

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters (Continued)

Key audit matter (Continued)

關鍵審計事項(續)

Assessment of the net realisable values of properties for sale
評估待售物業之可變現淨值

We identified the assessment of the net realisable values of the Group's properties for sale (the "PFS") as a key audit matter due to the subjective management judgements and estimates involved in the determination of the net realisable value (the "NRV") of the PFS.

As disclosed in note 19 to the consolidated financial statements, the Group had PFS of HK\$1,381,903,000 as at 31 December 2023. The Group's assessment of the carrying values of PFS, being the lower of cost and NRV, takes into account the selling price ultimately expected to be realised, the estimated costs to completion of the PFS and costs necessary to make the sale.

The management of the Group determines the estimated selling price of the PFS with reference to the market valuation reports available from independent qualified professional valuers, which takes into account the prevailing real estate market conditions and prevailing market data on most recent sale transactions of similar properties.

Based on the management estimation of the NRV of the PFS and after taking into consideration the estimated costs necessary to make the sale, no write-down of PFS was considered necessary for the year ended 31 December 2023.

我們識別 貴集團的待售物業(「待售物業」)可變現淨值評估作為關鍵審計事項，原因是釐定待售物業的可變現淨值(「可變現淨值」)時涉及管理層主觀判斷及估計。

誠如綜合財務報表附註19所披露，貴集團於二零二三年十二月三十一日的待售物業為港幣1,381,903,000元。貴集團評估待售物業的賬面值(即成本及可變現淨值兩者中的較低者)時，會考慮最終預期變現的售價、待售物業的估計完工成本及進行銷售所需的成本。

貴集團管理層釐定待售物業的估計售價時，會參考獨立合資格專業估值師提供的市場估值報告內的當前市場數據，當中會考慮當前房地產市況及類似物業的最近銷售交易。

根據管理層對待售物業可變現淨值作出的估計，並經考慮進行銷售所需的估計成本後，我們認為於截至二零二三年十二月三十一日止年度毋須撇減待售物業。

關鍵審計事項(續)

How our audit addressed the key audit matter (Continued)

我們在審計中處理關鍵審計事項的方式(續)

Our procedures in relation to the assessment of the NRV of the PFS included:

- Evaluating the competence, capabilities, and objectivity of the Valuer and obtaining an understanding of the Valuer's scope of work and their terms of engagement; and
- Assessing the reasonableness of the estimated selling price of the PFS estimated by the management with reference to the market valuation reports available from independent qualified professional valuers, on a sample basis, by comparing the estimated selling prices to the market prices less estimated costs necessary to make the sale achieved in the same projects or comparable properties, based on our knowledge of the Group's business and the real estate industry.

我們評估待售物業的可變現淨值時進行的程序包括：

- 評估估值師的權能、能力及客觀性，並了解估值師的工作範圍及委聘條款；及
- 根據我們對 貴集團業務及房地產行業的認識，透過比較估計售價與同一項目或可比較物業所達到的市價減去進行銷售所需的估計成本，抽樣評估管理層參考獨立合資格專業估值師提供的市場估值報告估計的待售物業估計售價是否合理。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of Directors and Those Charged with Governance 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 are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們須報告該事實。在這方面，我們沒有任何報告。

董事及管治層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》的披露規定擬備真實而公平的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

管治層負責監督 貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, 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 HKSA's 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 HKSA's, we exercise professional judgement and maintain professional skepticism 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.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照百慕達公司法第90條僅向閣下（作為整體）作出包括我們意見的核數師報告，除此之外別無其他目的。我們概不就本報告之內容，向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港核數準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港核數準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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

核數師就審計綜合財務報表承擔的責任(續)

- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督與執行。我們為審計意見承擔全部責任。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

We communicate with those charged with governance 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 those charged with governance 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 those charged with governance, 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 the independent auditor's report is Hung Suk Fan.

