



KOWLOON-CANTON RAILWAY CORPORATION

The background of the cover is a light green gradient. It features several stylized, semi-transparent green train silhouettes in various orientations, suggesting movement. A large, prominent red double-headed arrow is positioned in the center of the page, pointing both left and right. The overall design is clean and modern.

2021

ANNUAL  
REPORT



# Contents

2	MANAGING BOARD AND KEY MANAGEMENT
4	CHAIRMAN'S STATEMENT
6	CHIEF OFFICER'S STATEMENT AND BUSINESS REVIEW
10	CORPORATE GOVERNANCE REPORT
15	REPORT OF THE MEMBERS OF THE MANAGING BOARD
19	INDEPENDENT AUDITOR'S REPORT
24	FINANCIAL STATEMENTS AND NOTES
80	FIVE-YEAR STATISTICS



## Managing Board



Christopher Hui Ching-yu, JP  
Chairman  
Secretary for Financial Services and the Treasury of the Hong Kong Special Administrative Region Government



Mable Chan, JP  
Permanent Secretary for Transport and Housing (Transport) of the Hong Kong Special Administrative Region Government



Raistlin Lau Chun, JP  
Member of Audit Committee  
Deputy Secretary for Financial Services and the Treasury (Treasury) 1 of the Hong Kong Special Administrative Region Government

## Key Management



L T Ma  
SBS  
BSc(Eng), MSc(Eng), CEng, FHKIE, FCIWEM, FHKIHT, MICE, MStructE  
Chief Officer



K.K. Kwok  
BA, MPA  
Senior Manager-Administration  
Company Secretary (up to 31 December 2021)



**Charlix Wong Shing-hei, JP**  
 FCPA  
 Chairperson of Audit Committee  
 Director of Accounting  
 Services of the  
 Hong Kong Special  
 Administrative  
 Region Government  
 (up to 13 October 2021)



**Susanna Cheung Sau-lan, JP**  
 FCPA (HKICPA), FCPA (Aust.)  
 Chairperson of Audit Committee  
 Director of Accounting  
 Services of the  
 Hong Kong Special  
 Administrative  
 Region Government  
 (from 14 October 2021)



**Leonia Tai Shuk-yiu, JP**  
 Member of Audit Committee  
 Government Property  
 Administrator of the  
 Hong Kong Special  
 Administrative Region  
 Government  
 (up to 1 September 2021)



**Eugene Fung Kin-yip, JP**  
 Member of Audit Committee  
 Government Property  
 Administrator of the  
 Hong Kong Special  
 Administrative Region  
 Government  
 (from 13 September 2021)



**Wallace Lau Ka-ki, JP**  
 Deputy Secretary for  
 Transport and Housing  
 (Transport) 4 of the  
 Hong Kong Special  
 Administrative Region  
 Government  
 (up to 5 May 2021)



**Winnie Tse Wing-ye, JP**  
 Deputy Secretary for  
 Transport and Housing  
 (Transport) 4 of the  
 Hong Kong Special  
 Administrative Region  
 Government  
 (from 11 May 2021)



**C L Wong**  
 SBS  
 BSc(Eng), MPhil, MICE, MHKIE  
 Senior Manager-  
 Administration  
 Company Secretary  
 (from 1 January 2022)



**Julian P Walsh**  
 MA, ACA, CPA  
 Senior Manager-Finance

## Chairman's Statement

The COVID-19 pandemic continues to put enormous strain on every individual and business, and we are not spared. Although patronage of the railway networks in 2021 rebounded to around 85% of pre-COVID-19 level in 2019, cross-boundary rail service remains in suspension. As a result, the Corporation saw its fare revenue recovering to only 46% of pre-pandemic level in 2019 and posted an accounting loss of about HK\$2.2 billion in 2021.

Despite the challenging environment, we were delighted to play a part in the commissioning of the Tuen Ma Line ("TML") in June 2021 through granting a service concession agreement to the MTR Corporation Limited ("MTRCL"). Being the longest rail line in Hong Kong, TML not only enhances connectivity, but also reverses the downward trend of patronage from 2020. It is expected that the commissioning of Shatin to Central Link ("SCL"), which brings passengers of the Corporation's railway network across the Victoria Harbour, would further boost patronage. The Corporation is working closely with the Government and MTRCL to facilitate the commissioning of SCL.

In the coming year, we will continue to face headwinds in light of the emergence of the Omicron variant and uncertainties over the global economic environment. However, I am confident that the Management would lead the Corporation to weather the storms with their experience and professionalism. I would also like to express my heartfelt thanks to Members of the Managing Board for their dedication in providing guidance to the Management amid these difficult times.

**Christopher Hui Ching-yu, JP**

Chairman

4 April 2022

*“ The Corporation is working closely with the Government and MTR Corporation Limited to facilitate the commissioning of Shatin to Central Link. ”*



## Chief Officer's Statement and Business Review

*“...the Corporation well weathered the storms through another very difficult year.”*



The Government is now formulating the detailed arrangements for a Traffic and Transport Strategy Study (“the Study”) for Hong Kong to map out a forward-looking transport strategy. The Study would build on the five “betters” set out in the Third Comprehensive Transport Study, which include the “better use of railways as the backbone of the passenger transport system”.

The Chief Executive announced in her 2021 Policy Address the proposal of the development of the “Northern Metropolis”, enabling Hong Kong to better integrate into the development of the Country. In addition, under the overall framework of the proposed development, enhanced transport connectivity will enable better integration of Hong Kong with the other cities in the Greater Bay Area (“GBA”), promoting economic development and regional cooperation.

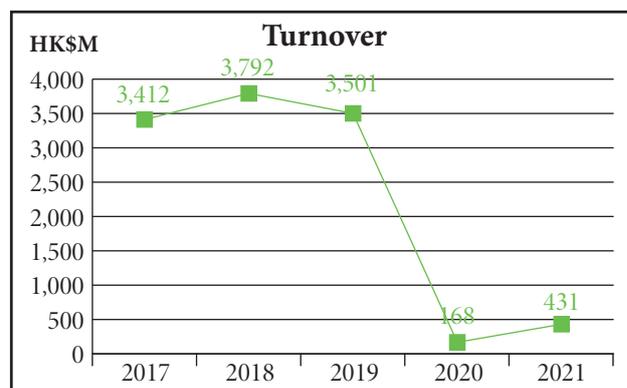
These proposals point to a direction aiming at enhancing, strengthening and expanding cross-boundary connecting transport services and facilities which will be covered in the Study. Moreover, the 2021 Policy Address and the “Northern Metropolis” Development Strategy called for better integration into the “one-hour living circle” within the GBA and proposed various plans to develop the area. The Corporation looks forward to exploring collaboration opportunities with its business partners and adopting innovative arrangements where appropriate.

The Corporation conducts its business according to prudent commercial principles as required under the Kowloon-Canton Railway Corporation Ordinance (Cap.372) (“the KCRC Ordinance”) and at the same time serves the needs of the city’s public transport system as a Corporation wholly owned by the Hong Kong Special Administrative Region Government. Besides, the MTR Corporation Limited (“MTRCL”) is the Corporation’s business partner in operating the Corporation’s railway network under the Service Concession Agreement and the Supplemental Service Concession Agreements. The Corporation has been conducting its business with these two key stakeholders in a spirit of cooperation and mutual support.

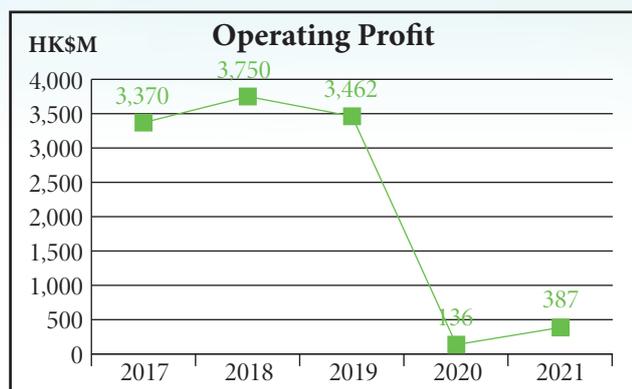
Currently, the Corporation is not involved in the construction of any new railway projects or operation of railway network and has no major capital cost, operation cost or railway asset replacement expenditure. With its business focus as a railway asset holder after the Rail Merger in 2007, the Corporation has enjoyed a relatively steady stream of income under the Service Concession Agreement and the Supplemental Service Concession Agreements with the MTRCL. The Corporation recorded accounting profits in both 2018 and 2019. Regrettably this trend has been reversed since 2020 with the decline in railway patronage as a result of the COVID-19 pandemic. Nonetheless, in the long run, the income of the Corporation should progressively improve with the expansion of the railway network and enhancement of railway services.

Although not being publicly listed, the Corporation, for good corporate governance, complies with the requirements for listed companies of the Stock Exchange of Hong Kong Limited as far as practicable and has been preparing its annual accounts following the commercial accounting standards as required under the KCRC Ordinance. In 2021, the Corporation continued to fully comply with all relevant laws and regulations.

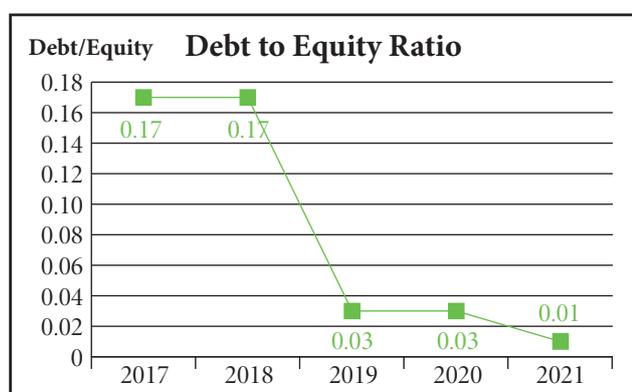
The Corporation aims to achieve accounting profitability in the long term. The Corporation adopts five Key Performance Indicators, namely Turnover, Operating Profit, Debt to Equity Ratio, Interest Cover and Profit/(Loss) to evaluate its financial position.



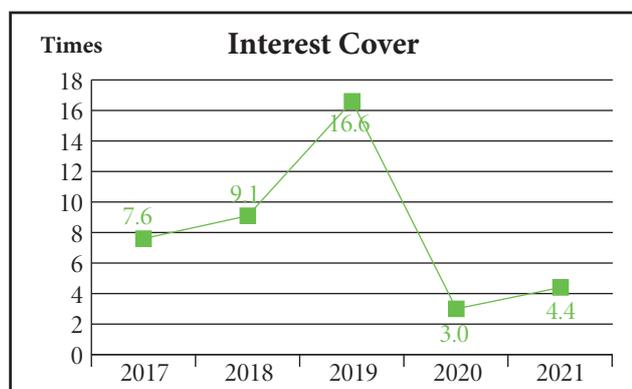
## Chief Officer's Statement and Business Review



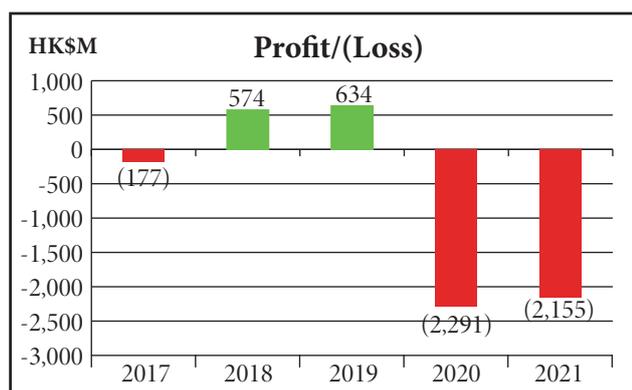
See Note 1



See Note 2



See Note 3



Note 1: Operating Profit is before depreciation, amortisation and impairment.

Note 2: Debt to Equity Ratio =  $\frac{\text{Interest-bearing borrowings}}{\text{Total equity}}$

Note 3: Interest Cover =  $\frac{\text{Operating profit before depreciation, amortisation and impairment} + \text{Interest and finance income} + \text{Share of profit of associate}}{\text{Interest and finance expenses}}$

The Corporation's revenue mainly comes from the annual payments under the Service Concession Agreement and Supplemental Service Concession Agreements, comprising Fixed and Variable Annual Payments. The Variable Annual Payment for 2021 increased by about 9% as compared with 2020, from HK\$238 million to HK\$260 million, which was mainly attributed to the increase in patronage in 2021.

The Corporation also received property rental income of HK\$25 million from leasing the 7th to 10th floors of Citylink Plaza, dividends of HK\$69 million arising from Corporation's 22.1% shareholding in Octopus Holdings Limited and an interest income of HK\$47 million from investment of the Corporation's retained cash.

Operating costs of the Corporation (before depreciation, amortisation and impairment) plus interest and finance expenses amounted to HK\$165 million for 2021, of which HK\$42 million were interest charges on the Corporation's debt portfolio. Other major expenditure items include HK\$11 million of direct staff costs and HK\$29 million for outsourced support services provided by the MTRCL and others.

Subsequent to the redemption of two fixed-rate debts in 2021, the Corporation's debt portfolio now only consists of one fixed-rate note. The Corporation has sufficient cash to fully repay the note without the need for refinancing. The Corporation has no exposure to financial risks associated with interest rate movements.

The Corporation's operating profit for the year (before depreciation, amortisation and impairment) amounted to HK\$387 million, an increase of HK\$251 million (185%) over 2020.

Non-cash depreciation and amortisation charges for 2021 amounted to HK\$2,976 million, compared with HK\$3,010 million in 2020. The accounting loss for the year was HK\$2,155 million, representing a decrease of some HK\$136 million, as compared with the loss of HK\$2,291 million recorded in 2020.

Under the West Rail Shareholding Agreement signed with the Government in February 2000, the Corporation is the majority shareholder of the West Rail Property Development Limited and its subsidiary companies. These companies, which employ the MTRCL as their project management agent, are responsible for developing 11 residential and commercial sites along the West Rail Line. Development works continued in full swing in Yuen Long and Kam Sheung Road, with flats offered for sale at the turn of the year in Yuen Long and sale launch planned in 2022 for Kam Sheung Road.

The land or interests or other rights in respect of the land were vested in and the movable assets were assigned to the Corporation in June 2021 for the operation of Tuen Ma Line ("TML"). The TML commenced operation on 27 June 2021 under a new Supplemental Service Concession Agreement with the MTRCL. The Corporation is now working with the Government and MTRCL on similar arrangements for full commissioning of the Shatin to Central Link ("SCL") in 2022. Upon the full commissioning of the SCL, the Corporation's railway network will be expanded across the Victoria Harbour, enhancing the efficiency and expanding the catchments of the Corporation's railway network, and offering yet another convenient choice for the community for crossing the Victoria Harbour.

