L E T

LEISURE ENTERTAINMENT TASTE

LET Group Holdings Limited

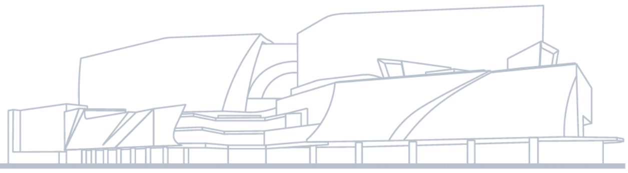
(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1383)

Annual Report 2022

WWW.LETGROUPHOLDINGS.COM

Content



Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Lo Kai Bong *(appointed as Chairman on 31 August 2022)*
Mr. Au Chung On John *(resigned on 30 November 2022)*
Mr. Manuel Assis Da Silva *(resigned on 30 November 2022)*

Independent Non-Executive Directors

Mr. Tou Kin Chuen
Dr. Wu Kam Fun Roderick
Mr. Lo Wai Tung John

COMPANY SECRETARY

Mr. Chiu King Yan

AUDITOR

Crowe (HK) CPA Limited
Registered Public Interest Entity Auditors

REGISTERED OFFICE

P.O. Box 31119,
Grand Pavilion, Hibiscus Way
802 West Bay Road,
Grand Cayman,
KY1–1205 Cayman Islands
(with effect from 7 February 2023)

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1705, 17/F., West Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586
Gardenia Court, Camana Bay
Grand Cayman KY1–1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS

In Hong Kong:

Dah Sing Bank, Limited
Bank of Communications Co., Ltd. Hong Kong Branch
Bank of Communications (Hong Kong) Limited

In the People's Republic of China:

Industrial and Commercial Bank of China

In the Philippines:

Union Bank of the Philippines
China Banking Corporation

In the Russian Federation:

PJSC Bank Primorye
PJSC Sberbank
Alfa-Bank

In Japan:

Sumitomo Mitsui Banking Corporation

STOCK CODE

1383 (Listed on the Hong Kong Stock Exchange)

WEBSITE

www.letgroupholdings.com

INVESTOR RELATIONS

For other information relating to the Company, please contact
Investor Relations Department
Tel: (852) 2598 1180
Fax: (852) 2598 1185
Email: ir@letgroupholdings.com

Group Financial Summary

RESULTS

	Year ended 31 December				
	2022 **HK$'000**	2021 HK$'000 (Note) (Restated)	2020 HK$'000	2019 HK$'000	2018 HK$'000
Revenue – Contracts with customers	**394,340**	294,308	181,858	650,304	883,265
Revenue – Leases	**–**	–	–	44,952	53,223
Total Revenue	**394,340**	294,308	181,858	695,256	936,488
Change in fair value of investment properties	**–**	–	–	(128,182)	(12,642)
Change in fair value of financial assets at fair value through profit or loss	**–**	–	–	23,501	1,195
Change in fair value of convertible bonds	**–**	–	240,183	–	87,354
Change in fair value of derivative financial instruments	**12,167**	825,835	1,530,268	(592,893)	(1,405,369)
Loss on remeasurement of existing interest in an associate upon business combination	**–**	–	(122,404)	–	–
Gain on bargain purchase on acquisition of subsidiaries	**–**	–	348,283	–	–
Gain on disposal of subsidiaries	**–**	–	–	10,506	–
Loss on deemed disposal of subsidiaries	**–**	–	–	(172,672)	–
Loss on deemed partial disposal of equity interest of an associate	**–**	–	–	(68,685)	–
Gain on disposal of an associate	**–**	594	–	–	–
Reversal of provision for potential claims	**–**	–	–	–	23,060
Provision for litigation	**–**	–	–	(31,591)	–
Impairment loss on interest in an associate	**–**	–	(53,295)	(224,690)	–
Impairment loss on equity loans to a joint venture	**(17,643)**	(119,717)	–	–	–
Impairment loss on loans to a joint venture	**(12,155)**	(194,212)	–	–	–
Impairment loss on amounts due from a joint venture	**(44,538)**	(22,906)	–	–	–
Impairment loss on property, operating right and equipment	**–**	(287,119)	–	–	–
Share of (losses) profits of associates	**–**	(520)	(24,092)	6,369	(1,237)
Share of loss of a joint venture	**(160,854)**	(437,952)	(277,483)	(93,369)	(17,598)
Finance costs	**(195,050)**	(207,961)	(329,053)	(252,797)	(190,704)
(Loss) profit before taxation	**(361,458)**	(481,200)	1,277,229	(1,698,922)	(1,628,085)
Income tax credit (expense)	**16,751**	(22,947)	(3,596)	(16,158)	(95,564)
(Loss) profit for the year					
– Continuing operations	**(344,707)**	(504,147)	1,273,633		
– Discontinued operations	**138,039**	34,750	(402,067)		
Net (loss) profit for the year	**(206,668)**	(469,397)	871,566	(1,715,080)	(1,723,649)

Group Financial Summary

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	As at 31 December				
	2022	2021	2020	2019	2018
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Non-current assets	**5,405,874**	5,615,172	7,056,422	3,538,409	2,997,791
Current assets	**1,382,392**	2,716,659	3,674,442	1,059,707	945,234
Current liabilities	**(1,317,758)**	(2,017,404)	(2,068,882)	(4,723,835)	(3,194,465)
Non-current liabilities	**(1,160,275)**	(1,487,659)	(3,195,483)	(1,778,027)	(1,957,188)
Non-controlling interests	**(1,280,860)**	(1,387,634)	(1,651,986)	(274,788)	17,117
Equity (deficit) attributable to equity holders of the Company	**3,029,373**	3,439,134	3,814,513	(2,178,534)	(1,191,511)

Note:

On 1 April 2022, the board of directors (the "**Board**") of the Company decided to cease the Group's travel related products and services and hotel and integrated resort general consultancy services businesses. With effect from 1 April 2022, the Group ceased and discontinued the operations in travel related products and services and hotel and integrated resort general consultancy services businesses (the "**Ceased Businesses**");

On 22 July 2022, the disposal of the entire equity interest of wholly-owned subsidiaries of the Group (the "**2022 Disposal**") including: (i) Goal Explore Investments Limited ("**Goal Explore**") and its subsidiaries save for Dongyang Xinguang Pacific Enterprises Limited ("**Dongyang Xinguang**"); and (ii) Boshing Investments Limited and its subsidiaries (collectively referred to as the "**Disposal Groups**") was completed.

The financial results for the Ceased Businesses and Disposal Groups were presented as "Profit (Loss) from Discontinued Operations" on net basis. Comparatives figures for the year ended 31 December 2021 have been restated accordingly. The financial results prior to 2021 have not been restated for the above discontinued operations.

Chairman's Statement

Dear valued shareholders and stakeholders,

I would like to express my sincere appreciation for your unwavering support to LET Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**" or "**LET Group**"). As we navigate the complexities and opportunities of today's market, our Group is currently undergoing asset restructuring. Through restructuring our assets with the highest and best use principle in mind, we will concentrate our resources in the Philippines gaming market, specifically on the development of the Westside City project. We firmly believe that this project is the cornerstone of our future success, as we strive to seize new growth opportunities in the Philippine integrated resort market.

On the financing side, LET Group is proposing to seek financing for the project from a local financial institution through LET Group's subsidiary, Suntrust Resort Holdings, Inc., that provides the necessary capital to deliver a world-class integrated resort experience unparalleled in the region. A local bank's approval of the project, based on its familiarity with the local business environment, can be regarded as a vote of confidence that bolsters investor sentiment. This serves as a recognition for Westside City Project, as well as for the Group's managerial expertise and operational capabilities. Such resounding validation by the local industry is an indicator of the project's promising prospects. By partnering with a preeminent local conglomerate, we can navigate the local landscape with care and cultural competence while bringing LET Group's unrivalled expertise in Asia gaming to the table.

Relative to more mature gaming markets in Asia, the Philippines presents significant potential for the growth of a novel destination for integrated resorts. Local Filipinos and expatriate patrons contribute more than a third of the Philippines' gross gaming revenue. On top of that, the country's proximity to major economies with a high propensity for spending including Japan, South Korea, and countries in Southeast Asia offers a competitive advantage to regional customers with considerable disposable income to spend. As the Asian middle class expands rapidly, demand for premium travel, leisure, and entertainment experiences is at an all-time high. It is our goal to capture a share of this burgeoning demand with a world-class integrated resort destination in the Philippines. By providing unparalleled quality, a range of amenities, and superior services, we aim to establish LET Group as the premier choice for Asia's patrons.

Westside City Project is our large-scale flagship development that will introduce a unique and unequalled mix of hospitality, gastronomy, retail, and gaming to Manila's Entertainment City. This project represents our most significant growth opportunity, underpinned by a compelling investment case–especially in light of challenges encountered at our other integrated resort in Vietnam. In contrast, the Philippines permits local Filipinos to frequent integrated resorts, conferring a degree of stability and resilience, which is why developing the mass market segment will be a key component of the Westside City Project. This effect has been evidenced by our Tigre de Cristal integrated resort in Russia. While we plan for the project's entertainment facilities and amenities, we emphasize the preferences of the mass market segment, aiming to position Westside City Project to become a leading iconic integrated resort in South East Asia that tailors to the tastes of the mass market. Westside City Project is exceptionally positioned to deliver strong and stable financial outcomes across our portfolio of integrated resorts in the future.

Chairman's Statement

I would also like to reassure shareholders that the decision to slow down the development at Tigre de Cristal Phase II was a prudent business decision reached after careful consideration and analysis. The current commercial climate in Russia poses difficulties in guaranteeing a consistent return on investment to LET Group. Our focus remains centred on identifying and capturing unique growth opportunities, and I am confident that the Philippine integrated resort market holds considerable promise for LET Group's future.

I recognise that investing in a company requires significant financial and time commitment to realise returns. Nonetheless, I ask that you place your faith in our vision and join us on this exciting journey. With formidable gaming sector expertise, a gifted leadership and employee base, and compelling avenues for growth, LET Group stands ready to embark on a new chapter of success in Asian gaming with the opening of the Westside City Project soon.

Thank you for your enduring partnership and support.

Sincerely,

Mr. Lo Kai Bong
Chairman
LET Group Holdings Limited

FINANCIAL REVIEW

The Group recorded a loss attributable to equity holders of the Company of approximately HK$138.4 million for the year ended 31 December 2022 ("**FY2022**"), reduced from the loss attributable to equity holders of the Company of approximately HK$258.3 million for the year ended 31 December 2021 ("**FY2021**"). Consolidated Adjusted EBITDA from continuing operations was approximately positive HK$77.5 million versus approximately negative HK$13.3 million for FY2021.

The loss for the year attributable to equity holders of the Company in FY2022 was mainly attributable to the costs and expenses from continuing operations of (i) finance costs of approximately HK$195.1 million; (ii) share of loss of a joint venture of approximately HK$160.9 million; (iii) impairment loss on equity loans to, loans to and amounts due from a joint venture of approximately HK$74.3 million; and (iv) partially offset by (a) the gain of approximately HK$12.2 million in respect of the change in fair value of derivative financial instruments; and (b) profit for the year from discontinued operations of approximately HK$138.0 million, including the gain on disposal of approximately HK$196.5 million attributable to the 2022 Disposal.

In FY2022, the 77.5%-owned integrated resort of Summit Ascent Holdings Limited ("**Summit Ascent**", together with its subsidiaries as "**Summit Ascent Group**") located in the Integrated Entertainment Zone of the Primorye Region (the "**IEZ Primorye**") in the Russian Federation, Tigre de Cristal, contributed revenue from gaming and hotel operations of approximately HK$372.3 million to the Group, and a contribution of approximately HK$401.9 million total gross gaming revenue ("**GGR**") to the Group.

Group Key Financial Data

	FY2022 **HK$'000**	FY2021 HK$'000 (Restated)
Revenue:		
Operation of integrated resort in the Russian Federation		
– Tigre de Cristal:		
– Gaming operations	**340,898**	248,355
– Hotel operations	**31,408**	17,164
	372,306	265,519
Other segments:		
– Management and operation of malls	**22,034**	28,789
– Property development	**–**	–
Total revenue from continuing operations	**394,340**	294,308
Consolidated Adjusted EBITDA from continuing operations	**77,505**	(13,321)

Management Discussion and Analysis

FINANCIAL REVIEW (Cont'd)

Group Key Financial Data (Cont'd)

The following is a reconciliation of loss for the year to Consolidated Adjusted EBITDA from continuing operations of the Group:

	FY2022 HK$'000	FY2021 HK$'000 (Restated)
Loss for the year	**(206,668)**	(469,397)
Add (deduct):		
Profit for the year from discontinued operations	**(138,039)**	(34,750)
Income tax (credit) expense	**(16,751)**	22,947
Change in fair value of derivative financial instruments	**(12,167)**	(825,835)
Gain on disposal of an associate	**–**	(594)
Loss on disposal/written-off of property, operating right and equipment	**372**	276
Loss on disposal of intangible assets	**–**	60
Impairment loss on equity loans to a joint venture	**17,643**	119,717
Impairment loss on loans to a joint venture	**12,155**	194,212
Impairment loss on amounts due from a joint venture	**44,538**	22,906
Impairment loss on property, operating right and equipment	**–**	287,119
Share of losses of associates	**–**	520
Share of loss of a joint venture	**160,854**	437,952
Finance costs	**195,050**	207,961
Interest income and imputed interest income on loans to a joint venture	**(106,621)**	(75,727)
Imputed interest income on VAT arrangements	**–**	(472)
Other operating expenses	**15,180**	10,284
Depreciation and amortisation	**84,375**	99,998
Exchange losses (gains), net	**27,584**	(10,498)
Consolidated Adjusted EBITDA from continuing operations	**77,505**	(13,321)

FINANCIAL REVIEW (Cont'd)

Revenue

Revenue from continuing operations in FY2022 was approximately HK$394.3 million, increased by approximately HK$100 million or 34.0% when compared to approximately HK$294.3 million in FY2021. The increase was mainly attributable to the growth of revenue from Summit Ascent Group in 2022.

(i) **Operation of integrated resort in the Philippines** – through an indirect 51% owned subsidiary of the Company, Suntrust Resort Holdings, Inc. ("**Suntrust**", together with its subsidiaries as "**Suntrust Group**"), the Group is currently developing a 5-star hotel and casino complex at the Entertainment City, Manila, the Philippines (the "**Main Hotel Casino**" or the "**Westside City Project**") of which Suntrust would be the sole and exclusive operator and manager to operate and manage the Main Hotel Casino upon commencement of operation of the Main Hotel Casino in 2024. As at 31 December 2022, the construction of structural work up to Level 6 have been completed whereas the facade works were in progress. The major mechanical, electrical, and plumbing equipment has been delivered to construction site. No revenue was recognised during the year.

(ii) **Operation of integrated resort in the Russian Federation** – Summit Ascent, the 69.66% owned subsidiary of the Company, contributed revenue from gaming and hotel operations in the IEZ Primorye in the Russian Federation through its approximately 77.5% owned subsidiary of approximately HK$372.3 million to the Group during FY2022 (FY2021: approximately HK$265.5 million).

(iii) **Management and operation of malls** – The revenue for concessionaire sales and provision of retail management and related services from the management and operation of the Group's leased assets, namely Phase 1 Shopping Mall and Phase 2 Living Mall of Xinguang Tiandi in Zhejiang Province, the People's Republic of China (the "**PRC**"). The occupancy rates of Phase 1 Shopping Mall and Phase 2 Living Mall of Xinguang Tiandi as of 31 December 2022 were approximately 77% and 74%, respectively (31 December 2021: 87% and 77% respectively).

(iv) **Property development** – The Group engaged in the development and sales of properties and hotel premises in Japan, and had two property development projects located in Japan as at 31 December 2022. In FY2022, both projects were in the development planning stage, hence no revenue was generated from this segment.

Other income, gains and losses

The increase in other income, gains and losses during FY2022 was mainly due to the increase in interest income and imputed interest income from loans to a joint venture advanced by the Group, offset by the net exchange losses recognised in FY2022 of approximately HK$27.6 million (FY2021: net exchange gains of approximately HK$10.5 million).

Selling and distribution expenses

Selling and distribution expenses increased slightly in FY2022, which comprised mainly salaries and benefits of sales and marketing staff, advertising and promotion expenses.

Administrative expenses

Administrative expenses remained stable during FY2022 and FY2021, which comprised mainly salaries and benefits of employees, legal and professional fees, and depreciation and amortisation.

FINANCIAL REVIEW (Cont'd)

Other operating expenses

The increase in other operating expenses in FY2022 was mainly attributable to legal and professional fees and stamp tax in the Philippines incurred for the issuance of the 2022 Summit Ascent Subscribed CB (defined as below) by Suntrust during FY2022.

Change in fair value of derivative financial instruments

It mainly represented the change in fair value of derivative components carried in the 2016 Convertible Bond and the 2018 Convertible Bond (as defined below) during FY2022. In FY2022, 2016 Convertible Bond and the 2018 Convertible Bond have been matured, the conversion options (i.e. derivative financial instruments) attached to the 2016 Convertible Bond and the 2018 Convertible Bond were no longer exercisable upon the maturity of the 2016 Convertible Bond and the 2018 Convertible Bond, therefore, the derivative financial instruments in relation to the 2016 Convertible Bond and the 2018 Convertible Bond were derecognised during the year.

Gain on disposal of an associate

During FY2021, the Group disposed of its remaining 24.27% equity interest in First Oceanic Property Management, Inc. ("**FOPM**") at the consideration of PHP153,728,294 (equivalent to approximately HK$24.7 million) and recognised a gain of approximately HK$0.6 million.

Impairment loss on equity loans to a joint venture, loans to/amounts due from a joint venture

As at 31 December 2022 and 2021, Star Admiral Limited ("**Star Admiral**", an indirect wholly-owned subsidiary of the Company) has made advances to Gold Yield Enterprises Limited ("**GYE**"), a 50% owned joint venture of the Group, in the aggregate amount of approximately US$64,955,799 (equivalent to approximately HK$507,086,000) ("**Advances A**"). Such Advances A have been provided by the Group to GYE to support the development of the integrated resort development project located in Hoi An South, Quang Nam Province, Vietnam ("**Hoiana**"). The Advances A have been provided on a pro-rata basis by reference to the percentage of shareholdings held by the Group in GYE which are interest-free, unsecured, and have no fixed repayment term.

In addition, Star Admiral has advanced loans in the aggregate principal amount of US$34,045,000 (equivalent to approximately HK$263,849,000 at the drawdown date) to GYE ("**Advances B**"). Advances B are interest bearing at 1.5% per annum, unsecured and repayable after 5 years from the first drawdown date of the facilities.

Furthermore, Star Admiral has advanced loan in the aggregate principal amount of US$30,000,000 (equivalent to approximately HK$232,500,000 at the drawdown date) to GYE ("**Advance C**") in July 2020. Advance C is interest bearing at 14% per annum, unsecured and repayable after 12 months from the first drawdown date of the facility and the maturity date may be extended up to 28 February 2022. GYE has not repaid Advance C together with interest accrued thereon by the due date (i.e. 28 February 2022) and such amount became immediately payable. Advance C has not yet been repaid by 28 February 2022 and is interest bearing at 25% per annum with effect from 1 March 2022. Up to 31 December 2022, no repayment of the principal together with interest accrued thereon was made by GYE in respect of Advance C.

FINANCIAL REVIEW (Cont'd)

Impairment loss on equity loans to a joint venture, loans to/amounts due from a joint venture (Cont'd)

Advance A, B and C were deployed to Hoiana by way of capital contribution and/or shareholders' loan by GYE as investment fund contribution provided by the Group. All the investors of Hoiana, that is, the Group and Alpha Era Investments Limited ("**Alpha Era**") each a 50% interest in GYE which holds an indirect approximately 68% interest in Hoiana, and an independent investor which has an indirect approximately 32% interest in Hoiana, have contributed such investment fund in pro-rata basis.

Other than Advances A, which was acquired by the Group as part of the acquisition of the equity of Star Admiral (in turns owns 50% equity interest in GYE) in August 2018, Advances B and C were advanced by the Group to GYE in an amount pro-rata to the Group's 50% interest in GYE in accordance with the shareholders' agreement in respect of GYE. Advances B and C were made by the Group to GYE in discharge of its obligations to fund the capital requirements of GYE/Hoiana in accordance with the shareholders' agreement in respect of GYE. Otherwise, the Group's indirect interest in Hoiana would be diluted by the other shareholder of GYE (i.e. Alpha Era) who provided funding to Hoiana. Advances B and C were advanced to GYE given the investment of the Group in Hoiana through its investment in GYE on basis of the Group's understanding of the business prospect of Hoiana which remained positive at the time when these loans were advanced. Therefore, making these advances to GYE in which the Group has equity stake is altogether different from lending to a third party borrower when extensive due diligence and credit assessment would otherwise be performed.

During the years ended 31 December 2022 and 2021, GYE failed to repay the interest on Advance C to the Group and this indicated an actual or expected significant deterioration in the operating results of the joint venture. The Group's underlying investment in the joint venture (i.e. GYE), is the Hoiana project in which GYE has an approximately 68% indirect interest. That is, the Group has an indirect 34% interest in the Hoiana project. In fact, Advance C advanced by the Group to GYE was further injected by GYE to Hoiana by way of shareholder's loan.

The ability of GYE to effect repayment of Advances A, B and C depends much on the financial performance of Hoiana, which is the sole investment and revenue source from which GYE may make repayment of these loans. However, the unprecedented impact of the COVID-19 and its variants on the financial performance of the Hoiana project (the "**COVID-19 Impact**") in FY2021 and FY2022 is out of the expectation of everyone, including the followings:

- Due to the continual travel restrictions and quarantine measures implemented in Vietnam and the persistent impact of the COVID-19 in 2021, the full opening of Hoiana has been further delayed from 2H 2021 to a later date yet to be determined and Hoiana has not been in full operation during 2021 as remaining construction of the hotels and facilities was heavily impacted by the restrictions in Vietnam under COVID-19 since the preview opening of Hoiana on 28 June 2020;

- International flights to Vietnam were suspended most of the time and the number of tourists to Vietnam has remained low since the preview opening of Hoiana on 28 June 2020. Foreign flights were only resumed since March 2022. The occupancy rate of the hotel and casino forming part of the Hoiana project has remained low and the casino of the Hoiana project which only allows admission by foreigners has had limited patrons when international flights were suspended during the pandemic period. One of the hotel buildings in Hoiana, the All Suites Hotel, started operation from July 2020 only achieved approximately 2% occupancy rate during 2021 as the main focus of Hoiana, i.e. the Casino, was opened only to non-locals;

FINANCIAL REVIEW (Cont'd)

Impairment loss on equity loans to a joint venture, loans to/amounts due from a joint venture (Cont'd)

- The hotel forming part of the Hoiana project has been operated as a quarantine hotel from June 2021 to October 2021 and the operating hours of the Hoiana project had been restricted during 2021 in compliance with the guidelines issued by the local government of Vietnam; and

- COVID-19 Impact has continued effects on the tourism industry and economic activities during FY2022. Despite the border controls and other travel related restrictions between Asian countries were gradually relaxed during FY2022, the Vietnam tourism industry was slowly recovering and the foreign arrivals of Vietnam for the full year of 2022 only reached approximately 20% of the total number of arrivals in 2019.

The COVID-19 Impact began to emerge only from late 2020 and in the course of 2021 after the advancements of Advances A, B and C, the last of which was advanced in July 2020, it was out of expectation that COVID-19 would last for over two years from 2020 up till 2022.

All in all, the COVID-19 Impact hits hard on the financial results as well as the cash flows of Hoiana materially and adversely, and ended up with GYE failing to pay interest on Advance C during the year of 2021 and subsequently failing to repay the principal of Advance C together with interest accrued thereon on the repayment due date of 28 February 2022. Recoverability of Advances A, B and C due from GYE depends pretty much on the financial results of Hoiana which would in turn be dependent upon a successful control of COVID-19 and its variants and relaxation of travel restrictions and quarantine measures, all of them are policies not under the control of the Group or the other investors of Hoiana.

The joint venture (i.e. GYE) had a net liability position as at 31 December 2022 and 2021, and Hoiana had negative operating cashflows for the two years ended 31 December 2022. Given that the slow recovery of tourism industry and the uncertainty of global economy which have continued impact on the financial results of the Hoiana project in the near future, the Group considered that the joint venture and the Hoiana project would not have sufficient operating cash inflow to enable it to repay Advance C notwithstanding that the Group does believe that the Hoiana project could generate positive cash inflows in the long run depend on the recovery of tourism industry and the global economy.

Having considered (i) the financial and business forecast of Hoiana for the period from 2023 to 2025 prepared by the management of the Hoiana project at the end of 2022 which projected a downward adjustment to the future revenue and cash inflows of the Hoiana's operation to reflect the uncertainties of continuing and unprecedented hit of COVID-19 on the tourism and gaming businesses in Southeast Asia and the latest regulations on gaming promoters in the Asia market ended up in decline in VIP gaming business in Southeast Asia market in 2021 and 2022; (ii) the loss continuously incurred by Hoiana for the year ended 31 December 2022; (iii) the net liability position and the liquidity of the Hoiana project and the joint venture as at 31 December 2022, and (iv) the uncertainty in the recovery of the global economy and the tourism industry which affecting the future performance of the joint venture, the Company and the joint venture partners anticipated that it is most unlikely that Hoiana could generate sufficient operating cash inflow in the near future to effect repayment of the loans.

FINANCIAL REVIEW (Cont'd)

Impairment loss on equity loans to a joint venture, loans to/amounts due from a joint venture (Cont'd)

In addition, GYE has failed to repay Advance C on the due date for repayment on 28 February 2022, which constituted an event of default and Advance C has become interest bearing at 25% per annum with effect from 1 March 2022.

In view of this, the management of the Group considers that there was a significant increase in credit risks and probability of default on repayment of the loans, the Company assessed the expected credit loss ("**ECL**") on the loans to and the amounts due from the joint venture based on lifetime ECL during the years ended 31 December 2022 and 2021. Assessment of impairment losses on loans to and amounts due from the joint venture were based on the method of ECL and such approach have been consistently applied throughout different financial periods.

In determining the expected loss rates of loans to and amounts due from the joint venture, the financial position and performance of the joint venture and its subsidiaries including but not limited to financial information, business prospects and business forecasts of the joint venture and its subsidiaries available up to the end of the each reporting period were assessed and a credit rating was assigned. The ECL and expected loss rates of loans to and amounts due from the joint venture as at 31 December 2022 and 2021 are determined by reference to the valuation carried out by an independent professional valuer.

During the year ended 31 December 2022, the Group has recognised impairment losses on the equity loans to a joint venture, loans to a joint venture and amounts due from a joint venture of approximately HK$17.6 million, HK$12.2 million and HK$44.5 million respectively (2021: approximately HK$119.7 million, HK$194.2 million and HK$22.9 million respectively).

On 17 March 2023, certain outstanding amount of the Advances A, the whole outstanding amount of Advances B and C and interest accrued thereon in the aggregate amount of approximately US$114.8 million (equivalent to approximately HK$895.4 million) has been repaid by GYE. Further details of the repayment were disclosed in the announcement of the Company dated 19 March 2023.

Impairment loss on property, operating right and equipment

During FY2021, an impairment loss of approximately HK$287.1 million was recognised after the reassessment of the fair values of Summit Ascent Group's property, operating right and equipment in relation to Tigre de Cristal and the changes in cash flow expectations. Such amount impaired has included the portion of fair value adjustments recognised by the Group upon the acquisition of Summit Ascent in 2020.

Share of losses of associates

During FY2021, the Group recognised the share of loss of an associate of approximately HK$0.5 million in respect of the equity interest in FOPM before the disposal of the remaining approximately 24.27% equity interest in FOPM in April 2021.

FINANCIAL REVIEW (Cont'd)

Share of loss of a joint venture

The amount represented the share of loss of the Group's joint venture, which is owned by Star Admiral. The principal asset of Star Admiral is approximately 34% indirect equity interest in Hoiana. Hoiana was opened for preview on 28 June 2020. As a tourist-dependent property, Hoiana was in loss making position and its performance was adversely impacted by the COVID-19 pandemic during FY2021 and FY2022. During FY2022, the Group recorded a share of loss of a joint venture of approximately HK$160.9 million (2021: approximately HK$438.0 million). As the joint venture is still in a net liability position with accumulated losses, and the carrying amount of the interest in the joint venture is reported as zero as at 31 December 2022, the Group has discontinued recognition of the share of loss of the joint venture.

Finance costs

Finance costs for FY2022 comprise mainly (i) interest on interest-bearing other borrowing, (ii) imputed interest expenses on convertible bonds, (iii) interests and imputed interest expenses on a promissory note, (iv) interest on lease liabilities; and (v) interest and imputed interest expense on loans from non-controlling shareholders of subsidiaries. The slight decrease in finance costs during FY2022 was mainly attributable to the repayment of the 2018 Promissory Note (as defined as below) during the year.

Income tax credit (expense)

Income tax credit (expense) comprises current tax and the decrease for FY2022 was mainly due to the prior year Philippines capital gains tax levied on the gain on disposal of remaining 24.27% equity interest in FOPM and the Philippines withholding tax on gross interest income earned by Summit Ascent Group on intragroup borrowings advanced to Suntrust during FY2021 and no such provision for FY2022. During FY2022, the Group recorded a tax credit of approximately HK$17.7 million due to the overprovision of the Philippines withholding tax in the prior year.

Convertible Bonds/Bond Payables

As at 31 December 2021, the Company had convertible bonds with outstanding principal amount of HK$402.0 million ("**2016 Convertible Bond**") held by Fame Select Limited ("**Fame Select**"), the former major shareholder of the Company. The Company had convertible bonds with outstanding aggregate principal amount of HK$297.0 million ("**2018 Convertible Bond**") held by Star Hope Limited ("**Star Hope**") and Better Linkage Limited ("**Better Linkage**") as at 31 December 2021. During FY2022, the 2016 Convertible Bond and the 2018 Convertible Bond were acquired by Major Success Group Limited, the current major shareholder of the Company. Both the 2016 Convertible Bond and the 2018 Convertible Bond matured on 7 December 2022 and 28 August 2022 respectively, both the 2016 Convertible Bond and the 2018 Convertible Bond had not been repaid upon the respective maturity date and constituted events of default. Upon the maturity of the 2016 Convertible Bond and the 2018 Convertible Bond, the conversion options attached to the 2016 Convertible Bond and the 2018 Convertible Bond lapsed and were no longer exercisable, therefore, the 2016 Convertible Bond and 2018 Convertible Bond were reclassified as bond payables ("**2016 Bond Payable**" and "**2018 Bond Payable**") as at 31 December 2022.

In September 2022, the 2018 Bond Payable with principal amount of approximately HK$70,558,000 was redeemed by the Company. The 2016 Bond Payable in the principal amount of HK$402,000,000, and the 2018 Bond Payable in the principal amount of approximately HK$226,442,000 remain outstanding as at 31 December 2022.

SEGMENT ANALYSIS

In FY2022, (i) revenue from gaming and hotel operations in the Russian Federation; and (ii) revenue from management and operation of malls accounted for 94.4% (2021: 90.2%) and 5.6% (2021: 9.8%) of total revenue from continuing operations of the Group respectively. No revenue was generated from the property development segment in FY2022.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING

Bank balances and cash, pledged bank deposits and restricted bank deposits, in aggregate, as at 31 December 2022 amounted to approximately HK$1,036.8 million (31 December 2021: HK$1,573.0 million).

The Group had other borrowing being a loan facility for a term of 12 months of HK$400.0 million as at 31 December 2022 which was denominated in Hong Kong Dollars ("**HK$**") (31 December 2021: other borrowings of approximately HK$972.3 million) which was obtained by the Group during the year ended 31 December 2022. The Group's other borrowing carried interest at floating interest rate, which is interest bearing at the higher of (i) 18% per annum; or (ii) the aggregate of 13% per annum and the HK$ prime lending rate as may be offered by The Hongkong and Shanghai Banking Corporation Limited from time to time.

During the year ended 31 December 2021, the Group obtained bank overdrafts of up to HK$80 million. Bank overdrafts were secured by fixed deposits and interest bearing at (i) 1.5% per annum over the overnight HIBOR; or (ii) 1% per annum above the deposit rate for the pledged bank deposit, whichever is higher. Such bank overdrafts were repaid in FY2021.

The amounts due to related companies represent a HK$ denominated promissory note ("**2018 Promissory Note**") due to a related company with a carrying amount of approximately HK$262.9 million as at 31 December 2021, which was unsecured, interest bearing at 2% per annum and repayable on 28 August 2022. During FY2022, the 2018 Promissory Note, together with the accrued interest, were acquired by Major Success, the immediate holding company of the Company. The 2018 Promissory Note and the accrued interest thereon have been repaid during the year ended 31 December 2022.

The Group had loans from non-controlling shareholders of subsidiaries of approximately HK$216.4 million as at 31 December 2022 (31 December 2021: approximately HK$237.3 million), in which (i) an amount of approximately HK$77.7 million which is secured by parcels of land (included in property, operating right and equipment), interest bearing at 2.4% and repayable on 21 July 2023, and (ii) an amount of approximately HK$138.7 million which is unsecured, interest-free and will not be repaid unless there are sufficient free cash flows generated from the operations to make the repayment.

The Group had convertible bonds and derivative financial instruments liabilities of approximately HK$19.1 million (31 December 2021: approximately HK$607.0 million) and approximately HK$0.2 million (31 December 2021: approximately HK$13.3 million), respectively.

As at 31 December 2022, the Group had bond payables of approximately HK$628.4 million (31 December 2021: Nil).

Management Discussion and Analysis

LIQUIDITY, FINANCIAL RESOURCES AND GEARING (Cont'd)

The gearing ratio, expressed as a percentage of total other borrowings, promissory notes, loans from non-controlling shareholders of subsidiaries, bond payables, convertible bonds and derivative financial instruments liabilities divided by consolidated total equity of the Group as at 31 December 2022 is approximately 29.3% (31 December 2021: 43.4%).

As at 31 December 2022, the Group had current assets of approximately HK$1,382.4 million (31 December 2021: approximately HK$2,716.7 million) and current liabilities of approximately HK$1,317.8 million (31 December 2021: approximately HK$2,017.4 million).

As at 31 December 2022, the aggregate perpetual securities facilities with principal amount of up to HK$6,000.0 million have been granted by a related company to the Group, of which approximately HK$5,408.0 million have been issued and the unissued amount of the facilities is approximately HK$592.0 million.

CHARGE ON ASSETS

As at 31 December 2022, an other borrowing of HK$400.0 million was secured by certain shares of a subsidiary of the Group and a debenture incorporating a first fixed charge and a first floating charge over certain undertaking, property and assets of the Group with carrying value of approximately HK$6,506.1 million. The other borrowing of HK$400.0 million was repaid in March 2023, first fixed charge and a first floating charge over certain undertaking, property and assets of the Group has been released in March 2023.

As at 31 December 2021, other borrowings of approximately HK$366.9 million were secured by the Group's loan receivable of approximately HK$599.2 million.

As at 31 December 2022, pledged bank deposits of approximately HK$0.5 million (31 December 2021: approximately HK$1.5 million) were pledged for the license (31 December 2021: the license and suppliers) in relation to Sun Travel Ltd..

As at 31 December 2022, loans from non-controlling shareholder(s) of a subsidiary of approximately HK$77.7 million (31 December 2021: approximately HK$89.7 million) were secured by parcels of land under property, operating right and equipment of the Group of approximately HK$268.7 million (31 December 2021: approximately HK$321.7 million).

As at 31 December 2022 and 2021, the indirect equity interest of approximately 34% in Hoi An South Development Limited ("**HASD**") was pledged to a bank for the banking facilities granted to HASD.

As at 31 December 2022 and 2021, the indirect equity interest of approximately 68% in Hoi An South Investment Pte. Limited, the immediate holding company of HASD, and the approximately 66% equity interest of HASD were pledged to a joint venture partner for a loan granted to HASD.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The functional currency of the Company and the presentation currency of the consolidated financial statements of the Company are in HK$. The income and expenses, assets and liabilities and interest in a joint venture of the Company and its subsidiaries which are denominated in currencies other than the functional currency are converted into HK$ for financial reporting purpose. Fluctuations in exchange rates may have an impact on the Group's financial position and results. The Group monitors the exposure to fluctuations in exchange rates and takes appropriate measures to mitigate and manage the risk on a timely and effective manner. The Group did not engage in any derivative activities and did not commit to any financial instruments to hedge its statement of financial position exposure to fluctuations in exchange rates as at 31 December 2022.

In respect of Summit Ascent, the significant fluctuation in the exchange rate of the Russian Ruble ("**RUB**") due to the Russia-Ukraine conflict since late February 2022 would lead to a significant fluctuation in the Group's asset values denominated in RUB when the consolidated financial statements of the Group are presented in HK$.

CONTINGENT LIABILITIES

For the details of contingent liabilities, please refer to Note 38 to the consolidated financial statements.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

On 10 May 2022, the Company entered into a sale and purchase agreement (the "**S&P Agreement**") with an independent third party (the "**Purchaser**"). Pursuant to the S&P Agreement, the Company agreed to sell and the Purchaser agreed to purchase the entire equity interest of wholly-owned subsidiaries of the Company including (i) Goal Explore and its subsidiaries save for Dongyang Xinguang (collectively referred to as the "**Disposal Group A**") and (ii) Boshing Investments Limited and its subsidiaries (collectively referred to as the "**Disposal Group B**"), at a total cash consideration of HK$1 subject to the terms and conditions of the S&P Agreement (the "**2022 Disposal**").

On 22 July 2022, all the conditions precedent under the S&P Agreement have been fulfilled. The 2022 Disposal was completed on 22 July 2022. Further details of the 2022 Disposal were disclosed in the announcements of the Company dated 10 May 2022 and 22 July 2022.

Save for the 2022 Disposal above, the Group had no significant investments, material acquisitions and disposals of subsidiaries during FY2022.

TREASURY POLICIES AND CAPITAL STRUCTURE

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2022, the Group had a staff force of 1,079 (as at 31 December 2021: 1,103) employees. Of this, most were stationed in the Russian Federation and the PRC. The remuneration of employees was in line with the market trend and commensurable to the level of pay in the industry. Remuneration of the Group's employees includes basic salaries, bonuses and long-term incentives (such as share option scheme). Total staff costs, including the directors of the Company (the "**Directors**"), incurred for the year ended 31 December 2022 was approximately HK$169.0 million (2021: approximately HK$212.0 million).

The Group formulates its human resources allocation and recruitment plans based on its development strategies. The remuneration packages of the employees are structured by reference to job nature (including geographical locations) and prevailing market conditions. The remuneration policy of the Group is subject to periodic review, and year-end bonuses and share options are available to reward employees in line with their individual performances and industry practice.

In addition, the Group encourages its employees to receive training that is suitable for their job nature and caters to their needs of obtaining certain professional qualifications, such as providing or encouraging employees to attend seminars and training for different professional knowledge. Appropriate training programmes and/or seminar subsidies are also offered to ensure continuous staff training and development.

The emoluments of the Directors, comprising Director's fee, salary package, discretionary bonus and share options, are reviewed and determined by the Board (the "**Board**") of Directors based on the recommendations from the remuneration committee of the Company with reference to the Company's performance, the Director's duties and responsibilities with the Company, and the prevailing market conditions. The Director's remuneration will be subject to annual review by the remuneration committee of the Company and the Board with the authorisation granted by shareholders at the annual general meeting of the Company.

The human resources department of the Group is responsible for the collection and administration of the human resources data and for making recommendations to the remuneration committee of the Company for consideration. The Remuneration Committee consults with the Board about these recommendations on remuneration policy and structure and remuneration packages. The remuneration committee of the Company is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The Group has followed the measures and directives issued by the government and health authorities at the cities with operations and deployed appropriate operation protocols and preventive measures to protect the Group's employees and provide them with healthy and hygienic working environments within the office premises during the reporting period.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2022 (2021: nil).

EVENTS AFTER THE REPORTING PERIOD

For the details of events after the reporting period, please refer to Note 45 of the consolidated financial statements.

BUSINESS REVIEW

During the year, the Group engages in the following continuing operations: (i) through Suntrust Group, the development and operation of an integrated resort in the Philippines; (ii) through Summit Ascent Group, the operation of the hotel and gaming business in the IEZ Primorye in the Russian Federation; (iii) property development in Japan; and (iv) management and operation of malls in the PRC.

Development, operation and investment in integrated resorts, hotels and gaming business

(i) Co-Development of Westside City Project at Entertainment City

The Company, through its wholly-owned subsidiary, Fortune Noble Limited ("**Fortune Noble**"), acquired 51% equity interest in Suntrust on 28 October 2019. Pursuant to the operations and management/services agreement dated 4 May 2020 entered into between Westside as appointer and Suntrust as an appointee in relation to the appointment of Suntrust as the sole and exclusive operator and manager to operate and manage the Main Hotel Casino as contemplated under the co-development agreement entered into between Suntrust and Westside on 28 October 2019 (the "**Co-Development Agreement**"), Suntrust will be the sole and exclusive operator and manager of the Main Hotel Casino. The investment in Suntrust marked the first step towards establishing the Group's footprint in the integrated resort and entertainment market in the Philippines and allowing the Group to tap into this growing market. Further details of the co-development of Westside City Project at Entertainment City were disclosed in the announcements of the Company dated 29 October 2019, 25 November 2019, 20 January 2020, 23 February 2020, 30 March 2020, 4 May 2020, 15 June 2020 and 23 July 2020 as well as the circular of the Company dated 26 March 2020.

On 29 May 2020, Suntrust and Fortune Noble entered into a subscription agreement (the "**CB Subscription Agreement**") of PHP7.3 billion (equivalent to approximately HK$1.1 billion) zero coupon convertible bonds of Suntrust to be issued by Suntrust to Fortune Noble for an initial term of 5 years (the "**Fortune Noble Subscribed CB**"). Upon full exercise of the rights to convert the Fortune Noble Subscribed CB into common shares of Suntrust at the initial conversion price of PHP1.1 each into shares of Suntrust (the "**Suntrust Conversion Shares**"), Suntrust will become 74.42% owned by the Group (on the basis of 7,250,000,000 shares of Suntrust in issue as at the date of the CB Subscription Agreement and assuming no change in that number other than by the issuance of the Suntrust Conversion Shares). Further details of the Fortune Noble Subscribed CB were disclosed in the announcement of the Company dated 29 May 2020.

On 1 June 2020, Suntrust (as issuer) and Summit Ascent Investments Limited ("**SA Investments**"), a wholly-owned subsidiary of Summit Ascent (as subscriber), entered into a subscription agreement, pursuant to which, SA Investments conditionally agreed to subscribe for the convertible bonds in the aggregate principal amount of up to PHP5.6 billion (equivalent to approximately HK$847.0 million) with a 6% coupon rate (or 8% per annum if held until their maturity) for an initial term of 5 years, which are convertible into common shares of Suntrust (the "**2020 Summit Ascent Subscribed CB**"). Further details of the 2020 Summit Ascent Subscribed CB were disclosed in the circular of Summit Ascent dated 14 August 2020.

In December 2020, both the Fortune Noble Subscribed CB and the 2020 Summit Ascent Subscribed CB had been issued by Suntrust to Fortune Noble and SA Investments respectively and the subscription proceeds of the Fortune Noble Subscribed CB and the Summit Ascent Subscribed CB have already been fully utilised as intended for the development of the Main Hotel Casino.

BUSINESS REVIEW (Cont'd)

Development, operation and investment in integrated resorts, hotels and gaming business (Cont'd)

(i) Co-Development of Westside City Project at Entertainment City (Cont'd)

On 18 December 2020, Suntrust entered into a supplemental agreement (the "**Supplemental Agreement**") with the main contractor of the Main Hotel Casino, Megawide Construction Corporation ("**Megawide**"), to revise the letters of award dated 13 November 2020 by expanding the scope of work of Megawide as main contractor and increasing the contract sum payable by PHP20,000,000,000 (equivalent to approximately HK$3,211.0 million) in relation to the (i) construction of basement, podium and tower of the Main Hotel Casino and (ii) construction work of the pile cap, excavation and lateral support and additional pile cap area of the Main Hotel Casino (the "**Construction Agreements**"). The terms of the Construction Agreements remain unchanged save as revised by the Supplemental Agreement. Further details of the Supplemental Agreement were disclosed in the circular of the Company dated 11 February 2021.

On 23 February 2021, Suntrust, as borrower entered into a loan agreement (the "**SA Loan Agreement**") with SA Investments as lender, pursuant to which SA Investments shall provide a loan in the principal amount of US$120.0 million (equivalent to approximately HK$930.0 million) (the "**SA Loan**") to Suntrust. The SA Loan is unsecured, interest-bearing at 6% per annum and shall be matured after three months from the date of the disbursement of the SA Loan, which is extendable not more than three months. The SA Loan was advanced to Suntrust in May 2021. The loan proceeds from the SA Loan will be applied by Suntrust for the development of the Main Hotel Casino. Further details of the SA Loan were disclosed in the announcements of Summit Ascent dated 23 February 2021 and 20 April 2021, respectively and the circular of Summit Ascent dated 26 March 2021.

On 17 August 2021, 17 September 2021 and 17 October 2021, the maturity date of the SA Loan was extended from 18 August 2021 to 18 September 2021, from 18 September 2021 to 18 October 2021 and from 18 October 2021 to 18 November 2021 respectively. SA Investments had agreed to further extend the maturity date of the SA Loan to 18 July 2022 or such other date as SA Investments otherwise agrees to in its sole and absolute discretion. Further details of the extension of SA Loan were disclosed in the announcement and circular of Summit Ascent dated 20 September 2021 and 26 October 2021 respectively.

BUSINESS REVIEW (Cont'd)

Development, operation and investment in integrated resorts, hotels and gaming business (Cont'd)

(i) Co-Development of Westside City Project at Entertainment City (Cont'd)

On 20 September 2021, SA Investments entered into a subscription agreement (the "**Subscription Agreement**") with Suntrust, pursuant to which Suntrust has conditionally agreed to issue and SA Investments has conditionally agreed to subscribe for the convertible bonds in the maximum aggregate principal amount of PHP6.4 billion (equivalent to approximately HK$1.0 billion). The aggregate subscription amount payable by SA Investments under the Subscription Agreement shall be satisfied by setting off the outstanding amount owing by Suntrust to SA Investments under the SA Loan Agreement comprising the principal amount of the SA Loan together with interest accrued up to (the "**Indebted Amount**") with an equal amount of the aggregate subscription amount payable by SA Investments as at the completion of subscription for the convertible bonds (the "**Completion**"). Under the Subscription Agreement, SA Investments and Suntrust will enter into a set-off deed (the "**Set-Off Deed**") upon the Completion to set-off the Indebted Amount up to a maximum set-off amount (the "**Maximum Set-off Amount**"). The Maximum Set-Off Amount under the Subscription Agreement is US$128.4 million (equivalent to approximately PHP6.4 billion and HK$995.1 million) comprising the principal amount of the SA Loan of US$120.0 million (equivalent to approximately HK$930.0 million) and the interest accrued up to the 18 July 2022 of approximately US$8.4 million (equivalent to approximately HK$65.1 million). Further details of the Subscription Agreement and the Set-off Deed were disclosed in the announcement and circular of Summit Ascent dated 20 September 2021 and 26 October 2021 respectively.

On 10 June 2022, all the conditions precedent under the Subscription Agreement have been fulfilled and the convertible bonds in the aggregate principal amount of PHP6.4 billion (the "**2022 Summit Ascent Subscribed CB**") were issued by Suntrust to SA Investments. Part of the Indebted Amount in the amount of approximately US$127.7 million as at 10 June 2022 to the extent of US$120.9 million was set-off against the US$ equivalent of the subscription amount in the amount of approximately US$120.9 million pursuant to the Set-Off Deed in accordance with the terms of the Subscription Agreement. Further details of the completion of the Subscription Agreement and the Set-off Deed were disclosed in the joint announcement of the Company and Summit Ascent dated 13 June 2022.

The coupon interest of the 2020 Summit Ascent Subscribed CB is payable yearly in arrears accruing from 30 December 2020, i.e. the issue date of the 2020 Summit Ascent Subscribed CB. On 15 January 2023, Suntrust failed to pay the coupon interest for the second year due on 30 December 2022 after the lapse of a 15-day grace period provided under the terms of the 2020 Summit Ascent Subscribed CB. The coupon interest amounted to approximately PHP336 million (equivalent to approximately HK$48 million as at the due date. Summit Ascent and Suntrust are in discussion on the payment arrangement of the overdue interest but no concrete plan has been reached up to date of this report. As Summit Ascent and Suntrust both are non-wholly owned subsidiaries of the Company, the transactions between Summit Ascent and Suntrust are eliminated in the consolidated financial statements of the Group, any provision would be made by Summit Ascent for above overdue interest will not have material impact on the consolidated financial results of the Group for the year ended 31 December 2022. Further details of the overdue interest of 2020 Summit Ascent Subscribed CB was disclosed in the announcement of Summit Ascent dated 16 January 2023.

As at 31 December 2022, the construction of structural work up to Level 6 have been completed whereas the facade works were in progress. The major mechanical, electrical, and plumbing equipment has been delivered to construction site. During FY2022, Suntrust had recorded a loss because of its pre-operating activities under the development phase.

Management Discussion and Analysis

BUSINESS REVIEW (Cont'd)

Development, operation and investment in integrated resorts, hotels and gaming business (Cont'd)

(ii) Tigre de Cristal

Summit Ascent's first property Tigre de Cristal is operating in the Russian Far East and has been self-sustaining without any bank borrowings. The solid operating results in 2022 from the mass table and electronic gaming businesses signified Summit Ascent's capability to seize opportunities upon the post COVID-19 recovery of the local demand in leisure and entertainment. The Board and the management of the Group have been closely monitoring the market conditions and the impact of the Russia-Ukraine conflict and will continue to assess the effects on the financial position and operations of the Group.

In FY2022, the social distancing and travel-related measures implemented by Russian government to combat the spread of COVID-19 were gradually lifted, and the Russian tourism industry began to slowly recover. Total revenue of Summit Ascent was approximately HK$372.3 million in FY2022, up 40% compared to approximately HK$265.5 million in FY2021. Such increase was predominantly attributable to the local customers which led a strong recovery in the local mass and slot businesses in FY2022, as the number of foreigners visiting Tigre de Cristal remains at low level as compared to pre-COVID record.

Gaming Operations

Net gaming revenue of Tigre de Cristal, which consists of three main sources namely the rolling chip business, mass table business and electronic gaming business, was approximately HK$340.9 million during FY2022, increased by approximately HK$92.5 million or 37% year-on-year compared to FY2021.

Due to the COVID-19 pandemic and various travel restrictions, no rolling chip business has been noted in FY2022 and FY2021.

Mass table drop (measured as the sum of gaming chips purchased or exchanged at the cages) increased by 46% to approximately HK$723 million in FY2022, compared to approximately HK$496 million in FY2021. Net win from mass table business increased by 50% to approximately HK$169 million in FY2022, compared to approximately HK$113 million in FY2021. Net win rate percentage (represented net win as a percent of mass table drop) increased slightly from 22.8% in FY2021 to 23.4% in FY2022.

