

**Rsun** 弘陽

弘陽地產集團有限公司  
Redsun Properties Group Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 1996



2018 ANNUAL REPORT  
年報



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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Zeng Huansha (曾煥沙) (*Chairman*)  
Mr. He Jie (何捷) (*Chief Executive Officer*)

#### Non-Executive Directors

Mr. Jiang Daqiang (蔣達強)  
Mr. Zhang Liang (張良)  
Mr. Zhang Hongwu (張宏武)

#### Independent Non-Executive Directors

Mr. Leung Yau Wan John (梁又穩)  
Mr. Lee Kwok Tung Louis (李國棟)  
Mr. Au Yeung Po Fung (歐陽寶豐)

### AUDIT COMMITTEE

Mr. Leung Yau Wan John (梁又穩) (*Chairman*)  
Mr. Jiang Daqiang (蔣達強)  
Mr. Zhang Hongwu (張宏武)  
Mr. Lee Kwok Tung Louis (李國棟)  
Mr. Au Yeung Po Fung (歐陽寶豐)

### REMUNERATION COMMITTEE

Mr. Lee Kwok Tung Louis (李國棟) (*Chairman*)  
Mr. Zhang Liang (張良)  
Mr. He Jie (何捷)  
Mr. Leung Yau Wan John (梁又穩)  
Mr. Au Yeung Po Fung (歐陽寶豐)

### NOMINATION COMMITTEE

Mr. Zeng Huansha (曾煥沙) (*Chairman*)  
Mr. Zhang Hongwu (張宏武)  
Mr. Leung Yau Wan John (梁又穩)  
Mr. Lee Kwok Tung Louis (李國棟)  
Mr. Au Yeung Po Fung (歐陽寶豐)

### 董事會

#### 執行董事

曾煥沙先生(主席)  
何捷先生(行政總裁)

#### 非執行董事

蔣達強先生  
張良先生  
張宏武先生

#### 獨立非執行董事

梁又穩先生  
李國棟先生  
歐陽寶豐先生

### 審核委員會

梁又穩先生(主席)  
蔣達強先生  
張宏武先生  
李國棟先生  
歐陽寶豐先生

### 薪酬委員會

李國棟先生(主席)  
張良先生  
何捷先生  
梁又穩先生  
歐陽寶豐先生

### 提名委員會

曾煥沙先生(主席)  
張宏武先生  
梁又穩先生  
李國棟先生  
歐陽寶豐先生



## LEGAL ADVISERS

As to Hong Kong law:  
Paul Hastings

As to Cayman Islands law:  
Walkers

## COMPLIANCE ADVISER

ABCI Capital Limited

## CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Walkers Corporate Limited  
Cayman Corporate Centre  
27 Hospital Road  
George Town  
Grand Cayman KY1-9008

## HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

## REGISTERED OFFICE

Offices of Walkers Corporate Limited  
Cayman Corporate Centre  
27 Hospital Road  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

## 法律顧問

香港法律：  
普衡律師事務所

開曼群島法律：  
Walkers

## 合規顧問

農銀國際融資有限公司

## 開曼群島股份過戶登記總處

Walkers Corporate Limited  
Cayman Corporate Centre  
27 Hospital Road  
George Town  
Grand Cayman KY1-9008

## 香港證券登記處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716號舖

## 註冊辦事處

Walkers Corporate Limited的辦事處  
Cayman Corporate Centre  
27 Hospital Road  
George Town  
Grand Cayman KY1-9008  
Cayman Islands





## CORPORATE INFORMATION

### 公司資料

#### HEAD OFFICE IN THE PRC

6th Floor, Redsun Tower, Building 12, Phase 2,  
Zhongjun Plaza, Lane 1688, Shenchang Road,  
Minhang District, Shanghai  
26th Floor  
Hong Yang Building  
No. 9 Daqiao North Road Nanjing  
Jiangsu Province

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3712-13, 37/F,  
The Center  
99 Queen's Road Central  
Central  
Hong Kong

#### AUDITOR

Ernst & Young

#### COMPANY SECRETARY

Mr. Yim Lok Kwan (嚴洛鈞)

#### AUTHORIZED REPRESENTATIVES

Mr. Zeng Huansha (曾煥沙)  
Mr. Yim Lok Kwan (嚴洛鈞)

#### PRINCIPAL BANKS

Agriculture Bank of China Taishan Sub-branch  
Bank of China Qiaobei Sub-branch  
ICBC Qiaobei Sub-branch  
Bank of Communications Nanjing City Chengzhong Sub-branch

#### 中國總部

上海市閔行區申長路1688弄  
中駿廣場二期12號樓  
弘陽大廈6樓  
江蘇省  
南京市浦口區  
大橋北路9號弘陽大廈  
26樓

#### 香港主要營業地點

香港  
中環  
皇后大道中99號  
中環中心  
37樓3712-13室

#### 核數師

安永會計師事務所

#### 公司秘書

嚴洛鈞先生

#### 授權代表

曾煥沙先生  
嚴洛鈞先生

#### 主要往來銀行

中國農業銀行泰山支行  
中國銀行橋北支行  
中國工商銀行橋北支行  
交通銀行南京市城中支行



**WEBSITE**

<http://www.rsunproperty.hk/>

**STOCK CODE**

1996

**網站**

<http://www.rsunproperty.hk/>

**股份代號**

1996

# CHAIRMAN'S STATEMENT

## 主席報告



ZENG HUANSHA *Chairman*  
曾煥沙 主席

Dear shareholders,

On behalf of the Board, I am pleased to present to you the annual results of the Company for the year ended December 31, 2018.

During the reporting period, the aggregated contracted sales of the Company was RMB47.3 billion, representing a substantial year-on-year growth of 84.2%. The aggregated sales area was 3.53 million square meters, which considerably increased by 107.8% year-on-year. Recognised sales revenue was RMB9.239 billion, representing a substantial year-on-year increase of 50.5%.

尊敬的各位股東：

本人欣然代表董事會，呈報公司截至2018年12月31日止的年度業績。

報告期內，公司實現累計合約銷售金額人民幣473億元，同比大幅增加84.2%，累計實現銷售面積353萬平方米，同比大幅增長107.8%。實現確認銷售收入人民幣92.39億元，同比大幅增長50.5%。





During the reporting period, the annual profit of the Company was RMB1.323 billion, representing a year-on-year increase of 10.7%. The core net profit attributable to owners of the parent was RMB1.214 billion. Core net profit per share<sup>1</sup> was RMB0.37. The Board recommended payment of a final dividend of HK10.7 cents per share, which is approximately 25% of the core net profit attributable to owners of the parent.

In 2018, China's real estate policy still focused on the keynote that housings are not for speculation and on city-specific policies. Regulatory policies remained stringent with policies limiting purchases, sales, prices and loans, endeavoring to curb investment and speculative demands. The surge in housing price was essentially curbed and regulatory policies have achieved remarkable results.

2018 was a crucial year in the development milestones of the Company. Having listed on the Main Board of the Hong Kong Stock Exchange on July 12, the Company has entered the capital market. By precisely evaluating the market condition, carrying out organizational and strategic reforms, quickly adapting to the market changes and adhering to the notion of steady development, the Company has achieved steady growth in terms of business scale and operating results.

The Company is a comprehensive property enterprise with established presence in the Yangtze River Delta region and keen on national expansion. Our strong cashflow has brought us to the stage of rapid development, and a management model featuring "investment, financing, management and retreat" has been established. To achieve rapid and quality growth, we proposed and promoted the regional penetration strategy of "strong foothold in Jiangsu, established presence in Yangtze River Delta region and modest coverage in metropolitan areas". In 2018, the Company acquired 31 parcels of land and recently entered cities such as Hangzhou, Chengdu, Wuhan, Nanchang, Ningbo, Foshan, Xuzhou, Shaoxing, Kaifeng and Bengbu in 2018, and has initially completed strategic geographical layout nationwide.

Note<sup>1</sup> Core net profit per share = Core net profit attributable to owners of the parent / the Company's total number of shares at the end of the year

報告期內，公司實現年度利潤人民幣13.23億元，同比增加10.7%，母公司擁有人應佔核心淨利潤為人民幣12.14億元，每股核心淨利潤<sup>1</sup>為人民幣0.37元。董事會建議派發末期股息為每股10.7港仙，佔母公司擁有人應佔核心淨利潤約25%。

2018年，中國房地產政策維持房住不炒、因城施策的主基調，調控政策保持高壓態勢，限購、限售、限價、限貸政策持續發力，著力打擊投資、投機性需求，房價過快上漲的局面基本被遏制，政策調控取得明顯成效。

2018年是公司發展歷程中重要的一年，7月12日在香港聯交所主板上市，進入資本市場，公司準確判斷市場形勢，進行了組織和戰略變革，迅速適應市場變化，堅持穩健發展的理念，公司規模和業績實現了穩步的增長。

公司為深耕長三角，並進行全國化佈局的綜合性房企，依靠快速周轉能力處於快速發展時期，建立了「投、融、管、退」為特色的管理模式。為實現快速、有質量的增長，我們提出並推進「做透大江蘇，深耕長三角，佈局都市圈」的區域佈局策略，2018全年獲取31幅地塊，新進杭州、成都、武漢、南昌、寧波、佛山、徐州、紹興、開封、蚌埠等城市，已初步完成全國化戰略佈局。

註<sup>1</sup> 每股核心淨利潤=母公司擁有人應佔核心淨利潤/年末公司總股數



## CHAIRMAN'S STATEMENT 主席報告

Regarding property development, we adopted a diversified land acquisition strategy, which includes tenders, auctions, bids as well as acquisition and merging, and will continue to forge closer cooperation with high-quality companies with strong brands and rich resources so as to achieve optimal resource allocation and coordinated development.

Regarding commercial operation, during the reporting period, new shopping centres were opened in six cities, namely Guangzhou, Hefei, Yantai, Yangzhou, Hengyang and Jinling. Long-term rental apartments were opened in Shanghai, and exquisite hotels came into presence under our hotel operation segment and contributed to the core competitiveness of our hotel brands.

Regarding business development, while promoting the leasing model, we rapidly developed commissioned projects. Multiple projects were successfully implemented during the year and our brand and capabilities were exhibited. During the reporting period, our Nanjing Hong Yang Plaza Phase I and Changzhou Hong Yang Life + were grandly opened with great success.

The Company's human resources area underwent far-reaching reform by adopting a strategy of "being mechanisms-oriented while simultaneously and rapidly developing organizational ability" in 2018. In terms of mechanisms, special incentive mechanism, remuneration review mechanism, equity incentive mechanism and co-investment mechanism of projects were launched and optimized. Regarding talents, the Company reviewed and enhanced the standards of talents. Internally, the Company conducted talents review based on pre-set standards and applied the results to salary adjustment and promotion; externally, leading talents in the industry were introduced and the "Honghu Management Trainee Recruitment Plan" was successfully implemented. Hong Yang Academy was established, building an organized talent team.

在地產拓展方式方面，我們採取包含招拍掛、收併購等在內的多元化拿地策略，並繼續深化與品牌實力強勁、資源豐富的優質企業合作，實現資源優化配置和協同發展。

在商業運營方面，報告期內，購物中心新進廣州、合肥、煙台、揚州、衡陽、濟寧6個城市，長租公寓進入上海，酒店運營打造精品酒店，增強了酒店的品牌核心競爭力。

在商業拓展方式方面，我們在推進租賃模式的同時，大力發展委託管理類項目，並在年內成功落地多個項目，實現了品牌和能力的輸出。報告期內，我們南京弘陽廣場一期和常州弘陽生活+盛大開業，實現驚艷綻放。

公司人力資源領域在2018年進行了深刻變革，建立了以機制先行，同步快速建立組織能力的策略。機制方面，推出和完善專項激勵機制、薪酬回顧機制、股權激勵機制和項目跟投機制；人才方面，公司回顧和升級了人才標準，對內圍繞標準實施人才盤點，並將結果應用於調薪與晉升，對外引進行業知名領軍人才，成功實施「弘鵠管培生招募計劃」，建設弘陽學院，打造有序人才梯隊。

The Company adopts a sound financial policy and has continuously strengthened its business model. Moreover, felicitous cashflow models have been adopted for different projects in various cities to seek the best investment return and a steady cash flow, and thereby stabilizing debt level for managing inventory and launching of products, and balanced growth in scale and profits have been achieved. As of December 31, 2018, the Company's net gearing ratio improved from 87.7% to 68.3%, and the the balance of available cash on hand was surged by 195.8% to RMB12.456 billion. There was sufficient working capital and the financial condition was sound.

Shortly after the Company was listed, Standard & Poor's and Fitch Ratings, the international rating institutions, rated the Company's credit rating as B, indicating the capital market's recognition of the Company's business operation and results. During the reporting period, the Company successfully issued USD bonds and additional bonds were issued in the same month, which not only provided financial support for the Company's development, but also demonstrated the operational notion and development strategy of the Company. Starting from 2019, the Company's shares were included in the Hang Seng Composite Index and the southbound Stock Connect, which further strengthened the Company's influence in the capital market.

公司採用穩健的財務政策，持續強化業務模式，並在各城市不同項目採用適當的周轉模式，尋求最佳投資回報及穩健的現金流，從而穩定債務水平，進行存貨管理及產品發佈，達到規模和利潤的均衡增長。截至2018年12月31日，公司的淨負債率由87.7%改善至68.3%，手頭現金餘額躍升195.8%至人民幣124.56億元，營運資金充足，財務狀況健康。

公司上市不久，國際評級機構標普及惠譽將企業信用評級評為B，顯示了資本市場對公司運營及業績的表現認可。報告期間內，公司成功發行美元債，並於當月進行了增發，既為公司的發展提供了資金保障，也向資本市場展現了公司的經營理念和發展戰略。2019年開始，公司股票先後納入恒指綜合指數和港股通股票名單，進一步增強了公司在資本市場的影響。







## CHAIRMAN'S STATEMENT 主席報告

Meanwhile, the Company upholds the core values of “professionalism and building credibility for the long term” and has fully implemented the “talent-, fighter- and contributor-oriented” culture. With a people-driven enthusiasm, the Company shoulders the responsibility of charitable work, fulfils fully its corporate social responsibility and actively participates in charitable deeds. During the year, the Company held the first charitable walk in Gobi for geeks to advocate the Company's culture of geeks' spirit — “never stop if imperfect”, which fully exhibits the cultural ideals of “Health, Hard work and Benevolence”. The charitable branding strategy, “Ten Schools in Ten Provinces, Hundred Books for Hundred Villages”, was also launched.

The Company launched its head office in Shanghai in February 2019 to form a dual headquarters operation in Shanghai and Nanjing. Looking ahead, the Company will continue to adhere to the “Property + Commercial” dual-driven strategy. In terms of property development, the Company will keep extending its urban coverage with strong foothold in Jiangsu, established presence in Yangtze River Delta region and modest coverage in metropolitan areas to achieve nationwide coverage. Our first priority is to achieve growth in scale while taking into account of profit and financial risks, attaching importance to the enhancement to products and services, and thereby to achieve quality and exponential growth. Regarding commercial property, the Company will expand its business through diversified models such as entrusted management, self-holding and leasing. With its extensive asset management experience and advanced management tools, the Company enhances its return on assets by continuously benefiting our merchants and improving customers' shopping experience. Meanwhile, it endeavors to enhance its linkage with the property development business to achieve dual-driven coordinated development.

Finally, on behalf of the Board, I would like to extend my wholehearted gratitude to all shareholders, employees, bondholders, partners and customers for their support to the company in the past year.

**Redsun Properties Group Limited**  
**Zeng Huansha**  
*Chairman*

Hong Kong, March 21, 2019

與此同時，公司秉承「在商言人、誠者致遠」的核心價值理念，全面落實「以人才為本，以拚搏者和貢獻者」的文化，以人本主義精神，肩負公益使命擔當，切實踐行企業社會責任，積極參加社會公益事業。年內，公司進行了首屆極客遠征戈壁公益行，以「不完美、不止步」的極客精神倡導企業文化，充分貫徹「健康、拚搏、大愛」的文化理念，啟動「十省十校、百村百圖」公益品牌戰略。

公司於2019年2月啟用上海總部，形成上海和南京雙總部運行，展望未來，公司將繼續堅持「地產+商業」雙輪驅動的戰略。在地產開發方面，將繼續擴大城市佈局，做透大江蘇，深耕長三角，進而佈局各大都市圈，完成全國化的佈局；以規模增長為優先目標，兼顧利潤和財務風險，重視產品和服務的提升，實現有質量的跨越式增長。在商業地產方面，通過委託管理、自持、租賃等多元化模式進行業務拓展，運用豐富的資產管理經驗，以及先進的管理工具，持續賦能商戶，優化消費體驗，提升資產回報水平，同時著力加強和地產開發業務的聯動，實現雙輪驅動，協同發展。

最後，本人代表董事會向全體股東、員工、債券持有人、各方合作夥伴以及客戶，對在過去一年對公司的鼎力支持，致以誠摯的謝意！

**弘陽地產集團有限公司**  
**曾煥沙**  
*主席*

香港，二零一九年三月二十一日

# BREAKDOWN OF PRIMARY PROPERTIES

## 主要物業明細



Project	Project Status	Gross Floor Area under Construction	Gross Floor Area to be Constructed	Completed Gross	Owners' Equity
				Floor Area Available for Sale, Rent or Use by the Group	
項目	項目狀態	在建中建築面積	待建中建築面積	可供本集團出售、出租或使用的已竣工建築面積	所有者權益
<b>Nanjing</b>					
<b>南京</b>					
Solaris Loving City Section VIII	under construction	233,037.24		—	100.0%
旭日愛上城八區	在建				
Golden Space and Watery Court	under construction	160,593.70		—	8.5%
金域瀾庭	在建				
Garden in the East	under construction	249,444.20		—	33.0%
領東苑	在建				
Star Joy World Square	under construction	110,671.51		—	30.0%
星悅天地廣場	在建				
Sea Joy Garden	under construction	99,277.53		56,441.46	49.0%
海悅花園	在建				
Royal Creek	under construction	135,758.39		—	33.0%
玉瀾府	在建				
Wave of Swallow New Garden	under construction	179,949.46		—	50.0%
燕瀾新苑	在建				
Garden In Times	under construction	52,307.40		—	100.0%
時光裡花園	在建				
Swallow River Residence	under construction	114,456.40		—	51.0%
燕江府	在建				
Nanjing Land Lot No. 2017G27	under construction	136,008.48		—	20.0%
南京·2017G27地塊	在建				
Nanjing Land Lot No. 2017G36	under construction	45,845.06	129,863.65	—	20.0%
南京·2017G36地塊	在建				

## BREAKDOWN OF PRIMARY PROPERTIES

### 主要物業明細

Project	Project Status	Gross Floor Area under Construction	Gross Floor Area to be Constructed	Completed Gross Floor Area Available for Sale, Rent or Use by the Group	Owners' Equity
項目	項目狀態	在建中建築面積	待建中建築面積	可供本集團出售、出租或使用的已竣工建築面積	所有者權益
Land Lot No. 2017G57 2017G57地塊	proposed 擬建		79,420.01	—	100.0%
Gaochun Land Lot No. 02-03 高淳02-03地塊	proposed 擬建		159,129.98	—	12.6%
Nanjing Hong Yang Plaza 南京弘陽廣場	completed 竣工			435,165.00	100.0%
<b>Nanjing Subtotal</b> 南京小計		1,517,349.37	368,413.64	491,606.46	
<b>Yangzhou</b>					
<b>揚州</b>					
Begonia Court 棠苑	under construction 在建	133,809.00		—	50.0%
Yizheng No. 38 儀徵38	proposed 擬建		137,928.91	—	50.0%
Yizheng No. 39 儀徵39	proposed 擬建		118,706.01	—	50.0%
<b>Yangzhou Subtotal</b> 揚州小計		133,809.00	256,634.92	—	
<b>Taizhou</b>					
<b>泰州</b>					
Wave of Swallow Garden 燕瀾花園	under construction 在建	159,993.16		—	100.0%
<b>Taizhou Subtotal</b> 泰州小計		159,993.16	—	—	



BREAKDOWN OF PRIMARY PROPERTIES  
主要物業明細



Project	Project Status	Gross Floor Area under Construction	Gross Floor Area to be Constructed	Completed Gross Floor Area Available for Sale, Rent or Use by the Group	Owners' Equity
項目	項目狀態	在建中建築面積	待建中建築面積	可供本集團出售、出租或使用的已竣工建築面積	所有者權益
<b>Zhenjiang</b>					
<b>鎮江</b>					
Mountain View Garden	under construction	80,444.22		—	100.0%
山卿苑	在建				
Land Lot No. 2018-J1-06	proposed		129,290.44	—	33.0%
2018-J1-06號地塊	擬建				
Phoenix Terrace	under construction	210,882.28		—	20.0%
鳳熹台	在建				
<b>Zhenjiang Subtotal</b>		291,326.50	129,290.44	—	
<b>鎮江小計</b>					
<b>Chuzhou</b>					
<b>滁州</b>					
Garden with Art Atmosphere	under construction	135,484.89		—	33.0%
藝境花園	在建				
Glory Residence	under construction	149,298.31		—	30.0%
正榮府	在建				
Garden In Times	under construction	180,735.00		—	40.0%
時光里花園(滁州時光瀾庭)	在建				
<b>Chuzhou Subtotal</b>		465,518.20	—	—	
<b>滁州小計</b>					

## BREAKDOWN OF PRIMARY PROPERTIES

### 主要物業明細

Project	Project Status	Gross Floor Area under Construction	Gross Floor Area to be Constructed	Completed Gross Floor Area Available for Sale, Rent or Use by the Group	Owners' Equity
項目	項目狀態	在建中建築面積	待建中建築面積	可供本集團出售、出租或使用的已竣工建築面積	所有者權益
<b>Maanshan</b>					
<b>馬鞍山</b>					
Sunny Side of the Yangtze River Peacock City	under construction	254,284.78	—	—	20.0%
長江熙岸孔雀城	在建				
<b>Maanshan Subtotal</b>		254,284.78	—	—	
<b>馬鞍山小計</b>					
<b>Suzhou</b>					
<b>蘇州</b>					
Runyuan Masterpiece Garden	under construction	129,290.29	—	44,580.06	49.0%
潤元名著花園	在建				
Upper Sunny Masterpiece Garden	under construction	95,325.17	—	—	100.0%
上熙名苑	在建				
Violet Cloud Residence	under construction	152,329.21	—	—	33.0%
紫雲名邸	在建				
Luyuan Architecture	under construction	114,936.67	—	—	100.0%
甬源名築	在建				
Upper Water Garden	under construction	165,902.51	—	759.54	100.0%
上水雅苑	在建				
The River City Origin	under construction	116,899.22	—	—	13.0%
江城源著	在建				
Star Great Tang Masterpiece Residence	under construction	88,860.00	—	—	50.0%
星盛唐名邸	在建				

BREAKDOWN OF PRIMARY PROPERTIES  
主要物業明細



Project	Project Status	Gross Floor Area under Construction	Gross Floor Area to be Constructed	Completed Gross	Owners' Equity
				Floor Area Available for Sale, Rent or Use by the Group	
項目	項目狀態	在建中建築面積	待建中 建築面積	可供本集團出售、 出租或使用的 已竣工建築面積	所有者權益
Lake View Watery Court	under construction	158,656.59		—	18.3%
湖閱瀾庭	在建				
Sunrise Joy Masterpiece Residence	under construction	101,050.26		—	70.0%
昕悅名邸	在建				
Beautiful in Ten	under construction	130,016.35		—	16.4%
十里錦繡	在建				
Shang Jun Hua Court	under construction	69,936.88		—	50.0%
尚雋華庭	在建				
<b>Suzhou Subtotal</b> 蘇州小計		1,323,203.15	—	45,339.60	
<b>Huzhou</b>					
<b>湖州</b>					
Huzhou 2018-43	under construction	33,702.00	32,338.00	—	51.0%
湖州2018-43	在建				
Huzhou Ren Huang No. 58#	proposed	—	134,280.00	—	100%
湖州仁皇58#	擬建				
<b>Huzhou Subtotal</b> 湖州小計		33,702.00	166,618.00	—	
<b>Kaifeng</b>					
<b>開封</b>					
Kaifeng Yan Lan Residence	under construction	68,965.00	112,754.99	—	100.0%
開封燕瀾府	在建				
<b>Kaifeng Subtotal</b> 開封小計		68,965.00	112,754.99	—	



## BREAKDOWN OF PRIMARY PROPERTIES

### 主要物業明細

Project	Project Status	Gross Floor Area under Construction	Gross Floor Area to be Constructed	Completed Gross	Owners' Equity
				Floor Area Available for Sale, Rent or Use by the Group	
項目	項目狀態	在建中建築面積	待建中 建築面積	可供本集團出售、 出租或使用的 已竣工建築面積	所有者權益
<b>Wuxi</b>					
<b>無錫</b>					
Wuxi Sanwan Qing	under construction	58,026.02	7,741.48	15,936.84	100.0%
無錫三萬頃	在建				
Sunrise Joy Court	under construction	206,432.34	7,573.66	—	100.0%
昕悅棠	在建				
Sunrise Joy Residence	under construction	287,042.00		—	100.0%
昕悅府	在建				
Jing Garden of Superior Class	under construction	72,593.69	248,254.87	—	20.0%
上品璟苑	在建				
<b>Wuxi Subtotal</b>		624,094.05	263,570.01	15,936.84	
<b>無錫小計</b>					
<b>Nantong</b>					
<b>南通</b>					
Best Time Garden	under construction	292,383.50		—	33.4%
佳期花苑	在建				
Esteeming Virtues	under construction	48,558.93		—	33.3%
尚德苑	在建				
Oriental Cloud Garden	under construction	254,608.34		—	17.0%
東方雲苑	在建				
Upper Joy Garden	under construction	254,565.06		—	25.0%
上悅花園	在建				
New Metropolis Garden	under construction	195,024.16		—	12.5%
新都花園	在建				

