

Report of the Directors



The Directors of the Board of Hang Lung Group Limited are pleased to present their report, together with the audited consolidated Financial Statements for the year ended December 31, 2021.

Principal Activities

The principal activities of the Company are investment holding, and through its subsidiaries, property development for sales and leasing, property investment for rental income, and other investments. The Company and its subsidiaries (collectively referred to as the Group) also operate in car park management and property management, and through its joint ventures, are involved in the provision of dry and laundry cleaning services.

An analysis of the revenue and trading results of the Group by operating segments during the financial year is set out in Note 2 to the Financial Statements.

Principal Subsidiaries and Joint Ventures

A list of principal subsidiaries and joint ventures, their places of incorporation and operations and particulars of their issued share capital/registered capital is set out in Notes 34 and 35 to the Financial Statements.

Financial Results

The results of the Group for the year ended December 31, 2021 are set out in the consolidated Financial Statements on pages 139 to 201.

Dividends

The Board recommends a final dividend of HK65 cents per share which, together with the interim dividend of HK21 cents per share paid on September 29, 2021, makes a total of HK86 cents per share in respect of the year ended December 31, 2021. The proposed final dividend, if approved by the shareholders at the AGM on April 27, 2022, will be paid on May 19, 2022 to shareholders whose names appear on the register of members on May 4, 2022.

The Company aims at providing a stable dividend to shareholders. The dividend reflects the financial performance of its subsidiary HLP. In recommending a dividend, the Company takes into account the return to shareholders and its funding requirements for future business growth.

Business Review

A fair review of the Group's business and a discussion and analysis of the Group's performance during the year, along with the material factors underlying its results and financial position are included in the Review of Operations and Financial Review sections on pages 22 to 61 and pages 62 to 73 respectively. A description of the principal risks and uncertainties facing the Company can be found throughout this annual report, particularly in the Corporate Governance Report on pages 90 to 118. The particulars of important events affecting the Company which have occurred since the end of the financial year 2021, if any, can also be found in the abovementioned sections and the Notes to the Financial Statements. The outlook of the Group's business is discussed in the Review of Operations section on pages 22 to 61.

An analysis of the Group's performance using financial key performance indicators is provided in the Financial Highlights and Financial Review sections on pages 4 to 5 and pages 62 to 73 respectively. A discussion of the Company's sustainability policies and performance, including but not limited to environmental issues across its operations, and an account of the Company's relationships with its key stakeholders are provided in the Sustainability section on pages 76 to 87.



Compliance procedures are in place to ensure adherence to relevant laws and regulations, in particular, those which have a significant impact on the Group. The Audit Committee of the Company is delegated by the Board to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements. Any new enactment of, or changes in, the relevant laws and regulations are communicated through regular legal updates to ensure compliance. The legal updates are circulated to all executive staff to ensure that they are aware of the changes and can disseminate relevant information to their teams. Reminders to relevant staff on compliance are also sent out regularly, where necessary. Training is provided, as needs arise, to build awareness.

The Group has set up systems and policies to ensure compliance with the relevant laws and regulations which have a significant impact on the Group in conducting its business, including but not limited to, the Buildings Ordinance, the Residential Properties (First-hand Sales) Ordinance, the Competition Ordinance, the Personal Data (Privacy) Ordinance, the Minimum Wage Ordinance, the Employment Ordinance, and the Occupational Safety and Health Ordinance in Hong Kong; and the Construction Law, the Fire Safety Law, the Anti-Monopoly Law, the Anti-Unfair Competition Law, the Cyber Security Law, the Labour Law, the Labour Contract Law and the Trade Union Law in the People's Republic of China. At a corporate level, the Company also complies with the Listing Rules, the Companies Ordinance and the SFO.

Ten-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last ten financial years is set out on pages 202 and 203.

Major Suppliers and Customers

During the year, both the percentage of purchases attributable to the Group's five largest suppliers combined and the percentage of revenue from sales of goods or rendering of services attributable to the Group's five largest customers combined were less than 30% of the total purchases and total revenue of the Group respectively.

Distributable Reserves

The Company's reserves available for distribution to shareholders as at December 31, 2021 amounted to HK\$19,990 million (2020: HK\$18,830 million).

Donations

Donations made by the Group during the year amounted to HK\$17 million (2020: HK\$25 million).

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Group as at December 31, 2021 are set out in Note 18 to the Financial Statements.

Borrowing Costs Capitalization

Borrowing costs capitalized by the Group during the year amounted to HK\$1,000 million (2020: HK\$1,296 million).

Major Group Properties

Details of major properties of the Group as at December 31, 2021 are set out on pages 58 to 61.

Share Capital

During the year, the Company did not issue any shares (2020: Nil).

Details of the movement in the share capital of the Company during the year are set out in Note 21 to the Financial Statements.

Share Capital of the Company's Listed Subsidiary

During the year, the Company's listed subsidiary, HLP issued 1,461,000 fully paid shares (2020: 81,000 shares), for a total consideration of HK\$29,099,780 (2020: HK\$1,618,380) as a result of the exercise of share options under a share option scheme of HLP.