Electronic gaming volume (measured as the total value of electronic gaming credits wagered by players) was approximately HK$4,836 million in FY2022, increased by 39% compared to approximately HK$3,477 million in FY2021. The electronic gaming business recorded net win of approximately HK$172 million, up 27% compared to approximately HK$135 million in FY2021. The net win rate percentage decreased to 3.6% in FY2022 from 3.9% in FY2021.

Hotel Operations

Revenue from hotel operations, despite largely dependent on foreign guests before the COVID-19 pandemic, increased to approximately HK$31.4 million in FY2022 or by 83% compared to FY2021, as a result of an improvement in domestic demand. Average hotel occupancy rates increased to 61% (2021: 55%) during weekends and 30% (2021: 25%) during weekdays in FY2022.

BUSINESS REVIEW (Cont'd)

Development, operation and investment in integrated resorts, hotels and gaming business (Cont'd)

(ii) Tigre de Cristal (Cont'd)

Key Financial Data of Tigre de Cristal

	FY2022 **HK$'000**	FY2021 HK$'000
Revenue:		
Net Gaming	**340,898**	248,355
Hotel/F&B/Others	**31,408**	17,164
Total Net Revenue	**372,306**	265,519
Adjusted EBITDA	**105,138**	40,949
Adjusted EBITDA margin	**28%**	15%

Gaming Statistics

(HK$ million)	Q12022	Q22022	Q32022	Q42022	**FY2022**	FY2021
Total GGR[i]	86	112	102	102	**402**	286
Rolling Chip Volume	–	–	–	–	**–**	–
Gross Win Rate %	N/A	N/A	N/A	N/A	**N/A**	N/A
Gross Win	–	–	–	–	**–**	–
Mass Table Drop	159	195	183	186	**723**	496
Net Win Rate %	22.6%	25.1%	22.4%	23.1%	**23.4%**	22.8%
Net Win	36	49	41	43	**169**	113
Electronic Gaming Volume	991	1,190	1,316	1,339	**4,836**	3,477
Net Win Rate %	3.8%	3.8%	3.4%	3.3%	**3.6%**	3.9%
Net Win	38	45	45	44	**172**	135

(i) GGR represents the amount of money players wagered minus the winning payouts to them, before commissions rebated, discounted or complimentary products and services provided and redeemable points earned under the loyalty programs.

BUSINESS REVIEW (Cont'd)

Key Financial Data of Tigre de Cristal (Cont'd)

(iii) Hoiana

As at 31 December 2022, the Group held approximately 34% indirect equity interest in Hoiana through the investment in a joint venture. The Certificate for the Eligibility for Casino Business in relation to the casino operation of Hoiana in Vietnam was granted in May 2020, and the preview took place on 28 June 2020. Hoiana features an integrated resort with a casino that holds gaming tables, electronic gaming machines, Asian delights and other international cuisine with more than 1,000 hotel rooms and an eighteen-hole golf course. The operation of Hoiana during the pandemic had significant impacts on its business performance in FY2022 and FY2021. As travel related restrictions between Asian countries were gradually relaxed during FY2022, the Vietnam tourism industry was slowly recovering hence the performance of Hoiana slightly improved in FY2022 and recorded a growth in revenue.

In FY2022, Hoiana's net revenue was approximately US$36.7 million. Adjusted EBITDA was approximately negative US$38.69 million.

Key Financial Data of Hoiana

	2022 **US$'000**	2021 US$'000
Revenue:		
Net Gaming	**23,249**	8,575
Hotel/F&B/Others	**13,439**	3,497
Total Net Revenue	**36,688**	12,072
Adjusted EBITDA	**(38,689)**	(29,011)
Adjusted EBITDA margin	**N/A**	N/A

BUSINESS REVIEW (Cont'd)

Key Financial Data of Tigre de Cristal (Cont'd)

(iii) Hoiana (Cont'd)

Gaming Statistics

(In US$'000)	Q12022	Q22022	Q32022	Q42022	**FY2022**	FY2021
Total GGR[i]	1,679	12,778	33,463	34,679	**82,599**	20,821
Rolling Chip Volume	105,034	273,872	679,137	928,494	**1,986,537**	375,311
Gross Win Rate %	0.1%	3.7%	4.3%	3.2%	**3.5%**	4.1%
Gross Win	99	10,187	29,209	29,375	**68,870**	15,326
Mass Table Drop	2,200	4,894	10,509	10,239	**27,842**	19,084
Gross Win Rate %	28.8%	21.0%	17.7%	21.8%	**20.7%**	16.2%
Gross Win	634	1,029	1,861	2,236	**5,760**	3,083
Electronic Gaming Volume	21,315	40,075	48,417	49,633	**159,440**	31,371
Gross Win Rate %	4.4%	3.9%	4.9%	6.2%	**5.0%**	7.7%
Gross Win	946	1,562	2,393	3,068	**7,969**	2,412

(i) GGR represents the amount of money players wagered minus the winning payouts to them, before commissions rebated, discounted or complimentary products and services provided and redeemable points earned under the loyalty programs.

Management Discussion and Analysis

BUSINESS REVIEW (Cont'd)

Management and operation of malls

On 19 November 2020, the Group acquired the entire interest of Dongyang Xinguang, Dongyang Xinguang has become a wholly-owned subsidiary of the Group. Dongyang Xinguang is currently engaged in the management and operation of malls located in Zhejiang Province, the PRC, in which Dongyang Xinguang is the lessee in relation to a lease on the Phase 1 Shopping Mall of Xinguang Tiandi (新光天地一期購物廣場) and Phase 2 Living Mall of Xinguang Tiandi (新光天地二期生活廣場) comprising 620 units with a total floor area of 65,241.98 m^2 for a term of twenty (20) years commencing on 1 January 2015 and ending on 31 December 2034. The occupancy rates of the Phase 1 Shopping Mall and Phase 2 Living Mall of Xinguang Tiandi as at 31 December 2022 were approximately 77% and 74%, respectively.

Property development in Japan

As at 31 December 2022, the Group had two property development projects in Japan.

As at 31 December 2022, the Group owns 51% of the issued share capital of MSRD Corporation Limited ("**MSRD**"), which held a plot of land with a total site area of 108,799 m^2 located on Miyako Island, Okinawa, Japan. Subject to the final development plan to be approved by the Group, MSRD intends to build 40 villas and a hotel of more than 100 rooms on the land.

As at 31 December 2022, the Group owns the entire interest in certain land parcels with a total site area of 220,194 m^2 located at Niseko, Hokkaido, Japan and the acquisition of the land parcels was completed in January 2021. Subject to the final development plan to be approved by the Group, the Group intends to build over 50 villas and 20 townhouses and a hotel with over 40 rooms on the land.

Management Discussion and Analysis

REVIEW AND OUTLOOK

Market Overview

Russia

According to the International Monetary Fund (IMF), the World Bank and the Organization for Economic Cooperation and Development (OECD), Russia's Gross Domestic Product (GDP) contracted by an estimated 3.4% to 4.5%[1] in 2022. Despite the contraction, the country's economy performed better than initially expected due to the strong fiscal response and the increase in energy prices[2]. Meanwhile, tourism industry was experiencing a recovery, but there were only approximately 73,000[3] visitors to Primorsky Krai for the full year of 2022. However, the long-term impact of the Western sanctions resulting from the Russia-Ukraine conflict remained a concern for the country's economy and its tourism industry.

The Philippines

The Philippine economy continued to grow in 2022, with a 7.7% increase in GDP, reaching PHP19.9 trillion[4] (US$363.4 billion). The entertainment industry, particularly the integrated resorts in Manila, continued to benefit from local demand. According to the Philippine Amusement and Gaming Corporation (PAGCOR), The Gross Gaming Revenue (GGR) from licensed casino in the country grew by 91% year-on-year to PHP214.3 billion (US$3.9 billion) at the end of 2022[5]. In particular, Entertainment City casinos accounted for 87% of the Total Licensed Casino GGR in 2022, and has recovered to 93% of the level of GGR compared to 2019[6]. In 2022, 2.65 million visitors arrived at the Philippines, translating to PHP209.0 billion (US$3.7 billion) in tourism revenue for the country, representing a significant increase from 2021 as borders were closed back then[7]. The majority of tourists arrived from the United States, South Korea, Australia, Canada and the United Kingdom in 2022.

Vietnam

Vietnam's GDP grew by 8.02%[8] in 2022, the highest rate recorded in the 2011–2022 period[9]. The increase is three times the growth in 2021 and exceeded the target of 6–6.5% set by the government. The country's tourism industry also continued to recover, with a total of 3.6 million foreign arrivals[10] for the full year of 2022, 23 times than that of 2021 yet this still only reflected approximately 20% of the total number of arrivals in 2019. 70% of foreign tourists are from Asia while the rest are from Europe and the United States[11].

1 Financial Times
2 World Bank
3 The Border Department of Russia
4 The Philippines Statistics Authority
5 PAGCOR
6 PAGCOR
7 Department for Tourism, the Philippines
8 Socialist Government of Vietnam
9 Vietnam Plus
10 Socialist Government of Vietnam General Statistics Office
11 VN Express

Management Discussion and Analysis

REVIEW AND OUTLOOK (Cont'd)

Development Update

Westside City Project, Philippines

The construction of the exterior of the podium which would hold the future gaming facilities has now been completed. The focus of the construction team is to continue building upward. Soft opening is targeted towards the end of 2024, with the grand opening aimed at 2025.

When all phases of Westside City Project are ready, it will consist of:

- Approximately 300 tables
- Over 1,300 electronic gaming machines
- Over 450 five-star hotel rooms including state-of-the-art party rooms and suites
- All sorts of amenities that fits our LET theme Leisure, Entertainment and Taste, including the privileged LET Club, Cigar and Wine bars, night clubs, Wellness Spa, and a Director's Club
- Approximately 1,000 car park spaces

Westside City Project will be integrated with the shopping malls, theatres, restaurants, and shopping streets, etc. to be built by our local partner Westside/Travellers. They will also build additional hotel rooms, a shopping mall, a Grand Opera House, restaurants, a theatre district and an additional of approximately 2,000 car park spaces.

Tigre de Cristal, Russia

Due to the unpredictable and volatile geopolitical tensions, the Company has made the difficult decision to slow down the development of Phase II Tigre de Cristal. We are now taking a conservative approach on investing in Russia.

The Company has been exploring alternative opportunities in other regions, as well as potentially looking for strategic partners who might be able to bring in value in terms of operating the gaming and hotel business in the Russian Far East.

Hoiana, Vietnam

In Hoiana, Hoiana Phase I including Hoiana Shores Golf Club, the casino, Hoiana Hotel & Suites and New World Hoiana Hotel are now operational.

Hoiana Phase II and beyond are planning in progress as land plots are now being prepared for development.

REVIEW AND OUTLOOK (Cont'd)

Outlook

2022 has proven itself to be a year of both promise and peril for the Group. While the gradual easing of travel restrictions and recovering consumer sentiment bode well for the Group's integrated resorts in Vietnam and the Philippines, geopolitical tensions and the ongoing public health crisis introduced a measure of uncertainty. However, despite formidable challenges, the Group has emerged resilience with a reinvigorated brand and a diverse portfolio of integrated resorts across Asia, affording us the ability to deliver maximum value to shareholders when difficult times turn its head away.

As a publicly listed company in Hong Kong with operations spanning across the Philippines, Vietnam, and Russia, the Group is well-positioned to mitigate risks through geographic diversification, and has harnessed extensive expertise in integrated resort development. In comparison to other established Asian gaming markets, the Philippines gaming market represents a substantial potential for growth as an innovative luxury destination. With a considerable portion of GGR contributed by local and expatriate patrons, and its proximity to major regional economies with high disposable income, the Philippines offers a compelling value proposition in the growth of Asian gaming. As the Asian middle class grows at an incredible pace, demand for world-class integrated travel, leisure, and entertainment experiences has reached unprecedented heights.

In Suntrust Resorts Holdings, Inc., our Philippines team is actively recruiting seasoned gaming executives on the ground to bring this vision to fruition. Since the completion of the construction of the podium level where the main gaming halls will be located in, efforts have pivoted to the construction of the hotel tower, with plans to launch a soft opening before the end of 2024 and a grand opening in 2025. By providing the finest quality, a range of lifestyle amenities, and exceptional services, the Group aims to cement its position as the preferred choice for regional gaming patrons. With the support of a local financial institution, the Group will obtain the necessary capital to execute this strategy. Through the partnership with a leading local conglomerate, the Group is set to deliver a unique blend of cultural sensitivity and Asian gaming prowess navigating through the business environment in the Philippines while offering an unmatched experience for regional patrons.

In Vietnam, Hoiana has seen a spike in business volumes and occupancy rates ever since its soft opening in mid-2020, breaking successive records month after month. As an integrated five-star resort offering a blend of a luxury beachside resort and an authentic Vietnamese cultural experience, Hoiana's unique value proposition serves as a magnet for foreign tourists and mass market gaming patrons alike. Although record performance is a notable achievement, its foreigner-only admission policy to the gaming floor currently acts as its key impediment to growth, with visitation hinging on the status of regional travel restrictions. However, as constraints ease and visitation regains momentum, we are confident that Hoiana will cement its stature as Vietnam's premier hospitality destination.

REVIEW AND OUTLOOK (Cont'd)

Outlook (Cont'd)

In Russia, Tigre de Cristal has seen a resurgence in the local mass gaming business and slots business in 2022, achieving company records since its first opening despite multiple challenges in the operating environment. By procuring supplies locally and expanding into new markets such as Japan and South Korea, Tigre de Cristal is gradually adapting to persistent geopolitical tensions. However, due to the unpredictable business climate, the Group has adopted a cautious investment approach and has decided that inevitably, the development of Tigre de Cristal Phase II will be slowed down as a prudent business decision.

In summary, while we regard the future with prudent optimism, our primary focus remains at the Philippines integrated resort. With a dedicated team and the necessary funding ready to be deployed, we are confident in delivering a world-class experience and capturing the market's unique opportunities. We remain committed to our vision and will overcome challenges that may emerge.

Properties Portfolio Overview

PROPERTY DEVELOPMENT BUSINESS

Freehold land

Location	Site Area (m²)	GFA (m²)	Commencement/ completion date	Interest attributable to the Group
Parcels of land located at Miyako Island, Okinawa, Japan	108,799	note (1)	note (1)	51%[note (2)]
Parcels of land located at Niseko, Hokkaido, Japan	220,194	note (3)	note (3)	100%

Notes:

(1) The parcels of land are intended to build 40 villas and a hotel tower of more than 100 rooms and are currently under preliminary planning stage.

(2) Owned by a 51% owned subsidiary of the Group.

(3) The parcels of land are intended to build 50 villas and 20 townhouses and a hotel with over 40 rooms and are currently under preliminary planning stage.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTOR

Mr. Lo Kai Bong ("Mr. Lo"), aged 43, joined the Company on 9 March 2017 as an executive Director and was appointed as the chairman of the Board (the "**Chairman**") with effect from 31 August 2022. Mr. Lo was also appointed as directors of certain subsidiaries of the Group. Mr. Lo has obtained a Bachelor of Arts degree from the University of Winnipeg in Canada. Mr. Lo has been involved in the business development of the Group's overseas businesses. Mr. Lo is also responsible for the corporate management, mergers and acquisitions of the Group and is experienced in the gaming industry. On 12 December 2018, Mr. Lo was appointed as a non-executive director of Summit Ascent Holdings Limited (Stock code: 102) ("**Summit Ascent**"), an indirect non-wholly owned subsidiary of the Company of which the shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). With effect from 26 April 2019, Mr. Lo has been re-designated from a non-executive director to an executive director and has been appointed as the deputy chairman of Summit Ascent. With effect from 31 August 2022, Mr. Lo has been re-designated as the chairman of Summit Ascent. Since 2021, Mr. Lo was appointed as the chairman and director of Suntrust Resort Holdings, Inc. (formerly known as Suntrust Home Developers, Inc.), an indirect non-wholly owned subsidiary of the Company, of which the shares are listed on The Philippine Stock Exchange, Inc.. Mr. Lo is the brother-in-law of Mr. Chiu King Yan, the chief financial officer and company secretary of the Company. Mr. Lo is a director and the sole shareholder of Major Success Group Limited, a substantial shareholder of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tou Kin Chuen ("Mr. Tou"), aged 46, joined the Company on 26 April 2012 as an independent non-executive Director. Mr. Tou is the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Company. With effect from 9 September 2022, Mr. Tou was also appointed as an independent non-executive director of a subsidiary of the Company. Mr. Tou is the principal of Roger K.C. Tou & Co. Mr. Tou graduated from the Hong Kong Shue Yan University (formerly known as Hong Kong Shue Yan College) with an Honours Diploma in Accounting in 2001. He is experienced in audit, taxation, company secretarial, insolvency and finance for over 24 years. Mr. Tou is a member of the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and an associate of the Taxation Institute of Hong Kong. Mr. Tou has been the independent non-executive director of Imperium Financial Group Limited (Stock code: 8029) since 14 March 2011, a company listed on the GEM of the Stock Exchange and Milan Station Holdings Limited (Stock code: 1150) since 22 July 2015, a company listed on the Main Board of the Stock Exchange.

Dr. Wu Kam Fun Roderick ("Dr. Wu"), aged 84, joined the Company on 26 April 2012 as an independent non-executive Director. Dr. Wu is the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company. Dr. Wu obtained his LL.B. degree and Honorary Doctorate of the University from the University of Buckingham, United Kingdom. Dr. Wu is also an Associate of Chartered Institute of Arbitrators and a Barrister of the Inner Temple, the Victorian Bar, Australia and the Singapore Bar. Dr. Wu was awarded Diploma in Chinese Law by the University of East Asia, Macau, now known as the University of Macau. Dr. Wu has been at the Hong Kong Bar for over 43 years. He is a practising member of the Hong Kong Bar Association.

Mr. Lo Wai Tung John, aged 54, joined the Company on 10 October 2012 as an independent non-executive Director. Mr. Lo Wai Tung John is the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. Mr. Lo Wai Tung John graduated from the Chinese University of Hong Kong with a bachelor's degree of Science (with honours) in Computer Science in 1991. Mr. Lo Wai Tung John is experienced in securities and finance industry for over 30 years.

Biographical Details of Directors and Senior Management

SENIOR MANAGEMENT

Mr. Tam Soong Jim Kenneth ("Mr. Tam"), aged 68, joined the Company on 1 October 2017 as the Project Director. Mr. Tam obtained a Diploma in Property Development from the University of Hong Kong, and holds a Master of Business Administration from the University of East Asia Macau. He has been in the real estate industry for more than 40 years and has extensive knowledge and experience in the real estate market in Hong Kong and mainland China. Prior to joining the Company, Mr. Tam held senior position in a number of property development projects, including but not limited to, integrated property projects and sizeable resorts and casinos in Macau.

Mr. Chiu King Yan ("Mr. Chiu"), aged 45, the company secretary and Chief Financial Officer of the Company, joined the Company since 1 August 2016. Mr. Chiu has over 20 years of experience in audit, accounting, private equity investment and corporate finance, obtained from his previous working experience in international accounting firms and various listed companies in Hong Kong. On 26 April 2019, Mr. Chiu was appointed as an executive director of Summit Ascent. From 23 April 2020 to 31 August 2022, Mr. Chiu was appointed as an independent non-executive director of ICO Group Limited (stock code: 1460), a company listed on the Main Board of the Stock Exchange. On 1 September 2020, Mr. Chiu was appointed as an independent non-executive director of Hailiang International Holdings Limited (stock code: 2336), a company listed on the Main Board of the Stock Exchange. Mr. Chiu holds a master's degree in financial analysis from The Hong Kong University of Science and Technology and a bachelor's degree in business administration in Accountancy from The City University of Hong Kong. He is a member of HKICPA and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. Mr. Chiu is the brother-in-law of Mr. Lo, the executive Director and the Chairman.

Directors' Report

The Board is pleased to present their annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES AND SUBSIDIARIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries as at 31 December 2022 are set out in Note 44(a) to the consolidated financial statements.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2022 and the financial position of the Group at that date are set out in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of financial position on page 104 to 109 of this annual report.

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2022 (2021: Nil).

SHARE CAPITAL

Details of the movements in the issued share capital of the Company during the year are set out in Note 33 to the consolidated financial statements.

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

There were no purchases, sales or redemptions of Company's listed securities by the Company or any of its subsidiaries during the year ended 31 December 2022.

RESERVES

Details of the movement in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and Note 44(c) to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution comprise share premium, capital reserve and accumulated losses. The Company has no reserves available for distribution to the shareholders as at 31 December 2022 (31 December 2021: Nil).

PROPERTY, OPERATING RIGHT AND EQUIPMENT

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

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2022, revenue from the Group's five largest customers accounted for less than 30% of the Group's total revenue.

During the year ended 31 December 2022, the aggregate purchases attributable to the Group's five largest suppliers accounted for less than 30% of the Group's total purchases for the year.

Save as disclosed in this annual report, none of the Directors, their respective associates or, so far as the Directors are aware, any shareholder who owns more than 5% of the issued share capital of the Company has any interest in any of the said top five customers and suppliers of the Group for the year.

DIRECTORS

The Directors who held office during the year and up to the date of this report were:

EXECUTIVE DIRECTORS:

Mr. Lo Kai Bong *(Chairman) (appointed as Chairman on 31 August 2022)*
Mr. Au Chung On John *(resigned on 30 November 2022)*
Mr. Manuel Assis Da Silva *(resigned on 30 November 2022)*

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Tou Kin Chuen
Dr. Wu Kam Fun Roderick
Mr. Lo Wai Tung John

Directors' Report

BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of the current Directors are set out on pages 32 to 33 of this annual report.

DIRECTORS' SERVICE CONTRACTS AND ROTATION

The appointment of each Director is subject to retirement by rotation and, being eligible, offer themselves for re-election in accordance with the Company's articles of association (the "**Articles**"). The executive Director does not enter any service contract with the Company. All of the independent non-executive Directors have entered a service contract with the Company for a term of 3 years and subject to retirement by rotation and re-election in accordance with the Articles and the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

In accordance with the provisions of the Articles, Mr. Tou Kin Chuen and Mr. Lo Wai Tung John shall retire from the Board by rotation at the forthcoming annual general meeting and being eligible, offer themselves for re-election.

Other than disclosed above, none of the Directors has entered or has proposed to enter into any service contract with the Company or any of its subsidiaries which is not expiring or not determinable by the employing company within one year without payment of compensation other than statutory compensation.

DIRECTORS' EMOLUMENTS

Details of Directors' emoluments on a named basis are set out in Note 10 to the consolidated financial statements.

ANNUAL CONFIRMATION FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company had received written confirmation from each of the independent non-executive Directors of their independence pursuant to Rule 3.13 of the Listing Rules and both the Board and the nomination committee considered that all independent non-executive Directors are independent.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2022, the interests of the Directors 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**")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") were as follows:

(i) Long position in the shares and/or underlying shares of the Company

Name of director	Capacity/ Nature of Interest	Number of shares held	Number of underlying shares held under equity derivatives	Percentage of aggregate interest shares to total number of shares in issue*
Mr. Lo Kai Bong ("**Mr. Lo**")	Interest of controlled corporation	4,999,694,857[1]	–	74.98%
	Beneficial owner	–	40,000,000[2]	0.60%

Notes:

1. These shares are held by Major Success Group Limited ("**Major Success**") which is wholly-owned by Mr. Lo. By virtue of Part XV of the SFO, Mr. Lo is taken to be interested in all these shares in which Major Success is interested. As at 31 December 2022, the entire issued share capital of Major Success comprising 130,000 shares were charged by Major Success in favour of a security agent for a syndicate of lenders on 22 December 2022 as security for a loan advanced to Major Success.

2. Mr. Lo is interested in 40,000,000 share options of the Company at an exercise price of HK$0.455 per share to subscribe for shares.

* The percentage has been calculated based on the total number of shares of the Company in issue as at 31 December 2022 (i.e.6,667,972,746 shares).

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Cont'd)

(ii) Long positions in the shares and/or underlying shares of the Company's associated corporation

Name of Associated Corporation	Name of Director	Capacity/ Nature of Interest	Number of shares held	Approximate percentage of number of shares in issue
Summit Ascent Holdings Limited ("**Summit Ascent**")	Mr. Lo	Interest of controlled corporation	3,146,533,811[1]	69.77%*
Major Success	Mr. Lo	Beneficial owner	130,000[2]	100%

Notes:

1. These shares were held as to (a) 123,255,000 shares by the Company (in which Mr. Lo has a controlling interest of 74.98% through Major Success, a company wholly-owned by Mr. Lo); (b) 3,018,306,811 shares by Victor Sky Holdings Limited, which is 100% owned by the Company; (c) 520,000 shares by Better Linkage Limited, a company wholly-owned by Mr. Lo; and (d) 4,452,000 shares by Ever Smart Capital Limited, a company wholly-owned by Better Linkage Limited. By virtue of Part XV of the SFO, Mr. Lo is taken to be interested in all these shares of Summit Ascent in which these companies are interested.

2. This represents interests in Major Success as a holding company of the Company which are beneficially owned by Mr. Lo. As at 31 December 2022, the entire issued share capital of Major Success comprising 130,000 shares were charged by Major Success in favour of a security agent for a syndicate of lenders on 22 December 2022 as security for a loan advanced to Major Success.

* The percentage has been calculated based on the total number of shares of Summit Ascent in issue as at 31 December 2022 (i.e.4,509,444,590 shares of Summit Ascent).

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Cont'd)

(iii) Long positions in the debentures of the Company

Name of Director	Capacity/ Nature of Interest	Type of debenture	Principal amount held
Mr. Lo	Interest of controlled corporation	Non-convertible bond	HK$226,441,863[1]
Mr. Lo	Interest of controlled corporation	Non-convertible bond	HK$402,000,000[2]

Notes:

1. The debenture represents convertible bonds held by Major Success with aggregate principal amount of HK$297,000,000 (the "**2018 CBs**") matured on 27 August 2022. The conversion right attached to the 2018 CBs can no longer be exercised on maturity of the 2018 CBs. The 2018 CBs were reported as non-convertible bonds held by Major Success which is wholly-owned by Mr. Lo. By virtue of Part XV of the SFO, Mr. Lo is taken to be interested in the debenture in which Major Success is interested. The 2018 CBs were partially repaid on 19 September 2022, the remaining outstanding amount of the 2018 CBs was HK$226,441,863 as at 31 December 2022.

2. The debenture represents convertible bonds held by Major Success with aggregate principal amount of HK$402,000,000 (the "**2016 CBs**") matured on 7 December 2022.The conversion right attached to the 2016 CBs can no longer be exercised on maturity of the 2016 CBs. The 2016 CBs were reported as non-convertible bonds held by Major Success which is wholly-owned by Mr. Lo. By virtue of Part XV of the SFO, Mr. Lo is taken to be interested in the debenture in which Major Success is interested.

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in Notes 24, 30 and 40 to the consolidated financial statements headed "Amounts Due To/ Loans From Immediate Holding Company/A Related Company/Non-controlling Shareholders of Subsidiaries", "Convertible Bonds/Derivative Financial Instruments/Bond Payables" and "Related Party Disclosures", respectively, no other transaction, arrangement or contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this annual report, none of the Directors are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in Note 30 to the consolidated financial statements headed "Convertible Bonds/Derivative Financial Instruments/Bond Payables", the share option schemes described below and in Note 35 to the consolidated financial statements headed "Share Option Schemes", at no time during the year was the Company, its holding company or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2022, the interests of substantial shareholders in the shares and underlying shares of the Company (other than a director or chief executive of the Company) as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name	Capacity/ Nature of Interest	Number of shares held	Number of underlying shares held under equity derivatives	Percentage of aggregate interest shares to total number of shares in issue*
Major Success	Beneficial owner	4,999,694,857[1]	–	74.98%
Smart Circle Investments Limited ("**Security Agent**")	Agent	4,999,694,857[2]	–	74.98%
Allied Group Limited	Interest of controlled corporation	4,999,694,857[2&3]	–	74.98%
APAC Resources Limited ("**APAC**")	Interest held jointly with another person	4,999,694,857[2&3]	–	74.98%
Lee Seng Hui ("**SH Lee**")	Interest held jointly with another person	4,999,694,857[3&4]	–	74.98%
Lee Seng Huang	Interest of controlled corporation	4,999,694,857[3&4]	–	74.98%
Lee Su Hwei	Interest of controlled corporation	4,999,694,857[3&4]	–	74.98%

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Cont'd)

Notes:

1. These shares are held by Major Success which is wholly-owned by Mr. Lo. By virtue of Part XV of the SFO, Mr. Lo is taken to be interested in all these shares in which Major Success is interested. As at 31 December 2022, the entire issued share capital of Major Success comprising 130,000 shares were charged by Major Success in favour of the Security Agent for a syndicate of lenders on 22 December 2022 as security for a loan advanced to Major Success.

2. These represent security interest charged in favour of the Security Agent on 22 December 2022 as the Security Agent (being one of the lenders), APAC and SH Lee as lenders, comprising 130,000 shares of Major Success charged by Mr. Lo.

3. The Security Agent is wholly-owned by APAC which in turn is wholly-owned by Allied Group Limited.

4. Allied Group Limited is a controlled corporation of SH Lee, Lee Seng Huang and Lee Su Hwei.

* The percentage has been calculated based on the total number of shares of the Company in issue as at 31 December 2022 (i.e. 6,667,972,746 shares).

Save as disclosed above, as at 31 December 2022, the Company had not been notified by any persons (other than the Directors and the chief executive of the Company) who had interests and short positions in the shares and underlying shares of the Company which had been recorded in the register required to be kept under section 336 of the SFO.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, there was sufficiency of public float of the Company's securities as required under the Listing Rules up to the date of this report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the laws in the Cayman Islands.

SHARE OPTION

(1) The Company

On 31 January 2007, in recognition of the contributions made by employees of the Group towards its growth and success, a share option scheme (the "**Share Option Scheme**") was adopted by the shareholder's written resolution of the Company. On 2 June 2016, a resolution has been passed in the 2016 annual general meeting of the Company to terminate the Share Option Scheme and adopt a new share option scheme (the "**New Share Option Scheme**"). Following the termination of the Share Option Scheme, no further options will be granted under such scheme, but in all other respects the provisions of the Share Option Scheme will remain in full force and effect and options granted prior to such termination will continue to be valid and exercisable in accordance with the rules of the Share Option Scheme.

The Listing Committee of the Stock Exchange has granted the listing of, and permission to deal in the shares of the Company which may fall to be issued pursuant to the exercise of the options which granted and/or may be granted under the Share Option Scheme, and/or the New Share Option Scheme, subsequently.

SHARE OPTION (Cont'd)

(1) The Company (Cont'd)

As at 31 December 2022, a total of 163,500,187 share options were outstanding which comprised 92,400,187 share options and 71,100,000 share options granted under the Share Option Scheme and the New Share Option Scheme respectively.

The number of options available for grant under the mandate of the New Share Option Scheme (taking into account the number of options granted subsequent to the refreshment of its scheme mandate limit at the annual general meeting of the Company held on 31 July 2020 but has lapsed) was 620,697,274 and 661,597,274 as at 1 January 2022 and 31 December 2022 respectively. The Company did not grant any share options during the year ended 31 December 2022.

The following is a summary of the principal terms of the Share Option Scheme and the New Share Option Scheme.

(A) Share Option Scheme

Purpose

Recognise and acknowledge the contributions that the grantees had made or may make to the Group.

Participants

Eligible participants include:

(a) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company ("**Affiliate**");

(b) the trustee of any trust the beneficiary of which or a discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or

(c) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.

Exercise price of options granted

Determined by the Board and shall not be less than the higher of:

(a) the nominal value of the share of the Company;

(b) the closing price of the share of the Company on the Stock Exchange at the offer date, which must be a trading day; and

(c) the average closing price of the share of the Company on the Stock Exchange for the five business days immediately preceding the offer date.

SHARE OPTION (Cont'd)

(1) The Company (Cont'd)

(A) Share Option Scheme (Cont'd)

Total number of shares available for issue upon exercise of the outstanding share options of the Company under the Share Option Scheme and the percentage of the issued shares capital that it represented as at the date of this annual report

No further options will be granted under the scheme as the scheme had been terminated on 2 June 2016.

The total number of shares of the Company available for issue upon exercise of the outstanding share option under the Share Option Scheme was 92,400,187 shares, being approximately 1.33% of the issued shares of the Company.

Maximum entitlement of each participant

Not exceed 1% of the shares of the Company in issue in any 12-month period.

Period within which the option may be exercised by the grantee

Subject to the discretion by the Board and, in the absence of which, from the date of acceptance to the earlier of the date on which such option lapses and 10 years from the date of grant of option.

Minimum period for which an option must be held before it can be exercised (i.e. vesting period)

Subject to the discretion by the Board.

Amount payable on acceptance

HK$10 payable upon acceptance of the offer.

Period within which calls/loans must be made/repaid

Not applicable.

Remaining life of the scheme

The scheme has been terminated on 2 June 2016 but the provisions of the scheme shall remain in full force and effect in all other respects. Options complying with the provisions of the Listing Rules which are granted during the duration of the scheme and remain unexercised immediately prior to the date of termination shall continue to be exercisable in accordance with their terms of grant, notwithstanding the termination of the scheme.

SHARE OPTION (Cont'd)

(1) The Company (Cont'd)

(B) New Share Option Scheme

Purpose

Recognise and acknowledge the contributions that the grantees had made or may make to the Group.

Participants

Eligible participants include:

(a) full time or part time employees, executives, officers, or directors (whether executive or non-executive and whether independent or not) of the Group;

(b) and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sub-licensee) or distributors, landlords or tenants (including any sub-tenants) of the Group.

Exercise price of options granted

Determined by the Board and shall not be less than the higher of:

(a) the nominal value of the share of the Company;

(b) the closing price of share of the Company on the Stock Exchange at the offer date, which must be a trading day; and

(c) the average closing price of the share of the Company on the Stock Exchange for the five business days immediately preceding the offer date.

Total number of shares available for issue upon exercise of the outstanding share options of the Company under the New Share Option Scheme and the percentage of the issued shares capital that it represented as at the date of this annual report

The total number of shares of the Company available for issue upon exercise of the outstanding share options under the New Share Option Scheme was 71,100,000 shares, being approximately 1.02% of the issued shares of the Company.

The total number of shares of the Company available for issue upon exercise of all outstanding share options under the Share Option Scheme and the New Share Option Scheme was 163,500,187 shares, approximately 2.35% of the issued shares of the Company as at the date of this annual report.

SHARE OPTION (Cont'd)

(1) The Company (Cont'd)

(B) New Share Option Scheme (Cont'd)

Maximum entitlement of each participant

Not exceed 1% of the shares of the Company in issue in any 12-month period.

Period within which the option may be exercised by the grantee

Subject to the discretion by the Board and, in the absence of which, from the date of acceptance to the earlier of the date on which such option lapses and 10 years from the date of grant of option.

Minimum period for which an option must be held before it can be exercised (i.e. vesting period)

Subject to the discretion by the Board.

Amount payable on acceptance

HK$1 payable upon acceptance of the offer.

Period within which calls/loans must be made/repaid

Not applicable.

Remaining life of the scheme

The scheme will be valid and effective until 2 June 2026, after which no further options will be granted but the provisions of the scheme shall remain in full force and effect in all other respects. Options complying with the provisions of the Listing Rules which are granted during the duration of the scheme and remain unexercised immediately prior to 2 June 2026 shall continue to be exercisable in accordance with their terms of grant, notwithstanding the expiry of the scheme.

SHARE OPTION (Cont'd)

(1) The Company (Cont'd)

(C) Movements of the Share Option Scheme

Movements of the share options, which were granted under the Share Option Scheme, during the year ended 31 December 2022 are listed below in accordance with Rule 17.07 of the Listing Rules:

Category of Participants	Date of grant	Number of share options: As at 1 January 2022	During the year: Granted	During the year: Exercised	During the year: Cancelled	During the year: Lapsed	As at 31 December 2022	Adjusted exercise price HK$	Closing Price immediately before date of grant HK$	Exercise period	Vesting period
Continuous Contract Employees	12.12.2013	462,559	–	–	–	–	**462,559**	0.344[1]	0.355[3]	13.12.2013– 12.12.2023	Note 4
Sub-total:		462,559	–	–	–	–	**462,559**				
Consultants	12.12.2013	91,937,628	–	–	–	–	**91,937,628**	0.344[1]	0.355[3]	13.12.2013– 12.12.2023	Note 4
Sub-total:		91,937,628	–	–	–	–	**91,937,628**				
Total:		92,400,187	–	–	–	–	**92,400,187**				

Notes:

1. The original exercise price of the share option granted on 12 December 2013 was HK$0.398, which was subsequently adjusted to HK$0.344. The exercise price of the share options is subject to the adjustment in case of right or bonus issues, or other similar changes in the Company's share capital.

2. When the share options are lapsed or cancelled, the amount previously recognised in share option reserve will be transferred to accumulated losses.

3. The original closing price of the shares of the Company immediately before the date of grant on 11 December 2013 was HK$0.410, which was subsequently adjusted to HK$0.355 due to the right or bonus issues, or other similar changes in the Company's share capital.

4. The vesting period of the share options is from the date of grant until the commencement of the exercise period.

SHARE OPTION (Cont'd)

(1) The Company (Cont'd)

(D) Movements of the New Share Option Scheme

Movements of the share options, which were granted under the New Share Option Scheme, during the year ended 31 December 2022 are listed below in accordance with Rule 17.07 of the Listing Rules:

		Number of share options									
			During the year								
Category of Participants	Date of grant	As at 1 January 2022	Granted	Exercised	Cancelled	Lapsed	As at 31 December 2022	Exercise price HK$	Closing Price immediately before date of grant HK$	Exercise period	Vesting period
Consultants	19.04.2017	16,500,000	–	–	–	–	**16,500,000**	0.700	0.600	19.04.2017–18.04.2027	Note 4
Sub-total:		16,500,000	–	–	–	–	**16,500,000**				
Directors											
Mr. Lo	04.09.2017	8,000,000	–	–	–	–	**8,000,000**	0.455	0.460	04.09.2017–03.09.2027	Note 4
	04.09.2017	12,000,000	–	–	–	–	**12,000,000**	0.455	0.460	04.09.2018–03.09.2027	Note 4
	04.09.2017	20,000,000	–	–	–	–	**20,000,000**	0.455	0.460	04.09.2019–03.09.2027	Note 4
Manuel Assis Da Silva	04.09.2017	600,000	–	–	–	(600,000)	**-**	0.455	0.460	04.09.2017–03.09.2027	Note 4
	04.09.2017	900,000	–	–	–	(900,000)	**-**	0.455	0.460	04.09.2018–03.09.2027	Note 4
	04.09.2017	1,500,000	–	–	–	(1,500,000)	**-**	0.455	0.460	04.09.2019–03.09.2027	Note 4
Au Chung On John	22.09.2020	12,000,000	–	–	–	(12,000,000)	**-**	0.900	0.760	22.09.2020–21.09.2030	Note 4
	22.09.2020	12,000,000	–	–	–	(12,000,000)	**-**	0.900	0.760	22.09.2021–21.09.2030	Note 4
	22.09.2020	16,000,000	–	–	–	(16,000,000)	**-**	0.900	0.760	22.09.2022–21.09.2030	Note 4
Sub-total:		83,000,000	–	–	–	(43,000,000)	**40,000,000**				

SHARE OPTION (Cont'd)

(1) The Company (Cont'd)

(D) Movements of the New Share Option Scheme (Cont'd)

Category of Participants	Date of grant	Number of share options As at 1 January 2022	During the year Granted	Exercised	Cancelled	Lapsed	As at 31 December 2022	Exercise price HK$	Closing Price immediately before date of grant HK$	Exercise period	Vesting period
Continuous Contract Employees	04.09.2017	1,900,000	–	–	–	–	**1,900,000**	0.455	0.460	04.09.2017–03.09.2027	Note 4
	04.09.2017	2,850,000	–	–	–	–	**2,850,000**	0.455	0.460	04.09.2018–03.09.2027	Note 4
	04.09.2017	4,750,000	–	–	–	–	**4,750,000**	0.455	0.460	04.09.2019–03.09.2027	Note 4
	22.09.2020	1,800,000	–	–	–	(270,000)[3]	**1,530,000**	0.900	0.760	22.09.2020–21.09.2030	Note 4
	22.09.2020	1,800,000	–	–	–	(270,000)[3]	**1,530,000**	0.900	0.760	22.09.2021–21.09.2030	Note 4
	22.09.2020	2,400,000	–	–	–	(360,000)[3]	**2,040,000**	0.900	0.760	22.09.2022–21.09.2030	Note 4
Sub-total:		15,500,000	–	–	–	(900,000)	**14,600,000**				
Total:		115,000,000	–	–	–	(43,900,000)[3]	**71,100,000**				

Notes:

1. The exercise price of the share options is subject to the adjustment in case of right or bonus issues, or other similar changes in the Company's share capital.

2. When the share options are lapsed or cancelled, the amount previously recognised in share option reserve will be transferred to accumulated losses.

3. 43,900,000 share options were lapsed under the New Share Option Scheme upon the resignation of Directors and employees of the Company during the year ended 31 December 2022.

4. The vesting period of the share options is from the date of grant until the commencement of the exercise period.

SHARE OPTION (Cont'd)

(2) Summit Ascent

Share Option Scheme of Summit Ascent

Particulars of the Summit Ascent's share option scheme (the "**Summit Ascent Scheme**") are set out in Note 38(b) to the consolidated financial statements.

Movements of share options granted under the Summit Ascent Scheme during the year ended 31 December 2022 are set out below:

		Number of share options								
			During the year							
Category of Participants	Date of grant	As at 1 January 2022	Granted	Exercised	Cancelled	Lapsed	As at 31 December 2022	Exercise price (HK$)	Exercise period (Notes)	Vesting period (Notes)
Independent non-executive directors of Summit Ascent										
Mr. Lau Yau Cheung	13.12.2018	937,500	–	–	–	–	937,500	1.05	2	1
Mr. Li Chak Hung	13.12.2018	937,500	–	–	–	–	937,500	1.05	2	1
Employees	13.12.2018	10,621,875	–	–	–	–	10,621,875	1.05	2	1
Consultants	02.11.2020	1,000,000	–	–	–	–	1,000,000	0.912	3	1
Total		13,496,875	–	–	–	–	13,496,875			

Notes:

1. Each option gives the holder the right to subscribe for one share of Summit Ascent and the vesting period of the share options is from the date of grant until the commencement of the exercise period.

2. The share options granted on 13 December 2018 are exercisable from 13 December 2018 to 12 December 2023. The closing price of Summit Ascent's shares on the Stock Exchange immediately preceding the date of grant was HK$0.98. The exercise price was adjusted from HK$0.98 to HK$1.05 as a result of the Summit Ascent Rights Issue.

3. The share options granted on 2 November 2020 are divided into 3 tranches, 30% of which is exercisable from 2 November 2020, 30% of which is exercisable from 2 November 2021 and the remaining 40% is exercisable from 2 November 2022 respectively to 1 November 2025. The closing price of the Summit Ascent's shares on the Stock Exchange immediately preceding the date of grant was HK$0.89.

4. The number of options available for grant under the mandate of the Summit Ascent Scheme was 450,944,459 as at 1 January 2022 and 31 December 2022. During year ended 31 December 2022, no share options were granted, exercised, cancelled or lapsed under the Summit Ascent Scheme.

CONNECTED AND CONTINUING CONNECTED TRANSACTIONS

Continuing Connected Transactions

On 4 May 2020, Suntrust as appointee and Westside as appointor entered into an operation and management agreement (the "**O&M Agreement**"), pursuant to which Suntrust was appointed by Westside as the sole and exclusive operator and manager of the Main Hotel Casino to manage the development of the Main Hotel Casino and operate and manage the operation of the Main Hotel Casino. The O&M Agreement is with terms of more than three years, where an independent financial advisor was appointed and confirmed that it is normal business practice for agreements of this type to be of such duration.

Westside is a connected person of the Company at the subsidiary level, and therefore the transactions contemplated under O&M Agreement are on a recurring basis and constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The annual caps under the O&M Agreement for each of the years ending 31 December 2021 and 2022 are zero as the Main Hotel Casino is expected to commence operation only in, the earliest, 2024. Further details of the O&M Agreement were disclosed in the announcement of the Company dated 4 May 2020.

During the year, there was no transactions under the O&M Agreement.

The Company confirms that it has complied with the disclosure requirements with respect to above connected transaction in accordance with Chapter 14A of the Listing Rules.

Details of other related party transactions that either do not constitute connected transaction and/or continuing connected transaction or constitute connected transaction and/or continuing connected transaction that are exempted from connected transaction requirements under Chapter 14A of the Listing Rules are set out in Note 40 to the consolidated financial statements.

MANAGEMENT CONTRACTS

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

CHANGES IN DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, the change of the information of the Directors is as follows:

With effect from 31 August 2022, Mr. Lo has been appointed by the Board as the Chairman.

With effect from 31 August 2022, Mr. Lo has been re-designated from deputy chairman to chairman of the board of directors of Summit Ascent.

With effect from 9 September 2022, Mr. Tou Kin Chuen was appointed as an independent non-executive director of a subsidiary of the Company.

With effect from 30 November 2022, Mr. Au Chung On John and Mr. Manuel Assis Da Silva resigned as executive Directors.

Save as disclosed above, after having made all reasonable enquiry, the Company is not aware of any other information which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the interim report of the Company for the six months ended 30 June 2022 and up to the date of this report.

DISCLOSURE PURSUANT TO RULE 13.22 OF THE LISTING RULES

As at 31 December 2022, Star Admiral, an indirect wholly-owned subsidiary of the Company has made advances to Gold Yield Enterprises Limited ("**GYE**"), a 50% owned joint venture of the Group, in the aggregate amount of approximately US$64,955,799 (equivalent to approximately HK$507,086,000) (the "**Advances A**"). Such Advances A have been provided by the Group to GYE to support the development of Hoiana. The Advances A have been provided on a pro-rata basis by reference to the percentage of shareholdings held by the Group in GYE. The Advances A are provided in the form of shareholder's loans by Star Admiral which are interest-free, unsecured and no fixed repayment term.

In addition, Star Admiral as lender entered into the two loan agreements with GYE on 7 January 2020 and 6 March 2020 respectively, pursuant to which Star Admiral has advanced loans in the aggregate principal amount of US$34,045,000 (equivalent to approximately HK$263,849,000 at the drawdown date) to GYE (the "**Advances B**"). The Advances B are interest bearing at 1.5% per annum, unsecured and repayable after 5 years from the first drawdown date of the facilities.

DISCLOSURE PURSUANT TO RULE 13.22 OF THE LISTING RULES (Cont'd)

On 6 July 2020, Star Admiral as lender entered into a loan agreement with GYE, pursuant to which Star Admiral has advanced loans in the aggregate principal amount of US$30,000,000 (equivalent to approximately HK$232,500,000 at the drawdown date) to GYE (the "**Advance C**"). The Advance C is interest bearing at 14% per annum, unsecured and repayable after 12 months from the first drawdown date of the facility and the maturity date may be extended up to 28 February 2022. GYE has not repaid the Advance C together with interest accrued thereon in the aggregate amount of approximately US$34.9 million (equivalent to approximately HK$272.6 million) by the due date (i.e. 28 February 2022) and such amount became immediately payable. In the meantime, GYE also owed Alpha Era Investments Limited the same amount as of the date of this report and such amount remains outstanding. The Advance C has not yet been repaid by 28 February 2022 and as of 31 December 2022 and is interest bearing at 25% per annum with effect from 1 March 2022.

On 17 March 2023, the joint venture of the Company repaid certain outstanding shareholder's loans and interest accrued thereon due to Star Admiral in the aggregate amount of approximately US$114.8 million (equivalent to approximately HK$895.4 million) (the "**Repayment**"). The part of the Advances A, Advances B, Advances C, and interest accrued has been settled upon the Repayment.

Such Advances A, Advances B and Advance C to GYE in aggregate exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules. Pursuant to Rule 13.22 of the Listing Rules, a statement of financial position of the Company's affiliated company (as defined in the Listing Rules) with financial assistance from the Group and the Group's attributable interest in the affiliated company as at 31 December 2022 are presented as follows:

	Statement of financial position HK$'000	**The Group's attributable interest** HK$'000
Non-current assets	8,679,787	3,141,297
Current assets	875,259	297,982
Current liabilities	(7,592,650)	(2,799,645)
Non-current liabilities	(3,686,327)	(1,283,262)
Non-controlling interests	436,676	–
Net liabilities	(1,287,255)	(643,628)

BUSINESS REVIEW

"Group Financial Summary" on pages 3 to 4 and "Management Discussion and Analysis" on pages 7 to 30 form part of this Directors' report.

The environmental policies and performance, compliance with relevant laws and regulations and relationships with employees are also discussed under section headed "Environmental, Social and Governance Report" on pages 68 to 98.

BUSINESS REVIEW (Cont'd)

Principal risks and uncertainties facing the Company

The Group's business performance in the year under review was affected by the volatility and uncertainty of macro-economic conditions in the PRC, Hong Kong, Macau, Japan, Russia and the Philippines.

The Group's business is also exposed to credit, liquidity, interest rate, foreign currency and equity price risks. An analysis of the Group's financial risk management is provided in Note 42 to the consolidated financial statements.

Environmental policies and performance

The Group recognises its responsibility to protect the environment from its business activities. The Group continually seeks to identify and manage environmental impacts attributable to our operational activities in order to minimise these impacts if possible.

Compliance with the relevant laws and regulations

During the year ended 31 December 2022 and up to the date of this report, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on our business and operation.

Future development

"Review and Outlook" on pages 27 to 30 forms part of this Directors' report.

Key relationships with employees, customers and suppliers

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. During the year ended 31 December 2022, there was no material and significant dispute between the Group and its employees, customers and suppliers.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 14 June 2023 to 20 June 2023 (both days inclusive) for determining the identity of the shareholders who are entitled to attend and vote at the annual general meeting ("**AGM**"). No transfer of shares will be registered during this period. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on 13 June 2023.

PERMITTED INDEMNITY PROVISIONS

At no time during the financial year and up to the date of this report, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors of the Company or an associate.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the shareholders of the Company by reason of their holding of the Company's listed securities.

Directors' Report

EVENTS AFTER THE END OF THE REPORTING PERIOD

For the details of events after the reporting period, please refer to Note 45 to the consolidated financial statements.

AUDITORS

Deloitte Touche Tohmatsu ("**Deloitte**") was appointed as auditor of the Company on 16 January 2018. For details, please refer to the announcement of the Company dated 20 July 2017. Deloitte had retired as auditor of the Company upon expiration of its term of office at the annual general meeting of the Company on 31 July 2020. Crowe (HK) CPA Limited ("**Crowe**") was appointed as auditor of the Company to fill the vacancy arising from the retirement of Deloitte on 9 November 2020. For details, please refer to the announcements of the Company dated 19 June 2020 and 9 November 2020 and the circular of the Company dated 13 November 2020. Save as disclosed above, there was no change in auditor during the past three years.