Despite the challenges posed by COVID-19, the Corporation well weathered the storms through another very difficult year. I would like to express my heartfelt thanks to Members of the Managing Board for their invaluable guidance and support, which is instrumental to the achievements of the Corporation.

**L T Ma, SBS**

BSc(Eng), MSc(Eng), CEng, FHKIE, FCIWEM, FHKIHT, MICE, MIStructE  
Chief Officer  
4 April 2022

# Corporate Governance Report

## Corporate Governance

The Corporation maintains high standards of corporate governance. Being a statutory corporation established in Hong Kong by the Kowloon-Canton Railway Corporation Ordinance (Chapter 372 of the Laws of Hong Kong) (“the KCRC Ordinance”), it is not bound by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“the Listing Rules”). As a matter of policy, the Corporation complies with the Corporate Governance Code (“the Code”) as set out in Appendix 14 to the Listing Rules to the extent that they are applicable to the Corporation, International Financial Reporting Standards issued by the International Accounting Standards Board, Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the applicable disclosure requirements of the Hong Kong Companies Ordinance.

## The Managing Board

The Corporation and its wholly or majority owned subsidiary companies are controlled through its Managing Board (“the Board”). The Board’s main roles are to ensure that the Corporation complies in every respect with the provisions of the KCRC Ordinance to create value for its sole shareholder, i.e. the Hong Kong Special Administrative Region Government, to provide leadership to the Corporation, to approve the Corporation’s strategic objectives and to ensure that the necessary financial and other resources are made available to Management to enable them to meet those objectives. The Board has a schedule of matters reserved for its approval. The specific responsibilities reserved for the Board include but are not limited to:

- (a) rules for conduct of the Corporation’s business;
- (b) Three Year Business Plan, including revenue, expenses and capital budget for the ensuing year, annual manpower plan and pay review;
- (c) annual budget;

- (d) annual report and audited financial statements;
- (e) recommendations with respect to dividend payments;
- (f) major business strategies; and
- (g) award of major contracts and significant variations to those contracts.

In addition to the above, Management must report to the Board monthly on significant developments, together with the operating and financial results, information on use of the Corporate Seal, awarding of major contracts, and any other matters which may be required by the Board from time to time. The Board has delegated all other authorities to carry out the Corporation’s activities to the Chief Officer.

## The Roles of the Chairman and the Chief Officer

The division of responsibilities between the Chairman of the Board and the Chief Officer is clearly defined and has been approved by the Board. The non-executive Chairman leads the Board in the determination of its strategy and in the achievement of its objectives. The Chairman is responsible for the conduct of the business of the Board, ensuring its effectiveness and setting its agenda. The Chairman is not involved in the day-to-day business of the Corporation. The Chairman facilitates the effective contribution of non-executive Members of the Board and constructive relations between Management and Members, ensuring that Members receive accurate, timely and clear information, as well as ensuring effective communication with the Corporation’s sole shareholder. The Chief Officer has direct charge of the Corporation on a day-to-day basis and is accountable to the Board for the Corporation’s financial and operational performance.

## Members and Members' Independence

The Board currently comprises the Chairman and five other non-executive Members, all of whom are senior public office holders in the Hong Kong Special Administrative Region Government. All are appointed to the Board on an ex-officio basis by the Chief Executive of the Hong Kong Special Administrative Region. Members have, if required, access to independent professional advice at the Corporation's expense, in order for them to carry out their responsibilities. Notwithstanding that they are public office holders, Members are expected to be independent in their judgement. The names of Members together with their biographical details are set out on pages 2 to 3.

## Professionalism

Each Member receives information about the Corporation, the role of the Board and the matters reserved for its decision, the terms of reference and membership of the Board and its committees, and the powers delegated to those committees, the Corporation's corporate governance practices and procedures, including the powers reserved for the Corporation's senior executives, and the latest financial information about the Corporation. Throughout their period in office, Members are continually updated on the Corporation's business, the competitive and regulatory environments in which it operates, corporate social responsibility matters and other changes affecting the Corporation, and the industry it operates in as a whole, by written briefing papers and meetings with senior executives. Members are also advised of their legal and other duties and obligations as a Member of the Board by the Company Secretary. They are regularly reminded of these duties and updated on changes to the legal and governance requirements which impact on the Corporation and themselves as Members of the Board. Regular reports and papers are circulated to Members in a timely manner in

preparation for Board and Committee meetings. These papers are supplemented by information specifically requested by Members from time to time. All Members receive monthly management accounts and regular management reports, which enable them to scrutinise the Corporation's and Management's performance against agreed objectives.

## The Company Secretary

The Company Secretary is responsible for advising the Board, through the Chairman, on all governance matters. Members have access to the advice and services of the Company Secretary.

## Relations with the Sole Shareholder

To fulfil the Chairman's obligations under the KCRC Ordinance and the Code, the Chairman gives feedback to the Board on issues raised with him by the Corporation's sole shareholder. The Corporation maintains a corporate website, [www.kcrc.com](http://www.kcrc.com), containing a wide range of information of interest to all stakeholders.

## Internal Control and Risk Management

The Board is ultimately responsible for the Corporation's system of internal control. It ensures through the Audit Committee and the outsourced internal audit function that appropriate policies on internal control are in place and through this team seeks assurance that enables it to satisfy itself that the system is functioning effectively, and that the system of internal control is effective in managing material controls in the manner which they are approved. The Board is required to review on an annual basis the effectiveness of the Corporation's system of internal control through the Audit Committee, including financial, operational and compliance controls, and the Corporation's internal control arrangements, and to consider and take appropriate action in respect of reports received from the external auditor on matters identified during the course of statutory audit work.

## Corporate Governance Report

The Corporation views the careful management of risk as a key management activity and the Board is also ultimately responsible for the effectiveness of risk management. The Board ensures through the Audit Committee that opportunities be captured through managing business risks. This is done using a simple and flexible framework that provides a consistent and sustained way of implementing the Corporation's risk management. These business risks, which may be strategic, operational, or reputation-related, are made known to Members. The business context determines in each situation the level of acceptable risk and controls. The Board is required to review the effectiveness of risk management on an annual basis through the Audit Committee.

The annual review in 2021 concluded that the existing risk management and internal control system are effective and adequate.

### Board and Audit Committee Meetings

The Board usually meets quarterly, and on an ad hoc basis when appropriate. It is responsible, inter alia, for overall corporate strategy, approval of the Corporation's annual budget, major financing arrangements, and ensuring that sound administrative systems and procedures are in place. It reviews monthly the Corporation's operating results, and the progress made towards annual targets. With the position of Chief Executive Officer being left vacant from December 2007, the Board has delegated to the Chief Officer the authority for the management of day-to-day operations.

There were five Board and three Audit Committee Meetings held during the year up to 31 December 2021 and attended by Members as listed in the following table.

	<b>Board Meetings</b>	<b>Audit Committee Meetings</b>
Mr Christopher Hui Ching-yu (Note 1)	5	N.A.
Ms Mable Chan	5	N.A.
Mr Charlix Wong Shing-hei (Note 2)	4	2
Ms Susanna Cheung Sau-lan (Note 3)	1	1
Mr Raistlin Lau Chun	4	3
Miss Leonia Tai Shuk-yiu	3	2
Mr Eugene Fung Kin-yip	2	1
Mr Wallace Lau Ka-ki	1	N.A.
Ms Winnie Tse Wing-Yee	4	N.A.

Note 1. Chairman of the Board.

Note 2. Chairperson of the Audit Committee up to 13 October 2021.

Note 3. Chairperson of the Audit Committee from 14 October 2021.

In 2021, a total of 53 decision and information papers were considered by the Board.

### Audit Committee

During the year, the Audit Committee comprised Mr Charlix Wong Shing-hei (Chairperson up to 13 October 2021), Ms Susanna Cheung Sau-lan (Chairperson from 14 October 2021), Mr Raistlin Lau Chun, Miss Leonia Tai Suk-yiu (up to 1 September 2021), and Mr Eugene Fung Kin-yip (from 13 September 2021). All members of the Audit Committee are non-executive Members of the Board. The Audit Committee has at least one member possessing “recent and relevant experience”, namely, Mr Charlix Wong Shing-hei and Ms Susanna Cheung Sau-lan, who are certified public accountants and also the Director of Accounting Services of the Hong Kong Special Administrative Region Government in the respective time periods.

Under its terms of reference, the Audit Committee monitors the integrity of the financial statements and any formal announcements relating to the Corporation’s performance. The Audit Committee is responsible for monitoring the effectiveness of the external audit process and making recommendations to the Board in relation to the appointment, reappointment and remuneration of the external auditor. It is responsible for ensuring that an appropriate relationship between the Corporation and the external auditor is maintained, including reviewing the latter’s non-audit services and fees. It also monitors the effectiveness of the Corporation’s system of internal control and the processes for monitoring and evaluating the risks facing the Corporation. The Audit Committee reviews the effectiveness of the internal audit function, which is currently provided by the internal audit department of MTR Corporation Limited under an outsourcing arrangement, and is responsible for recommending to the Board the renewal and termination of that outsourced service function. The Audit Committee has undertaken to review its terms of reference at least once every three years and its effectiveness and, if appropriate, will recommend to the Board any changes required as a result of the review.

The Audit Committee meets with Management, as well as privately with both the external and internal auditors. The Audit Committee’s terms of reference are available from the Company Secretary and in the Corporate Governance Manual displayed on the Corporation’s website, [www.kcrc.com](http://www.kcrc.com). In 2021 the Audit Committee discharged its responsibilities by:

- (a) reviewing the Corporation’s draft financial statements prior to Board approval;
- (b) reviewing the external auditor’s report thereon;
- (c) reviewing the appropriateness of the Corporation’s accounting policies;
- (d) reviewing the potential impact of the generally accepted accounting principles in Hong Kong on the Corporation’s financial statements;
- (e) reviewing, recommending or pre-approving audit fees or non-audit fees;
- (f) reviewing the external auditor’s plan for the audit of the Corporation’s financial statements; and
- (g) approving the annual internal audit plan and reviewing reports on the adequacy and effectiveness of system of internal control, financial reporting and risk management.

The Audit Committee has taken on responsibility for monitoring the Corporation’s whistle blowing procedures, which ensure that appropriate arrangements are in place for employees to be able to raise matters of possible impropriety in confidence, with suitable subsequent follow-up action.

### Auditor's Independence and Objectivity

The Audit Committee monitors regularly and closely the non-audit services being provided to the Corporation and its subsidiary companies by its external auditor, who is appointed by the Chief Executive of the Hong Kong Special Administrative Region, to ensure that the provision of such services does not impair the external auditor's independence or objectivity. If and when appropriate the Audit Committee will engage the services of alternative, appropriately qualified accounting firms to undertake non-audit services. When considering any non-audit services to be undertaken by the external auditor, the Audit Committee is mindful of the need to be satisfied that the external auditor should not audit its own work, make management decisions for the Corporation or its subsidiary companies, have a mutuality of financial interest with the Corporation or its subsidiary companies, or be put in the role of advocate for the Corporation or its subsidiary companies. The Audit Committee also takes into consideration relevant professional and regulatory requirements so that these are not impaired by the provision of permissible non-audit services by the external auditor. Prior approval by the Audit Committee is required for any services provided by the external auditor. Any activities that may be perceived to be in conflict with the role of the external auditor must be submitted to the Audit Committee for its consideration and approval prior to engagement. Details of the amounts paid to the external auditor during the year for audit and other services are set out in Note 7(a) to the Financial Statements.

### Dividend Policy

Details of the dividend policy for the Corporation are set out in Note 26(c) to the Financial Statements.

# Report of the Members of the Managing Board

The Members of the Managing Board have pleasure in submitting herewith their report and audited financial statements for the financial year ended 31 December 2021.

## Kowloon-Canton Railway Corporation Ordinance

The Kowloon-Canton Railway Corporation Ordinance (“the KCRC Ordinance”), enacted in 1982, established the Corporation and empowered it to operate the Kowloon-Canton Railway. Amendments in 1986 and 1998 empowered the Corporation to construct and operate Light Rail and new railways, and enabled the Government to inject equity into the Corporation to fund the construction of such new railways. Inter alia, the KCRC Ordinance contains provisions covering the appointments and roles of the Members of the Managing Board.

An amendment of the KCRC Ordinance in December 2001 provided for the separation of the functions and duties of the Chairman from those of the Chief Executive by creating the office of Chief Executive Officer of the Corporation. The Chief Executive Officer was also appointed as a Member of the Managing Board.

On 2 December 2007, following the enactment of the Rail Merger Ordinance, the MTR Corporation Limited commenced operating the Corporation’s railway assets by way of a service concession for an initial period of 50 years, which is extendable. The Corporation retains ownership of the railway assets covered in the Service Concession Agreement and should the MTR Corporation Limited fail to observe the terms of the agreement, there is provision for the Corporation to take back and operate its assets. The Rail Merger Ordinance also made provision for the position of Chief Executive Officer to be left vacant, which the Managing Board agreed should be the case from 2 December 2007. Instead the Corporation appointed a Chief Officer, who is not a Member of the Managing Board, to head the Management.

## Principal Activities of the Corporation

The principal activities of the Corporation are –

- railway asset holder, with responsibility for monitoring that the MTR Corporation Limited complies with the terms of the Service Concession Agreement and the Supplemental Service Concession Agreements
- investing the reserve funds including annual payments from the MTR Corporation Limited
- servicing the Corporation’s outstanding debts
- managing its subsidiary companies

The principal activities of the subsidiary companies incorporated to facilitate the undertaking of the above activities are set out in Note 17 to the Financial Statements.

## The Managing Board

The Managing Board is the governing body of the Corporation with authority to exercise the duties conferred upon it by the KCRC Ordinance.

Members of the Managing Board are all public officers (appointed ex-officio), being –

- Secretary for Financial Services and the Treasury, Mr Christopher Hui Ching-yu (Chairman);
- Permanent Secretary for Transport and Housing (Transport), Ms Mable Chan;
- Director of Accounting Services, Mr Charlix Wong Shing-hei (up to 13 October 2021), and Ms Susanna Cheung Sau-lan (from 14 October 2021);
- Deputy Secretary for Financial Services and the Treasury (Treasury) I, Mr Raistlin Lau Chun;

## Report of the Members of the Managing Board

- Government Property Administrator, Miss Leonia Tai Shuk-yiu (up to 1 September 2021), and Mr Eugene Fung Kin-yip (from 13 September 2021); and
- Deputy Secretary for Transport and Housing (Transport) 4, Mr Wallace Lau Ka-ki (up to 5 May 2021) and Ms Winnie Tse Wing-yee (from 11 May 2021).

