



## **BANK OF SHANGHAI (HONG KONG) LIMITED**

**DIRECTORS' REPORT AND CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

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**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**REPORT OF THE DIRECTORS**

The directors submit herewith their annual report together with the audited financial statements for the year ended 31 December 2021.

**Principal place of business**

Bank of Shanghai (Hong Kong) Limited (the Company) is a restricted licence bank incorporated and domiciled in Hong Kong and has its registered office and principal place of business at 34th Floor, Champion Tower, 3 Garden Road, Central, Hong Kong.

**Principal activities**

The principal activities of the Company are to provide financial services to corporations and individuals. The principal activities and other particulars of the Company's subsidiaries are stated in Note 19 to the financial statements.

**Transfer to reserves**

The loss attributable to shareholders of HK\$89,038,000 (2020: profit of HK\$227,808,000) has been transferred to reserves. Other movements in reserves are shown in the consolidated statement of changes in equity on page 10.

**Recommended dividend**

The directors do not recommend payment of a final dividend for the financial year ended 31 December 2021 (2020: Nil).

**Share capital**

Details of the movements in share capital of the Company are set out in Note 28(b) to the financial statements. There was no shares movement during the year.

**Charitable donations**

No charitable and other donations were made by the Group during the financial year (2020: HK\$200,000).

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**REPORT OF THE DIRECTORS (CONTINUED)**

**Directors**

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

**Non-Executive Director and Chairman**

Lin Liquan (Nominated on 21 March 2022)  
Huang Tao (Ceased on 10 December 2021)

**Non-Executive Directors**

Li Xiaohong

**Executive Directors**

Chen Xuanqiang (Appointed on 10 December 2021)  
Zhang Xuhong (Ceased on 10 December 2021)

**Independent Non-Executive Directors**

Tsien James Steed  
Cheng Kwok Kin, Paul  
Fong Wo, Felix

**Directors of subsidiaries**

The names of directors who had served on the board of the Company's subsidiaries during the financial year and up to the date of this report were:

Chan, Ho Sun Sunny  
Chen, Tao  
Chen Xuanqiang (Appointed on 10 December 2021)  
Zhu, Shouyuan (Appointed on 10 December 2021)  
Du, Jian  
Guo, Chuhua  
Huang, Tao (Resigned on 10 December 2021)  
Li, Xiaohong  
Lin, Liquan  
Ma, Yijia  
Peng, Xiaoxuan  
Wang, Jian  
Wu, Jun  
Yang, Chen (Ceased to serve on 11 August 2020)  
Zhang, Cui E  
Zhang Xuhong (Ceased on 10 December 2021)

There being no provision in the Company's articles of association in connection with the retirement of directors, all existing directors continue in office for the following year.

At no time during the year was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**REPORT OF THE DIRECTORS (CONTINUED)**

**Directors' interests in transactions, arrangements or contracts**

No transaction, arrangement or contract of significance to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party, and in which a director of the Company or an entity connected with a director had a material interest, subsisted at the end of the year or at any time during the year.

**Management contracts**

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

**Indemnity of directors**

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force and was in force throughout this year.

**Auditors**

The consolidated financial statements have been audited by PricewaterhouseCoopers (PwC) who retire and, being eligible, offer themselves for re-appointment.

By order of the board

Chen Xuanqiang  
Director  
Hong Kong, 22 April 2022

**Independent auditor's report to the members of  
Bank of Shanghai (Hong Kong) Limited**  
*(Incorporated in Hong Kong with limited liability)*

**Opinion**

*What we have audited*

The consolidated financial statements of Bank of Shanghai (Hong Kong) Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 7 to 92, which comprise:

- the consolidated statement of financial position as at 31 December 2021;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

*Our opinion*

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

**Basis for Opinion**

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Independence*

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

**Independent auditor's report to the members of  
Bank of Shanghai (Hong Kong) Limited**  
*(Incorporated in Hong Kong with limited liability)*

**Other Information**

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

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

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

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

**Responsibilities of Directors and the Audit Committee for the Consolidated Financial Statements**

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

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

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

**Independent auditor's report to the members of  
Bank of Shanghai (Hong Kong) Limited**  
*(Incorporated in Hong Kong with limited liability)*

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

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

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.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 22 April 2022

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**  
**(EXPRESSED IN HONG KONG DOLLARS)**

	Note	2021 \$'000	2020 \$'000
Interest income	6	959,493	1,213,041
Interest expense	6	(254,602)	(545,854)
<b>Net interest income</b>		<u>704,891</u>	<u>667,187</u>
Fee and commission income	7	195,151	148,425
Fee and commission expense	7	(18,499)	(21,565)
<b>Net fee and commission income</b>		<u>176,652</u>	<u>126,860</u>
Net income from financial instruments measured at fair value	8(a)	155,892	138,250
Net income from investment securities	8(b)	(248,202)	44,437
Other operating income		2,622	—
<b>Total operating income</b>		<u>791,855</u>	<u>976,734</u>
Operating expenses	9	(247,331)	(251,281)
<b>Operating profit before impairment losses</b>		<u>544,524</u>	<u>725,453</u>
Allowances for credit and other losses	10	(628,674)	(453,944)
<b>Profit before taxation</b>		<u>(84,150)</u>	<u>271,509</u>
Taxation	12(a)	(4,888)	(43,701)
<b>Profit for the year</b>		<u>(89,038)</u>	<u>227,808</u>
<b>Other comprehensive income for the year, net of tax</b>	13		
<i>Item that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation differences for Mainland China subsidiaries	13(a)	11,536	21,561
Net movement in revaluation reserve	13(b)	(483,280)	15,920
<b>Total comprehensive income for the year</b>		<u>(560,782)</u>	<u>265,289</u>

The notes on pages 12 to 92 form part of these financial statements.

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2021**  
**(EXPRESSED IN HONG KONG DOLLARS)**

	Note	2021 \$'000	2020 \$'000
<b>Assets</b>			
Cash and balances with banks and central bank	14	1,900,471	5,566,050
Placements with and advances to banks	15	1,858,962	946,652
Financial assets at fair value through profit and loss		1,332,026	936,327
Derivative financial assets	30	55,448	46,471
Loans and advances to customers	16(a)	18,546,214	20,119,960
Investment securities	17	11,096,413	10,027,566
Investment in associates	18	4,659	4,171
Property and equipments	20	76,454	39,080
Intangible assets	21	3,999	3,177
Current tax recoverable	24(a)	34,191	26,147
Deferred tax assets	24(b)	202,675	46,976
Other assets	22	220,254	981,929
<b>TOTAL ASSETS</b>		<b>35,331,766</b>	<b>38,744,506</b>
<b>Liabilities</b>			
Deposits from customers	23	14,029,315	13,818,746
Deposits from banks		4,255,218	7,160,226
Derivative financial liabilities	30	22,204	116,647
Certificates of deposit and other debt securities issued	25	11,362,244	10,723,277
Current tax payable	24(a)	81,020	62,038
Deferred tax liabilities	24(b)	27	461
Lease liabilities	26	72,556	33,373
Short-term borrowings		306,176	1,250,111
Other liabilities	27	358,855	304,568
<b>TOTAL LIABILITIES</b>		<b>30,487,615</b>	<b>33,469,447</b>

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)**  
**AS AT 31 DECEMBER 2021**  
**(EXPRESSED IN HONG KONG DOLLARS)**

	Note	2021 \$'000	2020 \$'000
<b>Capital and reserves</b>	28		
Share capital	28(a)	4,000,000	4,000,000
Retained profits		1,079,847	1,168,885
Other reserves		(235,696)	106,174
<b>TOTAL EQUITY</b>		<u>4,844,151</u>	<u>5,275,059</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>35,331,766</u>	<u>38,744,506</u>

Approved and authorised for issue by the board of directors on 22 April 2022

	)	
	)	
	)	
Chen Xuanqiang	)	
	)	Directors
	)	
	)	
	)	
Cheng, Kwok Kin, Paul	)	

The notes on pages 12 to 92 form part of these financial statements.

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**  
**(EXPRESSED IN HONG KONG DOLLARS)**

	Note	Share capital \$'000	Retained profits \$'000	Revaluation reserve \$'000	Regulatory reserve \$'000	Capital contribution \$'000	Exchange reserve \$'000	Total \$'000
Balance as at 1 January 2020		4,000,000	941,077	86,099	–	–	(17,406)	5,009,770
Profit for the year		–	227,808	–	–	–	–	227,808
Other comprehensive income	13(a)	–	–	15,920	–	–	21,561	37,481
Total comprehensive income		–	227,808	15,920	–	–	21,561	265,289
Transfers	28(d)	–	–	–	–	–	–	–
<b>Balance at 31 December 2020 and 1 January 2021</b>		<b>4,000,000</b>	<b>1,168,885</b>	<b>102,019</b>	<b>–</b>	<b>–</b>	<b>4,155</b>	<b>5,275,059</b>
Profit for the year		–	(89,038)	–	–	–	–	(89,038)
Other comprehensive income	13(a)	–	–	(483,280)	–	–	11,536	(471,744)
Total comprehensive income		–	(89,038)	(483,280)	–	–	11,536	(560,782)
Contribution of shareholder		–	–	–	–	129,874	–	129,874
Transfers	28(d)	–	–	–	–	–	–	–
<b>Balance at 31 December 2021</b>		<b>4,000,000</b>	<b>1,079,847</b>	<b>(381,261)</b>	<b>–</b>	<b>129,874</b>	<b>15,691</b>	<b>4,844,151</b>

The notes on pages 12 to 92 form part of these financial statements.

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**  
**(EXPRESSED IN HONG KONG DOLLARS)**

	Note	2021 \$'000	2020 \$'000
<b>Net cash inflow/ (outflow) from operating activities</b>	33(a)	4,269,744	(4,215,450)
<b>Investing activities</b>			
Proceeds from sales and redemption of investment securities		31,166,630	10,031,444
Purchases of property and equipments and intangible assets	20, 21	(3,487)	(4,122)
Purchase of investment securities		(33,533,288)	(9,217,098)
Purchase of interests in associates		–	(3,933)
Sale of interests in associates		367	–
Interest received from investment securities		421,181	586,983
<b>Net cash (outflow)/ inflow from investing activities</b>		<u>(1,948,597)</u>	<u>1,393,274</u>
<b>Financing activities</b>			
Cash proceeds from contribution of shareholder		98,355	–
Proceeds from the issuance of other debt securities	33(d)	–	3,848,279
Redemption of other debt securities	33(d)	(3,876,171)	–
Interest paid for the other debt securities	33(d)	(110,365)	(135,283)
Net proceeds from short-term borrowings	33(d)	(943,935)	1,198,626
Interest paid for short-term borrowings	33(d)	(23,117)	(16,355)
Capital element of lease rental paid	33(d)	(22,753)	(24,428)
Interest element of lease rental paid	33(d)	(1,142)	(1,821)
<b>Net cash (outflow)/ inflow from financing activity</b>		<u>(4,879,128)</u>	<u>4,869,018</u>
<b>(Decrease)/ increase in cash and cash equivalents</b>		(2,557,981)	2,046,842
<b>Cash and cash equivalents at 1 January</b>		<u>6,432,448</u>	<u>4,385,606</u>
<b>Cash and cash equivalents at 31 December</b>	33(b)	<u><u>3,874,467</u></u>	<u><u>6,432,448</u></u>

The notes on pages 12 to 92 form part of these financial statements.

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES**

**(a) General information**

The principal activities of the Group are to provide financial services to corporations and individuals.

Founded in 2013, Bank of Shanghai (Hong Kong) Limited (the “Company”), a wholly owned subsidiary of Bank of Shanghai Co., Limited, is a restricted license bank incorporated and domiciled in Hong Kong with the registered office and principal place of business at 34th Floor, Champion Tower, 3 Garden Road, Central, Hong Kong. The Company and its wholly owned subsidiary, BOSCI International Company Limited (the “BOSCI”) (together the “Group”), a licensed corporation in Hong Kong under Securities and Futures Ordinance, provide banking, financial and related activities to corporate and individual clients.

Principal activities and other particulars of the Group’s subsidiaries are set out in Note 19 to the financial statements.

For regulatory reporting purposes, the Company is required to compute its capital adequacy ratios and leverage ratio on unconsolidated basis that is different from the basis of consolidation for accounting purposes. The basis is set out in the Note 3(a) to the Regulatory Disclosure Statements. The disclosures of capital adequacy ratios, leverage ratio and liquidity maintenance ratio as required by Banking (Disclosure) Rules are available in the section of Regulatory Disclosures on our website <http://www.bosc-hk.com/en/Channel/xinxi.html>

**(b) Statement of compliance**

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

**(c) Basis of preparation of the financial statements**

The consolidated financial statements for the year ended 31 December 2021 comprise the Company and its subsidiaries (together the Group).

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(c) Basis of preparation (continued)**

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- investments in debt and equity securities (see Note 1(f));
- derivative financial instruments (see Note 1(f)); and
- financial liabilities at fair value through profit and loss (see Note 1(f)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

*Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2021*

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard, HKFRS 17, *Insurance contracts*, which are not yet effective for the year ended 31 December 2021 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKFRS 3, <i>Reference to the Conceptual Framework</i>	1 January 2022
Amendments to HKAS 16, <i>Property, Plant and Equipment: Proceeds before intended Use</i>	1 January 2022
Amendments to HKAS 37, <i>Onerous Contracts – Cost of Fulfilling a Contract</i>	1 January 2022
Annual improvements to HKFRSs 2018-2020 Cycle	1 January 2022

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(c) Basis of preparation (continued)**

	Effective for accounting periods beginning on or after
Amendments to HKAS 1, <i>Classification of liabilities as current or non-current</i>	1 January 2023
Amendments to HKAS 1 and HKFRS Practice Statement 2, <i>Disclosure of accounting policies</i>	1 January 2023
Amendments to HKAS 8, <i>Definition of accounting estimates</i>	1 January 2023
Amendments to HKAS 12, <i>Deferred tax related to assets and liabilities arising from a single transaction</i>	1 January 2023

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

**(d) Subsidiaries**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 1(k)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

**(e) Associates**

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(e) Associates (continued)**

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Note 1(k)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees, any impairment losses for the year and the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income are recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

**(f) Financial instruments**

***Initial recognition***

Purchases and sales of all financial assets are recognised on the date that the Group enters into the contractual arrangements with counterparties. When the Group acts as a trustee or in a fiduciary capacity for assets it does not directly control or benefit from, except for the trust accounts for client monies (Note 1(l)), the assets and the corresponding income belonging to a customer are excluded from the financial statements. Financial assets are initially recognised at fair value, which is generally the transaction price.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(f) Financial instruments (continued)**

***Classification and subsequent measurement***

Financial assets are categorised financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (“FVOCI”) and at fair value through profit or loss (“FVPL”). The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated from the host. Instead, the hybrid instrument as a whole is assessed for classification.

Contractual cash flow characteristic mainly refer to whether the assets constitute a “basic lending arrangement” where their contractual cash flows represent solely payments of principal and interest (“SPPI”).

- Debt instruments are measured at amortised cost when they are in a “hold to collect” (“HTC”) business model and have contractual cash flows that are SPPI in nature. The objective of a HTC business model is to collect contractual principal and interest cash flows. Sales are incidental to the objective and expected to be either insignificant or infrequent.
- Debt instruments are measured at fair value through other comprehensive income (FVOCI) when they are in a “hold to collect & sell” (“HTC&S”) business model and have cash flows that are SPPI in nature. Both the collection of contractual cash flows and sales are integral to achieving the objective of the HTC&S business model.

Unrealised gains or losses on FVOCI debt instruments are recorded in other comprehensive income and accumulated in FVOCI reserves. When they are sold, the accumulated fair value adjustments in FVOCI are reclassified to profit or loss as “Net income from investment securities”.

- Debt instruments are measured at fair value through profit or loss (FVPL) when:
  - i. the assets are not SPPI in nature;
  - ii. the assets are not part of a “HTC” or “HTC & S” business model; or
  - iii. the assets are designated at FVPL so as to eliminate or significantly reduce the measurement or recognition inconsistencies that would otherwise arise from measuring assets or liabilities on different bases.

Realised and unrealised gains or losses on FVPL financial assets, are taken to “Net income from financial instruments measured at fair value” in the Statement of Comprehensive Income in the period they arise.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(f) Financial instruments (continued)**

***Classification and subsequent measurement (continued)***

- Subsequent changes in fair value of non-trading equity instruments can be taken through profit or loss or other comprehensive income, as elected. Other than dividend income, gains and losses on FVOCI equity instruments are recorded in other comprehensive income and accumulated in FVOCI reserves, and are not reclassified to profit or loss upon derecognition.
- Derivatives (including derivatives embedded in financial liabilities but separated for accounting purposes) are also classified as held for trading unless they are designated as hedging instruments. Derivatives are classified as assets when the fair value is positive and as liabilities when the fair value is negative. Changes in the fair value of derivatives other than those designated as hedging instruments in cash flow or net investment hedges are included in "Net income from financial instruments measured at fair value".

***Reclassification of financial assets***

Reclassification of financial assets are prohibited unless the Group changes its business model for managing financial assets. In practice, this is expected to be infrequent.

***Determination of fair value***

The fair value of financial asset is the price that would be received if the asset is sold in an orderly transaction between market participants at the measurement date. Fair value is generally estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. Where applicable, a valuation reserve or pricing adjustment is applied to arrive at the fair value. The determination of fair value is considered a significant accounting policy for the Group and further details are disclosed in Note 5(e) on fair value measurements.

***Offsetting***

Financial assets and liabilities are presented in net when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle them on a net basis, or realise the asset and settle the liability simultaneously.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(f) Financial instruments (continued)**

***Derecognition***

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or when they have been transferred together with substantially all risks and rewards of ownership.

The Group enters into certain transactions where it transfers financial assets recognised on its statement of financial position but retains either all or a portion of the risks and rewards of the transferred financial assets. In such cases, the transferred financial assets are not derecognised from the statement of financial position. This also includes certain transactions where control over the financial asset is retained.

**(g) Right-of-use assets, property and equipments**

The following items of right-of-use assets (RoU), property and equipment are stated at cost less accumulated deprecation and impairment losses (see Note 1(k)):

- RoU assets arising from leases over freehold or leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment, including right-of-use assets arising from leases of underlying equipment (see Note 1(i)).

Gains or losses arising from the retirement or disposal of RoU asset or item of property and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost or valuation of items of RoU assets and property and equipments, less their estimated residual value, if any, using the straight-line method over the estimated useful lives as follows:

- |  |  |
|--|--|
| – Leasehold improvements                   | Shorter of the lease term or their estimated useful lives to the Group, being no more than 50 years after the date of completion |
| – Furniture, computer and other equipments | 2 – 5 years  |
| – Motor vehicles                           | 4 – 5 years  |

Where parts of an item of RoU asset or property and equipments have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(h) Intangible assets**

Intangible assets included software and club membership. Intangible assets are stated in the statement of financial position at cost less accumulated amortisation and impairment losses (see Note 1(k)).