The consolidated financial statements for the year ended 31 December 2022 have been audited by Crowe. A resolution will be submitted to the forthcoming AGM meeting of the Company to re-appoint Crowe as auditor of the Company.

On behalf of the Board

Lo Kai Bong
Director

30 March 2023

CORPORATE STRATEGY AND CULTURE

The principal activity of the Group is to develop and operate integrated resorts across Asia, including the Russian Federation, the Philippines and Vietnam and the operation of malls in the PRC. The mission of the Group is to entertain Asia with world-class integrated resorts. The vision of the Group is to be Asia's leading integrated resort operator and developer. We believe in the importance of partnerships between various stakeholders, the public and private sectors and between employees and the locals in the locations where the Group invested. We prioritise being a responsible corporate citizen in the locations where we have presence, focusing on contributing to the local economic and social growth, improving the lives of the local community, contributing to local tourism development, and operating integrated resorts in an environmentally sustainable manner. We believe that only through long-term sustainable partnerships with the local government and the local community, then we can achieve long terms sustainable financial returns for our stakeholders. The Group offers a comprehensive range of lifestyle, entertainment and non-gaming products and services to the local community at competitive prices in Asia. We strive to create an inclusive environment that supports the recruitment, retention, and advancement of all employees, intending to develop a diverse and skilled workforce in an inclusive workplace environment.

Given that the Group operates in a highly competitive and regulated environment, we are committed to maintaining high standards of ethical behaviour and complying with relevant laws and regulations. Our corporate strategy is focused on driving growth, optimising operational efficiency, and enhancing shareholder value.

Our governance culture is based on the principles of transparency, accountability, and integrity. The Group has implemented a comprehensive system of internal controls and risk management processes to ensure that we operate in a safe and sound manner. The Group also maintains an open and constructive dialogue with our stakeholders, including shareholders, customers, employees, and regulators, to ensure that we understand their needs and expectations.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance and ensuring integrity, transparency, and comprehensive disclosure, and have implemented policies and procedures that align with the requirements of the Stock Exchange. The Board is satisfied that the Company's purpose, values, and strategy align with its culture, which is instilled and continually reinforced throughout the organisation.

The Company has applied the principles and complied with the Corporate Governance Code ("**CG Code**") as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") during the year ended 31 December 2022 except the following deviations:

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive should be clearly established and set out in writing. Following the resignation of the former Chief Executive Officer, the Company has not appointed an individual to take up the vacancy of the Chief Executive Officer, and the roles and functions of the Chief Executive Officer have been performed by the executive Director(s).

CORPORATE GOVERNANCE PRACTICES (Cont'd)

Under code provision C.2 of the CG Code, there are certain roles and responsibilities to be carried out by the chairman of the Company. Due to the vacancy of the chairman of the Company following the resignation of Mr. Chau Cheok Wa as chairman, such roles are delegated to the executive Directors except the roles and responsibilities as stated in code provision C.2.7 of the CG Code until the appointment of Mr. Lo Kai Bong ("**Mr. Lo**") as chairman of the Company with effect from 31 August 2022.

Under code provision C.3.3 of the CG Code, the Company should have formal letters of appointment for Directors setting out the key terms and conditions of their appointment. The Company did not have formal letter of appointment for Mr. Lo as executive Director of the Company. However, Mr. Lo is subject to retirement by rotation at least once in every three years in accordance with the Company's articles of association.

Under code provision F.2.2 of the CG Code, the chairman of the Board should attend the annual general meeting of the Company and invite the chairman of the committees to attend. However, due to the vacancy of the chairman of the Company before the new chairman appointment on 31 August 2022, the chairman did not attend the annual general meeting held on 27 June 2022 and the extraordinary general meeting held on 15 August 2022. In addition, Mr. Tou Kin Chuen, the chairman of audit committee of the Company and an independent non-executive Director, did not attend the extraordinary general meeting held on 15 August 2022.

TARGETS AND COMMITMENTS

With a steadfast commitment to effective governance practices, the Board and senior management team have established a comprehensive corporate governance framework to meet the specific mandates in Hong Kong and Cayman Islands and our subsidiaries' or joint venture's locations in the Philippines, Russia, the PRC, and Vietnam. Specifically, save as disclosed above, we adhere to requirements outlined under the Listing Rules, the applicable rules and regulations of the Hong Kong laws, the Cayman Islands laws, the Philippines laws, the Russian laws, the PRC laws and the Vietnamese laws.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions of Directors and employees (the "**Securities Code**") no less exacting than the required standard as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in Appendix 10 to the Listing Rules. On specific enquiries made, all Directors have confirmed that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2022.

Employees who are likely to be in possession of unpublished price sensitive information of the Company are also subject to compliance with the Securities Code.

BOARD OF DIRECTORS

Prior to the resignations of Mr. Au Chung On John and Mr. Manuel Assis Da Silva as executive Directors on 30 November 2022, the Board comprises six Directors, of whom three are executive Directors, and three are independent non-executive Directors. The Board has in its composition a balance of skills and experience necessary for decision making and fulfilling its business needs. The participation of independent non-executive Directors in the Board brings independent judgement on issues relating to the Group's strategy, performance, conflicts of interest and management process to ensure that the interests of all shareholders of the Company have been duly considered.

The Board considers that all of the independent non-executive Directors are independent and has received from each of them the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Details of the biographies of the Directors are given under the section "Biographical Details of Directors and Senior Management" of this annual report.

Details of term of appointment of non-executive Directors are given under the section "Directors' Service Contracts and Rotation" in the Directors' Report.

The Board is responsible for the approval and monitoring of the Group's overall strategies and policies; approval of business plans; effectiveness of internal control and risk management systems; and oversight of management and corporate governance efforts. It is also responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs. The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group. The Board is elected by shareholders of the Company and provides oversight of and strategic guidance to senior management, including selecting the senior leadership team.

The Board delegates authority and responsibility for conducting the day-to-day operations of the Group to executive Director(s) and senior management of every business segment, while maintaining oversight of their performance reserving certain key matters for its approval. Decisions of the Board are communicated to the management through executive Directors who have attended Board meetings. The management is responsible for the execution of and accountability to the defined standards.

BOARD OF DIRECTORS (Cont'd)

The Company had arranged for appropriate liability insurance for the directors and officers of the Group for indemnifying their liabilities arising from corporate activities.

Directors	Board meeting Attended/Held	General meeting Attended/Held	Participation in continuous professional development
Executive Directors:			
Mr. Lo Kai Bong *(Chairman) (appointed as Chairman on 31 August 2022)*	13/14	0/2	✔
Mr. Au Chung On John *(resigned on 30 November 2022)*	10/14	2/2	✔
Mr. Manuel Assis Da Silva *(resigned on 30 November 2022)*	13/14	0/2	✔
Independent Non-Executive Directors:			
Mr. Tou Kin Chuen	14/14	1/2	✔
Dr. Wu Kam Fun Roderick	14/14	2/2	✔
Mr. Lo Wai Tung John	14/14	2/2	✔

Regular Board meetings are attended to by a majority of the Directors in person or through other electronic means of communication. Besides the regular Board meetings, special Board meetings are convened from time to time for the Board to discuss major matters that require the Board's timely attention. As some of the special Board meetings are concerned with the day-to-day management of the Company which often requires prompt decisions, usually only the executive Directors attend. During the year ended 31 December 2022, apart from holding Board meetings, the Board also passed resolutions in writing to approve certain matters.

All Directors have participated in appropriate continuous professional development and refreshed their knowledge and skills during the year. Such professional development was completed either by way of attending briefings, conferences, forums, courses and seminars and self-reading which are relevant to the business or directors duties.

ACCOUNTABILITY AND AUDIT

The Directors were responsible for overseeing the preparation of the consolidated financial statements for the year ended 31 December 2022. The Directors' responsibilities in the preparation of the consolidated financial statements and the auditor's responsibilities are set out in the Independent Auditor's Report. Saved as disclosed in the Independent Auditor's Report under the heading "Material uncertainty relating to going concern" and extracted as below, the Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern as at 31 December 2022.

Material uncertainty relating to going concern

We draw attention to Note 2 to the consolidated financial statements, as at 31 December 2022, the Group had outstanding liabilities including bond payables, which were reclassified from convertible bonds upon maturity, in the unpaid principal amounts of approximately HK$226,442,000 and HK$402,000,000 due on 28 August 2022 and 7 December 2022 respectively. The sufficiency of the Group's working capital to satisfy its present obligations for at least the next twelve months from 31 December 2022 is dependent on the Group's ability to generate adequate funds by obtaining financing, through successful extension or renewal of the outstanding bond payables or disposal of non-core assets. These conditions indicate that a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

GOVERNANCE FUNCTIONS

The Board has undertaken the responsibility for performing the corporate governance duties of the Company including:

(i) to develop and review the Company's policies and practices on corporate governance;

(ii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; and

(iii) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the effectiveness of the Group's risk management and internal control systems. The systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and is used as a management tool for the day-to-day operation of business. The systems can only provide reasonable but not absolute assurance against material misstatement or loss. Procedures have been designed for safeguarding assets against unauthorised use or disposition, ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance of applicable laws, rules and regulations.

The Group has engaged external professional consultants to conduct an internal audit of the Group. It performs risk-based audits to review the effectiveness of the Group's internal control systems and reports to the Board with its findings and makes recommendations annually. The Group promotes amongst its employees' cautious handling and dissemination of inside information. The Group will also review its internal control mechanism including information flow and reporting processes, confidentiality arrangements, disclosure procedures and staff training arrangements, etc.. During the year, the Group has conducted a review of the effectiveness of the implemented system and procedures, including areas covering financial, operational, compliance and risk management functions and a review to ensure the adequacy of resources, staff qualifications and experience, training programmes and budgets of the accounting, internal audit and financial reporting functions. The Company considers the risk management and internal control systems effective and adequate.

In addition, the Group established a risk management committee (the "**Risk Management Committee**") to develop and review risk management system and practice of the Group, and monitor the anti-money laundering (the "**AML**") compliance and business affairs on casino operations and other gambling related business units of the Company, its subsidiaries and affiliates. The Risk Management Committee acts as an oversight committee on AML compliance matters and overall risk management of the Group.

Two Risk Management Committee meetings were held during the year ended 31 December 2022. Members of the Risk Management Committee and the attendance of each member are set out below:

Risk Management Committee members	**Attended/Held**
Mr. Lo Kai Bong *(chairman)* *(appointed as chairman on 31 August 2022)*	2/2
Mr. Manuel Assis Da Silva *(Chairman)* *(resigned on 30 November 2022)*	2/2
Mr. Au Chung On John *(resigned on 30 November 2022)*	1/2
Mr. Tou Kin Chuen	2/2
Dr. Wu Kam Fun Roderick	2/2
Mr. Lo Wai Tung John	2/2

RISK MANAGEMENT AND INTERNAL CONTROL (Cont'd)

The summary of work of the Risk Management Committee during the financial year: reviewed the AML compliance reports in relation to the casino operations of a joint venture of the Company; reviewed and made recommendations with respect to the appointment of the internal control adviser; and reviewed the internal control review report on the design, implementation and operating effectiveness of AML internal control policies and operation procedures in relation to casino operations of the Company and its joint venture.

During the year, the Group engaged an independent advisory firm as the Group's internal control adviser to perform a review and assessment on the design, implementation and operating effectiveness of the AML internal control policies and operation procedures in relation to casino operations and AML corporate governance of the Company's joint venture.

CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

The Chairman's responsibility is to oversee the functioning of the Board and the strategies and policies of the Group. Following the resignation of the former Chairman in December 2021, Mr. Lo was appointed as the Chairman with effect from 31 August 2022.

The Chief Executive Officer's responsibility is to monitor the daily operation and management of the Company. Following the resignation of the former Chief Executive Officer, the Company has not appointed an individual to take up the vacancy of the Chief Executive Officer, and the roles and functions of the Chief Executive Officer have been performed by the executive Director(s). The Company is in the process of identifying a suitable candidate to assume the role as Chief Executive Officer and further announcement in this regard will be made as and when appropriate.

PROFESSIONAL DEVELOPMENT

Every newly appointed Director will be given an induction training so as to ensure that he/she has appropriate understanding of the Group's business and of his/her duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

The Company also provides regular updates on the business development of the Group. The Directors are regularly briefed on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, the Company has been encouraging the Directors to enrol in professional development courses and seminars relating to the Listing Rules, Hong Kong Companies Ordinance and corporate governance practices organised by professional bodies or chambers in Hong Kong. All directors are requested to provide the Company with their respective training records pursuant to the CG Code.

COMPANY SECRETARY

The company secretary of the Company is Mr. Chiu King Yan ("**Mr. Chiu**"), a member of HKICPA and a fellow member of the Association of Chartered Certified Accountant in the United Kingdom. The company secretary assists the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. Mr. Chiu has taken not less than 15 hours of relevant professional training during the year ended 31 December 2022.

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "**Remuneration Committee**") is responsible for ensuring that the Company has formal and transparent procedures for developing and overseeing its policies on the remuneration of the Directors and senior management. The committee's authorities and duties are set out in written terms of reference.

One Remuneration Committee meeting was held during the year ended 31 December 2022 for reviewing the remuneration of Directors. Members of the Remuneration Committee and the attendance of each member are set out below:

Remuneration Committee members	Attended/Held
Mr. Lo Wai Tung John *(chairman)*	1/1
Mr. Tou Kin Chuen	1/1
Dr. Wu Kam Fun Roderick	1/1

The terms of reference of the Remuneration Committee are posted on the Company's website. The principal functions include:

(i) to make recommendations on the Company's policies and structure for all the remuneration of Directors;

(ii) to propose the specific remuneration packages of the executive Directors, and to make recommendations on the remuneration of the non-executive Directors for the Board's approval; and

(iii) to review and propose remuneration for executive Directors by reference to corporate goals and objectives resolved by the Board from time to time.

The summary of work of the Remuneration Committee during the financial year: reviewed the Company's policy and structure for all the remuneration of Directors with reference to the Company's corporate goals, prevailing market rate and duties and responsibilities with the Company, and made recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

NOMINATION COMMITTEE

The nomination committee of the Company (the "**Nomination Committee**") is responsible to make recommendation to the Board on the appointment of Directors and the management of the Board's succession. The Nomination Committee's authorities and duties are set out in written terms of reference.

Two Nomination Committee meetings were held during the year ended 31 December 2022 for assessing the independence of the independent non-executive Directors; considering the re-election of Directors; reviewing the composition of the Board. Members of the Nomination Committee and the attendance of each member are set out below:

Nomination Committee members	Attended/Held
Dr. Wu Kam Fun Roderick *(chairman)*	2/2
Mr. Tou Kin Chuen	2/2
Mr. Lo Wai Tung John	2/2

The terms of reference of the Nomination Committee are posted on the Company's website. The principal functions include:

(i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;

(ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;

(iii) to assess the independence of independent non-executive Directors;

(iv) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer; and

(v) to review and monitor the training and continuous professional development of Directors and senior management.

The Nomination Committee and the Board are committed to reviewing and assessing the Directors' independence annually in order to ensure that independent views and input of the independent non-executive Directors are made available to the Board. Factors taken into account in such independence review include, and are not limited to, the following:

(i) required character, integrity, perspectives, skills, expertise and experience to fulfill their roles;

(ii) time commitment and attention to the Company's affairs;

(iii) firm commitment to their independent roles and to the Board;

(iv) declaration of conflicts of interest (if any) in their roles as independent non-executive Directors;

NOMINATION COMMITTEE (Cont'd)

(v) no involvement in the daily management of the Company nor in any relationship or circumstances which would affect the exercise of their independent judgement; and

(vi) further reappointment of an independent non-executive Director (including any long-serving independent non-executive Director, where applicable) is subject to a separate resolution to be approved by the shareholders.

The summary of work of the Nomination Committee during the financial year: reviewed and evaluated the structure, size and composition (including the skills, knowledge and experience) of the Board to complement the Company's corporate strategy, assessed independence of the independent non-executive Directors, reviewed and recommended the appointment of the Chairman and reviewed, and recommended the re-appointment of the retiring Directors at the general meetings of the Company.

BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy ("**Board Diversity Policy**") which sets out the approach to achieving diversity on the Board. The Company recognises that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors and measurable objectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimum composition of the Board. For the year ended 31 December 2022, the Company has achieved the following measurable objectives that the Board has set for implementing the Board Diversity Policy:

(i) To ensure at least one member of the Board shall have obtained accounting or other professional qualification;

(ii) To ensure at least 50% of the members of the Board shall have attained bachelor's degree or higher level of education; and

(iii) To ensure at least one member of the Board was or currently is director of listed companies (including Hong Kong and other regions) other than the Company.

While the Board is currently a single gender board, the Board believes that gender diversity is a representing manifestation of board diversity. Under the Board Diversity Policy, the Company sets the target of appointing at least one director of different gender at any given time, in order to achieve a female representation in the Board.

The Nomination Committee will discuss and review the measurable objectives for implementing the Board Diversity Policy from time to time. The Nomination Committee will also review the Board Diversity Policy, as appropriate, to ensure its effectiveness from time to time.

In terms of gender diversity in the workforce, as at 31 December 2022, the male-to-female ratio in the workforce (including senior management) of the Group was approximately 1: 1.12, which is regarded by the Board as satisfactory and in line with the industry which the Group operates its businesses in.

BOARD DIVERSITY POLICY (Cont'd)

The Company will continue to take gender diversity into consideration during recruitment and increase the female proportion at all levels over time, such that there is a pipeline of female senior management and potential successors to the Board in the future. The Board will periodically monitor the gender composition of the workforce and set targets if and as needed.

AUDIT COMMITTEE

The Audit Committee is mainly responsible for considering all relationships between the Company and the external auditor (including the provision of non-audit services), monitoring the integrity of the Company's financial statements and issues arising from the audit, and reviewing the Group's risk management and internal control systems.

Three Audit Committee meetings were held during the year ended 31 December 2022. Each Audit Committee meeting has been supplied with necessary financial information of the Group for members to consider, review and access significant issues arising from the work conducted. Attendance of each member is set out below:

Audit Committee members	Attended/Held
Mr. Tou Kin Chuen *(chairman)*	3/3
Dr. Wu Kam Fun Roderick	3/3
Mr. Lo Wai Tung John	3/3

The terms of reference of the Audit Committee are posted on the Company's website. The principal functions include:

(i) to make recommendations with respect to the appointment, reappointment and removal of the Company's external auditor, and to evaluate their independence, objectivity and effectiveness of the audit process;

(ii) to review and monitor the interim and annual financial statements, reports and accounts of the Company, and to review significant and judgemental financial reporting issues contained therein;

(iii) to review the Company's financial controls, risk management and internal control systems; and

(iv) to discuss with the management the risk management and internal control systems, and to ensure that the management has discharged its duties and responsibilities in implementing an effective internal control system.

The summary of work of the Audit Committee during the financial year: reviewed the financial statements for the year ended 31 December 2021 and for the period from 1 January 2022 to 30 June 2022, reviewed and discussed the Company's financial controls, risk management and internal control systems, and made recommendations with respect to the appointment and reappointment of the Company's external auditor, and evaluated the independence and objectivity of the Company's external auditor.

AUDIT COMMITTEE (Cont'd)

The Group's 2022 interim and annual reports have been reviewed by the Audit Committee, which was of the opinion that such reports were prepared in accordance with the applicable accounting standards and requirements. For the 2022 annual report, the Audit Committee met with the external auditor to discuss auditing, internal control, statutory compliance and financial reporting matters before recommending it to the Board for approval. The Audit Committee also monitored the Company's progress in implementing the code provisions on the CG Code as required under the Listing Rules.

AUDITORS' REMUNERATION

During the year ended 31 December 2022, the fees paid/payable to auditors in respect of audit services and non-audit services provided by the auditors to the Group were as follows:

Nature of services	**2022** **HK$'000**	2021 HK$'000
Audit services		
– Current year	**7,680**	9,569
Non-Audit services		
(mainly for advisory and other reporting review services)	**2,793**	3,554
	10,473	13,123

DIVIDEND POLICY

Pursuant to code provision F.1.1 of the CG Code, the Company has adopted a dividend policy ("**Dividend Policy**"). This Dividend Policy aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its profits, realised or unrealised, or from any reserve set aside from profits which the Board determine is no longer needed, as dividends to the shareholders of the Company.

In deciding whether to propose or declare a dividend and in determining the dividend amount and means of payments, the Board shall take into account, among others: (i) general business conditions and other internal or external factors that may have an impact on the business of the Company; (ii) the financial performance and position of the Group; (iii) the liquidity position of the Group; (iv) the capital and debt level of the Group; (v) the expected capital requirements and future expansion plans of the Group; (vi) statutory and regulatory restrictions; (vii) contractual restrictions on the payment of dividends by the Group to the shareholders or by the subsidiaries of the Company to the Company; and (viii) other factors the Board may deem relevant.

SHAREHOLDER RIGHTS

Pursuant to article 58 of the Articles of the Company, extraordinary general meetings (the "**EGM**") of the Company shall be convened on the requisition of any one or more shareholder(s) (the "**Requisitionist(s)**") holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company.

SHAREHOLDER RIGHTS (Cont'd)

The Requisitionist(s) shall have the right, by written requisition to the Board or the company secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and the EGM shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the Requisitionist(s) may do so in the same manner, and shall be entitled to reimbursement of all reasonable expenses incurred by the Requisitionist(s).

Specific enquiries by shareholders requiring the Board's attention can be sent in writing to the Board or the company secretary of the Company at the Company's principal place of business in Hong Kong.

Notice of general meeting is sent by mail to the registered shareholders of the Company. Agenda and resolutions are set out in the notice of general meeting. A proxy form for use at a general meeting is enclosed with the notice. Shareholders who do not intend or are unable to be present at the meeting should fill out the form and return the same to the Hong Kong branch share registrar and transfer office of the Company, so as to appoint a representative, another shareholder or the chairman of the meeting as their proxy.

SHAREHOLDERS' COMMUNICATION POLICY

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognises the importance of transparency and timely disclosure of corporate information which enables shareholders and investors to make a properly informed investment decision.

The Company continues to enhance communications and relationships with its investors. Enquiries from investors are dealt with in an informative and timely manner. Investors may write directly to the Company at its principal place of business in Hong Kong for any inquiries.

As part of the shareholders' communication policy of the Company, a number of means, as set out below, are used for the shareholders to communicate with the Company their views on matters that affect the Company, and for the Company to solicit and understand the views of the shareholders and the investing public. The Company maintains a website at www.letgroupholdings.com, where extensive information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are available for public access. Corporate communications such as annual reports, interim reports, circulars, announcements and notices will be despatched to shareholders in compliance with the Listing Rules and the same will also be published on the website of the Company and that of the Stock Exchange.

In addition, the Company maintains contact with its shareholders through AGMs or EGMs, and encourages shareholders to attend those meetings as a forum for shareholders to make comments and exchange views with the Directors and senior management.

The Board has conducted an annual review of the implementation and effectiveness of the shareholders' communication policy of the Company, and concluded that the policy was implemented effectively to provide shareholders and investing public with easy and timely access to the latest development of the Group during the year.

CONSTITUTIONAL DOCUMENTS

The Board confirmed that, during the year, there were no significant changes made to the Articles affecting its operations and reporting practices.

Environmental, Social and Governance Report

ABOUT THIS REPORT

This report highlights LET Group Holdings Limited (the "**Company**") and its key operations' (collectively referred to as "**the Group**") Environmental, Social, and Governance ("**ESG**") performance, for the purpose of assisting all stakeholders in understanding the Group's ESG concepts and practices in achieving sustainable development for the future. The report complies with the disclosure requirements set out in the ESG Reporting Guide as described in Appendix 27 to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Reporting Boundary

The ESG report covers the Group's overall performance in two subject areas, namely, environmental and social, of its key business operations as listed below, for the period from 1 January 2022 to 31 December 2022 (the "**Reporting Period**"), unless otherwise stated.

The key business operations that this report covers include [Note 1]:

i. management and operation of malls in the PRC ("**Dongyang Xinguang**");

ii. development and operation of an integrated resort in the Philippines;

iii. investment in an integrated resort in Vietnam ("**HOIANA**") [Note 2];

iv. operation of an integrated resort Tigre de Cristal in the Russian Federation [Note 3]; and

v. the headquarter in Hong Kong.

Reporting Principles

The preparation of the ESG report has applied the following principles:

Materiality – materiality assessments have been carried out to identify material environmental and social issues that have major impacts on investors and other stakeholders, the significant stakeholders, process, and results of the engagement of which are presented in the section "Stakeholder Communication" in the report.

Quantitative – key performance indicators ("**KPIs**") have been established and are measurable and applicable to make valid comparisons under appropriate conditions; information on the standards, methodologies, assumptions, and/or calculation tools used, and sources of conversion factors used, have been disclosed when applicable.

Note 1: The businesses of property development in Japan, travel related products and services in Macau and hotel and integrated resort general consultancy service in Vietnam are not included in this report given that no operations were performed/operations were discontinued in the Reporting Period.

Note 2: The Group indirectly owns approximately 34% equity interest in HOIANA through a joint venture of the Group, the revenue of which was not recognised as revenue in the consolidated financial statements of the Group.

Note 3: The Group holds approximately 69.66% equity interest in Summit Ascent Holdings Limited, which holds 77.5% controlling interest of Tigre de Cristal.

Consistency – consistent statistical methodologies and presentation of KPIs have been used to allow meaningful comparisons of related data over time.

Balance – all available information has been reported impartially with concrete figures and supporting documentation; no selections, omission, or presentation formats that may inappropriately influence a decision or judgement by the report reader have been made throughout the whole reporting process.

ESG COMMITMENT

Being part of the property-related and tourism-related industries implies that the Group's operations could impose effects on a wide variety of people, the environment in adjacent areas, and their habitats. With due consideration, the Group is committed to putting emphasis especially on employees' benefits and their health and safety, the use of natural resources, attention to people living in nearby communities, as well as supply chain management on such aspects.

Such commitment is enacted by closely following and strictly complying with all relevant laws, regulations, and policies across different jurisdictions. It is also expected that a series of more detailed policies and target sets regarding such issues will be developed for better monitoring and measurement of the Group's ESG performance. The board of directors of the Group (the "**Board**") will continue to explore ways to further strengthen the ESG governance of the Group.

Statement from the Board

As a leading conglomerate that operates across various sectors, the Board is fully aware of the sustainability and ESG issues associated with the Group. It is of paramount importance that the Group strikes a balance between protecting the environment and creating social values while achieving commercial returns and maintaining profitability. When such issues are properly addressed, the Group's social responsibility can be demonstrated and bring greater value to its shareholders. The Board is committed to taking overall responsibility for the Group's ESG strategy and reporting. For this purpose, ESG risk has been incorporated in part of the Group's risk management agenda, and relevant internal control systems have been put in place.

Governance Structure

The Board takes an overall lead in managing the Group's ESG policies and initiatives, providing directions and supervising their implementation and performance. Together with the risk management committee of the Company, they oversee any risk exposures that have not been identified and addressed.

The Board has delegated management of the Group to be responsible for coordinating the implementation of the Group's environment, employment and labour practices, operating practices, service quality assurance, and community investment policies.

Management regularly monitors and reviews communications with internal and external stakeholders to continuously improve its ESG management approach and strategy. Professionals and legal advisors are also consulted for any relevant and challenging issues, to ensure that all topics are covered and understood. When material issues are found, they are evaluated and assessed. The Board would also be informed of such assessments such that they have an overview of what the significant topics are and what progress is made against ESG-related goals and targets. Topics that are considered high-risk take priority when measures are being developed.

A transparent approach is taken when developing policies and undertaking evaluations to ensure that all decisions made are sustainable, effective, and practical. Communication with stakeholders is also maintained to keep constructive advice and stakeholder-oriented measures present.

Key Highlights of our ESG Policies

The Group adheres to the following principles when carrying out its daily operations:

- Strictly follow all applicable laws and regulations under the legal framework of the corresponding jurisdiction
- Firmly withdraw from taking any actions or using any products which may harm the environment
- Actively communicate with employees and care for their basic rights, health and safety, and personal developmental needs
- Demonstrate as a corporate with high moral standards that are kind to the natural environment
- Promote environmental protection awareness throughout all levels of its operations and to its clients
- Cooperate and support measures aimed at community improvement as required by relevant regulatory bodies or authorities

Memberships and Awards

The Group's management and operation of malls segment is a member of certain bodies that function to establish communications within local communities, share safety and hazard-related information, and update industrial knowledge.

It has also received several certifications and awards honouring it for improving the safety of neighbourhoods, as well as of its workplace, and being a sponsor of supporting events for the disadvantaged.

HOIANA has been accredited with LEED (Leadership in Energy and Environmental Design) and GEO (Green Energy Office) for its sustainable building design. In the Reporting Period, its golf course received various awards for recognition of the beautiful landscape and all-round service provided. In the upcoming year, it aims to obtain more certifications as a recognition for its efforts in promoting quality management system, food and beverage management, as well as to push forward and operate to the Global Sustainable Tourism Council in Vietnam.

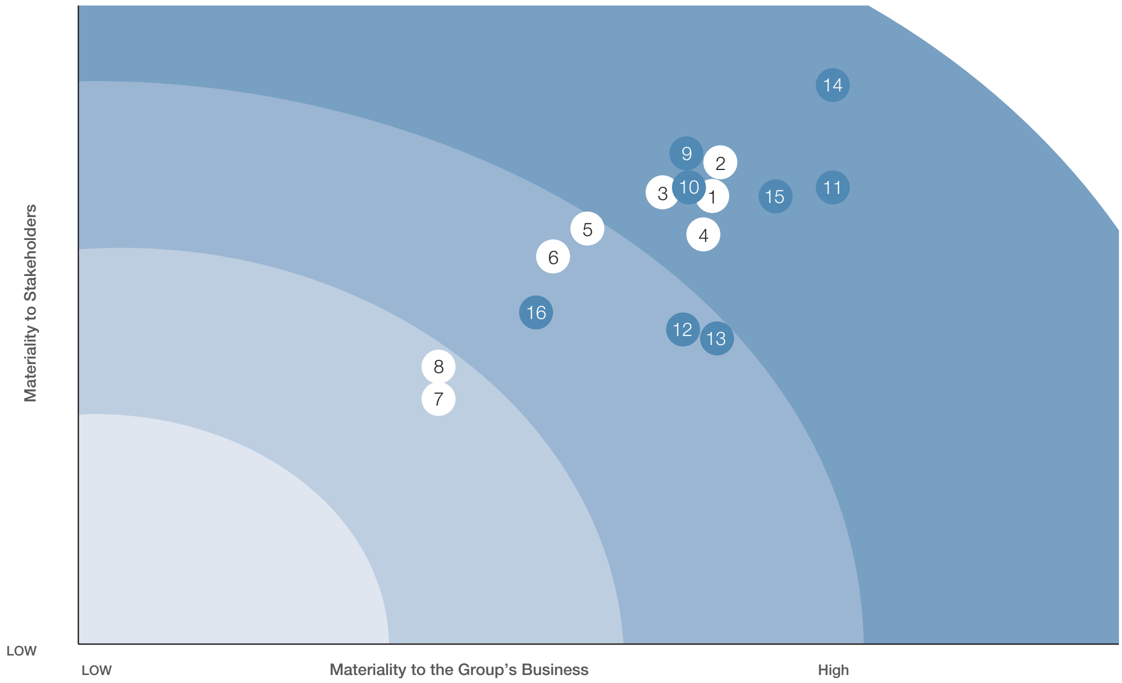
Stakeholder Communication

Considering the wide range of businesses that the Group engages in, the Group closely communicates with its stakeholders through various channels to understand their concerns and expectations and identify significant issues which may pose risks to the business operations. To achieve so, the Company has set out the full spectrum of stakeholders by consulting various departments within the Group and leveraged on the on-going communication channels and day-to-day interactions to engage these stakeholders.

Stakeholders	Areas of ESG concern	Means of engagement
Stock Exchange	• Compliance with the Listing Rules; and • Timely and accurate announcement.	• Financial reports and announcements; • Meetings; and • Training and seminars.
Government and regulatory authorities	• Operational compliance; • Tax payment as legally required; and • Disclosure of information and submission of materials.	• Announcements; and • Company website.
Investors	• Business strategies and performances; • Effective corporate governance; • Sustainable profitability; and • Investment returns.	• General meetings; and • Financial reports and announcements.
Media and Public	• Corporate governance; • Environmental protection; and • Uphold human rights standards.	• Announcements; and • Press conference.
Suppliers	• Payment schedule; • Demand stability; • Operational compliance; and • Quality services and products.	• Site visits; • Meetings; and • Conference calls and interviews.
Customers	• Quality services and products; • Product safety; • Commercial credibility; • Intellectual property rights and protection; and • Operational compliance.	• Visits; • Meetings; and • Customers' enquiries handling mechanism.
Employees	• Rights and benefits of employees; • Training and development; • Working environment and occupational safety; and • Equal opportunities.	• Regular meetings; • Employee training; • Annual appraisal; and • Opinion box.
Community	• Community development; • Employment opportunities; • Environmental protection; and • Social welfare.	• Community service activities; • Media enquiry; and • Press releases and announcements.

Environmental, Social and Governance Report

During the Reporting Period, the Group has specifically engaged with members of the Board, senior management, employees, shareholders, clients, customers, tenants, and external consultants to gain further insights on material aspects and challenges via annual general meeting, company's website, press release, staff meetings, satisfaction surveys and daily contacts. Upon communication with various stakeholders, the Group has identified, prioritised, and addressed issues that have certain materiality to stakeholders. The identified ESG issues are set out below:



Environmental Matters		Social And Governance Matters	
1	Air Emissions	9	Employment
2	Greenhouse Gas Emissions	10	Health and Safety
3	Hazardous Waste	11	Development and Training
4	Non-hazardous Waste	12	Labour Standards
5	Energy Use	13	Supply Chain Management
6	Use of Water Resources	14	Product Responsibility
7	Environment & Natural Resources	15	Anti-corruption
8	Climate Change	16	Social Responsibility

According to the above matrix and our further interpretation on the Group's business, the most material topics to stakeholders are:

1. Product Responsibility

2. Development and Training

3. Anti-corruption

4. Greenhouse Gas Emissions

5. Air Emissions

While the Group has always been attentive to such topics, it is determined that it will place more resources in addressing any flaws in the system to fulfil its stakeholders' expectations.

Stakeholders' Feedback

The Group welcomes stakeholders' feedback on its ESG approach and performance. Any stakeholder is welcome to give suggestions or share views with the Group via email at ir@letgroupholdings.com.

OUR ENVIRONMENT

The Group attaches great importance to the environment when carrying out its business activities and understands its role in fighting climate change. It complies with all applicable laws and regulations concerning the environment. The Group hopes to see an improving trend in its environmental performance in the future. To facilitate that, employees of all levels and departments are encouraged to keep environmental protection a key consideration when making business decisions. Different programmes and trainings would be put in place such that the overall environmental protection awareness of the Group would increase to realise the targets.

Climate Change

The Group acknowledges that it has a role in limiting climate change, and that climate change may impose an impact in limiting the Group's operations. To better identify and address the risks involved, the Group is committed to looking at climate change issues together with other ESG issues. This means the Board will take lead to investigate on climate-change related matters, which will be supported by management. When material aspects are identified, policies shall be formulated to address them.

Risk type	Risks	Potential financial impact	Short (current Reporting Period)	Medium (1–3 years)	Long (4–10 years)	Mitigation strategy
Physical Risks	• Event-driven extreme weather conditions such as flooding due to sea level rise, snowstorms, super hurricane • Sustained elevated temperature	• Disrupt supply chains and interrupt business activities and result in reduced revenue • Damage to the Group's assets, particularly integrated resorts	✓	✓		• Establish adverse weather condition policy • Adopt energy conservation measures
Transition Risks	• Changes in environmental-related laws and regulations • Shift in customers' preference to company that incorporate sustainability concept	• Result in higher operating costs to adopt new practices • Decrease in demand of services and revenue		✓	✓	• Implement energy conservation measures • Take sustainability and environmental issues into consideration for decision making

That being said, the Group remains hopeful knowing that it can bring positive impacts to the environment. Understanding its more significant environmental effects as the emissions of air pollutants and greenhouse gases from the consumption of purchased electricity and fuel, and the generation of certain waste from daily operations, guiding policies have been established to improve the Group's environmental performance.

During the Reporting Period, the Group did not note any cases of material non-compliance relating to air and greenhouse gas emissions, discharge into water and land, and the generation of hazardous and non-hazardous waste.

Emissions

Air pollutants and greenhouse gas ("**GHG**") emissions are significant factors to address in combating climate change. To reduce emissions, only high-quality fuel is used within the Group's fleet. Where appropriate, the Group uses electric buggies to reduce emissions. The Group also tends to choose suppliers that are closely located to its operations, so that emissions caused by transport between the suppliers and the operation can be minimised. For other reduction measures and policies related to the Group's energy consumption of purchased electricity and fuel, please refer to the corresponding sections headed" Energy" and "Environment and Natural Resources".

Air Emissions

During the Reporting Period, the Group generated 65.36 kg of sulphur oxides (SOx), 18,162.00 kg of nitrogen oxides (NOx), and 488.28 kg of particulate matter (PM). 231,808.63 tonnes of carbon dioxide equivalent (tCO_2e), which include carbon dioxide, methane, nitrous oxide, and hydrofluorocarbons, was also emitted. The intensity was 0.63 tCO_2e/m^2 of total area, or 77.30 tCO_2e/employee. The Group will make continuous effort in working towards the target of maintaining or reducing the GHG emission intensity per floor area and employee between 90% to 110% of the level of baseline year ended 31 December 2022 in the next reporting period.

Greenhouse Gas Emissions

Scope of GHG emissions	Unit	GHG emission	Total GHG emission (in %)
Scope 1 – Energy direct emissions Note 1			
Combustion of fuels in stationary sources	tCO_2e	188,831.92	82
– Natural gas		49.70	
– Liquefied Petroleum Gas ("LPG")		188,263.75	
– Diesel		463.73	
– Gasoline		54.74	
Combustion of fuels in mobile sources	tCO_2e		
– Petrol & Diesel		1,347.51	
Release of refrigerants from the operation of equipment and systems	tCO_2e	17.25	
Assimilation of CO_2 through tree planting	tCO_2e	(1.82)	

Note 1: Emission factors were made reference to Appendix 27 to the Listing Rules and their referred documentation as set out by the Stock Exchange, unless stated otherwise.

Scope of GHG emissions	Unit	GHG emission	Total GHG Emission (in %)
Scope 2 – Energy indirect emissions Note 1			
Purchased Electricity	tCO_2e	41,613.77	18
Total GHG Emission	tCO_2e	231,808.63	100
GHG Emission Intensity Note 2	tCO_2e/m^2 of total area	0.63	
GHG Emission Intensity Note 3	tCO_2e/employee	77.30	

Waste

The Group has a range of policies in place to reduce its operations' waste generation. For example, electronic administration and documentation is encouraged and cloud-based working environment are developed to reduce the need for printing; when printing is inevitable, duplex printing and reuse of single-sided printed paper is preferred, the usage of which could be traceable such that sources of heavy printing can be identified and controlled. In washrooms where the operations have control over, hand dryers are provided as an alternative to tissue paper.

To properly handle and treat waste, recycling bins are placed with simple instructions when appropriate for recycling, printer toner cartridges, ink boxes, and batteries are gathered to be sent to qualified collectors, who would treat them without causing harm to the environment. Where appropriate, the Group also wishes that it can compost food waste and organic waste at operating sites, such that it can turn them into useful nutrients for landscaping, lessening stress on the landfills.

At larger operations, such as HOIANA and Tigre de Cristal, the Group has set a long-term goal of halving the amount of waste sent to landfills. The Group is committed to moving towards a more circular model, cooperating with suppliers to reduce waste generation at source, and making use of its waste segregation facilities to extract reusable waste and stream them to recyclers and relevant processors. The local community is being involved in managing and operating the segregation centre, such that waste reduction efforts can become more large-scale while providing job opportunities. Waste awareness programmes for employees and integration of such elements into standard operational procedures are introduced to facilitate such plans.

Note 1: Combined margin emission factor of purchased electricity of 0.5703 tCO_2e/MWh was used for the National Grid of the PRC, 0.9130 tCO_2e/MWh was used for Vietnam and 0.3102 tCO_2e/MWh was used for the Russian Federation.

Note 2: The total floor area during the Reporting Period was 368,746.20 m^2.

Note 3: The total number of employees of the Group as of 31 December 2022 was 2,999.

During the Reporting Period, the Group generated 3.83 tonnes of hazardous waste and 3,953.02 tonnes of non-hazardous waste. Stringent precaution has been introduced in the Group's operation to prevent the spread of the pandemic of COVID-19. In light of the current relieving situation of the pandemic, the Group foresees a decreasing amount of hazardous waste with regard to a lower amount of medical waste generated. The Group will make continuous effort in working towards the target of maintaining or reducing the waste generation intensity per floor area and employee between 90% to 110% of the level of baseline year ended 31 December 2022 in the next reporting period.

Waste generated		Amount	Treatment method
Hazardous waste	Printing cartridges & lighting, accumulators etc	3.83 tonnes	Collected and treated by qualified handler
Hazardous waste intensity		0.000010 tonnes/m^2	
Hazardous waste intensity		0.0013 tonnes/ employee	
Non-hazardous waste	Domestic waste Organic waste Waste cooking oil Others	3,953.02 tonnes	Either landfilled, or collected and treated by qualified handler (will be used for gardening in the future)
Non-hazardous waste intensity		0.01 tonnes/m^2	
Non-hazardous waste intensity		1.32 tonnes/ employee	

Energy

Energy conservation and reduction of energy waste is always instrumental to members of the Group. To minimise emissions from electricity consumption, the Group has a range of energy conservation measures to ensure efficient energy use. Practices such as arranging regular maintenance for electrical appliances, installing LED lights when a replacement is necessary, switching off idle appliances, and setting timers for heating and cooling systems, have been adopted to maximise electricity efficiency. When applicable, motion sensor elevators are used so that less power is consumed when no one is using the facility; energy saving control systems, where air conditioning or lighting supply are adjusted under different situations, are also in place. To reduce fuel consumption, only environmentally friendly vehicles are purchased, and route plans that cover more destinations are developed to reduce vehicles use. The Group has installed solar panels at HOIANA to make use of renewable solar energy and reduce its reliance on purchased electricity. As of the end of the Reporting Period, the rooftops of various buildings in the resort village contain some 2,000 solar PV modules, supplying a portion of the power necessary for the operation.

The Group will continue to explore possibilities of reducing purchased energy use, including installing and powering solar panels and adopting more efficient heat recovery systems, where possible.

During the Reporting Period, a total of 931,224,832.86 kWh of energy was consumed by the Group. The intensity was 2,525.38 kWh/m^2 of total area, or 310,511.78 kWh/employee. The Group will make continuous effort in working towards the target of maintaining or reducing the energy consumption intensity per floor area and employee between 90% to 110% of the level of baseline year ended 31 December 2022 in the next reporting period.

Energy used	Unit	Consumption in kWh
LPG	kWh	868,051,495.95
Diesel (mobile & stationery)	kWh	5,663,692.87
Petrol (mobile)	kWh	1,496,312.22
Gasoline (stationery)	kWh	232,032.13
Natural gas	kWh	245,381.69
Electricity	kWh	55,535,918.00
Total energy consumption		931,224,832.86
Total energy consumption intensity	kWh/m^2	2,525.38
Total energy consumption intensity	kWh/employee	310,511.78

Water

Aside from consuming water for daily use, the Group also consumes water for its swimming pool facilities, kitchen, and amenities, in its integrated resort operations. While water supply was stable and there was no issue in sourcing water that is fit for purpose, the Group acknowledges it as an important and scarce resource of the planet that shall be reserved. Hence, water consumption is strictly monitored. Employees are reminded to efficiently use fresh water. When any unnecessary usage is identified, measures would be implemented for improvement. Most water used by the Group is sent to centralised sewage treatment centres managed either by the government or other third parties, whereas the rest treats its own water before discharging. The integrated resort in Vietnam reuses grey water for flushing and uses water from a dedicated custom-built reservoir for landscape irrigation to reduce fresh water consumption. The grey water plant within the resort has a capacity of treating 434 m^3 of grey water per day. There shall not be any environmental pollution caused by the Group's water consumption that cause serious concern.

During the Reporting Period, the shopping malls in the PRC, HOIANA and Tigre de Cristal consumed 345,869.00 m^3 of fresh water, with an intensity of 0.94 m^3/m^2 of total area, or 115.33 m^3/employee. The rest are excluded either because there was no information on such consumption or there was no consumption during the Reporting Period. The Group will make continuous effort in working towards the target of maintaining or reducing the water consumption intensity per floor area and employee between 90% to 110% of the level of baseline year ended 31 December 2022 in the next reporting period.

Environment and Natural Resources

Efficient management of environmental and natural resources reduces operational costs and benefits society as a whole. Even though the Group's operations do not generate significant impact to the environment, nor involve direct use of natural resources, it acknowledges the indirect environmental impact caused by its businesses.

To minimise its impact on the environment, it prioritises the use of cleaning agents that are biodegradable and phosphate free when possible. It also sources supplies from local areas, and adopts a circular economy if possible, for sustainability. All of these initiatives are addressed through a unified sustainability charter.

The Group continues to review the environmental impact of its operations and makes use of best practices across its business operations. It is also developing monitoring systems over resource consumption, to identify and implement better performance strategies to enhance environmental sustainability through good environmental practices. The Group actively seeks opportunities to contribute to sustainability wherever possible and is determined to achieve realistic targets by adopting the abovementioned practices.

OUR EMPLOYEES

The Group regards employees as highly intrinsic assets to its development. It strives to provide employees all fundamentals, such as work satisfaction, health, and all-rounded support, for their professional growth and competency enhancement. The Group hopes by focusing on employees' inclusion and engagement, well-being, and skills building, their fullest potential can be unleashed. To achieve so, on top of complying with all relevant ethical and regulatory standards, fair and comprehensive employment policies and practices have been established.

Employment and Labour Practices

The Group stringently follows all relevant laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. All such terms and policies are clearly stated on the Employment Agreement and the Employees' Handbook. During the Reporting Period, there was not any noted case of non-compliance.

Compensation and Benefits Package

Employees of the Group are entitled to a basic salary with a discretionary bonus as per their job positions, responsibility, capability, contribution, performance, experience, and other attributes. The Group reviews employees' salaries annually in accordance with its business growth and market price.

Apart from monetary form of remuneration, the Group also provides non-monetary form of basic benefits, including annual leave, Mandatory Provident Fund Scheme (MPF), medical insurance, sickness allowance, marriage leave, bereavement leave, maternity or paternity leave, and pension.

Equal Opportunity

The Group commits to the principle of equal opportunities during recruitment, selection, training, development, and promotion. No employee shall be discriminated against or deprived of opportunities on the basis of race, colour, nationality, ethnic or national origin, religion or belief, disability, trade union membership or non-membership, sex, sexual orientation, pregnancy and maternity, gender reassignment, marriage/civil partnership, age, or based on being a part-time of fixed term worker. Individuals shall be selected, promoted, and otherwise treated solely on the basis of their relevant aptitudes, skills, and abilities. Management is responsible for protecting employees or job applicants from discrimination of any kind, and any unlawful discriminatory action brought to their attention is to be treated with great care.

Harmonious Working Environment

Not only is diversity embraced within the Group, but also the maintenance of a working environment free from harassment and bullying where every employee feels safe is treated with respect and dignity is also a top priority. The Group takes a zero-tolerance policy against any intimidating, hostile, degrading, humiliating, or offensive actions and behaviours, no matter physical or verbal, with or without the abuse of power or position. Any of such harassment or bullying is strictly prohibited and is treated as misconduct which may result in warranting dismissal. Anyone filing a complaint or assisting in an investigation shall be protected from intimidation, victimisation, or discrimination. Retaliating against an employee for complaining about harassment or bullying is a disciplinary offence.

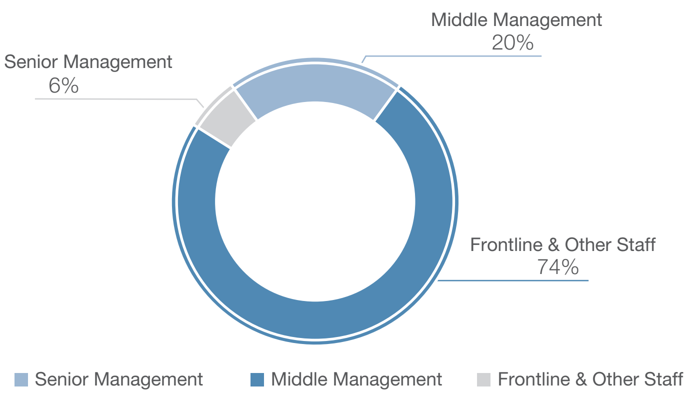
Employee Communication

The Group regards communication and engagement with employees as important elements for them to feel valued, empowered, and motivated. Such efforts are also viewed as essential for the improvement of team cohesion and enhanced work performance. During the Reporting Period, aside from providing channels for employees to voice their views, staff activities were also organised online for employees to bond and exchange opinions outside of work under COVID-19 pandemic limitations while protecting employees' health and safety.