BREAKDOWN OF PRIMARY PROPERTIES  
主要物業明細

Project	Project Status	Gross Floor Area under Construction	Gross Floor Area to be Constructed	Completed Gross	Owners' Equity
				Floor Area Available for Sale, Rent or Use by the Group	
項目	項目狀態	在建中建築面積	待建中 建築面積	可供本集團出售、 出租或使用的 已竣工建築面積	所有者權益
Sutong 蘇通	proposed 擬建		72,257.00	—	38.0%
<b>Nantong Subtotal</b> 南通小計		1,045,139.99	72,257.00	—	
<b>Changzhou</b> 常州					
Hong Yang Upper City Phase I-III 弘陽上城一 — 三期	under construction 在建	146,787.67	41,365.14	—	100.0%
Hong Yang Upper City Phase IV 弘陽上城四期	under construction 在建	88,773.00		—	100.0%
Golden Seal and Heaven Shire 金璽天郡	under construction 在建	322,155.65		—	50.0%
Emperor Looks at the First Court 君望甲第	under construction 在建	143,968.99		—	40.0%
Sang Ma Land Lot A 桑麻A地塊	proposed 擬建		14,765.00	—	70.0%
The Bund No. 1 Garden 外灘一號花園	under construction 在建	96,546.53		—	85.0%
Changzhou Hong Yang Plaza 常州弘陽廣場	completed 竣工			128,126.00	100.0%
Sang Ma Land Lot CD 桑麻CD地塊	under construction 在建	246,597.00		—	70.0%
Sanmao Land Lot 三毛地塊	proposed 擬建		217,643.78	—	33.0%
<b>Changzhou Subtotal</b> 常州小計		1,044,828.84	273,773.92	128,126.00	

## BREAKDOWN OF PRIMARY PROPERTIES

### 主要物業明細

Project	Project Status	Gross Floor Area under Construction	Gross Floor Area to be Constructed	Completed Gross Floor Area Available for Sale, Rent or Use by the Group	Owners' Equity
項目	項目狀態	在建中建築面積	待建中建築面積	可供本集團出售、出租或使用的已竣工建築面積	所有者權益
<b>Xuzhou</b>					
<b>徐州</b>					
Xuzhou Landscape of the Peach Garden	under construction	107,997.00		—	80%
徐州山水桃花源	在建				
Nine Pleasures Splendid Residence	under construction	308,764.00		—	33.0%
九悅華府	在建				
<b>Xuzhou Subtotal</b>		416,761.00	—	—	
<b>徐州小計</b>					
<b>Hefei</b>					
<b>合肥</b>					
In Times	under construction	130,449.00		—	100.0%
時光里	在建				
Mountain View Yard	under construction	104,118.00		—	80.0%
昕悅花園	在建				
Sunrise Joy Garden	under construction	417,793.55		—	25.0%
望麓別院	在建				
Purple Breeze	under construction	64,218.71		—	51.0%
紫氣東來	在建				
<b>Hefei Subtotal</b>		716,579.26	—	—	
<b>合肥小計</b>					

BREAKDOWN OF PRIMARY PROPERTIES  
主要物業明細

Project	Project Status	Gross Floor Area under Construction	Gross Floor Area to be Constructed	Completed Gross Floor Area Available for Sale, Rent or Use by the Group	Owners' Equity
項目	項目狀態	在建中建築面積	待建中建築面積	可供本集團出售、出租或使用的已竣工建築面積	所有者權益
<b>Bozhou</b>					
<b>亳州</b>					
Bozhou Land Lot No. 2017-217	under construction	132,835.20	260,615.08	—	40.0%
亳州2017-217號地塊	在建				
<b>Bozhou Subtotal</b>		132,835.20	260,615.08	—	
<b>亳州小計</b>					
<b>Bengbu</b>					
<b>蚌埠</b>					
Bengbu Xin Hong	proposed	—	70,737.72	—	50.0%
蚌埠新弘	擬建				
<b>Bengbu Subtotal</b>		—	70,737.72	—	
<b>蚌埠小計</b>					
<b>Nanchang</b>					
<b>南昌</b>					
Wanli	proposed	—	26,825.61	—	100.0%
灣里	擬建				
<b>Nanchang Subtotal</b>		—	26,825.61	—	
<b>南昌小計</b>					
<b>Chongqing</b>					
<b>重慶</b>					
Cypress View. Seattle	under construction	264,281.40	—	—	100.0%
柏景·西雅圖	在建				
Shapingba District Dayangshi Group Subregion C No. C11-1/03	under construction	3,291.00	16,753.50	—	100.0%
沙坪壩區大楊石組團C分區C11-1/03號	在建				



## BREAKDOWN OF PRIMARY PROPERTIES

### 主要物業明細

Project	Project Status	Gross Floor Area	Gross Floor	Completed Gross	Owners' Equity
		under	Area to be	Floor Area Available	
		Construction	Constructed	for Sale, Rent or Use	
項目	項目狀態	在建中建築面積	待建中 建築面積	可供本集團出售、 出租或使用的 已竣工建築面積	所有者權益
Bishan 295	under construction	210,688.41		—	100.0%
璧山295	在建				
<b>Chongqing Subtotal</b> 重慶小計		478,260.81	16,753.50	—	
<b>Shaoxing</b>					
<b>紹興</b>					
Zhuji Land Lot No. 2018-11	under construction	23,644.00	25,971.84	—	100.0%
諸暨2018-11地塊	在建				
<b>Shaoxing Subtotal</b> 紹興小計		23,644.00	25,971.84	—	
<b>Chengdu</b>					
<b>成都</b>					
Dujiangyan DJY2017-09	under construction	52,582.87		—	100.0%
都江堰DJY2017-09	在建				
Dujiangyan DJY2017-10	proposed		76,021.50	—	100.0%
都江堰DJY2017-10	擬建				
<b>Chengdu Subtotal</b> 成都小計		52,582.87	76,021.50	—	
<b>Wuhan</b>					
<b>武漢</b>					
Yin Yue Residence	under construction	185,651.00	217,801.00	—	55.25%
印月府	在建				
<b>Wuhan Subtotal</b> 武漢小計		185,651.00	217,801.00	—	

BREAKDOWN OF PRIMARY PROPERTIES  
主要物業明細



Project	Project Status	Gross Floor Area under Construction	Gross Floor Area to be Constructed	Completed Gross Floor Area Available for Sale, Rent or Use by the Group	Owners' Equity
項目	項目狀態	在建中建築面積	待建中建築面積	可供本集團出售、出租或使用的已竣工建築面積	所有者權益
<b>Foshan</b>					
佛山					
Hongyang Shan Xin Garden	proposed		152,447.02	—	100.0%
弘陽山馨花園	擬建				
<b>Foshan Subtotal</b>		—	152,447.02	—	
佛山小計					
		8,968,528.18	2,490,486.19	681,008.90	

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層之討論及分析



### (1) REVIEW FOR 2018

In 2018, the government adhered to the notion that residential properties are for living and thus, curbing the housing prices remained as the main focus of real estate policies. The PRC tightened its macro-control policies on real estate, and intensively launched restrictive measures on purchase loan advancement and pricing. As a result, the trend of rapid increase of property price stabilized, and sales volume remained stable. According to the National Bureau of Statistics, from January to December 2018, sales area of commercial properties in the PRC amounted to 1,716.54 million square meters, representing a year-on-year increase of 1.3%, and sales of commercial properties amounted to RMB14,997.3 billion, representing a year-on-year increase of 12.2%. We expect that the real estate market will remain stable overall in the future in terms of sales volume and price.

### (一) 2018年回顧

2018年，堅持住房居住屬性，遏制房價上漲仍是房地產政策主基調。國家對房地產的宏觀調控政策從緊，地方限購限貸限價等措施密集出台，房價快速上漲的趨勢得以回穩，銷售量保持穩定。根據國家統計局數據，2018年1-12月份，全國商品房銷售面積171,654萬平方米，比上年增長1.3%，商品房銷售額人民幣149,973億元，同比增長12.2%。預計未來房地產市場量價總體保持穩定態勢。



The Group's core value emphasizes "professionalism and building credibility for the long term." Our principal businesses consist of three segments, including property development and sales, commercial property investment and operations and hotel operations, of which property development and sales is our core business. Our revenue is generated from the sale of our developed residential properties and supporting retail space, rental income from the investment in and operation of commercial properties, and service fee income from our hotel operations.

During the reporting period, the Group's operating income was RMB9.239 billion, representing an increase of approximately 50.5% as compared to the same period last year; contracted sales was RMB47.338 billion, representing an increase of 84.2% as compared to the same period last year; and net profit attributable to the Group was approximately RMB1.412 billion, representing an increase of approximately 15.7% as compared to the same period last year.

### 1. Property Business

During the reporting period, the Group's realized sales income was RMB8.843 billion. The Group strictly implemented the regional layout strategy of "strong foothold in Jiangsu, established presence in Yangtze River Delta region and modest coverage in metropolitan areas" and actively expanded to new cities. We entered cities such as Hangzhou, Chengdu, Foshan and Kaifeng in 2018 and expanded to cities such as Xi'an in Shaanxi and Changsha in Hunan in 2019 for the first time. We have covered the Yangtze River Delta, southwest China, south China, central China and northwest China regions so far, representing a solid step toward the development from a regional real estate company into a national real estate company. As of the end of the reporting period, the Group's aggregate gross floor area of land reserve was approximately 13,084,376 square meters (gross floor area of land reserve attributable to the Group was approximately 7,231,455 square meters), an increase of 16.3% as compared to that of 11,252,883 square meters during the reporting period ended December 31, 2017. This provides sufficient support for our future development.

本集團奉行「在商言人，誠者致遠」的核心價值理念，主要業務包括房地產開發與銷售、商業物業投資與運營、酒店運營三個部分，其中核心業務為房地產開發與銷售。我們自我們開發的住宅物業及配套零售空間銷售、商業物業投資與經營的租金收入以及酒店業務的服務費收入獲得收入。

於報告期間，本集團的營業收入為人民幣92.39億元，較上年同期增加約50.5%；實現合約銷售額人民幣473.38億元，較上年同期增加84.2%；實現歸屬本集團淨利潤約人民幣14.12億元，較上年同期增加約15.7%。

### 1、房地產業務

於報告期間，本集團實現房地產業務銷售收入人民幣88.43億元。本集團嚴格執行做透大江蘇，深耕長三角，布局都市圈的區域佈局策略，積極拓展新城市，2018年首次進入杭州、成都、佛山、開封等城市，並於2019年首次拓展至陝西西安、湖南長沙等城市。目前已進入長三角、西南、華南、華中、西北區域，由區域性房企向全國性房企轉變邁出堅實的一步。報告期末，本集團土地儲備總建築面積約為13,084,376平方米（本集團應佔土地儲備建築面積約為7,231,455平方米），較截至2017年12月31日止報告期間的11,252,883平方米增加16.3%，為未來發展提供了充足的支持。



## 2. Commercial Property Operations

During the reporting period, the Group achieved sales revenue of RMB359 million from commercial property operations. The Group also entered into commercial lease contracts for Hong Yang Plaza projects in Hefei, Hengyang and Yantai, signifying a promotion of the “Hong Yang Plaza” brand. To date, we have two Hong Yang Plazas, which are located in Nanjing in Jiangsu and Changzhou in Jiangsu, respectively.

## 3. Hotel Operations

During the reporting period, the Group achieved sales revenue of RMB37 million from its hotel operations. To date, we have two hotels, namely, Hongyang Hotel in Nanjing and Rsun The Lakefort Hotel in Wuxi.

## 2、商業物業運營業務

於報告期間，本集團實現商業物業運營業務銷售收入人民幣3.59億元。本集團亦就合肥、衡陽、煙台等弘陽廣場項目訂立商業租賃合同，推廣了「弘陽廣場」品牌。截至目前，本集團已開業兩座弘陽廣場，分別坐落於江蘇南京、江蘇常州。

## 3、酒店運營業務

於報告期間，本集團實現酒店運營業務銷售收入人民幣0.37億元。截至目前，本集團已擁有兩間酒店，分別為南京弘陽酒店及無錫弘陽洛克菲花園酒店。





## (2) BUSINESS REVIEW

### 1. Sales of properties

For the year ended December 31, 2018, the Group recorded contracted sales of approximately RMB47.338 billion, representing an increase of 84.2% as compared to RMB25.694 billion in the same period last year. The contracted sales in gross floor area of the Group was approximately 3,528,500 square meters, representing an increase of 107.8% as compared to 1,697,700 square meters in the same period last year. The increase was due to the fast expansion of the Company resulting in the gradual realization of sales from the projects acquired before.

#### *Projects under construction*

As of December 31, 2018, there were a total of 75 projects under construction with an aggregate planned gross floor area of 9,691,324 square meters (amounting to 5,135,844 square meters after including the Group's interests in the relevant projects).

As of December 31, 2018, there were a total of 29 properties for future development with an aggregate planned gross floor area of 2,678,659 square meters (amounting to 1,436,903 square meters after including the Group's interests in the relevant projects).

## (二) 業務回顧

### 1、房地產銷售

截至2018年12月31日止年度，本集團實現合約銷售金額約人民幣473.38億元，較去年同期的人民幣256.94億元增長84.2%。本集團合約銷售建築面積約為352.85萬平方米，較去年同期169.77萬平方米增長107.8%，增長原因為本公司快速擴張，前期獲取項目陸續實現銷售所致。

#### *在建項目*

截至2018年12月31日，本集團共計75個項目在建設中，計劃總建築面積為9,691,324平方米（經計及本集團於相關項目中的權益後為5,135,844平方米）。

截至2018年12月31日，本集團共計29個未來開發物業，計劃總建築面積為2,678,659平方米（經計及本集團於相關項目中的權益後為1,436,903平方米）。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

Details of the contracted sales of the Group as of December 31, 2018 are set out as below:

本集團於2018年12月31日的合約銷售明細：

Region		Contracted Sales in Total Gross Floor Area	Contracted Sales Amount	Average Contracted Sales Price	
區域		合約銷售 總建築面積	合約銷售 金額	平均合約 銷售價格	
		(square meter)	(RMB'000)	(RMB/ square meter)	
		(平方米)	(人民幣千元)	(人民幣/ 平方米)	
<b>Nanjing</b>	<b>南京</b>	971,634	14,683,933	14,924	
	Qiaobei Old Project	橋北老項目	568	95,050	14,971
	Solaris Loving City Section VIII	旭日愛上城八區	56,759	1,015,127	17,830
	Hong Yang Upper Yard	弘陽上院	1,235	23,755	7,758
	Loving Garden	愛上花園	306	13,345	18,700
	Great Time at Joy Peak West District	悅峰時光里西區	104	39,856	29,589
	Garden In Times (Nanjing)	時光里花園(南京)	5,262	87,063	16,528
	Spring on West River	春上西江	686	25,569	19,974
	Swallow River Residence	燕江府	1,392	35,774	23,512
	Wave of Swallow New Garden	燕瀾新苑	1,159	27,539	23,771
	Residence of Bamboo and Water	竹水居	—	1,302	—
	Garden of Joy and Elegance	昕悅雅苑	60,435	1,358,102	22,472
	Sea Joy Garden	海悅花園	53,158	1,411,832	26,559
	New No.1 Commercial Plaza	新壹商業廣場	2,232	44,670	20,017
	Golden Space and Watery Court	金域瀾庭	85,315	1,884,138	22,085
	Mountain View Garden	山卿苑	23,313	576,285	24,720
	Star Joy World Square	星悅天地廣場	42,392	706,911	16,675
	Garden with Art Atmosphere	藝境花園	56,855	635,439	11,176
	Glory Residence	正榮府	95,664	913,019	9,544
	Begonia Court	棠苑	75,633	809,805	10,489
	New City Hong Yang Garden at Mingfa North	明發北站新城 弘陽苑	13,096	125,353	9,572
	Mountain and Lake View Garden In Times	時光山湖花園	19,276	196,480	10,193
	Nanjing Land Lot No. 2017G36	南京·2017G36 地塊	15,774	406,324	25,759

MANAGEMENT DISCUSSION AND ANALYSIS  
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Region		Contracted Sales in Total Gross Floor Area 合約銷售 總建築面積 (square meter) (平方米)	Contracted Sales Amount 合約銷售 金額 (RMB'000) (人民幣千元)	Average Contracted Sales Price 平均合約 銷售價格 (RMB/ square meter) (人民幣/ 平方米)
	Sunny Side of the Yangtze River Peacock City	長江熙岸孔雀城 53,703	407,805	7,594
	Wave of Swallow Garden	燕瀾花園 56,980	566,150	9,936
	Times Billow	時光瀾庭 168,680	1,274,756	7,537
	Royal Creek	御瀾府 75,599	1,909,634	25,260
	Land Lot No. G01(Xinghuo Road) (G01地塊)	G01地塊(星火路) 6,061	92,850	15,320
<b>Changzhou</b>	<b>常州</b>	361,661	4,551,904	12,240
	Phase I to III of Hong Yang Upper City	弘陽上城 — — 三期 183	53,176	22,355
	Phase IV of Hong Yang Upper City	弘陽上城四期 3,050	79,807	17,347
	Phoenix Terrace	鳳熹台 54,545	443,950	8,139
	The Bund No.1 Garden	外灘一號花園 26,166	402,243	14,644
	Emperor Looks at the First Court	君望甲第 78,666	1,074,060	13,653
	Sang Ma Land Lot CD	桑麻CD地塊 42,018	722,922	17,205
	Golden Seal and Heaven Shire	金璽天郡 157,033	1,775,746	11,116
<b>Nantong</b>	<b>南通</b>	414,819	5,699,296	13,145
	Best Time Garden	佳期花苑 1,124	191,618	20,058
	Garden with Virtue	德慶苑 16,652	185,251	11,125
	Esteeming Virtues Garden	尚德苑 6,038	70,983	11,756
	Upper Joy Garden	上悅花園 139,287	1,656,520	11,708
	Center Creation Metropolis Garden	中創都市花苑 72,878	1,099,049	15,081
	New Metropolis Garden	新都花園 77,960	864,447	11,022
	Oriental Cloud Garden	東方雲苑 100,881	1,631,427	15,711
<b>Hefei</b>	<b>合肥</b>	402,580	4,747,735	11,670
	In Times	時光里 78,984	909,073	11,510
	Sunrise Joy Garden	昕悅花園 51,182	641,989	12,238
	Purple Breeze	紫氣東來 57,600	591,258	10,265
	Verse of River and Mountain	江山賦 85,006	857,367	10,086
	Mountain View Yard	望麓別院 129,807	1,748,048	13,205

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

Region		Contracted Sales in Total Gross Floor Area	Contracted Sales Amount	Average Contracted Sales Price
區域		合約銷售 總建築面積	合約銷售 金額	平均合約 銷售價格
		(square meter)	(RMB'000)	(RMB/ square meter)
		(平方米)	(人民幣千元)	(人民幣/ 平方米)
<b>Suzhou</b>	<b>蘇州</b>	617,610	8,658,177	13,620
Upper Lake Garden	上湖雅苑	493	11,179	16,138
Superior Charm Garden	風華上品花園	834	22,662	17,366
Luyuan Architecture	甬源名築	85,265	1,567,577	18,178
Upper Water Garden	上水雅苑	17,779	356,317	16,535
Runyuan Masterpiece Garden	潤元名著花園	55,279	1,654,244	29,418
Hong Yang Upper Garden	弘陽上園	—	3,540	—
Hong Yang Glorious Residence	弘陽尊邸	—	4,355	—
Sunrise Joy Masterpiece Residence	昕悅名邸	40,110	364,165	8,844
Beautiful In Ten	十里錦繡	104,979	1,069,014	10,183
Star Great Tang Masterpiece Residence	星盛唐名邸	45,165	589,824	12,895
The River City Origin	江城源著	74,665	811,002	10,656
Lake View Watery Court	湖閱瀾庭	70,720	819,607	11,590
Green Jade Bay	玉翠灣	50,580	630,852	11,743
Violet Cloud Residence	紫雲名邸	—	49,998	—
Huzhou Ren Huang Zheng Hong Residence	湖州仁皇正弘府	4,516	74,212	16,431
Changshu Shuang Jing Hua Court	常熟雙璟華庭	2,204	22,969	10,420
Kaifeng Yan Lan Residence	開封燕瀾府	36,277	306,249	8,442
Changshu Shang Jun Hua Court	常熟尚雋華庭	28,744	300,410	10,451
<b>Wuxi</b>	<b>無錫</b>	230,676	2,911,047	12,620
Jing Garden of Superior Class	上品璟苑	39,495	582,398	14,746
Wuxi Sanwan Qing	無錫三萬頃	37,755	956,140	25,325
Sunrise Joy Residence	昕悅府	68,949	492,692	7,146
Huishan Sunrise Joy Court	惠山昕悅棠	84,478	879,817	10,415

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層之討論及分析

Region		Contracted Sales in Total Gross Floor Area 合約銷售 總建築面積 (square meter) (平方米)	Contracted Sales Amount 合約銷售 金額 (RMB'000) (人民幣千元)	Average Contracted Sales Price 平均合約 銷售價格 (RMB/ square meter) (人民幣/ 平方米)
<b>Chongqing</b>	<b>重慶</b>	100,174	681,908	6,807
Shi Guang Lan Court (Tao Jia Bai Jing)	時光瀾庭 (陶家柏景)	85,283	576,904	6,765
Chongqing Sha Ping Ba Shi Qiao Pu Project	重慶沙坪壩石橋鋪 項目	999	18,864	18,889
Bishan Guan Yin Tang Project	璧山觀音塘項目	13,892	86,140	6,201
<b>Wuhan</b>	<b>武漢</b>	157,031	2,600,205	16,559
Yin Yue Residence	印月府	157,031	2,600,205	16,559
<b>Chengdu</b>	<b>成都</b>	14,079	142,357	10,111
Hongyang Dou Jiang Residence	弘陽都江府	14,079	142,357	10,111
<b>Hangzhou</b>	<b>杭州</b>	919	23,363	24,776
Zhuji Zheng Hong Residence	諸暨正弘府	919	23,363	24,776
<b>Xuzhou</b>	<b>徐州</b>	257,307	2,638,146	10,021
Nine Pleasures Splendid Residence	九悅華府	177,105	1,815,290	10,002
Joyful Beautiful Scenery Harmonious Residence	欣欣麗景和府	47,436	532,832	10,900
Xuzhou Fengming Residence	徐州鳳鳴府	32,766	290,024	8,851
<b>Total</b>	<b>合計</b>	<b>3,528,491</b>	<b>47,338,070</b>	<b>13,157.72</b>



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

#### 2. Land reserves

As of December 31, 2018, the Group had an aggregate gross floor area of approximately 13,084,376 square meters (gross floor area of land reserve attributable to the Group was approximately 7,231,455 square meters), representing an increase of 16.3% from that of 11,252,883 square meters during the reporting period ended December 31, 2017. As of December 31, 2018, completed properties totaled 139,351 square meters, rentable area held for investment totaled 575,042 square meters, properties under development totaled 9,691,324 square meters and properties for future development totaled 2,678,659 square meters.