核數師就審計綜合財務報表承擔的責任(續)

除其他事項外，我們與管治層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向管治層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅而採取的行動或相關的防範措施。

從與管治層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目合夥人為洪淑芬。

Deloitte Touche Tohmatsu*Certified Public Accountants*

Hong Kong

20 March 2024

德勤•關黃陳方會計師行*執業會計師*

香港

二零二四年三月二十日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Revenue	收益			
Revenue from goods and services	貨品及服務收益		44,208	102,242
Rental income	租金收入		351,684	376,134
Total revenue	總收益	6	395,892	478,376
Cost of sales	銷售成本		(42,404)	(82,588)
Gross profit	毛利		353,488	395,788
Other income, gains and losses	其他收入、收益及虧損	7	437,888	52,776
Selling expenses	銷售費用		(2,254)	(3,629)
Administrative expenses	行政費用		(126,818)	(118,712)
Gain/(loss) on disposal of subsidiaries	出售附屬公司之收益／(虧損)	37	11,440	(788)
Net fair value loss on investment properties	投資物業公平值虧損淨額	17	(1,212,858)	(464,274)
Reversal of impairment loss on loan receivables	應收貸款減值虧損撥回	20	—	247
Finance costs	融資成本	9	(84,579)	(43,079)
Loss before income tax expense	除所得稅開支前虧損	10	(623,693)	(181,671)
Income tax expense	所得稅開支	13	(22,810)	(80,720)
Loss for the year	年內虧損		(646,503)	(262,391)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Other comprehensive income/ (expense) for the year, net of income tax	年內其他全面收入／(開支)，扣除所得稅後		
	14		
<i>Item that will not be reclassified to profit or loss:</i>	<i>以下項目將不會重新分類到損益：</i>		
Change in fair value of financial assets at fair value through other comprehensive income ("FVTOCI")	按公平值計入其他全面收入(「按公平值計入其他全面收入」)之財務資產之公平值變動	3,036	(171)
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>以下項目其後可能重新分類到損益：</i>		
Exchange loss on translation of foreign operations	換算海外業務之匯兌虧損	(15,643)	(27,912)
Other comprehensive expense for the year, net of income tax	年內其他全面開支，扣除所得稅後	(12,607)	(28,083)
Total comprehensive expense for the year	年內總全面開支	(659,110)	(290,474)
(Loss)/profit for the year attributable to:	應佔年內(虧損)／溢利：		
Owners of the Company	本公司擁有人	(646,511)	(268,201)
Non-controlling interests	非控股權益	8	5,810
		(646,503)	(262,391)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
綜合損益及其他全面收入表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Total comprehensive (expense)/income for the year attributable to:	應佔年內總全面(開支)/收入：			
Owners of the Company	本公司擁有人		(659,308)	(294,353)
Non-controlling interests	非控股權益		198	3,879
			(659,110)	(290,474)
Loss per share for loss attributable to owners of the Company for the year	本公司擁有人應佔年內虧損之每股虧損	16		
Basic	基本		HK\$港幣(2.28)元	HK\$港幣(0.95)元

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023 於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Investment properties	投資物業	17	18,171,015	19,374,605
Property, plant and equipment	物業、廠房及設備	18	114,714	122,528
Financial assets at FVTOCI	按公平值計入其他全面收入之財務資產	21	43,006	39,656
Deposits paid for acquisition of properties	收購物業之已付訂金		—	9,251
Loan receivables	應收貸款	20	4,349	5,906
Total non-current assets	總非流動資產		18,333,084	19,551,946
Current assets	流動資產			
Properties for sale	待售物業	19	1,381,903	1,063,112
Trade and other receivables	貿易及其他應收款項	20	146,940	174,070
Financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)之財務資產	21	—	38,884
Short-term bank deposits	短期銀行存款	22	635,200	272,400
Cash and cash equivalents	現金及現金等價物	22	503,106	1,122,544
Total current assets	總流動資產		2,667,149	2,671,010
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	23	544,983	855,326
Contract liabilities	合約負債	24	189,382	120,568
Lease liabilities	租賃負債	25	16,921	20,912
Borrowings	借貸	26	585,072	87,728
Provision for income tax	所得稅撥備		121,123	121,631
Total current liabilities	總流動負債		1,457,481	1,206,165
Net current assets	淨流動資產		1,209,668	1,464,845
Total assets less current liabilities	總資產減流動負債		19,542,752	21,016,791

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023 於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Non-current liabilities	非流動負債			
Borrowings	借貸	26	931,727	1,686,799
Lease liabilities	租賃負債	25	21,003	29,703
Deferred tax liabilities	遞延稅項負債	27	130,160	124,655
Total non-current liabilities	總非流動負債		1,082,890	1,841,157
Net assets	淨資產		18,459,862	19,175,634
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	28	28,331	28,331
Reserves	儲備	29	18,429,908	19,145,878
			18,458,239	19,174,209
Non-controlling interests	非控股權益	35	1,623	1,425
Total equity	權益總額		18,459,862	19,175,634