Amortisation of intangible assets with finite useful lives is charged to the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follow:

– Software	1 – 5 years
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Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to definite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

**(i) Leased asset**

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

**(i) As a lessee**

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(i) Leased asset (continued)**

(i) As a lessee (continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 1(g) and 1(k)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

**(j) Repossessed assets**

In the recovery of impaired loans and advances, the Group may take possession of assets held as collaterals through court proceedings or voluntary delivery of possession by the borrowers. Where it is intended to achieve an orderly realisation of the impaired assets and the Group is no longer seeking repayment from the borrowers, repossessed assets are reported in "Other assets". The Group does not hold the repossessed assets for its own use.

Repossessed assets are recorded at the lower of the amount of the related loans and advances and fair value less costs to sell at the date of repossession, and the related loans and advances together with the related impairment allowances are derecognised from the consolidated statement of financial position. They are not depreciated or amortised.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(k) Credit losses and impairment of assets**

*Impairment for financial assets*

The Group recognises loss allowance for expected credit loss (“ECL”) on all financial assets, except for financial assets classified or designated as FVPL and equity securities, which are not subject to impairment assessment. Off-balance sheet items that are subject to ECL include financial guarantees and undrawn loan commitments.

The ECL is measured using an approach which classifies financial assets into three stages, each of which is associated with an ECL requirement that is reflective of the assessed credit risk profile. A financial asset is classified under:

- Stage 1, if it was not credit-impaired upon origination, and there has not been a significant increase in its credit risk. The ECL of a Stage 1 financial asset will be the credit loss that is expected to result from a default occurring over the next 12 months;
- Stage 2, if it was not credit-impaired upon origination but has subsequently experienced a significant increase in credit risk. The ECL of a Stage 2 financial asset will be the credit loss that is expected over the expected remaining life of the financial asset;
- Stage 3, if it has been credit-impaired with objective evidence of default. The assessed ECL for a Stage 3 financial asset is also the credit loss that is expected over the expected remaining life of the financial asset.

The impairment requirements of HKFRS 9 require management judgements, estimates and assumptions, particularly in the areas discussed below.

*Measurement of ECLs*

ECLs are probability-weighted estimates of credit losses determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessments of future economic conditions. The measurement of ECL is based primarily on the product of the instrument’s probability of default (“PD”), loss given default (“LGD”) and exposure at default (“EAD”) discounted using the Effective Interest Rate to the reporting date.

*Expected Life*

When measuring the ECL for Stage 2 assets, cashflows over the expected remaining life of the financial asset are considered. For most financial instruments, this is the same as the remaining contractual life which represents the maximum contractual period over which the Group is exposed to the credit risk of the customers.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(k) Credit losses and impairment of assets (continued)**

*Assessment of significant increase in credit risk*

The analysis underpinning the assessment of whether a financial asset has experienced a significant increase in credit risk since origination is multi-factor in nature, with a range of qualitative and quantitative parameters taken into consideration.

Financial assets are deemed to have experienced a significant increase in credit risk when: (1) observed changes in the probability of default, as measured in the downgrade in internal credit risk rating for each obligor between initial recognition and reporting date, are more than pre-specified thresholds; (2) exposures are placed on certain categories of internal credit for closer scrutiny of developing credit issues;

In any event, all exposures that are more than 30 days past due are considered to have demonstrated a significant increase in credit risk and are classified as Stage 2.

A Stage 2 exposure can be upgraded to Stage 1 if it is assessed that there is assurance of a sustainable improvement in its credit profile.

*Definition of default for credit-impaired financial assets*

Exposures are classified as Stage 3 if deemed to be credit-impaired or have suffered objective evidence of default as at the reporting date. The definition of default that is applied upon adoption of HKFRS 9 is consistent with that specified in the Basel regulatory capital rules.

The Group assesses whether there is evidence that a financial asset or a group of financial assets is impaired at the end of each reporting period, The Group carries out regular and systematic reviews of all credit facilities extended to customers. The criteria that the Group uses to determine whether there is evidence of an impairment loss include:

- Significant financial difficulty of the issuer or obligor, including breach of covenants and/ or financial conditions;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- Granting of a concession to the borrower, for economic or legal reasons relating to the borrower's financial difficulty, that the Group would not otherwise consider;
- High probability of bankruptcy or other financial reorganisation of the borrower.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(k) Credit losses and impairment of assets (continued)**

*Definition of default for credit-impaired financial assets (continued)*

In any event, all exposures that are 90 days past due or more are classified under Stage 3.

A Stage 3 exposure can be upgraded to Stage 2 if there are reasonable grounds to conclude that the obligor is able to service future principal and interest payments on the credit facility in accordance with the restructured terms.

*Management overlay and judgements*

Additional considerations that are assessed to have been inadequately addressed in the ECL model estimates are addressed through the application of a management overlay framework. This incorporates considerations such as: (1) potential loss assessments on watchlist cases, based on expert credit judgement; (2) observed model limitations; and (3) thematic events.

ECL adjustments arising from the exercise of the management overlay are subject to a robust review and governance process.

Credit judgment is an integral part of ECL quantification in view of the close integration with the credit risk management process of the Group. This includes, for example, risk rating assignment, watchlist process, as well as input into the assessment of significant increase in credit risk, expected remaining life and macroeconomic forecast.

*Impairment for non-financial assets*

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the property and equipments and intangible assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its 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 time value of money and the risks specific to the asset.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(k) Credit losses and impairment of assets (continued)**

*Impairment for non-financial assets (continued)*

– Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset exceeds its recoverable amount. The carrying amount of the asset is adjusted to an extent that the carrying value of the asset will not be reduced below its individual fair value less costs of disposal, if measurable, or value in use, if determinable.

– Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of impairment losses is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

**(l) Cash and cash equivalents**

Cash and cash equivalents comprise cash and balances with banks and central bank, and short-term, highly liquid inter-bank placements and investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise balances with less than three months' maturity from the date of acquisition, including cash and balances with banks and central bank, placements with banks and investment securities.

A subsidiary of the Company maintains trust accounts with authorized institutions to clients' monies arising from its normal course of the regulated business activities. The Group has classified the balance within cash and bank balances in the statement of financial position and recognised the corresponding payables to respective clients and other institutions on the grounds that it is liable for any loss or misappropriation of clients' monies.

**(m) Employee benefits**

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(n) Income tax**

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(n) Income tax (continued)**

Current tax balances and deferred tax balances, and movements therein are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if the Group or the Company has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group or the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

**(o) Loan commitments, letters of credit, financial guarantees and provisions**

**(i) Loan commitments**

Loan commitments are not financial instruments and are not recognised on statement of financial position but are disclosed as off-balance sheet in accordance with HKAS 37. They form part of the disclosures in Note 31. Upon a loan draw-down, the amount of the loan is accounted for as described in Note 1(f).

**(ii) Letters of credit**

Letters of credit are recorded off-balance sheet as contingent liabilities upon issuance, and corresponding payables to the beneficiaries and receivables from the applicants are recognised on-balance sheet upon acceptance of the underlying documents.

**(iii) Financial guarantees**

A financial guarantee is initially recognised in the financial statements at fair value on the date the guarantee is given. Financial guarantees are subsequently measured at the higher of:

- The amount of the ECL (Note 1(k)), and
- The unamortised portion of the fees that were received on initial recognition. The fee is recognised over time as income in accordance with the principles in Note 1(p).

Off-balance sheet credit exposures are managed for credit risk in the same manner as financial assets.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(o) Loan commitments, letters of credit, financial guarantees and provisions (continued)**

(iv) Provisions

Provisions are recognised when:

- the Group has a present legal or constructive obligation as a result of asset events;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate of the amount of the obligation can be made.

Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

**(p) Revenue recognition**

The Group has applied the five-step approach as prescribed in HKFRS 15 in assessing the nature of each revenue stream. Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Interest income

Interest income for all interest-bearing financial instruments is recognised in the profit or loss on a time proportion basis using the effective interest method as prescribed by HKFRSs.

The calculation includes significant fees and transaction costs that are an integral to the effective interest rate, as well as premiums or discounts.

For impaired loans, the accrual of interest income based on the original terms of the loan is discontinued, but any increase in the present value of impaired loans due to the passage of time is reported as interest income.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(p) Revenue recognition (continued)**

**(ii) Fee and commission income**

The Group earns fee and commission income from a diverse range of products and services provided to its customers.

Fee and commission income are recognised when the Group has satisfied its performance obligation in providing the promised products and services to the customer, and are recognised based on contractual rates agreed with customers, net of expected waivers based on historical experience, and net of expenses directly related to it. The Group generally satisfies its performance obligation and recognises the fee and commission income on the following basis:

- Transaction-based fee and commission income is recognised on the completion of the transaction. Such fees include underwriting fee, brokerage fees, and fees related to the completion of corporate finance transactions.
- For a service that is provided over a period of time, fee and commission income is recognised on time proportion basis over the period during which the related service is provided or credit risk is undertaken. This basis of recognition most appropriately reflects the nature and pattern of provision of these services to the customers over time. Fees for these services can be billed to customers in advance or periodically over time. Such fees include the income from issuance of financial guarantees and loan agency service fees.

The Group does not provide any significant credit terms to customers for the above products and services.

Directly related expenses typically include brokerage fees and commission paid, but do not include expenses for services delivered over a period (such as service contracts) and other expenses that are not specifically related to fee and commission income transactions.

**(iii) Dividend income**

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established. Dividend income from listed investments is recognised when the share price of the investment is quoted ex-dividend.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(q) Translation of foreign currencies**

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the company initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve. On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

**(r) Related parties**

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**1 GENERAL INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(r) Related parties (continued)**

- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

**2 CHANGES IN ACCOUNTING POLICIES**

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

- Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, *Interest rate benchmark reform – phase 2*

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

**Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, *Interest rate benchmark reform – phase 2***

The amendments provide targeted reliefs from (i) accounting for changes in the basis for determining contractual cash flows of financial assets, financial liabilities and lease liabilities as modifications, and (ii) discontinuing hedge accounting when an interest rate benchmark is (“IBOR reform”).

In accordance with the transition provisions, the Group has adopted the amendments to HKFRS 9 and HKFRS 7 retrospectively to hedging relationships that existed at the start of the reporting period or were designated thereafter, and to the amount accumulated in the cash flow hedge reserve at that date.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**2 CHANGES IN ACCOUNTING POLICIES (CONTINUED)**

The amendments provide temporary relief from applying specific hedge accounting requirements to hedging relationships directly affected by inter-bank offered rate (IBOR) reform. The reliefs have the effect that IBOR reform should not generally cause hedge accounting to terminate. However, any hedge ineffectiveness continues to be recorded in the income statement. The reliefs will cease to apply when the uncertainty arising from interest rate benchmark reform is no longer present.

The other amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

**3 CRITICAL ACCOUNTING ESTIMATES**

The Group's accounting policies and use of estimates are integral to the reported results. Certain accounting estimates require management's judgement in determining the appropriate methodology for valuation of assets and liabilities. Procedures are in place to ensure that methodologies are reviewed and revised as appropriate. The Group believes its estimates for determining the valuation of its financial assets and liabilities are appropriate.

The following is a brief description of the Group's critical accounting estimates that involve management's valuation judgement.

**(a) Impairment of financial assets**

It is the Group's policy to recognise, through charges against profit, allowances in respect of estimated and inherent credit losses in its portfolio as described in Note 1(k).

ECLs are probability-weighted amounts determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessments of future economic conditions, which will necessarily involve the use of judgement Including:

- The Group's internal credit rating model, which assigns probability of defaults to all accounts.
- The Group's significant credit determination criteria for assessing whether the financial assets impairment allowances should be measured on a lifetime ECL basis,
- The identification of macro-economic factors impacting the default rate of our portfolio through statistical regression analysis of the variables on a proxy portfolio given the limited default data of the Company.
- The determination of the three economic scenarios (base, good and bad) with reference to three different levels of the macro-economic factors and the assignment of the weighting on each scenario, which are determined by a combination of statistical analysis and expert credit judgement.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**3 CRITICAL ACCOUNTING ESTIMATES (CONTINUED)**

**(a) Impairment of financial assets (continued)**

- The addition of Covid-19 scenario on top of the three economic scenario in the mid of 2021 to take into account of the possible impact on the economic environment under Covid-19. The weighting of this scenario is determined by management judgements with reference to the various relevant factors identified that have major impact on the economic environment.

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcome may be significantly different to those projected. The level of estimation uncertainty and judgement has increased because of the outbreak of Covid-19, including significant judgements relating to:

- The identification of the appropriate source of the forecast macro-economic factors as the existing source of the forecast may not be updated and keep abreast of the unprecedented volatile economic change over the past year under the impact of the Covid-19.
- The weighting assigned to the good, base, bad and Covid-19 scenario, and actual outcomes of the economic forecast as there are high uncertainty over the effectiveness of the pandemic measures, including the effectiveness of pandemic containment measures, the pace of the roll-out and effectiveness of vaccines and the possible emergence of new variants of the virus still under the control of the developed vaccines.
- The estimation of the economic effects of the scenarios on ECL, as there is limited observable historical trend that can be reflected in the models that will actually represent the effects of the economic changes of the severity and speed brought about by the Covid-19 outbreak.

However, the forecasts are considered as the best estimate of the possible outcomes and chosen scenarios are the appropriately representative of the possible scenarios at that point of the time.

Credit judgement is an integral part of ECL quantification in view of the close integration with the credit risk management process of the Group, including management overlay. The Group may apply management overlay as a short-term increase or decrease to the ECL to account for model and data limitations and deficiency and significant outbreak of events which have not yet been reflected in the model. The Group had applied the management overlay to increase the ECL on a temporary basis during the financial year-ends under the outbreak of Covid-19 as the economic forecast and the model have not yet updated to reflect the expected economic downturn. With the subsequent detailed analysis of the impact of the Covid-19 in the Group's portfolio (especially the sectors directly affected by Covid-19), the gradual reflection of the impact of pandemic on the customers' financials and business performance and the review of the ECL model and parameters, the management overlay has been removed in the year-end of the financials. However, the ECL model is still sensitive to the rapid change of the macro-economic factors. The Group has internal governance in place to regularly monitor management judgemental adjustments to reduce the inappropriate volatility of the ECL figures.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**3 CRITICAL ACCOUNTING ESTIMATES (CONTINUED)**

**(a) Impairment of financial assets (continued)**

In estimating specific allowances under HKFRS 9, the Group assesses the gap between borrowers' obligations to the Group and their repayment ability. The assessment takes into account various factors, including the economic or business outlook, the future profitability of the borrowers and the liquidation value of collateral. Such assessment requires considerable judgement.

The general allowances under HKFRS 9 are determined after taking into account historical data and management's assessment of the current economic and credit environment.

**(b) Fair value of financial instruments**

The majority of the Group's financial instruments reported at fair value are based on quoted and observable market prices or on internally developed models that are based on independently sourced market parameters.

The fair value of financial instruments without an observable market price in a liquid market may be determined using valuation models. The choice of model requires significant judgement for complex products.

Policies and procedures have been established to facilitate the exercise of judgement in determining the risk characteristics of various financial instruments, discount rates, estimates of future cash flows and other factors used in the valuation process.

Please refer to Note 5(e) for details on valuation process and the fair value hierarchy of the Group's financial instruments measured at fair value.

**(c) Income taxes**

Judgement is involved in determining the group-wide provision for income taxes. The Group recognises liabilities for expected tax issues based on reasonable estimates of whether additional taxes will be due. Note 24 provides details of the Group's deferred tax assets / liabilities.

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**4 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION**

	Note	2021 \$'000	2020 \$'000
<b>Assets</b>			
Cash and balances with banks and central bank		1,309,129	1,382,371
Placements with and advances to banks		1,858,962	946,652
Financial assets at fair value through profit and loss		424,626	444,906
Derivative financial assets		55,448	46,471
Loans and advances to customers		18,546,214	20,119,960
Investment securities		7,602,626	4,404,472
Investment in subsidiaries	19	780,000	780,000
Property and equipments		65,378	23,477
Intangible assets		3,646	2,964
Current tax recoverable		34,191	23,324
Deferred tax assets		39,950	40,254
Other assets		111,659	864,319
<b>TOTAL ASSETS</b>		<u>30,831,829</u>	<u>29,079,170</u>
<b>Liabilities</b>			
Deposits from customers		14,032,952	13,827,788
Deposits from banks		4,255,218	7,160,226
Derivative financial liabilities		22,204	116,647
Certificates of deposit issued		7,479,265	2,995,366
Lease liabilities		61,562	19,683
Other liabilities		125,114	144,397
<b>TOTAL LIABILITIES</b>		<u>25,976,315</u>	<u>24,264,107</u>
<b>Capital and reserves</b>			
	28(b)		
Share capital		4,000,000	4,000,000
Retained profits		838,533	791,191
Other reserves		16,981	23,872
<b>TOTAL EQUITY</b>		<u>4,855,514</u>	<u>4,815,063</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>30,831,829</u>	<u>29,079,170</u>

Approved and authorised for issue by the board of directors on 22 April 2022

	)	
	)	
	)	
	)	
Chen Xuanqiang	)	Directors
	)	
	)	
	)	
Cheng, Kwok Kin, Paul	)	

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT**

The Group's activities expose it to a variety of financial and operational risks and those activities involve analysis, evaluation, acceptance and management of some degree of risk or combination of risks. The most important types of financial risks are credit risk, market risk and liquidity risk. Market risk includes currency risk, interest rate and price risk.

Taking risk is core to the financial business, and the financial and operational risks are an inevitable consequence of being in business. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effects on the Group's financial performance.

The Group's risk management policies are designed to identify and analyse these risks so as to set appropriate risk limits and controls, and to monitor the risks and adhere to limits by means of reliable and up-to-date information systems. The Group regularly reviews its risk management policies and systems to cope with changes in markets, products and industry best practice.

Risk management functions are carried out by the specialised committees, management committees and the functional departments under the oversight of the Board of Directors (the "Board"). The Board provides guiding principles and directives for overall risk management including necessary policies covering the important risks as described below.

The Group has adopted a "Three Lines of Defense" risk management structure. The first line of defense comprises the Company's business units, which are responsible for the management of the risks that they incur in the course of their activities. The Risk Management Department and Compliance Department provide independent oversight over the risk takers as the second line of defense. Reporting directly to the Audit Committee, the Group's Internal Audit Department serves as the third line of defense.

The Board, through Audit Committee, assesses the effectiveness of the Company's risk management and internal control systems which cover all material controls, including financial, operational and compliance controls. The Company has established an Audit Committee with specific written Terms of Reference which deal clearly with its authority and duties. The Terms of Reference of the Audit Committee have included the duties set out in the Corporate Governance Policy, with appropriate modifications where necessary. The Internal Audit Department assists the Audit Committee in its oversight of the Company's overall risk management and internal control systems by conducting periodic reviews to assess the adequacy of the Company's risk management framework, control, and governance processes as designed by the first and second lines of defense.

