820.0
Mainland China	<u>1,013.4</u>	<u>–</u>	<u>2.5</u>	<u>–</u>	<u>1,015.9</u>
Total	<u>2,137.0</u>	<u>12.5</u>	<u>1,629.3</u>	<u>57.1</u>	<u>3,835.9</u>
<b>Timing of revenue recognition</b>					
At a point in time	2,137.0	0.4	271.9	25.2	2,434.5
Over time	<u>–</u>	<u>12.1</u>	<u>1,357.4</u>	<u>31.9</u>	<u>1,401.4</u>
Total	<u>2,137.0</u>	<u>12.5</u>	<u>1,629.3</u>	<u>57.1</u>	<u>3,835.9</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	Property development and investment HK\$'million	Construction and building related businesses HK\$'million	Hotel operation and management and hotel ownership HK\$'million	Others HK\$'million	Total HK\$'million
<b>Revenue from contracts with customers</b>					
External customers	881.6	14.7	1,670.6	61.7	2,628.6
Intersegment sales	1.9	31.0	–	178.2	211.1
Subtotal	883.5	45.7	1,670.6	239.9	2,839.7
Intersegment adjustments and eliminations	(1.9)	(31.0)	–	(178.2)	(211.1)
Total	<u>881.6</u>	<u>14.7</u>	<u>1,670.6</u>	<u>61.7</u>	<u>2,628.6</u>

For the year ended 31st December, 2022					
Segments	Property development and investment HK\$'million	Construction and building related businesses HK\$'million	Hotel operation and management and hotel ownership HK\$'million	Others HK\$'million	Total HK\$'million
<b>Revenue from contracts with customers</b>					
External customers	2,137.0	12.5	1,629.3	57.1	3,835.9
Intersegment sales	–	5.7	–	89.6	95.3
Subtotal	2,137.0	18.2	1,629.3	146.7	3,931.2
Intersegment adjustments and eliminations	–	(5.7)	–	(89.6)	(95.3)
Total	<u>2,137.0</u>	<u>12.5</u>	<u>1,629.3</u>	<u>57.1</u>	<u>3,835.9</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

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>
Sale of properties	<b>195.5</b>	1,157.7
Hotel operations and management services	<b>57.4</b>	112.1
Leasing of properties	–	0.2
Construction services	–	1.0
	<hr/>	<hr/>
Total	<b>252.9</b>	1,271.0
	<hr/> <hr/>	<hr/> <hr/>

(ii) Performance obligations

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

*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. Customers generally paid deposit during pre-sale. The transaction prices were adjusted to reflect the effects of the time value of money and the significant benefit of financing.

*Sale of aircraft*

The performance obligation is satisfied upon delivery of the aircraft. Customers generally paid deposit according to terms and conditions of the relevant sales and purchases agreements before delivery of the aircraft. The transaction prices were adjusted to reflect the effects of the time value of money and the significant benefit of financing.

*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.

*Construction services*

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 days from the date of billing. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

*Estate management services*

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

*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 and retail shop operations*

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

*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.

The amount of 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
Amounts expected to be recognised as revenue:		
Within one year	781.9	1,231.1
After one year	119.3	233.7
	<hr/>	<hr/>
Total	<b>901.2</b>	<b>1,464.8</b>
	<hr/> <hr/>	<hr/> <hr/>

	2023 HK\$'million	2022 HK\$'million
<u>Other income and gains, net</u>		
Bank interest income	33.6	16.4
Other interest income	14.8	19.1
Dividend income from unlisted investments	6.6	3.3
Gain/(Loss) on disposal of unlisted investments included in financial assets at fair value through profit or loss	(7.1)	5.5
Release of aircraft maintenance reserve	9.1	–
Compensation received in relation to refinancing of a bank loan	–	23.7
Others	8.4	13.0
	<hr/>	<hr/>
Total other income and gains	<b>65.4</b>	<b>81.0</b>
	<hr/> <hr/>	<hr/> <hr/>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 6. LOSS BEFORE TAX

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

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Cost of inventories sold and services provided	<b>1,681.6</b>	2,278.8
Depreciation of property, plant and equipment	<b>383.0</b>	390.9
Depreciation of right-of-use assets	<b>345.6</b>	345.4
	<b>728.6</b>	736.3
Employee benefit expense* (exclusive of Directors' remuneration disclosed in note 8):		
Salaries, wages and allowances	<b>711.2</b>	641.6
Staff retirement scheme contributions	<b>31.1</b>	30.7
Less: Forfeited contributions^	<b>(0.4)</b>	(1.0)
	<b>741.9</b>	671.3
Less: Staff costs capitalised in respect of property development projects and construction contracts:		
Salaries, wages and allowances	<b>(19.2)</b>	(18.8)
Staff retirement scheme contributions	<b>(1.4)</b>	(1.2)
Total	<b>721.3</b>	651.3

\* Inclusive of an amount of HK\$570.7 million (2022 - HK\$484.9 million) classified under the cost of inventories sold and services provided.

^ 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)

	2023 HK\$'million	2022 HK\$'million
Auditor's remuneration	8.4	12.5
Impairment of trade debtors, net	0.3	1.1
Write-off of other receivable	2.5	–
Loss on disposal of items of property, plant and equipment	1.6	–
Lease payments not included in the measurement of lease liabilities	1.2	2.4
Write-down of inventories to net realisable value	0.8	1.6
Write-off of items of property, plant and equipment	0.6	4.2
Write-off of other intangible asset	3.6	–
Fair value losses/(gains) on financial assets at fair value through profit or loss, net		
– mandatorily classified as such, including those held for trading	189.2	92.0
– derivative instruments – transactions not qualifying as hedges	(23.8)	(43.8)
	<u>165.4</u>	<u>48.2</u>
Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties	34.0	35.3
Foreign exchange differences, net	9.4	35.7
Government subsidies# (included in revenue, other income and gains, net, cost of sales and administrative expenses)	–	(76.5)
	<u>–</u>	<u>–</u>

# The Government subsidies were granted under the Anti-epidemic Fund during the prior year. There were no unfulfilled conditions relating to these grants.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 7. FINANCE COSTS

	2023 HK\$'million	2022 HK\$'million
Interest on bank loans	1,128.1	541.6
Interest on other borrowings	24.9	1.7
Interest expenses arising from revenue contracts	9.9	14.3
Interest on lease liabilities	0.7	0.5
Amortisation of debt establishment costs	55.0	53.5
Total interest expenses on financial liabilities not at fair value through profit or loss	1,218.6	611.6
Other loan costs	6.0	4.9
Subtotal	1,224.6	616.5
Less: Finance costs capitalised	(3.1)	(15.2)
Total	1,221.5	601.3

### 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	6.4	6.6
Other emoluments:		
Salaries, allowances and benefits in kind	31.2	33.6
Performance related/discretionary bonuses	–	1.7
Staff retirement scheme contributions	2.3	2.4
Total	39.9	44.3

(a) Independent non-executive directors

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

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Mr. Bowen Joseph Leung Po Wing, GBS, JP	<b>0.60</b>	0.59
Ms. Winnie Ng, JP	<b>0.70</b>	0.70
Mr. Abraham Shek Lai Him, GBS, JP	<b>0.90</b>	0.89
Mr. Wong Chi Keung	<b>0.80</b>	0.80
	<hr/>	<hr/>
Total	<b>3.00</b>	2.98
	<hr/> <hr/>	<hr/> <hr/>

- For the year ended 31st December, 2023, Directors' fees entitled by the independent non-executive directors of the Company also included a fee for serving as members 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, amounted to HK\$3.00 million (2022 - HK\$2.98 million, which also included fees for serving as members of the Board Committees).
- The fees paid to Mr. Bowen Joseph Leung Po Wing, GBS, JP for the year ended 31st December, 2023 also included a fee for serving as an independent non-executive director as well as a member of each of the audit committee and the nomination committee (which was established on 18th March, 2022) of Regal Portfolio Management Limited ("RPML") (the manager of Regal REIT) amounted to HK\$0.30 million (2022 - HK\$0.29 million).
- The fees paid to Ms. Winnie Ng, JP for the year ended 31st December, 2023 also included a fee for serving as an independent non-executive director as well as a member of each of the audit committee, the nomination committee and the remuneration committee of RHIHL amounted to HK\$0.35 million (2022 - HK\$0.35 million).
- The fees paid to Mr. Abraham Shek Lai Him, GBS, JP for the year ended 31st December, 2023 also included a fee for serving as (i) an independent non-executive director as well as a member of each of the audit committee and the nomination committee of Cosmopolitan; and (ii) an independent non-executive director as well as a member of each of the audit committee and the nomination committee (which was established on 18th March, 2022) of RPML amounted to HK\$0.60 million (2022 - HK\$0.59 million).
- The fees paid to Mr. Wong Chi Keung for the year ended 31st December, 2023 also included a fee for serving as an independent non-executive director, the chairman of the audit committee as well as a member of each of the nomination committee and the remuneration committee of RHIHL amounted to HK\$0.40 million (2022 - HK\$0.40 million).

There were no other emoluments payable to the 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	0.95	14.08	–	1.03	16.06
Mr. Jimmy Lo Chun To	0.60	5.36	–	0.30	6.26
Mr. Kelvin Leung So Po*	0.15	0.75	–	0.07	0.97
Miss Lo Po Man	0.60	5.26	–	0.29	6.15
Mr. Kenneth Ng Kwai Kai	0.75	3.15	–	0.32	4.22
Mr. Kenneth Wong Po Man	0.30	2.63	–	0.26	3.19
Total	<u>3.35</u>	<u>31.23</u>	<u>–</u>	<u>2.27</u>	<u>36.85</u>
<b>2022</b>					
Mr. Lo Yuk Sui	0.94	13.78	0.83	1.00	16.55
Mr. Jimmy Lo Chun To	0.60	5.01	0.22	0.26	6.09
Mr. Donald Fan Tung#	0.43	4.06	–	0.27	4.76
Miss Lo Po Man	0.60	5.18	0.23	0.28	6.29
Mr. Kenneth Ng Kwai Kai	0.74	3.06	0.25	0.31	4.36
Mr. Kenneth Wong Po Man	0.30	2.55	0.21	0.25	3.31
Total	<u>3.61</u>	<u>33.64</u>	<u>1.74</u>	<u>2.37</u>	<u>41.36</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; (ii) a fee of HK\$0.15 million per annum for serving as an executive director of RHIHL and 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 RHIHL; (iii) a fee of HK\$0.15 million per annum for serving as an executive director of Cosmopolitan and 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 Cosmopolitan; and (iv) a fee of HK\$0.15 million per annum for serving as a non-executive director 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.
- Mr. Jimmy Lo Chun To and Miss Lo Po Man also included (i) a fee of HK\$0.15 million per annum entitled by each of these Directors for serving as an executive director of RHIHL; (ii) a fee of HK\$0.15 million per annum entitled by each of these Directors for serving as an executive director of Cosmopolitan; and (iii) 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 (i) a fee of HK\$0.15 million per annum for serving as an executive director of RHIHL; (ii) a fee of HK\$0.15 million per annum for serving as an executive director of Cosmopolitan; and (iii) 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.
- Mr. Kenneth Wong Po Man also included a fee of HK\$0.15 million per annum for serving as an executive director of Cosmopolitan.