The consolidated financial statements on pages 196 to 332 are authorised for issue by the board of directors on 20 March 2024 and are signed on behalf by:

第196至332頁之綜合財務報表於二零二四年三月二十日獲董事會授權刊發，並由以下董事代為簽署：

Chan Hing Tat
陳慶達
Director
董事

Chan Wai Ling
陳慧苓
Director
董事

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Operating activities	經營業務		
Loss before income tax expense	除所得稅開支前虧損	(623,693)	(181,671)
Adjustments for:	就下列各項作出調整：		
Interest income from financial assets at FVTPL	按公平值計入損益之財務資產之利息收入	(2,286)	(2,456)
Interest income from loan receivables	應收貸款利息收入	(596)	(533)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	77	—
Revaluation deficit on property, plant and equipment	物業、廠房及設備之重估虧損	120	120
Forfeiture of deposits income	沒收按金收入	(364,457)	—
Other interest income	其他利息收入	(54,556)	(25,162)
Interest expenses on borrowings	借貸利息支出	82,873	40,921
Interest expenses on lease liabilities	租賃負債利息支出	1,706	2,158
Depreciation of right-of-use assets	使用權資產折舊	3,248	7,206
Depreciation of other property, plant and equipment	其他物業、廠房及設備折舊	3,957	5,842
Reversal of impairment loss on loan receivables	應收貸款減值虧損撥回	—	(247)
Impairment loss on trade receivables, net of reversal	貿易應收款項減值虧損（扣除撥回）	659	119
Net fair value loss on investment properties	投資物業公平值虧損淨額	1,212,858	464,274
(Gain)/loss on disposal of subsidiaries and investment properties	出售附屬公司及投資物業之（收益）／虧損	(11,440)	432
Operating profit before working capital changes	營運資金轉變前之經營溢利	248,470	311,003
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少／（增加）	26,176	(23,770)
Increase in properties for sale	待售物業增加	(327,600)	(188,821)
Decrease in restricted bank deposits	受限制銀行存款減少	—	16,110
Increase/(decrease) in trade and other payables	貿易及其他應付款項增加／（減少）	10,609	(9,339)
Increase in contract liabilities	合約負債增加	68,814	73,382
Net cash generated from operations	業務所得現金淨額	26,469	178,565
Income tax paid	已付所得稅	(17,362)	(75,171)
Net cash generated from operating activities	經營業務所得現金淨額	9,107	103,394

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Investing activities	投資活動		
Purchase of financial assets at FVTOCI	購買按公平值計入其他全面收入之財務資產	(311)	(11,182)
Purchases of financial assets at FVTPL	購買按公平值計入損益之財務資產	(265,272)	(563,580)
Proceed from disposal of financial assets at FVTPL	出售按公平值計入損益之財務資產所得款項	302,564	526,972
Placement of short-term bank deposits	存放短期銀行存款	(2,995,627)	(2,220,504)
Withdrawal of short-term bank deposits	提取短期銀行存款	2,632,827	2,199,285
Repayment from loan receivables	應收貸款還款	1,852	12,157
Additions to property, plant and equipment	增添物業、廠房及設備	—	(400)
Proceeds from disposal of investment properties	出售投資物業所得款項	149,821	6,827
Deposits refund for acquisitions of properties	收購物業之退還訂金	—	7,240
Payment to acquire and construction of investment properties	收購及建設投資物業之付款	(160,886)	(43,517)
Net cash inflows from disposal of subsidiaries	出售附屬公司之現金流入淨額	37 35,430	123,168
Interest received from financial assets at FVTPL	按公平值計入損益之財務資產之已收利息	2,286	2,456
Interest received from loan receivables	應收貸款已收利息	596	533
Other interest received	其他已收利息	54,556	25,162
Deposits received on disposal of subsidiaries	出售附屬公司之已收按金	43,200	319,382
Deposit received on disposal of an investment property	出售投資物業之已收按金	305	—
<i>Net cash (used in)/generated from investing activities</i>	<i>投資活動(所用)/所得現金淨額</i>	(198,659)	383,999