Details of the land reserves of the Group as of December 31, 2018 are set out as below:

#### 2、土地儲備

截至2018年12月31日，本集團土地儲備總建築面積約為13,084,376平方米（本集團應佔土地儲備建築面積約為7,231,455平方米），較截至2017年12月31日止報告期間的11,252,883平方米增加16.3%。其中於2018年12月31日，已竣工物業139,351平方米，持做投資的可租用面積575,042平方米，開發中物業9,691,324平方米，未來開發物業2,678,659平方米。

本集團截至2018年12月31日的土地儲備明細載列如下：

Region	Name of Project	Area of Land	Completed	Rentable Area	Total Gross Floor	Planned Gross	Total Area of	The Group's
			Unsold Saleable					
			Total Gross Floor	Investment	Development	Future		
地區	項目名稱	土地面積	已竣工	持做投資的	開發中	未來開發	土地儲備	本集團
		(square meter)	未售可銷售	可租用面積	總建築面積	規劃建築	面積合計	權益
		(平方米)	總建築面積	(square meter)	(square meter)	面積	(square meter)	(平方米)
			(square meter)	(平方米)	(平方米)	(平方米)	(平方米)	
Nanjing	Hong Yang Solaris Loving City Section 6	75,237.30	2,766.18	—	—	—	2,766.18	100.0%
南京	弘陽旭日愛上城六區							
Nanjing	Hong Yang Solaris Loving City Section 7	12,998.70	39.50	—	—	—	39.50	100.0%
南京	弘陽旭日愛上城七區							
Nanjing	Solaris Loving City Creation Wings Garden	82,693.00	940.90	—	—	—	940.90	100.0%
南京	旭日愛上城創翼園							
Nanjing	Solaris Upper City Section 1	198,497.00	357.24	—	—	—	357.24	100.0%
南京	旭日上城一區							
Nanjing	Solaris Upper City Section 2	163,340.80	495.73	—	—	—	495.73	100.0%
南京	旭日上城二區							
Nanjing	Solaris Upper City Section 3	189,011.70	906.68	—	—	—	906.68	100.0%
南京	旭日上城三區							

MANAGEMENT DISCUSSION AND ANALYSIS  
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Region	Name of Project	Area of Land	Completed Unsold Saleable Total Gross Floor Area 已竣工未售可銷售總建築面積 (square meter) (平方米)	Rentable Area Held for Investment 持做投資的可租用面積 (square meter) (平方米)	Total Gross Floor Area Under Development 開發中總建築面積 (square meter) (平方米)	Planned Gross Floor Area for Future Development 未來開發規劃建築面積 (square meter) (平方米)	Total Area of Land Reserve 土地儲備面積合計 (square meter) (平方米)	The Group's Interests 本集團權益
Nanjing 南京	Solaris Institution 旭日學府	38,975.50	1,863.38	—	—	—	1,863.38	100.0%
Nanjing 南京	Solaris Elegant Architecture 旭日雅築	15,524.10	39.60	—	—	—	39.60	100.0%
Nanjing 南京	Loving Garden 愛上花園	77,367.02	3,178.12	—	—	—	3,178.12	100.0%
Nanjing 南京	Great Time at Joy Peak West District 悅峰時光里西區	73,064.72	8,329.50	—	—	—	8,329.50	50.0%
Nanjing 南京	Hong Yang Upper Yard 弘陽上院	66,805.01	2,716.40	—	—	—	2,716.40	100.0%
Nanjing 南京	Solaris Loving City Section 8 旭日愛上城八區	40,551.60	—	—	233,037.24	—	233,037.24	100.0%
Nanjing 南京	Garden of Joy and Elegance 昕悅雅苑	32,246.14	—	—	87,320.90	—	87,320.90	49.0%
Nanjing 南京	Spring on West River 春上西江	27,961.83	—	—	4,650.50	—	4,650.50	100.0%
Nanjing 南京	Golden Space and Watery Court 金域瀾庭	66,267.16	—	—	160,593.70	—	160,593.70	8.5%
Nanjing 南京	Residence of Bamboo and Water 竹水居	52,762.69	—	—	38,609.19	—	38,609.19	50.0%
Nanjing 南京	Garden in the East 領東苑	67,809.78	—	—	249,444.20	—	249,444.20	33.0%
Nanjing 南京	Star Joy World Square 星悅天地廣場	27,427.70	—	—	110,671.51	—	110,671.51	30.0%
Nanjing 南京	Sea Joy Garden 海悅花園	57,502.91	56,441.46	—	99,277.53	—	155,718.99	49.0%
Nanjing 南京	New No.1 Commercial Plaza 新壹商業廣場	23,809.79	—	—	75,990.12	—	75,990.12	33.0%
Nanjing 南京	Royal Creek 御瀾府	44,783.85	—	—	135,758.39	—	135,758.39	33.0%

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

Region	Name of Project	Area of Land	Completed Unsold Saleable Total Gross Floor Area	Rentable Area Held for Investment	Total Gross Floor Area Under Development	Planned Gross Floor Area for Future Development	Total Area of Land Reserve	The Group's Interests
地區	項目名稱	土地面積 (square meter) (平方米)	已竣工 未售可銷售 總建築面積 (square meter) (平方米)	持做投資的 可租用面積 (square meter) (平方米)	開發中 總建築面積 (square meter) (平方米)	未來開發 規劃建築 面積 (square meter) (平方米)	土地儲備 面積合計 (square meter) (平方米)	本集團 權益
Nanjing 南京	Wave of Swallow New Garden 燕瀾新苑	61,145.45	—	—	179,949.46	—	179,949.46	50.0%
Nanjing 南京	Garden In Times 時光里花園	59,533.11	—	—	52,307.40	—	52,307.40	100.0%
Nanjing 南京	Swallow River Residence 燕江府	28,051.78	—	—	114,456.40	—	114,456.40	51.0%
Nanjing 南京	Nanjing Land Lot No. 2017G27 南京·2017G27地塊	68,643.54	—	—	136,008.48	—	136,008.48	20.0%
Nanjing 南京	Mountain and Lake View Garden in Times 時光山湖花園	14,337.68	—	—	31,377.37	—	31,377.37	25.0%
Nanjing 南京	Nanjing Land Lot No. 2017G36 南京·2017G36地塊	54,172.81	—	—	45,845.06	129,863.65	175,708.71	20.0%
Nanjing 南京	Land Lot No. 2017G57 2017G57地塊	58,024.06	—	—	—	79,420.01	79,420.01	100.0%
Nanjing 南京	Nanjing No. 2018G01 南京2018G01	7,024.76	—	—	20,597.82	—	20,597.82	30.0%
Nanjing 南京	Gaochun Land Lot No. 02-03 高淳02-03地塊	102,787.00	—	—	—	159,129.98	159,129.98	12.6%
Nanjing 南京	Solaris Jingcheng Store 旭日景城商舖	1,371.00	—	4,450.00	—	—	4,450.00	100.0%
Nanjing 南京	Solaris Loving City Section 6 Store 旭日愛上城六區商舖	989.00	—	7,301.00	—	—	7,301.00	100.0%
Nanjing 南京	Nanjing Hong Yang Plaza 南京弘陽廣場	230,871.00	—	435,165.00	—	—	435,165.00	100.0%
Yangzhou 揚州	Begonia Court 棠苑	72,660.00	—	—	133,809.00	—	133,809.00	50.0%
Yangzhou 揚州	Yizheng No. 38 儀徵38	69,788.00	—	—	—	137,928.91	137,928.91	50.0%

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Region	Name of Project	Area of Land	Completed Unsold Saleable Total Gross Floor Area 已竣工 未售可銷售 總建築面積 (square meter) (平方米)	Rentable Area Held for Investment 持做投資的 可租用面積 (square meter) (平方米)	Total Gross Floor Area Under Development 開發中 總建築面積 (square meter) (平方米)	Planned Gross Floor Area for Future Development 未來開發 規劃建築 面積 (square meter) (平方米)	Total Area of Land Reserve 土地儲備 面積合計 (square meter) (平方米)	The Group's Interests 本集團 權益
Yangzhou 揚州	Yizheng No. 39 儀徵39	66,358.00	—	—	—	118,706.01	118,706.01	50.0%
Taizhou 泰州	Wave of Swallow Garden 燕瀾花園	56,230.00	—	—	159,993.16	—	159,993.16	100.0%
Zhenjiang 鎮江	Mountain View Garden 山卿苑	70,028.48	—	—	80,444.22	—	80,444.22	100.0%
Zhenjiang 鎮江	Land Lot No. 2018-J1-06 2018-J1-06號地塊	72,609.00	—	—	—	129,290.44	129,290.44	33.0%
Zhenjiang 鎮江	Jurong Land Lot No. B 句容B地塊	38,731.00	—	—	—	68,795.52	68,795.52	19.0%
Zhenjiang 鎮江	Phoenix Terrace 鳳熹台	88,498.00	—	—	210,882.28	—	210,882.28	20.0%
Chuzhou 滁州	Garden with Art Atmosphere 藝境花園	60,189.20	—	—	135,484.89	—	135,484.89	33.0%
Chuzhou 滁州	New City Hong Yang Garden at Mingfa North 明發北站新城弘陽苑	8,782.00	—	—	17,744.71	—	17,744.71	100.0%
Chuzhou 滁州	Glory Residence 正榮府	80,867.00	—	—	149,298.31	—	149,298.31	30.0%
Chuzhou 滁州	Garden In Times 時光里花園(滁州時光瀾庭)	89,886.00	—	—	180,735.00	—	180,735.00	40.0%
Maanshan 馬鞍山	Sunny Side of the Yangtze River Peacock City 長江熙岸孔雀城	97,339.90	—	—	254,284.78	—	254,284.78	20.0%
Suzhou 蘇州	Runyuan Masterpiece Garden 潤元名著花園	80,669.00	44,580.06	—	129,290.29	—	173,870.35	49.0%
Suzhou 蘇州	Upper Sunny Masterpiece Garden 上熙名苑	44,700.50	—	—	95,325.17	—	95,325.17	100.0%
Suzhou 蘇州	Violet Cloud Residence 紫雲名邸	53,753.00	—	—	152,329.21	—	152,329.21	33.0%

## MANAGEMENT DISCUSSION AND ANALYSIS

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Region	Name of Project	Area of Land	Completed Unsold Saleable Total Gross Floor Area	Rentable Area Held for Investment	Total Gross Floor Area Under Development	Planned Gross Floor Area for Future Development	Total Area of Land Reserve	The Group's Interests
地區	項目名稱	土地面積 (square meter) (平方米)	已竣工 未售可銷售 總建築面積 (square meter) (平方米)	持做投資的 可租用面積 (square meter) (平方米)	開發中 總建築面積 (square meter) (平方米)	未來開發 規劃建築 面積 (square meter) (平方米)	土地儲備 面積合計 (square meter) (平方米)	本集團 權益
Suzhou 蘇州	Luyuan Architecture 甬源名築	60,960.50	—	—	114,936.67	—	114,936.67	100.0%
Suzhou 蘇州	Upper Water Garden 上水雅苑	69,325.40	759.54	—	165,902.51	—	166,662.05	100.0%
Suzhou 蘇州	Superior Charm Garden 風華上品花園	68,292.20	—	—	24,674.54	—	24,674.54	50.0%
Suzhou 蘇州	The River City Origin 江城源著	69,981.99	—	—	116,899.22	—	116,899.22	13.0%
Suzhou 蘇州	Star Great Tang Masterpiece Residence 星盛唐名邸	36,829.18	—	—	88,860.00	—	88,860.00	50.0%
Suzhou 蘇州	Lake View Watery Court 湖閱瀾庭	59,235.00	—	—	158,656.59	—	158,656.59	18.3%
Suzhou 蘇州	Sunrise Joy Masterpiece Residence 昕悅名邸	47,706.39	—	—	101,050.26	—	101,050.26	70.0%
Suzhou 蘇州	Beautiful in Ten 十里錦繡	98,783.49	—	—	130,016.35	—	130,016.35	16.4%
Suzhou 蘇州	Shang Jun Hua Court 尚雋華庭	39,410.00	—	—	69,936.88	—	69,936.88	50.0%
Suzhou 蘇州	Changshu No. 005 常熟005	17,361.00	—	—	33,232.62	2,636.38	35,869.00	33.0%
Huzhou 湖州	Green Jade Bay 玉翠灣	46,488.00	—	—	97,707.69	—	97,707.69	35.0%
Huzhou 湖州	Huzhou 2018-43 湖州2018-43	48,652.46	—	—	33,702.00	32,338.00	66,040.00	51.0%
Huzhou 湖州	Huzhou Ren Huang No. 58# 湖州仁皇58#	102,217.99	—	—	—	134,280.00	134,280.00	100%
Kaifeng 開封	Kaifeng Yan Lan Residence 開封燕瀾府	63,532.75	—	—	68,965.00	112,754.99	181,719.99	100.0%



MANAGEMENT DISCUSSION AND ANALYSIS  
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Region	Name of Project	Area of Land	Completed Unsold Saleable Total Gross Floor Area	Rentable Area Held for Investment	Total Gross Floor Area Under Development	Planned Gross Floor Area for Future Development	Total Area of Land Reserve	The Group's Interests
地區	項目名稱	土地面積 (square meter) (平方米)	已竣工 未售可銷售 總建築面積 (square meter) (平方米)	持做投資的 可租用面積 (square meter) (平方米)	開發中 總建築面積 (square meter) (平方米)	未來開發 規劃建築 面積 (square meter) (平方米)	土地儲備 面積合計 (square meter) (平方米)	本集團 權益
Wuxi 無錫	Wuxi Sanwan Qing 無錫三萬頃	800,000.00	15,936.84	—	58,026.02	7,741.48	81,704.34	100.0%
Wuxi 無錫	Sunrise Joy Court 昕悅棠	85,122.00	—	—	206,432.34	7,573.66	214,006.00	100.0%
Wuxi 無錫	Sunrise Joy Residence 昕悅府	138,902.00	—	—	287,042.00	—	287,042.00	100.0%
Wuxi 無錫	Jing Garden of Superior Class 上品璟苑	203,609.00	—	—	72,593.69	248,254.87	320,848.56	20.0%
Nantong 南通	Best Time Garden 佳期花園	134,060.80	—	—	292,383.50	—	292,383.50	33.4%
Nantong 南通	Garden with Virtue 德慶苑	31,333.00	—	—	51,913.65	—	51,913.65	33.4%
Nantong 南通	Esteeming Virtues 尚德苑	37,348.00	—	—	48,558.93	—	48,558.93	33.3%
Nantong 南通	Oriental Cloud Garden 東方雲苑	86,651.71	—	—	254,608.34	—	254,608.34	17.0%
Nantong 南通	Upper Joy Garden 上悅花園	82,741.00	—	—	254,565.06	—	254,565.06	25.0%
Nantong 南通	New Metropolis Garden 新都花園	109,890.00	—	—	195,024.16	—	195,024.16	12.5%
Nantong 南通	Center Creation Metropolis Garden 中創都市花園	47,963.19	—	—	87,374.95	—	87,374.95	23.5%
Nantong 南通	Sutong 蘇通	47,403.00	—	—	—	72,257.00	72,257.00	38.0%
Changzhou 常州	Hong Yang Upper City Phase I-III 弘陽上城一—三期	111,710.00	—	—	146,787.67	41,365.14	188,152.81	100.0%
Changzhou 常州	Hong Yang Upper City Phase IV 弘陽上城四期	43,590.00	—	—	88,773.00	—	88,773.00	100.0%
Changzhou 常州	Golden Seal and Heaven Shire 金璽天郡	88,719.00	—	—	322,155.65	—	322,155.65	50.0%

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

Region	Name of Project	Area of Land	Completed Unsold Saleable Total Gross Floor Area	Rentable Area Held for Investment	Total Gross Floor Area Under Development	Planned Gross Floor Area for Future Development	Total Area of Land Reserve	The Group's Interests
地區	項目名稱	土地面積 (square meter) (平方米)	已竣工 未售可銷售 總建築面積 (square meter) (平方米)	持做投資的 可租用面積 (square meter) (平方米)	開發中 總建築面積 (square meter) (平方米)	未來開發 規劃建築 面積 (square meter) (平方米)	土地儲備 面積合計 (square meter) (平方米)	本集團 權益
Changzhou 常州	Emperor Looks at the First Court 君望甲第	67,225.00	—	—	143,968.99	—	143,968.99	40.0%
Changzhou 常州	Sang Ma Land Lot A 桑麻A地塊	44,535.00	—	—	—	14,765.00	14,765.00	70.0%
Changzhou 常州	The Bund No. 1 Garden 外灘一號花園	126,695.00	—	—	96,546.53	—	96,546.53	85.0%
Changzhou 常州	Changzhou Hong Yang Plaza 常州弘陽廣場	43,590.00	—	128,126.00	—	—	128,126.00	100.0%
Changzhou 常州	Sang Ma Land Lot CD 桑麻CD地塊	156,115.00	—	—	246,597.00	—	246,597.00	70.0%
Changzhou 常州	Sanmao Land Lot 三毛地塊	108,486.00	—	—	—	217,643.78	217,643.78	33.0%
Xuzhou 徐州	Xuzhou Landscape of the Peach Garden 徐州山水桃花源	104,284.00	—	—	107,997.00	—	107,997.00	80%
Xuzhou 徐州	Nine Pleasures Splendid Residence 九悅華府	181,244.10	—	—	308,764.00	—	308,764.00	33.0%
Xuzhou 徐州	Joyful Beautiful Scenery Harmonious Residence 欣欣麗景和府	26,645.50	—	—	51,693.00	—	51,693.00	33.3%
Hefei 合肥	In Times 時光里	42,621.00	—	—	130,449.00	—	130,449.00	100.0%
Hefei 合肥	Sunrise Joy Garden 昕悅花園	37,253.98	—	—	104,118.00	—	104,118.00	80.0%
Hefei 合肥	Mountain View Yard 望麓別院	139,536.00	—	—	417,793.55	—	417,793.55	25.0%
Hefei 合肥	Purple Breeze 紫氣東來	28,081.00	—	—	64,218.71	—	64,218.71	51.0%
Bozhou 亳州	Bozhou Land Lot No. 2017-217 亳州2017-217號地塊	201,215.80	—	—	132,835.20	260,615.08	393,450.28	40.0%

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層之討論及分析

Region	Name of Project	Area of Land	Completed Unsold Saleable Total Gross Floor Area 已竣工 未售可銷售 總建築面積 (square meter) (平方米)	Rentable Area Held for Investment 持做投資的 可租用面積 (square meter) (平方米)	Total Gross Floor Area Under Development 開發中 總建築面積 (square meter) (平方米)	Planned Gross Floor Area for Future Development 未來開發 規劃建築 面積 (square meter) (平方米)	Total Area of Land Reserve 土地儲備 面積合計 (square meter) (平方米)	The Group's Interests 本集團 權益
Bengbu 蚌埠	Bengbu Xin Hong 蚌埠新弘	32,645.98	—	—	—	70,737.72	70,737.72	50.0%
Nanchang 南昌	Qing Yun Pu 青雲譜	29,452.00	—	—	—	90,696.00	90,696.00	49.0%
Nanchang 南昌	Wanli 灣里	13,717.33	—	—	—	26,825.61	26,825.61	100.0%
Chongqing 重慶	Cypress View. Seattle 柏景·西雅圖	89,273.00	—	—	264,281.40	—	264,281.40	100.0%
Chongqing 重慶	Shapingba District Dayangshi Group Subregion C No. C11-1/03 沙坪壩區大楊石組團C分區 C11-1/03號	8,749.00	—	—	3,291.00	16,753.50	20,044.50	100.0%
Chongqing 重慶	Bishan 295 璧山295	106,259.49	—	—	210,688.41	—	210,688.41	100.0%
Chongqing 重慶	Guan Yin Tang 觀音塘	14,785.00	—	—	38,843.00	2,461.60	41,304.60	50%
Hangzhou 杭州	Yu Zheng Chu Chu [2018] No. 9 余政儲出[2018]9號	50,888.00	—	—	61,066.00	—	61,066.00	33.3%
Shaoxing 紹興	Zhuji Land Lot No. 2018-11 諸暨2018-11地塊	49,492.00	—	—	23,644.00	25,971.84	49,615.84	100.0%
Ningbo 寧波	Ningbo Yinzhou Land Lot No. L5 寧波鄞州L5地塊	11,367.57	—	—	—	23,583.00	23,583.00	50.0%
Chengdu 成都	Dujiangyan DJY2017-09 都江堰DJY2017-09	26,392.68	—	—	52,582.87	—	52,582.87	100.0%
Chengdu 成都	Dujiangyan DJY2017-10 都江堰DJY2017-10	39,064.00	—	—	—	76,021.50	76,021.50	100.0%
Wuhan 武漢	Yin Yue Residence 印月府	106,208.00	—	—	185,651.00	217,801.00	403,452.00	55.25%
Foshan 佛山	Hongyang Shan Xin Garden 弘陽山馨花園	63,131.80	—	—	—	152,447.02	152,447.02	100.0%
合計：	Total:	7,999,450.85	139,351.13	575,042.00	9,691,324.24	2,678,658.69	13,084,376.06	

### 3. Commercial property operations

During the reporting period, the Group achieved rental income of RMB359 million, representing an increase of 115.7% as compared to the same period last year. The increase was mainly due to an increase in contribution made by Nanjing Hong Yang Plaza as a result of an improvement of its performance and by Changzhou Hong Yang Plaza as a result of its opening.

### 4. Hotel operations

During the reporting period, the Group achieved sales revenue of RMB37 million from its hotel operations, representing an increase of 5.3% as compared to the same period last year. The increase was mainly due to an increase in contribution made by the Hongyang Hotel in Nanjing and Rsun The Lakefort Hotel in Wuxi as a result of an improvement of their performance.

### 3、商業物業運營

於報告期間，本集團實現租金收入人民幣3.59億元，相比上年同期增加115.7%。增加乃主要由於南京弘陽廣場表現有所改善提升貢獻及常州弘陽廣場開業新增貢獻所致。

### 4、酒店運營

於報告期間，本集團實現酒店運營業務銷售收入人民幣0.37億元，相比上年同期增加5.3%。增加乃主要由於南京弘陽酒店及無錫弘陽洛克菲花園酒店表現有所改善提升貢獻所致。

## (3) FINANCIAL REVIEW

### 1. Revenue

The Group's revenue for the year ended December 31, 2018 amounted to approximately RMB9,238,741,000. The sources of income mainly included property sales, commercial property operation and hotel business income.

## (三) 財務回顧

### 1、收入

截至2018年12月31日止，本集團收入約人民幣9,238,741,000元，收入來源主要包括物業銷售、商業物業經營及酒店業務收入。



Details of recognized revenue for the year ended  
December 31, 2018

截至2018年12月31日止已確認收入明細

		2018 2018年		2017 2017年		Year-on-year change 按年變動 (%)
		Recognized Revenue 已確認 收入 (RMB'000) (人民幣 千元)	Percentage in Total Recognized Revenue 佔已確認 收入總額的 百分比 (%)	Recognized Revenue 已確認 收入 (RMB'000) (人民幣 千元)	Percentage in Total Recognized Revenue 佔已確認 收入總額的 百分比 (%)	
Sale of properties	物業銷售	8,843,003	95.7	5,938,391	96.7	48.9
Commercial property operation	商業物業經營	359,026	3.9	166,420	2.7	115.7
Hotel operation	酒店業務	36,712	0.4	34,861	0.6	5.3
Total	總計	9,238,741	100.0	6,139,672	100.0	50.5

For the year ended December 31, 2018, the Group recognized a revenue of approximately RMB9,238,741,000, representing an increase of 50.5% as compared to last year. Out of the Group's total recognized revenue for the year ended December 31, 2018, (i) property sales increased by RMB2,904,612,000 (approximately 48.9%) as compared to the same period last year, and the increase was due to the increase in focused delivery projects and hence the increase in carry forward income; (ii) commercial property investment and operation increased by RMB192,606,000 (approximately 115.7%) as compared to the same period last year, and the increase was due to the improvement in the business performance of Nanjing Hong Yang Plaza and the increase in income of the newly opened Changzhou Hong Yang Plaza this year; and (iii) hotel business income increased by RMB1,851,000 (approximately 5.3%) as compared to the same period last year, and the increase was due to the improvement of operating results.

本集團的已確認收益由截至2018年12月31日已確認約為人民幣9,238,741,000元，較上年增加50.5%。本集團於截至2018年12月31日止確認收入總額當中，(i)物業銷售較去年同期增加人民幣2,904,612,000元（約48.9%），增加原因為本年集中交付項目增加，結轉收入增加；(ii)商業物業投資與經營較去年同期增加人民幣192,606,000元（約115.7%），增加原因為南京弘陽廣場經營表現提升，另本年新開業常州弘陽廣場增加收入；及(iii)酒店業務收入較去年同期增加人民幣1,851,000元（約5.3%），增加原因為經營業績有所提升。

**2. Cost of sales**

The cost of sales of the Group for the year ended December 31, 2018 was approximately RMB6,351,656,000, representing an increase of 74.1% as compared to the same period last year. The increase was primarily due to a rise in delivered projects for the current period.

**3. Gross profit and gross profit margin**

The gross profit of the Group for the year ended December 31, 2018 was approximately RMB2,887,085,000, representing an increase of 15.9% as compared to RMB2,491,649,000 in the same period in 2017. The increase was primarily due to a rise in delivered projects for the current period. The gross profit margin for the year ended December 31, 2018 was 31.2%, while during the same period in 2017, the gross profit margin was 40.6%. The decrease of gross profit margin was primarily due to higher land acquisition costs of certain delivered projects.

**4. Fair value changes on investment properties**

For the year ended December 31, 2018, the Group recognized fair value gains on investment properties of approximately RMB260,803,000, representing an increase of 190.7% as compared to the fair value loss of approximately RMB287,414,000 on investment properties in the same period last year. The fair value gains on investment properties recorded were primarily due to an appreciation of the overall capital value and/or rent.

**5. Selling and distribution expenses**

The selling and distribution expenses of the Group increased by 42.3%, from approximately RMB240,256,000 in the same period last year to approximately RMB341,771,000 for the year ended December 31, 2018. The increase was mainly due to new property projects released by the Group in 2018 for presale.

**2、銷售成本**

本集團於截至2018年12月31日止的銷售成本約為人民幣6,351,656,000元，較去年同期增加74.1%。增加原因主要為本期交付項目增多所致。

**3、毛利及毛利率**

本集團於截至2018年12月31日止的毛利約為人民幣2,887,085,000元，相對2017年同期人民幣2,491,649,000元增加15.9%，增加原因主要為本期交付項目增多所致。截至2018年12月31日止的毛利率為31.2%，2017年同期則為40.6%，毛利率下降主要由於已交付的若干項目因土地獲取成本較高所致。

**4、投資物業公允價值變動**

截至2018年12月31日止，本集團確認投資物業公允價值收益約人民幣260,803,000元，較去年同期投資物業公允價值虧損約人民幣287,414,000元增加190.7%。投資物業錄得公允價值收益主要由於整體資本價值及／或租金增值所致。

**5、銷售及市場營銷開支**

本集團銷售及市場營銷開支由去年同期約人民幣240,256,000元增加42.3%至截至2018年12月31日止約人民幣341,771,000元，此增長是由於本集團於2018年推出新物業項目以供預售所導致。





**6. Administrative expenses and other expenses**

The administrative expenses of the Group increased by 124.9%, from approximately RMB305,204,000 in the same period last year to approximately RMB686,271,000 for the year ended December 31, 2018. The increase is mainly due to the business expansion and listing fee of the Group.

**7. Share of revenues of joint ventures and associates**

The Group's share of profit of joint ventures and associates for the year ended December 31, 2018 was RMB367,015,000, basically in line with the Group's share of profit of joint ventures and associates in the same period last year, which was RMB418,078,000.

**8. Finance costs**

*Details of the finance costs for the year ended December 31, 2018*

**6、行政及其他開支**

本集團行政開支由去年同期約人民幣305,204,000元，增加124.9%至截至2018年12月31日止約人民幣686,271,000元，增加主要由於本集團的業務擴充及上市費用所導致。

**7、應佔合資企業及聯營公司收入**

截至2018年12月31日止，本集團應佔合資企業及聯營公司利潤為人民幣367,015,000元，較去年同期佔合資企業及聯營公司利潤人民幣418,078,000元基本持平。

**8、融資成本**

*截止2018年12月31日融資成本明細*

		<b>2018</b>	2017	
		<b>2018年</b>	2017年	
		<b>(RMB'000)</b>	(RMB'000)	Percentage
		(人民幣千元)	(人民幣千元)	of change
				變動比例
Interest on bank loan, other borrowings, senior notes and amount due to related companies	銀行貸款、其他借款、優先票據及應付關聯方款項的利息	<b>1,548,159</b>	830,858	86.3%
Interest on pre-sales deposits	預售按金的利息	<b>320,757</b>	—	—
Less: Interest capitalised	減：資本化利息	<b>(1,369,619)</b>	(389,321)	251.8%
		<b>499,297</b>	441,537	13.1%



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

The finance costs expended by the Group for the year ended December 31, 2018 were approximately RMB1,548,159,000, representing an increase of 86.3% as compared to the finance costs of RMB830,858,000 in the same period last year. The change in finance costs spent was mainly due to a great increase of the scale of financing during the reporting period.