For the year ended 31st December, 2023, the fees entitled by Mr. Kelvin Leung So Po, who was appointed as an executive director of the Company with effect from 1st September, 2023, also included (i) a fee of HK\$0.15 million per annum for serving as an executive director of RHIHL since his appointment as its executive director with effect from 1st September, 2023; and (ii) a fee of HK\$0.15 million per annum for serving as an executive director of Cosmopolitan.

For the year ended 31st December, 2022, the fees entitled by Mr. Donald Fan Tung also included (i) a fee of HK\$0.143 million for serving as an executive director of RHIHL; and (ii) a fee of HK\$0.143 million for serving as a non-executive director of RPML. He resigned as an executive director of RHIHL and a non-executive director of RPML, both 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).

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 9. SENIOR EXECUTIVES' EMOLUMENTS

The five highest paid individuals during the year included four (2022 - five) Directors, details of whose remuneration are disclosed in note 8 to the financial statements. Details of the remuneration for the year of the remaining one (2022 - Nil) highest paid individual, who was neither a Director nor chief executive of the Company, are as follows:

	<b>2023</b> <b>HK\$ million</b>	<b>2022</b> <b>HK\$ million</b>
Fees, salaries, allowances and benefits in kind	3.3	–
Staff retirement scheme contributions	0.3	–
	<u>3.6</u>	<u>–</u>

The emoluments of the one (2022 - Nil) non-director fell within the following band:

	<b>2023</b> <b>Number of</b> <b>individuals</b>	<b>2022</b> <b>Number of</b> <b>individuals</b>
HK\$3,500,001 to HK\$4,000,000	<u>1</u>	<u>–</u>

10. INCOME TAX

	2023 HK\$'million	2022 HK\$'million
Current – Hong Kong		
Charge for the year	38.5	50.7
Overprovision in prior years	(1.1)	(0.8)
Current – the PRC and overseas		
Charge for the year	39.4	88.1
Overprovision in prior years	(5.8)	–
PRC land appreciation tax	87.6	79.8
Deferred (note 33)	(173.0)	(103.6)
	<u>          </u>	<u>          </u>
Total tax charge/(credit) for the year	<u>(14.4)</u>	<u>114.2</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 in the PRC and overseas are calculated at the rates prevailing in the respective jurisdictions in which they operate.

The PRC land appreciation tax is levied on the sale or transfer of state-owned land use rights, buildings and their attached facilities in Mainland China at progressive rates ranging from 30% to 60% of the appreciation value, with an exemption provided for the sale of ordinary residential properties if their appreciation values do not exceed 20% of the sum of the total deductible items.

No provision for tax was required for the associates as no assessable profits were earned by the associates during the year (2022 - Nil).

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax charge/(credit) at the Group's effective tax rate is as follows:

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 2023

	Hong Kong and overseas HK\$'million	%	Mainland China HK\$'million	%	Total HK\$'million
Loss before tax	<u>(1,464.3)</u>		<u>(213.2)</u>		<u>(1,677.5)</u>
Tax at the statutory tax rate	(241.6)	16.5	(53.3)	25.0	(294.9)
Adjustments in respect of current tax of previous years	(1.1)		(5.8)		(6.9)
Losses attributable to associates	0.9		–		0.9
Income not subject to tax	(62.5)		(0.7)		(63.2)
Expenses not deductible for tax	136.1		3.5		139.6
Tax losses utilised from previous years	(6.4)		(1.0)		(7.4)
Tax losses not recognised during the year	125.8		10.1		135.9
LAT provided	–		87.6		87.6
Tax effect on LAT	–		(21.9)		(21.9)
Others	(3.6)		19.5		15.9
Tax charge/(credit) for the year	<u>(52.4)</u>		<u>38.0</u>		<u>(14.4)</u>

### 2022

	Hong Kong and overseas HK\$'million	%	Mainland China HK\$'million	%	Total HK\$'million
Profit/(Loss) before tax	<u>(511.4)</u>		<u>249.2</u>		<u>(262.2)</u>
Tax at the statutory tax rate	(84.4)	16.5	62.3	25.0	(22.1)
Adjustments in respect of current tax of previous years	(0.8)		–		(0.8)
Losses attributable to associates	1.8		–		1.8
Income not subject to tax	(83.2)		(0.2)		(83.4)
Expenses not deductible for tax	90.5		–		90.5
Tax losses utilised from previous years	(5.1)		(2.2)		(7.3)
Tax losses not recognised during the year	72.6		6.5		79.1
LAT provided	–		79.8		79.8
Tax effect on LAT	–		(19.9)		(19.9)
Others	(16.0)		12.5		(3.5)
Tax charge/(credit) for the year	<u>(24.6)</u>		<u>138.8</u>		<u>114.2</u>

### 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 for the year ended 31st December, 2023 is based on the loss for the year attributable to equity holders of the parent of HK\$1,042.0 million (2022 - HK\$217.7 million), adjusted for the share of distribution related to perpetual securities of the RHIHL Group of HK\$79.4 million (2022 - HK\$79.5 million), and on 1,114.6 million (2022 - 1,114.6 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	Properties under construction HK\$'million	Leasehold improvements, 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	7,776.9	74.4	219.3	1,024.8	9.3	420.2	3.4	9,528.3
Accumulated depreciation and impairment	(1,970.1)	(12.7)	-	(766.6)	(6.8)	(99.2)	-	(2,855.4)
Net carrying amount	<u>5,806.8</u>	<u>61.7</u>	<u>219.3</u>	<u>258.2</u>	<u>2.5</u>	<u>321.0</u>	<u>3.4</u>	<u>6,672.9</u>
At 1st January, 2023, net of accumulated depreciation and impairment	5,806.8	61.7	219.3	258.2	2.5	321.0	3.4	6,672.9
Additions	2.1	-	-	49.3	1.6	-	6.9	59.9
Reclassification	-	-	-	5.4	-	-	(5.4)	-
Transfer to investment properties	(5.2)	-	-	-	-	-	-	(5.2)
Write-off/Disposals	-	-	-	(6.4)	(0.8)	(17.4)	-	(24.6)
Write-back of depreciation upon write-off/disposals	-	-	-	5.4	0.8	9.0	-	15.2
Surplus on revaluation	2.2	-	-	-	-	-	-	2.2
Depreciation provided during the year	(276.7)	(2.3)	-	(96.1)	(1.2)	(6.7)	-	(383.0)
Reversal of impairment	0.6	-	-	-	-	11.8	-	12.4
Exchange realignment	-	(0.2)	12.1	(0.2)	-	(0.1)	-	11.6
At 31st December, 2023, net of accumulated depreciation and impairment	<u>5,529.8</u>	<u>59.2</u>	<u>231.4</u>	<u>215.6</u>	<u>2.9</u>	<u>317.6</u>	<u>4.9</u>	<u>6,361.4</u>
At 31st December, 2023:								
Cost	7,776.0	74.0	231.4	1,072.8	10.1	414.5	4.9	9,583.7
Accumulated depreciation and impairment	(2,246.2)	(14.8)	-	(857.2)	(7.2)	(96.9)	-	(3,222.3)
Net carrying amount	<u>5,529.8</u>	<u>59.2</u>	<u>231.4</u>	<u>215.6</u>	<u>2.9</u>	<u>317.6</u>	<u>4.9</u>	<u>6,361.4</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

	Hotel buildings HK\$'million	Leasehold properties HK\$'million	Properties under construction HK\$'million	Leasehold improvements, 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	7,776.9	75.3	244.6	966.8	8.4	419.5	24.2	9,515.7
Accumulated depreciation and impairment	(1,693.4)	(10.5)	-	(680.1)	(6.1)	(92.2)	-	(2,482.3)
Net carrying amount	<u>6,083.5</u>	<u>64.8</u>	<u>244.6</u>	<u>286.7</u>	<u>2.3</u>	<u>327.3</u>	<u>24.2</u>	<u>7,033.4</u>
At 1st January, 2022, net of accumulated depreciation and impairment								
	6,083.5	64.8	244.6	286.7	2.3	327.3	24.2	7,033.4
Additions	-	0.1	-	52.8	1.2	-	6.2	60.3
Reclassification	-	-	-	27.0	-	-	(27.0)	-
Write-off/Disposals	-	-	-	(21.3)	(0.2)	-	-	(21.5)
Write-back of depreciation upon write-off/disposals	-	-	-	17.1	0.2	-	-	17.3
Depreciation provided during the year	(276.7)	(2.4)	-	(104.0)	(1.0)	(6.8)	-	(390.9)
Exchange realignment	-	(0.8)	(25.3)	(0.1)	-	0.5	-	(25.7)
At 31st December, 2022, net of accumulated depreciation and impairment	<u>5,806.8</u>	<u>61.7</u>	<u>219.3</u>	<u>258.2</u>	<u>2.5</u>	<u>321.0</u>	<u>3.4</u>	<u>6,672.9</u>
At 31st December, 2022:								
Cost	7,776.9	74.4	219.3	1,024.8	9.3	420.2	3.4	9,528.3
Accumulated depreciation and impairment	(1,970.1)	(12.7)	-	(766.6)	(6.8)	(99.2)	-	(2,855.4)
Net carrying amount	<u>5,806.8</u>	<u>61.7</u>	<u>219.3</u>	<u>258.2</u>	<u>2.5</u>	<u>321.0</u>	<u>3.4</u>	<u>6,672.9</u>

At 31st December, 2023, the Group's property, plant and equipment and leasehold land included in right-of-use assets (note 15) with net carrying amounts of HK\$5,783.7 million and HK\$15,359.4 million (2022 - HK\$6,100.8 million and HK\$15,739.1 million), respectively, were pledged to secure banking facilities granted to the Group.