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Financing activities	融資活動		
Repayments of bank loans	償還銀行貸款	(685,728)	(2,222,697)
Bank loans raised	籌集銀行貸款	428,000	2,125,723
Interest paid on borrowings	已付借貸利息	(82,873)	(40,921)
Interest paid on lease liabilities	已付租賃負債利息	(1,706)	(2,158)
Repayment of lease liabilities	償還租賃負債	(24,393)	(21,394)
Final dividends paid	已付末期股息	(56,662)	(56,662)
Dividend paid to minority interest	已付少數權益股息	—	(18,930)
<i>Net cash used in financing activities</i>	<i>融資活動所用現金淨額</i>	(423,362)	(237,039)
(Decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加	(612,914)	250,354
Cash and cash equivalents as at 1 January	於一月一日之現金及現金等價物	1,122,544	885,358
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(6,524)	(13,168)
Cash and cash equivalents as at 31 December	於十二月三十一日之現金及現金等價物	503,106	1,122,544

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益		
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回儲備 HK\$'000 港幣千元
As at 1 January 2023	於二零二三年一月一日	28,331	690,811	295
Loss for the year	年內虧損	—	—	—
Other comprehensive income/(expense)	其他全面收入／(開支)			
Change in fair value of financial assets at FVTOCI	按公平值計入其他全面收入之財務資產之公平值變動	—	—	—
Exchange loss on translation of foreign operations	換算海外業務之匯兌虧損	—	—	—
Total comprehensive income/(expense) for the year	年內總全面收入／(開支)	—	—	—
Proposed final and special dividends for 2023 (note 15(a))	建議二零二三年末期及特別股息 (附註15(a))	—	—	—
Final dividends paid for 2022 (note 15(b))	已付二零二二年末期股息 (附註15(b))	—	—	—
As at 31 December 2023	於二零二三年十二月三十一日	28,331	690,811	295

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

Equity attributable to owners of the Company 本公司擁有人應佔權益							
Investment revaluation reserve 投資重估儲備 HK\$'000 港幣千元	Retained profits 保留溢利 HK\$'000 港幣千元	Exchange reserve 匯兌儲備 HK\$'000 港幣千元	Special reserve 特別儲備 HK\$'000 港幣千元	Proposed final and special dividends 建議末期及特別股息 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元	Non-controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 權益總額 HK\$'000 港幣千元
388	18,420,614	(24,740)	1,848	56,662	19,174,209	1,425	19,175,634
—	(646,511)	—	—	—	(646,511)	8	(646,503)
3,036	—	—	—	—	3,036	—	3,036
—	—	(15,833)	—	—	(15,833)	190	(15,643)
3,036	(646,511)	(15,833)	—	—	(659,308)	198	(659,110)
—	(283,309)	—	—	283,309	—	—	—
—	—	—	—	(56,662)	(56,662)	—	(56,662)
3,424	17,490,794	(40,573)	1,848	283,309	18,458,239	1,623	18,459,862

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益		
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元
As at 1 January 2022	於二零二二年一月一日	28,331	690,811	295
Loss for the year	年內虧損	—	—	—
Other comprehensive (expense)/income	其他全面(開支)/收入			
Change in fair value of financial assets at FVTOCI	按公平值計入其他全面收入之財務資產 之公平值變動	—	—	—
Exchange loss on translation of foreign operations	換算海外業務之匯兌虧損	—	—	—
Total comprehensive (expense)/income for the year	年內總全面(開支)/收入	—	—	—
Proposed final dividends for 2022 (note 15(a))	建議二零二二年末期股息 (附註15(a))	—	—	—
Dividends paid to non-controlling interest	已付非控股權益股息	—	—	—
Final dividends paid for 2021 (note 15(b))	已付二零二一年末期股息 (附註15(b))	—	—	—
As at 31 December 2022	於二零二二年十二月三十一日	28,331	690,811	295