The Group's aggregate expensed and capitalized finance costs increased by 251.8%, from approximately RMB389,321,000 in the same period last year to approximately RMB1,369,619,000 for the year ended December 31, 2018. The rise in the aggregate expensed and capitalized finance costs is due to an increase in the total borrowings of the Group. As of December 31, 2018, the total borrowings of the Group was RMB21.92 billion, while the total borrowings was RMB11.63 billion as of December 31, 2017.

#### 9. Income tax expense

The income tax expense of the Group increased by 20.8%, from approximately RMB705,301,000 in the same period last year to approximately RMB852,253,000 for the year ended December 31, 2018. The income tax expense of the Group included enterprise income tax and deferred tax of land value added tax during the year.

For the year ended December 31, 2018, the amount provision for land value added tax by the Group was approximately RMB441,357,000, while the amount in the same period last year was approximately RMB401,082,000.

本集團於截至2018年12月31日止支銷的融資成本約為人民幣1,548,159,000元，較去年同期人民幣830,858,000元增加86.3%。融資成本的變動主要由於報告期間內融資規模大幅上升所致。

本集團支銷及資本化的融資成本總額由去年同期的約人民幣389,321,000元增加251.8%至截至2018年12月31日止約人民幣1,369,619,000元。支銷及資本化融資成本總額增加乃由於本集團總借款增加所致。截至2018年12月31日，本集團總借款為人民幣219.2億元，而於2017年12月31日則為人民幣116.3億元。

#### 9、所得稅開支

本集團所得稅開支由去年同期約人民幣705,301,000元增加20.8%至截至2018年12月31日止約人民幣852,253,000元。本集團所得稅開支包括年內的企業所得稅及土地增值稅的遞延稅項。

於截至2018年12月31日止，本集團作出土地增值稅撥備約人民幣441,357,000元，相應於去年同期則約為人民幣401,082,000元。



## 10. Profit for the reporting period

As a result of the foregoing reasons, the Group's profit before taxes increased by 14.4%, from approximately RMB1,900,784,000 in the same period last year to approximately RMB2,175,378,000 for the year ended December 31, 2018. The profit for the reporting period increased by 10.7%, from approximately RMB1,195,483,000 in the same period last year to approximately RMB1,323,125,000 for the year ended December 31, 2018. The Group's net profit attributable to equity owners increased by 15.7%, from approximately RMB1,220,728,000 in the same period last year to approximately RMB1,412,264,000 as of December 31, 2018. The increase was mainly due to the increase in delivered projects in the year and hence the increase in carry forward income.

## (4) LIQUIDITY, FINANCE AND CAPITAL

### 1. Cash position

The Group's cash and cash equivalents were approximately RMB6,232,596,000 (December 31, 2017: approximately RMB2,478,063,000), the restricted bank deposit amounted to approximately RMB2,644,723,000 (December 31, 2017: RMB741,573,000), and pledged deposits amounted to approximately RMB3,578,720,000 (December 31, 2017: RMB991,238,000).

The Group adopts sound financial management policies with sufficient capital for due loan repayment, capital expenditure and normal production operation.

The currency of the Group's cash and cash equivalents are mainly denominated in Renminbi, and others are denominated in United States Dollar and Hong Kong Dollar.

## 10、報告期間利潤

基於上述因素，本集團稅前利潤由去年同期約人民幣1,900,784,000元增加14.4%至截至2018年12月31日止約人民幣2,175,378,000元。本集團報告期間利潤由去年同期約人民幣1,195,483,000元增加10.7%至截至2018年12月31日止約人民幣1,323,125,000元。本集團之股東權益應佔淨利潤由去年同期約人民幣1,220,728,000元增加15.7%至截至2018年12月31日止約人民幣1,412,264,000元。增加原因主要為本年交付項目增加，結轉利潤增加。

## (四) 流動資金、財務及資本

### 1、現金狀況

本集團擁有現金及銀行等價物約為人民幣6,232,596,000元（2017年12月31日：約人民幣2,478,063,000元）及受限制銀行存款約人民幣2,644,723,000元（2017年12月31日：人民幣741,573,000元）及已質押存款約人民幣3,578,720,000元（2017年12月31日：人民幣991,238,000元）。

本集團採取穩健的財務管理政策，有充足的資金用於償還到期債務、資本開支及正常的生產運營。

本集團的現金及現金等價物以人民幣為主要貨幣單位，其他以美元及港元為貨幣單位。

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層之討論及分析

2. Indebtedness and the Group's secured assets  
INTEREST-BEARING BANK AND OTHER BORROWINGS

2、債務及本集團資產的抵押  
計息銀行及其他借款

		31 December 2018 2018年12月31日			31 December 2017 2017年12月31日		
		Effective interest rate 實際利率 (%) (%)	Maturity 到期情況	RMB'000 人民幣千元	Effective interest rate 實際利率 (%) (%)	Maturity 到期情況	RMB'000 人民幣千元
<b>Current</b>	<b>流動</b>						
Bank loans — secured	銀行貸款 — 已抵押	4.35–6.25	2019	3,121,497	4.35–4.79	2018	1,211,000
Other loans — secured	其他貸款 — 已抵押	8.00–15.00	2019	2,267,200	9.00–15.00	2018	850,000
Other loans — unsecured	其他貸款 — 無抵押	12.20	2019	69,410	8.00	2018	50,000
Current portion of long term bank loans — secured	長期銀行貸款即期 部分 — 已抵押	4.46–6.65	2019	1,519,421	4.50–6.59	2018	1,169,627
Current portion of long term bank loans — unsecured	長期銀行貸款即期 部分 — 無抵押	5.25	2019	42,188	—	—	—
Current portion of long term other loans — secured	長期其他貸款即期 部分 — 已抵押	6.48–12.07	2019	1,213,981	6.61–9.12	2018	1,108,220
Current portion of long term other loans — unsecured	長期其他貸款即期 部分 — 無抵押	—	—	—	8.00	2018	247,670
				<b>8,233,697</b>			<b>4,636,517</b>
<b>Non-current</b>	<b>非流動</b>						
Bank loans — secured	銀行貸款 — 已抵押	4.46–11.68	2020–31	8,700,105	4.50–7.13	2019–32	5,654,010
Bank loans — unsecured	銀行貸款 — 無抵押	4.99–5.25	2021	242,813	—	—	—
Other loans — secured	其他貸款 — 已抵押	6.48–14.5	2020–21	2,149,886	6.61–9.12	2019–20	1,338,972
				<b>11,092,804</b>			<b>6,992,982</b>
				<b>19,326,501</b>			<b>11,629,499</b>

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層之討論及分析



		<b>31 December 2018</b>	31 December 2017
		<b>2018年12月31日</b>	2017年12月31日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
<b>Bank loans and other borrowings</b>	<b>銀行貸款與其他借款</b>		
Repayable within one year	須於一年內償還	<b>8,233,697</b>	4,636,517
Repayable in the second year	須於第二年償還	<b>4,259,278</b>	2,344,621
Repayable within two to five years	須於二至五年內償還	<b>5,752,917</b>	3,924,984
Repayable more than five years	須於超過五年後償還	<b>1,080,609</b>	723,377
Subtotal	小計	<b>11,092,804</b>	6,992,982
		<b>19,326,501</b>	11,629,499

The Group's borrowings are all denominated in RMB.

本集團的借款均以人民幣計值。

As at 31 December 2018, the Group's borrowings up to RMB9,573,911,000 (2017: RMB6,681,859,000) were borrowings with floating interest rates.

於2018年12月31日，本集團的借款最高為人民幣9,573,911,000元（2017年：人民幣6,681,859,000元），為浮息借款。

Certain of the Group's bank and other borrowings are secured by the pledges of the following assets with carrying values as at December 31, 2018 and 2017 as follows:

本集團為獲授若干銀行及其他借款質押下列資產作抵押，有關資產之賬面值於2018年及2017年12月31日如下：

		<b>2018</b>	2017
		<b>2018年</b>	2017年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Investment properties	投資物業	<b>8,520,150</b>	7,919,490
Prepaid land lease payments	預付土地租賃款項	<b>22,473</b>	5,698
Properties under development	開發中物業	<b>15,636,245</b>	7,517,355
Property, plant and equipment	物業、廠房及設備	<b>631,914</b>	254,537
		<b>24,810,782</b>	15,697,080







At any time and from time to time prior to December 3, 2020, the Company may redeem up to 35% of the aggregate principal amount of the 2020 Notes I & II at a redemption price of 113.5% of the principal amount of the 2020 Notes I & II, plus accrued and unpaid interest, if any, to (but not including) the redemption date, in each case, using the net cash proceeds from sales of certain kinds of capital stock. In addition, the Company may at any time redeem the 2020 Notes I & II before December 3, 2020 and from time to time, at a price equal to 100% of the principal amount of such notes plus: (i) accrued and unpaid interest (if any) to (but not including) the redemption date; and (ii) a premium as set forth in the accompanying offering memorandum.

Holders of the 2020 Notes have the right, at their option, to require the Company to repurchase for cash all of their 2020 Notes, or any portion of the principal thereof that is equal to US\$1,000 or integral multiple of US\$1,000, on December 3, 2019 at the repurchase price equal to 101.56% of the principal amount of the 2020 Notes to be repurchased, plus accrued and unpaid interest to, but excluding, December 3, 2020.

The 2020 Notes I & II are guaranteed by Redsun Properties Investment (Holdings) Limited and Hong Yang Properties Investment Limited.

### 3. Gearing ratio

As of December 31, 2018, the Group's net debt-to-equity ratio (total indebtedness net of bank balances and cash divided by total equity) was approximately 68.3%, as compared to approximately 87.7% as of December 31, 2017. The Group's debt-to-asset ratio (total indebtedness divided by total assets) was approximately 79.6% as of December 31, 2018 as compared to approximately 79.5% as of December 31, 2017. The Group's current ratio (current assets divided by current liabilities) was approximately 1.34 times as of December 31, 2018, and was approximately 1.26 times as of December 31, 2017.

於2020年12月3日前任何時間及不時，本公司可能贖回以2020年票據I及II本金總額的最多35%，贖回價格為2020年票據I及II本金額的113.5%，另加於(但不包括)贖回日期應計和未付利息(如有)，在上述情況下，使用若干種類股本的銷售所得款項現金淨額。此外，本公司於2020年12月3日前任何時間及不時可能贖回2020年票據I及II，以相等於票據本金額100%，另加於(i)(但不包括)贖回日期應計及未付利息(如有)；及(ii)隨附發售備忘錄所載的溢價。

於2019年12月3日，2020年票據持有人有權自行選擇要求本公司購回彼等所有2020年票據，或相等於1,000美元或1,000美元的完整倍數的2020年票據本金的任何部分，以換取現金，贖回價格相等於將予購回的2020年票據本金額的101.56%，另加於(但不包括)2020年12月3日應計及未付利息。

2020年票據I及II由弘陽地產投資(控股)有限公司及弘陽地產投資有限公司擔保。

### 3、負債比率

本集團的淨負債與股本比率(債務總額減銀行結餘及現金除以股本權益總額)於截至2018年12月31日約為68.3%，截至2017年12月31日則約為87.7%。本集團負債資產比率(債務總額除以總資產)於截至2018年12月31日約為79.6%，截至2017年12月31日則約為79.5%。本集團的流動比率(流動資產除以流動負債)於截至2018年12月31日約為1.34倍，截至2017年12月31日則約為1.26倍。

#### 4. Commitments

As of December 31, 2018, the Group committed payment for the construction and land development expenditure and other items amounting to approximately RMB5,963,707,000 (December 31, 2017: approximately RMB5,712,233,000).

#### 5. Contingent Liabilities

Pursuant to the mortgage contracts, banks require the Group to guarantee its purchasers' mortgage loans. The purchaser mortgage guarantees are typically released when the title deeds of the respective properties are pledged to the banks as security to continue to support the mortgage loans, which generally takes place after the properties are delivered to the purchasers. If a purchaser defaults on a mortgage loan, the Group is responsible to repay the outstanding mortgage principal together with accrued interest and penalties owed by the defaulting purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties.

As of December 31, 2018, the Group's contingent liabilities in respect of the guarantees given to financial institutions for mortgage loan facilities granted to purchasers of the Group's properties amounted to approximately RMB5,800.2 million (as at December 31, 2017: approximately RMB5,046.9 million). In light of the minimal historical default rates of such mortgage loans facilities, the Directors considered that the likelihood of default of payments by the purchasers is minimal and therefore the financial guarantee measured at fair value is immaterial.

As at December 31, 2018, the Group provided guarantees of RMB1,784.7 million to related companies (December 31, 2017: RMB7,448.1 million). Save as disclosed in this annual report, the Group had no other material contingent liabilities as at December 31, 2018.

#### 4、承擔

於截至2018年12月31日，本集團就建設及土地開發支出等項目承擔付款約為人民幣5,963,707,000元（於2017年12月31日：約人民幣5,712,233,000元）。

#### 5、或然負債

根據按揭合約，銀行要求本集團向買家的按揭貸款提供擔保。此等買家按揭擔保通常在將相關物業的產權證書質押予銀行以繼續擔保按揭貸款時（通常於相關物業交付予買家後）解除。倘買家拖欠按揭貸款，則本集團須負責償還餘下之按揭本金連同拖欠之買方欠付銀行之應計利息及罰金，及本集團有權接管相關物業的法定業權及所有權。

截至2018年12月31日，本集團就給予本集團的物業買家的按揭貸款融資而向金融機構提供擔保的或然負債約為人民幣5,800.2百萬元（截至2017年12月31日：約人民幣5,046.9百萬元）。鑑於該等按揭貸款融資的最小歷史違約率，董事認為，買家拖欠付款的可能性甚微，故按公允價值計量的金融擔保並不重大。

於2018年12月31日，本集團向關聯公司提供人民幣1,784.7百萬元之擔保（於2017年12月31日：人民幣7,448.1百萬元）。除本年報所披露者外，本集團於2018年12月31日並無其他重大或然負債。



## (5) CORPORATE GOVERNANCE/OTHER INFORMATION

### 1. Material Acquisitions and Disposals

In February 2018, the Group acquired 85% of the equity interest in Changzhou Green Land Kunte Land Co., Ltd., which holds a property development project under construction located in Changzhou City, Jiangsu Province, the PRC. For details, please refer to the prospectus of the Company dated June 29, 2018 (the "Prospectus").

In August 2018, the Group acquired 100% of the equity interest in Kaifeng City Baolong Real Estate Development Company Limited, which holds a property development project under construction located in Kaifeng City, Henan Province, the PRC. For details, please refer to "Discloseable Transaction Acquisition of the Entire Equity Interest in Kaifeng City Baolong Real Estate Development Company Limited" of the Company's announcement dated August 16, 2018.

In September 2018, the Group acquired 55.25% of the equity interest in Mingliu Properties Wuhan Company Limited, which holds a property development project under construction located in Wuhan City, Hubei Province, the PRC. For details, please refer to the Company's announcement headed "Discloseable Transaction Acquisition of 55.25% Equity Interest in Mingliu Properties Wuhan Company Limited" dated September 25, 2018.

Save as the aforesaid, there was no other material acquisition and disposal of subsidiaries, associates or joint ventures by the Group during the reporting period.

### 2. Employment and Remuneration Policies

As of December 31, 2018, the Group had 2,618 employees in total, in which 1,915 employees were engaged in the real estate development business, 548 employees were engaged in the commercial property operation business, and 155 employees were engaged in the hotel management business.

## (五) 企業管治／其他資料

### 1. 重大收購及出售事項

於2018年2月，本集團收購常州綠地昆特置業有限公司85%股權，其持有位於中國江蘇省常州市的一個在建物業開發項目。詳情請參閱本公司日期為2018年6月29日的招股章程（「招股章程」）。

於2018年8月，本集團收購開封市寶隆房地產開發有限公司100%股權，其持有位於中國河南省開封市的一個在建物業開發項目。詳情請參閱本公司日期為2018年8月16日的公告《須予披露交易收購開封市寶隆房地產開發有限公司的全部股權》。

於2018年9月，本集團收購名流置業武漢有限公司55.25%股權，其持有位於中國湖北省武漢市的一個在建物業開發項目。詳情請參閱本公司日期為2018年9月25日的公告《須予披露交易收購名流置業武漢有限公司的55.25%股權》。

除上述者外，於報告期間，本集團並無其他重大收購及出售附屬公司、聯營公司或合資企業。

### 2. 僱員及薪酬政策

截至2018年12月31日，本集團共有2,618名僱員，其中1,915名僱員從事房地產開發業務，548名僱員從事商業物業運營業務，155名僱員從事酒店管理業務。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

The emolument of the employees of the Group is mainly determined based on the prevailing market level of remuneration and the individual performance and work experience of the employees. Bonuses are also distributed based on the performance of the employees. The Group provides employees with career development opportunities and considers if their remuneration should be raised or if they should be promoted with reference to their individual performance and potential. Other benefits provided by the Group include medical benefits and specialized training schemes.

#### 3. Use of Funds Raised from Initial Public Offering and Over-allotment Option

The net proceeds received from the Company's global offering was approximately HK\$2,055,279,000, including the net proceeds received from the full exercise of the over-allotment option as set out in the Prospectus. As of the date of this annual report, the Company has applied all of the proceeds raised in the global offering toward the uses as disclosed in the Prospectus.

#### 4. Events after the reporting period

On February 26, 2019, Nanjing Redsun Real Estate Development Company Limited, a wholly-owned subsidiary of the Company, Nanjing Tai Ya Department Store Management Company Limited and Mingliu Properties Wuhan Company Limited, the target company, entered into an equity transfer agreement and proceeded to acquire 39.75% of the equity interest in Mingliu Properties Wuhan Company Limited at a total consideration of RMB1,177,817,000. For further details, please refer to the Company's announcement dated February 26, 2019 and the circular of the Company dated March 19, 2019.

On March 4, 2019, the Company issued the 11.50% senior notes in the amount of US\$0.3 billion which will mature on March 4, 2021. For further details, please refer to the Company's announcement dated February 25, 2019.

Except as disclosed above, the Group had no material events after the reporting period.

本集團僱員之薪酬主要根據市場現行薪酬水平、僱員個人業績表現及工作經驗而決定，獎金亦按僱員業績表現進行發放。本集團為僱員提供職業發展機會，參照僱員個人業績表現及潛力確定是否增加其薪酬或提拔升職。本集團其他福利包括醫療福利及專項培訓計劃。

#### 3. 來自首次公開發售及超額配股權的所得資金用途

本公司自全球發售所得款項淨額約2,055,279,000港元，包括載於招股章程中自全面行使超額配股權的所得款項淨額。截至本年報日期，本公司已按招股章程所披露用途應用全部自全球發售籌集所得款項餘額。

#### 4. 報告期間後事項

於2019年2月26日，本公司的全資附屬公司南京紅太陽房地產開發有限公司與南京台亞百貨市場管理有限公司、目標公司名流置業武漢有限公司訂立股權轉讓協議，繼續收購名流置業武漢有限公司39.75%股權，總代價為人民幣1,177,817,000元。有關進一步詳情請參閱本公司日期為2019年2月26日的公告及本公司日期為2019年3月19日的通函。

於2019年3月4日，本公司發行於2021年3月4日到期金額為3億美元的11.50%優先票據。有關進一步詳情請參閱本公司日期為2019年2月25日的公告。

除上文披露者外，本集團於報告期間後並無重大項目。



**5. Payment of dividend**

The Board recommends payment of a final dividend of HK10.7 cents per share, representing approximately 25% of core profit attributable to owners of the parent in 2018.

**6. Purchase, Sale or Redemption of Any of the Company's Listed Securities**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the reporting period.

**7. Currency Risk**

The Group primarily operates in the PRC and majority of the Group's transactions were denominated and settled in RMB. Currently, the Group has not entered into any hedging activities aimed at or intended to manage our exposure to foreign exchange risk. The Group will continue to monitor foreign exchange activities and safeguard the cash value of the Group with its best effort.

**8. Corporate Governance**

The Group is committed to implementing high standards of corporate governance to safeguard the interests of the shareholders of the Company and enhance the corporate value as well as the responsibility commitments. The Company has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its own code of corporate governance.

The Company has complied with all applicable code provisions set out in the CG Code. To the best of the knowledge of the Directors, the Company has complied with all applicable code provisions set out in the CG Code from the Listing on July 12, 2018 to the date of this annual report. The Directors will use their best endeavors to procure the Company to continue to comply with the CG Code.

**5. 股息派發**

董事會建議派發末期股息為每股10.7港仙，佔2018年母公司擁有人應佔核心利潤約25%。

**6. 購買、出售或贖回本公司之任何上市證券**

報告期間，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

**7. 外幣風險**

本集團主要在中國經營業務。本集團用以計值及對絕大部分交易進行清算的貨幣為人民幣。本集團現時並未從事旨在或意在管理外匯匯率風險的對沖活動。本集團將繼續監察外匯活動，以盡量保障本集團的現金價值。

**8. 企業管治**

本集團致力於實現高標準企業管治，以保障本公司股東權益及提高企業價值與責任承擔。本公司已採納聯交所證券上市規則（「上市規則」）附錄十四所載企業管治守則（「企業管治守則」）作為其本身的企業管治守則。

本公司一直遵守企業管治守則項下所有適用守則條文。且據董事所知，自本公司於2018年7月12日上市起至本年報日期本公司已遵守企業管治守則所有適用守則條文，董事並將盡全力促使本公司繼續遵守企業管治守則。

### 9. Annual General Meeting

The Company has scheduled an annual general meeting on June 21, 2019 at 10 a.m. (the "Annual General Meeting").

### 10. Closure of Register of Members

In order to determine the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from June 17, 2019 to June 21, 2019, both days inclusive, during which period no transfer of shares will be registered. All transfer documents of the Company accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on June 14, 2019.

Subject to the approval of shareholders at the Annual General Meeting, the final dividend will be paid on or about July 26, 2019. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from June 27, 2019 to July 3, 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfer documents of the Company accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on June 26, 2019.

### 11. Model Code for Securities Transactions by Directors of Listed Issuers

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its code for dealing in securities in the Company by the Directors. The Directors have confirmed compliance with the required standard set out in the Model Code since the listing of the Company on July 12, 2018 up to the date of this annual report.

### 9. 股東週年大會

本公司擬定於2019年6月21日上午十時召開股東週年大會(「股東週年大會」)。

### 10. 暫停辦理股份過戶登記

為確定出席股東週年大會及於會上投票的權利，本公司將於2019年6月17日至2019年6月21日(包括首尾兩日)暫停辦理本公司的股份過戶登記手續，期間所有股份將暫停過戶。所有本公司過戶文件連同相關股票須於不遲於2019年6月14日下午四時三十分送交本公司位於香港證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以作登記。

待股東於股東週年大會上批准，末期股息將於2019年7月26日或前後派付。為確定享有指派末期股息的權利，本公司將於2019年6月27日至2019年7月3日(包括首尾兩日)暫停辦理本公司的股份過戶登記手續，期間所有股份將暫停過戶。為合資格享有擬派末期股息的權利，所有本公司過戶文件連同相關股票須於不遲於2019年6月26日下午四時三十分送交本公司位於香港證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以作登記。

### 11. 上市發行人董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》(「標準守則」)作為董事買賣本公司證券的守則。董事確認，彼等自本公司於2018年7月12日上市起至本年報日期一直遵守標準守則所載規定準則。





## 12. Review of Annual Results by the Audit Committee

Our Board has established an audit committee in compliance with Rules 3.21 and 3.22 of the Listing Rules and Code provision C.3 of the CG Code, and has adopted written terms of reference.

The primary duties of our audit committee are to review and monitor the Group's financial reporting process, risk management and internal control system, to oversee the audit process, to provide advice and comments to our Board, and to perform other duties and responsibilities as may be assigned by the Board. Our audit committee currently consists of five members, including Mr. Leung Yau Wan John, Mr. Jiang Daqiang, Mr. Zhang Hongwu, Mr. Lee Kwok Tung Louis and Mr. Au Yeung Po Fung. Our audit committee is currently chaired by Mr. Leung Yau Wan John, who possesses suitable professional qualifications.

Our audit committee has reviewed the Group's audited consolidated financial statements for the year ended December 31, 2018 and confirmed that it has complied all applicable accounting principles, standards and requirements, and made sufficient disclosures. The audit committee has also discussed the matters of audit and financial reporting.

