



Annual Report  
2022

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# Corporate Information

## Directors

### Executive

Mr. Fung Siu To, Clement (*Chairman*)  
Mr. Poon Jing (*Managing Director and Chief Executive*)  
Mr. Poon Hai  
Mr. Poon Yeung, Roderick  
Mr. Lun Pui Kan  
Mr. Kwan Po Lam, Phileas

### Independent Non-executive

Mr. Wong Chi Keung  
Mr. Cheung Kwok Wah  
Mr. Leung Wai Keung, *JP*

## Audit Committee

Mr. Wong Chi Keung (*Chairman*)  
Mr. Cheung Kwok Wah  
Mr. Leung Wai Keung, *JP*

## Remuneration Committee

Mr. Wong Chi Keung (*Chairman*)  
Mr. Fung Siu To, Clement  
Mr. Leung Wai Keung, *JP*

## Nomination Committee

Mr. Fung Siu To, Clement (*Chairman*)  
Mr. Wong Chi Keung  
Mr. Leung Wai Keung, *JP*

## Authorised Representatives

Mr. Fung Siu To, Clement  
Mr. Lun Pui Kan

## Company Secretary

Mr. Tung Kwok Lui

## Registered Office

Victoria Place,  
5th Floor,  
31 Victoria Street,  
Hamilton HM 10,  
Bermuda

## Principal Office in Hong Kong

30th Floor, YF Life Tower,  
33 Lockhart Road,  
Wanchai,  
Hong Kong  
Telephone 2866 3336  
Facsimile 2866 3772  
Website <http://www.asiaorient.com.hk>  
E-mail [aoinfo@asiastandard.com](mailto:aoinfo@asiastandard.com)

## Principal Bankers

HSBC  
Bank of China (Hong Kong)  
Hang Seng Bank  
United Overseas Bank  
Industrial and Commercial Bank of China (Asia)  
DBS (Hong Kong) Bank  
The Bank of East Asia  
Shanghai Commercial Bank  
Chiyu Banking Corporation  
Fubon Bank (Hong Kong)  
Chong Hing Bank  
CMB Wing Lung Bank  
UBS  
Bank of Singapore  
Bank Morgan Stanley  
Credit Suisse AG  
Bank Julius Baer

## Legal Advisers

Stephenson Harwood  
18th Floor, United Centre,  
95 Queensway,  
Hong Kong

Appleby  
Suites 4201-03 & 12,  
42/F, One Island East,  
Taikoo Place,  
18 Westlands Road,  
Quarry Bay, Hong Kong

## Independent Auditor

PricewaterhouseCoopers  
Certified Public Accountants  
Registered Public Interest  
Entity Auditor  
22nd Floor, Prince's Building,  
Central, Hong Kong

## Share Registrar in Bermuda

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

## Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong  
Investor Services Limited  
Shops 1712-1716, 17th Floor,  
Hopewell Centre,  
183 Queen's Road East,  
Wanchai, Hong Kong

## Financial Highlights

<b>For the year ended 31st March</b> (In HK\$ million, except otherwise indicated)	<b>2022</b>	2021	Change
<b>Consolidated profit and loss account</b>			
Revenue	<b>2,789</b>	2,740	+2%
(Loss)/profit attributable to shareholders of the Company	<b>(906)</b>	1,007	N/A
(Loss)/earnings per share – basic (HK\$)	<b>(1.08)</b>	1.20	N/A
<b>Consolidated balance sheet</b>			
Total assets	<b>39,520</b>	48,565	-18%
Net assets	<b>20,051</b>	27,448	-27%
Equity attributable to shareholders of the Company	<b>10,477</b>	14,677	-29%
Net debt	<b>16,310</b>	15,819	+3%

### Supplementary information with hotel properties at valuation (note):

Revalued total assets	<b>45,223</b>	54,091	-16%
Revalued net assets	<b>26,267</b>	33,499	-22%
Equity attributable to shareholders of the Company	<b>13,327</b>	17,452	-24%
Gearing – net debt to revalued net assets	<b>62%</b>	47%	+15%

Note: According to the Group's accounting policies, hotel properties were carried at cost less accumulated depreciation. To give further information on the economic substance of its hotel properties investments, the Group hereby presents supplementary unaudited financial information taking into account the fair market value of hotel properties and excluding the corresponding deferred income tax on Hong Kong properties as Hong Kong tax jurisdiction does not include capital gain tax.

The hotel properties were revalued by Vigers Appraisal & Consulting Limited ("Vigers") (2021: Vigers), independent professional valuers, on an open market value basis.

## Chairman's Statement



Development project "Capital Cove" in Tongzhou, Beijing

The Group recorded a loss attributable to shareholders of HK\$906 million for the year, compared to a profit of HK\$1,007 million last year. The loss was mostly from unrealised loss due to drop in market prices of the Group's financial investments and additional provisions for expected credit loss, following the liquidity crisis in China's real estate sector. Since then, the PRC government has been loosening housing and monetary policies to foster healthy market environment, while all the developers are proactively improving their financial statuses through debt extension.

The Group's property development business performed well both locally in Hong Kong and in China. In Hong Kong, the sales of Duke's Place in Jardine's Lookout has been satisfactory, 70% of the units were sold as of the end of May 2022. On the other hand, we are expecting to launch two new developments by the end of year 2022. The first project is our premium residential development in Po Shan Road which provides 16 luxury units overlooking Victoria Harbour. The second project is our large scale mass-market residential development in Hung Shui Kiu. Coinciding with the government's development strategy in northern territory, the land exchange of our Kwu Tung development project is progressing well and is expected to complete the land exchange by late 2023. In China, we are

scheduling to commence the handover of the pre-sold units of our Beijing residential development in Tongzhou by the second half of year 2022. Contracted sales up to our financial year end for this development had amounted to RMB4.5 billion.

The Group's leasing income had experienced a 9% decrease over the year while our hotels' performances continue to recover. Recovery in these business segments are expected with the gradual uplift of travel bans and re-opening of borders.

The beginning of the interest rate hike cycle and inflationary pressure experienced in the US are creating uncertainties in the overall economy, nonetheless, the Group's interest rate hedging policy is alleviating the negative impact from the rate hikes policies. With the fade away of the pandemic and the introduction of Northern Metropolis Development Strategy, Hong Kong is on the track to recovery and expansion.

Management takes this opportunity to thank all our staff for their efforts contributed in keeping the Group growing and moving forward.

**Fung Siu To, Clement**  
Chairman

Hong Kong, 29th June 2022

## Business Model and Strategies

The Group is principally engaged in developing and investing properties in prime location in Hong Kong, first-tier cities in China and Vancouver, Canada, and has established a well diversified business model across four main operating segments – property development, property leasing, hotel and travel, and financial investments. While our property development arm acts as the core drive for the Company's growth, rental income from our prime investment properties, earnings from our hotels and dividend/coupon payments from our financial investment portfolio provide us with a stable, reliable and recurring income source to the Group. Our business diversification also reduces the adverse impact of market volatility and offset the impact of cyclicalities to which some of our businesses are exposed to.

The Group will stay focus on enhancing the performance of its core business and will continuously generate value to the shareholders by exploring investment opportunities in line with the following strategies:

**(i) Build on our reputation and track record of premium property development in Greater China**

Our development strategy is to continue to invest primarily in Hong Kong and first-tier cities in China. The Group will continue to expand real estate business through carefully selected opportunities in luxury as well as mass market residential development. Leveraging our expertise as a premium residential developer with an international standard, we will continue to look for opportunities to increase our presence in Greater China.

**(ii) Growing recurring income from investment properties and financial investment portfolio**

The Group has a diversified property and financial investment portfolio generating a recurring and steady income stream. Our investment properties comprise a mix of commercial and retail spaces situated in core central business district in Hong Kong. The Group's financial investment portfolio provides a liquidity buffer and recurring income as well as a diversified cash flow stream, enabling us to finance existing projects and seize potential investment as opportunities arise.

**(iii) To expand and grow our hotel business in prime CBDs and to strive for excellence in management and operations**

The Group owns and operates five hotels under the "Empire" branding, all of which are in Hong Kong. Our hotels in Hong Kong are situated within central hubs and are targeted at business travelers as well as visitors from the Mainland China. Our hospitality chain has a centralised management team for optimising revenue generation and ensuring efficient deployment of resources for achieving maximum cost benefit. The prime locations allow us to cater to both business visitors and tourists, which together with our competitive pricing has led to a high occupancy level at our hotels.

**(iv) Continue to manage risk effectively, through a prudent financial management policy**

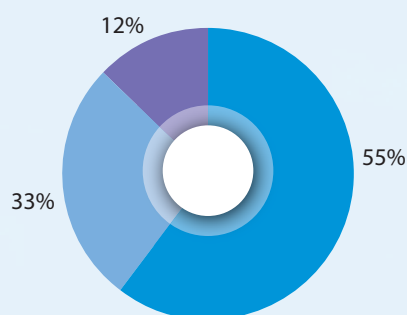
As the Group operates in a capital intensive business, we adopt a comprehensive risk management framework to monitor risk and manage debt exposures in a conservative and prudent manner, seeking to maintain the strength of our balance sheet with reasonable level of gearing. We will continuously maintain a strong financial position with a healthy level of liquidity.

We are confident that our strategies will deliver maximum value to the shareholders in the long term.

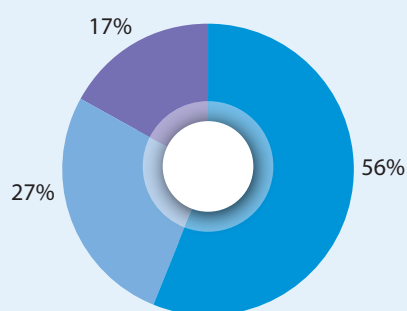
# Management Discussion and Analysis

## Results

The Group recorded a revenue of HK\$2,789 million (2021: HK\$2,740 million) for the financial year with loss attributable to shareholders of the Company at HK\$906 million (2021: profit of HK\$1,007 million). The loss was mainly due to our financial investment's net unrealised losses from mark-to-market price and additional provisions for expected credit loss.



Principal properties	Attributable gross floor area (sq.ft.)
Residential	1,256,000
Office and retail	748,000
Hotel	265,000
<b>Total</b>	<b>2,269,000</b>



HK	1,275,000
Mainland China	611,000
Canada	383,000
<b>Total</b>	<b>2,269,000</b>

# Management Discussion and Analysis



Residential development at **Po Shan Road**

## PROPERTIES SALES, DEVELOPMENT AND LEASING

### Sales and Development

#### Mainland China

In Tongzhou Beijing, construction and fitting-out works of all six blocks of residential towers have been completed. Presales continued and approximately RMB1.5 billion sales were contracted during the year.

As of 31st March 2022, approximately 75% of the residential units were sold, with total contracted sales reaching RMB4.5 billion. Handover of the residential units will commence in phases beginning the second half of 2022. Sub-structure works for the two commercial towers are in progress as well.

#### Hong Kong

In Jardine's Lookout, sales continued in the Group's joint venture development, Dukes Place. The premium development comprises sixteen residential apartments ranging from 2,850 sq. ft to over 6,800 sq. ft. During the year, another HK\$400 million of sales were contracted. In May 2022 after our financial year end, a triplex unit was further sold. Up to the end of May 2022, 70% of

the units comprising 50% of the saleable area was sold, with total sales amounted to approximately HK\$2.3 billion.

On Po Shan Road, superstructure works of another joint venture residential development is substantially complete, with various inspection for issuance of occupation permit under examination. Internal fitting-out and show flats decoration are underway aiming to have the project launch for sale by late 2022. During the year, the Group increased its stake in this project by 10% to 50%.

In Hung Shui Kiu, Yuen Long, foundation works for the 520,000 sq. ft. GFA development have almost been completed and presale consent of the residential units are under application. This development is a part of the HKSAR's Northern Metropolis Development Strategy scheme, and is among the first district being developed within the zone envisioned to be the most vibrant area where urban development and major population growth of Hong Kong in the next decades will take place. The area will serve as the main hub for the Hong Kong-Shenzhen Western Railway linking Hung Shui Kiu and Qianhai, ensuring efficient transport connectivity of the Greater Bay Area.



## Management Discussion and Analysis



Residential development at **Hung Shui Kiu**

Also covered by the Northern Metropolis plan is our joint venture residential development site in Kwu Tung, which is in the process of land exchange application with the government. The site has an area of approximately 270,000 sq. ft. Subsequent to financial year end, the Group acquired further lots in vicinity and thus will further increase the scale of the development.

In Lam Tei, Tuen Mun, we are continuing the land exchange application with the government on another residential development near the light-rail station. The development has approximately 67,000 sq. ft. of residential GFA under existing zoning parameters, but the Group has proposed an increase in plot ratio under a new land exchange application to utilize the land for a better and fuller extent.

In Kowloon East, the 800,000 sq. ft. leasable GFA commercial building, Harbourside HQ, is undergoing a repositioning of tenant mix to enhance the value of this joint venture investment since completion of its renovation in end of last financial year.

During the year, we participated a 7.5% stake in a joint venture consortium to acquire the Kowloon Bay International Trade and Exhibition Centre for HK\$10.5 billion. The acquisition was completed in November 2021. The building will be redeveloped into Grade-A offices.

### **Canada (development through hotel subsidiary group)**

The redevelopment of our Empire Landmark hotel in Vancouver progressed well. Superstructure of the “Landmark on Robson” development has been topped out in May 2022 and internal fitting-out is ongoing. This 400,000 sq. ft. GFA redevelopment, upon targeted completion around end of 2023, will have two 30-plus storeys residential towers comprising 236 residential units over a three-storeys podium of retail and office space of about 50,000 sq. ft., and a four-level underground parking facility. A new round of presale commenced in October 2021 with the subsiding of COVID-19 and improvement in the real estate market sentiment in Vancouver. As of 31st March 2022, approximately CAD180 million of sales was contracted.

## Management Discussion and Analysis

Regarding its joint venture redevelopment of high-end residential complex of approximately 627,000 sq. ft. GFA on 1488 Alberni Street, downtown Vancouver, the development team is determining a coordinated construction design that optimise construction costs, and identifying a suitable location for the sales presentation center prior to the issuance of a development permit.

Another joint venture development also on Alberni Street has secured a rezoning approval in December 2021 and an application for a development permit was submitted in March 2022.

### Leasing

Leasing income for the year was HK\$178 million (2021: HK\$196 million). Average occupancies of YF Life Tower in Wanchai maintained a similar occupancy as last year while Asia Standard Tower in Central decreased by 7%. With the gradual control of the city's epidemic and the relaxation of social distancing measures, the leasing market is showing signs of recovery.

Net revaluation gain (taking into account our share from the investment property owned by an associated company) of HK\$504 million (2021: loss of HK\$321 million) was recorded.

### HOTEL

The industry continues to be affected by the pandemic over the year with tight cross border travel restrictions. However, management has always been planning and implementing programme to boost occupancy and revenue. Beginning July 2021, our Empire Hotel Hong Kong and Empire Hotel Kowloon launched long-stay promotions targeting local customers and commencing September, our two hotels in Causeway Bay participated in the Hong Kong government's Designated Quarantine Hotel Scheme.



Development project "Landmark on Robson" in Vancouver, Canada, has been topped out

The performance of hotel and travel sector was better than last year with revenue up by 104% to HK\$76 million (2021: HK\$37 million). Hotel management is acutely aware of the challenges that continue as the uncertainty associated with a global resurgence in COVID-19 infections persists, and is continuously implementing revenue enhancement and cost minimisation measures, at the same time deferring non-essential capital expenditures.

### FINANCIAL INVESTMENTS

At 31st March 2022, the Group held financial investments of approximately HK\$7,600 million (2021: HK\$17,502 million), with HK\$6,811 million (2021: HK\$15,152 million) held by the two listed subsidiary groups. The investment portfolio comprised of 92% listed debt securities (predominantly issued by PRC-based real estate companies), 5% listed equity securities and 3% unlisted investments. They are denominated in different currencies with 50% in United States dollar, 44% in Renminbi and 6% in other currencies (mostly Hong Kong dollar).

## Management Discussion and Analysis

The portfolio's value decrease was primarily due to the mark-to-market revaluation loss recognised in investment revaluation reserve plus profit and loss account. Our financial investments had experienced a negative impact during the year over the liquidity crisis experienced by China's real estate sector, which was caused by the successive tightening of lending to these developers, restrictions on buyer's purchase and deployment of sales proceeds received.

During the year, income from this investment portfolio amounted to HK\$2,487 million (2021: HK\$2,460 million). A net investment loss of HK\$4,081 million (2021: net gain of HK\$196 million) was recorded in the profit and loss account while a net loss of HK\$6,197 million (2021: net gain of HK\$2,394 million) was recognised in investment revaluation reserve account.

With the outburst of the sector-wide debt crisis, the PRC government had since continue to roll out easing policies to stimulate demand and release purchasing power, by relaxing previously tightened fiscal policy on the borrowing and refinancing channels for real estate developers. Several affected developers have

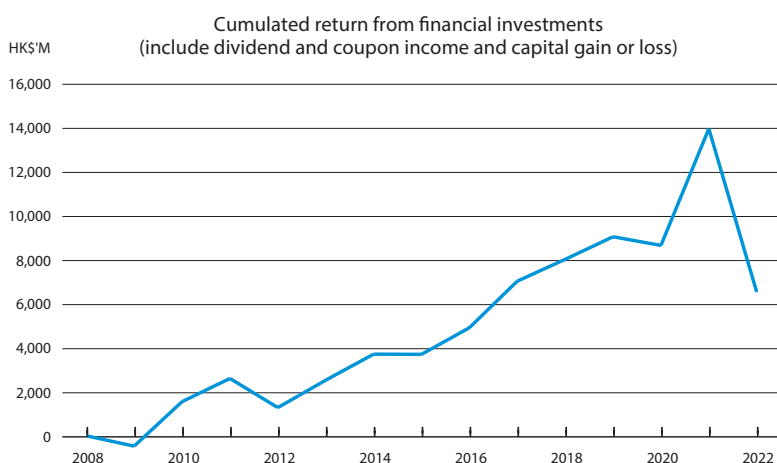
successfully exchanged or restructured their debts through maturity extension, downward adjustment of coupon rates and hence effectively addressed their liquidity issues, while at the same time maintaining no haircut on debt principal. We expect other developers to follow suit.

At 31st March 2022, an approximate value of HK\$570 million (2021: HK\$4,070 million) of these investments were pledged to banks as collateral for credit facilities granted to the Group.

### FINANCIAL REVIEW

At 31st March 2022, the Group has over HK\$8.6 billion (2021: HK\$12.1 billion) cash and undrawn banking facilities.

At 31st March 2022, the Group's total assets were approximately HK\$39.5 billion (2021: HK\$48.6 billion), with net assets of HK\$20.1 billion (2021: HK\$27.4 billion). Adopting market value of hotel properties in operation, the revalued total assets of the Group were HK\$45.2 billion (2021: HK\$54.1 billion), while the revalued net assets of the Group were HK\$26.3 billion (2021: HK\$33.5 billion).



## Management Discussion and Analysis

Net debt was HK\$16.3 billion (2021: HK\$15.8 billion), of which HK\$0.1 billion (2021: HK\$0.5 billion) was attributable to the parent group. Total interest cost is similar for the two years while net interest cost through profit and loss account is less than last year, due to the greater capitalisation with the progress of Hung Shui Kiu development and Landmark on Robson development. At 31st March 2022, the Group's net gearing ratio (net debt to revalued net asset value) is approximately 62% (2021: 47%). As at 31st March 2022, the Group had net current assets of HK\$7.4 billion (2021: HK\$11.8 billion) and the HK\$8.9 billion aggregate amount of marketable securities and cash together represented 2.2 times of the HK\$4.0 billion current debt repayable within 12 months.

Approximately 98% of the Group's borrowings are in Hong Kong dollars and the remaining 2% in United States dollars and Canadian dollars.

All the debts are at floating rates, which are on upward trend following US interest rate hikes to curb escalating inflationary pressures. As at 31st March 2022, about 50% of these debts have been hedged against HIBOR fluctuations by various interest rate swap contracts entered into some two years ago of approximately HK\$8,760 million in total, with approximately 83% having remaining maturities of about 3 years. The maturities of our debts spread over a period of up to 5 years, with 32% repayable between one to two years and 45% repayable between two to five years. The remaining 23% represent revolving and term loans repayable within 1 year.

Subsequent to financial year end, the hotel subsidiary refinanced all its unsecured borrowings due within the year with a HK\$1.4 billion four-year sustainability linked syndicated loan, linking with predefined environmental-related sustainability performance criteria comprising reduction in energy and water consumption at all its hotels.

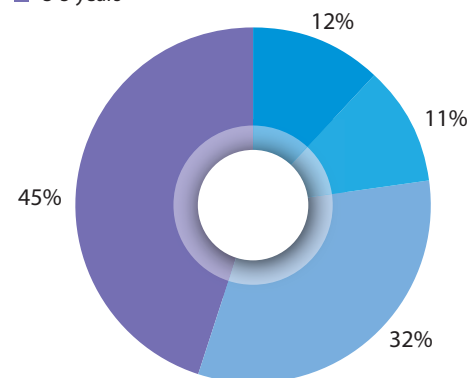
### Revalued total assets\*, revalued net assets\*, net debt and net gearing



\* with hotel properties stated at valuation

### Debt maturity profile as at 31st March 2022

- <1 year
- <1 year, refinanced to 3-5 years after year end
- 1-2 years
- 3-5 years



# Management Discussion and Analysis

As at 31st March 2022, 70% of the debts are secured. Property assets with an aggregate net book value of HK\$24.4 billion (2021: HK\$23.5 billion) were pledged to secure credit facilities of the Group. HK\$3,349 million (2021: HK\$2,889 million) guarantees were provided to financial institutions and third parties against outstanding banking and loan facilities of joint ventures.

## EMPLOYEES AND REMUNERATION POLICIES

At 31st March 2022, the Group employed approximately 360 (2021: 330) employees. The remuneration packages including basic salary, annual bonus, share options, retirement and other benefits are commensurate with their job nature and level of experience.

## FUTURE PROSPECT

With the gradual easing of coronavirus pandemic, major economies including Hong Kong are recovering amidst the gradual relaxation of social distancing measures following the increased vaccination rates. Cross-border quarantine measures are progressively relaxed and governments are working hard towards this goal of normalisation.

Retail sector benefited from government's consumption stimuli in the short-run, while hotel operation started to recover with the relaxation of entry quarantine requirements. The continuous recovery of these sectors and commercial properties markets depend on the overall business and operating environments, relying very much on the pandemic containment, cross-border traffic and maintaining Hong Kong as the main business hub for the Greater-Bay area in the long-run, which our government has been working hard to achieve.

Local property market remains resilient, evidenced by the encouraging first-hand sales from local developers and the land sale of harbourfront commercial plot in Central during the year. The Chief Executive also announced HKSAR's Northern Metropolis Development Strategy, introducing a new energetic element over the next tens of years which will greatly enhance the value and marketability of our development projects in Hung Shui Kiu and Kwu Tung.

Sales of our Beijing joint venture project continue to perform well. With continuous urbanisation, the mainland property sector is expected to maintain a steady growth under the close monitoring of the central government.

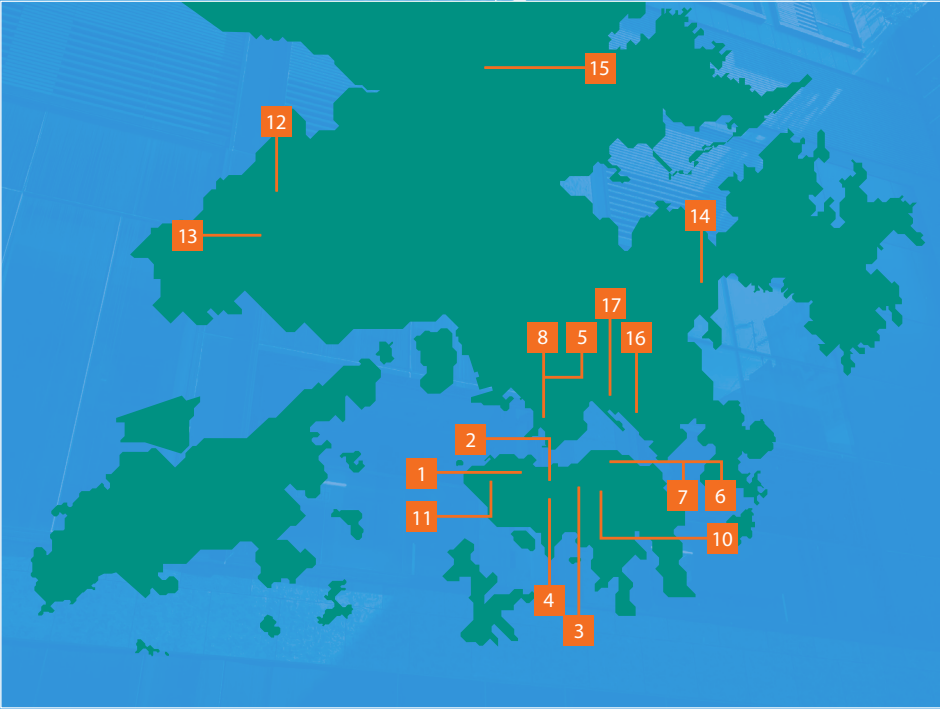
In terms of the liquidity issues faced by PRC property developers, some have already commenced debt-restructuring through appropriate rationalization of their debt maturity profiles and coupon reduction, while at the same time avoiding any principal haircut. Funds are also injected by major shareholders into their respective company to enhance the operational viability of their companies. These schemes are progressively rolling out with the endorsement of investors, and coupled with supportive measures extended by the PRC government including the loosening of purchase restrictions and lowering of mortgage rate, we expect the crisis to be overcome.

On an international perspective, the Ukrainian war has ignited inflation pressures and sparked a cycle of interest rate hikes as a containment tool by the US. Hong Kong is expected to follow suit due to the dollar peg but the extent would be less than the US. The mortgage rates are still at low levels and we expect the impact on the property market would be rather subdued. On the other hand, the impact of the rising interest rate to the Group's finance cost has also been mitigated as half of the Group's borrowings are hedged by interest rate swaps entered in prior years.

Management will continue to be financially cautious and prudent to alleviate and mitigate any negative impact in this uncertain economic environment.

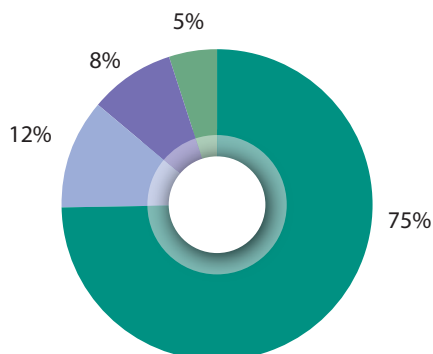
# Principal Properties

As at 31st March 2022



## Principal Properties

As at 31st March 2022



### Attributable GFA (sq. ft.)

Properties under development for sale	1,705,000
Hotel properties	265,000
Investment properties	192,000
Completed properties held for sale	107,000
<b>Total</b>	<b>2,269,000</b>

Properties	Group's interest	Approx. site area (sq. ft.) (Note 1)	Approx. gross floor area (sq. ft.) (Note 1)	Type (Note 2)	Stage/ Estimated completion year	Land lease expiry
01 <b>Asia Standard Tower</b> 59-65 Queen's Road Central, Hong Kong	51.8%	7,800	133,000	C	Completed	2842
02 <b>YF Life Tower</b> 33 Lockhart Road, Wanchai, Hong Kong	51.8%	12,600	202,000	C	Completed	2127
03 <b>Goldmark</b> 502 Hennessy Road, Causeway Bay, Hong Kong	17.1%	6,300	106,000	C	Completed	2842
04 <b>Empire Hotel Hong Kong</b> 33 Hennessy Road, Wanchai, Hong Kong	45.9%	10,600	184,000 (363 rooms)	H	Completed	2062
05 <b>Empire Hotel Kowloon</b> 62 Kimberley Road, Tsim Sha Tsui, Kowloon	45.9%	11,400	220,000 (343 rooms)	H	Completed	2047
06 <b>Empire Hotel Causeway Bay</b> 8 Wing Hing Street, Causeway Bay, Hong Kong	45.9%	6,200	108,000 (280 rooms)	H	Completed	2072
07 <b>Empire Prestige Causeway Bay</b> 8A Wing Hing Street, Causeway Bay, Hong Kong	45.9%	2,000	31,000 (94 rooms)	H	Completed	2072
08 <b>Empire Prestige Tsim Sha Tsui</b> 8 Kimberley Street, Tsim Sha Tsui, Kowloon	45.9%	2,800	34,000 (90 rooms)	H	Completed	2038

## Principal Properties

As at 31st March 2022

Properties	Group's interest	Approx. site area (sq. ft.) (Note 1)	Approx. gross floor area (sq. ft.) (Note 1)	Type (Note 2)	Stage/ Estimated completion year
09 <b>Capital Cove</b> 72 Yong Shun Street West, Tongzhou District, Beijing, PRC	25.9%	550,000	2,360,000	R/C	(R) Superstructure/2022 (C) Foundation/2024
10 <b>Dukes Place</b> 47-49 Perkins Road, Jardine's Lookout, Hong Kong	10.4%	11,700	35,000 (Note 3)	R	Completed
11 23 Po Shan Road, Hong Kong	25.9%	15,000	81,000	R	Superstructure/2022
12 Hung Shui Kiu DD124, Yuen Long, New Territories	51.8%	104,000	521,000	R/C	Foundation/2024
13 Lam Tei DD130, Tuen Mun, New Territories	51.8%	18,500	66,500	R	Land exchange/-
14 Sha Ha DD221, Sai Kung, New Territories	3.9%	411,000	616,000	R	Land exchange/-
15 Kwu Tung DD95, Kwu Tung North, New Territories	31.1%	269,000	941,000	R	Land exchange/-
16 <b>Harbourside HQ</b> 8 Lam Chak Street, Kowloon Bay, Kowloon	13.0%	70,400	800,000	C	Completed
17 <b>Kowloonbay International Trade and Exhibition Centre</b> 1 Trademart Drive, Kowloon Bay, Kowloon	3.9%	239,800	1,774,000	C	Re-structural Planning/-
18 <b>Landmark on Robson</b> 1400 Robson Street, Vancouver, B.C., Canada	45.9%	41,000	400,000	R/C	Superstructure/2023
19 1394 Robson Street, Vancouver, B.C., Canada	45.9%	8,600	75,000	R	Planning/-
20 1488 Alberni Street Vancouver, B.C., Canada	18.4%	43,300	627,000	R	Planning/-
21 1650 Alberni Street Vancouver, B.C., Canada	18.4%	17,300	276,000	R	Planning/-

### Notes:

1. Site area and gross floor area are calculated on the basis of the Building Department's approved plans or the Government's latest town planning parameters, as well as the Group's development plans. For certain projects, these details may be subject to change depending on the actual needs in future.
2. R = Residential                      C = Commercial                      H = Hotel
3. Representing remaining area of the projects.



