

MAGNIFICENT HOTEL INVESTMENTS LIMITED

華大酒店投資有限公司

(Stock Code 股份代號: 201)



ANNUAL REPORT 2021

二零二一年年報

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Corporate Information

Executive Directors

Mr. William CHENG Kai Man (*Chairman*)
Mr. Albert HUI Wing Ho
Madam Kimmy LAU Kam May
Madam NG Yuet Ying
Madam Wendy CHENG Wai Kwan

Non-executive Director

Madam Mabel LUI FUNG Mei Yee

Independent Non-executive Directors

Mr. CHAN Kim Fai
Mr. LAM Kwai Cheung
Mr. Warren LIU Yuk Cho

Company Secretary

Madam KOO Ching Fan

Auditor

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor
35th Floor, One Pacific Place
88 Queensway
Hong Kong

Solicitors

Withers
30th Floor
United Centre
95 Queensway
Hong Kong

Principal Bankers

The Hongkong and Shanghai Banking
Corporation Limited
Bank of China (Hong Kong) Limited

Registered Office

3rd Floor, Shun Ho Tower
24-30 Ice House Street
Central, Hong Kong

Share Registrars

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
Tel: 2980 1333

Company's Website

www.magnificenthotelinv.com

Chairman's Statement

I present to the shareholders my report on the results and operations of Magnificent Hotel Investments Limited (the "Company") and its subsidiaries (together the "Group") for the year ended 31st December, 2021.

RESULTS

The profit for the year attributable to owners of the Company for the year ended 31st December, 2021 was HK\$66 million (loss for the year ended 31st December, 2020: HK\$202 million), increased by HK\$268 million.

DIVIDEND

In deciding whether to distribute the final dividend and its amount, the Board has reviewed the Company's adopted dividend policy, the Board considers the current COVID-19 crisis may continue to affect international travels and therefore future hotel income base and cashflow may continue to be unstable, the Board does not recommend the payment of final dividend for the year ended 31st December, 2021 (2020: Nil).

BOOK CLOSURE

To ascertain shareholders' eligibility to attend and vote at the annual general meeting to be held on Friday, 20th May, 2022 ("AGM"), the register of members will be closed from Friday, 13th May, 2022 to Friday, 20th May, 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 12th May, 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

During the year, the Group continued with its hotel investments, hotel management, property leasing and property development.

Profit for the year attributable to owners of the Company for the year ended 31st December, 2021 was HK\$66 million (loss for the year ended 31st December, 2020: HK\$202 million), increased by HK\$268 million.

	2020 <i>HK\$'000</i>	2021 <i>HK\$'000</i>	Change
(Loss) profit from operation of hotels	(34,521)	5,853	N/A
– Profit	41,152	81,258	
– Depreciation	(75,673)	(75,405)	
(Loss) profit from property investment	(145,388)	99,043	N/A
Income from securities investments	53	–	–100%
Other income and gains and losses	11,662	2,892	–75%
	(168,194)	107,788	N/A
Administrative expenses	(35,731)	(33,920)	–5%
Income tax credit (expense)	2,215	(8,269)	N/A
(Loss) profit after taxation	(201,710)	65,599	N/A
Non-controlling interests	–	(77)	N/A
(Loss) profit after taxation and non-controlling interests	<u>(201,710)</u>	<u>65,522</u>	N/A

The overall increase in the profit for the year ended 31st December, 2021 was mainly due to increase in hotel revenue and revaluation gain.

Chairman's Statement (Continued)

PERFORMANCE

For the year ended 31st December, 2021, the **GROUP'S INCOME** was mostly derived from the aggregate of income from operation of hotels and investment properties, which was analysed as follows:

Income

	2020 HK\$'000	2021 HK\$'000	Change	Reason
Income from operation of hotels	183,859	284,082	+54%	Increase in room rates, occupancies and increase in food and beverage income
Income from investment properties	39,498	42,316	+7%	Royal Scot Hotel, London, Wood Street Hotel project and apartments leasing
Dividend income	53	–	-100%	No dividend received from stock investment
Other income	<u>11,662</u>	<u>2,892</u>	-75%	
Total	<u><u>235,072</u></u>	<u><u>329,290</u></u>	+40%	

Since 5 out of 6 local hotels of the Group have taken up the role of designated quarantine hotels under the government's regulation since January 2021, the total income for the Group increased by 54% from HK\$184 million to HK\$284 million compared with last year.

HOTELS PERFORMANCES

The Group presently owns eight hotels, operates seven hotels and leases out one hotel in London. The income from operation of hotels increased by 54% to HK\$284 million (2020: HK\$184 million). Royal Scot Hotel in London was leased to a hotel management company, Travelodge.

	Ramada Hong Kong Harbour View	Ramada Hong Kong Grand	Best Western Plus Hotel Hong Kong	Best Western Hotel Causeway Bay	Best Western Plus Hotel Kowloon	Grand City Hotel	Magnificent International Hotel, Shanghai
2021							
Average room occupancy (%)	83	84	80	85	97	81	74

As at 31st December, 2021, an independent third party valuation of Royal Scot Hotel, London was GBP88,500,000 (2020: GBP83,000,000). The valuation gain amounted to GBP5,500,000. Future prospect of rental increase is encouraging because annual rent increase is linked with the United Kingdom Retail Price Index, which currently hits 30-years high at 6.2% in February 2022, up from 5.5% previously in January 2022. It is expected to further increase to 8% in April due to the uplift in household energy prices. The rental income of Royal Scot Hotel, London for the year was GBP3,546,000, equivalent to HK\$37,408,000 (2020: GBP3,547,000, equivalent to HK\$36,889,000).

Chairman's Statement (Continued)

COST

- The **SERVICE COST** of the Group for the year was HK\$165.4 million (2020: HK\$138.2 million), representing hotel operation cost, increased by HK\$27.3 million as no government subsidies were received to set off salary expense during 2021.

Cost of sale of HK\$36.5 million (2020: HK\$0.8 million) was from cost of food and beverage. Such increase was due to provision of special meals to designated quarantine hotels' guest.

- During the year, the **ADMINISTRATIVE EXPENSES** excluding depreciation was HK\$31 million (2020: HK\$30 million), representing costs for corporate management office including directors' fees, salaries for executive staff and employees, rental, marketing expenses and office expenses.

The accounting standards require hotel properties of the Group to provide **DEPRECIATION** which amounted to HK\$75 million (2020: HK\$76 million) for the year.

DEPRECIATION OF HOTEL PROPERTIES

Name of Hotel	2020 HK\$'000	2021 HK\$'000	Change HK\$'000
Ramada Hong Kong Harbour View	6,032	6,082	+50
Ramada Hong Kong Grand	29,363	29,582	+219
Best Western Plus Hotel Kowloon	16,272	16,176	-96
Best Western Plus Hotel Hong Kong	4,240	4,200	-40
Best Western Hotel Causeway Bay	11,654	11,655	+1
Grand City Hotel	5,390	4,860	-530
Magnificent International Hotel, Shanghai	2,722	2,850	+128
Total amount for the year	<u>75,673</u>	<u>75,405</u>	-268

FUNDING

- As at 31st December, 2021, the **OVERALL DEBTS** of the Group were HK\$504 million (2020: HK\$481 million), of which HK\$310 million (2020: HK\$347 million) was assets secured bank borrowings and HK\$194 million was advances from shareholders (2020: HK\$134 million).

The gearing ratio was 13% (2020: 13%) in terms of overall debts of HK\$504 million (2020: HK\$481 million) against funds employed of HK\$3,779 million before revaluation of all hotel properties (2020: HK\$3,739 million).

The overall debts were analysed as follows:

	2020 HK\$ million	2021 HK\$ million	Change HK\$ million	Interest Paid 2021 HK\$ million
Bank loans	347	310	-37	3.1
Shareholder's loan	134	194	+60	3.4
Overall debts	<u>481</u>	<u>504</u>	<u>+23</u>	<u>6.5</u>

- FINANCE COST:** Of these loans, the total interest expenses amounted to HK\$6.5 million (2020: HK\$8.3 million), the bank loans interest expenses amounted to HK\$3.1 million (2020: HK\$6.7 million) and the shareholder's loan interest expenses amounted to HK\$3.4 million (2020: HK\$1.6 million). The interest expenses decreased was mainly due to the decrease in interest rate during the year.

The Group's bank borrowings carry interest at floating rates and are mainly denominated in Hong Kong dollar and Pound Sterling. Accordingly, the Group exposes to exchange risk and the management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

As at 31st December, 2021, the Group had a total number of 424 employees (2020: 498 employees). Remuneration and benefit were set with reference to the market.

BUSINESS HIGHLIGHT

During the year, the tourism market in Hong Kong was most devastated by the COVID-19. The number of Overseas/PRC visitors was just 91,000, which have dropped by 97.4% and most hotels and retail stores suffer from an over 90% drop in turnover.

The Royal Scot Hotel, London has enjoyed a valuation gain of GBP5,500,000. Future prospect of rental increase is encouraging because annual rent increase is linked with the United Kingdom Retail Price Index, which currently hits 30-years high at 6.2% in February 2022, up from 5.5% previously in January 2022. It is expected to further increase to 8% in April due to the uplift in household energy prices.

The Group acquired Wood Street Police Headquarter building in the centre of City of London for GBP40 million on 29th January, 2020 which has a gross internal area of 117,472 s.f. on a 20,000 s.f. island site with planning consents approved to refurbish a deluxe hotel of about 216 guest rooms, restaurants, bar and facilities. The management is making further application to increase number of guest rooms while making preparations for the commencement of refurbishment works. The management is pleased to have this opportunity to renovate this landmark heritage building in the centre of City of London.

LOOKING AHEAD

The Group has eight income producing hotels, six in Hong Kong, one in Shanghai, one in London, and the newly acquired Wood Street Hotel refurbishment project in London.

Hong Kong has been suffering from US-Sino trade war and COVID-19 which have stopped international/PRC tourism visiting. Such unforeseeable circumstances have adversely affected the local economy, hospitality, retail and hotel market of Hong Kong with most establishments either closed or operating on low occupancies with significant losses.

It is the management's view that in the remaining 2022, due to the continuous COVID-19 effect, it is quite unlikely that significant overseas/PRC visitors will return to Hong Kong. Hotels in Hong Kong and retail stores will continue to suffer from low occupancies and high operating costs. The management will continue to try to control hotel operating costs.

6 of the Group's hotels in Hong Kong and Shanghai are operating as quarantine hotels under short term contracts with Government.

Future prospects of the hotel business and rental incomes continue to be most challenging and unstable. Management will continue its effort to increase incomes and control costs.

By Order of the Board

William CHENG Kai Man
Chairman

Hong Kong, 18th March, 2022

Directors' Profiles

Mr. William CHENG Kai Man

Chairman, Executive Director and Chief Executive Officer

Mr. Cheng, aged 60, was appointed to the Board in 1987. He also serves as the chairman of the Nomination Committee of the Company and a member of the Remuneration Committee of the Company. He is also the chairman, executive director and chief executive officer of each of Shun Ho Holdings Limited, the Company's intermediate holding company ("Shun Ho Holdings") and Shun Ho Property Investments Limited, the Company's immediate holding company ("Shun Ho Property"), both of which are companies whose shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Cheng also holds directorships in various subsidiaries of the Company. He has over 30 years of experience in construction, property investment and development and has over 20 years of experience in hotel management. He graduated in the U.K. and holds a bachelor's degree in civil engineering and a master's degree in structural engineering. He is a brother of Madam Wendy CHENG Wai Kwan, an Executive Director of the Company. He is a director of Fastgrow Engineering & Construction Company Limited ("Fastgrow"), a substantial shareholder of the Company.

Mr. Albert HUI Wing Ho

Executive Director

Mr. Hui, aged 59, was appointed to the Board in 1990. He is also an executive director of Shun Ho Holdings and Shun Ho Property. He also holds directorships in various subsidiaries of the Company. He has over 30 years of experience in construction, property investment and development and has over 20 years of experience in hotel management. He graduated in the U.K. and holds a bachelor's degree in civil engineering.

Madam Kimmy LAU Kam May

Executive Director and Chief Financial Officer

Madam Lau, aged 54, FCCA, CPA, was appointed to the Board in 2017. She is also an executive director and the chief financial officer of each of Shun Ho Holdings and Shun Ho Property. She also holds directorship in two subsidiaries of the Company. She has extensive experience in accounting, auditing and financial management and over 10 years of experience in hotel management. She graduated from the City University of Hong Kong and holds a bachelor's degree in accountancy.

Madam NG Yuet Ying

Executive Director

Madam Ng, aged 39, was appointed to the Board in 2017. She is also an executive director of Shun Ho Holdings and Shun Ho Property. She is the head of operation and accounting of all local hotels of the Group with over 10 years of experience in accounting and financial management as well as hotel operation and management. She graduated from the University of South Australia with Bachelor of Accountancy.

Madam Wendy CHENG Wai Kwan

Executive Director

Madam Cheng, aged 57, was appointed to the Board in 2020. She is also an executive director of Shun Ho Holdings and Shun Ho Property. She also holds directorship in a subsidiary of the Company. She has extensive experience in provision of

legal advices and family business management. Her academic knowledge and practical experience with legal matters could make valuable contribution for the management and the Board. She graduated in the U.K. and holds a bachelor's degree in social science and a bachelor's degree in Laws from the University of London. She is a sister of Mr. William CHENG Kai Man, the Chairman, Executive Director and Chief Executive Officer of the Company.

Madam Mabel LUI FUNG Mei Yee

Non-executive Director

Madam Lui Fung, aged 70, a Solicitor and Notary Public, was appointed to the Board in 1999. She is also a non-executive director of Shun Ho Holdings and Shun Ho Property, and an independent non-executive director of China International Marine Containers (Group) Co., Ltd., a company whose shares are listed on the Stock Exchange. She is a senior executive consultant and head of Greater China Commercial Practice of Withers.

Mr. CHAN Kim Fai

Independent Non-executive Director

Mr. Chan, aged 63, FCCA, CPA (Practising), was appointed to the Board in 2004. He also serves as the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company. He is also an independent non-executive director of Shun Ho Holdings, Shun Ho Property and EGL Holdings Company Limited, companies whose shares are listed on the Stock Exchange. From 1st January, 2021 to 1st April, 2021, he was also an independent non-executive director of China Fortune Investments (Holdings) Limited, a company whose shares were listed on the Stock Exchange until it was delisted in September 2021. He holds a bachelor's degree in science from The Chinese University of Hong Kong. He has extensive experience in accounting, corporate finance and financial management. He is a partner of Ivan Chan & Co, CPA.

Mr. LAM Kwai Cheung

Independent Non-executive Director

Mr. Lam, aged 61, FCCA, CPA (Practising), was appointed to the Board in 2017. He also serves as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. He is also an independent non-executive director of Shun Ho Holdings and Shun Ho Property. He has extensive experience in accounting, auditing and financial management. He is the practitioner of Terry Lam & Co., CPA.

Mr. Warren LIU Yuk Cho

Independent Non-executive Director

Mr. Liu, aged 61, was appointed to the Board on 20th July, 2021. He also serves as a member of the Audit Committee of the Company. He was also appointed as an independent non-executive director of Shun Ho Holdings and Shun Ho Property on 20th July, 2021. He has extensive experience in real estate and development consultancy and is a fellow member of the Hong Kong Institute of Surveyors and Royal Institution of Chartered Surveyors. He is a director of Cosmo Surveyors Limited.

Corporate Governance Report

The Company is committed to maintaining good corporate governance practices and procedures. The corporate governance principles of the Company emphasise a quality board, sound internal control and transparency and accountability to all shareholders.

CORPORATE GOVERNANCE

The board of Directors (the “Board”) of the Company has adopted the Corporate Governance Code (the “Corporate Governance Code”) set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as the corporate governance code of the Company.

(a) Compliance with the Corporate Governance Code

During the year ended 31st December, 2021, the Company has complied with all the code provisions of the Corporate Governance Code that were in force with the exception of the following deviations:

Code Provision A.2.1: chairman and chief executive should not be performed by the same individual

The Company does not have separate appointments for the Chairman and the Chief Executive Officer. Mr. William Cheng Kai Man holds both positions. The Board believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same person enables the Company to have a stable and consistent leadership. It also facilitates planning and execution of the Company’s strategy and is hence, for the interests of the Company and its shareholders. It is also significantly cost-saving for Mr. Cheng, the Chairman to also serve as the Chief Executive Officer, which would have otherwise been recruited from the market at a heavy cost.

Code Provision A.4.1: non-executive directors should be appointed for a specific term

Except three Independent Non-executive Directors, all Directors of the Company (including Executive or Non-executive Directors) are not appointed for a specific term. The Articles of Association of the Company stipulate that every director (including Executive or Non-executive Directors) shall retire and be re-elected at least once every three years. Therefore, the Company has adopted adequate measures to ensure the corporate governance of the Company complies with the same level to that required under the Corporate Governance Code.

Code Provision A.5.2: the nomination committee should perform the duties set out in paragraphs (a) to (d)

For the period from 1st January, 2021 to 18th March, 2021, the terms of reference of the nomination committee adopted by the Company were in compliance with Code Provision A.5.2 except that it was not the duty of the nomination committee to select individuals nominated for directorships. The nomination committee comprises a majority of independent non-executive directors who are not involved in the daily operation of the Company and may not have sufficient knowledge of industry practice. Therefore, such duty was performed by the Board. However, the terms of reference of the nomination committee have been revised to fully comply with Code Provision A.5.2 since 19th March, 2021.

Code Provision B.1.2: the remuneration committee’s terms of reference should include, as a minimum, paragraphs (a) to (h)

For the period from 1st January, 2021 to 18th March, 2021, the terms of reference of the remuneration committee adopted by the Company were in compliance with Code Provision B.1.2 except that it was not the duties of the remuneration committee to approve the management’s remuneration proposals, compensation payable to executive directors and senior management for any loss or termination of office or appointment and compensation arrangements relating to dismissal or removal of directors for misconduct. The remuneration committee comprises a majority of independent non-executive directors who are not involved in the daily operation of the Company and may not have sufficient knowledge of industry practice. Therefore, such duties were performed by the Board. However, the terms of reference of remuneration committee have been revised to fully comply with Code Provision B.1.2 since 19th March, 2021.