Pursuant to a risk based approach, the Company's Internal Audit Department prepares an annual audit plan to determine the extent, nature and frequency of audit assignments every year. The Internal Audit Department conducts independent reviews of control mechanism over various operations and activities according to the plan. The senior management of the Company and regulator may also engage Internal Audit Department to conduct ad-hoc and specific reviews from time to time. Significant audit findings and the implementation status of audit recommendations are reported to the Audit Committee at least twice each year.

There were no material changes to the policies and practices for the management of risk in 2021. The management actively managing the risks resulting from the COVID-19 outbreak and its impact on our customers and operations during 2021 as well as other key risks described in this section.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(a) Credit risk**

Credit risk is the potential losses caused by obligor's inability to fulfil their contractual debt obligations. It arises from lending, treasury, derivatives and other activities undertaken by the Group. Credit exposures arise principally in loans and advances and debt securities in the Group's asset portfolio. There is also credit risk in off-balance sheet financial arrangements such as loan commitments.

The Group has established core procedures to foster its credit discipline in accordance with its credit policies.

The Group's approach to credit risk management focuses on monitoring and managing credit portfolios. Regular portfolio analysis is conducted to track the asset quality and determine credit underwriting strategies on an ongoing basis. The Group's exposures to individuals, counterparties and products are subject to various risk control limits which are reviewed and approved from time to time. The senior management of the Group evaluates and approves new product proposals, credit criteria for new account relationship, and sets appropriate limits. As a rule, credit quality takes precedence over opportunistic business development.

Facility requests are processed in the prescribed format, and those conforming to defined credit criteria are approved within the delegated credit approval authorities in compliance with established policies, standards and procedures. The Group's credit risk is being mitigated by taking security in secured lending transactions. Credit exceptions to established underwriting criteria must be approved by the officers or committees with sufficient exception approval authority. Exceptions are documented, tracked or reported to senior management/committees for review on a regular basis.

All credit exposures are subject to stringent collection, classification and charge-off policies. In addition, the Group applies ECL model to determine the appropriate level of impairment allowances.

**(i) Maximum exposure**

The table below shows the maximum exposure to credit risk at the reporting date without taking account of any collaterals held or other credit enhancements. For on-balance sheet assets, the exposures shown below are based on the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. For loan commitments and other credit related commitments that are irrevocable over the life of the respective facilities or revocable in the extent of significant adverse change, the maximum exposure to credit risk is disclosed as the full amount of the committed facilities sought on these balances.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(a) Credit risk (continued)**

(i) Maximum exposure (continued)

	2021 \$'000	2020 \$'000
Cash and balances with banks and central bank	1,900,471	5,566,050
Placements with and advances to banks	1,858,962	946,652
Financial assets at fair value through profit and loss	1,332,026	936,327
Derivative financial assets	55,448	46,471
Loans and advances to customers	18,546,214	20,119,960
Investment securities	11,096,413	10,027,566
Investment in associates	4,659	4,171
Current tax recoverable	34,191	26,147
Other assets	220,254	981,929
Financial guarantees and other credit related contingent liabilities	–	10,860
Loan commitments and other credit related commitments	4,454,647	2,826,267
	<u>39,503,285</u>	<u>41,492,400</u>

*Credit risk mitigation, collaterals and other credit enhancement*

The Group uses a variety of techniques to reduce the credit risk arising from its lending activities. Enforceable legal documentation establishes the Group's direct, irrevocable and unconditional recourse to any collaterals, security or other credit enhancement provided. The table below describes the nature of collaterals held and their financial effect by class of financial asset:

Balances and placements with banks and central bank	:	These exposures are generally considered to be low risk due to the nature of the counterparties. Collaterals is generally not sought on these balances.
Derivative financial assets	:	Master netting agreements are typically used to enable the effects of derivative financial assets and liabilities with the same counterparty to be offset in case of default.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(a) Credit risk (continued)**

(i) Maximum exposure (continued)

*Credit risk mitigation, collaterals and other credit enhancement (continued)*

Loans and advances to customers : These exposures are secured, partially secured or unsecured depending on the type of customers and the products offered to them. Collaterals accepted by the Group includes residential properties, commercial real estates, share listed on a recognised stock exchange, standby letter of credit issued by banks accepted by the Group, bank deposits, etc.

Contingent liabilities and commitments : The components and the nature of contingent liabilities and commitments are disclosed in Note 31. For commitments that are unconditionally cancellable, the Group would assess whether the credit facilities should be withdrawn whenever the Group is aware of the deterioration of borrower's credit quality. Accordingly, these commitments do not expose the Group to significant credit risk.

For commitments that are not unconditionally cancellable, including letter of credit issued and other credit facilities, they are secured, partially secured or unsecured depending on the type of customers and the products offered to them.

(ii) Credit quality of loans and advances and placements with banks

As at 31 December 2021 and 2020, all placements with banks were neither past due nor impaired. Note 16(e) provides information on credit quality of the loans and advances to customers.

(iii) Credit quality of investment securities

The following table presents an analysis of investment securities by rating agency designation at the reporting date, based on Standard and Poor's Rating Services, Moody's Investors Services or Fitch Ratings, to the respective issues of the investment securities. In the absence of such issue ratings, the ratings designated for the issuers are reported. If there are different ratings for the same securities, the securities are reported against the lowest rating.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(a) Credit risk (continued)**

(iii) Credit quality of investment securities (continued)

	2021 \$'000	2020 \$'000
AAA	–	158,191
AA+ to A-	5,220,638	2,921,949
BBB+ to BBB-	2,299,421	2,861,511
BB+ or below	3,396,949	3,475,495
Unrated	179,405	610,420
	<u>11,096,413</u>	<u>10,027,566</u>

(iv) Enforceable netting arrangements or similar agreements

For the financial assets and liabilities subject to enforceable netting arrangements or similar agreements, each agreement between the Group and the counterparty allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of enforceable netting arrangements or similar agreements, financial assets and liabilities will be settled on a gross basis. However, each party to the master netting arrangement or similar agreement will have the option to settle all such amounts on a net basis in the event of default of the other party.

These agreements include derivative master agreements (including the International Swaps and Derivatives Association Master Agreement), etc. The collaterals received and placed under these agreements are generally conducted under terms that are in accordance with normal market practices.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(a) Credit risk (continued)**

(iv) Enforceable netting arrangements or similar agreements (continued)

The tables below present details of financial instruments subject to enforceable netting arrangements and similar agreements.

As at 31 December 2021

	Gross amounts of recognised financial assets \$'000	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position \$'000	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position \$'000	Net amounts of financial assets presented in the consolidated statement of financial position \$'000	Related amounts not set off in the consolidated statement of financial position		Net amount \$'000
					Financial instruments \$'000	Cash collaterals received \$'000	
Derivative financial assets	<u>55,448</u>	<u>–</u>	<u>55,448</u>	<u>(4,700)</u>	<u>(46,230)</u>	<u>4,518</u>	

As at 31 December 2021

	Gross amounts of recognised financial liabilities \$'000	Gross amounts of recognised financial assets set off in the consolidated statement of financial position \$'000	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position \$'000	Net amounts of financial liabilities presented in the consolidated statement of financial position \$'000	Related amounts not set off in the consolidated statement of financial position		Net amount \$'000
					Financial instruments \$'000	Cash collaterals pledged \$'000	
Derivative financial liabilities	<u>22,204</u>	<u>–</u>	<u>22,204</u>	<u>(4,700)</u>	<u>(13,718)</u>	<u>3,786</u>	

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(a) Credit risk (continued)**

(iv) Enforceable netting arrangements or similar agreements (continued)

As at 31 December 2020

	Gross amounts of recognised financial assets \$'000	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position \$'000	Gross amounts of recognised financial assets \$'000	Net amounts of financial assets presented in the consolidated statement of financial position \$'000	Related amounts not set off in the consolidated statement of financial position		Net amount \$'000
					Financial instruments \$'000	Cash collaterals received \$'000	
Derivative financial assets	46,471	–	46,471	(20,012)	(19,697)	6,762	

As at 31 December 2020

	Gross amounts of recognised financial liabilities \$'000	Gross amounts of recognised financial assets set off in the consolidated statement of financial position \$'000	Gross amounts of recognised financial liabilities \$'000	Net amounts of financial liabilities presented in the consolidated statement of financial position \$'000	Related amounts not set off in the consolidated statement of financial position		Net amount \$'000
					Financial instruments \$'000	Cash collaterals pledged \$'000	
Derivative financial liabilities	116,647	–	116,647	(20,012)	(39,398)	57,237	

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(a) Credit risk (continued)**

- (v) Forward-looking information incorporated in ECL model

*Economic variable assumptions*

The Bank adopts a two Macro economic factors model for assessing forward-looking adjustment with the forecasts of real GDP growth rate of China and US. The macroeconomic factors are maintained based on statistical data tests and expert judgement to ensure that relevant factors could be taken into consideration in the ECL models.

*Scenario applied on the Bank*

Scenario – Good / Base / Bad and Historical Scenario Covid-19 are determined based on the underlying assumptions described in the below table. In particular, Scenario – Base refers to a set of macroeconomic forecasts from reputable economic research institutions, Scenario Good / Bad are calculated based on different confidence interval of economic forecasts and Scenario Covid-19 is a historical scenario of 2020.

*Underlying assumptions of the scenario*

- Scenario – Good

This scenario is determined by applying the upper bound of 95% confidence interval of the macroeconomic forecasts into calculation.

- Scenario – Base

Forward-looking macroeconomic factors are a key component of the macroeconomic outlook. This scenario is based on a set of macroeconomic forecasts sourced from reputable economic research institutions.

- Scenario – Bad

This scenario is determined by applying the lower bound of 95% confidence interval of the macroeconomic forecasts into calculation.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(a) Credit risk (continued)**

(v) Forward-looking information incorporated in ECL model (continued)

- Historical Scenario – Covid-19

This scenario is determined by using actual macroeconomic data of 2020 into calculation.

Period-end assumptions used for the ECL estimate are set out as below.

		China		US	
		2021	2020	2021	2020
<b>Real GDP Growth Rate (%)</b>	Good	9.61	9.36	8.69	9.03
	Base	5.72	5.09	3.52	3.20
	Bad	1.83	0.83	-1.65	-2.63
	Covid-19	2.27	NA	-3.51	NA

*Scenario probabilities*

To derive the scenario probabilities, an economic state analysis is performed by using historical data that covers peaks and troughs of economic cycles to ensure the calculated result stay unbiased and consideration of various factors for the possible impact of Covid-19. Moreover, to capture latest developments of the market and economy, assessments are performed by Risk Management with expert judgement exercised for the determination of the probability weightings application to the four scenarios.

The weightings assigned to normal Scenario Good (10%) / Base (85%) / Bad (5%) and Covid-19 Scenario were 70% and 30% respectively as at 31st December 2021 for the Bank.

*Sensitivity analysis*

Management considered the sensitivity of the ECL outcome against the economic forecasts as part of the ECL governance process by recalculating the ECL under the actual weighting used for each scenario described above for the whole credit portfolios of the Bank. Set out below are the impact to the ECL estimates that would result from reasonably possible changes in the parameters used in the Bank's economic variable assumptions.

		ECL Impact (HKD '000)		
		2021	2020	
<b>Real GDP Growth Rate (%)</b>	China	+0.5%	-5,978	-20,114
		-0.5%	+6,279	+21,321
	US	+0.5%	-8,424	-33,582
		-0.5%	+9,037	+37,111

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(b) Market risk**

Market risk is the risk of loss on assets, liabilities and commitments arising from the net effect of changes in market rates, such as foreign exchange rates and interest rates.

The Group entered into foreign exchange, interest rate and money market transactions, primarily for the purpose of hedging, funding or deployment of surplus liquidity. Financial instruments entered into in respect of the above objectives mainly include forward foreign exchange contracts, money market transactions and interest rate swap transactions.

**(i) Currency risk**

The Group takes on exposure due to effects of fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows. The Board set limits on the level of certain foreign exchange exposures, which were managed by Treasury Department and monitored by Risk Management Department. The Group employs forward foreign currency exchange contracts, if applicable, to maintain its overall foreign currency exposure within such currency limit. The table below summarises the Group's exposures to foreign currency exchange rate risks that are recorded in the statement of financial position.

The following table indicates the currency concentration of the assets and liabilities at carrying amounts in Hong Kong dollars equivalent, categorised by original currency.

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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(b) Market risk (continued)**

(i) Currency risk (continued)

At 31 December 2021

	HKD \$'000	USD \$'000	EUR \$'000	RMB \$'000	Others \$'000	Total \$'000
<b>Assets</b>						
Cash and balances with banks and central bank	107,279	1,669,734	142	114,278	9,038	1,900,471
Placements with and advances to banks	619,345	1,239,617	–	–	–	1,858,962
Financial assets at fair value through profit and loss	–	373,773	66,437	891,816	–	1,332,026
Derivative financial assets	–	45,773	–	9,675	–	55,448
Loans and advances to customers	6,095,376	11,320,813	566,656	542,298	21,071	18,546,214
Investment securities	1,254,714	9,182,353	133,026	526,320	–	11,096,413
Investment in associates	–	–	–	4,659	–	4,659
Property and equipments	66,000	–	–	10,454	–	76,454
Intangible assets	3,991	–	–	8	–	3,999
Current tax recoverable	34,191	–	–	–	–	34,191
Deferred tax assets	98,442	103,064	–	1,169	–	202,675
Other assets	19,730	174,512	1,746	23,959	307	220,254
Spot assets	8,299,068	24,109,639	768,007	2,124,636	30,416	35,331,766
<b>Liabilities</b>						
Deposits from customers	4,250,259	9,371,232	4,931	339,014	63,879	14,029,315
Deposits from banks	610,000	3,609,701	–	35,517	–	4,255,218
Derivative financial liabilities	–	18,738	–	3,466	–	22,204
Certificates of deposit and other debt securities issued	349,239	11,013,005	–	–	–	11,362,244
Current tax payable	51,185	–	–	29,835	–	81,020
Deferred tax liabilities	–	–	–	27	–	27
Lease liabilities	61,774	–	–	10,782	–	72,556
Short-term borrowings	–	–	–	306,176	–	306,176
Other liabilities	54,169	97,914	1	206,702	69	358,855
Spot liabilities	5,376,626	24,110,590	4,932	931,519	63,948	30,487,615
Net long position	2,922,442	(951)	763,075	1,193,117	(33,532)	4,844,151

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(b) Market risk (continued)**

(i) Currency risk (continued)

At 31 December 2020

	HKD \$'000	USD \$'000	EUR \$'000	RMB \$'000	Others \$'000	Total \$'000
<b>Assets</b>						
Cash and balances with banks and central bank	992,042	4,373,971	1,361	196,120	2,556	5,566,050
Placements with and advances to banks	139,230	426,379	381,043	–	–	946,652
Financial assets at fair value through profit and loss	–	371,695	73,211	491,421	–	936,327
Derivative financial assets	–	17,995	–	28,476	–	46,471
Loans and advances to customers	4,701,295	12,998,340	1,030,540	1,028,093	361,692	20,119,960
Investment securities	356,137	9,111,950	163,491	395,988	–	10,027,566
Investment in associates	–	–	–	4,171	–	4,171
Property and equipments	24,993	–	–	14,087	–	39,080
Intangible assets	3,168	–	–	9	–	3,177
Current tax recoverable	26,147	–	–	–	–	26,147
Deferred tax assets	40,255	6,644	–	77	–	46,976
Other assets	17,804	453,875	478,649	30,327	1,274	981,929
Spot assets	6,301,071	27,760,849	2,128,295	2,188,769	365,522	38,744,506
<b>Liabilities</b>						
Deposits from customers	3,845,900	9,353,796	5,325	613,725	–	13,818,746
Deposits from banks	886,000	5,527,420	476,303	270,503	–	7,160,226
Derivative financial liabilities	–	116,643	–	4	–	116,647
Certificates of deposit and other debt securities issued	546,626	10,176,651	–	–	–	10,723,277
Current tax payable	43,779	–	–	18,259	–	62,038
Deferred tax liabilities	–	390	–	71	–	461
Lease liabilities	19,949	–	–	13,424	–	33,373
Short-term borrowings	–	952,201	–	297,910	–	1,250,111
Other liabilities	84,333	173,048	1	47,186	–	304,568
Spot liabilities	5,426,587	26,300,149	481,629	1,261,082	–	33,469,447
Net long position	874,484	1,460,700	1,646,666	927,687	365,522	5,275,059

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(b) Market risk (continued)**

(ii) Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market interest rates.

The Group takes on exposure to the effects of fluctuations in the prevailing levels of market interest rates on both its fair value and cash flow interest rate risk. Interest margins may increase as a result of such changes but may reduce or create losses in the event that unexpected movements arise. The Board set limits on the level of mismatch of interest rate repricing that may be undertaken, which were managed by Treasury Department and monitored by Risk Management Department daily.

As at 31 December 2021, if market interest rates were 1% higher while other variables maintained constant, profit before taxation for the year would have been \$65 million higher (2020: \$23 million higher). If market interest rates were 1% lower while other variables held constant, profit before taxation for the year would have been \$65 million lower (2020: \$23 million lower).