## Five-year Financial Summary

Year ended 31st March (in HK\$ million)	2022	2021	2020	2019	2018
<b>Results</b>					
Revenue	<b>2,789</b>	2,740	2,632	2,420	1,925
Gross profit	<b>2,707</b>	2,674	2,391	2,132	1,602
Operating (loss)/profit	<b>(1,288)</b>	2,185	1,623	1,969	1,717
(Loss)/profit attributable to shareholders of the Company	<b>(906)</b>	1,007	554	810	814
<b>Assets and liabilities</b>					
Total assets	<b>39,520</b>	48,565	43,893	43,673	38,424
Total liabilities	<b>(19,469)</b>	(21,117)	(20,767)	(18,842)	(14,656)
Non-controlling interests	<b>(9,574)</b>	(12,771)	(10,897)	(11,734)	(11,237)
Equity attributable to shareholders of the Company	<b>10,477</b>	14,677	12,229	13,097	12,531
Supplementary information with hotel properties at valuation:					
Revalued total assets	<b>45,223</b>	54,091	49,448	49,694	43,367
Revalued net assets	<b>26,267</b>	33,499	29,219	31,401	29,273
Equity attributable to shareholders of the Company	<b>13,327</b>	17,452	15,023	16,110	15,055

# Environmental, Social and Governance Report

## REPORTING STANDARD AND SCOPE

This environmental, social and governance report covers the financial year ended 31st March 2022 (the “reporting year”) and addresses all the “comply or explain” provision under each Aspect of the Environmental, Social and Governance Reporting Guide (“ESG Reporting Guide”) set out in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

## BOARD STATEMENT

The Group views sustainability as a long-term wealth creation strategy. We aspire to contribute to a more sustainable future by integrating environmental, social, and governance (ESG) principles into our operations and management. This ESG report is approved by the Board of Directors, which also monitors the incorporation of ESG strategies, policies, procedures, and initiatives into the Group’s business operations for the purpose of enhancing its long-term viability, performance, and advancement.

Through our stakeholder engagement strategy, we aim to gain a deeper understanding of the ESG issues that matter most to our stakeholders by identifying and prioritising our most pressing ESG concerns. The compiled list of significant ESG challenges will be incorporated into the Group’s commercial strategy and ESG initiatives.

During the year under review, the Group enhanced the disclosure of socially relevant key performance indicators (KPIs) as required by the Listing Rules. Furthermore, we have incorporated sustainable finance as a fundamental component of our ESG approach throughout the lifecycle of our Group. In May 2022, the Group successfully obtained its first HK\$ 1.4 billion four-year sustainability-linked loan facility. The loan facility was provided by six syndicated banks, led by HSBC and Bank of China as coordinators and sustainability structuring banks, with an interest rate discount linked to the annual achievement of the predefined environmental-related sustainability performance criteria, including a reduction in energy and water consumption at all of the Group’s hotels. The Hong Kong Quality Assurance Agency (HKQAA), an independent verification body, has been commissioned with reviewing the hotels’ overall sustainability strategies and goals, choosing the proper KPIs, establishing the review procedure, and reporting on actions and progress consistent with the sustainability context.

## REPORTING PRINCIPLES

The content of the ESG Report follows the reporting principles of the ESG Reporting Guide.

**Materiality:** The materiality of the respective aspects has been identified and prioritised by the Board and senior managers. The result can be found in the sections “Stakeholder Engagement” and “Materiality Assessment”.

**Quantitative:** The ESG Report follows the ESG Reporting Guide and KPIs in quantitative terms are disclosed whenever appropriate.

**Balance:** The ESG Report has been reviewed and approved by the Board and senior managers to ensure that the information presented is unbiased and as accurate as possible.

**Consistency:** The ESG Report has been prepared in the same manner as previous financial year for meaningful comparison of the Group’s disclosure and KPIs.

# Environmental, Social and Governance Report

## REPORTING BOUNDARY

The ESG Report covers the Group's core business and principal operations in Hong Kong, the PRC and Canada. Unless otherwise states, the operations include property investment, property development and hotel operation.

## STAKEHOLDER ENGAGEMENT

The Group has always maintained a strong relationship with stakeholders through constant communications and understanding of their concerns regarding the ESG related issues. Knowing stakeholders' expectations and concerns is very important to management strategy and sustainable development. The table below shows different communications channels and engagement methods with our stakeholders:

Stakeholders	Communication Channel
Shareholders and investors	<ul style="list-style-type: none"><li>• Annual general meeting</li><li>• Annual and interim reports</li><li>• Circulars and announcements</li><li>• Company website</li></ul>
Employees	<ul style="list-style-type: none"><li>• Staff appraisals</li><li>• Team activities</li></ul>
Customers/Tenants	<ul style="list-style-type: none"><li>• Phone/Customer hotline</li><li>• Media</li><li>• Personal contact</li></ul>
Suppliers and partners	<ul style="list-style-type: none"><li>• Business meetings</li><li>• Phone calls and emails</li><li>• Site visits</li></ul>
Regulatory bodies and government authorities	<ul style="list-style-type: none"><li>• On-site inspections</li><li>• Financial reports</li><li>• Website</li><li>• Legal advisor</li></ul>

# Environmental, Social and Governance Report

## MATERIALITY ASSESSMENT

The Group engaged with stakeholders to understand their expectations and concerns through different communication channels. We conducted a materiality assessment and identified important sustainability issues. The results of the material ESG aspect of the Group is as follow:

<b>ESG aspect</b>	<b>Material sustainability issues</b>
Environmental	<ul style="list-style-type: none"><li>• Reduce Greenhouse gas emission</li><li>• Waste management</li></ul>
Employment and Labour Standards	<ul style="list-style-type: none"><li>• Employment</li><li>• Health and Safety</li><li>• Development and training</li></ul>
Operating Practices	<ul style="list-style-type: none"><li>• Supply chain management</li><li>• Tenant and customer satisfaction</li><li>• Anti-Corruption and anti-money laundering</li></ul>
Community	<ul style="list-style-type: none"><li>• Community investment</li><li>• Social housing</li></ul>

## ENVIRONMENTAL PROTECTION

### A1 Emissions

The Group did not generate significant greenhouse gas emissions as the emissions were indirectly and principally generated from electricity and gases consumed at the workplace, vehicles and business travels by employees.

The Group did not generate hazardous waste during its business operation, discharge of water and non-hazardous waste were divided into recyclable or non-recyclable waste and handled in an environmentally responsible manner in line with the applicable environmental protection laws and regulations whenever practicable.

We encourage employee to pay due attention to energy saving measures and explore new ideas on energy saving while performing their duties. We also encourage employees to reduce the amount of waste in office and participate in recycling of waste as much as possible.

# Environmental, Social and Governance Report

During the reporting year, the Group was not subject to any environmental penalty.

		2022	2021
A1.1	Emissions		
	– NOx (i)	43 kg	50 kg
	– SOx (i)	0.8 kg	0.8 kg
	– PM (ii)	1.4 kg	3.2 kg
A1.2	Greenhouse gas emissions data		
	Scope 1 – Direct emission or removal from sources	285 tonnes	208 tonnes
	Scope 2 – Energy indirect emissions	12,291 tonnes	10,556 tonnes
	Scope 3 – Other indirect emissions	55 tonnes	50 tonnes
A1.4	Total non-hazardous waste produced		
	Construction and demolition waste	1,425 tonnes	3,793 tonnes
	Recycled waste		
	– Construction material	1,105 tonnes	763 tonnes
	– Cartridge	55 pieces	55 pieces
	– Cooking oil	540 litres	441 litres

(i) The data includes emission from gaseous fuel consumption and vehicular emissions.

(ii) The data only includes vehicular emissions.

During the fiscal year, the rise in hotel room occupancy has led to an increase in the demand for energy, which has in turn led to an increase in air and greenhouse gases emission. Furthermore, the Group has expanded the capacity of its ventilation and exhaust fan systems in its hotels, as required by law under the quarantine program and for general epidemic prevention, resulting in an increase in energy consumption.

## A2 Use of Resources

Air conditioning and lighting are the main contributors to the Group's carbon footprint. In recent years, the Group has stepped up its efforts in environmental initiatives to maximise energy conservation, by promoting efficient use of resources, energy saving and emission.

Daily monitoring of energy and fuel consumption to identify areas for energy conservation is in place. Phased replacements of chillers, fan coil units, air handling units, laundry and kitchen equipment, electrical appliances and lighting have been enhanced to more energy-efficient models.

The Group will continue to assess and record its energy and water consumption data annually and compare it with last year's data to assist the Group in future developing our reduction targets in future.

## Environmental, Social and Governance Report

The rise in the Group's overall energy and water consumption for the fiscal year was attributed to higher hotel room occupancy rates, resulting in increased energy and water demand. Furthermore, the Group has expanded the capacity of its ventilation and exhaust fan systems in its hotels, as required by law under the quarantine programme and for general epidemic prevention, resulting in an increase in energy consumption. Using the number of guest nights and the corresponding increase in room occupied gross floor area as the intensity calculation basis, the energy and water consumption intensities of our hotel operations decreased by 10% and 19%, respectively, in the year ended 31st March 2022 compared to the year ended 31st March 2021.

		2022	2021
A2.1	Direct and indirect energy consumption		
	Electricity ('000 kWh)	18,287	15,587
	Fuel ('000 MJ)	6,172	2,838
A2.2	Water consumption	121,908 m <sup>3</sup>	118,626 m <sup>3</sup>
A2.3	Construction materials used		
	Concrete	17,128 m <sup>3</sup>	27,545 m <sup>3</sup>
	Steel	2,526 tonnes	6,166 tonnes

### A3 The Environment and Natural Resources

#### Property development

As a responsible developer, the Asia Standard International is conscious of environmental protection issues on the design and construction of our properties. Over the years, the design and construction of our properties have been in line with the green features as laid down in the Joint Practice Note Nos. 1-2 in relation to "Green and Innovative Buildings" issued jointly by the Buildings Department, Lands Department and Planning Department. The objectives of such green features mainly encompass: (a) to maximise the use of recycled/green building material; (b) to minimise the consumption of energy, in particular those non-renewable types; and (c) to reduce construction and demolition waste. For our development projects in Hung Shui Kiu, Yuen Long and Po Shan Road, Mid-level West, Hong Kong, a number of green features has been designed by our consultants team and implemented in line with the latest government policy in fostering a quality and sustainably built environment, which will lead to BEAM-Plus Certification after the completion of the projects. BEAM-Plus is a comprehensive environmental assessment scheme for buildings recognised by The Hong Kong Green Building Council Limited.

For the residential development "Landmark on Robson" in Vancouver, Canada, the initiatives outlines in the City of Vancouver Greenest City 2020 Action Plan and the Specific directions set out in the West End Community Plan have been considered and incorporated into the sustainability goals for the project.

#### Hotel business

Asia Standard Hotel incorporated various environmental initiatives in its hotel operation to minimise waste generation through working with employees, guests and contractors to reuse and recycle waste whenever economically practicable. For instance, water consumption is reduced through our green programme for guestroom linens. We have placed green cards in our guestrooms, informing guests that the hotel will change towels and bedsheets upon request. We have appointed contractors to handle used cooking-oil from our restaurants.

# Environmental, Social and Governance Report

To reduce paper consumption, we maximise the use of electronic communications and file storage systems for general office work, guest logs and daily reports and whenever possible we use e-confirmations for guest reservations. In addition, the Group encourages use of recycled paper for printing and copying, double-sided printing and copying, reduce energy consumption by switching off idle lightings, air conditioning and electrical appliances.

The Group's operational activities do not have significant impacts on the environment and natural resources, and we shall ensure compliance with all applicable environmental related legislations and regulations.

## A4 Climate Change

The impact of climate change is becoming significantly obvious across the globe. Many countries have already taken actions to contribute to greenhouse gas reduction. According to Hong Kong's Climate Action Plan 2050, the government would strive to achieve carbon neutrality before 2050. Acknowledging the urgency of climate change, the Group has scaled up its effort to identify and analyse climate change risks and opportunities, and to reduce carbon emissions in our operations whenever feasible by promoting the use of energy-efficient and low-carbon materials and products.

As a real estate developer, property manager, hotel operator, investor, and owner, catastrophic occurrences such as major typhoons and flooding are the primary source of acute physical dangers connected with climate change. Costs associated with insuring, maintaining, and repairing damaged property might rise. Natural resource availability, sourcing, and quality; food security; and extreme temperature variations might affect our financial performance. We'll periodically review climate-related risks in an effort to increase our resiliency wherever possible.

## SOCIAL ASPECT

### B1 Employment

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. Employee handbook outline terms and conditions of employment, expectations for employees' behaviour and service delivery, employees' rights and benefits. We establish and implement policies that promote a fair and respectful workplace. We provide ongoing training and development opportunities to enhance our employees' career progression.

### B2 Health And Safety

The Group values the health and wellbeing of staff. In order to provide employees with health coverage, staffs are entitled to benefits including medical insurance and other competitive fringe benefits.

Fire hazards pose threats, and staffs are briefed on our Fire Safety Guidelines. Newly joined employees also receive orientation on the work safety procedures of the Group.

The Group complied with all the relevant laws and regulations that have a significant impact on the Group relating to health and safety during the year ended 31st March 2022.

# Environmental, Social and Governance Report

An extra raft of anti-epidemic measures against COVID-19 has been implemented to safeguard health and safety of our staff members and guests. These include compulsory testing for all front-line staff (hotel operation and building management), stepping up of environmental hygiene and sanitation procedures within our hotel and commercial building premises, installation of thermometric turrets at building entrances for measuring body temperature, splitting staffs into A,B team and A,B site, work from home, having zoom meeting, provision of disposable face masks to employees and hand sanitizers in all public areas, enforcing health declaration on hotel guests check-in and the government's "Leave Home Safe" risk-exposure app, distribution of Health Advice on Prevention of Severe Respiratory Disease for hotel guests and the periodic disinfectant spray of public area of commercial buildings managed by our Group. On construction aspect, the Group has requested all contractors to take regular testing of site workers and prevent those with symptoms from entering our sites.

Our quarantine hotels' essential hardware, such as ventilation and exhaust fan systems, toilet facilities, and drainage systems, must also adhere to stricter regulations in order to prevent epidemics. Additionally, our staff must complete in-depth and pertinent infection control training courses that are organised and/or specified by the department of health in order to perform cleaning and disinfection duties.

The Group shall continue to closely monitor and observe the governmental rules and regulations in the fight of COVID-19.

## B3 Development And Training

Critical to the long-term success of the Group's operations are the competencies of its personnel. The Group strives to continuously develop its staff and organises programmes based on their business needs, including on-the-job and appropriate external and internal training opportunities, as well as career advancement opportunities for both management and operational staff, who can also apply for educational sponsorships to pursue external professional courses. Besides, employees' environmental awareness and commitment are also boosted by the Group's emphasis on energy-saving measures and innovative ideas on energy conservation while they are at work.

During the reporting year, the Group's hotel operations delivered an extensive array of training programmes for its staff, including issues such as occupational health and safety, food safety, hotel operating standards, computer literacy, first aid, customer service, fire and emergency response, and COVID-19 prevention. Moreover, the hotel group's management team and all operating staff from our designated quarantine hotels (representing more than 30% of our total number of staff within the Group's hotel operations) received considerable training from various specialised government departments covering "room cleaning & disinfection" and "infection control training" to meet the highest hygiene standards and meet stringent infection-control requirements on the facilities and workflow design.

Employee performance review is a critical component of the talent pool's long-term growth. At the conclusion of the year, employees' performance is evaluated.

Through these programmes, the Group seeks to grow together with its employees.



# Environmental, Social and Governance Report

## B4 Labour Standards

The Group has complied with all the relevant laws and regulations that have a significant impact on the Group relating to preventing child and forced labour. Any case of child and forced labour when discovered, shall be reported to appropriate government agency for investigation. The Group conducts recruitment in accordance with applicable laws and regulation. We require applicants to provide true and accurate information in support of their applications and, do not accept any applicants below the minimum legal working age. The Group strives to provide a safe and healthy working environment for the employees and does not tolerate any child and forced labour.

31st March 2022

B1.1	Total workforce by gender, employment type, age group and geographical region	
	Total number of employees	357
	By gender	
	Male	191
	Female	166
	By age group	
	Below 30	32
	30 – 50	158
	Over 50	167
	By employment type	
	Full-time	346
	Part-time	11
	By geographical region	
	Hong Kong	348
	The PRC	4
	Canada	5

## Environmental, Social and Governance Report

		2022
B1.2	Employee turnover rate	
	Total employee turnover	120
	Overall employee turnover rate	35%
	By gender	
	Male	38%
	Female	31%
	By age group	
	Below 30	71%
	30 – 50	36%
	Over 50	24%
	By geographical region	
	Hong Kong	34%
	The PRC	25%
	Canada	59%
B2.1	The Group recorded 0 case of work-related fatalities occurred in each of the past three years including the reporting year.	
B2.2	Lost days due to work injury	
	Number of lost days	72
B3.1	Percentage of employees trained by gender and employee category	
	By gender	
	Male	79%
	Female	63%
	By employee category	
	Senior management	61%
	Middle management	72%
	General staff	73%

# Environmental, Social and Governance Report

		2022
B3.2	Average training hours completed per employee by gender and employee category	
	By gender	(hours)
	Male	25-35
	Female	20-30
	By employee category	
	Senior management	5-10
	Middle management	25-35
	General staff	25-35

## B5 Supply Chain Management

The Group appreciates the importance of maintaining a good relationship with its suppliers to meet its immediate and long-term business goals. Most of the Group's procurements have undergone a tender process. The Group implements a just and fair tender process to ensure adequate competition and adopts a series of assessment methods in relation to supplier management to ensure the quality of its supplied products and services during performance process.

### Hospitality

Asia Standard Hotel works closely with a number of suppliers in providing a range of hospitality goods, including guestroom consumables, tableware, furniture, and foods and beverages. Asia Standard Hotel assures their performance for delivering quality sustainable products and services through supplier approval process and by spot checks on the delivered goods.

To enhance our procurement of environmentally responsible items, we continue to review options to purchase more products from organic and/or sustainably managed sources, environmentally superior products, as well as local or regional companies to reduce the environmental impact of their manufacture and transportation.

### Property development

The Group has adopted high standards for all building materials in our premises construction, and will continue to review options to purchase more products from environmentally superior products, as well as local or regional companies to reduce the environmental impact of their manufacture and transportation.

During the reporting year, there was no circumstance of any event between the Group and its suppliers which had a significant impact on the Group's business and on which the Group's success depends.

		31st March 2022
B5.1	Number of suppliers by geographical region	
	Hong Kong	>400
	China	<50
	Canada	>300

# Environmental, Social and Governance Report

## B6 Product Responsibility

Our catering operations adhere to all relevant legislations.

### **Compliance with laws and regulations**

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations, which have significant impact on the Group.

During the reporting year, there was no product sold or shipped subject to recall for safety and health reasons. There was no products or service related complaints received. There was no material breach of or non-compliance with the applicable laws and regulations by the Group.

### **Intellectual property rights**

The Group pays attention to intellectual property rights and has measures in place to protect it. The Group has a legal team for reviewing agreements on participation with third parties in different business segments. The Group also keeps track of the infringement actions in the market and avoids any behaviour that is deemed to be an infringement.

### **Data privacy**

We only collect personal data for operational needs and clearly inform all customers or persons about the intended use of the data and their rights to review and revise their information. All collected personal data is treated as confidential and kept securely, accessible by designated personnel only.

During the reporting year, there were no substantiated complaints received concerning breaches of customer privacy and losses of customer data.

## B7 Anti-Corruption

We do not tolerate any form of corruption or malpractice such as bribery, extortion and fraud. Expected professional conduct at the workplace is outlined in the employee handbook. All directors and staffs are required to rigorously comply with the applicable codes of conduct.

During the reporting year, there were no reported cases of corruption and non-compliance with any rules and regulations as regards anti-corruption such as the Prevention of Bribery Ordinance.

The Group has adopted whistle-blowing procedures for employees to report safely and confidently if they suspect any case of corruption, malpractice or unethical treatment.

## B8 Community Investment

The Group is committed to making a positive contribution to society and communities in Hong Kong and China, a place in which we operate and have grown over the past decade. Focusing our corporate social responsibility and effort on imminent and important social issues, we endeavour to contribute, support and help to provide for those who most need a great place to live, learn and grow.

# Environmental, Social and Governance Report

## Caring for society

### “UOB Art in Ink Awards Presentation Ceremony and Winners’ Showcase”

As a supporter of art, children and education, the Group supported the 2021 UOB Art in Ink Awards Presentation Ceremony and Winners’ Showcase as the Venue Sponsor by offering our commercial space at Asia Standard Tower to UOB Hong Kong to host the event. The Awards aims to promote and support the local artistic talents, to provide them a platform to showcase their artworks and to share their passion in the community through art.



Management attended the 2021 UOB Art in Ink Awards Presentation Ceremony

At the event, UOB Hong Kong presented awards and prizes to 18 local artistic winners to recognize and promote their outstanding achievements. Over 1,600 visitors attended the 13-day exhibition and events.



Parents and kids participated in Ink Your Christmas Workshops

# Environmental, Social and Governance Report

## “The Art of Caring” Community Care Program

The Hong Kong Council of Social Service (HKCSS) awarded The Empire Hotels with the "10 Years Plus Caring Company Logo" in recognition of the "The Art of Caring" community care programme launched in 2009 in partnership with The Spastics Association of Hong Kong (SAHK), a rehabilitation service organisation that aids in the education and rehabilitation of children and adolescents with special needs.

Amidst the gradual easing of anti-epidemic curbs and social distancing measures, the Hotel Group renewed its efforts in contributing to and supporting a number of charity projects of our NGO partner, SAHK as part of “The Art of Caring” Community Care Program. These are: sponsorship to SAHK x “Zero to Hero” Charity Film Show on 7 November, 2021; a charity purchase from muse casa and a Christmas cupcake workshop.



*SAHK x “Zero to Hero” Charity Film Show at Premiere Elements cinema. The movie is a biopic tribute to So Wa Wai, Hong Kong’s first Paralympic athlete who overcame his physical disadvantage and personal struggles to win a gold medal.*

The Hotel Group made a charity purchase from muse casa, a brand created by SAHK in April 2021 in support of the rehabilitation of its physically-challenged members in producing hand-crafted home decorative items for sale to the public.

In addition, a Cupcake Workshop was organized in celebration of Christmas at SAHK Wang Tau Hom Pre-school on 10 December, 2021.



*Parent-and-kid participants in making Christmas cupcakes.*

## Environmental, Social and Governance Report

On the property development front, our Landmark On Robson residential development project in downtown Vancouver contains 83 city-owned public housing units, or 20% of the overall floor space ratio of the entire development, within the two high-rise buildings above the commercial podium. This is part of the Group's commitment to the development project supporting the West End Community Plan in Vancouver, which addresses the housing and community needs caused by a rising population and deteriorating public amenities.

### **Charity activities**

The Group has during the reporting year made donations of HK\$542,000 to a number of charitable organisations, such as AHK Fund Limited, Police Welfare Fund and Yan Chai Hospital.

### **Community Recognition**

Notwithstanding our recognition as Caring Company for over a decade, we will strive to keep up our dedication and commitment to society and communities through different avenues in the times ahead.

# Corporate Governance Report

## CORPORATE GOVERNANCE PRACTICES

The Company is committed to sustaining its corporate governance standards by emphasising transparency, independence, accountability, responsibility and fairness with reference to the Principles and Code Provisions set out in the Corporate Governance Code (the “Code”) in Appendix 14 to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company exercises corporate governance through the board of Directors (the “Board”) and various committees.

## BOARD OF DIRECTORS

The Board consists of six Executive Directors and three Independent Non-executive Directors. The posts of Chairman and Chief Executive are separate and are not held by the same individual. The Chairman, Mr. Fung Siu To, Clement, is responsible for overseeing the functioning of the Board and the strategies and policies of the Group. The Chief Executive and the Managing Director, Mr. Poon Jing, is responsible for managing the Group’s business. The biographical details and relationship of the Directors are disclosed in the biography of Directors set out in the Directors and Senior Management section.

According to the bye-laws of the Company (the “Bye-Laws”), at every annual general meeting of the Company (“AGM”), one-third of the Directors (other than the Chairman and the Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding one-third, shall retire from office by rotation. Pursuant to the Code, the Chairman and the Managing Director shall also retire at the AGM every three years. A retiring Director shall be eligible for re-election at the meeting.

The Board meets regularly and normally quarterly and is responsible for the formulation and reviewing of long-term business directions and strategies, monitoring the operations and financial performance of the Group and performing corporate governance functions set out in the Code. It also considers and approves future strategic plans and budgets for the Group. The management is delegated with the authority to make decisions and responsible for daily operations of the Group under the leadership of the Chief Executive. The management provides explanation and information to the Board to enable the Board to make an informed assessment of the financial and other information put forward to the Board for approval. The Chief Executive, working with the other Executive Directors and the head of each division, is responsible for managing the business of the Group, including implementation of strategies adopted by the Board and assuming full accountability to the Board for operations of the Group. All Executive Directors have made full and active contributions to the affairs of the Board.

During the year, the Board has reviewed the Company’s policies and practices on corporate governance, and reviewed and monitored the training and continuous professional development of Directors and senior management. The Board has also reviewed and ensured compliance of the relevant legal and regulatory requirements, the code of conducts, the Code and the disclosure in the Corporate Governance Report.



# Corporate Governance Report

## DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors are responsible for selecting and consistently applying appropriate accounting policies and preparing financial statements which give a true and fair view. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements on a going concern basis.

The Board acknowledges that it is its responsibility to prepare the financial statements and to present a balanced, clear and comprehensive assessment to annual and interim reports, other financial disclosures required under the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements.

## ATTENDANCE RECORD OF DIRECTORS AT BOARD AND GENERAL MEETINGS

During the year, the Board held four meetings. The Directors of the Board and the attendance of each Director at the Board meetings and the general meeting of the Company held during the year are as follows:

Director	Title	Number of meetings attended/ Number of meetings held	
		Board meeting	General meeting
Fung Siu To, Clement	Chairman	4/4	1/1
Poon Jing	Managing Director and Chief Executive	3/4	0/1
Poon Hai	Executive Director	4/4	1/1
Poon Yeung, Roderick	Executive Director	3/4	1/1
Lun Pui Kan	Executive Director	4/4	1/1
Kwan Po Lam, Phileas	Executive Director	4/4	1/1
Wong Chi Keung	Independent Non-executive Director	4/4	1/1
Cheung Kwok Wah	Independent Non-executive Director	4/4	1/1
Leung Wai Keung	Independent Non-executive Director	4/4	1/1

# Corporate Governance Report

## BOARD DIVERSITY POLICY AND NOMINATION POLICY

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Company seeks to achieve Board diversity through the consideration of a number of factors and measurable criteria, including, but not limited to gender, age, cultural and education background, industry experience, qualifications, skills, knowledge, and professional ethics. Details of workforce by gender and age of the Group are set out in the section "Environmental, Social and Governance Report". The Group will strive to maintain gender diversity when recruiting and selecting key management and other personnel across the Group's operations. To enhance the gender diversity of the Board, the Company intends to appoint at least one female Director in accordance with the prescribed timeline under the Listing Rules.

The Company has specific procedures for identifying, assessing and nominating suitable candidates for appointment as a new Director in addition to the incumbents or to fill a vacancy. Nomination shall be based on merit and consideration of objective criteria of the candidates' potential contributions to the Board and the Company, having due regard for the benefits of diversity on the Board and other relevant requirements under the Listing Rules. Selected individuals shall be evaluated against the desired criteria with consideration of factors, such as gender, age, cultural and education background, industry experience, qualifications, skills, knowledge, and professional ethics of the candidates.

During the year, the Board established the Nomination Committee which shall be responsible for reviewing the composition and diversity of the Board, the nomination and appointment of new Directors, and the assessment of the independence of the Independent Non-executive Directors, etc. The Nomination Committee, acting on behalf of the Board, reviews the implementation and effectiveness of the Board diversity policy on an on-going basis and at least once in each financial year and reports to the Board. The Board overall is satisfied with the implementation and effectiveness of the Board's diversity policy and the Director's nomination mechanism in place for the financial year under review.

## NOMINATION COMMITTEE

In compliance with the recent amendments to the Listing Rules and the Code by the Stock Exchange with effect from 1st January 2022, the Nomination Committee was established by the Board on 23rd December 2021 with its terms of reference adopted by the Board in compliance with the Code. To ensure independent views and inputs are available to the Board, the terms of reference of the Nomination Committee require that a majority of the members should be Independent Non-executive Directors. The Nomination Committee currently comprises the Chairman of the Company, Mr. Fung Siu To, Clement, and two Independent Non-executive Directors, Mr. Wong Chi Keung and Mr. Leung Wai Keung. The principal activities of the Nomination Committee include review of the structure, size and composition (including the skills, knowledge and experience) of the Board nomination and appointment of new Directors and assessment of Independent Non-executive Director. The Nomination Committee meets at least once a year. During the year, the Nomination Committee held one meeting, which all members had attended, to review the structure, size, composition of the Board with reference to the Board diversity policy and nomination policy, to review the overall contribution and service to the Company, expertise and professional qualifications of the retiring Directors and to recommend them to the Board for re-election at the Company's forthcoming AGM.