(b) Compliance with the Model Code

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the “Model Code”) as the code of conduct regarding securities transactions by directors. All Directors have confirmed, following specific enquiry by the Company, their compliance with the required standard set out in the Model Code throughout the year.

Corporate Governance Report (Continued)

BOARD COMPOSITION AND BOARD PRACTICES

The Board is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing shareholders' value.

The Listing Rules require every listed issuer to have at least three independent non-executive directors, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. As at 31st December, 2021, the Board comprises a total of nine Directors, with five Executive Directors, one Non-executive Director and three Independent Non-executive Directors. Two Independent Non-executive Directors have appropriate professional qualifications, or accounting or related financial management expertise.

As at the date of this report, the Board's composition under major diversified perspectives was summarized as follows:

Gender	Male		Female							
Ethnicity	Chinese									
Age Group	30-49	50-59	>59							
Year of Service	<10			>10						
	0	1	2	3	4	5	6	7	8	9
	Number of Directors									

Mr. William Cheng Kai Man, the Chairman, Executive Director and Chief Executive Officer of the Company, is the brother of Madam Wendy Cheng Wai Kwan, the Executive Director of the Company. Save as disclosed herein, none of the Directors has any financial, business, family or other material/relevant relationship with any other Directors.

All Directors (including Executive or Non-executive Directors) are subject to retirement by rotation once every three years in accordance with the Company's Articles of Association. Review will be made regularly of the Board composition to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company. The Directors' biographical information is set out on page 7.

The positions of the Chairman and the Chief Executive Officer of the Company are both held by Mr. William Cheng due to reasons disclosed under the section headed "Corporate Governance" of this corporate governance report.

The Board is responsible for establishing the strategic direction of the Group, setting objectives and business development plans, monitoring the performance of the senior management and performing corporate governance duties.

The management, under the leadership of the Chief Executive Officer, is responsible for implementing strategies and plans established by the Board; and submitting reports on the Company's operations to the Board on a regular basis to ensure effective discharge of the Board's responsibilities.

All Directors have made full and active contribution to the affairs of the Board and the Board always acts in the best interests of the Group.

The Board is responsible for performing the corporate governance duties including:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

Corporate Governance Report (Continued)

The Board meets regularly and held seven meetings in 2021, the attendance of each director is set out below:

	Number of meetings attended/Number of meetings held during respective Director's tenure	Attendance rate
Executive Directors		
William Cheng Kai Man (Chairman)	7/7	100%
Albert Hui Wing Ho	7/7	100%
Kimmy Lau Kam May	7/7	100%
Ng Yuet Ying	4/7	57%
Wendy Cheng Wai Kwan	4/7	57%
Non-executive Director		
Mabel Lui Fung Mei Yee	4/7	57%
Independent Non-executive Directors		
Vincent Kwok Chi Sun (resigned on 8th July, 2021)	3/3	100%
Chan Kim Fai	6/7	86%
Lam Kwai Cheung	6/7	86%
Warren Liu Yuk Cho (appointed on 20th July, 2021)	2/2	100%

Regular Board meetings of the year are scheduled in advance to give all Directors an opportunity to attend. The Directors can attend meetings in persons or through other means of electronic communication in accordance with the Company's Articles of Association.

Each newly appointed Director is provided with a package of orientation materials setting out the duties and responsibilities of directors under the Listing Rules, related ordinances and relevant regulatory requirements of Hong Kong. Orientation meeting with every newly appointed Director will be held for briefing on business and operations of the Company. Updates are provided to Directors when necessary to ensure that Directors are aware of the latest changes in the commercial and regulatory environment in which the Group conducts its businesses.

DIRECTORS' TRAINING

The management of the Company provides the Directors with monthly updates on the Group's performance and position to enable the Board as a whole and each Director to discharge their duties.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. A summary of training received by Directors in 2021 is set out below:

Name of Directors	Type of Continuous Professional Development	
	Attending seminar on regulatory development and/or directors' duties	Reading regulatory updates or information relevant to the Company or its business
William Cheng Kai Man	√	√
Albert Hui Wing Ho	√	√
Kimmy Lau Kam May	√	√
Ng Yuet Ying	√	√
Wendy Cheng Wai Kwan	√	√
Mabel Lui Fung Mei Yee	√	√
Vincent Kwok Chi Sun (resigned on 8th July, 2021)	√	√
Chan Kim Fai	√	√
Lam Kwai Cheung	√	√
Warren Liu Yuk Cho (appointed on 20th July, 2021)	√	√

ATTENDANCE AT GENERAL MEETING

	Annual General Meeting (held on 21st May, 2021)
Executive Directors	
William Cheng Kai Man	√
Albert Hui Wing Ho	√
Kimmy Lau Kam May	√
Ng Yuet Ying	√
Wendy Cheng Wai Kwan	√
Non-executive Director	
Mabel Lui Fung Mei Yee	–
Independent Non-executive Directors	
Vincent Kwok Chi Sun (resigned on 8th July, 2021)	√
Chan Kim Fai	√
Lam Kwai Cheung	√
Warren Liu Yuk Cho (appointed on 20th July, 2021)	N/A

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Group.

With assistance of the Accounts Department which is under the supervision of the Chief Financial Officer of the Company, the Directors ensure the preparation of the financial statements of the Group are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the publication of the financial statements of the Group is in a timely manner.

The statement of the Auditor of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 24 to 28.

During the year, the emoluments paid by the Group to the senior management, i.e. Executive Directors, of the Company fell within the following bands:

Emolument band (HK\$)	Number of individuals
1 – 5,000,000	4
5,000,001 – 8,000,000	1
	<hr/>
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RISK MANAGEMENT AND INTERNAL CONTROL

During the year, the Board is responsible for evaluating and determining the nature and extent of the risks. The Board has overall responsibilities for maintaining sound and effective risk management and internal control system of the Group. The Board should oversee management in the design, implementation and monitoring of the risk management and internal control systems, and management should provides a confirmation to the Board on the effectiveness of these systems. This evaluation process will be carried out on an ongoing basis.

The Board has conducted a review of the effectiveness of the system of risk management and internal control of the Group and considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting functions and their training programmes and budget on an annual basis. The Board is of the view that the risk management and internal control system of the Group in place for the year under review and up to the date of issuance of the annual report and financial statements are sound and sufficient to safeguard the Group's assets and the interests of shareholders, customers and employees.

The responsibilities of the Audit Committee include reviewing the risk management and internal control systems. The Audit Committee reports to the Board after due review of the management's confirmation on the effectiveness of the Group's risk management and internal control systems. The Board reviews the adequacy and effectiveness of the Group's risk management through the Audit Committee. The Board relies on the Audit Committee which in turn relies on Risk Management Committee and Internal Audit Team.

The Company established the Risk Management Committee in 2019 which comprises three executive directors, namely Mr. William Cheng Kai Man (Chairman of the Risk Management Committee), Madam Kimmy Lau Kam May and Mr. Albert Hui Wing Ho. Mr. Cheng is responsible for business risks, Madam Lau, also being the Chief Financial Officer, is responsible for financial risks and Mr. Hui is responsible for property assets management risks. They perform daily, weekly and monthly checks in their specific area.

The Company established the Internal Audit Team in 2019 which comprises three executive directors, namely Mr. William Cheng Kai Man (Chairman of the Internal Audit Team), Madam Kimmy Lau Kam May (financial member of the Internal Audit Team) and Madam Ng Yuet Ying (executive member of the Internal Audit Team). Mr. Cheng is responsible for final review and approval, while Madam Lau is responsible for financial area and Madam Ng is responsible for execution area. Monthly reports from the execution member of details of all expenditures and proposed acquisitions are submitted to the Internal Audit Team. The financial members carefully analyses and scrutinises the reports and then recommends the expenditures to the Chairman. After the Chairman's review and approval, the Chairman passes down to the executive member for execution. They perform daily, weekly and monthly checks in internal audit and internal control systems.

The Internal Audit Team conducts independent reviews of the adequacy and effectiveness of the Group's internal audit and internal control systems associated with the Group's principal operations and reports the review results to the Board through the Audit Committee. 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 to ensure that the preparation of financial statements is carried out in accordance with generally accepted accounting principles, the Group's accounting policies and applicable laws and regulations.

The risk management and internal control systems of the Group are designed to assist the Group to achieve business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. These systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

In order to identify, evaluate and manage the significant risks including operational (hotel operations, hotel management and property leasing) and functional (finance, human resources, IT, secretarial and corporate communications) risks, the risk management of the Group combines a top-down strategic view with a bottom-up operational process. The Board, by the top-down approach, has a particular focus on determining the nature and extent of significant risks it is willing to take in achieving the strategic objectives of the Group. On the other hand, the bottom up approach is embedded in the operations of the Group and complements the top-down strategic view by identifying the principal risks and ensuring all significant risks to be adequately considered by the Board. The Board assesses effectiveness of existing controls, provides treatment plans where required, and monitors risk mitigating activities. Risk management of the Group has to be proactive to ensure that significant risks are identified, assessed by considering the impacts and likelihoods of their occurrence, and effectively managed by identifying suitable controls and counter-measures, and assessing the cost effectiveness of the mitigating actions proposed.

The Board assesses the likely impact of any unexpected and significant event on the price of the Company's shares or their trading volume 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 SFO.

AUDITOR'S REMUNERATION

For the year ended 31st December, 2021, the Auditor of the Group received approximately HK\$1.5 million for audit service and HK\$0.2 million for tax and consultancy services for the Company and its subsidiaries.

AUDIT COMMITTEE

The Audit Committee was established in 1995 with specific terms of reference in accordance with the Corporate Governance Code. The Audit Committee of the Company currently comprises three Independent Non-executive Directors, namely, Mr. Chan Kim Fai (Chairman of the Audit Committee), Mr. Lam Kwai Cheung and Mr. Warren Liu Yuk Cho.

The principal duties of the Audit Committee are (i) to oversee the relationship with the Auditor of the Company; (ii) to review the annual and interim results before publication; and (iii) to oversee the Group's financial reporting system, risk management and internal control systems. The full version of the terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange.

The Audit Committee held two meetings in 2021, the attendance of each member is set out below:

	Number of meetings attended/ Number of meetings held during respective Director's tenure	Attendance rate
Chan Kim Fai (appointed as the chairman on 8th July, 2021)	2/2	100%
Lam Kwai Cheung	2/2	100%
Warren Liu Yuk Cho (appointed on 20th July, 2021)	1/1	100%
Vincent Kwok Chi Sun (resigned on 8th July, 2021)	1/1	100%

The scope of work done by the Audit Committee during the year under review includes the following:

- reviewed the accounting policies adopted by the Group;
- reviewed the interim report and the interim results announcement for the six months ended 30th June, 2021;
- reviewed the comprehensiveness, effectiveness and adequacy of the Company's risk management and internal control systems;
- reviewed the effectiveness of the internal audit system and the adequacy of resources available for its effective functioning;
- reviewed the audited accounts and final results announcement for the year ended 31st December, 2020; and
- recommended to the Board the re-appointment of the Auditor of the Company.

The Group's annual report for the year ended 31st December, 2021 has been reviewed by the Audit Committee.

Corporate Governance Report (Continued)

REMUNERATION COMMITTEE

The Remuneration Committee was established in 2005 with specific terms of reference in accordance with the Corporate Governance Code. The Remuneration Committee currently comprises two Independent Non-executive Directors, namely Mr. Chan Kim Fai (Chairman of the Remuneration Committee) and Mr. Lam Kwai Cheung, and one Executive Director, namely Mr. William Cheng Kai Man.

The principal duties of the Remuneration Committee are making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and reviewing the remuneration of Directors and senior management with reference to corporate goals and objectives. The full version of the terms of reference of the Remuneration Committee are available on the websites of the Company and the Stock Exchange.

The Remuneration Committee shall consult the Chairman and/or the Chief Executive Officer of the Company about their proposals relating to remuneration of Executive Directors and have access to professional advice if considered necessary.

The Remuneration Committee held two meetings in 2021, the attendance of each member is set out below:

	Number of meetings attended/ Number of meetings held during respective Director's tenure	Attendance rate
Chan Kim Fai	2/2	100%
William Cheng Kai Man	2/2	100%
Lam Kwai Cheung	2/2	100%
Vincent Kwok Chi Sun (resigned on 8th July, 2021)	0/0	-

During the year, the Remuneration Committee considered and recommended to the Board the approval of the Directors' remunerations in 2021 and 2022, noting that their current remunerations were less than the comparable remunerations in the market.

NOMINATION COMMITTEE

The Nomination Committee was established in 2012 with specific terms of reference in accordance with the Corporate Governance Code. The Nomination Committee currently comprises one Executive Director, namely Mr. William Cheng Kai Man (Chairman of the Nomination Committee) and two Independent Non-executive Directors, namely Mr. Chan Kim Fai and Mr. Lam Kwai Cheung.

The principal duties of the Nomination Committee are to review the structure, size and composition of the Board; to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; to consider the suitability of a candidate to act as a Director based on the candidate's qualification, experience, integrity and potential contribution to the Company; and to assess the independence of Independent Non-executive Directors taking into account the independence requirements set out in Rule 3.13 of the Listing Rules. The full version of the terms of reference of the Nomination Committee are available on the websites of the Company and the Stock Exchange.

The Nomination Committee held two meetings in 2021, the attendance of each member is set out below:

	Number of meetings attended/ Number of meetings held during respective Director's tenure	Attendance rate
William Cheng Kai Man	2/2	100%
Chan Kim Fai	2/2	100%
Lam Kwai Cheung	2/2	100%

During the year, the Nomination Committee (i) considered and recommended to the Board the appointment of an Independent Non-executive Director; (ii) reviewed the structure, size and composition of the Board; and (iii) assessed the independence of the Independent Non-executive Directors.

The Company has adopted a policy concerning diversity of board members pursuant to which selection of candidates of board members will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee has considered that the current Board composition has the appropriate skills, experience and diversity of perspectives that are required to support the execution of the business strategies of the Company and achieve the effective running of the Board.

The Nomination Committee will monitor the implementation of the Board Diversity Policy and assess the Board composition on an annual basis.

NOMINATION POLICY

Objective

The Company has adopted a nomination policy pursuant to which the Nomination Committee shall consider the following criteria, procedures and process in evaluating and selecting candidates for directorship.

Nomination Criteria

- (a) Character and integrity;
- (b) Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- (c) Willingness to devote adequate time to discharge duties as a member of the Board;
- (d) Board diversity policy and any measurable objectives adopted for achieving diversity on the Board; and
- (e) Such other perspectives appropriate to the Company's business or as suggested by the Board.

Nomination Procedures and Process

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (a) A meeting of the Nomination Committee shall be called to put forward the nominations of candidates from Board members, if any, for consideration by the Nomination Committee;
- (b) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- (c) The proposed candidates will be asked to submit the necessary personal information and biography for the Nomination Committee's consideration. The Nomination Committee may request the candidate(s) to provide additional information and documents, if considered necessary;
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;

- (e) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment;
- (f) The Board may arrange for the selected candidate to be interviewed by the members of the Board and the Board will thereafter deliberate and decide the appointment as the case may be;
- (g) The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting; and
- (h) All appointment of Directors will be confirmed by the filing of the prescribed form with the Companies Registry of Hong Kong and updating (and, if necessary, filing) of the Register of Directors of the Company.

Decision by the Board

After the Nomination Committee makes its recommendations to the Board, the Board will have the final authority on determining the selection of those director candidates for nomination to the Board.

COMPANY SECRETARY

Madam Koo Ching Fan is an associate of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) and a fellow member of the Association of Chartered Certified Accountants. She is also a holder of the Practitioner's Endorsement issued by the Hong Kong Institute of Chartered Secretaries. Although the Company Secretary is not a full time employee of the Company, she reports to the Board and is responsible for advising the Board on governance matters. The primary contact person of the Company with the Company Secretary is Mr. William Cheng Kai Man, the Chairman, Executive Director and Chief Executive Officer of the Company. During 2021, Madam Koo has confirmed that she has taken no less than 15 hours of relevant professional training.

CONSTITUTIONAL DOCUMENTS

During the year, there is no significant change in the Company's constitutional documents.

SHAREHOLDERS' RIGHTS

Set out below is a summary of certain rights of the shareholders of the Company as required to be disclosed pursuant to the mandatory disclosure requirements under Paragraph O of the Corporate Governance Code.

Convening of General Meeting on Request

Shareholder(s) may request the Directors to call a general meeting pursuant to Sections 566 to 568 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "CO").

In accordance with Section 566 of the CO, the Directors are required to call a general meeting if the Company has received requests to do so from members of the Company representing at least 5% of the total voting rights of all the members having a right to vote at general meeting. Such requests must state the general nature of the business to be dealt with at the meeting; and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Such requests may be sent to the Company in hard copy form (by depositing at the registered office of the Company at 3rd Floor, Shun Ho Tower, 24-30 Ice House Street, Central, Hong Kong for the attention of the Board) or in electronic form (by email: shunho@netvigator.com); and must be authenticated by the person or persons making it. In accordance with Section 567 of the CO, the Directors must call a meeting within 21 days after the date on which they become subject to the requirement under Section 566 of the CO and such meeting must be held on a date not more than 28 days after the date of the notice convening the meeting.

Putting Forward Proposals at Annual General Meeting

To put forward a resolution at an annual general meeting, shareholders are requested to follow the requirements and procedures set out in Sections 615 and 616 of the CO.