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.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

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
Completed investment properties	<u>3,868.8</u>	<u>3,149.0</u>
The movements of investment properties during the year are as follows:		
Carrying amount at 1st January	3,149.0	3,209.2
Capital expenditure for the year	5.7	4.4
Lease modification	0.2	0.5
Transfer from property, plant and equipment	5.2	–
Transfer from right-of-use assets	47.0	–
Transfer from properties held for sale	634.4	–
Fair value gain upon reclassification of properties held for sale to investment properties	61.6	–
Disposals	(13.9)	(22.9)
Net loss from fair value adjustments	(22.6)	(28.9)
Exchange realignment	2.2	(13.3)
Carrying amount at 31st December	<u>3,868.8</u>	<u>3,149.0</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. Certain of 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, Cushman & Wakefield Limited, CBRE Limited, Colliers International (Hong Kong) Limited, Colliers International Spain and Vincorn Consulting and Appraisal Limited, six independent professionally qualified valuers, at an aggregate valuation amount of HK\$3,863.8 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(b) to the financial statements.

At 31st December, 2023, the Group's investment properties with a carrying value of HK\$3,685.0 million (2022 - HK\$2,963.8 million) were pledged to secure banking facilities granted to the Group.

Further particulars of the Group's investment properties are included on pages 187 to 190.

**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				
	Quoted prices in active markets (Level 1) HK\$'million	Significant observable inputs (Level 2) HK\$'million	Significant unobservable inputs (Level 3) HK\$'million	Total HK\$'million
Residential properties	–	–	1,104.0	1,104.0
Commercial properties	–	–	2,628.9	2,628.9
Hotel properties	–	–	128.1	128.1
Industrial properties	–	–	0.6	0.6
Right-of-use assets	–	–	5.0	5.0
Car parking space	–	–	2.2	2.2
<b>Total</b>	<b>–</b>	<b>–</b>	<b>3,868.8</b>	<b>3,868.8</b>

Fair value measurement as at 31st December, 2022 using				
	Quoted prices in active markets (Level 1) HK\$'million	Significant observable inputs (Level 2) HK\$'million	Significant unobservable inputs (Level 3) HK\$'million	Total HK\$'million
Residential properties	–	–	430.8	430.8
Commercial properties	–	–	2,598.2	2,598.2
Hotel properties	–	–	112.7	112.7
Industrial properties	–	–	0.6	0.6
Right-of-use assets	–	–	6.7	6.7
<b>Total</b>	<b>–</b>	<b>–</b>	<b>3,149.0</b>	<b>3,149.0</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	Industrial properties HK\$'million	Right-of-use assets HK\$'million	Car parking space HK\$'million
Carrying amount at 1st January, 2022	442.8	2,645.5	111.3	0.6	9.0	–
Capital expenditure for the year	3.3	1.1	–	–	–	–
Lease modification	–	–	–	–	0.5	–
Disposals	–	(22.9)	–	–	–	–
Unrealised gains/(losses) from fair value adjustments	(15.3)	(18.6)	7.2	–	(2.2)	–
Exchange realignment	–	(6.9)	(5.8)	–	(0.6)	–
Carrying amount at 31st December, 2022 and 1st January, 2023	430.8	2,598.2	112.7	0.6	6.7	–
Capital expenditure for the year	0.9	0.2	4.6	–	–	–
Lease modification	–	–	–	–	0.2	–
Transfer from property, plant and equipment	–	3.0	–	–	–	2.2
Transfer from right-of-use assets	–	47.0	–	–	–	–
Transfer from properties held for sale	634.4	–	–	–	–	–
Fair value gain upon reclassification of properties held for sale to investment properties	61.6	–	–	–	–	–
Disposals	–	(13.9)	–	–	–	–
Gains/(Losses) from fair value adjustments	(23.7)	(3.9)	7.1	–	(2.1)	–
Exchange realignment	–	(1.7)	3.7	–	0.2	–
Carrying amount at 31st December, 2023	<u>1,104.0</u>	<u>2,628.9</u>	<u>128.1</u>	<u>0.6</u>	<u>5.0</u>	<u>2.2</u>

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\$41,070	HK\$30,786 to HK\$41,070
Commercial properties	Discounted cash flow method	Capitalisation rate	2.5% to 3.7%	2.5% to 3.7%
		Discount rate	5.5% to 6.0%	6%
	Income capitalisation method	Estimated rental value per square metre and per month	HK\$448 to HK\$917	HK\$490 to HK\$917
		Capitalisation rate	5.5%	5.5%
Hotel properties	Discounted cash flow method	Estimated rental value per square metre and per month	RMB90 to RMB179	RMB93 to RMB186
		Capitalisation rate	8%	8.5%
		Discount rate	9.8% to 12.3%	9.9% to 12.2%
		Estimated rental value per square metre and per month	EUR7.89 to EUR8.26	EUR7.67 to EUR8.07
Industrial properties	Sales comparison approach	Estimated market price per square foot	HK\$142	HK\$144
Right-of-use assets	Discounted cash flow method	Discount rate	3.12%	3.09%
		Estimated rental value per month	EUR22,143	EUR22,143
Car parking space	Sales comparison approach	Price per unit	HK\$2,200,000	N/A

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 the 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-of-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.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

Under the income capitalisation method, the fair value is estimated based on the capitalisation of the net income and reversionary income potential by adopting appropriate capitalisation rates, which are derived from analysis of sales transactions and valuer's interpretation of prevailing investor requirements or expectations. The prevailing market rents adopted in the valuation have been assessed with reference to recent lettings, within the subject properties and other comparable properties.

A significant increase/(decrease) in the estimated market price per square foot and estimated rental value in isolation would result in a significant increase/(decrease) in the fair value of the residential, commercial, hotel, industrial properties and right-of-use assets. 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.

### 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	16,074.9	23.9	16,098.8
Additions	–	0.6	0.6
Modification	–	5.8	5.8
Depreciation charge	(335.6)	(9.8)	(345.4)
As at 31st December, 2022 and 1st January, 2023	15,739.3	20.5	15,759.8
Modification	–	4.1	4.1
Transfer to investment properties	(47.0)	–	(47.0)
Reversal of impairment loss	2.9	–	2.9
Depreciation charge	(335.6)	(10.0)	(345.6)
As at 31st December, 2023	<u>15,359.6</u>	<u>14.6</u>	<u>15,374.2</u>

Details of the leasehold land pledged to secure banking facilities of the Group are disclosed in note 13 to the financial statements.

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:

	<b>2023</b>	2022
	<b>HK\$'million</b>	HK\$'million
Carrying amount at 1st January	27.4	33.1
New leases	–	0.5
Modification	4.1	6.1
Interest expense	0.7	0.5
Payments	(12.7)	(12.3)
Exchange realignment	0.2	(0.5)
	<u>19.7</u>	<u>27.4</u>
Carrying amount at 31st December	<u>19.7</u>	<u>27.4</u>
Analysed into:		
Due within one year	12.5	11.4
Due in the second year	6.1	10.4
Due in the third to fifth years	1.1	5.6
	<u>19.7</u>	<u>27.4</u>

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

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

	<b>2023</b>	2022
	<b>HK\$'million</b>	HK\$'million
Interest on lease liabilities	0.7	0.5
Depreciation of right-of-use assets	345.6	345.4
Expense relating to short-term leases (included in cost of sales and administrative expenses)	1.2	2.4
Gain on lease modification	–	(0.2)
Reversal of impairment loss on right-of-use asset	(2.9)	–
	<u>344.6</u>	<u>348.1</u>
Total amount recognised in profit or loss	<u>344.6</u>	<u>348.1</u>

**(iv)** The total cash outflow for leases is disclosed in note 38(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, an unit of an industrial building 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\$158.0 million (2022 - HK\$141.1 million), details of which are included in note 5 to the financial statements.

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	<b>79.4</b>	91.0
After one year but within two years	<b>43.6</b>	30.5
After two years but within three years	<b>24.3</b>	7.1
After three years but within four years	<b>4.1</b>	0.6
After four years but within five years	<b>3.3</b>	–
After five years	<b>21.7</b>	–
	<hr/>	<hr/>
Total	<b>176.4</b>	129.2
	<hr/> <hr/>	<hr/> <hr/>

## 16. PROPERTIES UNDER DEVELOPMENT

Properties under development are analysed as follows:

	2023 HK\$'million	2022 HK\$'million
Balance at 1st January	3,328.8	5,463.2
Additions	369.3	423.5
Transfer to properties held for sale	(227.8)	(2,449.9)
Impairment loss	(122.6)	–
Exchange realignment	(18.3)	(108.0)
Balance at 31st December	<u>3,329.4</u>	<u>3,328.8</u>
Portion included in current assets	<u>(2,437.4)</u>	<u>(2,413.7)</u>
Non-current portion	<u>892.0</u>	<u>915.1</u>
Properties under development included under current assets expected to be completed within normal operating cycle and recovered:		
Within one year	1,717.6	1,677.4
After one year	719.8	736.3
Total	<u>2,437.4</u>	<u>2,413.7</u>

At 31st December, 2023, the Group's properties under development with a carrying amount of HK\$1,700.7 million (2022 - HK\$1,245.6 million) were pledged to secure banking facilities granted to the Group.