# Corporate Governance Report

## REMUNERATION COMMITTEE

Mr. Wong Chi Keung, an Independent Non-executive Director, is the Chairman of the Remuneration Committee. The Remuneration Committee currently comprises the Chairman of the Company, Mr. Fung Siu To, Clement, and two Independent Non-executive Directors, Mr. Wong Chi Keung and Mr. Leung Wai Keung. The terms of reference were revised and adopted by the Board in compliance with the Code. The duties of the Remuneration Committee include making recommendations to the Board on the remuneration policy and structure of the Directors and senior management, approving the remuneration, determining the remuneration packages of all Executive Directors and senior management and approving the compensation to all Directors and senior management on termination or dismissal.

The remuneration packages including basic salary, annual bonus, retirement and/or other benefits such as share options are commensurate with their job nature and experience level. No Director may be involved in any decisions as to his own remuneration or other benefits. The Group's remuneration policy seeks to provide a fair market remuneration so as to attract, retain and motivate high quality staff. The remuneration for the Directors and senior management is determined with reference to their expertise and experience in the industry, duties and responsibilities of the Group as well as remuneration benchmark in the industry and prevailing market conditions.

During the year, the Remuneration Committee held one meeting, which all members had attended, to review, discuss and approve the remuneration packages of the Directors and senior management.

## AUDIT COMMITTEE

The Audit Committee currently comprises all the Independent Non-executive Directors, Mr. Wong Chi Keung (as the Chairman), Mr. Cheung Kwok Wah and Mr. Leung Wai Keung. The terms of reference were revised and adopted by the Board in compliance with the Code. The principal activities of the Audit Committee include review and supervision of the Group's financial reporting process, risk management and internal control systems and review of the financial statements before publication. The Audit Committee meets at least twice a year. During the year, the Audit Committee met twice to review the Company's annual and interim financial statements, the recommendation by the auditor on enhancement of risk management and internal control systems and the effectiveness of the internal audit function. All the members had attended the meetings held during the year. The Audit Committee has reviewed the annual financial statements for the year ended 31st March 2022.

## SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules. The Company has made specific enquiry of all Directors regarding any non-compliance with the Model Code during the year, and they all confirmed that they have fully complied with the required standard as set out in the Model Code throughout the year ended 31st March 2022.

# Corporate Governance Report

## CORPORATE GOVERNANCE CODE

During the year, the Company has complied with the principles and the code provisions of the Code in force including the amendments that generally came into force on 1st January 2022 (the "Amended Code"), except the following deviations:

1. Prior to 1st January 2022, Code Provision A.4.1 of the then Code provided that non-executive directors should be appointed for a specific term, subject to re-election. All Independent Non-executive Directors are not appointed for specific terms, but subject to retirement by rotations and re-elections at the AGM in accordance with the Bye-Laws. After the Amended Code has come into effect, all Independent Non-executive Directors are no longer required to be appointed for a specific term; and
2. Prior to 1st January 2022, Code Provision A.5.1 of the then Code (now Rule 3.27A of the Listing Rules which came into effect on 1st January 2022) provided that issuers should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors. On 23rd December 2021, the Board established the Nomination Committee with its terms of reference published on the websites of the Stock Exchange and the Company in accordance with the requirements under the Listing Rules. Prior to 23rd December 2021, the Company did not have a nomination committee. The Board as a whole was responsible for assessing the independence of Independent Non-executive Directors, reviewing the structure, diversity, size and composition of the Board, the appointment of new Directors and the nomination of Directors for re-election by shareholders of the Company (the "Shareholders") at the general meeting of the Company. Under the Bye-Laws, the Board may from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office until the next following AGM and shall then be eligible for re-election at the meeting.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Group has its risk management structure and allocated responsibilities in order to achieve the Group's business objectives:

### Risk Management

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and has the overall responsibilities of establishing, maintaining and operating sound and effective risk management and internal control systems which covers financial, operational and compliance aspects as well as material risks relating to environmental, social and governance ("ESG") aspects. The Audit Committee, acting on behalf of the Board, reviews the effectiveness of the Company's risk management and internal control systems on an on-going basis and at least once in each financial year and reports to the Board. The management is responsible for designing, implementing and monitoring of the Group's risk management and internal control systems. The internal audit function facilitates improvement in the risk management process by assessing the effectiveness of the system and reports audit results together with the results of the periodic compliance checking to the Audit Committee on an on-going basis.

# Corporate Governance Report

## RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

### Internal Control

The Group's internal control system comprises a well-established organisational structure, comprehensive budgeting, reporting, policies and procedures, aiming to identify and manage risks (including ESG risks, if any) that could adversely hinder the achievement of business objectives of the Group, and to provide reasonable, but not absolute, assurance against failure in operational system, material error, loss or fraud to the Group. Proper controls are in place for the recording of complete, accurate and timely accounting and management information. Regular reviews and internal audits are carried out for an independent appraisal of the adequacy and effectiveness of the system and compliance with the applicable laws and regulations.

### Internal Audit Function

Internal audit function was in place in the financial year under review to assist the Audit Committee in reviewing and evaluating the adequacy and effectiveness of the risk management and internal control systems of the Group at least once each financial year and to manage the risks inherent in the achievement of business objectives of the Group. Internal audit function adopts risk-based audit approach which focuses on the high risk areas of the Group's activities. Internal audit review covers key issues in relation to the accounting practices and material controls (including financial, operational, compliance and ESG aspects). The review findings or irregularities (if any) and also the recommended steps and actions to enhance the internal control of the Group are reported to the senior management.

A discussion on the principal risks and uncertainties encountered by the Group are set out on pages 57 to 58 in Report of the Directors.

Unauthorised access and use of inside information are strictly prohibited. Any potential inside information identified by senior management will be assessed, and where appropriate, will be escalated for the attention of the Board to resolve on further actions. The Board assesses the likely impact of any unexpected and significant event and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

### Effectiveness of the Group's Risk Management and Internal Control Systems

For the financial year under review, two Audit Committee meetings with senior management, the Group's internal and external auditors were held. The Audit Committee has not identified any significant control failings or weaknesses and it concurred with the management's confirmation on the effectiveness of the Group's risk management and internal control systems. The Board is of the view that the risk management and internal control systems in place for the financial year under review is effective and adequate to safeguard the interests of Shareholders, customers and employees, and the Group's assets.

# Corporate Governance Report

## AUDITOR'S REMUNERATION

PricewaterhouseCoopers has been appointed as the auditor of the Company by the Shareholders at the AGM. The services provided by PricewaterhouseCoopers during the year included audit, taxation related and other services. A statement by PricewaterhouseCoopers about their reporting responsibilities as the auditor of the Company is included in the Independent Auditor's Report on pages 61 to 69 of this annual report.

For the year ended 31st March 2022, a total amount of HK\$9,837,000 (2021: HK\$9,905,000) was charged to the financial statements of the Group for their audit services. Taxation services, review on interim results and other services provided by PricewaterhouseCoopers to the Group amounted to HK\$1,501,000 (2021: HK\$2,978,000).

## DIVIDEND POLICY

A dividend policy (the "Dividend Policy") was adopted by the Company. The Company intends to provide Shareholders with interim and final dividends, and to declare special dividends from time to time, so far as the Board considers appropriate. In deciding whether to propose a dividend and in determining the dividend amount, the Board takes into account the Group's earnings performance, financial position, investment requirements and future prospects. Whilst the Dividend Policy reflects the Board's current views on the financial and cash flow position of the Group, such Dividend Policy will continue to be reviewed from time to time and there is no assurance that dividends will be paid in any particular amount for any given period. The payment of dividend is also subject to any restrictions under the Laws of Hong Kong and Bermuda, the Listing Rules and the Bye-Laws.

## PROFESSIONAL DEVELOPMENT

Every newly appointed Director will receive briefing and professional development so as to ensure that he has appropriate understanding of the Group's business and of his duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

The Company also provides regular updates and presentation on the business development of the Group. The Directors are regularly briefed on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, the Company has been encouraging the Directors to enroll in professional development courses and seminars relating to the Listing Rules, Companies Ordinance and corporate governance practices organised by professional bodies or chambers in Hong Kong.

# Corporate Governance Report

## PROFESSIONAL DEVELOPMENT (CONTINUED)

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. A summary of training received by the Directors according to the records provided by the Directors are as follows:

Director	Type of training
Fung Siu To, Clement	B
Poon Jing	B
Poon Hai	B
Poon Yeung, Roderick	B
Lun Pui Kan	B
Kwan Po Lam, Phileas	B
Wong Chi Keung	A, B
Cheung Kwok Wah	B
Leung Wai Keung	A, B, C

- A: Attending seminar(s)/training session(s)/conference(s)/forum(s) relevant to directors' profession and/or duties and/or other relevant topics
- B: Reading materials in relation to corporate governance, regulatory development and other relevant topics
- C: Giving talks at seminar(s) and/or training session(s)/conference(s)/forum(s) relevant to directors' profession and/or duties and/or other relevant topics

## COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company aims to provide its Shareholders and investors with high level of transparency. The Company believes that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies.

During the year, the Executive Directors had various meetings with local and institutional investors and analysts. The Board is committed to providing clear and full performance information of the Group to Shareholders and the public through the publication of interim and annual reports, announcements, circulars and press releases.

The Company has also maintained a website at <http://www.asiaorient.com.hk> as a communication platform which enables Shareholders, investors and public to access to the information of the Company on a timely basis.

Shareholders may at any time send their enquiries, suggestions and concerns to the Board in writing to the principal office of the Company in Hong Kong or by e-mail to [aoinfo@asiastandard.com](mailto:aoinfo@asiastandard.com) for the attention of the Company Secretary. Inquiries are dealt with in an informative and timely manner.

# Corporate Governance Report

## COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS (CONTINUED)

Besides, Shareholders' meetings provide an opportunity for communication between the Board and the Shareholders. It is the Company's general practice that the Chairman of the Board as well as the chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee, or in their absence, their duly appointed delegates, who are members of the relevant committees, will be available to answer questions at general meetings of the Company. In addition, the Company will invite representatives of the auditor to attend its AGMs to answer Shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and the independence of the auditor.

The shareholders communication policy is reviewed at least annually to ensure its continued effectiveness.

## SHAREHOLDERS' RIGHTS

Subject to the applicable laws and regulations, the Listing Rules and the Bye-Laws as amended from time to time, the Shareholders may put forward proposals at an AGM and convene general meetings of the Company.

### (I) Procedure for Shareholders to Make Proposals at Shareholders' Meeting

The number of Shareholders required to move a resolution at an AGM or to circulate any statement by written request (the "Requisitionists") shall be:

- i. any number of Shareholders representing not less than one-twentieth (1/20) of the total voting rights of all the Shareholders having a right to vote at the AGM or the relevant general meeting; or
- ii. not less than one hundred (100) Shareholders.

The written request (the "Requisition") must state the resolution to be moved at the AGM or the statement of not more than one thousand (1,000) words in relation to any particular resolution being proposed or business to be dealt with in the relevant general meeting of the Company (as the case may be), and signed by all the Requisitionists in one or more documents in like form.

A copy of the Requisition, or two or more copies which between them contain the signatures of all the Requisitionists, shall be lodged at the Company's registered office in Bermuda at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda and a copy thereof at the principal office of the Company in Hong Kong at 30th Floor, YF Life Tower, 33 Lockhart Road, Wanchai, Hong Kong, for the attention of the Company Secretary (i) not less than six (6) weeks before the AGM in the case of a Requisition requiring notice of a resolution, unless an AGM is called for a date six (6) weeks or less after the deposit of the Requisition, in which case the Requisition will be deemed to have been properly deposited; or (ii) not less than one (1) week before the relevant general meeting in the case of any other Requisition.

The Requisitionists must deposit a sum which is reasonably sufficient to meet the Company's expenses in giving effect to the Requisition.



# Corporate Governance Report

## SHAREHOLDERS' RIGHTS (CONTINUED)

### (II) Procedure for Shareholders to Convene Special General Meeting

Shareholders holding not less than one-tenth (1/10) of the paid-up capital of the Company carrying the right of voting at the general meetings of the Company (the "SGM Requisitionists") may require the Board to convene a special general meeting of the Company ("SGM") by depositing a written requisition (the "SGM Requisition") at the Company's registered office in Bermuda at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda and a copy thereof at the principal office of the Company in Hong Kong at 30th Floor, YF Life Tower, 33 Lockhart Road, Wanchai, Hong Kong for the attention of the Company Secretary.

The SGM Requisition must state the objects of the SGM and be signed by the SGM Requisitionists and may consist of one or more documents in like form, each signed by one or more of the SGM Requisitionists. Upon receipt of the SGM Requisition, the Directors shall forthwith proceed duly to convene the SGM.

Where, within twenty-one (21) days of the lodging of the SGM Requisition, the Directors do not proceed duly to convene the SGM, the SGM Requisitionists, or any of them representing more than one-half (1/2) of the total voting rights of all of them, may themselves convene the SGM, provided that any SGM so convened shall be held within three (3) months from the date of deposit of the SGM Requisition. The SGM Requisitionists shall convene a SGM in the same manner, as nearly as possible, as that in which SGM is to be convened by Directors. Under the Bye-Laws and pursuant to the requirements of the Listing Rules, a notice specifying the time and place and the general nature of the proposed business to be transacted at the SGM shall be given to all Shareholders entitled to attend the SGM for consideration in the following manner:

- i. notice of not less than twenty-one (21) clear days or ten (10) clear business days, whichever is longer, if a special resolution is to be passed at the SGM; and
- ii. notice of not less than fourteen (14) clear days or ten (10) clear business days, whichever is longer, in all other cases, provided that a SGM may be called by a shorter notice if it is so agreed by a majority in number of the Shareholders having the right to attend and vote at the SGM, being a majority together holding not less than 95% in nominal value of the issued shares of the Company giving such right.

## CONSTITUTIONAL DOCUMENTS

There was no change in the Bye-Laws during the year.

## Directors and Senior Management

### EXECUTIVE DIRECTORS

#### Fung Siu To, Clement

Aged 73, is the Chairman, an Executive Director and a member of the Remuneration Committee of the Company and Asia Standard International Group Limited (“Asia Standard”). On 23rd December 2021, Mr. Fung has been appointed as the Chairman of the Nomination Committee of the Company and Asia Standard. He is also an executive director of Asia Standard Hotel Group Limited (“Asia Standard Hotel”). (Both Asia Standard and Asia Standard Hotel are listed subsidiaries of the Company.) He is also a director of certain subsidiaries of the Company. Mr. Fung is a holder of a Bachelor of Applied Science (Civil Engineering) degree and is also a fellow member of the Hong Kong Institution of Engineers. He joined the Company and its subsidiaries (together the “Group”) in 1988 and has over 35 years of experience in project management and construction. He is the uncle of Mr. Poon Hai and Mr. Poon Yeung, Roderick, both of them are Executive Directors of the Company. He is also the brother-in-law of Mr. Poon Jing and Dr. Lim Yin Cheng, the Managing Director of the Company and the Deputy Chairman of Asia Standard Hotel respectively.

#### Poon Jing

Aged 67, is the Chief Executive, Managing Director and an Executive Director of the Company and Asia Standard. He is also the Chairman and an executive director of Asia Standard Hotel. On 23rd December 2021, he has been appointed as the Chairman of the nomination committee of Asia Standard Hotel. He is also a director of certain subsidiaries of the Company. He is the founder of the Group. Mr. Poon is the father of Mr. Poon Hai and Mr. Poon Yeung, Roderick, both of them are Executive Directors of the Company. He is also the brother-in-law of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Chairman of the Company and the Deputy Chairman of Asia Standard Hotel respectively.

#### Poon Hai

Aged 37, is an Executive Director of the Company and Asia Standard Hotel. He is also an executive director and a member of the remuneration committee of Asia Standard. He is also a director of certain subsidiaries of the Company. Mr. Poon holds a Bachelor of Commerce degree from the University of British Columbia. He is responsible for the business development and the project management of the Group. Mr. Poon is the son of Mr. Poon Jing and the brother of Mr. Poon Yeung, Roderick, the Managing Director and an Executive Director of the Company respectively. He is also the nephew of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Chairman of the Company and the Deputy Chairman of Asia Standard Hotel respectively. He joined the Group in 2009.

#### Poon Yeung, Roderick

Aged 33, is an Executive Director of the Company, Asia Standard and Asia Standard Hotel. He is also a director of certain subsidiaries of the Company. Mr. Poon holds a Bachelor of Commerce degree with a major in Real Estate from the University of British Columbia. He is responsible for the Group’s project management, investment and business development. Mr. Poon is the son of Mr. Poon Jing and the brother of Mr. Poon Hai, the Managing Director and an Executive Director of the Company respectively. He is also the nephew of Mr. Fung Siu To, Clement and Dr. Lim Yin Cheng, the Chairman of the Company and the Deputy Chairman of Asia Standard Hotel respectively. He joined the Group in 2012.

## Directors and Senior Management

### Lun Pui Kan

Aged 58, is the Finance Director of the Company and Asia Standard. He is also a director of certain subsidiaries of the Company. Mr. Lun has over 35 years of experience in accounting and finance. He is a holder of a Bachelor of Science (Engineering) degree and is an associate member of The Hong Kong Institute of Certified Public Accountants (“HKICPA”) and a fellow member of The Association of Chartered Certified Accountants (“ACCA”). He joined the Group in 1994.

### Kwan Po Lam, Phileas

Aged 63, is an Executive Director of the Company and Asia Standard. He is also a director of certain subsidiaries of the Company. Mr. Kwan is a holder of a Bachelor of Business Administration degree. He joined the Group in 1986 and is responsible for property sales and leasing. He has over 35 years of experience in property sales, leasing and real estate management.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### Wong Chi Keung

Aged 67, is an Independent Non-executive Director and the Chairman of the Audit Committee and Remuneration Committee of the Company and Asia Standard Hotel. On 23rd December 2021, he has been appointed as a member of the Nomination Committee of the Company. Mr. Wong holds a Master degree in Business Administration from The University of Adelaide in Australia. He is a fellow member of HKICPA, ACCA and CPA Australia; and an associate member of The Chartered Governance Institute (“CGI”) and The Chartered Institute of Management Accountants. Mr. Wong is also a responsible officer for asset management and advising on securities for CASDAQ International Capital Market (HK) Company Limited under the Securities and Futures Ordinance (the “SFO”).

Mr. Wong was an executive director, the deputy general manager, group financial controller and company secretary of Yuexiu Property Company Limited (formerly known as Guangzhou Investment Company Limited) which is a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), for over ten years. He is an independent non-executive director, the Chairman of the remuneration committee and a member of the audit committee of Asia Standard. On 23rd December 2021, Mr. Wong has been appointed as a member of the nomination committee of Asia Standard and Asia Standard Hotel. He is also an independent non-executive director and a member of audit committee of Century City International Holdings Limited, Changyou Alliance Group Limited, China Ting Group Holdings Limited, Golden Eagle Retail Group Limited, Paliburg Holdings Limited, Regal Hotels International Holdings Limited, Yuan Heng Gas Holdings Limited and Zhuguang Holdings Group Company Limited, all of the above companies are listed on the Stock Exchange. Mr. Wong has over 45 years of experience in finance, accounting and management. He joined the Group in 2004.

## Directors and Senior Management

### Cheung Kwok Wah

Aged 65, is an Independent Non-executive Director and a member of the Audit Committee of the Company. Mr. Cheung has over 30 years of experience in the finance field, during which he held various senior management positions with many public listed companies. He is a solicitor of Hong Kong. He joined the Group in 1996.

### Leung Wai Keung, JP

Aged 59, is an Independent Non-executive Director and a member of the Audit Committee and the Remuneration Committee of the Company and Asia Standard. He is also an independent non-executive director and a member of the audit committee of Asia Standard Hotel. On 23rd December 2021, Mr. Leung has been appointed as a member of the Nomination Committee of the Company, Asia Standard and Asia Standard Hotel. He joined the Group in 2004.

Mr. Leung is currently a Barrister-at-Law and was appointed as a Justice of the Peace by the Hong Kong Government on 1st July 2018. He has about 10 years of experience in accounting and financial management in several firms and thereafter been practicing as a barrister since 1996. Mr. Leung is a member of HKICPA, The Hong Kong Chartered Governance Institute (“HKCGI”) (formerly known as The Hong Kong Institute of Chartered Secretaries), ACCA, CGI and The Chartered Institute of Arbitrators (“CI Arb”). He was admitted to the High Court of Hong Kong as a barrister in 1994. He holds a Master degree in Accounting and Finance from University of Lancaster and obtained a Bachelor of Laws from Manchester Metropolitan University. He was the President of HKCGI in 2006 and the Chairman of the CI Arb (East Asia Branch) in 2015/16 and 2016/17. Mr. Leung had sit on various statutory tribunals such as the Board of Review, the Guardianship Board and the Registration of Persons Tribunal. From 2012 to 2018, Mr. Leung held the position as the Chairman of the Appeal Board for the Hotel and Guesthouse Accommodation, the Clubs (Safety of Premises) and Bedspace Apartments. From 27th June 2019 to 26th June 2021, Mr. Leung held the position as a member of the Disciplinary Board Panel (Land Survey). Mr. Leung currently is the Chairman of the Appeal Tribunal (Buildings).

## SENIOR MANAGEMENT

### Lim Yin Cheng

Aged 77, is the Deputy Chairman, Chief Executive, an executive director and a member of the remuneration committee of Asia Standard Hotel. He is also a director of certain subsidiaries of the Company. Dr. Lim is a holder of a Bachelor of Science (Chemical Engineering) and Doctor of Philosophy degrees. He has over 35 years of experience in engineering, project management and administration. He joined the Group in 1992. Dr. Lim is the uncle of Mr. Poon Hai and Mr. Poon Yeung, Roderick, both of them are Executive Directors of the Company. He is also the brother-in-law of Mr. Poon Jing and Mr. Fung Siu To, Clement, the Managing Director and the Chairman of the Company respectively.

## Directors and Senior Management

### Ng Siew Seng, Richard

Aged 70, is the Group General Manager of Asia Standard Hotel. He is also a director of a subsidiary of Asia Standard Hotel. Mr. Ng is responsible for the development and management of the Asia Standard Hotel group's hospitality operations. With over 4 decades' extensive experience in hotel and travel industry for both local and overseas markets, Mr. Ng has held senior marketing and operational positions in a number of major international chain hotels and travel agents in Hong Kong and Macau. He joined the Asia Standard Hotel group in 2007.

### Woo Wei Chun, Joseph

Aged 58, is an executive director and the Group Financial Controller of Asia Standard Hotel. He is also a director of certain subsidiaries of Asia Standard Hotel. Mr. Woo is qualified as a U.S. Certified Public Accountant (Illinois) and is an associate member of HKICPA. He holds a Bachelor degree in Accounting with Computing and a Master degree in Business Administration. Mr. Woo has over 30 years of experience in accounting and finance. He joined the Asia Standard Hotel group in 2006.

### Wong Hoi Yan

Aged 49, is the General Manager of Project Management Division of Asia Standard. Ms. Wong holds a Bachelor of Arts degree in Architectural Studies and Master of Architecture from The University of Hong Kong and Master of Science degree in Project Management from The Hong Kong Polytechnic University. She is a Registered Architect in Hong Kong, a member of The Hong Kong Institute of Architects and an Authorised Person under the Buildings Ordinance. She is also a BEAM Pro under the Hong Kong Green Building Council. Ms. Wong is responsible for property development and project management. She has over 20 years of experience in project planning and management. She joined Asia Standard in 2014.

Note: Messrs. Poon Jing, Fung Siu To, Clement, Poon Hai, Poon Yeung, Roderick and Lun Pui Kan are directors of Teddington Holdings Limited and Heston Holdings Limited. Both companies have interests in the share capital of the Company discloseable to the Company under the provisions of Divisions 2 and 3 of the Part XV of the SFO.

# Report of the Directors

The Directors have pleasure in presenting their report together with the audited financial statements for the year ended 31st March 2022.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 34 to the financial statements.

The activities of the Group are mainly based in Hong Kong. Analysis of the Group's revenue and contribution to operating results by principal activities are set out in note 5 to the financial statements.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 70.

The Company did not pay an interim dividend for the year ended 31st March 2022 (2021: Nil).

The board of Directors (the "Board") has resolved not to recommend payment of a final dividend for the year ended 31st March 2022 (2021: HK3.6 cents per share, totaling HK\$30,271,000).

## FINANCIAL SUMMARY

A five-year financial summary of the results and of the assets and liabilities of the Group is set out on page 16.

## EQUITY LINKED AGREEMENTS

Save as disclosed in the sections "Share Option Schemes" on pages 50 to 56 and "Convertible Notes" on page 56, no equity linked agreements were entered into during the year or subsisted at the end of the year.

## SHARES ISSUED IN THE YEAR

No shares of the Company was issued in the year ended 31st March 2022. Details of the share capital of the Company are set out in note 26 to the financial statements.

## PRINCIPAL PROPERTIES

Details of the principal properties of the Group are set out on pages 13 to 15.

## DONATIONS

During the year, the Group made charitable and other donations of HK\$542,000 (2021: HK\$260,000).

# Report of the Directors

## DIRECTORS

The Directors during the year and at the date of this report were:

Mr. Fung Siu To, Clement  
Mr. Poon Jing  
Mr. Poon Hai  
Mr. Poon Yeung, Roderick  
Mr. Lun Pui Kan  
Mr. Kwan Po Lam, Phileas  
Mr. Wong Chi Keung  
Mr. Cheung Kwok Wah  
Mr. Leung Wai Keung

Messrs. Poon Yeung, Roderick and Wong Chi Keung will retire from office by rotation in accordance with the bye-laws of the Company (the "Bye-Laws") and Mr. Fung Siu To, Clement will retire to comply with Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at the forthcoming annual general meeting of the Company ("AGM") and, being eligible, offer themselves for re-election.

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of Directors and senior management are set out on pages 41 to 44.

## DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

No transactions, arrangements and contracts of significance in relation to the Company's business to which the Company or its subsidiaries was a party and in which a Director and his connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## PERMITTED INDEMNITY PROVISIONS

Subject to the Bermuda Companies Act 1981, the Bye-Laws and other relevant statutes, the Directors for the time being acting in relation to any of the affairs of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses, which they shall or may incur or sustain in the execution of their office. The Company has arranged appropriate Directors' and Officers' Liability Insurance Coverage for the Directors and Officers of the Group.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Apart from the share option schemes of the Company as disclosed on pages 50 to 56, and that of its subsidiaries, Asia Standard International Group Limited ("Asia Standard") and Asia Standard Hotel Group Limited ("Asia Standard Hotel"), at no time during the year were the Company or its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## Report of the Directors

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

As at 31st March 2022, the interests and short positions of the Directors and Chief Executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (b) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (c) were required to be 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 10 of the Listing Rules on the Stock Exchange were as follows:

#### (I) Long Positions in Shares

##### (a) The Company

Director	Number of shares held			Total	Percentage of shares in issue (%)
	Personal interest	Corporate interest	Family interest		
Poon Jing	359,139,472	145,213,900	5,318,799	509,672,171	60.61
Fung Siu To, Clement	15,440,225	–	–	15,440,225	1.83
Poon Hai	10,444,319	–	–	10,444,319	1.24

##### (b) Associated corporations

Director	Associated corporation	Number of shares held			Percentage of shares in issue (%)
		Personal interest	Corporate interest	Total	
Poon Jing	Asia Standard	1,308,884	683,556,392 (Notes)	684,865,276	51.89
	Asia Standard Hotel	152,490	1,346,158,049 (Notes)	1,346,310,539	66.71
Fung Siu To, Clement	Mark Honour Limited	9	–	9	0.01

Notes:

- By virtue of Mr. Poon Jing's controlling interest in the Company, he is deemed to be interested in the shares of Asia Standard and Asia Standard Hotel held by the Company and its subsidiaries.
- By virtue of Mr. Poon Jing's controlling interest in the Company, he is deemed to be interested in the shares of all the Company's subsidiaries and associated corporations.



# Report of the Directors

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES (CONTINUED)

### (II) Long Positions in Underlying Shares

#### Interests in share options

##### (a) *The Company*

<b>Director</b>	<b>Outstanding as at 1st April 2021 and 31st March 2022</b>
Poon Hai	3,500,000
Poon Yeung, Roderick	3,500,000

Notes:

- Options were granted on 11th December 2015 under 2014 Share Option Scheme (as described under the heading "Share Option Schemes") and exercisable during the period from 11th December 2015 to 10th December 2025 at an exercise price of HK\$1.42 per share.
- During the year, no option was granted to the Directors and the options granted to the Directors have not been exercised, cancelled or lapsed.

##### (b) *Associated corporation - Asia Standard*

<b>Director</b>	<b>Outstanding as at 1st April 2021 and 31st March 2022</b>
Poon Hai	3,500,000
Poon Yeung, Roderick	3,500,000

Notes:

- Options were granted on 11th December 2015 under 2014 Asia Standard Share Option Scheme (as described under the heading "Share Option Schemes") and exercisable during the period from 11th December 2015 to 10th December 2025 at an exercise price of HK\$1.38 per share.
- During the year, no option was granted to the Directors and the options granted to the Directors have not been exercised, cancelled or lapsed.

##### (c) *Associated corporation - Asia Standard Hotel*

<b>Director</b>	<b>Outstanding as at 1st April 2021 and 31st March 2022</b>
Poon Hai	14,400,000
Poon Yeung, Roderick	14,400,000

Notes:

- Options were granted on 11th December 2015 under 2006 Asia Standard Hotel Share Option Scheme (as described under the heading "Share Option Schemes") and exercisable during the period from 11th December 2015 to 10th December 2025 at an exercise price of HK\$0.343 (as adjusted) per share.
- During the year, no option was granted to the Directors and the options granted to the Directors have not been exercised, cancelled or lapsed.