Section 615 of the CO provides that the Company must give notice of a resolution if it has received requests that it do so from (a) the members of the Company representing at least 2.5% of the total voting rights of all the members who have a right to vote on the resolution at the annual general meeting to which the requests relate; or (b) at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate. Such requests (a) may be sent to the Company in hard copy form (by depositing at the registered office of the Company at 3rd Floor, Shun Ho Tower, 24-30 Ice House Street, Central, Hong Kong for the attention of the Board) or in electronic form (by email: shunho@netvigator.com); (b) must identify the resolution of which notice is to be given; (c) must be authenticated by the person or persons making it; and (d) must be received by the Company not later than (i) 6 weeks before the annual general meeting to which the requests relate; or (ii) if later, the time at which notice is given of that meeting. Section 616 of the CO provides that the Company that is required under Section 615 of the CO to give notice of a resolution must send a copy of it at the Company's own expense to each member of the Company entitled to receive notice of the annual general meeting (a) in the same manner as the notice of the meeting; and (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

Pursuant to Article 120 of the Articles of Association of the Company, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven days. The period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting. Detailed procedures for shareholders to propose a person for election as a Director can be found on the Company's website.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company establishes different communication channels with shareholders and investors: (i) printed copies of corporate communication; (ii) the annual general meeting providing a platform for shareholders to raise comments and exchange views with the Board; (iii) briefing meetings with analysts from investment sectors set up from time to time to provide updated performance information of the Group; and (iv) the Company's Registrars serving the shareholders in respect of all share registration matters.

Shareholders may at any time send their enquiries and concerns to the Board by addressing them to the Company at its registered office.

DIVIDEND PAYMENT POLICY

The Board has adopted a dividend payment policy (the "Dividend Payment Policy") pursuant to which the Company may declare and pay dividends to the shareholders of the Company (the "Shareholders").

According to the Dividend Payment Policy, the declaration, form, frequency and amount of any dividend payout of the Company must be in accordance with relevant laws, rules and regulations and subject to the Articles of Association of the Company. In accordance with the Articles of Association of the Company, the Company may by ordinary resolution declare dividends according to the respective rights of the Shareholders, but no dividend shall exceed the amount recommended by the Board and be payable out of the profits of the Company. Moreover, in addition to cash, the dividends may be paid up in the form of the Company's shares, by the distribution of specific assets of any kind or by distribution of any form.

The Dividend Payment Policy aims to provide stable and sustainable returns to Shareholders. In deciding whether to propose a dividend and in determining the dividend amount, the Company shall take into account, inter alia:

- i. the Group's operating conditions and market environment;
- ii. the Group's general financial position;
- iii. the actual and future operating and liquidity capital of the Group;
- iv. after-tax profit and distributable profits of the Company and the Group;
- v. the Group's future acquisition capital requirement and expected working capital requirements;
- vi. the continuity and sustainability of any dividend distribution; and
- vii. any other factors that the Board deems appropriate.

The Board will review the Dividend Payment Policy from time to time and reserves its right in its sole and absolute discretion to update, amend, modify and/or cancel the Dividend Payment Policy. There can be no assurance that dividends will be paid in any particular amount for any given period.

Report of the Directors

The Board presents their report and the audited consolidated financial statements of the Company for the year ended 31st December, 2021.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and provides management services to its subsidiaries. The principal activities of the Company's principal subsidiaries are set out in note 33 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2021 are set out in the consolidated statement of profit or loss on page 29.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's prospects are disclosed in the Chairman's Statement on pages 3 to 6 of this Annual Report. Description of principal risks and uncertainties that the Group is facing is disclosed in the Report of the Directors on page 23 of this Annual Report while the financial risk management objectives and policies of the Group are disclosed in notes 34 and 35 to the consolidated financial statements. An analysis of the Group's performance during the year using key performance indicators is disclosed in the Chairman's Statement on pages 3 to 6 of this Annual Report and Financial Summary on page 95 of this Annual Report. In addition, discussions on the Group's compliance with relevant laws and regulations which have a significant impact on the Group, relationships with its key stakeholders and environmental policies are disclosed on page 23 of this Annual Report.

DIVIDEND

The Board does not recommend the payment of final dividend in respect of the year ended 31st December, 2021 (2020: Nil).

SHARE CAPITAL

Details of the share capital of the Company are set out in note 24 to the consolidated financial statements. There were no movements in the share capital of the Company during the year.

Regarding the general mandate to issue shares, the Board will only consider to issue new shares pursuant to the general mandate of this financial year of 2022, if the Hong Kong authorities consider that the Company's share liquidity in the stock market is not sufficient.

RESERVES

Movements during the year in the reserves of the Group are set out on page 33 and those of the Company are set out in note 32 to the consolidated financial statements.

The Company's reserves available for distribution to shareholders as at 31st December, 2021 represented its retained profits of HK\$1,807,880,000 (2020: HK\$1,772,277,000).

PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in the property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

INVESTMENT PROPERTIES

All the investment properties of the Group were revalued at 31st December, 2021. The revaluation gave a increase of approximately HK\$62 million which has been dealt with in the consolidated statement of profit or loss.

Details of movements during the year in the investment properties of the Group are set out in note 16 to the consolidated financial statements.

BORROWINGS

An analysis of the repayment schedule of bank loans is set out in note 23 to the consolidated financial statements.

MAJOR PROPERTIES

Details of the major properties of the Group at 31st December, 2021 are set out on page 96 of the Annual Report.

PURCHASE, SALE OR REDEMPTION OF COMPANY'S LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Report of the Directors (Continued)

DIRECTORS

The Directors of the Company during the year and up to the date of this report were:

Executive Directors

Mr. William Cheng Kai Man
Mr. Albert Hui Wing Ho
Madam Kimmy Lau Kam May
Madam Ng Yuet Ying
Madam Wendy Cheng Wai Kwan

Non-executive Director

Madam Mabel Lui Fung Mei Yee

Independent Non-executive Directors

Mr. Chan Kim Fai
Mr. Lam Kwai Cheung
Mr. Warren Liu Yuk Cho (appointed on 20th July, 2021)
Mr. Vincent Kwok Chi Sun (resigned on 8th July, 2021)

According to Article 116 of the Company's Articles of Association, three Directors, Mr. William Cheng Kai Man, Mr. Chan Kim Fai and Mr. Lam Kwai Cheung, will retire from office by rotation at the forthcoming annual general meeting of the Company, and each of them, being eligible, has offered himself/herself for re-election. According to Article 99 of the Company's Articles of Association, one Director, Mr. Warren Liu Yuk Cho, will hold office until the forthcoming annual general meeting of the Company, and he, being eligible, has offered himself for re-election.

The term of office for each Executive Director and Non-executive Director is the period up to his or her retirement by rotation in accordance with the Company's Articles of Association.

There is a service contract between the Company and each Independent Non-executive Director for the term of one year and each of them is subject to rotational and re-election requirements at the annual general meeting of the Company pursuant to the Company's Articles of Association.

No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence and considers that each of the Independent Non-executive Directors is independent to the Company.

DIRECTORS OF SUBSIDIARIES

The persons who have served on the board of the subsidiaries of the Company during the year and up to the date of this report are Mr. William Cheng Kai Man, Mr. Albert Hui Wing Ho, Madam Kimmy Lau Kam May and Madam Wendy Cheng Wai Kwan.

DIRECTORS' INTERESTS IN LISTED SECURITIES

As at 31st December, 2021, the interests or short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required (a) to be entered in the register required to be kept by the Company under section 352 of the SFO; or (b) to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

The Company

Name of director	Capacity	Nature of interests	Number of shares/ underlying shares held	Approximate % of shareholding
William Cheng Kai Man	Interest of controlled corporations	Corporate	6,360,585,437 (Note)	71.09

Note:

Shun Ho Property beneficially owned 2,709,650,873 shares of the Company (the "Shares") (30.29%) and was taken to be interested in 395,656,000 Shares (4.42%) held by Good Taylor Limited, 273,579,983 Shares (3.06%) held by South Point Investments Limited, 3,500,000 Shares (0.04%) held by Shun Ho Technology Developments Limited and 2,978,198,581 Shares (33.29%) held by Fastgrow, representing a total of 6,360,585,437 Shares (71.09%). Mr. William Cheng Kai Man had controlling interest in the above-mentioned companies. All the above interests in the Shares are long position.

Report of the Directors (Continued)

Associated Corporations

Name of director	Name of associated corporation	Capacity	Nature of interests	Number of shares/ underlying shares held	Approximate % of shareholding
William Cheng Kai Man	Shun Ho Property (Note 1)	Beneficial owner and Interest of controlled corporations	Personal and corporate	384,959,999	66.40
William Cheng Kai Man	Shun Ho Holdings (Note 2)	Beneficial owner and Interest of controlled corporations	Personal and corporate	223,626,825	73.47
William Cheng Kai Man	Trillion Resources Limited ("Trillion Resources BVI") (Note 3)	Beneficial owner	Personal	2	100

Notes:

1. Shun Ho Property, the Company's immediate holding company, is a public limited company incorporated in Hong Kong, the shares of which are listed on the Stock Exchange.
2. Shun Ho Holdings, the Company's intermediate holding company, is a public limited company incorporated in Hong Kong, the shares of which are listed on the Stock Exchange.
3. Trillion Resources BVI, the Company's ultimate holding company, is a company incorporated in the British Virgin Islands.
4. All the above interests in the shares of the associated corporations are long position.

Share option scheme

An employee share option scheme of the Company was adopted at the extraordinary general meeting held on 14th November, 2013 (the "Share Option Scheme") and was amended at the annual general meeting held on 18th June, 2014. Pursuant to the Share Option Scheme, the Board may, at its discretion, offer to grant options to subscribe for shares of the Company based on the terms and conditions set out therein to any director (including Executive, Non-executive Directors and Independent Non-executive Directors) and any employee of the Group whom the Board considers, in its sole discretion, have contributed or will contribute to the Group (the "Participant(s)"). The purpose of the Share Option Scheme is to reward hotel senior management according to their performance in relation to the growth of hotel revenue. **No share option has been granted since the adoption of the Share Option Scheme in 2013 and no new share options are anticipated to be granted in 2022.**

Summary of the Share Option Scheme is as below:

(i) Purpose

The Share Option Scheme is a share incentive scheme and is established to reward Participants who have contributed to the Group and to encourage Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

(ii) Maximum number of shares

(1) 5% limit

The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not exceed 5% of the shares in issue on the date of the passing of the ordinary resolution on 18th June, 2014, being 447,352,566 shares.

(2) Individual limit

The total number of shares issued and which may fall to be issued upon exercise of the share options granted under the Share Option Scheme and any other share option schemes of our Company (including options exercised and outstanding) to each Participant in any 12 month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Any further grant of share options in excess of this 1% limit shall be subject to shareholders' approval in a general meeting of the Company with such Participants and their associates (as defined in the Listing Rules) abstaining from voting, and/or other requirements prescribed under the Listing Rules from time to time.

Any grant of share options to a director, chief executive or substantial shareholder of the Company or any of their respective associates is required to be approved by the independent non-executive directors. If the Board proposes to grant share options to a substantial shareholder or any independent non-executive director or their respective associates which will result in the number of shares issued and to be issued upon exercise of share options granted and to be granted (including share options exercised, cancelled and outstanding) to such person in the 12 month period up to and including the date of grant: (i) representing in aggregate over 0.1%, or such other percentage as may be from time to time provided under the Listing Rules, of the shares in issue; and (ii) having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the official closing price of the shares at the date of each grant, such further grant of share options will be subject to shareholders' approval in general meeting of the Company at which all connected persons of the Company shall abstain from voting, and/or other requirements prescribed under the Listing Rules from time to time.

(3) Maximum limit of 30%

The shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company at any time shall not exceed 30% of the shares in issue from time to time.

(iii) Time of exercise of option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period which may be determined and notified by the Board to the grantees at the time of making an offer which shall not expire later than 10 years from the grant date.

(iv) Amount payable upon acceptance of option

Upon acceptance of an option, the grantee shall pay HK\$10.00 to the Company by way of consideration for the grant.

(v) The exercise price

The subscription price of a share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of: (i) the official closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of grant; and (ii) the average of the official closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant.

(vi) The remaining life of the Share Option Scheme

Subject to earlier termination by our Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

(vii) Shares to be issued under the Share Option Scheme

As at the date of this report, the total number of shares to be issuable under the Share Option Scheme is 447,352,566 shares, representing 5% of the total number of shares in issue.

No share option has been granted under the Share Option Scheme and no other share option scheme was adopted by the Company and its subsidiaries as at 31st December, 2021.

Save as disclosed above and save for shares in subsidiaries held by a director in trust for their immediate holding companies, as at 31st December, 2021, 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 any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be entered in the register required to be kept by the Company under section 352 of the SFO; or (b) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers and none of the directors or their associates or their spouse or children under the age of 18, had any right to subscribe for the securities of the Company or associated corporations, or had exercised any such right during the year.

Report of the Directors (Continued)

EQUITY-LINKED AGREEMENTS

Details of the Share Option Scheme are set out in this report.

Save as disclosed above, no equity-linked agreements were entered into during the year or subsisted at the end of the year.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed above, at no time during the year was the Company or any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE AND RELATED PARTY TRANSACTIONS

During the year, the Group had transactions with certain related parties, details of which are set out in notes 8 and 31 to the consolidated financial statements.

Save as disclosed herein:

- (a) no transactions, arrangements or contracts of significance subsisted at any time during the year or at the end of the year to which the Company or any of its holding companies, fellow subsidiaries or subsidiaries was a party and in which a director of the Company or his/her connected entities had a material interest, whether directly or indirectly; and
- (b) there were no other transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

Amongst the Directors who held office during the year, Mr. William Cheng Kai Man was directly and/or indirectly interested in the share capital of Shun Ho Holdings, Shun Ho Property and the Company.

In the opinion of the directors not having an interest in those transactions, those transactions were carried out in the ordinary course of the Group's business on normal commercial terms.

MANAGEMENT CONTRACTS

No contracts of significance concerning the management and administration of the whole or any substantial part of the business of the Company or any of its subsidiaries were entered into during the year or subsisted at the end of the year.

PERMITTED INDEMNITY PROVISION

The Articles of Association of the Company provides that every director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, provided that the Articles of Association of the Company shall only have effect in so far as its provisions are not avoided by the Companies Ordinance.

The Company has taken out insurance against the liabilities and costs associated with defending any proceedings which may be brought against the Directors of the Company and its subsidiaries.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate amount of purchases and sales attributable to the five largest suppliers and customers of the Group accounted for less than 10% in aggregate of the Group's total purchases and sales respectively.

None of the Directors, their close associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's shares) has any interest in any of the Group's five largest customers or suppliers.

SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2021, the following persons (not being directors or chief executive of the Company) had interests in the Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

Report of the Directors (Continued)

Name of shareholder	Capacity	Number of shares/ underlying shares held	Approximate % of shareholding	
Shun Ho Property (Note 1)	Beneficial owner and interest of controlled corporations	6,360,585,437 (L)	71.09	2. Shun Ho Property is directly and indirectly owned as to 60.38% by Omnico, which was in turn owned as to 100% by Shun Ho Holdings, which was in turn directly owned as to 50.60% by Trillion Resources BVI, which was in turn wholly-owned by Mr. William Cheng Kai Man. Therefore, Omnico, Shun Ho Holdings and Trillion Resources BVI were taken to be interested in 6,360,585,437 Shares by virtue of their direct or indirect interests in Shun Ho Property.
Omnico Company Inc. ("Omnico") (Note 2)	Interest of controlled corporations	6,360,585,437 (L)	71.09	3. Madam Liza Lee Pui Ling was deemed to be interested in 6,360,585,437 Shares by virtue of the interest in such Shares of her spouse, Mr. William Cheng Kai Man, a director of the Company.
Shun Ho Holdings (Note 2)	Interest of controlled corporations	6,360,585,437 (L)	71.09	4. Saray Value SPV Asia I ("Saray Value SPV") beneficially held 698,234,500 Shares (7.80%). Saray Value Fund SPC ("Saray Value Fund") beneficially held 106,152,000 Shares (1.19%). Both Saray Value SPV and Saray Value Fund were wholly-owned subsidiaries of Saray Capital Limited. Alef United Holdings Limited ("Alef United") beneficially held 2,396,000 Shares (0.03%). Since Saray Value SPV, Saray Value Fund and Alef United are concert parties to an agreement to buy shares under Section 317(1)(a) of SFO, each of them is deemed to have interest in the Shares held by the other concert parties. Saray Capital Limited was held by Shobokshi Hussam Ali H. as to 35.00% and Hashim Majed Hashim A. as to 45.00%. Alef United was held by Shobokshi Hussam Ali H. as to 96.40% Therefore, the total number of Shares in which Saray Value SPV, Saray Value Fund, Saray Capital Limited, Alef United, Shobokshi Hussam Ali H. and Hashim Majed Hashim A. were interested under Sections 317 and 318 of SFO was 806,782,500 Shares (9.02%).
Trillion Resources BVI (Note 2)	Interest of controlled corporations	6,360,585,437 (L)	71.09	
Liza Lee Pui Ling (Note 3)	Interest of spouse	6,360,585,437 (L)	71.09	
Fastgrow	Beneficial owner	2,978,198,581 (L)	33.29	
Alef United Holdings Limited (Note 4)	Beneficial owner and interest in persons acting in concert	806,782,500 (L)	9.02	
Credit Suisse Trust Limited (Note 4)	Interests of controlled corporations	806,782,500 (L)	9.02	
Hashim Majed Hashim A. (Note 4)	Interests of controlled corporations	806,782,500 (L)	9.02	
North Salomon Limited (Note 4)	Interests of controlled corporations	806,782,500 (L)	9.02	
Saray Capital Limited (Note 4)	Interests of controlled corporations	806,782,500 (L)	9.02	
Saray Value Fund SPC (Note 4)	Beneficial owner and interest in persons acting in concert	806,782,500 (L)	9.02	
Saray Value SPV Asia I (Note 4)	Beneficial owner and interest in persons acting in concert	806,782,500 (L)	9.02	
Shobokshi Hussam Ali H. (Note 4)	Interests of controlled corporations	806,782,500 (L)	9.02	5. Fidelity Management & Research (Japan) Limited beneficially held 220,316,000 Shares (2.46%). Fidelity Management & Research (Hong Kong) Limited beneficially held 90,048,000 Shares (1.01%). FMR Investment Management (UK) Limited beneficially held 159,087,000 Shares (1.78%). Both Fidelity Management & Research (Japan) Limited and Fidelity Management & Research (Hong Kong) Limited were wholly-owned by Fidelity Management & Research Company. FMR Investment Management (UK) Limited was wholly-owned by Fidelity Management & Research Company, Fidelity Management & Research Company was wholly-owned by FMR LLC. Therefore, FMR LLC was deemed to have interest in 469,451,000 Shares (5.25%).
FMR LLC (Note 5)	Interests of controlled corporation	469,451,000 (L)	5.25	L: Long Position

Notes:

1. Shun Ho Property beneficially owned 2,709,650,873 Shares (30.29%) and was taken to be interested in 395,656,000 Shares (4.42%) held by Good Taylor Limited, 273,579,983 Shares (3.06%) held by South Point Investments Limited, 3,500,000 Shares (0.04%) held by Shun Ho Technology Developments Limited and 2,978,198,581 Shares (33.29%) held by Fastgrow, representing a total of 6,360,585,437 Shares (71.09%). The above-mentioned companies were wholly-owned subsidiaries of Shun Ho Property.