The table below summarises the Group's exposure to interest rate risk. It includes the Group's financial instruments at carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(b) Market risk (continued)**

(ii) Interest rate risk (continued)

At 31 December 2021

	Within 1 month \$'000	Over 1 month but within 3 months \$'000	Over 3 months but within 1 year \$'000	Over 1 year but within 5 years \$'000	Over 5 years \$'000	Non- interest bearing \$'000	Total \$'000
<b>Assets</b>							
Cash and balances with banks and central bank	591,342	–	–	–	–	1,309,129	1,900,471
Placements with and advances to banks	1,759,617	100,000	–	–	–	(655)	1,858,962
Financial assets at fair value through profit and loss	38,982	921,769	–	319,207	15,584	36,484	1,332,026
Derivative financial assets	–	–	–	–	–	55,448	55,448
Loans and advances to customers	10,329,571	7,983,376	541,632	–	–	(308,365)	18,546,214
Investment securities	273,497	765,342	3,315,125	5,835,104	885,175	22,170	11,096,413
Investment in associates	–	–	–	–	–	4,659	4,659
Property and equipments	–	–	–	–	–	76,454	76,454
Intangible assets	–	–	–	–	–	3,999	3,999
Current tax recoverable	–	–	–	–	–	34,191	34,191
Deferred tax assets	–	–	–	–	–	202,675	202,675
Other assets	29,367	76,603	21,614	30,629	340	61,701	220,254
<b>Total assets</b>	<b>13,022,376</b>	<b>9,847,090</b>	<b>3,878,371</b>	<b>6,184,940</b>	<b>901,099</b>	<b>1,497,890</b>	<b>35,331,766</b>
<b>Liabilities</b>							
Deposits from customers	6,580,173	3,508,286	3,940,856	–	–	–	14,029,315
Deposits from banks	797,780	1,846,545	1,610,893	–	–	–	4,255,218
Derivative financial liabilities	–	–	–	–	–	22,204	22,204
Certificates of deposit and other debt securities issued	1,050,109	2,578,921	3,850,235	3,882,979	–	–	11,362,244
Current tax payable	–	–	–	–	–	81,020	81,020
Deferred tax liabilities	–	–	–	–	–	27	27
Lease liabilities	249	2,284	5,887	24,078	40,058	–	72,556
Short-term borrowings	306,176	–	–	–	–	–	306,176
Other liabilities	5,693	20,231	13,350	847	–	318,734	358,855
<b>Total liabilities</b>	<b>8,740,180</b>	<b>7,956,267</b>	<b>9,421,221</b>	<b>3,907,904</b>	<b>40,058</b>	<b>421,985</b>	<b>30,487,615</b>
<b>Net repricing gap</b>	<b>4,282,196</b>	<b>1,890,823</b>	<b>(5,542,850)</b>	<b>2,277,036</b>	<b>861,041</b>	<b>1,075,905</b>	<b>4,844,151</b>

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(b) Market risk (continued)**

(ii) Interest rate risk (continued)

At 31 December 2020

	Within 1 month \$'000	Over 1 month but within 3 months \$'000	Over 3 months but within 1 year \$'000	Over 1 year but within 5 years \$'000	Over 5 years \$'000	Non- interest bearing \$'000	Total \$'000
<b>Assets</b>							
Cash and balances with banks and central bank	4,183,678	–	–	–	–	1,382,372	5,566,050
Placements with and advances to banks	566,379	–	381,043	–	–	(770)	946,652
Financial assets at fair value through profit and loss	51,155	10,979	287,448	549,518	–	37,227	936,327
Derivative financial assets	–	–	–	–	–	46,471	46,471
Loans and advances to customers	10,909,811	8,210,355	1,384,211	93,826	–	(478,243)	20,119,960
Investment securities	788,125	1,040,852	829,290	6,283,439	1,136,068	(50,208)	10,027,566
Investment in associates	–	–	–	–	–	4,171	4,171
Property and equipments	–	–	–	–	–	39,080	39,080
Intangible assets	–	–	–	–	–	3,177	3,177
Current tax recoverable	–	–	–	–	–	26,147	26,147
Deferred tax assets	–	–	–	–	–	46,976	46,976
Other assets	42,707	77,250	20,602	36,662	338	804,370	981,929
<b>Total assets</b>	<b>16,541,855</b>	<b>9,339,436</b>	<b>2,902,594</b>	<b>6,963,445</b>	<b>1,136,406</b>	<b>1,860,770</b>	<b>38,744,506</b>
<b>Liabilities</b>							
Deposits from customers	892,877	4,740,549	3,762,046	4,423,274	–	–	13,818,746
Deposits from banks	–	4,065,271	2,056,398	1,038,557	–	–	7,160,226
Derivative financial liabilities	–	–	–	–	–	116,647	116,647
Certificates of deposit and other debt securities issued	585,751	464,952	1,597,308	8,075,266	–	–	10,723,277
Current tax payable	–	–	–	–	–	62,038	62,038
Deferred tax liabilities	–	–	–	–	–	461	461
Lease liabilities	–	2,160	4,339	15,908	10,966	–	33,373
Short-term borrowings	1,250,111	–	–	–	–	–	1,250,111
Other liabilities	69,695	24,824	40,439	858	–	168,752	304,568
<b>Total liabilities</b>	<b>2,798,434</b>	<b>9,297,756</b>	<b>7,460,530</b>	<b>13,553,863</b>	<b>10,966</b>	<b>347,898</b>	<b>33,469,447</b>
<b>Net repricing gap</b>	<b>13,743,421</b>	<b>41,680</b>	<b>(4,557,936)</b>	<b>(6,590,418)</b>	<b>1,125,440</b>	<b>1,512,872</b>	<b>5,275,059</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(c) Liquidity risk**

Liquidity risk is the risk that the Group may not be able to maintain sufficient funding to meet its financial obligations as they fall due. This may be caused by market disruption or liquidity squeeze whereby the Group may only unwind specific exposures at significantly discounted values. The Group adopts a prudent risk appetite in setting liquidity risk tolerance. Risk appetite is set in the form of liquidity risk limit and metrics.

The Asset and Liability Committee (“ALCO”) is a management committee delegated by the Board to oversee the liquidity risk of the Group. ALCO is responsible for reviewing and approving liquidity risk management strategies and, with the delegation to the Market Risk Division, monitoring the Group’s liquidity position.

Monitoring and reporting takes the form of cash flow measurement and projections for the next day, week and month respectively, as these are key periods for liquidity management. Sources of liquidity are reviewed to maintain a diversification of providers, products and terms.

Liquidity stress testing is regularly conducted to project the Group’s cash flow condition under stress scenarios and evaluate the sufficiency of liquidity. The stress test results are regularly reported to the ALCO.

Treasury Department is responsible for the day-to-day liquidity management, includes:

- day-to-day funding management by monitoring future cash flows to ensure that requirements can be met. This includes replenishment of funds as they mature or provision of funds to be borrowed by customers;
- maintaining a portfolio of highly marketable assets that can easily be liquidated as protection against any unforeseen interruption to cash flow;
- managing the concentration and profile of debt maturities; and
- monitoring unmatched medium-term assets, the level and type of undrawn lending commitments and the impact of contingent liabilities.

Market Risk Division and the Finance Department produce relevant liquidity reports for internal monitoring and regulatory reporting purpose.

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(c) Liquidity risk (continued)**

**(i) Maturity analysis**

The table below shows the maturity profile of assets and liabilities analysed by the remaining period to repayment as at the reporting date:

At 31 December 2021

	Repayable on demand \$'000	Within 1 month \$'000	Over 1 month but within 3 months \$'000	Over 3 months but within 1 year \$'000	Over 1 year but within 5 years \$'000	Over 5 years \$'000	Undated \$'000	Total \$'000
<b>Assets</b>								
Cash and balances with banks and central bank	1,900,545	–	–	–	–	–	(74)	1,900,471
Placements with and advances to banks	–	1,759,617	100,000	–	–	–	(655)	1,858,962
Financial assets at fair value through profit and loss	–	38,982	855,332	–	385,644	15,584	36,484	1,332,026
Derivative financial assets	–	–	–	–	–	–	55,448	55,448
Loans and advances to customers	–	5,087,895	1,073,136	5,289,365	7,117,102	–	(21,284)	18,546,214
Investment securities	–	223,855	726,359	3,354,109	5,884,745	885,175	22,170	11,096,413
Investment in associates	–	–	–	–	–	–	4,659	4,659
Property and equipments	–	–	–	–	–	–	76,454	76,454
Intangible assets	–	–	–	–	–	–	3,999	3,999
Current tax recoverable	–	–	–	–	–	–	34,191	34,191
Deferred tax assets	–	–	–	–	–	–	202,675	202,675
Other assets	723	46,381	95,074	21,614	30,629	339	25,494	220,254
<b>Total assets</b>	<b>1,901,268</b>	<b>7,156,730</b>	<b>2,849,901</b>	<b>8,665,088</b>	<b>13,418,120</b>	<b>901,098</b>	<b>439,561</b>	<b>35,331,766</b>
<b>Liabilities</b>								
Deposits from customers	–	4,464,907	3,508,287	6,056,121	–	–	–	14,029,315
Deposits from banks	–	797,780	1,066,912	1,610,893	779,633	–	–	4,255,218
Certificates of deposit and other debt securities issued	–	662,566	2,578,921	4,237,778	3,882,979	–	–	11,362,244
Current tax payable	–	–	–	81,020	–	–	–	81,020
Deferred tax liabilities	–	–	–	–	–	–	27	27
Derivative financial liabilities	–	–	–	–	–	–	22,204	22,204
Lease liabilities	–	2,031	4,071	18,470	47,984	–	–	72,556
Short-term borrowings	306,176	–	–	–	–	–	–	306,176
Other liabilities	402	147,455	116,871	13,350	847	–	79,930	358,855
<b>Total liabilities</b>	<b>306,578</b>	<b>6,074,739</b>	<b>7,275,062</b>	<b>12,017,632</b>	<b>4,711,443</b>	<b>–</b>	<b>102,161</b>	<b>30,487,615</b>
<b>Net liquidity gap</b>	<b>1,594,690</b>	<b>1,081,991</b>	<b>(4,425,161)</b>	<b>(3,352,544)</b>	<b>8,706,677</b>	<b>901,098</b>	<b>337,400</b>	<b>4,844,151</b>

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(c) Liquidity risk (continued)**

**(i) Maturity analysis (continued)**

At 31 December 2020

	Repayable on demand \$'000	Within 1 month \$'000	Over 1 month but within 3 months \$'000	Over 3 months but within 1 year \$'000	Over 1 year but within 5 years \$'000	Over 5 years \$'000	Undated \$'000	Total \$'000
<b>Assets</b>								
Cash and balances with banks and central bank	5,566,380	–	–	–	–	–	(330)	5,566,050
Placements with and advances to banks	–	566,379	–	381,043	–	–	(770)	946,652
Financial assets at fair value through profit and loss	–	11,928	–	298,427	588,745	–	37,227	936,327
Derivative financial assets	–	–	–	–	–	–	46,471	46,471
Loans and advances to customers	–	4,987,695	1,007,622	7,616,575	6,482,409	–	25,659	20,119,960
Investment securities	–	483,408	526,885	1,419,030	6,512,383	1,136,068	(50,208)	10,027,566
Investment in associates	–	–	–	–	–	–	4,171	4,171
Property and equipments	–	–	–	–	–	–	39,080	39,080
Intangible assets	–	–	–	–	–	–	3,177	3,177
Current tax recoverable	–	–	–	–	–	–	26,147	26,147
Deferred tax assets	–	–	–	–	–	–	46,976	46,976
Other assets	1,331	682,606	107,210	20,602	36,662	338	133,180	981,929
<b>Total assets</b>	<b>5,567,711</b>	<b>6,732,016</b>	<b>1,641,717</b>	<b>9,735,677</b>	<b>13,620,199</b>	<b>1,136,406</b>	<b>310,780</b>	<b>38,744,506</b>
<b>Liabilities</b>								
Deposits from customers	–	4,423,274	4,740,549	4,654,923	–	–	–	13,818,746
Deposits from banks	–	1,038,558	3,290,036	2,056,398	775,234	–	–	7,160,226
Certificates of deposit and other debt securities issued	–	3,875,767	464,952	2,183,059	4,199,499	–	–	10,723,277
Current tax payable	–	–	–	62,038	–	–	–	62,038
Deferred tax liabilities	–	–	–	–	–	–	461	461
Derivative financial liabilities	–	–	–	–	–	–	116,647	116,647
Lease liabilities	–	2,160	4,339	15,908	10,966	–	–	33,373
Short-term borrowings	1,250,111	–	–	–	–	–	–	1,250,111
Other liabilities	405	77,387	130,742	40,439	858	–	54,737	304,568
<b>Total liabilities</b>	<b>1,250,516</b>	<b>9,417,146</b>	<b>8,630,618</b>	<b>9,012,765</b>	<b>4,986,557</b>	<b>–</b>	<b>171,845</b>	<b>33,469,447</b>
<b>Net liquidity gap</b>	<b>4,317,195</b>	<b>(2,685,130)</b>	<b>(6,988,901)</b>	<b>722,912</b>	<b>8,633,642</b>	<b>1,136,406</b>	<b>138,935</b>	<b>5,275,059</b>

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(c) Liquidity risk (continued)**

**(ii) Undiscounted cash flows by contractual maturities**

The table below presents the cash flows payable by the Group under non-derivative financial liabilities and derivative financial instruments by remaining contractual maturities at the reporting date, and also the cash flows payable in respect of other off-balance sheet items by the earliest date they could be called. The amounts disclosed in the table were the contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating based on rates prevailing at the reporting date), whereas the Group manages the inherent liquidity risk based on expected undiscounted cash flows.

At 31 December 2021

	Within 1 month \$'000	Over 1 month but within 3 months \$'000	Over 3 months but within 1 year \$'000	Over 1 year but less than 5 years \$'000	Total \$'000	Carrying amount \$'000
<b>Non-derivative financial liabilities</b>						
Deposits from customers	4,469,989	3,516,118	6,095,599	–	14,081,706	14,029,315
Deposits from banks	798,617	1,068,223	1,616,302	795,008	4,278,150	4,255,218
Certificates of deposit and other debt securities issued	662,688	2,604,949	4,276,048	3,946,893	11,490,578	11,362,244
Lease liabilities	2,171	4,343	19,542	48,421	74,477	72,556
Short-term borrowings	61,648	–	244,940	–	306,588	306,176
Other liabilities	7,803	231,001	–	–	238,804	238,804
	<u>6,002,916</u>	<u>7,424,634</u>	<u>12,252,431</u>	<u>4,790,322</u>	<u>30,470,303</u>	<u>30,264,313</u>
<b>Derivative cash flow settled on a net basis</b>	–	(2,954)	(1,099)	(4,611)	(8,664)	
<b>Derivative cash flow settled on a gross basis</b>						
Total inflow	3,068,499	595,111	660,687	–	4,324,297	
Total outflow	(3,033,968)	(590,873)	(653,853)	–	(4,278,694)	
	<u>34,531</u>	<u>4,238</u>	<u>6,834</u>	<u>–</u>	<u>45,603</u>	
<b>Other off-balance sheet items (Note 31)</b>						
Loan commitments and other credit related commitments	4,454,647	–	–	–	4,454,647	
Financial guarantees and other credit related contingent liabilities	–	–	–	–	–	
	<u>4,454,647</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>4,454,647</u>	

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
**YEAR ENDED 31 DECEMBER 2021**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(c) Liquidity risk (continued)**

(ii) Undiscounted cash flows by contractual maturities (continued)

At 31 December 2020

	Within 1 month \$'000	Over 1 month but within 3 months \$'000	Over 3 months but within 1 year \$'000	Over 1 year but less than 5 years \$'000	Total \$'000	Carrying amount \$'000
<b>Non-derivative financial liabilities</b>						
Deposits from customers	4,433,604	4,750,759	4,676,042	39,214	13,899,619	13,818,746
Deposits from banks	1,044,110	3,297,909	2,863,273	–	7,205,292	7,160,226
Certificates of deposit and other debt securities issued	3,936,736	490,614	2,232,263	4,330,143	10,989,756	10,723,277
Lease liabilities	2,277	4,553	16,573	11,955	35,358	33,373
Short-term borrowings	952,352	298,407	–	–	1,250,759	1,250,111
Other liabilities	95,867	18,553	87,769	–	202,189	184,448
	<u>10,464,946</u>	<u>8,860,795</u>	<u>9,875,920</u>	<u>4,381,312</u>	<u>33,582,973</u>	<u>33,170,181</u>
<b>Derivative cash flow settled on a net basis</b>	<u>220</u>	<u>(2,761)</u>	<u>(1,764)</u>	<u>(17,621)</u>	<u>(21,926)</u>	
<b>Derivative cash flow settled on a gross basis</b>						
Total inflow	2,783,900	571,638	1,249,525	–	4,605,063	
Total outflow	(2,845,578)	(564,678)	(1,240,366)	–	(4,650,622)	
	<u>(61,678)</u>	<u>6,960</u>	<u>9,159</u>	<u>–</u>	<u>(45,559)</u>	
<b>Other off-balance sheet items (Note 31)</b>						
Loan commitments and other credit related commitments	2,826,267	–	–	–	2,826,267	
Financial guarantees and other credit related contingent liabilities	10,860	–	–	–	10,860	
	<u>2,837,127</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>2,837,127</u>	

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(d) Capital management**

Being an authorised institution incorporated in Hong Kong, the Group is regulated by the Hong Kong Monetary Authority (“HKMA”) which sets and monitors capital requirements for the Group.

The HKMA has issued the Banking (Capital) Rules, which require the Group to maintain adequate regulatory capital to support credit risk, market risk and operational risk.

In addition to meeting the regulatory requirements, the Group’s primary objective in managing its capital is to ensure the Group’s ability to continue as a going concern so that it can continue to provide returns and benefits to shareholder and other stakeholders. To achieve the targeted return, products and services are priced to commensurate with the level of risk and funds are acquired at a reasonable cost.

The Group regularly reviews and manages its capital structure to maintain a balance between shareholder returns and security afforded by a capital position, and makes adjustments to the capital structure in light of any significant changes in economic conditions.

The Group monitors its capital structure with due consideration of the capital adequacy ratio as calculated in accordance with the Banking (Capital) Rules. The Group has adopted the Standardised (Credit Risk) Approach in calculating credit risk for non-securitisation exposures.

Throughout the years of 2021 and 2020, the Group fully complied with the capital requirements imposed by the HKMA.

**(e) Fair value of financial assets and liabilities**

**(i) Financial assets and liabilities measured at fair value**

Fair value estimates are generally subjective in nature, and are made as of a specific point in time based on the characteristics of the financial instruments and relevant market information. The Group measures fair value using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Level 1: fair value measured using quoted market prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: fair value measured using valuation techniques based on observable inputs, either directly or indirectly. This category includes quoted prices in active markets for similar financial instruments, or quoted prices for identical or similar instruments in markets that are considered less than active, or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(e) Fair value of financial assets and liabilities (continued)**

(i) Financial assets and liabilities measured at fair value (continued)

- Level 3: fair value measured using significant unobservable inputs. This category includes inputs to valuation techniques not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect difference between the instruments.

Where available, the most suitable measure for fair value is the quoted market price. In absence of organised secondary markets for most of the unlisted securities and over-the-counter derivatives, direct market prices of these financial instruments may not be available. The fair values of such instruments are therefore calculated based on established valuation techniques using current market parameters or market prices provided by counterparties.

The fair value of forward foreign exchange contracts is determined using forward exchange market rates at the reporting date. For other derivative financial instruments, the Group uses estimated discounted cash flows to determine their fair value and the discount rate used is a discount rate at the end of reporting period applicable for an instrument with similar terms and conditions.

The table below analyses financial instruments, measured at fair value as at 31 December 2021, by the level in the fair value hierarchy into which the fair value treatment is categorised:

	2021			
	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Recurring fair value measurements</b>				
<i>Assets</i>				
Financial assets at fair value through profit and loss	–	440,210	891,816	1,332,026
Derivative financial assets (Note 30)	–	55,448	–	55,448
Investment securities at fair value through other comprehensive income (Note 17)	912,281	6,617,658	–	7,529,939
	<u>912,281</u>	<u>6,617,658</u>	<u>–</u>	<u>7,529,939</u>
<i>Liabilities</i>				
Financial liabilities at fair value through profit and loss	–	–	–	–
Derivative financial liabilities (Note 30)	–	22,204	–	22,204
	<u>–</u>	<u>22,204</u>	<u>–</u>	<u>22,204</u>

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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(e) Fair value of financial assets and liabilities (continued)**

(i) Financial assets and liabilities measured at fair value (continued)

	2020			
	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Recurring fair value measurements</b>				
<i>Assets</i>				
Financial assets at fair value through profit and loss	–	444,906	491,421	936,327
Derivative financial assets (Note 30)	–	46,471	–	46,471
Investment securities at fair value through other comprehensive income (Note 17)	458,181	7,853,946	–	8,312,127
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<i>Liabilities</i>				
Financial liabilities at fair value through profit and loss	–	–	–	–
Derivative financial liabilities (Note 30)	–	116,647	–	116,647
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

During the years of 2021 and 2020, there were no transfers of financial instruments between Level 1 and Level 2. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The fair value of the investment securities in Level 2 is determined using broker quotes as at the end of the reporting period.