Biographical details of Members of the Managing Board are set out on pages 2 and 3.

### Long-Term Planning, Business Planning and Financial Management Framework

Business plans, incorporating triennial forecasts of income and expenditure, are prepared each year for submission to the Managing Board. The first year of the Business Plan forms the basis for formulating the Budget for the ensuing year.

There are defined procedures and regular quality reviews of the operation of the Corporation's computerised systems to ensure the accuracy and completeness of financial records and the efficiency of data processing. There are defined procedures for the appraisal, review and approval of all major capital projects, and all major expenditure and revenue contracts. All contracts over HK\$50 million and all consultancy services over HK\$10 million require the approval of the Managing Board. Operating and financial reports, comparing results against their respective budgets and providing updates on significant events, are put to and considered by the Managing Board on a monthly basis.

### Corporate Governance

As set out in the Corporate Governance Report, the Managing Board maintains high standards of corporate governance.

### Indemnity of Members of the Managing Board

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

### Interests in Transactions, Arrangements or Contracts of Members of the Managing Board and Senior Executive Staff

No transactions, arrangements or contracts of significance to which the Corporation or any of its subsidiary companies was a party and in which a Member of the Managing Board, or senior executive of the Management, had a material interest subsisted at the end of the year or at any time during the year.

At no time during the year was the Corporation or any of its subsidiary companies a party to any arrangements to enable Members of the Managing Board, or senior executive of the Management, to acquire benefits by means of the acquisition of shares in or debt securities of the Corporation or subsidiary companies of the Corporation.

### Financial Statements

The results of the Group for the year ended 31 December 2021 and the Group's financial position at that date are set out in the Financial Statements on pages 24 to 79.

## **Property, Plant and Equipment and Interest in Leasehold Land**

Movements in property, plant and equipment, and interest in leasehold land during the year are set out in Note 13 to the Financial Statements.

## **Share Capital**

Details of the Corporation's share capital are set out in Note 26 to the Financial Statements. Any further contributions of capital will be determined by the Hong Kong Special Administrative Region Government in consultation with the Corporation.

## **Dividend**

No dividend to the sole shareholder is proposed.

## **Interest and Finance Income/Expenses**

Details of the Corporation's interest and finance income/expenses are set out in Note 9 to the Financial Statements.

## **Interest-Bearing Borrowings**

Details of the Corporation's interest-bearing borrowings are set out in Note 24 to the Financial Statements.

## **Turnover, Financial Results and Financial Position**

Details of the Corporation's turnover, financial results and financial position are set out in the Financial Statements, the Chief Officer's Statement and Business Review, and the Five-Year Statistics of the Annual Report.

## **Going Concern**

The Financial Statements on pages 24 to 79 have been prepared on a going concern basis. The Managing Board has approved the Corporation's budget for 2022 and is satisfied that the Corporation can operate in a viable manner for the foreseeable future.

## **Responsibility for the Financial Statements**

The KCRC Ordinance requires the Corporation to produce financial statements. In doing so, the Corporation complies with International Financial Reporting Standards issued by the International Accounting Standards Board, Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the applicable disclosure requirements of the Hong Kong Companies Ordinance, and produces financial statements that give a true and fair view of the Corporation's financial results and position for the financial year to which they relate.

## **Auditor**

In accordance with section 14B(4) of the KCRC Ordinance, KPMG were appointed as the auditor by the Chief Executive of the Hong Kong Special Administrative Region.

By order of the Managing Board

## **C L Wong, SBS**

Company Secretary  
4 April 2022

# Contents

19	<b>Independent Auditor's Report</b>	56	16	Deferred expenditure
	<b>Financial Statements</b>	57	17	Investments in subsidiaries
24	Consolidated statement of comprehensive income	58	18	Interest in associate
25	Consolidated statement of financial position	59	19	Other financial assets
26	Consolidated statement of changes in equity	60	20	Interest and other receivables
27	Consolidated cash flow statement	61	21	Cash and cash equivalents
	<b>Notes to the Financial Statements</b>	61	22	Interest and other payables
28	1 Establishment of the Corporation	62	23	Accrued charges and provisions for capital projects
28	2 Rail Merger with MTR Corporation Limited ("MTRCL")	63	24	Interest-bearing borrowings
31	3 Significant accounting policies	64	25	Deferred income
47	4 Changes in accounting policies	65	26	Capital, reserves and dividends
47	5 Turnover	67	27	Financial risk management and fair values of financial instruments
48	6 Operating costs before depreciation, amortisation and impairment	71	28	Notes to the consolidated cash flow statement
48	7 Operating profit before depreciation, amortisation and impairment	74	29	Related parties
49	8 Depreciation and amortisation	75	30	Corporation statement of financial position
50	9 Interest and finance income/expenses	76	31	Outstanding commitments
50	10 Income tax	76	32	Retirement benefit scheme
51	11 Loss for the year wholly attributable to the sole shareholder of the Corporation	76	33	Debt facilities
51	12 Segment reporting	77	34	Contingent liabilities
52	13 Investment properties, other property, plant and equipment and interest in leasehold land held for own use	77	35	Impairment of railway network assets and intangible assets
55	14 Intangible assets	77	36	Assessment of provision for onerous contracts
56	15 Construction in progress	78	37	Event after the end of the reporting period
		78	38	Accounting estimates and judgements
		79	39	Possible impact of amendments, new standards and interpretations issued but not yet effective for the annual accounting year ended 31 December 2021
		80		<b>Five-Year Statistics</b>

# Independent Auditor's Report

## Independent auditor's report to the Members of the Managing Board of the Kowloon-Canton Railway Corporation

### Opinion

We have audited the consolidated financial statements of the Kowloon-Canton Railway Corporation ("the Corporation") and its subsidiaries ("the Group") set out on pages 24 to 79, which comprise the consolidated statement of financial position as at 31 December 2021, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and 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 applicable disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code") and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

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

## Independent Auditor's Report

<b>Recognition of revenue under the Service Concession and the Supplemental Service Concessions</b>	
<i>Refer to notes 2 and 5 and the accounting policies in note 3(w) to the consolidated financial statements</i>	
<b>The Key Audit Matter</b>	<b>How the matter was addressed in our audit</b>
<p>As disclosed in note 2 to the consolidated financial statements, the Corporation and MTR Corporation Limited ("MTRCL") entered into the Service Concession in respect of the Corporation's existing railway lines and other rail-related businesses ("Existing Lines") for a period of 50 years starting from December 2007, the Supplemental Service Concession relating to the Hong Kong Section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link ("the XRL") for a period of 10 years starting from September 2018 and the Supplemental Service Concession relating to the Tuen Ma Line ("the TML") for a period of two years starting from June 2021 ("the service concession arrangements"). The TML has been fully integrated with the Corporation's Existing Lines and are collectively referred to as the KCR Network.</p> <p>During the respective concession periods, MTRCL is responsible for the daily operations and maintenance of the transport operations and will fund related capital expenditure, and will receive all revenues generated from the operation of the rail networks and other rail-related businesses.</p> <p>The consideration exchanged between MTRCL and the Corporation under the service concession arrangements includes both fixed amounts and amounts which vary based on the revenue generated from the operation of the rail networks and in accordance with the formulae set out in the service concession agreements, as disclosed in note 2 to the consolidated financial statements.</p> <p>The Corporation recognised total annual payments payable to MTRCL of \$609 million under Concession Income for the year ended 31 December 2021.</p>	<p>Our audit procedures to assess the recognition of revenue under the Service Concession and the Supplemental Service Concessions included the following:</p> <ul style="list-style-type: none"> <li>• inspecting the agreements relating to the Service Concession and the Supplemental Service Concessions and documentation provided by MTRCL to the Corporation in relation to the amounts of revenue from the KCR Network and the XRL and the amounts due under the service concession agreements, and discussing with the Corporation's management their review procedures exercised thereon;</li> <li>• evaluating the competence and objectivity of the two independent experts;</li> <li>• assessing the adequacy of the procedures performed by the two independent experts for the purposes of our audit; and</li> <li>• obtaining the reports issued by the two independent experts and inspecting the findings and conclusions therein.</li> </ul> <p>In addition, our audit procedures included comparing the payments under the Service Concession and the Supplemental Service Concessions to the forecasts prepared by management in order to assess whether there was any indication of impairment of the railway assets or the intangible assets relating to the KCR Network and the XRL and whether any provision for onerous contracts relating to the XRL is required.</p>

### Recognition of revenue under the Service Concession and the Supplemental Service Concessions

Refer to notes 2 and 5 and the accounting policies in note 3(w) to the consolidated financial statements

#### The Key Audit Matter

MTRCL is responsible for designing, implementing and maintaining internal controls over the revenue from the KCR Network and the XRL and for calculating the amounts due under the service concession agreements and reporting such amounts to the Corporation. MTRCL has appointed its external auditors and another firm of auditors as independent experts, pursuant to and as defined in the Service Concession agreement, to perform certain procedures on the calculation of these amounts and to report thereon.

We identified the recognition of revenue under the Service Concession and the Supplemental Service Concessions as a key audit matter because of its significance to the Corporation's total revenue and its significance in assessing the recoverable amounts of the railway assets and the intangible assets relating to the KCR Network and the XRL and if any provision for onerous contracts relating to the XRL is required in view of the prolonged service suspension due to the outbreak of COVID-19; and because the amounts are recognised in reliance on the information reported by MTRCL and the reports issued by the two independent experts.

#### How the matter was addressed in our audit

### Information other than the consolidated financial statements and auditor's report thereon

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

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

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

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

## Independent Auditor's Report

### Responsibilities of the Board Members for the consolidated financial statements

The Board Members are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB, HKFRSs issued by the HKICPA and the Kowloon-Canton Railway Corporation Ordinance and for such internal control as the Board Members 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 Board Members 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 Board Members either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

### Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 14B(3) of the Kowloon-Canton Railway Corporation 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.

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

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

- Conclude on the appropriateness of the Board Members' 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.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lau Tai Cheong.

## **KPMG**

Certified Public Accountants  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong  
4 April 2022

# Consolidated Statement of Comprehensive Income

for the year ended 31 December 2021 (Expressed in Hong Kong dollars)

	Note	2021 \$ million	2020 \$ million
Turnover	5	431	168
Operating costs before depreciation, amortisation and impairment	6	(44)	(32)
<b>Operating profit before depreciation, amortisation and impairment</b>	7	<b>387</b>	136
Depreciation and amortisation	8	(2,976)	(3,010)
Loss on disposal of property, plant and equipment		(35)	(23)
<b>Operating loss after depreciation, amortisation and impairment</b>		<b>(2,624)</b>	(2,897)
Interest and finance income	9(a)	52	167
Interest and finance expenses	9(b)	(121)	(124)
Share of profit of associate	18	89	69
<b>Loss before taxation</b>		<b>(2,604)</b>	(2,785)
Income tax	10(a)	449	494
<b>Loss and total comprehensive income for the year wholly attributable to the sole shareholder of the Corporation</b>	11	<b>(2,155)</b>	(2,291)

The notes on pages 28 to 79 form part of these financial statements.

# Consolidated Statement of Financial Position

at 31 December 2021 (Expressed in Hong Kong dollars)

	Note	2021 \$ million	2020 \$ million
<b>Assets</b>			
Investment properties and other property, plant and equipment	13(a)	52,921	52,078
Interest in leasehold land held for own use	13(a)	3,459	3,535
Intangible assets	14	1,893	1,861
Construction in progress	15	5,659	7,083
Interest in associate	18	430	410
Deferred tax assets	10(c)	435	–
Other financial assets	19	556	552
Interest and other receivables	20	350	387
Cash and cash equivalents	21	10,423	11,912
		<b>76,126</b>	<b>77,818</b>
<b>Liabilities</b>			
Interest and other payables	22	4,277	3,822
Accrued charges and provisions for capital projects	23	29	21
Interest-bearing borrowings	24	414	1,663
Deferred income	25	20,305	19,042
Deferred tax liabilities	10(c)	–	14
		<b>25,025</b>	<b>24,562</b>
<b>Net Assets</b>		<b>51,101</b>	<b>53,256</b>
<b>Capital and Reserves</b>			
Share capital	26(b)	39,120	39,120
Reserves		11,981	14,136
<b>Total Equity</b>		<b>51,101</b>	<b>53,256</b>

Approved and authorised for issue by the Managing Board on 4 April 2022

**Christopher Hui Ching-yu**  
Chairman of the Managing Board

**Winnie Tse Wing-yee**  
Member of the Managing Board

**L T Ma**  
Chief Officer

The notes on pages 28 to 79 form part of these financial statements.

## Consolidated Statement of Changes in Equity

for the year ended 31 December 2021 (Expressed in Hong Kong dollars)

	Share capital \$ million	Retained profits \$ million	Total equity \$ million
Balance at 1 January 2020	39,120	16,427	55,547
Changes in equity for 2020:			
Loss for the year	–	(2,291)	(2,291)
Total comprehensive income for the year	–	(2,291)	(2,291)
Balance at 31 December 2020 and 1 January 2021	<b>39,120</b>	<b>14,136</b>	<b>53,256</b>
Changes in equity for 2021:			
Loss for the year	–	(2,155)	(2,155)
Total comprehensive income for the year	–	(2,155)	(2,155)
Balance at 31 December 2021	<b>39,120</b>	<b>11,981</b>	<b>51,101</b>

The notes on pages 28 to 79 form part of these financial statements.

# Consolidated Cash Flow Statement

for the year ended 31 December 2021 (Expressed in Hong Kong dollars)

	Note	2021 \$ million	2020 \$ million
<b>Operating activities</b>			
Net cash (outflow)/inflow from operations	28(a)	(11)	3,265
<b>Investing activities</b>			
Decrease/(increase) in deposits with banks with more than three months to maturity when placed		90	(10,005)
Payments for capital expenditure		(287)	(4)
Interest received		46	181
Dividend received from associate		69	55
<b>Net cash outflow from investing activities</b>		<b>(82)</b>	<b>(9,773)</b>
<b>Net cash outflow before financing activities</b>		<b>(93)</b>	<b>(6,508)</b>
<b>Financing activities</b>			
Repayment of loans	28(b)	(1,250)	-
Interest paid	28(b)	(56)	(66)
<b>Net cash outflow from financing activities</b>		<b>(1,306)</b>	<b>(66)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(1,399)</b>	<b>(6,574)</b>
<b>Cash and cash equivalents at 1 January</b>		<b>1,832</b>	<b>8,406</b>
<b>Cash and cash equivalents at 31 December</b>		<b>433</b>	<b>1,832</b>
<b>Analysis of the balances of cash and cash equivalents</b>			
Cash and cash equivalents in the consolidated statement of financial position		10,423	11,912
Less: deposits with banks with more than three months to maturity when placed		(9,990)	(10,080)
Cash and cash equivalents in the consolidated cash flow statement	21	433	1,832

The notes on pages 28 to 79 form part of these financial statements.

# Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 1 Establishment of the Corporation

The Kowloon-Canton Railway Corporation (“the Corporation”) was incorporated in Hong Kong under the Kowloon-Canton Railway Corporation Ordinance (“the KCRC Ordinance”) on 24 December 1982 to undertake the operation of the Hong Kong Section of the Kowloon-Canton Railway. The assets, rights and liabilities of the then existing railway were vested in the Corporation on 1 February 1983 in accordance with Section 7 of the KCRC Ordinance.

On 8 June 2007, the Legislative Council passed the Rail Merger Bill. Following agreement by the respective parties to the detailed merger transaction terms, the Rail Merger took place on 2 December 2007 (the “Appointed Day”). The Chief Executive of the Hong Kong Special Administrative Region appointed six public officers as Members of the Managing Board with effect from the Appointed Day. As provided for under the amendments made to the KCRC Ordinance by the Rail Merger Bill, the position of Chief Executive Officer has been left vacant, with a Chief Officer, who is not a Member of the Managing Board, being appointed by the Board to be responsible for managing the day-to-day business of the Corporation.

## 2 Rail Merger with MTR Corporation Limited (“MTRCL”)

The Rail Merger Ordinance permitted the granting of a long-term service concession (the “Service Concession”) in respect of the Corporation’s rail and bus operations and the sale of certain rail-related assets (the “Purchased Rail Assets”), certain subsidiaries and property-related rights and interests of the Corporation, to MTRCL.

Since the Appointed Day, the Corporation has been responsible for monitoring MTRCL’s compliance with its obligations under the merger transaction, including revenue sharing, annual payments and the specified day-to-day activities of the Corporation outsourced to MTRCL. The Corporation, besides meeting its obligations under the merger transaction, retains responsibility for the management and financing of its debts, for investing any available funds and for managing its remaining subsidiaries and other assets excluded from the merger transaction (the “Excluded Assets”).

### Service Concession

The Service Concession grants MTRCL the right to operate the Corporation’s existing railway lines (including the Kowloon Southern Link which was commissioned in August 2009 but excluding the Hong Kong Section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link (the “XRL”) which was commissioned in September 2018 and the Tuen Ma Line (the “TML”) which was commissioned in February 2020 and June 2021 by two phases) and other rail-related businesses (“concession assets”) for a period of 50 years (the “Concession Period”). Under the Service Concession, MTRCL receives all revenues generated from the operation of the Corporation’s rail network and other rail-related businesses. During the Concession Period, MTRCL is responsible for the daily operations and maintenance of the transport operations and will fund related capital expenditure, including the improvement and replacement of the Corporation’s railway network assets. The Corporation does not have responsibility for any railway or bus operations during the Concession Period.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 2 Rail Merger with MTR Corporation Limited (“MTRCL”) (continued)

#### Service Concession (continued)

In consideration for the Service Concession, MTRCL agreed to make a fixed annual payment of \$750 million and, commencing after the first 36 months, an additional variable annual payment based on revenue generated above the first \$2.5 billion from the operation of the Corporation’s rail network and other rail-related businesses during each financial year of MTRCL. The variable payments are computed at 10% of such revenue between \$2.5 billion and \$5 billion; 15% of such revenue between \$5 billion and \$7.5 billion; and 35% of such revenue above \$7.5 billion.

The Corporation’s role during the Concession Period essentially comprises the following duties:

- (i) acting as the grantor of the Service Concession to MTRCL, monitoring the compliance of MTRCL with the terms of the Service Concession and receiving concession payments from MTRCL;
- (ii) holding legal and beneficial title to all assets not forming part of the sale to MTRCL, such as the initial concession assets, which are defined as the physical assets including the Corporation’s railway land required for the operation of the Corporation’s railway system which were capitalised by the Corporation immediately prior to the Appointed Day, the Corporation’s shares in the associate and the Excluded Assets; and
- (iii) acting as the borrower and obligor in relation to the Corporation’s existing financial obligations and contingent liabilities.

Should the Corporation undertake any new railway projects during the Concession Period, these would be subject to a service concession granted by the Corporation in favour of MTRCL, with the parties entering into a supplemental service concession agreement.

#### Supplemental Service Concession for the XRL

In August 2018, the land or interests or other rights in respect of the land for the operation of the XRL were vested in and the movable assets of the XRL were assigned to the Corporation by the Hong Kong Special Administrative Region Government (the “Government”).

On 23 September 2018, the XRL commenced its commercial operations. The right to operate the XRL was granted by the Corporation to MTRCL (the “Supplemental Service Concession (XRL)”) for a concession period of 10 years (the “Concession Period (XRL)”) under a supplemental service concession agreement (the “SSCA (XRL)”). Pursuant to the SSCA (XRL), the Corporation shall reimburse MTRCL the pre-operating costs incurred for the planning and commissioning of the XRL and shall pay to MTRCL fixed annual payments totalling \$7,965 million during the Concession Period (XRL). In return, the Corporation is entitled to receive a variable annual payment from MTRCL, calculated based on revenue generated from the operation of the XRL. The applicable rate is as set out in the Service Concession above and based on the combined revenue from the Corporation’s rail network and the XRL and other rail-related businesses. In addition, the SSCA (XRL) contains the following revenue-related arrangements for the XRL.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 2 Rail Merger with MTR Corporation Limited (“MTRCL”) (continued)

#### Supplemental Service Concession for the XRL (continued)

- (a) If, and to the extent, the actual patronage of the XRL deviates from the projected patronage set out in the SSCA (XRL) by more than 15%, MTRCL and the Corporation shall share the impact of such shortfall/surplus according to a ratio of 30:70.
- (b) If the XRL results in a reduction in the patronage of the existing cross-boundary and intercity rail network operated by MTRCL under the Service Concession, the Corporation is to bear the impact of such reduction calculated according to a formula set out in the SSCA (XRL) and subject to a cap of \$1.5 billion over the Concession Period (XRL).
- (c) The Corporation agrees to reimburse to MTRCL the service fees for Mainland journey tickets purchased at the West Kowloon Station and the fare discounts applicable to students and disabled army men as special classes of passengers in Mainland China.

The Corporation has also separately agreed to reimburse MTRCL in full all costs and expenses arising from the carrying out of certain post-day-1 works (“post-day-1 costs”).

#### Supplemental Service Concessions for the TML

In February 2020, the land or interests or other rights in respect of the land for the operation of the first phase of the Tuen Ma Line (the “TML1”), which forms part of the Shatin to Central Link (the “SCL”), were vested in and the movable assets of the TML1 were assigned to the Corporation by the Government.

On 14 February 2020, the TML1 commenced its commercial operations. The right to operate the TML1 was granted by the Corporation to MTRCL (the “Supplemental Service Concession (TML1)”) for a concession period of 2 years (the “Concession Period (TML1)”) under another supplemental service concession agreement (the “SSCA (TML1)”). Pursuant to the SSCA (TML1), the Corporation shall pay to MTRCL fixed annual payments totalling \$465 million during the Concession Period (TML1). The Concession Period (TML1) was terminated on the first date of commissioning and commercial operation of the TML in June 2021, where the fixed annual payment for that calendar year was adjusted by a formula set out in the SSCA (TML1).

In June 2021, the land or interests or other rights in respect of the land and the movable assets for the operation of the second phase of the TML were vested in and assigned to the Corporation by the Government.

On 27 June 2021, the TML commenced its commercial operations. The right to operate the TML as a whole was granted by the Corporation to MTRCL (the “Supplemental Service Concession (TML)”) for a concession period of 2 years (the “Concession Period (TML)”) under a separate supplemental service concession agreement (the “SSCA (TML)”). The SSCA (TML) was then terminated with effect from the date of the commencement of commercial operations of the TML. Pursuant to the SSCA (TML), the Corporation shall pay to MTRCL fixed annual payments totalling \$492 million during the Concession Period (TML), subject to an adjustment mechanism under which if, and to the extent, the actual KCRC System Revenue is less than or greater than the thresholds set out in the SSCA (TML), MTRCL and the Corporation shall share the impact of such shortfall/surplus calculated according to a formula as set out therein.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 2 Rail Merger with MTR Corporation Limited (“MTRCL”) (continued)

#### Supplemental Service Concessions for the TML (continued)

Since the TML is integrated into the Corporation’s rail network, the revenue generated from the operation of the TML is not isolated and the variable annual payment thereon, which the Corporation is entitled to receive from MTRCL in return, is calculated at the applicable rate as set out in the Service Concession above based on the combined revenue from the Corporation’s rail network and the XRL and other rail-related businesses.

### 3 Significant accounting policies

#### (a) Statement of compliance

Although not required to do so under the KCRC Ordinance, the Corporation has prepared these financial statements in accordance with all applicable International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”). These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Companies Ordinance. These financial statements have also been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and accounting principles generally accepted in Hong Kong. A summary of the significant accounting policies adopted by the Corporation and its controlled subsidiaries (the “Group”) is set out below.

The IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Corporation. The equivalent new and revised HKFRSs consequently issued by the HKICPA have the same effective date as those issued by the IASB and are in all material respects identical to the pronouncements issued by the IASB. Note 4 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 and the Corporation for the current and prior accounting periods reflected in these financial statements.

#### (b) Basis of preparation of the financial statements

The measurement basis used in the preparation of the financial statements is the historical cost basis except where stated otherwise in the accounting policies set out below.

The preparation of financial statements in conformity with IFRSs and 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 with significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 38.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (c) Basis of consolidation

The consolidated financial statements comprise the Corporation and its controlled subsidiaries and the Group's interest in associate made up to 31 December each year.

The financial statements of certain entities held by the Corporation for the sole purpose of developing, on behalf of the Government, commercial or residential properties along the West Rail, Phase I route are excluded from consolidation on the basis that these are not considered to be controlled subsidiaries as the Corporation has no effective control over nor beneficial interests in the net assets of these entities, other than the amount of capital provided. The Corporation is not entitled to any earnings distribution, nor is it required to ultimately fund any losses which may be sustained by these entities.

Furthermore, the financial statements of The Metropolis Management Company Limited ("MMC"), which was established for the sole purpose of rendering property management services to a commercial property, are also excluded from consolidation on the basis that, under the Equity Sub-participation Agreement which formed part of the merger transaction, the Corporation is obliged to act on MTRCL's instructions in respect of the exercise of any and all rights the Corporation has as a shareholder of MMC. All the beneficial interests to which the Corporation was previously entitled prior to the Rail Merger now rest with MTRCL although there has been no direct disposition of the shares of MMC to MTRCL.

#### (d) Investments in subsidiaries

An investment in a controlled subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. The Corporation 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 over the entity. When assessing whether the Corporation has power, only substantive rights (held by the Corporation and other parties) are considered.

An investment in an entity in which the Corporation, directly or indirectly, holds more than half of the issued share capital but does not have control or significant influence is excluded from consolidation or equity accounting and is stated at cost less impairment losses, if any, in the Group's and the Corporation's statements of financial position.

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

In the Corporation's statement of financial position, an investment in a controlled subsidiary is stated at cost less impairment losses, if any.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (e) Interest in associate

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

An investment in an associate is accounted for in the Group's consolidated financial statements under the equity method and is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the associate'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 associate's net assets and any impairment losses relating to the investment (see note 3(l)(ii)). The Group's share of the post-acquisition post-tax results of an associate and any impairment losses for the year are recognised in profit or loss, whereas the Group's share of the post-acquisition post-tax items of an associate's other comprehensive income is recognised in other comprehensive income.

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 associate, 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 associate, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former associate 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.

In the Corporation's statement of financial position, an investment in an associate is stated at cost less impairment losses, if any.

The results of the associate are included in the Corporation's statement of comprehensive income to the extent of dividends received and receivable, providing the dividend is in respect of a period ending on or before the Corporation's financial year end and the Corporation's right to receive the dividend is established before the end of the reporting period.

#### (f) Investments in debt securities

The Group's and the Corporation's policies for investments in debt securities, other than investments in subsidiaries and associates, are as follows.

Investments in debt securities are recognised/derecognised on the trade date, which is the date the Group commits to purchase/sell the investments or when the investments expire. The investments are initially stated at fair value plus directly attributable transaction costs.

The investments are subsequently accounted for and measured at amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 3(w)(ii)).

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (g) Investment properties

Investment properties comprise land and/or buildings which are owned or held under a leasehold interest to earn rental income and are held for their investment potential.

Investment properties are stated at cost less accumulated depreciation and impairment losses, if any. Depreciation is calculated to write off the cost of investment properties, using the straight-line method over the shorter of the unexpired term of leases and their estimated useful lives.

Gains or losses arising from the retirement or disposal of an investment property 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.

#### (h) Property, plant and equipment

- (i) Property, plant and equipment, including those assets which are the subject of the Service Concession and the Supplemental Service Concession (TML) with MTRCL, is stated in the statement of financial position at cost less accumulated depreciation and impairment losses, if any.

During the Concession Period, MTRCL is responsible for the daily operations and maintenance of the railway operations and will fund related expenditure including the improvement and replacement of the Corporation's railway network assets. Such expenditure on the improvement and replacement of the Corporation's railway network assets (other than those in relation to the XRL) is defined as Additional Concession Property ("ACP") pursuant to the Service Concession Agreement. According to the Service Concession Agreement, the ACP will be returned to the Corporation at no cost, together with the initial concession assets acquired by the Corporation, upon the expiry or termination of the Concession Period subject to a threshold of \$116 billion of cumulative expenditure funded by MTRCL which will be adjusted from time to time pursuant to the provisions of the Service Concession Agreement and the SSCA (TML). As the ACP will be returned together with the initial concession assets acquired by the Corporation before the Rail Merger, the ACP, although funded by MTRCL, is treated in the same way as the initial concession assets and is capitalised in the statement of financial position at cost less accumulated depreciation and impairment losses, if any. The cost of ACP that is funded by MTRCL is credited to deferred income and amortised to profit or loss over the shorter of the useful life of the ACP and the remaining Concession Period.

Property, plant and equipment relating to rail networks and ancillary commercial activities comprises:

- buildings which are situated on leasehold land (see note 3(k)); and
- other items of plant and equipment including tunnels, bridges, roads, permanent way, rolling stock and other equipment.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (h) Property, plant and equipment (continued)

The cost of property, plant and equipment vested by the Government has been determined as follows:

- for property, plant and equipment vested on 1 February 1983 – as determined by the Financial Secretary; and
- for property, plant and equipment vested subsequent to 1 February 1983 – based on actual cost as reflected in the Government's records.