## 17. INVESTMENTS IN ASSOCIATES

	2023 HK\$'million	2022 HK\$'million
Share of net assets	104.4	109.7
Loans to an associate	410.5	410.5
Amounts due from associates	82.6	82.5
Provision for impairment	(196.2)	(196.1)
Total	<u>401.3</u>	<u>406.6</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

The loans to an associate are unsecured, interest-free and repayable on demand except for (i) an amount of HK\$200.0 million (2022 - HK\$200.0 million) which bore interest at the Hong Kong Interbank Offered Rate ("HIBOR") plus an interest margin of 1.15% per annum (the "Base Rate"); and (ii) an amount of HK\$60.0 million (2022 - HK\$60.0 million) which bore interest at two times of the Base Rate, (collectively, the "Top-up Loan") in the prior year. The Top-up Loan was originally due on 31st December, 2022. The extension of the terms of the Top-up Loan is currently under negotiation between the Group and the associate, pending inter alia, finalisation of the revised repayment terms and applicable interest rates. As the revised interest rates are not yet finalised, no interest on the Top-up Loan was recognised for the current year.

The amounts due from associates are unsecured, interest-free and repayable on demand.

In the opinion of the Directors, the loans to an associate and the amounts due from associates are considered as part of the Group's net investments in the associates. As at 31st December, 2023 and 2022, the loss allowance for impairment of amounts due from associates of HK\$77.5 million (2022 - HK\$77.4 million) represented lifetime ECLs made for credit-impaired balances. Except for the above balances, there have 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.

As at 31st December, 2023 and 2022, the recoverable amount of an investment in associate was determined based on the fair value less cost of disposal, which has taken into consideration the fair values of the underlying assets and liabilities.

Particulars of the Group's material 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	
Dense Globe Investments Limited ("Dense Globe")	British Virgin Islands	US\$100	50.0	50.0	Investment holding
Fine Cosmos Development Limited <sup>^</sup>	Hong Kong	HK\$2	50.0	50.0	Hotel ownership and operation

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

The percentage of equity interest above in respect of Dense Globe and its subsidiary represents that attributable to P&R, a 84.6% owned subsidiary of the Company.

The above associates are indirectly held by the Company.

Dense Globe is considered a material associate of the Group and is accounted for using the equity method. Dense Globe and its subsidiary are engaged in hotel ownership and operation.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

The following table illustrates the summarised financial information in respect of Dense Globe and its subsidiary adjusted for any differences in accounting policies and reconciled to their carrying amounts in the financial statements:

	2023 HK\$'million	2022 HK\$'million
<b>Dense Globe and its subsidiary</b>		
Non-current assets	1,167.0	1,175.9
Current assets	31.2	8.1
Current liabilities	(604.9)	(573.3)
Non-current liabilities	(389.3)	(395.7)
Net assets	<u>204.0</u>	<u>215.0</u>
Reconciliation to the Group's interest in the associate:		
Proportion of the Group's ownership	50%	50%
Group's share of net assets of the associate	102.0	107.5
Loans to the associate	410.5	410.5
Provision for impairment	(118.7)	(118.7)
Carrying amount of the investment	<u>393.8</u>	<u>399.3</u>
Revenue	42.5	25.1
Loss for the year and total comprehensive loss for the year	<u>(11.0)</u>	<u>(22.5)</u>

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 for the year and total comprehensive income for the year	0.3	0.3
Aggregate carrying amount of the Group's investments in the associates	<u>7.5</u>	<u>7.3</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 18. FINANCIAL ASSETS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2023 HK\$'million	2022 HK\$'million
Listed equity investment, at fair value		
AMTD IDEA Group	27.5	149.3
Unlisted equity investment, at fair value		
中電產融控股有限公司	–	43.0
Unlisted fund investments, at fair value	<u>0.6</u>	<u>251.0</u>
Total	<u><u>28.1</u></u>	<u><u>443.3</u></u>

The above investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature. During the year, the Group did not receive any dividend (2022 - Nil) from these investments.

### 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	118.0	123.3
Unlisted fund investments, at fair value	473.2	641.8
Unlisted debt investments, at fair value	<u>1.7</u>	<u>3.3</u>
Total	<u><u>592.9</u></u>	<u><u>768.4</u></u>
<b>Current</b>		
Listed equity investments, at fair value	182.0	206.7
Listed debt investments, at fair value	6.6	131.7
Unlisted fund investment, at fair value	<u>32.9</u>	<u>33.8</u>
Total	<u><u>221.5</u></u>	<u><u>372.2</u></u>

The unlisted equity, fund and debt investments at 31st December, 2023 and 2022 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 listed equity investments and listed debt investments were classified as financial assets at fair value through profit or loss as they were held for trading.

At 31st December, 2023, certain of the Group's financial assets at fair value through profit or loss with a carrying value of HK\$21.9 million (2022 – HK\$21.8 million) were pledged to secure banking facilities granted to the Group.

20. LOANS RECEIVABLE

	2023 HK\$'million	2022 HK\$'million
<b>Non-current</b>		
Mortgage loans (Note (a))	<u>163.4</u>	<u>185.6</u>
<b>Current</b>		
Mortgage loans (Note (a))	30.8	32.7
Other secured loan (Note (b))	1.7	1.7
Unsecured loan (Note (c))	<u>0.2</u>	<u>–</u>
Total	<u>32.7</u>	<u>34.4</u>

Notes:

- (a) The mortgage loans represent loans granted to purchasers in connection with the sale of the Group's properties. The loans are secured by mortgages over the properties sold and are repayable by instalments in 5 to 25 years (2022 - 5 to 25 years). The mortgage loans bear interest at rates ranging from the Hong Kong dollar prime lending rate minus 2% to the Hong Kong dollar prime lending rate plus 2% per annum (2022 - Hong Kong dollar prime lending rate minus 2% to the Hong Kong dollar prime lending rate plus 2% per annum).
- (b) The other secured loan bears interest at 5% per annum. The loan amount outstanding under the loan facility is secured by an equity pledge over a PRC company. The secured loan was originally due on 29th April, 2023. The extension of the term is currently under negotiation between the Cosmopolitan Group and the borrower, pending inter alia, finalisation of the revised repayment terms and applicable interest rate.
- (c) The unsecured loan is interest free and was originally due on 17th September, 2023. The extension of the term is currently under negotiation between the Cosmopolitan Group and the borrower, pending inter alia, finalisation of the revised repayment terms and applicable interest rate.

As at 31st December, 2023 and 2022, the loans receivable were classified in stage 1.

Impairment analysis is performed at each reporting date by considering the probability of default of counterparties. As at 31st December, 2023 and 2022, the loss allowance was assessed to be minimal.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 21. GOODWILL

	2023 HK\$ million	2022 HK\$ million
At 31st December:		
Cost	261.0	261.0
Accumulated impairment	<u>(261.0)</u>	<u>(261.0)</u>
Net carrying amount	<u>—</u>	<u>—</u>

#### Impairment testing of goodwill

Goodwill acquired through business combinations was allocated to the Mainland China property development and investment cash-generating unit ("CGU") for impairment testing and was fully impaired in the prior years.

22. TRADEMARK

	2023 HK\$'million	2022 HK\$'million
Cost and carrying amount at 1st January and 31st December	<u>610.2</u>	<u>610.2</u>

Impairment testing of trademark

Trademark is allocated to the Hong Kong hotel operation and management and hotel ownership CGU for impairment testing.

The recoverable amount of the Hong Kong hotel operation and management and hotel ownership CGU has been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The discount rates applied to the cash flow projections are 6% to 7% (2022 - 6% to 7%). The growth rates used to extrapolate the cash flows of the hotel operation and management and hotel ownership CGU beyond the five-year period are 3% to 3.75% (2022 - 3% to 3.5%). The rate does not exceed the long term growth rates for the relevant markets.

Assumptions were used in the value in use calculation of the Hong Kong hotel operation and management and hotel ownership CGU for the years ended 31st December, 2023 and 31st December, 2022. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of trademark:

*Budgeted gross margins* - The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

*Discount rate* - Discount rate used is before tax and represents the current market assessment of the risks specific to the relevant CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its WACC. The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest bearing borrowings that the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factor. The beta factor is evaluated annually based on publicly available market data.

*Growth rates* - The growth rates used are with reference to the historical performance of the relevant hotels and the long term average growth rate for the hotel industry.

The values assigned to the key assumptions on market development of hotel industry, discount rates and growth rates are consistent with external information sources.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 23. OTHER 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>
At 31st December:						
Cost	3.6	3.6	–	3.2	3.6	6.8
Accumulated amortisation	–	–	–	–	–	–
Net carrying amount	<u>3.6</u>	<u>3.6</u>	<u>–</u>	<u>3.2</u>	<u>3.6</u>	<u>6.8</u>

### 24. PROPERTIES HELD FOR SALE

At 31st December, 2023, the Group's properties held for sale with a carrying amount of HK\$3,609.9 million (2022 - HK\$4,674.4 million) were pledged to secure banking facilities granted to the Group.

In 2014, the Group entered into a development agreement ("Development Agreement") with the Urban Renewal Authority ("URA"), for a development project in Sham Shui Po, Kowloon, Hong Kong, in the form of a joint operation. Under the Development Agreement, the Group was mainly responsible for the construction of the development project. Sales proceeds arising from the sale of the development projects will be distributed between URA and the Group pursuant to the terms of the Development Agreement. At 31st December, 2023, the carrying amount of the unsold units of this project included in properties held for sale amounted to HK\$71.1 million (2022 - HK\$71.1 million).

### 25. INVENTORIES

	2023 HK\$'million	2022 HK\$'million
Hotel and other merchandise	23.9	25.7
Work in progress	30.6	22.5
Finished goods	0.9	1.2
Total	<u>55.4</u>	<u>49.4</u>

**26. DEBTORS, DEPOSITS AND PREPAYMENTS**

Included in debtors, deposits and prepayments under current assets is an amount of HK\$102.3 million (2022 - HK\$121.4 million) representing the trade debtors of the Group.

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Trade debtors	<b>118.0</b>	149.3
Impairment	<b>(15.7)</b>	(27.9)
Net carrying amount	<b>102.3</b>	121.4

**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.

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:

	<b>2023</b> <b>HK\$'million</b>	<b>2022</b> <b>HK\$'million</b>
Outstanding balances with ages:		
Within 3 months	<b>83.8</b>	103.7
4 to 6 months	<b>5.8</b>	3.7
7 to 12 months	<b>5.0</b>	11.5
Over 1 year	<b>23.4</b>	30.4
Impairment	<b>(15.7)</b>	(27.9)
Total	<b>102.3</b>	121.4

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

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

	2023 HK\$'million	2022 HK\$'million
At 1st January	27.9	26.8
Impairment losses, net (note 6)	0.3	1.1
Amount written off as uncollectible	(12.5)	–
At 31st December	<u>15.7</u>	<u>27.9</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.