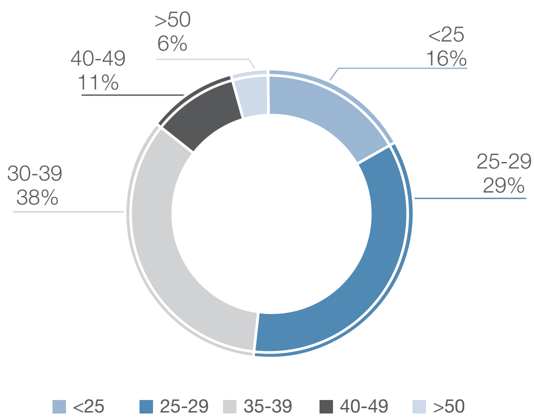
Employment Figures

During the Reporting Period, the Group complied with all applicable laws and regulations in all jurisdictions, and did not note of any material non-compliance relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, discriminations and other benefits and welfare. As of 31 December 2022, the Group employed a total of 2,999 employees, approximately 100% of whom worked full time. Approximately 64% of all employees were engaged in HOIANA, and approximately 33% were engaged in Tigre de Cristal. The gender ratio of females to males was about 0.91:1. The graphs below show the workforce distribution by employment type, age group, nationality, geographical region, gender and employee category:

Total workforce by employee category Note 1

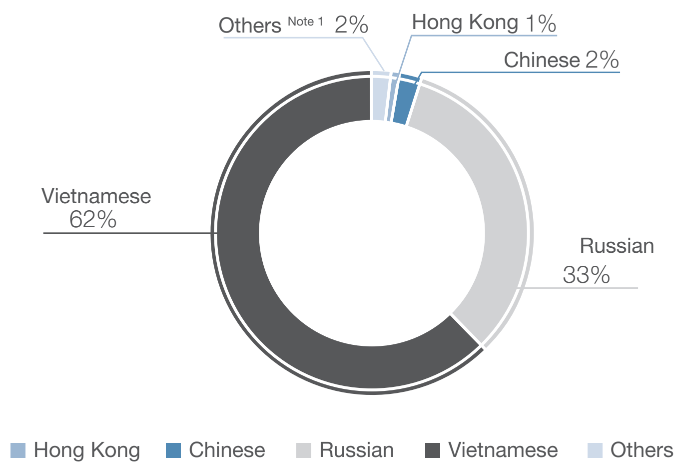


Total workforce by age group

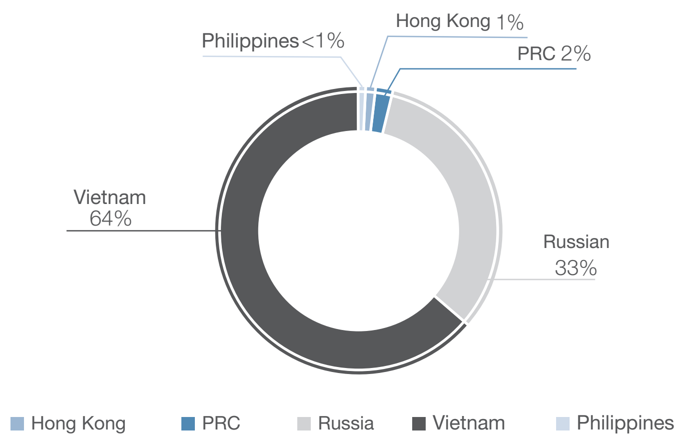


Note 1: Senior Management refers to Directors and CFO, Middle Management refers to manager grade or above employees, and Frontline & Other Staff are all other general staff.

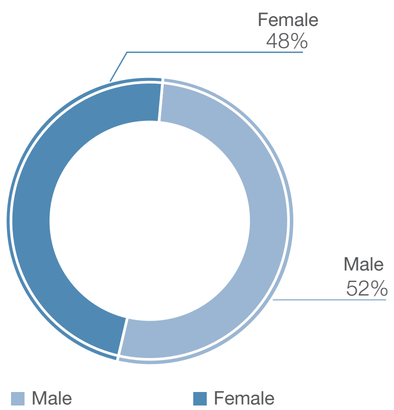
Total workforce by nationality



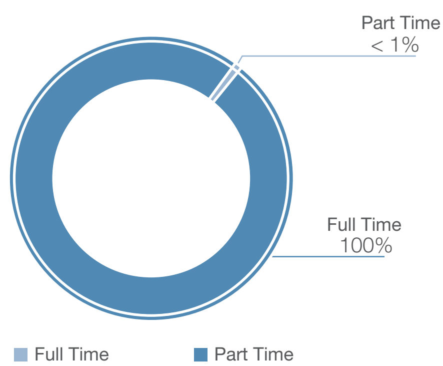
Total workforce by geographical region



Total workforce by gender



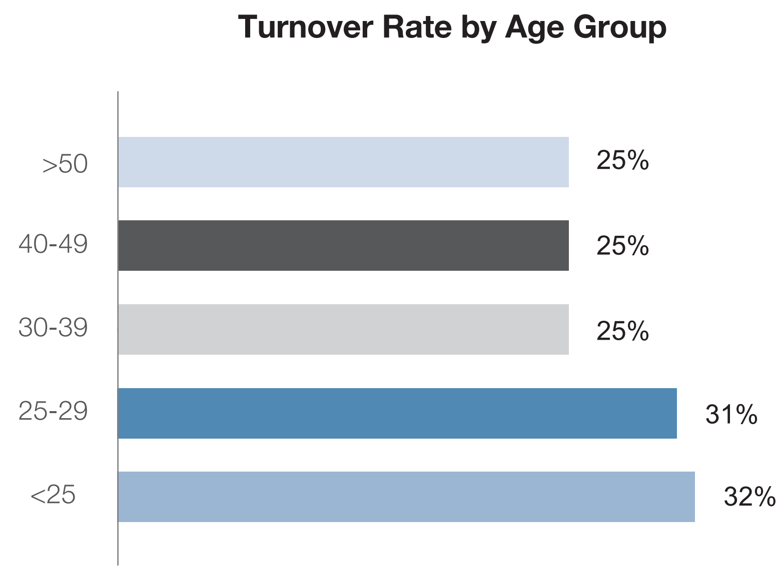
Total workforce by employee type

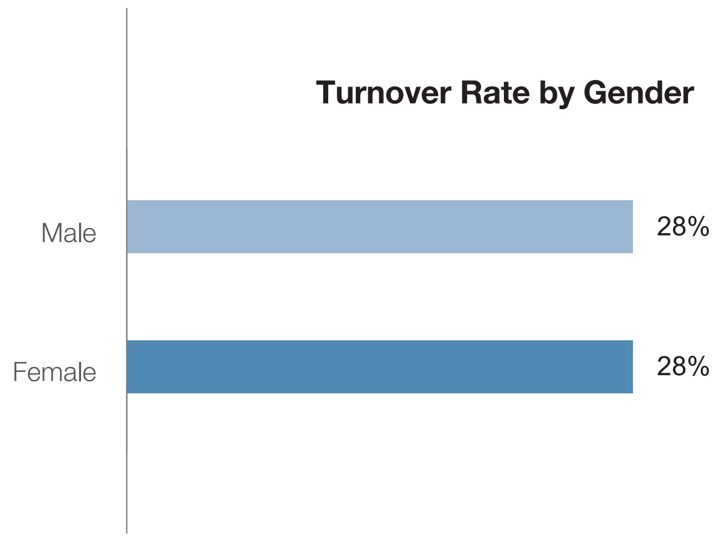


Note 1: "Others" include Philippines, Macau, America, Australia, United Kingdom, Malaysia, Singapore, New Zealand, South Africa, Korea, Portugal, France, Bulgari, Canada and Argentina. They each contribute to less than 2% of the workforce.

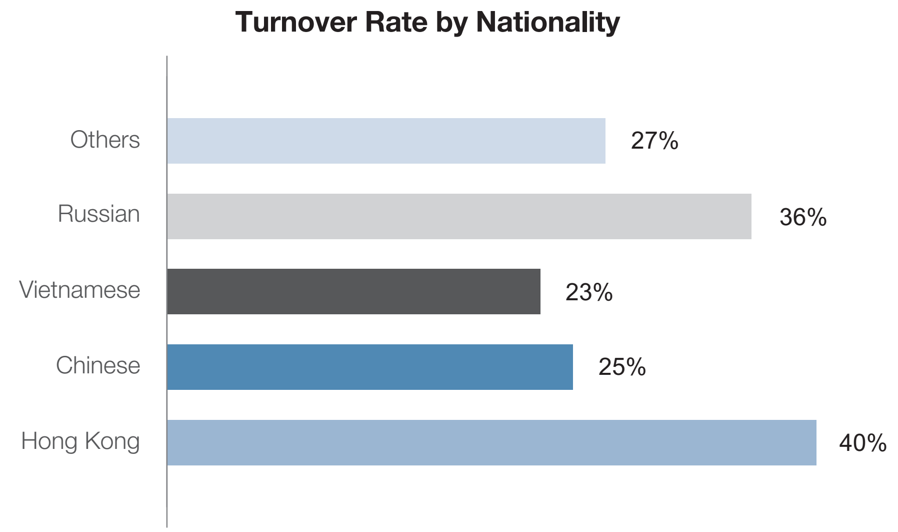
Employee Turnover Rate

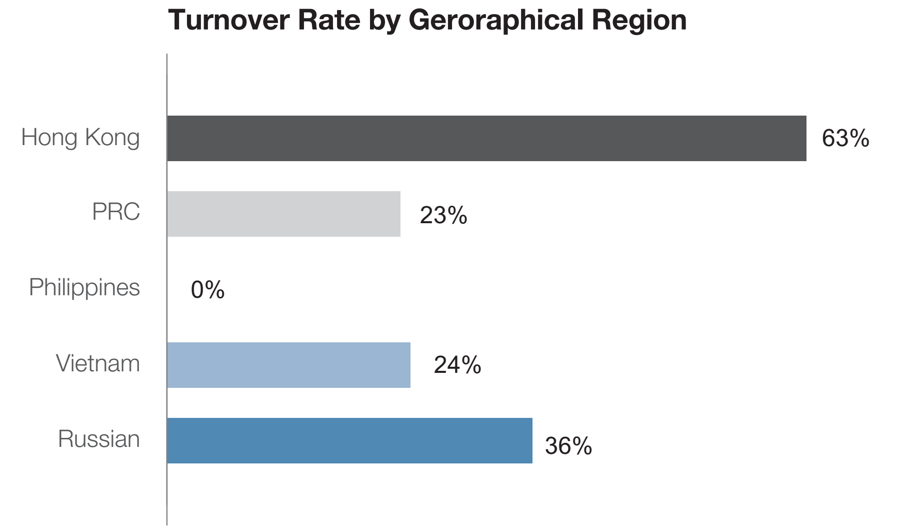
The Group strives to maintain the employee turnover rate at an acceptable level to facilitate the accumulation of professional skills and experience. During the Reporting Period, the overall employee turnover rate of the Group was about 28% [Note1].

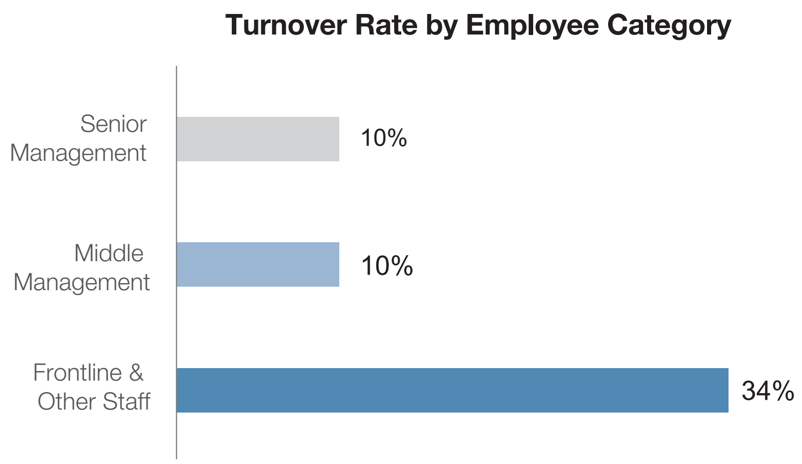




Note 1: Turnover rate = (number of employees who left the operations during the Reporting Period/number of employees working at the operations as of 31 December 2022) x 100%


Turnover Rate by Nationality
Others
27%
Russian
36%
Vietnamese
23%
Chinese
25%
Hong Kong
40%


Turnover Rate by Geroraphical Region
Hong Kong
63%
PRC
23%
Philippines
0%
Vietnam
24%
Russian
36%


Turnover Rate by Employee Category
Senior Management
10%
Middle Management
10%
Frontline & Other Staff
34%

Employee Well-Being

The Group follows all relevant laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards. No non-compliance with relevant laws and regulations that has a significant impact on the Group has been noted. On top of providing basic medical benefits, The Group has a series of preventive measures to prevent putting employees' health and safety in jeopardy.

Occupational Health And Safety

The Group strives to provide and maintain a safe and healthy workplace for all employees. To protect the health of all employees, all workplaces, including vehicles, are smoke-free. Safety rules and general procedures are established and placed in notable locations for easy reference. Fire extinguishing tools, escape routes, and relevant procedures are familiarised by employees in case of any emergency events, and the functionality and safety of such tools are regularly inspected by professionals. Ventilation, humidity, and greening are controlled in working environments to make workplaces more pleasant. The Group also encourages employees to raise any potential hazard or working conditions if there is a concern. To reinforce and cultivate the safety awareness of employees, regular safety training is arranged.

If outdoor work or those that require physical labour is required, e.g., work at construction sites, work in facility management, laundry, firefighting prevention, all necessary equipment and protective gear would be provided to protect employees' occupational safety.

During the Reporting Period, 3 cases of injuries occurred and resulted in a total of 66 lost days of work. The cases were well addressed and handled by the Group. No work-related fatalities were recorded during the past 3 years including the Reporting Period.

COVID-19 Reactions

2022 was another difficult year for the Group due to the ongoing global outbreak of COVID-19. The Group strived to strike a balance between ensuring safety while keeping the operations running to secure income for employees.

The Group kept on high alert and released up-to-date information promptly whenever any cases worthy of concern were identified. Levels of susceptibility would also be informed such that employees did not worry overly while still staying vigilant. The major measures that the Group has taken to protect employees' health and safety during the pandemic include:

- Establishing a taskforce to keep track of COVID-19 developments
- Adopting flexible home-officing plans, if possible
- Strengthening health surveillance and hygienic measures, such as, measuring body temperatures, wearing a surgical mask, disinfecting shared items and areas, etc.
- Requesting employees to disclose situations which may have exposed them to the virus
- Covering COVID-19 testing expenses at private clinics and all relevant eligible outpatient services
- Granting any statutory sick leave in accordance with the Employment Ordinance, if an employee is required or ordered to be put under medical surveillance or quarantine
- Reducing contacts with other parties and logging records of visitors if meeting at The Group's premises is inevitable
- Encouraging social distancing and the purchase of take-away meals

During the course of the COVID-19 pandemic, staff who were infected were placed in quarantine according to local protocols and allowed to resume work upon discharge.

Development and Training

The Group places a strong emphasis on employees' professional development as it is believed that learning is a shared responsibility.

There are various in-house as well as external learning opportunities that the Group offers its employees. In terms of formal training, there are induction programmes for the Group's new recruits to get to know the Group's background, culture, structure and systems, workflows, etc., as well as regular training on updated industry knowledge or revision of best practices, such as occupational and fire safety, code of conduct, professional skills, supervisory skills, customer services, etc.

Other settings where learning opportunities are provided include office seminars and workshops:

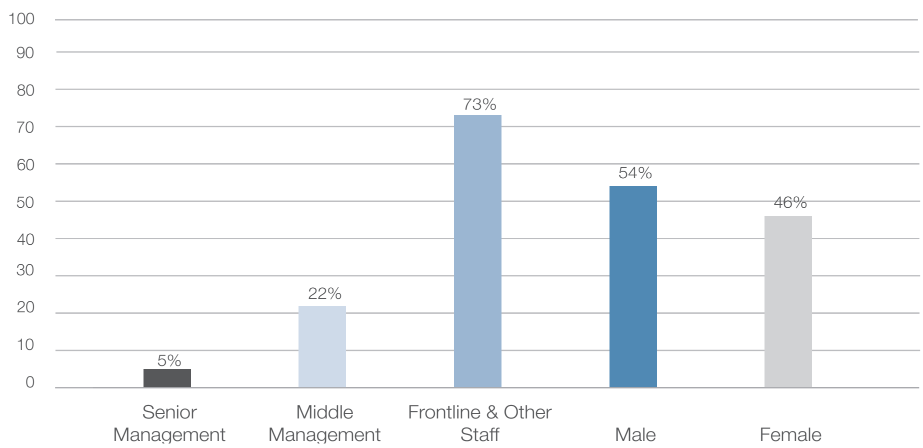
- where employees gather to discuss, practice, and exchange experiences to learn from one another; community or civic events
- where employees are encouraged to affiliate with communities and organisations for professional writing and public speaking experiences; and to attend professional organisations and conferences
- for which employees are reimbursed if they join and attend to gain industry insights

The Group also encourages employees to identify their own objectives and take an active role in their development according to their own needs and pace for a more effective outcome. Identification of training needs and evaluation of their effectiveness is carried out by regularly reviewing employees' performance and competence and referring to requirements of relevant laws and regulations across all jurisdictions.

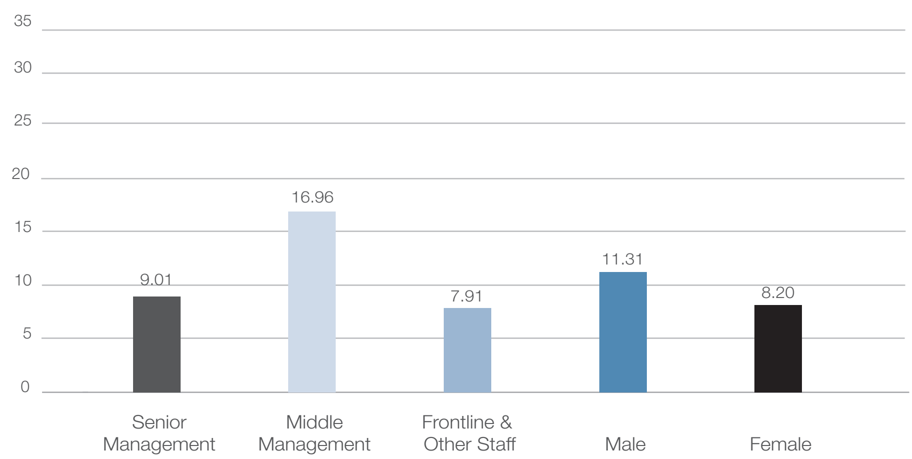
Training Figures

During the Reporting Period, 53% of the employees from the operations in Hong Kong, Philippines, Russia, Vietnam and the PRC were trained. The average hours of training completed by each employee in these operations was 9.83 hours. In light of the current situation that most of the restrictions on COVID-19 are lifted, the Group aims to organise more trainings to employees for further development.

% of Employees Trained by Gender and Employee Category



Average Training Hours Completed by Employees by Gender and Employee Category



OPERATING PRACTICES

Supply Chain Management

The Group tends to maintain long term relationships with its suppliers to ensure a stable supply of services provision by the Group, and has established a direct communication channel allowing suppliers to submit their offers for our consideration. When selecting suppliers and contractors, the Group's top priority is to minimise the potential risks brought by cooperating suppliers to the Group. (Apart from compliance with relevant legal requirements, supply stability, quality and reputation, the ESG performance of all potential suppliers are also considered to ensure that they can add value to the Group's pursuit of sustainability excellence.)

As the Group's businesses are dispersed across multiple regions, identification of environmental and social risks and the promotion of environmentally preferable products and services vary. Nevertheless, all operations acknowledge the need to address ESG risks along the supply chain. Depending on the jurisdiction the business operates in, some have policies that focuses on the environmental performance of suppliers, some reviews the occupational health and safety protection and policies of contract employees offered by contractors, while others put an emphasis on evaluating and preventing corruption, bribery, extortion, fraud, and money laundering risks.

In general, at least two to three suppliers are involved in the tendering process where possible to ensure a fair and transparent quotation. If the suppliers all meet the sustainability prerequisites, priority is given to local suppliers to promote local economic development and reduce carbon footprint. (The Group evaluates each and every supplier's performance quarterly and requires them to take remedial measures once the Group becomes aware of any non-compliance with the Group's requirements.)

Suppliers

During the Reporting Period, the operations in Hong Kong, the PRC, Vietnam, and Russia engaged a total of 440 major suppliers who provided legal and professional services, equipment, and food & beverage, hotel supplies, technical supplies, casino supplies, office supplies and cleaning services. Most of them were located near the operating locations, with 207 of them located in Vietnam, 190 of them located in Russia, and 43 of them located in other regions including Hong Kong, the PRC and Philippines.

Product Responsibility

The Group pays high attention to the quality of products and services provided. It recognises its responsibility in meeting the expectations of customers, business partners, and all other stakeholders while operating. During the Reporting Period, the Group complied with all relevant laws and regulations relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. There was not any material non-compliance noted.

Labour Standards

The Group complies with all relevant laws and regulations to safeguard the rights of its employees. Labour exploitation, such as child labour or forced labour, is strictly prohibited and not tolerated. To avoid such practices, background checks are conducted for every new employee to verify their age and legal eligibility of working for the Group. Mutual agreement must also be obtained before the commencement of any employment relationships. If any violation is discovered, the contract would be terminated with immediate effect. This practice is also required for workers hired by the Group sub-contractors, where applicable. During the Reporting Period, no material non-compliance with laws and regulations relating to preventing child and forced labour was noted.

Customer Health and Safety

An immense level of concern is put on assuring that all services provided and products sold fulfil statutory requirements and beyond, especially for the Group's servicing businesses. The Standard Operating Procedures (SOPs) are also available to spell out the processes and actions to be taken under different security related scenarios. This is enacted by conducting strict inspections to maintain a high standard of products used for the performance of the Group's services. During the Reporting Period, the prevalence of COVID-19 posed a huge threat to the Group's servicing businesses and increased their risks of impacting customers' health. When the premises re-opened, measures such as flow control, temperature checks, and provision of basic sanitising products were adopted. The health conditions of all premises are also closely monitored to avoid the spread of the virus by the Group's employees.

At operations where food is served, the Group takes a strict screening and selection procedure to ensure food safety and eliminate any risks.

During the Reporting Period, no attention was raised regarding the health and safety of the products sold. The business nature of the Group does not involve the recall of products.

Customer Service

Customer feedback and satisfaction is regarded as a key channel for evaluating the performance of the Group's product and service provision. To enable communication and feedback, there are hotlines, feedback forms, and regular consultation and meetings, available for customers to provide their opinions. Any negative opinion deemed constructive would be reviewed and discussed by management in a professional manner. For every complaint case, the complainant was further contacted to obtain more details and opinions for improvement and rectification work. It is the Group's aim to have only customers who are content. During the Reporting Period, a total of 41 complaints related to our products and services were received and all cases were closed.

Intellectual Property

The Group strictly observes the intellectual property rights of all parties, including those of the Group's, its suppliers, competitors, clients, and other organisations. The Group is aware of the procedures of obtaining, perfecting, and protecting its intellectual properties and gives instructions to employees on how they shall be executed.

Data Protection and Privacy

Due to the wide range of data that the Group processes and handles for its operations, data protection is regarded as the most material topic among stakeholders. The Group recognises its responsibility in protecting private information of its customers, business partners, and clients. It also strives to protect any confidential dealings, trade secrets, intellectual properties, or any other knowledge that is not publicly available.

Employees shall respect privacy and keep personal data obtained, held, and processed during the business process confidential in accordance with relevant confidential requirements as set out in internal policies to protect the privacy of customers. At no given time shall such information be disclosed or used beyond the purpose of the collection purpose as instructed by the Group. Any breach of such policies may face termination of employment without prior notice. Non-disclosure agreements are also made with external parties to ensure no sensitive information is leaked before any of them are made public.

During the Reporting Period, the Group was not aware of any non-compliance with relevant laws and regulations related to customer data protection.

Responsible Gaming

The Group has a Responsible Gaming Commitment for its gaming premises, which strives to provide guests an enjoyable gambling experience while minimising any harmful consequences. The Group is committed to complying with all applicable laws and regulations and collaborating with the government to help guests make responsible gaming decisions. Under the Responsible Gaming Awareness Program, all employees working at the Group's gaming premises are trained and assessed annually on responsible and problem gambling, and signs worth attention for assistance providence. Some of the safeguards within the programme include:

- Casino Self-Exclusion – Interested patrons may apply for self-exclusion from entering casinos
- Casino Entry Checks – Entry made available to patrons above 18 years old
- Responsible Service of Alcohol
- Gambling Product Information – Game Rules made available to patrons to educate them on chances of winnings and house advantage information
- Assistance and Support – Responsible Gambling email group available to patrons and displayed via pamphlets or information displays in the casino

Anti-Corruption

The Group places great importance on the ethicality and integrity of its employees. The Group complies with all relevant laws and regulations relating to anti-competition, bribery, extortion, fraud, and money laundering. To prohibit bribery and corruption, strict and clear internal-control policies and well-structured business processes are designed for employees and suppliers to follow when carrying out business activities. During the Reporting Period, no noted cases of non-compliance nor illegal practices regarding corrupt practices had been identified in any of the Group's operations.

The Group strictly prohibits the receipt and offering of bribes to affect the placing of an agreement with suppliers or the securing of business. Any occurrence of such misconduct or dishonesty may result in the termination of the employment.

To prevent such behaviours, clearly written terms and code of conduct are stated and agreed upon in the employment contract. Anti-corruption training is also provided upon employees' entrance into the company as well as regularly at the course of employment. Senior management and the Board, who have huge responsibility in governing the Group's anti-corruption performance, are encouraged to attend specifically designed courses organised by authorities, such as the Stock Exchange and Independent Commission Against Corruption (ICAC) to strengthen their understanding.

External professionals are also especially engaged to assess and review the adequacy and effectiveness of the Group's internal controls for anti-money laundering of the Group's casino operations. Assessment of internal controls is regularly reviewed and updated to strengthen the control over such practices.

A whistleblowing policy has been established to govern the receipt, retention, and treatment of complaints regarding malpractice, impropriety or fraud relating to Group's accounting, internal accounting controls, auditing matters and suspected breaches of the Group policies. All complaints will be reviewed in accordance with the policy review procedure. The person assigned to investigate a complaint will conduct an investigation and report the findings or recommendations to the Audit Committee, including recommended disciplinary or corrective action. The violation shall be immediately reported to the proper governmental authority if legally required.

The Group will make every effort to keep all whistleblowing reports and identities of employees who have made reports confidential. In no event will there be any retaliation against someone for reporting an activity that he or she in good faith believes to be a violation of any law, rule or regulation.

OUR COMMUNITY

The Group regards promoting the well-being and prosperity of the region as its responsibility. It proactively makes contributions to various community activities and explores community investment opportunities which can meet the needs of society.

Well-Being

With a view to combating the COVID-19 pandemic, the health and safety of its staff and customers was the Group's top priority during the Reporting Period. The Group has implemented intensified precautionary measures in its Hong Kong office as well as properties overseas to achieve the highest degree of health and safety vigilance, in accordance with advisories and protocols issued by local and international authorities. Some of the measures included: mandatory mask-wearing, body temperature checking, and social distancing; frequent deep cleaning and disinfection of public areas and common touch points; provision of face masks and hand sanitiser to guests upon request; request for health declaration from all contractors and other third parties who visit the Group's properties; regular cleaning of air filters and air conditioning systems; and briefing all staff on enhanced personal hygiene.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE GUIDE CONTENT INDEX

Aspect	Description	Chapter/section	Remark
A1 Emissions			
General disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Our environment	
KPI A1.1	The types of emissions and respective emissions data.	Emissions, Air emissions	
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions, Greenhouse gas emissions	
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Waste	
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Waste	
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them.	Emissions, Energy, Environment and natural resources	
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Waste, Environment and natural resources	

Aspect	Description	Chapter/section	Remark
A2 Use of Resources			
General disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Energy, Water	
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Energy	
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Water	
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Energy, Environment and natural resources	
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Water	
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	N/A	The business nature of the Group does not involve the use of packaging material.
A3 The Environment and Natural Resources			
General disclosure	Policies on minimizing the issuer's significant impact on the environment and natural resources.	Environment and natural resources	
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.		
A4 Climate Change			
General disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate change	
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate change	

Aspect	Description	Chapter/section	Remark
B. Social			
B1 Employment			
General disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Our employees	
KPI B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Employment figures	
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Employee turnover rate	
B2 Health and Safety			
General disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Occupational health and safety	
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Occupational health and safety	
KPI B2.2	Lost days due to work injury.	Occupational health and safety	
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Occupational health and safety	

Aspect	Description	Chapter/section	Remark
B3 Development and Training			
General disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and training	
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Training figures	
KPI B3.2	The average training hours completed per employee by gender and employee category.	Training figures	
B4 Labour Standards			
General disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour standards	
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour standards	
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Labour standards	

Aspect	Description	Chapter/section	Remark
B5 Supply Chain Management			
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply chain management	
KPI B5.1	Number of suppliers by geographical region.	Supply chain management, Suppliers	
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	Supply chain management, Suppliers	
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply chain management, Suppliers	
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply chain management, Suppliers	
B6 Product and Service Responsibility			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product responsibility	
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Customer health and safety	
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Customer service	
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Intellectual property	
KPI B6.4	Description of quality assurance process and recall procedures.	Customer health and safety, Responsible gaming	
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Data protection and privacy	

Aspect	Description	Chapter/section	Remark
B7 Anti-corruption			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti- corruption	
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti- corruption	
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Anti-corruption	
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption	
B8 Community Investment			
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Our community	
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Well-being	
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Community participation	

Crowe

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF LET GROUP HOLDINGS LIMITED (FORMERLY KNOWN AS SUNCITY GROUP HOLDINGS LIMITED)
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of LET Group Holdings Limited (the "**Company**") and its subsidiaries (together the "**Group**") set out on pages 104 to 278, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including 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 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**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.

MATERIAL UNCERTAINTY RELATING TO GOING CONCERN

We draw attention to Note 2 to the consolidated financial statements, as at 31 December 2022, the Group had outstanding liabilities including bond payables, which were reclassified from convertible bonds upon maturity, in the unpaid principal amounts of approximately HK$226,442,000 and HK$402,000,000 due on 28 August 2022 and 7 December 2022 respectively. The sufficiency of the Group's working capital to satisfy its present obligations for at least the next twelve months from 31 December 2022 is dependent on the Group's ability to generate adequate funds by obtaining financing, through successful extension or renewal of the outstanding bond payables, or disposal of non-core assets. These conditions indicate that a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Independent Auditor's Report

KEY AUDIT MATTER

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue from gaming operations

Refer to Note 6 to the consolidated financial statements and the significant accounting policies Note 4(k) to the consolidated financial statements

The Key Audit Matter	How the matter was addressed in our audit
Revenue generated from gaming operations amounted to approximately HK$340,898,000 for the year ended 31 December 2022. We identified the revenue from gaming operations as a key audit matter due to its significance to the consolidated financial statements.	Our audit procedures included: – Obtaining an understanding of the processes in relation to revenue recognition. – Evaluating the design and implementation and testing the operating effectiveness of the key controls over the recognition of gaming operations revenues. – Re-performing cash counts, on a selection basis, to check the controls are carried out as planned. – Performing analytical review and trend analysis to identify any irregular or unexplained revenues. – Tracing samples of revenue transactions from gaming operations throughout the year to source documents, recalculating the gaming wins and losses, and agreeing to the amount recorded for revenue. – Evaluating the appropriateness of disclosures made in the consolidated financial statements with respect to revenue recognised during the year as required by applicable accounting standard.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, 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 judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Poon Cheuk Ngai.

Crowe (HK) CPA Limited
Certified Public Accountants
Hong Kong, 30 March 2023

Poon Cheuk Ngai
Practising Certificate Number P06711

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2022

	Notes	**2022** **HK$'000**	2021 HK$'000 (Restated)
Continuing operations			
Revenue	6	**394,340**	294,308
Cost of sales		**(209,223)**	(207,584)
Gross profit		**185,117**	86,724
Other income, gains and losses	7	**110,058**	99,910
Selling and distribution expenses		**(20,909)**	(13,740)
Administrative expenses		**(202,471)**	(199,852)
Other operating expenses		**(15,180)**	(10,284)
Change in fair value of derivative financial instruments	30	**12,167**	825,835
Gain on disposal of an associate		**–**	594
Impairment loss on equity loans to a joint venture	19	**(17,643)**	(119,717)
Impairment loss on loans to a joint venture	19	**(12,155)**	(194,212)
Impairment loss on amounts due from a joint venture	19	**(44,538)**	(22,906)
Impairment loss on property, operating right and equipment		**–**	(287,119)
Share of losses of associates		**–**	(520)
Share of loss of a joint venture		**(160,854)**	(437,952)
Finance costs	8	**(195,050)**	(207,961)
Loss before taxation		**(361,458)**	(481,200)
Income tax credit (expense)	11	**16,751**	(22,947)
Loss for the year from continuing operations	9	**(344,707)**	(504,147)
Discontinued operations			
Profit for the year from discontinued operations	36, 37	**138,039**	34,750
Loss for the year		**(206,668)**	(469,397)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2022

	Notes	2022 HK$'000	2021 HK$'000 (Restated)
Other comprehensive (expense) income:			
Items that will not be reclassified to profit of loss:			
Exchange differences arising on translation from functional currency to presentation currency		**–**	62,910
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		**(303,644)**	(286,536)
Reclassification of exchange reserve upon disposal of subsidiaries	37	**(9,477)**	–
Reclassification of exchange reserve upon disposal of an associate		**–**	(76)
Share of other comprehensive income (expense) of a joint venture, net of related income tax		**2,081**	(900)
		(311,040)	(287,512)
Other comprehensive expense for the year		**(311,040)**	(224,602)
Total comprehensive expense for the year		**(517,708)**	(693,999)
(Loss) profit for the year attributable to:			
– Equity holders of the Company:			
– Shareholders of the Company		**(408,762)**	(527,492)
– Holder of perpetual securities	34	**270,400**	269,227
		(138,362)	(258,265)
– Non-controlling interests		**(68,306)**	(211,132)
		(206,668)	(469,397)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2022

	Notes	2022 HK$'000	2021 HK$'000 (Restated)
Total comprehensive (expense) income for the year attributable to:			
– Equity holders of the Company:			
– Shareholders of the Company		**(681,272)**	(711,186)
– Holder of perpetual securities	34	**270,400**	269,227
		(410,872)	(441,959)
– Non-controlling interests		**(106,836)**	(252,040)
		(517,708)	(693,999)
Total comprehensive (expense) income for the year attributable to equity holders of the Company arose from:			
– Continuing operations		**(566,353)**	(459,773)
– Discontinued operations	36, 37	**155,481**	17,814
		(410,872)	(441,959)
Loss per share attributable to shareholders of the Company:			
Basic (HK cents)	13		
– For loss for the year		**(6.13)**	(7.91)
– For loss from continuing operations		**(8.20)**	(8.43)
Diluted (HK cents)	13		
– For loss for the year		**(6.43)**	(15.52)
– For loss from continuing operations		**(8.50)**	(15.95)

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 December 2022

	Notes	As at 31 December 2022 HK$'000	2021 HK$'000
Non-current assets			
Property, operating right and equipment	14	**3,242,864**	2,837,734
Right-of-use assets	15	**1,767,020**	2,161,410
Intangible assets	16	**13,243**	14,449
Prepayments and deposits for non-current assets	17	**275,628**	226,132
Interest in a joint venture	19	**–**	175,659
Loans to a joint venture	19	**97,024**	77,126
Amounts due from a joint venture	19	**6,863**	4,433
Loan receivable	20	**–**	113,659
Derivative financial instrument	30(c)	**3,232**	4,570
		5,405,874	5,615,172
Current assets			
Inventories	22	**4,452**	307,236
Trade and other receivables and prepayments	23	**211,732**	248,773
Loan receivable	20	**–**	485,550
Loans to a joint venture	19	**90,050**	89,600
Amounts due from a joint venture	19	**39,359**	12,458
Pledged bank deposits	25	**485**	1,534
Restricted bank deposits	25	**–**	1
Bank balances and cash	26	**1,036,314**	1,571,507
		1,382,392	2,716,659

Consolidated Statement of Financial Position

As at 31 December 2022

	Notes	As at 31 December 2022 HK$'000	2021 HK$'000
Current liabilities			
Trade and other payables	27	**177,648**	287,859
Amount due to a related company	24(a)	**–**	262,905
Amount due to a non-controlling shareholder of a subsidiary	24(b)	**6,204**	–
Loan from a non-controlling shareholder of a subsidiary	24(b)	**77,660**	–
Contract liabilities	28	**6,560**	8,189
Rent and other deposits		**5,377**	6,003
Other borrowings	29	**400,000**	823,101
Lease liabilities	31	**10,326**	9,840
Bond payables	30(a)	**628,442**	–
Convertible bonds	30(a)	**–**	589,203
Derivative financial instruments	30(a) and (b)	**167**	13,301
Current tax liabilities		**5,374**	17,003
		1,317,758	2,017,404
Net current assets		**64,634**	699,255
Total assets less current liabilities		**5,470,508**	6,314,427
Non-current liabilities			
Other borrowings	29	**–**	149,217
Other payables	27	**79,369**	69,216
Lease liabilities	31	**923,085**	1,009,184
Loans from non-controlling shareholders of subsidiaries	24(b)	**138,748**	237,262
Amounts due to non-controlling shareholders of a subsidiary	24(b)	**–**	5,013
Convertible bonds	30(b)	**19,073**	17,767
		1,160,275	1,487,659
Net assets		**4,310,233**	4,826,768

Consolidated Statement of Financial Position

As at 31 December 2022

	Notes	As at 31 December 2022 HK$'000	2021 HK$'000
Capital and reserves			
Share capital	33	**666,797**	666,797
Perpetual securities	34	**6,036,663**	5,766,263
Reserves		**(3,674,087)**	(2,993,926)
Equity attributable to equity holders of the Company		**3,029,373**	3,439,134
Non-controlling interests		**1,280,860**	1,387,634
Total equity		**4,310,233**	4,826,768

Approved and authorised for issue by the board of directors of the Company on 30 March 2023 and are signed on its behalf by:

Lo Kai Bong
Director

Tou Kin Chuen
Director

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2022

		Attributable to equity holders of the Company											
	Notes	Share capital HK$'000	Share premium HK$'000	Perpetual securities HK$'000	Merger reserve HK$'000	Statutory reserve HK$'000	Share option reserve HK$'000	Capital reserve HK$'000	Exchange reserve HK$'000	Accumulated losses HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 January 2021		666,697	2,103,796	5,461,036	27,490	67,955	87,409	287,680	595,902	(5,483,452)	3,814,513	1,651,986	5,466,499
Profit (loss) for the year		–	–	269,227	–	–	–	–	–	(527,492)	(258,265)	(211,132)	(469,397)
Exchange differences on translating foreign operations		–	–	–	–	–	–	–	(226,829)	–	(226,829)	(59,707)	(286,536)
Exchange differences arising on translation from functional currency to presentation currency		–	–	–	–	–	–	–	44,111	–	44,111	18,799	62,910
Share of other comprehensive expense of a joint venture, net of related income tax		–	–	–	–	–	–	–	–	(900)	(900)	–	(900)
Reclassification of exchange reserve upon disposal of an associate		–	–	–	–	–	–	–	(76)	–	(76)	–	(76)
Total comprehensive income (expense) for the year		–	–	269,227	–	–	–	–	(182,794)	(528,392)	(441,959)	(252,040)	(693,999)
Shares issued upon exercise of share options	35	100	576	–	–	–	(221)	–	–	–	455	–	455
Recognition of equity-settled share-based compensation benefits	35	–	–	–	–	–	8,199	–	–	–	8,199	162	8,361
Lapse of share options	35	–	–	–	–	–	(28,883)	–	–	41,357	12,474	(12,474)	–
Disposal of subsidiaries		–	–	–	(27,490)	(67,955)	–	–	4,665	90,780	–	–	–
Issuance of perpetual securities	34	–	–	36,000	–	–	–	–	–	–	36,000	–	36,000
Deemed capital contribution		–	–	–	–	–	–	9,452	–	–	9,452	–	9,452

Consolidated Statement of Changes in Equity

For the year ended 31 December 2022

		Attributable to equity holders of the Company											
	Notes	Share capital HK$'000	Share premium HK$'000	Perpetual securities HK$'000	Merger reserve HK$'000	Statutory reserve HK$'000	Share option reserve HK$'000	Capital reserve HK$'000	Exchange reserve HK$'000	Accumulated losses HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 31 December 2021 and 1 January 2022		**666,797**	**2,104,372**	**5,766,263**	**-**	**-**	**66,504**	**297,132**	**417,773**	**(5,879,707)**	**3,439,134**	**1,387,634**	**4,826,768**
Profit (loss) for the year		-	-	270,400	-	-	-	-	-	(408,762)	(138,362)	(68,306)	(206,668)
Exchange differences on translating foreign operations		-	-	-	-	-	-	-	(265,114)	-	(265,114)	(38,530)	(303,644)
Share of other comprehensive income of a joint venture, net of related income tax		-	-	-	-	-	-	-	-	2,081	2,081	-	2,081
Reclassification of exchange reserve upon disposal of subsidiaries		-	-	-	-	-	-	-	(9,477)	-	(9,477)	-	(9,477)
Total comprehensive income (expense) for the year		-	-	270,400	-	-	-	-	(274,591)	(406,681)	(410,872)	(106,836)	(517,708)
Transfer		-	-	-	-	6,111	-	-	-	(6,111)	-	-	-
Disposal of subsidiaries		-	-	-	-	-	-	-	12,864	(12,864)	-	-	-
Recognition of equity-settled share-based compensation benefits	35	-	-	-	-	-	1,111	-	-	-	1,111	62	1,173
Lapse of share options	35	-	-	-	-	-	(40,759)	-	-	40,759	-	-	-
At 31 December 2022		**666,797**	**2,104,372**	**6,036,663**	**-**	**6,111**	**26,856**	**297,132**	**156,046**	**(6,264,604)**	**3,029,373**	**1,280,860**	**4,310,233**

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2022

	Notes	2022 HK$'000	2021 HK$'000 (Restated)
OPERATING ACTIVITIES			
Loss before taxation – Continuing operations		**(361,458)**	(481,200)
Profit before taxation – Discontinued operations		**138,039**	34,485
Loss before taxation		**(223,419)**	(446,715)
Adjustments for:			
Bank interest income		**(29,297)**	(10,095)
Interest income on loans to a joint venture	7	**(73,993)**	(37,077)
Imputed interest income on loans to a joint venture	7	**(32,628)**	(38,650)
Imputed interest income on loan receivable		**(8,813)**	(14,668)
Interest income on loan receivable		**(29,040)**	–
Imputed interest income on value-added tax ("**VAT**") arrangements	7	**–**	(472)
Unrealised exchange (gain) loss , net		**(49,430)**	8,421
Loss on disposal/written-off of property, operating right and equipment		**372**	1,966
Loss on disposal of intangible assets	7	**–**	60
Finance costs		**289,052**	316,652
Depreciation of property, operating right and equipment	14	**71,562**	97,559
Depreciation of right-of-use assets		**12,810**	13,668
Amortisation of intangible assets	16	**4**	21
Share-based compensation benefits	35	**1,173**	8,361
COVID-19-related rent concessions		**–**	(307)
Loss on modification of leases		**20**	(6)
Reversal of provision for litigation		**–**	(21,361)
Change in fair value of derivative financial instruments	30	**(12,167)**	(825,835)
Change in fair value of investment properties		**–**	11,988
Impairment loss recognised in respect of other receivables, prepayments and deposits		**3**	1,840
Impairment loss on property, operating right and equipment	14	**–**	287,119
Impairment loss on equity loans to a joint venture		**17,643**	119,717
Impairment loss on loans to a joint venture		**12,155**	194,212
Impairment loss on amounts due from a joint venture		**44,538**	22,906
Impairment loss on amount due from a related company		**–**	5,819
Gain on disposal of an associate		**–**	(594)
Gain on disposal of subsidiaries	37	**(196,463)**	(201,736)
Share of losses of associates		**–**	520
Share of loss of a joint venture		**160,854**	437,952

Consolidated Statement of Cash Flows

For the year ended 31 December 2022

	Notes	**2022** **HK$'000**	2021 HK$'000 (Restated)
Operating loss before working capital changes		**(45,064)**	(68,735)
Increase in inventories		**(1,680)**	(12,676)
Decrease (increase) in trade and other receivables and prepayments		**3,610**	(80,465)
Decrease in amounts due from directors		**–**	68
Decrease in pledged bank deposits		**–**	5,000
Increase (decrease) in trade and other payables		**8,961**	(41,037)
Decrease in amounts due to related companies		**–**	(26,648)
Decrease in amount due to a former director		**–**	(5,100)
Decrease in amount due from a non-controlling shareholder of a subsidiary		**–**	4,412
(Decrease) increase in contract liabilities		**(1,629)**	7,133
(Decrease) increase in rental and other deposits		**(312)**	425
Cash used in operations		**(36,114)**	(217,623)
Income tax paid		**(932)**	(1,848)
NET CASH USED IN OPERATING ACTIVITIES		**(37,046)**	(219,471)
INVESTING ACTIVITIES			
Purchase of property, operating right and equipment		**(490,286)**	(768,726)
Placement of deposits and prepayments for non-current assets		**(171,342)**	(202,933)
Proceeds from disposal of property, operating right and equipment		**78,125**	435
Net cash (outflow) inflow from disposal of subsidiaries	37	**(78)**	186,527
Proceeds from disposal of an associate		**–**	24,768
Repayment from loan receivable		**–**	21,102
Return of VAT refunded under VAT arrangements		**(9,225)**	(9,281)
Interest received		**29,297**	18,440
Placement of restricted bank deposits		**–**	(1,506)
Placement of pledged bank deposits		**–**	(50,000)
Withdrawal of restricted bank deposits		**–**	2,067
Withdrawal of pledged bank deposits		**1,049**	50,000
NET CASH USED IN INVESTING ACTIVITIES		**(562,460)**	(729,107)

Consolidated Statement of Cash Flows

For the year ended 31 December 2022

	Notes	**2022** **HK$'000**	2021 HK$'000 (Restated)
FINANCING ACTIVITIES			
Loans from a related company	24(c)	**–**	164,000
Repayment of loan to a related company	24(c)	**–**	(164,000)
Repayment to amount due to a non-controlling shareholder of a subsidiary	24(b)	**(17,510)**	–
Repayment to the immediate holding company	24(a)	**(303,000)**	–
New bank borrowing raised		**–**	49,706
New other borrowings raised	29	**400,000**	986,850
Repayment of bank borrowings		**–**	(141,849)
Repayment of other borrowings		**–**	(892,359)
Proceeds from shares issued upon exercise of share options	35	**–**	455
Issuances of perpetual securities	34	**–**	36,000
Redemption of bond payables	30(a)	**(70,558)**	–
Interest paid		**(28,380)**	(100,136)
Repayment of lease liabilities		**(11,408)**	(13,682)
NET CASH USED IN FINANCING ACTIVITIES		**(30,856)**	(75,015)
NET DECREASE IN CASH AND CASH EQUIVALENTS		**(630,362)**	(1,023,593)
CASH AND CASH EQUIVALENTS AT 1 JANUARY		**1,571,507**	2,634,018
Effect of foreign exchange rate changes		**95,169**	(38,918)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER			
Represented by bank balances and cash		**1,036,314**	1,571,507

The accompanying notes form an integral part of these consolidated financial statements.

1. GENERAL

LET Group Holdings Limited (the "**Company**", formerly known as Suncity Group Holdings Limited, together with its subsidiaries, the "**Group**") is a public company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The registered office of the Company is at P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1–1205, Cayman Islands. The principal place of business of the Company is at Unit 1705, 17/F., West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong. Its immediate holding company is Major Success Group Limited ("**Major Success**"), a company incorporated in the British Virgin Islands (the "**BVI**") and Mr. Lo Kai Bong ("**Mr. Lo"**) is the ultimate controlling party of the Company.

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

The principal activity of the Company is investment holding. The Group is principally engaged in (i) through Suntrust Resort Holdings, Inc. ("**Suntrust**", formerly known as Suntrust Home Developers, Inc.) and its subsidiaries (collectively referred to as the "**Suntrust Group**"), the development and operation of an integrated resort in the Philippines; (ii) through Summit Ascent Holdings Limited ("**Summit Ascent**") and its subsidiaries (collectively referred to as the "**Summit Ascent Group**"), the operation of the hotel and gaming business in the Integrated Entertainment Zone of the Primorye Region ("**IEZ Primorye**") in the Russian Federation; (iii) property development in Japan; and (iv) management and operation of malls in the People's Republic of China (the "**PRC**").

Significant events in the current reporting period

(a) On 1 April 2022, the board of Directors decided to cease the Group's travel related products and services and hotel and integrated resort general consultancy services businesses. With effect from 1 April 2022, the Group ceased and discontinued the operations in travel related products and services and hotel and integrated resort general consultancy services businesses. Details are set out in Note 36.

(b) On 10 May 2022, the Company entered into a sale and purchase agreement (the "**S&P Agreement**") with an independent third party (the "**Purchaser**"). Pursuant to the S&P Agreement, the Company agreed to sell and the Purchaser agreed to purchase the entire equity interest of wholly-owned subsidiaries of the Group including: (i) Goal Explore Investments Limited ("**Goal Explore**") and its subsidiaries save for Dongyang Xinguang Pacific Enterprises Limited ("**Dongyang Xinguang**") (collectively referred to as "**Disposal Group A**"); and (ii) Boshing Investments Limited ("**Boshing Investments**") and its subsidiaries (collectively referred to as "**Disposal Group B**"), at a total cash consideration of HK$1 subject to the terms and conditions of the S&P Agreement (the "**2022 Disposal**") and the 2022 Disposal was completed on 22 July 2022. Details are set out in Note 37.

Restatements due to discontinued operations

The presentation of comparative information in respect of the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021 has been restated in order to disclose the discontinued operations separately from continuing operations pursuant to the 2022 Disposal and the Cessation (as defined in Note 36). Details are set out in Notes 36 and 37. As the restatements do not affect the consolidated statement of financial position, it is not necessary to disclose comparative information as at 1 January 2021.

2. BASIS OF PREPARATION

The Group incurred a net loss for the year of approximately HK$206,668,000 and net operating cash outflow of approximately HK$37,046,000 for the year ended 31 December 2022. The Group had committed capital expenditure of approximately HK$4,457,905,000 as at 31 December 2022.

As at 31 December 2022, the Group had an other borrowing in principal amount of HK$400,000,000 due within one year (the "**Other Borrowing**") and bond payables (the "**Bond Payables**"), which were reclassified from convertible bonds upon maturities, in the unpaid principal amounts of approximately HK$226,442,000 and HK$402,000,000 due on 28 August 2022 and 7 December 2022 respectively.

The above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

In assessing the appropriateness of the use of the going concern basis in the preparation of these consolidated financial statements, the directors of the Company (the "**Director(s)**") prepared a cash flow forecast covering a period of not less than 12 months from 31 December 2022. In preparing the cash flow forecast, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern.

Certain measures have been taken by the Group during the year and subsequent to the end of the reporting period to mitigate the liquidity pressure and to improve the financial position of the Group which include, but not limited to the following:

(i) a revolving loan in the principal amount of up to HK$500,000,000 (the "**Revolving Loan**") is to be advanced by Summit Ascent to the Company under a conditional revolving loan agreement dated 27 January 2023 subject to approval by the independent shareholders of Summit Ascent;

(ii) repayment of part of the equity loans and other loans to a joint venture together with interest thereon in the amount of approximately US$114,800,000 (equivalent to approximately HK$895,440,000) to the Company by a joint venture of the Company on 17 March 2023;

(iii) the raising of net placing proceeds of approximately HK$48,500,000 following completion of a placing by the Company of its new shares on 24 February 2023;

(iv) repayment of the Other Borrowing together with interest accrued thereon in March 2023 from funds received by the Group mentioned in (ii) and (iii) above;

2. BASIS OF PREPARATION (Cont'd)

(v) active negotiation by the Group with the Bond Payables' holder (the immediate holding company of the Company) not demanding immediate repayment of the Bond Payables and not taking further actions against the Company;

(vi) plan and negotiation for the disposal of certain of the Group's non-core assets, including but not limited to parcels of land in Japan;

(vii) application for potential loan financing from an independent financial institution to fund in whole or in part the capital commitment of Suntrust in the construction of the hotel and casino project;

(viii) continue to take active measures to control operating expenses of the Group; and

(ix) continue to explore other debt and/or equity financing.