## (6) OUTLOOK FOR 2019

In 2019, the industry will enjoy stable monetary policies, with "facilitating a stable and healthy development in the real estate market" as the main regulatory priority. In general, the government will adopt moderate and sound monetary policies. On the other hand, continuation of urbanization will remain a driving force behind development of the real estate market in the medium to long term, while integration of megalopolis will be a main direction for development of a novel urbanization in the future. Generally, in 2019, we expect that both sales volume and property prices of the real estate market will remain stable, without a sharp fluctuation. Integration within the industry will continue to accelerate at the same time. Enterprises with advantages such as a larger scale, more resources and expertise will be able to occupy a larger market share and thus the leading property developers are expected to have a

## 12. 審核委員會審閱年度業績

董事會已遵照上市規則第3.21條及3.22條及企業管治守則的守則條文第C.3條成立審核委員會，並設定書面職權範圍。

審核委員會的主要職責為審閱及監察本集團的財務匯報程序、風險管理及內部控制系統、監督審核程序、向董事會提出建議及意見，並履行其他可能由董事會指派的職責及責任。審核委員會包括五名成員，即梁又穩先生、蔣達強先生、張宏武先生、李國棟先生及歐陽寶豐先生。審核委員會主席為具備合適專業資格的梁又穩先生。

審核委員會已審閱本公司截至2018年12月31日止年度的經審核綜合財務報表，並確認已遵從所有適用的會計原則、準則及規定及已作出足夠披露。審核委員會亦已討論審計及財務報告事宜。

## (六) 2019年展望

2019年，政策環境將「穩」字當頭，樓市調控的主基調是「促進房地產市場平穩健康發展」，貨幣政策整體將鬆緊適度，保持穩健；另一方面，城市化的持續推進仍然是房地產市場發展的中長期驅動因素，而都市圈一體化協調發展是未來新型城市化的主要發展方向。綜合來看，預計2019年房地產市場整體量價將維持平穩，不會大起大落，同時行業內部的整合將繼續加速，在規模、資源、專業能力等方面具備優勢的企業將佔據更大的市場份額，領先房企的高速增長依然可期。商業地產方

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

rapid growth. In terms of commercial property, the industry has entered an era of asset management. Commercial property operators with brand advantages will achieve a more flexible and rapid expansion by various methods including export management.

In the face of challenges and opportunities, in 2019, the Group will adhere to the "Property + Commercial" dual-driven strategy. In terms of property development, the Company will keep extending its urban coverage with strong foothold in Jiangsu, established presence in Yangtze River Delta region and modest coverage in metropolitan areas to achieve nationwide coverage. Our first priority is to achieve growth in scale while taking into account of profit and financial risks, attaching importance to the enhancement to products and services, and thereby to achieve quality and exponential growth. Regarding commercial property, the Company will expand its business through diversified models such as entrusted management, self-holding and leasing. With its extensive asset management experience and advanced management tools, the Company enhances its return on assets by continuously benefiting our merchants and improving customers' shopping experience. Meanwhile, it endeavors to enhance its linkage with the property development business to achieve dual-driven coordinated development.

We are a comprehensive property enterprise with established presence in the Yangtze River Delta region and keen on national expansion. Our strong cashflow has brought us to the stage of rapid development. We believe that the Group's successful listing on the Main Board of the Stock Exchange in 2018 has provided us an important opportunity for our exponential development. The Group will make good use of various modes of financing such as via the listed platform in Hong Kong and comprehensive issuance of bonds, so as to facilitate the development of business and to reward our shareholders.

面，行業已進入資產管理時代，擁有品牌優勢的商業地產運營商將通過包括管理輸出在內的多種方式，實現更靈活、更快速地擴張。

面對充滿挑戰和機遇的市場環境，2019年，本集團將堅持「地產+商業」雙輪驅動的戰略。在地產開發方面，將繼續擴大城市佈局，做透大江蘇，深耕長三角，進而佈局各大都市圈，完成全國化的佈局；以規模增長為優先目標，兼顧利潤和財務風險，重視產品和服務的提升，實現有質量的跨越式增長。在商業地產方面，將通過委託管理、租賃、自持等多元化模式進行業務拓展，運用豐富的資產管理經驗，以及先進的管理工具，持續賦能商戶、優化消費體驗、提升資產回報水平，同時著力加強和地產開發業務的聯動，實現雙輪驅動，協同發展。

本集團為深耕長三角、並進行全國化佈局的綜合性房企，依靠快速周轉能力正處於高速發展時期。我們相信，本集團2018年於聯交所主板順利上市，是本集團跨越式發展的重要契機。本集團將充分利用香港上市平台，綜合發債等多種融資方式，助力業務發展，回饋每位股東。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層



### EXECUTIVE DIRECTORS

**Mr. ZENG Huansha (曾煥沙)**, aged 51, is the founder of our Group and has been our chairman and Director since December 21, 2017. He was re-designated as the chairman of our Board and an executive Director on March 15, 2018. Mr. Zeng is primarily responsible for the overall development strategy and daily operations of our Group. He is the director of Nanjing Redsun, Redsun Properties Investment (Holdings) and Hong Yang Properties Investment. He is also the general manager of our Subsidiaries, including Redsun Properties Investment (Holdings), Hong Yang Properties Investment and Nanjing Redsun.

Mr. Zeng established Nanjing Redsun Business World in 1995 and began his involvement in the business of construction and building materials. In December 1999, Mr. Zeng established Nanjing Redsun and began engaging in residential property development in Nanjing, Jiangsu province. Since establishing Hong Yang Group Company in 2003, Mr. Zeng's businesses have mainly focused on real estate development, commercial operations and property services.

Mr. Zeng has served as the vice president of the China Overseas Chinese Entrepreneurs Investment Enterprise Association (中國僑商投資企業協會副會長) since January 2008; the president of the Jiangsu Overseas Chinese Entrepreneurs Association (江蘇僑商總會會長) since March 2013; a member of the standing committee of the China Federation of Overseas Chinese (中國僑聯常務委員) since December 2013; the vice chairman of the Jiangsu Federation of Overseas Chinese (江蘇僑聯副主席) since August 2017; and a member of the standing committee of the Jiangsu Chinese People's Political Consultative Conference (江蘇政協常委) since January 2018. Additionally, in April 2001 he was selected as one of the Ten Young Entrepreneurs of Jiangsu province (江蘇省十大傑出青年); in September 2002, he was recognized as an Outstanding Individual of Provincial Returned Overseas Chinese (江蘇省全省歸僑僑眷先進個人); and in August 2017, he was awarded as an Outstanding Overseas Chinese Individual of Jiangsu province (江蘇省僑界傑出人物). Mr. Zeng received a master's degree in Economics from Shanghai Academy of Social Sciences (SACC) in August 2010.

### 執行董事

曾煥沙先生，51歲，為本集團創始人，自2017年12月21日起一直擔任主席兼董事。其於2018年3月15日獲重選為董事會主席兼執行董事。曾先生主要負責本集團的整體發展策略及日常運營。其為南京紅太陽、弘陽地產投資(控股)及弘陽地產投資的董事。其亦為包括弘陽地產投資(控股)、弘陽地產投資及南京紅太陽在內的我們附屬公司的總經理。

曾先生於1995年成立南京紅太陽商業大世界有限公司，並開始參與建築及建材業務。1999年12月，曾先生成立南京紅太陽，並開始在江蘇省南京市從事住宅物業開發。自2003年成立弘陽集團後，曾先生的業務主要側重於房地產開發、商業運營及物業服務。

曾先生自2008年1月起擔任中國僑商投資企業協會副會長；自2013年3月起擔任江蘇僑商總會會長；自2013年12月起擔任中國僑聯常務委員；自2017年8月起擔任江蘇僑聯副主席；及自2018年1月起擔任江蘇政協常委。另外，他於2001年4月被選為江蘇省十大傑出青年之一；於2002年9月，他榮獲江蘇省全省歸僑僑眷先進個人；及於2017年8月，他被評為江蘇省僑界傑出人物。曾先生於2010年8月獲得上海社會科學院經濟碩士學位。



## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

**Mr. HE Jie (何捷)**, aged 55, has been our executive Director and chief executive officer since March 15, 2018. Mr. He is primarily responsible for assisting the planning of corporate strategy of our Group. In addition, Mr. He currently holds the position of director or other managing positions in several subsidiaries.

Mr. He joined Hong Yang Group Company as a vice president in October 2012, and remained in position until March 15, 2018. He served as the president of Hong Yang Group Company's properties department from May 2017 to March 2018, during which he was responsible for the business operations of real estates. Prior to joining Hong Yang Group Company, Mr. He was the executive president of Tianzheng Group Nanjing Properties Co., Ltd. (天正集團南京置業有限公司), and was primarily in charge of the company's business and management, formulating properties development strategies and properties investment from 2005 to 2012. He served as the chief executive officer of Tianzheng Group Shanghai Investment Co., Ltd. (天正集團上海投資有限公司) from 2001 to 2005, during which his responsibilities included managing the company's business operations, formulating investment and management procedures, and articulating and implementing the company's investment plans.

Mr. He received a bachelor's degree from Zhejiang University in July 1985. He later obtained a master's degree in Engineering from the same university in June 1988. In April 2003, Mr. He obtained a Master of Business Administration degree from China Europe International Business School (CEIBS).

**何捷先生**，55歲，自2018年3月15日起一直擔任執行董事及行政總裁。何先生主要負責協助規劃公司戰略。何先生亦於本集團若干附屬公司擔任董事或其他管理崗位。

何先生於2012年10月加入弘陽集團擔任集團副總裁，並服務至2018年3月15日。何先生於2017年5月至2018年3月擔任弘陽集團地產部門總裁，期間負責集團地產業務之營運。加入本集團前，何先生曾於2005年至2012年在天正集團南京置業有限公司擔任執行總裁，期間負責公司之業務與營運、制定房地產發展計劃及物業投資。何先生亦曾於2001年至2005年間在天正集團上海投資有限公司擔任執行總裁，負責經營公司業務、制定地產投資及管理程序，以及訂定與執行公司之投資計劃。

何先生於1985年7月獲得浙江大學學士學位。隨後他於1988年6月獲得該所大學的工學碩士學位。於2003年4月，何先生獲得中歐國際工商學院工商管理碩士學位。



## NON-EXECUTIVE DIRECTORS

**Mr. JIANG Daqiang (蔣達強)**, aged 42, has been our non-executive Director since March 15, 2018. Mr. Jiang is primarily responsible for providing strategic advice and recommendations on the operations and management of our Group. He joined Hong Yang Group Company in March 2018 as an executive president and has served as president since January 2019. Mr. Jiang has since been responsible for overall operation and management of Hong Yang Group Company. Mr. Jiang has over 16 years of experience in real estates and commercial property development and business development. Prior to joining our Group, Mr. Jiang was the manager of China Resources (Holdings) Co., Ltd. from 2002 to 2004, where he was responsible for the investment and development of China Resources Land Limited (Stock Exchange stock code:1109) and the strategic discussion and corporate culture of China Resources Group. From 2004 to 2006, Mr. Jiang was the person in charge of the regional investment of CK Hutchison Holdings Limited (formerly known as Hutchison Whampoa Limited) (Stock Exchange stock code: 1), where he was primarily responsible for the company's investment and development projects in North, East and Central China. From 2006 to 2012, Mr. Jiang was the vice general manager of Joy City Property Limited (Stock Exchange stock code: 0207). Mr. Jiang was one of the early founders of the company, and was responsible for the company's early acquisition, investment and development projects. Mr. Jiang then moved on to become the vice president of CIFI Holdings (Group) Co., Ltd., (Stock Exchange stock code: 0884) from 2012 to 2018. Mr. Jiang was responsible for the overall management of certain subsidiaries of the company.

Mr. Jiang obtained a bachelor's degree in Civil Engineering from Tianjin Chengjian University in July 2000. He then acquired a master's degree in History of Science and Technology from Shanghai Jiaotong University in March 2003.

**Mr. ZHANG Liang (張良)**, aged 45, has been our non-executive Director since March 15, 2018. Mr. Zhang is primarily responsible for providing strategic advice and recommendations on the operations and management of our Group. Since November 2017, Mr. Zhang has served as the executive president of Hong Yang Group Company, where he is responsible for human resources, information flow and brand culture. In addition, Mr. Zhang has worked in CIFI Holdings (Group) Co., Ltd. (Stock Exchange stock code: 0884) as a vice president and chief human resources officer from 2012 to 2016,

## 非執行董事

**蔣達強先生**，42歲，自2018年3月15日加入本集團起一直任非執行董事。蔣先生主要負責對本集團的運營及管理提供戰略性建議及意見。蔣先生於2018年3月加入弘陽集團並擔任執行總裁，2019年1月起任總裁，他負責弘陽集團全面經營管理工作。蔣先生於房地產及商業地產開發及業務發展擁有逾16年之經驗。加入本集團前，蔣先生於2002年至2004年期間擔任華潤（集團）有限公司經理，負責華潤置地有限公司（聯交所股份代號：1109）的投資及發展以及華潤集團的策略討論及企業文化。自2004年至2006年，蔣先生擔任長江和記實業有限公司（前稱和記黃埔有限公司）（聯交所股份代號：1）區域投資的負責人，主要負責該公司於華北、華東及華中地區的投資及開發項目。自2006年至2012年，蔣先生擔任大悅城地產有限公司（聯交所股份代號：0207）副總經理。蔣先生為該公司早期創始人之一，負責該公司的早期收購、投資及開發項目。蔣先生後於2012年至2018年期間擔任旭輝控股（集團）有限公司（聯交所股份代號：0884）副總裁，負責該公司若干附屬公司的整體管理。

蔣先生於2000年7月獲得天津城市建設大學建築工程專業學士學位，隨後於2003年3月獲得上海交通大學科技史系碩士學位。

**張良先生**，45歲，自2018年3月15日起一直擔任非執行董事。張先生主要負責對本集團的運營及管理提供戰略性建議及意見。張先生自2017年11月加入弘陽集團起一直擔任執行總裁，負責人力資源、信息流程及品牌文化。此外，張先生自2012年至2016年一直擔任旭輝控股（集團）有限公司（聯交所股份代號：0884）副總裁及首席人力資源官，在此期間負責人力資源、信息流及客戶服務。隨後張先生於2016年6月成為思路迪的營運總監及首席人力資源官，負責公司營運、財





## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

during which he was responsible for human resources, information flow and customer service. Mr. Zhang then became the chief operating officer and chief human resources officer of 3D Medicines in June 2016, and was responsible for the company's operations, finance and human resources. He served in that position until November 2017. From September 2017 to April 2018, Mr. Zhang has been the chairman of the supervisory board of Zhongnan Group (Shenzhen Stock Exchange stock code: SZ000961).

Previously, Mr. Zhang worked in SPH Ke Yuan Xinhai Pharmaceutical Co., Ltd. (formerly known as CITIC Pharma Co., Ltd.) as the chief human resources officer from July 2010 to January 2012. He also worked in Tianjin Tasly Group Co., Ltd. as the assistant to the president and the director of the human resources center from April 2005 to July 2010. Mr. Zhang had worked in Motorola (China) Electronics Limited from December 1995 to April 2005 as the human resources manager of the semi-conductor department and the Asia Pacific representative of the Global Performance Management Project.

Mr. Zhang received a bachelor's degree in English from Tianjin Foreign Studies University in October 2003. He graduated with a master's degree in Business Administration from China Europe International Business School (CEIBS) in September 2005.

**Mr. ZHANG Hongwu (張宏武)**, aged 45, has been our non-executive Director since March 15, 2018. Mr. Zhang is primarily responsible for providing strategic advice and recommendations on the operations and management of our Group. Since February 2009, he has served as a vice president of Hong Yang Group Company. His main responsibilities with these positions included the company's finances and tax. Currently, he serves as the president of the headquarters in Nanjing of Hong Yang Group Company, responsible for the operation of the headquarters in Nanjing. Additionally, Mr. Zhang is the director of Nantong Jin Li Properties and is also the supervisor of Nanjing Hong Hao Real Estate Development Co., Ltd. Mr. Zhang has over 10 years of experience in the PRC real estate industry. Mr. Zhang was the financial president of Suzhou Shengshi Real Estate Investment Group Company Limited (蘇州盛世地產投資集團有限公司) from May 2007 to February 2009, during which his chief responsibilities included the company's overall finance management and finance matters.

務及人力資源。彼一直擔任該職位直至2017年11月。自2017年9月至2018年4月，張先生一直擔任中南集團（深圳證券交易所證券代碼：SZ000961）監事會主席。

加入本集團前，張先生在2010年7月至2012年1月出任上藥科園信海醫藥有限公司（前稱中信醫藥實業有限公司）首席人力資源官。2005年4月至2010年7月，張先生在天津天士力集團有限公司出任集團總裁助理兼人力資源中心總監。於1995年12月至2005年4月期間，張先生在摩托羅拉（中國）電子有限公司出任半導體事業部人力資源經理及全球業績表現管理專案組亞太地區專案代表。

張先生於2003年10月獲得天津外國語大學英文專業學士學位。隨後他於2005年9月獲得中歐國際工商學院工商管理碩士學位。

**張宏武先生**，45歲，自2018年3月15日起一直擔任非執行董事。張先生主要負責對本集團的運營及管理提供戰略性建議及意見。其於2009年2月加入弘陽集團，並擔任副總裁。他在該等職位上的主要職責包括公司財務、稅務事務。現任弘陽集團南京總部總裁，負責南京總部運行工作。此外，張先生亦為南通錦力置業的董事及南京弘灝房地產開發有限公司的監事。張先生在中國房地產行業擁有逾10年經驗。張先生自2007年5月至2009年2月擔任蘇州盛世地產投資集團有限公司財務總監，期間他的主要職責包括集團全面財務管理及融資工作。





Mr. Zhang received a master's degree in Business Management from Nanjing University of Finance and Economics in March 2013. Mr. Zhang is a qualified accountant.

張先生於2013年3月獲得南京財經大學工商管理碩士學位。張先生為合資格會計師。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LEUNG Yau Wan John (梁又穩)**, aged 59, has been our independent non-executive Director since June 25, 2018. He is responsible for supervising and providing independent judgment to our Board. Since January 2014, Mr. Leung has served as an executive director of Easternflair, where he is responsible for managing project developments and project finance, and a senior partner at Linkers CPA Limited, a company principally engaged in corporate compliance and corporate secretarial services. Additionally, Mr. Leung has been the managing director at JR Plus Capital Limited, a company principally engaged in business and corporate finance consulting services, since November 2015. Mr. Leung has over 10 years of experience in the PRC real estate industry. Before joining our Group, Mr. Leung served as the chief financial officer of a number of listed real estate and commercial property development companies, including China Aoyuan Property Group Company Limited (Stock Exchange stock code: 3883) from May 2012 to October 2013 and South China Land Limited (currently known as South China Assets Holdings Limited) (Stock Exchange stock code: 8155) from May 2010 to February 2012. In addition, he served as the general manager of finance department (Eastern China) of K Wah Construction Materials (China) Limited between June 2006 and March 2007 and the group financial controller of SPG Land (Holdings) Limited (currently known as Greenland Hong Kong Holdings Limited (Stock Exchange stock code: 0337)) between 2007 and 2010. Previously, Mr. Leung had also served as the company secretary of China Aoyuan Property Group Company Limited and the company secretary and authorized representative of South China Assets Holdings Limited.

In addition, Mr. Leung was the chief executive officer of SMI Corporation Limited (currently known as SMI Holdings Group Limited (Stock Exchange stock code: 198)), a multi-media company, from November 2005 to February 2006; the financial controller and deputy general manager of Beijing Oriental Plaza Co., Ltd., a commercial property development company, from July 2003 to May 2005; and the deputy general manager of the finance department of GD Holdings, an investment holding company, as well as the director and chief financial officer of Guangdong Assets Management Ltd.

## 獨立非執行董事

**梁又穩先生**，59歲，自2018年6月25日起擔任獨立非執行董事，負責監督及向董事會提供獨立意見。自2014年1月起，梁先生擔任東彥的執行董事，其於該公司負責管理項目開發及項目融資；其亦擔任連城會計師事務所有限公司（一家主要從事企業合規及公司秘書服務的公司）的高級合夥人。此外，自2015年11月起，梁先生亦為卓穩資本有限公司（一家主要從事商業及企業融資諮詢服務的公司）的董事總經理。梁先生於中國房地產業擁有逾十年經驗。加入本集團之前，梁先生曾擔任多家上市房地產及商業物業開發公司的財務總監，其中包括2012年5月至2013年10月就職於中國奧園地產集團股份有限公司（聯交所股份代號：3883）；及2010年5月至2012年2月就職於南華資產控股置地有限公司（現為南華資產控股有限公司）（聯交所股份代號：8155）。此外，其於2006年6月至2007年3月期間擔任K Wah Construction Materials (China) Limited（華東）財務部總經理及於2007年至2010年期間擔任盛高置地（控股）有限公司（現稱綠地香港控股有限公司，聯交所股份代號：0337）的集團財務總監。梁先生在中國奧園地產集團股份有限公司任職期間還兼任公司秘書，在南華資產控股有限公司任職期間還兼任公司秘書及授權代表。

此外，梁先生於2005年11月至2006年2月擔任多媒體公司星美國際集團有限公司（現稱星美控股集團有限公司，聯交所股份代號：198）的行政總裁；2003年7月至2005年5月擔任商業物業開發公司北京東方廣場有限公司的財務總監兼副總經理；2000年7月至2003年5月擔任投資控股公司廣東粵海控股集團有限公司



## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

from July 2000 to May 2003. From July 2002 to May 2003, Mr. Leung was also the director and chief financial officer of Guangdong Alliance Ltd.

Mr. Leung received a master's degree in Business Administration from the University of East Asia Macau (currently known as the University of Macau) in October 1988 and a master's degree of Accounting Studies from the University of New England, Australia in April 1994. In November 1995, Mr. Leung became a member of the Australian Society of Certified Practising Accountants (currently known as CPA Australia), and registered as a Certified Public Accountant with The Hong Kong Institute of Certified Public Accountants in February 1996. Additionally, he is a fellow of the Association of Taxation and Management Accountants, a founding member of the Hong Kong Business Accountants Association and a founding associate member of The Hong Kong Independent Non-Executive Director Association.

**Mr. LEE Kwok Tung Louis (李國棟)**, aged 51, has been our independent non-executive Director since June 25, 2018. He is responsible for supervising and providing independent judgment to our Board.

Mr. Lee has possessed extensive experience with unlisted groups, listed groups and professional firms in finance, accounting and auditing since 1993. Prior to joining our Group, Mr. Lee worked at Deloitte Touche Tohmatsu, an international audit firm, from 1993 to 1999 and he was a senior accountant at the time of departure. From October 1999 to May 2003, Mr. Lee worked at Bright and Shine Corporate Finance Limited and he was a director at the time of departure. From 2003 to June 2008, Mr. Lee worked at Deloitte Touche Tohmatsu and he was a senior manager at the time of departure.

From July 2008 to June 2010, Mr. Lee served at Meadville Holdings Limited (formerly listed on the Main Board of the Stock Exchange and voluntarily delisted and privatized in 2010) and its subsidiaries where he was the vice president of group finance of the Meadville Group at the time of departure.

的財務部副總經理，兼任粵海資產管理有限公司的董事及財務總監。2002年7月至2003年5月，梁先生亦擔任廣聯有限公司的董事及財務總監。

梁先生於1988年10月獲得澳門東亞大學(現稱澳門大學)工商管理碩士學位，並於1994年4月獲得澳洲新英格蘭大學會計學碩士學位。1995年11月，梁先生成為澳大利亞註冊會計師學會(現稱澳洲會計師公會)會員，後於1996年2月註冊為香港會計師公會的註冊會計師會員。此外，他是稅務及管理會計師公會的資深會員；香港商界會計師協會創始會員及香港獨立非執行董事協會創始會員。

**李國棟先生**，51歲，自2018年6月25日起一直為獨立非執行董事。他負責監督及向董事會提供獨立意見。

李先生自1993年起，通過擔任非上市公司、上市公司及專業事務所等職務累積了大量有關財務、會計及審計之經驗。加入本集團前，李先生曾於1993年至1999年就職於國際會計師事務所德勤·關黃陳方會計師行。其離職時擔任高級會計師。從1999年10月至2003年5月，李先生就職於Bright and Shine Corporate Finance Limited，其離職時擔任董事。從2003年至2008年6月，李先生就職於德勤·關黃陳方會計師行，其離職時擔任高級經理。

自2008年7月至2010年6月，李先生任職於美維控股有限公司(先前在聯交所主板上市隨後自願除牌並於2010年進行私有化)及其附屬公司，其離職時擔任美維集團的集團財務副總裁。

## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層



Since September 2010, Mr. Lee has served as the vice president and financial controller of Lung Ming Mining Company Limited. In addition, Mr. Lee currently holds or had held directorships in a number of listed companies, including those set out below:

自2010年9月起，李先生擔任龍銘礦業有限公司副總裁及財務總監。此外，李先生目前或曾經在包括下列公司在內的多家上市公司擔任董事職位：

Name of entity 實體名稱	Principal Business 主要業務	Place of listing and stock code 上市地點及股份代號	Position and duration of service 職位及任職期限
CGN Mining Company Limited (中廣核礦業有限公司)	Investment holding company principally engaged in the trading of natural uranium 主要從事天然鈾貿易的投資控股公司	Main Board of the Stock Exchange (Stock code: 1164) 聯交所主板(股份代號: 1164)	Independent non-executive director from August 2014 to present 2014年8月至今，擔任獨立非執行董事
Worldgate Global Logistics Limited (盛良物流有限公司)	Integrated logistics solution provider principally engaged in the provision of international freight services 主要從事提供國際貨運服務的綜合物流解決方案供應商	GEM of the Stock Exchange (stock code: 8292) 聯交所GEM(股份代號: 8292)	Independent non-executive director from June 2016 to present 2016年6月至今，擔任獨立非執行董事
Windmill Group Limited (海鑫集團有限公司)	Installation, maintenance, repairs and inspection of various fire services 安裝、維護、維修及檢查各類消防服務	Main Board of the Stock Exchange (stock code: 1850) 聯交所主板(股份代號: 1850)	Independent non-executive director from March 2017 to present 2017年3月至今，擔任獨立非執行董事
China Singyes New Mterials Holdings Limited (中國興業鑫材料控股有限公司)	Supplier of ITO (Indium Tin Oxide) coating-Precision wet coating smart film ITO (銦錫氧化物)精密塗層濕式調光膜供應商	GEM of the Stock Exchange (stock code: 8073) 聯交所GEM(股份代號: 8073)	Independent non-executive director from June 2017 to present 2017年6月至今，擔任獨立非執行董事
Zhong Ao Home Group (中奧到家集團有限公司)	Independent property management 獨立物業管理	Main Board of the Stock Exchange (stock code: 1538) 聯交所主板(股份代號: 1538)	Independent non-executive director from November 2015 to July 2017 2015年11月至2017年7月，擔任獨立非執行董事
Winto Group (Holdings) Limited (惠陶集團(控股)有限公司)	Outdoor advertising and print media 室外廣告及印刷媒體	GEM of the Stock Exchange (stock code: 8238) 聯交所GEM(股份代號: 8238)	Independent non-executive director from January 2015 to May 2016 2015年1月至2016年5月，擔任獨立非執行董事



## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

Mr. Lee expects that the time to be spent on his above roles will occupy only a limited portion of his working time. As such, he will have sufficient time to regularly attend the Board meetings and serve as the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Board. He will be able to fulfill his responsibilities and functions as an independent non-executive Director.