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%	–	–	5.2%	12.0%	57.4%	13.3%
Gross carrying amount (HK\$'million)	3.2	53.7	30.1	5.8	5.0	20.2	118.0
Expected credit losses (HK\$'million)	3.2	–	–	0.3	0.6	11.6	15.7

### 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%	–	–	8.1%	5.2%	76.9%	18.7%
Gross carrying amount (HK\$'million)	15.7	74.4	29.3	3.7	11.5	14.7	149.3
Expected credit losses (HK\$'million)	15.7	–	–	0.3	0.6	11.3	27.9

Included in the balance are amounts due from a fellow subsidiary and a related company of HK\$3.5 million (2022 - HK\$1.4 million) and HK\$1.2 million (2022 - HK\$1.2 million), respectively, which are unsecured, non-interest bearing and repayable on demand.

Also included in the balance is an amount of HK\$7.7 million (2022 - HK\$6.9 million) in relation to the prepaid commission for sale of properties which is classified as contract costs in accordance with HKFRS 15.

The financial assets included in the above balance, other than trade debtors, relate to receivables and deposits of HK\$377.7 million (2022 - HK\$520.9 million) 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.

## 27. RESTRICTED CASH

At 31st December, 2023, the Group had cash of approximately HK\$577.2 million (2022 - HK\$176.5 million) 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, deposits of certain tenants in respect of certain investment properties and guarantee deposits for the construction costs of certain pre-sold 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 41.

## 28. CREDITORS AND ACCRUALS

Included in the balance is an amount of HK\$81.5 million (2022 - HK\$40.5 million) representing the trade creditors of the Group. An 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	81.3	40.2
7 to 12 months	0.1	-
Over 1 year	0.1	0.3
	<hr/>	<hr/>
Total	<b>81.5</b>	<b>40.5</b>
	<hr/> <hr/>	<hr/> <hr/>

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

Included in the balance under current liabilities are amounts due to fellow subsidiaries and associates of HK\$4.6 million (2022 - HK\$4.6 million) and HK\$3.0 million (2022 - HK\$1.9 million), respectively, which are unsecured, non-interest bearing and repayable on demand.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 29. CONTRACT LIABILITIES

	31st December, 2023 HK\$'million	31st December, 2022 HK\$'million	1st January, 2022 HK\$'million
Contract liabilities arising from:			
Sale of properties	426.4	529.3	1,661.6
Leasing of properties	–	–	0.2
Construction services	–	–	1.0
Hotel operations	48.5	53.4	108.2
Loyalty point programmes	9.4	4.0	3.9
	<u>484.3</u>	<u>586.7</u>	<u>1,774.9</u>
Total	<u>484.3</u>	<u>586.7</u>	<u>1,774.9</u>

Contract liabilities include (i) sales proceeds received in advance from buyers in connection with the Group's sale and pre-sale of properties and interest on the sales proceeds received; (ii) consideration received from customers in advance for leasing of properties, construction services and hotel operations and; (iii) deferred income arising from 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, or other designated business units/services, or other gifts. The decrease in contract liabilities in 2023 and 2022 was mainly due to the decrease in the sales proceeds received in advance from property buyers.

### 30. INTEREST BEARING BANK BORROWINGS

	2023		2022	
	Maturity	HK\$'million	Maturity	HK\$'million
<b>Current</b>				
Bank loans – secured	2024	5,780.0	2023	7,929.2
<b>Non-current</b>				
Bank loans – secured	2025-2028	13,870.4	2024-2027	11,589.9
Total		<u>19,650.4</u>		<u>19,519.1</u>

	2023 HK\$'million	2022 HK\$'million
Analysed into:		
Bank loans repayable:		
Within one year	5,780.0	7,929.2
In the second year	4,972.2	2,970.0
In the third to fifth years, inclusive	8,898.2	8,619.9
Total	<u>19,650.4</u>	<u>19,519.1</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 Initial 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 group 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 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 payment 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.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

As at 31st December, 2023, the outstanding loan facilities of Regal REIT group bore interest at HIBOR plus an interest margin ranging from 1.05% per annum to 1.8% per annum (2022 - ranging from 1.05% per annum to 1.8% per annum).

Bank borrowings under the 2021 IH Facilities, the 2022 RKH Facility, the 2019 WC Facility, the 2023 SW Facilities, the 2023 FH Facilities 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 an interest margin of 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.

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\$1,195.6 million, which bore interest at HIBOR plus an margin of 1.6% subject to a cap rate of 4.1% per annum and a bank loan of HK\$14.5 million, which bore interest at EURIBOR plus an interest margin of 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.

In addition, also 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 40 to the consolidated financial statements.

**31. OTHER BORROWINGS**

	2023 HK\$ million	2022 HK\$ million
Unsecured note	–	156.0
Secured note	<u>468.0</u>	<u>–</u>
Total	<u><u>468.0</u></u>	<u><u>156.0</u></u>
Analysed into:		
Other borrowings repayable:		
In the second year	156.0	–
In the third to fifth years, inclusive	<u>312.0</u>	<u>156.0</u>
	<u><u>468.0</u></u>	<u><u>156.0</u></u>

- (i) On 19th September, 2022, Cosmopolitan International Finance Limited (“CIFL”), a wholly owned subsidiary of Cosmopolitan, issued a 3-year unsecured note (“Note A”) in an aggregate nominal principal amount of US\$20 million at a coupon interest rate of HIBOR plus 0.6% per annum.
- (ii) On 14th April, 2023, CIFL issued a 3-year secured note (“Note B”) in an aggregate nominal principal amount of US\$40 million at a coupon interest rate of HIBOR plus 3.11% per annum.

Upon the issuance of Note B, the Group pledged the equity interest in a holding company of the Cosmopolitan Group’s property development project in Chengdu over both Note A and Note B.

**32. DERIVATIVE FINANCIAL INSTRUMENTS**

	ASSETS	
	2023 HK\$'million	2022 HK\$'million
Put option	93.2	70.1
Interest rate swap	<u>0.7</u>	<u>–</u>
Total	<u><u>93.9</u></u>	<u><u>70.1</u></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 statement of profit or loss during the year.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 33. DEFERRED TAX

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

	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 business/subsidiaries HK\$'million	Fair value adjustments arising from revaluation of property, plant and equipment HK\$'million	Total HK\$'million
Gross deferred tax assets/(liabilities) at 1st January, 2022	(736.3)	1.8	53.9	(992.8)	(2.5)	(1,675.9)
Deferred tax credited to the statement of profit or loss during the year (note 10)	56.0	–	3.5	44.1	–	103.6
Exchange differences	–	–	–	1.8	0.1	1.9
Gross deferred tax assets/(liabilities) at 31st December, 2022 and 1st January, 2023	(680.3)	1.8	57.4	(946.9)	(2.4)	(1,570.4)
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10)	(6.3)	–	48.3	131.0	–	173.0
Exchange differences	–	–	–	(0.7)	(0.1)	(0.8)
Gross deferred tax assets/(liabilities) at 31st December, 2023	<u>(686.6)</u>	<u>1.8</u>	<u>105.7</u>	<u>(816.6)</u>	<u>(2.5)</u>	<u>(1,398.2)</u>

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:

	2023 HK\$'million	2022 HK\$'million
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>(1,445.9)</u>	<u>(1,618.1)</u>
	<u><u>(1,398.2)</u></u>	<u><u>(1,570.4)</u></u>

The Group has unrecognised tax losses arising in Hong Kong and the United States of America amounting to HK\$7,683.9 million (2022 - HK\$6,958.4 million) and HK\$1.0 million (2022 - HK\$200.0 million), respectively, as at 31st December, 2023. The tax losses arising in Hong Kong, subject to the agreement by the Hong Kong Inland Revenue Department, are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The tax losses arising in the United States of America before 2018 are available for a maximum period of twenty years whilst those arising from 2018 onwards are available indefinitely and tax losses amounting to HK\$199.0 million (2022 - HK\$1.9 million) were expired during the year. Deferred tax assets in respect of the above tax losses amounting to HK\$1,268.2 million (2022 - HK\$1,218.2 million) have not been recognised on account of the unpredictability of future profit streams. The Group also has tax losses arising in Mainland China of HK\$126.8 million (2022 - HK\$96.3 million) that will expire in one to five years for offsetting against future taxable profits.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1st January, 2008 and applies to earnings after 31st December, 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1st January, 2008.

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 established in Mainland China. In the opinion of the Directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$1,058.8 million at 31st December, 2023 (2022 - HK\$1,263.8 million).

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

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 34. 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
4,750.0 million non-voting convertible preference shares of HK\$0.10 each	475.0	475.0
	<u>675.0</u>	<u>675.0</u>
Issued and fully paid:		
1,114.6 million (2022 - 1,114.6 million) ordinary shares of HK\$0.10 each	<u>111.4</u>	<u>111.4</u>
<b>Share premium</b>		
Ordinary shares	<u>1,356.1</u>	<u>1,356.1</u>

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

### 35. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 60 and 61.

#### *Special reserve*

The Group's special reserve represents reserve arising from the Company's capital reorganisation in 2002.

### 36. PERPETUAL SECURITIES

On 13th April, 2017, RH International Finance Limited, a wholly owned subsidiary of RHIHL, 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 year ended 31st December, 2023 and 2022.