The cost of property, plant and equipment acquired by the Group and ACP funded by MTRCL comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and
- any costs, such as the costs of material, direct labour, an appropriate proportion of production overheads and interest and finance income/expenses directly attributable to bringing the asset to the location and condition capable of operating in the manner intended by management.

Expenditure incurred by the Group on property, plant and equipment, which is below \$20,000 per item or expected to be fully used within one year, is expensed to profit or loss when incurred.

- (ii) Subsequent expenditure on existing property, plant and equipment, for both concession assets and non-concession assets, is added to the carrying amount of the asset if either future economic benefits will flow to the Group or the condition of the asset will improve beyond its originally assessed standard of performance.

Expenditure incurred by the Group on repairs or maintenance of existing property, plant and equipment to restore or maintain the originally assessed standard of performance of the asset is recognised as an expense when incurred.

Expenditure incurred by MTRCL after the Appointed Day on repairs or maintenance of concession assets is borne by MTRCL.

- (iii) Gains or losses arising from the retirement or disposal of an item of property, plant and equipment, including concession assets, are determined as the difference between the net disposal proceeds attributable to the Group, if any, and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (i) Depreciation and amortisation

- (i) Depreciation for property, plant and equipment is calculated to write off the cost of an item of property, plant and equipment less its estimated residual value, if any, using the straight-line method over its estimated useful life as follows:

	<b>No. of years</b>
Tunnels, bridges and roads (see note 3(i)(iii)) . . . . .	15-64
Buildings (see note 3(i)(iii)) . . . . .	7-50
Rolling stock . . . . .	2-50
Locomotives and wagons . . . . .	5-35
Lifts and escalators . . . . .	20-25
Permanent way comprising rails, ballast, sleepers and concrete civil works (see note 3(i)(iii)) . . . . .	10-50
Machinery and equipment . . . . .	3-45
Telecommunication and signalling systems and air-conditioning plant . . . . .	3-50
Fare collection systems . . . . .	5-20
Mobile phone systems . . . . .	7-15
Tools . . . . .	10-40
Furniture and fixtures . . . . .	3-40
Computer and office equipment (including computer software) . . . . .	3-20
Buses . . . . .	4-17
Other motor vehicles . . . . .	4-15

- (ii) Where parts of an item of property, plant and equipment 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. The residual value of an asset is the estimated amount that the Group could currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the asset was already of the age and in the condition expected at the end of its useful life.
- (iii) Tunnels, bridges, roads, concrete civil works and buildings situated on leasehold land are depreciated over the shorter of the unexpired term of the related lease and their estimated useful lives.

#### (j) Intangible assets

- (i) XRL

The land or interests or other rights in respect of the land for the operation of the XRL were vested in and the movable assets of the XRL were assigned to the Corporation by the Government for a term of 50 years at a nominal premium of \$1,000 and \$1 respectively. These costs represent the adopted value for the acquisition of the right of use of the land and the related assets. Furthermore, the pre-operating costs for the planning and commissioning of the XRL and post-day-1 costs incurred by MTRCL and reimbursed by the Corporation (see note 2) are also an integral part of the assets for the XRL.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (j) Intangible assets (continued)

##### (ii) TML

The land or interests or other rights in respect of the land for the operation of the TML1 were vested in and the movable assets of the TML1 were assigned to the Corporation by the Government for a term of 50 years at a nominal premium of \$1,000 and \$1 respectively. The same vesting and assignment terms apply to the land or interests or other rights in respect of the land and the movable assets for the operation of the second phase of the TML. These costs represent the adopted value for the acquisition of the right of use of the land and the related assets. Furthermore, the expenditure incurred by the Corporation for the SCL project that was previously recognised as deferred expenditure was transferred to intangible assets upon commencement of the Supplemental Service Concession (TML1).

All these costs are carried as intangible assets on the statement of financial position and are amortised to profit or loss on a straight-line basis over the unexpired lease term of the land vested.

#### (k) Leased assets

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.

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.

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. Variable lease payments that do not depend on an index or a 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. The right-of-use asset is subsequently stated at cost less accumulated amortisation and impairment losses (see notes 3(i)(i) and 3(l)(ii)).

The Group presents right-of-use assets arising from interest in leasehold land where the Corporation is the registered owner of the land interest that do not meet the definition of investment property as “interest in leasehold land held for own use”.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (k) Leased assets (continued)

Land lease premiums, land resumption costs and other costs directly associated with the acquisition of leasehold land held for own use are amortised on a straight-line basis over the period of the lease term. The cost in relation to leasehold land vested by the Government has been determined as follows:

- vested on 1 February 1983 – as determined by the Financial Secretary; and
- vested subsequent to 1 February 1983 – based on actual cost as reflected in the Government's records or the costs incurred by the Corporation directly associated with the acquisition of leasehold land.

#### (l) Credit losses and impairment of assets

##### (i) Credit losses from financial assets

The Group recognises a loss allowance for expected credit losses ("ECLs") on financial assets measured at amortised cost (including cash and cash equivalents, interest and other receivables and debt securities). Financial assets measured at fair value are not subject to the ECL assessment.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). The expected cash shortfalls for fixed-rate financial assets and interest and other receivables are discounted using the effective interest rate determined at initial recognition or an approximation thereof where the effect of discounting is material.

##### (ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that any assets, other than financial 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.

- 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 the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (l) Credit losses and impairment of assets (continued)

##### (ii) Impairment of other assets (continued)

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal, 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 an impairment loss 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.

#### (m) Construction in progress

Assets under construction and capital works for the operating railways are stated at cost incurred by the Corporation (or by MTRCL in the case of ACP) less impairment losses, if any. Costs comprise direct costs of construction, including materials, staff costs and overheads, interest and finance income/expenses and gains or losses arising from changes in fair value of pre-funding investments capitalised during the period of construction or installation and testing. Capitalisation of these costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use are interrupted or completed. The assets concerned are transferred to property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed, at which time the assets begin to be depreciated in accordance with the relevant policies. Land lease premiums, land resumption costs and other related costs incurred by the Corporation for the purpose of acquiring the land on which the new railways or extensions to existing railways are to be operated are initially included in construction in progress. These costs are transferred to interest in leasehold land held for own use when the related assets are completed and ready for their intended use at which time the costs begin to be amortised in accordance with the relevant policies.

Costs incurred by the Corporation (or MTRCL in the case of ACP) in respect of feasibility studies on proposed railway related construction projects (including consultancy fees, in-house staff costs and overheads) are dealt with as follows:

- where the proposed projects are at a preliminary review stage with no certainty of the proposed project proceeding, the costs concerned are written off to profit or loss as incurred; and

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (m) Construction in progress (continued)

- where the proposed projects are at a detailed study stage, having demonstrated an acceptable financial viability and having obtained the Managing Board's approval to proceed further, the costs concerned are initially dealt with as deferred expenditure and then transferred to intangible assets or construction in progress after the relevant project agreements are reached with the Government.

#### (n) Deferred expenditure

Deferred expenditure relates to costs incurred for proposed railway related construction projects which will be transferred to intangible assets or construction in progress after the relevant project agreements are reached with the Government. The composition of costs and their capitalisation criteria follow that of intangible assets or construction in progress as set out in notes 3(j) or 3(m).

#### (o) Property development

When the Corporation determines or reaches agreement with property developers to develop a site for resale or for rent, the carrying amount of the leasehold land and existing buildings on the development site are transferred to properties under development. Costs related to the respective projects incurred by the Corporation are also dealt with as properties under development until such time that profit on the development is recognised by the Corporation.

Profits on property development undertaken in conjunction with property developers are recognised in profit or loss as follows:

- where the Corporation receives payments from property developers as a consequence of their participation in a project to develop a property, such payments are set off against the balance in properties under development in respect of that project. Any surplus amounts of payments received from property developers in excess of the balance in properties under development are transferred to deferred income. In such circumstances, further costs subsequently incurred by the Corporation in respect of that project are charged against the related balance of deferred income and any excess is charged to properties under development to the extent it is considered to be recoverable. The balance of deferred income is credited to profit or loss when the property enabling works are completed and acceptable for development and after taking into account the outstanding risks and obligations in connection with the development, if any, retained by the Corporation. The balance of properties under development not previously offset by payments received from property developers is charged to profit or loss where the costs are considered to be irrecoverable, together with provision for losses, if any, borne by the Corporation in respect of the development; and
- where the Corporation retains certain assets of the development, profits are measured based on the fair value of such assets and are recognised at the time of receipt after taking into account the costs incurred by the Corporation in respect of the development and the outstanding risks, if any, retained by the Corporation in connection with the development.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, demand deposits with banks and other financial institutions and short-term, highly liquid investments. Cash equivalents are readily convertible into known amounts of cash with an insignificant risk of changes in value and have a maturity of less than three months at acquisition. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 3(l)(i).

For the purposes of the consolidated cash flow statement, cash equivalents exclude bank deposits with a maturity of more than three months when placed but include bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

#### (q) Interest and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Interest and other receivables are stated at amortised cost using the effective interest method, less allowance for credit losses (see note 3(l)(i)).

#### (r) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, the interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 3(y)(ii)).

#### (s) Interest and other payables

Interest and other payables are initially recognised at fair value and thereafter are stated at amortised cost except where the present value is not determinable because there are no fixed payment terms. In such cases, other payables are stated at cost.

#### (t) Employee benefits

##### (i) Short term employee benefits and contributions to defined contribution retirement plans

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.

##### (ii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (u) Income tax

- (i) 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.
- (ii) 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.
- (iii) 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.

All deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the assets can be utilised, are recognised. All deferred tax liabilities are recognised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

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.

- (iv) 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 Corporation 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 Corporation 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 intend to realise the current tax assets and settle the current tax liabilities on a net basis in the same period.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (v) Provisions, contingent liabilities and onerous contracts

##### (i) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate 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.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

##### (ii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

#### (w) Revenue and other income

##### (i) Concession income

Different components of concession income are recognised in profit or loss as follows:

###### *Service Concession*

- Fixed annual payments of \$750 million and variable annual payments based on revenue generated from the operation of the Corporation's rail network and other rail-related businesses are recognised when earned during the Concession Period;
- The upfront payment received less the cost of Purchased Rail Assets for the Service Concession and the assets and liabilities assumed by MTRCL are amortised over the Concession Period on a straight-line basis; and
- ACP funded by MTRCL is recognised as deferred income and amortised over the shorter of its useful life and the remaining Concession Period.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (w) Revenue and other income (continued)

##### (i) Concession income (continued)

###### *Supplemental Service Concession for the XRL*

- Variable annual payments based on revenue generated from the operation of the XRL, net of fixed annual payments and any amounts under the revenue-related arrangements as set out in note 2, are recognised when earned during the Concession Period (XRL); and
- The fixed annual payments to MTRCL (see note 2) are executory in nature and are accrued on a straight-line basis over the Concession Period (XRL). The payment pattern of these payments, as set out in the SSCA (XRL), gives rise to a financing component. The fixed annual payments are therefore measured at the present value of the amount payable. The related interest component is accrued separately under the effective interest method (see note 3(y)(ii)).

###### *Supplemental Service Concession for the TML*

- Variable annual payments based on revenue generated from the operation of the TML1 and then the TML as integrated into the Corporation's rail network, net of fixed annual payments as set out in note 2, are recognised when earned during the Concession Period (TML1) and then the Concession Period (TML); and
- Similar to the XRL, the fixed annual payments to MTRCL (see note 2) are executory in nature and are accrued on a straight-line basis over the Concession Period (TML1) or the Concession Period (TML), where applicable. The payment pattern of these payments, as set out in the SSCA (TML1) and SSCA (TML), gives rise to a financing component. The fixed annual payments are therefore measured at the present value of the amount payable where the effect of discounting is material. The related interest component is accrued separately under the effective interest method (see note 3(y)(ii)).
- ACP funded by MTRCL is recognised as deferred income and amortised over the shorter of its useful life and the remaining Concession Period.

##### (ii) Interest income

Interest income is recognised as it accrues using the effective interest method.

##### (iii) Rental income

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (x) Translation of foreign currencies

Foreign currency transactions during the year are translated into Hong Kong dollars at the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Corporation initially recognises such non-monetary assets or liabilities. Monetary assets and liabilities denominated in foreign currencies are translated into Hong Kong dollars at the foreign exchange rates ruling at the end of the reporting period.

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. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into Hong Kong dollars using the foreign exchange rates ruling at the dates the fair value was determined.

Exchange gains and losses are recognised in profit or loss.

#### (y) Interest and finance income/expenses

(i) Interest and finance income includes:

- interest income from bank deposits and investments; and
- net exchange gains arising from foreign currency transactions.

Interest and finance income is credited to profit or loss in the period in which it is earned.

(ii) Interest and finance expenses include:

- interest payable on borrowings;
- interest accrued in relation to fixed annual payments for the XRL and the TML;
- finance expenses including amortisation of discounts/premiums and ancillary costs incurred in connection with the arrangement of borrowings calculated using the effective interest rate; and
- net exchange losses arising from foreign currency transactions.

Interest and finance expenses are expensed in profit or loss in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 3 Significant accounting policies (continued)

#### (z) 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.
  - (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.

#### (aa) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's direct management team for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 4 Changes in accounting policies

The IASB has issued a number of amendments to IFRSs that are first effective for the current accounting period of the Group and the Corporation. The equivalent revised HKFRSs consequently issued by the HKICPA have the same effective date as those issued by the IASB and are in all material respects identical to the pronouncements issued by the IASB.

None of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 5 Turnover

Turnover principally represents revenue from the Service Concession and the Supplemental Service Concessions ("Concession Income"). The amounts of revenue recognised in turnover during the year are as follows:

	2021 \$ million	2020 \$ million
Concession Income		
– fixed and variable annual payments <sup>#</sup>	(609)	(853)
– amortisation of upfront payment and net liabilities transferred to MTRCL	83	83
– income relating to ACP funded by MTRCL	932	905
	406	135
Property services (including rental income from MTRCL of \$14 million (2020: \$14 million))	25	33
	431	168

<sup>#</sup> The amount represents the net fixed and variable annual payments from/to MTRCL in connection with the Service Concession and Supplemental Service Concessions as disclosed in note 2, which are accounted for in accordance with the accounting policies set out in note 3(w)(i).