Mr. Lee was awarded the Bachelor of Economics from Macquarie University, Australia in April 1993. Mr. Lee was admitted as a Certified Practising Accountant of CPA Australia (formerly known as the Australian Society of Certified Practising Accountants) in June 1996 and a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants (「HKICPA」) in October 1999. Mr. Lee is currently a Fellow Certified Practising Accountant of CPA Australia and a Fellow Certified Public Accountant of HKICPA.

**Mr. AU YEUNG Po Fung (歐陽寶豐)**, aged 51, has been our independent non-executive Director since June 25, 2018. He is responsible for supervising and providing independent judgment to our Board.

李先生預計，任職於上述職位所花費之時間將僅佔據其有限的工作時間。因此，李先生將擁有足夠的時間定期出席董事會，並擔任公司薪酬委員會之主席、審計委員會及提名委員會成員。他將能夠履行其作為獨立非執行董事的職責及職能。

李先生於1993年4月獲得澳大利亞麥考瑞大學經濟學學士學位。1996年6月，李先生成為澳大利亞會計師公會（前稱澳大利亞註冊會計師學會）註冊會計師，並於1999年10月成為香港會計師公會註冊會計師。現為澳大利亞會計師公會資深會計師及香港會計師公會資深會計師。

**歐陽寶豐先生**，51歲，自2018年6月25日起擔任獨立非執行董事，負責監督及向董事會提供獨立意見。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層



Mr. Au Yeung has extensive experience in the PRC real estate industry. He holds or had held senior management positions in a number of listed real estate companies, including those set out below:

歐陽先生在中國房地產行業擁有豐富經驗。他目前或曾經在包括下列公司在內的多家上市房地產公司擔任高級管理職位：

Name of entity 實體名稱	Principal Business 主要業務	Place of listing and stock code 上市地點及股份代號	Position and duration of service 職位及任職期限
GR Properties (國銳地產)	Property management, property development and investment  物業管理、物業開發及投資	Main Board of the Stock Exchange (stock code: 108)  聯交所主板 (股份代號: 108)	Independent non-executive director, chairman of the remuneration committee and member of the audit committee and nomination committee since July 2017 2017年7月起，擔任獨立非執行董事、薪酬委員會主席、審核委員會與提名委員會成員
Sansheng Holdings (Group) Company Limited (三盛控股(集團))	Property development and investment  物業開發及投資	Main Board of the Stock Exchange (stock code: 2183)  聯交所主板 (股份代號: 2183)	Vice president of Fujian Sansheng Real Estate Development Co., Ltd. (福建三盛房地產開發有限公司) and the chief financial officer of Sansheng Holdings (Group) Company Limited from August 2017 to January 2018 2017年8月至2018年1月，擔任福建三盛房地產開發有限公司副總裁及三盛控股(集團)財務總監
Sun Hung Kai Properties (新鴻基地產發展有限公司)	Development of properties for sale and investment  銷售及投資物業的開發	Main Board of the Stock Exchange (stock code: 16)  聯交所主板 (股份代號: 16)	Chief financial officer (China) from October 2011 to December 2013 2011年10月至2013年12月，擔任(中國)財務總監
Powerlong Real Estate Holdings Limited (寶龍地產控股有限公司)	Real estate, commerce, hotel and tourism, culture and arts, and industry and information 房地產、商業、酒店和旅遊、文化和藝術及工業與信息	Main Board of the Stock Exchange (stock code: 1238)  聯交所主板 (股份代號: 1238)	Vice president and chief financial officer from November 2007 to October 2011 2007年11月至2011年10月，擔任副總裁兼財務總監
Landsea Green Properties Co., Ltd. (南京朗詩置業股份有限公司)	Green residential property development  綠色住宅物業開發	Main Board of the Stock Exchange (stock code: 106)  聯交所主板 (股份代號: 106)	Chief financial officer and company secretary from March 2005 to October 2005 2005年3月至2005年10月，擔任財務總監兼公司秘書



## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

In addition, Mr. Au Yeung served as the chief financial officer of Fu Wah International Group Co., Ltd., a commercial property development and management company, from December 1996 to May 1998, during which he was in charge of managing the company's assets. He also served as a vice president and chief financial officer of Fosun Property Holdings (復星地產控股集團), a global real estate investment and management company and a subsidiary of Fosun International Limited (Stock Exchange stock code: 656), from February 2014 to September 2014.

此外，歐陽先生於1996年12月至1998年5月擔任商業地產開發和管理公司富華國際集團有限公司的財務總監，負責管理公司的資產。自2014年2月至2014年9月，其亦擔任復星地產控股集團（一家全球性房地產投資及管理公司及復星國際有限公司（聯交所股份代號：656）的附屬公司）的副總裁及財務總監。



## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層



Mr. Au Yeung also has extensive experience serving in other industries. Mr. Au Yeung was an auditing assistant manager at Arthur Andersen from July 1990 to December 1996, during which he was responsible for matters related to audit and investigation. Mr. Au Yeung had also held senior management positions in a number of listed companies, including those set out below:

歐陽先生亦擁有其他行業的豐富經驗。歐陽先生於1990年7月至1996年12月擔任安達信會計師事務所審計助理經理，負責審計及調查相關的事宜。歐陽先生亦曾在包括下列公司在內的多家上市公司擔任高級管理職位：

Name of entity 實體名稱	Principal Business 主要業務	Place of listing and stock code 上市地點及股份代號	Position and duration of service 職位及任職期限
China LNG Group Limited (中國天然氣集團)	Investment in and trading of assets and engaged in the development of new energy businesses  資產投資和交易及新能源業務開發	Main Board of the Stock Exchange (stock code: 931)  聯交所主板 (股份代號：931)	Independent non-executive director, chairman of the remuneration committee and member of the audit committee and nomination committee since July 2016 2016年7月起，擔任獨立非執行董事、薪酬委員會主席、審核委員會與提名委員會成員
South China Holdings Company Limited (南華集團)	Trading and manufacturing, property investment and development, agriculture and forestry 貿易與製造、物業投資及開發和農林業務	Main Board of the Stock Exchange (stock code: 413)  聯交所主板 (股份代號：413)	Chief financial officer (China Properties) from July 2016 to August 2017  2016年7月至2017年8月，擔任(中國物業)財務總監
Hong Kong Exchanges and Clearing Limited (香港交易及結算所有限公司)	Stock and futures operations 股票和期貨業務	Main Board of the Stock Exchange (stock code: 388) 聯交所主板 (股份代號：388)	Senior manager from January 2001 to January 2005  2001年1月至2005年1月，擔任高級經理
Shanshan Brand Management (杉杉品牌管理)	Fashion 時裝	Main Board of the Stock Exchange (stock code: 1749) 聯交所主板 (股份代號：1749)	Independent non-executive director since May 2018  2018年5月起，擔任獨立非執行董事
eBroker Group (電子交易集團)	Financial technology solution provider  金融科技解決方案供應商	GEM of the Stock Exchange (stock code: 8036) 聯交所GEM (股份代號：8036)	Independent non-executive director since February 2019  2019年2月起，擔任獨立非執行董事



## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

Mr. Au Yeung expects that the time to be spent on his abovementioned existing roles other than that as an independent non-executive Director will occupy approximately 20% of his working time. As such, he will have sufficient time to regularly attend the Board meetings and serve as a member of the audit committee, remuneration committee and nomination committee. He will be able to fulfill his responsibilities and functions as an independent non-executive Director.

Mr. Au Yeung received a bachelor of Arts degree in Business Studies from The Hong Kong Polytechnic University in November 1990. Mr. Au Yeung is a fellow member of the Institute of Chartered Accountants in England and Wales and a Chartered Financial Analyst charterholder. Additionally, he is a fellow member of The Association of Chartered Certified Accountant and a fellow member of the Hong Kong Institute of Certified Public Accountants.

### SENIOR MANAGEMENT

Mr. HE Jie (何捷), please refer to the above disclosure.

**Mr. GE Chunhua (葛春華)**, aged 53, has been our vice chief executive officer since March 15, 2018. Mr. Ge has about 18 years of experience in the PRC real estate industry. Mr. Ge joined Hong Yang Group Company in January 2004, and successively served as the assistant of the general manager, vice general manager and general manager of Nanjing Redsun from January 2004 to December 2014, where he was responsible for formulating and supervising the company's overall strategies, daily operations management, and meeting the company's annual business objectives. He then served as the general manager of the properties development division of Hong Yang Group Company from January 2015 to March 2018, where his responsibilities remained the same. Mr. Ge served as the manager of Nanjing Redsun Business World from October 2001 to January 2004.

Mr. Ge obtained a degree from Chemical Industry Department Huainan Chemical Construction Installation School (化學工業部淮南化工建築安裝學校) in December 1992. He later obtained an advanced training course certificate in Engineering Management from Nanjing University in December 2008. Mr. Ge has been pursuing an executive master's degree in Business Administration in Nanjing University since November 2016. Mr. Ge is a National People's Congress deputy of Pukou district, Nanjing City.

歐陽先生預計，任職於上述職位（擔任獨立非執行董事除外）所花費之時間將佔據其大約20%之工作時間。因此，歐陽先生將擁有足夠的時間定期出席董事會，並擔任審計委員會、薪酬委員會及提名委員會成員。他將能夠履行其作為獨立非執行董事的職責及職能。

歐陽先生於1990年11月獲得香港理工學院商學學士學位。歐陽先生是英格蘭及威爾士特許會計師協會的資深會員及特許金融分析師持證人。此外，他是特許公認會計師公會的資深會員及香港會計師公會的資深會員。

### 高級管理層

何捷先生，請參考上文披露。

**葛春華先生**，53歲，自2018年3月15日起擔任本公司副總裁。葛先生在中國房地產行業擁有約18年的經驗。葛先生於2004年1月加入弘陽集團，並自2004年1月至2014年12月先後擔任南京紅太陽的總經理助理、副總經理，以及總經理，期間負責制定及監督公司策略、日常業務管理以及達成公司年度業務目標。此後，葛先生於2015年1月至2018年3月擔任弘陽集團地產部門的總經理，期間職責與南京紅太陽相同。葛先生於2001年10月至2004年1月擔任南京紅太陽商業大世界經理。

葛先生於1992年12月獲得化學工業部淮南化工建築安裝學校工業與民用建築學位，後於2008年12月獲得南京大學工程管理高級培訓課程證書。葛先生自2016年11月起一直在攻讀南京大學高級管理人員工商管理碩士學位。葛先生是南京市浦口區人大代表。

## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層



**Mr. ZHANG Di (張鎰)**, male, aged 46, obtained a bachelor's degree in Architecture from Tianjin University, a master's degree in Business Administration from Nankai University and is also a member of the Youth Committee of China Green Building Council.

From 2001 to May 2018, Mr. Zhang served as the chief architect of China Overseas Real Estate in Beijing, the director and deputy general manager of China Overseas Real Estate in Suzhou, the regional deputy general manager of China Overseas Real Estate in Eastern China region and the general manager of China Overseas Real Estate in Nanchang. From September 2018 to December 2018, he served as the assistant president of Huaxia Xingfu Jiye Peacock City Group. Since January 2019, he has been serving as the Company's vice president and is responsible for design and cost management.

**Mr. CHEN Bin (陳彬)**, male, aged 50, obtained a bachelor's degree in refrigeration engineering from Tianjin University of Commerce and a master's degree in Engineering Management from Shanghai Jiao Tong University.

From June 2006 to November 2013, Mr. Chen served as the general manager of the Wuxi Project of Vanke Real Estate in Southern Jiangsu, where he also served as the executive deputy general manager. From December 2013 to February 2018, he served as the regional executive deputy general manager of Shanghai Regional Business Department of CIFI Holdings, the general manager of Qingdao Business Department in Pan-Shandong region of CIFI Holdings. He served as the Company's assistant president from March 2018 to March 2019 and has been serving as the Company's vice president since March 2019, being responsible for operation, engineering, customer service, recruitment and procurement.

**Mr. SHEN Guangping (申廣平)**, male, aged 34, obtained a bachelor's degree in Accounting from Tongji University, a master's degree in Accounting from Shanghai Jiao Tong University and is pursuing an EMBA in the China Europe International Business School. He is a fellow of the Royal Chartered Management Accountant, a member of the Institute of Public Accountants, Australia, and a Chartered Global Management Accountant. Mr. Shen has more than 10 years of experience in financial management in the real estate sector and has extensive knowledge of finance and taxation. He is also familiar with financial and operational management and control of real estate group companies as well as financing in domestic and overseas capital market.

**張鎰先生**，男，46歲，天津大學建築學學士，南開大學高級工商管理碩士，中國綠色建築青年委員會委員。

張先生於2001年至2018年5月期間，歷任中海地產北京公司主任建築師，中海地產蘇州公司董事、副總經理，中海地產華東區域公司區域副總經理，中海地產南昌公司總經理；2018年9月至2018年12月，任華夏幸福基業孔雀城集團助理總裁；2019年1月起任公司副總裁，分管設計和成本管理工作。

**陳彬先生**，男，50歲，天津商學院制冷工程學士學位，上海交通大學工程管理碩士。

陳先生於2006年6月至2013年11月期間，歷任蘇南萬科地產無錫項目總經理、蘇南萬科地產常務副總經理等職務；2013年12月至2018年2月期間，歷任旭輝集團上海區域事業部區域常務副總經理、旭輝集團青島事業部泛山東區域城市總經理；2018年3月至2019年3月，任公司助理總裁；2019年3月起任公司副總裁，分管運營、工程、客服、招採工作。

**申廣平先生**，男，34歲，同濟大學會計學學士，上海交通大學會計專業碩士，中歐工商管理學院EMBA在讀，系英國皇家特許管理會計師資深會員、澳大利亞公共會計師協會會員、全球特許管理會計師。申先生擁有十年以上房地產領域財務管理經驗，具備豐富的財稅知識，熟悉地產集團型公司財務經營管控、境內外資本市場融資。



## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

From July 2006 to June 2018, Mr. Shen served as the financial controller of subsidiary development, the head of funding and financing department, the chief financial officer and the general manager of the financial center of Jingrui Holdings Ltd. From June 2018 to November 2018, he served as the general manager of the financial management center of Hong Yang Group Company Limited. Since November 2018, he has been serving as the Company's financial controller.

### COMPANY SECRETARY

**Mr. Yim Lok Kwan (嚴洛鈞)** was appointed on June 12, 2018 as the company secretary of our Company. Mr. Yim is a manager of SWCS Corporate Services Group (Hong Kong) Limited, a professional services provider specializing in corporate services. He has over six years of experience in corporate services field.

Mr. Yim graduated from Hong Kong Shue Yan University with a bachelor's degree in Accounting in July 2010 and The Hong Kong Polytechnic University with a master's degree in Corporate Governance in September 2016. Mr. Yim is an associate member of The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom.

申先生於2006年7月至2018年6月期間，歷任景瑞控股有限公司開發子公司財務負責人、資金及融資職能負責人、財務總監、財務中心總經理；2018年6月至2018年11月任弘陽集團有限公司財務管理中心總經理。2018年11月起擔任公司財務總監。

### 公司秘書

**嚴洛鈞先生**於2018年6月12日獲委任為本公司的公司秘書。嚴先生目前擔任方圓企業服務集團(香港)有限公司(一家專注於企業服務的專業服務供應商)的經理。其在企業服務領域擁有逾六年的經驗。

嚴先生於2010年7月畢業於香港樹仁大學，獲會計學士學位，於2016年9月畢業於香港理工大學，獲公司管治碩士學位。嚴先生是香港特許秘書公會和英國特許秘書及行政人員公會的普通會員。



The Board presents the directors' report for the financial year ended December 31, 2018.

### CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands under the Cayman Companies Law, as an exempted company with limited liability on December 21, 2017. The shares of the Company (the "Shares") were listed on the Stock Exchange on July 12, 2018 (the "Listing Date").

### PRINCIPAL OPERATIONS

The Group is a comprehensive property enterprise with established presence in the Yangtze River Delta region and keen on national expansion, focusing on the development of residential properties and the development, operation and management of commercial and comprehensive properties. The regional penetration strategy of "strong foothold in Jiangsu, established presence in Yangtze River Delta region and modest coverage in metropolitan areas" and our strong cashflow have brought us to the stage of rapid development.

Details of the principal activities of the principal subsidiaries of the Group are set out in note 1 to the consolidated financial statements of the Group in this annual report. There were no significant changes in the nature of the Group's principal activities during the year ended December 31, 2018. As at the date of this annual report, the Board has no intention to significantly change the principal business of the Group.

### RESULTS

The results of the Group for the year ended December 31, 2018 are set out in the consolidated statement of comprehensive income of the Group in this annual report.

董事會提呈截至2018年12月31日止財政年度的董事會報告。

### 公司資料

本公司於2017年12月21日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。本公司股份（「股份」）於2018年7月12日（「上市日期」）在聯交所主板上市。

### 主要業務

本集團為深耕長三角並進行全國化佈局的綜合性房商，專注於住宅物業開發以及商業及綜合用途物業的開發、運營及管理，通過「做透大江蘇，深耕長三角，布局都市圈」的區域佈局策略，依靠快速周轉能力處於快速發展階段。

本集團主要附屬公司的主要業務詳情載於本年報內的本集團綜合財務報表附註1。截至2018年12月31日止年度，本集團的主要業務性質並無發生重大變動。於本年報日期，董事會不擬大幅變更本集團的主要業務。

### 業績

本集團截至2018年12月31日止年度的業績載於本年報內的本集團綜合全面收益表。

## **BUSINESS REVIEW**

A review of the business of the Group during the year and a discussion on the Group's future business development are set out in the section headed "Management Discussion and Analysis — Outlook for 2019". An analysis of the Group's performance during the year using financial key performance indicators is set out in the section headed "Management Discussion and Analysis". Save as disclosed in the section headed "Director's Report — Subsequent Events After The Reporting Period" in this annual report, the Group has no significant events after the end of the financial year ended December 31, 2018 and up to the date of this annual report.

## **MATERIAL ACQUISITIONS AND DISPOSALS**

Save as disclosed in the section headed "Management Discussion and Analysis — Material Acquisitions and Disposals" in this annual report, during the year ended December 31, 2018 and up to the date of this annual report, the Group did not have any material acquisition or disposal of subsidiaries and associated companies.

## **PROPERTY, PLANT AND EQUIPMENT**

Details of the movements in property, plant and equipment of the Group during the year ended December 31, 2018 are set out in note 13 to the consolidated financial statements of the Group in this annual report.

## **BORROWINGS**

Details of the borrowings of the Group as at December 31, 2018 are set out in note 32 to the consolidated financial statements of the Group in this annual report.

## **RESERVES**

Details of movements in the reserves of the Group during the year ended December 31, 2018 are set out in the consolidated statement of changes in equity in this annual report. As at December 31, 2018, the distributable reserve of the Company amounted to approximately RMB7,170.5 million.

## **業務回顧**

對本集團年內的業務回顧及對本集團未來業務發展的討論載於「管理層之討論及分析 — 2019年展望」一節。使用主要財務業績指標對本集團年內的表現所作的分析載於「管理層之討論及分析」一節。除本年度報告「董事會報告 — 報告期後的後續事件」一節所披露者外，本集團於截至2018年12月31日止財政年度完結至本年報日期為止並無重大事件發生。

## **重大收購及出售事項**

除於本年報「管理層之討論及分析 — 重大收購及出售事項」一節披露者外，於截至2018年12月31日止年度至本年報日期，本集團沒有任何有關附屬公司及聯營公司的重大收購或出售。

## **物業、廠房及設備**

本集團截至2018年12月31日止年度的物業、廠房及設備變動詳情載於本年報內的本集團綜合財務報表附註13。

## **借款**

本集團於2018年12月31日的借款詳情載於本年報內的本集團綜合財務報表附註32。

## **儲備**

本集團截至2018年12月31日止年度的儲備變動詳情載於本年報內的綜合權益變動表。截至2018年12月31日，本公司的可分派儲備約為人民幣7,170.5百萬元。





## DIVIDEND

The Board recommends payment of a final dividend of HK10.7 cents per share, representing approximately 25% of core profit attributable to owners of the parent in 2018.

## CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the annual general meeting to be held on June 21, 2019 (the "Annual General Meeting"), the register of members of the Company will be closed from June 17, 2019 to June 21, 2019, both days inclusive, during which period no transfer of shares will be registered. All transfer documents of the Company accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on June 14, 2019.

Subject to the approval of shareholders at the Annual General Meeting, the final dividend will be paid on or about July 26, 2019. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from June 27, 2019 to July 3, 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfer documents of the Company accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on June 26, 2019.

## MAJOR CUSTOMERS AND SUPPLIERS

### Major Customers

The customers of the Group are individual and corporate purchasers of its residential properties and tenants of its commercial properties. For the year ended December 31, 2018, the five largest customers of the Group accounted for less than 30% of the revenue of the Group.

## 股息

董事會建議派發末期股息為每股10.7港仙，佔2018年母公司擁有人應佔核心利潤約25%。

## 暫停辦理股份過戶登記

為確定出席於2019年6月21日舉行的股東週年大會（「股東週年大會」）及於會上投票的權利，本公司將於2019年6月17日至2019年6月21日（包括首尾兩日）暫停辦理本公司的股份過戶登記手續，期間所有股份將暫停過戶。所有本公司過戶文件連同相關股票須於不遲於2019年6月14日下午四時三十分送交本公司位於香港證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以作登記。

待股東於股東週年大會上批准，末期股息將於2019年7月26日或前後派付。為確定享有指派末期股息的權利，本公司將於2019年6月27日至2019年7月3日（包括首尾兩日）暫停辦理本公司的股份過戶登記手續，期間所有股份將暫停過戶。為合資格享有擬派末期股息的權利，所有本公司過戶文件連同相關股票須於不遲於2019年6月26日下午四時三十分送交本公司位於香港證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以作登記。

## 主要客戶及供應商

### 主要客戶

本集團的客戶為住宅物業的個人及企業買家，以及商業物業的租戶。截至2018年12月31日止年度，五大客戶佔本集團收入30%以下。

### Major Suppliers

The major suppliers of the Group are construction material suppliers and construction contractors. For the year ended December 31, 2018, the five largest suppliers of the Group, which are all independent third parties, accounted for less than 30% of the total purchases of the Group.

### RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that the employees, customers and suppliers are keys to corporate sustainability and are keen on developing long-term relationships with stakeholders. The Company places significant emphasis on human capital and strives to foster an environment in which the employee can develop their full potential and to assist their personal and professional growth. The Company provides a fair and safe workplace, promoting diversity to its staff, providing competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts on-going efforts to provide adequate trainings and development resources to the employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and self-fulfillment in their positions. The Company understands that it is important to maintain good relationship with customers. The Group has established procedures in place for handling customers' complaints and customer satisfaction surveys in order to ensure customers' complaints are dealt with in a prompt and timely manner. The Group is also dedicated to develop good relationship with suppliers as long-term business partners to ensure stable supplies of materials and timely delivery of power plants under construction. The Group reinforces business partnerships with suppliers and contractors by recurring communication in proactive and effective manner so as to ensure quality and delivery.

### SHARE CAPITAL

On the Listing Date, the Company issued 800,000,000 Shares at an offer price HK\$2.28 per share on the Stock Exchange by global offering. An addition of 2,399,999,800 Shares of HK\$0.01 each were allotted and issued to the shareholders on a pro rata basis by way of capitalization. On August 6, 2018, the Company further issued 120,000,000 Shares pursuant to the full exercise of the over-allotment option at a price of HK\$2.28 per Share. As at the date of this annual report, the Company has 3,320,000,000 Shares in issue.

### 主要供應商

本集團的主要供應商為建築材料供應商及建築承包商。截至2018年12月31日止年度，五大供應商（均為獨立第三方）佔本集團採購總額30%以下。

### 與持份者的關係

本集團認可僱員、客戶及供應商對本公司的持續發展至關重要並熱衷發展與持份者的長期關係。本公司非常注重人力資本並致力營建令僱員可全面開發其潛能並協助彼等實現個人及專業發展的環境。本公司提供公平安全的工作場所，提倡員工多元化發展，並根據其成績及表現提供具競爭力的薪酬及福利以及職業發展機會。本集團亦持續努力為僱員提供完備的培訓及發展資源，令彼等能夠緊跟市場及行業最新發展，同時改善其表現及其在職務上的自我實現。本公司明白保持與客戶的良好關係非常重要。本集團已制定程序處理客戶投訴及進行客戶滿意度調查，以確保客戶投訴得以快速及時處理。本集團亦致力於發展與供應商（為長期業務夥伴）的良好關係，以確保材料的穩定供應及在建電廠的及時交付。本集團透過不斷與供應商及承包商進行積極有效的溝通加強與彼等的業務合作關係以確保質量及交付。

### 股本

於上市日期，本公司透過全球發售而按每股2.28港元的發行價於聯交所發行800,000,000股股份。額外2,399,999,800股每股0.01港元的股份已按比例配發及發行予股東。於2018年8月6日，本公司根據全面行使超額配股權而按每股2.28港元的價格進一步發行120,000,000股股份。於本年報日期，本公司已發行股份為3,320,000,000股。



## DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors during the year ended December 31, 2018 and up to the date of this annual report are:

### Executive Directors

Mr. Zeng Huansha (*Chairman*)  
Mr. He Jie

### Non-Executive Directors

Mr. Jiang Daqiang  
Mr. Zhang Liang  
Mr. Zhang Hongwu

### Independent Non-executive Directors

Mr. Lee Kwok Tung Louis  
Mr. Leung Yau Wan John  
Mr. Au Yeung Po Fung

### Directors' Service Contracts

Each of the executive Directors has entered into a service contract with the Company an initial term of three years commencing from the Listing Date.