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

**37. 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 RHIHL	<u>30.7%</u>	<u>30.7%</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 RHIHL Group	<u>(539.8)</u>	<u>(167.6)</u>
Dividends paid to non-controlling interests of the RHIHL Group	<u>8.2</u>	<u>75.2</u>
Accumulated balances of non-controlling interests of the RHIHL Group at the reporting date	<u>3,803.5</u>	<u>4,593.3</u>

The following table illustrates the summarised financial information of the RHIHL 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	1,792.2	1,831.1
Loss for the year	(1,441.2)	(425.9)
Total comprehensive loss for the year	<u>(1,252.1)</u>	<u>(548.6)</u>
Non-current assets	27,583.3	29,084.2
Current assets	4,139.2	4,371.2
Current liabilities	(3,432.4)	(7,830.3)
Non-current liabilities	<u>(14,598.2)</u>	<u>(9,697.2)</u>
Net cash flows from operating activities	556.1	209.5
Net cash flows used in investing activities	(112.6)	(288.9)
Net cash flows used in financing activities	<u>(886.0)</u>	<u>(358.3)</u>
Net decrease in cash and cash equivalents	<u>(442.5)</u>	<u>(437.7)</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Cash and cash equivalent balances

	2023 HK\$'million	2022 HK\$'million
Cash and bank balances	823.7	897.3
Non-pledged time deposits with an original maturity of less than three months when acquired	<u>567.2</u>	<u>1,107.9</u>
Cash and cash equivalents	<u><u>1,390.9</u></u>	<u><u>2,005.2</u></u>

At the end of the reporting period, the cash and cash equivalent balances of the Group amounting to HK\$32.9 million (2022 - HK\$120.9 million) were held by certain subsidiaries operating in Mainland China where exchange controls apply.

(b) Changes in liabilities arising from financing activities

**2023**

	Interest bearing bank borrowings HK\$'million	Other borrowings HK\$'million	Lease liabilities HK\$'million	Interest payable on bank borrowings and other borrowings HK\$'million
At 1st January, 2023	19,519.1	156.0	27.4	32.3
Changes from financing cash flows	75.7	312.0	(12.7)	(1,132.2)
New lease/modification	–	–	4.1	–
Finance costs	55.0	–	0.7	1,159.0
Foreign exchange movement	<u>0.6</u>	<u>–</u>	<u>0.2</u>	<u>–</u>
At 31st December, 2023	<u><u>19,650.4</u></u>	<u><u>468.0</u></u>	<u><u>19.7</u></u>	<u><u>59.1</u></u>

2022

	Interest bearing bank borrowings HK\$'million	Other borrowing HK\$'million	Lease liabilities HK\$'million	Interest payable on bank borrowings and other borrowing HK\$'million
At 1st January, 2022	20,094.2	–	33.1	21.4
Changes from financing cash flows	(622.3)	156.0	(12.3)	(537.3)
New lease/modification	–	–	6.6	–
Finance costs	53.5	–	0.5	548.2
Foreign exchange movement	(6.3)	–	(0.5)	–
At 31st December, 2022	<u>19,519.1</u>	<u>156.0</u>	<u>27.4</u>	<u>32.3</u>

(c) Major non-cash transactions

- (i) The Group had non-cash additions/modification to right-of-use assets and lease liabilities of HK\$4.1 million (2022 - HK\$6.9 million) and HK\$4.1 million (2022 - HK\$6.6 million), respectively, in respect of lease arrangements for leased properties.
- (ii) During the year ended 31st December, 2023, the Group completed a share swap arrangement involving the acquisition of 36,832,000 issued ordinary shares of its listed subsidiary, Cosmopolitan, at no cash consideration. Relevant details of the share swap arrangement were disclosed in the circular of the Company dated 25th September, 2023.

(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	1.2	2.4
Within financing activities	<u>12.7</u>	<u>12.3</u>
Total	<u>13.9</u>	<u>14.7</u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 39. CONNECTED AND RELATED PARTY TRANSACTIONS

(a) The Group had the following material connected and related party transactions during the year:

	Notes	2023 HK\$'million	2022 HK\$'million
A wholly owned subsidiary of CCIHL:			
Management fees	(i)	68.3	68.9
Associates:			
Advertising and promotion fees (including cost reimbursements)	(ii)	5.0	5.3
Interest income	(iii)	–	8.1
A company owned by a family member of a Director of the Company:	(iv)		
Rental income		0.7	1.3

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, RHIHL, 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 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 RHIHL Group and a standard fee based on total costs involved, in addition to which actual costs and out-of-pocket expenses incurred were reimbursed.
- (iii) Details of the interest income from an associate are disclosed in note 17 to the financial statements.
- (iv) The rental income was received from a company owned by a family member of a Director of the Company relating to the lease of a residential unit held by a subsidiary of the Company.

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
Loans to an associate	(i)	410.5	410.5
Due from associates	(i)	82.6	82.5
Due from a fellow subsidiary	(ii)	3.5	1.4
Due from a related company	(ii)	1.2	1.2
Due to fellow subsidiaries	(iii)	(4.6)	(4.6)
Due to an associate	(iii)	(3.0)	(1.9)

Notes:

- (i) The balances are included in "Investments in associates" in note 17 to the financial statements.
- (ii) The amounts are included in "Debtors, deposits and prepayments" in note 26 to the financial statements.
- (iii) The amounts are included in "Creditors and accruals" in note 28 to the financial statements.

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

	2023 HK\$'million	2022 HK\$'million
Short term employee benefits	45.0	50.8
Staff retirement scheme contributions	3.2	3.4
Total compensation paid to key management personnel	48.2	54.2

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

The related party transaction set out in note 39(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.

The related party transactions set out in notes 39(a)(ii) and 39(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) or rule 14A.76(1)(c) of the Listing Rules.

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### 40. PLEDGE OF ASSETS

As at 31st December, 2023, certain of the Group's property, plant and equipment, investment properties, right-of-use assets, properties under development, properties held for sale, financial assets at fair value through profit or loss, time deposits and bank balances in the total amount of HK\$30,373.0 million (2022 - HK\$30,936.1 million) were pledged to secure general 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. In addition, as at 31st December, 2023, certain ordinary shares in a listed subsidiary with a market value of HK\$251.8 million (2022 - HK\$275.4 million) were also pledged to secure general banking facilities granted to the Group.

### 41. CONTINGENT LIABILITIES

As at 31st December, 2023, the Group had contingent liabilities for corporate guarantees provided in respect of a banking facility granted to an associate in the amount of HK\$396.5 million (2022 - HK\$400.0 million) which was fully utilised. In addition, a corporate guarantee was 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).

In addition, at the end of the reporting period, the Cosmopolitan Group had provided guarantees to banks in connection with mortgage facilities granted to certain purchasers of its properties amounting to approximately RMB341.2 million (HK\$373.9 million) (2022 - RMB519.6 million (HK\$586.1 million)). The Cosmopolitan Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon the issuance of real estate ownership certificates and the completion of the proper procedures to register the mortgages under the names of the relevant purchasers, which will generally complete within one to two years after the purchasers take possession of the relevant properties.

No provision has been made in the consolidated financial statements for the guarantees in connection with the mortgage facilities as management is of the view that the net realisable value of the related properties can cover the repayment of the outstanding mortgage principals together with the accrued interests and penalties in case of any default in payments.

Furthermore, a subsidiary of the RHIHL 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 RHIHL 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.

### 42. CAPITAL COMMITMENTS

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

	2023 HK\$'million	2022 HK\$'million
Property development projects	<u>178.9</u>	<u>523.0</u>

**43. FINANCIAL INSTRUMENTS BY CATEGORY**

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

**2023**

**Financial assets**

	Financial assets at fair value through other comprehensive income - equity investment HK\$'million	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
Loans to an associate	–	–	410.5	410.5
Amounts due from associates	–	–	5.1	5.1
Financial assets designated at fair value through other comprehensive income	28.1	–	–	28.1
Financial assets at fair value through profit or loss	–	814.4	–	814.4
Derivative financial instruments	–	93.9	–	93.9
Loans receivable	–	–	196.1	196.1
Finance lease receivable	–	–	107.1	107.1
Trade debtors	–	–	102.3	102.3
Other financial assets included in debtors, deposits and prepayments	–	–	377.7	377.7
Restricted cash	–	–	577.2	577.2
Pledged time deposits and bank balances	–	–	212.4	212.4
Time deposits	–	–	567.2	567.2
Cash and bank balances	–	–	823.7	823.7
<b>Total</b>	<b>28.1</b>	<b>908.3</b>	<b>3,379.3</b>	<b>4,315.7</b>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

### Financial liabilities

	Financial liabilities at amortised cost HK\$'million
Trade creditors	81.5
Other financial liabilities included in creditors and accruals	871.2
Lease liabilities	19.7
Deposits received	109.9
Interest bearing bank borrowings	19,650.4
Other borrowings	468.0
	<hr/>
Total	<u>21,200.7</u>

### 2022

### Financial assets

	Financial assets at fair value through other comprehensive income - equity investment HK\$'million	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
Loans to an associate	–	–	410.5	410.5
Amounts due from associates	–	–	5.1	5.1
Financial assets designated at fair value through other comprehensive income	443.3	–	–	443.3
Financial assets at fair value through profit or loss	–	1,140.6	–	1,140.6
Derivative financial instruments	–	70.1	–	70.1
Loans receivable	–	–	220.0	220.0
Trade debtors	–	–	121.4	121.4
Other financial assets included in debtors, deposits and prepayments	–	–	520.9	520.9
Restricted cash	–	–	176.5	176.5
Pledged time deposits and bank balances	–	–	190.6	190.6
Time deposits	–	–	1,107.9	1,107.9
Cash and bank balances	–	–	897.3	897.3
	<hr/>	<hr/>	<hr/>	<hr/>
Total	<u>443.3</u>	<u>1,210.7</u>	<u>3,650.2</u>	<u>5,304.2</u>

**Financial liabilities**

	<b>Financial liabilities at amortised cost HK\$'million</b>
Trade creditors	40.5
Other financial liabilities included in creditors and accruals	751.8
Lease liabilities	27.4
Deposits received	197.0
Interest bearing bank borrowings	19,519.1
Other borrowing	156.0
	<hr/>
Total	<u>20,691.8</u>

### 44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, restricted cash, pledged time deposits and bank balances, loans receivable, the current portion of financial assets included in debtors, deposits and prepayments, and the current portion of financial liabilities included in creditors 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 non-current portions of loans receivable, financial assets included in debtors, deposits and prepayments, financial liabilities included in creditors and deposits received 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 loans receivable, financial assets included in debtors, deposits and prepayments, financial liabilities included in creditors and deposits received and interest bearing borrowings approximate to their carrying amounts.