The Directors believe that if the above measures are implemented properly and effectively in the year 2023 and if the Group could raise adequate funds or successfully agree with the holder of the Bond Payables for extension or renewal of the outstanding Bond Payables, the Group will have sufficient working capital in the next twelve months from 31 December 2022.

Given the above, the Directors are of the opinion that, taking into account the above-mentioned measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from 31 December 2022. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether the Group can achieve the plans and measures described in (i) and (v) to (ix) above. The sufficiency of the Group's working capital to satisfy its present obligations for at least the next twelve months from 31 December 2022 is dependent on the Group's ability to generate adequate funds or through successful extension or renewal of the outstanding bond payables. Should the Group be unable to operate as a going concern, adjustments would have to be made to reduce the carrying values of the Group's assets to their recoverable amounts, to provide for further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND HONG KONG ACCOUNTING STANDARDS ("HKASs")

Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to HKFRSs and HKASs issued by the HKICPA to these financial statements for the current accounting period:

Amendments to HKFRS 3	*Reference to the Conceptual Framework*
Amendments to HKAS 16	*Property, Plant and Equipment: Proceeds before Intended Use*
Amendments to HKAS 37	*Onerous Contracts – Cost of Fulfilling a Contract*
Annual Improvements to HKFRSs 2018–2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. The impacts of the adoption of the amended HKFRSs are discussed below:

(a) Amendments to HKFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the Conceptual Framework for Financial Reporting (the "Conceptual Framework") issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no business combinations during the year, the amendments did not have any impact on the financial position and performance of the Group.

(b) Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, operating right and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, operating right and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs AND HKASs (Cont'd)

Amendments to HKFRSs that are mandatorily effective for the current year (Cont'd)

(c) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling that contract. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

(d) *Annual Improvements to HKFRSs 2018–2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are applicable to the Group are as follows:

- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs AND HKASs (Cont'd)

New and amendments to HKFRSs in issue but not yet effective

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to HKFRS 16	*Lease Liability in a Sale and Leaseback*[2]
HKFRS 17	*Insurance Contracts*[1]
Amendments to HKFRS 17	*Insurance Contracts*[1, 5]
Amendment to HKFRS 17	*Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information*[6]
Amendments to HKAS 1	*Classification of Liabilities as Current or Non-current (the "2020 Amendments")*[2,4]
Amendments to HKAS 1	*Non-current Liabilities with Covenants (the "2022 Amendments")*[2]
Amendments to HKAS 1 and HKFRS Practice Statement 2	*Disclosure of Accounting Policies*[1]
Amendments to HKAS 8	*Definition of Accounting Estimates*[1]
Amendments to HKAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*[1]

1 Effective for annual periods beginning on or after 1 January 2023

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

3 No mandatory effective date yet determined but available for adoption

4 As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion

5 As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

6 An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs AND HKASs (Cont'd)

New and amendments to HKFRSs in issue but not yet effective (Cont'd)

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

(a) Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. The amendments are not expected to have any significant impact on the Group's consolidated financial statements.

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

(c) Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's consolidated financial statement.

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs AND HKASs (Cont'd)

New and amendments to HKFRSs in issue but not yet effective (Cont'd)

(d) Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The amendments are not expected to have any significant impact on the Group's consolidated financial statement.

(e) Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's consolidated financial statement.

(f) Amendments to HKAS 12 narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted. The Group is in the process of making an assessment for the impact of Amendments to HKAS 12 on the Group's consolidated financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

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

(b) Basis of preparation of the consolidated financial statements

The consolidated financial statements have been prepared on the historical cost basis except for financial assets at fair value through profit or loss and derivative financial instruments that are measured at fair values at the end of each reporting period, 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 *Leases* ("**HKFRS 16**") (since 1 January 2020) or HKAS 17 *Leases* (before application of 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* ("**HKAS 36**").

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 Group 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.

The principal accounting policies are set out below.

4. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) 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 equity holders of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 *Financial Instruments* ("**HKFRS 9**") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

(e) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("**CGU(s)**") (or group of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Goodwill (Cont'd)

On disposal of the relevant CGU or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the CGU (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

The Group's policy for goodwill arising on the acquisition of associates and a joint venture is described below.

(f) Interests in associates and a joint venture

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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

The results and assets and liabilities of associates and a joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and a joint venture used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, investments in associates or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates or joint venture. Changes in net assets of the associates/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of the associates or joint venture exceeds the Group's interests in those associates or joint venture (which includes any other long-term interests that, in substance, form part of the Group's net investment in the associates or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associates or joint venture.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(f) Interests in associates and a joint venture (Cont'd)

Interests in associates or a joint venture are accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investments in associates or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interests in associates or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any assets, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with associates or a joint venture of the Group, profits and losses resulting from the transactions with the associates or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associates or joint venture that are not related to the Group.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) 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 on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on 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, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates/a joint venture.

For the purposes of presenting 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 period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Foreign currencies (Cont'd)

Exchange differences relating to the retranslation of the Group's net assets in United States dollars ("**US$**"), Japanese Yen ("**JPY**"), Renminbi ("**RMB**"), Philippines Peso ("**PHP**") and Russian Ruble ("**RUB**") to the Group's presentation currency in HK$ are recognised directly in other comprehensive income and accumulated in exchange reserve. Such exchange differences accumulated in the exchange reserve are reclassified to profit or loss subsequently.

(h) Property, operating right and equipment

Property, operating right and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Freehold lands are not depreciated and are measured at cost less subsequent accumulated impairment losses.

Buildings and improvements in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values 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, operating right 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, operating right 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Investment properties

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

Investment properties also include leased properties which are being recognised as right-of-use assets and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values 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.

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 its disposals. 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.

(j) Impairment on property, operating right and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, operating right and equipment, right-of-use assets and intangible assets with finite useful lives 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, operating right and equipment, right-of-use assets and tangible assets are estimated individually. When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Impairment on property, operating right and equipment, right-of-use assets and intangible assets other than goodwill (Cont'd)

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 of 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 costs 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.

(k) 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 and 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Revenue from contracts with customers (Cont'd)

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

The Group recognises revenue from the following major sources:

Income from sales of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. It is generally satisfied at a point in time when the control is transferred to the buyer.

Property management services income is recognised over time when the customers simultaneously receive and consume the benefits from the Group's performance. Such services are recognised over the term of the lease contract.

For revenue from concessionaire sales, the Group recognises commission income over time which it is entitled and is based on certain percentage of sales made by the concessionaires in accordance with the terms of contracts.

For revenue from provision of retail management and related services, it represents space areas offering, management and promotional fee from customers and the revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation when the customers simultaneously receive and consume the benefits provided by the Group's performance as the Group performs.

Income from sales of travel related products is recognised over time when the customers simultaneously receive and consume the benefits from the Group's performance. Such income is recognised on a daily basis over the contract period. Transaction price is allocated between sale of hotel accommodation products and event tickets and provision of limousine services on a relative standalone selling price basis.

Travel agency services income is recognised at a net amount after deducting related cost of sales upon performance of the services. It is generally satisfied at a point in time when the booking service is confirmed with the customer.

Hotel and integrated resort general consultancy services income is recognised over time when the customers simultaneously receive and consume the benefits from the Group's performance. Such service is recognised based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of services.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Revenue from contracts with customers (Cont'd)

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations (typically include settling a customer's wager, providing rooms and food and beverage services to the customers on a discounted or complimentary basis and points earned under the Group's customer loyalty program), the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

Revenue from gaming operations represents the aggregate net difference between gaming wins and losses and is recognised at a point in time. The commissions rebated to customers related to their play are recorded as a reduction to revenue from gaming operations.

For revenue contracts that include discounted or complimentary products and services provided by the Group to customers, the Group allocates the relative stand-alone selling price of each product and service to the respective revenue type. Cost of the respective products or services provided by the Group are recorded as an expense.

For revenue transactions that entitles a customer to earn points under the Group's customer loyalty programs, the Group allocates the estimated stand-alone selling price of the points earned to the loyalty program liability. Such amount is deferred as loyalty program liability in other payables until redemption occurs. Upon redemption of the loyalty program points for products and services provided by the Group, the amount deferred of each product or service provided by the Group is allocated to the respective revenue type.

For the rooms and food and beverage services provided for which the control of services is transferred over time and at a point in time, respectively, revenue is recognised when the customer obtains the control of the completed services and the Group has present right to payment and the collection of the consideration is probable.

For the provision of aircraft chartering services, the Group recognises service income over time when the relevant services have been rendered and is based on total estimated flight hours charged at an agreed hourly rate in accordance with terms of contracts.

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.

The contract liabilities represent deposits received from buyers of the properties held for sale and advance payments from the customers in relation to provision of hotel and integrated resort general consultancy services prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Revenue from contracts with customers (Cont'd)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by another party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

In relation to the Group's travel related businesses, the Group has acted as principal for transactions of hotel accommodation products and other travel package products and acted as agent for the rest. In assessing whether the Group acted as principal or agent, the Group has considered whether it controls the hotel accommodation products, other travel package products and travel agency services before such products and/or services are provided to customers, indicators including but not limited to whether the Group has primary responsibility in providing the goods and services to the customers, inventory risk before the customers' order and whether it has discretion in establishing price.

In relation to the Group's concessionaire sales, the Group has acted as an agent for concessionaire sales as the Group does not control the specific goods provided by concessionaires before goods are transferred to a customer.

Gaming tax

The Group is required to make certain variable and fixed payments to the tax authority in the Russian Federation based on the number of tables and slot machines in its possession. These expenses are reported as "gaming tax" in the consolidated statement of profit or loss and other comprehensive income and are charged to the consolidated statement of profit or loss and other comprehensive income as incurred.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(l) 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 or arising from business combinations on or after the date of initial application, 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

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies the practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

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

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(l) Leases (Cont'd)

The Group as a lessee (Cont'd)

Right-of-use assets (Cont'd)

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 re-measurement of lease liabilities other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

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 as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property are presented within "Investment Properties".

Refundable rental deposits

Refundable rental deposits paid are accounted for under HKFRS 9 and are initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognised and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period in which the event or condition that triggers the payment occurs.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(l) Leases (Cont'd)

The Group as a lessee (Cont'd)

Lease liabilities (Cont'd)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(l) Leases (Cont'd)

The Group as a lessee (Cont'd)

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions in the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The Group as lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases 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.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 *Revenue from Contracts with Customers* ("**HKFRS 15**") to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(l) Leases (Cont'd)

The Group as a lessor (Cont'd)

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 lessees.

Lease modification

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.

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

(m) Inventories

Inventories includes properties under development and properties held for sale, travel related products and retail products, food and beverages which are stated at the lower of cost and net realisable value.

Properties under development which are intended to be sold upon completion of development and properties for sale are classified as current assets. Except for the leasehold land element which is measured at the cost model in accordance with the accounting policies of right-of-use assets upon the application of HKFRS 16, properties under development/properties for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

Properties under development for sale are transferred to properties held for sale upon completion.

Costs of travel related products and retail products, food and beverages are determined on a weighted average method. Net realisable value represents the estimated selling price for travel related products and retail products, food and beverages less all estimated costs necessary to make the sale.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

(o) 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. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial instruments 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 attributable 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Financial instruments (Cont'd)

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.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/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.

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.

In addition, the Group may irrevocably designate a financial asset that is required to be measured at the amortised cost of Financial instruments at fair value through other comprehensive income ("**FVTOCI**") if doing so eliminates or significantly reduces an accounting mismatch.

(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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Financial instruments (Cont'd)

Financial assets (Cont'd)

Classification and subsequent measurement of financial assets (Cont'd)

(ii) 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 includes any dividend or interest earned on the financial asset and is presented as the "change in fair value of financial assets at fair value through profit or loss" in the consolidated statement of profit or loss and other comprehensive income.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("**ECL**") model on financial assets (including trade receivables, trade related amounts due from directors, amounts due from a non-controlling shareholder, pledged bank deposits, restricted bank deposits, bank balances, other receivables, other deposits, equity loans to a joint venture, loans to a joint venture, amounts due from a joint venture and loan receivable) 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. Assessments are 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 and trade related amounts due from directors and amounts due from a non-controlling shareholder of a subsidiary. The ECL on these assets are assessed individually for debtors.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

General approach

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

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

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

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

Simplified approach

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

(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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

(i) Significant increase in credit risk (Cont'd)

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.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events 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.

(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 one year 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 adjusted by 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

(v) Measurement and recognition of ECL (Cont'd)

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.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- 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.

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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Financial instruments (Cont'd)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements 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 Group are recognised at the proceeds received, net of direct issue costs.

Perpetual instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or the Group has the sole discretion to defer payment of distribution and redemption of principal amount indefinitely are classified as equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is 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, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at FVTPL

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Financial liabilities at FVTPL (Cont'd)

- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, such as derivative financial instruments, the changes in fair value of derivative financial instruments are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, amounts due to related companies, a director and non-controlling shareholders, loans from a related company and non-controlling shareholders, rent and other deposits, bank and other borrowings, debt component of convertible bonds and interest payables) are subsequently measured at amortised cost, using the effective interest method.

Convertible bond

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

An early redemption option provides the Group the right to redeem its convertible bond before the maturity date at principal amount is an early redemption option derivative.

At the date of issue, both the debt component and derivative component are recognised at fair value. In subsequent periods, the debt component of the convertible bond is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair values at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

Embedded derivatives

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of HKFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortised cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of HKFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

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.

The Group accounts for an exchange with a lender of a financial liability with substantially different terms as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(p) Retirement benefit costs and termination benefits

The Group operates defined contribution benefits schemes in Hong Kong, Macau, the PRC, the Russian Federation and other jurisdictions. Payments to defined contribution benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

(q) Share-based payment

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expenses immediately to profit or loss.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(q) Share-based payment (Cont'd)

Equity-settled share-based payment transactions (Cont'd)

Share options granted to employees (Cont'd)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

Share options granted to non-employees

Equity-settled share-based payments transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the goods or services qualify for recognition as assets).

(r) 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. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(s) Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Such grants are presented under "other income, gains and losses".

(t) 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 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 and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, associates and joint venture, 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 and interests 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 each 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(t) Taxation (Cont'd)

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 tax 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.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes requirements* to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

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 taxation 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 in 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 use by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation 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.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(u) Discontinued operation

A discontinued operation is a component of the Group that either has been disposed of, or is classified as held for sale. The component comprises operations and cash flows that can be clearly distinguished from the rest of the Group and represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount in the consolidated statement of profit or loss and other comprehensive income comprising the total of: (i) the post-tax profit or loss of discontinued operation and (ii) the post-tax gain or loss recognised on the measurement to fair value less costs to sell or on the disposal of the assets or disposal group constituting the discontinued operation.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated 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 on-going 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.

(a) Critical judgements in applying accounting policies

The followings are the critical judgements, apart from those involving estimations (see below), that the Directors have 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.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

(a) Critical judgements in applying accounting policies (Cont'd)

(i) Determination on lease term of contracts with renewal options

In determining the lease term, management considers all relevant factors and circumstances that create an economic incentive to exercise a renewal option or not exercise a termination option. Renewal options and/or periods after termination options are only included in the lease term if the lease is reasonably certain to be extended or not terminated.

The factors that are normally the most relevant are (a) if there are significant penalties should the Group per-terminate the contract, and (b) if any leasehold improvements are expected to have a significant remaining value, the Group is reasonably certain to extend and not to terminate the lease contract. Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised or not exercised or the Group becomes obliged to exercise or not exercise it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the Group.

During the year ended 31 December 2022, the management assessed that the automatic renewal period included in a lease of the Group should not be included in the lease term as the head lease agreement of the lessor does not have such similar arrangement and hence the automatic renewal period is not enforceable.

(ii) Going concern

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the financial statements. The assessment of the going concern assumption involves making a judgement by the Directors about the future outcome of events or conditions which are inherently uncertain. The Directors consider that the Group has the capability to continue as a going concern and the uncertainties that may cast significant doubt on the going concern assumption are set out in Note 2.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

(b) 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.

(i) Fair values of derivative financial instruments

The Directors use their judgment in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For derivative financial instruments, the estimation of fair value of derivatives includes some assumptions not supported by observable market prices or rates. The carrying amounts of the derivative financial instruments in relation to convertible bonds and put option as at 31 December 2022 were approximately HK$167,000 and HK$3,232,000, respectively (31 December 2021: HK$13,301,000 and HK$4,570,000, respectively). Details of the assumptions used are disclosed in Note 30. Directors believe that the chosen valuation techniques and assumptions are appropriate in determining the fair values of derivative financial instruments.

(ii) Impairment of interests in a joint venture/associates

The carrying amount of interests in a joint venture and associates amounting to Nil, respectively (31 December 2021: HK$175,659,000 and Nil, respectively) is reviewed for impairment in accordance with HKAS 36 whenever certain events or changes in circumstances indicate that the carrying amount may not be recoverable. The Group determines the recoverable amount which is the higher of value in use and fair value less costs of disposal. The value in use is based on the cash flows forecasts of the joint venture/associates and a suitable discount rate. The key assumptions of the discounted cash flow model include the growth rates, discount rate and the forecast performance. Where the actual future cash flows are less than or more than expected, or there are favourable or unfavourable events and changes in facts and circumstances which result in revision of cash flows forecast, a material impairment loss may arise or reverse. During the year, no impairment loss (2021: Nil) has been recognised in respect of the interests in associates and no impairment loss has been recognised in respect of interest in a joint venture for the year ended 31 December 2022 (2021: Nil). Details of the recoverable amount calculation for interests in a joint venture and associates are disclosed in Notes 19 and 18, respectively.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

(b) Key sources of estimation uncertainty (Cont'd)

(iii) Provision of ECL for loan receivable, equity loans to a joint venture, loans to a joint venture and amounts due from a joint venture

The Group uses various models and assumptions, including the identification of loss stages, estimates of probability of default, loss given default, exposures at default and discount rate, adjustments for forward-looking information and other adjustment factors in estimating ECL. The ECL measured at amortised cost whereby the management taken into consideration of historical data, the historical loss experience and other adjustment factors. Judgement is applied in identifying the most appropriate model for each type of asset, as well as for determining the assumptions used in these models, including assumptions that relate to key drivers of credit risk.

The ECL calculations for loan receivable, equity loans to, loans to and amounts due from a joint venture are outputs of complex models and with a number of significant assumptions about future economic conditions and credit behaviour (the likelihood of debtors defaulting and the resulting losses) regarding the choice of variable inputs and their interdependencies. Further details are set out in Notes 19, 20 and 42.

At 31 December 2022, the carrying amounts of loan receivable, equity loans to a joint venture, loans to a joint venture and amounts due from a joint venture of the Group are approximately Nil, HK$369,832,000, HK$187,074,000 and HK$46,222,000 (31 December 2021: approximately HK$599,209,000, HK$387,369,000, HK$166,726,000 and HK$16,891,000) respectively. During the year ended 31 December 2022, impairment losses on loan receivable, equity loans to a joint venture, loans to a joint venture and amounts due from a joint venture of approximately Nil, HK$17,643,000, HK$12,155,000 and HK$44,538,000 have been recognised (2021: approximately Nil, HK$119,717,000, HK$194,212,000 and HK$22,906,000), respectively.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

(b) Key sources of estimation uncertainty (Cont'd)

(iv) Useful lives and depreciation and impairment of property, operating right and equipment and right-of-use assets

The Group determines the estimated useful lives and related depreciation charges for its property, operating right and equipment. This estimate is based on the historical experience of the actual useful lives of property, operating right and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are expected to be shorter than previously estimated, or it will write-off or write-down obsolete or non-strategic assets that have been abandoned or sold. The property of the Group mainly comprises a hotel and entertainment complex, which is situated on land plots in the Russian Federation with a lease term of 14 years. Taking into account the Russian legislation and legal advice, the management expected that the lease terms could be renewed upon expiry of the relevant lease or the land plots could be acquired by the Group at a minimal consideration if the land lease is not extended, to match with the estimated useful lives of the buildings of 30 years.

Property, operating right and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

As at 31 December 2022, the carrying amounts of property, operating right and equipment and right-of-use assets were approximately HK$3,242,864,000 and HK$1,767,020,000 respectively, Impairment loss on property, operating right and equipment of Nil (2021: Impairment loss of approximately HK$287,119,000) and impairment loss on right-of use assets of Nil (2021: Nil) has been recognised for the year ended 31 December 2022.

6. REVENUE AND SEGMENT INFORMATION

Segment Information

Information reported to the executive Director, being the chief operating decision maker ("**CODM**") for the purpose of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's operating and reportable segments are as follows:

(a) Continuing operations

(1) Operation of integrated resort in the Philippines – Development and operation of an integrated resort at the Entertainment City, Manila, the Philippines through a non-wholly owned subsidiary, Suntrust;

(2) Operation of integrated resort in the Russian Federation – Operation of the hotel and gaming business in the IEZ Primorye in the Russian Federation through a non-wholly owned subsidiary, Summit Ascent;

(3) Property development – Development and sales of properties and hotel premises in Japan; and

(4) Management and operation of malls – Management and operation of malls in the PRC through a wholly-owned subsidiary, Dongyang Xinguang.

(b) Discontinued operations

(1) Property development – Development and sales of office premises, residential and retail properties in Chaohu, Anhui Province and Shenzhen, the PRC;

(2) Property leasing – Leasing of retail and residential properties and provision of property management services in Shenzhen, the PRC;

(3) Travel related products and services – Sales of travel related products, provision of travel agency services and aircraft chartering services; and

(4) Hotel and integrated resort general consultancy services – Provision of hotel and integrated resort general consultancy services.

Pursuant to the 2022 Disposal and the Cessation (as defined in Note 36) as mentioned in Note 1, part of the property development segment and the entire travel related products and services segment and hotel and integrated resort general consultancy services segment were reported as discontinued operations for the year ended 31 December 2022. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated as if the operations discontinued during the current period had been discontinued at the beginning of the comparative period. Details are set out in Notes 36 and 37.

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Disaggregation of revenue

Segment	Continuing operations									
	Operation of integrated resort in the Philippines		Operation of integrated resort in the Russian Federation		Property development		Management and operation of malls		Sub-total	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
	HK$'000	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)
Types of goods and services										
Property management services income	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-
Revenue from management and operation of malls	**-**	-	**-**	-	**-**	-	**22,034**	28,789	**22,034**	28,789
Sales of travel related products										
– Hotel accommodation products	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-
– Others	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-
Travel agency services income	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-
Revenue from aircraft chartering services	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-
Revenue from gaming and hotel operations										
– Gaming operations	**-**	-	**340,898**	248,355	**-**	-	**-**	-	**340,898**	248,355
– Hotel operations	**-**	-	**31,408**	17,164	**-**	-	**-**	-	**31,408**	17,164
Hotel and integrated resort general consultancy services income	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-
Revenue from contracts with customers	**-**	-	**372,306**	265,519	**-**	-	**22,034**	28,789	**394,340**	294,308
Leases	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-
Total revenue	**-**	-	**372,306**	265,519	**-**	-	**22,034**	28,789	**394,340**	294,308

Segment	Discontinued operations												Total	
	Property development		Property leasing		Travel related products and services		Hotel and integrated resort general consultancy services		Sub-total					
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021			**2022**	2021
	HK$'000	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)			**HK$'000**	HK$'000 (Restated)
Types of goods and services														
Property management services income	**-**	-	**-**	3,172	**-**	-	**-**	-	**-**	3,172			**-**	3,172
Revenue from management and operation of malls	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-			**22,034**	28,789
Sales of travel related products														
– Hotel accommodation products	**-**	-	**-**	-	**-**	40,880	**-**	-	**-**	40,880			**-**	40,880
– Others	**-**	-	**-**	-	**-**	611	**-**	-	**-**	611			**-**	611
Travel agency services income	**-**	-	**-**	-	**-**	702	**-**	-	**-**	702			**-**	702
Revenue from aircraft chartering services	**-**	-	**-**	-	**-**	652	**-**	-	**-**	652			**-**	652
Revenue from gaming and hotel operations														
– Gaming operations	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-			**340,898**	248,355
– Hotel operations	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-			**31,408**	17,164
Hotel and integrated resort general consultancy services income	**-**	-	**-**	-	**-**	-	**-**	3,284	**-**	3,284			**-**	3,284
Revenue from contracts with customers	**-**	-	**-**	3,172	**-**	42,845	**-**	3,284	**-**	49,301			**394,340**	343,609
Leases	**-**	-	**-**	19,694	**-**	-	**-**	-	**-**	19,694			**-**	19,694
Total revenue	**-**	-	**-**	22,866	**-**	42,845	**-**	3,284	**-**	68,995			**394,340**	363,303

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Disaggregation of revenue (Cont'd)

	Continuing operations										Discontinued operations											
Segment	Operation of integrated resort in the Philippines		Operation of integrated resort in the Russian Federation		Property development		Management and operation of malls		Sub-total		Property development		Property leasing		Travel related products and services		Hotel and integrated resort general consultancy services		Sub-total		Total	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
	HK$'000	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)	**HK$'000**	HK$'000 (Restated)
Geographical markets																						
The PRC	**-**	-	**-**	-	**-**	-	**22,034**	28,789	**22,034**	28,789	**-**	-	**-**	3,172	**-**	-	**-**	-	**-**	3,172	**22,034**	31,961
Macau	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	42,132	**-**	-	**-**	42,132	**-**	42,132
Cambodia	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	1	**-**	-	**-**	1	**-**	1
Vietnam	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	24	**-**	3,284	**-**	3,308	**-**	3,308
The Russian Federation	**-**	-	**372,306**	265,519	**-**	-	**-**	-	**372,306**	265,519	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**372,306**	265,519
Others	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	688	**-**	-	**-**	688	**-**	688
Revenue from contracts with customers	**-**	-	**372,306**	265,519	**-**	-	**22,034**	28,789	**394,340**	294,308	**-**	-	**-**	3,172	**-**	42,845	**-**	3,284	**-**	49,301	**394,340**	343,609
Leases	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	19,694	**-**	-	**-**	-	**-**	19,694	**-**	19,694
Total revenue	**-**	-	**372,306**	265,519	**-**	-	**22,034**	28,789	**394,340**	294,308	**-**	-	**-**	22,866	**-**	42,845	**-**	3,284	**-**	68,995	**394,340**	363,303
Timing of revenue recognition																						
At a point in time	**-**	-	**358,840**	259,041	**-**	-	**-**	-	**358,840**	259,041	**-**	-	**-**	-	**-**	702	**-**	-	**-**	702	**358,840**	259,743
Over time	**-**	-	**13,466**	6,478	**-**	-	**22,034**	28,789	**35,500**	35,267	**-**	-	**-**	3,172	**-**	42,143	**-**	3,284	**-**	48,599	**35,500**	83,866
	-	-	**372,306**	265,519	**-**	-	**22,034**	28,789	**394,340**	294,308	**-**	-	**-**	3,172	**-**	42,845	**-**	3,284	**-**	49,301	**394,340**	343,609
Leases	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-	**-**	19,694	**-**	-	**-**	-	**-**	19,694	**-**	19,694
Total revenue	**-**	-	**372,306**	265,519	**-**	-	**22,034**	28,789	**394,340**	294,308	**-**	-	**-**	22,866	**-**	42,845	**-**	3,284	**-**	68,995	**394,340**	363,303

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Disaggregation of revenue (Cont'd)

The duration of contracts in relation to property management services income, revenue from management and operation of malls, income from sales of travel related products, revenue from aircraft chartering services and hotel and integrated resort general consultancy services income usually varies from 1 to 20 years, 6 months to 15 years, 1 to 31 days, 1 day and 1 to 10 years, respectively and the contract fees of contracts with customers are either fixed or variable based on certain percentage of gross gaming revenue and EBITDA of a casino under management.

Performance obligations for contracts with customers

Sales of properties

The Group sells properties held for sale directly to buyers through its own sales office and through real estate agents respectively.

The income from sales of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. The Group receives certain percentage of the contract value as pre-sale deposits from buyers when they sign the sale and purchase agreements. The pre-sale deposits are recognised as contract liabilities throughout the property construction period until the buyer obtains control of the completed property.

Provision of property management services

The Group provides property management services to tenants of its investment properties. The property management services fee includes fees for management services in the PRC. The tenants are required to prepay the property management services fee one month in advance. Property management services income is recognised over time when the tenants simultaneously receive and consume the benefits from the Group's performance. Such services income is recognised over the term of the lease contract.

Revenue from management and operation of malls

The Group operates and manages of malls with its leased assets, namely Phase I Shopping Mall of Xinguang Tiandi and Phase 2 Living Mall of Xinguang Tiandi in Zhejiang Province, the PRC. Revenue for concessionaire sales, the Group recognises commission income over time which it is entitled and is based on certain percentage of sales made by the concessionaires in accordance with the terms of contracts. Revenue from provision of retail management and related services, it represents space areas offering, management and promotional fee from customers and the revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation when the customers simultaneously receive and consume the benefits provided by the Group's performance as the Group performs.

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Performance obligations for contracts with customers (Cont'd)

Sales of travel related products

The Group sells travel related products including hotel accommodation products and travel packages directly to the customers through its physical point-of-sale counters and online platform and recognised over time when the customers simultaneously receive and consume the benefits from the Group's performance (i.e. when the customers check in at the hotel and enjoy the benefits from using such hotel room among the period reserved) and when the control of goods and services is transferred either over time or at a point in time, as appropriate. The Group either requires advanced payments from its customers or grant 30-day credit to customers from the invoice date.

Income from sales of travel packages is recognised when the performance obligations in the travel packages are satisfied. The travel packages include several performance obligations such as sales of hotel accommodation products and event tickets and provision of limousine services. Each performance obligation in the travel packages is considered to be a distinct goods or service as it is both regularly supplied by the Group to other customers on a stand-alone basis and is available for customers from other providers in the market. Transaction price is allocated between sales of hotel accommodation products and event tickets and provision of limousine services on a relative standalone selling price basis. Revenue relating to the sale of hotel accommodation products is recognised over the period reserved for the hotel rooms. Revenue relating to the sales of event tickets is recognised at the occurrence of the events. Revenue relating to the provision of limousine services is recognised at the time of using the limousine services. The Group grants 30-day credit to customers from the invoice date.

Provision of travel agency services

The Group has acted as an agent for the provision of travel agency services including but not limited to reservation of helicopter/private jet, flight and limousine services, sales of ferry tickets and event tickets. The travel agency services income is recognised at a net amount after deducting related cost of sales upon performance of the services. It is generally satisfied at a point in time when the control is transferred to the customer, which is at the time when the booking service is confirmed with the customer. The normal credit period is 30 days upon the invoice date, which is approximate to the date of revenue recognition.

Provision of aircraft chartering services

For revenue from the provision of aircraft chartering services, the Group recognises service income over time when the relevant services have been rendered and is based on total estimated flight hours charged at an agreed hourly rate in accordance with terms of contracts.

Revenue from gaming and hotel operations

Revenue from gaming operations represents the aggregate net difference between gaming wins and losses and is recognised at a point in time. The commissions rebated to customers related to their play are recorded as a reduction to revenue from gaming operations.

For the rooms and food and beverage, revenue is recognised when the Group's performance obligations are satisfied, either over time or a point in time, as appropriate.

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Performance obligations for contracts with customers (Cont'd)

Provision of hotel and integrated resort general consultancy services

Hotel and integrated resort general consultancy services represent the provision of general consultancy services to the customers who are developing hotel and integrated resort projects in Vietnam and Cambodia. The duration of the contract period is initially for one year, with extension subject to mutual agreement. Such income is recognised over time when the customers simultaneously receive and consume the benefits from the Group's performance, which is recognised based on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depicts the Group's performance in transferring control of services.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2022 and 2021 and the expected timing of recognising revenue are as follows:

	Revenue from gaming and hotel operations HK$'000	**Revenue from management and operation of malls** HK$'000	**Total** HK$'000
As at 31 December 2022			
Within one year	**4,602**	**1,958**	**6,560**
As at 31 December 2021			
Within one year	4,323	3,866	8,189

For revenue from gaming and hotel operations, outstanding gaming chip liabilities are expected to be recognised as revenue or redeemed within one year of being purchased. Loyalty program liabilities are generally expected to be recognised as revenue within one year of being earned.

Leases

	2022 **HK$'000**	2021 HK$'000 (Restated)
Total revenue arising from leases		
Lease payments other than variable lease payments that do not depend on an index or a rate	–	19,694

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments.

	Continuing operations										Discontinued operations											
Segment	Operation of integrated resort in the Philippines		Operation of integrated resort in the Russian Federation		Property development		Management and operation of malls		Sub-total		Property development		Property leasing		Travel related products and services		Hotel and integrated resort general consultancy services		Sub-total		Total	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
		(Restated)		(Restated)		(Restated)		(Restated)		(Restated)		(Restated)		(Restated)		(Restated)		(Restated)		(Restated)		(Restated)
Segment revenue from external customers	**-**	–	**372,306**	265,519	**-**	–	**22,034**	28,789	**394,340**	294,308	**-**	–	**-**	22,866	**-**	42,845	**-**	3,284	**-**	68,995	**394,340**	363,303
Segment (loss) profit	**(26,841)**	(25,587)	**28,046**	(351,749)	**(2,063)**	(2,634)	**316**	5,792	**(542)**	(374,178)	**(1,143)**	(31,081)	**-**	(18,139)	**496**	(48,393)	**377**	(24,714)	**(270)**	(122,327)	**(812)**	(496,505)
Change in fair value of derivative financial instruments									**12,167**	825,835									**-**	–	**12,167**	825,835
Gain on disposal of subsidiaries									**-**	–									**196,463**	201,736	**196,463**	201,736
Gain on disposal of an associate									**-**	594									**-**	–	**-**	594
Impairment loss on equity loans to a joint venture									**(17,643)**	(119,717)									**-**	–	**(17,643)**	(119,717)
Impairment loss on loans to a joint venture									**(12,155)**	(194,212)									**-**	–	**(12,155)**	(194,212)
Impairment loss on amounts due from a joint venture									**(44,538)**	(22,906)									**-**	–	**(44,538)**	(22,906)
Share of losses of associates									**-**	(520)									**-**	–	**-**	(520)
Share of loss of a joint venture									**(160,854)**	(437,952)									**-**	–	**(160,854)**	(437,952)
Reversal of provision for litigation									**-**	–									**-**	21,361	**-**	21,361
Unallocated other income, gains and losses									**79,322**	86,881									**36,823**	15,338	**116,145**	102,219
Unallocated finance costs									**(177,528)**	(192,918)									**(94,002)**	(74,113)	**(271,530)**	(267,031)
Unallocated expenses									**(39,687)**	(52,107)									**(975)**	(7,510)	**(40,662)**	(59,617)
(Loss) profit before taxation									**(361,458)**	(481,200)									**138,039**	34,485	**(223,419)**	(446,715)
Income tax credit (expense)									**16,751**	(22,947)									**-**	265	**16,751**	(22,682)
(Loss) profit for the year									**(344,707)**	(504,147)									**138,039**	34,750	**(206,668)**	(469,397)

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Segment revenue and results (Cont'd)

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies set out in Note 4. Segment results represent the profit earned by/loss from each segment without allocation of certain other income, gains and losses, certain finance costs, change in fair value of convertible bonds, change in fair value of derivative financial instruments, gains on disposal of subsidiaries and an associate, loss on remeasurement of existing interest in an associate upon business combination, gain on bargain purchase on acquisition of subsidiaries, impairment loss on interest in an associate, impairment losses on equity loans to, loans to and amounts due from a joint venture, share of losses of associates, share of loss of a joint venture, reversal of provision for litigation and corporate expenses. This is the measure reported to the CODM for the purpose of resources allocation and performance assessment.

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

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Segment assets		
Operation of integrated resort in the Philippines	**3,959,680**	4,481,730
Operation of integrated resort in the Russian Federation	**2,037,064**	1,830,318
Travel related products and services	**9,084**	87,722
Hotel and integrated resort general consultancy services	**375**	3,798
Property development	**440,280**	831,823
Management and operation of malls	**83,053**	99,093
Total segment assets	**6,529,536**	7,334,484
Unallocated assets:		
Interest in a joint venture	**–**	175,659
Loans to a joint venture	**187,074**	166,726
Amounts due from a joint venture	**46,222**	16,891
Property, operating right and equipment	**328**	571
Right-of-use assets	**–**	998
Derivative financial instrument	**3,232**	4,570
Loan receivable	**–**	599,209
Bank balances and cash	**2,812**	6,659
Others	**19,062**	26,064
Consolidated total assets	**6,788,266**	8,331,831

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Segment revenue and results (Cont'd)

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Segment liabilities		
Operation of integrated resort in the Philippines	**1,006,755**	1,091,176
Operation of integrated resort in the Russian Federation	**221,046**	224,138
Travel related products and services	**140**	8,872
Hotel and integrated resort general consultancy services	**2,492**	3,196
Property development	**83,883**	144,820
Management and operation of malls	**71,171**	85,047
Total segment liabilities	**1,385,487**	1,557,249
Unallocated liabilities:		
Current tax liabilities	**5,374**	17,003
Convertible bonds	**19,073**	606,970
Bond payables	**628,442**	–
Derivative financial instruments	**167**	13,301
Lease liabilities	**–**	1,000
Amount due to a related company	**–**	262,905
Other borrowings	**400,000**	972,318
Others	**39,490**	74,317
Consolidated total liabilities	**2,478,033**	3,505,063

For the purposes of monitoring segment performance and allocating resources among segments:

- all assets are allocated to operating segments other than interest in a joint venture, loans to and amounts due from a joint venture, loan receivable, certain right-of-use assets, derivative financial instrument, certain property, operating right and equipment, certain bank balances and cash, and corporate assets of investment holding companies; and

- all liabilities are allocated to operating segments other than certain lease liabilities, convertible bonds, bond payables, derivative financial instruments, current tax liabilities, amount due to a related company, other borrowings, and corporate liabilities of investment holding companies.

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Other segment information

For the year ended 31 December 2022

	Continuing operations						Discontinued operations						
	Operation of integrated resort in the Philippines	Operation of integrated resort in the Russian Federation	Property development	Management and operation of malls	Unallocated	Sub-total	Property development	Property leasing	Travel related products and services	Hotel and integrated resort general consultancy services	Unallocated	Sub-total	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Amounts included in the measure of segment profit or loss or segment assets:													
Addition to non-current assets (Note)	697,396	46,006	5,707	-	-	749,109	-	-	-	-	-	-	749,109
Depreciation of property, operating right and equipment	(105)	(70,703)	-	(511)	(242)	(71,561)	(1)	-	-	-	-	(1)	(71,562)
Depreciation of right-of-use assets	-	(6,792)	-	(5,021)	(997)	(12,810)	-	-	-	-	-	-	(12,810)
Amortisation of intangible assets	-	(4)	-	-	-	(4)	-	-	-	-	-	-	(4)
Loss on disposal/written-off of property, operating right and equipment	-	(372)	-	-	-	(372)	-	-	-	-	-	-	(372)
Bank interest income	435	28,715	-	38	100	29,288	-	-	4	-	-	4	29,292
Finance costs	-	(13,232)	(1,896)	(2,394)	(177,528)	(195,050)	-	-	-	-	(94,002)	(94,002)	(289,052)
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:													
Interest income on loans to a joint venture	-	-	-	-	73,993	73,993	-	-	-	-	-	-	73,993
Imputed interest income on loans to a joint venture	-	-	-	-	32,628	32,628	-	-	-	-	-	-	32,628
Change in fair value of derivative financial instruments	-	-	-	-	12,167	12,167	-	-	-	-	-	-	12,167
Impairment loss on equity loans to a joint venture	-	-	-	-	(17,643)	(17,643)	-	-	-	-	-	-	(17,643)
Impairment loss on loans to a joint venture	-	-	-	-	(12,155)	(12,155)	-	-	-	-	-	-	(12,155)
Impairment loss on amounts due from a joint venture	-	-	-	-	(44,538)	(44,538)	-	-	-	-	-	-	(44,538)
Share of loss of a joint venture	-	-	-	-	(160,854)	(160,854)	-	-	-	-	-	-	(160,854)
Income tax credit	-	-	-	-	16,751	16,751	-	-	-	-	-	-	16,751

Note: Non-current assets excluded certain deposits for non-current assets, loans to and amounts due from a joint venture and derivative financial instrument.

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Other segment information (Cont'd)

For the year ended 31 December 2021

	Continuing operations						Discontinued operations						
	Operation of integrated resort in the Philippines HK$'000 (Restated)	Operation of integrated resort in the Russian Federation HK$'000 (Restated)	Property development HK$'000 (Restated)	Management and operation of malls HK$'000 (Restated)	Unallocated HK$'000 (Restated)	Sub-total HK$'000 (Restated)	Property development HK$'000 (Restated)	Property leasing HK$'000 (Restated)	Travel related products and services HK$'000 (Restated)	Hotel and integrated resort general consultancy services HK$'000 (Restated)	Unallocated HK$'000 (Restated)	Sub-total HK$'000 (Restated)	Total HK$'000 (Restated)
Amounts included in the measure of segment profit or loss or segment assets:													
Addition to non-current assets (Note)	881,062	16,469	199,195	863	541	1,098,130	–	12	–	29	–	41	1,098,171
Depreciation of property, operating right and equipment	(328)	(86,582)	–	(664)	(385)	(87,959)	(2)	(11)	(9,399)	(128)	(60)	(9,600)	(97,559)
Depreciation of right-of-use assets	(4,131)	(1,527)	–	(5,219)	(1,141)	(12,018)	–	(891)	(418)	(341)	–	(1,650)	(13,668)
Amortisation of intangible assets	–	(21)	–	–	–	(21)	–	–	–	–	–	–	(21)
Loss on disposal/written-off of property, operating right and equipment	–	(102)	–	–	(174)	(276)	–	–	(1,667)	(23)	–	(1,690)	(1,966)
Loss on disposal of intangible assets	–	(60)	–	–	–	(60)	–	–	–	–	–	–	(60)
Bank interest income	1,218	8,669	–	112	21	10,020	–	–	36	–	39	75	10,095
Finance costs	(189)	(9,979)	(2,239)	(2,636)	(192,918)	(207,961)	(21,104)	(11,672)	(1,775)	(27)	(74,113)	(108,691)	(316,652)
Change in fair value of investment properties	–	–	–	–	–	–	–	(11,988)	–	–	–	(11,988)	(11,988)
Impairment loss on property, operating right and equipment	–	(287,119)	–	–	–	(287,119)	–	–	–	–	–	–	(287,119)
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:													
Interest income on loans to a joint venture	–	–	–	–	37,077	37,077	–	–	–	–	–	–	37,077
Imputed interest income on loans to a joint venture	–	–	–	–	38,650	38,650	–	–	–	–	–	–	38,650
Change in fair value of derivative financial instruments	–	–	–	–	825,835	825,835	–	–	–	–	–	–	825,835
Gain on disposal of an associate	–	–	–	–	594	594	–	–	–	–	–	–	594
Impairment loss on equity loans to a joint venture	–	–	–	–	(119,717)	(119,717)	–	–	–	–	–	–	(119,717)
Impairment loss on loans to a joint venture	–	–	–	–	(194,212)	(194,212)	–	–	–	–	–	–	(194,212)
Impairment loss on amounts due from a joint venture	–	–	–	–	(22,906)	(22,906)	–	–	–	–	–	–	(22,906)
Share of losses of associates	–	–	–	–	(520)	(520)	–	–	–	–	–	–	(520)
Share of loss of a joint venture	–	–	–	–	(437,952)	(437,952)	–	–	–	–	–	–	(437,952)
Income tax (expense) credit	–	–	–	–	(22,947)	(22,947)	–	–	–	–	–	265	(22,682)
Interest in a joint venture	–	–	–	–	175,659	175,659	–	–	–	–	–	–	175,659

Note: Non-current assets excluded certain deposits for non-current assets, loans to and amounts due from a joint venture and derivative financial instrument.

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Information about major customers

No customer represented over 10% of total revenue of the Group for both years ended 31 December 2022 and 2021.

Geographical information

Below the information about non-current assets (Note) by location of assets and interests in a joint venture by location of its business operations are detailed below:

	Non-current assets as at 31 December	
	2022	2021
	HK$'000	HK$'000
The Russian Federation	**1,161,856**	1,192,777
The PRC	**69,996**	92,311
Hong Kong	**5,022**	9,633
Japan	**438,756**	509,826
Vietnam	**–**	175,659
The Philippines	**3,623,125**	3,435,178
	5,298,755	5,415,384

Note: Non-current assets exclude certain deposits for non-current assets, loans to and amounts due from a joint venture, loan receivable and derivative financial instrument.

7. OTHER INCOME, GAINS AND LOSSES

	2022 **HK$'000**	2021 HK$'000 (Restated)
Bank interest income	**29,288**	10,020
Interest income on loans to a joint venture	**73,993**	37,077
Imputed interest income on loans to a joint venture	**32,628**	38,650
Imputed interest income on VAT arrangements	**–**	472
Total interest income	**135,909**	86,219
Loss on disposal/written-off of property, operating right and equipment	**(372)**	(276)
Loss on disposal of intangible assets	**–**	(60)
Exchange (losses) gains, net	**(27,584)**	10,498
Others	**2,105**	3,529
	110,058	99,910

8. FINANCE COSTS

	2022 **HK$'000**	2021 HK$'000 (Restated)
Imputed interest expense on convertible bonds (Notes 30(a) and (b))	**111,112**	116,481
Imputed interest expense on promissory note	**42,187**	54,575
Imputed interest expense on loan from a related company	**–**	9,603
Imputed interest expense on loans from non-controlling shareholders of a subsidiary	**8,765**	8,215
Imputed interest expense on VAT arrangements	**2,353**	–
Interest on promissory note	**4,350**	6,060
Interest on loan from a related company	**–**	2,284
Interest on loans from non-controlling shareholders of a subsidiary	**1,896**	2,239
Interest on bank overdraft	**–**	403
Interest on other borrowings	**21,154**	4,581
Interest on lease liabilities	**37,119**	40,696
Total finance costs	**228,936**	245,137
Less: capitalised in construction in progress included in property, operating right and equipment (Note)	**(33,886)**	(37,176)
Finance costs expensed	**195,050**	207,961

Note: The borrowing costs have been capitalised at 4% per annum (2021: 4% per annum).

9. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

Loss for the year from continuing operations has been arrived at after charging (crediting) the following:

	2022	2021
	HK$'000	HK$'000
		(Restated)
Depreciation of property, operating right and equipment	**71,561**	87,959
Depreciation of right-of-use assets	**117,359**	133,740
Amortisation of intangible assets	**4**	21
Total depreciation and amortisation	**188,924**	221,720
Less: capitalised in construction in progress included in property, operating right and equipment	**(104,549)**	(121,722)
Total depreciation and amortisation expensed	**84,375**	99,998
Total depreciation and amortisation expensed is presented in the consolidated statement of profit or loss as		
– Cost of sales	**60,887**	76,134
– Administrative expenses	**23,488**	23,864
	84,375	99,998

9. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS (Cont'd)

	2022 HK$'000	2021 HK$'000 (Restated)
Auditor's remuneration	**7,680**	9,569
Directors' remuneration	**9,564**	17,194
Staff costs, excluding Directors		
– salaries and wages	**131,109**	138,591
– share-based compensation benefits	**153**	965
– retirements benefits scheme contributions	**27,173**	25,259
Staff costs, excluding Directors	**158,435**	164,815
Total staff costs	**167,999**	182,009
Less: capitalised in construction in progress included in property, operating right and equipment	**(173)**	(8,322)
Total staff costs expensed	**167,826**	173,687
Impairment loss recognised in respect of other receivables, prepayments and deposits	**3**	1,840
Short-term and variable lease payments	**927**	1,008
Cost of sales		
– cost of services rendered	**10,277**	10,100
– operating expenses of gaming and hotel operations	**198,946**	197,484
	209,223	207,584

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

	Fees HK$'000	Salaries and allowances HK$'000	Retirement benefit scheme contributions HK$'000	Benefit in kind HK$'000	Share-based compensation benefits HK$'000	Total HK$'000
Year ended 31 December 2022						
Executive directors						
Lo Kai Bong * (Chairman+)	**3,222**	**3,567**	**18**	**1,000**	**–**	**7,807**
Au Chung On John^	**–**	**–**	**–**	**–**	**957**	**957**
Manuel Assis Da Silva^	**440**	**–**	**–**	**–**	**–**	**440**
Independent non-executive directors						
Tou Kin Chuen	**120**	**–**	**–**	**–**	**–**	**120**
Wu Kam Fun Roderick	**120**	**–**	**–**	**–**	**–**	**120**
Lo Wai Tung John	**120**	**–**	**–**	**–**	**–**	**120**
Total	**4,022**	**3,567**	**18**	**1,000**	**957**	**9,564**

	Fees HK$'000	Salaries and allowances HK$'000	Retirement benefit scheme contributions HK$'000	Benefit in kind HK$'000	Share-based compensation benefits HK$'000	Total HK$'000
Year ended 31 December 2021						
Executive directors						
Chau Cheok Wa (Chairman △)	110	–	5	–	–	115
Lo Kai Bong *	3,757	–	18	–	–	3,775
Au Chung On John	90	5,443	103	–	6,288	11,924
Manuel Assis Da Silva	1,020	–	–	–	–	1,020
Independent non-executive directors						
Tou Kin Chuen	120	–	–	–	–	120
Wu Kam Fun Roderick	120	–	–	–	–	120
Lo Wai Tung John	120	–	–	–	–	120
Total	5,337	5,443	126	–	6,288	17,194

* The amounts included fees, salaries and benefit in kind paid by Suntrust and/or Summit Ascent.

△ Mr. Chau Cheok Wa ("**Mr. Chau**") resigned as chairman of the board of Directors and an executive director of the Company on 1 December 2021.

\+ Mr. Lo was appointed as chairman of the board of Directors on 31 August 2022.

^ Resigned as director on 30 November 2022.

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Cont'd)

The Executive Directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The emoluments of the Independent Non-executive Directors shown above were for their services as Directors.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

Of the five individuals with the highest emoluments in the Group, 1 (2021: 2) were the Directors whose emoluments are included in the disclosure above. The emoluments of the remaining 4 (2021: 3) individuals were as follows:

	2022 **HK$'000**	2021 HK$'000
Fees, salaries and allowances	**14,884**	10,269
Share-based compensation benefits	**–**	431
Retirement benefit scheme contributions	**50**	18
	14,934	10,718

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Cont'd)

The emoluments of the remaining 4 (2021: 3) individuals with the highest emolument are within the following bands:

	Number of individuals 2022	Number of individuals 2021
HK$1,500,001 to HK$2,000,000	**1**	–
HK$2,500,001 to HK$3,000,000	**1**	–
HK$3,000,001 to HK$3,500,000	**–**	1
HK$3,500,001 to HK$4,000,000	**1**	2
HK$6,000,001 to HK$6,500,000	**1**	–

During both years, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

Apart from details of the balances with related parties disclosed in the consolidated statement of financial position and other details disclosed elsewhere in the consolidated financial statements, the Company has not entered into a transaction, arrangement or contract in which a director of the Company or a connected entity of a director of the Company has a material interest.