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

Equity attributable to owners of the Company 本公司擁有人應佔權益							
Investment revaluation reserve 投資重估儲備 HK\$'000 港幣千元	Retained profits 保留溢利 HK\$'000 港幣千元	Exchange reserve 匯兌儲備 HK\$'000 港幣千元	Special reserve 特別儲備 HK\$'000 港幣千元	Proposed final dividends 建議末期股息 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元	Non-controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 權益總額 HK\$'000 港幣千元
559	18,745,477	1,241	1,848	56,662	19,525,224	16,476	19,541,700
—	(268,201)	—	—	—	(268,201)	5,810	(262,391)
(171)	—	—	—	—	(171)	—	(171)
—	—	(25,981)	—	—	(25,981)	(1,931)	(27,912)
(171)	(268,201)	(25,981)	—	—	(294,353)	3,879	(290,474)
—	(56,662)	—	—	56,662	—	—	—
—	—	—	—	—	—	(18,930)	(18,930)
—	—	—	—	(56,662)	(56,662)	—	(56,662)
388	18,420,614	(24,740)	1,848	56,662	19,174,209	1,425	19,175,634

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

1. General Information

Soundwill Holdings Limited (the “Company”) is a limited liability company incorporated and domiciled in Bermuda. The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 34 to the consolidated financial statements. The Company and its subsidiaries (the “Group”) is principally engaged in property development, property leasing and provision of building management services.

The directors of the Company (the “Directors”) consider the Company’s ultimate holding party to be a discretionary trust (the “Trust”), which Madam Foo Kam Chu Grace, executive director of the Company, and her family members (including Ms. Chan Wai Ling, executive director of the Company) are the beneficiaries of the Trust.

1. 一般資料

金朝陽集團有限公司(「本公司」)為於百慕達註冊成立與登記之有限公司，本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司股份在香港聯合交易所有限公司(「聯交所」)上市。

本公司主要業務為投資控股，其附屬公司之主要業務載於綜合財務報表附註34。本公司及其附屬公司(「本集團」)主要從事物業發展、物業租賃及提供樓宇管理服務。

本公司董事(「董事」)認為本公司之最終控股方為一項全權信託(「該信託」)，而本公司執行董事傅金珠女士及其家族成員(包括本公司執行董事陳慧苓小姐)為該信託之受益人。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform — Pillar Two model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

2.1 於本年度強制生效之新訂及經修訂香港財務報告準則

於本年度，本集團編製綜合財務報表時首度應用自二零二三年一月一日或之後開始之年度期間強制生效的下列香港會計師公會(「香港會計師公會」)頒佈的新訂及經修訂香港財務報告準則：

香港財務報告準則第17號(包括二零二零年十月及二零二二年二月之香港財務報告準則第17號之修訂)	保險合約
香港會計準則第8號之修訂	會計估計之定義
香港會計準則第12號之修訂	與單一交易產生之資產及負債相關的遞延稅項
香港會計準則第12號之修訂	國際稅項改革 — 支柱二規範範本
香港會計準則第1號及香港財務報告準則實務說明第2號之修訂	會計政策之披露

除下述者外，於本年度應用新訂及經修訂香港財務報告準則對本集團本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載的披露事項並無產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

The Group has applied the amendments for the first time in the current year. HKAS 1 *Presentation of Financial Statements* is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. 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.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

應用香港會計準則第1號及香港財務報告準則實務說明第2號之修訂「會計政策之披露」的影響

本集團於本年度首次應用該等修訂。香港會計準則第1號財務報表之呈列已予修訂，以將「主要會計政策」一詞全部替換為「重大會計政策資料」。倘會計政策資料與實體財務報表所載之其他資料一併考慮時，可合理預期會影響通用財務報表主要用戶基於該等財務報表所作之決定，有關會計政策資料則屬重大。

該等修訂亦釐清，即使有關金額並不重大，會計政策資料亦可能因關聯交易、其他事件或條件之性質而屬重大。然而，並非所有與重大交易、其他事件或條件相關之會計政策資料本身均屬重大。倘實體選擇披露並不重大之會計政策資料，有關資料不得掩蓋重大會計政策資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies (Continued)

HKFRS Practice Statement 2 *Making Materiality Judgements* (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in note 4 to the consolidated financial statements.