*Valuation of financial instruments with significant unobservable inputs*

The fair value of financial assets at fair value through profit and loss in Level 3 is determined using the most recent transactions. As at 31 December 2021, it is estimated that with all other variable held constant, an increase/decrease in the price of same products by 5% would have increased/decreased the Group's equity by \$34 million (2020: \$18.4 million).

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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(e) Fair value of financial assets and liabilities (continued)**

(i) Financial assets and liabilities measured at fair value (continued)

The movement during the period in the balance of these Level 3 fair value measurements are as follows:

	Wealth management products from banks \$'000	Convertible bonds \$'000	Return of beneficial interest \$'000	Unlisted equity investments \$'000	Unlisted issued notes and buy-back option \$'000	Total \$'000
At 1 January 2020	–	352,060	–	25,013	(111,765)	265,308
Addition	319,290	357,864	104,058	10,954	–	792,166
Disposal/redemption for the products	(319,290)	(386,135)	–	–	111,765	(593,660)
Net surplus/(deficit) on revaluation	–	1,563	(270)	(1,282)	–	11
Exchange difference	–	15,922	9,132	2,542	–	27,596
At 31 December 2020	–	341,274	112,920	37,227	–	491,421
At 1 January 2021	–	341,274	112,920	37,227	–	491,421
Addition	154,455	–	514,220	2,727	–	671,402
Disposal/redemption for the products	(154,527)	(64,875)	(61,185)	–	–	(280,587)
Net surplus/(deficit) on revaluation	–	(362)	(4,525)	664	–	(4,223)
Exchange difference	72	8,204	9,661	(4,134)	–	13,803
At 31 December 2021	–	284,241	571,091	36,484	–	891,816
At 31 December 2021 & 31 December 2020						
Total gains or losses for the period reclassified from other comprehensive income on disposal	–	–	–	–	–	–
At 31 December 2021						
Total gains or losses for the period included in profit or loss for assets held during the reporting period:						
– Net income from financial instruments measured at fair value	2,255	36,043	27,519	663	–	66,480
At 31 December 2020						
Total gains or losses for the period included in profit or loss for assets held during the reporting period:						
– Net income from financial instruments measured at fair value	1,306	33,471	8,499	(1,282)	(1,512)	40,482

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(e) Fair value of financial assets and liabilities (continued)**

(i) Financial assets and liabilities measured at fair value (continued)

The fair values of financial instruments in Level 3 as at 31 December 2021 are determined by their respective valuation techniques as follows:

– Wealth management products from banks	Most recent market transactions or market comparable investment
– Convertible bonds	Discounted cashflow analysis
– Unlisted issued notes and buy-back option	Discounted cashflow analysis
– Return of beneficial interest	Discounted cashflow analysis
– Unlisted equity investment	Most recent market transactions or market comparable investment

(ii) Financial assets and liabilities not measured at fair value

Financial assets and liabilities that are presented not at their fair value on the Group's consolidated statement of financial position and the Company's statement of financial position mainly represent cash and balances with banks and central bank, placements with and advances to banks, loans and advances to customers and investment securities at amortised costs. These financial assets are measured at amortised cost less impairment. Financial liabilities not presented at their fair value on the Group's consolidated statement of financial position and the Company's statement of financial position mainly represent deposits from banks, deposits from customers, financial assets sold under repurchase agreement and certificates of deposit and other debt securities issued. These financial liabilities are measured at amortised cost.

The Group assessed that the differences between fair values and carrying amounts of those financial assets and liabilities presented on the Group's and the Company's statement of financial position not at their fair values are minimal as most of the Group's and the Company's financial assets and liabilities are either short-term or priced at floating rates, except for the following financial instruments, for which their carrying amounts and fair value and the level of fair value hierarchy are disclosed below:

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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(e) Fair value of financial assets and liabilities (continued)**

(ii) Financial assets and liabilities not measured at fair value (continued)

	Carrying amounts at 31 December 2021 \$'000	Fair value at 31 December 2021 \$'000	Fair value measurements as at 31 December 2021 categorised into		
			Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Assets</b>					
Investments securities at amortised cost, net of ECL (Note 17)	3,566,474	3,367,653	–	3,367,653	–
<b>Liabilities</b>					
Other debt securities issued at amortised cost (Note 25)	3,882,979	3,866,512	–	3,866,512	–
	Carrying amounts at 31 December 2020 \$'000	Fair value at 31 December 2020 \$'000	Fair value measurements as at 31 December 2020 categorised into		
			Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Assets</b>					
Investments securities at amortised cost, net of ECL (Note 17)	1,715,439	1,730,307	–	1,730,307	–
<b>Liabilities</b>					
Other debt securities issued at amortised cost (Note 25)	7,727,911	7,733,494	–	7,733,494	–

**(f) Transfers of financial assets**

The Group enters into transactions in the normal course of business which transfers recognised financial assets directly to third party. All these transfers resulted in full derecognition of the financial assets concerned as the Group transferred its contractual right to receive cash flows from these financial assets, or retained the rights but assumed an obligation to pass on the cash flows from these financial assets, and transferred substantially all the risks and rewards from financial assets. The risks included credit, interest rate, currency, prepayment and other price risks.

As at 31 December 2021 and 2020, there were no outstanding transferred financial assets in which the Group had a continuing involvement that were derecognised in their entirety.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(g) Management of the IBOR transition to ARR**

The Bank has set up a three-tier management level to manage the IBOR transition, namely Executive Committee, Steering Committee and working group. In 2019, the Bank's Executive Committee has looked into the possible impact of the IBOR reform, stipulated the direction and approach, and supervised the preparation work for the IBOR transition.

A steering Committee has been established subsequently under the supervision of the Executive Committee to manage the impact of IBOR transition and implement all relevant plan for the smooth transition to ARR. The steering committee is composed of heads and senior representatives from Operation and Technology, Treasury, Business, Treasury, legal, credit monitoring and market risk, and chaired by the Bank's CRO.

Under the Steering Committee, 4 working groups were set up for focused discussion, assessing key risks areas across different situation, monitoring and implementation of 4 major areas in the IBOR reform, including ongoing exposure assessment, contract amendment, system and operation flow modification, and enhancement of the Bank's major reports. The 4 working groups are chaired by head/senior of 4 different departments with representatives from other relevant departments.

As at 31 December 2021, changes required to systems, processes and models have been identified. All modification required to cater for the existing IBOR exposure have been implemented. Contracts with interest rates referencing to IBOR already phased out have been remediated. For the IBOR, such as 1-month Libor, that would be phased out subsequent to the financial year-end, the Bank has communicated with relevant counterparties and contract remediation is ongoing.

The Bank has identified that the risks arising from IBOR reform are :

- Risk of contractual disputes arising from the lack of legal clauses catering for the discontinuation of the an interest rate benchmark, and its replacement with an ARR,
- Risk of the deficiency in the operational and system modification to cater for the application of the ARR,

These risks ae mitigated through robust oversight by the Bank's 3 tier committees. The Bank has also engaged external consultant and legal to assist the Bank for the transition work. The Bank will continue to identify and assess risks associated with IBOR transition.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**5 FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(g) Management of the IBOR transition to ARR (continued)**

**Exposure Impacted by IBOR transition**

The table below provides an overview of significant IBOR-related exposure by interest rate benchmarks with their respective cessation dates and the status of fall-back provisions as at 31 December 2021.

- The exposures are presented on the basis of notional in HKD millions.
- The liabilities exposures are from floating rate deposits.
- The assets exposures are from floating rate loans and floating rate notes.
- The derivative exposures are from interest rate swaps.

**Exposures be covered by interest rate benchmarks**

As at 31 December 2021

(in HK\$ million)

Interest rate benchmark	(i) USD LIBOR (including other USD LIBOR-based benchmarks)				(ii) EUR, GBP, JPY and CHF LIBOR	
	1-week and 2-month		Overnight, 1-, 3-, 6- and 12-month		All settings	
	Before/at end-2021	After end-2021	Before/at end-Jun 2023	After end-Jun 2023	Before/at end-2021	After end-2021
(a) Total liabilities	-	-	775	-	-	-
– of which have adequate fall-back provisions	-	-	-	-	-	-
(b) Total assets	-	-	7,586	3,473	-	21
– of which have adequate fall-back provisions	-	-	-	3,473	-	21
(c) Gross total derivatives	-	-	849	426	-	-
– of which have adequate fall-back provisions	-	-	-	426	-	-
<b>Total ((a) + (b) + (c))</b>	<b>-</b>	<b>-</b>	<b>9,210</b>	<b>3,899</b>	<b>-</b>	<b>21</b>
<b>– of which have adequate fall-back provisions</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,899</b>	<b>-</b>	<b>21</b>

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**6 NET INTEREST INCOME**

	2021	2020
	\$'000	\$'000
<b>Interest income</b>		
Interest income calculated using the effective interest method		
– Balances and placements with banks	4,753	22,393
– Loans and advances to customers	463,775	606,394
– Investment securities	489,520	582,222
– Others	1,445	2,032
	<u>959,493</u>	<u>1,213,041</u>
	-----	-----
<b>Interest expense</b>		
Interest expense arising from financial liabilities that are not measured at fair value through profit or loss		
– Deposits from banks	(29,093)	(114,309)
– Deposits from customers	(91,651)	(201,764)
– Certificates of deposit and other debt securities issued	(125,868)	(196,803)
– Others	(7,990)	(32,978)
	<u>(254,602)</u>	<u>(545,854)</u>
	-----	-----
Net interest income	<u>704,891</u>	<u>667,187</u>
	=====	=====

The interest income accrued on impaired financial assets and on unwinding of discount on loan impairment allowances amounted to HK\$12,899,000 for 2021 (2020: immaterial).

Include within interest income is HK\$959,493,000 (2020: HK\$1,213,041,000) earned from financial assets and financial liabilities that are not recognised at fair value through profit or loss.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**7 NET FEE AND COMMISSION INCOME**

	2021	2020
	\$'000	\$'000
Fee and commission income		
– Credit facilities	22,667	19,548
– Trade services	2,016	1,958
– Corporate advisory	146,945	112,127
– Asset management	17,787	14,197
– Brokerage	105	137
– Others	5,631	458
	<u>195,151</u>	<u>148,425</u>
Fee and commission expense	<u>(18,499)</u>	<u>(21,565)</u>
Net fee and commission income	<u><u>176,652</u></u>	<u><u>126,860</u></u>

All the fee and commission income of \$195,151,000 (2020: \$148,425,000) and fee and commission expense of \$18,499,000 (2020: \$21,565,000) for the year ended 31 December 2021 arose from financial assets and financial liabilities that were not measured at fair value through profit or loss.

Net fee and commission income arose from trust or other fiduciary activities in which the Group held or invested on behalf of its customers for the years ended 31 December 2021 was \$17,787,000 (2020: \$14,197,000).

**8 NET INCOME FROM FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE AND NET INCOME FROM INVESTMENT SECURITIES**

**(a) Net income from financial instruments measured at fair value**

	2021	2020
	\$'000	\$'000
Foreign exchange	65,115	95,855
Interest rate and others	90,777	42,395
	<u>155,892</u>	<u>138,250</u>

The foreign exchange gain in 2021 included the translation gain of \$28 million (2020: translation gain of \$49 million) on those Renminbi (RMB) assets funded by the Company's capital denominated in RMB (which is recorded on these financial statements at historical exchange rate) due to change in exchange rate of RMB against HKD. Excluding this translation gain, trading income from normal foreign exchange activities was \$37 million (2020: \$47 million).

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**8 NET INCOME FROM FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE AND NET INCOME FROM INVESTMENT SECURITIES (CONTINUED)**

**(b) Net income from investment securities**

	2021 \$'000	2020 \$'000
Investment securities measured at amortised cost	7,179	(2,813)
Investment securities at fair value through other comprehensive income	(255,381)	47,250
	<u>(248,202)</u>	<u>44,437</u>

**9 OPERATING EXPENSES**

	2021 \$'000	2020 \$'000
	Note	
Staff costs		
– Salaries and other benefits	153,798	164,492
– Pension and provident fund costs	7,175	6,387
	<u>160,973</u>	<u>170,879</u>
Premises and equipment expenses excluding depreciation		
– Variable lease payments not included in the measurement of lease liabilities	204	265
– Maintenance and office facility expenses	4,131	3,898
– Others	1,687	1,697
	<u>6,022</u>	<u>5,860</u>
Auditor's remuneration	1,644	1,660
Depreciation of property and equipments	20 5,471	6,497
Amortisation of right-of-use ("RoU") assets	20 25,869	25,609
Amortisation of intangible assets	21 1,947	2,657
Legal and professional fees	9,207	7,289
IT and system expenses	11,905	11,031
Data subscription fees	6,119	5,764
Other operating expenses	18,174	14,035
	<u>80,336</u>	<u>74,542</u>
	<u>247,331</u>	<u>251,281</u>

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**10 ALLOWANCES FOR CREDIT AND OTHER LOSSES**

**(a) Net impairment charge / (release) to the statement of profit or loss**

	Note	2021 HK\$'000	2020 HK\$'000
Cash and balances with banks and central bank	14	(256)	140
Placements with and advances to banks	15	(115)	(94)
Loans and advances to customers	16(b)	347,033	368,805
Investment securities		247,088	24,697
Other assets	22	35,742	61,259
Off-balance sheet credit exposures	27	(818)	(863)
		<u>628,674</u>	<u>453,944</u>

**(b) Movement in impairment allowances**

The table below shows the movements in Stage 3 ECL and Stage 1 & 2 ECL during the year.

	Balance at 1 January HK\$'000	Charge to / (release from) statement of comprehensive income HK\$'000	Recoveries HK\$'000	Write-off HK\$'000	Exchange and other movements HK\$'000	Balance at 31 December HK\$'000
<b>2021</b>						
<b>Stage 3 Expected Credit Losses ("ECL")</b>						
Loans and advances to customers	248,849	377,969	–	(505,627)	(11,284)	109,907
Investment securities	–	279,063	–	–	–	279,063
Other assets	20,624	35,742	–	(37,956)	(647)	17,763
Total specific allowances	<u>269,473</u>	<u>692,774</u>	<u>–</u>	<u>(543,583)</u>	<u>(11,931)</u>	<u>406,733</u>
<b>Stage 1&amp;2 ECL</b>						
Cash and balances with banks and central bank	330	(256)	–	–	–	74
Placements with and advances to banks	770	(115)	–	–	–	655
Loans and advances to customers	229,394	(30,936)	–	–	–	198,458
Investment securities	117,899	(31,975)	–	–	–	85,924
Off-balance sheet credit exposures	10,737	(818)	–	–	–	9,919
Total general allowances	<u>359,130</u>	<u>(64,100)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>295,030</u>
Total allowances for credit and other losses	<u>628,603</u>	<u>628,674</u>	<u>–</u>	<u>(543,583)</u>	<u>(11,931)</u>	<u>701,763</u>

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**10 ALLOWANCES FOR CREDIT AND OTHER LOSSES (CONTINUED)**

**(b) Movement in impairment allowances (continued)**

	Balance at 1 January HK\$'000	Charge to / (release from) statement of comprehensive income HK\$'000	Recoveries HK\$'000	Write-off HK\$'000	Exchange and other movements HK\$'000	Balance at 31 December HK\$'000
<b>2020</b>						
<b>Stage 3 Expected Credit Losses ("ECL")</b>						
Loans and advances to customers	113,783	310,283	–	(193,816)	18,599	248,849
Other assets	8,351	61,259	–	(29,891)	(19,095)	20,624
<b>Total specific allowances</b>	<b>122,134</b>	<b>371,542</b>	<b>–</b>	<b>(223,707)</b>	<b>(496)</b>	<b>269,473</b>
<b>Stage 1&amp;2 ECL</b>						
Cash and balances with banks and central bank	190	140	–	–	–	330
Placements with and advances to banks	864	(94)	–	–	–	770
Loans and advances to customers	170,872	58,522	–	–	–	229,394
Investment securities	93,202	24,697	–	–	–	117,899
Off-balance sheet credit exposures	11,600	(863)	–	–	–	10,737
<b>Total general allowances</b>	<b>276,728</b>	<b>82,402</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>359,130</b>
<b>Total allowances for credit and other losses</b>	<b>398,862</b>	<b>453,944</b>	<b>–</b>	<b>(223,707)</b>	<b>(496)</b>	<b>628,603</b>

The following table explains the changes in ECL allowances under HKFRS 9:

	Stage 1 ECL \$'000	Stage 2 ECL \$'000	Stage 3 ECL \$'000	Total \$'000
Balance at 1 January 2021	336,699	22,431	269,473	628,603
Allowance for credit and other losses				
Transfer to / (from)				
– Stage 1	(24,249)	9,863	14,386	–
– Stage 2	–	(22,431)	22,431	–
– Stage 3	–	–	–	–
	(24,249)	(12,568)	36,817	–
New provisions charge	(93,519)	66,236	655,957	628,674
Net write-offs	–	–	(543,583)	(543,583)
Effect of foreign currency movements	–	–	(11,931)	(11,931)
<b>Balance at 31 December 2021</b>	<b>218,931</b>	<b>76,099</b>	<b>406,733</b>	<b>701,763</b>

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**10 ALLOWANCES FOR CREDIT AND OTHER LOSSES (CONTINUED)**

**(b) Movement in impairment allowances (continued)**

	Stage 1 ECL \$'000	Stage 2 ECL \$'000	Stage 3 ECL \$'000	Total \$'000
Balance at 1 January 2020	246,177	30,551	122,134	398,862
Allowance for credit and other losses Transfer to / (from)				
– Stage 1	(1,922)	1,922	–	–
– Stage 2	–	(30,267)	30,267	–
– Stage 3	–	–	–	–
	<u>(1,922)</u>	<u>(28,345)</u>	<u>30,267</u>	<u>–</u>
New provisions charge	92,444	20,225	341,275	453,944
Net write-offs	–	–	(223,707)	(223,707)
Effect of foreign currency movements	–	–	(496)	(496)
Balance at 31 December 2020	<u>336,699</u>	<u>22,431</u>	<u>269,473</u>	<u>628,603</u>

**11 DIRECTORS' EMOLUMENTS**

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	2021 \$'000	2020 \$'000
Fees	1,200	1,200
Other emoluments	3,192	2,943
Contribution to provident fund	–	–
	<u>4,392</u>	<u>4,143</u>

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**12 TAXATION**

**(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represents:**

	2021 \$'000	2020 \$'000
<b>Current tax</b>		
Hong Kong Profits Tax		
– Provision for the year	20,564	42,527
– Under/(over)-provision in prior year	(8)	(611)
	<u>20,556</u>	<u>41,916</u>
Taxation outside Hong Kong		
– Withholding tax in the People's Republic of China	18	49
– Provision for the year	31,019	16,827
	<u>51,593</u>	<u>58,792</u>
<b>Deferred tax</b>		
Origination and reversal of temporary differences (Note 24(b))	<u>(46,705)</u>	<u>(15,091)</u>
	<u>4,888</u>	<u>43,701</u>

The provision for Hong Kong Profits Tax for 2021 is calculated at 16.5% (2020: 16.5%) of the estimated assessable profits for the year, except for the Company which is a qualifying corporation under the two-tiered Profits Tax rate regime.