**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 designated at fair value through other comprehensive income:				
Listed equity investment	27.5	–	–	27.5
Unlisted fund investment	–	–	0.6	0.6
Financial assets at fair value through profit or loss:				
Listed equity investments	182.0	–	–	182.0
Listed debt investments	–	6.6	–	6.6
Unlisted equity investments	–	–	118.0	118.0
Unlisted fund investments	–	–	506.1	506.1
Unlisted debt investments	–	–	1.7	1.7
Derivative financial instruments	–	93.9	–	93.9
<b>Total</b>	<b>209.5</b>	<b>100.5</b>	<b>626.4</b>	<b>936.4</b>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

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 designated at fair value through other comprehensive income:				
Listed equity investment	149.3	–	–	149.3
Unlisted equity investment	–	–	43.0	43.0
Unlisted fund investments	–	–	251.0	251.0
Financial assets at fair value through profit or loss:				
Listed equity investments	206.7	–	–	206.7
Listed debt investments	–	131.7	–	131.7
Unlisted equity investments	–	–	123.3	123.3
Unlisted fund investments	–	–	675.6	675.6
Unlisted debt investments	–	–	3.3	3.3
Derivative financial instruments	–	70.1	–	70.1
<b>Total</b>	<b>356.0</b>	<b>201.8</b>	<b>1,096.2</b>	<b>1,654.0</b>

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

	2023 HK\$'million	2022 HK\$'million
At 1st January	1,096.2	776.3
Purchases	21.7	135.2
Distributions	(36.4)	(15.1)
Unrealised losses recognised in profit or loss	(131.2)	(20.4)
Unrealised gains/(losses) recognised in other comprehensive income	(292.5)	232.2
Disposal	(30.5)	(8.4)
Exchange realignment	(0.9)	(3.6)
At 31st December	<b>626.4</b>	<b>1,096.2</b>

### *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 (31st December, 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 value of certain unlisted equity investment is determined based on the recoverability assessment performed by management (2022 - derived from the recent transaction price).

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

### 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise interest bearing bank borrowings, other borrowing, cash and short term deposits. The main purpose of these financial instruments is to finance 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 designated at fair value through other comprehensive income, loans receivable, trade debtors, trade creditors and other financial assets and liabilities at amortised cost, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The 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 and other borrowings are disclosed in note 30 and 31 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 and other 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\$202.2 million (2022 - HK\$188.1 million) and increased the finance costs capitalised by HK\$6.6 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\$20.2 million (2022 - HK\$18.8 million) and decreased the finance costs capitalised by HK\$0.7 million in 2022.

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

#### Foreign currency risk

The Group's operations are mainly in Hong Kong and Mainland China. Entities within the Group are exposed to foreign exchange risk from future commercial transactions and monetary assets and liabilities that are denominated in currencies that are not the entities' functional currencies.

The Group currently does not have a foreign currency hedging policy. It manages its foreign currency risk by closely monitoring the movement of the foreign currency rates and entering into foreign currency forward contracts to reduce the exposure should the need arises.

#### Credit risk

The Group's major exposure to the credit risk arises from the default of the trade debtors, with a maximum exposure equal to their carrying amounts. 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 shows 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. For listed debt investments, the Group also monitors them by using external credit ratings. 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	Stage 1	Stage 2	Stage 3	
	HK\$'million	HK\$'million	HK\$'million	HK\$'million	HK\$'million
Loans to an associate	410.5	–	–	–	410.5
Amounts due from associates					
– Normal <sup>#</sup>	5.1	–	–	–	5.1
– Doubtful <sup>#</sup>	–	–	77.5	–	77.5
Loans receivable					
– Normal <sup>#</sup>	195.9	–	–	–	195.9
– Doubtful <sup>#</sup>	–	0.2	–	–	0.2
Finance lease receivable	107.1	–	–	–	107.1
Trade debtors*	–	–	–	118.0	118.0
Other financial assets included in debtors, deposits and prepayments					
– Normal <sup>#</sup>	377.7	–	–	–	377.7
Restricted cash					
– Not yet past due	577.2	–	–	–	577.2
Pledged time deposits and bank balances					
– Not yet past due	212.4	–	–	–	212.4
Time deposits					
– Not yet past due	567.2	–	–	–	567.2
Cash and bank balances					
– Not yet past due	823.7	–	–	–	823.7
Guarantees given to banks in connection with mortgage facilities provided to certain purchasers of the Group's properties	373.9	–	–	–	373.9
Guarantee given to a bank in connection with a bank borrowing provided to an associate	396.5	–	–	–	396.5
<b>Total</b>	<b>4,047.2</b>	<b>0.2</b>	<b>77.5</b>	<b>118.0</b>	<b>4,242.9</b>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

As at 31st December, 2022

	12-month	Lifetime ECLs			Total
	ECLs	Simplified			
	Stage 1	Stage 2	Stage 3	approach	Total
	HK\$'million	HK\$'million	HK\$'million	HK\$'million	HK\$'million
Loans to an associate	410.5	–	–	–	410.5
Amounts due from associates					
– Normal <sup>#</sup>	5.1	–	–	–	5.1
– Doubtful <sup>#</sup>	–	–	77.4	–	77.4
Loans receivable					
– Normal <sup>#</sup>	220.0	–	–	–	220.0
Trade debtors*	–	–	–	149.3	149.3
Other financial assets included in debtors, deposits and prepayments					
– Normal <sup>#</sup>	520.9	–	–	–	520.9
Restricted cash					
– Not yet past due	176.5	–	–	–	176.5
Pledged time deposits and bank balances					
– Not yet past due	190.6	–	–	–	190.6
Time deposits					
– Not yet past due	1,107.9	–	–	–	1,107.9
Cash and bank balances					
– Not yet past due	897.3	–	–	–	897.3
Guarantees given to banks in connection with mortgage facilities provided to certain purchasers of the Group's properties	586.1	–	–	–	586.1
Guarantee given to a bank in connection with a bank borrowing provided to an associate	400.0	–	–	–	400.0
<b>Total</b>	<b>4,514.9</b>	<b>–</b>	<b>77.4</b>	<b>149.3</b>	<b>4,741.6</b>

\* For trade debtors to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 26 to the financial statements.

<sup>#</sup> The credit quality of amounts due from associates, the loans receivable and other financial assets included in debtors, deposits and prepayments is considered to be "normal" when they are not past due and there is no information indicating that the loans receivable and other 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".

**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		
	Within 1 year or on demand HK\$'million	1 to 5 years HK\$'million	Total HK\$'million
Trade creditors	81.5	–	81.5
Other financial liabilities included in creditors and accruals	811.6	59.6	871.2
Lease liabilities	12.5	7.2	19.7
Deposits received	79.4	30.5	109.9
Interest bearing bank borrowings	4,688.3	18,280.7	22,969.0
Other borrowings	26.4	533.8	560.2
Guarantees given to banks in connection with mortgage facilities provided to certain purchasers of the Group's properties	373.9	–	373.9
Guarantee given to a bank in connection with a bank borrowing provided to an associate	396.5	–	396.5
<b>Total</b>	<b>6,470.1</b>	<b>18,911.8</b>	<b>25,381.9</b>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

	2022		
	Within 1 year or on demand HK\$'million	1 to 5 years HK\$'million	Total HK\$'million
Trade creditors	40.2	0.3	40.5
Other financial liabilities included in creditors and accruals	684.5	65.7	750.2
Lease liabilities	11.8	16.9	28.7
Deposits received	28.4	18.9	47.3
Interest bearing bank borrowings	5,748.3	16,831.3	22,579.6
Other borrowing	–	180.3	180.3
Guarantees given to banks in connection with mortgage facilities provided to certain purchasers of the Group's properties	586.1	–	586.1
Guarantee given to a bank in connection with a bank borrowing provided to an associate	400.0	–	400.0
Total	<u>7,499.3</u>	<u>17,113.4</u>	<u>24,612.7</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 equity investments classified as financial assets at fair value through profit or loss (note 19) and financial assets designated at fair value through other comprehensive income (note 18) at the end of the reporting period.

The following table demonstrates the sensitivity to a 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. For the purpose of this analysis, for equity investments designated at fair value through other comprehensive income, the impact is deemed to be on the fair value reserve.

	Carrying amount of equity investments HK\$'million	Change in loss before tax HK\$'million	Change in equity* HK\$'million
<b>2023</b>			
Listed investments:			
– Financial assets designated at fair value through other comprehensive income	27.5	–	1.4
– Financial assets at fair value through profit or loss	182.0	9.1	–
Unlisted investments:			
– Financial assets at fair value through profit or loss	118.0	5.9	–
<b>2022</b>			
Listed investments:			
– Financial assets designated at fair value through other comprehensive income	149.3	–	7.5
– Financial assets at fair value through profit or loss	206.7	10.3	–
Unlisted investments:			
– Financial assets designated at fair value through other comprehensive income	43.0	–	2.1
– Financial assets at fair value through profit or loss	123.3	6.2	–

\* Excluding retained profits

### 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 RHIHL in connection with the leasing of certain hotel properties from Regal REIT and the undertakings under corporate guarantees given by the Company and RHIHL for banking facilities granted to certain subsidiaries and an associate 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.