Equity-Linked Agreements

No equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

Directors

The Directors of the Board of Hang Lung Group Limited during the year and up to the date of this report are:

Mr. Ronnie C. Chan
Mr. Adriel Chan
Mr. Weber W.P. Lo
Mr. Gerald L. Chan
Mr. Simon S.O. Ip
Prof. P.W. Liu
Prof. L.C. Tsui
Mr. Martin C.K. Liao
Mr. George K.K. Chang
Mr. Roy Y.C. Chen
Mr. H.C. Ho
Mr. Kenneth K.K. Chiu (appointed on October 6, 2021)

Mr. H.C. Ho will retire with effect from March 1, 2022.

The biographical details of the Directors of the Board are set out on pages 119 to 124. Details of their remuneration are set out in Note 6 to the Financial Statements.

Mr. Kenneth K.K. Chiu, being Executive Board Member newly appointed on October 6, 2021, will retire from the Board at the forthcoming AGM in accordance with article 94 of the Articles of Association and, being eligible, offer himself for re-election.

In accordance with article 103 of the Articles of Association, Mr. Ronnie C. Chan, Mr. Weber W.P. Lo and Mr. Simon S.O. Ip will retire from the Board by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

The list of directors who have served on the boards of the subsidiaries of the Company during the year and up to the date of this report is available on the Company's website at <http://www.hanglunggroup.com> under "Constitutional Document & Directors of Subsidiaries" in the "Corporate Governance" subsection of the "Investor Relations" section.

Directors' Service Contracts

No Director of the Board proposed for re-election at the forthcoming AGM has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation (other than statutory compensation).

Directors' Interests in Transaction, Arrangement or Contract

Save as disclosed, no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party, and in which a Director of the Board or his connected entity was materially interested, whether directly or indirectly, subsisted at any time during or at the end of the year.



Permitted Indemnity

Pursuant to the Articles of Association, every Director of the Board or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto subject to the Companies Ordinance. Such permitted indemnity provision for the benefit of the Directors of the Board was in force during the year and remained in force as of the date of this report.

Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at December 31, 2021, the interests or short positions of each Director of the Board in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or pursuant to the Model Code or which were recorded in the register required to be kept by the Company under section 352 of the SFO are as follows:

Name	Capacity	The Company (Long Position)		Hang Lung Properties Limited (Long Position)		Number of Shares under Option (Note 3)
		Number of Shares	% of Number of Issued Shares	Number of Shares	% of Number of Issued Shares	
Ronnie C. Chan	Personal & Other	27,713,500 (Note 1)	2.04	17,155,000	0.38	15,500,000
Adriel Chan	Personal & Other	538,345,080 (Notes 1 & 2)	39.54	2,670,248,340 (Note 2)	59.35	7,400,000
Weber W.P. Lo	Personal	200,000	0.01	600,000	0.01	15,750,000
Gerald L. Chan	–	–	–	–	–	–
Simon S.O. Ip	–	–	–	–	–	–
P.W. Liu	Personal & Family	–	–	100,000	–	–
L.C. Tsui	–	–	–	–	–	–
Martin C.K. Liao	–	–	–	–	–	–
George K.K. Chang	–	–	–	–	–	–
Roy Y.C. Chen	–	–	–	–	–	–
H.C. Ho	Personal	78,000	0.01	–	–	10,700,000
Kenneth K.K. Chiu	Personal	–	–	–	–	2,000,000

Notes

- Other interests included 15,923,500 shares of the Company held by a trust of which Mr. Ronnie C. Chan was a discretionary beneficiary, and Mr. Adriel Chan was a settlor and discretionary beneficiary. Accordingly, Mr. Ronnie C. Chan and Mr. Adriel Chan were deemed to be interested in such shares under the SFO.
- Other interests included 522,421,580 shares of the Company and 2,670,248,340 shares of HLP held/deemed to be held by another trust of which Mr. Adriel Chan was a discretionary beneficiary. Accordingly, Mr. Adriel Chan was deemed to be interested in such shares under the SFO.

Report of the Directors

3. Movements of Options under the Share Option Schemes of HLP

(i) Share Option Scheme adopted on November 22, 2002

Date Granted (mm/dd/yyyy)	Name	Number of Shares under Option			Exercise Price per Share (HK\$)	Vested Dates (mm/dd/yyyy)	Expiry Date (mm/dd/yyyy)
		As at Jan 1, 2021	Lapsed during the Year	As at Dec 31, 2021			
06/13/2011	Ronnie C. Chan	4,500,000	4,500,000	–	\$30.79	06/13/2013 : 10% 06/13/2014 : 20% 06/13/2015 : 30% 06/13/2016 : 40%	06/12/2021
	H.C. Ho	3,000,000	3,000,000	–			