Save as disclosed above, there was no person, other than a director or chief executive of the Company, who has an interest or short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

Report of the Directors (Continued)

PUBLIC FLOAT

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

ENVIRONMENTAL POLICIES

With regard to the environmental policies, the Group aims at minimising the Group's environmental impact. The Group has adopted various environmental protection measures for enhancing carbon reduction and energy and water usage efficiency. They are regularly reviewed and results are closely monitored.

Further details will be disclosed in the Company's Environmental, Social and Governance Report 2021 which shall be published on the websites of the Stock Exchange and the Company no later than five months after the end of the financial year.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Company ensures that all applicable laws, rules and regulations are duly complied with. All the Group's hotels in Hong Kong obtained hotel licences from Home Affairs Departments and the hotel in the PRC obtained the business licence to operate hotel business. For operating hotel business, all the relevant permits, licenses, certificates and other approvals were obtained.

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Company places significant emphasis on human capital. The remuneration and benefit were set with reference to the market so as to recruit and retain staff with particular skills required for the Company's strategies. The Company provides a health and safety management system, a fair workplace together with a range of opportunities for career advancement based on employees' merits and performance.

To enhance customer satisfaction and promote a customer-oriented culture within the Company, the Company takes 'Customer First' as one of our core values. The Company values the feedback from customers through daily communication, regular inspections and customer satisfaction surveys. The Company has also established the mechanism about customer service, support and complaints. The Company address customers' concern in a timely manner and in accordance with international standards.

The Company believes that the suppliers are equally important in driving quality delivery of its services. The business suppliers of the Company deliver quality sustainable products and services. The Company assures the performance of suppliers through supplier approval process and by spot checks on the delivered goods.

THE PRINCIPAL RISKS AND UNCERTAINTIES FACING THE COMPANY

The following is a list of principal risks and uncertainties that are considered to be of significance and have potential to affect the Group's businesses, results of operations and financial conditions. However, this is non-exhaustive as there may be other risks and uncertainties arise resulting from changes in economic and other conditions over time.

The Group owns eight hotels, six in Hong Kong, one in London and one in the PRC. The Group is operating seven hotels out of these eight hotels, the hotel in London is operated by a hotel management company. Hotel performance is usually subject to a high degree of fluctuations caused by both predictable and unpredictable factors including seasonality, social stability, epidemic diseases and changes in economic conditions. Because of the large operating expenses of hotel business, the market profit margin is only 35% to 40% of the hotel's total income. Therefore, any significant income downturn due to the above predictable or unpredictable factors may lead to substantial decrease of net profit.

In this respect, hotel segment closely assesses the impact of the geopolitical outlook and economic development of different countries for building its portfolios and exposures to match with the Group's risk appetite. It also takes continual reviews of competition, legal and political changes as well as market trends for setting its business strategies including marketing and pricing to protect and drive profitability.

AUDITOR

A resolution to re-appoint Messrs. Deloitte Touche Tohmatsu as the Auditor of the Company will be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

William CHENG Kai Man
Chairman

Hong Kong, 18th March, 2022



TO THE MEMBERS OF MAGNIFICENT HOTEL INVESTMENTS LIMITED

華大酒店投資有限公司

(incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of Magnificent Hotel Investments Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 29 to 94, which comprise the consolidated statement of financial position as at 31st December, 2021, and the consolidated statement of profit or loss and the consolidated statement of total comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st December, 2021, 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 Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

Independent Auditor's Report (Continued)

KEY AUDIT MATTERS (Continued)

Key audit matter

Valuation of investment properties

We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the judgments associated with determining the fair value. As at 31st December, 2021, the Group's investment properties are located in Hong Kong and the United Kingdom, amounted to approximately HK\$1,122 million. A net increase in fair value of approximately HK\$62 million was recognised in the consolidated statement of profit or loss for the year.

All of the Group's investment properties are stated at fair value based on valuations performed by independent professional valuers (the "Valuer"). Fair value of investment properties is derived by income approach and residual method. Details of the valuation techniques and key inputs used in the valuations are disclosed in note 16 to the consolidated financial statements. The valuations of investment properties are dependent on those key inputs that involve the management's and Valuer's judgements, including term yield, reversionary yield and market rent. A table showing the relationship of significant unobservable inputs to fair value is also disclosed in note 16.

How our audit addressed the key audit matter

Our procedures in relation to assessing the appropriateness of the carrying values of the investment properties included:

- Assessing the integrity of information provided by the management to the Valuer by comparing details of rental to the respective underlying existing lease agreements and the management's process for reviewing the work of the Valuer;
- Evaluating the competence, capability and objectivity of the Valuer;
- Obtaining an understanding of the valuation process and techniques adopted by the Valuer;
- Challenging the reasonableness of the key assumptions applied based on available market data; and
- Evaluating the reasonableness of key inputs used in the valuations by (i) checking the term yield, reversionary yield and market rent; and (ii) comparing to relevant market information on selling prices, rents and yield rates of other similar properties in nearby location and with similar condition.

Independent Auditor's Report (Continued)

KEY AUDIT MATTERS (Continued)

Key audit matter

Impairment assessment of leasehold land and hotel buildings ("Hotel Properties")

We identified the impairment of Hotel Properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the judgments and assumptions involved in determining whether any impairment should be recognised on Hotel Properties.

The impact of COVID-19 pandemic on the Group's hospitality segment result has been considered as an indicator for impairment testing on hotel properties.

As at 31st December, 2021, the carrying amount of Hotel Properties was approximately HK\$2,340 million. The management of the Group reviews the carrying amount of Hotel Properties to determine whether there is any impairment indication the management engaged Valuer to assess the recoverable amounts of the Hotel Properties in Hong Kong by using the discounted cash flow analysis ("DCF") and the management assess the recoverable amount of the Hotel Property in Shanghai by using DCF.

The estimation of the recoverable amounts of the Hotel Properties involves judgment and is dependent on certain assumptions and key inputs which include the discount rates, terminal capitalisation rates and estimated revenue per available room with estimated occupancy rates.

Based on management analysis of the recoverable amount of the Hotel Properties, no impairment was considered to be necessary. Details on the Hotel Properties are set out in note 14.

How our audit addressed the key audit matter

Our procedures in relation to assessing the impairment of Hotel Properties included:

- Assessing the accuracy and completeness of information input by management to Valuer and obtaining an understanding of the management control processes over the impairment assessment;
- Obtaining understanding on management and Valuer's valuation process and methodology;
- Discussing with the management about the impact of COVID-19 pandemic especially in the key assumptions used in the DCF, such as recovery period of the hotel operations;
- Challenging the appropriateness of judgements and assumptions such as discount rates by reference to comparable companies, terminal capitalisation rates, estimated revenue per available room with estimated occupancy rates and gross operating profits which management and Valuer adopted in the valuation process by comparing with the hotel operational information and historical results; and
- Performing sensitivity analyses by making adjustments to the discount rate, occupancy rates and daily room rates to assess the risk of possible bias in the impairment assessment.

Independent Auditor's Report *(Continued)*

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, 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 HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

Independent Auditor's Report *(Continued)*

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Chung Chin Cheung.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
18th March, 2022

Consolidated Statement of Profit or Loss

For the Year Ended 31st December, 2021

	<i>NOTES</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Revenue	5		
Contracts with customers		284,082	183,859
Leases		42,316	39,498
Dividend income		–	53
		<hr/>	<hr/>
Total revenue		326,398	223,410
Cost of sales		(36,482)	(788)
Other service costs		(165,407)	(138,171)
Depreciation of property, plant and equipment		(74,525)	(74,820)
Depreciation of right-of-use asset		(880)	(853)
		<hr/>	<hr/>
Gross profit		49,104	8,778
Net increase (decrease) in fair value of investment properties		62,300	(180,310)
Other income and gains and losses	7	2,892	11,662
Administrative expenses		(33,920)	(35,731)
– Depreciation		(2,781)	(5,670)
– Others		(31,139)	(30,061)
Finance costs	8	(6,508)	(8,324)
		<hr/>	<hr/>
Profit (loss) before taxation	9	73,868	(203,925)
Income tax (expense) credit	11	(8,269)	2,215
		<hr/>	<hr/>
Profit (loss) for the year		65,599	(201,710)
		<hr/>	<hr/>
Profit (loss) for the year attributable to:			
Owners of the Company		65,522	(201,710)
Non-controlling interests		77	–
		<hr/>	<hr/>
		65,599	(201,710)
		<hr/>	<hr/>
		<i>HK cents</i>	<i>HK cents</i>
Earnings (loss) per share	13		
Basic		0.73	(2.25)
		<hr/>	<hr/>

Consolidated Statement of Total Comprehensive Income

For the Year Ended 31st December, 2021

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Profit (loss) for the year	<u>65,599</u>	<u>(201,710)</u>
Other comprehensive expense		
Items that will not be reclassified to profit or loss		
Fair value loss on equity instruments at fair value through other comprehensive income	(21,531)	(98,780)
Revaluation surplus regarding transfer from property, plant and equipment at cost to investment properties at fair value	–	910
Item that may be reclassified subsequently to profit or loss		
Exchange differences on translation of foreign operations	<u>(3,767)</u>	<u>47,346</u>
Other comprehensive expense for the year	<u>(25,298)</u>	<u>(50,524)</u>
Total comprehensive income (expense) for the year	<u>40,301</u>	<u>(252,234)</u>
Total comprehensive income (expense) attributable to:		
Owners of the Company	40,224	(252,234)
Non-controlling interests	<u>77</u>	<u>–</u>
	<u>40,301</u>	<u>(252,234)</u>

Consolidated Statement of Financial Position

At 31st December, 2021

	<i>NOTES</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
NON-CURRENT ASSETS			
Property, plant and equipment	<i>14</i>	2,879,814	2,520,947
Right-of-use asset	<i>15</i>	27,657	27,629
Investment properties	<i>16</i>	1,121,905	1,491,110
Equity instruments at fair value through other comprehensive income	<i>18</i>	146,232	167,763
		4,175,608	4,207,449
CURRENT ASSETS			
Inventories		1,037	1,022
Trade and other receivables	<i>19</i>	6,336	6,235
Other deposits and prepayments		7,728	12,855
Financial assets at fair value through profit or loss	<i>17</i>	12,450	–
Bank balances and cash	<i>20</i>	247,842	143,317
		275,393	163,429
CURRENT LIABILITIES			
Trade and other payables and accruals	<i>21</i>	34,448	30,422
Rental and other deposits received		1,877	2,130
Contract liabilities	<i>22</i>	26,455	18,027
Amount due to immediate holding company	<i>31</i>	189,078	133,873
Amount due to a shareholder	<i>31</i>	5,088	–
Tax liabilities		5,159	9,234
Bank loans	<i>23</i>	310,299	93,817
		572,404	287,503
NET CURRENT LIABILITIES		(297,011)	(124,074)
TOTAL ASSETS LESS CURRENT LIABILITIES		3,878,597	4,083,375

Consolidated Statement of Financial Position (Continued)

At 31st December, 2021

	NOTES	2021 HK\$'000	2020 HK\$'000
CAPITAL AND RESERVES			
Share capital	24	841,926	841,926
Reserves		<u>2,937,274</u>	<u>2,897,050</u>
Equity attributable to owners of the Company		3,779,200	3,738,976
Non-controlling interests		<u>8,039</u>	<u>–</u>
TOTAL EQUITY		<u>3,787,239</u>	<u>3,738,976</u>
NON-CURRENT LIABILITIES			
Bank loans	23	–	253,728
Rental deposits received		1,262	1,236
Deferred tax liabilities	25	<u>90,096</u>	<u>89,435</u>
		91,358	344,399
		<u>3,878,597</u>	<u>4,083,375</u>

The consolidated financial statements on pages 29 to 94 were approved and authorised for issue by the Board of Directors on 18th March, 2022 and are signed on its behalf by:

William CHENG Kai Man
DIRECTOR

Kimmy LAU Kam May
DIRECTOR

Consolidated Statement of Changes in Equity

For the Year Ended 31st December, 2021

	Attributable to owners of the Company									
	Share capital	Special capital reserve	Property revaluation reserve	Securities revaluation reserve	Foreign currency translation reserve	Other reserve	Retained profits	Sub-total	Non-controlling interests	Total
	HK\$'000	HK\$'000 (Note a)	HK\$'000 (Note b)	HK\$'000	HK\$'000	HK\$'000 (Note c)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1st January, 2020	841,926	612,477	179	190,186	(34,380)	3,561	2,377,261	3,991,210	-	3,991,210
Exchange differences arising on translation of foreign operations	-	-	-	-	47,346	-	-	47,346	-	47,346
Fair value loss on investment in equity instruments at fair value through other comprehensive income	-	-	-	(98,780)	-	-	-	(98,780)	-	(98,780)
Revaluation surplus regarding transfer from property, plant and equipment at cost to investment properties at fair value	-	-	910	-	-	-	-	910	-	910
Other comprehensive income (expense) for the year	-	-	910	(98,780)	47,346	-	-	(50,524)	-	(50,524)
Loss for the year	-	-	-	-	-	-	(201,710)	(201,710)	-	(201,710)
At 31st December, 2020	841,926	612,477	1,089	91,406	12,966	3,561	2,175,551	3,738,976	-	3,738,976
Exchange differences arising on translation of foreign operations	-	-	-	-	(3,767)	-	-	(3,767)	-	(3,767)
Fair value loss on investment in equity instruments at fair value through other comprehensive income	-	-	-	(21,531)	-	-	-	(21,531)	-	(21,531)
Other comprehensive expense for the year	-	-	-	(21,531)	(3,767)	-	-	(25,298)	-	(25,298)
Profit for the year	-	-	-	-	-	-	65,522	65,522	77	65,599
Disposal of partial interest in a subsidiary	-	-	-	-	-	-	-	-	7,962	7,962
At 31st December, 2021	<u>841,926</u>	<u>612,477</u>	<u>1,089</u>	<u>69,875</u>	<u>9,199</u>	<u>3,561</u>	<u>2,241,073</u>	<u>3,779,200</u>	<u>8,039</u>	<u>3,787,239</u>

Notes:

- The special capital reserve represents the difference arising from the reduction of the nominal value of the Company's share in 1999. Details are set out in note 32 to the consolidated financial statements.
- The property revaluation reserve is arisen from the transfer of properties from property, plant and equipment to investment properties and will be transferred to retained profits when the relevant properties are disposed of.
- The other reserve represents the difference between the sales proceeds from the disposal of partial interest in a subsidiary and the reduction of interest in the carrying amounts of assets and liabilities of the subsidiary in previous years.

Consolidated Statement of Cash Flows

For the Year Ended 31st December, 2021

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
OPERATING ACTIVITIES		
Profit (loss) before taxation	73,868	(203,925)
Adjustments for:		
Interest income from bank deposits	(560)	(810)
Finance costs	6,508	8,324
Net (increase) decrease in fair value of investment properties	(62,300)	180,310
Gain on disposal of property, plant and equipment	(707)	(798)
Loss on fair value changes of financial assets at FVTPL	66	–
Depreciation of property, plant and equipment	77,306	80,490
Depreciation of right-of-use asset	880	853
Operating cash flows before movements in working capital	95,061	64,444
(Increase) decrease in inventories	(20)	140
(Increase) decrease in trade and other receivables	(196)	27
Decrease (increase) in other deposits and prepayments	5,109	(4,630)
Increase (decrease) in trade and other payables and accruals	4,063	(6,696)
Decrease in rental and other deposits received	(227)	(1,343)
Increase in contract liabilities	8,428	16,394
Cash generated from operations	112,218	68,336
Hong Kong Profits Tax refunded (paid)	531	(14,543)
Income tax paid in other jurisdictions	(11,744)	(3,271)
NET CASH FROM OPERATING ACTIVITIES	101,005	50,522
INVESTING ACTIVITIES		
Purchases of financial assets at FVTPL	(13,552)	–
Proceeds from disposal of financial assets at FVTPL	1,036	–
Acquisition of property, plant and equipment	(10,030)	(36,469)
Proceeds from disposal of property, plant and equipment	2,050	2,242
Interest received	560	810
NET CASH USED IN INVESTING ACTIVITIES	(19,936)	(33,417)

Consolidated Statement of Cash Flows (Continued)

For the Year Ended 31st December, 2021

	<i>NOTE</i>	2021 HK\$'000	2020 <i>HK\$'000</i>
FINANCING ACTIVITIES			
New bank loans raised		25,000	486,430
Advance from immediate holding company		51,768	109,495
Repayments of bank loans		(61,245)	(539,769)
Dividends paid to shareholders		–	(7,158)
Interest paid		(3,095)	(6,841)
Proceed from disposal of partial interest in a subsidiary	33	13,050	–
NET CASH FROM FINANCING ACTIVITIES		25,478	42,157
NET INCREASE IN CASH AND CASH EQUIVALENTS		106,547	59,262
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		143,317	82,502
Effect of foreign exchange rate changes		(2,022)	1,553
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash		247,842	143,317

Notes to the Consolidated Financial Statements

For the Year Ended 31st December, 2021

1. GENERAL INFORMATION

Magnificent Hotel Investments Limited (the “Company”) is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

The Company’s immediate and intermediate holding company are Shun Ho Property Investments Limited (“Shun Ho Property”) and Shun Ho Holdings Limited (“Shun Ho Holdings”), respectively, both are public limited companies incorporated in Hong Kong whose shares are listed on the Hong Kong Stock Exchange. The directors of the Company consider the Company’s ultimate holding company to be Trillion Resources Limited, an international business company incorporated in the British Virgin Islands (the “BVI”).