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**6 Operating costs before depreciation, amortisation and impairment**

	2021 \$ million	2020 \$ million
Staff costs	11	10
Government rent and rates	2	1
Cost of services acquired (including services outsourced to MTRCL of \$19 million (2020: \$19 million))	29	28
Reimbursement of legal expenses	–	(9)
Others	2	2
	<b>44</b>	<b>32</b>

**7 Operating profit before depreciation, amortisation and impairment**

- (a) Operating profit before depreciation, amortisation and impairment is arrived at after charging/ (crediting):

	2021 \$ million	2020 \$ million
Auditor's remuneration		
– audit services	2.2	2.1
– other services	0.5	–
Emoluments of the Chief Officer who is not a Member of the Managing Board	3	3
and after crediting:		
Rentals receivable from operating leases less direct outgoings of \$2 million (2020: \$1 million) (including variable lease payments of nil (2020: nil))	(23)	(32)

- (b) No fees have been paid nor are payable to any Member of the Managing Board, including the Chairman, in 2021 and 2020.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**7 Operating profit before depreciation, amortisation and impairment (continued)**

- (c) Emoluments of the Chief Officer, who is not a Member of the Managing Board, include fixed remuneration which comprises base pay, allowances and gratuities and benefits-in-kind. Details of emoluments are shown below:

	2021 \$ million	2020 \$ million
Mr LT Ma	3.48	3.48

The ranges of remuneration set out below include the five highest paid employees of the Corporation.

	No. of employees	
	2021	2020
The remuneration of the highest five employees ranges from		
\$3,500,001 – \$4,000,000	1	–
\$3,000,001 – \$3,500,000	1	2
\$2,500,001 – \$3,000,000	1	–
\$2,000,001 – \$2,500,000	–	1
Nil – \$1,000,000	2	2

**8 Depreciation and amortisation**

	2021 \$ million	2020 \$ million
Depreciation		
– investment properties	3	2
– other property, plant and equipment	2,825	2,864
	2,828	2,866
Amortisation		
– amortisation of interest in leasehold land held for own use	110	109
– amortisation of intangible assets	38	35
	2,976	3,010

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**9 Interest and finance income/expenses****(a) Interest and finance income**

	2021 \$ million	2020 \$ million
Interest income from deposits	38	158
Interest income from other financial assets	9	9
Interest income from financial assets	47	167
Exchange gain (net)	5	–
	<b>52</b>	<b>167</b>

**(b) Interest and finance expenses**

	2021 \$ million	2020 \$ million
Interest expenses on loans	42	69
Interest accrued in relation to fixed annual payments for the XRL and the TML	79	52
Interest and finance expenses on financial liabilities	121	121
Exchange loss (net)	–	3
	<b>121</b>	<b>124</b>

**10 Income tax****(a) Income tax in the consolidated statement of comprehensive income represents:**

	2021 \$ million	2020 \$ million
<i>Current tax</i>		
Provision for Hong Kong Profits Tax at 16.5% (2020: 16.5%) of the estimated assessable profits for the year	–	–
<i>Deferred tax credit</i>		
Origination and reversal of temporary differences	(449)	(494)
	<b>(449)</b>	<b>(494)</b>

The Corporation sustained a loss for tax purposes for the years ended 31 December 2021 and 2020.

The Corporation has accumulated tax losses carried forward of approximately \$41,800 million at 31 December 2021 (2020: approximately \$38,500 million) which are available to set off against future assessable profits. The tax losses do not expire under current tax legislation.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**10 Income tax (continued)**

(b) Reconciliation between tax credit and accounting loss at applicable tax rates:

	2021 \$ million	2020 \$ million
Loss before taxation	(2,604)	(2,785)
Tax credit on accounting loss before taxation at 16.5% (2020: 16.5%)	(430)	(459)
Tax effect of non-deductible expenses	172	168
Tax effect of non-taxable income	(191)	(203)
Actual tax credit	(449)	(494)

(c) Deferred tax assets and liabilities recognised:

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Future benefit of tax losses \$ million	Depreciation allowances in excess of the related depreciation \$ million	Total \$ million
At 1 January 2020	(5,793)	6,301	508
(Credited)/charged to profit or loss	(561)	67	(494)
At 31 December 2020	(6,354)	6,368	14
At 1 January 2021	(6,354)	6,368	14
(Credited)/charged to profit or loss	(545)	96	(449)
At 31 December 2021	(6,899)	6,464	(435)

**11 Loss for the year wholly attributable to the sole shareholder of the Corporation**

Of the consolidated loss for the year amounting to \$2,155 million (2020: \$2,291 million), a loss of \$2,175 million (2020: \$2,305 million) has been dealt with in the financial statements of the Corporation.

**12 Segment reporting**

The Group manages its businesses as a whole as virtually all of the turnover and operating profit is derived from activities in Hong Kong. The financial statements are already presented in a manner consistent with the way in which information is reported internally to the Group's direct management team for the purposes of resource allocation and performance assessment. Accordingly, no business and geographical segment information is disclosed in accordance with IFRS 8 and HKFRS 8.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**13 Investment properties, other property, plant and equipment and interest in leasehold land held for own use**

- (a) Movements in investment properties, other property, plant and equipment and interest in leasehold land held for own use comprise:

	Other property, plant and equipment					Total \$ million	Interest in leasehold land held for own use \$ million
	Investment properties \$ million	Tunnels, bridges, roads and permanent way \$ million	Buildings \$ million	Rolling stock \$ million	Other equipment \$ million		
<b>Cost:</b>							
At 1 January 2020	70	29,561	31,368	13,292	24,218	98,509	5,629
Transfer from construction in progress	10	277	18	838	599	1,742	-
Additions	-	-	252	-	-	252	-
Purchase of ACP by MTRCL	-	-	-	-	45	45	-
Disposals	-	(70)	(1)	(106)	(213)	(390)	-
Reclassification	-	-	7	(39)	32	-	-
At 31 December 2020	80	29,768	31,644	13,985	24,681	100,158	5,629
At 1 January 2021	80	29,768	31,644	13,985	24,681	100,158	5,629
Transfer from construction in progress	2	261	26	1,574	1,778	3,641	-
Additions	-	4	-	-	-	4	34
Purchase of ACP by MTRCL	-	1	4	-	56	61	-
Disposals	-	(84)	(54)	(1,933)	(1,821)	(3,892)	-
Reclassification	-	-	24	4	(28)	-	-
At 31 December 2021	82	29,950	31,644	13,630	24,666	99,972	5,663
<b>Accumulated depreciation, amortisation and impairment:</b>							
At 1 January 2020	54	9,758	11,770	8,517	15,482	45,581	1,985
Charge for the year	2	681	772	571	840	2,866	109
Written back on disposals	-	(59)	(1)	(103)	(204)	(367)	-
Reclassification	-	-	-	(6)	6	-	-
At 31 December 2020	56	10,380	12,541	8,979	16,124	48,080	2,094
At 1 January 2021	56	10,380	12,541	8,979	16,124	48,080	2,094
Charge for the year	3	694	771	482	878	2,828	110
Written back on disposals	-	(70)	(54)	(1,929)	(1,804)	(3,857)	-
Reclassification	-	-	2	-	(2)	-	-
At 31 December 2021	59	11,004	13,260	7,532	15,196	47,051	2,204
<b>Carrying amount:</b>							
At 31 December 2021	23	18,946	18,384	6,098	9,470	52,921	3,459
At 31 December 2020	24	19,388	19,103	5,006	8,557	52,078	3,535

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**13 Investment properties, other property, plant and equipment and interest in leasehold land held for own use (continued)**

- (b) Permanent way principally comprises the cost of rail tracks, sleepers, track base and ballast.
- (c) Other equipment comprises lifts and escalators, telecommunication and signalling systems, machinery, furniture and fixtures, motor vehicles and computer and office equipment.
- (d) The total future undiscounted lease payments receivable under non-cancellable operating leases are expected to be received as follows:

	2021 \$ million	2020 \$ million
Within one year	24	31
After one year but within two years	12	18
After two years but within three years	6	5
After three years but within four years	6	–
After four years but within five years	3	–
	<b>51</b>	<b>54</b>

- (e) In compliance with IAS 16 and HKAS 16, *Property, plant and equipment* which require an annual review of the estimated useful lives of property, plant and equipment, a review of the estimated useful lives of all major asset categories was undertaken by in-house engineers of MTRCL during the year. As a result, the depreciation charge for the year increased by \$21 million.
- (f) The Group holds several land interests for its railway business and is the registered owner of these land interests. Lump sum payments were made upfront to acquire these land interests from their previous registered owners or the Government, and there are no ongoing payments to be made under the terms of the land leases.

The Group's interest in leasehold land held in Hong Kong under medium-term leases (less than 50 years but more than 10 years) amounted to \$3,459 million (2020: \$3,535 million) at 31 December 2021 and is accounted for as right-of-use assets.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**13 Investment properties, other property, plant and equipment and interest in leasehold land held for own use (continued)**

- (g) As at 31 December 2021, the Corporation held certain floors of Citylink Plaza at Sha Tin Station as investment properties. The carrying amount and fair value of these investment properties and the level of fair value hierarchy (as defined in note 27(e)) are disclosed as below:

	Carrying amount at 31 December 2021 \$ million	Fair value at 31 December 2021 \$ million	Fair value measurements as at 31 December 2021 categorised into		
			Level 1	Level 2	Level 3
			\$ million	\$ million	\$ million
Investment properties	23	1,721	–	1,721	–
	23	1,721	–	1,721	–

	Carrying amount at 31 December 2020 \$ million	Fair value at 31 December 2020 \$ million	Fair value measurements as at 31 December 2020 categorised into		
			Level 1	Level 2	Level 3
			\$ million	\$ million	\$ million
Investment properties	24	1,852	–	1,852	–
	24	1,852	–	1,852	–

Valuation techniques and inputs used in Level 2 fair value measurements:

- The fair value of the investment properties was estimated with reference to recent average transaction prices of properties with comparable rental value.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 14 Intangible assets

Intangible assets comprise:

	XRL \$ million	TML \$ million	Total \$ million
<b>Cost:</b>			
At 1 January 2021	725	1,188	1,913
Additions	70	–	70
At 31 December 2021	795	1,188	1,983
<b>Accumulated amortisation:</b>			
At 1 January 2021	30	22	52
Charge for the year	15	23	38
At 31 December 2021	45	45	90
<b>Net book value:</b>			
At 31 December 2021	750	1,143	1,893
<b>Cost:</b>			
At 1 January 2020	675	–	675
Additions	50	–	50
Transfer from deferred expenditure	–	1,188	1,188
At 31 December 2020	725	1,188	1,913
<b>Accumulated amortisation:</b>			
At 1 January 2020	17	–	17
Charge for the year	13	22	35
At 31 December 2020	30	22	52
<b>Net book value:</b>			
At 31 December 2020	695	1,166	1,861

As at 31 December 2021, the pre-operating costs reimbursable to MTRCL (see note 2) have not yet been finalised and agreed with MTRCL. The accrued amount of \$670 million recognised included above represents management's best estimate based on information available to date. The actual costs to be reimbursed by the Corporation are subject to the final result of the ongoing negotiations with MTRCL.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**15 Construction in progress**

Construction in progress comprises:

	2021 \$ million	2020 \$ million
Balance at 1 January	7,083	6,103
Costs incurred by the Corporation during the year	–	4
Costs incurred for ACP funded by MTRCL	2,217	2,718
Transfer to other property, plant and equipment	(3,641)	(1,742)
Balance at 31 December	5,659	7,083

**16 Deferred expenditure**

(a) Deferred expenditure comprises:

	2021 \$ million	2020 \$ million
<b>Shatin to Central Link</b>		
Balance at 1 January	–	1,188
Transfer to intangible assets	–	(1,188)
Balance at 31 December	–	–

- (b) In February 2018, the Government announced that the land or interests or other rights in respect of the land for the operation of the Shatin to Central Link (the “SCL”) be vested in and the movable assets of the SCL be assigned to the Corporation and then operated by MTRCL through a supplemental service concession arrangement. The terms of vesting and supplemental service concession arrangements for the operation of the first phase of the Tuen Ma Line (the “TML1”), which forms part of the SCL, had been agreed and finalised in February 2020 for its commencement of commercial operations. Management are confident that the recovery of the costs incurred to date by the Corporation on the SCL will be achieved over the duration of the supplemental service concession arrangements for the TML1 and subsequent phases of the SCL with MTRCL. Subsequent to the commencement of the Supplemental Service Concession (TML1), the balance of deferred expenditure was transferred to intangible assets.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 17 Investments in subsidiaries

(a) Details of the subsidiaries listed by principal activities are as follows:

Name of company	Place of incorporation and operation	Particulars of issued and paid up capital	Percentage of shares held by the Corporation
<b>Asset leasing</b>			
Kasey Asset Limited <sup>#</sup>	Hong Kong	100 ordinary shares	100%
Fluent Asset Limited <sup>#^</sup>	Hong Kong	100 ordinary shares	100%

<sup>#</sup> As both Kasey Asset Limited and Fluent Asset Limited have no accounting transactions to be recognised in their financial statements, the Companies Registry approved the dormant status of these companies with effect from 1 September 2017.

<sup>^</sup> Fluent Asset Limited was de-registered from the Companies Registry on 30 April 2021.

(b) Details of entities in which the Corporation holds more than half of the issued share capital but does not have control are as follows:

Name of company	Place of incorporation and operation	Particulars of issued and paid up capital	Percentage of shares held by the Corporation
<b>Property development</b>			
West Rail Property Development Limited, and its 11 wholly owned subsidiaries <sup>*</sup>	Hong Kong	51 'A' shares 49 'B' shares	100% Nil
<b>Property management</b>			
The Metropolis Management Company Limited ("MMC") <sup>**</sup>	Hong Kong	25,500 'A' shares 24,500 'B' shares	100% Nil

<sup>\*</sup> These entities are held by the Corporation for the sole purpose of developing commercial or residential properties along the West Rail, Phase I route on behalf of the Government. Their financial statements are excluded from consolidation as the Corporation has no effective control over nor beneficial interest in the net assets of these entities, other than the amount of capital provided.