## Report of the Directors

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES (CONTINUED)

#### (III) Long Positions in Underlying Shares and Debentures

##### Interests in convertible notes

*Associated corporation - Asia Standard Hotel*

Director	Nature of interest	Amount of convertible note held (HK\$)	Number of underlying shares held
Poon Jing	Corporate	1,219,619,192	2,692,316,098

Note: By virtue of Mr. Poon Jing's controlling interest in the Company, he is deemed to be interested in the convertible notes (the "ASH Convertible Note(s)") held by the Company and its subsidiaries which are convertible into 2,692,316,098 shares of Asia Standard Hotel. The ASH Convertible Notes are redeemable at the redemption value of HK\$0.453 per ASH Convertible Note. Please refer to the section "Convertible Notes" on page 56 for details of the ASH Convertible Notes issued by Asia Standard Hotel.

Save as disclosed above, as at 31st March 2022, none of the Directors or Chief Executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (b) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

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

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31st March 2022, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the Directors and Chief Executive of the Company.

# Report of the Directors

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (CONTINUED)

### Long Positions in Shares of the Company

Shareholder	Capacity	Number of shares held	Percentage of shares in issue (%)
Teddington Holdings Limited ("Teddington") (Note)	Beneficial owner	60,624,439	7.20
Daswani Rajkumar Murlidhar	Beneficial owner	53,910,548	6.41
Heston Holdings Limited ("Heston") (Note)	Beneficial owner	50,429,573	5.99

Note: Mr. Poon Jing, his family interest and the companies wholly owned by him, namely Teddington, Heston and Full Speed Investments Limited together hold 509,672,171 shares. The interest of Teddington and Heston duplicate the interest of Mr. Poon Jing disclosed under the heading "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures".

Save as disclosed above, as at 31st March 2022, the Directors were not aware of any other persons (other than the Directors and Chief Executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

## SHARE OPTION SCHEMES

### The Company

#### Share option scheme adopted on 29th August 2014 (the "2014 Share Option Scheme")

The 2014 Share Option Scheme was adopted on 29th August 2014. Under 2014 Share Option Scheme, the Board may grant options to any Director, employee, consultant, customer, supplier, agent, partner or adviser of or contractor to the Company, its subsidiaries or any invested entity, their discretionary trust or the companies owned by them. The purpose was to provide incentives, recognise and acknowledge the contributions of, motivate and maintain an ongoing relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Group.

The total number of shares available for issue upon exercise of all options to be granted under 2014 Share Option Scheme must not exceed 76,476,084 shares, representing about 9.09% of the shares in issue at the date of this report. The total maximum number of shares which might be issued upon exercise of all outstanding options granted and yet to be exercised under 2014 Share Option Scheme and any other share option scheme of the Company must not exceed 30% of the shares in issue from time to time. The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised, outstanding and cancelled options) under any option granted to the same participant under 2014 Share Option Scheme or any other share option scheme of the Company within any 12 months period, must not exceed 1% of the shares in issue from time to time.

# Report of the Directors

## SHARE OPTION SCHEMES (CONTINUED)

### The Company (Continued)

#### Share option scheme adopted on 29th August 2014 (the “2014 Share Option Scheme”) (Continued)

Under 2014 Share Option Scheme, there was no requirement for a grantee to hold the option for a certain period before exercising the option unless otherwise determined by the Directors. The exercise period should be any period determined by the Board but in any event the exercise period should not be later than 10 years from the date of grant. The grantee has to accept an option within 21 days from the date of offer by making a non-refundable payment of HK\$1 to the Company.

The subscription price shall be at the discretion of the Board provided that it shall be not less than the highest of (i) the closing price of a share on the relevant date of grant; (ii) the average of the closing prices of the shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share. The 2014 Share Option Scheme is effective for 10 years from 29th August 2014.

The following table discloses details of the Company’s options granted under 2014 Share Option Scheme held by employees (including Directors):

Grantee	Outstanding as at 1st April 2021 and 31st March 2022
Directors	7,000,000

Notes:

- Options were granted on 11th December 2015 and exercisable during the period from 11th December 2015 to 10th December 2025 at an exercise price of HK\$1.42 per share.
- During the year, no option was granted, exercised, cancelled or lapsed.

### Associated Corporations

#### Asia Standard

##### Share Option Scheme adopted on 27th August 2004 (the “2004 Asia Standard Share Option Scheme”)

The 2004 Asia Standard Share Option Scheme was adopted on 27th August 2004. Under 2004 Asia Standard Share Option Scheme, the board of directors of Asia Standard may grant options to any director, employee, consultant, customer, supplier, agent, partner or adviser of or contractor to Asia Standard, its subsidiaries or any invested entity, their discretionary trust or the companies owned by them. The purpose was to provide incentives, recognise and acknowledge the contributions of, motivate and maintain an ongoing relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Asia Standard and its subsidiaries (the “Asia Standard Group”).

# Report of the Directors

## SHARE OPTION SCHEMES (CONTINUED)

### Associated Corporations (Continued)

#### Asia Standard (Continued)

##### Share Option Scheme adopted on 27th August 2004 (the “2004 Asia Standard Share Option Scheme”) (Continued)

The total number of shares available for issue upon exercise of all options granted under 2004 Asia Standard Share Option Scheme must not exceed 71,851,459 shares, representing about 5.44% of the Asia Standard's shares in issue at the date of this report. The total maximum number of shares which might be issued upon exercise of all outstanding options granted and yet to be exercised under 2004 Asia Standard Share Option Scheme and any other share option scheme of Asia Standard must not exceed 30% of the Asia Standard's shares in issue from time to time. The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised, outstanding and cancelled options) under any option granted to the same participant under 2004 Asia Standard Share Option Scheme or any other share option scheme of Asia Standard within any 12 months period, must not exceed 1% of the Asia Standard's shares in issue from time to time.

Under 2004 Asia Standard Share Option Scheme, there was no requirement for a grantee to hold the Asia Standard option for a certain period before exercising Asia Standard option unless otherwise determined by the directors of Asia Standard. The exercise period should be any period determined by the board of directors of Asia Standard but in any event the exercise period should not be later than 10 years from the date of grant. The grantee has to accept an option within 21 days from the date of offer by making a non-refundable payment of HK\$1 to Asia Standard.

The subscription price shall be at the discretion of the board of directors of Asia Standard provided that it shall be not less than the highest of (i) the closing price of a share on the relevant date of grant; (ii) the average of the closing prices of the shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share. The 2004 Asia Standard Share Option Scheme was effective for 10 years from 27th August 2004 and expired on the tenth anniversary of such adoption date. Following the expiry of 2004 Asia Standard Share Option Scheme, no further share option can be granted thereunder but all outstanding share options granted under 2004 Asia Standard Share Option Scheme and yet to be exercised shall remain valid and exercisable.

The following table discloses details of Asia Standard options granted under 2004 Asia Standard Share Option Scheme held by employees (including directors):

<b>Grantee</b>	<b>Outstanding as at 1st April 2021 and 31st March 2022</b>
Employee	1,000,000

Notes:

- Options were granted on 13th March 2014 and exercisable during the period from 10th March 2017 to 12th March 2024 at an exercise price of HK\$2.00 per share.
- During the year, no option was exercised, cancelled or lapsed.

## SHARE OPTION SCHEMES (CONTINUED)

### Associated Corporations (Continued)

#### Asia Standard (Continued)

##### Share option scheme adopted on 29th August 2014 (the “2014 Asia Standard Share Option Scheme”)

The 2014 Asia Standard Share Option Scheme was adopted on 29th August 2014. Under 2014 Asia Standard Share Option Scheme, the board of directors of Asia Standard may grant options to any director, employee, consultant, customer, supplier, agent, partner or adviser of or contractor to Asia Standard, its subsidiaries or any invested entity, their discretionary trust or the companies owned by them. The purpose was to provide incentives, recognise and acknowledge the contributions of, motivate and maintain an ongoing relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Asia Standard Group.

The total number of shares available for issue upon exercise of all options to be granted under 2014 Asia Standard Share Option Scheme must not exceed 125,482,152 shares, representing about 9.50% of the Asia Standard’s shares in issue at the date of this report. The total maximum number of shares which might be issued upon exercise of all outstanding options granted and yet to be exercised under 2014 Asia Standard Share Option Scheme and any other share option scheme of Asia Standard must not exceed 30% of the Asia Standard’s shares in issue from time to time. The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised, outstanding and cancelled options) under any option granted to the same participant under 2014 Asia Standard Share Option Scheme or any other share option scheme of Asia Standard within any 12 months period, must not exceed 1% of the Asia Standard’s shares in issue from time to time.

Under 2014 Asia Standard Share Option Scheme, there was no requirement for a grantee to hold the Asia Standard option for a certain period before exercising the Asia Standard option unless otherwise determined by the directors of Asia Standard. The exercise period should be any period determined by the board of directors of Asia Standard but in any event the exercise period should not be later than 10 years from the date of grant. The grantee has to accept an option within 21 days from the date of offer by making a non-refundable payment of HK\$1 to Asia Standard.

The subscription price shall be at the discretion of the board of directors of Asia Standard provided that it shall be not less than the highest of (i) the closing price of a share on the relevant date of grant; (ii) the average of the closing prices of the shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share. The 2014 Asia Standard Share Option Scheme is effective for 10 years from 29th August 2014.

The following table discloses details of Asia Standard options granted under 2014 Asia Standard Share Option Scheme held by employees (including directors):

<b>Grantee</b>	<b>Outstanding as at 1st April 2021 and 31st March 2022</b>
Directors	7,000,000

#### Notes:

- Options were granted on 11th December 2015 and exercisable during the period from 11th December 2015 to 10th December 2025 at an exercise price of HK\$1.38 per share.
- During the year, no option was granted, exercised, cancelled or lapsed.

# Report of the Directors

## SHARE OPTION SCHEMES (CONTINUED)

### Associated Corporations (Continued)

#### Asia Standard Hotel

##### Share option scheme adopted on 28th August 2006 (the “2006 Asia Standard Hotel Share Option Scheme”)

The 2006 Asia Standard Hotel Share Option Scheme was adopted on 28th August 2006. Under 2006 Asia Standard Hotel Share Option Scheme, the board of directors of Asia Standard Hotel may grant options to any director, employee, consultant, customer, supplier, agent, partner or adviser of or contractor to Asia Standard Hotel, its subsidiaries or any invested entity, their discretionary trust or the companies owned by them. The purpose was to provide incentives, recognise and acknowledge the contributions of, motivate and maintain an ongoing relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Asia Standard Hotel and its subsidiaries (the “Asia Standard Hotel Group”).

The total number of shares available for issue upon exercise of all options granted under 2006 Asia Standard Hotel Share Option Scheme must not exceed 125,088,061 shares, representing about 6.19% of the Asia Standard Hotel's shares in issue at the date of this report. The total maximum number of shares which might be issued upon exercise of all outstanding options granted and yet to be exercised under 2006 Asia Standard Hotel Share Option Scheme and any other share option scheme of Asia Standard Hotel must not exceed 30% of the Asia Standard Hotel's shares in issue from time to time. The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised, outstanding and cancelled options) under any option granted to the same participant under 2006 Asia Standard Hotel Share Option Scheme or any other share option scheme of Asia Standard Hotel within any 12 months period, must not exceed 1% of the Asia Standard Hotel's shares in issue from time to time.

Under 2006 Asia Standard Hotel Share Option Scheme, there was no requirement for a grantee to hold the Asia Standard Hotel option for a certain period before exercising the Asia Standard Hotel option unless otherwise determined by the directors of Asia Standard Hotel. The exercise period should be any period determined by the board of directors of Asia Standard Hotel but in any event the exercise period should not be later than 10 years from the date of grant. The grantee has to accept an option within 21 days from the date of offer by making a non-refundable payment of HK\$1 to Asia Standard Hotel.

The subscription price shall be at the discretion of the board of directors of Asia Standard Hotel provided that it shall be not less than the highest of (i) the closing price of a share on the relevant date of grant; (ii) the average of the closing prices of the shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share. The 2006 Asia Standard Hotel Share Option Scheme was effective for 10 years from 28th August 2006 and expired on the tenth anniversary of such adoption date. Following the expiry of 2006 Asia Standard Hotel Share Option Scheme, no further share option can be granted thereunder but all outstanding share options granted under 2006 Asia Standard Hotel Share Option Scheme and yet to be exercised shall remain valid and exercisable.

# Report of the Directors

## SHARE OPTION SCHEMES (CONTINUED)

### Associated Corporations (Continued)

#### Asia Standard Hotel (Continued)

##### Share option scheme adopted on 28th August 2006 (the "2006 Asia Standard Hotel Share Option Scheme") (Continued)

The following table discloses details of Asia Standard Hotel options granted under 2006 Asia Standard Hotel Share Option Scheme held by employees (including directors):

Grantee	Outstanding as at 1st April 2021 and 31st March 2022
Directors	28,800,000

Notes:

- Options were granted on 11th December 2015 and exercisable during the period from 11th December 2015 to 10th December 2025 at an exercise price of HK\$0.343 (as adjusted) per share.
- During the year, no option was exercised, cancelled or lapsed.

##### Share option scheme adopted on 8th September 2016 (the "2016 Asia Standard Hotel Share Option Scheme")

The 2016 Asia Standard Hotel Share Option Scheme was adopted on 8th September 2016. Under 2016 Asia Standard Hotel Share Option Scheme, the board of directors of Asia Standard Hotel may grant options to any director, employee, consultant, customer, supplier, agent, partner or advisers of or contractor to Asia Standard Hotel, its subsidiaries or any invested entity, their discretionary trust or the companies owned by them. The purpose was to provide incentives, recognise and acknowledge the contributions of, motivate and maintain an ongoing relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Asia Standard Hotel Group.

The total number of shares available for issue upon exercise of all options to be granted under 2016 Asia Standard Hotel Share Option Scheme must not exceed, in aggregate, 10% of the issued ordinary shares of Asia Standard Hotel as at the date of adoption of 2016 Asia Standard Hotel Share Option Scheme or the date of shareholders' approval of a refreshment of such limit in a general meeting of Asia Standard Hotel (the "Scheme Limit"). The Scheme Limit was refreshed pursuant to an ordinary resolution passed by the shareholders at the annual general meeting of Asia Standard Hotel held on 30th August 2017 and the Scheme Limit as refreshed is 201,804,047 shares, representing about 10% of the Asia Standard Hotel's shares in issue at the date of this report. The total maximum number of shares which might be issued upon exercise of all outstanding options granted and yet to be exercised under 2016 Asia Standard Hotel Share Option Scheme and any other share option scheme of Asia Standard Hotel must not exceed 30% of the Asia Standard Hotel's shares in issue from time to time. The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised, outstanding and cancelled options) under any option granted to the same participant under 2016 Asia Standard Hotel Share Option Scheme or any other share option scheme of Asia Standard Hotel within any 12 months period, must not exceed 1% of the Asia Standard Hotel's shares in issue from time to time.



# Report of the Directors

## SHARE OPTION SCHEMES (CONTINUED)

### Associated Corporations (Continued)

#### Asia Standard Hotel (Continued)

##### Share option scheme adopted on 8th September 2016 (the “2016 Asia Standard Hotel Share Option Scheme”) (Continued)

Under 2016 Asia Standard Hotel Share Option Scheme, there was no requirement for a grantee to hold the Asia Standard Hotel option for a certain period before exercising the Asia Standard Hotel option unless otherwise determined by the directors of Asia Standard Hotel. The exercise period should be any period determined by the board of directors of Asia Standard Hotel but in any event the exercise period should not be later than 10 years from the date of grant. The grantee has to accept an option within 21 days from the date of offer by making a non-refundable payment of HK\$1 to Asia Standard Hotel.

The subscription price shall be at the discretion of the board of directors of Asia Standard Hotel provided that it shall be not less than the highest of (i) the closing price of a share on the relevant date of grant; (ii) the average of the closing prices of the shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share. The 2016 Asia Standard Hotel Share Option Scheme is effective for 10 years from 8th September 2016. No share option has been granted since the adoption of 2016 Asia Standard Hotel Share Option Scheme.

## CONVERTIBLE NOTES

On 23rd February 2017, Asia Standard Hotel issued a total of 2,693,204,266 ASH Convertible Notes with a total principal amount of HK\$1,220 million (a redemption value of HK\$0.453 per ASH Convertible Note) which bears interest at 0.1% per annum and have dividend entitlement in order to fulfill the public float requirements under the Listing Rules. The ASH Convertible Notes were unsecured and redeemable. Where a final dividend on the shares has not been declared and paid in any particular year, the 0.1% coupon will be deferred until the next dividend payment (if previously unpaid) and the accumulated deferred coupon would be paid on maturity date.

Each noteholder has the option to convert the ASH Convertible Notes into fully paid ordinary share of Asia Standard Hotel on a one to one basis (subject to adjustment to certain corporate actions) at any time from the first business day immediately following the date of issue of the ASH Convertible Notes up to and including the date falling on the 10th business day prior to the thirtieth anniversary of the date of issue of the ASH Convertible Notes, provided that no conversions will be permitted if they were to result in Asia Standard Hotel failing to meet the public float requirements under the Listing Rules. Unless previously converted, the ASH Convertible Notes will be redeemed on the thirtieth anniversary of the date of issue of the ASH Convertible Notes at a redemption price equal to 100% of the principal amount.

During the year, no ASH Convertible Note (2021: Nil) was converted into ordinary share of Asia Standard Hotel.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, the Company had not redeemed any of its shares. Neither the Company nor any of its subsidiaries purchased or sold any of the Company's listed securities during the year.

## PRE-EMPTIVE RIGHTS

No pre-emptive rights exist in Bermuda in respect of the Company's share capital.

# Report of the Directors

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

## BUSINESS REVIEW

A fair review of business of the Group, particulars of important events affecting the Group that have occurred since the end of the financial year, if any, an analysis using financial key performance indicators and indication of likely future development of the Group are set out in the section “Management Discussion and Analysis” on pages 6 to 12. Discussion on environmental policies and performance of the Group is set out in the section “Environmental, Social and Governance Report” on pages 17 to 30.

## COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with laws and regulations. Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group.

The Group has been allocating resources to ensure on-going compliance with rules and regulations and any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

## PRINCIPAL RISKS AND UNCERTAINTIES

The Group believes that the factors described below represent the principal risks and uncertainties which may potentially affect its business, financial conditions, operations, and future prospect of the business. It does not represent that the factors described below are exhaustive.

### **Risks pertaining to property sales and leasing**

The Group’s property sales may be influenced by fluctuations of supply and demand in the real estate market, government policies to curb surging property prices such as double and special stamp duty dampening the demand, lowering the mortgage ratio raising the hurdle of financing and hence adversely affecting demand. Demand is also sensitive to changes in interest rates.

Economic slowdown would hit retail market and cast downward pressure on property rental and occupancies.

### **Risks pertaining to hotel and travel operations**

The Group’s hotel and travel agency business may be significantly affected by factors outside our control such as government regulations, changes in market conditions, competition in the industry, excess hotel supply or reduced international or local demand for hotel rooms and associated services, foreign exchange fluctuations, the interest rate environment, and other natural and social factors which may affect the level of global travel and business activities.

As five of the Group’s hotels are located in Hong Kong, the revenue from this business is sensitive to changes in the tourism industry and number of visitors in Hong Kong, which is greatly influenced by the attractiveness of Hong Kong as a destination for tourists, business travellers and conferences as well as the inbound travel policy adopted by the Hong Kong Government, particular for those from the PRC which comprised approximately 73% of the total overnight visitor arrivals to Hong Kong, and is the major source of business for our hotels.

# Report of the Directors

## PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

### **Risks pertaining to hotel and travel operations (Continued)**

The Group reviews and optimises its asset portfolio to ensure that it is sufficiently cost effective and efficient. The risk of adverse economic conditions is managed by ensuring proper monitoring of the business performance, and constant assessment of economic conditions and the appropriateness of the prevailing investment and business strategy.

### **Risks pertaining to hotel or property developments**

The Group engages external contractors to provide various services, including the construction of hotel expansions, hotel and property development projects. Completion of these projects is subject to the performance of external contractors, including the pre-agreed schedule for completion. Any delay in obtaining or failure to obtain the relevant government approvals or permits also affects completion. Furthermore, the government may re-enter the land if we fail to comply with the land grant conditions.

### **Risks pertaining to financing**

The Group requires funding to support the operations, working capital, and capital expenditure requirements of its hotels in operations, and of any property development in the future. The overall level and pace of future development of the Group may be impacted by factors such as the availability of capital, increase in costs of funding and currency fluctuation.

The Group maintains an open and proactive relationship with the banking community, arranging different terms of loan facilities from different sources with different tenures and ensures continuous assessment of counterparty risks.

### **Risks pertaining to financial investments**

The Group's financial performance is exposed to financial and capital market risks, including changes in interest rates, foreign exchange rates, credit spreads, equity prices, the performance of the economy in general and other factors outside our control. For further details of such risks and relevant management policies, please refer to note 3 to the financial statements from pages 95 to 111.

## RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group appreciates the importance of maintaining a good relationship with its customers and suppliers to meet its immediate and long-term business goals. The Group values the feedback from customers through daily communication, and address customers' concern in a timely manner. For the suppliers, the Group assures their performance for delivering quality sustainable products and services through supplier approval process and by spot checks on the delivered goods.

During the year ended 31st March 2022, there is no circumstance of any event between the Group and its customers which will have a significant impact on the Group's business and on which the Group's success depends. The account of key relationship with employees and suppliers on which the Group's success depends is set out in the section "Environmental, Social and Governance Report" on pages 17 to 30.

# Report of the Directors

## MAJOR CUSTOMERS AND SUPPLIERS

The percentages of the Group's purchases and sales for the year attributable to major suppliers and customers were as follows:

Percentage of purchases attributable to the Group's largest supplier	64%
Percentage of purchases attributable to the Group's five largest suppliers	82%
Percentage of sales attributable to the Group's largest customer	16%
Percentage of sales attributable to the Group's five largest customers	40%

To the knowledge of the Directors, none of the Directors, their close associates or shareholders (which to the knowledge of the Directors own more than 5% of the number of issued shares of the Company) held any interests in the share capital of the suppliers or customers noted above.

## RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken during the year are disclosed in note 32 to the financial statements, none of which constituted a connected transaction or continuing connected transaction under Chapter 14A of the Listing Rules.

## FINANCIAL ASSISTANCE AND GUARANTEE TO AFFILIATED COMPANIES

Pursuant to Rule 13.22 of the Listing Rules, a proforma combined balance sheet of affiliated companies with financial assistance from the Group and the Group's attributable interest in those affiliated companies as at 31st March 2022 are as follow:

	<b>Proforma combined balance sheet</b>	<b>Group's attributable interest</b>
	HK\$'000	HK'000
Non-current assets	4,536,556	1,541,105
Current assets	26,717,286	10,869,751
Current liabilities	(14,158,024)	(5,647,595)
Non-current liabilities	(7,206,737)	(2,352,548)
	<b>9,889,081</b>	<b>4,410,713</b>

The proforma combined balance sheet of the affiliated companies is prepared by combining their balance sheet, after making adjustments to conform with the Group's significant accounting policies and re-grouping into significant classification in the balance sheet as at 31st March 2022.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Confirmation of independence pursuant to the independence guidelines under Rule 3.13 of the Listing Rules has been received from each of the Independent Non-executive Directors and the Company considers all existing Independent Non-executive Directors are independent.

# Report of the Directors

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to and within the knowledge of the Directors, it is confirmed that there was sufficient public float of more than 25% of the Company's issued shares at the latest practicable date prior to the issuance of this report.

## AUDITOR

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM.

On behalf of the Board

**Fung Siu To, Clement**

*Chairman*

Hong Kong, 29th June 2022

# Independent Auditor's Report

## To the Shareholders of Asia Orient Holdings Limited

*(incorporated in Bermuda with limited liability)*

## OPINION

### What We Have Audited

The consolidated financial statements of Asia Orient Holdings Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 70 to 160, comprise:

- the consolidated balance sheet as at 31st March 2022;
- the consolidated profit and loss account for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

### Our Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st March 2022, 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 ("HKSA") 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

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.

# Independent Auditor's Report

## 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.

Key audit matters identified in our audit are summarised as follows:

- Expected credit loss ("ECL") assessment of debt securities which are classified as financial assets at fair value through other comprehensive income ("FVOCI") and the related accrued interest
- Valuation of investment properties
- Recoverability of properties under development for sale

Key audit matter	How our audit addressed the key audit matter
<p><b>ECL assessment of debt securities which are classified as FVOCI and the related accrued interest</b></p> <p>Refer to notes 3, 4, 6, 17 and 19 to the consolidated financial statements</p> <p>As at 31st March 2022, the Group has debt securities which are classified as FVOCI. The related charge in ECL for FVOCI debt securities and the related accrued interest for the year ended 31st March 2022 was recognised in the consolidated profit or loss accounts. The majority of the debt securities issuers were engaged in real estate development in the People's Republic of China ("PRC"). The ECL assessment of FVOCI debt securities was subject to higher estimation uncertainty due to the recent market conditions and volatility in the PRC real estate industry.</p>	<p>The procedures we performed included:</p> <ul style="list-style-type: none"><li>– Understanding management's controls and processes for the ECL assessment of FVOCI debt securities and the related accrued interest and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors;</li><li>– Testing the Group's key controls over ECL assessment, including the controls over model selection and staging determination to assess any significant increase in credit risk; and</li></ul>

## KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
<p><b>ECL assessment of debt securities which are classified as FVOCI and the related accrued interest</b> (continued)</p>	<ul style="list-style-type: none"> <li data-bbox="836 680 1431 775">– With the assistance of our internal valuation and modelling expert, we performed the following procedures:               <ul style="list-style-type: none"> <li data-bbox="911 819 1431 1155">– Evaluating the reasonableness of staging determination by considering the Group's historical credit loss experience, the circumstances concerning the business and financial affairs of the underlying debt securities issuers at the time of initial recognition as well as at the end of the reporting period, relevant industry information and expected industry outlook;</li> <li data-bbox="911 1200 1431 1742">– Evaluating the reasonableness and appropriateness of the selection and application of models, assumptions, including the PD, LGD and expected cashflows, the application of multiple scenarios and assigned probability in the ECL model, the forward looking factors and the correlation between the forward looking factors and the assumptions used by considering the credit reports issued by credible agencies, the restructuring plans signed or proposed, overdue status, the latest financial information available from the debt securities issuers and other relevant information;</li> </ul> </li> </ul>
<p>The Group assessed whether the credit risk of FVOCI debt securities and the related accrued interest increased significantly since their initial recognition and applied a three-stage impairment model approach to calculate the ECL except for purchased or originated credit-impaired financial assets ("POCI"). For FVOCI debt securities that are classified as stage 1 or stage 2, the Group assessed the ECL using a model that incorporated relevant assumptions, including probability of default ("PD") and loss given default ("LGD"). For FVOCI debt securities classified as stage 3, the Group assessed ECL for each FVOCI debt securities using a discounted cashflow model with probability weightings given to different probable scenarios. POCI are financial assets that are credit-impaired on initial recognition. For POCI, the Group estimates the lifetime expected credit losses using discounted cashflows from the investment at each reporting date. The assumptions also take into account forward-looking estimates by referencing to macro-economic factors.</p>	



# Independent Auditor's Report

## KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
<p><b>ECL assessment of debt securities which are classified as FVOCI and the related accrued interest</b> (continued)</p> <p>We have identified the ECL assessment for FVOCI debt securities and the related accrued interest as a key audit matter due to high inherent risk given the uncertainty of estimates, involvement of significant management judgement and assumptions.</p>	<ul style="list-style-type: none"><li>– Checking data inputs used in the discounted cashflows on a sample basis to supporting documents; and</li><li>– Assessing the adequacy of the disclosures related to the expected credit losses of the FVOCI debt securities and the related accrued interest in the applicable financial reporting framework.</li></ul> <p>Based on the work performed, we found the assumptions adopted in the ECL assessment by management for the FVOCI debt securities and the related accrued interest were supported by the evidence obtained.</p>

## KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
<p><b>Valuation of investment properties</b></p> <p><i>Refer to notes 4, 14 and 16 to the consolidated financial statements</i></p> <p>As at 31st March 2022, the Group's investment properties portfolio included investment properties held by subsidiaries and an associated company.</p> <p>Management engaged an independent valuer to estimate the fair value of investment properties of the Group and the associated company as at 31st March 2022 based on the direct comparison method.</p> <p>We focused on the valuation of investment properties because the estimation of fair value is subject to estimation uncertainty. It is inherently subjective due to, among other factors, the individual nature of each property, its location, prevailing market returns and the expected future rentals for that particular property.</p> <p>The key assumptions used in the independent valuation of investment properties require significant judgement and estimation and therefore this matter is our audit focus.</p>	<p>Our audit procedures in relation to the valuation of investment properties included:</p> <ul style="list-style-type: none"> <li>• Understanding management's controls and processes for determining the valuation of investment properties and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in determining assumptions to be applied;</li> <li>• Evaluating the independent valuers' competence, capabilities and objectivity;</li> <li>• Obtaining the valuation reports and holding meetings with the independent valuer, together with our own experts in property valuation, to discuss and evaluate the valuation methodology and key assumptions adopted, focusing on market comparables;</li> <li>• Assessing the market comparables used by the independent valuer by benchmarking these against recent transactions for similar properties and locations; and</li> <li>• Assessing the adequacy of the disclosures related to the valuation of investment properties in the context of HKFRS disclosure requirements.</li> </ul> <p>Based on the work performed, we found the key assumptions used in the valuation of investment properties were supported by the available evidence.</p>

# Independent Auditor's Report

## KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
<p><b>Recoverability of properties under development for sale</b></p> <p><i>Refer to notes 4, 16, and 18 to the consolidated financial statements</i></p> <p>The Group has a number of properties under development for sale ("property development projects") held by subsidiaries and joint ventures.</p> <p>Management assessed the recoverability of properties under development for sale based on estimates of the net realisable values of the underlying properties for each project and concluded no provision is necessary as at 31st March 2022. This involved the estimation of construction costs to be incurred to complete the properties under development based on existing plans and forecast of future sales.</p> <p>The estimation of net realisable values depends on key assumptions that require significant management judgement, including selling price per square foot and budgeted costs of construction.</p> <p>We focused on the net realisable value assessment of the above items as it involved significant judgement.</p>	<p>Our audit procedures in relation to evaluating management's assessment of recoverability of property development projects included:</p> <ul style="list-style-type: none"><li>• Understanding management's controls and processes for determining the recoverability of properties under development for sale and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in determining assumptions to be applied;</li><li>• Comparing the expected future sales prices to current market prices of comparable properties;</li><li>• Meetings with project managers for major properties under development for sale to understand the progress of development and challenge the assumptions for forecast development costs to complete;</li><li>• Corroborating the cost estimates provided by management and project managers to latest approved budgets and approved development plans;</li><li>• Benchmarking estimated construction costs to external industry data;</li><li>• Performing independent legal title searches and site visits of major projects; and</li><li>• Assessing the adequacy of the disclosures related to the properties under development for sale in the context of HKFRS disclosure requirements.</li></ul> <p>Based on the work performed, we found the assumptions adopted by the management in the assessment of recoverability of properties under development for sale were supported by the evidence obtained.</p>

# Independent Auditor's Report

## OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with 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.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our 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. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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

# Independent Auditor's Report

these consolidated financial statements.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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.