For the Company, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for the Company was calculated at the same basis in 2020.

The provision for Hong Kong Profits Tax for 2021 is taken into account a reduction granted by the Hong Kong SAR Government of 75% of the tax payable for the year of assessment 2020-21 subject to a maximum reduction of \$20,000 for each business (2020: a maximum reduction of 20,000 was granted for the year of assessment 2018-19 and was taken into account in calculating the provision for 2020).

Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

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**12 TAXATION (CONTINUED)**

**(b) Reconciliation between tax expense and accounting profit at applicable tax rates:**

	2021 \$'000	2020 \$'000
Profit before taxation	(84,150)	271,509
Notional tax on profit before taxation, calculated under Hong Kong Profits Tax two-tiered rate regime	(14,050)	44,634
Tax effect of income/expense not subject to taxation	(6,911)	(7,794)
Tax effect of unused current year tax loss not recognised	30,369	32
(Over)/Under-provision in prior year	(8)	(611)
Effect of different tax rates of subsidiaries operating in other jurisdiction	10,450	7,324
Others	(14,962)	116
Actual tax expense	4,888	43,701

**13 OTHER COMPREHENSIVE INCOME**

**(a) Tax effects relating to each component of other comprehensive income**

	2021			2020		
	Before tax amount \$'000	Tax expense \$'000	Net-of-tax amount \$'000	Before tax amount \$'000	Tax expense \$'000	Net-of-tax amount \$'000
Foreign currency translation differences for Mainland China subsidiaries	11,521	15	11,536	21,561	–	21,561
Net movements in revaluation reserve (Note 13(b))	(592,693)	109,413	(483,280)	19,640	(3,720)	15,920
Other comprehensive income	(581,172)	109,428	(471,744)	41,201	(3,720)	37,481

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**13 OTHER COMPREHENSIVE INCOME (CONTINUED)**

**(b) Components of other comprehensive income**

	2021 \$'000	2020 \$'000
<b>Financial assets at fair value through other comprehensive income:</b>		
Changes in fair value recognised during the year	(848,074)	66,890
Reclassification adjustments for amounts transferred to profit or loss upon disposal (Note 8(b))	255,381	(47,250)
Net deferred tax (debited)/credited to revaluation reserve (Note 24(b))	109,413	(3,720)
	<u>          </u>	<u>          </u>
Net movement in revaluation reserve during the year recognised in other comprehensive income	<u>(483,280)</u>	<u>15,920</u>

**14 CASH AND BALANCES WITH BANKS AND CENTRAL BANK**

	2021 \$'000	2020 \$'000
Balances with banks	1,807,776	4,620,066
Balance with central bank	92,769	946,314
	<u>          </u>	<u>          </u>
Allowance for credit and other losses at stage 1	1,900,545 (74)	5,566,380 (330)
	<u>          </u>	<u>          </u>
Net cash and balances with banks and central bank	<u>1,900,471</u>	<u>5,566,050</u>

A subsidiary of the Company maintains segregated accounts with authorised institutions as a result of its normal business transaction. At 31 December 2021, segregated accounts dealt within these financial statements amounted to HK\$300,000 (2020: HK\$300,000).

**15 PLACEMENTS WITH AND ADVANCES TO BANKS**

	2021 \$'000	2020 \$'000
Gross placements with and advances to banks		
– maturing within one month	1,759,617	566,379
– maturing between one month and twelve months	100,000	381,043
	<u>          </u>	<u>          </u>
Allowance for credit and other losses at stage 1	1,859,617 (655)	947,422 (770)
	<u>          </u>	<u>          </u>
Net placements with and advances to banks	<u>1,858,962</u>	<u>946,652</u>

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**16 LOANS AND ADVANCES TO CUSTOMERS**

**(a) Loans and advances to customers**

	2021 \$'000	2020 \$'000
Gross loans and advances to customers	18,854,579	20,598,203
Less: Allowance for credit and other losses		
– Stage 1 & 2 ECL (Note 16(b))	(198,458)	(229,394)
– Stage 3 ECL (Note 16(b))	(109,907)	(248,849)
	<u>18,546,214</u>	<u>20,119,960</u>
Comprising		
– Trade bills	–	20,091
– Loans	<u>18,546,214</u>	<u>20,099,869</u>
	<u>18,546,214</u>	<u>20,119,960</u>

**(b) Loans and advances to customers by credit quality**

	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	Total HK\$'000
As at 31 December 2021				
Neither past due nor impaired				
– Pass	18,302,836	–	–	18,302,836
– Special Mention	–	194,638	–	194,638
Past due but not impaired <sup>(a)</sup>	–	–	–	–
Impaired	–	–	357,105	357,105
Allowance for credit and other losses	(159,352)	(39,106)	(109,907)	(308,365)
	<u>18,143,484</u>	<u>155,532</u>	<u>247,198</u>	<u>18,546,214</u>
As at 31 December 2020				
Neither past due nor impaired				
– Pass	19,793,957	–	–	19,793,957
– Special Mention	–	300,344	–	300,344
Past due but not impaired <sup>(a)</sup>	–	–	–	–
Impaired	–	–	503,902	503,902
Allowance for credit and other losses	(206,963)	(22,431)	(248,849)	(478,243)
	<u>19,586,994</u>	<u>277,913</u>	<u>255,053</u>	<u>20,119,960</u>

(a) The past due but not impaired assets are classified as “Pass”.

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**16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)**

**(c) Gross loans and advances to customers by industry sector**

	2021		2020	
	\$'000	% of gross advances covered by collaterals	\$'000	% of gross advances covered by collaterals
<b>Gross loans and advances to customers for use in Hong Kong</b>				
Industrial, commercial and financial sectors				
– property development	1,251,309	38.5	1,128,742	47.6
– property investment	611,232	100.0	–	–
– financial concerns	5,643,473	11.4	6,456,091	21.9
– wholesale and retail trade	–	–	25,583	–
– manufacturing	894,993	34.7	879,423	50.3
– transport and transport equipment	199,792	–	199,654	–
– others	868,625	63.9	463,018	65.4
	<u>9,469,424</u>	27.5	<u>9,152,511</u>	28.2
<b>Individuals</b>	<u>40,593</u>	–	<u>45,505</u>	–
<b>Total gross loans and advances for use in Hong Kong</b>	<u>9,510,017</u>	27.4	<u>9,198,016</u>	28.1
<b>Trade finance</b>	299,974	–	148,784	–
<b>Gross loans and advances for use outside Hong Kong</b>	<u>9,044,588</u>	24.1	<u>11,251,403</u>	24.3
<b>Gross loans and advances to customers</b>	<u><u>18,854,579</u></u>	25.4	<u><u>20,598,203</u></u>	25.8

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**16 LOANS AND ADVANCES TO CUSTOMERS (CONTINUED)**

**(d) Segmental analysis of loans and advances to customers by geographical area**

Loans and advances to customers by geographical area are classified according to the location of the counterparties after taking into account the transfer of risk. In general, risk transfer applies when a loan is guaranteed by a party located in an area that is different from that of the counterparty.

	Gross loans and advances to customers \$'000	Impaired loans and advances (Stage 3) \$'000	Overdue loans and advances \$'000	Stage 3 ECL \$'000	Stage 1 & 2 ECL \$'000
At 31 December 2021					
– Hong Kong	6,986,085	357,105	287,082	(109,907)	(107,144)
– Mainland China	11,267,029	–	–	–	(86,375)
– Others	601,465	–	–	–	(4,939)
	<u>18,854,579</u>	<u>357,105</u>	<u>287,082</u>	<u>(109,907)</u>	<u>(198,458)</u>
At 31 December 2020					
– Hong Kong	7,439,365	–	–	–	(121,561)
– Mainland China	12,507,249	503,902	503,902	(248,849)	(93,721)
– Others	651,589	–	–	–	(14,112)
	<u>20,598,203</u>	<u>503,902</u>	<u>503,902</u>	<u>(248,849)</u>	<u>(229,394)</u>

**(e) Gross loans and advances to customers by credit quality**

	2021 \$'000	2020 \$'000
Pass	18,302,836	19,793,957
Special mention	194,638	300,344
Substandard	357,105	–
Doubtful	–	503,902
Loss	–	–
	<u>18,854,579</u>	<u>20,598,203</u>

The above table shows the grading according to the loan classification system as defined by the HKMA.

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**17 INVESTMENT SECURITIES**

	2021	2020
	\$'000	\$'000
Investment securities measured at amortised cost		
– at stage 1	3,367,498	1,765,647
– at stage 2	124,364	–
– at stage 3	310,467	–
Of which: past due and impaired	310,467	–
Allowance for credit and other losses		
– at stage 1	(8,271)	(50,208)
– at stage 2	(24,216)	–
– at stage 3	(203,368)	–
Of which : past due and impaired	(203,368)	–
	<u>3,566,474</u>	<u>1,715,439</u>
	-----	-----
Investment securities at fair value through other comprehensive income		
– at stage 1	7,475,355	8,312,127
– at stage 2	27,730	–
– at stage 3	26,854	–
Of which: past due and impaired	26,854	–
	<u>7,529,939</u>	<u>8,312,127</u>
	-----	-----
	<u>11,096,413</u>	<u>10,027,566</u>
	=====	=====
Analysed by type of securities:		
Government bills, notes and bonds	1,197,963	458,181
Certificate of deposit	2,381,567	–
Debt securities	7,516,883	9,569,385
	<u>11,096,413</u>	<u>10,027,566</u>
	=====	=====
Analysed by issuers:		
– Sovereigns	1,112,592	458,181
– Public sector entities	199,977	–
– Banks	3,176,985	223,996
– Corporates	6,606,859	9,345,389
	<u>11,096,413</u>	<u>10,027,566</u>
	=====	=====
Analysed by listing status:		
– Listed in Hong Kong	4,000,322	5,567,524
– Listed outside Hong Kong	3,201,999	3,715,713
– Unlisted	3,894,092	744,329
	<u>11,096,413</u>	<u>10,027,566</u>
	=====	=====

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**18 INVESTMENT IN ASSOCIATES**

Information of associate that is not individually material:

	2021 \$'000	2020 \$'000
Carrying amount of individually immaterial associates in the consolidated financial statements	4,659	4,171

**19 INVESTMENT IN SUBSIDIARIES**

	2021 \$'000	2020 \$'000
<b>Unlisted shares, at cost</b>		
At 1 January and 31 December	780,000	780,000

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Particulars of the major operating subsidiaries at 31 December 2021 are as follows:

Name of Companies	Place of incorporation and place of business	Particulars of issued shares held	Proportion of ownership interest			Principal activities
			Group's effective interest	Held by the Company	Held by a subsidiary	
BOSC International Company Limited (BOSCI)*	Hong Kong	78,000,000 shares of HK\$10 each	100%	100%	–	Investment banking
BOSC International Investment Limited*	Hong Kong	1,000,000 shares of HK\$1 each	100%	–	100%	Investment trading
BOSC International Financial Products Limited* (previously named as BOSC International Capital Limited up to 10 March 2021)	Hong Kong	10,000,000 shares of HK\$1 each	100%	–	100%	Financial product investment business
BOSC International (Shenzhen) Company Limited*	People's Republic of China	200,980,000 shares of RMB\$1 each	100%	–	100%	Corporate advisory
BOSC International Advisory (Shenzhen) Company Limited*	People's Republic of China	10,000,000 shares of RMB\$1 each	100%	–	100%	Corporate advisory
BOSC International (BVI) Limited* (deregistered on 2 July 2021)	British Virgin Islands	1 share of US\$1 each	100%	–	100%	Special purpose entity for financing
BOSCI (BVI) Limited* (incorporated on 28 May 2020)	British Virgin Islands	1 share of US\$1 each	100%	–	100%	Special purpose entity for financing

\* The proportion of voting rights in these subsidiaries did not differ from the proportion of ordinary shares held. There was no non-controlling interest in these subsidiaries.

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**20 PROPERTY AND EQUIPMENTS**

Details of movement of property and equipments are as follows:

	Leasehold improvements \$'000	Furniture, computer and other equipments \$'000	Motor vehicles \$'000	RoU assets – properties and office equipment \$'000	Total \$'000
<b>Cost:</b>					
At 1 January 2020	22,196	23,679	2,902	82,047	130,824
Additions	180	1,511	–	280	1,971
Write-off	–	(1,351)	–	–	(1,351)
Exchange adjustments	–	142	76	1,122	1,340
At 31 December 2020	22,376	23,981	2,978	83,449	132,784
At 1 January 2021	22,376	23,981	2,978	83,449	132,784
Additions	66	652	–	67,663	68,381
Write-off	–	(18)	–	(64,369)	(64,387)
Exchange adjustments	–	71	34	519	624
At 31 December 2021	22,442	24,686	3,012	87,262	137,402
<b>Accumulated depreciation:</b>					
At 1 January 2020	(14,914)	(20,502)	(1,506)	(25,578)	(62,500)
Charge for the year	(4,000)	(2,079)	(418)	(25,609)	(32,106)
Write-off	–	1,351	–	–	1,351
Exchange adjustments	–	(96)	(27)	(326)	(449)
At 31 December 2020	(18,914)	(21,326)	(1,951)	(51,513)	(93,704)
At 1 January 2021	(18,914)	(21,326)	(1,951)	(51,513)	(93,704)
Charge for the year	(3,459)	(1,465)	(547)	(25,869)	(31,340)
Write-off	–	18	–	64,369	64,387
Exchange adjustments	–	(55)	(14)	(222)	(291)
At 31 December 2021	(22,373)	(22,828)	(2,512)	(13,235)	(60,948)
<b>Net book value:</b>					
At 31 December 2021	69	1,858	500	74,027	76,454
At 31 December 2020	3,462	2,655	1,027	31,936	39,080

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**21 INTANGIBLE ASSETS**

	2021 \$'000	2020 \$'000
Software	3,649	2,827
Club membership	350	350
	<u>3,999</u>	<u>3,177</u>

Details of movement of intangible assets are as follows:

	2021 \$'000	2020 \$'000
<b>Cost:</b>		
At 1 January	22,316	20,165
Additions	2,769	2,151
At 31 December	<u>25,085</u>	<u>22,316</u>
<b>Accumulated amortisation:</b>		
At 1 January	(19,139)	(16,482)
Charge for the year	(1,947)	(2,657)
At 31 December	<u>(21,086)</u>	<u>(19,139)</u>
<b>Net book value:</b>		
At 31 December	<u>3,999</u>	<u>3,177</u>

During 2021 and 2020, there was no impairment on intangible assets.

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**22 OTHER ASSETS**

	2021 \$'000	2020 \$'000
Interest receivables (Note a)	163,089	196,635
Collaterals placed (Note b)	16,996	103,649
Fees receivable	799	16,432
Prepaid expenses	14,836	17,189
Accounts receivable (Note c)	17,015	8,549
Trade date receivable	–	631,350
Others	7,519	8,125
	<u>220,254</u>	<u>981,929</u>

Note a: Included Stage 3 ECL of interest receivable of HK\$4,909,000 associated with loans and advances to customers and investment securities at stage 3 (2020: HK\$18,807,000).

Note b: Mainly relates to cash collaterals placed in respect of derivative financial liabilities.

Note c: Included Stage 3 ECL of accounts receivable of HK\$12,853,000 associated with loans and advances to customers and investment securities at stage 3 (2020: HK\$1,818,000).

**23 DEPOSITS FROM CUSTOMERS**

	2021 \$'000	2020 \$'000
Deposits from customers		
– Time, call and notice deposits	<u>14,029,315</u>	<u>13,818,746</u>

**24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

**(a) Current tax in the consolidated statement of financial position represents:**

	2021 \$'000	2020 \$'000
Provision for Hong Kong Profits Tax for the year	20,359	41,952
Provisional Profits Tax paid	–	(43,986)
	<u>20,359</u>	<u>(2,034)</u>
Balance of profit tax provision relating to prior years	(3,364)	19,666
Provision of overseas tax	29,834	18,259
	<u>46,829</u>	<u>35,891</u>
<b>Representing:</b>		
Current tax payable	81,020	62,038
Current tax recoverable	(34,191)	(26,147)
	<u>46,829</u>	<u>35,891</u>

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**24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)**

**(b) Deferred tax assets and liabilities recognised:**

	Depreciation allowances in excess of the related depreciation \$'000	Amortisation of intangible assets \$'000	Impairment allowance \$'000	Others \$'000	Revaluation of investment securities \$'000	Depreciation charge of right-of-use assets \$'000	Unused tax losses \$'000	Total \$'000
At 1 January 2020	(1,058)	548	(44,489)	(5,899)	15,842	(88)	–	(35,144)
Credited to consolidated statement of profit or loss and other comprehensive income (Note 12(a))	(569)	(83)	(14,172)	3,010	–	88	(3,365)	(15,091)
Credited to revaluation fair value reserve	–	–	–	–	3,720	–	–	3,720
At 31 December 2020	<u>(1,627)</u>	<u>465</u>	<u>(58,661)</u>	<u>(2,889)</u>	<u>19,562</u>	<u>–</u>	<u>(3,365)</u>	<u>(46,515)</u>
At 1 January 2021	(1,627)	465	(58,661)	(2,889)	19,562	–	(3,365)	(46,515)
Credited to consolidated statement of profit or loss and other comprehensive income (Note 12(a))	(494)	136	9,732	(265)	–	–	(55,814)	(46,705)
Credited to revaluation fair value reserve	–	–	–	(15)	(109,413)	–	–	(109,428)
At 31 December 2021	<u>(2,121)</u>	<u>601</u>	<u>(48,929)</u>	<u>(3,169)</u>	<u>(89,851)</u>	<u>–</u>	<u>(59,179)</u>	<u>(200,648)</u>

Representing:

	2021 \$'000	2020 \$'000
Net deferred tax assets	(202,675)	(46,976)
Net deferred tax liabilities	27	461
	<u>(200,648)</u>	<u>(46,515)</u>

The Group has not recognised deferred tax asset in respect of tax losses of HK\$163,659,000 (2020: HK\$446,000). The tax losses do not expire under tax legislation.