Impacts on application of Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The Group has applied the amendments for the first time in the current year. The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 *Income Taxes* (“HKAS 12”) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

The application of the amendments has had no material impact on the Group’s financial position and performance.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

應用香港會計準則第1號及香港財務報告準則實務說明第2號之修訂「會計政策之披露」的影響(續)

香港財務報告準則實務說明第2號作出重要性判斷(「實務說明」)亦有所修訂，以闡明實體如何將「四步重要性程序」應用於會計政策披露及判斷會計政策相關資料對其財務報表而言是否屬重大。實務說明內添加了指引和實例。

應用該等修訂概無對本集團之財務狀況及表現造成重大影響，但影響了本集團載於綜合財務報表附註4之會計政策之披露。

應用香港會計準則第12號之修訂「與單一交易產生之資產及負債相關的遞延稅項」的影響

本集團於本年度首次應用該等修訂。該等修訂收窄了香港會計準則第12號「所得稅」(「香港會計準則第12號」)第15及24段有關遞延稅項負債及遞延稅項資產確認例外情況的範圍，使其不再適用於初次確認時會導致應課稅及可扣減暫時性差額相等的交易。

應用該等修訂概無對本集團之財務狀況及表現造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 12 Income Taxes International Tax Reform – Pillar Two model Rules

The Group has applied the amendments for the first time in the current year. HKAS 12 is amended to add the exception to recognising and disclosing information about deferred tax assets and liabilities that are related to tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development (the “Pillar Two legislation”). The amendments require that entities apply the amendments immediately upon issuance and retrospectively. The amendments also require that entities to disclose separately its current tax expense/income related to Pillar Two income taxes in periods which the Pillar Two legislation is in effect, and the qualitative and quantitative information about its exposure to Pillar Two income taxes in periods in which the Pillar Two legislation is enacted or substantially enacted but not yet in effect in annual reporting periods beginning on or after 1 January 2023.

The Group is yet to apply the temporary exception during the current year because the Group's entities are operating in jurisdictions which the Pillar Two legislation has not yet been enacted or substantially enacted. The Group will disclose known or reasonably estimable information that helps users of financial statements to understand the Group's exposure to Pillar Two income taxes in the Group's annual consolidated financial statements when the Pillar Two legislation is enacted or substantially enacted and will disclose separately current tax expense/income related to Pillar Two income taxes when it is in effect.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 於本年度強制生效之新訂及經修訂香港財務報告準則(續)

應用香港會計準則第12號之修訂「所得稅國際稅項改革 – 支柱二規範範本」的影響

本集團於本年度首次應用該等修訂。香港會計準則第12號作修訂以加入確認及披露為實施經濟合作暨發展組織公佈之支柱二規範範本(「支柱二立法」)已頒佈或實質上已頒佈的稅法有關之遞延稅項資產及負債之資料之例外處理。該等修訂要求各實體於頒佈後立即應用該等修訂並追溯實施。該等修訂亦要求，對於二零二三年一月一日或之後開始的年度報告期間，單獨披露於支柱二立法生效期間與支柱二所得稅相關的即期稅項開支／收入，以及於支柱二立法已頒佈或實質上已頒佈但尚未生效期間其所面臨支柱二所得稅風險相關的定性及定量資料。

由於本集團實體於尚未頒佈或實質上尚未頒佈支柱二立法的司法權區經營，故本集團尚未於本年度應用臨時例外情況。本集團將於已頒佈或實質頒佈支柱二立法時在本集團的年度綜合財務報表中披露已知或可合理估計的資料，以幫助財務報表使用者了解本集團所面臨的支柱二所得稅風險，並將在支柱二立法生效時單獨披露與支柱二所得稅相關的即期稅項開支／收入。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.2 Amendments to HKFRSs in issue but not yet effective

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

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈惟尚未生效的經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效的經修訂香港財務報告準則：

香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間之資產出售或投入 ¹
香港財務報告準則第16號之修訂	售後租回之租賃負債 ²
香港會計準則第1號之修訂	負債分類為流動或非流動及相關香港詮釋第5號的修訂(二零二零年) ²
香港會計準則第1號之修訂	附帶契諾之非流動負債 ²
香港會計準則第7號及香港財務報告準則第7號之修訂	供應商融資安排 ²
香港會計準則第21號之修訂	缺乏可交換性 ³

¹ 於待定期限或之後開始之年度期間生效。

² 於二零二四年一月一日或之後開始之年度期間生效。

³ 於二零二五年一月一日或之後開始之年度期間生效。

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2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.2 Amendments to HKFRSs in issue but not yet effective (Continued)

Except for the amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognizes the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈惟尚未生效的經修訂香港財務報告準則(續)