# Independent Auditor's Report

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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 Liao Weining.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 29th June 2022

# Consolidated Profit and Loss Account

For the year ended 31st March 2022

	Note	2022 HK\$'000	2021 HK\$'000
Interest revenue		2,478,078	2,488,923
Sales of goods and services, leasing and other revenue	5	310,595	251,440
Total revenue	5	2,788,673	2,740,363
Cost of sales		(81,550)	(66,084)
Gross profit		2,707,123	2,674,279
Selling and administrative expenses		(245,502)	(239,980)
Depreciation		(224,163)	(203,904)
Net investment (loss)/gain	6		
Net realised and unrealised (loss)/gain		(1,101,822)	335,714
Change in expected credit losses		(2,979,669)	(139,674)
Fair value gain/(loss) of investment properties	14	494,571	(241,715)
Written back of provision for impairment in value of properties under development for sale		61,830	–
Operating (loss)/profit		(1,287,632)	2,184,720
Net finance costs	10	(339,129)	(406,686)
Share of profits less losses of			
Joint ventures		15,541	85,193
Associated companies		10,709	(82,650)
(Loss)/profit before income tax		(1,600,511)	1,780,577
Income tax credit/(expense)	11	129,709	(69,996)
(Loss)/profit for the year		(1,470,802)	1,710,581
Attributable to:			
Shareholders of the Company		(905,830)	1,006,781
Non-controlling interests		(564,972)	703,800
		(1,470,802)	1,710,581
(Loss)/earnings per share (HK\$)			
Basic	13	(1.08)	1.20
Diluted	13	(1.08)	1.20

# Consolidated Statement of Comprehensive Income

For the year ended 31st March 2022

	2022 HK\$'000	2021 HK\$'000
(Loss)/profit for the year	(1,470,802)	1,710,581
Other comprehensive (charge)/income		
Items that have been reclassified or may be reclassified subsequently to profit or loss:		
Net fair value (loss)/gain and other net movements on debt securities at fair value through other comprehensive income	(5,819,958)	2,274,183
Share of net fair value loss on debt securities at fair value through other comprehensive income of a joint venture	(264,816)	-
Cash flow hedges		
– fair value gain/(loss)	295,959	(44,007)
– deferred tax on derivative financial instruments	(48,945)	13,046
Currency translation differences	13,117	60,817
Share of currency translation differences of joint ventures	64,877	186,814
Items that will not be reclassified to profit or loss:		
Equity securities at fair value through other comprehensive income		
– net fair value (loss)/gain	(112,718)	113,666
– realised gain	-	6,134
	(5,872,484)	2,610,653
Total comprehensive (charge)/income for the year	(7,343,286)	4,321,234
Attributable to:		
Shareholders of the Company	(4,169,737)	2,447,420
Non-controlling interests	(3,173,549)	1,873,814
	(7,343,286)	4,321,234



# Consolidated Balance Sheet

As at 31st March 2022

	Note	2022 HK\$'000	2021 HK\$'000
<b>Non-current assets</b>			
Investment properties	14	9,959,069	9,454,087
Property, plant and equipment	15	8,081,261	8,013,671
Investment in joint ventures and associated companies	16	4,410,713	4,791,881
Amounts due from joint ventures and associated companies	16	2,281,206	2,126,982
Loan receivables		850	1,052
Financial investments	17	1,662,100	5,175,585
Derivative financial instruments	24	286,914	26,965
Deferred income tax assets	25	180,665	127,894
		<b>26,862,778</b>	<b>29,718,117</b>
<b>Current assets</b>			
Properties under development for sale	18	4,422,572	3,623,391
Completed properties held for sale	18	3,680	3,680
Hotel and restaurant inventories		17,881	18,546
Trade and other receivables	19	1,018,844	698,696
Income tax recoverable		80	855
Financial investments	17	5,937,740	12,326,746
Bank balances and cash	20		
– restricted		374,330	86,152
– unrestricted		881,517	2,088,489
		<b>12,656,644</b>	<b>18,846,555</b>
<b>Current liabilities</b>			
Trade and other payables	21	207,861	1,274,840
Contract liabilities	22	245,717	224,843
Amounts due to joint ventures	16(A)	311,392	337,775
Amount due to an associated company	16(B)	206,250	219,450
Amount due to non-controlling interests		48,647	46,640
Income tax payable		172,183	174,798
Borrowings	23	4,021,578	4,817,052
Derivative financial instruments		676	–
		<b>5,214,304</b>	<b>7,095,398</b>
<b>Net current assets</b>		<b>7,442,340</b>	<b>11,751,157</b>

# Consolidated Balance Sheet

As at 31st March 2022

	Note	2022 HK\$'000	2021 HK\$'000
<b>Non-current liabilities</b>			
Borrowings	23	13,544,504	13,176,979
Derivative financial instruments	24	–	106,631
Lease liabilities		5,738	843
Deferred income tax liabilities	25	704,293	737,201
		<b>14,254,535</b>	14,021,654
<b>Net assets</b>			
		<b>20,050,583</b>	27,447,620
<b>Equity</b>			
Share capital	26	84,087	84,087
Reserves	27	10,393,005	14,593,013
<b>Equity attributable to shareholders of the Company</b>			
		<b>10,477,092</b>	14,677,100
Non-controlling interests		9,573,491	12,770,520
		<b>20,050,583</b>	27,447,620

**Fung Siu To, Clement**  
Director

**Lun Pui Kan**  
Director

# Consolidated Statement of Cash Flows

For the year ended 31st March 2022

	Note	2022 HK\$'000	2021 HK\$'000
<b>Cash flows from operating activities</b>			
Net cash generated from operations	31(A)	35,217	2,678,720
Net income tax paid		(5,193)	(79)
Interest paid		(480,453)	(427,114)
Interest received from bank deposit and other receivables		20,875	5,719
Net cash (used in)/generated from operating activities		(429,554)	2,257,246
<b>Cash flows from investing activities</b>			
Net purchase of financial investments		(25,792)	(15,144)
Addition to investment properties		(10,411)	(2,402)
Addition to property, plant and equipment		(276,136)	(92,601)
Increase in investments in joint ventures		(265,457)	(5,131)
Repayment from joint ventures and associated companies		266,506	64,618
Dividend received from a joint venture		7,559	–
Net cash used in investing activities		(303,731)	(50,660)
Net cash (used)/generated before financing activities		(733,285)	2,206,586
<b>Cash flows from financing activities</b>			
Redemption of medium term notes		–	(250,000)
Drawdown of long term borrowings		4,025,988	4,780,387
Repayment of long term borrowings		(4,522,637)	(2,498,616)
Net increase/(decrease) in short term borrowings		73,072	(3,118,632)
Dividends paid		(30,271)	–
Dividends paid to non-controlling interests		(23,480)	–
Contribution from non-controlling interests		2,007	2,129
Principal elements of lease liabilities		(4,853)	(2,837)
Net cash used in financing activities		(480,174)	(1,087,569)
Net (decrease)/increase in cash and cash equivalents		(1,213,459)	1,119,017
Cash and cash equivalents at the beginning of the year		2,088,489	949,281
Changes in exchange rates		6,487	20,191
Cash and cash equivalents at the end of the year		881,517	2,088,489
<b>Analysis of the balances of cash and cash equivalents</b>			
Bank balances and cash (excluding restricted bank balances)	20	881,517	2,088,489

# Consolidated Statement of Changes in Equity

For the year ended 31st March 2022

	Equity attributable to shareholders of the Company			Non- controlling interests HK\$'000	Total HK\$'000
	Share capital HK\$'000	Reserves HK\$'000	Total HK\$'000		
At 31st March 2020	84,087	12,145,593	12,229,680	10,896,706	23,126,386
Financial assets at fair value through other comprehensive income					
– net fair value gain and other net movements	–	1,424,229	1,424,229	1,127,536	2,551,765
– release of reserve upon disposal/redemption	–	(90,473)	(90,473)	(73,443)	(163,916)
– realised gain of equity securities	–	3,176	3,176	2,958	6,134
Cash flow hedges					
– fair value loss	–	(21,724)	(21,724)	(22,283)	(44,007)
– deferred tax on derivative financial instruments	–	6,536	6,536	6,510	13,046
Currency translation differences	–	118,895	118,895	128,736	247,631
Profit for the year	–	1,006,781	1,006,781	703,800	1,710,581
Total comprehensive income for the year	–	2,447,420	2,447,420	1,873,814	4,321,234
At 31st March 2021	84,087	14,593,013	14,677,100	12,770,520	27,447,620
Financial assets at fair value through other comprehensive income					
– net fair value loss and other net movements	–	(3,423,849)	(3,423,849)	(2,754,765)	(6,178,614)
– release of reserve upon disposal/ redemption/derecognition	–	(3,623)	(3,623)	(15,255)	(18,878)
Cash flow hedges					
– fair value gain	–	149,291	149,291	146,668	295,959
– deferred tax on derivative financial instruments	–	(24,691)	(24,691)	(24,254)	(48,945)
Currency translation differences	–	38,965	38,965	39,029	77,994
Loss for the year	–	(905,830)	(905,830)	(564,972)	(1,470,802)
Total comprehensive charge for the year	–	(4,169,737)	(4,169,737)	(3,173,549)	(7,343,286)
Total transactions with owners					
Dividends paid	–	(30,271)	(30,271)	(23,480)	(53,751)
<b>At 31st March 2022</b>	<b>84,087</b>	<b>10,393,005</b>	<b>10,477,092</b>	<b>9,573,491</b>	<b>20,050,583</b>

# Notes to the Financial Statements

## 1 GENERAL INFORMATION

Asia Orient Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda and is listed on The Stock Exchange of Hong Kong Limited (“HKEX”). The address of its principal office is 30th Floor, YF Life Tower, 33 Lockhart Road, Wanchai, Hong Kong.

## 2 PRINCIPAL ACCOUNTING POLICIES

### (A) Basis of Preparation

The consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of investment properties, financial assets at fair value through profit or loss (“FVPL”), financial assets at fair value through other comprehensive income (“FVOCI”) and derivative financial instruments, which are carried at fair value, and in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”).

The principal accounting policies applied by the Company and its subsidiaries (collectively, the “Group”) in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4.

### (B) The Adoption of New Standards and Amendments to Standards

The accounting policies and methods of computation used in the preparation of these annual financial statements are consistent with those used in 2021, except adoption of the following amendments to standards that are effective for the first time for this year which are relevant to the Group’s operations and are mandatory for accounting periods beginning on or after 1st January 2021:

Amendments to HKFRS 16	COVID-19-related rent concessions beyond 30 June 2021
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest rate benchmark reform – phase 2

The adoption of the amendments to standards stated above did not have significant impact to the consolidated financial statements in the current and prior years.

# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (B) The Adoption of New Standards and Amendments to Standards (Continued)

**The following new standards and amendments to standards are relevant to the Group's operation but not yet effective**

**Effective for accounting periods beginning on or after:**

**1st January 2022**

Amendments to HKAS 16	Property, plant and equipment: Proceeds before intended use
Amendments to HKAS 37	Onerous contracts – cost of fulfilling a contract
Amendments to HKFRS 3	Reference to the conceptual framework
Amendments to HKFRS	Annual improvements to HKFRS Standards 2018-2020

**1st January 2023**

HKFRS 17 and Amendments to HKFRS 17	Insurance contracts
Amendments to HKAS 1	Classification of liabilities as current or non-current and related amendments to Hong Kong interpretation 5 (2020)
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

**To be determined**

Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture
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The Group is in the process of making an assessment of the impact of these new standards, amendments to standards and is not yet in a position to state whether they would have a significant impact on the Group's results and financial position.

# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (C) Basis of Consolidation

The consolidated financial statements of the Group include the financial statements of the Company and all its subsidiaries made up to 31st March.

The Group uses the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated profit and loss account.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary in the consolidated financial statements to ensure consistency with the accounting policies adopted by the Group.

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (D) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date control ceases.

In the Company's balance sheet, the investments in subsidiaries are stated at cost less provision for impairment losses. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### (E) Joint Arrangement

Under HKFRS 11, investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Investments in joint ventures are accounted for using the equity method of accounting and are initially recognised at cost.

The Group's share of its joint ventures' post-acquisition profits or losses is recognised in the consolidated profit and loss account, and its share of post-acquisition movements in other comprehensive income is recognised in the Group's other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint ventures have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

The Group determines at each reporting date whether there is any objective evidence that the investment in the joint ventures is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint ventures and its carrying value and recognises the amount adjacent to "share of profits less losses of joint ventures" in the consolidated profit and loss account.



# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (F) Associated Companies

Associated companies are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associated companies are accounted for using the equity method of accounting and are initially recognised at cost.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

The Group's share of its associated companies' post-acquisition profits or losses is recognised in the consolidated profit and loss account, and its share of post-acquisition movements in other comprehensive income is recognised in the Group's other comprehensive Income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associated company.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associated companies have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

Gain or losses on dilution of equity interest in associated companies are recognised in the consolidated profit and loss account.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to "share of profits less losses of associated companies" in the consolidated profit and loss account.

### (G) Balance with Subsidiaries, Joint Ventures and Associated Companies

Balances with subsidiaries, joint ventures and associated companies are split into its financial assets/liabilities and equity components at initial recognition. The financial assets/liabilities component is initially stated at fair value and subsequently carried at amortised cost. The equity component is recognised at cost.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (H) Goodwill

Goodwill represents the excess of the cost of acquisition over the fair values of the Group's share of the net identifiable assets of the acquired subsidiaries, joint ventures and associated companies at the date of acquisition. If the Group's share of the net identifiable assets of the acquired subsidiaries, joint ventures and associated companies at the date of acquisition is more than the cost of acquisition, the excess will be recognised as a gain in the consolidated profit and loss account. Goodwill on acquisition of a foreign operation is treated as an asset of the foreign operation and translated at closing rate.

Goodwill on acquisition of a subsidiary is included in intangible assets. Goodwill on acquisitions of joint ventures and associated companies is included in investments in joint ventures and associated companies respectively. Goodwill as intangible asset is tested for impairment at least annually and whenever there is any impairment indication and carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. Impairment losses recognised on goodwill are not reversed.

### (I) Financial Investments

#### (i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

#### (ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (I) Financial Investments (Continued)

#### (iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### (a) Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in interest revenue using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "net investment gain/(loss)" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated profit and loss account.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in "net investment gain/(loss)". Interest income from these financial assets is included in interest revenue using the effective interest rate method. Foreign exchange gains and losses are presented in "net investment gain/(loss)" and impairment expenses are presented as separate line item in the consolidated profit and loss account.
- **FVOCI that are purchase or originated credit-impaired ("POCI")** financial assets are recognised at their fair value. Interest income from these financial assets is included in interest revenue using the credit-adjusted effective interest rate method. The credit-adjusted effective interest rate is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial asset to the amortised cost of a financial asset that is a POCI financial asset taking into account the expected cash flows by considering all contractual terms of the financial asset (for example, prepayment, extension, call and similar options) and expected credit losses.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within "net investment gain/(loss)" in the period in which it arises.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (I) Financial Investments (Continued)

#### (iii) Measurement (Continued)

##### (b) Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as "sales of goods and services, leasing and other revenue" when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in "net investment gain/(loss)" in the consolidated profit and loss account as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

#### (iv) Expected credit losses ("ECL")

At the end of the reporting period, the Group performs impairment assessment and recognises loss provisions based on ECL on financial assets measured at amortised cost and FVOCI for debt instruments. The ECL refers to the weighted average of the credit losses of financial instruments that are weighted by the risk of default. Credit loss refers to the difference between all contractual cash flows receivable from the contract and all cash flows expected to be received discounted at the original interest rate by the Group, that is, the present value of all cash shortages. Among them, the POCI financial assets shall be discounted according to the credit-adjusted effective interest rate method.

Regardless of whether the Group's assessment of credit losses is based on a single financial instrument or a combination of financial instruments, the increase or reversal of the loss provision resulting therefrom should be included in the current profit or loss as an impairment loss or gain. For debt instruments measured at FVOCI, the Group recognises the allowance of impairment in other comprehensive income and impairment losses or gains in profit or loss, which should not change the book value of the financial assets set out in the statement of financial position. For loss provision measured at the amount equivalent to the lifetime ECL of the financial instrument previously, if, at the end of the current reporting period, the financial instrument is no longer having significant increase in credit risk since the initial recognition, the Group measures its loss provision based on the amount of its ECL for the next 12 months, and the reversal of the loss provision arising from it is recognised as an impairment gain in profit or loss for the current reporting period. For POCI financial assets, the Group only recognises cumulative changes in lifetime ECL after initial recognition at the end of the reporting period as loss provision. At the end of each reporting period, the Group recognises the amount of the change in lifetime ECL as an impairment loss or gain in current profit or loss.

# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (I) Financial Investments (Continued)

#### (iv) Impairment (Continued)

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### (v) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where the Company currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Company has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

### (J) Property, Plant and Equipment

Property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are expensed in the profit and loss account during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives, as follows:

Hotel and other buildings in Hong Kong	Shorter of 50 years or the remaining lease period of the land on which the buildings are located
Other equipment	3 to 10 years

No depreciation is provided for buildings under development. Freehold land is not amortised.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

The gain or loss on disposal of an asset is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the consolidated profit and loss account.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2(K)).

# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (K) Impairment of Non-Financial Assets

Assets that have an indefinite useful life or are not yet available for use and are not subject to depreciation or amortisation and are tested annually for impairment. Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

### (L) Investment Properties

Properties that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated group, is classified as investment property. Investment property comprises land and buildings. Land held under operating leases are classified and accounted for as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Investment properties are measured initially at its cost, including related transaction costs. After initial recognition, investment properties are carried at fair value and are valued at least annually by independent valuers. The valuations are on an open market basis, related to individual properties, and separate values are not attributed to land and buildings. The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. Investment property that is being redeveloped for continuing use as investment property continues to be measured at fair value. Changes in fair values are recognised in the consolidated profit and loss account.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the consolidated profit and loss account during the financial period in which they are incurred.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes.

# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (M) Properties Under Development for Sale and Properties Held for Development for Sale

Properties under development for sale are included in current assets and comprise leasehold land, construction costs, interest capitalised and other direct costs attributable to such properties and are stated at the lower of cost and net realisable value.

Properties held for development for sale are stated at the lower of cost and net realisable value. Cost comprises leasehold land, construction costs, interest and other direct expenses capitalised during the course of development. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

### (N) Completed Properties Held for Sale

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost comprises leasehold land, construction costs, interest capitalized and other direct expenses capitalised during the course of development. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

### (O) Hotel and Restaurant Inventories

Hotel and restaurant inventories comprise consumables and are stated at the lower of cost and net realisable value. Cost is calculated on the weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less selling expenses.

### (P) Trade and Other Receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. See note 19 for further information about the Group's accounting for trade receivables and note 4(E) for a description of the Group's impairment policies.

### (Q) Trade Payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (R) Contract Liabilities

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to provide services to the customer.

The combination of those rights and performance obligations gives rise to a net liability depending on the relationship between the remaining rights and the performance obligations. The contract is a liability and recognised as contract liabilities if the cumulative payments made by customers exceeds the revenue recognised in profit or loss. Contract liabilities are recognised as revenue when the Group provide services to the customers and therefore satisfies its performance obligation.

### (S) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

### (T) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the initiation of the borrowings, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost with any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated profit and loss account or capitalised when applicable (note 2(AA)) over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

### (U) Employee Benefits

#### (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

#### (ii) Retirement benefits obligations

The Group contributes to several defined contribution retirement schemes which are available to employees. The assets of the schemes are held separately from those of the Group in independently administered funds. The Group has no further payment obligations once the contributions have been paid. The Group's contributions to these schemes are expensed as incurred.



# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (U) Employee Benefits (Continued)

#### (iii) Share-based compensation

The Group operates a number of equity-settled, share-based compensation plans. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision of original estimates, if any, in the profit and loss account, with a corresponding adjustment to equity.

When the options are exercised, the Company issue new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

### (V) Current and Deferred Income Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries, joint ventures and associated companies operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or a liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, joint ventures and associated companies, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (V) Current and Deferred Income Tax (Continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### (W) Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

### (X) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources, assessing performance of the operating segments and making strategies decisions, is identified as the Board of Directors of the Company.

### (Y) Revenue Recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is recognised as follows:

#### (i) Properties

Revenue from pre-sales of properties under development is recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and laws that apply to the contract, control of the properties under development may transfer over time or at a point in time. Control of the properties under development is transferred over time if the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

When control of the property transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the completed property.

#### (ii) Investment properties

Rental income from investment properties is recognised on a straight line basis over the terms of the respective leases.

# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (Y) Revenue Recognition (Continued)

#### (iii) Hotel and travel agency

Revenue from hotel room rental is recognised over time during the period of stay for the hotel guests.

Revenue from hotel food and beverage sales and other ancillary services is generally recognised at the point in time when the services are rendered.

Revenue from incentive travel tours is recognised over time and as gross when the service is delivered.

Revenue from sale of air tickets and hotel reservation arrangements are recognised at a point in time and as agency commission earned when the tickets and the confirmation documents are issued, respectively.

#### (iv) Financial investments

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. Interest income for the POCI financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset using the credit-adjusted effective interest rate. At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Dividend income is recognised when the right to receive payment is established.

### (Z) Foreign Currency Translation

#### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollar, which are the Company's functional and the Group's presentation currency.

#### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated profit and loss account, except when deferred in equity as qualifying cash flow hedges.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (Z) Foreign Currency Translation (Continued)

#### (ii) Transactions and balances (Continued)

Changes in the fair value of monetary securities denominated in foreign currency classified as financial assets at FVOCI are analysed between translation differences resulting from changes in the amortised cost of the securities and other changes in the carrying amount of the securities. Translation differences related to changes in the amortised cost are recognised in the consolidated profit and loss account, and other changes in the carrying amount are recognised in OCI.

Translation differences on non-monetary financial assets and liabilities such as equities held at FVPL are recognised in the consolidated profit and loss account as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as financial assets at FVOCI are included OCI.

#### (iii) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each profit and loss account and statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (c) all resulting currency translation differences are recognised in OCI.

On consolidation, currency translation differences arising from the translation of the net investment in foreign operations, are taken to other comprehensive income. When a foreign operation is sold, all of the differences accumulated in equity are reclassified to the consolidated profit and loss account as part of the gain or loss on disposal.

Fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in OCI.

# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (AA) Borrowing Costs

Borrowing costs incurred on properties under development 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 the properties under development. Capitalisation of borrowing costs is suspended during the extended periods in which the Group suspends active development of properties under development.

All other borrowing costs are recognised in the consolidated profit and loss account in the period in which they are incurred.

### (AB) Leases

#### **As the lessor**

Lease income from operating leases where the Group is a lessor is recognised as income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

#### **As the lessee**

Leases are recognised as right-of-use assets and corresponding lease liabilities at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to profit and loss account over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the lease liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The right-of-use assets and lease liabilities arising from a lease are initially measured on a present value basis.

The lease payments are discounted using the lessee's incremental borrowing rate, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit and loss account over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (AB) Leases (Continued)

#### As the lessee (Continued)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases with a lease term of 12 months or less are recognised on a straight-line basis as an expense in profit and loss account.

### (AC) Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less and bank overdrafts.

### (AD) Related Parties

Related parties are individuals and companies, including subsidiaries, fellow subsidiaries, joint ventures and associated companies and key management (including close members of their families), where the individual, company or group has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions.

### (AE) Dividend Distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors where appropriate.

### (AF) Scrip Dividend

Where the Company pays its dividends in the form of shares or gives the shareholders the options to receive a dividend in either cash or ordinary shares (referred to as scrip dividend), the shares issued are recognised at fair value.

# Notes to the Financial Statements

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### (AG) Financial Guarantee (Insurance Contracts)

The Company assesses at each balance sheet date the liabilities under its financial guarantee contracts using current estimates of future cash flows. Changes in carrying amount of these liabilities are recognised in the profit and loss account.

The Company accounts for its financial guarantee contracts in respect of guarantees provided to its subsidiaries and joint ventures in accordance with HKFRS 4, "Insurance Contracts".

### (AH) Derivative Financial Instruments and Hedging Activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The Group designates certain derivatives as hedges of a particular risk associated with cash flow of recognised assets or liabilities or a highly probable forecast transaction (cash flow hedge).

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items.

The effective portion of changes in the fair value of derivatives that are designated and qualified as cash flow hedges is recognised in hedging reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in the consolidated profit and loss account within "net finance costs".

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the consolidated profit and loss account. When the forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the consolidated profit and loss account.

### (AI) Government Grants

Government grants are recognised in the consolidated profit and loss account initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

## 3 FINANCIAL RISK MANAGEMENT

### (I) Financial Risk Factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.

#### (a) Market risk

##### (i) Foreign exchange risk

The Group's operations are mainly in Hong Kong. Entities within the Group are exposed to foreign exchange risk from future commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The Group has certain investments in foreign operations including Canada, Macau and Mainland China, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings denominated in the relevant foreign 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.

Currency risks as defined by HKFRS 7 arise on account of monetary assets and liabilities being denominated in a currency that is not the functional currency, differences resulting from the translation of financial statements into the Group's presentation currency are not taken into consideration.

The Group is also exposed to foreign currency risk with respect to financial investments, derivative financial instruments, bank balances and borrowings which are denominated in United States dollar, Renminbi, Sterling pounds, Euros and Japanese yen.

At 31st March 2022, the Group's entities with functional currency of Hong Kong dollar had United States dollars net monetary assets of HK\$5.0 billion (2021: HK\$13.4 billion). Under the Linked Exchange Rate System in Hong Kong, Hong Kong dollar is pegged to United States dollar, management considers that there is no significant foreign exchange risk with respect to United States dollar.



# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (a) Market risk (Continued)

##### (i) Foreign exchange risk (Continued)

If the foreign currency had strengthened/weakened by 5%, with all other variables held constant the Group's post tax profit would have the following changes:

	2022			2021		
	Net monetary assets amount HK\$'000	Increase/(decrease) in result attributable to the shareholders of the Company if exchange rate changes by		Net monetary assets amount HK\$'000	Increase/(decrease) in result attributable to the shareholders of the Company if exchange rate changes by	
		+5%	-5%		+5%	-5%
		HK\$'000	HK\$'000		HK\$'000	HK\$'000
Renminbi	3,970,372	91,249	(91,249)	4,653,013	111,686	(111,686)
Sterling	79,233	3,301	(3,301)	78,734	3,280	(3,280)
Japanese Yen	15,310	351	(351)	15,666	359	(359)
Euro	3,356	67	(67)	7,722	153	(153)

##### (ii) Price risk

The Group is exposed to equity and debt securities price risk from the Group's financial investments and derivative financial instruments. The performance of the Group's investments is closely monitored, together with an assessment of their relevance to the Group's long term strategic plans.

The Group's listed investments in equity and debt securities of other entities (classified as financial assets at FVPL and financial assets at FVOCI) are traded in HKEX, London Stock Exchange ("LSE"), Shanghai Stock Exchange ("SSE"), Shenzhen Stock Exchange ("SZSE"), New York Stock Exchange ("NYSE"), Singapore Stock Exchange ("SGX-ST") and Frankfurt Stock Exchange ("FSE"). The price of the Group's unlisted investments are quoted from brokers. Gains and losses arising from changes in fair value are dealt with in the profit and loss account and other comprehensive income respectively.

# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (a) Market risk (Continued)

##### (ii) Price risk (Continued)

For every 10% increase/decrease in the prices of financial instruments or underlying assets, with all other variables held constant the Group's post tax profit would have the following changes:

	2022				2021			
	Increase/(decrease) in result attributable to shareholders of the Company if price changes by +10%		Increase/(decrease) in investment revaluation reserve of the Company if price changes by -10%		Increase/(decrease) in result attributable to shareholders of the Company if price changes by +10%		Increase/(decrease) in investment revaluation reserve of the Company if price changes by -10%	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Financial assets at								
- FVPL	190,280	(190,280)	-	-	184,289	(184,289)	-	-
- FVOCI	-	-	221,729	(221,729)	-	-	793,020	(793,020)

##### (iii) Cash flow interest risk

Other than bank balances and deposits, financial investments with fixed coupons, mortgage loans receivables, loan receivables and advances to joint ventures (collectively "Interest Bearing Assets"), the Group has no other significant interest bearing assets. The Group's interest rate risk also arises from borrowings ("Interest Bearing Liabilities").

Interest Bearing Assets are mostly at fixed rates. Interest Bearing Liabilities are primarily issued at variable rates which therefore expose the Group to cash flow interest rate risk. The Group manages this risk by use of floating-to-fixed interest rate swaps.

At 31st March 2022, with all other variables held constant, if the interest rate had increased/decreased by 50 basis point, the Group's post tax profit attributable to shareholders of the Company would have been HK\$31,695,000 (2021: HK\$30,620,000) lower/higher.

# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (b) Credit risk

The credit risk of the Group mainly arises from bank balances and cash (note 20), financial investments (note 17), derivative financial instruments (note 24), as well as credit exposures to loan receivables, trade and other receivables.

#### ECL

The Group assesses on a forward-looking basis the ECL associated with financial assets carried at amortised cost, FVOCI and financial guarantee contracts. The measurement of ECL reflects:

- An unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- The time value of money; and
- Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecast of future economic conditions.

The Group assesses the ECL for trade receivables based on a simplified approach.

The Group adopts a “three-stage” model for impairment based on changes in credit quality since initial recognition, to estimate the expected credit losses for financial assets measured at amortised cost (except for trade receivables, which applies simplified approach) and FVOCI debt securities other than those that are classified as POCI and financial guarantee contracts.

The key definition of the three stages are summarised below:

- Stage 1: For financial instruments with no significant increase in credit risk after initial recognition or that have low credit risk at the reporting date, the expected credit losses are recognised at an amount equal to the portions of lifetime expected credit losses that result from default events possible within the next 12 months;
- Stage 2: For financial instruments with significant increase in credit risk since initial recognition, but there is no objective evidence of impairment, lifetime expected credit losses are recognised and interest revenue is calculated on the gross carrying amount of the asset;
- Stage 3: For financial instruments in default at the end of the reporting period, lifetime expected credit losses are recognised and interest revenue is calculated on the net carrying amount of the assets.

POCI are financial assets that are credit-impaired on initial recognition. This might occur, for example, in a situation in which there was a substantial modification of a distressed asset that resulted in the derecognition of the original financial asset. In such a case, it may be possible for the modification to result in a new financial asset which is credit-impaired at initial recognition. The Group include the initial lifetime expected credit losses in the estimated cash flows when calculating the credit-adjusted effective interest rate. At each reporting date, an entity shall recognise in profit or loss the amount of the change in lifetime expected credit losses as an impairment gain or loss.

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (b) Credit risk (Continued)

Significant increase in credit risk (stage 2)

The Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition on an ongoing basis. The Group sufficiently considers reasonable and supportable information, including forward-looking information, which reflects the significant increase in credit risk. The major factors considered include regulatory and business environment, external credit rating, repayment ability, operation capacity, repayment behaviours, etc. The Group compares the risk of a default occurring as at the end of the reporting period with that as at the date of initial recognition of one financial instrument or a portfolio of financial instruments that shares the similar credit risk characteristics. The Group also considers the following factors to determine whether there is significant increase in credit risk:

- Significant change in the financial instrument's credit rating;
- The Group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the Group would not otherwise consider;
- The borrower fails to make contractual payment within 30 days and 90 days of when they fall due, except for debt securities;
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the issuer;
- A significant decline in the market price of debt instrument.

Definition of default (stage 3)

The Group considers that amount due from joint ventures and associated companies, loan receivables and other receivables are in default when the counterparty fails to make contractual payments within 90 days of when they fall due. The Group also considers that debt securities are in default when an event of default occurs and is not rectified within the prescribed grace period for remedial action as stipulated in that financial instrument. The Group also considers the financial asset to be in default when it is highly probable that the borrower will enter bankruptcy or have difficulty in refinancing and have no other realistic option than to restructure their debt.

# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (b) Credit risk (Continued)

The Group is subject to credit risk exposure according to their relevant credit risk exposure.

Gross carrying amount	Simplified approach HK\$'000	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	POCI HK\$'000
<b>At 31st March 2022</b>					
Bank balances and cash					
Unrestricted cash	-	881,517	-	-	-
Restricted cash	-	374,330	-	-	-
Amounts due from joint ventures and associated companies	-	2,281,206	-	-	-
Loan receivables	-	3,323	-	8,812	-
Trade and other receivables excluding interest receivables	54,790	90,585	-	-	-
Financial assets at FVOCI and related interest receivables	-	488,644	624,368	2,781,003	763,903
<b>At 31st March 2021</b>					
Bank balances and cash					
Unrestricted cash	-	2,088,489	-	-	-
Restricted cash	-	86,152	-	-	-
Amounts due from joint venture and associated companies	-	2,126,982	-	-	-
Loan receivables	-	22,639	-	-	-
Trade and other receivables excluding interest receivables	33,936	100,208	-	-	-
Financial assets at FVOCI and related interest receivables	-	12,913,443	285,933	-	-

For cash and banks, the Group has limited its credit exposure by restricting the selection of financial institutions.

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (b) Credit risk (Continued)

For amounts due from joint venture and associated companies, the advances are mainly for financing the underlying property development projects. Management considered the credit risk of these advances to be immaterial given the property development projects are currently progressing according to plan and there are sufficient headroom comparing to the underlying cost.

Trade receivables mainly represents rental receivables and receivables from hotel operation. The Group requests rental deposits from tenants to minimise the credit exposure to the Group. Receivables from hotel operations mainly represents receivables from credit cards which are from reputable financial institutions. Considering the above, the Group considers the credit risk to be minimal.

Other receivables and loan receivables mainly represents other rental receivables and loan receivables from third parties. The credit exposures are assessed based on the credit quality of the debtors, taking into account their financial position, past experience and other factors. Individual risk limits are set by management and the utilisation of credit limits is regularly monitored. The exposure to these credit risks are monitored on an ongoing basis. The Group has made an ECL of HK\$1.7 million as at 31 March 2022 (2021: HK\$1.5 million) for other receivables and loan receivables.

During the year ended 31st March 2022, the PRC government intensified efforts to limit developers' leverage, which had a negative impact on the overall real estate sector and had affected market confidence. Given the change in market conditions, the credit risk for a number of issuers of the debt securities that the Group holds has significantly increased and some of which have been in default in making interest and principal payments. Several real estate developers, by extending or restructuring their debts, have effectively addressed their liquidity issues. This entails an extension of loan maturity, with amortisation over the tenor, and coupon rates unchanged or reduced without any principal haircut on the debt. Other Chinese developers are pursuing similar solutions. Due to the increased credit risk and financial uncertainties of these issuers, certain issuers have been classified as stage 2 and some other issuers have been classified as stage 3 according to HKFRS 9, leading to the increase in the recognition in ECL.

# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (b) Credit risk (Continued)

During the year, the following loss allowances were recognised in consolidated profit and loss account in relation to the Group's debt securities at FVOCI.

	Stage 1		Stage 2		Stage 3		POCI		Total	
	Fair value	ECL	Fair value	ECL	Fair value	ECL	Fair value	ECL	Fair value	ECL
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>2022</b>										
<b>At 31st March 2021</b>	12,388,951	82,671	267,460	76,513	-	661,651	-	-	12,656,411	820,835
New assets originated or purchased	2,076,841	53,607	-	-	-	-	852,613	-	2,929,454	53,607
Payments and assets derecognised	(3,583,625)	(17,091)	-	-	-	-	-	-	(3,583,625)	(17,091)
Transfer to stage 2	(1,057,948)	(28,811)	1,057,948	28,811	-	-	-	-	-	-
Transfer to stage 3	(9,400,404)	(84,098)	(267,460)	(74,249)	9,667,864	158,347	-	-	-	-
Credit quality related changes	-	(1,098)	-	58,585	-	2,836,896	-	48,770	-	2,943,153
Change in fair value	6,179	-	(588,004)	-	(7,505,478)	-	(119,203)	-	(8,206,506)	-
<b>At 31st March 2022</b>	429,994	5,180	469,944	89,660	2,162,386	3,656,894	733,410	48,770	3,795,734	3,800,504
<b>Total ECL charge to profit and loss account for the year</b>										2,979,669
<b>2021</b>										
<b>At 31st March 2020</b>	15,597,910	139,526	-	-	119,141	541,635	-	-	15,717,051	681,161
New assets originated or purchased	6,142,194	31,913	-	-	-	-	-	-	6,142,194	31,913
Payments and assets derecognised	(10,090,321)	(81,227)	-	-	-	-	-	-	(10,090,321)	(81,227)
Transfer to stage 2	(316,702)	(9,301)	316,702	9,301	-	-	-	-	-	-
Credit quality related changes	-	1,760	-	67,212	-	120,016	-	-	-	188,988
Change in fair value	1,055,870	-	(49,242)	-	(119,141)	-	-	-	887,487	-
<b>At 31st March 2021</b>	12,388,951	82,671	267,460	76,513	-	661,651	-	-	12,656,411	820,835
<b>Total ECL charge to profit and loss account for the year</b>										139,674

The Group estimates the loss allowances for FVOCI financial investments under stage 1 and stage 2 by referencing to data published by credible rating agencies and other forward-looking factors which takes into account of macro economic information.

For the credit-impaired debt securities (stage 3), the impairment loss was estimated based on management's assessment on the eventual shortfall of cash recoverable using a lifetime expected credit loss model. The impairment assessment used key inputs based on financial information extracted from the most recent available financial information of the issuer.

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (b) Credit risk (Continued)

The assessments on the debt securities at FVOCI in Stage 3 involved probability weighted outcomes and calculation of an expected value as a whole. Such outcomes include:

- For the notes subject to a restructuring scheme announced by the issuer, discounted cashflow method was used according to the accounting standards. The cashflow and timing set out in the approved scheme was adopted, discount factors were determined using original purchase yield, and scenarios analysis in estimation was applied according to the accounting standards.
- For the notes with no scheme of arrangement announced, some of them already had relatively advanced draft restructuring terms whereas some of them, despite no restructuring terms having been agreed, had directional guidance on the restructuring (e.g. no haircut on principal, amortisation within certain number of years, etc.). Assessments on these notes included formulation of various probable restructuring plans (e.g. longer repayment period, reduced coupon rates and/or haircut on principal amount, and implementation date), thereafter various discounted cashflows based on different probable restructuring plans were conducted for these notes.
- Deferral of repayments under the restructuring terms (as per the announced restructuring plan or the probable restructuring plans formulated by management) by 1 to 2 instalments, and same valuation work as mentioned above was conducted based on the longer repayment periods under the respective restructuring plans.
- Recovering the investment through sales of the notes in the market based on its market price at 31st March 2022.
- Liquidation of the issuer, in which case a discount was applied to the issuer's consolidated assets at its latest published balance sheet date to arrive at a break-up value of the assets, and a present value of such assets after factoring in the time needed for realisation of the assets. The amount was then applied towards settlement of liabilities of the issuer, taking into account the rankings and priorities of those debts.

After calculating the expected values of each financial investment under different scenarios derived from the above principles, a probability weight in percentage was assigned for each scenario with a higher probability weight being assigned to the scenario to reflect the most likely outcome and vice versa, and a weighted ECL was calculated for each financial asset.



# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (b) Credit risk (Continued)

The below table illustrates the major contributors for the ECL that have defaulted during the year ended 31st March 2022 and the assumptions used in estimating the ECL recorded.

Issuer of debt securities	Unrealised loss for the year ended 31st March 2022 HK\$ million	Changes in ECL recorded in profit and loss for the year ended 31st March 2022 HK\$ million	ECL balance as at 31st March 2022 HK\$ million	Scenario	Scenario probability	Payment terms	Coupon rate
Bond issuer 1	(2,713)	(1,116)	1,134	Restructuring Straight sale Liquidation	5% – 60%	6 – 8 years	5% – 9%
Bond issuer 2	(3,411)	(1,290)	1,309	Restructuring Straight sale Liquidation	5% – 60%	6 – 8 years	5% – 9%
Bond issuer 3	-	(159)	-	Restructuring Straight sale Liquidation	5% – 80%	3 years	10%
Bond issuer 4	(317)	(111)	112	Restructuring Straight sale Liquidation	5% – 90%	6 years	5% – 8%
Bond issuer 5	(289)	(54)	56	Restructuring Straight sale Liquidation	5% – 80%	5 years	7% – 9%

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (c) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its current obligations when they fall due. The Group closely monitors its liquidity through maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and compliance of financial covenants of borrowings. The Group maintains flexibility in funding by keeping committed credit lines available and maintaining a reasonable level of marketable securities to meet any unexpected and material cash requirements in the course of ordinary business and to provide contingency liquidity support. At 31st March 2022, the unutilised credit facilities available to the Group amounted to HK\$7,387,000,000 (2021: HK\$10,115,000,000).

The relevant maturity groupings on the contractual undiscounted cash flows based on the remaining period at the balance sheet date to the contractual maturity date of the Group's financial liabilities are analysed in the financial statements.

# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (I) Financial Risk Factors (Continued)

#### (c) Liquidity risk (Continued)

The tables below analyse the Group's financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual face value without applying discounted cash flow model based on the earliest date on which the Group is required to pay. To the extent that interest flows are at floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

	On demand HK\$'000	Within 1 year HK\$'000	Between 1 and 5 years HK\$'000	After 5 years HK\$'000	Total undiscounted cash flows HK\$'000
<b>At 31st March 2022</b>					
Non-derivative					
Trade and other payables	-	199,687	-	-	199,687
Amounts due to joint ventures	-	311,392	-	-	311,392
Amount due to an associated company	-	206,250	-	-	206,250
Borrowings	407,000	3,967,615	14,079,498	-	18,454,113
Lease liabilities	-	8,174	5,738	-	13,912
	407,000	4,693,118	14,085,236	-	19,185,354
Derivative financial instruments					
Net outflow	-	57,378	102,257	6,886	166,521
	407,000	4,750,496	14,187,493	6,886	19,351,875
<b>At 31st March 2021</b>					
Non-derivative					
Trade and other payables	-	1,272,577	-	-	1,272,577
Amounts due to joint ventures	-	337,775	-	-	337,775
Amount due to an associated company	-	219,450	-	-	219,450
Borrowings	533,325	4,617,615	13,723,850	-	18,874,790
Lease liabilities	-	2,263	855	-	3,118
	533,325	6,449,680	13,724,705	-	20,707,710
Derivative financial instruments					
Net outflow	-	75,820	214,046	11,510	301,376
	533,325	6,525,500	13,938,751	11,510	21,009,086

# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (II) Capital Risk Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The Group monitors capital on the basis of the gearing ratio against Revalued net assets (note (a)). Revalued net assets are prepared having taken into account the fair value of hotel properties, net of relevant deferred income taxes, in addition to the net assets shown in the consolidated balance sheet prepared in accordance with HKFRS. According to the Group's accounting policies, no properties other than investment properties are to be carried at valuation. Details of the valuation of the hotel properties, prepared for readers' information only, are set out in note 15(a) to the financial statements.

The gearing ratio against Revalued net assets is calculated as net debt divided by Revalued net assets. Net debt is calculated as total borrowings (including current and non-current as shown in the consolidated balance sheet) less bank balances and cash.

The gearing ratios at 31st March 2022 and 2021 were as follows:

	2022 HK\$'000	2021 HK\$'000
Borrowings (note 23)	17,566,082	17,994,031
Less: bank balances and cash (note 20)	(1,255,847)	(2,174,641)
Net debt	16,310,235	15,819,390
Revalued net assets (note (a))	26,266,521	33,498,895
Gearing ratio against Revalued net assets	62%	47%

Notes:

- (a) "Revalued net assets" and "Revalued total assets" are not a measure of financial performance under generally accepted accounting principles in Hong Kong. The Revalued net assets measures and Revalued total assets measures used by the Group may not be comparable to other similarly titled measures of other companies and should not necessarily be construed as an alternative to net assets and total assets as determined in accordance with HKFRS.

# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (III) Fair Value Estimation

Financial instruments carried at fair value are categorised into 3 levels defined as follows:

**(i) Financial instruments in level 1**

The fair value of financial instruments traded in active markets (such as listed equity securities) is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price. These instruments are included in level 1.

**(ii) Financial instruments in level 2**

The fair value of financial instruments that are not traded in an active market (over-the-counter investments and derivatives) is determined by using latest available transaction price or valuation techniques. Judgements as to whether there is an active market may include, but not restricted to, consideration of factors such as the magnitude and frequency of trading activities, the availability of prices and the size of bid/ask spreads. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 2 instruments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

**(iii) Financial instruments in level 3**

If one or more of the significant inputs is not based on observable market data, the instruments are included in level 3.

Level 3 instruments comprise listed debt securities, unlisted equity securities and unlisted funds which are not traded in an active market. Fair values of these instruments have been determined using appropriate valuation techniques with references including discounted cash flows and asset-based values from financial institutions and other prices observed in recent transactions.

## Notes to the Financial Statements

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### (III) Fair Value Estimation (Continued)

The following table presents the Group's financial instruments that are measured at fair value at 31st March 2022 and 2021.

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000
<b>2022</b>			
Assets			
Financial investments			
Financial assets at FVOCI	258,362	2,817,702	1,060,734
Financial assets at FVPL	116,335	3,176,632	170,075
Derivative financial instruments	–	286,914	–
	374,697	6,281,248	1,230,809
Liabilities			
Derivative financial instruments	–	676	–
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000
<b>2021</b>			
Assets			
Financial investments			
Financial assets at FVOCI	396,332	12,656,411	56,353
Financial assets at FVPL	183,591	4,078,410	131,234
Derivative financial instruments	–	26,965	–
	579,923	16,761,786	187,587
Liabilities			
Derivative financial instruments	–	106,361	–

# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (III) Fair Value Estimation (Continued)

The following table presents the changes in level 3 financial instruments for the year ended 31st March 2022 and 2021.

	<b>Financial assets at FVOCI HK\$'000</b>	<b>Financial assets at FVPL HK\$'000</b>
At 31st March 2020	98,482	92,814
Net (disposal)/addition	(42,245)	15,144
Fair value loss recognised in OCI	(44)	-
Fair value gain recognised in profit or loss	160	23,276
At 31st March 2021	56,353	131,234
Net addition	709,136	25,792
Transfer from level 2	267,460	-
Fair value gain recognised in OCI	25,251	-
Fair value gain recognised in profit or loss	2,534	13,049
At 31st March 2022	<b>1,060,734</b>	<b>170,075</b>

In 2022, except that the Group transferred HK\$267 million financial assets at FVOCI from level 2 to level 3 which was resulting from significant reduction in transaction volume, there were no transfer between levels 1, 2 and 3. This resulted the Group using discounted cashflow in valuing the financial assets at FVOCI, which included the use of estimated cashflows and comparable market discount rates, which is unobservable.

# Notes to the Financial Statements

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### (III) Fair Value Estimation (Continued)

The following table summarises the quantitative information about the significant unobservable input used in level 3 fair value measurement.

Description	Fair value		Valuation Technique	Unobservable input	Relationship of unobservable input to fair value
	as at 31st March 2022 HK'000	as at 31st March 2021 HK'000			
Financial asset at FVOCI	978,031	–	Discounted cash flow methodology	Discount rate of 15%-25% on estimated contractual cash inflow from the bond	The higher the estimated contractual cash flow from the underlying bond, the higher the fair value. The higher the discount rate, the lower the fair value.
Financial asset at FVOCI	82,703	56,353	Asset-based valuation	Net asset value	The higher the net asset value, the higher the fair value.
Financial asset at FVPL	154,795	115,601	Asset-based valuation	Net asset value	The higher the net asset value, the higher the fair value.
Financial asset at FVPL	15,280	15,633	Third party valuation report	Fair value of the underlying property based on valuation model	The higher the underlying property, the higher the fair value.



# Notes to the Financial Statements

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In preparing this consolidated financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31st March 2021.

The estimates and assumptions that may have a significant effect on the carrying amounts of assets and liabilities within the next financial year are set out below.

### (A) ECL for Financial Investments

The measurement of the ECL for financial investments is an area that requires significant assumptions about future economic conditions and credit behaviour. These financial investments mainly represent FVOCI debt securities.

Significant judgements are required in applying the accounting requirements for measuring ECL. The Group assessed whether the credit risk of the FVOCI debt securities increased significantly since their initial recognition, and applied a three-stage impairment model approach to calculate the ECL except for POCI. For FVOCI debt securities that are classified as stage 1 or stage 2, the Group assessed the ECL using a model that incorporated relevant assumptions, including PD and LGD. For FVOCI debt securities classified as stage 3, the Group assessed ECL for each FVOCI debt securities using a discounted cashflow model with probability weightings given to different probable scenarios. For POCI, the Group estimates the lifetime expected credit losses using discounted cash flows from the investment at each reporting date. The assumptions also take into account forward-looking estimates by referencing to macro-economic factors.

The uncertainty of estimates, involvement of significant management judgements and assumptions gave rise to a higher risk of uncertainty in such assessment.

# Notes to the Financial Statements

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

### (B) Fair Value of Level 3 Financial Assets at FVOCI

The measurement of fair value for financial assets at FVOCI involved the use of unobservable inputs which may lead to estimation uncertainty. The significant unobservable inputs included estimated future cashflow and the discount rate applied. Although the Group believes that its estimates of fair value are appropriate, the use of different methodology or assumption could lead to different measurement of fair value. For further details, please refer to note 3(III).

### (C) Estimate of Fair Value of Investment Properties

At 31st March 2022, the Group had investment properties with fair value of HK\$9,959,069,000 (2021: HK\$9,454,087,000). The best evidence of fair value is current prices in an active market for similar properties. In the absence of such information, the amount is determined within a range of reasonable fair value estimates. Information from a variety of sources are considered in making the judgement:

- (i) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences; and
- (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices.

The Group assessed the fair value of its investment properties based on valuation determined by independent and professional qualified valuers.

Detail of the judgement and assumptions have been disclosed in note 14.

# Notes to the Financial Statements

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### (D) Recoverability of Properties Under Development for Sale and Impairment of Property Held for Development for Sale

#### (1) Recoverability of Properties Under Development for Sale

The Group assesses the carrying amounts of properties under development for sale according to their estimated net realisable value based on the realisability of these properties, taking into account construction costs to completion based on the existing development plans and the estimation of selling prices of the properties of comparable locations and conditions. Provision is made when events or changes in circumstances indicate that the carrying amounts may not be fully realised. The assessment requires the use of significant estimates.

#### (2) Impairment of Property Held for Development for Sale

The Group's property held for development for sale is stated at lower of cost and net realisable value. The Group had a 100% interest in a piece of land ("Property" or "Land") situated in Seac Pai Van, Coloane, Macau. As Macau government has officially declared expiry of the concession and reclaimed the land in February 2017 and the appeal was dismissed by the Last Instance Court in July 2020, the Group has no rights to use the land concession, accordingly the Property and a full impairment provision for the Property made in prior years were written-off during the year ended 31st March 2021.

In March 2021, a statement of claim was filed by the Group against the Macau government at the Administrative Court, with a view to recover the damages caused by the Macau government's failure to create the conditions necessary for the Group to develop the Property. In June 2021, the Group filed the Reply to the statement of defence by the defendants in May 2021 at the Administrative Court. The legal proceeding is at an early stage pending at the Administrative Court up to the date of this report.

### (E) Impairment of Trade and Other Receivables and Loan Receivables

The Group measures the loss allowance using a lifetime expected loss for trade receivables. To measure the expected credit losses, trade receivables assets have been grouped based on shared credit risk characteristics and the days past due. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

Impairment on other receivables and loan receivables are measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. Moreover, the Group also reviews the value of collateral received from the debtors and other type of credit enhancement received during debt collection process in determining the impairment.

Impairment losses on trade and other receivables and loan receivables are recognised in the profit and loss account within "cost of sales" and "selling and administrative expenses". Trade and other receivables and loan receivables are written off (either partially or in full) when there is no reasonable expectation of recovery.

# Notes to the Financial Statements

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### (F) Income Taxes

The Group is subject to income taxes in Hong Kong and other jurisdictions. Judgement is required in certain provision for income taxes for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for potential tax exposures based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax provisions in the period in which such determination is made.

Recognition of deferred income tax assets (note 25), which principally relate to tax losses, depends on the management's expectations of future taxable profit that will be available against which tax losses can be utilised. The outcome of their actual utilisation may be different.

## 5 SEGMENT INFORMATION

The Group is principally engaged in property management, development and investment, hotel, travel operation and securities investments. Revenue includes revenue from property management, property sales and leasing, hotel and travel operation, management services, interest income and dividend income.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments. The operating segments were determined based on the reports reviewed by the chief operating decision-maker. The Group is organised into four main operating segments, comprising property sales, property leasing, hotel and travel and financial investments. Segment assets consist primarily of property, plant and equipment, investment properties, financial investments, other non-current assets, hotel inventories, properties under development/held for sale and trade and other receivables. Segment liabilities comprise mainly borrowings, trade and other payables and contract liabilities.

	Property sales HK\$'000	Property leasing HK\$'000	Hotel and travel HK\$'000	Financial investments HK\$'000	Others HK\$'000	Total HK\$'000
<b>2022</b>						
Segment revenue	11,250	177,502	75,810	2,486,919	37,192	2,788,673
Contribution to segment results	(721)	149,971	(22,993)	2,476,398	27,901	2,630,556
Depreciation	(8,315)	-	(176,978)	-	(38,870)	(224,163)
Net investment loss	-	-	-	(4,081,491)	-	(4,081,491)
Fair value gain of investment properties	-	494,571	-	-	-	494,571
Written back of provision for impairment in value of properties under development for sale	61,830	-	-	-	-	61,830
Share of profits less losses of						
Joint ventures	15,551	-	-	-	(10)	15,541
Associated companies	-	11,211	-	-	(502)	10,709
Segment results	68,345	655,753	(199,971)	(1,605,093)	(11,481)	(1,092,447)
Unallocated corporate expenses						(168,935)
Net finance costs						(339,129)
Loss before income tax						(1,600,511)

# Notes to the Financial Statements

## 5 SEGMENT INFORMATION (Continued)

	Property sales HK\$'000	Property leasing HK\$'000	Hotel and travel HK\$'000	Financial investments HK\$'000	Others HK\$'000	Total HK\$'000
2021						
Segment revenue	-	195,866	37,251	2,459,598	47,648	2,740,363
Contribution to segment results	(3,805)	168,788	(39,816)	2,452,230	35,796	2,613,193
Depreciation	(5,713)	-	(176,031)	-	(22,160)	(203,904)
Net investment gain	-	-	-	196,040	-	196,040
Fair value loss of investment properties	-	(241,715)	-	-	-	(241,715)
Share of profits less losses of						
Joint ventures	83,748	-	-	-	1,445	85,193
Associated companies	-	(80,975)	-	-	(1,675)	(82,650)
Segment results	74,230	(153,902)	(215,847)	2,648,270	13,406	2,366,157
Unallocated corporate expenses						(178,894)
Net finance costs						(406,686)
Profit before income tax						1,780,577

# Notes to the Financial Statements

## 5 SEGMENT INFORMATION (Continued)

	Business segments						Total HK\$'000
	Property sales HK\$'000	Property leasing HK\$'000	Hotel and travel HK\$'000	Financial investments HK\$'000	Others HK\$'000	Unallocated HK\$'000	
<b>2022</b>							
Assets	10,306,692	11,213,408	5,968,423	8,487,198	220,020	3,323,681	39,519,422
Assets include:							
Joint ventures and associated companies	5,458,747	1,203,990	–	–	29,182	–	6,691,919
Addition to non-current assets*	144,134	10,411	149,948	–	122,044	5,085	431,622
Liabilities							
Borrowings	5,182,700	1,761,674	3,519,378	554,631	–	6,547,699	17,566,082
Other unallocated liabilities							1,902,757
							19,468,839
<b>2021</b>							
Assets	9,424,658	10,682,175	6,010,798	18,047,001	231,495	4,168,545	48,564,672
Assets include:							
Joint ventures and associated companies	5,691,208	1,192,778	–	–	34,375	502	6,918,863
Addition to non-current assets*	3,988	2,402	10,979	–	211	81,446	99,026
Liabilities							
Borrowings	4,615,009	1,788,371	3,609,603	2,490,865	–	5,490,183	17,994,031
Other unallocated liabilities							3,123,021
							21,117,052

\* These amounts exclude financial instruments and deferred income tax assets.

# Notes to the Financial Statements

## 5 SEGMENT INFORMATION (Continued)

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
<b>Revenue</b>		
Hong Kong	323,331	328,819
Overseas	2,465,342	2,411,544
	<b>2,788,673</b>	2,740,363
<b>Non-current assets*</b>		
Hong Kong	22,460,782	21,249,645
Overseas	2,271,467	3,136,976
	<b>24,732,249</b>	24,386,621

\* These amounts exclude financial instruments and deferred income tax assets.

Sales of goods and services, leasing and other revenue can be further analysed into:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Revenue from contracts with customers		
– Recognised at a point in time	13,021	3,005
– Recognised over time	112,643	64,344
	<b>125,664</b>	67,349
Other sources	184,931	184,091
	<b>310,595</b>	251,440

# Notes to the Financial Statements

## 6 NET INVESTMENT (LOSS)/GAIN

	2022 HK\$'000	2021 HK\$'000
Financial assets at FVPL		
– net unrealised (loss)/gain from market price movements	(1,328,495)	219,005
– net unrealised exchange gain/(loss)	149,619	(23,998)
– net realised (loss)/gain (note (a)(i))	(6,627)	7,654
Financial assets at FVOCI		
– net unrealised exchange gain	61,116	32,132
– net realised (loss)/gain (note (a)(ii))	(4,419)	92,539
– changes in expected credit losses (note (c))	(2,979,669)	(139,674)
Derivative financial instruments		
– net unrealised gain	26,984	8,382
	<b>(4,081,491)</b>	<b>196,040</b>

Notes:

Supplementary information of net investment (loss)/gain on financial investments:

- (a) During the year, 13 (2021: 30) debt securities and 6 (2021:10) equity securities had been disposed of/ redeemed.

	2022 HK\$'000	2021 HK\$'000
(i) Net realised (loss)/gain on financial assets at FVPL		
Gross consideration	37,703	104,997
Cost of investments	(39,528)	(97,683)
(Less)/add: net unrealised (gain)/loss recognised in prior years	(4,802)	340
Net realised (loss)/gain recognised in current year	<b>(6,627)</b>	<b>7,654</b>
(ii) Net realised (loss)/gain on financial assets at FVOCI		
Gross consideration	3,612,687	10,965,133
Cost of investments	(3,747,308)	(10,763,772)
Transfer from investment revaluation reserve	130,202	(108,822)
Net realised (loss)/gain recognised in current year	<b>(4,419)</b>	<b>92,539</b>



# Notes to the Financial Statements

## 6 NET INVESTMENT (LOSS)/GAIN (Continued)

Notes: (Continued)

- (b) Net unrealised (loss)/gain for the year was mainly generated from the fair value changes of the financial investments that comprised 66 (2021: 66) securities and 6 unlisted funds as at 31st March 2022.