Each of the non-executive Directors has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for an initial term of three years commencing from June 25, 2018.

None of the Directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

## 董事及董事服務合約

於截至2018年12月31日止年度內及直至本年報日期之董事為：

### 執行董事

曾煥沙先生(主席)  
何捷先生

### 非執行董事

蔣達強先生  
張良先生  
張宏武先生

### 獨立非執行董事

李國棟先生  
梁又穩先生  
歐陽寶豐先生

### 董事服務合約

各執行董事已與本公司訂立服務合約，初始期限為自上市日期起計為期三年。

各非執行董事已與本公司訂立委任書，初始期限均為自上市日期起計為期三年。

各獨立非執行董事已與本公司訂立委任書，初始期限均為自2018年6月25日起計為期三年。

概無董事與本公司訂立本公司於一年內倘不支付賠償(法定賠償除外)則不能終止的任何服務合約。

## CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received a confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the independent non-executive Directors are considered to be independent pursuant to the Listing Rules.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at December 31, 2018, none of the controlling shareholders of the Group or the Directors was engaged or had interest in any business, apart from the business of the Group, which competes or is likely to compete, directly or indirectly, with the Group's business, which would require disclosure under Rule 8.10 of the Listing Rules.

## COMPLIANCE WITH NON-COMPETITION UNDERTAKINGS

### Deed of Non-Competition

The Group's controlling shareholders, namely, Mr. Zeng Huansha, Redsun Properties Group (Holdings) Limited, Hong Yang Group (Holdings) Limited, Hong Yang International Limited and Hong Yang Group Company (together, the "Covenantors") entered into a deed of non-competition on June 25, 2018 (the "Deed of Non-Competition") in favour of the Company, pursuant to which each of the Covenantors has, among other things, irrevocably and unconditionally undertaken, jointly and severally, with the Company that, save for the businesses carried on by them as already disclosed in the prospectus of the Company dated June 29, 2018, the Covenantors shall not, and shall procure that its/his close associates (other than members of the Group) shall not, directly or indirectly, carry on, engage in, invest in, participate in, attempt to participate in, render any services to, provide any financial support to or otherwise be involved in or interested in, whether alone or jointly with another person and whether directly or indirectly or on behalf of or to assist or act in concert with any other person, any business or investment activities in the PRC and Hong Kong which is the same as, similar to or in competition with the business carried on or contemplated to be carried on by any member of the Group from time to time (the "Restricted Business").

## 獨立非執行董事的獨立性確認函

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性而作出的確認函。董事會已根據上市規則評估全體獨立非執行董事的獨立性並確認彼等均為獨立人士。

## 董事於競爭性業務的權益

截至2018年12月31日，本集團控股股東或董事概無從事直接或間接與本集團業務構成或可能構成競爭的任何業務（本集團的業務除外）或於其中擁有須根據上市規則第8.10條作出披露的權益。

## 遵守不競爭承諾

### 不競爭契據

本集團控股股東（即曾煥沙先生、弘陽地產集團（控股）有限公司、弘陽集團（控股）有限公司、弘陽國際有限公司及弘陽集團有限公司，共同稱為「契諾人」）已於2018年6月25日以本公司為受益人訂立不競爭契據（「不競爭契據」），據此，各契諾人（其中包括）共同及個別不可撤回及無條件地向本公司承諾，除本公司日期為2018年6月29日的招股章程已披露其所開展的業務外，契諾人不得並須促使其緊密聯繫人（本集團成員公司除外）不得直接或間接在中國及香港進行、從事、投資、參與、試圖參與、提供任何服務、提供任何財務資助或以其他方式涉足與本集團任何成員公司不時進行或擬進行的業務相同、類似或存在競爭的任何業務或投資活動（不論單獨或聯同另一人士，亦不論直接或間接或代表或協助任何其他人士或與任何其他人士一致行動）（「受限制業務」），亦不得於其中擁有權益。



The Deed of Non-Competition shall expire on the earlier of (i) the date when the Covenantors and, as the case may be, any of their close associates, cease to hold, or otherwise be interested in, beneficially in aggregate whether directly or indirectly, 30% or more (or such other percentage of shareholding as stipulated in the Listing Rules to constitute a controlling shareholder) of the issued share capital of the Company; or (ii) the date on which the Shares cease to be listed on the Stock Exchange (except for temporary suspension of the trading of the shares).

### Annual Review

The Covenantors have confirmed that they did not refer, or to procure the referral of, any investment or commercial opportunities relating to the Restricted Business to the Group during the year ended December 31, 2018.

The Company has received a written confirmation from each of the Covenantors in respect of the compliance by them and their close associates with the terms of the Deed of Non-Competition. The independent non-executive Directors have reviewed the Deed of Non-Competition and assessed whether the Covenantors and their close associates have complied with the terms of the Deed of Non-Competition, and were satisfied that each of the Covenantors has complied with its/his undertakings under the Deed of Non-Competition during the year ended December 31, 2018.

### CHANGES IN DIRECTORS' INFORMATION

As of the date of this annual report, there were no changes in the Directors' information which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

不競爭契據於以下較早日期屆滿：(i)契諾人及(視乎情況而定)其任何緊密聯繫人不再直接或間接合共實益持有本公司已發行股本30%或以上(或上市規則訂明構成控股股東的其他持股百分比)或以其他方式於其中擁有實益權益當日；或(ii)股份不再於聯交所上市(股份暫停買賣除外)當日。

### 年度審閱

契諾人已確認，截至2018年12月31日止年度，其並無向本集團轉介或促使向本集團轉介有關受限制業務的任何投資或商機。

本公司已接獲各契諾人就其及其緊密聯繫人遵守不競爭契據的條款而作出的書面確認函。獨立非執行董事已審閱不競爭契據，並評估契諾人及其緊密聯繫人是否遵守不競爭契據的條款，並信納各契諾人於截至2018年12月31日止年度已遵守其於不競爭契據下的承諾。

### 董事資料變更

於本年報日期，概無根據上市規則第13.51B(1)條須作披露的董事資料變更。

## CONTINUING CONNECTED TRANSACTIONS

Pursuant to Chapter 14A of the Listing Rules, details of the Company's continuing connected transactions are as follows:

### 1. Leasing of property to Nanjing Hong Yang Home Furnishing Co. Ltd.

The Group, as landlord, has entered into the following lease as set out below (the "Lease"):

Date of the lease agreement: 租賃協議日期：	October 1, 2017, as amended by a supplemental agreement dated December 30, 2017 2017年10月1日(經日期為2017年12月30日的補充協議修訂)
Term of the lease: 租約期限：	10 years from October 1, 2017 由2017年10月1日起10年
Landlord: 業主：	Nanjing Redsun Real Estate Development Co., Ltd., a subsidiary of the Company 本公司附屬公司南京紅太陽房地產開發有限公司
Tenant: 租戶：	Nanjing Hong Yang Home Furnishing Co. Ltd. 南京弘陽家居有限公司
Use of property: 物業用途：	Home furnishing mall 家居商場
Location and size of property: 物業位置及面積：	Aggregate lettable floor area of 158,750.61 square meters in Area A Nanjing Hong Yang Plaza, No. 48 Daqiao Road North, Pukou District, Nanjing (the "Premises") 南京弘陽廣場A區，地址是南京浦口區大橋北路48號(「該物業」)，可出租建築面積合共158,750.61平方米
Monthly rent per square meter: 月租金每平方米：	RMB31.5 during the period from October 1, 2017 to December 31, 2017; RMB108 for the period from January 1, 2018 to September 30, 2020; RMB124.2 for the period from October 1, 2020 to September 30, 2023; RMB142.83 for the period from October 1, 2023 to September 30, 2026; and RMB157.11 for the period from October 1, 2026 to September 30, 2027. 自2017年10月1日至2017年12月31日期間：人民幣31.5元；自2018年1月1日至2020年9月30日期間：人民幣108元；自2020年10月1日至2023年9月30日期間：人民幣124.2元；自2023年10月1日至2026年9月30日期間：人民幣142.83元；及自2026年10月1日至2027年9月30日期間：人民幣157.11元。

## 持續關連交易

根據上市規則第14A章，本公司的持續關連交易詳情如下：

### 1. 出租物業予南京弘陽家居有限公司

作為業主，本集團已訂立以下租約(「租約」)：





The annual caps for the rental fees payable by Nanjing Hong Yang Home Furnishing Co. Ltd. for each of the three years ending December 31, 2020 in relation to the leasing of premises is RMB205,741,791, RMB205,741,791 and RMB213,456,070, respectively.

Nanjing Hong Yang Home Furnishing Co. Ltd. is wholly-owned by Mr. Zeng Huansha, a controlling shareholder of the Company and a Director. Thus, Nanjing Hong Yang Home Furnishing Co. Ltd. is an associate of Mr. Zeng Huansha and therefore a connected person of the Company.

截至2020年12月31日止三個年度各年南京弘陽家居有限公司就租賃物業應付租金金額年度上限分別為人民幣205,741,791元、人民幣205,741,791元及人民幣213,456,070元。

南京弘陽家居有限公司由本公司控股股東兼董事曾煥沙先生全資擁有，因此南京弘陽家居有限公司為曾煥沙先生的聯繫人，亦因此為本公司關連人士。

## 2. Provision of management services to the Group

### (i) Provision of pre-delivery management services to the residential property projects

The Group has entered into the following framework agreement to regulate the transactions between the Group and Nanjing Hong Yang Property Management Co. Ltd. in relation to the provision of pre-delivery property management services (the **"Framework Pre-Delivery Property Management Services Agreement"**):

Date of agreement: June 25, 2018  
協議日期：2018年6月25日

Effective period: From the Listing Date and up to and including December 31, 2020  
有效期：自上市日期起至2020年12月31日(包括當日)

Parties: Nanjing Hong Yang Property Management Co. Ltd. (as service provider); and  
訂約方：南京弘陽物業管理有限公司(作為服務供應商)；及

the Company (for itself and for and on behalf of the members of the Group)  
本公司(為其本身及本集團成員公司並代表本集團成員公司)

Property management fees: The pre-delivery property management service fees payable shall be based on the fee quotes to be submitted by Nanjing Hong Yang Property Management Co. Ltd. under the relevant tender process. The bids review shall assess (i) the qualification of the potential bidder; (ii) the bidder's relevant experience in the property management service industry; (iii) the price as quoted by the bidder, which shall not be higher than the guidance rate set by the relevant government authorities; (iv) the quality of the property management service to be offered; (v) how the service proposal submitted is able to satisfy the Company's specific needs for the relevant property projects; and (vi) whether the service proposal is congruent with the Company's corporate culture.

物業管理費：交付前物業管理服務費應以南京弘陽物業管理有限公司在相關投標過程中提交的報價為基準。投標審查應評估(i)潛在投標人的資格；(ii)投標人在物業管理服務行業的相關經驗；(iii)投標人的報價，該報價不得高於有關政府部門設定的指導價；(iv)將提供的物業管理服務的質量；(v)提交的服務提案如何能滿足本公司對相關物業項目的具體需求；及(vi)服務提案是否符合本公司的企業文化。

## 2. 向本集團提供管理服務

### (i) 向住宅物業項目提供交付前管理服務

本集團已訂立以下框架協議，以規管本集團與南京弘陽物業管理有限公司之間有關提供交付前物業管理服務(「**交付前物業管理服務框架協議**」)的交易：



The annual caps for the property management fees to payable to Nanjing Hong Yang Property Management Co. Ltd. in relation to the pre-delivery property management services for each of the three years ended December 31, 2018, 2019 and 2020 is RMB8.5 million, RMB9.1 million and RMB10.5 million, respectively.

Nanjing Hong Yang Property Management Co. Ltd. is wholly-owned by Mr. Zeng Huansha, a controlling shareholder of the Company and a Director. Thus, Nanjing Hong Yang Property Management Co. Ltd. is an associate of Mr. Zeng Huansha and therefore a connected person of the Company.

截至2018年、2019年及2020年12月31日止三個年度各年，向南京弘陽物業管理有限公司就交付前物業管理服務支付的物業管理費年度上限分別為人民幣8.5百萬元、人民幣9.1百萬元及人民幣10.5百萬元。

南京弘陽物業管理有限公司由本公司控股股東兼董事曾煥沙先生全資擁有。因此，南京弘陽物業管理有限公司為曾煥沙先生的聯繫人，並為本公司關連人士。

(ii) *Provision of management services to the Group's residential property projects during sales period and prior to delivery of properties*

The Company has entered into the following framework management services agreement in relation to the management and related services to the display units and sales offices of the property projects during the sales period of the property projects and prior to the delivery of the properties to the purchasers, including but not limited to cleaning, gardening, maintenance of public order and security services to the aforesaid venues (the "**Management Services Agreement for Residential Properties**"):

Date of agreement: June 25, 2018  
協議日期： 2018年6月25日

Effective period: From the Listing Date and up to and including December 31, 2020  
有效期： 自上市日期起至2020年12月31日(包括當日)

Parties: Nanjing Hong Yang Property Management Co. Ltd. (as service provider); and  
訂約方： 南京弘陽物業管理有限公司(作為服務供應商)；及

the Company (for itself and for and on behalf of the members of the Group)  
本公司(為其本身及本集團成員公司並代表本集團成員公司)

Management fees: The management fees payable by the Group shall be based on the fee quotes to be submitted by Nanjing Hong Yang Property Management Co. Ltd. under the relevant tender bids, taking into account a wide range of factors such as nature, age and infrastructure features of the relevant property projects, geographic location and neighborhood profile. The fee quotes submitted by Nanjing Hong Yang Property Management Co. Ltd. will be subject to the tender process.

物業管理費： 本集團應付的管理費應基於南京弘陽物業管理有限公司根據相關投標競標提交的報價，同時考慮到相關物業項目的性質、樓齡和基礎設施、地理位置和鄰里情況等諸多因素而得出。南京弘陽物業管理有限公司提交的報價將須受招標程序所規限。

The annual caps for the property management fees payable to Nanjing Hong Yang Property Management Co. Ltd. in respect of the services to the display units and sales offices of the property projects for each of the three years ending December 31, 2018, 2019 and 2020 is RMB28.0 million, RMB62.6 million and RMB68.0 million, respectively.

(ii) *在銷售期間及物業交付前向本集團的住宅物業項目提供管理服務*

本公司已訂立以下框架管理服務協議，以在物業項目的銷售期內及向買家交付物業之前提供關於物業項目的專櫃及銷售辦事處的管理及相關服務，包括但不限於為上述場所提供清潔、園藝、維護公共秩序和安保服務(「**住宅物業管理服務協議**」)：

截至2018年、2019年及2020年12月31日止三個年度各年，向南京弘陽物業管理有限公司就關於物業項目的專櫃及銷售辦事處的服務支付的物業管理費年度上限分別為人民幣28.0百萬元、人民幣62.6百萬元及人民幣68.0百萬元。



*(iii) Provision of management services to the office areas, hotels and shopping malls*

The Company has entered into the following framework management services agreement in relation to the management and related services to the office areas, hotels and shopping malls (the "**Management Services Agreement for Commercial Properties**"):

Date of agreement: June 25, 2018  
協議日期：2018年6月25日

Effective period: From the Listing Date and up to and including December 31, 2020  
有效期：自上市日期起至2020年12月31日(包括當日)

Parties: Nanjing Hong Yang Property Management Co. Ltd. (as service provider); and  
訂約方：南京弘陽物業管理有限公司(作為服務供應商)；及

the Company (for itself and for and on behalf of the members of the Group)  
本公司(為其本身及本集團成員公司並代表本集團成員公司)

Management fees: The management fees payable by the Group shall be based on the fee quotes to be submitted by Nanjing Hong Yang Property Management Co. Ltd. under the relevant tender bids, taking into account a wide range of factors such as nature, age and infrastructure features of the relevant office areas, hotels and shopping malls, geographic location and neighborhood profile. The fee quotes submitted by Nanjing Hong Yang Property Management Co. Ltd. will be subject to the tender process.

物業管理費：本集團應付的管理費應基於南京弘陽物業管理有限公司根據相關投標競標提交的報價，同時考慮到相關辦公區、酒店及購物商場的性質、樓齡和基礎設施、地理位置和鄰里情況等諸多因素而得出。南京弘陽物業管理有限公司提交的報價將須受招標程序所規限。

The annual caps of management fees payable to Nanjing Hong Yang Property Management Co. Ltd. in relation to the office areas, hotels and shopping malls for each of the three years ending December 31, 2020 is RMB43,618,000, RMB47,470,000 and RMB48,143,000, respectively.

截至2020年12月31日止三個年度各年，向南京弘陽物業管理有限公司就辦公區、酒店及購物商場支付的管理費年度上限分別為人民幣43,618,000元、人民幣47,470,000元及人民幣48,143,000元。

3. Provision of raw materials and services by connected persons

(i) Provision of construction services by Nanjing Guangde Construction Co., Ltd.

The Group entered into the following framework purchase agreement to govern the terms and conditions of the transactions between the Group and Nanjing Guangde Construction Co., Ltd. in connection with the provision of construction services to the Group (the "Zeng Suqing Framework Purchase Agreement"):

Date of agreement: June 25, 2018  
協議日期：2018年6月25日

Effective period: From the Listing Date and up to and including December 31, 2020  
有效期：自上市日期起至2020年12月31日(包括當日)

Parties: Nanjing Guangde Construction Co., Ltd.; and  
訂約方：南京廣德建築工程有限公司；及

the Company (for itself and for and on behalf of the members of the Group)  
本公司(為其本身及本集團成員公司並代表本集團成員公司)

Purchase price/service fees: The engagement for provision of construction services of Nanjing Guangde Construction Co., Ltd. will be subject to a selection process overseen by the evaluation committee and the final purchase prices/service fees cannot exceed the price cap to be determined by the Company.

採購價格／服務費：聘請南京廣德建築工程有限公司提供建築服務須通過評估委員會監督的遴選程序，且最終採購價格／服務費不得超過本公司釐定的價格上限。

3. 關連人士提供原材料及服務

(i) 南京廣德建築工程有限公司提供的建築服務

本集團已訂立以下框架採購協議，以管理本集團與南京廣德建築工程有限公司就向本集團提供建築服務所訂立交易的條款及條件(「曾素清框架採購協議」)：





The annual caps of the purchase prices/service fees payable to Nanjing Guangde Construction Co., Ltd. for each of the three years ending December 31, 2020 in relation to their provision of construction services to the Group is RMB45,000,000, RMB40,000,000 and RMB30,000,000, respectively.

Nanjing Guangde Construction Co., Ltd. is owned 99% by Ms. Zeng Suqing, the sister of Mr. Zeng Huansha. Thus, Nanjing Guangde Construction Co., Ltd. is an associate of Mr. Zeng Huansha and therefore a connected person of the Company.

截至2020年12月31日止三個年度各年就南京廣德建築工程有限公司向本集團提供建築服務應向其支付的採購價格／服務費年度上限分別為人民幣45,000,000元、人民幣40,000,000元及人民幣30,000,000元。

南京廣德建築工程有限公司由曾煥沙先生之姊妹曾素清女士擁有99%股權。因此，南京廣德建築工程有限公司為曾煥沙先生的聯繫人，並為本公司關連人士。

(ii) *Provision of building stones, sanitary wares and bricks and construction services by Nanjing Houning Construction Materials Co., Ltd. and Nanjing Randong Trading Co., Ltd.*

The Group entered into the following framework purchase agreement with to govern the terms and conditions of the transactions between the Group and Nanjing Houning Construction Materials Co., Ltd. and Nanjing Randong Trading Co., Ltd. in connection with the provision of raw materials and construction services to the Group (the "**Zeng Huandong Framework Purchase Agreement**"):

Date of agreement: June 25, 2018  
協議日期：2018年6月25日

Effective period: From the Listing Date and up to and including December 31, 2020  
有效期：自上市日期起至2020年12月31日(包括當日)

Parties: Nanjing Houning Construction Materials Co., Ltd.;  
訂約方：南京厚寧建築材料有限公司；

Nanjing Randong Trading Co., Ltd.; and  
南京冉東貿易有限公司；及

the Company (for itself and for and on behalf of the members of the Group)  
本公司(為其本身及本集團成員公司並代表本集團成員公司)

Purchase price/service fees: The purchases of building stones, sanitary wares and bricks from and the engagement for provision of the related supplementary installation services and construction services of Nanjing Houning Construction Materials Co., Ltd. and Nanjing Randong Trading Co., Ltd. will be subject to a selection process overseen by the evaluation committee and the final purchase prices/service fees cannot exceed the price cap to be determined by the Company.

採購價格／服務費：自南京厚寧建築材料有限公司及南京冉東貿易有限公司採購建築石材、衛生潔具及磚塊，以及聘請南京厚寧建築材料有限公司及南京冉東貿易有限公司提供相關配套安裝服務及建築服務須通過評估委員會監督的遴選程序，且最終採購價格／服務費不得超過本公司釐定的價格上限。

(ii) *南京厚寧建築材料有限公司及南京冉東貿易有限公司提供建築石材、衛生潔具及磚塊以及建築服務*

本集團已訂立以下框架採購協議，以規範本集團與南京厚寧建築材料有限公司及南京冉東貿易有限公司就向本集團提供原材料及建築服務所訂立交易的條款及條件(「**曾煥東框架採購協議**」)：



The annual caps of the purchase prices/service fees payable to each of Nanjing Houning Construction Materials Co., Ltd. and Nanjing Randong Trading Co., Ltd. for the year ended December 31, 2018 in relation to their provision of building stones, sanitary wares and bricks and/or the related supplementary installation services to the Group is RMB7,000,000 and RMB2,000,000, respectively.

Each of Nanjing Houning Construction Materials Co., Ltd. and Nanjing Randong Trading Co., Ltd. is owned 70% and 90%, respectively, by Mr. Zeng Huandong, the brother of Mr. Zeng Huansha. Thus, Nanjing Houning Construction Materials Co., Ltd. and Nanjing Randong Trading Co., Ltd. are associates of Mr. Zeng Huansha and therefore connected persons of the Company.

截至2018年12月31日止年度就南京厚寧建築材料有限公司及南京冉東貿易有限公司向本集團提供建築石材、衛生潔具及磚塊及／或相關配套安裝服務應向其支付的採購價格／服務費年度上限分別為人民幣7,000,000元及人民幣2,000,000元。

南京厚寧建築材料有限公司及南京冉東貿易有限公司分別由曾煥沙先生的兄弟曾煥東先生持有70%及90%股權。因此，南京厚寧建築材料有限公司及南京冉東貿易有限公司為曾煥沙先生的聯繫人，並為本公司的關連人士。

*(iii) Provision of building stones, sanitary wares and bricks construction services by Nanjing Baohong Construction Co., Ltd.*

The Group entered into the following framework purchase agreement to govern the terms and conditions of the transactions between the Group and Nanjing Baohong Construction Co., Ltd. in connection with the provision of raw materials including building stones, sanitary wares and bricks and/or the related supplementary installation services (the **"Chen Baoshan Framework Purchase Agreement"**):

Date of agreement: June 25, 2018  
協議日期：2018年6月25日

Effective period: From the Listing Date and up to and including December 31, 2020  
有效期：自上市日期起至2020年12月31日(包括當日)

Parties: Nanjing Baohong Construction Co., Ltd.; and  
訂約方：南京寶弘建材有限公司；及

the Company (for itself and for and on behalf of the members of the Group)  
本公司(為其本身及本集團成員公司並代表本集團成員公司)

Purchase price/service fees: The purchases of raw materials including building stones, sanitary wares and bricks and/or the related supplementary installation services from Nanjing Baohong Construction Co., Ltd. will be subject to a selection process overseen by the evaluation committee and the final purchase prices/service fees cannot exceed the price cap to be determined by the Company.

採購價格/服務費：向南京寶弘建材有限公司採購原材料(包括建築石材、衛生潔具及磚塊)及/或相關配套安裝服務將須通過評估委員會監督的遴選程序，且最終採購價格/服務費不得超過本公司釐定的價格上限。

*(iii) 南京寶弘建材有限公司提供建築石材、衛生潔具及磚塊施工服務*

本集團已訂立以下框架採購協議，以規範本集團與南京寶弘建材有限公司就向本集團提供原材料(包括建築石材、衛生潔具及磚塊)及/或相關配套安裝服務(「陳寶山框架採購協議」)：



The annual caps for the purchase prices/service fees payable to Nanjing Baohong Construction Co., Ltd. for each of the three years ending December 31, 2020 in relation to their provision of raw materials including building stones, sanitary wares and bricks and/or the related supplementary installation services to the Group is RMB1,315,000, nil and nil, respectively.

Nanjing Baohong Construction Co., Ltd. is wholly-owned by Mr. Chen Baoshan, the nephew of Mr. Zeng Huansha. Thus, Nanjing Baohong Construction Co., Ltd. is an associate of Mr. Zeng Huansha and therefore a connected person of the Company.

截至2020年12月31日止三個年度各年，就南京寶弘建材有限公司向本集團提供原材料（包括建築石材、衛生潔具及磚塊）及／或相關配套安裝服務而向其支付的採購價格／服務費年度上限分別為人民幣1,315,000元、零及零。

南京寶弘建材有限公司由曾煥沙先生的外甥陳寶山先生全資擁有。因此，南京寶弘建材有限公司為曾煥沙先生的聯繫人，並為本公司的關連人士。

### Confirmation from the independent non-executive Directors

The independent non-executive Directors have reviewed the continuing connected transactions mentioned above and confirmed that the transactions have been entered into in the ordinary and usual course of the business of the Group, on normal commercial terms or better, and in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders as a whole.