除下文所述之香港財務報告準則修訂外，本公司董事預期，於可預見未來應用全部其他經修訂香港財務報告準則對綜合財務報表並無重大影響。

香港會計準則第1號之修訂「負債分類為流動或非流動及相關香港詮釋第5號的修訂(二零二零年)」(「二零二零年修訂」)及香港會計準則第1號之修訂「附帶契諾之非流動負債」(「二零二二年修訂」)

該等二零二零年修訂為評估將結清負債期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為即期或非即期，當中包括：

- 澄清倘負債具有若干條款，可由對手方選擇透過轉讓實體本身的股本工具進行結清，僅當實體應用香港會計準則第32號 *金融工具：呈列*，將選擇權單獨確認為股本工具時，該等條款不影響將其分類為即期或非即期。
- 訂明負債應基於報告期末存在的權利分類為即期或非即期。具體而言，有關修訂澄清該分類不受管理層在十二個月內結清負債的意圖或預期所影響。

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

2.2 Amendments to HKFRSs in issue but not yet effective (Continued)

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if an entity classifies liabilities arising from loan arrangements as non-current when the entity's right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group's outstanding liabilities as at 31 December 2023, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group's liabilities.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈惟尚未生效的經修訂香港財務報告準則(續)

對於以遵從契約為條件的自報告日起至少延遲12個月結算的權利，二零二零年修訂引入的要求已被二零二二年修訂所修訂。二零二二年修訂訂明只有實體必須在報告期末或以前遵從的契約，才會影響實體將結清負債期限延遲至報告日期後最少十二個月的權利。只在報告期後才必須遵從的契約不會影響有關權利在報告期末是否存在。

此外，二零二二年修訂訂明下列資料的披露要求，即倘實體必須在報告期後十二個月內遵從契約方能享有延遲結清負債的權利，並且實體將貸款安排產生的負債歸類為非即期負債，則有關資料有助財務報表使用者了解負債可能在報告期後十二個月內變成應付的風險。

二零二二年修訂亦將應用二零二零年修訂的生效日期遞延至二零二四年一月一日或之後開始的年度報告期間。二零二二年修訂連同二零二零年修訂適用於二零二四年一月一日或之後開始的年度報告期間，並容許提前應用。倘實體在二零二二年修訂頒佈後的較早期間應用二零二零年修訂，則該實體亦應於該期間應用二零二二年修訂。

根據本集團於二零二三年十二月三十一日的未償還負債，應用二零二零年修訂及二零二二年修訂不會令本集團負債被重新分類。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

3. Basis of Preparation

3.1 Statement of Compliance

The consolidated financial statements on pages 196 to 332 have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and by the Hong Kong Companies Ordinance.

3.2 Functional and Presentation Currency

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company.

4. Summary of Material Accounting Policy Information

4.1 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries.

Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

3. 編製基準

3.1 合規聲明

第196至332頁之綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則而編製。就編製綜合財務報表而言，倘有關資料合理預期會影響主要用戶作出的決定，則有關資料被視為重大。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例所規定之適用披露。

3.2 功能及呈列貨幣

綜合財務報表乃以港幣（「港幣」）呈列，而港幣亦為本公司之功能貨幣。

4. 重大會計政策資料概要

4.1 綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。

倘本公司達成以下條件，即取得控制權：

- 有權控制被投資方；
- 對其參與被投資方之浮動回報享有承擔或權利；及
- 能運用對被投資方之權力以影響其所得回報。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

*For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度***4. Summary of Material Accounting Policy Information (Continued)****4.1 Basis of Consolidation (Continued)**

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 listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

4. 重大會計政策資料概要(續)**4.1 綜合基準(續)**

倘有事實及情況顯示上列三項控制元素中有一項或多項元素有變，本集團則重新評估其是否對被投資方擁有控制權。

當本集團取得附屬公司之控制權時，附屬公司即開始綜合入賬；當本集團失去對附屬公司之控制權時，附屬公司則不再綜合入賬。具體而言，年內所收購或所出售附屬公司之收入及開支，乃自本集團取得控制權當日起至本集團不再控制附屬公司當日止計入綜合損益及其他全面收入表。

損益及各其他全面收入項目乃歸屬於本公司擁有人及非控股權益。附屬公司之總全面收入乃歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘亦如是。

必要時會對附屬公司之財務報表作出調整，以使其會計政策符合本集團之會計政策。

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For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

4. Summary of Material Accounting Policy Information (Continued)

4.1 Basis of Consolidation (Continued)

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

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

Changes in the Group's interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs).