11. INCOME TAX (CREDIT) EXPENSE

	2022 HK$'000	2021 HK$'000 (Restated)
Current		
– PRC Enterprise Income Tax ("**EIT**")	**711**	1,170
– Philippines capital gains tax	**–**	3,687
– Philippines withholding tax	**83**	17,949
– Russian corporate tax	**173**	141
	967	22,947
Overprovision in prior years		
– Philippines withholding tax	**(17,718)**	–
	(16,751)	22,947

11. INCOME TAX (CREDIT) EXPENSE (Cont'd)

(a) Hong Kong Profits Tax

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "**Bill**") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 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 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. No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

(b) PRC EIT

Under the Law of the PRC on the PRC EIT (the "**EIT Law**") and Implementation Regulation of the EIT Law, the tax rate of the Group's PRC subsidiaries is 25% for both years.

According to the EIT Law and the Implementation Regulation of the EIT Law of the PRC, an entity eligible as a small low-profit enterprise ("**Small Low-profit Enterprise**") is subject to preferential tax treatments, a Small Low-profit Enterprise with annual taxable income not more than RMB1,000,000 is subject to PRC EIT calculated at 25% of its taxable income at a tax rate of 20%; a Small Low-profit Enterprise with annual taxable income which exceeds RMB1,000,000 but does not exceed RMB3,000,000 is subject to PRC EIT calculated at 50% of its taxable income at a tax rate of 20%. For both years, none of the subsidiaries of the Group is eligible as a Small Low-profit Enterprise.

(c) PRC withholding income tax

Under the EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries for those registered as foreign-investment enterprises under the laws of the PRC from 1 January 2008 onwards. A lower 5% withholding tax rate may be applied when the immediate holding companies of the PRC subsidiaries are incorporated or operated in Hong Kong and fulfil the requirements of the tax treaty arrangements between the PRC and Hong Kong.

For the years ended 31 December 2022 and 2021, no deferred taxation has been provided for in the consolidated financial statements as no accumulated profits are generated by PRC subsidiaries of the Group registered as foreign-investment enterprises.

(d) Overseas income tax

The Company and a subsidiary were incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap. 22 of the Cayman Islands and accordingly, are exempted from the Cayman Islands income tax. Pursuant to the rules and regulations of the BVI and Bermuda, the Company's subsidiaries are not subject to any income tax in the respective jurisdictions.

11. INCOME TAX (CREDIT) EXPENSE (Cont'd)

(e) Macau Complementary Income Tax ("CIT")

Macau CIT is calculated at the progressive rate on the estimated assessable profits. The maximum tax rate is 12% for both years.

(f) Philippines Corporate Income Tax ("PCIT")

PCIT is calculated at 30% of the estimated profits for the years ended 31 December 2022 and 2021. No provision for PCIT has been made for both years as no assessable profits are earned by subsidiaries incorporated in the Philippines.

(g) Philippines capital gains tax

Philippines capital gains tax is calculated at (i) 15% of the net capital gains realised during the taxable year from the sale, barter, exchange or other disposal of shares in a domestic corporation, except for shares traded and sold through The Philippine Stock Exchange, Inc.; or (ii) 6% of the gross selling price or current fair market value, whichever is higher, during the taxable year from the sale, barter, exchange or other disposal of real property classified as capital assets located in the Philippines.

(h) Philippines withholding tax

Philippines withholding tax of 30% shall be levied on the dividend declared by the companies incorporated in the Philippines to non-resident foreign corporations in the Philippines.

Interests on bank savings and time deposits received by the companies incorporated in the Philippines are subject to a final tax between 15% to 20%.

(i) Japan corporate income tax

Corporate tax in Japan is calculated on the estimated assessable profit for both years at the rates of taxation prevailing in Japan in which the Group operates. No provision for Japan corporate income tax has been made for both years as the Japan subsidiaries incurred losses for both years.

(j) Russian corporate tax

Russian corporate tax is calculated at a rate of 20% of the estimated assessable profit for both years. However, no Russian corporate tax is levied on the Group's gaming activities in the Russian Federation in accordance with Russian legislation.

11. INCOME TAX (CREDIT) EXPENSE (Cont'd)

(k) The income tax (credit) expense for the year from continuing operations can be reconciled to the loss before taxation from continuing operations per the consolidated statement of profit or loss and other comprehensive income as follows:

	2022 **HK$'000**	2021 HK$'000 (Restated)
Loss before taxation from continuing operations	**(361,458)**	(481,200)
Notional tax calculated at domestic income tax rate of 20% (2021: 20%) (Note)	**(72,292)**	(96,240)
Tax effect of share of loss of a joint venture	**32,171**	87,590
Tax effect of share of losses from associates	**–**	104
Effect of different tax rates of subsidiaries operating in other jurisdictions	**118**	254
Tax effect of non-taxable income	**(159,532)**	(238,969)
Tax effect of non-deductible expenses	**193,481**	264,137
Tax effect of temporary difference not recognised	**(497)**	27
Tax effect of tax losses not recognised	**7,532**	6,192
Utilisation of tax losses previously not recognised	**(14)**	(148)
Overprovision in prior years	**(17,718)**	–
Income tax (credit) expense for the year from continuing operations	**(16,751)**	22,947

Note: The tax rate represents the statutory tax rate of the operations in the jurisdiction where the operations of the Group are substantially based. The Russian corporate tax rate is used as the domestic income tax rate for the years ended 31 December 2022 and 2021.

12. DIVIDENDS

The Board does not recommend the payment of a final dividend for each of the years ended 31 December 2022 and 2021.

13. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the shareholders of the Company is based on the following data:

(Loss) earnings figures are calculated as follows:

	2022 HK$'000	2021 HK$'000 (Restated)
(Loss) earnings		
(Loss) profit for the year attributable to shareholders of the Company for the purpose for calculating basic (loss) earnings per share		
– Continuing operations	**(546,801)**	(562,242)
– Discontinued operations	**138,039**	34,750
	(408,762)	(527,492)
Effect of dilutive potential ordinary shares:		
– Adjustment to the share of loss of Suntrust based on dilution of its loss per share	**(19,697)**	(18,693)
– Change in fair value of conversion option derivatives of 2016 Convertible Bond	**–**	(778,633)
– Imputed interest expense on 2016 Convertible Bond	**–**	61,122
– Exchange gain in relation to 2016 Convertible Bond	**–**	(11,508)
Loss for the purpose of calculating diluted loss per share	**(428,459)**	(1,275,204)
Attributable to:		
– Continuing operations	**(566,498)**	(1,309,954)
– Discontinued operations	**138,039**	34,750
	(428,459)	(1,275,204)

13. LOSS PER SHARE (Cont'd)

	Number of shares 2022	2021
Number of shares		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	**6,667,972,746**	6,667,917,951
Effect of dilutive potential ordinary shares – 2016 Convertible Bond	**–**	1,546,153,846
Weighted average number of ordinary shares for the purpose of diluted loss per share	**6,667,972,746**	8,214,071,797

For the year ended 31 December 2021, the conversion of 2018 Convertible Bond (as defined in Note 30(a)) has an anti-dilutive effect on the basic loss per share from continuing operations presented.

For the years ended 31 December 2022 and 2021, the calculation of diluted loss per share does not assume the exercise of the Company's outstanding share options since the assumed exercise of those share options has an anti-dilutive effect on the basic loss per share from continuing operations.

For the years ended 31 December 2022 and 2021, the exercise of the outstanding share options issued by Summit Ascent and conversion of outstanding convertible bonds issued by Summit Ascent have anti-dilutive effect on the basic loss per share from continuing operations presented.

14. PROPERTY, OPERATING RIGHT AND EQUIPMENT

	Freehold land HK$'000	Buildings, operating right and leasehold improvements HK$'000 Note (a)	Furniture and fixture HK$'000	Motor vehicles HK$'000	Aircraft HK$'000	Gaming equipment HK$'000	Construction in-progress HK$'000	Total HK$'000
At cost								
As at 1 January 2021	350,643	1,456,881	44,474	11,809	89,256	36,156	327,121	2,316,340
Additions	192,598	208	9,445	2,863	–	4,806	879,509	1,089,429
Disposal of subsidiaries (Note 37)	–	–	(2,482)	(2,634)	–	–	–	(5,116)
Disposals	–	(1,746)	(3,119)	(4,271)	(89,256)	(2,101)	–	(100,493)
Reclassification	–	6,718	–	–	–	–	(6,718)	–
Exchange difference	(36,314)	56	43	48	–	–	(40,978)	(77,145)
As at 31 December 2021 and 1 January 2022	506,927	1,462,117	48,361	7,815	–	38,861	1,158,934	3,223,015
Additions	–	–	3,991	5,591	–	337	652,650	662,569
Disposal of subsidiaries (Note 37)	–	–	(500)	(268)	–	–	–	(768)
Disposals	–	–	(4,565)	(226)	–	(1,886)	–	(6,677)
Reclassification	–	476	–	–	–	–	(476)	–
Exchange difference	(79,876)	(262)	(462)	(15)	–	–	(105,382)	(185,997)
As at 31 December 2022	**427,051**	**1,462,331**	**46,825**	**12,897**	**–**	**37,312**	**1,705,726**	**3,692,142**
Accumulated depreciation and impairment								
Charge for the year	–	61,223	19,482	2,184	9,125	5,545	–	97,559
As at 1 January 2021	–	14,126	4,367	5,340	6,049	833	–	30,715
Disposal of subsidiaries (Note 37)	–	–	(2,319)	(2,451)	–	–	–	(4,770)
Eliminated on disposals	–	(1,716)	(2,858)	(4,054)	(15,174)	(1,658)	–	(25,460)
Impairment	–	287,119	–	–	–	–	–	287,119
Exchange difference	–	34	39	45	–	–	–	118
As at 31 December 2021 and 1 January 2022	–	360,786	18,711	1,064	–	4,720	–	385,281
Charge for the year	–	46,836	16,524	2,480	–	5,722	–	71,562
Disposal of subsidiaries (Note 37)	–	–	(472)	(254)	–	–	–	(726)
Eliminated on disposals	–	–	(4,221)	(226)	–	(1,714)	–	(6,161)
Exchange difference	–	(231)	(433)	(14)	–	–	–	(678)
As at 31 December 2022	**–**	**407,391**	**30,109**	**3,050**	**–**	**8,728**	**–**	**449,278**
Carrying values								
As at 31 December 2022	**427,051**	**1,054,940**	**16,716**	**9,847**	**–**	**28,584**	**1,705,726**	**3,242,864**
As at 31 December 2021	506,927	1,101,331	29,650	6,751	–	34,141	1,158,934	2,837,734

14. PROPERTY, OPERATING RIGHT AND EQUIPMENT (Cont'd)

Notes:

(a) Operating right represents the right to conduct business in the IEZ Primorye, one of the five integrated entertainment zones in the Russian Federation for gaming activities. Although the right was awarded by the Administration of the Primorye Region, the Russian Federation for an indefinite period, the Directors determine its estimated useful life as 30 years and accordingly, the right is amortised over 30 years. The building mainly includes the hotel and entertainment complex situated on land plots from a third party with a lease term of 14 years. Taking into account the Russian legislation and a legal opinion as advised by an external legal counsel, the management expected that the lease terms could be renewed upon expiry or the land plots could be acquired by the Group if the land lease is not extended, to reflect the estimated useful life of the buildings of 30 years.

(b) Except for the freehold land and construction in-progress, all above items of property, operating right and equipment are depreciated over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, as follows:

Buildings, operating right and leasehold improvements	3 to 30 years or over the term of the lease
Leasehold improvement	Over the term of the lease
Gaming equipment	2 to 7 years
Furniture and fixture	2 to 20 years
Motor vehicles	3 to 7 years
Aircraft	5 to 10 years

(c) During the year ended 31 December 2022, the Group has capitalised borrowing costs amounting to approximately HK$33,886,000 (2021: approximately 37,176,000) and depreciation of right-of-use assets amounting to approximately HK$104,549,000 (2021: approximately 121,722,000) in construction in-progress for the construction of a 5-star hotel and casino complex at the Entertainment City, Manila, the Philippines, which is currently under development by Suntrust (the "**Main Hotel Casino**").

(d) For the year ended 31 December 2021, the recoverable amount of the CGU of operation of integrated resort in the Russian Federation was based on its value in use and was determined with the assistance of Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent professional qualified valuer not connected to the Group. The calculation used cash flow projections based on financial budgets approved by management covering a six-year period. A six-year forecast was considered appropriate for the gaming and hotel operation to take into account this recovery period from COVID-19 and thereafter a phased opening of gaming facilities and hotel rooms associated with the Phase II of Tigre de Cristal. Cash flows beyond the six-year period were extrapolated using an estimated growth rate stated below which does not exceed the long-term average growth rate for the industry. The cash flows were discounted using a discount rate stated below. The discount rates used were pre-tax and reflect specific risks relating to the relevant CGU.

Key assumptions used for the value-in-use calculations are as follows:

	31 December 2021
Average revenue growth rate	21.65%
Terminal growth rate	4.00%
Discount rate	21.16%

The cash flow projections had taken into account the unfavourable changes for the postponement of Phase II development of Tigre de Cristal and the ongoing of COVID-19 pandemic, particular restrictions on international travel and the economic uncertainties and the decrease in volume of its rolling chip business. Therefore, the carrying amount of the relevant CGU was written down to the recoverable amount of approximately HK$1,135 million and an impairment loss on property, operating right and equipment of approximately HK$287,119,000 has been recognised for the year ended 31 December 2021.

15. RIGHT-OF-USE ASSETS

	Leased properties	
	2022	2021
	HK$'000	HK$'000
Carrying amount as at 1 January	**2,161,410**	2,409,064
Additions	**8,669**	8,742
Disposal of subsidiaries (Note 37)	**–**	(2,707)
Leases modification	**(122,506)**	(994)
	2,047,573	2,414,105
Depreciation charge for the year	**(117,359)**	(135,390)
Exchange difference	**(163,194)**	(117,305)
Carrying amount as at 31 December	**1,767,020**	2,161,410
Expense relating to short-term leases with lease terms end within 12 months	**952**	1,618
Variable lease payments not included in the measurement of lease liabilities (including COVID-19-related rent concessions)	**–**	(307)
Total cash outflow for leases	**14,641**	17,441

For the years ended 31 December 2022 and 2021, the Group leases various offices for its operations. Lease contracts are entered into for fixed terms of 12 to 36 months. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

15. RIGHT-OF-USE ASSETS (Cont'd)

The Group regularly entered into short-term leases for various offices. As at 31 December 2022 and 2021, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

During the year ended 31 December 2022, the Group entered into new lease agreements for the use of properties for 1.4 to 2 years (2021: 1.5 to 5 years).

On the date of lease commencement, the Group recognised right-of-use assets of approximately HK$8,669,000 (2021: HK$8,742,000) and lease liabilities approximately HK$8,669,000 (2021: HK$8,519,000) during the year ended 31 December 2021.

Leases committed

As at 31 December 2022 and 2021, the Group did not enter into any new leases for offices that are not yet commenced.

Details of the lease maturity analysis of lease liabilities are set out in Notes 31 and 42(b).

Restrictions or covenants on leases

In addition, lease liabilities of approximately HK$899,756,000 (31 December 2021: approximately HK$1,019,024,000) are recognised with related right-of-use assets of approximately HK$1,767,020,000 (31 December 2021: approximately HK$2,161,410,000) as at 31 December 2022. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

16. INTANGIBLE ASSETS

	Goodwill	Other intangible assets	Total
	HK$'000	HK$'000	HK$'000
Cost			
At 1 January 2021	13,782	407	14,189
Disposal	–	(60)	(60)
Exchange difference	404	–	404
At 31 December 2021 and 1 January 2022	14,186	347	14,533
Exchange difference	(1,202)	–	(1,202)
At 31 December 2022	**12,984**	**347**	**13,331**
Accumulated amortisation and impairment			
At 1 January 2021	–	63	63
Amortisation charge for the year	–	21	21
At 31 December 2021 and 1 January 2022	–	84	84
Amortisation charge for the year	–	4	4
At 31 December 2022	–	88	88
Carrying amount			
At 31 December 2022	**12,984**	**259**	**13,243**
At 31 December 2021	14,186	263	14,449

17. PREPAYMENTS AND DEPOSITS FOR NON-CURRENT ASSETS

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Land use right in the PRC (Note (a))	**–**	9,951
Long-term prepayments (Note (b))	**13,533**	13,533
Deposits in relation to construction of Main Hotel Casino (Note (c))	**237,514**	201,576
Deposits for purchase of property, operating right and equipment	**33,561**	10,052
	284,608	235,112
Less: Allowance for impairment	**(8,980)**	(8,980)
	275,628	226,132

Notes:

(a) The amount represents prepayment for the land use right for a property project in the PRC. As the 2022 Disposal has been completed on 22 July 2022, the prepayment has been disposed on 22 July 2022 and is no longer consolidated into the consolidated financial statements of the Group.

(b) Long-term prepayments represent prepayments for connection to the utility infrastructure network located in the IEZ Primorye in the Russian Federation.

(c) The balance mainly represents the advance deposits paid to the main contractor for the construction of the Main Hotel Casino.

18. INTERESTS IN ASSOCIATES

During the year ended 31 December 2021, the Group disposed of its remaining 24.27% equity interest in First Oceanic Property Management, Inc. at the consideration of PHP153,728,294 (equivalent to approximately HK$24,768,000) and recognised a gain on disposal of an associate of approximately HK$594,000.

Aggregate financial information of associate that is not individually material

The financial information of the associate that was not individually material was summarised as follows:

	2022 **HK$'000**	2021 HK$'000
The Group's share of loss and other comprehensive expense for the year	**–**	520

	As at 31 December	
	2022 **HK$'000**	2021 HK$'000
Carrying amount of the Group's interests in associate	**–**	–

19. INTEREST IN A JOINT VENTURE/LOANS TO AND AMOUNTS DUE FROM A JOINT VENTURE

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Interest in a joint venture		
Cost of unlisted investment	**414,998**	414,998
Share of post-acquisition losses and other comprehensive expenses	**(415,136)**	(415,136)
Exchange realignment	**138**	138
	–	–
Equity loans to a joint venture (Note (a))	**507,086**	507,086
Allowance for impairment (Notes (d) and 42(b))	**(137,254)**	(119,717)
Deemed capital contribution (Notes (b) and (c))	**208,141**	208,141
Share of post-acquisition losses and other comprehensive expenses in excess of the cost of investment	**(573,400)**	(414,627)
Exchange realignment	**(4,573)**	(5,224)
Interest in a joint venture	**–**	175,659
Loans to a joint venture		
– Current (Note (b))	**233,895**	233,943
– Allowance for impairment (Notes (d) and 42(b))	**(143,845)**	(144,343)
	90,050	89,600
– Non-current (Note (c))	**159,453**	126,995
– Allowance for impairment (Notes (d) and 42(b))	**(62,429)**	(49,869)
	97,024	77,126
Loans to a joint venture	**187,074**	166,726

19. INTEREST IN A JOINT VENTURE/LOANS TO AND AMOUNTS DUE FROM A JOINT VENTURE (Cont'd)

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Amounts due from a joint venture		
– Current	**102,182**	32,498
– Allowance for impairment (Notes (d) and 42(b))	**(62,823)**	(20,040)
	39,359	12,458
– Non-current	**11,282**	7,299
– Allowance for impairment (Notes (d) and 42(b))	**(4,419)**	(2,866)
	6,863	4,433
Amounts due from a joint venture	**46,222**	16,891

Notes:

(a) The loans in the aggregate amount of approximately HK$507,086,000 to a joint venture are interest-free, unsecured and with no fixed repayment term. Such loans form the Group's net investment in the joint venture.

(b) During the year ended 31 December 2020, the Group advanced a loan in principal amount of US$30,000,000 (equivalent to approximately HK$232,500,000 at the drawdown date) to a joint venture. The loan is interest bearing at 14% per annum, unsecured and repayable after 12 months from the first drawdown date of the facility and the maturity date may be extended up to 28 February 2022, and therefore is classified as current asset as at 31 December 2022 and 2021. The loan has not yet been repaid by 28 February 2022 and as of 31 December 2022, which is interest bearing at 25% per annum with effect from 1 March 2022.

As the interest rate charged on the loan to a joint venture is below the prevailing market interest rate, aggregated imputed interest of approximately HK$25,957,000 of the loan upon initial recognition was calculated based on the difference between the prevailing market interest rate and the coupon interest rate has been recognised as deemed contribution to a joint venture as at 31 December 2022 and 2021. The prevailing market interest rate of the loan is 29.54% per annum.

19. INTEREST IN A JOINT VENTURE/LOANS TO AND AMOUNTS DUE FROM A JOINT VENTURE (Cont'd)

Notes: (Cont'd)

(c) During the year ended 31 December 2020, the Group advanced loans in aggregate principal amount of US$34,045,000 (equivalent to approximately HK$263,849,000 at the drawdown date) to a joint venture. The loans are interest bearing at 1.5% per annum, unsecured and repayable after 5 years from the first drawdown date of the facilities and therefore are classified as non-current assets as at 31 December 2022 and 2021.

As the interest rates charged on the loans to a joint venture are below prevailing market interest rates, aggregated imputed interest of approximately HK$182,184,000 of the loans upon initial recognition was calculated based on the difference between the prevailing market interest rates and the coupon interest rate has been recognised as deemed contribution to a joint venture as at 31 December 2022 and 2021. The prevailing market interest rates of the loans are ranged from 25.63% to 28.90% per annum.

(d) After considering the quantitative and qualitative information that is reasonable and supportive forward-looking information and the financial position of the joint venture, the management of the Group considered that the credit risk on the equity loans to, loans to and the amounts due from a joint venture had significantly increased for the year ended 31 December 2022 and 2021. In view of this, the management of the Group assessed the expected credit losses ("**ECL**") on the equity loans, loans to and the amounts due from the joint venture based on lifetime ECL during the years ended 31 December 2022 and 2021.

(e) The Group has discontinued recognition of its share of loss of a joint venture. The amount of unrecognised share of loss of a joint venture is as follows:

	2022 **HK$'000**	2021 HK$'000
Unrecognised share of loss of interest in a joint venture for the year and cumulatively	**70,084**	–

19. INTEREST IN A JOINT VENTURE/LOANS TO AND AMOUNTS DUE FROM A JOINT VENTURE (Cont'd)

The following sets out the particulars of the joint venture of the Group at 31 December 2022 and 2021 which, in the opinion of the Directors of the Company, principally affected the results or net assets of the Group.

Name of joint venture	Place of registration and operation	Legal form	Paid up share capital	Attributable equity interest held by the Group		Principal business
				2022	2021	
Gold Yield Enterprises Limited ("**GYE**")	Place of registration: BVI Place of operation: Vietnam	Limited Company	US$2	**50%**	50%	Operation of an integrated resort project in Vietnam

Included in the cost of unlisted investment of GYE is goodwill of approximately HK$99,602,000 as at 31 December 2022 (31 December 2021: HK$99,622,000).

The joint venture is accounted for using the equity method in the consolidated financial statements for both years.

Summarised financial information of the joint venture

Summarised financial information in respect of GYE is set out below. The summarised financial information below represents amounts shown in GYE's financial statements prepared in accordance with HKFRSs.

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Current assets	**875,259**	679,811
Non-current assets	**8,679,787**	8,781,096
Current liabilities	**(7,592,650)**	(5,564,897)
Non-current liabilities	**(3,686,327)**	(4,875,169)
Non-controlling interests	**436,676**	147,389

19. INTEREST IN A JOINT VENTURE/LOANS TO AND AMOUNTS DUE FROM A JOINT VENTURE (Cont'd)

Summarised financial information of the joint venture (Cont'd)

The above amounts of assets and liabilities include the following:

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Cash and cash equivalents	**263,694**	83,678
Development right	**934,263**	950,583
Current financial liabilities (excluding trade and other payables)	**(5,835,272)**	(4,651,895)
Non-current financial liabilities (excluding trade and other payables)	**(3,444,285)**	(3,625,600)

	2022	2021
	HK$'000	HK$'000
Revenue	**286,042**	93,855
Loss for the year attributable to the owners of GYE	**457,798**	875,903
Other comprehensive (income) expense for the year attributable to the owners of GYE	**(4,144)**	1,800
Total comprehensive expense for the year attributable to the owners of GYE	**453,654**	877,703
Dividends received from joint venture during the year	**–**	–

The above loss for the year includes the following:

	2022	2021
	HK$'000	HK$'000
Depreciation and amortisation	**280,427**	236,837
Interest income	**(230)**	(1,408)
Interest expense	**171,670**	119,018
Income tax credit	**(2,916)**	(2,991)

19. INTEREST IN A JOINT VENTURE/LOANS TO AND AMOUNTS DUE FROM A JOINT VENTURE (Cont'd)

Summarised financial information of the joint venture (Cont'd)

Reconciliation of the above summarised financial information to the carrying amount of the interest in a joint venture recognised in the consolidated financial statements:

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Net liabilities of GYE	**(1,287,255)**	(831,770)
Proportion of the Group's ownership interest in GYE	**50%**	50%
	(643,628)	(415,885)
Equity loans to GYE	**507,086**	507,086
Allowance for impairment	**(137,254)**	(119,717)
Deemed capital contribution	**208,141**	208,141
Unrecognised share of loss of interest in a joint venture	**70,084**	–
Exchange difference	**(4,429)**	(3,966)
Carrying amount of the Group's interest in GYE	**–**	175,659

20. LOAN RECEIVABLE

The maturity profile of the loan receivable is as follows:

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Within one year (shown under current assets)	**–**	485,550
More than one year but not exceeding two years (shown under non-current assets)	**–**	113,659
	–	599,209

20. LOAN RECEIVABLE (Cont'd)

On 30 June 2021, as part of the disposal of Access Achievement Limited ("**Access Achievement**"), a loan and guarantee agreement (the "**Loan Agreement**") was entered into among Shenzhen Sky Alliance Property Company Limited ("**Shenzhen Sky Alliance**"), an indirect wholly-owned subsidiary of the Company, Shenzhen Zirui Real Estate Development Limited ("**Shenzhen Zirui**"), a wholly-owned subsidiary of Access Achievement, and Mr. Chiu King Yan ("**Mr. Chiu**"), the agent of Shenzhen Sky Alliance. A property mortgage agreement (the "**Property Mortgage Agreement**") was subsequently entered into between Mr. Chiu as the agent of Shenzhen Sky Alliance and Shenzhen Zirui, as the guarantor on 30 June 2021. Pursuant to the Loan Agreement and the Property Mortgage Agreement, the outstanding principal amount of RMB519,249,000 (equivalent to approximately HK$623,099,000) owed by Shenzhen Zirui to Shenzhen Sky Alliance (the "**Shenzhen Sky Alliance Loan**") on 30 June 2021 was interest-free, and secured by 20 commercial units and shops, 1 apartment and 22 villas in Le Paysage, which are owned by Shenzhen Zirui (the "**Properties**"). As the 2022 Disposal was completed on 22 July 2022, the loan receivable has been disposed on 22 July 2022 and is no longer consolidated into the consolidated financial statements of the Group.

Shenzhen Sky Alliance Loan shall be repayable according to the schedule as outlined below:

	RMB'000
On or before 31 July 2021	17,500
On or before 31 March 2022	401,749
On or before 30 June 2023	100,000
Total outstanding principal amount	519,249

The carrying amount of the loan receivable was determined using an effective interest rate of 5.04% per annum.

As at 31 December 2021, RMB17,500,000 (equivalent to approximately HK$21,102,000) had been settled according to the above schedule. The Directors considered the loan receivable was secured by the Properties and that was recoverable given the fair values of the collaterals were sufficient to cover the entire loan receivable. Accordingly, the ECL for the Group's loan receivable was insignificant as at 31 December 2021.

21. DEFERRED TAX

The components of deferred tax assets (liabilities) recognised in the consolidated statement of financial position and the movements during the current and prior years are as follows:

	Revaluation of investment properties HK$'000	Accelerated tax depreciation HK$'000	Capitalisation of interest expenses HK$'000	Total HK$'000
At 1 January 2021	(217,928)	(61,851)	78	(279,701)
Disposal of subsidiaries (Note 37)	217,414	65,008	(79)	282,343
Credit (charge) to profit or loss	2,997	(2,447)	–	550
Exchange difference	(2,483)	(710)	1	(3,192)
At 31 December 2021 and 31 December 2022	**–**	**–**	**–**	**–**

As at 31 December 2022, the Group had unused tax losses of approximately HK$130,775,000 (31 December 2021: approximately HK$91,893,000), available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses of approximately HK$71,976,000 (31 December 2021: approximately HK$51,071,000) will be expired at various times within three to ten years from the year of origination. Other losses may be carried forward indefinitely.

22. INVENTORIES

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Properties under development (Note (b))	**–**	304,464
Retail products, food and beverages	**4,452**	2,772
	4,452	307,236

Notes:

(a) During the years ended 31 December 2022 and 2021, no impairment loss have been recognised in respect of inventories as the net realisable value of the inventories is higher than the carrying amount.

(b) During the year ended 31 December 2019, the properties under development for a property project (the "**Project**"), received a notice dated 12 April 2019 from a local bureau that in accordance with the relevant laws and rules of scenic area in the PRC, the relevant local bureau in the PRC intends to reclaim the land use right in respect of the Project of total land area of 183.54 Chinese Mu owned by a wholly-owned subsidiary of the Company with appropriate compensation, which was yet to be determined.

During the year ended 31 December 2020, certain properties of the Project were demolished by the relevant local bureau in the PRC. The management is still negotiating the compensation with the relevant local bureau in the PRC.

The management assessed the net realisable value of the properties under development of the Project based on the compensation policy of similar situation and considered that no provision in relation to the demolished properties was necessary as at 31 December 2021.

As at 31 December 2021, certain portion of properties under development with carrying value of approximately HK$57 million have been seized by the court in the PRC for a legal proceeding with an independent third party contractor of the Group's construction site. The contractor filed such legal proceeding against the Group for the construction payable of approximately HK$57 million, of which approximately HK$23 million is recorded as trade payables on the consolidated financial statements of the Group as at 31 December 2021. Based on the view that the legal proceeding was still in progress and with reference to the legal opinion obtained from the Company's PRC lawyer, the management considered that the likelihood for outflow of resources of the Group was remote. As a result, the management considered that no provision in relation to the remaining balance of approximately HK$34 million was necessary as at 31 December 2021.

As the 2022 Disposal was completed on 22 July 2022, all properties under development have been disposed on 22 July 2022 and is no longer consolidated into the consolidated financial statements of the Group.

23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Trade receivables (Note (a))	**1,347**	6,033
Less: Allowance for impairment	**–**	(4,225)
	1,347	1,808
Other receivables	**20,264**	42,116
Consideration receivables from disposal of property, operating right and equipment (Note (b))	**–**	77,981
Indirect tax recoverable (Note (c))	**141,980**	93,089
Other deposits	**2,944**	6,338
Prepayments	**45,614**	27,855
	212,149	249,187
Less: Allowance for impairment	**(417)**	(414)
	211,732	248,773

Notes:

(a) Amount represents the trade receivables from management and operation of malls and hotel and integrated resort general consultancy services. For the service income for management and operation of malls, a credit period ranging from 0 to 30 days is granted. For the hotel and integrated resort general consultancy services, a credit period ranging from 0 to 15 days is granted.

An aging analysis of the trade receivables as at the end of the reporting period, based on the invoice dates and net of loss allowances is as follows:

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Within 30 days	**1,347**	642
31–90 days	**–**	161
91–180 days	**–**	321
Over 180 days	**–**	684
	1,347	1,808

23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

Notes: (Cont'd)

(a) (Cont'd)

As at 31 December 2021, approximately HK$1,166,000 of trade receivables from provision of hotel and integrated resort general consultancy services were past due for which the Group has not provided for impairment loss.

The Group has not held any collateral over the trade receivable in respect of hotel and integrated resort general consultancy services. For credit term reviews of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit initially granted up to the end of the reporting period.

In order to minimise credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL, trade receivables have been assessed on individual basis and, the Directors considered that ECL for the trade receivables is not significant as at 31 December 2022 and 31 December 2021 due to the high internal credit rating of these debtors.

(b) Amount represents consideration receivable from the disposal of an aircraft as at 31 December 2021, the amount has been fully settled during the year ended 31 December 2022.

(c) Amount represents mainly input VAT paid by Suntrust Group for the construction of the Main Hotel Casino.

24. AMOUNTS DUE TO/LOANS FROM IMMEDIATE HOLDING COMPANY/A RELATED COMPANY/NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

(a) Amount due to immediate holding company/amount due to a related company

Amount due to immediate holding company as at 31 December 2022 and amount due to a related company as at 31 December 2021 are as follows:

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Non-trade related:		
2018 Promissory Note (Note)	**–**	260,813
Accrued interest of 2018 Promissory Note	**–**	2,092
	–	262,905
Less: Amount due within one year	**–**	(262,905)
Amount due after one year	**–**	–

24. AMOUNTS DUE TO/LOANS FROM IMMEDIATE HOLDING COMPANY/A RELATED COMPANY/NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES (Cont'd)

(a) Amount due to immediate holding company/amount due to a related company (Cont'd)

Note:

On 28 August 2018, the Company issued a HK$ denominated promissory note ("**2018 Promissory Note**") of principal amount of HK$303,000,000 to a related company, controlled by Mr. Chau, as part of the consideration for the acquisition of the entire equity interest of Star Admiral Limited ("**Star Admiral**") and shareholder's loan owed by Star Admiral.

The 2018 Promissory Note was unsecured, interest bearing at 2% per annum and repayable after two years from the date of issuance. The prevailing market rate of 2018 Promissory Note was 11.67% per annum.

During the year ended 31 December 2020, the Company and the related company entered into a supplemental deed to extend the maturity of the 2018 Promissory Note from 28 August 2020 to 28 August 2022. Save for the extension of the maturity date, all other terms of the 2018 Promissory Note shall remain unchanged.

Due to the extension of the maturity date, the carrying amount of the 2018 Promissory Note had been reduced from HK$303,000,000 to approximately HK$189,258,000 on 28 August 2020 (i.e., date of extension) based on the present value of the principal amount. The change in fair value of approximately HK$113,742,000 was credited to capital reserve as deemed capital contribution to the Company. The prevailing market rate of the 2018 Promissory Note is 29.40% per annum after extension.

On 13 May 2022, the 2018 Promissory Note. together with the accrued interest, were acquired by Major Success, a company wholly-owned by Mr. Lo, an executive Director of the Company.

During the year ended 31 December 2022, the 2018 Promissory Note of principal amount of HK$303,000,000, together with the accrued interest of approximately HK$6,442,000 were repaid by the Company entirely.

Movement of the 2018 Promissory Note during the years is as follows:

	HK$'000
At 1 January 2021	206,248
Imputed interest expense (Note 8)	54,575
Exchange difference recognised in profits or loss	(2,278)
Exchange realignment	2,268
At 31 December 2021 and 1 January 2022	260,813
Imputed interest expense (Note 8)	42,187
Repayment	(303,000)
At 31 December 2022	**–**

24. AMOUNTS DUE TO/LOANS FROM IMMEDIATE HOLDING COMPANY/A RELATED COMPANY/NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES (Cont'd)

(b) Loans from non-controlling shareholders of subsidiaries/amounts due to non-controlling shareholders of a subsidiary

(i) As at 31 December 2022, the loans from non-controlling shareholders of a subsidiary of approximately HK$77,660,000 (31 December 2021: HK$89,699,000) are secured by parcels of freehold land, interest bearing at 2.4% per annum and originally repayable on 21 July 2020. Pursuant to supplemental agreements dated 21 July 2020 and 21 July 2021, the repayment dates were extended to 21 July 2021 and 21 July 2023, respectively, with other terms remain unchanged.

As at 31 December 2022, the amounts due to non-controlling shareholders of a subsidiary of approximately HK$6,204,000 (31 December 2021: HK$5,013,000) are in non-trade nature, interest-free, unsecured and originally repayable on 21 July 2020. Pursuant to supplemental agreements dated 21 July 2020 and 21 July 2021, the repayment dates were extended to 21 July 2021 and 21 July 2023, respectively, with other terms remain unchanged.

(ii) Upon completion of acquisition Summit Ascent Group, Summit Ascent Group owed outstanding loans with carrying amount of approximately HK$170,292,000 to the non-controlling shareholders of Oriental Regent Limited ("**Oriental Regent**"), a non-wholly owned subsidiary of Summit Ascent, with a total principal amount of US$30,276,400 (equivalent to approximately HK$234,642,000) (the "**ORL Loans**"). The ORL Loans are non-interest bearing, unsecured and due on 15 July 2023 and shall automatically renew for another term of three years. No repayment at all time shall be made by Oriental Regent unless there are sufficient free cash flows generated from its operations to make the repayment. The ORL Loans can only be converted into new shares of Oriental Regent at the option of Oriental Regent at such conversion price(s) and ratio(s) as Oriental Regent shall agree with the shareholders of Oriental Regent at the relevant time. The conversion period is from the date on which the payment for the entire principal amount of the ORL Loans was made by the shareholders of Oriental Regent to the day immediately prior to the repayment date. The ORL loans are discounted at an effective interest rate calculated at 5.76% per annum at inception.

On 16 November 2020, Summit Ascent Group repurchased the 7.5% of ORL Loans with a total principal amount of US$5,676,825 (equivalent to approximately HK$43,995,000) from the non-controlling shareholders of Oriental Regent under the equity transactions with non-controlling interests.

For the year ended 31 December 2022, the Group made a repayment of US$2,245,901 (equivalent to approximately HK$17,510,000) to the loans from non-controlling shareholders of Oriental Regent.

As at 31 December 2022, the carrying amount of ORL Loans was approximately HK$138,748,000 (31 December 2021: HK$147,563,000).

24. AMOUNTS DUE TO/LOANS FROM IMMEDIATE HOLDING COMPANY/A RELATED COMPANY/NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES (Cont'd)

(c) Loan from a related company

2021 Loan

During the year ended 31 December 2021, the Group entered into a new loan agreement dated 8 January 2021 with Star Hope Limited ("**Star Hope**", a related company wholly-owned by Mr. Chau) with total loan facility of HK$164,000,000 (the "**2021 Loan**"). The loan facility of the 2021 Loan was drawn down in full by the Group during the year ended 31 December 2021. The amount was unsecured, interest bearing at 3.5% per annum and repayable after 12 months from the first drawdown date of the facility.

As the amount represents loan from a related company which is controlled by Mr. Chau to finance the operations of the Group and the interest rate charged on 2021 Loan was below prevailing market interest rate, imputed interest of such loan upon initial recognition of approximately HK$9,452,000 based on the difference between the prevailing market interest rate and the coupon interest rate had been charged to capital reserve as deemed contribution from a shareholder for the year ended 31 December 2021. The prevailing market interest rate of 2021 Loan was 21.53% per annum.

Movement of the loan from a related company during the year ended 31 December 2021 are as follows:

	2021 Loan HK$'000
At 1 January 2021	–
Advance during the year	164,000
Deemed contribution from a shareholder	(9,452)
Imputed interest expense (Note 8)	9,603
Settlement	(164,000)
Exchange difference recognised in profit or loss	(2,173)
Exchange realignment	2,022
At 31 December 2021	**–**

25. PLEDGED BANK DEPOSITS/RESTRICTED BANK DEPOSITS

Pledged bank deposits represent deposits for the following purposes:

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Securities for the travel agency business to the suppliers and license granted by the local regulatory bodies	**485**	1,534

For the year ended 31 December 2022, pledged bank deposits are subjected to floating interest rates ranged from 0.2% to 0.3% (2021: 0.2% to 0.3%) per annum.

As at 31 December 2021, a restricted bank deposit of approximately RMB960 (equivalent to approximately HK$1,000), in connection with a litigation in relation to a construction contract and supplemental agreement with a service provider, was subject to court seizure. As the 2022 Disposal was completed on 22 July 2022, the restricted bank deposit has been disposed on 22 July 2022 and is no longer consolidated into the consolidated financial statements of the Group.

26. BANK BALANCES AND CASH

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

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
HK$	**466,486**	187,034
US$	**325,154**	918,971
RMB	**32,169**	12,905
Macau Pataca ("**MOP**")	**2,314**	1,246
JPY	**1,198**	2,034
PHP	**26,115**	138,711
RUB	**182,878**	310,606
	1,036,314	1,571,507

The conversion of RMB denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to the relevant rules and regulation of foreign exchange control promulgated by the PRC government.

At 31 December 2022, bank balances carry interest at prevailing deposit rates which ranged from 0% to 16% (31 December 2021: 0% to 7.48%) per annum.

27. TRADE AND OTHER PAYABLES

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Trade payables (Note (a))	**954**	47,467
Interest payables	**2,449**	34,058
Payable in respect of transfer of connection right to local electricity supply network	**11,286**	10,687
Liabilities for VAT arrangements (Note (b))	**29,619**	34,945
Retention payables	**59,051**	35,688
Other tax payables	**13,923**	8,585
Provision for indemnity (Note 38(b))	**22,927**	21,653
Construction cost payables	**70,252**	96,350
Other payables and accruals	**46,556**	67,642
	257,017	357,075
Amounts presented as:		
– Current	**177,648**	287,859
– Non-current	**79,369**	69,216
	257,017	357,075

Notes:

(a) The credit period of trade payables ranges from 30 to 180 days.

An aging analysis of trade payables at the end of each reporting period based on invoice dates is as follows:

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
0–90 days	**954**	1,713
Over 90 days	**–**	45,754
	954	47,467

27. TRADE AND OTHER PAYABLES (Cont'd)

Notes: (Cont'd)

(b) In the relevant jurisdiction of the Russian Federation, G1 Entertainment Limited ("**G1 Entertainment**"), an indirectly held and non-wholly owned subsidiary of Summit Ascent, is entitled to deduct VAT liabilities ("**Output VAT**") against VAT which was previously paid to the tax authority in the Russian Federation for the construction and purchase of assets or services for the gaming and hotel operations ("**Input VAT**"). Input VAT arising from the construction and the purchase of property and equipment is refunded by the relevant tax authority within 4 months after the application.

However, according to Russian regulations, as gaming activities are not subject to Output VAT in the Russian Federation, the Input VAT refunded to G1 Entertainment cannot be utilised. Instead it is required to be divided into 10 equal parts and each has to be returned to the tax authority in each of the next 10 years from the first year of operations to the extent of the annual proportion of the revenue generated from the gaming activities over the total revenues of G1 Entertainment's gaming and hotel operations in the Russian Federation. Such assessment is performed on an annual basis over a period of 10 years from the year when the relevant VAT is refunded to G1 Entertainment. At 31 December 2022, a provision of approximately RUB267,209,000 (equivalent to approximately HK$29,619,000) (31 December 2021: approximately RUB332,922,000 (equivalent to approximately HK$34,945,000)) is recognised for the estimated amount of the relevant Input VAT that has been refunded to G1 Entertainment but has to be returned to the tax authority under this regulation. The estimated repayable amount to the tax authority is calculated by using an effective interest rate of 6.98% (2021: 8.33%) per annum. Accordingly, approximately RUB83,906,000 (equivalent to approximately HK$9,301,000) (31 December 2021: approximately 85,477,000 (equivalent to approximately HK$8,972,000)) of such provision is presented as current and as such amount is under the aforesaid assessment within the next twelve months and is expected to be returned to the tax authority upon final assessment, with the remainder of approximately RUB18,303,000 (equivalent to approximately HK$20,318,000) (31 December 2021: approximately RUB247,445,000 (equivalent to approximately HK$25,973,000)) presented as non-current.

28. CONTRACT LIABILITIES

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Gaming and hotel operations (Note (b))	**4,602**	4,323
Management and operation of malls	**1,958**	3,866
	6,560	8,189
Analysed for reported purposes as:		
Current liabilities	**6,560**	8,189

(a) The Group mainly has three types of liabilities related to contracts with customers which are included in the above: (1) outstanding gaming chip liabilities for gaming chips in the customers' possession amounting to approximately HK$2,747,000 (31 December 2021: approximately HK$2,358,000); (2) loyalty program liabilities for the revenue deferred in relation to points earned by customers under gaming revenue transactions amounting to approximately HK$1,855,000 (31 December 2021: approximately HK$1,965,000); and (3) management and operation of malls liabilities related to rental income received in advance amounting to approximately HK$1,958,000 (31 December 2021: approximately HK$3,866,000).

(b) Outstanding gaming chip liabilities are expected to be recognised as revenue or redeemed within one year of being purchased. Loyalty program liabilities are generally expected to be recognised as revenue within one year of being earned.

29. OTHER BORROWINGS

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Other borrowings		
– Secured	**400,000**	366,928
– Unsecured	**–**	605,390
	400,000	972,318

(a) The maturity profile of other borrowings is as follows:

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Within one year (Notes (b) and (c))	**400,000**	823,101
More than one year but not exceeding two years	**–**	149,217
	400,000	972,318
Less: Amounts due for settlement within one year	**(400,000)**	(823,101)
Amounts due for settlement after one year	**–**	149,217

(b) During the year, there was a new other borrowing of HK$400,000,000 (2021: new other borrowings of approximately HK$839,738,000) raised from four (2021: four) independent third party lenders. The new other borrowing, being a loan facility for a term of 12 months, is secured by certain shares of a subsidiary of the Company and a debenture, with interest bearing at the higher of (i) 18% per annum; or (ii) the aggregate of 13% per annum and the HK$ prime lending rate as may be offered by The Hongkong and Shanghai Banking Corporation Limited from time to time.

(c) The Group's assets pledged as securities for the Group's other borrowings are as follows:

On 19 September 2022, the Company entered into a loan agreement with four independent third party lenders for a loan of HK$400,000,000 (the "**Facility**"). The Facility is secured by a debenture incorporating a first fixed charge and a first floating charge over certain undertaking, property and assets of the Group with a carrying value of approximately HK$6,506 million as at 31 December 2022. The Facility has been repaid in March 2023, and the securities have been released on 20 March 2023.

As at 31 December 2021, loan receivable of approximately HK$599,209,000 was pledged as security for the Group's other borrowings of approximately HK$366,928,000.

30. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS/BOND PAYABLES

(a) Convertible bonds/bond payables issued by the Company

2016 Convertible Bond/2016 Bond Payable

On 8 December 2016, the Company issued a convertible bond ("**2016 Convertible Bond**") with a principal amount of HK$570,000,000 to Fame Select Limited ("**Fame Select**"), the former major shareholder of the Company to set off the balance of the loan from and the related accrued interest due to Fame Select on a dollar-for-dollar basis against the total subscription price payable by Fame Select in respect of the subscription of the 2016 Convertible Bond.

The original maturity date of the 2016 Convertible Bond is 7 December 2018 ("**2016 CB Maturity Date**") which is 2 years from the date of issue of the 2016 Convertible Bond. The 2016 Convertible Bond is not interest bearing and matures on 2016 CB Maturity Date at the principal amount. The 2016 Convertible Bond is convertible into shares of the Company at any time after the issuance up to the close of business on the 2016 CB Maturity Date at the conversion price of HK$0.26 per share, subject to anti-dilutive adjustments ("**2016 CB Conversion Option**"). The initial number of ordinary shares of the Company issuable upon conversion is 2,192,307,692 shares, which represent 59.34% of the total number of ordinary shares of the Company issued and outstanding as of the issue date of the 2016 Convertible Bond as enlarged by the conversion of the entire 2016 Convertible Bond.

The Company is entitled to an option to early redeem at any time before 2016 CB Maturity Date the whole or part of the principal outstanding amount of the 2016 Convertible Bond at the corresponding principal amount.

The 2016 Convertible Bond contains a debt component and derivative component. The 2016 CB Conversion Option is classified as a derivative financial liability as it will be settled other than by an exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments on the basis that the 2016 Convertible Bond is denominated in HK$, which was a foreign currency of the Company at the issue date of the 2016 Convertible Bond.

On initial recognition, the debt component was recognised at fair value, calculated based on the present value of the principal amount over the expected life of the 2016 Convertible Bond. In subsequent periods, the debt component is carried at amortised cost using the effective interest method. The derivative component was measured at fair values at the date of issue and in subsequent periods with changes in fair value recognised in profit or loss.

30. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS/BOND PAYABLES (Cont'd)

(a) Convertible bonds/bond payables issued by the Company (Cont'd)

2016 Convertible Bond/2016 Bond Payable (Cont'd)

On 8 May 2018, the Company and Fame Select entered into an amendment agreement (the "**Amendment Agreement**") to extend the 2016 CB Maturity Date to 7 December 2020 ("**Extended 2016 CB Maturity Date**"). The Amendment Agreement was passed by the ordinary resolution at the extraordinary general meeting of the Company held on 28 September 2018. The effective interest rate of the debt component was 8.01% per annum after the extension of the 2016 CB Maturity Date.

On 8 November 2018, the Company received the conversion notice from Fame Select in respect of the exercise in part of the subscription rights attached to the 2016 Convertible Bond to convert an aggregate of HK$168,000,000 of the principal amount of the 2016 Convertible Bond into 646,153,846 ordinary shares of the Company at the conversion price of HK$0.26 per share.

On 15 October 2020, the Company and Fame Select entered into a supplemental deed to further extend the Extended 2016 CB Maturity Date to 7 December 2022. The supplemental deed became effective on 7 December 2020, the date on which all the conditions precedent of the supplemental deed have been fulfilled.

Due to the extension of the Extended 2016 CB Maturity Date, the carrying amount of the debt component had been reduced from HK$402,000,000 to approximately HK$268,499,000 on 7 December 2020 (i.e. date of extension) based on the present value of the principal amount. The effective interest rate of the debt component was 22.36% per annum after the extension of the Extended 2016 CB Maturity Date.

On 13 May 2022, the 2016 Convertible Bond was acquired by Major Success, a company wholly-owned by Mr. Lo, an executive Director of the Company.

The 2016 Convertible Bond matured on 7 December 2022, the principal amount of HK$402,000,000 remained unpaid. Upon the maturity of the 2016 Convertible Bond, the 2016 CB Conversion Option lapsed and was no longer exercisable, therefore, 2016 Convertible Bond was reclassified as bond payable ("**2016 Bond Payable**") on 7 December 2022.

The fair values of the derivative financial instruments of 2016 Convertible Bond as at 31 December 2021 was determined by Grant Sherman Appraisal Limited, an independent and professionally qualified valuer not connected to the Group, based on the Binomial Option Pricing Model (the "**Binomial Model**").

30. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS/BOND PAYABLES (Cont'd)

(a) Convertible bonds/bond payables issued by the Company (Cont'd)

2018 Convertible Bond/2018 Bond Payable

On 28 August 2018, the Company issued a convertible bond ("**2018 Convertible Bond**") with a principal amount of HK$297,000,000 to Star Hope Limited ("**Star Hope**") and Better Linkage Limited ("**Better Linkage**") a company wholly-owned by Mr. Lo, an executive Director of the Company for the acquisition of the entire equity interest of Star Admiral Limited and shareholder's loan owed by Star Admiral Limited.