The address of the registered office and principal place of business of the Company is 3rd Floor, Shun Ho Tower, 24 – 30 Ice House Street, Central, Hong Kong.

The consolidated financial statements are presented in Hong Kong Dollars (“HK\$”), which is also the functional currency of the Company.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are investment and operation of hotels, property investment and securities investment.

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1st January, 2021 for the preparation of the consolidated financial statements:

Amendment to HKFRS 16	Covid-19-Related Rent Concessions
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2

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

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 Interest Rate Benchmark Reform – Phase 2

The Group has applied the amendments for the first time in the current year. The amendments relate to changes in the basis for determining the contractual cash flows of financial assets, financial liabilities and lease liabilities as a result of interest rate benchmark reform, specific hedge accounting requirements and the related disclosure requirements applying HKFRS 7 Financial Instruments: Disclosures (“HKFRS 7”).

As at 1st January, 2021, the Group has a financial liability, the interest of which is indexed to benchmark rates that will or may be subject to interest rate benchmark reform. The following table shows the total amounts of the outstanding contract. The amount of financial liability is shown at carrying amount.

	GBP London Interbank Offered Rate (“LIBOR”) HK\$’000
Financial liability	
Bank loan	275,134

The amendments have had no impact on the consolidated financial statements as none of the relevant contract has been transitioned to the relevant replacement rates during the year. The Group will apply the practical expedient in relation to the changes in contractual cash flows resulting from the interest rate benchmark reform for the bank loan measured at amortised cost. Additional disclosures as required by HKFRS 7 are set out in note 35.

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts and the related Amendments ³
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021 ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ³
Amendments to HKAS 8	Definition of Accounting Estimates ³
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 – 2020 ²

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

- ¹ Effective for annual periods beginning on or after 1st April, 2021.
- ² Effective for annual periods beginning on or after 1st January, 2022.
- ³ Effective for annual periods beginning on or after 1st January, 2023.
- ⁴ Effective for annual periods beginning on or after a date to be determined.

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

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2021)

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

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 “Financial Instruments: Presentation”.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Based on the Group’s outstanding liabilities as at 31st December, 2021, the application of the amendments will not result in reclassification of the Group’s liabilities.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

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

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

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

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

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies.

Amendments to HKAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

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

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the fact that the Group's current liabilities exceeded its current assets by HK\$297,011,000 as at 31st December, 2021 (2020: HK\$124,074,000). In the opinion of the directors of the Company, the Group has a number of sources of finance available to fund its operations, including internal resources and available unutilised banking facilities. The immediate holding company has also agreed not to demand for repayment until the Group has the financial ability to do so. Accordingly, the consolidated financial statements have been prepared in conformity with principles applicable to a going concern basis because:

- Management performed the going concern assessment, including the evaluation of the on-going impact of Coronavirus disease 2019 ("Covid-19") on the Group, the Group's access to available sources of liquidity;
- Management prepared the cash flow forecasts and covenant calculations for the going concern period to 31st March, 2023. The Group has modelled a base case which is consistent with the assumptions used in the Group's impairment assessments; downside scenarios which assumes a 10% decrease on room rate and how many additional downside percentage of revenue in hospitality segment could be absorbed before the unutilised bank facilities would need to be drawn;
- The Group is having a positive operating cash inflow at HK\$101,005,000 (2020: HK\$50,522,000) during the year and net increase in cash and cash equivalents of HK\$106,547,000 (2020: HK\$59,262,000). Moreover, Shun Ho Property, which is the immediate holding company agreed not to demand repayment on the amount due to immediate holding company before the Group has the financial ability to do so; and
- The Group has unutilised banking facilities with aggregate amount of HK\$910,500,000 as at 31st December, 2021 (2020: HK\$918,500,000).

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

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

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.1 Basis of preparation of consolidated financial statements *(Continued)*

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.2 Significant accounting policies

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

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

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

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

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

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

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Business combinations or asset acquisition

Optional concentration test

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

Asset acquisitions

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

Business combinations

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

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the "Framework for the Preparation and Presentation of Financial Statements" (replaced by the "Conceptual Framework for Financial Reporting" issued in October 2010).

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Business combinations (Continued)

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date;
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary’s net assets in the event of liquidation are initially measured at the non-controlling interests’ proportionate share of the recognised amounts of the acquiree’s identifiable net assets or at fair value.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

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

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

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

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Leases

Definition of a lease

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

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases for offices that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Leases *(Continued)*

The Group as a lessee *(Continued)*

Right-of-use assets *(Continued)*

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from leases.

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

When an investment property is transfer to property, plant and equipment evidenced by commencement of owner-occupation, the cost of the property as a property, plant and equipment is recognised according to the fair value of such property at the change of use.

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

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant leasehold land classified as right-of-use assets) at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant property revaluation reserve will be transferred directly to retained profits.

Depreciation is recognised so as to write off the cost of assets over their estimated useful lives, using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Inventories

Inventories, representing inventories of food and beverages, are stated at the lower of cost and net realisable value. Costs of inventories are determined on first-in, first-out method. Net realisable value represents the estimated selling price for inventories less the estimated costs necessary to make the sale.

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 “Revenue from Contracts with Customers” (“HKFRS 15”). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributed to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Dividend income which is derived from the Group’s ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

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

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the security revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the security revaluation reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "revenue" line item in profit or loss.

(iii) Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other income and gains and losses" line item.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, other deposits and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed collectively for debtors based on the Group’s internal credit rating with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor’s ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor’s ability to meet its debt obligations.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk *(Continued)*

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

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Nature of financial instruments (i.e. the Group's trade and other receivables are each assessed as a separate group);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the security revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, rental and other deposits received, amount due to immediate holding company, amount due to a shareholder and bank loans) are subsequently measured at amortised cost, using the effective interest method.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit (loss) before taxation because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Taxation *(Continued)*

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same tax authority.

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

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred tax are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant tax authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

Notes to the Consolidated Financial Statements *(Continued)*

For the Year Ended 31st December, 2021

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

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

Government grants

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

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Government grants relating to compensation of expenses are deducted from the related expenses, other government grants are presented under “other income and gains and losses”.

Retirement benefit costs

Payments to the Group’s Mandatory Provident Fund Scheme and other defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRSs require or permit the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities’ carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRSs require or permit their inclusion in the cost of an asset.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgment in applying accounting policies

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

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. The Group has not recognised any deferred tax on changes in fair value of investment properties located in Hong Kong as the Group is not subject to any income taxes on fair value changes of the investment properties on disposal.

The Group has not recognised deferred tax on the changes in fair value of investment property located in the United Kingdom (the "UK") in the previous years as the Group is not subject to any income taxes on fair value changes of the investment property on disposal. On 6th April, 2019, the Her Majesty's Revenue and Customs had revised the capital gain tax rule and subsequent to 6th April, 2019, the disposal of investment property will be subjected to capital gain tax. Therefore, the investment property in the UK will be subject to income taxes for any changes in the fair value compared to the fair value of the investment property as at 6th April, 2019 or at the initial acquisition cost of the investment property, whichever is higher, upon disposal.

As the fair value of the investment property in the UK as at 31st December, 2021 is lower, compared to the fair value of such investment property as at 6th April, 2019 or at the initial acquisition cost of the investment property, whichever is higher, no deferred tax liability has been recognised.

Key sources of estimation uncertainty

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

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by Valuer. Fair value of investment properties is derived by income approach and residual method. Details of the valuation techniques and key inputs used in the valuations are disclosed in note 16 to the consolidated financial statements. The valuations of investment properties are dependent on those key inputs that involve the management's and Valuer's judgements, including term yield, reversionary yield and market rent. A table showing the relationship of significant unobservable inputs to fair value is also disclosed in note 16.

In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. Changes to these assumptions, including the potential risk of any volatility of market, policy, geopolitical and social changes or other unexpected incidents as a result of change in macroeconomic environment, travel restrictions implemented by many countries, increased complexity in international trade tensions geopolitics, changes in policy direction and/or mortgage requirements, or other unexpected incidents would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

In estimating the fair value of investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group looks for other appropriate valuation techniques and inputs for fair value measurement.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of investment properties. Note 16 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of investment properties.

As at 31st December, 2021, the carrying amount of the Group's investment properties is HK\$1,121,905,000 (2020: HK\$1,491,110,000).

Estimated impairment of leasehold land and hotel buildings ("Hotel Properties")

As at 31st December, 2021, the carrying amount of Hotel Properties was approximately HK\$2,340 million (2020: HK\$2,407 million). The management of the Group reviews the carrying amount of Hotel Properties to determine whether there is any impairment indication exists, the management engaged Valuer to assess the recoverable amounts of the Hotel Properties in Hong Kong by using the discount cash flow analysis ("DCF") and the management assess the recoverable amount of the Hotel Property in Shanghai by using DCF.

The estimation of the recoverable amounts of the Hotel Properties involves judgment and is dependent on certain assumptions and key inputs which includes the discount rates, terminal capitalisation rates, estimated revenue per available room with estimated occupancy rates, of which are affected by expected future market or economic conditions of the hospitality industry. In fact, the severity of COVID-19 pandemic will have an adverse effect on these key inputs and thus the recoverable amounts of the Hotel Properties. Apart from the effect of COVID-19 pandemic, any other changes to these assumptions and key inputs may also result in changes of the recoverable amounts of the Hotel Properties and may cause a material adjustment to the carrying amounts of the Hotel Properties within the financial year.

No impairment loss was recognised in profit or loss. Details on the Hotel Properties are set out in note 14.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Deferred tax asset

As at 31st December, 2021, a deferred tax asset of HK\$15,655,000 (2020: HK\$15,938,000) in relation to unused tax losses has been recognised in the Group's consolidated statement of financial position as set out in note 25. No deferred tax asset has been recognised on the remaining tax losses of HK\$29,274,000 (2020: HK\$29,505,000) due to unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty especially in the current year given the significant uncertainty on the potential disruption of the Group's hotel operation due to COVID-19 pandemic. In cases where the actual future profits generated are more or less than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material recognition or reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a change takes place.

5. REVENUE

Revenue represents the aggregate of income from operation of hotels, property rental and dividend income, and are analysed as follows:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Income from operation of hotels	284,082	183,859
Income from property rental	42,316	39,498
Dividend income	–	53
	<u>326,398</u>	<u>223,410</u>

(i) Disaggregation of revenue for operation of hotels with the amounts disclosed in the hospitality services segment

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Types of goods or services (time of revenue recognition):		
Room revenue and other ancillary services (recognised over time)	244,316	178,437
Food and beverage (recognised at a point in time)	39,766	5,422
	<u>284,082</u>	<u>183,859</u>
Geographical markets:		
Hong Kong	265,455	175,587
The People's Republic of China ("PRC")	18,627	8,272
	<u>284,082</u>	<u>183,859</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

5. REVENUE (Continued)

- (i) Disaggregation of revenue for operation of hotels with the amounts disclosed in the hospitality services segment (Continued)

Based on the historical pattern, the directors of the Company are of the opinion that the services income from operation of hotels are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to the unsatisfied contracts is not disclosed.

Revenue from room revenue and other ancillary service is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation, as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

Revenue from hotel food and beverage sales is recognised at a point in time when the food and beverage are served.

- (ii) Leases

	2021 HK\$'000	2020 HK\$'000
For operating leases:		
Fixed lease payments	<u>42,316</u>	<u>39,498</u>

6. SEGMENT INFORMATION

HKFRS 8 "Operating Segments" requires operating and reportable segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (the "CODM"), being the Chairman of the Company, for the purposes of allocating resources to segments and assessing their performance. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The Group's operating and reportable segments under HKFRS 8 are therefore as follows:

1. Hospitality services - Best Western Plus Hotel Kowloon
2. Hospitality services - Best Western Plus Hotel Hong Kong
3. Hospitality services - Magnificent International Hotel, Shanghai
4. Hospitality services - Best Western Hotel Causeway Bay
5. Hospitality services - Ramada Hong Kong Harbour View
6. Hospitality services - Ramada Hong Kong Grand
7. Hospitality services - Grand City Hotel
8. Hospitality services - Wood Street Hotel
9. Property investment
10. Securities investment

Information regarding the above segments is reported below.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

6. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments for both years:

	Segment revenue		Segment results	
	Year ended 31st December,		Year ended 31st December,	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hospitality services	284,082	183,859	6,788	(30,773)
– Best Western Plus Hotel Kowloon	20,566	24,526	(15,030)	(10,780)
– Best Western Plus Hotel Hong Kong	55,226	35,544	13,178	5,278
– Magnificent International Hotel, Shanghai	18,627	8,272	3,301	(2,327)
– Best Western Hotel Causeway Bay	39,260	23,220	(2,032)	(8,662)
– Ramada Hong Kong Harbour View	64,295	36,385	16,811	4,327
– Ramada Hong Kong Grand	54,221	36,068	(11,588)	(16,605)
– Grand City Hotel	31,887	19,844	2,148	(2,004)
Property investment	42,316	39,498	104,616	(140,812)
Securities investment	–	53	–	53
	326,398	223,410	111,404	(171,532)
Other income and gains and losses			2,892	11,662
Administration expenses			(33,920)	(35,731)
Finance costs			(6,508)	(8,324)
Profit (loss) before taxation			73,868	(203,925)

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in note 3. Segment profit/loss represents the profit earned/loss from by each segment without allocation of central administration costs, other income and gains and losses and finance costs. This is the measure reported to the CODM, for the purposes of resources allocation and performance assessment.

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales for both years.

There is no Employment Support Scheme ("ESS") funds provided by the HKSAR Government during the year, the ESS funds of HK\$25,015,000 provided by the HKSAR Government in previous year was included in the segment results of each hotel above while the Anti-epidemic Fund HK\$1,100,000 (2020: HK\$3,845,000) was recognised in other income and gains and losses during the year.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segments:

	2021 HK\$'000	2020 HK\$'000
Segment assets		
Hospitality services	2,844,425	2,481,095
– Best Western Plus Hotel Kowloon	243,169	258,711
– Best Western Plus Hotel Hong Kong	310,097	313,814
– Magnificent International Hotel, Shanghai	69,000	68,957
– Best Western Hotel Causeway Bay	292,194	303,483
– Ramada Hong Kong Harbour View	485,694	491,377
– Ramada Hong Kong Grand	634,196	662,933
– Grand City Hotel	377,110	381,820
– Wood Street Hotel	432,965	–
Property investment	1,121,905	1,491,110
Securities investment	159,719	167,763
Total segment assets	4,126,049	4,139,968
Unallocated assets	324,952	230,910
Consolidated assets	4,451,001	4,370,878
	2021 HK\$'000	2020 HK\$'000
Segment liabilities		
Hospitality services	49,050	35,681
– Best Western Plus Hotel Kowloon	4,540	3,866
– Best Western Plus Hotel Hong Kong	11,255	4,621
– Magnificent International Hotel, Shanghai	1,630	2,030
– Best Western Hotel Causeway Bay	5,500	5,083
– Ramada Hong Kong Harbour View	10,817	7,794
– Ramada Hong Kong Grand	7,830	8,771
– Grand City Hotel	7,478	3,516
Property investment	11,921	11,986
Securities investment	1	1
Total segment liabilities	60,972	47,668
Unallocated liabilities	602,790	584,234
Consolidated liabilities	663,762	631,902

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

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

- all assets are allocated to operating and reportable segments other than the Group's head office corporate assets (including certain property, plant and equipment), all bank balances and cash and certain other receivables and deposits; and
- all liabilities are allocated to operating and reportable segments other than the Group's head office corporate liabilities, amount due to immediate holding company, amount due to a shareholder, bank loans, tax liabilities and deferred tax liabilities.

Other segment information

Depreciation of property, plant and equipment and depreciation of right-of-use asset		Additions to non-current assets (Note)		Increase (decrease) in fair value of investment properties	
2021	2020	2021	2020	2021	2020
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000

Amounts included in the measure of segment profit or loss or segment assets:

Hospitality services	75,405	75,673	8,471	4,411	–	–
– Best Western Plus Hotel Kowloon	16,176	16,272	767	1,336	–	–
– Best Western Plus Hotel Hong Kong	4,200	4,240	266	430	–	–
– Magnificent International Hotel, Shanghai	2,850	2,722	59	165	–	–
– Best Western Hotel Causeway Bay	11,655	11,654	203	97	–	–
– Ramada Hong Kong Harbour View	6,082	6,032	208	295	–	–
– Ramada Hong Kong Grand	29,582	29,363	309	1,941	–	–
– Grand City Hotel	4,860	5,390	147	147	–	–
– Wood Street Hotel	–	–	6,512	–	–	–
Property investment	–	–	–	–	62,300	(180,310)
	75,405	75,673	8,471	4,411	62,300	(180,310)

Note: Additions to non-current assets excluded equity instruments at FVTOCI.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

6. SEGMENT INFORMATION (Continued)

Revenue from major services

The following is an analysis of the Group's revenue from its major services:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Room revenue	243,253	177,848
Food and beverage	39,766	5,422
Property rental income	42,316	39,498
Dividend income	–	53
Other hotel ancillary income	1,063	589
	<u>326,398</u>	<u>223,410</u>

Geographical information

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

The following is an analysis of the Group's revenue primarily by geographical markets based on location of assets:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Hong Kong (place of domicile)	266,685	177,775
The PRC	18,627	8,272
The UK	41,086	37,363
	<u>326,398</u>	<u>223,410</u>

The following is an analysis of the Group's non-current assets by geographical location of the assets:

	Non-current assets (Note)	
	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Hong Kong	2,564,579	2,671,069
The PRC	67,770	68,507
The UK	1,397,027	1,300,110
	<u>4,029,376</u>	<u>4,039,686</u>

Note: Non-current assets excluded equity instruments at FVTOCI.