<sup>\*\*</sup> This entity is held by the Corporation for the sole purpose of rendering property management services to a commercial property. The financial statements are excluded from consolidation on the basis that, under the Equity Sub-participation Agreement which formed part of the merger transaction, the Corporation is obliged to act on MTRCL's instructions in respect of the exercise of any and all rights the Corporation has as a shareholder of MMC. All the beneficial interests to which the Corporation was previously entitled prior to the Rail Merger now rest with MTRCL although there has been no direct disposition of the shares of MMC to MTRCL.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**17 Investments in subsidiaries (continued)**

- (c) A summary of consolidated financial information of West Rail Property Development Limited and its subsidiaries based on the management accounts of these companies as of 31 December is as follows:

	2021 \$ million	2020 \$ million
Assets	4,542	4,402
Liabilities	271	358
Equity (Net assets)	4,271	4,044
Turnover	271	343
Profit after taxation and total comprehensive income for the year	226	289

**18 Interest in associate**

The interest in associate is as follows:

	2021 \$ million	2020 \$ million
Share of net assets	430	410

Details of the associate, which is an unlisted corporate entity and is incorporated and operates in Hong Kong, are as follows:

Name of company	Particulars of issued and paid up capital	Percentage of shares held by the Corporation	Principal activity
Octopus Holdings Limited	42,000,000 ordinary shares	22.1%	Operates a common payment system using Octopus Cards*

\* Octopus Holdings Limited facilitates commuters to use the Octopus Cards for the transportation services along the KCR railway system.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**18 Interest in associate (continued)**

A summary of financial information of the associate based on its consolidated management accounts as of 31 December and a reconciliation of the net assets of the associate to the carrying amount in the consolidated financial statements are as follows:

	2021		2020	
	Gross amounts of the associate (100%) \$ million	Group's effective interest (22.1%) \$ million	Gross amounts of the associate (100%) \$ million	Group's effective interest (22.1%) \$ million
Assets	9,756	2,156	8,200	1,813
Liabilities	7,813	1,726	6,350	1,403
Equity (Net assets)	1,943	430	1,850	410
Turnover	1,378	305	995	220
Profit after taxation and total comprehensive income for the year	404	89	314	69
Dividend paid	311	69	250	55

**19 Other financial assets**

Other financial assets comprise:

	2021 \$ million	2020 \$ million
Debt securities measured at amortised cost – unlisted	556	552

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**20 Interest and other receivables**

(a) Interest and other receivables comprise:

	2021 \$ million	2020 \$ million
Interest receivable relating to deposits with banks and other financial assets	7	6
Deposits, prepayments and revenue in arrears	10	80
Amount receivable from MTRCL	333	301
	<b>350</b>	<b>387</b>

As at 31 December 2021, the above prepayments include an amount of \$1 million in relation to fixed annual payments under the SSCA (TML) (2020: \$71 million in relation to fixed annual payments under the SSCA (TML1)).

(b) Interest and other receivables are expected to be recovered as follows:

	2021 \$ million	2020 \$ million
Within one year	347	384
After one year	3	3
	<b>350</b>	<b>387</b>

(c) Included in interest and other receivables are interest receivable and amount receivable from MTRCL with the following ageing analysis:

	2021 \$ million	2020 \$ million
Due within three months	277	242
Due over three months but within one year	63	65
Interest receivable and amount receivable from MTRCL	340	307
Deposits, prepayments and revenue in arrears	10	80
	<b>350</b>	<b>387</b>

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**21 Cash and cash equivalents**

Cash and cash equivalents comprise:

	2021 \$ million	2020 \$ million
Deposits with banks		
– within three months to maturity when placed	385	1,810
– more than three months to maturity when placed	9,990	10,080
Cash at bank and in hand	48	22
Cash and cash equivalents in the consolidated statement of financial position	10,423	11,912
Less: deposits with banks with more than three months to maturity when placed	(9,990)	(10,080)
Cash and cash equivalents in the consolidated cash flow statement	433	1,832

**22 Interest and other payables**

(a) Interest and other payables comprise:

	2021 \$ million	2020 \$ million
Interest payable	2	17
Deposits and advances	13	11
Creditors and accrued charges	782	964
Amount payable to MTRCL	3,480	2,830
	4,277	3,822

As at 31 December 2021, accruals for fixed annual payments and the related interest component of \$2,342 million (2020: \$1,719 million) and pre-operating costs of \$670 million (2020: \$670 million) (see note 14) under the Supplemental Service Concession (XRL) are included in the amount payable to MTRCL and accrued charges above respectively.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**22 Interest and other payables (continued)**

(b) Interest and other payables are expected to be settled as follows:

	2021 \$ million	2020 \$ million
Within one year	1,903	1,587
After one year	2,374	2,235
	<b>4,277</b>	<b>3,822</b>

(c) Included in interest and other payables are interest payable, creditors and amount payable to MTRCL with the following ageing analysis:

	2021 \$ million	2020 \$ million
Due within one month or on demand	7	193
Due between one month and six months	622	438
Due between six months and twelve months	605	180
Due after one year and within two years	720	605
Due after two years and within five years	1,532	1,434
Total interest payable, creditors and amount payable to MTRCL	<b>3,486</b>	<b>2,850</b>
Deposits and advances	13	11
Accrued charges	778	961
	<b>4,277</b>	<b>3,822</b>

**23 Accrued charges and provisions for capital projects**

The balance includes an aggregate amount of \$29 million (2020: \$21 million) payable to the Government for accrued charges and provisions for claims on land resumption and business losses in relation to the West Rail and East Rail Extensions projects. The provisions for claims amounted to \$20 million (2020: \$21 million).

Accrued charges and provisions for capital projects are expected to be settled or utilised as follows:

	2021 \$ million	2020 \$ million
Within one year	9	–
After one year	20	21
	<b>29</b>	<b>21</b>

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 24 Interest-bearing borrowings

- (a) Interest-bearing borrowings comprise:

	2021		2020	
	Carrying amount \$ million	Fair value \$ million	Carrying amount \$ million	Fair value \$ million
Capital market instruments				
HK dollar notes due 2024 – see (c) below	414	438	414	456
HK dollar notes due 2021 – see (c) below	–	–	500	507
HK dollar notes due 2021 – see (c) below	–	–	749	760
	414	438	1,663	1,723

- (b) The fair values of capital market instruments were determined using discounted cash flow techniques.
- (c) The Corporation issued the following notes under its 2009 US\$3 billion medium term note programme:

Date of issue	Nominal value	Interest rate	Maturity	Pricing
15 May 2009	\$415 million	4.13%	2024	At a discount
15 June 2009 <sup>#</sup>	\$500 million	3.88%	2021	At a discount
9 July 2009 <sup>#</sup>	\$750 million	3.82%	2021	At a discount

<sup>#</sup> The notes were repaid in full in 2021.

All the notes issued are unsecured and rank equally with all of the Corporation's other unsecured senior indebtedness.

- (d) The covenants attached to the Corporation's interest-bearing borrowings are customary ones.
- (e) The interest-bearing borrowings were repayable as follows:

	2021 \$ million	2020 \$ million
Within one year	–	1,249
After two years but within five years	414	414
	414	1,663

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 25 Deferred income

- (a) The balance of deferred income at 31 December 2021 includes cash received from property developers for property development sites along the Light Rail; the upfront payment received less the cost of Purchased Rail Assets for the Service Concession; assets and liabilities assumed by MTRCL as part of the merger transaction; and the cost of ACP funded by MTRCL less related amortisation. Under the property package of the Rail Merger, the Corporation shall continue to be responsible for the funding of the property enabling works for the eight development sites sold to MTRCL. The cash received from property developers will be set off against costs to be incurred by the Corporation in respect of each property development. The unutilised balance will be credited to profit or loss when the property enabling works are completed and accepted for development and after taking into account the outstanding risks and obligations in connection with the development, if any, retained by the Corporation. The balance relating to the net upfront payment received for the Service Concession and assets and liabilities assumed by MTRCL is being amortised and credited to profit or loss over the Concession Period. The balance relating to ACP is being amortised to profit or loss over the shorter of the useful life of the ACP and the remaining Concession Period.
- (b) Movements in deferred income comprise:

	2021 \$ million	2020 \$ million
Balance at 1 January	19,042	17,267
Deferred income relating to ACP funded by MTRCL	2,278	2,763
Recognised in profit or loss	(1,015)	(988)
Balance at 31 December	20,305	19,042

- (c) Deferred income is expected to be recognised in profit or loss as follows:

	2021 \$ million	2020 \$ million
Within one year	990	976
After one year	19,315	18,066
	20,305	19,042

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 26 Capital, reserves and dividends

## (a) Movements in components of equity

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 Corporation's individual components of equity between the beginning and the end of the year are set out below:

## The Corporation

	Share capital \$ million	Retained profits \$ million	Total equity \$ million
Balance at 1 January 2020	39,120	16,040	55,160
Changes in equity for 2020:			
Total comprehensive income for the year	–	(2,305)	(2,305)
Balance at 31 December 2020 and 1 January 2021	<b>39,120</b>	<b>13,735</b>	<b>52,855</b>
Changes in equity for 2021:			
Total comprehensive income for the year	–	(2,175)	(2,175)
Balance at 31 December 2021	<b>39,120</b>	<b>11,560</b>	<b>50,680</b>

- (i) Included in the retained profits of the Group is an amount of \$421 million (2020: \$401 million) being the retained profits attributable to the associate.
- (ii) Pursuant to the relevant provisions of the KCRC Ordinance, the reserves available for distribution comprise an amount out of the whole or part of the profits of the Corporation in any financial year after making allowance for any accumulated loss at the end of the financial year prior to the year in which the distribution is declared. As at 31 December 2021, the amount of reserves available for distribution to the sole shareholder amounted to \$11,560 million (2020: \$13,735 million).

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**26 Capital, reserves and dividends (continued)****(b) Share capital****The Corporation**

	2021		2020	
	No. of shares	\$ million	No. of shares	\$ million
<b>Authorised:*</b>				
Shares of \$100,000 each	425,000	42,500	425,000	42,500
<b>Issued and fully paid:</b>				
At 31 December	391,200	39,120	391,200	39,120

\* The authorised share capital of the Corporation disclosed above is governed by the KCRC Ordinance, which sets out the maximum number of shares which can be allotted and issued by the Corporation.

**(c) Capital management**

The Corporation's capital includes share capital and reserves.

The entire issued share capital of the Corporation is held by the Financial Secretary Incorporated.

Pursuant to the relevant provisions of the KCRC Ordinance, the Corporation may declare dividends to the Government as its sole shareholder. The Financial Secretary may, after consultation with the Corporation and after taking into account the extent of its loans and other obligations, direct the Corporation to declare a dividend.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 27 Financial risk management and fair values of financial instruments

In the normal course of its business, the Group is exposed to a variety of financial risks: credit risk, interest rate risk, currency risk and liquidity risk.

The Managing Board has approved policies in respect of credit risk, interest rate risk, currency risk, use of derivative financial instruments and investment of surplus funds. As part of its risk management, the Group identifies and evaluates the financial risks and, where appropriate, hedges those risks in accordance with the policies established by the Managing Board.

#### (a) Credit risk

The Group's credit risk is primarily attributable to its debt securities and deposits.

The Group has no significant concentrations of credit risk. It has policies in place that limit the amount of credit exposure to any financial institution with which the Group has transactions. The Group can only invest in debt securities issued by or place deposits with financial institutions that meet the established credit rating or other criteria. The exposures to these credit risks are monitored on an ongoing basis.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

#### (b) Interest rate risk

The Group's interest rate risk arises from its long-term borrowings. Borrowings at fixed rates expose the Group to fair value interest rate risk.

#### (c) Currency risk

The Group derives its revenues almost entirely in Hong Kong dollars and is, therefore, exposed to currency risk arising only from investments, borrowings, purchases and capital expenditure payments in relation to the development of new railways that are denominated in foreign currencies.

The Corporation's risk management policy is to hedge its foreign currency borrowings into either Hong Kong dollars or United States dollars.

The Corporation may have investments in debt securities and other financial assets from time to time. Where these investments are denominated in foreign currencies other than United States dollars or Hong Kong dollars, the Corporation hedges the exposure into either United States dollars or Hong Kong dollars.

##### (i) Recognised assets and liabilities

In respect of other receivables denominated in currencies other than the functional currency, the Corporation ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot or forward rates where necessary.

All the Group's investments and borrowings are denominated in either Hong Kong dollars or United States dollars. Given this, management does not expect that there will be any significant currency risk associated with the Group's investments and borrowings.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 27 Financial risk management and fair values of financial instruments (continued)

## (c) Currency risk (continued)

## (ii) Exposure to currency risk

Based on the notional amounts of the financial assets, the following table shows the Group's exposure at the end of the reporting period to currency risk arising from recognised assets denominated in a currency other than the functional currency of the Group.

	<b>2021</b> <b>US dollars</b> <b>million</b> <b>(Expressed</b> <b>in foreign</b> <b>currency)</b>	2020 US dollars million (Expressed in foreign currency)
Other financial assets	71	71
Interest and other receivables	1	1
Cash and cash equivalents	49	48
Overall net exposure	<b>121</b>	120

## (iii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's loss after taxation (and retained profits) that would have arisen upon changes to foreign exchange rates to which the Group had exposure at the end of the reporting period, assuming all other risk variables remained constant. Such exposure relates to the portion of assets, such as deposits, denominated in foreign currencies.

	Increase/ (decrease) in foreign exchange rate	<b>2021</b> <b>Decrease/ (increase)</b> <b>in loss after</b> <b>taxation</b> <b>\$ million</b>	2020 Decrease/ (increase) in loss after taxation \$ million
US dollars	1%	<b>8</b>	8
	(1%)	<b>(8)</b>	(8)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effect on the Group's loss after taxation (and retained profits) translated into Hong Kong dollars at exchange rates, based on direct quotes, prevailing at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2020.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**27 Financial risk management and fair values of financial instruments (continued)****(d) Liquidity risk**

Liquidity risk represents the Group's ability to meet its contractual obligations. The Group evaluates its liquidity requirements on an ongoing basis. It employs projected cash flow analyses to forecast its future funding requirements. The Group's approach to manage liquidity is to ensure there will be sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions.

The Group aims to secure credit facilities well ahead of funding needs. This protects the Group against adverse market conditions which may result in difficulties in raising funds to meet payment obligations. The Group has put in place stand-by facilities to cater for short-term liquidity requirements.

The following table shows the time periods after the end of the reporting period during which contractual payments of the Group's financial liabilities in the statement of financial position, presented on an undiscounted basis, are due to be made. These payments include, inter alia, interest payments computed using contractual rates (for fixed rate instruments) and rates prevalent at the end of the reporting period (for floating rate instruments), in respect of the Group's financial liabilities which are due to be paid.