Summary of net unrealised (loss)/gain for the year ended 31st March:

	2022 HK\$'000	2021 HK\$'000
Equity securities	(56,012)	36,212
Debt securities	(1,075,539)	165,226
Unlisted fund	13,791	25,701
	<b>(1,117,760)</b>	227,139

During the year, the following debt securities contributed to the majority of the unrealised loss:

Debt securities	Unrealised loss for the year ended 31st March 2022 HK\$'000
Guangzhou R&F 6.8%	(422,228)
Guangzhou R&F 6.58%	(280,498)
Guangzhou R&F 7.4%	(273,166)
	<b>(975,892)</b>

Guangzhou R&F 6.58%, 6.8% and 7.4% notes, issued by Guangzhou R&F Properties Co., Ltd ("Guangzhou R&F"), carry fixed coupon rates of 6.58% per annum (maturing on 4th December 2022), 6.8% per annum (maturing on 16th May 2023), and 7.4% per annum (maturing on 19th October 2022), respectively. These notes are denominated in RMB and are listed in PRC; the 6.58% note is rated "AA+" by China Lianhe Credit Rating Co. Ltd and is listed on SSE; the 6.8% notes is non-rated and listed on SSE; and the 7.4% notes is non-rated and listed on SZSE. The Group acquired them through total return swap arrangement ("TRS") arranged by Morgan Stanley & Co. International plc, a public limited company incorporated in England and Wales. Guangzhou R&F is principally engaged in property development, property management, hotel development, commercial operations, and architectural and engineering design in the PRC. Its shares are listed on HKEX (stock code 2777).

# Notes to the Financial Statements

## 6 NET INVESTMENT (LOSS)/GAIN (Continued)

Notes: (Continued)

- (c) Summary of expected credit loss for the year:

During the year, the following debt securities contributed to the majority of the changes in expected credit loss:

Debt securities	Changes in ECL for the year ended 31st March 2022 HK\$'000
Scenery Journey 12%	(790,401)
Evergrande 12%	(450,825)
Evergrande 8.75%	(379,467)
Scenery Journey 11.5%	(298,803)
Evergrande 11.5%	(154,820)
	<b>(2,074,316)</b>

Evergrande 8.75%, 11.5% and 12% notes, issued by China Evergrande Group ("Evergrande"), carry fixed coupon rates of 8.75% per annum (maturing on 28th June 2025), 11.5% per annum (maturing on 22nd January 2023), and 12% per annum (maturing on 22nd January 24), respectively. These notes are denominated in USD and are listed on SGX-ST. Evergrande is principally engaged in property development, property management, property construction, hotel operations, finance business, internet business, and health industry business in the PRC. Its shares are listed on HKEX (stock code 3333).

Scenery Journey 11.5% and 12% notes, issued by Scenery Journey, an indirect subsidiary of Evergrande, carry fixed coupon rates of 11.5% per annum (maturing on 24 October 2022), and 12% per annum (maturing on 24th October 2023), respectively. These notes are denominated in USD and are listed on SGX-ST.

# Notes to the Financial Statements

## 7 INCOME AND EXPENSES BY NATURE

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
<b>Income</b>		
Net rental income (note)	150,087	170,188
Interest income from financial assets at FVOCI		
Listed investments	1,867,808	2,381,478
Interest income from financial assets at FVPL		
Listed investments	585,884	59,116
Unlisted investments	3,511	7,077
Interest income from financial assets at amortised cost		
Amount due from joint ventures	15,454	37,088
Loan receivables	1,535	3,332
Bank deposits	3,886	832
Dividend income		
Listed investments	7,706	6,445
<b>Expenses</b>		
Auditor's remuneration		
Audit services	9,837	9,905
Non-audit services	1,501	2,978
Cost of properties and goods sold	6,429	4,794
Employee benefit expense including Director's emoluments (note 8)	181,391	176,329
Rental expense for land and buildings	1,086	1,088
Note:		
Gross rental income		
Investment properties	177,401	195,812
Properties held for sale	101	54
Outgoings	177,502 (27,415)	195,866 (25,678)
Net rental income	150,087	170,188

# Notes to the Financial Statements

## 8 EMPLOYEE BENEFITS EXPENSE

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Wages and salaries	<b>182,467</b>	177,051
Retirement benefits costs (note (a))	<b>3,884</b>	3,674
	<b>186,351</b>	180,725
Capitalised under properties under development for sale	<b>(4,960)</b>	(4,396)
	<b>181,391</b>	176,329

Staff costs are stated inclusive of Directors' emoluments and are included in cost of sales and administrative expenses.

Notes:

- (a) Retirement benefits costs

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Gross contributions	<b>3,875</b>	3,653
Termination benefit	<b>9</b>	21
Net contributions	<b>3,884</b>	3,674

The Group participates in various types of defined contribution schemes for employees, namely the Mandatory Provident Fund ("MPF") Scheme and Occupational Retirement Scheme Ordinance ("ORSO") Scheme in Hong Kong, Canada Pension Plan ("CPP") in Canada and retirement plans in Mainland China.

In Hong Kong, the Group participates in several defined contribution schemes under the ORSO which are available to employees joining before 1st December 2000. Under these schemes, contribution of 5% of the employee's monthly salaries are made by the employees and by the Group. The Group's contributions may be reduced by contributions forfeited by those employees who leave the schemes prior to vesting fully in the contributions.

The Group also participates in the MPF schemes, which are available to all employees not joining the ORSO schemes in Hong Kong and in the CPP organised by the Canadian Government for all employees in Canada. Monthly contributions to the MPF scheme and CPP are made equal to 5% (2021: 5%) or a fixed sum and 5.7% (2021: 5.45%) respectively, of the employee's relevant income in accordance with the local legislative requirements.

As at 31st March 2022 and 2021, no forfeiture was available to reduce the Group's future contributions to the ORSO Scheme.

# Notes to the Financial Statements

## 8 EMPLOYEE BENEFIT EXPENSE (Continued)

Notes: (Continued)

(b) Share options

The Company, Asia Standard International Group Limited (“Asia Standard”) and Asia Standard Hotel Group Limited (“Asia Standard Hotel”), listed subsidiaries, operate share option schemes, whereby options may be granted to employees of the Group, including the Executive Directors, to subscribe for shares of the Company, Asia Standard and Asia Standard Hotel respectively. The consideration to be paid on each grant of option is HK\$1 for the Company, Asia Standard and Asia Standard Hotel respectively.

### Company

Details of share options held under the share option scheme of the Company are as follows:

Date of grant		Exercise price per share	Expiry date	Number of share options Outstanding as at 31st March 2022 and 2021
11th December 2015	Directors	HK\$1.42	10th December 2025	7,000,000

No share options were granted, exercised, cancelled or lapsed for both years.

### Asia Standard

Details of share options held under the share option scheme of Asia Standard are as follows:

Date of grant		Exercise price per share	Expiry date	Number of share options Outstanding as at 31st March 2022 and 2021
13th March 2014	Employee	HK\$2.00	12th March 2024	1,000,000
11th December 2015	Directors	HK\$1.38	10th December 2025	7,000,000
				8,000,000

No share options were granted, exercised, cancelled or lapsed for both years.

### Asia Standard Hotel

Details of share options held under the share option scheme of Asia Standard Hotel are as follows:

Date of grant		Exercise price per share (adjusted)	Expiry date	Number of share options Outstanding as at 31st March 2022 and 2021
11th December 2015	Directors	HK\$0.343	10th December 2025	28,800,000

No share options were granted, exercised, cancelled or lapsed for both years.

# Notes to the Financial Statements

## 9 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

- (a) The aggregate amount of emoluments paid and payable to Directors of the Company for the years ended 31st March 2022 and 2021 are set out as below:

Name of Director	Fees	Salaries	Discretionary bonuses	Allowance and benefit in kind	Employer's contribution to retirement benefit scheme	Total emoluments
<b>2022 (in HK\$'000)</b>						
<b>Executive</b>						
Mr. Fung Siu To, Clement	-	1,305	188	1,487	42	3,022
Mr. Poon Jing	-	1,303	16,200	14,152	18	31,673
Mr. Poon Hai	-	2,959	15,000	9,337	36	27,322
Mr. Poon Yeung, Roderick	-	1,927	14,000	1,212	36	17,175
Mr. Lun Pui Kan	-	1,696	1,000	1,189	137	4,022
Mr. Kwan Po Lam, Phileas	-	2,218	600	605	111	3,534
	-	11,408	46,988	27,982	380	86,758
<b>Independent Non-executive</b>						
Mr. Cheung Kwok Wah	375	-	-	-	-	375
Mr. Wong Chi Keung	775	-	-	-	-	775
Mr. Leung Wai Keung	775	-	-	-	-	775
	1,925	-	-	-	-	1,925
	1,925	11,408	46,988	27,982	380	88,683

# Notes to the Financial Statements

## 9 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

- (a) The aggregate amount of emoluments paid and payable to Directors of the Company for the years ended 31st March 2022 and 2021 are set out as below: (Continued)

Name of Director	Fees	Salaries	Discretionary bonuses	Allowance and benefit in kind	Employer's contribution to retirement benefit scheme	Total emoluments
2021 (in HK\$'000)						
Executive						
Mr. Fung Siu To, Clement	-	1,294	188	1,306	42	2,830
Mr. Poon Jing	-	1,303	16,200	14,689	18	32,210
Mr. Poon Hai	-	2,947	16,200	650	36	19,833
Mr. Poon Yeung, Roderick	-	1,919	14,000	620	36	16,575
Mr. Lun Pui Kan	-	1,835	1,600	1,044	136	4,615
Mr. Kwan Po Lam, Phileas	-	2,315	600	946	110	3,971
	-	11,613	48,788	19,255	378	80,034
Independent Non-executive						
Mr. Cheung Kwok Wah	300	-	-	-	-	300
Mr. Hung Yat Ming (resigned on 15th January 2021)	277	-	-	-	-	277
Mr. Wong Chi Keung	431	-	-	-	-	431
Mr. Leung Wai Keung (appointed on 15th January 2021)	116	-	-	-	-	116
	1,124	-	-	-	-	1,124
	1,124	11,613	48,788	19,255	378	81,158

### Notes:

- (i) Total emoluments of HK\$88,683,000 (2021: HK\$81,158,000) include HK\$81,758,000 (2021: HK\$74,457,000) paid and payable by subsidiaries of Asia Standard, which in turn include HK\$25,566,000 (2021: HK\$25,237,000) paid and payable by subsidiaries of Asia Standard Hotel.
- (ii) During the year, no emolument was paid or is payable by the Group to any of the above directors or past directors as an inducement to join or upon joining the Group or as compensation for loss of office (2021: Nil).
- (iii) No transactions, arrangement and contracts of significance in relation to the Company's business to which the Company or its subsidiaries was a party and in which a Director of the Company and his connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2021: Nil).

## Notes to the Financial Statements

### 9 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

Notes: (Continued)

- (b) The five highest paid individuals in the Group for the year include five (2021: five) Directors whose emoluments are already reflected in the analysis presented above.
- (c) Senior management remuneration by band

The emoluments of the senior management fell within the following band:

	Number of individuals	
	2022	2021
HK\$1,000,001 – HK\$2,000,000	2	2
HK\$2,000,001 – HK\$3,000,000	2	2

### 10 NET FINANCE COSTS

	2022 HK\$'000	2021 HK\$'000
Interest expense		
Long term bank loans	(320,217)	(322,295)
Short term bank loans and overdrafts	(10,979)	(37,003)
Medium term notes	-	(756)
Lease liabilities	(127)	(116)
Amount due to a joint venture	(2,174)	(1,918)
Derivative financial instruments	(76,740)	(48,177)
Interest capitalised (note)	93,029	58,950
	(317,208)	(351,315)
Other incidental borrowing costs	(64,280)	(48,141)
Net foreign exchange loss on borrowings	(603)	(2,237)
Fair value gain/(loss) on derivative financial instrument		
Cash flow hedge – ineffective portion	42,962	(4,993)
	(339,129)	(406,686)

Note:

Borrowing costs were capitalised at rates ranged from 1.9% to 3.6% (2021: 1.8% to 2.8%) per annum.



# Notes to the Financial Statements

## 11 INCOME TAX CREDIT/(EXPENSE)

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Current income tax expense		
Hong Kong profits tax	(11,687)	(93,883)
Overseas profits tax	(581)	(322)
Over provision in prior years	8,916	5,730
	(3,352)	(88,475)
Deferred income tax credit	133,061	18,479
	<b>129,709</b>	<b>(69,996)</b>

Hong Kong profits tax is provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profit for the year. Overseas profits tax has been provided on the estimated assessable profit for the year at the rate prevailing in the countries in which the Group operates.

The income tax on the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the tax rate of Hong Kong as follows:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
(Loss)/profit before income tax	(1,600,511)	1,780,577
Less: Share of profits of joint ventures and associated companies	(26,250)	(2,543)
	<b>(1,626,761)</b>	<b>1,778,034</b>
Calculated at a tax rate of 16.5% (2021: 16.5%)	268,415	(293,376)
Over provision in prior years	8,916	5,730
Effect of different tax rates in other countries	3,682	2,643
Income not subject to income tax	522,247	326,527
Expenses not deductible for tax purposes	(649,565)	(76,864)
Tax losses not recognised	(38,514)	(39,257)
Recognition of previously unrecognised tax losses	9,726	6,986
Utilisation of previously unrecognised tax losses	8,899	2,194
Others	(4,097)	(4,579)
Income tax credit/(expense)	<b>129,709</b>	<b>(69,996)</b>

# Notes to the Financial Statements

## 12 DIVIDENDS

	2022 HK\$'000	2021 HK\$'000
Interim, nil (2021: Nil)	–	–
Final, nil (2021: HK3.6 cents per share)	–	30,271
	–	30,271

At a meeting held on 29th June 2022, the Board has resolved not to recommend the payment of a final dividend for the year ended 31st March 2022 (2021: HK3.6 cents per share).

## 13 (LOSS)/EARNINGS PER SHARE

The calculation of (loss)/earnings per share is based on (loss)/profit attributable to shareholders of the Company and divided by the weighted average number of shares in issue.

	2022 HK\$'000	2021 HK\$'000
(Loss)/profit attributable to shareholders of the Company	(905,830)	1,006,781

	Number of shares	
Weighted average number of shares in issue	840,873,996	840,873,996

The diluted (loss)/earnings per share is equal to the basic (loss)/earnings per share since there exist no dilutive potential share during the year ended 31st March 2022 and 2021.

# Notes to the Financial Statements

## 14 INVESTMENT PROPERTIES

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
At the beginning of the year	9,454,087	9,693,400
Addition	10,411	2,402
Net fair value gain/(loss)	494,571	(241,715)
At the end of the year	<b>9,959,069</b>	9,454,087

As at 31st March 2022 the aggregate net book value of investment properties pledged as securities for loans amounted to HK\$9,939,050,000 (2021: HK\$9,442,450,000).

All of the fair value measurements of the Group's investment properties were categorised into level 3 of the fair value hierarchy. There were no transfers into or out of level 3 during the year.

### Valuation Techniques and Process

Investment properties were revalued by Prudential Surveyors (Hong Kong) Limited, independent professional valuers, on an open market value basis as at 31st March 2022 and 2021.

Fair value of investment properties is generally derived using the direct comparison method. Direct comparison method is based on comparing the property to be valued directly with other comparable properties, which have recently transacted. However, given the heterogeneous nature of real estate properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration. There are no changes to the valuation techniques during the year.

### Information about Fair Value Measurements Using Significant Unobservable Inputs

	Valuation techniques	Unobservable inputs	Range of unobservable inputs	
			2022 HK\$	2021 HK\$
Office	Direct comparison	Adjusted market price (HK\$/square feet)	23,300-32,500	21,800-32,300
Retail – Ground floor	Direct comparison	Adjusted market price (HK\$/square feet)	30,400-146,300	36,100-112,500
Retail – Others	Direct comparison	Adjusted market price (HK\$/square feet)	14,000-28,000	13,400-26,800

## Notes to the Financial Statements

### 15 PROPERTY, PLANT AND EQUIPMENT

	Hotel buildings HK\$'000	Other buildings HK\$'000	Other equipments HK\$'000	Right-of- use assets HK\$'000	Total HK\$'000
<b>Cost</b>					
At 31st March 2020	2,246,205	445,300	209,937	7,430,335	10,331,777
Currency transaction differences	–	–	5,665	120	5,785
Additions	9,614	77,629	5,518	1,282	94,043
Disposals	(584)	–	(1,678)	(881)	(3,143)
At 31st March 2021	2,255,235	522,929	219,442	7,430,856	10,428,462
<b>Accumulated depreciation</b>					
At 31st March 2020	890,423	24,293	127,584	1,166,807	2,209,107
Currency transaction differences	–	–	4,478	65	4,543
Charge for the year	70,171	4,658	19,506	109,569	203,904
Disposals	(554)	–	(1,328)	(881)	(2,763)
At 31st March 2021	960,040	28,951	150,240	1,275,560	2,414,791
<b>Net book value</b>					
At 31st March 2021	1,295,195	493,978	69,202	6,155,296	8,013,671
<b>Cost</b>					
At 31st March 2021	2,255,235	522,929	219,442	7,430,856	10,428,462
Currency transaction differences	–	–	766	14	780
Additions	16,947	74,187	53,579	147,004	291,717
Disposals	–	–	(848)	(1,821)	(2,669)
<b>At 31st March 2022</b>	<b>2,272,182</b>	<b>597,116</b>	<b>272,939</b>	<b>7,576,053</b>	<b>10,718,290</b>
<b>Accumulated depreciation</b>					
At 31st March 2021	960,040	28,951	150,240	1,275,560	2,414,791
Currency transaction differences	–	–	696	14	710
Charge for the year	69,893	8,900	27,592	117,778	224,163
Disposals	–	–	(814)	(1,821)	(2,635)
<b>At 31st March 2022</b>	<b>1,029,933</b>	<b>37,851</b>	<b>177,714</b>	<b>1,391,531</b>	<b>2,637,029</b>
<b>Net book value</b>					
<b>At 31st March 2022</b>	<b>1,242,249</b>	<b>559,265</b>	<b>95,225</b>	<b>6,184,522</b>	<b>8,081,261</b>

# Notes to the Financial Statements

## 15 PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- (a) Total carrying values of hotel properties comprise the following:

	2022 HK\$'000	2021 HK\$'000
<b>Hotel properties</b>		
Hotel buildings	1,242,249	1,295,195
Hotel leasehold land	4,682,260	4,655,545
	<b>5,924,509</b>	<b>5,950,740</b>

Supplementary information with hotel properties in operation at valuation:

The aggregate open market value, on a highest and best use basis, of the five (2021: five) hotel properties in Hong Kong based on valuations conducted by Vigers Appraisal & Consulting Limited ("Vigers") (2021: Vigers), independent professional valuers, amounted to HK\$11,424,200,000 (2021: HK\$11,404,900,000), is regarded as level 3 hierarchy for disclosure purpose under HKFRS 13.

Vigers used the discounted cash flow method, which is considered the most appropriate valuation approach for assessing the market value of the properties as it would better reflect specific characteristics of the income-producing properties such as occupancies, average room rates, potential income growth and all out-goings, subject to future economic conditions in the markets.

The supplementary information with hotel properties at valuation is for readers' information only. It does not constitute a disclosure requirement under HKAS 16 and HKFRS 16.

- (b) As at 31st March 2022, the aggregate net book value of property, plant and equipment pledged as security for loans amounted to HK\$7,767,900,000 (2021: HK\$7,868,938,000).
- (c) Right-of-use assets

The consolidated balance sheet shows the following carrying amounts relating to leases:

	2022 HK\$'000	2021 HK\$'000
Right-of-use assets		
Leasehold land in Hong Kong	6,169,998	6,151,965
Leased properties – offices and warehouse	14,524	3,331
	<b>6,184,522</b>	<b>6,155,296</b>

## Notes to the Financial Statements

### 15 PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes: (Continued)

(c) Right-of-use assets (Continued)

The consolidated profit and loss account shows the following expenses relating to leases:

	For the year ended 31st March	
	2022	2021
	HK\$'000	HK\$'000
Depreciation charge of right-of-use assets		
Leasehold land in Hong Kong	113,390	107,131
Leased properties – offices and warehouse	4,388	2,438
	117,778	109,569

### 16 JOINT VENTURES AND ASSOCIATED COMPANIES

	2022	2021
	HK\$'000	HK\$'000
Investment in		
Joint ventures	3,206,723	3,598,601
Associated companies	1,203,990	1,193,280
	4,410,713	4,791,881
Amounts due from		
Joint ventures	2,280,991	2,126,802
Associated companies	215	180
	2,281,206	2,126,982

# Notes to the Financial Statements

## 16 JOINT VENTURES AND ASSOCIATED COMPANIES (Continued)

### A. Joint Ventures

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Share of net assets	3,206,723	3,598,601
Advances to joint ventures	2,308,771	2,271,566
Provision for advances to joint ventures	(27,780)	(144,764)
	<b>5,487,714</b>	<b>5,725,403</b>
Amount due to a joint venture included in current liabilities	(311,392)	(337,775)
	<b>5,176,322</b>	<b>5,387,628</b>

Advances to joint ventures are made to finance property development projects. The advances to joint ventures are denominated in Hong Kong dollar and Canadian dollar. As at 31st March 2022, except for amounts of HK\$149,543,000 (2021: HK\$269,204,000) and HK\$403,424,000 (2021: HK\$382,518,000) advances to joint ventures which is bearing interest at 1% to 3% (2021: 1% to 3%) above The Hong Kong and Shanghai Banking Corporation ("HSBC") prime rate per annum and 15% (2021: 15%) per annum respectively, the advances to joint ventures are unsecured, interest free and have no fixed terms of repayment. The interest amounted to HK\$48,416,000 (2021: HK\$72,039,000). The carrying amounts of the advances approximate their fair values. The Group has provided financial guarantee for banking facilities granted to certain joint ventures (note 30). There are no contingent liabilities relating to the Group's interests in joint ventures.

The principal joint ventures are held under Asia Standard and their details are set out in the published consolidated financial statements of Asia Standard.

Set out below are the aggregate information of the Group's joint ventures that are not individually material:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Profit before income tax	13,785	121,643
Income tax credit/(expense)	1,756	(36,450)
Profit for the year	15,541	85,193
Other comprehensive (charge)/income	(199,940)	186,814
Total comprehensive (charge)/income for the year	<b>(184,399)</b>	<b>272,007</b>

There is no joint venture as at 31st March 2022 and 2021, which in the opinion of the Directors, is individually material to the Group.

## Notes to the Financial Statements

### 16 JOINT VENTURES AND ASSOCIATED COMPANIES (Continued)

#### B. Associated companies

	2022 HK\$'000	2021 HK\$'000
Share of net assets (note (a))	1,203,990	1,193,280
Advances to associated companies	420,948	420,913
Provisions for advances to associated companies	(420,733)	(420,733)
	1,204,205	1,193,460
Amount due to an associated company included in current liabilities	(206,250)	(219,450)
	997,955	974,010

As at 31st March 2022 and 2021, the shares of an associated company are pledged to secure the loan facilities granted to the Group.

Advances to associated companies are made to finance property development projects. The advances to associated companies are unsecured, interest free and have no fixed terms of repayment, and are denominated in Hong Kong dollar.

There are no contingent liabilities relating to the Group's interests in associated companies.

The principal associated companies are held under Asia Standard and their details are set out in the published consolidated financial statements of Asia Standard.



# Notes to the Financial Statements

## 16 JOINT VENTURES AND ASSOCIATED COMPANIES (Continued)

### B. Associated companies

Set out below are the aggregate information of the Group's associated companies that are not individually material:

	2022 HK\$'000	2021 HK\$'000
Profit/(loss) before income tax (note (b))	11,072	(82,893)
Income tax (expense)/credit	(363)	243
Profit/(loss) and total comprehensive income/(charge) for the year	10,709	(82,650)

Notes:

- (a) Mainly represented share of net assets of an associated company holding an investment property.
- (b) Mainly represented share of fair value gain/(loss) arising from the revaluation of an investment property held by an associated company. The investment property was revalued by Prudential Surveyors (Hong Kong) Limited, independent professional valuers, on an open market value basis as at 31st March 2022 and 2021.

The significant unobservable inputs used are as follows:

	Valuation techniques	Unobservable inputs	Range of unobservable inputs	
			2022	2021
Office	Direct comparison	Adjusted market price (HK\$/square feet)	17,500-22,900	14,200-22,900
Retail – Ground floor	Direct comparison	Adjusted market price (HK\$/square feet)	253,600-314,500	269,800-323,000
Retail – Others	Direct comparison	Adjusted market price (HK\$/square feet)	13,700-54,000	15,000-50,000

# Notes to the Financial Statements

## 17 FINANCIAL INVESTMENTS

	2022 HK\$'000	2021 HK\$'000
<b>Non-current assets</b>		
Equity securities		
– Listed in Hong Kong	258,362	396,332
– Unlisted	82,703	56,353
	341,065	452,685
Debt securities		
– Listed in Singapore	1,143,012	307,890
– Listed in the PRC	7,948	4,283,776
	1,150,960	4,591,666
Unlisted funds	170,075	131,234
	1,662,100	5,175,585
<b>Current assets</b>		
Equity securities		
– Listed in Hong Kong	116,335	183,591
Debt securities		
– Listed in the PRC	3,325,966	20,446
– Listed in Singapore	1,441,633	10,958,965
– Listed in Europe	927,789	921,722
– Listed in Hong Kong	116,529	233,276
	5,811,917	12,134,409
Unlisted funds	9,488	8,746
	5,937,740	12,326,746
	7,599,840	17,502,331

# Notes to the Financial Statements

## 17 FINANCIAL INVESTMENTS (Continued)

Financial investments are classified in the following categories:

	2022 HK\$'000	2021 HK\$'000
<b>Non-current assets</b>		
Financial assets at FVOCI	1,492,025	976,005
Financial assets at FVPL	170,075	4,199,580
	<b>1,662,100</b>	<b>5,175,585</b>
<b>Current assets</b>		
Financial assets at FVOCI	2,644,773	12,133,091
Financial assets at FVPL	3,292,967	193,655
	<b>5,937,740</b>	<b>12,326,746</b>
	<b>7,599,840</b>	<b>17,502,331</b>

Financial investments are denominated in the following currencies:

	2022 HK\$'000	2021 HK\$'000
United States dollar	3,796,653	12,583,673
Renminbi	3,333,914	4,243,456
Hong Kong dollar	374,697	579,923
Sterling	78,837	78,328
Japanese yen	15,280	15,633
Euro	459	1,318
	<b>7,599,840</b>	<b>17,502,331</b>

As at 31st March 2022, financial investments equivalent to HK\$570,304,000 (2021: HK\$4,057,693,000) were pledged as security for borrowings.

# Notes to the Financial Statements

## 17 FINANCIAL INVESTMENTS (Continued)

Supplementary information of financial investments:

### Equity Securities

As at 31st March 2022, the Group held 23 (2021: 23) listed equity securities and 1 (2021: 1) unlisted equity securities. The summary of equity securities portfolio of financial investments as at 31st March 2022 and 2021 and their corresponding unrealised (loss)/gain and dividend income for the year ended 31st March 2022 and 2021 are as follows:

	Market value as at 31st March		Unrealised (loss)/gain for the year ended 31st March		Dividend income for the year ended 31st March	
	2022	2021	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
HSBC Holdings PLC ("HSBC")	165,197	138,680	26,517	4,115	5,954	3,547
MGM China Holdings Limited ("MGM")	93,165	257,651	(164,486)	109,595	-	1,550
Amer Sports Corporation ("Amer Sports")	82,703	56,353	25,772	116	-	-
China Evergrande New Energy Vehicle Group Limited ("Evergrande Vehicle")	2,786	50,315	(47,529)	31,568	-	-
Others	113,549	133,277	(9,004)	4,483	1,752	1,348
	457,400	636,276	(168,730)	149,877	7,706	6,445

HSBC is a global banking and financial services company. It operates across various geographical regions, and its shares are listed on HKEX (stock code: 5) and LSE (Stock code: HSBA), with an "A-" rated by S&P Global Ratings ("S&P"). As at 31st March 2022, a total of 0.02% of shareholding of HSBC was held by the Group.

MGM is a company principally engaged in development and operation of casino game and related hotel and resort facilities in Macau, and its shares are listed on HKEX (stock code: 2282). As at 31st March 2022, a total of 0.49% of shareholding of MGM was held by the Group.

Amer Sports is an unlisted global sporting goods company headquartered in Finland with internationally recognised brands. It is a subsidiary of Anta Sports Products Limited ("Anta Sports"). Anta Sports is principally engaged in the manufacturing and trading of sporting goods, including footwear, apparel and accessories in the PRC. Its shares are listed on HKEX (stock code: 2020). As at 31st March 2022, a total of 0.24% of shareholding of Amer Sports was held by the Group.

Evergrande Vehicle is principally engaged in technology research and development, production and sales of new energy vehicles, health management, international hospitals, and elderly care and rehabilitation in the PRC. Its shares are listed on HKEX (Stock code: 708). As at 31st March 2022, a total of 0.01% shareholding of Evergrande Vehicle was held by the Group.

# Notes to the Financial Statements

## 17 FINANCIAL INVESTMENTS (Continued)

### Debt Securities

As at 31st March 2022, the Group held 42 (2021: 42) debt securities, 28 of them are listed in Singapore, 10 in the PRC, 3 in Europe and 1 in Hong Kong. 40 (2021: 40) debt securities were issued by PRC-based real estate companies, the shares of which are all listed in Hong Kong with the exception of 1 that is listed in the United States and 1 listed in the PRC and 2 being unlisted, their mark to market valuation approximate 98% (2021: 99%) of debt securities portfolio.