Information about major customers

There were no customers individually contributing over 10% of the total revenue for both years.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

7. OTHER INCOME AND GAINS AND LOSSES

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Other income and gains and losses comprise:		
Interest income from bank deposits	560	810
Exchange gain	7	5,757
Management fee income	524	216
Gain on disposal of property, plant and equipment	707	798
Government grants	1,100	3,845
Loss from changes in fair value of financial assets at FVTPL	(66)	–
Others	60	236
	<u>2,892</u>	<u>11,662</u>

8. FINANCE COSTS

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Interests on:		
Bank loans	3,071	6,667
Amount due to immediate holding company (note 31)	3,437	1,657
	<u>6,508</u>	<u>8,324</u>

9. PROFIT (LOSS) BEFORE TAXATION

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Profit (loss) before taxation has been arrived at after charging:		
Auditor's remuneration	1,526	2,616
Staff costs including directors' emoluments	118,658	92,392
Depreciation of property, plant and equipment	77,306	80,490
Depreciation of right-of-use asset	880	853
	<u>880</u>	<u>853</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

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

(a) Directors' and Chief Executive's emoluments

The emoluments paid or payable to the Company's directors are as follows:

	Year ended 31st December, 2021				Total HK\$'000
	Directors' fees HK\$'000	Basic salaries, allowances and benefits- in-kind HK\$'000	Performance related bonus payments HK\$'000	Contributions to retirement benefits schemes HK\$'000	
Executive Directors					
Mr. William Cheng Kai Man	–	6,347	1,223	18	7,588
Mr. Albert Hui Wing Ho	–	1,251	349	18	1,618
Madam Kimmy Lau Kam May	–	1,161	83	18	1,262
Madam Ng Yuet Ying	–	1,302	110	18	1,430
Madam Wendy Cheng Wai Kwan	–	210	–	–	210
Non-executive Director					
Madam Mabel Lui Fung Mei Yee	17	–	–	–	17
Independent Non-executive Directors					
Mr. Chan Kim Fai	59	–	–	–	59
Mr. Lam Kwai Cheung	59	–	–	–	59
Mr. Warren Liu Yuk Cho (appointed on 20th July, 2021)	30	–	–	–	30
Mr. Vincent Kwok Chi Sun (resigned on 8th July, 2021)	29	–	–	–	29
	<u>194</u>	<u>10,271</u>	<u>1,765</u>	<u>72</u>	<u>12,302</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

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

(a) Directors' and Chief Executive's emoluments (Continued)

	Year ended 31st December, 2020				Total HK\$'000
	Directors' fees HK\$'000	Basic salaries, allowances and benefits- in-kind HK\$'000	Performance related bonus payments HK\$'000	Contributions to retirement benefits schemes HK\$'000	
Executive Directors					
Mr. William Cheng Kai Man	–	6,131	1,187	18	7,336
Mr. Albert Hui Wing Ho	–	1,181	340	18	1,539
Madam Kimmy Lau Kam May	–	1,124	81	18	1,223
Madam Ng Yuet Ying	–	1,025	75	18	1,118
Madam Wendy Cheng Wai Kwan (appointed on 25th May, 2020)	–	126	–	–	126
Madam Jennie Wong Kwai Fong (resigned on 22nd May, 2020)	–	–	–	–	–
Non-executive Director					
Madam Mabel Lui Fung Mei Yee	17	–	–	–	17
Independent Non-executive Directors					
Mr. Vincent Kwok Chi Sun	55	–	–	–	55
Mr. Chan Kim Fai	52	–	–	–	52
Mr. Lam Kwai Cheung	52	–	–	–	52
	<u>176</u>	<u>9,587</u>	<u>1,683</u>	<u>72</u>	<u>11,518</u>

Mr. William Cheng Kai Man is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

No directors waived any emoluments in the years ended 31st December, 2021 and 2020.

The performance related bonus payments payable to the executive directors are determined based on the performance of the individual directors.

During the years ended 31st December, 2021 and 2020, no emolument was paid to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

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

(b) Employees' emoluments

The five highest paid employees of the Group during the year included four (2020: four) directors whose emoluments are included above. The emoluments of the remaining one highest paid employee who is neither a director nor chief executive of the Company (2020: one individual) is as follows:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Basic salaries, allowances and benefits-in-kind	1,122	1,122
Performance related bonus payments	95	29
Contributions to retirement benefit scheme	18	18
	<u>1,235</u>	<u>1,169</u>

The emoluments were within the following band:

	Number of individual	
	2021	2020
HK\$1,000,001 to HK\$1,500,000	<u>1</u>	<u>1</u>

11. INCOME TAX EXPENSE (CREDIT)

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
The taxation expense (credit) comprises:		
Current tax		
Hong Kong	176	122
PRC Enterprise Income Tax	–	–
The UK	7,245	6,501
	<u>7,421</u>	<u>6,623</u>
(Over)underprovision in prior years		
Hong Kong	(84)	(320)
PRC Enterprise Income Tax	–	(257)
The UK	271	138
	<u>7,608</u>	<u>6,184</u>
Deferred tax (<i>note 25</i>)	661	(8,399)
	<u>8,269</u>	<u>(2,215)</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

11. INCOME TAX EXPENSE (CREDIT) (Continued)

On 21st March, 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduced the two-tiered profits tax rates regime. The Bill was signed into law on 28th March, 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

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

Under the UK Tax Law, the tax rate of the subsidiary operating in the UK is 19%.

According to a joint circular of the Ministry of Finance and State Administration of Taxation – Cai Shui 2008 No. 1, starting from 1st January, 2008, 10% withholding income tax will be imposed on dividends related to profits earned by the companies established in the PRC in the calendar year 2008 onwards, being declared to their foreign shareholders pursuant to Articles 3 and 6 of the EIT Law, and Article 17 of the Implementation Rules of the EIT Law. Deferred tax liability on the temporary differences attributable to the undistributed profit earned by the Company’s PRC subsidiary amounted to HK\$312,000 (2020: Nil) were charged to profit or loss.

Income tax expense (credit) for the year can be reconciled to profit (loss) before taxation as follows:

	2021 <i>HK\$’000</i>	2020 <i>HK\$’000</i>
Profit (loss) before taxation	<u>73,868</u>	<u>(203,925)</u>
Tax at the Hong Kong Profits Tax rate of 16.5% (2020: 16.5%)	12,188	(33,648)
Tax effect of expenses not deductible for tax purpose	6,489	36,071
Tax effect of income not taxable for tax purpose	(11,482)	(5,988)
Under(over)provision in respect of prior years	187	(439)
Tax effect of tax losses not recognised	24	201
Utilisation of tax losses previously not recognised	(44)	(92)
Effect of different tax rates of subsidiaries operating in other jurisdictions	1,526	1,905
Others	<u>(619)</u>	<u>(225)</u>
Income tax expense (credit) of the year	<u>8,269</u>	<u>(2,215)</u>

12. DIVIDEND

No dividend was paid or proposed by the directors for ordinary shareholders of the Company during 2021 and 2020, nor has any dividend been proposed since the end of the reporting period.

13. EARNINGS (LOSS) PER SHARE

The calculation of the basic earnings (loss) per share is based on the profit for the year attributable to owners of the Company of HK\$65,522,000 (loss for 2020: HK\$201,710,000) and on 8,947,051,000 shares (2020: 8,947,051,000 shares) in issue during the year.

Diluted earnings (loss) per share for both years are not presented as there are no potential ordinary shares exist during both years.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings HK\$'000	Hotel properties HK\$'000	Construction in progress HK\$'000	Furniture, fixtures and equipment HK\$'000	Others HK\$'000	Total HK\$'000
COST						
At 1st January, 2020	159,407	3,085,065	–	122,889	30,705	3,398,066
Exchange realignment	515	4,395	–	218	12	5,140
Additions	31,521	–	–	4,468	480	36,469
Transfer to investment properties (note 16)	(95,896)	–	–	(214)	–	(96,110)
Disposals	(1,142)	–	–	(318)	(340)	(1,800)
At 31st December, 2020	94,405	3,089,460	–	127,043	30,857	3,341,765
Exchange realignment	(121)	2,079	(8,922)	116	6	(6,842)
Additions	–	–	6,512	3,512	6	10,030
Transfer from investment properties (note 16)	–	–	435,375	–	–	435,375
Disposals	(1,338)	–	–	(137)	–	(1,475)
At 31st December, 2021	92,946	3,091,539	432,965	130,534	30,869	3,778,853
DEPRECIATION						
At 1st January, 2020	18,709	612,614	–	84,623	26,271	742,217
Exchange realignment	7	1,789	–	183	10	1,989
Provided for the year	3,205	67,914	–	6,511	2,860	80,490
Transfer to investment properties (note 16)	(3,420)	–	–	(102)	–	(3,522)
Eliminated on disposals	–	–	–	(175)	(181)	(356)
At 31st December, 2020	18,501	682,317	–	91,040	28,960	820,818
Exchange realignment	(3)	955	–	90	5	1,047
Provided for the year	2,210	67,963	–	6,415	718	77,306
Eliminated on disposals	–	–	–	(132)	–	(132)
At 31st December, 2021	20,708	751,235	–	97,413	29,683	899,039
CARRYING AMOUNTS						
At 31st December, 2021	72,238	2,340,304	432,965	33,121	1,186	2,879,814
At 31st December, 2020	75,904	2,407,143	–	36,003	1,897	2,520,947

Note: Leasehold land and buildings are situated on land in Hong Kong.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment (except construction in progress) are depreciated on a straight-line basis at the following rates per annum:

Leasehold land	Over the remaining term of land lease
Hotel Properties and buildings	50 years or over the remaining term of land lease, whichever is shorter
Furniture, fixtures and equipment	4% – 20%
Others	20%

During the year, an investment property originally held for rental purpose was transferred to property, plant and equipment and presented as construction in progress upon the commencement of the development. Such investment property consists of a 151-years leasehold land including and starting from 2020 and a building. Management is in a view that the fair value cannot be allocated reliably between the non-lease building element and undivided interest in the underlying leasehold land as at the transfer date, the entire properties are classified as property, plant and equipment.

Impairment assessment of Hotel Properties

The impact of COVID-19 pandemic on the Group's hospitality segment result has been considered as an indicator for impairment testing on Hotel Properties, the management engaged Valuer to assess the recoverable amounts of the Hotel Properties in Hong Kong and the management assess the recoverable amount of the Hotel Property in Shanghai. The carrying amount of Hotel Properties is HK\$2,340,304,000 as at 31st December, 2021 (2020: HK\$2,407,143,000). The recoverable amount of these Hotel Properties are estimated individually. The recoverable amounts of these Hotel Properties have been determined by DCF.

The estimation of the recoverable amounts of the Hotel Properties involves Valuer and management's judgment and is dependent on certain assumptions and key inputs used in the valuation report which includes the discount rates, terminal growth rates and estimated revenue per available room with estimated occupancy rates. The recoverable amounts of the Hotel Properties have been determined based on DCF. The DCF uses cash flow projections based on financial budgets approved by management with reference to past performance and expectations for market development and discount rates ranging from 7.5% to 10% in 2021 and 2020 for Hotel Properties in Hong Kong and Shanghai. A eleventh-year (2020: eleventh-year) financial budget is used in the cash flow projections for the Hotel Properties by Valuer and management in the current year so as to reflect the long term recovery from the effect of COVID-19 pandemic on the room rates. The cash flows were extrapolated using a 3.25% (2020: 3.25%) terminal capitalisation rate in considering the economic condition of the market.

Based on the result of the assessment, the carrying amount of the Hotel Properties has not been reduced since the amount of value in use of the Hotel Properties is higher than the carrying amount. Accordingly, no impairment loss was recognised as at 31st December, 2021.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

15. RIGHT-OF-USE ASSET

	Leasehold land <i>HK\$'000</i>
As at 31st December, 2021	
Carrying amount	<u><u>27,657</u></u>
As at 31st December, 2020	
Carrying amount	<u><u>27,629</u></u>
For the year ended 31st December, 2021	
Depreciation charge	(880)
Exchange realignment	<u>908</u>
	<u><u>28</u></u>
For the year ended 31st December, 2020	
Depreciation charge	(853)
Exchange realignment	<u>2,001</u>
	<u><u>1,148</u></u>

The right-of-use asset is depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Expense relating to short-term leases	<u><u>1,040</u></u>	<u><u>1,040</u></u>
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	<u><u>1,306</u></u>	<u><u>1,366</u></u>
Total cash outflow for leases	<u><u>2,346</u></u>	<u><u>2,406</u></u>

For both years, the Group leases office and rented equipment for its operation. Lease contracts are entered into for fixed terms from 1 to 3 years.

The Group regularly entered into short-term leases for office. As at 31st December, 2021, the portfolio of short-term leases committed is similar to the portfolio of short-term leases expense disclosed above.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

16. INVESTMENT PROPERTIES

The Group leases out two shops, two residential properties in Hong Kong and one (2020: two) investment property located in United Kingdom under operating leases with rentals payable monthly and quarterly. The leases typically run for an initial period of 3 to 23 years, with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
FAIR VALUE		
At the beginning of the year	1,491,110	1,097,900
Exchange realignment	3,870	50,552
Net increase (decrease) in fair value recognised in profit or loss	62,300	(180,310)
Transfer from property, plant and equipment including the revaluation surplus	–	93,498
Addition	–	429,470
Transfer to property, plant and equipment (<i>note 14</i>)	(435,375)	–
	<u>1,121,905</u>	<u>1,491,110</u>
At the end of the year	<u>1,121,905</u>	<u>1,491,110</u>

The fair values of the Group's investment properties as at 31st December, 2021 and 31st December, 2020 have been arrived at on the basis of valuations carried out on that date by both Cushman & Wakefield Limited and Allsop LLP, the Valuer which are not connected with the Group. The valuation reports on these properties are signed by a director of Cushman & Wakefield Limited who is a member of The Hong Kong Institute of Surveyors and a partner of Allsop LLP who is a member of the Royal Institution of Chartered Surveyors, and were arrived at by adopting the income approach and residual method respectively to assess the market value of the investment properties. During the assessment of the fair values of investment properties, the Valuer and the Directors of the Company have exercised their judgement and are satisfied that the method of valuation and the key inputs, including term yield, reversionary yield and market rent, are reflective of the current market conditions. If there are changes in the assumptions used for the valuations, the fair value of the investment properties will change in the future.

The investment properties of the Group with an aggregate carrying amount of approximately HK\$1,090,905,000 (2020: HK\$1,423,110,000) were rented out under operating leases at the end of the reporting period. Outgoing expenses for investment properties that are not generating income during the year are insignificant. The resulting gain on fair value changes of investment properties HK\$62,300,000 has been recognised directly in profit or loss for the year (loss for 2020: HK\$180,310,000).

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

The income approach estimates the values of the properties on an open market basis by capitalising rental income on a fully leased basis having regard to the current passing rental income from existing tenancies and potential future reversionary income at the market level. The term value involves the capitalisation of the current passing rental income over the existing lease term. The reversionary value is taken to be current market rental income upon the expiry of the lease and is capitalised on a fully leased basis. In this approach, the Valuer have considered the term yield and reversionary yield. The term yield is used for capitalisation of the current passing rental income as at the date of valuation whilst the reversionary yield is used to convert reversionary rental income.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

16. INVESTMENT PROPERTIES (Continued)

As at 31st December, 2020, an investment property (37 Wood Street, London) was valued by using residual method whereas the residual method is applied for developing land or projects to estimate the value of an undeveloped land. It is used when there are no comparable market prices available. The residual method starts with a notional value, the net realisation value from similar projects and less the development cost and also the profit of the developer, then the residual value will be arrived. There are many assumptions necessary in the calculation and the results react very sensitively to even small changes in the input variables. During the year, such investment property originally held for rental purpose was transferred to property, plant and equipment upon the commencement of the development with a view from management that the property will be used as a property, plant and equipment which the fair value is HK\$435,375,000 at the date of transfer.