(ii) Share Option Scheme adopted on April 18, 2012

Date Granted (mm/dd/yyyy)	Name	Number of Shares under Option			Exercise Price per Share (HK\$)	Vested Dates (mm/dd/yyyy)	Expiry Date (mm/dd/yyyy)
		As at Jan 1, 2021	Granted during the Year	Exercised during the Year			
06/04/2013	Ronnie C. Chan	4,500,000	–	–	\$28.20	06/04/2015 : 10% 06/04/2016 : 20% 06/04/2017 : 30% 06/04/2018 : 40%	06/03/2023
	Adriel Chan	200,000	–	–			
	H.C. Ho	3,000,000	–	–			
12/05/2014	Ronnie C. Chan	2,750,000	–	–	\$22.60		
	Adriel Chan	150,000	–	–			
	H.C. Ho	1,850,000	–	–			
08/10/2017	Ronnie C. Chan	2,750,000	–	825,000	\$19.98	08/10/2019 : 10% 08/10/2020 : 20% 08/10/2021 : 30% 08/10/2022 : 40%	08/09/2027
	Adriel Chan	1,850,000	–	–			
	H.C. Ho	1,850,000	–	–			
05/16/2018	Weber W.P. Lo	10,000,000	–	–	\$18.98		
06/28/2019	Ronnie C. Chan	3,025,000	–	–	\$18.58	06/28/2021 : 10% 06/28/2022 : 20% 06/28/2023 : 30% 06/28/2024 : 40%	06/27/2029
	Adriel Chan	2,200,000	–	–			
	Weber W.P. Lo	2,750,000	–	–			
	H.C. Ho	1,900,000	–	–			
05/12/2021	Ronnie C. Chan	–	3,300,000	–	\$19.95	05/12/2023 : 10% 05/12/2024 : 20% 05/12/2025 : 30% 05/12/2026 : 40%	05/11/2031
	Adriel Chan	–	3,000,000	–			
	Weber W.P. Lo	–	3,000,000	–			
	H.C. Ho	–	2,100,000	–			
10/06/2021	Kenneth K.K. Chiu	–	2,000,000	–	\$17.65	10/06/2023 : 10% 10/06/2024 : 20% 10/06/2025 : 30% 10/06/2026 : 40%	10/05/2031



Save as disclosed above, none of the Directors of the Board had, as at December 31, 2021, any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations.

Other than as stated above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors of the Board to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As at December 31, 2021, details of substantial shareholders' and other persons' (who are required to disclose their interests pursuant to Part XV of the SFO) interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO are as follows:

Name	Note	Number of Shares or Underlying Shares Held (Long Position)	% of Number of Issued Shares (Long Position)
Adriel Chan	1	538,345,080	39.54
Chan Tan Ching Fen	2	522,421,580	38.37
Cole Enterprises Holdings (PTC) Limited	2	522,421,580	38.37
Merssion Limited	2	522,421,580	38.37
Kingswick Investment Limited	3	103,609,000	7.61
Dodge & Cox	4	122,848,600	9.02
Silchester International Investors LLP	4	110,342,000	8.10
Schroders Plc	4	68,315,500	5.02

Notes

- These shares were held by two trusts, 522,421,580 shares of which were held by Merssion Limited under a trust and 15,923,500 shares of which were held by another trust. As Mr. Adriel Chan was a discretionary beneficiary (for 522,421,580 shares) of a trust and both a settlor and discretionary beneficiary (for 15,923,500 shares) of another trust, he was deemed to be interested in such shares under the SFO.
- These shares were the same parcel of shares held by Merssion Limited which was held under a trust. As Ms. Chan Tan Ching Fen was the founder and Cole Enterprises Holdings (PTC) Limited was the trustee, they were deemed to be interested in such shares under the SFO.
These shares were included in the 538,345,080 shares deemed to be interested by Mr. Adriel Chan.
- This company was a wholly-owned subsidiary of Merssion Limited. Its interests were included in 522,421,580 shares held by Merssion Limited.
- These shares were held in the capacity of investment managers.

Save as disclosed above, as at December 31, 2021, no other interests or short positions in the shares or underlying shares of the Company required to be recorded in the register kept under section 336 of the SFO has been notified to the Company.

Related Party Transactions

Details of the material related party transactions undertaken in the usual course of business are set out in Note 27 to the Financial Statements. None of these related party transactions constitutes a discloseable connected transaction under the Listing Rules.

Management Contracts

No contract for the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

Purchase, Sale or Redemption of Listed Securities

HLP Finance Limited, a non-wholly owned subsidiary of the Company, fully redeemed the US\$500 million 4.45% guaranteed notes due in 2021 (stock code: 5726) at principal amount upon maturity on April 16, 2021.

Saved as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of its listed securities during the year.

Corporate Governance

The Company's corporate governance practices are set out in the Corporate Governance Report on pages 90 to 118.

Auditor

The consolidated Financial Statements for the year ended December 31, 2021 have been audited by KPMG. A resolution for the re-appointment of KPMG as auditor of the Company until the conclusion of the next AGM will be proposed at the forthcoming AGM.

By Order of the Board

Winnie Ma

Company Secretary

Hong Kong, January 27, 2022