4. 重大會計政策資料概要(續)

4.1 綜合基準(續)

與本集團成員公司之間交易有關之所有集團內公司間資產及負債、權益、收入、開支及現金流量會於綜合賬目時全數對銷。

於附屬公司之非控股權益與本集團於當中之權益分開呈列，指賦予其持有人權利於清盤時按比例分佔相關附屬公司淨資產之現時擁有權權益。

本集團於現有附屬公司之權益變動

倘本集團失去附屬公司之控制權，則取消確認該附屬公司及非控股權益(如有)之資產及負債。收益或虧損會在損益中確認，並按下列兩者之差額計算：(i)所收取代價之公平值與任何保留權益之公平值之總額，與(ii)本公司擁有人應佔該附屬公司之資產(包括商譽)及負債之賬面值。過往就該附屬公司在其他全面收入確認之所有金額，會以猶如本集團已直接出售附屬公司之相關資產或負債之方式入賬(即重新分類至損益或轉撥至適用香港財務報告準則訂明／允許之其他權益類別)。

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綜合財務報表附註

For the year ended 31 December 2023 截至二零二三年十二月三十一日止年度

4. Summary of Material Accounting Policy Information (Continued)

4.2 Investment Properties

Investment properties are properties held to earn rental income and/or for capital appreciation (including properties under construction or held for future development for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

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

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the properties) is included in profit or loss in the period in which the property is derecognised.

4.3 Property, Plant and Equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes.

Buildings held for own use are stated at revalued amount, being their fair value at the date of the revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

4. 重大會計政策資料概要(續)

4.2 投資物業

投資物業是指為賺取租金收入及／或資本增值而持有之物業(包括為該等目的之在建或持作未來發展之物業)。

投資物業乃按成本(包括任何直接應佔開支)初步計量。經首次確認後，投資物業按公平值計量，經調整以排除任何預付或應計經營租賃收入。

投資物業公平值變動所產生之收益或虧損於產生期間計入損益。

在建投資物業產生之建設成本予以資本化為在建投資物業之賬面值一部分。

投資物業於出售或當投資物業永久棄置或預期不會自出售獲取任何未來經濟利益時取消確認。取消確認物業時產生之任何盈虧(按淨出售所得款項及物業賬面值之差額計算)於取消確認物業期間納入損益。

4.3 物業、廠房及設備

物業、廠房及設備為持有以供生產或供應商品或服務，或作行政用途的有形資產。

持作自用之樓宇按重估金額列賬，即其於重估日期之公平值減任何其後累計折舊及其後累計減值虧損。

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4. Summary of Material Accounting Policy Information (Continued)

4.3 Property, Plant and Equipment (Continued)

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

Any revaluation increase arising from revaluation of buildings is recognised in other comprehensive income and accumulated in asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognise in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of property, plant and equipment is recognised in profit or loss to the extent that it exceeds the balance, if any, on the asset revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

Other items of property, plant and equipment, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and any accumulated impairment losses, if any.

4. 重大會計政策資料概要(續)

4.3 物業、廠房及設備(續)

當本集團就於物業的擁有權權益(包括租賃土地及樓宇部分)付款時，全部代價於租賃土地及樓宇部分之間按初始確認時的相對公平值的比例分配。在相關付款可作可靠分配的情況下，租賃土地權益於綜合財務狀況表中呈列為計入「物業、廠房及設備」的使用權資產，惟按公平值模式分類及入賬為投資物業者除外。當代價無法在相關租賃土地的非租賃樓宇部分及未分割權益之間可靠分配時，整項物業分類為物業、廠房及設備。

重估樓宇產生的任何重估增值會於其他全面收入確認及於資產重估儲備中累計，惟撥回同一資產先前已於損益中確認之重估減值情況則除外，在此情況下，有關增值計入損益內，惟以先前列支之減值為限。重估物業、廠房及設備產生之賬面淨值減少會於損益內確認，惟以其超出該資產先前所作重估之相關資產重估儲備之餘額(如有)為限。其後出售或報廢已重估資產時，應佔重估盈餘轉撥至保留溢利。

其他物業、廠房及設備項目乃按成本減其後累計折舊及任何累計減值虧損(如有)於綜合財務狀況表列賬。