	Contractual undiscounted cash outflow				Total \$ million	Carrying amount at 31 December \$ million
	Within 1 year or on demand \$ million	More than 1 year but less than 2 years \$ million	More than 2 years but less than 5 years \$ million	More than 5 years \$ million		
<b>2021</b>						
Interest and other payables	(1,903)	(832)	(1,533)	(9)	(4,277)	4,277
Interest-bearing borrowings	(15)	(17)	(424)	-	(456)	414
	<b>(1,918)</b>	<b>(849)</b>	<b>(1,957)</b>	<b>(9)</b>	<b>(4,733)</b>	<b>4,691</b>
<b>2020</b>						
Interest and other payables	(1,587)	(792)	(1,439)	(4)	(3,822)	3,822
Interest-bearing borrowings	(1,288)	(17)	(441)	-	(1,746)	1,663
	<b>(2,875)</b>	<b>(809)</b>	<b>(1,880)</b>	<b>(4)</b>	<b>(5,568)</b>	<b>5,485</b>

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 27 Financial risk management and fair values of financial instruments (continued)

## (e) Fair value measurement

The fair value of financial instruments measured at the end of the reporting period on a recurring basis is categorised into the three-level fair value hierarchy as defined in IFRS 13 and HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2021 and 2020 except for the following financial instruments, for which their carrying amounts and fair values and the level of fair value hierarchy are disclosed below:

	Carrying amount at 31 December 2021 \$ million	Fair value at 31 December 2021 \$ million	Fair value measurements as at 31 December 2021 categorised into		
			Level 1 \$ million	Level 2 \$ million	Level 3 \$ million
<b>Assets</b>					
Other financial assets	556	557	557	–	–
	556	557	557	–	–
<b>Liabilities</b>					
Interest-bearing borrowings	(414)	(438)	–	(438)	–
	(414)	(438)	–	(438)	–

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 27 Financial risk management and fair values of financial instruments (continued)

## (e) Fair value measurement (continued)

	Carrying amount at 31 December 2020 \$ million	Fair value at 31 December 2020 \$ million	Fair value measurements as at 31 December 2020 categorised into		
			Level 1 \$ million	Level 2 \$ million	Level 3 \$ million
<b>Assets</b>					
Other financial assets	552	565	565	–	–
	552	565	565	–	–
<b>Liabilities</b>					
Interest-bearing borrowings	(1,663)	(1,723)	–	(1,723)	–
	(1,663)	(1,723)	–	(1,723)	–

Valuation techniques and inputs used in Level 2 fair value measurements:

- The fair value of the interest-bearing borrowings was calculated based on discounted cash flows of expected future principal and interest payments.

## 28 Notes to the consolidated cash flow statement

## (a) Reconciliation of operating loss after depreciation, amortisation and impairment to net cash (outflow)/inflow from operations

	2021 \$ million	2020 \$ million
Operating loss after depreciation, amortisation and impairment	(2,624)	(2,897)
Depreciation and amortisation	2,976	3,010
Loss on disposal of property, plant and equipment	35	23
Decrease in other receivables	38	2,486
(Decrease)/increase in other payables and deferred income	(436)	643
Net cash (outflow)/inflow from operations	(11)	3,265

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 28 Notes to the consolidated cash flow statement (continued)

## (b) 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 changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

	Interest- bearing borrowings \$ million (note 24)	Interest payable \$ million (note 22(a))	Total \$ million
<b>Carrying amount at 1 January 2021</b>	1,663	17	1,680
<b>Changes from financing cash flows:</b>			
Repayment of loans	(1,250)	-	(1,250)
Interest paid	-	(56)	(56)
<b>Total changes from financing cash flows</b>	<b>(1,250)</b>	<b>(56)</b>	<b>(1,306)</b>
<b>Other changes:</b>			
Interest expenses (note 9(b))	1	41	42
<b>Total other changes</b>	<b>1</b>	<b>41</b>	<b>42</b>
<b>Carrying amount at 31 December 2021</b>	<b>414</b>	<b>2</b>	<b>416</b>

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

## 28 Notes to the consolidated cash flow statement (continued)

## (b) Reconciliation of liabilities arising from financing activities (continued)

	Interest- bearing borrowings \$ million (note 24)	Interest payable \$ million (note 22(a))	Total \$ million
<b>Carrying amount at 1 January 2020</b>	1,660	17	1,677
<b>Changes from financing cash flows:</b>			
Interest paid	–	(66)	(66)
Total changes from financing cash flows	–	(66)	(66)
<b>Other changes:</b>			
Interest expenses (note 9(b))	3	66	69
Total other changes	3	66	69
<b>Carrying amount at 31 December 2020</b>	1,663	17	1,680

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 29 Related parties

The Corporation is wholly owned by the Government. The Corporation has entered into transactions with the Government in respect of the developments of the West Rail, Phase I route, East Rail Extensions, Shatin to Central Link, Kowloon Southern Link and the Hong Kong Section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link, which are considered to be related party transactions under IAS 24 and HKAS 24, *Related party disclosures* and these are disclosed in notes 1, 2, 3(c), (h), (j) and (k), 6, 13(f), 16(b), 17 and 23 to the financial statements. Transactions with Government departments and agencies in the course of their normal dealings with the Corporation are not considered to be related party transactions.

Members of the Managing Board, the key management who are not Members of the Managing Board and parties related to them are also related parties of the Corporation. During the year there were no significant transactions with any such parties other than their remuneration which is disclosed in note 7 to the financial statements.

MTRCL is considered to be a related party of the Corporation under IAS 24 and HKAS 24 as they share a common shareholder, the Government. The Corporation has entered into transactions with MTRCL since the Appointed Day which are considered to be related party transactions and these are disclosed in notes 2, 3(c), (h), (j), (m), (w) and (y), 5, 6, 9(b), 13, 14, 15, 16(b), 17, 20, 22 and 25 to the financial statements. The Corporation agreed to pay MTRCL an amount of \$158 million as a one-off discretionary relief measure for the year ended 31 December 2020 in response to the unprecedented impact of the COVID-19 pandemic, after taking into account the payment obligations between the Corporation and MTRCL under the established concession arrangements.

Major related party transactions entered into by the Group in prior years which are still relevant for the current year comprise:

- (i) On 15 September 1998, the Government approved the construction of the West Rail, Phase I to be undertaken by the Corporation. The West Rail Project Agreement, which set out how the project was to be undertaken and the respective obligations of the Government and the Corporation in terms of the financing, design, construction and operation of the West Rail, Phase I, was signed on 23 October 1998.
- (ii) The Corporation entered into a project agreement for the East Rail Extensions with the Government on 28 February 2003. The project agreement provided for the financing, design, construction and operation of the East Rail Extensions and related services and facilities.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**30 Corporation statement of financial position**

at 31 December 2021

	Note	2021 \$ million	2020 \$ million
<b>Assets</b>			
Investment properties and other property, plant and equipment		52,921	52,078
Interest in leasehold land held for own use		3,459	3,535
Intangible assets		1,893	1,861
Construction in progress		5,659	7,083
Interest in associate		9	9
Deferred tax assets		435	–
Other financial assets		556	552
Interest and other receivables		350	387
Cash and cash equivalents		10,423	11,912
		<b>75,705</b>	<b>77,417</b>
<b>Liabilities</b>			
Interest and other payables		4,277	3,822
Accrued charges and provisions for capital projects		29	21
Interest-bearing borrowings		414	1,663
Deferred income		20,305	19,042
Deferred tax liabilities		–	14
		<b>25,025</b>	<b>24,562</b>
<b>Net Assets</b>		<b>50,680</b>	<b>52,855</b>
<b>Capital and Reserves</b>			
Share capital	26(b)	39,120	39,120
Reserves	26(a)	11,560	13,735
<b>Total Equity</b>		<b>50,680</b>	<b>52,855</b>

Approved and authorised for issue by the Managing Board on 4 April 2022

**Christopher Hui Ching-yu**  
Chairman of the Managing Board

**Winnie Tse Wing-ye**  
Member of the Managing Board

**L T Ma**  
Chief Officer

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

**31 Outstanding commitments**

Commitments outstanding in respect of capital expenditure not provided for in the financial statements were as follows:

	2021 \$ million	2020 \$ million
Authorised but not contracted for – post-day-1 costs for the XRL	156	226
Balance at 31 December	156	226

**32 Retirement benefit scheme**

The Group operates a Mandatory Provident Fund Scheme (“MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The MPF Scheme is a defined contribution retirement plan administrated by independent trustees. Under the MPF Scheme, the employer and its employees are required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of \$30,000.

**33 Debt facilities**

(a) Total unutilised debt facilities available to the Group comprise:

	2021 \$ million	2020 \$ million
Short-term uncommitted revolving credit facilities	400	400
Overdraft facilities	30	30
	430	430

(b) The unutilised debt facilities are expected to expire as follows:

	2021 \$ million	2020 \$ million
Floating rate – expiring within one year	430	430
	430	430

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 34 Contingent liabilities

At 31 December 2021, the Group had contingent liabilities arising from the land resumption claims and certain contractors' claims in respect of the construction of the West Rail and East Rail Extensions projects. The Group has made provisions in the financial statements at 31 December 2021 for its best estimate of amounts which are likely to be payable in connection with these claims which the Group is in the process of resolving. The details of the provisions are set out in note 23 to the financial statements.

### 35 Impairment of railway network assets and intangible assets

At 31 December 2021, the Group assessed whether there was an indication of impairment of the Group's railway assets and intangible assets at that date in light of the outbreak of COVID-19 in accordance with the Group's accounting policies for the assessment of asset impairment by comparing the key determinant factors, such as patronage, inflation, cost of debt, expected return on equity, to those of prior years. The Group estimated their respective recoverable amount based on projections of future cash flows from the operation of existing railway lines and the Hong Kong Section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link at a discount rate that reflects current market assessments of the time value of money and the risks specific to the assets.

As a result of this assessment, management considers that no provision for impairment of the Group's railway network assets and intangible assets is required at that date.

### 36 Assessment of provision for onerous contracts

As at 31 December 2021, the Group assessed whether a provision for onerous contracts in relation to the Hong Kong Section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link is required in view of the prolonged service suspension due to the outbreak of COVID-19. The Group assessed whether the unavoidable costs of meeting the obligations under the SSCA (XRL) including the committed payments to MTRCL as set out in note 2 exceed the economic benefits expected to be received therefrom. The Group estimated the variable annual payments to be received and amounts under the revenue-related arrangements receivable or payable over the remaining concession period based on projections of patronage and fare prices at a discount rate that reflects current market assessments of the time value of money and the risks specific to the railway operation.

As a result of this assessment, management considers that no provision for onerous contracts is required at that date.

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

### 37 Event after the end of the reporting period

Following the Government's measures to restrict cross-border traffic due to the outbreak of COVID-19, the railway services of the Hong Kong Section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link and Intercity Through Train were suspended from 30 January 2020 and the Lo Wu Station and Lok Ma Chau Station of the East Rail Line were closed from 4 February 2020, and remain closed as at the date of this report. In addition, a negative impact has continued on the domestic rail network patronage. As a consequence of this situation, management anticipates that the variable annual payments under the Service Concession and the Supplemental Service Concessions may continue to be adversely affected in 2022.

### 38 Accounting estimates and judgements

#### (a) Key sources of estimation uncertainty

Note 27 contains information about the assumptions and their risk factors relating to financial instruments. Other key sources of estimation uncertainty include the assessment of useful lives for depreciation of property, plant and equipment (see note 3(i)), calculation of the respective recoverable amount of railway network assets and intangible assets (see notes 3(l)(ii) and 35), assessment of provision for onerous contracts (see notes 3(v)(ii) and 36) and estimation of pre-operating costs incurred by MTRCL for the planning and commissioning of the Hong Kong Section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link and most likely to be reimbursed by the Corporation (see note 14).

#### (b) Critical accounting judgements in applying the Group's accounting policies

Critical accounting judgements in applying the Group's accounting policies include the classification of revenue and expenditure as capital or revenue in nature (see note 3(h)(i)), the classification of revenue and cost-recovery, transfers from construction in progress to property, plant and equipment (see note 3(m)), assessment of controlled subsidiaries and non-controlled entities (see note 3(c)), impairment of railway network assets and intangible assets (see note 35) and assessment of provision for onerous contracts (see note 36).

## Notes to the Financial Statements

(Expressed in Hong Kong dollars)

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

Up to the date of issue of these financial statements, the IASB and HKICPA have issued a number of amendments and a new standard which are not yet effective for the year ended 31 December 2021 and which have not been adopted in these financial statements.

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 the Group has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

The following developments may be relevant to the Group:

	<b>Effective for accounting periods beginning on or after</b>
Amendments to IAS 16 and HKAS 16, <i>Property, plant and equipment: Proceeds before intended use</i>	1 January 2022
Amendments to IAS 37 and HKAS 37, <i>Provisions, contingent liabilities and contingent assets: Onerous contracts – cost of fulfilling a contract</i>	1 January 2022
Annual Improvements to IFRSs and HKFRSs 2018-2020 Cycle	1 January 2022
Amendments to IAS 1 and HKAS 1, <i>Presentation of financial statements and IFRS Practice Statement 2 and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies</i>	1 January 2023
Amendments to IAS 8 and HKAS 8, <i>Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates</i>	1 January 2023
Amendments to IAS 1 and HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i>	1 January 2023

## Five-Year Statistics

<b>FINANCIAL (HK\$ million)</b>	<b>2021</b>	2020	2019	2018	2017
<b>Statement of Comprehensive Income</b>					
Turnover	<b>431</b>	168	3,501	3,792	3,412
Operating profit before depreciation, amortisation and impairment	<b>387</b>	136	3,462	3,750	3,370
Net interest and finance (expenses)/ income	<b>(69)</b>	43	102	(163)	(301)
(Loss)/profit before unrealised gains/losses	<b>(2,604)</b>	(2,785)	729	704	(188)
(Loss)/profit after unrealised gains/losses and taxation	<b>(2,155)</b>	(2,291)	634	574	(177)
<b>Statement of Financial Position</b>					
Investment properties, other property, plant and equipment and interest in leasehold land held for own use	<b>56,380</b>	55,613	56,572	58,503	59,512
Intangible assets	<b>1,893</b>	1,861	658	667	–
Construction in progress	<b>5,659</b>	7,083	6,103	4,841	4,402
Deferred expenditure	<b>–</b>	–	1,188	1,188	1,188
Other financial assets	<b>556</b>	552	554	557	556
Cash and cash equivalents	<b>10,423</b>	11,912	8,481	12,801	10,279
Other assets	<b>1,215</b>	797	3,286	2,971	2,495
<b>Total assets</b>	<b>76,126</b>	77,818	76,842	81,528	78,432
Interest-bearing borrowings	<b>414</b>	1,663	1,660	9,285	9,263
Deferred tax liabilities	<b>–</b>	14	508	497	401
Deferred income	<b>20,305</b>	19,042	17,267	15,847	14,301
Other liabilities	<b>4,306</b>	3,843	1,860	986	128
<b>Total liabilities</b>	<b>25,025</b>	24,562	21,295	26,615	24,093
<b>Total equity</b>	<b>51,101</b>	53,256	55,547	54,913	54,339
<b>Key financial data</b>					
Return on equity (%)	<b>(4)</b>	(4)	1	1	–
Debt/equity ratio	<b>1:123.4</b>	1:32.0	1:33.5	1:5.9	1:5.9
Debt to total capitalisation (%)	<b>1</b>	3	3	14	15
Interest cover (times)	<b>4.4</b>	3.0	16.6	9.1	7.6



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