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 and other 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 and other borrowings	<b>20,118.4</b>	19,675.1
Less: Cash, bank balances and deposits	<b>(2,180.5)</b>	(2,372.3)
Net debt	<b>17,937.9</b>	17,302.8
Total assets	<b>39,824.5</b>	41,787.2
Net debt to total assets ratio	<b>45.0%</b>	41.4%

**46. 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>3,219.5</u>	<u>3,223.5</u>
CURRENT ASSETS		
Deposits and prepayments	<u>1.4</u>	<u>2.3</u>
CURRENT LIABILITIES		
Creditors and accruals	<u>(2.1)</u>	<u>(2.1)</u>
NET CURRENT ASSETS/(LIABILITIES)	<u>(0.7)</u>	<u>0.2</u>
Net assets	<u><b>3,218.8</b></u>	<u><b>3,223.7</b></u>
EQUITY		
Issued capital	111.4	111.4
Reserves (note)	<u>3,107.4</u>	<u>3,112.3</u>
Total equity	<u><b>3,218.8</b></u>	<u><b>3,223.7</b></u>

Note:

A summary of the Company's reserves is as follows:

	<b>Share premium account HK\$'million</b>	<b>Contributed surplus 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	1,356.1	1,738.4	4.3	17.5	3,116.3
Loss for the year	<u>–</u>	<u>–</u>	<u>–</u>	<u>(4.0)</u>	<u>(4.0)</u>
At 31st December 2022 and 1st January, 2023	1,356.1	1,738.4	4.3	13.5	3,112.3
Loss for the year	<u>–</u>	<u>–</u>	<u>–</u>	<u>(4.9)</u>	<u>(4.9)</u>
At 31st December, 2023	<u><b>1,356.1</b></u>	<u><b>1,738.4</b></u>	<u><b>4.3</b></u>	<u><b>8.6</b></u>	<u><b>3,107.4</b></u>

## NOTES TO FINANCIAL STATEMENTS (Cont'd)

The contributed surplus represents reserves arising from (i) the group reorganisation in 1993 in preparation for a separate listing of the Company's shares, originally representing the difference between the nominal value of the Company's shares issued under the reorganisation scheme and the then consolidated net asset value of the subsidiaries at the date of acquisition; and (ii) the Company's capital reorganisation in 2002.

Under the Companies Act 1981 of Bermuda, the contributed surplus is distributable to shareholders under certain circumstances.

### 47. EVENT AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, on 28th February, 2024, the RHIHL 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 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.

### 48. 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 Paliburg Holdings Limited

(Incorporated in Bermuda with limited liability)

### Opinion

We have audited the consolidated financial statements of Paliburg Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 56 to 178, 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 ("HKAs") 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.

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 certain other non-financial assets*

The Group has property development projects in Mainland China and hotel properties in Hong Kong. As at 31st December, 2023, properties under development and properties held for sale with an aggregate carrying amount after impairment of HK\$3,559.6 million were allocated to the "PRC property development and investment" cash-generating unit; and hotel properties (included in property, plant and equipment and right-of-use assets) and trademark with an aggregate carrying amount after impairment of HK\$20,568.9 million were allocated to the "Hong Kong hotel operation and management and hotel ownership" cash-generating unit.

The impairment assessment of these non-financial assets 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 of the relevant cash-generating units being dependent on a range of inherently subjective estimates, such as estimated selling prices and budgeted costs to complete the property development projects, estimated rental values, estimated room rates, estimated occupancy rates, estimated future cash flows, discount rates and capitalisation rates.

Related disclosures are included in notes 2.4, 3 and 22 to the consolidated financial statements.

### Other information included in the Annual Report

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

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

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

### How our audit addressed the key audit matter

We discussed the progress of property development projects with management and evaluated the progress by having site visit. We also discussed the business plans for hotel properties with management. We involved our internal valuation specialists to assess the assumptions and estimates adopted in discounted cash flow projections prepared by management and valuations performed by external valuers, such as estimated selling prices and budgeted costs to complete the property development projects, estimated rental values, estimated room rates, estimated occupancy rates, estimated future cash flows, discount rates and capitalisation rates. In addition, we have assessed the independence, objectivity and competence of the external valuers.

### **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.

## INDEPENDENT AUDITOR'S REPORT (Cont'd)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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)	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	84.6
(2)	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	84.6
(3)	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	84.6

## 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)	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	84.6
(5)	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	84.6
(6)	Certain apartment units and car and motorcycle parking spaces at Larvotto, 8 Praya Road, Ap Lei Chau, Hong Kong	Primarily residential	Site area for whole development - approx. 16,770 sq. m. (180,511 sq. ft.)  Gross floor area of 4 remaining apartment units held - approx. 544 sq. m. (5,857 sq. ft.)	Completed in March 2011	30.0

## 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) 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	69.3
(8) 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	69.3
(9) 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	69.3
(10) 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	69.3

## 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 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>	62.5

## 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
(12) Regal Renaissance at the intersection between Weiguo Road and Xinkai Road, Hedong District, Tianjin, PRC	Commercial/office/ residential	Site area for the whole development – approx. 31,700 sq. m. (341,000 sq. ft.)  • 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.))	Residential towers, commercial complex and residential car parking spaces completed in 2018  Completion Certificate for two office towers and the four-storey commercial podium obtained in March 2022	62.5

*As at 31st December, 2023*

### PROPERTIES FOR INVESTMENT

Description	Use	Lease	Percentage of interest attributable to the Company
(1) We Go MALL No.16 Po Tai Street, Ma On Shan, Sha Tin, New Territories, Hong Kong	Commercial	Medium term	84.6
(2) iclub Mong Kok Hotel 2 Anchor Street, Mong Kok, Kowloon, Hong Kong	Hotel	Long term	84.6

## 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>
(3)	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	62.5
(4)	9 luxury residential houses at Regalia Bay, 88 Wong Ma Kok Road, Stanley, Hong Kong	Residential	Medium term	69.3
(5)	Certain residential units of The Queens No.160 Queen's Road West, Hong Kong	Residential	Medium term	69.3
(6)	Regala Skycity Hotel 8 Airport Expo Boulevard Hong Kong International Airport, Chek Lap Kok, New Territories, Hong Kong	Hotel	Medium term	69.3
(7)	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	69.3

## 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)	Campus La Mola Cami dels Plans de Can Bonvilar s/n, 08227 - Terrassa, Barcelona, Spain	Hotel	Freehold land	69.3
(9)	Regal Airport Hotel 9 Cheong Tat Road, Hong Kong International Airport, Chek Lap Kok, New Territories, Hong Kong	Hotel	Medium term	51.9
(10)	Regal Hongkong Hotel 88 Yee Wo Street, Causeway Bay, Hong Kong	Hotel	Long term	51.9
(11)	Regal Kowloon Hotel 71 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong	Hotel	Long term	51.9
(12)	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	51.9
(13)	Regal Riverside Hotel 34-36 Tai Chung Kiu Road, Shatin, New Territories, Hong Kong	Hotel	Medium term	51.9

## 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>
(14)	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	51.9
(15)	iclub Fortress Hill Hotel 18 Merlin Street, North Point, Hong Kong	Hotel	Long term	51.9
(16)	iclub Sheung Wan Hotel 138 Bonham Strand, Sheung Wan, Hong Kong	Hotel	Long term	51.9
(17)	iclub To Kwa Wan Hotel 8 Ha Heung Road, To Kwa Wan, Kowloon, Hong Kong	Hotel	Long term	51.9
(18)	iclub AMTD Sheung Wan Hotel No.5 Bonham Strand West, Sheung Wan, Hong Kong	Hotel	Long term	42.3

## 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	<u>2,806.4</u>	<u>4,003.7</u>	<u>4,015.6</u>	<u>1,442.8</u>	<u>2,899.5</u>
Operating profit/(loss)	<u>(450.8)</u>	350.1	(43.9)	(859.3)	912.9
Finance costs	<u>(1,221.5)</u>	(601.3)	(362.0)	(402.3)	(575.2)
Share of profits and losses of associates	<u>(5.2)</u>	(11.0)	11.6	4.9	16.9
Profit/(Loss) before tax	<u>(1,677.5)</u>	(262.2)	(394.3)	(1,256.7)	354.6
Income tax	<u>14.4</u>	(114.2)	(201.4)	9.3	(27.4)
Profit/(Loss) for the year before allocation between equity holders of the parent and non-controlling interests	<u>(1,663.1)</u>	<u>(376.4)</u>	<u>(595.7)</u>	<u>(1,247.4)</u>	<u>327.2</u>
Attributable to:					
Equity holders of the parent	<u>(1,042.0)</u>	(217.7)	(397.5)	(874.2)	282.6
Non-controlling interests	<u>(621.1)</u>	(158.7)	(198.2)	(373.2)	44.6
	<u>(1,663.1)</u>	<u>(376.4)</u>	<u>(595.7)</u>	<u>(1,247.4)</u>	<u>327.2</u>

## 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	6,361.4	6,672.9	7,033.4	9,289.4	8,680.1
Investment properties	3,868.8	3,149.0	3,209.2	3,357.7	3,577.6
Right-of-use assets	15,374.2	15,759.8	16,098.8	13,954.3	14,376.6
Properties under development	892.0	915.1	869.9	867.4	1,772.1
Investments in associates	401.3	406.6	455.1	480.1	580.7
Financial assets designated at fair value through other comprehensive income	28.1	443.3	590.5	1,132.4	–
Financial assets at fair value through profit or loss	592.9	768.4	674.3	777.1	836.6
Loans receivable	163.4	185.6	234.3	258.1	228.6
Finance lease receivable	101.7	–	–	–	–
Debtors, deposits and prepayments	286.5	277.8	276.6	254.7	322.4
Deferred tax assets	47.7	47.7	47.7	50.1	47.5
Goodwill	–	–	–	261.0	261.0
Trademark	610.2	610.2	610.2	610.2	610.2
Other intangible assets	3.6	6.8	3.6	0.7	2.0
Current assets	<u>11,092.7</u>	<u>12,544.0</u>	<u>14,413.6</u>	<u>15,496.7</u>	<u>15,171.2</u>
Total assets	<u>39,824.5</u>	<u>41,787.2</u>	<u>44,517.2</u>	<u>46,789.9</u>	<u>46,466.6</u>
Current liabilities	(7,812.2)	(9,926.7)	(6,626.9)	(16,144.8)	(4,932.0)
Creditors and deposits received	(90.1)	(84.8)	(85.5)	(79.9)	(87.8)
Lease liabilities	(7.2)	(16.0)	(21.9)	(16.5)	(36.9)
Interest bearing bank borrowings	(13,870.4)	(11,589.9)	(16,764.7)	(8,030.7)	(15,365.2)
Other borrowings	(468.0)	(156.0)	–	–	(2,716.7)
Deferred tax liabilities	(1,445.9)	(1,618.1)	(1,723.6)	(1,843.3)	(1,913.1)
Total liabilities	<u>(23,693.8)</u>	<u>(23,391.5)</u>	<u>(25,222.6)</u>	<u>(26,115.2)</u>	<u>(25,051.7)</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>(4,129.2)</u>	<u>(4,897.7)</u>	<u>(5,265.2)</u>	<u>(5,834.0)</u>	<u>(5,886.8)</u>



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