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**25 CERTIFICATES OF DEPOSIT AND OTHER DEBT SECURITIES ISSUED**

	2021 \$'000	2020 \$'000
Certificates of deposit issued at amortised cost	7,479,265	2,995,366
Other debt securities issued at amortised cost (Note 33(d))	3,882,979	7,727,911
	<u>11,362,244</u>	<u>10,723,277</u>

The Group, through one of its subsidiaries, issued bonds with notional amounts of U.S.\$500,000,000 on 10 September 2020. The bonds are fully subscribed and bear a coupon rate of 1.25 percent. The bonds would be matured in 2023.

The Group, through one of its subsidiaries, issued bonds with notional amounts of U.S.\$500,000,000 on 18 January 2018. The bonds are fully subscribed at the price at 99.654 and bear a coupon rate of 3.125 percent per annum. The bonds were matured on 18 January 2021.

The bonds are full guaranteed by an irrevocable standby letter of credit issued by China Construction Bank Corporation, Hong Kong Branch as at 31 December 2020. The bonds also have the benefit of a keepwell deed entered into by the ultimate holding company of the Group.

**26 LEASE LIABILITIES**

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods:

	At 31 December 2021		At 31 December 2020	
	Present value of the minimum lease payments \$'000	Total minimum lease payments \$'000	Present value of the minimum lease payments \$'000	Total minimum lease payments \$'000
Within 1 year	25,368	26,114	23,004	23,404
After 1 year but within 2 years	25,031	26,114	3,657	3,993
After 2 years but within 5 years	22,157	22,379	6,712	7,963
	<u>47,188</u>	<u>48,493</u>	<u>10,369</u>	<u>11,956</u>
	<u>72,556</u>	74,607	<u>33,373</u>	35,360
Less: total future interest expenses		(2,051)		(1,987)
Present value of lease liabilities		<u>72,556</u>		<u>33,373</u>

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**26 LEASE LIABILITIES (CONTINUED)**

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	2021 \$'000	2020 \$'000
Depreciation of right-of-use assets by class of underlying asset:		
Lease of office premises and equipments (Note 20)	25,869	25,609
Interest on lease liabilities	1,130	1,821
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	389	456
	<u>27,388</u>	<u>27,886</u>

**27 OTHER LIABILITIES**

	2021 \$'000	2020 \$'000
Interest payables	40,121	135,816
Acceptances outstanding	—	—
Accounts payable (Note a)	2,997	3,888
Accrued expenses	8,202	8,774
Provision for short-term employee benefits	35,817	75,755
Collateral received	59,468	39,595
Others (Note b)	212,250	40,740
	<u>358,855</u>	<u>304,568</u>

Note a: Included a balance of HK\$300,000 (2020: HK\$300,000) for the money held on behalf of clients at the segregated bank accounts which are repayable on demand.

Note b: Included allowance for credit and other losses of HK\$9,919,000 (2020: HK\$10,737,000).

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**28 CAPITAL AND RESERVES**

**(a) Share capital**

	2021		2020	
	No. of shares \$'000	HK\$'000	No. of shares \$'000	HK\$'000
<b>Ordinary shares, issued and fully paid:</b>				
At 1 January and 31 December	<u>360,439</u>	<u>4,000,000</u>	<u>360,439</u>	<u>4,000,000</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regards to the Company's residual assets.

**(b) Movement in components of equity at Company level**

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. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

	Share capital \$'000	Retained profits \$'000	Revaluation reserve \$'000	Regulatory reserve \$'000	Total \$'000
Balance at 1 January 2020	4,000,000	740,381	37,372	–	4,777,753
Total comprehensive income	–	50,810	(13,500)	–	37,310
Transfer from regulatory reserve	–	–	–	–	–
<b>Balance at 31 December 2020</b>	<u>4,000,000</u>	<u>791,191</u>	<u>23,872</u>	<u>–</u>	<u>4,815,063</u>
Total comprehensive income	–	47,342	(6,891)	–	40,451
Transfer from regulatory reserve	–	–	–	–	–
<b>Balance at 31 December 2021</b>	<u>4,000,000</u>	<u>838,533</u>	<u>16,981</u>	<u>–</u>	<u>4,855,514</u>

**(c) Dividends**

	2021 \$'000	2020 \$'000
Dividend approved or paid during the year	<u>–</u>	<u>–</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**28 CAPITAL AND RESERVES (CONTINUED)**

**(d) Nature and purpose of reserves**

(i) Revaluation reserve

This comprises the cumulative net change in the fair value and the allowance for ECLs for investment securities at fair value through other comprehensive income until the financial assets are derecognised and is dealt with in accordance with the accounting policies in Note 1(f).

(ii) Retained profits

The Group is required to maintain minimum capital adequacy ratio set by the HKMA. The minimum capital requirements could therefore potentially restrict the amount of retained profits available for distribution to the shareholders.

(iii) Regulatory reserve

The regulatory reserve is maintained in accordance with Hong Kong Banking regulations. At 31 December 2021, no regulatory reserve (2020: Nil) was required to satisfy the provisions of the Hong Kong Banking Ordinance for prudential supervision purposes. Movement in this reserve was made directly through retained profits after consultation with the HKMA. The regulatory reserve is non-distributable.

(iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 1(q).

(v) Capital contribution

The capital contribution comprises the surplus over the fair value given by the ultimate holding company of the Group upon transactions with the Group.

**29 MATERIAL RELATED PARTY TRANSACTIONS**

During the year, the Group entered into transactions with related parties in the normal course of business including accepting and placement of inter-bank deposits, conducting correspondent banking and foreign exchange transactions. All these related party transactions were priced at the relevant market rates at the time of each transaction.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**29 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)**

- (a) The amount of material related party transactions during the year and outstanding balances at the reporting date are set out below:

	Immediate holding company	
	2021	2020
	\$'000	\$'000
<b>Consolidated statement of profit or loss and other comprehensive income:</b>		
Interest income	45	72
Interest expense	(5,098)	(22,946)
Net fee and commission income	2,534	1,092
Other operating income	185	1,161
Other operating expense	(3,131)	(3,164)
<b>Consolidated statement of financial position:</b>		
Amounts due from:		
– Cash and balances with banks and central bank	14,308	11,244
– Other assets	1,920	3,151
Amounts due to:		
– Deposits from banks	1,403,340	1,356,660
– Other liabilities	187,666	787
– Lease liabilities	9,935	13,424
	<u>          </u>	<u>          </u>

**(b) Directors and key management personnel**

During the year, the Group did not provide any credit facilities nor accept any deposits from the directors and key management personnel of the Group and its holding companies as well as their close family members and companies controlled or significantly influenced by them.

Remunerations, for key management personnel, including amounts paid to the Group's directors as disclosed in Note 11, are as follows:

	2021	2020
	\$'000	\$'000
Salaries and other benefits	12,763	13,745
Contribution to provident fund	781	777
Variable bonuses	3,435	3,930
Of which: deferred	39	–
	<u>          </u>	<u>          </u>

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**30 DERIVATIVE FINANCIAL INSTRUMENTS**

Derivatives entered into by the Group include foreign exchange forward and swap contracts. The Group used these derivatives in its own assets and liabilities management and also sold these products to customers as normal banking activities. For these transactions entered into with customers, they were actively managed through offsetting deals with external parties to ensure the Group's net exposures were within acceptable level of risk. No significant proprietary positions were maintained by the Group at 31 December 2021 and 2020.

Credit risk-weighted amount refers to the amount as computed in accordance with the Banking (Capital) Rules and depends on the status of the counterparty and the residual maturity of the transaction. The risk-weight factor for derivatives outstanding at 31 December 2021 ranged from 20% to 100% (2020: 20% to 100%).

Derivative financial instruments are presented in net when there is a legally enforceable right to set off the recognised amounts, and there is an intention to settle them on a net basis or realise the asset and settle the liability simultaneously. As at 31 December 2021, no derivative financial instruments have fulfilled the above criteria, therefore no derivative financial instruments were offset on the consolidated statement of financial position (2020: Nil).

**Derivatives – held for trading**

	2021			2020		
	Notional amount HK\$'000	Derivative financial assets HK\$'000	Derivative financial liabilities HK\$'000	Notional amount HK\$'000	Derivative financial assets HK\$'000	Derivative financial liabilities HK\$'000
Exchange rate contracts						
– Spot and forward	4,324,296	50,270	8,424	4,605,063	30,904	79,207
Interest rate contracts						
– Swap	1,282,730	5,178	13,780	1,546,825	15,567	37,440
	<u>5,607,026</u>	<u>55,448</u>	<u>22,204</u>	<u>6,151,888</u>	<u>46,471</u>	<u>116,647</u>

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**31 CONTINGENT LIABILITIES AND COMMITMENTS**

	2021 \$'000	2020 \$'000
Contract amounts		
– Direct credit substitutes	–	–
– Trade-related contingencies	–	–
– Transaction-related contingencies	–	10,860
– Other commitments		
– which are unconditionally cancellable	3,993,649	2,489,450
– with an original maturity under one year	15,625	145,567
– with an original maturity over one year	445,373	191,250
	<u>4,454,647</u>	<u>2,837,127</u>
Credit risk-weighted amounts	<u>225,811</u>	<u>124,738</u>

Contingent liabilities and commitments are credit related instruments. The risk involved in these credit-related instruments is essentially the same as the credit risk involved in extending loan facilities to customers. The contractual amounts represent the amounts at risk should the contract be fully drawn and the customer would be in default. As the facilities may expire without being drawn, the contract amounts do not represent expected future cash flows.

The risk-weight factor for the computation of credit risk-weighted amounts range from 0% to 100%.

**32 LOANS TO DIRECTORS AND ENTITIES CONNECTED WITH DIRECTORS**

Loans to directors of the Company and entities connected with directors, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	2021 \$'000	2020 \$'000
Aggregate amount in respect of principal and interest as at 31 December	<u>–</u>	<u>–</u>
The maximum aggregate amount outstanding in respect of principal and interest during the year	<u>–</u>	<u>–</u>

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
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**33 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS**

**(a) Reconciliation of profit before taxation to net cash inflow from operating activities**

	Note	2021 \$'000	2020 \$'000
(Loss)/ profit before taxation		(84,150)	271,509
Adjustments for:			
Interest income	6	(959,493)	(1,213,041)
Interest expense	6	254,602	545,854
Depreciation of property and equipments	9	5,471	6,497
Amortisation of right-of-use assets	9	25,869	25,609
Amortisation of intangible assets	9	1,947	2,657
Impairment charges	10	628,674	453,944
Net income from investment securities		255,380	(44,437)
Interest received		453,215	624,848
Interest paid		(176,321)	(403,979)
Elimination of exchange differences and other non cash items		46,016	109,112
		<u>451,210</u>	<u>378,573</u>
<b>Operating profit before changes in working capital</b>		451,210	378,573
Change in financial assets at fair value through profit or loss		(390,877)	(181,624)
Change in financial liabilities at fair value through profit and loss		–	(111,765)
Change in financial assets sold under repurchase agreement		–	(550,067)
Change in balances and placements with and advances to banks with original maturity beyond three months		381,043	(115,586)
Change in gross loans and advances to customers		1,250,254	(3,933,927)
Change in other assets		86,002	(109,041)
Change in deposits from customers		210,569	1,444,310
Change in deposits from banks		(2,273,658)	(1,192,575)
Change in certificates of deposit issued		4,419,303	416,309
Change in other liabilities		179,791	(138,049)
		<u>4,313,637</u>	<u>(4,093,442)</u>
Cash generated/ (used) from operating activities		4,313,637	(4,093,442)
Hong Kong Profits Tax paid		(23,819)	(107,138)
Tax paid outside Hong Kong		(20,074)	(14,870)
		<u>(23,819)</u>	<u>(107,138)</u>
		<u>(20,074)</u>	<u>(14,870)</u>
Net cash inflow/ (outflow) from operating activities		<u><u>4,269,744</u></u>	<u><u>(4,215,450)</u></u>

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**33 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)**

**(b) Cash and cash equivalents in the consolidated statement of cash flows:**

	2021 \$'000	2020 \$'000
Gross cash and balances with banks and central bank (Note 14)	1,900,545	5,566,380
Less: Balances with banks for segregated accounts	(300)	(300)
Gross placements with and advances to banks with original maturity within three months	1,859,617	566,379
Investment securities with original maturity within three months	114,605	299,989
	<u>3,874,467</u>	<u>6,432,448</u>

**(c) Reconciliation with the consolidated statement of financial position:**

	2021 \$'000	2020 \$'000
Gross cash and balances with banks and central bank (Note 14)	1,900,545	5,566,380
Gross placements with and advances to banks (Note 15)	1,859,617	947,422
Investment securities (Note 17)	11,332,268	10,077,774
	<u>15,092,430</u>	<u>16,591,576</u>
Amounts shown in the consolidated statement of financial position		
Less: Balances, gross placements with and advances to banks and investment securities with original maturity beyond three months	(11,217,663)	(10,158,828)
Less: Balances with banks for segregated accounts	(300)	(300)
	<u>3,874,467</u>	<u>6,432,448</u>

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**33 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)**

**(d) Reconciliation of liabilities arising from financing activities:**

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

	Other debt securities issued (Note 25) \$'000	Short-term borrowings \$'000	Lease Liabilities (Note 26) \$'000	Total \$'000
At 1 January 2020	3,886,385	51,485	57,496	3,995,366
<b>Changes from financing cash flow:</b>				
Net proceeds from short-term borrowings	–	1,198,626	–	1,198,626
Proceeds from the issuance of other debt securities	3,848,279	–	–	3,848,279
Capital element of lease rentals paid	–	–	(24,428)	(24,428)
Interest element of lease rentals paid	–	–	(1,821)	(1,821)
Interest paid	(135,283)	(16,355)	–	(151,638)
Total changes from financing cash flow	3,712,996	1,182,271	(26,249)	4,869,018
Increase in lease liabilities from entering new lease during the period	–	–	280	280
Interest expense	135,283	16,355	1,821	153,459
Exchange difference	(6,753)	–	25	(6,728)
<b>Total other changes</b>	128,530	16,355	2,126	147,011
At 31 December 2020 and 1 January 2021	7,727,911	1,250,111	33,373	9,011,395

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**(EXPRESSED IN HONG KONG DOLLARS)**

**33 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)**

**(d) Reconciliation of liabilities arising from financing activities: (continued)**

	Other debt securities issued at amortised cost (Note 25) \$'000	Short-term borrowings \$'000	Lease Liabilities (Note 26) \$'000	Total \$'000
<b>Changes from financing cash flow:</b>				
Net proceeds from short-term borrowings	–	(943,935)	–	(943,935)
Redemption from the other debt securities	–	–	–	–
Proceeds from the issuance of other debt securities	(3,876,171)	–	–	(3,876,171)
Capital element of lease rentals paid	–	–	(22,753)	(22,753)
Interest element of lease rentals paid	–	–	(1,142)	(1,142)
Interest paid	(110,365)	(23,117)	–	(133,482)
	<u>(3,986,536)</u>	<u>(967,052)</u>	<u>(23,895)</u>	<u>(4,977,483)</u>
Total changes from financing cash flow				
Increase in lease liabilities from entering new lease during the period			61,949	61,949
Interest expense	118,625	23,117	1,142	142,884
Exchange difference	22,979	–	13	22,966
	<u>141,604</u>	<u>23,117</u>	<u>63,078</u>	<u>227,799</u>
<b>Total other changes</b>	<u>141,604</u>	<u>23,117</u>	<u>63,078</u>	<u>227,799</u>
At 31 Dec 2021	<u>3,882,979</u>	<u>306,176</u>	<u>72,556</u>	<u>4,261,711</u>

**34 IMMEDIATE AND ULTIMATE HOLDING COMPANY**

As at 31 December 2021, the Company's immediate and ultimate holding company is Bank of Shanghai Co., Limited, which is incorporated in the People's Republic of China. Bank of Shanghai Co., Limited produces financial statements available for public access.

**35 EVENTS AFTER REPORTING PERIOD**

Subsequent to the end of reporting period, there continues to be significant changes in the market sentiment in respect of certain loan borrowers and bond issuers within the real estate sector in China and this continues to impact the staging classification and ECL provision of both the loans and investment securities held by the Group. The Group is closely monitoring the market development and assessing the financial impact to the Group.

**36 COMPARATIVE FIGURES**

Certain comparative figures in the consolidated financial statements have been reclassified to conform with current year's presentation.

**37 APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were approved and authorized for issue by the Board of Directors on 22 April 2022.

**CORPORATE GOVERNANCE REPORT (UNAUDITED)**

The following information is disclosed as part of the accompanying information to the financial statements and does not form part of the audited financial statements

**1 CORPORATE GOVERNANCE**

The Bank fully complied with, in all material aspects, throughout the year with the module on “Corporate Governance of Locally Incorporated Authorized Institutions” issued by the HKMA.

**(a) Corporate Governance Policy**

The Bank recognizes the importance of robust corporate governance and high standards of corporate governance and maintains an effective corporate governance framework to ensure effective oversight and strong accountability of the Board and senior management. The established well-structured corporate governance framework directs and provides the business ethical conduct of the Bank, thereby protects and upholds the interests of shareholders as a whole in a sustainable manner.

**(b) Governance Framework**

The Board is at the core of the Bank’s corporate governance framework and responsible for the leadership and control of the Bank to promote its success and continuing growth. The Board is responsible for providing high-level guidance and effective oversight of the management.

The Board is mainly responsible for reviewing and approving the Bank’s strategic and business plans and guiding policies whilst day-to-day management of the Bank’s affairs and implementation of its strategy and policy initiatives are delegated to the Chief Executive Officer and the senior management who operate in accordance with the Board’s approved policies and delegated limits of authority. The Board also establish a number of Board Level Committees (i.e. Audit Committee, Remuneration and Nomination Committee, Risk and Compliance Committee and Executive Committee) and delegate the authority to the Executive Committee to establish Management Level Committees (i.e. Credit Committee, Asset and Liability Committee, Operations and Technology Committee and AML Committee) to help the Chief Executive Officer and the senior management oversee the daily operations of the Bank.

All these committees have specific terms of reference in order to ensure that the committees will discharge their responsibilities properly and to report back to the Board when appropriate, their recommendations and decisions.

**(c) The Board**

The Board shall provide high-level guidance and direction for the on-going development of the Bank. The most significant responsibilities are to:

- i. Review, approve and monitor the objectives, strategies and business plan;
- ii. Review and monitor the performance against the annual business plan with corrective action to be taken as needed; and

**CORPORATE GOVERNANCE REPORT (UNAUDITED) (CONTINUED)**

**1 CORPORATE GOVERNANCE (CONTINUED)**

**(c) The Board (continued)**

- iii. Decide the capital structure and dividend policy.