The maturity date of the 2018 Convertible Bond is 28 August 2020 ("**2018 CB Maturity Date**") which is 2 years from the date of issue of the 2018 Convertible Bond. The 2018 Convertible Bond is not interest bearing and matures on 2018 CB Maturity Date at the principal amount. The 2018 Convertible Bond is convertible into shares of the Company at any time after the issuance up to the close of business on the 2018 CB Maturity Date at the conversion price of HK$0.90 per share, subject to anti-dilutive adjustments ("**2018 CB Conversion Option**"). The initial number of ordinary shares of the Company issuable upon conversion is 329,999,999 shares, which represent 5.20% of the total number of ordinary shares of the Company issued and outstanding as of the issue date of the 2018 Convertible Bond as enlarged by the conversion of the entire 2018 Convertible Bond.

The Company is entitled to an option to early redeem at any time before 2018 CB Maturity Date the whole or part of the principal outstanding amount of the 2018 Convertible Bond at corresponding principal amount.

The 2018 Convertible Bond contains a debt component and derivative component. The 2018 CB Conversion Option is classified as a derivative financial liability as it will be settled other than by an exchange of a fixed amount of cash for fixed number of the Company's own equity instruments on the basis that the 2018 Convertible Bond is denominated in HK$, which was a foreign currency of the Company as at the issue date of the 2018 Convertible Bond.

On initial recognition, the debt component was recognised at fair value, calculated based on the present value of the principal amount over the expected life of the 2018 Convertible Bond. In subsequent periods, the debt component is carried at amortised cost using the effective interest method. The effective interest rate of the debt component was 9.86% per annum. The derivative component is measured at fair values at the issuance date and in subsequent periods with changes in fair value recognised in profit or loss.

30. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS/BOND PAYABLES (Cont'd)

(a) Convertible bonds/bond payables issued by the Company (Cont'd)

2018 Convertible Bond/2018 Bond Payable (Cont'd)

On 3 July 2020, the Company, Star Hope and Better Linkage entered into a supplemental deed to extend the 2018 CB Maturity Date to 28 August 2022. The supplemental deed became effective on 24 August 2020, the date on which all the conditions precedent of the supplemental deed have been fulfilled.

Due to the extension of the 2018 CB Maturity Date, the carrying amount of the debt component had been reduced from HK$297,000,000 to approximately HK$184,018,000 on 24 August 2020 (i.e. date of extension) based on the present value of the principal amount. The effective interest rate of the debt component was 26.87% per annum after extension.

On 13 May 2022, the 2018 Convertible Bond was acquired by Major Success, a company wholly-owned by Mr. Lo, an executive Director of the Company.

On 29 August 2022, the 2018 Convertible Bond in the principal amount of HK$297,000,000 due on 28 August 2022 (or if that is not a business day, the first business day thereafter, i.e. 29 August 2022) remained unpaid, the non-payment constituted an event of default ("**2018 CB Event of Default**"). The 2018 CB Event of Default had triggered a cross default in respect of the 2016 Convertible Bond.

The 2018 Convertible Bond matured on 29 August 2022, the principal amount of HK$297,000,000 remained unpaid on the maturity date. Upon the maturity of the 2018 Convertible Bond, the 2018 CB Conversion Option lapsed and was no longer exercisable, therefore, 2018 Convertible Bond was reclassified as bond payable ("**2018 Bond Payable**") on 29 August 2022.

In September 2022, 2018 Bond Payable with principal amount of approximately HK$70,558,000 was redeemed by the Company and the 2018 Bond Payable in the principal amount of approximately HK$226,442,000 remains outstanding as at 31 December 2022.

The fair values of the derivative financial instruments of 2018 Convertible Bond as at 31 December 2021 was determined by Grant Sherman Appraisal Limited, an independent and professionally qualified valuer not connected to the Group, based on the Binomial Model.

30. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS/BOND PAYABLES (Cont'd)

(a) Convertible bonds/bond payables issued by the Company (Cont'd)

The significant inputs used for the calculations of fair values of the derivative financial instruments are as follows:

	31 December 2021
2016 Convertible Bond	
Share price	HK$0.13
Conversion price	HK$0.26
Expected volatility (Note (a))	87.89%
Expected option life	0.94 year
Expected dividend yield (Note (b))	Zero
Risk-free rate (Note (c))	0.54%

	31 December 2021
2018 Convertible Bond	
Share price	HK$0.13
Conversion price	HK$0.90
Expected volatility (Note (a))	99.73%
Expected option life	0.66 year
Expected dividend yield (Note (b))	Zero
Risk-free rate (Note (c))	0.54%

Notes:

(a) The expected volatility was determined by using the historical volatility of the Company's share price over a period commensurate with the remaining term.

(b) The expected dividend yield was estimated with reference to the historical dividend payment record and the expected dividend payment in the next two years of the Company.

(c) Risk-free rate is estimated based on the yield of Hong Kong Dollar Swap Curve with a similar remaining tenure.

30. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS/BOND PAYABLES (Cont'd)

(a) Convertible bonds/bond payables issued by the Company (Cont'd)

The movements of the debt component and derivative financial instruments of the 2016 Convertible Bond and the 2018 Convertible Bond are shown as follows:

	Debt component HK$'000	Derivative financial instruments HK$'000	Total HK$'000
2016 Convertible Bond			
At 1 January 2021	272,460	791,621	1,064,081
Credit to profit or loss	–	(778,633)	(778,633)
Imputed interest expense (Note 8)	61,122	–	61,122
Exchange difference recognised in profit or loss	(3,160)	(8,348)	(11,508)
Exchange realignment	3,147	8,312	11,459
At 31 December 2021 and 1 January 2022	333,569	12,952	346,521
Credit to profit or loss	–	(12,952)	(12,952)
Imputed interest expense (Note 8)	68,431	–	68,431
Reclassified as bond payables	(402,000)	–	(402,000)
At 31 December 2022	**–**	**–**	**–**
2018 Convertible Bond			
At 1 January 2021	201,503	45,138	246,641
Credit to profit or loss	–	(45,073)	(45,073)
Imputed interest expense (Note 8)	54,140	–	54,140
Exchange difference recognised in profit or loss	(2,342)	(456)	(2,798)
Exchange realignment	2,333	454	2,787
At 31 December 2021 and 1 January 2022	255,634	63	255,697
Credit to profit or loss	–	(63)	(63)
Imputed interest expense (Note 8)	41,366	–	41,366
Reclassified as bond payables	(297,000)	–	(297,000)
At 31 December 2022	**–**	**–**	**–**
Total			
At 31 December 2022	**–**	**–**	**–**
At 31 December 2021	589,203	13,015	602,218

30. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS/BOND PAYABLES (Cont'd)

(a) Convertible bonds/bond payables issued by the Company (Cont'd)

The movements of 2016 Bond Payable and 2018 Bond Payable are shown as follows:

	2016 Bond Payable HK$'000	2018 Bond Payable HK$'000	Total HK$'000
As at 1 January 2022	–	–	–
Reclassified from convertible bonds	402,000	297,000	699,000
Redemption	–	(70,558)	(70,558)
As at 31 December 2022	**402,000**	**226,442**	**628,442**

(b) Convertible bonds payable issued by Summit Ascent ("Summit Ascent CB")

On 16 November 2020, a non-wholly owned subsidiary of the Company, Summit Ascent, issued convertible bonds denominated in United States dollars ("**US$**") for acquisition of additional interests in its subsidiary from a non-controlling shareholder in an aggregate principal amount of US$3,000,000 with an initial conversion price of HK$3.50 (to be translated to US$ at a fixed rate of HK$7.75 to US$1.00) per share with adjustments clauses, which will mature on the fifth anniversary of the respective issue dates. The Summit Ascent CB carries no interest.

The Summit Ascent CB contained two components, a debt component and a derivative financial instrument. The derivative financial instrument represented the conversion option given to the holder the right at any time to convert the Summit Ascent CB into ordinary shares of Summit Ascent ("**Summit Ascent Shares**"). However, since the conversion option would be settled other than by the exchange of a fixed amount of Summit Ascent's own equity instruments, the conversion option was accounted for as a derivative financial instrument.

At initial recognition, the derivative financial instrument in the Summit Ascent CB is measured at fair value and is separately presented. Any excess of the fair values of the Summit Ascent CB over the amounts initially recognised as the derivative financial instrument in Summit Ascent CB is recognised as debt component in the Summit Ascent CB.

At the end of the reporting period, the fair value of the derivative financial instrument in the Summit Ascent CB is remeasured and the gain or loss on remeasurement to the fair value is recognised in profit or loss.

30. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS/BOND PAYABLES (Cont'd)

(b) Convertible bonds payable issued by Summit Ascent ("Summit Ascent CB") (Cont'd)

The debt component in the Summit Ascent CB is subsequently carried at amortised cost with interest expenses calculated using the effective interest method recognised in profit or loss. The effective interest rate of the debt component in the Summit Ascent CB is 7.37% per annum.

When the Summit Ascent CB is converted, the Summit Ascent Shares to be issued are measured at fair value and any difference between the fair value of Summit Ascent Shares to be issued and the carrying amounts of the derivative financial instrument and debt component in the Summit Ascent CB is recognised in profit or loss.

The fair value of the Summit Ascent CB as at 31 December 2021 and 31 December 2022 is determined by Valplus Consulting Limited, an independent and professionally qualified valuer not connected to the Group, based on the Binomial Model.

The significant inputs used for the calculation of fair value of the Summit Ascent CB and the derivative financial instrument of the Summit Ascent CB are as follows:

	31 December 2022	31 December 2021
Summit Ascent CB		
Share price of Summit Ascent	**HK$0.17**	HK$0.15
Conversion price	**HK$3.50**	HK$3.50
Expected volatility (Note (a))	**111.39%**	77.38%
Expected remaining life	**2.88 Years**	3.88 Years
Expected dividend yield (Note (b))	**Zero**	Zero
Risk-free rate (Note (c))	**4.26%**	1.14%

Notes:

(a) The expected volatility was determined by using the historical volatility of Summit Ascent's share price over a period commensurate with the remaining term.

(b) The expected dividend yield was estimated with reference to the historical dividend payment record and the expected dividend payment in the remaining term of Summit Ascent.

(c) Risk-free rate is estimated with reference to the US Treasury Yield Curve of similar remaining tenure.

30. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS/BOND PAYABLES (Cont'd)

(b) Convertible bonds payable issued by Summit Ascent ("Summit Ascent CB") (Cont'd)

The movements of the debt component and derivative financial instrument of Summit Ascent CB are shown as follows:

	Debt component HK$'000	Derivative financial instrument HK$'000	Total HK$'000
At 1 January 2021	16,449	836	17,285
Credit to profit or loss	–	(550)	(550)
Imputed interest expense (Note 8)	1,219	–	1,219
Exchange difference recognised in profit or loss	99	–	99
At 31 December 2021 and 1 January 2022	17,767	286	18,053
Credit to profit or loss	–	(119)	(119)
Imputed interest expense (Note 8)	1,315	–	1,315
Exchange difference recognised in profit or loss	(9)	–	(9)
At 31 December 2022	**19,073**	**167**	**19,240**

(c) Put option

On 28 October 2019, the Group has entered into an agreement with Westside City Resorts World Inc. ("**Westside**") and Travellers International Hotel Group Inc. ("**Travellers**"), related companies of a non-controlling shareholder of Suntrust. Pursuant to the agreement, the Group is entitled, at its sole discretion, to exercise a put option in relation to its equity interest in Suntrust with consideration of approximately HK$169,382,000 plus interest of 3.5% per annum to Westside and Travellers upon the occurrence of events stated in the agreement.

The fair value of the derivative financial instrument of the put option as at 31 December 2022 and 31 December 2021 were approximately HK$3,232,000 and HK$4,570,000, respectively, which are determined by Grant Sherman Appraisal Limited, an independent and professionally qualified valuer not connected to the Group, based on the Binomial Model.

30. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS/BOND PAYABLES (Cont'd)

(c) Put option (Cont'd)

The significant input used for the calculation of fair values of the derivative financial instrument of the put option are as follows:

	31 December 2022	31 December 2021
Put option		
Share price of Suntrust	**PHP0.990**	PHP1.120
Expected volatility (Note (a))	**46.82%**	66.41%
Expected option life (Note (b))	**1.92 Years**	2.50 Years
Expected dividend yield (Note (c))	**Zero**	Zero
Risk-free rate (Note (d))	**5.05%**	3.37%

Notes:

(a) The expected volatility was determined by using the historical volatility of Suntrust's share price over a period commensurate with the remaining term.

(b) The option period is assumed to be expiring in 2024 (2021: 2024), being the date of expected commencement of operation of the Main Hotel Casino. The expected option life used in the model is based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

(c) The expected dividend yield was estimated with reference to the historical dividend payment record and the expected dividend payment during the expected option life of Suntrust.

(d) Risk-free rate is estimated based on the yield-to-maturity in continuous compounding of the Philippines peso swap rates with a similar remaining tenure.

The movements of the fair value of the derivative financial instrument of the put option are as follows:

	HK$'000
At 1 January 2021	3,209
Credit to profit or loss	1,579
Exchange difference recognised in profit or loss	(218)
At 31 December 2021 and 1 January 2022	4,570
Charge to profit or loss	(967)
Exchange difference recognised in profit or loss	(371)
At 31 December 2022	**3,232**

31. LEASE LIABILITIES

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Lease liabilities payable:		
Within one year	**10,326**	9,840
Within a period of more than one year but not exceeding two years	**7,352**	77,571
Within a period of more than two years but not exceeding five years	**90,910**	232,007
Within a period of more than five years	**824,823**	699,606
	933,411	1,019,024
Less: Amount due for settlement with 12 months shown under current liabilities	**(10,326)**	(9,840)
Amount due for settlement after 12 months shown under non-current liabilities	**923,085**	1,009,184

Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	US$	**RUB**
	HK$'000	HK$'000
As at 31 December 2022	**862,237**	**4,117**
As at 31 December 2021	941,713	4,088

32. RETIREMENT BENEFITS SCHEMES

The Group provides defined contribution plans to its employees and executive officers in Macau, Hong Kong, the PRC and other jurisdictions.

As at 31 December 2022 and 2021, there were no forfeited contributions which arose upon employees leaving the retirement plans and which are available to reduce the contributions payable in the future years. There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

Macau

Employees employed by the Group in Macau are members of government-managed Social Security Fund Scheme (the "**SSF Scheme**") operated by the Macau Government and the Group is required to pay a monthly fixed contribution to the SSF Scheme to fund the benefits.

Hong Kong

The Group operates Mandatory Provident Fund Schemes for all qualifying employees in Hong Kong. The assets of these schemes were held separately from those of the Group, in funds under the control of trustees. The cost charged to the profit or loss represented contributions payable to the funds by the Group at rates specified in the rules of the schemes.

The PRC

The Group contributes to the local municipal government retirement scheme for all qualifying employees in the PRC. The employers and its employees are each required to make contributions to the scheme at the rates specified in the scheme's rules. The only obligation of the Group with respect to the retirement scheme is to make the required contributions under the scheme.

The Philippines

Defined contribution plan operates in the Philippines. A defined contribution plan is a post-employment plan under which the Group pays fixed contributions into local social insurance programs and has no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

32. RETIREMENT BENEFITS SCHEMES (Cont'd)

Japan

Contributions to the plans by the Group are calculated as a percentage of employees' basic salaries. The retirement benefit plan cost charged to profit or loss represents contributions payable by the Group to the funds.

Russian Federation

The Group is required to contribute for the range of 0% to 30% of payroll costs to the Russian Federation State Pension Fund depending on the annual gross remuneration of the staff, to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

33. SHARE CAPITAL AND RESERVES

(a) Share capital

Ordinary shares of HK$0.1 each

	Number of shares		Share capital	
	2022	2021	**2022**	2021
			HK$'000	HK$'000
Authorised				
At beginning and end of year	**50,000,000,000**	50,000,000,000	**5,000,000**	5,000,000
Issued and fully paid				
At beginning of year	**6,667,972,746**	6,666,972,746	**666,797**	666,697
Exercise of share options (Note)	**–**	1,000,000	**–**	100
At end of year	**6,667,972,746**	6,667,972,746	**666,797**	666,797

Note: In January 2021, 1,000,000 ordinary shares of the Company were issued and allotted in relation to the exercise of share options pursuant to the share option scheme of the Company at the exercise price of HK$0.455 per share for a total cash consideration of HK$455,000 of which HK$100,000 was credited to share capital and the balance of HK$355,000 was credited to share premium account. In addition to an amount of approximately HK$221,000 previously recognised in share option reserve and transferred to share premium account during the exercise of relevant share options, the share premium account increased by approximately HK$576,000, in aggregate, during the year ended 31 December 2021. The new shares rank pari passu in all respects with the existing shares of the Company.

(b) The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity.

33. SHARE CAPITAL AND RESERVES (Cont'd)

(c) Nature and purpose of reserves

(i) Share premium

Share premium arose from the issue of shares at a price greater than the par value of the shares. The share premium account is governed by the Companies Law of the Cayman Islands and may be applied by the Company subject to the provisions, if any, of its memorandum and articles of association in paying distributions or dividends to equity shareholders.

No distribution or dividend may be paid to the equity shareholders out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

(ii) Merger reserve

The merger reserve represents the difference between the nominal value of shares of the subsidiary acquired over the nominal value of the shares used by the company exchange thereafter.

(iii) Statutory reserve

In accordance with the PRC regulations, all of the Group's subsidiaries in the PRC are required to transfer part of their profit after tax to the statutory surplus reserve, which are non-distributable, before profit distributions are made. The amounts of the transfers are subject to the approval of the board of directors of these companies in accordance with their articles of association.

(iv) Share option reserve

The share option reserve represents the portion of the grant date fair value of unexercised share options granted to eligible participants that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 4(q).

(v) Capital reserve

Capital reserve represents the deemed capital contribution from a shareholder regarding the difference between the coupon interest rate and the market interest rate of advance.

(vi) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from translating foreign operations and from translation of financial statements of group companies from their respective functional currencies to the presentation currency of the Company. The reserve is dealt with in accordance with the accounting policies set out in Note 4(g).

34. PERPETUAL SECURITIES

	HK$'000
Principal	
At 1 January 2021 (Note (a))	5,372,000
Subsequent issuances during the year (Note (b))	36,000
At 31 December 2021 and 31 December 2022	**5,408,000**
Distribution	
At 1 January 2021	89,036
Provision for the year (Note (c))	269,227
At 31 December 2021 and 1 January 2022	358,263
Provision for the year (Note (c))	270,400
At 31 December 2022	**628,663**
Total	
At 31 December 2022	**6,036,663**
At 31 December 2021	5,766,263

On 18 August 2020, the Company and Star Hope entered into the subscription agreement, pursuant to which the Company agreed to issue, and Star Hope agreed to subscribe for, the HK$6,000 million 5.00% perpetual securities of the Company (the "**Perpetual Securities**").

The Perpetual Securities confer on their holder a right to receive distribution at 5% per annum on the principal amount and has no fixed redemption date. The Company may elect to cancel or defer (in whole or in part) any distribution accrued on the Perpetual Securities at its sole and absolute discretion. The Company may elect to redeem (in whole or in part) the Perpetual Securities at 100% of the outstanding principal amount, together with any distribution accrued thereon, on the date falling 10 years after the date of issue of the Perpetual Securities or change of control of the Company.

On 13 May 2022, the Perpetual Securities were acquired by Major Success, a company wholly-owned by Mr. Lo, an executive Director of the Company.

34. PERPETUAL SECURITIES (Cont'd)

Notes:

(a) The first tranche Perpetual Securities was issued on the date of the subscription agreement to effect repayment of a pro tanto amount of the existing amount due to Star Hope of approximately HK$3,887 million on 18 August 2020 (the "**First Tranche Perpetual Securities**").

The carrying amounts of the loans from Star Hope of approximately HK$1,910,962,000, together with the amount due to Star Hope (i.e. interest payable) of approximately HK$93,572,000, being the aggregate amount of approximately HK$2,004 million has been used to settle the above consideration payable. The capital contribution previously recognised through the loans from the related company provided by Star Hope amounting to approximately HK$1,882 million was derecognised from capital reserve and transferred to the Perpetual Securities. The Perpetual Securities are classified as an equity instrument of the Company.

After the issuance of the First Tranche Perpetual Securities, the Company issued further tranches of Perpetual Securities with an aggregate principal amount of HK$1,485 million during the year ended 31 December 2020.

(b) The Company issued further tranches of Perpetual Securities with an aggregate principal amount of HK$36 million during the year ended 31 December 2021.

(c) During the year ended 31 December 2022, the distribution provision in relation to Perpetual Securities issued is approximately HK$270 million (2021: approximately HK$269 million).

35. SHARE OPTION SCHEMES

(a) Equity-settled share option scheme of the Company

The Company adopted a share option scheme (the "**2007 Scheme**") on 31 January 2007.

The purpose of the 2007 Scheme is to enable the Company to grant share options to selected participants as incentives or rewards for their contribution to the Company and/or its subsidiaries and/or its associated companies (as defined under the 2007 Scheme). The 2007 Scheme was adopted on 31 January 2007 and terminated on 2 June 2016.

Under the 2007 Scheme, the board of Directors of the Company may, at its discretion, offer the Directors (including Executive or Non-executive Directors), executives, officers, employees or certain other eligible participants, share options to subscribe for shares of the Company.

The exercise price in relation to each share option was determined by the board of Directors of the Company at its absolute discretion and was not less than the highest of (i) the official closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange on the date of offer of share options; (ii) the average of the official closing prices of the shares of the Company as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of offer of share options; and (iii) the nominal value of a share of the Company on the date of offer of share options. Each of the grantees was required to pay HK$10 as consideration for the grant of share options in accordance with the 2007 Scheme. The offer of a grant of share options must be accepted within 60 days from the date of the offer. All share options are fully vested as at 31 December 2016.

35. SHARE OPTION SCHEMES (Cont'd)

(a) Equity-settled share option scheme of the Company (Cont'd)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, were subject to approval in advance by the Independent Non-executive Directors. In addition, any share options granted to a substantial shareholder or an Independent Non-executive Director of the Company, or to any of their associates, in excess of in aggregate 0.1% of the shares of the Company in issue (based on the date of offer) and an aggregate value of HK$5 million (based on the closing price of the Company's shares at the date of each offer), within any 12-month period, were subject to shareholders' approval in advance in a general meeting.

The 2007 Scheme was terminated on 2 June 2016 and no further options can be granted under the 2007 Scheme. However, the share options granted under the 2007 Scheme prior to its termination shall continue to be valid and exercisable in accordance with the 2007 Scheme.

As at 31 December 2022, 92,400,187 (31 December 2021: 92,400,187) share options are outstanding under 2007 Scheme.

During the years ended 31 December 2022 and 2021, no share option was granted, exercised or cancelled in accordance with the terms of the 2007 Scheme.

The Company adopted a new share option scheme (the "**2016 Scheme**") on 2 June 2016.

The purpose of the 2016 Scheme is to replace the 2007 Scheme and to continue to enable the Company to grant share options to selected participants as incentives or rewards for their contribution or potential contribution to the Company and/or any of its subsidiaries and/or any entity in which any member of the Group holds any equity interest. The 2016 Scheme will remain in force for a period of 10 years commencing on 2 June 2016.

Under the 2016 Scheme, the board of Directors of the Company may, at its discretion, offer the Directors (whether Executive or Non-executive Directors and whether independent or not), executives, officers, employees or certain other eligible participants, share options to subscribe for shares of the Company.

35. SHARE OPTION SCHEMES (Cont'd)

(a) Equity-settled share option scheme of the Company (Cont'd)

The exercise price in relation to each share option will be determined by the board of Directors of the Company at its absolute discretion and shall not be less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange on the date of offer of share options; (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of offer of share options; and (iii) the nominal value of a share of the Company on the date of offer of share options. Each of the grantees is required to pay HK$1 as a consideration for the acceptance of the grant of share options in accordance with the 2016 Scheme. The offer of share options must be accepted within 21 days from the date of the offer.

364,300,000 share options have been granted under the 2016 Scheme since its adoption. Accordingly, as at 31 December 2022, 71,100,000 (31 December 2021: 115,000,000) share options are outstanding under the 2016 Scheme. The maximum number of shares of the Company available for issue upon exercise of all outstanding share options which have been granted under the 2007 Scheme and the 2016 Scheme is 163,500,187, representing approximately 2.45% of the shares of the Company in issue at the end of the reporting period. The total number of shares of the Company issued and which may fall to be issued upon the exercise of share options to be granted under the 2016 Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the number of shares of the Company in issue as at the date of grant. Any further grant of share option in excess of this 1% limit shall be subject to the issue of a circular by the Company and shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the Independent Non-executive Directors. In addition, any share options granted to a substantial shareholder or an Independent Non-executive Director of the Company, or to any of their associates, in excess of in aggregate 0.1% of the shares of the Company in issue (based on the date of offer) and an aggregate value of HK$5 million (based on the closing price of the Company's shares at the date of each offer), in the 12-month period up to and including the date of the offer of such grant shall be subject to the issue of a circular by the Company and shareholders' approval in a general meeting.

35. SHARE OPTION SCHEMES (Cont'd)

(a) Equity-settled share option scheme of the Company (Cont'd)

The following tables disclose details of the share options held by directors, employees and other eligible participants under the 2007 Scheme and 2016 Scheme and movements in such holdings during the years ended 31 December 2022 and 2021:

The terms and conditions of the grants that existed at the end of each reporting period are as follows, whereby all options are settled by physical delivery of shares:

2022

Grantees	As at 1.1.2022	Granted during 2022	Exercised during 2022	Cancelled during 2022	Lapsed during 2022 (Note (i))	As at 31.12.2022	Date of grant	Vesting period	Exercisable period	Exercise price per share HK$
Directors										
Mr. Lo Kai Bong	8,000,000	–	–	–	–	**8,000,000**	4.9.2017	N/A	4.9.2017 – 3.9.2027	0.455
	12,000,000	–	–	–	–	**12,000,000**	4.9.2017	4.9.2017 – 3.9.2018	4.9.2018 – 3.9.2027	0.455
	20,000,000	–	–	–	–	**20,000,000**	4.9.2017	4.9.2017 – 3.9.2019	4.9.2019 – 3.9.2027	0.455
Mr. Manuel Assis Da Silva	600,000	–	–	–	(600,000)	**-**	4.9.2017	N/A	4.9.2017 – 3.9.2027	0.455
	900,000	–	–	–	(900,000)	**-**	4.9.2017	4.9.2017 – 3.9.2018	4.9.2018 – 3.9.2027	0.455
	1,500,000	–	–	–	(1,500,000)	**-**	4.9.2017	4.9.2017 – 3.9.2019	4.9.2019 – 3.9.2027	0.455
Mr. Au Chung On John	12,000,000	–	–	–	(12,000,000)	**-**	22.9.2020	N/A	22.9.2020 – 21.9.2030	0.900
	12,000,000	–	–	–	(12,000,000)	**-**	22.9.2020	22.9.2020 – 21.9.2021	22.9.2021 – 21.9.2030	0.900
	16,000,000	–	–	–	(16,000,000)	**-**	22.9.2020	22.9.2020 – 21.9.2022	22.9.2022 – 21.9.2030	0.900
	83,000,000	–	–	–	(43,000,000)	**40,000,000**				

35. SHARE OPTION SCHEMES (Cont'd)

(a) Equity-settled share option scheme of the Company (Cont'd)

The terms and conditions of the grants that existed at the end of each reporting period are as follows, whereby all options are settled by physical delivery of shares: (Cont'd)

2022 (Cont'd)

Grantees	As at 1.1.2022	Granted during 2022	Exercised during 2022	Cancelled during 2022	Lapsed during 2022 (Note (i))	As at 31.12.2022	Date of grant	Vesting period	Exercisable period	Exercise price per share HK$
Other employees of the Group	462,559	–	–	–	–	**462,559**	12.12.2013	12.12.2013 – 12.12.2013	13.12.2013 – 12.12.2023	0.344
	1,900,000	–	–	–	–	**1,900,000**	4.9.2017	N/A	4.9.2017 – 3.9.2027	0.455
	2,850,000	–	–	–	–	**2,850,000**	4.9.2017	4.9.2017 – 3.9.2018	4.9.2018 – 3.9.2027	0.455
	4,750,000	–	–	–	–	**4,750,000**	4.9.2017	4.9.2017 – 3.9.2019	4.9.2019 – 3.9.2027	0.455
	1,800,000	–	–	–	(270,000)	**1,530,000**	22.9.2020	N/A	22.9.2020 – 21.9.2030	0.900
	1,800,000	–	–	–	(270,000)	**1,530,000**	22.9.2020	22.9.2020 – 21.9.2021	22.9.2021 – 21.9.2030	0.900
	2,400,000	–	–	–	(360,000)	**2,040,000**	22.9.2020	22.9.2020 – 21.9.2022	22.9.2022 – 21.9.2030	0.900
	15,962,559	–	–	–	(900,000)	**15,062,559**				
Consultants of the Group	91,937,628	–	–	–	–	**91,937,628**	12.12.2013	12.12.2013 – 12.12.2013	13.12.2013 – 12.12.2023	0.344
	16,500,000	–	–	–	–	**16,500,000**	19.4.2017	N/A	19.4.2017 – 18.4.2027	0.700
	108,437,628	–	–	–	–	**108,437,628**				
	207,400,187	–	–	–	(43,900,000)	**163,500,187**				
Exercisable	189,000,187					**163,500,187**				
Weighted average exercise price (HK$)	0.524	–	–	–	0.870	**0.431**				

35. SHARE OPTION SCHEMES (Cont'd)

(a) Equity-settled share option scheme of the Company (Cont'd)

The terms and conditions of the grants that existed at the end of each reporting period are as follows, whereby all options are settled by physical delivery of shares: (Cont'd)

2021

Grantees	Number of share options As at 1.1.2021	Granted during 2021	Exercised during 2021 (Note (iii))	Cancelled during 2021	Lapsed during 2021 (Note (i))	As at 31.12.2021 (Note (ii))	Date of grant	Vesting period	Exercisable period	Exercise price per share HK$
Directors										
Mr. Lo Kai Bong	8,000,000	–	–	–	–	8,000,000	4.9.2017	N/A	4.9.2017 – 3.9.2027	0.455
	12,000,000	–	–	–	–	12,000,000	4.9.2017	4.9.2017 – 3.9.2018	4.9.2018 – 3.9.2027	0.455
	20,000,000	–	–	–	–	20,000,000	4.9.2017	4.9.2017 – 3.9.2019	4.9.2019 – 3.9.2027	0.455
Mr. Manuel Assis Da Silva	600,000	–	–	–	–	600,000	4.9.2017	N/A	4.9.2017 – 3.9.2027	0.455
	900,000	–	–	–	–	900,000	4.9.2017	4.9.2017 – 3.9.2018	4.9.2018 – 3.9.2027	0.455
	1,500,000	–	–	–	–	1,500,000	4.9.2017	4.9.2017 – 3.9.2019	4.9.2019 – 3.9.2027	0.455
Mr. Au Chung On John	12,000,000	–	–	–	–	12,000,000	22.9.2020	N/A	22.9.2020 – 21.9.2030	0.900
	12,000,000	–	–	–	–	12,000,000	22.9.2020	22.9.2020 – 21.9.2021	22.9.2021 – 21.9.2030	0.900
	16,000,000	–	–	–	–	16,000,000	22.9.2020	22.9.2020 – 21.9.2022	22.9.2022 – 21.9.2030	0.900
	83,000,000	–	–	–	–	83,000,000				
Other employees of the Group	462,559	–	–	–	–	462,559	12.12.2013	12.12.2013 – 12.12.2013	13.12.2013 – 12.12.2023	0.344
	2,100,000	–	(200,000)	–	–	1,900,000	4.9.2017	N/A	4.9.2017 – 3.9.2027	0.455
	3,150,000	–	(300.000)	–	–	2,850,000	4.9.2017	4.9.2017 – 3.9.2018	4.9.2018 – 3.9.2027	0.455
	5,250,000	–	(500,000)	–	–	4,750,000	4.9.2017	4.9.2017 – 3.9.2019	4.9.2019 – 3.9.2027	0.455
	2,340,000	–	–	–	(540,000)	1,800,000	22.9.2020	N/A	22.9.2020 – 21.9.2030	0.900
	2,340,000	–	–	–	(540,000)	1,800,000	22.9.2020	22.9.2020 – 21.9.2021	22.9.2021 – 21.9.2030	0.900
	3,120,000	–	–	–	(720,000)	2,400,000	22.9.2020	22.9.2020 – 21.9.2022	22.9.2022 – 21.9.2030	0.900
	18,762,559	–	(1,000,000)	–	(1,800,000)	15,962,559				

35. SHARE OPTION SCHEMES (Cont'd)

(a) Equity-settled share option scheme of the Company (Cont'd)

The terms and conditions of the grants that existed at the end of each reporting period are as follows, whereby all options are settled by physical delivery of shares: (Cont'd)

2021 (Cont'd)

	Number of share options									Exercise
Grantees	As at 1.1.2021	Granted during 2021	Exercised during 2021 (Note (iii))	Cancelled during 2021	Lapsed during 2021 (Note (i))	As at 31.12.2021 (Note (ii))	Date of grant	Vesting period	Exercisable period	price per share HK$
Consultants of the Group	91,937,628	–	–	–	–	91,937,628	12.12.2013	12.12.2013 – 12.12.2013	13.12.2013 – 12.12.2023	0.344
	120,000,000	–	–	–	(120,000,000)	–	11.1.2017	N/A	11.1.2017 – 10.1.2027	0.202
	16,500,000	–	–	–	–	16,500,000	19.4.2017	N/A	19.4.2017 – 18.4.2027	0.700
	3,600,000	–	–	–	(3,600,000)	–	19.4.2017	N/A	19.4.2017 – 18.4.2027	0.700
	5,400,000	–	–	–	(5,400,000)	–	19.4.2017	19.4.2017 – 18.4.2018	19.4.2018 – 18.4.2027	0.700
	9,000,000	–	–	–	(9,000,000)	–	19.4.2017	19.4.2017 – 18.4.2019	19.4.2019 – 18.4.2027	0.700
	1,400,000	–	–	–	(1,400,000)	–	4.9.2017	N/A	4.9.2017 – 3.9.2027	0.455
	2,100,000	–	–	–	(2,100,000)	–	4.9.2017	4.9.2017 – 3.9.2018	4.9.2018 – 3.9.2027	0.455
	3,500,000	–	–	–	(3,500,000)	–	4.9.2017	4.9.2017 – 3.9.2019	4.9.2019 – 3.9.2027	0.455
	2,880,000	–	–	–	(2,880,000)	–	22.9.2020	N/A	22.9.2020 – 21.9.2030	0.900
	2,880,000	–	–	–	(2,880,000)	–	22.9.2020	22.9.2020 – 21.9.2021	22.9.2021 – 21.9.2030	0.900
	3,840,000	–	–	–	(3,840,000)	–	22.9.2020	22.9.2020 – 21.9.2022	22.9.2022 – 21.9.2030	0.900
	263,037,628	–	–	–	(154,600,000)	108,437,628				
	364,800,187	–	(1,000,000)	–	(156,400,000)	207,400,187				
Exercisable	324,620,187					189,000,187				
Weighted average exercise price (HK$)	0.437	–	0.455	–	0.322	0.524				

Notes:

(i) The lapse of the share options is due to the resignation or retirement of Director, employees and consultants of the Company during the years ended 31 December 2022 and 2021.

(ii) The number of share option and the corresponding exercise price have been adjusted due to the issue of rights share during the year 2016.

(iii) In December 2020, the Company received a notice for exercise of 1,000,000 share options where the 1,000,000 new shares of the Company were issued in January 2021 upon the exercise of the relevant share options.

35. SHARE OPTION SCHEMES (Cont'd)

(a) Equity-settled share option scheme of the Company (Cont'd)

The Group recognised the share-based compensation benefits of approximately HK$1,111,000 (2021: HK$8,199,000) for the year ended 31 December 2022 in relation to share options granted by the Company.

(b) Equity-settled share option scheme of Summit Ascent

Pursuant to an annual general meeting of Summit Ascent held on 28 May 2021, the shareholders of Summit Ascent approved the adoption of a new share option scheme (the "**Summit Ascent Scheme**") and the termination of the previous share option scheme adopted on 7 July 2011.

Under the Summit Ascent Scheme, the directors of Summit Ascent may, at their discretion, grant to any directors, executives and employees of any members of the Summit Ascent Group and consultants, professionals and other advisors to any members of the Summit Ascent Group (the "**Participant(s)**") share options to subscribe for the Summit Ascent Shares, subject to the terms and conditions stipulated therein. The purpose of the Summit Ascent Scheme is to recognise the contribution of the Participants who have made or may make to Summit Ascent, to provide them with the opportunity to acquire proprietary interests in Summit Ascent and to encourage them to work towards enhancing the value of Summit Ascent and its shares for the benefit of Summit Ascent and its shareholders as a whole.

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Summit Ascent Scheme (and under any other scheme of Summit Ascent) shall not in aggregate exceed 10% of the Summit Ascent Shares in issue as at the date of the adoption of the Summit Ascent Scheme, provided that Summit Ascent seeks approval from shareholders to refresh such limit. Moreover, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Summit Ascent Scheme (and under any other scheme of Summit Ascent) shall not exceed 30% of the Summit Ascent Shares in issue from time to time. The maximum entitlement of each Participant under the Summit Ascent Scheme in any 12-month period is 1% of the shares of Summit Ascent in issue from time to time.

As at 31 December 2022, the number of Summit Ascent Shares in respect of the options granted and remained outstanding under the Scheme was 13,496,875 (2021: 13,496,875), representing 0.30% (2021: 0.30%) of the total number of issued Summit Ascent Shares. As at 31 December 2022 and as at the date of the annual report of Summit Ascent, the total number of shares available for issue under the Scheme was 450,944,459 (2021: 450,944,459), which represented approximately 10.00% (2021: 10.00%) of the issued Summit Ascent Shares.

The period within which an option may be exercised will be determined by the directors of Summit Ascent at its absolute discretion but no option may be exercised later than 10 years from the date on which the option is granted. The minimum period for which an option must be held before it can be exercised (i.e. vesting period) is determined by the directors of Summit Ascent upon the grant of an option.

35. SHARE OPTION SCHEMES (Cont'd)

(b) Equity-settled share option scheme of Summit Ascent (Cont'd)

The amount payable on acceptance of an option is HK$1. The exercise price is determined by the directors of Summit Ascent, and will not be less than the higher of (i) the closing price of Summit Ascent Shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of Summit Ascent Shares. As to the remaining life of the Summit Ascent Scheme, the Summit Ascent Scheme will be valid and effective for a period of ten years from the adoption date until 27 May 2031.

Movements of Summit Ascent's share options held by the independent non-executive directors of Summit Ascent, employees and consultants of the Group during the years ended 31 December 2022 and 31 December 2021 are set out below:

	Number of share options						
Grantees	As at 1 January 2022	Lapsed	As a 31 December 2022	Date of grant	Vesting period	Exercisable period	Exercise price per Summit Ascent Shares
Independent non-executive directors of Summit Ascent	1,875,000	–	**1,875,000**	13.12.2018	N/A	13.12.2018-12.12.2023	1.05
Other employees of Summit Ascent	10,621,875	–	**10,621,875**	13.12.2018	N/A	13.12.2018-12.12.2023	1.05
	12,496,875	–	**12,496,875**				
Consultants of Summit Ascent	300,000	–	**300,000**	2.11.2020	N/A	2.11.2020–1.11.2025	0.912
	300,000	–	**300,000**	2.11.2020	2.11.2020–1.11.2021	2.11.2021–1.11.2025	0.912
	400,000	–	**400,000**	2.11.2020	2.11.2020–1.11.2022	2.11.2022–1.11.2025	0.912
	1,000,000	–	**1,000,000**				
	13,496,875	–	**13,496,875**				
Exercisable	13,496,875	–	**13,496,875**				
Weighted average exercise price (HK$)	1.04		**1.04**				

35. SHARE OPTION SCHEMES (Cont'd)

(b) Equity-settled share option scheme of Summit Ascent (Cont'd)

Movements of Summit Ascent's share options held by the independent non-executive directors of Summit Ascent, employees and consultants of the Group during the years ended 31 December 2022 and 31 December 2021 are set out below: (Cont'd)

	Number of share options						
Grantees	As at 1 January 2021	Lapsed	As a 31 December 2021	Date of grant	Vesting period	Exercisable period	Exercise price per Summit Ascent Shares
Independent non-executive directors of Summit Ascent	1,875,000	–	1,875,000	13.12.2018	N/A	13.12.2018–12.12.2023	1.05
Other employees of Summit Ascent	605,625	(605,625)	–	1.9.2016	N/A	1.9.2016–31.8.2021	2.12
	605,625	(605,625)	–	1.9.2016	1.9.2016–31.8.2017	1.9.2017–31.8.2021	2.12
	10,621,875	–	10,621,875	13.12.2018	N/A	13.12.2018–12.12.2023	1.05
	13,708,125	(1,211,250)	12,496,875				
Consultants of Summit Ascent	2,724,375	(2,724,375)	–	1.9.2016	N/A	1.9.2016–31.8.2021	2.12
	2,724,375	(2,724,375)	–	1.9.2016	1.9.2016–31.8.2017	2.9.2017–31.8.2021	2.12
	300,000	–	300,000	2.11.2020	N/A	2.11.2020–1.11.2025	0.912
	300,000	–	300,000	2.11.2020	2.11.2020–1.11.2021	2.11.2021–1.11.2025	0.912
	400,000	–	400,000	2.11.2020	2.11.2020–1.11.2022	2.11.2022–1.11.2025	0.912
	6,448,750	(5,448,750)	1,000,000				
	20,156,875	(6,660,000)	13,496,875				
Exercisable	19,456,875		13,096,875				
Weighted average exercise price (HK$)	1.40	2.12	1.04				

35. SHARE OPTION SCHEMES (Cont'd)

(b) Equity-settled share option scheme of Summit Ascent (Cont'd)

The vesting period of the share options is from the date of grant until the commencement of the exercise period. Once vested, each option gives the holder of the right to subscribe for one ordinary share of Summit Ascent.

Upon completion of the rights issue of Summit Ascent in 2020, Summit Ascent Group has calculated the necessary adjustments to the exercise prices of and the number of shares of the outstanding share options in accordance with the terms of the Summit Ascent Scheme.

During the year ended 31 December 2022, none of the (2021: 6,660,000) share options under the Summit Ascent Scheme were lapsed.

Summit Ascent Group recognised share-based compensation benefits of approximately HK$62,000 (2021: approximately HK$162,000) for the year ended 31 December 2022 in relation to share options granted by Summit Ascent.

The number of shares of Summit Ascent in respect of options available for grant under the mandate of the Summit Ascent Scheme was 450,944,459 as at 1 January 2022 and 31 December 2022. During the year ended 31 December 2022 and 2021, no share options were granted, exercised or cancelled under the Summit Ascent Scheme.

36. DISCONTINUED OPERATIONS

Cessation of businesses for travel related products and services and hotel and integrated resort general consultancy services

On 1 April 2022, the Board decided to cease the Group's travel related products and services and hotel and integrated resort general consultancy services businesses (the "**Ceased Businesses**"). With effect from 1 April 2022, the Group ceased and discontinued the operations in travel related products and services and hotel and integrated resort general consultancy services businesses (the "**Cessation**").

(i) Results of the discontinued operations in relation to the Ceased Businesses have been included in the consolidated statement of profit or loss and other comprehensive income:

The Cessation was effective from 1 April 2022 and was reported in the consolidated financial statements for the year ended 31 December 2022 as discontinued operations. Financial results relating to the discontinued operations in relation to the Ceased Businesses for the year are set below.

The financial performance and cash flow information presented reflects the discontinued operations in relation to the Ceased Businesses for the years ended 31 December 2022 and 2021.

	Travel related products and services		**Hotel and integrated resort general consultancy services**	
	2022	2021	**2022**	2021
	HK$'000	HK$'000	**HK$'000**	HK$'000
Revenue	–	42,845	–	3,284
Cost of sales	–	(42,743)	–	–
Gross profit	–	102	–	3,284
Other income, gains and losses	**296**	(1,183)	**798**	(32)
Selling and distribution expenses	–	(7,986)	–	–
Administrative expenses	**(404)**	(31,875)	**(281)**	(33,509)
Other operating expenses	–	(5,837)	–	–
Finance costs	–	(1,775)	–	(27)
(Loss) profit before taxation	**(108)**	(48,554)	**517**	(30,284)
Income tax expense	–	(11)	–	(211)
(Loss) profit for the year from discontinued operations in relation to the Ceased Businesses	**(108)**	(48,565)	**517**	(30,495)

36. DISCONTINUED OPERATIONS (Cont'd)

Cessation of businesses for travel related products and services and hotel and integrated resort general consultancy services (Cont'd)

(i) Results of the discontinued operations in relation to the Ceased Businesses have been included in the consolidated statement of profit or loss and other comprehensive income: (Cont'd)

	Travel related products and services		Hotel and integrated resort general consultancy services	
	2022	2021	**2022**	2021
	HK$'000	HK$'000	**HK$'000**	HK$'000
Profit (loss) and total comprehensive income (expense) for the year from discontinued operations in relation to the Ceased Businesses	**146**	(45,781)	**517**	(30,485)
Net cash flows from (used in) operating activities	**1,579**	42,591	**(1,857)**	692
Net cash flows from (used in) investing activities	**4**	105	**–**	(29)
Net cash flows used in financing activities	**–**	(63,244)	**–**	(358)
Net increase (decrease) in cash and cash equivalents	**1,583**	(20,548)	**(1,857)**	305
Basic (loss) earnings per share from discontinued operations in relation to the Ceased Businesses attributable to shareholders of the Company (HK cent)	**(0.002)**	(0.728)	**0.008**	(0.457)
Diluted (loss) earnings per share from discontinued operations in relation to the Ceased Businesses attributable to shareholders of the Company (HK cent)	**(0.002)**	(0.591)	**0.008**	(0.371)

36. DISCONTINUED OPERATIONS (Cont'd)

Cessation of businesses for travel related products and services and hotel and integrated resort general consultancy services (Cont'd)

(ii) (Loss) profit for the year from discontinued operations in relation to the Ceased Businesses

(Loss) profit for the year from discontinued operations in relation to the Ceased Businesses is stated after charging (crediting) the following:

	Travel related products and services		**Hotel and integrated resort general consultancy services**	
	2022	2021	**2022**	2021
	HK$'000	HK$'000	**HK$'000**	HK$'000
Depreciation of property, operating right and equipment	**–**	9,399	**–**	128
Depreciation of right-of-use assets	**–**	418	**–**	341
Total depreciation and amortisation	**–**	9,817	**–**	469
Staff costs, excluding Directors				
– salaries and wages	**31**	6,696	**–**	14,616
– retirements benefits scheme contributions	**–**	156	**–**	414
Total staff costs, excluding Directors	**31**	6,852	**–**	15,030
Impairment loss recognised in respect of trade receivables	**–**	–	**–**	1,950
Impairment loss recognised in respect of an amount due from a related company	**–**	5,819	**–**	–
Short-term and variable lease payments (including COVID-19 related rent concessions of Nil (2021: HK$307,000))	**–**	132	**–**	80
Cost of sales				
– cost of travel related products sold	**–**	42,743	**–**	–

37. DISPOSAL OF SUBSIDIARIES

(a) Disposal of subsidiaries during the year ended 31 December 2022

On 10 May 2022, the Company entered into the S&P Agreement with the Purchaser. Pursuant to the S&P Agreement, the Company agreed to sell and the Purchaser agreed to purchase the entire equity interest of wholly-owned subsidiaries of the Company including Disposal Group A and Disposal Group B, at a total cash consideration of HK$1 subject to the terms and conditions of the S&P Agreement. The 2022 Disposal was completed on 22 July 2022.

Goal Explore is an investment holding company and a wholly-owned subsidiary of the Company. Its wholly-owned subsidiaries, Sky Alliance Investments Limited and Shenzhen Sky Alliance Property Company Limited (深圳聯天置業有限公司) are principally engaged in investment holding, Dongyang Xinguang is principally engaged in management and operation of malls in the PRC. Dongyang Xinguang was transferred back to the Group before the completion of the 2022 Disposal.

Boshing Investments is an investment holding company and a wholly-owned subsidiary of the Company. Its wholly-owned subsidiary, Chaohu Baosheng Tourism Development Company Limited (巢湖寶昇旅遊開發有限公司) is principally engaged in property development in Chaohu, Anhui Province, the PRC.

(i) The net liabilities at the date of the disposal of subsidiaries are as follows:

	Disposal Group A HK$'000	Disposal Group B HK$'000	Total HK$'000
Net liabilities disposed of			
Property, operating right and equipment	–	42	42
Prepayments and deposits for non-current assets	–	9,457	9,457
Inventories	–	289,352	289,352
Trade and other receivables and prepayments	38,034	2,159	40,193
Loan receivable	578,024	–	578,024
Amounts due from the Group	274,830	–	274,830
Amounts due to the Group	(329,588)	(328,112)	(657,700)
Restricted bank deposits	–	1	1
Bank balances and cash	77	1	78
Trade and other payables	(123,756)	(56,690)	(180,446)
Other borrowings	(924,058)	–	(924,058)
Net liabilities disposed of	(486,437)	(83,790)	(570,227)

37. DISPOSAL OF SUBSIDIARIES (Cont'd)

(a) Disposal of subsidiaries during the year ended 31 December 2022 (Cont'd)

(i) The net liabilities at the date of the disposal of subsidiaries are as follows: (Cont'd)

	Total
	HK$'000
Cash consideration received	–*
Net liabilities disposed	570,227
Waiver of net amounts due to group companies	(382,870)
Other costs directly attributable to the disposal	(371)
Cumulative exchange differences in respect of the net liabilities of the subsidiaries reclassified from equity to profit or loss on loss on control of the subsidiaries	9,477
Gain on disposal of subsidiaries	196,463

Analysis of net cash outflow in respect of the 2022 Disposal is as follows:

	HK$'000
Cash consideration received	–*
Bank balances and cash disposed of	(78)
Total net cash outflow from the disposal	(78)

* The cash consideration received represents HK$1

37. DISPOSAL OF SUBSIDIARIES (Cont'd)

(a) Disposal of subsidiaries during the year ended 31 December 2022 (Cont'd)

(ii) Results of the discontinued operations have been included in the consolidated statement of profit or loss and other comprehensive income:

The disposals of Disposal Group A and Disposal Group B were completed on 22 July 2022 and were reported in the consolidated financial statements for the year ended 31 December 2022 as discontinued operations. Financial information relating to the discontinued operations for the period to the completion date of the 2022 Disposal is set below.

The financial performance and cash flow information presented reflect the discontinued operations for the years ended 31 December 2022 and 2021.