The summary of debt securities portfolio of financial investments as at 31st March 2022 and 2021 are as follows:

	As at 31st March	
	2022 HK\$'000	2021 HK\$'000
Principal amount of notes	19,343,076	19,218,758
Investment cost	17,036,595	17,519,671
Fair value	6,962,877	16,726,075
Coupon	5.9% to 14.5%	6.58% to 15%
Maturity	Apr 2022 – Feb 2026	Oct 2021 – Feb 2026

As at 31st March 2022, the 42 (2021: 42) debt securities gave rise to a net unrealised fair value loss of HK\$9,343 million (2021: gain of HK\$1,205 million) for the year ended 31st March 2022. A total of 5 (2021: 31) debt securities have recorded unrealised fair value gain, with the remaining 37 (2021: 11) debt securities that recorded unrealised fair value losses.

As at 31st March 2022, the mark to market valuation of the largest single debt securities within the Group's financial investments represents approximately 2.2% (2021: 4.0%) of the Group's revalued total assets, and the mark to market valuation of the five largest debt securities held represents approximately 8.1 % (2021: 13.1%). The remaining 37 (2021: 37) debt securities represent 7.3% (2021: 17.8%) of the Group's revalued total assets, with each of them less than 0.7%.

# Notes to the Financial Statements

## 17 FINANCIAL INVESTMENTS (Continued)

The five largest debt securities held at 31st March 2022 are as follows:

	Fair value				Unrealised (loss)/gain		Interest income	
	31st	% of the	31st	% of the	for the year		for the year	
	March	debt	March	debt	ended 31st March		ended 31st March	
	2022	securities	2021	securities	2022	2021	2022	2021
	portfolio	March	portfolio	2022	2021	2022	2021	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Pearl River 7.5% notes 1 (i)	985,329	14%	931,283	6%	(48,707)	1,159	182,878	2,197
Pearl River 7.5% notes 2 (i)	811,292	12%	773,749	4%	(39,427)	(696)	149,532	15,794
Golden Wheel 10% (ii)	708,558	10%	-	-	-	-	-	-
Jiayuan 11.375% (iii)	657,857	10%	652,945	4%	4,913	546	106,910	189,005
Pearl River 6.5% notes (i)	507,418	7%	466,317	3%	(12,791)	(11,948)	92,014	10,081

- (i) These notes are issued by Guangdong Pearl River Investment Co., Limited (“Pearl River”), listed on SSE and denominated in Renminbi. As at 31st March 2022, there were rated “AA+” by China Lianhe Credit Rating Co., Limited. The Group acquired them through total return swap arranged by Morgan Stanley. Pearl River is principally engaged in the development and sale of properties, property investment, hotel operations and other property development related services in the PRC. Their parameters are as follows:

	Coupon per annum	Maturity	Put option
Pearl River 7.5% notes 1	7.5%	19th February 2026	19th February 2023
Pearl River 7.5% notes 2	7.5%	11th January 2026	11th January 2023
Pearl River 6.5%	6.5%	19th October 2025	19th October 2022

- (ii) “Golden Wheel 10% notes”, issued by Golden Wheel and carries fixed coupon rate at 10% per annum. The notes were exchanged from Golden Wheel 14.25% notes and Golden Wheel 16% notes pursuant to a notes restructuring scheme proposed by Golden Wheel. The scheme was approved by noteholders on 30th March 2022 and became effective on 11th April 2022. The notes are denominated in US\$ and mature on 11th April 2025 with amortisation during the tenor. They are not rated and listed on SGX-ST.
- (iii) “Jiayuan 11.375% notes”, issued by Jiayuan International Group Limited (“Jiayuan”) and carries fixed coupon of 11.375% per annum. It is denominated in US\$ and matures on 2nd May 2022. The notes are listed on the Frankfurt Stock Exchange. 31st March 2022, they were rated “B3” by Moody’s. Its shares are listed on HKEX (stock code: 2768).

## Notes to the Financial Statements

### 18 PROPERTIES UNDER DEVELOPMENT FOR SALE AND COMPLETED PROPERTIES HELD FOR SALE

	2022 HK\$'000	2021 HK\$'000
Properties under development for sale		
Leasehold land	2,644,265	2,504,240
Freehold land	396,832	393,721
Development costs	1,381,475	725,430
	<b>4,422,572</b>	<b>3,623,391</b>
Completed properties held for sale		
Leasehold land	2,950	2,950
Development costs	730	730
	<b>3,680</b>	<b>3,680</b>

Notes:

- (a) As at 31st March 2022 and 2021, properties amounting to HK\$4,016,834,000 (2021: HK\$3,356,631,000) were pledged to banks to secure certain banking facilities of the Group.
- (b) As at 31st March 2022 and 2021, all the properties under development for sale were not scheduled for completion within twelve months.

### 19 TRADE AND OTHER RECEIVABLES

	2022 HK\$'000	2021 HK\$'000
Trade receivables	54,790	37,034
Less: Loss allowance	–	(3,098)
	<b>54,790</b>	<b>33,936</b>
Accrued interest and dividend receivables	862,184	542,965
Prepayments	45,658	57,147
Utility and other deposits	13,617	10,002
Loan receivables	11,285	21,587
Other receivables	31,310	33,059
	<b>1,018,844</b>	<b>698,696</b>

## Notes to the Financial Statements

### 19 TRADE AND OTHER RECEIVABLES (Continued)

Aging analysis of trade receivables net of loss allowance is as follows:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
0 month to 6 months	51,281	32,840
7 months to 12 months	2,627	964
More than 12 months	882	132
	<b>54,790</b>	<b>33,936</b>

Movement on loss allowance for trade receivable are as follows:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
At the beginning of the year	3,098	3,098
Write-off	(3,098)	–
At the end of the year	–	3,098

The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associated with trade receivables, credit evaluations of customers are performed periodically.

The carrying amounts of trade and other receivables approximate their fair values. They are denominated in the following currencies:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
United States dollar	700,732	404,592
Renminbi	160,237	138,060
Hong Kong dollar	122,900	129,564
Canadian dollar	34,975	26,480
At the end of the year	<b>1,018,844</b>	<b>698,696</b>

The maximum exposure to credit risk at the balance sheet date is the carrying value of each class of receivable mentioned above.



# Notes to the Financial Statements

## 20 BANK BALANCES AND CASH

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Cash at bank and in hand	440,674	776,333
Short term bank deposits	440,843	1,312,156
Cash and cash equivalents	881,517	2,088,489
Restricted bank balances	374,330	86,152
	<b>1,255,847</b>	<b>2,174,641</b>

Restricted bank balances as at 31st March 2022 consist primarily of (i) HK\$180 million as collateral for bank credit facility and (ii) HK\$138 million as project retention money that is legally required for the construction of our Landmark on Robson development in Vancouver.

The carrying amounts of the bank balances and cash are denominated in the following currencies:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
United States dollar	429,049	1,188,444
Hong Kong dollar	325,986	648,871
Renminbi	296,950	244,139
Canadian dollar	200,432	86,159
Others	3,430	7,028
	<b>1,255,847</b>	<b>2,174,641</b>

## 21 TRADE AND OTHER PAYABLES

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Trade payables	71,088	1,143,835
Accrual and other payables	81,463	76,421
Rental and management fee deposits	42,132	46,204
Building management account surplus	5,004	6,167
Lease liabilities	8,174	2,213
	<b>207,861</b>	<b>1,274,840</b>

## Notes to the Financial Statements

### 21 TRADE AND OTHER PAYABLES (Continued)

Aging analysis of trade payables is as follows:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
0 month to 6 months	70,687	1,143,101
7 months to 12 months	42	192
More than 12 months	359	542
	<b>71,088</b>	<b>1,143,835</b>

The carrying amounts of trade and other payables approximate their fair values. They are denominated in the following currencies:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Hong Kong dollar	134,939	156,415
Canadian dollar	63,310	5,584
United States dollar	9,612	5,073
Renminbi	-	1,107,768
	<b>207,861</b>	<b>1,274,840</b>

### 22 CONTRACT LIABILITIES

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Deposits received in advance from customers	245,717	224,843
At the beginning of the year	224,843	197,582
Net increase for transactions during the year	18,080	4,025
Exchange differences	2,794	23,236
At the end of the year	<b>245,717</b>	<b>224,843</b>

Contract liabilities comprise mostly deposits received in advance from properties buyers.

# Notes to the Financial Statements

## 23 BORROWINGS

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
<b>Current liabilities</b>		
Short term bank loans		
Secured	407,000	303,325
Unsecured	–	30,000
Current portion of long term bank loans		
Secured	2,374,619	2,057,851
Unsecured	1,239,959	2,425,876
	<b>4,021,578</b>	4,817,052
<b>Non-current liabilities</b>		
Long term bank loans		
Secured	9,452,772	10,496,695
Unsecured	4,091,732	2,680,284
	<b>13,544,504</b>	13,176,979
	<b>17,566,082</b>	17,994,031

The maturities of the long term bank loans, based on the scheduled repayment dates set out in the loan agreements and ignoring the effect of any repayment on demand clause, are as follows:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Repayable within one year	3,614,578	4,483,727
Repayable between one and two years	5,682,441	2,867,290
Repayable between two and five years	7,862,063	10,309,689
	<b>17,159,082</b>	17,660,706
Current portion included in current liabilities	<b>(3,614,578)</b>	(4,483,727)
	<b>13,544,504</b>	13,176,979

## Notes to the Financial Statements

### 23 BORROWINGS (Continued)

The carrying amount of the borrowings are denominated in the following currencies:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Hong Kong dollar	17,158,805	17,257,716
United States dollar	–	652,121
Canadian dollar	407,277	84,194
	<b>17,566,082</b>	<b>17,994,031</b>

The interest rates of the borrowing at the balance sheet date range from 1.2% to 4.1% (2021: from 0.9% to 3.5%) per annum.

The carrying amounts of the short term and long term borrowings approximate their fair values.

### 24 DERIVATIVE FINANCIAL INSTRUMENTS

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Non-current assets		
Interest rate swap contracts (cash flow hedges)	198,836	18,583
Interest rate swap contracts	88,078	8,382
	<b>286,914</b>	<b>26,965</b>
Non-current liability		
Interest rate swap contracts (cash flow hedges)	–	(106,631)
Current liability		
Interest rate swap contracts (cash flow hedges)	(676)	–

The principal amounts of the outstanding interest rate swaps contracts were HK\$8,758,000,000 (2021: HK\$8,758,000,000).

The Group's derivative financial instruments are settled on a net basis.

# Notes to the Financial Statements

## 25 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same tax jurisdiction. The offset amounts are as follows:

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Deferred income tax assets	<b>180,665</b>	127,894
Deferred income tax liabilities	<b>(704,293)</b>	(737,201)
	<b>(523,628)</b>	(609,307)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction is as follows:

### Deferred income tax assets

	Tax loss		Difference in cost base of properties		Fair value adjustments		Total	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
At the beginning of the year	<b>137,503</b>	108,415	<b>56,264</b>	56,264	<b>14,498</b>	-	<b>208,265</b>	164,679
Recognised in the profit and loss account	<b>49,913</b>	29,088	-	-	<b>71,056</b>	1,452	<b>120,969</b>	30,540
Recognised in other comprehensive income	-	-	-	-	<b>(26,136)</b>	13,046	<b>(26,136)</b>	13,046
At the end of the year	<b>187,416</b>	137,503	<b>56,264</b>	56,264	<b>59,418</b>	14,498	<b>303,098</b>	208,265

### Deferred income tax liabilities

	Accelerated tax depreciation		Revaluation of properties		Fair value adjustments		Total	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
At the beginning of the year	<b>(115,045)</b>	(107,796)	<b>(590,821)</b>	(603,235)	<b>(111,706)</b>	(82,648)	<b>(817,572)</b>	(793,679)
Recognised in the profit and loss account	<b>(3,706)</b>	(7,249)	<b>12,468</b>	12,414	<b>3,330</b>	(26,127)	<b>12,092</b>	(20,962)
Recognised in other comprehensive income	-	-	-	-	<b>(21,246)</b>	(2,931)	<b>(21,246)</b>	(2,931)
At the end of the year	<b>(118,751)</b>	(115,045)	<b>(578,353)</b>	(590,821)	<b>(129,622)</b>	(111,706)	<b>(826,726)</b>	(817,572)

Deferred income tax assets are recognised for tax loss carried forward to the extent that realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$143 million (2021: HK\$140 million) in respect of losses amounting to HK\$783 million (2021: HK\$802 million) that can be carried forward against future taxable income. As at 31st March 2022, except for the tax losses of HK\$642 million (2021: HK\$727 million) which have no expiry date, the balance will expire at various dates up to and including 2042.

# Notes to the Financial Statements

## 26 SHARE CAPITAL

Shares of HK\$0.1 each	Number of shares	Amount HK\$'000
Authorised:		
At 31st March 2022 and 2021	3,000,000,000	300,000
Issued and fully paid:		
At the beginning and the end of the year	840,873,996	84,087

## 27 RESERVES

	Share premium HK\$'000	Capital reserve HK\$'000	Contributed surplus HK\$'000	Share options reserve HK\$'000	Hedging reserve HK\$'000	Investment revaluation reserve HK\$'000	Property revaluation reserve HK\$'000	Currency translation reserve HK\$'000	Revenue reserve HK\$'000	Total HK\$'000
At 31st March 2020	2,257,745	398,021	60,257	4,111	(17,888)	(1,525,925)	31,167	(142,408)	11,080,513	12,145,593
Financial assets at FVOCI										
- net fair value gain and other net movements	-	-	-	-	-	1,333,756	-	-	-	1,333,756
- realised gain of equity securities	-	-	-	-	-	3,176	-	-	-	3,176
Transfer gain on disposal of equity securities at FVOCI to revenue reserve	-	-	-	-	-	(16,601)	-	-	16,601	-
Cash flow hedges										
- fair value loss	-	-	-	-	(21,724)	-	-	-	-	(21,724)
- deferred tax on derivative financial instruments	-	-	-	-	6,536	-	-	-	-	6,536
Currency translation differences	-	-	-	-	-	-	-	118,895	-	118,895
Profit for the year	-	-	-	-	-	-	-	-	1,006,781	1,006,781
At 31st March 2021	2,257,745	398,021	60,257	4,111	(33,076)	(205,594)	31,167	(23,513)	12,103,895	14,593,013
At 31st March 2021	2,257,745	398,021	60,257	4,111	(33,076)	(205,594)	31,167	(23,513)	12,103,895	14,593,013
Financial assets at FVOCI										
- net fair value loss and other net movements	-	-	-	-	-	(3,427,472)	-	-	-	(3,427,472)
Cash flow hedges										
- fair value gain	-	-	-	-	149,291	-	-	-	-	149,291
- deferred tax on derivative financial instruments	-	-	-	-	(24,691)	-	-	-	-	(24,691)
Currency translation differences	-	-	-	-	-	-	-	38,965	-	38,965
Loss for the year	-	-	-	-	-	-	-	-	(905,830)	(905,830)
2021 final dividend	-	-	-	-	-	-	-	-	(30,271)	(30,271)
<b>At 31st March 2022</b>	<b>2,257,745</b>	<b>398,021</b>	<b>60,257</b>	<b>4,111</b>	<b>91,524</b>	<b>(3,633,066)</b>	<b>31,167</b>	<b>15,452</b>	<b>11,167,794</b>	<b>10,393,005</b>

# Notes to the Financial Statements

## 28 COMMITMENTS

Commitments at the balance sheet date are as follows:

	2022 HK\$'000	2021 HK\$'000
Contracted but not provided for Investment properties	–	2,315
Property, plant and equipment	28,935	30,640
	28,935	32,955

## 29 OPERATING LEASE ARRANGEMENTS

### Lessor

As at 31st March 2022 and 2021, the future aggregate minimum rental receipts receivable under non-cancellable operating leases were as follows:

	2022 HK\$'000	2021 HK\$'000
In respect of land and buildings:		
Within one year	128,933	166,728
In the second to fifth year inclusive	281,651	256,020
Over five years	–	1,511
	410,584	424,259

## 30 FINANCIAL GUARANTEES

	2022 HK\$'000	2021 HK\$'000
Guarantees for the banking and loan facilities of joint ventures	3,348,737	2,888,976

## Notes to the Financial Statements

### 31 NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS

#### (A) Reconciliation of (Loss)/profit Before Income Tax to Net Cash Generated from Operations

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
(Loss)/profit before income tax	(1,600,511)	1,780,577
Share of profits less losses of		
Joint ventures	(15,541)	(85,193)
Associated companies	(10,709)	82,650
Depreciation	224,163	203,904
Net investment loss/(gain)	4,081,491	(196,040)
Fair value (gain)/loss of investment properties	(494,571)	241,715
Loss on disposal of property, plant and equipment	34	220
Interest income	(346,238)	(316,790)
Interest expense	339,129	406,686
Operating profit before working capital changes	2,177,247	2,117,729
Decrease in mortgage loans receivable	186	175
Increase in properties under development for sale (excluding interest expense capitalised)	(695,418)	(2,363,072)
Decrease in hotel and restaurant inventories	665	1,598
(Increase)/decrease in trade and other receivables	(563,254)	23,874
Net proceeds from financial investments	454,377	1,733,646
(Increase)/decrease in restricted bank balances	(283,931)	85,415
(Decrease)/increase in trade and other payables	(1,072,735)	1,074,513
Increase in contract liabilities	18,080	4,842
Net cash generated from operations	35,217	2,678,720



## Notes to the Financial Statements

### 31 NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (B) Reconciliation of Liabilities Arising from Financing Activities

	<b>Borrowings</b>	<b>Amount due to non- controlling interests</b>	<b>Medium term notes</b>	<b>Lease liabilities</b>	<b>Total</b>
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 31st March 2020	18,788,836	44,511	249,940	4,442	19,087,729
Financing cash flows					
Net repayment/redemption	(836,861)	–	(250,000)	–	(1,086,861)
Lease payment	–	–	–	(2,837)	(2,837)
Contribution from non-controlling interests	–	2,129	–	–	2,129
Non-cash changes					
Amortisation of loan facilities fee and issue expenses	31,402	–	60	–	31,462
Addition of lease liabilities	–	–	–	1,282	1,282
Accrued interest	–	–	–	116	116
Exchange translation differences	10,654	–	–	53	10,707
At 31st March 2021	17,994,031	46,640	–	3,056	18,043,727
Financing cash flows					
Net repayment	(480,958)	–	–	–	(480,958)
Lease payment	–	–	–	(4,853)	(4,853)
Contribution from non-controlling interests	–	2,007	–	–	2,007
Non-cash changes					
Amortisation of loan facilities fee and issue expenses	51,310	–	–	–	51,310
Addition of lease liabilities	–	–	–	15,581	15,581
Accrued interest	–	–	–	127	127
Exchange translation differences	1,699	–	–	1	1,700
<b>At 31st March 2022</b>	<b>17,566,082</b>	<b>48,647</b>	<b>–</b>	<b>13,912</b>	<b>17,628,641</b>

# Notes to the Financial Statements

## 32 RELATED PARTY TRANSACTIONS

The details of balances with joint ventures and associated companies are disclosed in notes 16.

In addition to the related party information shown elsewhere in the financial statements, the following transactions were carried out with related parties:

### Key Management Compensation

	2022 HK\$'000	2021 HK\$'000
Fee	1,925	1,124
Salaries, allowances and benefits in kind	94,402	87,053
Employer's contribution to retirement benefits scheme	416	414
	<b>96,743</b>	88,591

Key management includes the Company's Directors and four (2021: four) senior management members of the Group. No significant transactions have been entered with the Directors of the Company (being the key management personnel) during the year other than the emoluments paid to them as disclosed in note 9.

# Notes to the Financial Statements

## 33 BALANCE SHEET OF THE COMPANY

As at 31st March 2022

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Non-current assets		
Subsidiaries (note (a))	<b>2,931,314</b>	2,931,314
Current assets		
Amounts due from subsidiaries	<b>2,793,346</b>	2,807,011
Trade and other receivables	<b>173</b>	168
Bank balances and cash	<b>771</b>	490
Current liabilities	<b>2,794,290</b>	2,807,669
Trade and other payables	<b>1,606</b>	1,217
Net current assets	<b>2,792,684</b>	2,806,452
Net assets	<b>5,723,998</b>	5,737,766
Equity		
Share capital	<b>84,087</b>	84,087
Reserves (note (b))	<b>5,639,911</b>	5,653,679
	<b>5,723,998</b>	5,737,766

**Fung Siu To, Clement**  
*Director*

**Lun Pui Kan**  
*Director*

## 33 BALANCE SHEET OF THE COMPANY (Continued)

Notes:

- (a) As at 31st March 2022 and 2021, the shares of certain subsidiaries are pledged to secure loan facilities granted to the Group.

Details of the principal subsidiaries are set out in note 34.

Extracts of published audited financial information of Asia Standard in which the Group has material non-controlling interest is set out in note 35.

- (b) Reserve movement of the Company

	Share premium HK\$'000	Contributed surplus HK\$'000	Share options reserve HK\$'000	Revenue reserve HK\$'000	Total HK\$'000
At 31st March 2020	2,257,745	1,895,806	3,066	1,474,082	5,630,699
Profit for the year	–	–	–	22,980	22,980
At 31st March 2021	2,257,745	1,895,806	3,066	1,497,062	5,653,679
At 31st March 2021	2,257,745	1,895,806	3,066	1,497,062	5,653,679
Profit for the year	–	–	–	16,503	16,503
2021 final dividend	–	–	–	(30,271)	(30,271)
<b>At 31st March 2022</b>	<b>2,257,745</b>	<b>1,895,806</b>	<b>3,066</b>	<b>1,483,294</b>	<b>5,639,911</b>

The revenue reserve is distributable. Under the Companies Act of Bermuda and the Bye-Laws of the Company, the contributed surplus is also distributable.

## 34 PRINCIPAL SUBSIDIARIES

Listed below are the principal subsidiaries which, in the opinion of the Directors, principally affect the results and/or net assets of the Group.

(Unless indicated otherwise, they are indirectly wholly owned by the Company and have their principal place of operations in Hong Kong.)

# Notes to the Financial Statements

## 34 PRINCIPAL SUBSIDIARIES (Continued)

Name	Principal activity	Issued and fully paid share capital	Group equity interest
<i>Incorporated in the British Virgin Islands</i>			
Asia Orient Holdings (BVI) Limited <sup>1</sup>	Investment holding	US\$100	100%
Impetus Holdings Limited	Investment holding	US\$1	100%
Persian Limited	Investment holding	US\$49,050	100%
Pleasant Ridge Global Limited	Securities investment	US\$1	100%
Sunrich Holdings Limited	Securities investment	US\$20,000,001	100%
<i>Incorporated in Hong Kong</i>			
Asia Orient Company Limited	Investment holding	US\$126,729,833	100%
Asia Orient Finance Company Limited	Financing services	HK\$10,000,000	100%
Asia Orient Management Services Limited	Management services	HK\$40,000,002	100%
Hitako Limited	Securities investment	HK\$20	100%
Ocean Hand Investments Limited	Investment holding	HK\$2	100%
Pan Bright Investment Limited	Investment holding	HK\$20	100%
Pan Harbour Investment Limited	Investment holding	HK\$2	100%
Pan Inn Investment Limited	Investment holding	HK\$20	100%
Pan Kite Investment Limited	Investment holding	HK\$20	100%
Pan Pearl Investment Limited	Investment holding	HK\$20	100%
Pan Spring Investment Limited	Investment holding	HK\$20	100%
Prosperity Land Cleaning Service Limited	Cleaning services	HK\$200	100%
Prosperity Land Estate Management Limited	Property management	HK\$10,000,150	100%
Union Home Development Limited	Investment holding	HK\$2	100%
<i>Incorporated in Liberia</i>			
Bassindale Limited	Investment holding	US\$500	100%
<i>Incorporated in Bermuda and listed in Hong Kong</i>			
Asia Standard Hotel Group Limited <sup>2</sup>	Investment holding	HK\$40,360,809	35.7%
Asia Standard International Group Limited <sup>3</sup>	Investment holding	HK\$13,197,822	51.8%

<sup>1</sup> Directly subsidiary of the Company.

<sup>2</sup> The Group directly holds 2.35%.

<sup>3</sup> The Group directly holds 51.79%.

Their principal subsidiaries are included in their own published consolidated financial statements.

## Notes to the Financial Statements

### 35 EXTRACTS FROM THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF ASIA STANDARD

Asia Standard is a principal subsidiary of the Company. It is incorporated in Bermuda and listed in Hong Kong and its subsidiaries are principally engaged in property development and investment, hotel, travel operation and securities investments.

Set out below are the summary of the audited consolidated financial statements of Asia Standard in which 48.2% (2021: 48.2%) were owned by non-controlling interests, that are material to the Group for the year ended 31st March 2022.

The information below is the amount before inter-company eliminations.

#### Consolidated Profit and Loss Account

For the year ended 31st March 2022

	2022 HK\$'000	2021 HK\$'000
Interest revenue	2,205,117	2,209,152
Sales of goods and services, leasing and other revenue	304,618	250,195
<b>Total revenue</b>	<b>2,509,735</b>	<b>2,459,347</b>
Cost of sales	(82,854)	(65,653)
<b>Gross profit</b>	<b>2,426,881</b>	<b>2,393,694</b>
Selling and administrative expenses	(235,172)	(227,663)
Depreciation	(146,566)	(126,323)
Net investment (loss)/gain		
Net realised and unrealised (loss)/gain	(724,214)	250,732
Changes in expected credit losses	(2,680,419)	(133,886)
Fair value gain/(loss) of investment properties	497,018	(245,043)
Written back of provision for impairment in value of properties under development for sale	61,830	-
<b>Operating (loss)/profit</b>	<b>(800,642)</b>	<b>1,911,511</b>
Net finance costs	(326,294)	(387,180)
Share of profits less losses of		
Joint ventures	15,541	85,193
Associated companies	10,709	(82,650)
<b>(Loss)/profit before income tax</b>	<b>(1,100,686)</b>	<b>1,526,874</b>
Income tax credit/(expense)	88,383	(66,304)
<b>(Loss)/profit for the year</b>	<b>(1,012,303)</b>	<b>1,460,570</b>
<b>(Loss)/profit allocated to non-controlling interests</b>	<b>(564,972)</b>	<b>703,800</b>
Dividends paid to non-controlling interests	(23,479)	-
<b>Total comprehensive (charge)/income for the year</b>	<b>(6,162,449)</b>	<b>3,766,896</b>
<b>Total comprehensive (charge)/income allocated to non-controlling interests</b>	<b>(3,173,549)</b>	<b>1,873,814</b>

# Notes to the Financial Statements

## 35 EXTRACTS FROM THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF ASIA STANDARD (Continued)

### Consolidated Balance Sheet

As at 31st March 2022

	2022 HK\$'000	2021 HK\$'000
Non-current assets		
Investment properties	10,034,752	9,527,323
Property, plant and equipment	4,761,239	4,616,204
Investment in joint ventures and associated companies	4,373,855	4,755,023
Amounts due from joint ventures and associated companies	2,281,206	2,126,982
Loan receivables	850	1,052
Financial investments	1,389,996	4,361,339
Derivative financial instruments	282,636	26,965
Deferred income tax assets	158,100	125,267
	<b>23,282,634</b>	<b>25,540,155</b>
Current assets		
Properties under development for sale	4,257,302	3,457,801
Completed properties held for sale	3,481	3,481
Hotel and restaurant inventories	17,881	18,546
Trade and other receivables	908,131	614,016
Income tax recoverable	80	855
Financial investments	5,421,162	10,790,816
Bank balances and cash		
– restricted	369,326	79,985
– unrestricted	762,384	1,814,699
	<b>11,739,747</b>	<b>16,780,199</b>
Current liabilities		
Trade and other payables	196,712	1,231,555
Contract liabilities	245,717	224,843
Amounts due to joint ventures	311,392	337,775
Amount due to an associated company	206,250	219,450
Amount due to non-controlling interests	48,647	46,640
Income tax payable	151,983	154,598
Borrowings	3,996,578	4,217,947
Derivative financial instruments	676	–
	<b>5,157,955</b>	<b>6,432,808</b>
Net current assets	<b>6,581,792</b>	<b>10,347,391</b>

## Notes to the Financial Statements

### 35 EXTRACTS FROM THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF ASIA STANDARD (Continued)

#### Consolidated Balance Sheet (Continued)

As at 31st March 2022

	2022 HK\$'000	2021 HK\$'000
Non-current liabilities		
Borrowings	13,314,797	13,017,132
Convertible notes	8,532	8,015
Derivative financial instruments	–	106,607
Lease liabilities	5,738	843
Deferred income tax liabilities	125,250	137,480
	<b>13,454,317</b>	13,270,077
Net assets	<b>16,410,109</b>	22,617,469
Equity		
Share Capital	13,197	13,197
Reserves	16,000,964	21,707,772
Equity attributable to shareholders of the Company	<b>16,014,161</b>	21,720,969
Non-controlling interests	395,948	896,500
	<b>16,410,109</b>	22,617,469

Supplementary information with hotel properties at valuation

Revalued total assets	<b>43,831,000</b>	51,028,000
Revalued net assets	<b>25,219,000</b>	31,325,000



## Notes to the Financial Statements

### 35 EXTRACTS FROM THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF ASIA STANDARD (Continued)

#### Consolidated Statement of Cash Flows

For the year ended 31st March 2022

	2022 HK\$'000	2021 HK\$'000
Operating profit before working capital changes	1,938,254	1,868,914
Change in working capital	(2,726,500)	194,605
Net cash (used in)/generated from operating activities	(788,246)	2,063,519
Net cash used in investing activities	(303,579)	(50,798)
Net cash generated/(used in) from financing activities	33,023	(1,087,149)
Net (decrease)/increase in cash and cash equivalents	(1,058,802)	925,572
Cash and cash equivalents at the beginning the of year	1,814,699	868,936
Changes in exchange rates	6,487	20,191
Cash and cash equivalents at the end of the year (excluding restricted bank balances)	762,384	1,814,699

### 36 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Board of Directors of the Company on 29th June 2022.