The Board shall ensure that an effective risk management framework and internal control system are in place. The most significant responsibilities are to:

- i. Review and approve the Bank's risk appetite statement lay down risk management strategies and approve risk management framework to ensure that it is adequate and consistent;
- ii. Review and approve capital management strategy, capital adequacy, liquidity risk strategy, market risk strategy as well as balance sheet management;
- iii. Review and approve the key risk policies in relation to Bank's recovery plan, connected lending, large exposure and industry concentration policies and the predetermined limits and threshold, liquidity policy statement, contingency funding plan and strategic plan formulating and approving process and procedure;
- iv. Endorse the establishment of Business Continuity Planning (BCP) policy and processes, and review the annual statement of BCP.
- v. Ensure the internal control systems are effective and the Bank's operations are properly controlled and comply with policies approved by the Board as well as any applicable laws and regulations; and
- vi. Approve the appointment, resignation and removal of external auditors upon the recommendation of Audit Committee.

The Board shall ensure and monitor that the Bank conducts its business and affairs with high degree of integrity and ethical values through the implementation of appropriate policies, guidelines and standards. The Board should set and adhere to professional standards and corporate values that promote ethical and responsible professional behavior amongst the Bank's staff (including senior management and members of the board). The Board is responsible for the Bank's corporate governance and overall compliance with and adherence to the applicable laws and regulations.

The Board shall ensure the competency of the Chief Executive Officer and senior management in running the operation of the Bank in a sound and efficient manner. The Board needs to:

- i. Approve the appointment and termination of the Chief Executive Officer and Deputy/Assistant and Alternate Chief Executive Officer(s); and
- ii. Approve the Bank's Remuneration Policy and remuneration packages of the Chief Executive Officer and Deputy/Assistant and Alternate Chief Executive Officer(s);
- iii. Approve the appointment to, and removal from, the composition of the Executive Committee.
- iv. Approve the management succession plan of the Bank.

**CORPORATE GOVERNANCE REPORT (UNAUDITED) (CONTINUED)**

**1 CORPORATE GOVERNANCE (CONTINUED)**

**(c) The Board (continued)**

With the assistance of the Remuneration and Nomination Committee, the Board shall ensure the Remuneration Policy is consistent with the Bank's ethical values, objectives, strategies and control environment.

The Board shall ensure the effectiveness of the Audit Committee in fulfilling its responsibilities. The Board needs to:

- i. Review and approve the Terms of Reference prepared by the Audit Committee; and
- ii. Obtain regular reporting by the Audit Committee with regard to the works performed by the Audit Committee, including any significant findings identified in the Bank's internal control systems and progress made by the senior management in implementing any remedial actions to address the deficiencies.

**(d) Profiles of Directors**

Name	Role in BOSHK	Qualifications	Other Directorships and executive positions held
Mr. Lin Liquan	Non-Executive Director (appointed as Director of BOSHK on 1 August 2019)  Chairman (nominated as Chairman on 21 March 2022)	EMBA, China Europe International Business School	Director, BOSK International Company Limited
Mr. Huang Tao	Non-Executive Director, Chairman (ceased to act as Non-Executive Director and Chairman on 10 December 2021)	Master Degree in Business Administration, University of Oxford	Vice President, Bank of Shanghai Co., Limited (ceased to act as vice president on 27 Oct 2021)  Director, Shenlian International Investment Company  Chairman, BOSK International Company Limited (ceased to act as chairman on 10 Dec 2021)  Deputy Head of Preparatory Group, Designated General Manager, Guo Min Pension & Insurance Corporation Ltd

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
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**CORPORATE GOVERNANCE REPORT (UNAUDITED) (CONTINUED)**

**1 CORPORATE GOVERNANCE (CONTINUED)**

**(d) Profiles of Directors (continued)**

Name	Role in BOSHK	Qualifications	Other Directorships and executive positions held
Ms. Li Xiaohong	Non-Executive Director (appointed as Director of BOSHK on 11 January 2019)	Doctor of Laws, Jilin University EMBA of China Europe International Business School	Board Secretary, Bank of Shanghai Co., Limited Chairwoman, BOSC International Company Limited
Mr. Chen Xuanqiang	Executive Director & CEO (appointed to act as director on 10 December 2021)	Bachelor Degree in Economics, Shenzhen University	Non-Executive Director, BOSC International Company Limited
Ms. Zhang Xuhong	Executive Director & CEO (ceased to act as a director on 10 Dec 2021)	Master Degree in Business Administration, Shanghai Jiao Tong University	Non-Executive Director, BOSC International Company Limited
Prof. Tsien James Steed	Independent Non-Executive Director	Honorary Professor, Hong Kong Baptist University Adjunct Professor, Hang Seng University of Hong Kong Chartered Manager & Companion, The Chartered Management Institute, UK Honorary Fellow, Hong Kong Baptist University Honorary Member, University Court, Hong Kong Baptist University Member, The Hong Kong Institute of Bankers Executive Program for International Managers, The Graduate School of Business, Columbia University, New York, U.S.A. Member, The Chartered Institute of Bankers, UK Diploma in Business Management (with distinction), Hong Kong Baptist College	Vice Chairman, University Council, Hang Seng University of Hong Kong

**BANK OF SHANGHAI (HONG KONG) LIMITED**  
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**CORPORATE GOVERNANCE REPORT (UNAUDITED) (CONTINUED)**

**1 CORPORATE GOVERNANCE (CONTINUED)**

**(d) Profiles of Directors (continued)**

Name	Role in BOSHK	Qualifications	Other Directorships and executive positions held
Mr. Cheng Kwok Kin, Paul	Independent Non-Executive Director	Fellow of the Institute of the Chartered Accountants in England and Wales and of the Hong Kong Institute of Certified Public Accountants	Independent Non-Executive Director, Kin Yat Holdings Limited
		Fellow Member, HK Securities and Investment Institute	Independent Non-Executive Director, Xinyi Solar Holdings Limited
Mr. Fong Wo, Felix	Independent Non-Executive Director	Bachelor of Engineering, Dean's honour (McMaster University, Canada)	Independent Non-Executive Director, Greenland Hong Kong Holdings Limited
		Juris Doctor (Osgoode Hall Law School, Canada)	Independent Non-Executive Director, Guangdong Land Holdings Limited
		Member of the law societies of Hong Kong, Ontario and England	Independent Non-Executive Director, Xinming China Holdings Limited (resigned on 31 October 2021)
		China-Appointed Attesting Officer in Hong Kong appointed by the Ministry of Justice of China	Independent Non-Executive Director, Vesync Co Ltd
		Solicitor, The High Court of Hong Kong	Independent Non-Executive Director, Television Broadcasts Limited
		Solicitor, The Law Society of United Kingdom	Director, Smartcheer Limited
			Director, Smartcheer One Limited
			Director, Smartcheer Two Limited
	Director, Smartcheer Three Limited		
	Director, Lafontaine Holdings Inc.		
	Director, Basic Law Institute Limited		
	Director, Hong Kong Economic Exchange Company Limited		
	Consultant, King & Wood Mallesons		

**CORPORATE GOVERNANCE REPORT (UNAUDITED) (CONTINUED)**

**1 CORPORATE GOVERNANCE (CONTINUED)**

**(e) Committees' functions and composition**

The Board has ultimate and overall responsibility for the corporate governance of the Company.

To assist its performance of the role, the following committees are established:

(i) Audit Committee

The Audit Committee reviews and monitors the effectiveness of the internal control system of the Bank, exercises oversight over objectivity, credibility and integrity of the financial reporting and other mandatory professional reporting requirements, and the work of the internal and external auditors. The Committee consists of one non-executive director and three independent non-executive directors, and it is chaired by one of the independent non-executive directors. 4 Audit Committee meetings were held during 2021.

(ii) Remuneration and Nomination Committee

The Remuneration and Nomination Committee exercises oversight of the overall remuneration matters of the Bank in consistence with its culture, strategy and control environment. The Committee should make recommendations in respect of Remuneration Policy and practices to the Board. The Remuneration and Nomination Committee should ensure that the levels of remuneration should be sufficient and appropriate to attract and retain the necessary talents in order to provide a stable and efficient operation of the Bank. In addition to the above, the Committee is responsible to identify individuals suitably qualified to become board members and propose to the board on the selection of individuals nominated for directorship. It also make recommendations to the Board on appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive Officer. The Committee may also undertake board performance evaluation to assist the board in reviewing the efficiency and effectiveness of the functioning of the board. Furthermore, the Committee is responsible for promoting the corporate culture by setting an appropriate tone from the top and establishing the Bank's culture and behavioural standards that promote prudent risk-taking and fair treatment of customers.

The Committee consists of two non-executive directors and three independent non-executive directors, and it remains to be chaired by one of the independent non-executive directors. 2 Remuneration and Nomination Committee meeting were held during 2021.

(iii) Risk and Compliance Committee

The Risk and Compliance Committee is established with formal and clear delegation of authority by the Board and be provided with sufficient resources to perform their duties. The objective of the Risk and Compliance Committee is to have a sound understanding of the Bank's business activities and their associated risks and thus to ensure that these risk are properly managed within the framework of full compliance. The Committee consists of three independent non-executive directors, one non-executive director and one executive director, and it is chaired by one of the independent non-executive directors. 4 Risk and Compliance Committee meetings were held during 2021.

**CORPORATE GOVERNANCE REPORT (UNAUDITED) (CONTINUED)**

**1 CORPORATE GOVERNANCE (CONTINUED)**

**(e) Committees' functions and composition (continued)**

(iv) Executive Committee

The Executive Committee assists the Board in conducting and managing the day-to-day business and affairs of the Company. The Committee consists of Chief Executive Officer, Head of Operations and Technology, Head of Corporate Banking, Head of Institutional Banking, Chief Risk Officer, Head of Treasury and Head of Finance, and it is chaired by the Chief Executive Officer. 11 Executive Committee meetings were held during 2021.

(v) Credit Committee

Credit Committee is responsible for credit management and exercises oversight of overall credit quality of the Bank. The Committee consists of the Chief Executive Officer, Chief Risk Officer, one of the Head of Corporate and Institutional Banking, Head of Finance and senior staff of Credit Risk Division, and it is chaired by the Chief Risk Officer. 12 regular Credit Committee meetings were held during 2021.

(vi) Asset & Liability Committee

Asset & Liability Committee is responsible for managing liquidity risk and asset and liability management. The Committee consists of the Chief Executive Officer, Head of Treasury, Head of Operations & Technology, Chief Risk Officer, Head of Finance, Head of Corporate Banking and Head of Institutional Banking, and it is chaired by the Head of Treasury. 6 Asset & Liability Committee meetings were held during 2021.

(vii) Operations and Technology Committee

Operations and Technology Committee is responsible for rationalizing, streamlining and sanctioning the front to back operations process flow plus control to ensure the operations efficiency, control and customer services; reviewing and approving standard service charges and fees of products and services, solution suggestion and resolution to any operations risk issue(s); strategizing the long and medium term information technology plan; sanctioning the bank-wide information and/or technology risk management policy(es); evaluate and ensure the overall cost and effectiveness of information technology system(s) deployed. The Committee comprises of Head of Operations and Technology (Chairman); Chief Executive Officer, Head of IT, Chief Risk Officer, ; Head of Finance; Head of Corporate Banking and Institutional Banking; Head of Compliance; Head of Treasury. 4 Operation and Technology Committee meetings were held during 2021.

**CORPORATE GOVERNANCE REPORT (UNAUDITED) (CONTINUED)**

**1 CORPORATE GOVERNANCE (CONTINUED)**

**(e) Committees' functions and composition (continued)**

(viii) Anti-Money Laundering Committee

Anti-Money Laundering Committee is responsible for supervising the overall activities relating to the prevention and detection of money laundering and terrorist financing of the bank, ensuring the continuous effectiveness in prevention and detection controls and identifying areas of high vulnerability to money laundering and terrorist financing. The Committee consists of the Chief Executive Officer, Acting Head of Legal and Compliance, Chief Risk Officer, Head of Corporate Banking, Head of Institutional Banking and Head of Operations and Technology, and it is chaired by the Head of Compliance. 4 Anti-Money Laundering Committee meetings were held during 2021.

**(f) The approach for recruitment and selection of members of the board**

Remuneration and Nomination Committee provides oversight of the overall remuneration and nomination matters of the Bank in consistence with its culture, strategy and control environment. Remuneration and Nomination Committee is responsible for identifying individuals suitably qualified to become board members and propose to the board on the selection of individuals nominated for directorship. The appointment of Directors will be considered and approved by the Board based on the nomination of the Remuneration and Nomination Committee. Approval from the HKMA will also be obtained in accordance with the Banking Ordinance.

In order to promote the Board's efficiency and standards of corporate governance, a number of aspects will be considered to identify suitable and qualified candidates to be a Board member, including but not limited to gender, age, cultural and educational background, ethnicity, geographical location, professional experience, skills and knowledge, etc. At the same time, all Board appointments are made on merit, in the context of the skills and experience the Board as a whole required and the various perspectives of Board diversity elements as mentioned above shall also be adequately considered. All Directors possess appropriate experience, competence and personal and professional integrity to discharge their responsibilities effectively.

**CORPORATE GOVERNANCE REPORT (UNAUDITED) (CONTINUED)**

**2 DISCLOSURE ON REMUNERATION**

The Company fully complied with, in all material aspects, the requirements set out in the Supervisory Policy Manual module CG-5, namely “Guideline on a Sound Remuneration System” issued by the HKMA.

The Remuneration and Nomination Committee is established with specific terms of reference and its membership consists of 3 independent non-executive directors and 2 non-executive directors. The Remuneration and Nomination Committee meets at least once a year to review and make recommendations to the Board of Directors (the “Board”) of the Company on the overall remuneration policy and structure, specific remuneration packages and compensation arrangement relating to the appointment of Senior Management and Key Personnel, and on the formulation of the remuneration policy applicable to all employees of the Company. All remuneration actions and decisions made by the Remuneration and Nomination Committee are reported to the Board for ratification. In 2021, the assessment of the Bank’s remuneration system was conducted. There were changes made to the remuneration policy with regards to the categorization of personnel and deferral mechanism so as to have specific regard to the remuneration of the employees whose activities in the aggregate may expose the Company to material amounts of risk and also to achieve effective alignment of incentives awards to the time horizon of risks.

The Board and the Remuneration and Nomination Committee provide oversight of the overall remuneration administration of the Company to ensure consistency with its culture, strategy, risk tolerance and control environment. The Remuneration and Nomination Committee reviews the remuneration policy and system at least on an annual basis to ensure the Company’s effective human resources management.

For the purpose of this disclosure, the Senior Management and Key Personnel mentioned in this section are defined according to the “Guideline on a Sound Remuneration System” issued by the HKMA.

Senior Management comprises Chief Executive, Assistant Chief Executives, Alternate Chief Executives and members of the Executive Committee of the Company, who are responsible for the oversight of the Company’s strategy or activities or material business lines. Key Personnel refers to employees responsible for duties or activities which involves the assumption of material risks or taking on of material exposures on behalf of the Company.

*Design and Structure of the Remuneration Process*

The remuneration system of the Company is designed to motivate employee behaviour that supports the Company’s overall business goals and objectives, long-term financial soundness and effective risk management. It aims to create long-term value for the Company and to align the remuneration of employees with the Company’s profitability and time horizon of risks.

The remuneration package comprises fixed salary and variable remuneration. The objective is to ensure the package is competitive in the market so as to attract, retain and motivate the right talents. The proportion of variable remuneration shall vary according to the staff’s roles and responsibilities, as well as performance.

**CORPORATE GOVERNANCE REPORT (UNAUDITED) (CONTINUED)**

**2 DISCLOSURE ON REMUNERATION (CONTINUED)**

Fixed remuneration includes base salary, fixed allowances and year-end guaranteed pay (if applicable). Variable remuneration, mainly discretionary cash bonus payment, is awarded based on the overall performance of the Company, the relevant business unit and the individual staff member, taking into consideration of the full range of current and potential short-term and longer-term risks connected with the activities of staff which may affect the performance of the Company.

*Performance Management and Consideration of Relevant Risks in the Remuneration Process*

Performance of individual staff member is assessed against a number of pre-defined and measurable performance goals. The goals are determined according to the job responsibilities and areas of contribution covering both financial and non-financial factors. Financial factors include quantitative measures such as profit, revenue, business turnover or volume. Non-financial factors include criteria such as strict adherence to the code of conduct, internal control policies, compliance requirement and risk management standard. The non-financial factors constitute a significant part of an employee's overall performance measurement. The size and allocation of variable remuneration take into account the full range of current and potential risks associated with the functions and activities conducted by the relevant employee.

The overall and balanced quality of staff performance is therefore measured and determined not only by financial achievements but also non-financial indicators which form an integral part of the performance management system. For staff within risk control functions, they have to achieve their specific divisional and individual key performance indicators independent of the performance of the business areas which they oversee.

*Deferral of Variable Remuneration*

Payment of performance-based bonus is subject to deferral mechanism.

The key principles are:

- Deferral should apply when performance-based bonus amount is considered “significant”;
- Deferral amount needs to be meaningful;
- The award of deferral bonus shall be subject to a vesting period and pre-defined vesting conditions. The vesting period shall be no more than 3 years and aligned with the nature and risks of business, activities undertaken by the employees and the time frame during which the risks from the activities are likely to be realized.

**CORPORATE GOVERNANCE REPORT (UNAUDITED) (CONTINUED)**

**2 DISCLOSURE ON REMUNERATION (CONTINUED)**

*Remuneration Awarded to Senior Management and Key Personnel*

	2021	2020
Number of Senior Management and Key Personnel	<u>8</u>	<u>7</u>
	\$'000	\$'000
Fixed remuneration (see Note below)		
– Cash	13,544	13,321
Variable remuneration		
– Cash	3,435	3,930
Of which: deferred	<u>39</u>	<u>–</u>

Note: Fixed remuneration included employee's annual salary, allowances and employer's contribution to provident fund. Variable remuneration comprised of discretionary cash bonus only.

No guaranteed bonus, sign-on bonus, deferred variable remuneration or severance payment were made to the Senior Management and Key Personnel in 2020 and 2021.

*Deferred Remuneration*

	(a) Total amount of outstanding deferred remuneration \$'000	(b) Of which: Total amount of outstanding deferred and retained remuneration exposed to ex post explicit and/or implicit adjustment \$'000	(c) Total amount of amendment during the year due to ex post explicit adjustments (Resignation) \$'000	(d) Total amount of amendment during the year due to ex post implicit adjustments \$'000	(e) Total amount of deferred remuneration paid out in the financial year \$'000
2021					
Deferred and retained remuneration					
Senior Management and Key Personnel					
Cash	39	39	–	–	–
Shares	–	–	–	–	–
Cash-linked instruments	–	–	–	–	–
Other	–	–	–	–	–
<b>Total</b>	<u><b>39</b></u>	<u><b>39</b></u>	<u><b>–</b></u>	<u><b>–</b></u>	<u><b>–</b></u>