	Disposal Group A		**Disposal Group B**	
	2022	2021	**2022**	2021
	HK$'000	HK$'000	**HK$'000**	HK$'000
Other income, gains and losses	**38,027**	14,779	**(742)**	747
Administrative expenses	**(958)**	(1,906)	**(1,142)**	(2,532)
Other operating expenses	**(16)**	–	**–**	–
Finance costs	**(94,002)**	(74,113)	**–**	–
Loss before taxation	**(56,949)**	(61,240)	**(1,884)**	(1,785)
Income tax credit	**–**	20	**–**	–
Loss for the year from discontinued operations	**(56,949)**	(61,220)	**(1,884)**	(1,785)
Gain (loss) on disposal of subsidiaries	**197,285**	–	**(822)**	–
Profit (loss) for the year from discontinued operations	**140,336**	(61,220)	**(2,706)**	(1,785)
Profit (loss) and total comprehensive income (expense) for the year from discontinued operations	**155,735**	(68,520)	**(917)**	(4,218)

37. DISPOSAL OF SUBSIDIARIES (Cont'd)

(a) Disposal of subsidiaries during the year ended 31 December 2022 (Cont'd)

(ii) Results of the discontinued operations have been included in the consolidated statement of profit or loss and other comprehensive income: (Cont'd)

	Disposal Group A		**Disposal Group B**	
	2022	2021	**2022**	2021
	HK$'000	HK$'000	**HK$'000**	HK$'000
Net cash flows (used in) from operating activities	**(693)**	96,670	**–**	(45)
Net cash flows from investing activities	**1**	21,129	**–**	–
Net cash flows used in financing activities	**–**	(127,459)	**–**	–
Effect of foreign exchange rate changes	**(19)**	163	**–**	–
Net decrease in cash and cash equivalents	**(711)**	(9,497)	**–**	(45)
Basic earnings (loss) per share from discontinued operations attributable to shareholders of the Company (HK cents)	**2.105**	(0.918)	**(0.041)**	(0.027)
Diluted earnings (loss) per share from discontinued operations attributable to shareholders of the Company (HK cents)	**2.105**	(0.735)	**(0.041)**	(0.022)

37. DISPOSAL OF SUBSIDIARIES (Cont'd)

(a) Disposal of subsidiaries during the year ended 31 December 2022 (Cont'd)

(iii) Profit (loss) for the year from discontinued operations

Profit (loss) for the year from discontinued operations is stated after charging the following:

	Disposal Group A		Disposal Group B	
	2022	2021	**2022**	2021
	HK$'000	HK$'000	**HK$'000**	HK$'000
Depreciation of property, operating right and equipment	**–**	–	**1**	2
Staff costs, excluding Directors				
– salaries and wages	**504**	1,242	**253**	335
– retirements benefits scheme contributions	**131**	140	**39**	67
Total staff costs, excluding Directors	**635**	1,382	**292**	402
Short-term and variable lease payments	**–**	–	**25**	87

(b) Disposal of subsidiaries during the year ended 31 December 2021

On 21 February 2021, the Company entered into a sale and purchase agreement with an independent third party (the "**Purchaser of Access Achievement**"). Pursuant to a sale and purchase agreement, the Company agreed to sell and the Purchaser of Access Achievement agreed to purchase the entire equity interest in Access Achievement, a direct wholly-owned subsidiary of the Company, at a consideration of RMB155,290,000 (equivalent to approximately HK$186,624,000). Control and ownership of Access Achievement passed to the Purchaser of Access Achievement upon the completion of the disposal on 30 June 2021.

Access Achievement is an investment holding company. Access Achievement owns the entire equity interest in Sun Century Property Group Company Limited (太陽世紀地產集團有限公司), which is principally engaged in property development and property investment in Shenzhen, the PRC. Its principal assets are (1) Hong Long Plaza; and (2) the entire equity interest in Shenzhen Zirui. Shenzhen Zirui is principally engaged in property development and its principal assets are the remaining unsold units in Le Paysage.

37. DISPOSAL OF SUBSIDIARIES (Cont'd)

(b) Disposal of subsidiaries during the year ended 31 December 2021 (Cont'd)

(i) The net liabilities at the date of the disposal of subsidiaries are as follows:

	HK$'000
Net liabilities disposed of	
Property, operating right and equipment	346
Investment properties	1,412,823
Right-of-use assets	2,707
Deferred tax assets	79
Inventories	401,698
Trade and other receivables and prepayments	18,630
Pledged bank deposits	368
Restricted bank deposits	3,007
Bank balances and cash	97
Trade and other payables	(127,852)
Amounts due from the Group	1,771,613
Amounts due to the Group	(3,357,042)
Contract liabilities	(151,661)
Receipt in advance	(1,065)
Rent and other deposits	(7,238)
Provision for potential claims	(27,117)
Bank and other borrowings	(681,408)
Lease liabilities	(2,815)
Current tax liabilities	(6,500)
Deferred tax liabilities	(282,422)
Net liabilities disposed of	(1,033,752)
Cash consideration received	186,624
Net liabilities disposed	1,033,752
Waiver of amounts due to the Group	(961,407)
Other costs directly attributable to the disposal	(1,306)
Fair value loss on initial recognition of a loan receivable	(28,843)
Loss on indemnification arising from the disposal	(27,084)
Gain on disposal of subsidiaries	201,736

37. DISPOSAL OF SUBSIDIARIES (Cont'd)

(b) Disposal of subsidiaries during the year ended 31 December 2021 (Cont'd)

(i) The net liabilities at the date of the disposal of subsidiaries are as follows: (Cont'd)

Analysis of net cash inflow in respect of the disposal is as follows:

	HK$'000
Cash consideration received	186,624
Bank balances and cash disposed of	(97)
Total net cash inflow from the disposal	186,527

(ii) Results of the discontinued operations have been included in the consolidated statement of profit or loss and other comprehensive income:

The disposal of Access Achievement was completed on 30 June 2021 and was reported in the consolidated financial statements for the year ended 31 December 2021 as discontinued operations. Financial information relating to the discontinued operations for the period to the completion date of the disposal is set below.

The financial performance and cash flow information presented reflect the discontinued operations for the year ended 31 December 2021.

	2021 HK$'000
Revenue	
– Contracts with customers	3,172
– Leases	19,694
Total revenue	22,866
Cost of sales	(6,792)
Gross profit	16,074
Other income, gains and losses	610
Selling and distribution expenses	(842)
Administrative expenses	(10,054)
Other operating expenses	(7,773)
Change in fair value of investment properties	(11,988)
Reversal of provision for litigation	21,361
Finance costs	(32,776)
Loss before taxation	(25,388)
Income tax credit	467

37. DISPOSAL OF SUBSIDIARIES (Cont'd)

(b) Disposal of subsidiaries during the year ended 31 December 2021 (Cont'd)

(ii) Results of the discontinued operations have been included in the consolidated statement of profit or loss and other comprehensive income: (Cont'd)

	2021 HK$'000
Loss for the year from discontinued operations	(24,921)
Gain on disposal of subsidiaries	201,736
Profit for the year from discontinued operations	176,815
Exchange differences arising on translation from functional currency to presentation currency	(9,997)
Total comprehensive income for the period attributable to equity holders of the Company arose from discontinued operations	166,818

	2021 HK$'000
Net cash flows used in operating activities	(6,899)
Net cash flows used in investing activities	(430)
Net cash flows used in financing activities	(355)
Net decrease in cash and cash equivalents	(7,684)
Basic earnings per share from discontinued operations attributable to shareholders of the Company *(HK cents)*	2.65
Diluted earnings per share from discontinued operations attributable to shareholders of the Company *(HK cents)*	2.15

37. DISPOSAL OF SUBSIDIARIES (Cont'd)

(b) Disposal of subsidiaries during the year ended 31 December 2021 (Cont'd)

(iii) Profit for the year from discontinued operations

Profit for the year from discontinued operations is stated after charging (crediting) the following:

	2021
	HK$'000
Depreciation of property, operating right and equipment	71
Depreciation of right-of-use assets	891
Total depreciation and amortisation	962
Staff costs, excluding Directors	
– salaries and wages	5,362
– retirements benefits scheme contributions	934
Total staff costs, excluding Directors	6,296
Short-term and lease payments	4
Cost of sales	
– cost of services rendered	6,792
Gross rental income from investment properties	(19,694)
Less: direct operating expenses incurred for investment properties included in cost of sales	4,728
	(14,966)

38. CONTINGENT LIABILITIES

(a) During the year ended 31 December 2021, the Group was involved in several litigations in relation to the construction of the Group's properties under development in the PRC with several contractors and suppliers, who are independent third parties to the Company. In this regard, approximately RMB37 million (equivalent to approximately HK$45.3 million) is recorded as trade and other payables in the consolidated financial statements of the Group as at 31 December 2021. In connection with three of the litigations, court judgements were received and the Group is obliged to pay the compensation to a plaintiff of approximately RMB8.4 million (equivalent to approximately HK$10.2 million). The judgements are being enforced for execution and the Group had recorded full amount as trade and other payables as at 31 December 2021. Save for the above, based on the fact that the legal proceedings of the remaining litigations were still in progress and with reference to the legal opinion obtained from the Company's PRC lawyer, management considers that the likelihood for further outflow of resources of the Group was remote. Upon the completion of the 2022 Disposal as set out in Note 37, the Group no longer has the above contingent liabilities as at 31 December 2022.

(b) On 30 June 2021, pursuant to the sale and purchase agreement in relation to the disposal of Access Achievement and a deed of indemnity entered into by the Company, the Purchaser of Access Achievement and Access Achievement, the Company will indemnify the Purchaser of Access Achievement against certain tax, litigation and contingent liabilities which, except for litigation liabilities, in aggregate cannot exceed the sum of (i) the consideration of the disposal of Access Achievement amounting to RMB155,290,000 (equivalent to approximately HK$173,839,000) (2021: RMB155,290,000 (equivalent to approximately HK$186,624,000)); and (ii) the principal amount of the Shenzhen Sky Alliance Loan amounting to RMB519,249,000 (equivalent to approximately HK$581,271,000) (2021: RMB519,249,000 (equivalent to approximately HK$623,099,000)), in the aggregate amount of RMB674,539,000 (equivalent to approximately HK$755,110,000) (2021: RMB674,539,000 (equivalent to approximately HK$809,723,000)). In this regard, approximately RMB20,481,000 (equivalent to approximately HK$22,927,000) (2021: approximately RMB17,703,000 (equivalent to approximately HK$21,653,000)) was recorded as provision for indemnity included in "other payables" in the consolidated financial statements as at 31 December 2022 and 31 December 2021.

39. CAPITAL COMMITMENTS

The Group has the following material commitments in respect of property, operating right and equipment which are not provided for in the consolidated financial statements at the end of the reporting period:

	2022 **HK$'000**	2021 HK$'000
Contracted but not provided for*	**4,457,905**	3,600,183

* The amount included approximately HK$4,418,457,000 (2021: approximately HK$3,568,183,000) in relation to the construction project of Main Hotel Casino.

40. RELATED PARTY DISCLOSURES

Apart from details of the balances with related parties disclosed in the consolidated statement of financial position and other details disclosed elsewhere in the consolidated financial statements, the Group also entered into the following significant transactions with related parties during both years:

Name of related parties	Notes	**Nature of transactions**	**2022** **HK$'000**	2021 HK$'000
Major Success	(i)	Imputed interest expense on 2016 Convertible Bond	**68,431**	–
		Imputed interest expense on 2018 Convertible Bond	**41,366**	–
		Imputed interest expense on 2018 Promissory Note	**42,187**	–
		Interest expense on 2018 Promissory Note	**4,350**	–
		Proposed distribution for Perpetual Securities	**270,400**	–

40. RELATED PARTY DISCLOSURES (Cont'd)

Name of related parties	Notes	Nature of transactions	2022 HK$'000	2021 HK$'000
Fame Select	(ii)	Imputed interest expense on 2016 Convertible Bond	–	61,122
Sun City Gaming Promotion Company Limited ("**Sun City Gaming Promotion**")	(iii)	Travel agency services income	–	170
		Purchase of hotel accommodation products	–	39,978
		Management service fee expense	–	2,751
Star Hope	(iii)	Imputed interest expense on 2018 Convertible Bond	–	32,265
		Imputed interest expense on 2018 Promissory Note	–	54,575
		Imputed interest expense on 2021 Loan	–	9,603
		Interest expense on 2018 Promissory Note	–	6,060
		Interest expense on 2021 Loan	–	2,284
		Proposed distribution for Perpetual Securities	–	269,227
GYE	(vii)	Interest income on loans to a joint venture	**73,993**	37,077
		Imputed interest income on loans to a joint venture	**32,628**	38,650
Hoi An South Development Ltd	(iv)	Hotel and integrated resort general consultancy services income	–	3,284
Better Linkage	(viii)	Imputed interest expense on 2018 Convertible Bond	–	21,875
Mr. Lo	(v)	Sales of travel related products	–	2
		Travel agency services income	–	23
Mr. Chau and Ms. Chan Wai Leng	(vi)	Sales of travel related products	–	74
		Travel agency services income	–	179

40. RELATED PARTY DISCLOSURES (Cont'd)

Name of related parties	Notes	Nature of transactions	2022 HK$'000	2021 HK$'000
Non-controlling shareholders of Oriental Regent		Imputed interest expense on ORL Loans	**8,765**	8,215
Westside and/or Travellers	(ix)	Interest on lease liabilities capitalised in construction in progress included in property, operating right and equipment	**33,886**	37,176
Brightleisure Management Inc, ("**Brightleisure**")	(ix)	Consultancy service fee expense	**–**	4,020
Asian E-Commerce, Inc. ("**Asian E-Commerce**")	(x)	Proceeds from disposal of equity interest in First Oceanic Property Management, Inc., an associate of the Company	**–**	24,768

Notes:

(i) Major Success is the immediate holding company of the Company which is wholly owned by Mr. Lo.

(ii) Fame Select is the former major shareholder of the Company.

(iii) Sun City Gaming Promotion and Star Hope are wholly owned by Mr. Chau, the former major shareholder, former Executive Director and former chairman of the Company.

(iv) Hoi An South Development Ltd is an indirect non-wholly owned subsidiary of GYE which is a joint venture of the Company. The Company indirectly interested in approximately 34% equity interest in Hoi An South Development Ltd.

(v) Mr. Lo, an Executive Director and the chairman of the Company.

(vi) Ms. Chan Wai Leng is the spouse of Mr. Chau.

(vii) GYE is a joint venture of the Company. The Company indirectly interested in 50% equity interest in GYE.

(viii) Better Linkage is wholly owned by Mr. Lo.

(ix) Westside and Travellers are fellow subsidiaries of a non-controlling shareholder of SunTrust. Brightleisure is a wholly-owned subsidiary of Travellers.

(x) Asian E-Commerce is 50%-owned by a non-controlling shareholder of Suntrust.

40. RELATED PARTY DISCLOSURES (Cont'd)

None of the above transactions are connected transactions or continuing connected transactions for the Company under Chapter 14A of the Listing Rules save the following:

- the transactions with Sun City Gaming Promotion to which the above note (iii) related constituted continuing connected transactions for the Company during the year ended 31 December 2021. The Company confirmed that it has complied with the applicable disclosure requirement in accordance with Chapter 14A of the Listing Rules;

- the transactions with Mr. Chau and Ms. Chan Wai Leng to which the above note (vi) related constituted continuing connected transactions for the Company during the year ended 31 December 2021. The Company confirmed that it has complied with the applicable disclosure requirement in accordance with Chapter 14A of the Listing Rules;

- the transactions with Westside and/or Travellers and Asian E-Commerce to which the above notes (ix) and (x) related constituted connected transactions for the Company during the year ended 31 December 2021. The Company confirmed that it has complied with the applicable disclosure requirement in accordance with Chapter 14A of the Listing Rules;

- The transaction with Brightleisure to which the above note (ix) related constituted connected transaction for the Company during the year ended 31 December 2021. Given the applicable percentage ratios are all less than 1% and the transaction with Brightleisure was on normal commercial terms and is a connected transaction only because it involved connected person of the Company at the subsidiary level, the transaction with Brightleisure was exempted from the requirements of Chapter 14A of the Listing Rules pursuant to Rule 14A.76(1)(b);

- the interest expense paid to Star Hope referred to in the above note (iii) related to loan from Star Hope which constituted continuing connected transactions for the Company during the year ended 31 December 2021 but were exempted from disclosure requirement under Chapter 14A of the Listing Rules for the loan was being on better terms to the Group; and

- the transactions to which the above notes (v) related constituted continuing connected transactions for the Company during the year ended 31 December 2021 but were exempted from disclosure requirement under Chapter 14A of the Listing Rules for being de minimis.

Remuneration for key management personnel of the Group, including amounts paid to Directors and certain of the highest paid employees as disclosed in Note 10.

41. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of debt, which includes amount due to a related company and non-controlling shareholders of a subsidiary, loan from a related company and non-controlling shareholders of subsidiaries, other borrowings, convertible bonds and bond payables as disclosed in Notes 24, 29 and 30(a) and (b), respectively, net of pledged bank deposits, restricted bank deposits and bank balances and cash, comprising share capital, share premium and other reserves.

The management of the Group reviews the capital structure from time to time. As part of this review, the management 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, the issue of new shares, new debts or the redemption of existing debts.

42. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Financial assets		
Derivative financial instrument	**3,232**	4,570
Amortised cost	**1,294,467**	2,483,931
	1,297,699	2,488,501
Financial liabilities		
Amortised cost	**1,484,619**	2,401,145
Lease liabilities	**933,411**	1,019,024
Derivative financial instruments	**167**	13,301
	2,418,197	3,433,470

(b) Financial risk management objectives and policies

The Group's major financial instruments include financial assets included in trade and other receivables, loan receivable, financial assets included in deposits for non-current financial assets, derivative financial instruments, bank balances and cash, loans to and amounts due from a joint venture, pledged bank deposits, restricted bank deposits, financial liabilities included in trade and other payable, amount due to a related company and non-controlling shareholders of a subsidiary, loans from non-controlling shareholders of subsidiaries, rent and other deposits, interest payables, lease liabilities, convertible bonds, bonds payables, derivative financial instruments, and other borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (represented by currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risks

(i) Currency risk

Certain subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. The Directors believe that the Group does not have significant foreign exchange exposures as foreign currency risk is mitigated through holding the relevant currencies for future settlement.

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risks (Cont'd)

(i) Currency risk (Cont'd)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities other than the functional currency of the Group to which they related at the end of each reporting period are as follows:

	Liabilities		**Assets**	
	As at 31 December			
	2022	2021	**2022**	2021
	HK$'000	HK$'000	**HK$'000**	HK$'000
RMB	**22,927**	21,653	**18,953**	–
US$	**1,021,608**	1,108,741	**561,714**	1,107,150
RUB	**53,976**	56,607	**183,848**	311,204

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Sensitivity analysis

The sensitivity analysis below has been determined based on a 10% increase/decrease in functional currency of respective entities against the relevant foreign currencies. 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 rates. 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% change in foreign currency rates.

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risks (Cont'd)

(i) Currency risk (Cont'd)

Sensitivity analysis (Cont'd)

31 December 2022

If HK$ had been 10% strengthened/weakened to RMB for respective RMB denominated monetary assets and liabilities, the Group's post-tax loss for the year ended 31 December 2022 would have decreased/increased by approximately HK$318,000.

As HK$ is pegged to the US$ within a narrow band, the Group does not expect any significant movements in the US$/HK$ exchange rate and the currency risk exposure for HK$ is not significant.

If HK$ had been 10% strengthened/weakened to RUB for respective RUB denominated monetary assets and liabilities, the Group's post-tax loss for the year ended 31 December 2022 would have increased/decreased by approximately HK$10,390,000.

31 December 2021

If HK$ had been 10% strengthened/weakened to RMB for respective RMB denominated monetary assets and liabilities, the Group's post-tax loss for the year ended 31 December 2021 would have decreased/increased by approximately HK$1,732,000.

As HK$ is pegged to the US$ within a narrow band, the Group does not expect any significant movements in the US$/HK$ exchange rate and the currency risk exposure for HK$ is not significant.

If HK$ had been 10% strengthened/weakened to RUB for respective RUB denominated monetary assets and liabilities, the Group's post-tax loss for the year ended 31 December 2021 would have increased/decreased by approximately HK$25,460,000.

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risks (Cont'd)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to amount due to a related company (Note 24(a)), loans from non-controlling shareholders of a subsidiary (Note 24(b)), debt component of convertible bonds (Notes 30(a) and (b)) and lease liabilities (Note 31).

The Group is also exposed to cash flow interest rate risk in relation to the restricted bank deposits (Note 25), pledged bank deposits (Note 25), bank balances (Note 26), and other borrowings (Note 29) due to the fluctuation of the prevailing market interest rates for both years.

The Group currently does not have any interest rate hedging policy in relation to fair value and cash flow interest rate risks. The Directors monitor the Group's exposure on ongoing basis and will consider hedging interest rate risk should the need arise. The Group's cash flow interest rate risk is mainly sensitive to the fluctuation of interest rate arising from the Group's restricted bank deposits, pledged bank deposits, bank balances and other borrowings.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for restricted bank deposits, pledged bank deposits, bank balances and other borrowings at the end of the reporting period. The analysis is prepared assuming the amounts outstanding at the end of the reporting period were outstanding for the whole year. A 10 basis points for restricted bank deposits, pledged bank deposits and bank balances and 50 basis points for other borrowings increase or decrease are used during the year for the Group when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates of restricted bank deposits, pledged bank deposits and bank balances had been 10 basis points higher/lower and all other variables were held constant, the post-tax loss for the year ended 31 December 2022 would have decreased/increased by approximately HK$829,000 (2021: approximately HK$1,258,000).

If interest rate of other borrowing had been 50 basis points higher/lower, with all other variables held constant the Group's post-tax loss for the year ended 31 December 2022 would have increased/decreased by approximately HK$1,600,000 (2021: Nil).

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risks (Cont'd)

(iii) Other price risk

The Group is also required to estimate the fair value of the derivative financial instruments at the end of each reporting period with changes in fair value to be recognised in the consolidated statement of profit or loss and other comprehensive income as long as the convertible bonds and the put option are outstanding. The fair value adjustment will be affected either positively or negatively, amongst others, by the changes in market interest rate, share market price and share price volatility of the Company and its subsidiary, Suntrust.

Sensitivity analysis

The sensitivity analyses of derivative financial instruments below have been determined based on the exposure to equity price risk and volatility risk arising from derivative financial instruments at the end of the reporting period only as the Directors consider that the change in market interest rate may not have significant financial impact on the fair value of derivative financial instruments.

Changes in share price

If the Suntrust's share price had been 5% higher/lower and all other variables were held constant, the Group's post-tax loss for the year (as a result of changes in fair value of derivative financial instruments) would have increased/decreased by approximately HK$186,000 (2021: approximately HK$182,000).

If the Company's share price had been 5% higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2021 (as a result of changes in fair value of derivative financial instruments) would have increased/decreased by approximately HK$1,829,000.

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 receivables, loan receivable, loans to/amounts due from a joint venture, restricted bank deposits, pledged bank deposits, bank balances, amounts due from directors, amount due from non-controlling shareholders of a subsidiary and other receivables/other deposits. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets except for the loan receivable as mentioned in Note 20.

The Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment is set out as follows.

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk and impairment assessment (Cont'd)

Trade receivables arising from contracts with customers

Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different sectors and industries.

As at 31 December 2021, loss allowance of approximately HK$4,225,000 was provided on trade receivables on individual basis. The Directors considered that no other loss allowance is necessary at the end of the reporting period.

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk and impairment assessment (Cont'd)

Other receivables/other deposits

For other receivables and other deposits, the Directors make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records and past experience. The Directors 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. As at 31 December 2022, approximately HK$417,000 (31 December 2021: HK$414,000) was provided on other receivable and other deposits on individual basis based on management's assessment of the credit risk. As at 31 December 2022 and 2021, the Group assessed the ECL for the remaining other receivables and other deposits were insignificant and thus no loss allowance was recognised.

Equity loans to a joint venture, loans to a joint venture and amounts due from a joint venture

The detail are set out in Note 19.

Loan receivable

The details are set out in Note 20.

Pledged bank deposits/restricted bank deposits/bank balances

Credit risk on pledged bank deposit, restricted bank deposits and 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 pledged bank deposits, restricted bank deposits and 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.

Based on the Group's internal credit rating, no material loss allowance is recognised for pledged bank deposit, restricted bank deposits and bank balances for the years ended 31 December 2022 and 2021.

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk and impairment assessment (Cont'd)

The table below details the credit risk exposures of the Group, which are subject to ECL assessment:

	Notes	**External credit rating**	**Internal credit rating**	**12m or lifetime ECL**	**Gross carrying amount as at 31 December**	
					2022	2021
					HK$'000	HK$'000
Equity loans to a joint venture	19	N/A	(Note (ii))	Lifetime ECL	**507,086**	507,086
Loans to a joint venture	19	N/A	(Note (ii))	Lifetime ECL	**393,348**	360,938
Amounts due from a joint venture	19	N/A	(Note (ii))	Lifetime ECL	**113,464**	39,797
Loan receivable	20	N/A	(Note (ii))	12m ECL	**–**	599,209
Trade receivables – contracts with customers	23	N/A	(Note (i))	Lifetime ECL	**1,347**	6,033
Other receivables	23	N/A	(Note (ii))	12m ECL	**20,264**	120,331
Other deposits	17.23	N/A	(Note (ii))	12m ECL	**2,944**	6,338
Pledged bank deposits	25	AA+	N/A	12m ECL	**485**	1,534
Restricted bank deposits	25	AA+	N/A	12m ECL	**–**	1
Bank balances	26	AA+	N/A	12m ECL	**1,036,214**	1,571,507

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk and impairment assessment (Cont'd)

Notes:

(i) For trade receivables and trade related amounts due from directors and amount due from a non-controlling shareholder of a subsidiary, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECLs on these items on individual basis. Trade receivables of approximately HK$1,347,000 (31 December 2021: HK$6,033,000), are assessed on individual basis within lifetime ECL (not credit impaired).

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort.

(ii) For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Not past due		
Equity loans to a joint venture	**507,086**	507,086
Loans to a joint venture	**159,453**	360,938
Loan receivable	**–**	599,209
Amounts due from a joint venture	**11,282**	7,299
Other receivables	**20,498**	120,331
Other deposits	**2,944**	6,338
Past due		
Loan to a joint venture	**233,895**	–
Amounts due from a joint venture	**102,182**	32,498

For the year ended 31 December 2022 and 2021, equity loans to a joint venture, loans to a joint venture and amounts due from a joint venture are assessed based on lifetime ECL while loan receivable, other receivables and other deposits are assessed based on 12m ECL.

(iii) After considering the quantitative and qualitative information that is reasonable and supportive forward-looking information and the financial position of the joint venture, the management of the Group considered that the credit risk on the equity loans to, loans to and the amounts due from a joint venture had significantly increased for the years ended 31 December 2022 and 2021. In view of this, the management of the Group assessed the ECL on the equity loans, loans to and the amounts due from the joint venture based on lifetime ECL during the years ended 31 December 2022 and 2021.

Impairment assessment

The key measuring parameters of ECL include probability of default ("**PD**"), loss given default ("**LGD**") and exposure at default ("**EAD**"). Based on the requirements of HKFRS 9, the Group takes into account the quantitative analysis of historical statistics (such as ratings of counterparties, manners of guarantees and types of collaterals, repayments, etc.) and forward-looking information in order to establish the model of PD, LGD and EAD.

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk and impairment assessment (Cont'd)

Notes: (Cont'd)

Impairment assessment (Cont'd)

Relative definitions are listed as follows:

– PD refers to the possibility that the debtor will not be able to fulfil its obligations of repayment over the next 12 months or throughout the entire remaining lifetime. The Group's PD is adjusted based on the results of the Internal Rating-Based Approach, taking into account the forward-looking information and deducting the prudential adjustment to reflect the debtor's point-in-time PD under the current macroeconomic environment;

– LGD refers to the Group's expectation of the extent of the loss resulting from the default exposure. Depending on the type of counterparty, the method and priority of the recourse, and the type of collaterals, the LGD varies;

– EAD is the amount that the Group should be reimbursed at the time of the default in the next 12 months or throughout the entire remaining lifetime.

The assessment of credit risk and the calculation of ECL both involve forward-looking information. Through the analysis of historical data, the Group identifies the key economic indicators that affect the credit risk. The Group applied experts' judgement in this process, according to the result of experts' judgement, the Group predicts these economic indicators and determines the impact of these economic indicator on the PD and the LGD.

The following table provides information about the Group's exposure to credit risk and ECLs for equity loans to, loans to and amounts due from a joint venture as at 31 December 2022 and 2021:

	As at 31 December 2022			As at 31 December 2021		
	Expected loss rate (%)	**Gross carrying amount HK$'000**	**Loss allowance HK$'000**	Expected loss rate (%)	Gross carrying amount HK$'000	Loss allowance HK$'000
Equity loans to a joint venture	**27.1**	**507,086**	**137,254**	23.6	507,086	119,717
Loans to a joint venture	**39.2-61.5**	**393,348**	**206,274**	39.2-61.7	360,938	194,212
Amounts due from a joint venture	**39.2-61.5**	**113,464**	**67,242**	39.2-61.7	39,797	22,906
		1,013,898	**410,770**		907,821	336,835

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk and impairment assessment (Cont'd)

Notes: (Cont'd)

Impairment assets (Cont'd)

The following table shows the movement in lifetime ECL that has been recognised for equity loans to a joint venture, loans to a joint venture and amounts due from a joint venture.

	Equity loans to a joint venture HK$'000	Loans to a joint venture HK$'000	Amounts due from a joint venture HK$'000	Total HK$'000
At 1 January 2021	–	–	–	–
Allowance for impairment	119,717	194,212	22,906	336,835
At 31 December 2021 and 1 January 2022	119,717	194,212	22,906	336,835
Allowance for impairment	17,643	12,155	44,538	74,336
Exchange realignment	(106)	(93)	(202)	(401)
As at 31 December 2022	**137,254**	**206,274**	**67,242**	**410,770**

In view of the probability of default of the joint venture is no longer insignificant as at 31 December 2022 and 2021, allowances for impairment on the equity loans to a joint venture of approximately HK$137,254,000 (31 December 2021: approximately HK$119,717,000), loans to a joint venture of approximately HK$206,274,000 (31 December 2021: approximately HK$194,212,000) and amounts due from a joint venture of approximately HK$67,242,000 (31 December 2021: approximately HK$22,906,000) have been recognised as at 31 December 2022.

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk

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. A monthly report on forecasted inflow and outflow of cash is compiled for the review by the Directors. The management monitors the utilisation of other borrowing.

The Group relies on other borrowing and other debt and/or equity financing as significant sources of liquidity. As at 31 December 2022, the Group's current assets exceeded its current liabilities by approximately HK$64,634,000 (31 December 2021: HK$699,255,000). The Group is in consolidated net assets position of approximately HK$4,310.2 million (31 December 2021: HK$4,826.8 million) as at 31 December 2021. Taking into consideration of the financial resources of the Group and the committed capital expenditure of approximately HK$4,457.9 million as at 31 December 2022, the Directors have been undertaking measures to improve the Group's liquidity and financial position to refinance its operations and to restructure its borrowings. Details of which are set out in Note 2.

The following tables detail the Group's remaining contractual maturities for its non-derivative financial liabilities. The tables have 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 each reporting period.

	Weighted average effective interest rate %	Within 1 year or repayable on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	More than 5 years HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
As at 31 December 2022							
Non-derivative financial liabilities							
Trade and other payables	-	140,763	38,733	-	-	179,496	179,496
Liabilities for VAT arrangements	6.98	9,301	9,301	13,193	492	32,287	29,619
Convertible bonds	7.37	-	-	23,390	-	23,390	19,073
Bonds payables	-	628,442	-	-	-	628,442	628,442
Rental and other deposits	-	5,377	-	-	-	5,377	5,377
Loans from non-controlling shareholders of subsidiaries	4.55	78,747	-	174,280	-	253,027	216,408
Amounts due to non-controlling shareholders of a subsidiary	-	6,204	-	-	-	6,204	6,204
Other borrowings	18.53	455,590	-	-	-	455,590	400,000
Lease liabilities	4.08	14,552	11,121	270,564	1,022,197	1,318,434	933,411
Total		1,338,976	59,155	481,427	1,022,689	2,902,247	2,418,030

42. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

	Weighted average effective interest rate %	Within 1 year or repayable on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	More than 5 years HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
As at 31 December 2021							
Non-derivative financial liabilities							
Trade and other payables	–	232,486	43,243	–	–	275,729	275,729
Liabilities for VAT arrangements	8.33	8,972	8,972	21,522	652	40,118	34,945
Amounts due to related companies	29.40	314,434	–	–	–	314,434	262,905
Convertible bonds	35.03	699,000	–	23,394	–	722,394	606,970
Rental and other deposits	–	6,003	–	–	–	6,003	6,003
Loans from non-controlling shareholders of subsidiaries	4.49	–	254,128	–	–	254,128	237,262
Amounts due to non-controlling shareholders of a subsidiary	–	–	5,013	–	–	5,013	5,013
Other borrowings	13.63	857,969	182,037	–	–	1,040,006	972,318
Lease liabilities	4.05	14,875	90,960	268,639	1,070,834	1,445,308	1,019,024
Total		2,133,739	584,353	313,555	1,071,486	4,103,133	3,420,169

(c) Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. In estimating the fair value, the Group uses market-observable data to the extent it is available.

(i) Fair value of the financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities 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 and financial liabilities are determined (in particular, the valuation technique(s) and inputs used) as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

42. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements of financial instruments (Cont'd)

(i) Fair value of the financial assets and financial liabilities that are measured at fair value on a recurring basis (Cont'd)

Level 1 fair value measurements are those quoted prices (unadjusted) in active market for identical assets or liabilities at measurement date;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial assets/ financial liabilities	Fair value as at 31.12.2022 HK$'000	Fair value as at 31.12.2021 HK$'000	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable inputs
Derivative financial liabilities classified as FVTPL – convertible bonds	**167**	13,301	Level 3	Binomial Model – in this approach, certain parameters (Notes 30(a) and (b)) determined by management are input into the Binomial Model to derive the valuation of the derivative financial instruments. Certain parameters include: – Share price – Conversion price – Risk-free rate – Expected option life – Expected dividend yield – Expected volatility	Estimation of share price volatility, determined by reference to the average historical volatility of the Company and Summit Ascent
Derivative financial asset classified as FVTPL – Put Option	**3,232**	4,570	Level 3	Binomial Model – in this approach, certain parameters (Note 30(c)) determined by management are input into the Binomial Model to derive the valuation of the derivative financial instruments. Certain parameters include: – Share price – Risk-free rate – Expected option life – Expected dividend yield – Expected volatility	Estimation of share price volatility, determined by reference to the average historical volatility of Suntrust

42. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements of financial instruments (Cont'd)

(i) Fair value of the financial assets and financial liabilities that are measured at fair value on a recurring basis (Cont'd)

Sensitivity analysis

If the volatility of the Suntrust's share price had been 5% higher/lower while all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2022 would have decreased/increased by approximately HK$114,000 (2021: post-tax profit would have increased/ decreased by approximately HK$231,000) (as a result of changes in fair value of derivative financial instruments).

If the volatility of the Summit Ascent's share price had been 5% higher/lower while all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2022 would have increased/decreased by approximately HK$30,000 (2021: approximately HK$14,000) (as a result of changes in fair value of derivative financial instruments).

If the volatility of the Company's share price had been 5% higher/lower while all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2021 would have increased/decreased by approximately HK$957,000 (as a result of changes in fair value of derivative financial instruments).

	Level 1 HK$'000	**Level 2** HK$'000	**Level 3** HK$'000	**Total** HK$'000
Fair value hierarchy as at 31 December 2022				
Financial asset				
Derivative financial instrument	**–**	**–**	**3,232**	**3,232**
Financial liability				
Derivative financial instruments	**–**	**–**	**167**	**167**
Fair value hierarchy as at 31 December 2021				
Financial asset				
Derivative financial instrument	–	–	4,570	4,570
Financial liability				
Derivative financial instruments	–	–	13,301	13,301

42. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements of financial instruments (Cont'd)

(ii) Reconciliation of Level 3 fair value measurements

	Derivative financial instruments HK$'000
At 1 January 2021	834,386
Total gains in profit or loss	(825,835)
Exchange difference recognised in profit or loss	(8,586)
Exchange realignment	8,766
At 31 December 2021 and 1 January 2022	8,731
Total gains in profit or loss	(12,167)
Exchange difference recognised in profit or loss	371
At 31 December 2022	**(3,065)**

Total gains/losses in profit or loss are included in "change in fair value of derivative financial instruments" in the consolidated statement of profit or loss and other comprehensive income.

(iii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

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

There is no transfer among Level 1, Level 2 and Level 3 during both years.

43. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 December 2022, the Group entered into the following major non-cash transactions:

(i) The Group waived the amounts due from Disposal Group A and Disposal Group B for the 2022 Disposal to the Group of approximately HK$382,870,000 upon the 2022 Disposal on 22 July 2022. For the details of the 2022 Disposal, please refer to Note 37 to the consolidated financial statements.

(ii) The Group capitalised certain depreciation of right-of-use assets of approximately HK$104,549,000 and certain interest on lease liabilities of approximately HK$33,886,000 as part of the additions to the construction in progress included in property, operating right and equipment during the year ended 31 December 2022.

(iii) The proposed distribution for Perpetual Securities for the year ended 31 December 2022 of approximately HK$270,400,000 was remain unpaid as at 31 December 2022.

During the year ended 31 December 2021, the Group entered into the following major non-cash transactions:

(i) The Group waived an amount due from Access Achievement and its subsidiaries to the Group of approximately HK$961,407,000 upon the disposal on 30 June 2021. For the details of the disposal, please refer to Note 37 to the consolidated financial statements.

(ii) The Group capitalised certain depreciation of right-of-use assets of approximately HK$121,722,000 and certain interest on lease liabilities of approximately HK$37,176,000 as part of the additions to the construction in progress included in property, operating right and equipment during the year ended 31 December 2021.

(iii) The proposed distribution for Perpetual Securities for the year ended 31 December 2021 of approximately HK$269,227,000 was remain unpaid as at 31 December 2021.

43. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

(b) 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.

	Loans from a related company HK$'000	Amount due to a related company/ Amount due to an immediate holding company HK$'000	Loans from non-controlling shareholders of subsidiaries HK$'000	Amounts due to non-controlling shareholders of a subsidiary HK$'000	Bank and other borrowings HK$'000	Interest payables HK$'000	Convertible bonds/ derivative financial instruments/ bond payables HK$'000	Other payable of the transfer of connection right HK$'000	Lease liabilities HK$'000	Total HK$'000
As at 1 January 2021	–	208,340	237,868	3,168	1,559,706	71,471	1,328,007	10,686	989,881	4,409,127
Financing cash flows	(2,284)	(6,060)	–	–	2,348	(88,033)	–	–	(17,441)	(111,470)
Non-cash movements:										
Interest payable rollover to loan principal	–	–	–	–	57,026	(57,026)	–	–	–	–
Disposal of subsidiaries	–	–	–	–	(681,408)	–	–	–	(2,815)	(684,223)
Deemed capital contribution	(9,452)	–	–	–	–	–	–	–	–	(9,452)
Change in fair value of derivative financial instruments	–	–	–	–	–	–	(824,256)	–	–	(824,256)
Interest expenses recognised	11,887	60,635	8,215	2,239	870	112,626	116,481	–	40,875	353,828
New leases entered	–	–	–	–	–	–	–	–	8,519	8,519
Others non-cash movements	–	–	–	–	–	–	–	–	(1,307)	(1,307)
Exchange difference	(151)	(10)	(8,821)	(394)	33,776	(4,980)	39	1	1,312	20,772
At 31 December 2021 and 1 January 2022	–	262,905	237,262	5,013	972,318	34,058	620,271	10,687	1,019,024	3,161,538
Financing cash flows	–	(309,442)	(17,510)	–	400,000	(18,705)	(70,558)	–	(14,641)	(30,856)
Non-cash movements:										
Disposal of subsidiaries	–	–	–	–	(924,058)	(34,058)	–	–	–	(958,116)
Change in fair value of derivative financial instruments	–	–	–	–	–	–	(13,134)	–	–	(13,134)
Interest expenses recognised	–	46,537	8,765	1,896	–	21,154	111,112	–	37,119	226,583
New leases entered	–	–	–	–	–	–	–	–	8,669	8,669
Modification of leases	–	–	–	–	–	–	–	–	(122,486)	(122,486)
Exchange difference	–	–	(12,109)	(705)	(48,260)	–	(9)	599	5,726	(54,758)
At 31 December 2022	**-**	**-**	**216,458**	**6,204**	**400,000**	**2,449**	**647,682**	**11,286**	**933,411**	**2,217,440**

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Non-current assets		
Equipment	**3**	13
Interests in subsidiaries (Note (a))	**5,357,308**	5,392,653
	5,357,311	5,392,666
Current assets		
Amount due from a joint venture	**31**	18
Other receivables	**1,859**	693
Bank balances and cash	**2,804**	4,931
	4,694	5,642
Current liabilities		
Other payables	**38,677**	39,240
Amounts due to subsidiaries	**35,205**	31,711
Amount due to a related company	**–**	262,905
Other borrowing	**400,000**	–
Bond payables	**628,442**	–
Convertible bonds	**–**	589,203
Derivative financial instruments	**–**	13,015
Current tax liabilities	**5,208**	5,208
	1,107,532	941,282
Net current liabilities	**(1,102,838)**	(935,640)
Net assets	**4,254,473**	4,457,026
Capital and reserves		
Share capital	**666,797**	666,797
Perpetual securities (Note (c))	**6,036,663**	5,766,263
Reserves (Note (c))	**(2,448,987)**	(1,976,034)
Total equity	**4,254,473**	4,457,026

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

(a) Interests in subsidiaries

The following list contains only the particulars of subsidiaries which principally affected the results, assets and liabilities of the Group. To give details of other subsidiaries would in the opinion of the Directors, result in particulars of excessive length.

Name of subsidiaries	Place of establishment/ incorporation/ registration	Place of operation	Registered capital/issued and fully paid up share capital	Attributable equity interest held by the Group 2022 Direct %	2022 Indirect %	2021 Direct %	2021 Indirect %	Principal activities
Star Admiral	The BVI	Hong Kong	US$50,000	-	100	–	100	Investment holding
Dongyang Xinguang #	The PRC	The PRC	HK$10,000,000	-	100	–	100	Management and operation of malls
MSRD Corporation Limited	Japan	Japan	JPY60,100,000	-	51	–	51	Investment holding
Honour City Limited	Japan	Japan	JPY10,000,000	-	100	–	100	Investment holding
Fortune Noble Limited	The BVI	Hong Kong	US$1	100	-	100	–	Investment holding
Suntrust (Listed on The Philippine Stock Exchange, Inc.)	The Philippines	The Philippines	PHP7,250,000,000/ PHP5,862,500,000	-	51	–	51	Investment holding
Summit Ascent (Listed on the Stock Exchange)	Bermuda	Hong Kong	HK$112,736,115	2.73	66.93	2.73	66.93	Investment holding
Oriental Regent	Hong Kong	Hong Kong	HK$1,075,685,752	-	53.99	–	53.99	Investment holding

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

(a) Interests in subsidiaries (Cont'd)

Name of subsidiaries	Place of establishment/ incorporation/ registration	Place of operation	Registered capital/issued and fully paid up share capital	Attributable equity interest held by the Group				Principal activities
				2022		2021		
				Direct	**Indirect**	Direct	Indirect	
				%	**%**	%	%	
G1 Entertainment	Russian Federation	Russian Federation	RUB1,190,795,312	**-**	**53.99**	–	53.99	Operation of hotel and gaming business in the Integrated Entertainment Zone of the Primorye Region of the Russian Federation
Summit Ascent Investments Limited	The BVI	Hong Kong	US$1	**-**	**69.66**	–	69.66	Investment holding

\# Registered as limited liability company (foreign-investment enterprise wholly-owned entity) under the laws of the PRC.

(b) The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary	Place of incorporation or establishment and operations	Proportion of equity interest/ voting rights held by non-controlling interests		Profit (loss) attributable to non-controlling interests		Accumulated non-controlling interests	
		2022	2021	**2022**	2021	**2022**	2021
				HK$'000	HK$'000	**HK$'000**	HK$'000
Summit Ascent and its subsidiaries	Bermuda and Russian	**30.34%**	30.34%	**34,444**	(168,089)	**1,254,006**	1,220,597
Suntrust and its subsidiaries	The Philippines	**49%**	49%	**(100,651)**	(40,626)	**(36,443)**	102,165

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

(b) The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests: (Cont'd)

Summarised financial information in respect of the Group's subsidiaries that have material non-controlling interests, on a group consolidation basis is set out below. The summarised financial information below represents amounts before intragroup eliminations.

(i) Summit Ascent

	2022 **HK$000**	2021 HK$000
Current assets	**956,952**	1,689,938
Non-current assets	**2,777,543**	2,032,782
Total assets	**3,734,495**	3,722,720
Current liabilities	**(55,262)**	(64,253)
Non-current liabilities	**(185,024)**	(195,202)
Total liabilities	**(240,286)**	(259,455)
Equity attributable to non-controlling interests of the Group	**1,254,006**	1,220,597

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

(b) The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests: (Cont'd)

(i) Summit Ascent (Cont'd)

	Year ended 31 December 2022 HK$'000	Year ended 31 December 2021 HK$'000
Revenue	**372,306**	265,519
Other income, gains and losses	**156,908**	(39,513)
Change in fair value of derivative financial instruments	**(141,912)**	(149,135)
Impairment loss on property, operating right and equipment	**–**	(287,119)
Expenses	**(356,421)**	(221,603)
Profit (loss) for the year (Note)	**30,881**	(431,851)
Total comprehensive income (expense) for the year	**30,881**	(357,111)
Profit (loss) for the year attributable to non-controlling interests of the Group	**34,444**	(168,089)
Total comprehensive income (expense) for the year attributable to non-controlling interests of the Group	**34,444**	(169,187)
Net cash generated from operating activities	**85,825**	20,061
Net cash from (used in) investing activities	**106,575**	(972,863)
Net cash used in financing activities	**(24,701)**	(1,879)
Effect of foreign exchange rate changes	**57,587**	(1,007)
	225,286	(955,688)

Note: The amounts are presented on the basis of the Group and reflected the fair value adjustments on property, operating right, and equipment, goodwill and additional post-acquisition depreciation charge resulted from the acquisition of Summit Ascent.

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

(b) The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests: (Cont'd)

(ii) Suntrust

	As at 31 December	
	2022	2021
	HK$'000	HK$'000
Current assets	**340,369**	1,042,061
Non-current assets	**4,079,084**	3,439,660
Total assets	**4,419,453**	4,481,721
Current liabilities	**(184,956)**	(1,138,358)
Non-current liabilities	**(3,040,651)**	(2,348,927)
Total liabilities	**(3,225,607)**	(3,487,285)
Equity attributable to non-controlling interests of the Group	**(36,443)**	102,165

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

(b) The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests: (Cont'd)

(ii) Suntrust (Cont'd)

	Year ended 31 December 2022 HK$'000	Year ended 31 December 2021 HK$'000
Other income, gains and losses	**(63,336)**	(51,748)
Share of loss of an associate	**–**	(520)
Expenses	**(16,849)**	(30,642)
Loss for the year	**(80,185)**	(82,910)
Total comprehensive expense for the year	**(157,648)**	(152,546)
Loss for the year attributable to non-controlling interests of the Group	**(100,651)**	(40,626)
Total comprehensive expense for the year attributable to non-controlling interests of the Group	**(138,608)**	(76,647)
Net cash used in operating activities	**(181,039)**	(117,130)
Net cash used in investing activities	**(485,577)**	(769,076)
Net cash used in from financing activities	**(90,465)**	885,501
Effect of foreign exchange rate changes	**(30,989)**	22,809
	(788,070)	22,104

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

(c) Reserves

	Share premium HK$'000	Perpetual securities HK$'000	Share option reserve HK$'000	Merger reserve HK$'000	Capital reserve HK$'000	Exchange reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2021	2,103,796	5,461,036	87,409	(853)	287,680	638,998	(5,337,885)	3,240,181
Profit for the year	–	269,227	–	–	–	–	183,512	452,739
Exchange difference on translation from functional currency to presentation currency	–	–	–	–	–	43,303	–	43,303
Total comprehensive income for the year	–	269,227	–	–	–	43,303	183,512	496,042
Share issued upon exercise of share options	576	–	(221)	–	–	–	–	355
Recognition of equity-settled share-based compensation benefits	–	–	8,199	–	–	–	–	8,199
Lapse of share options	–	–	(28,883)	–	–	–	28,883	–
Disposal of subsidiaries	–	–	–	853	–	–	(853)	–
Issuance of Perpetual Securities	–	36,000	–	–	–	–	–	36,000
Deemed capital contribution	–	–	–	–	9,452	–	–	9,452
At 31 December 2021 and 1 January 2022	2,104,372	5,766,263	66,504	–	297,132	682,301	(5,126,343)	3,790,229
Profit (loss) for the year	–	270,400	–	–	–	–	(474,064)	(203,664)
Total comprehensive income (expense) for the year	–	270,400	–	–	–	–	(474,064)	(203,664)
Recognition of equity-settled share-based compensation benefits	–	–	1,111	–	–	–	–	1,111
Lapse of share options	–	–	(40,759)	–	–	–	40,759	–
At 31 December 2022	**2,104,372**	**6,036,663**	**26,856**	**-**	**297,132**	**682,301**	**(5,559,648)**	**3,587,676**

45. EVENTS AFTER THE END OF THE REPORTING PERIOD

(a) On 27 January 2023, the Company, as borrower, entered into a revolving loan agreement with Summit Ascent, as lender, pursuant to which Summit Ascent has conditionally agreed to grant the Revolving Loan in the principal amount up to HK$500,000,000 to the Company. The transaction is subject to the approval of the independent shareholders of Summit Ascent.

(b) On 3 February 2023, the Company entered into a conditional shares placing agreement ("**Placing Agreement**") with two securities firms ("**Joint Placing Agents**") pursuant to which the Joint Placing Agents have conditionally agreed, as agents of the Company, to procure, on a best effort basis, not less than six placees who are independent third parties (the "**Shares Placing**") to subscribe for a maximum of 269,000,000 new shares ("**Placing Share(s)**") of the Company at the placing price of HK$0.186 per Placing Share under the general mandate granted to the Directors at the annual general meeting of the Company held on 27 June 2022.

Completion of the Shares Placing took place on 24 February 2023 in accordance with the terms and conditions of the Placing Agreement. The 269,000,000 Placing Shares have been placed and represent approximately 4.03% and 3.88% of the issued share capital of the Company immediately before and after the completion of the Shares Placing.

(c) On 17 March 2023, a joint venture of the Company repaid certain outstanding shareholder's loans and interest accrued thereon due to Star Admiral Limited in the aggregate amount of approximately US$114.8 million (equivalent to approximately HK$895.4 million) (the "**Repayment**"). The part of the equity loans to, the non-current loans to, the current overdue loan to a joint venture, and interest accrued has been settled upon the Repayment.