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

Investment properties held by the Group	Fair value at 31st December		Valuation techniques & key inputs	Significant unobservable inputs	Sensitivity
	2021 HK\$'000	2020 HK\$'000			
Commercial units and residential units in Hong Kong	190,000	191,000	Income approach based on term yield, reversionary yield and market rent on similar properties	Term yield, taking into account of yield generated by market lease over market value on comparables, which ranging from 1.75% to 2.75% (2020: 1.75% to 2.75%)	A slight increase in term yield used would result in a significant decrease in fair value, and vice versa.
				Reversionary yield, taking into account of yield generated by market lease over market value on comparables, which ranging from 1.75% to 2.75% (2020: 1.75% to 2.75%)	A slight increase in revisionary yield used would result in a significant decrease in fair value, and vice versa.
				Market rent, taking into account on the market lease comparables, which ranging from HK\$33.06 and HK\$88.94 (2020: HK\$33.54 and HK\$90.49) per square feet	A slight increase in the market rent used would result in a significant increase in fair value, and vice versa.
Commercial units in the UK	931,905	877,310	Income approach based on term yield, reversionary yield and market rent on similar properties	Term yield, taking into account of yield generated by market lease over market value on comparables, which is 3.75% (2020: 4%)	A slight increase in term yield used would result in a significant decrease in fair value, and vice versa.
				Reversionary yield, taking into account of yield generated by market lease over market value on comparables, which is 4.12% (2020: 4.08%)	A slight increase in revisionary yield used would result in a significant decrease in fair value, and vice versa.
				Market rent, taking into account on the market lease comparables, which is Pound Sterling ("GBP") 2.43 (2020: GBP2.26) per square feet	A slight increase in the market rent used would result in a significant increase in fair value, and vice versa.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

16. INVESTMENT PROPERTIES (Continued)

Investment properties held by the Group	Fair value at 31st December		Valuation techniques & key inputs	Significant unobservable inputs	Sensitivity
	2021 HK\$'000	2020 HK\$'000			
Commercial unit in the UK	-	422,800	Residual method based on the gross development value from which the total development costs and allowances for risks and profit are deducted	Net realisation value, taking into account of yield generated by market lease over market value which is 4%	A slight increase in the yield would result in a significant decrease in the net realisation and the fair value
				Total development costs and allowances for risks, taking into account of the hotel building costs within the city of London which is £355 per square feet	A slight increase in the development costs per square feet would result in a significant increase of total development costs and significant decrease in fair value
				Profit on cost, taking into account of developers profit required which is 20%	A slight increase in the developers profit required would result in a significant decrease in fair value
	<u>1,121,905</u>	<u>1,491,110</u>			

There were no transfers into or out of Level 3 during both years.

As at 31st December, 2021, the Group's investment properties amounted to HK\$1,033,905,000 (2020: HK\$980,310,000) have been pledged to secure banking facilities granted to the Group.

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2021 HK\$'000	2020 HK\$'000
Listed securities held for trading:		
Equity securities listed in Hong Kong Stock Exchange	<u>12,450</u>	<u>-</u>

18. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2021 HK\$'000	2020 HK\$'000
Listed:		
Equity securities listed in Hong Kong Stock Exchange	<u>146,232</u>	<u>167,763</u>

The fair value of listed equity securities is determined by reference to quoted market bid price from the Hong Kong Stock Exchange.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

18. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

The Group's non-current equity securities listed in Hong Kong include approximately 11.75% (2020: 11.75%) interest in Shun Ho Property, approximately 20.57% (2020: 20.57%) interest in Shun Ho Holdings and some ordinary shares of another entity. All of them are public companies incorporated and listed on Hong Kong Stock Exchange.

The Company is a subsidiary of Shun Ho Property and Shun Ho Holdings. Under the Hong Kong Companies Ordinance, companies within the Group who are shareholders of Shun Ho Property and Shun Ho Holdings have no right to vote at meetings of Shun Ho Property and Shun Ho Holdings. The directors are of the opinion that the Group is not in a position to exercise significant influence over Shun Ho Property and Shun Ho Holdings, accordingly, the results of Shun Ho Property and Shun Ho Holdings have not been accounted for on an equity basis.

These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

19. TRADE AND OTHER RECEIVABLES

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Trade receivables from contracts with customers	3,402	2,692
Other receivables	2,934	3,543
	<u>6,336</u>	<u>6,235</u>

As at 1st January, 2020, trade receivables from contracts with customers amounted to HK\$3,408,000.

Except for a credit period of 30 to 60 days granted to travel agencies and certain customers of the hotels, the Group does not allow any credit period to customers. The following is an aged analysis of the Group's trade receivables from contracts with customers presented based on the invoice date at the end of the reporting period:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Not yet due	3,391	2,652
Overdue:		
0 – 30 days	–	24
31 – 60 days	–	1
61 – 90 days	11	15
	<u>3,402</u>	<u>2,692</u>

As at 31st December, 2021, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$11,000 (2020: HK\$40,000) which are past due as at the reporting date.

Details of impairment assessment of trade receivables from contracts with customers, other receivables and other deposits are set out in note 35.

No credit loss allowance has been recognised on the trade and other receivables as the directors of the Company consider that the amount is immaterial.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

20. BANK BALANCES AND CASH

Bank balances carry interest at prevailing deposit interest rates ranging from 0.01% to 1.35% (2020: 0.01% to 1.35%) per annum.

Details of impairment assessment of bank balances are set out in note 35.

21. TRADE AND OTHER PAYABLES AND ACCRUALS

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Trade payables	5,229	2,658
Other payables and accruals	29,219	27,764
	<u>34,448</u>	<u>30,422</u>

The following is an aged analysis of the Group's trade payables presented based on the invoice date at the end of the reporting period:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
0 – 30 days	5,198	2,218
31 – 60 days	4	439
61 – 90 days	27	1
	<u>5,229</u>	<u>2,658</u>

The credit period on purchase of goods is up to 30 days. The Group has financial risk management policies in place to ensure that all payables are within credit timeframe.

22. CONTRACT LIABILITIES

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Receipt in advance	<u>26,455</u>	<u>18,027</u>

As at 1st January, 2020, contract liabilities amounted to HK\$1,633,000.

Contract liabilities of the Group, which are expected to be settled within the Group's normal operating cycle, are classified as current.

Revenue from hospitality services recognised during the year ended 31st December, 2021 that was included in the contract liabilities at the beginning of the year was HK\$18,027,000 (2020: HK\$1,633,000).

The Group recognises hospitality services revenue when related performance obligation is satisfied. Contract liabilities represents receipt in advance from hotel guests.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

23. BANK LOANS

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Secured bank loans	<u>310,299</u>	<u>347,545</u>
The carrying amounts of bank loans are repayable (based on scheduled repayment dates set out in the loan agreements):		
Within one year	252,768	21,406
Within a period of more than one year but not exceeding two years	<u>–</u>	<u>253,728</u>
	<u>252,768</u>	<u>275,134</u>
The carrying amounts of bank loans that contain a repayment on demand clause (shown under current liabilities) but repayable:		
Within one year	55,729	58,415
Within a period of more than one year but not exceeding two years	709	12,194
Within a period of more than two years but not exceeding five years	<u>1,093</u>	<u>1,802</u>
	<u>57,531</u>	<u>72,411</u>
	<u>310,299</u>	<u>347,545</u>
Amounts shown under current liabilities	310,299	93,817
Amounts shown under non-current liabilities	<u>–</u>	<u>253,728</u>
	<u>310,299</u>	<u>347,545</u>

All the Group's bank loans are floating rate borrowings. The bank loans are secured over certain of the Group's assets as disclosed in note 29. Effective interest rate is 1.48% (2020: 1.42%) per annum.

24. SHARE CAPITAL

	Number of shares <i>'000</i>	Amount <i>HK\$'000</i>
Ordinary shares		
Issued and fully paid:		
At 1st January, 2020, 31st December, 2020 and 2021	<u>8,947,051</u>	<u>841,926</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

25. DEFERRED TAX LIABILITIES/ASSET

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax liabilities and asset have been offset. The following are the deferred tax liabilities (asset) recognised and movements thereon during the current and prior reporting periods:

	Business combination <i>HK\$'000</i>	Accelerated tax depreciation <i>HK\$'000</i>	Withholding tax <i>HK\$'000</i>	Tax losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1st January, 2020	22,692	79,038	2,902	(6,798)	97,834
(Credit) charge to profit or loss	(761)	1,502	–	(9,140)	(8,399)
At 31st December, 2020	21,931	80,540	2,902	(15,938)	89,435
(Credit) charge to profit or loss	(761)	827	312	283	661
At 31st December, 2021	21,170	81,367	3,214	(15,655)	90,096

At the end of the reporting period, the Group has unused tax losses of HK\$124,152,000 (2020: HK\$126,099,000) available to offset against future profits. A deferred tax asset has been recognised in respect of such losses to the extent of HK\$94,878,000 (2020: HK\$96,594,000). No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$29,274,000 (2020: HK\$29,505,000) due to the unpredictability of future profit streams. All the unrecognised tax losses may be carried forward indefinitely.

26. SHARE OPTION SCHEME

An employee share option scheme of the Company was adopted at the extraordinary general meeting held on 14th November, 2013 (the “Share Option Scheme”) and was amended at the annual general meeting held on 18th June, 2014. Pursuant to the Share Option Scheme, the Board of Directors may, at its discretion, offer to grant options to subscribe for shares of the Company based on the terms and conditions set out therein to any director (including executive, non-executive directors and independent non-executive directors) and any employee of the Group whom the Board of Directors considers, in its sole discretion, have contributed or will contribute to the Group.

The purpose of the Share Option Scheme is to reward hotel senior management according to their performance in relation to the growth of hotel revenue.

Summary of the Share Option Scheme is as below:

- (i) The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not exceed 5% of the shares in issue on the date of the adoption of Share Option Scheme.
- (ii) The maximum number of shares issuable upon exercise of the share options granted under the Share Option Scheme to each eligible participant of in any 12 month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Any further grant of share options in excess of this 1% limit shall be subject to shareholders’ approval in a general meeting of the Company with such participants and their associates (as defined in the Listing Rules) abstaining from voting, and/or other requirements prescribed under the Listing Rules from time to time.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

26. SHARE OPTION SCHEME (Continued)

(ii) (Continued)

Any grant of share options to a director, chief executive or substantial shareholder of the Company or any of their respective associates is required to be approved by the independent non-executive directors. If the Board of Directors proposes to grant share options to a substantial shareholder or any independent non-executive director or their respective associates which will result in the number of shares issued and to be issued upon exercise of share options granted and to be granted (including share options exercised, cancelled and outstanding) to such person in the 12 month period up to and including the date of grant: (i) representing in aggregate over 0.1%, or such other percentage as may be from time to time provided under the Listing Rules, of the shares in issue; and (ii) having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the official closing price of the shares at the date of each grant, such further grant of share options will be subject to shareholders' approval in general meeting of the Company at which all connected persons of the Company shall abstain from voting, and/or other requirements prescribed under the Listing Rules from time to time.

(iii) The shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company at any time shall not exceed 30% of the shares in issue from time to time.

(iv) An option may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period which may be determined and notified by the Board of Directors to the grantees at the time of making an offer which shall not expire later than 10 years from the grant date.

(v) Upon acceptance of an option, the grantee shall pay HK\$10.00 to the Company by way of consideration for the grant.

(vi) The subscription price of a share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board of Directors in its absolute discretion shall determine, save that such price will not be less than the highest of: (i) the official closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheets on the date of grant; and (ii) the average of the official closing prices of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant.

No share option has been granted under the Share Option Scheme and no other share option scheme was adopted by the Company and its subsidiaries as at 31st December, 2021.

27. CAPITAL COMMITMENTS

As at 31st December, 2021 and 2020, the Group had no outstanding commitments contracted for but not provided in the consolidated financial statements.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

28. OPERATING LEASES ARRANGEMENTS

The Group as lessor

All of the properties held for rental purposes have committed lessees for three months to eighteen years from the end of the reporting period without termination options granted to tenants.

Undiscounted lease payments receivable on leases are as follows:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Within one year	39,373	43,727
In the second year	37,727	39,982
In the third year	37,337	38,350
In the fourth year	37,337	37,479
In the fifth year	37,337	37,479
After five years	465,778	505,026
	<u>654,889</u>	<u>702,043</u>

29. PLEDGE OF ASSETS

At the end of the reporting period, the bank loan facilities of the Group were secured by the followings:

- (a) investment properties and Hotel Properties of the Group with carrying amounts as at 31st December, 2021 of approximately HK\$1,034 million (2020: HK\$980 million) and HK\$2,301 million (2020: HK\$2,367 million), respectively;
- (b) pledge of shares in certain subsidiaries of the Company with an aggregate net asset value as at 31st December, 2021 of approximately HK\$643 million (2020: HK\$603 million);
- (c) assignment of property rental of certain subsidiaries of the Company; and
- (d) assignment of insurance on an investment property.

30. RETIREMENT BENEFIT PLANS

The Group participates the Mandatory Provident Fund Scheme for all qualifying employees. The assets of the scheme are held separately from those of the Group in funds under the control of trustees. The Group contributes 5% of relevant payroll costs capped at HK\$1,500 (2020: HK\$1,500) per month of each individual employee to the scheme, which contribution is matched by employees.

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

The contributions paid and payable to the Mandatory Provident Fund Scheme and the state-managed retirement benefit scheme operated by the PRC government by the Group in respect of the year which were charged to profit or loss amounting to HK\$4,267,000 (2020: HK\$4,854,000).

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

31. RELATED PARTY TRANSACTIONS/BALANCES

Other than those disclosed in respective notes to the consolidated financial statements, the Group had the following transactions with related parties during the year and balances with related parties at the end of the reporting period:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Transactions during the year:		
Shun Ho Property and its subsidiaries ("Shun Ho Property Group")*		
Rental income	60	60
Expenses related to short-term leases	1,040	1,040
Interest expenses on amount due to Shun Ho Property Group (<i>Note a</i>)	3,437	1,657
Corporate management fee income for administrative facilities provided	3,476	3,519
Corporate management fee income for hotel operation services provided	524	216
Shun Ho Holdings		
Corporate management fee income for administrative facilities provided	150	150
Compensation of key management personnel (<i>Note c</i>)	<u>12,302</u>	<u>11,518</u>
Balance as at year end:		
Shun Ho Property Group*		
Amount due to Shun Ho Property Group at the end of the reporting period (<i>Note a</i>)	189,078	133,873
Amount due to Mr. William Cheng Kai Man (<i>Note b</i>)	<u>5,088</u>	<u>–</u>

* exclude the Company and its subsidiaries

Notes:

- (a) The amount due to immediate holding company which carried interest at 2% per annum was unsecured and repayable on demand.
- (b) The amount due to a shareholder which is non-traded related, unsecured, interest free and repayable on demand.
- (c) The compensation of key management personnel comprised short-term and post-employment benefits attributable to such personnel.

The remuneration of directors which are also the key management personnel of the Group during the year was as follows:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Short-term benefits	12,230	11,446
Post-employment benefits	<u>72</u>	<u>72</u>
	<u>12,302</u>	<u>11,518</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

32. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
NON-CURRENT ASSETS		
Property, plant and equipment	469	765
Investments in subsidiaries (<i>Note</i>)	465,304	434,358
Amounts due from subsidiaries	3,005,140	2,940,546
Deferred tax asset	308	1,548
	<u>3,471,221</u>	<u>3,377,217</u>
CURRENT ASSETS		
Other receivables	1,223	1,194
Other deposits and prepayments	1,001	909
Bank balances and cash	5,052	8,278
	<u>7,276</u>	<u>10,381</u>
CURRENT LIABILITIES		
Other payables and accruals	3,466	4,203
Amount due to immediate holding company	189,078	133,873
Amounts due to subsidiaries	23,670	22,842
	<u>216,214</u>	<u>160,918</u>
NET CURRENT LIABILITIES	<u>(208,938)</u>	<u>(150,537)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>3,262,283</u>	<u>3,226,680</u>
CAPITAL AND RESERVES		
Share capital	841,926	841,926
Reserves	2,420,357	2,384,754
TOTAL EQUITY	<u>3,262,283</u>	<u>3,226,680</u>

Note: Investments in subsidiaries are included in the Company's statement of financial position at cost (including deemed capital contribution) less any identified impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 18th March, 2022 and is signed on its behalf by:

William CHENG Kai Man
DIRECTOR

Kimmy LAU Kam May
DIRECTOR

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

32. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Movement in the Company's reserves

	Special capital reserve HK\$'000 (Note)	Retained profits HK\$'000	Total HK\$'000
At 1st January, 2020	612,477	1,778,548	2,391,025
Loss and total comprehensive expense for the year	–	(6,271)	(6,271)
At 31st December, 2020	612,477	1,772,277	2,384,754
Profit and total comprehensive income for the year	–	35,603	35,603
At 31st December, 2021	612,477	1,807,880	2,420,357

Note: When sanctioning the reduction in the nominal value of the Company's shares in 1999, the High Court of the Hong Kong Special Administrative Region stipulated that the credit arising on the reduction be transferred to a special capital reserve, and that the reserve, which may be reduced by any increase in the issued share capital and share premium of the Company resulting from an issue of shares for cash or other new consideration or upon a capitalisation of distributable reserves, is not regarded as realised profit and distributable until all of the liabilities of the Company as at 22nd September, 1999, the date on which the reduction of share capital took effect, are settled. The liabilities of the Company at that date have not yet been fully settled as at 31st December, 2021, accordingly the special capital reserve is not considered distributable.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES

All the principal subsidiaries are incorporated and operating principally in Hong Kong except otherwise indicated. None of the subsidiaries had any debt securities outstanding as at 31st December, 2021 or at any time during the year.

Name of subsidiary	Paid up issued		Proportion of ownership				Principal activities
	ordinary share/registered capital		interest held by the Company				
	Number of shares	Amount	2021		2020		
			Directly %	Indirectly %	Directly %	Indirectly %	
Babenna Limited	2	HK\$20	100	-	100	-	Investment holding
Beautiful Sky Investment Limited	2	HK\$2	100	-	100	-	Hotel investment and operation and investment holding
Boutique Hotel Limited	2	HK\$2	100	-	100	-	Hotel investment and operation
Grand View Hotel Limited	2,500,000	HK\$2,500,000	-	100	-	100	Hotel management
Harbour Rich Industrial Limited	10,000	HK\$10,000	-	100	-	100	Property investment
Himson Enterprises Limited	2	HK\$2	100	-	100	-	Hotel investment and operation
Houston Venture Limited	2	HK\$2	100	-	100	-	Property investment
King Express Development Limited (ii)	1	HK\$1	100	-	100	-	Property investment
Longham Investment Limited	2	HK\$2	-	100	-	100	Property investment
Magnificent International Hotel Limited	2	HK\$2	100	-	100	-	Hotel investment and operation
Mercury Fast Limited	2	HK\$2	100	-	100	-	Securities dealings and investment holding
Pacific Rich International Limited	8	HK\$8	-	100	-	100	Property investment
Postal Power Company Limited ("Postal Power")	1,000	HK\$1,000	-	75	-	100	Property investment
Shanghai Shun Ho (Lands Development) Limited (iii)	1	US\$1	100	-	100	-	Investment holding
上海順家房地產發展有限公司 Shanghai Shun Ho Property Development Co., Ltd. (i)	Registered capital	US\$4,950,000	-	100	-	100	Hotel investment and operation
Wood Street Hotel Limited (iv)	1	GBP1	-	100	-	100	Property investment
Shun Ho Capital Properties Limited (iii)	1	US\$1	100	-	100	-	Investment holding
Sino Money Investments Limited	10,000	HK\$10,000	-	100	-	100	Hotel investment and operation
United Assets Company Limited	2,000,000	HK\$2,000,000	-	100	-	100	Hotel investment and operation and investment holding

(i) Sino foreign co-operative company established and operating principally in the PRC.

(ii) Incorporated in Hong Kong and operating in the UK.

(iii) Incorporated in the BVI.

(iv) Incorporated and operated in the UK.

During the year, the Group has entered into a sales and purchase agreement with Mr. William Cheng Kai Man, a shareholder of the Group, to dispose 250 shares of HK\$1 each in Postal Power, representing 25% of issued share capital in Postal Power, which carried out property investment business. Pursuant to the sales and purchase agreement, 25% of existing shareholders' loan payable by Postal Power is also transferred to Mr. William Cheng Kai Man, as amount due to a shareholder. The disposal was completed on 27th May, 2021 with consideration of HK\$13,050,000.

The directors are of the opinion that a complete list of the subsidiaries of the Company will be of excessive length and therefore the above list contains only the particulars of subsidiaries which principally affects the results or assets of the Group.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

34. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that group entities will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which include amount due to immediate holding company and amount due to a shareholder disclosed in note 31, bank loans disclosed in note 23 (net of bank balances and cash), and equity attributable to owners of the Company, comprising issued capital, retained profits and other reserves as disclosed in the consolidated statement of changes in equity.

The management of the Group reviews the capital structure periodically. As a part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, as well as the issue of new debt or the redemption of existing debts.

There are no significant changes on the Group's approach to capital risk management during the year.

35. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2021 HK\$'000	2020 HK\$'000
Financial assets		
Amortised cost	258,756	157,826
Financial assets at FVTPL	12,450	–
Equity instruments at FVTOCI	146,232	167,763
	<u>417,438</u>	<u>325,589</u>
Financial liabilities		
Amortised cost	513,915	488,334

(b) Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, equity instruments at FVTOCI, trade and other receivables, other deposits, bank balances and cash, trade and other payables, rental and other deposits received, amount due to immediate holding company, amount due to a shareholder and bank loans. Details of these financial instruments are disclosed in respective notes. The risk associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

(i) Foreign currency risk management

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Assets		Liabilities	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
GBP	921	1,153	–	–

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Foreign currency risk management (Continued)

Sensitivity analysis

The following table details the Group's sensitivity to a 10% (2020: 10%) increase and decrease in HK\$ against GBP. 10% (2020: 10%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 10% (2020: 10%) change in foreign currency rate. It excludes items denominated in US\$ held by Group entities with HK\$ as functional currency as the directors consider that the Group exposure to US\$ for such entities is insignificant on the ground that HK\$ is pegged to US\$. A positive number below indicates an increase in post-tax profit for the year where HK\$ weaken 10% (2020: decrease in post-tax loss for the year where HK\$ weaken 10% against GBP) against GBP. For a 10% strengthening of HK\$ against GBP, there will be a decrease in post-tax profit for the year (2020: For a 10% strengthening of HK\$ against GBP, there will be an increase in post-tax loss for the year) as below indicated number.

	2021 HK\$'000	2020 HK\$'000
GBP	<u>92</u>	<u>115</u>

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the relevant years.

(ii) Interest rate risk management

The Group is exposed to cash flow interest rate risk in relation to bank balances and bank loans which are subject to variable-rate interest rate. The interest rates and terms of repayment of the bank loans of the Group are disclosed in note 23. The Group has not used any derivative contracts to hedge its exposure to such interest rate risk, however, the management monitors interest rate exposures and will consider other necessary action when significant interest rate exposure is anticipated. The Group's interest rate risk is mainly concentrated on the fluctuation of market interest rate on bank loans.

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates. Details of the impacts on the Group's risk management strategy arising from the interest rate benchmark reform and the progress towards implementation of alternative benchmark interest rates are set out under "interest rate benchmark reform" in this note.

Interest rate sensitivity

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments including variable-rate bank loans at the end of the reporting period. For variable-rate financial instruments, the analysis is prepared assuming the amount of financial instruments are outstanding for the whole year. A 50 basis points (2020: 50 basis points) increase or decrease is used which represents management's assessment of the reasonably possible change in interest rate.

If interest rates had been 50 basis points (2020: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31st December, 2021 would decrease/increase by HK\$1,295,000 (2020: post tax loss increase/decrease by HK\$1,451,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank loans.

The bank balances are excluded from the sensitivity analysis as the management of the Group considers that the interest rate fluctuation is not significant.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Other price risk

The Group is exposed to equity price risk arising from financial assets at FVTPL and equity instruments at FVTOCI.

Equity price sensitivity

The sensitivity analysis below have been determined based on the exposure to equity price risk at the reporting date. If the market prices of the respective equity instruments had been 10% (2020: 10%) higher/lower, the post-tax profit for the year ended 31st December, 2021 would increase/decrease by HK\$1,245,000 (2020: Nil) as a result of the changes in fair value of financial assets at FVTPL and the other comprehensive income would increase/decrease by HK\$14,623,000 (2020: increase/decrease by HK\$16,776,000) as a result of the changes in fair value of equity instruments at FVTOCI.

(iv) Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables, other deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets except that the credit risks associated with trade receivables is mitigated because they are secured over deposits.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL - not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates but usually settle in full	Lifetime ECL - not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL - not credit-impaired	Lifetime ECL - not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL - credit-impaired	Lifetime ECL - credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner	Amount is written off	Amount is written off

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount 2021 HK\$'000	2020 HK\$'000
Financial assets at amortised cost						
Trade receivables from contracts with customers	19	N/A	Low risk	Lifetime ECL	3,402	2,692
Other receivables	19	N/A	Low risk	12m ECL	2,501	3,423
Other deposits	N/A	N/A	Low risk	12m ECL	5,011	8,394
Bank balances	20	Baa1 to A1	N/A	12m ECL	247,842	143,317

Trade receivables from contracts with customers

Before accepting any new customer, the Group has assessed the potential customer's credit quality and defined credit rating limits. The Group has no significant concentration of credit risk on trade receivables from contracts with customers, with exposure spread over a number of counterparties and customers.

The Group performs impairment assessment under ECL model on trade balances. The trade receivables from contracts with customers are grouped, based on shared credit risk characteristics by reference to repayment histories for recurring customers and current past due exposure for new customers.

As part of the Group's credit risk management, the Group used an internal credit rating by assigning loss rates to its debtors. The estimated loss rates are based on aging of trade debtors as well as historical observed default rates over the expected life of the debtors and forward-looking information that is available without undue cost or effort.

For the years ended 31st December, 2021 and 2020, the Group assessed the balance of ECL for trade receivables were insignificant and thus no loss allowance was recognised.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

Other receivables and other deposits

For other receivables and other deposits, the directors of the Company make periodic assessment on the recoverability of other receivables and other deposits based on past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

For the years ended 31st December, 2021 and 2020, the Group assessed the ECL for other receivables and other deposits were insignificant and thus no loss allowance was recognised.

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. The 12m ECL on bank balances is considered to be insignificant.

(v) Liquidity risk management

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

As at 31st December, 2021, the Group has available unutilised banking facilities of approximately HK\$910,500,000 (2020: HK\$918,500,000).

As at 31st December, 2021, the Group had net current liabilities of HK\$297,011,000 (2020: HK\$124,074,000) which is exposed to liquidity risk. In order to mitigate the liquidity risk, the directors of the Company consider that the Group is able to utilise the unused banking facilities and have a sufficient operating cash inflows in a timely manner to meet in full its financial obligations as they fall due for the foreseeable future.

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(v) Liquidity risk management (Continued)

Specifically, for term loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflows based on the earliest period in which the Group can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect. The maturity analysis for other bank loans is prepared based on the scheduled repayment dates.

	Weighted average effective interest rate %	On demand or less than 1 month HK\$'000	1 – 3 months HK\$'000	3 months to 1 year HK\$'000	1 – 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
2021							
Non-interest bearing	–	8,188	–	–	1,262	9,450	9,450
Amount due to immediate holding company	2.00	189,078	–	–	–	189,078	189,078
Amount due to a shareholder	–	5,088	–	–	–	5,088	5,088
Bank loans – variable interest rate	1.48	59,508	3,957	247,979	–	311,444	310,299
		<u>261,862</u>	<u>3,957</u>	<u>247,979</u>	<u>1,262</u>	<u>515,060</u>	<u>513,915</u>
	Weighted average effective interest rate %	On demand or less than 1 month HK\$'000	1 – 3 months HK\$'000	3 months to 1 year HK\$'000	1 – 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
2020							
Non-interest bearing	–	5,222	–	458	1,236	6,916	6,916
Amount due to immediate holding company	2.00	133,873	–	–	–	133,873	133,873
Bank loans – variable interest rate	1.42	74,370	3,914	17,585	254,687	350,556	347,545
		<u>213,465</u>	<u>3,914</u>	<u>18,043</u>	<u>255,923</u>	<u>491,345</u>	<u>488,334</u>

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(v) Liquidity risk management (Continued)

The table below summarises the maturity analysis of term loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand or less than 1 month” time band in the maturity analysis contained in the table above. Taking into account the Group’s financial position, the directors of the Company do not consider that it is probable that the banks will exercise its discretion to demand immediate repayment. The directors of the Company believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	Maturity Analysis – Term loans subject to a repayment on demand clause based on scheduled repayments					Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
	Less than 1 month HK\$'000	1 – 3 months HK\$'000	3 months to 1 year HK\$'000	1 – 5 years HK\$'000	Over 5 years HK\$'000		
2021	<u>126</u>	<u>23,767</u>	<u>32,184</u>	<u>1,853</u>	<u>–</u>	<u>57,930</u>	<u>57,531</u>
2020	<u>313</u>	<u>622</u>	<u>58,153</u>	<u>14,159</u>	<u>–</u>	<u>73,247</u>	<u>72,411</u>

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.

(vi) Interest rate benchmark reform

As listed in note 23, the Group’s LIBOR bank loans has subjected to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

LIBOR

The Financial Conduct Authority has confirmed all LIBOR settings will either cease to be provided by any administrator or no longer be representative:

- immediately after 31st December, 2021, in the case of all sterling, euro, Swiss franc and Japanese yen settings, and the 1-week and 2-month US dollar settings; and
- immediately after 30th June, 2023, in the case of the remaining US dollar settings.

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(vi) Interest rate benchmark reform (Continued)

HIBOR

While the Hong Kong Dollar Overnight Index Average (“HONIA”) has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist.

(i) Risks arising from the interest rate benchmark reform

The following are the key risks for the Group arising from the transition:

Interest rate related risks

There are fundamental differences between IBORs and the various alternative benchmark rates. IBORs are forward looking term rates published for a period (e.g. 3 months) at the beginning of that period and include an inter-bank credit spread, whereas alternative benchmark rates are typically risk-free overnight rates published at the end of the overnight period with no embedded credit spread. These differences will result in additional uncertainty regarding floating rate interest payments.

Liquidity risk

The additional uncertainty on various alternative rates which are typically published on overnight basis will require additional liquidity management. The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to accommodate unexpected increases in overnight rates.

(ii) Progress towards implementation of alternative benchmark interest rates

As part of the Group’s risk management for transition, new contracts entered into by the Group are linked to the relevant alternative benchmark rates or interest rates which are not subject to reform to the extent feasible.

The Group is planning to transition the LIBOR-linked contract through introduction of, or amendments to, fallback clauses into the contracts which will change the basis for determining the interest cash flows from LIBOR to alternative reference rate on 1st January, 2022.

The following table shows the total amounts of outstanding contracts and the progress in completing the transition to alternative benchmark rates as at 31st December, 2021. The amounts of financial liabilities are shown at their carrying amounts.

Financial instruments prior to transition	Maturing in	HK\$’000	Transition progress for financial instruments
Non-derivative financial liabilities			
Bank loans linked to GBP LIBOR	2022	252,768	Expected to transit on 1st January, 2022
Bank loans linked to HIBOR	2022	57,531	HIBOR will continue till maturity

Notes to the Consolidated Financial Statements (Continued)

For the Year Ended 31st December, 2021

35. FINANCIAL INSTRUMENTS (Continued)

(c) Fair values of financial instruments

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and key inputs used).

Financial asset	2021 HK\$'000	2020 HK\$'000	Fair value hierarchy	Valuation technique(s) and key input(s)
Financial assets at FVTPL	<u>12,450</u>	<u>–</u>	Level 1	Quoted bid prices in an active market
Equity instruments at FVTOCI	<u>146,232</u>	<u>167,763</u>	Level 1	Quoted bid prices in an active market

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Interest payable (included in other payables) HK\$'000	Bank loans HK\$'000	Dividend payable (included in other payables) HK\$'000	Amount due to immediate holding company HK\$'000	Amount due to a shareholder HK\$'000	Total HK\$'000
At 1st January, 2020	226	391,410	2,071	27,808	–	421,515
Financing cash inflows	–	486,430	–	109,495	–	595,925
Financing cash outflows	(6,841)	(539,769)	(2,071)	(5,087)	–	(553,768)
Interest expenses	6,667	–	–	1,657	–	8,324
Exchange realignment	–	9,474	–	–	–	9,474
At 31st December, 2020	52	347,545	–	133,873	–	481,470
Financing cash inflows	–	25,000	–	51,768	13,050	89,818
Financing cash outflows	(3,095)	(61,245)	–	–	–	(64,340)
Interest expenses	3,071	–	–	3,437	–	6,508
Exchange realignment	–	(1,001)	–	–	–	(1,001)
Disposal of partial interest in a subsidiary	–	–	–	–	(7,962)	(7,962)
At 31st December, 2021	<u>28</u>	<u>310,299</u>	<u>–</u>	<u>189,078</u>	<u>5,088</u>	<u>504,493</u>

Financial Summary

CONSOLIDATED RESULTS

	For the year ended 31st December,				
	2017 <i>HK\$'000</i>	2018 <i>HK\$'000</i>	2019 <i>HK\$'000</i>	2020 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Revenue	<u>522,432</u>	<u>579,673</u>	<u>427,593</u>	<u>223,410</u>	<u>326,398</u>
Operating profit (loss) and profit (loss) before taxation	182,660	297,812	46,133	(203,925)	73,868
Income tax (expense) credit	<u>(30,486)</u>	<u>(37,463)</u>	<u>(14,302)</u>	<u>2,215</u>	<u>(8,269)</u>
Profit (loss) before non-controlling interests	152,174	260,349	31,831	(201,710)	65,599
Non-controlling interests	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(77)</u>
Profit (loss) for the year attributable to owners of the Company	<u>152,174</u>	<u>260,349</u>	<u>31,831</u>	<u>(201,710)</u>	<u>65,522</u>

CONSOLIDATED NET ASSETS

	As 31st December,				
	2017 <i>HK\$'000</i>	2018 <i>HK\$'000</i>	2019 <i>HK\$'000</i>	2020 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Property, plant and equipment	2,650,413	2,690,769	2,655,849	2,520,947	2,879,814
Right-of-use asset	29,528	27,105	26,481	27,629	27,657
Investment properties	1,055,800	1,099,300	1,097,900	1,491,110	1,121,905
Properties under development	74,157	—	—	—	—
Other non-current assets	377,370	320,711	696,013	167,763	146,232
Net current (liabilities) assets	187,738	301,762	(119,623)	(124,074)	(297,011)
Non-current bank loans	(317,646)	(278,866)	(266,024)	(253,728)	—
Non-current rental deposits received	(2,090)	(1,552)	(1,552)	(1,236)	(1,262)
Deferred tax liabilities	(93,997)	(97,568)	(97,834)	(89,435)	(90,096)
Non-controlling interests	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(8,039)</u>
Net assets attributable to owners of the Company	<u>3,961,273</u>	<u>4,061,661</u>	<u>3,991,210</u>	<u>3,738,976</u>	<u>3,779,200</u>

Major Properties

A. HOTEL PROPERTIES (HELD FOR INVESTMENT)

Location	Type of use	Lease term
Best Western Plus Hotel Hong Kong No. 308 Des Voeux Road West Hong Kong	Hotel	Long lease
Best Western Plus Hotel Kowloon Nos. 73-75 Chatham Road South Tsimshatsui Kowloon, Hong Kong	Hotel	Medium-term lease
Ramada Hong Kong Grand No. 23 Austin Avenue Tsimshatsui Kowloon, Hong Kong	Hotel	Medium-term lease
Best Western Hotel Causeway Bay No. 38 Bowrington Road Causeway Bay Hong Kong	Hotel	Medium-term lease
Ramada Hong Kong Harbour View No. 239 Queen's Road West Hong Kong	Hotel	Long lease
Magnificent International Hotel No. 381 Xizang Road South Shanghai, The PRC	Hotel	Medium-term lease
Grand City Hotel No. 338 Queen's Road West Hong Kong	Hotel	Long lease
Royal Scot Hotel 100 King's Cross Road London, WC1X 9DT England	Hotel	Freehold
No. 37 Wood Street London EC2 England	Hotel	Long lease