### Confirmation from the auditor

The Company's auditor has been engaged to report on the continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

In respect of the continuing connected transactions, the Company's auditor confirmed that:

- (a) nothing has come to their attention that causes them to believe that the continuing connected transactions have not been approved by the Company's board of directors;
- (b) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (c) nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (d) with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to their attention that causes them to believe that the continuing connected transactions have exceeded the relevant annual cap.

### 獨立非執行董事確認

獨立非執行董事已審閱上述持續關連交易，並確認該等交易乃於本集團一般日常業務中，按一般或更佳商業條款並根據規管該等交易之有關協議進行，且條款均屬公平合理，符合股東整體利益。

### 核數師確認

本公司已委聘核數師，根據香港會計師公會頒佈之香港保證委聘準則第3000號(修訂)「歷史財務資料之審核或審閱以外的保證委聘」，並參考應用指引第740號「根據香港上市規則就持續關連交易發出核數師函件」，就持續關連交易作出匯報。

就持續關連交易而言，本公司核數師已確認：

- (a) 不曾知悉任何事項會致使彼等相信持續關連交易並未獲本公司董事會批准；
- (b) 就有關本集團提供貨品或服務之交易而言，不曾知悉任何事項會致使彼等相信該等交易在各重大方面違反本集團之定價政策；
- (c) 不曾知悉任何事項會致使彼等相信該等交易在各重大方面並未根據規管該等交易之相關協議訂立；及
- (d) 就各項持續關連交易之總金額而言，不曾知悉任何事項會致使彼等相信持續關連交易已超過有關年度上限。





## RELATED PARTY TRANSACTIONS

A summary of the related party transactions entered into by the Group during the year ended December 31, 2018 is contained in note 43 to the consolidated financial statements of the Group in this annual report. The transactions summarised in note 43 to the consolidated financial statements of the Group fall under the definition of "connected transactions" under the Listing Rules. The Company has complied with the disclosure requirements set out in Chapter 14A of the Listing Rules.

## DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS

Other than those transactions disclosed in note 43 to the consolidated financial statements of the Group in this annual report and in the paragraphs headed "Directors' Interests in Competing Business" and "Continuing Connected Transactions" in this section, no Director or Controlling Shareholder of the Company has any material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the Group's business to which the Company, any of its subsidiaries, fellow subsidiaries or its parent companies were a party subsisted at the end of the year or at any time during the year ended December 31, 2018.

## PRINCIPAL RISKS AND UNCERTAINTIES

Principal risks and uncertainties facing the Group include, among others, that:

- (i) The business and prospects are dependent on economic conditions in the PRC and the performance of the PRC property market, and in particular on the performance of the markets in Nanjing and various major cities in the Yangtze River Delta, and therefore any potential decline in property sales or prices or demand for properties in the PRC generally, or in the major cities in this region, could have a material adverse effect on the Group's business, financial condition and results of operations. The Group will closely monitor the sales position at all times and adopt strategies with flexibilities to cope with the risks.

## 關聯方交易

本集團截至2018年12月31日止年度進行的關聯方交易概要載於本年報內的本集團綜合財務報表附註43。本集團綜合財務報表附註43概述的交易屬於上市規則界定的「關連交易」。本公司已遵守上市規則第14A章所載的披露規定。

## 董事及控股股東於交易、安排或合約的權益

除本年報內的本集團綜合財務報表附註43及本節「董事於競爭性業務的權益」以及「持續關連交易」兩段所披露者外，概無本公司董事或本公司控股股東於對本集團業務屬重大而本公司、其任何附屬公司、同系附屬公司或其母公司為訂約方且於年末或截至2018年12月31日止年度任何時間仍然存續的交易、安排或合約中直接或間接擁有任何重大權益。

## 主要風險及不確定性因素

本集團面臨的主要風險及不確定性因素包括(其中包括)：

- (i) 業務及前景均依賴於中國的經濟狀況及中國房地產市場的表現，尤其是南京及長江三角洲各主要城市房地產市場的表現，因此，中國整體上或該區域主要城市的房地產銷售或價格或房地產需求的任何潛在下降，均可能對本集團的業務、財務狀況及經營業績造成重大不利影響。本集團將密切監察銷售情況，並採取靈活策略應對風險。



## DIRECTORS' REPORT

### 董事會報告

- (ii) The Group may not be able to acquire land reserves in desirable locations that are suitable for development at commercially acceptable prices in the future, which may affect the Group's business, financial condition, results of operations and prospects. The Group will obtain adequate land reserves through various means including merger and acquisition and co-operation with other property developers.
  - (iii) The Group may not be able to obtain adequate financing to fund the future land acquisitions and property development, and such capital resources may not be available on commercially reasonable terms or at all. The Group will obtain adequate cashflow through bank borrowings and issuance of United States Dollar-denominated bonds.
  - (iv) The results of operations of the Group largely depend on a number of factors including the schedule of the property development and the timing of property sales and may therefore vary significantly from year to year. The Group will diversify the risk with national expansion of specific areas.
  - (v) The business may be adversely affected if the Group fail to obtain, or experience material delays in obtaining, necessary government approvals to carry out the property development and management operations. The Group will strictly follow the applicable laws and regulations to ensure the operations are in compliance with the relevant provisions.
- (ii) 本集團日後或不能在適合開發的理想地段按商業上合理的價格收購土地儲備，其或會對本集團的業務、財務狀況、經營業績及前景產生影響。本集團將透過各種方式(包括併購及與其他物業發展商合作)獲取足夠土地儲備。
  - (iii) 本集團可能無法獲得充沛的資金支持未來的土地收購及房地產開發，而且該等資金資源可能無法按商業上合理的條款獲得，甚或根本無法獲得。本集團將透過銀行借款及發行以美元計值的債券獲取足夠現金流量。
  - (iv) 本集團經營業績很大程度上取決於多項因素，包括房地產開發的安排及物業銷售的時間，因此可能每年都出現重大波動。本集團將透過進行特定地區的國家擴充分散風險。
  - (v) 倘本集團在進行物業開發及運營管理時未能取得必要的政府批文或出現重大延誤，業務或會受到不利影響。本集團將嚴格遵守適用法律法規以確保業務符合相關規定。

## COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations which have a significant impact to the Group. As at the date of this annual report, except as disclosed in the annual report, the Group complied with, in all material respects, all the relevant and applicable PRC laws and regulations governing the business of property development and management and the Group has obtained all licenses, permits and certificates for the purpose of operating its business.

As at the date of this annual report, the Company's joint ventures and associated company were not involved in and the Board is not aware of any non-compliance incidents that might adversely affect the value of the Company's interests in them.

## SHARE OPTION SCHEMES

The Company approved and adopted a pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") on 14 June 2018 and a post-IPO share option scheme (the "Post-IPO Share Option scheme") on 25 June 2018. The terms of the Pre-IPO Share Option Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as the Pre-IPO Share Option Scheme will not involve the grant of options by the Company to subscribe for shares after the listing of the shares of the Company. The Post-IPO Share Option Scheme is subject to the requirements under Chapter 17 of the Listing Rules.

### Pre-IPO Share Option Scheme

#### (1) Purpose

The purpose of the Pre-IPO Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interest in the Company and to encourage selected participants to work toward enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole. The Pre-IPO Share Option Scheme provides the Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to the selected participants.

## 遵守法律法規

本集團已制定合規程序，以確保遵守對本集團有重大影響的適用法律、規則及法規。於本年報日期，除年報所披露者外，本集團於所有重大方面已遵守所有適用及有關中國房地產開發及管理業務的法律及法規。本集團已就經營其業務取得所有執照、許可證及證書。

於本年報日期，本公司的合營企業及聯營公司並無涉及且董事會並不知悉任何不合規事件可能會對本公司於其中的價值產生不利影響。

## 購股權計劃

本公司於2018年6月14日批准並採納首次公開發售前購股權計劃（「首次公開發售前購股權計劃」）及於2018年6月25日採納首次公開發售後購股權計劃（「首次公開發售後購股權計劃」）。由於本公司股份上市後首次公開發售前購股權計劃將不涉及本公司授出可認購股份的購股權，因此，首次公開發售前購股權計劃的條款不受《上市規則》第十七章的條文規限。首次公開發售後購股權計劃受上市規則第十七章的條文規限。

### 首次公開發售前購股權計劃

#### (1) 目的

首次公開發售前購股權計劃旨在為選定參與者提供機會購買本公司所有人權益，並激勵該等人士為本公司及其股東的整體利益作出努力，提升本公司及其股份價值。首次公開發售前購股權計劃使本公司靈活留任、激勵、獎勵選定參與者並給予酬勞、補償及／或福利。

**(2) Participants**

The Board may determine any Directors and employees of any member of the Group and Hong Yang Group Company Limited ("**Hong Yang Group Company**"), which the Board considers, in its sole discretion, have contributed to the Group, to take up options to subscribe for Shares.

**(3) The maximum number of shares**

The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Pre-IPO Share Option Scheme at any time shall not exceed 112,000,000 Shares, representing 3.5% of the total issued share capital of the Company on the date the Shares commenced trading on the Stock Exchange, and 3.37% of the total issued share capital of the Company as of the date of this annual report.

**(4) Exercise of option**

Any option may be exercised in accordance with the terms of the Pre-IPO Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination under the Pre-IPO Share Option Scheme.

**(5) Subscription price for shares and consideration for the option**

The subscription price in relation to each option granted under the Pre-IPO Share Option Scheme shall be 80% of the offer price of the Shares at the global offering of the Company.

A nominal consideration of RMB1.00 is payable by a grantee upon acceptance of the grant of options.

**(2) 參與者**

董事會可決定邀請董事會全權酌情認為已為本集團作出貢獻的本集團及弘陽集團有限公司（「弘陽集團」）任何成員公司的任何董事及僱員接納購股權以認購股份。

**(3) 股份數目上限**

因根據首次公開發售前購股權計劃授出但尚未行使的所有發行在外購股權獲行使而可予發行的股份數目整體限額，於任何時候不得超過112,000,000股股份（佔股份開始在聯交所買賣當日本公司已發行股本總數3.5%及截至本年報日期本公司已發行股本總數3.37%）。

**(4) 行使購股權**

購股權可於董事釐定及知會各承授人的期間內，根據首次公開發售前購股權計劃的條款隨時行使，該期間可於建議授出購股權日期翌日開始，但在任何情況下須於授出購股權日期起計十年內結束，惟可根據首次公開發售前購股權計劃的條文提前終止。

**(5) 股份認購價及購股權代價**

根據首次公開發售前購股權計劃授出的各購股權之認購價為本公司全球發售的股份發售價的80%。

承授人接納授出的購股權後，須支付人民幣1.00元的象徵式代價。



**(6) Vesting Period**

The underlying Shares in respect of the options shall be vested in the grantees in accordance with the vesting schedule set out below, subject to the satisfaction of performance condition as determined by the Board at its discretion.

**(6) 歸屬期**

有關購股權的相關股份可根據下文所載歸屬時間表歸屬於承授人，惟須達成董事會酌情釐定的表現條件。

Vesting date		Maximum percentage of underlying Shares in respect of the options which may be exercised
歸屬日期		可能獲行使之有關購股權的相關股份的最高百分比
1 July 2019	2019年7月1日	25%
1 July 2020	2020年7月1日	25%
1 July 2021	2021年7月1日	25%
1 July 2022	2022年7月1日	25%

Notwithstanding the above, the Board may in its sole discretion amend the vesting schedule and vest any percentage of the underlying Shares in respect of the options.

儘管如此，董事會仍可全權酌情修訂歸屬時間表及歸屬有關購股權的相關股份的任何百分比。

**(7) Duration**

The Pre-IPO Share Option Scheme shall be valid and effective for the period commencing on June 14, 2018 and ending on June 20, 2018, after which no further options shall be offered or granted, but in all other respects the provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Pre-IPO Share Option Scheme. The option period shall not expire later than 10 years from the date of the grant of the option subject to the provisions of early termination under the Pre-IPO Share Options Scheme.

**(7) 期限**

首次公開發售前購股權計劃於2018年6月14日起至2018年6月20日止期間有效及具效力（此後不得根據首次公開發售前購股權計劃提呈或授出其他購股權），但首次公開發售前購股權計劃的條文在所有其他方面將仍具全面效力，惟須以有效行使首次公開發售前購股權計劃屆滿前所授出的任何購股權或首次公開發售前購股權計劃規則條文規定的其他情況為限。根據首次公開發售前購股權計劃，購股權期限不得超過授出購股權日期起計10年，並受提早終止的條文規限。

## DIRECTORS' REPORT

### 董事會報告

#### Details of the Pre-IPO Share Options Granted

The table below sets out the movement during the year ended December 31, 2018 of the share options granted under the Pre-IPO Share Option Scheme:

Name of Grantee	Date of grant	Number of underlying shares comprised in share options 購股權涉及之相關股份數目					Balance as at 31/12/2018 於2018年 12月31日 的結餘	Exercise price per share 每股行使價 HK\$ 港元	Option period
		Balance as at 01/01/2018 於2018年 1月1日的結餘	Granted during the year 於年內授出	Exercised during the year 於年內行使	Cancelled during the year 於年內註銷	Lapsed during the year 於年內失效			
<b>Directors</b> <b>董事</b>									
Jiang Daqiang	14/06/2018	—	11,814,000	—	—	—	11,814,000	1.824	From the respective vesting date to June 30, 2024
蔣達強	2018年6月14日								自相應歸屬日期至2024年6月30日
Zhang Liang	14/06/2018	—	9,845,000	—	—	—	9,845,000	1.824	From the respective vesting date to June 30, 2024
張良	2018年6月14日								自相應歸屬日期至2024年6月30日
He Jie	14/06/2018	—	7,357,000	—	—	—	7,357,000	1.824	From the respective vesting date to June 30, 2024
何捷	2018年6月14日								自相應歸屬日期至2024年6月30日
Total 合計			29,016,000				29,016,000		
Other employees 其他僱員			82,984,000				82,984,000		
Total 總計			112,000,000				112,000,000		

#### 已授出的首次公開發售前購股權詳情

下表列示截至2018年12月31日止年度，根據首次公開發售前購股權計劃授出的購股權變動：

Save as set out above, no other options had been granted or agreed to be granted by the Company under the Pre-IPO Share Option Scheme and no further options will be granted under the Pre-IPO Share Option Scheme. In order to facilitate the administration of the Pre-IPO Share Option Scheme, the Company has established a Pre-IPO Share Option Scheme trust by entering into a trust deed with Acheson Limited, as trustee of the trust.

除上文所載者外，本公司概無根據首次公開發售前購股權計劃授出或同意授出其他購股權，且不得根據首次公開發售前購股權計劃授出其他購股權。為便於首次公開發售前購股權計劃的行政管理，本公司已通過與Acheson Limited（作為信託的受託人）訂立信託契據成立首次公開發售前購股權計劃信託。





## Post-IPO Share Option Scheme

### (1) Purpose

The purpose of the Post-IPO Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interest in the Company and to encourage selected participants to work toward enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole. The Post-IPO Share Option Scheme provides the Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to the selected participants.

### (2) Participants

Any individual, being an employee, director, officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate who the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group is entitled to be offered and grant options. However, no individual who is resident in a place where the grant, acceptance or exercise of options pursuant to the Post-IPO Share Option Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, is eligible to be offered or grant options.

## 首次公開發售後購股權計劃

### (1) 目的

首次公開發售後購股權計劃旨在為選定參與者提供機會獲取本公司自有權益，並激勵選定參與者為本公司及其股東的整體利益作出努力，提升本公司及其股份價值。首次公開發售後購股權計劃將使本公司靈活留任、激勵、獎勵選定參與者並給予酬勞、補償及／或福利。

### (2) 參與者

董事會或其代表全權酌情認為已或將為本集團作出貢獻之個人（即本集團任何成員公司或任何聯屬公司的僱員、董事、高級人員、專家、顧問、分銷商、承包商、客戶、供應商、代理、業務夥伴、合營業務夥伴或服務供應商）有權獲提供及獲授購股權。惟倘任何個人，其所處居住地之法律法規禁止授出、接納或行使首次公開發售後購股權計劃項下之購股權，或董事會或其代表認為，為遵守該地適用法律法規而排除有關個人屬必要或合適，則有關個人無權獲提供或獲授購股權。

(3) *Maximum number of shares available for issue*

The total number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other schemes is 320,000,000, being no more than 10% of the Shares in issue on the date the Shares commence trading on the Stock Exchange (the “**Option Scheme Mandate Limit**”) and 9.6% of the total issued share capital of the Company as of the date of this annual report. Options which have lapsed in accordance with the terms of the rules of the Post-IPO Share Option Scheme (or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Option Scheme Mandate Limit.

The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other share option schemes of the Company at any time (and to which the provisions of Chapter 17 of the Listing Rules are applicable) must not exceed 30% of the Shares in issue from time to time (the “**Option Scheme Limit**”). No options may be granted under any schemes of the Company (or its subsidiaries) if this will result in the Option Scheme Limit being exceeded.

The Option Scheme Mandate Limit may be refreshed at any time by obtaining prior approval of the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time. However, the refreshed Share Option Scheme Limit cannot exceed 10% of the Shares in issue at the date of such approval. Options previously granted under the Post-IPO Share Option Scheme and any other share option schemes of the Company (and to which provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, cancelled or lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the refreshed Option Scheme Mandate Limit.

The Company may also grant options in excess of the Option Scheme Mandate Limit, provided such grant is to specifically identified participant and is first approved by shareholders in general meeting.

(3) *可供發行的股份數目上限*

因根據首次公開發售後購股權計劃及任何其他計劃將授出的全部購股權獲行使而可予發行的股份總數為320,000,000股，即不超過於股份開始在聯交所買賣之日已發行股份的10%及截至本年報日期本公司已發行股本總數的9.6%（「**購股權計劃授權上限**」）。計算購股權計劃授權上限時，不應計及根據首次公開發售後購股權計劃（或本公司任何其他購股權計劃）規則條款已失效的購股權。

因根據首次公開發售後購股權計劃及本公司於任何時候的任何其他購股權計劃（《上市規則》第十七章之條文適用於該等計劃）已授出但尚未行使的全部發行在外購股權獲行使而可予發行的股份整體數目上限不得超過不時已發行股份的30%（「**購股權計劃上限**」）。倘授出購股權會導致超出購股權計劃上限，則不得根據本公司（或其附屬公司）之任何計劃授出購股權。

購股權計劃授權上限可隨時根據本公司股東於股東大會上的事先批准及／或《上市規則》不時規定之其他要求予以更新。惟經更新購股權計劃上限不得超過取得批准當日已發行股份的10%。計算經更新購股權計劃授權上限時，不應計及之前根據首次公開發售後購股權計劃及本公司任何其他購股權計劃（《上市規則》第十七章之條文適用於相關計劃）授出的購股權（包括尚未行使、根據購股權條款已註銷或失效或已行使的相關購股權）。

本公司亦可超逾購股權計劃授權上限授出購股權，惟有關購股權乃授予具體指定之參與者且應首先於股東大會上取得股東批准。



**(4) The maximum entitlement of each participant**

Unless approved by the Shareholders in the manner set out in the Pre-IPO Share Option Scheme, the total number of shares issued and to be issued upon exercise of the options granted and to be granted under the Pre-IPO Share Option Scheme to each Participant (including both exercised and outstanding options) in any 12 months period shall not exceed 1% of the total number of shares in issue.

**(5) Exercise of option**

An option may, subject to the terms and conditions upon which such option is granted, be exercised in whole or in part by the grantee giving notice in writing to the Company in such form as the Board may from time to time determine stating that the option is thereby exercised and the number of Shares in respect of which it is exercised.

**(6) Subscription price for shares and consideration for the option**

The amount payable for each share to be subscribed for under an option in the event of the option being exercised shall be determined by the Board but shall be not less than the greater of:

- (i) the closing price of a share as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant;
- (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a share on the date of grant.

A nominal consideration of HK\$1.00 is payable by a grantee upon acceptance of the grant of options.

**(4) 每名參與者可獲授權益上限**

除非股東按照首次公開發售前購股權計劃所載方式批准，否則於任何十二個月期間，因根據首次公開發售前購股權計劃向每名參與者已授出及將予授出的購股權（包括已行使及尚未行使者）獲行使而已發行及將予發行的股份總數，不得超過當時已發行股本1%。

**(5) 行使購股權**

於不違反授出購股權之條款及條件的情況下，承授人可按董事會可能不時決定之形式向本公司寄發書面通知，其中說明藉此行使購股權及所行使的購股權所涉及的股份數目，以行使全部或部分購股權。

**(6) 股份認購價及購股權代價**

於行使購股權時，認購購股權項下每股股份應付之金額由董事會釐定，但不得低於下列各項中最高者：

- (i) 股份於授出日期在聯交所發出的每日報價表所列明的收市價；
- (ii) 股份於緊接授出日期前的五個營業日在聯交所發出的每日報價表所列明的平均收市價；及
- (iii) 股份於授出日期的面值。

承授人於接納授出購股權時須支付1.00港元的象徵式代價。

(7) *Duration*

The Post-IPO Share Option Scheme shall be valid and effective for the period of 10 years commencing on 12 July 2018 (after which, no further options shall be offered or granted under the Post-IPO Share Option Scheme), but in all other respects the provisions of the Post-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the Post-IPO Share Option Scheme.

As of December 31, 2018, no option had been granted under the Post-IPO Share Option Scheme.

(7) *期限*

首次公開發售後購股權計劃於2018年7月12日起計10年期間有效及具效力(此後不得根據首次公開發售後購股權計劃提呈或授出其他購股權)，但首次公開發售後購股權計劃的條文在所有其他方面將仍具全面效力，惟須以有效行使首次公開發售後購股權計劃屆滿前所授出的任何購股權或首次公開發售後購股權計劃規則條文規定的其他情況為限。

截至2018年12月31日，概無根據首次公開發售後購股權計劃授出購股權。

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

As at December 31, 2018, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")) which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were otherwise required, to be notified to the Company and the Stock Exchange pursuant to the Model Code, are set out below:

**Interests in the Shares of the Company**

**董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債權證中的權益及淡倉**

截至2018年12月31日，董事及本公司最高行政人員於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有須於本公司根據《證券及期貨條例》第352條存置的登記冊中登記或根據標準守則須通知本公司及聯交所的權益及淡倉如下：

**於本公司股份的權益**

Name of Director 董事名稱	Nature of interest 權益性質	Number of Shares 股份數目	Percentage of shareholding 股權的百分比
Mr. Zeng Huansha <sup>(1)</sup> 曾煥沙先生 <sup>(1)</sup>	Interest in controlled corporation 受控法團權益	2,400,000,000	72.29%



Note:

- (1) Redsun Properties Group (Holdings) Limited (“Redsun Properties Group (Holdings)”) is wholly owned by Hong Yang Group Company, which in turn is wholly owned by Hong Yang International Limited (“Hong Yang International”), which in turn is owned as to 50% and 50% by Hong Yang Group (Holdings) Limited (“Hong Yang Group (Holdings)”) (a company wholly owned by Mr. Zeng Huansha) and Mr. Zeng Huansha, respectively. Accordingly, each of Hong Yang Group Company, Hong Yang International, Hong Yang Group (Holdings) and Mr. Zeng Huansha is deemed to be interested in the Shares held by Redsun Properties Group (Holdings) by virtue of the SFO.

附註：

- (1) 弘陽地產集團(控股)有限公司(「弘陽地產集團(控股)」)由弘陽集團全資擁有，而弘陽集團由弘陽國際有限公司(「弘陽國際」)全資擁有。弘陽國際由弘陽集團(控股)有限公司(「弘陽集團(控股)」)(曾煥沙先生全資擁有的公司)及曾煥沙先生分別擁有50%及50%。因此，根據《證券及期貨條例》，弘陽集團、弘陽國際、弘陽集團(控股)及曾煥沙先生均被視為於弘陽地產集團(控股)持有的股份中擁有權益。

### Interests in Underlying Shares

### 相關股份權益

Name of Director	Nature of interest	Number of underlying Shares subject to the Pre-IPO Share Options 首次公開發售前購股權所涉相關股份數目	Approximate percentage of shareholding <sup>(1)</sup> 股權概約百分比 <sup>(1)</sup>
董事姓名	權益性質		
Jiang Daqiang 蔣達強	Beneficial owner 實益擁有人	11,814,000	0.37%
Zhang Liang 張良	Beneficial owner 實益擁有人	9,845,000	0.31%
He Jie 何捷	Beneficial owner 實益擁有人	7,357,000	0.23%

Interests in associated corporations

於相聯法團權益

Name of Director	Nature of interest	Name of associated corporation	Approximate percentage of shareholding <sup>(1)</sup>
董事姓名	權益性質	相聯法團名稱	股權概約百分比 <sup>(1)</sup>
Mr. Zeng Huansha 曾煥沙先生	Interest in controlled corporation 受控法團權益	Redsun Properties Group (Holdings) 弘陽地產集團(控股)	100%
	Interest in controlled corporation 受控法團權益	Hong Yang International Limited 弘陽國際有限公司	100%
	Interest in controlled corporation 受控法團權益	Hong Seng Limited ("Hong Seng") <sup>(1)</sup> 弘昇有限公司(「弘昇」) <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Yantai Hong Yang Furniture Co., Ltd. <sup>(1)</sup> 煙台市弘陽家居有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Qingdao Hong Yang Furniture Co., Ltd. <sup>(1)</sup> 青島弘陽家居有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Jiangsu Red Sun Industrial Raw Materials City Co., Ltd. <sup>(1)</sup> 江蘇紅太陽工業原料城有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Chuzhou Hong Yang Furniture Co., Ltd. <sup>(1)</sup> 滁州弘陽環滁家居有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Hong Yang Furniture Co., Ltd. <sup>(1)</sup> 南京弘陽家居有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Wuxi Hong Yang Commercial Management Co., Ltd. <sup>(1)</sup> 無錫弘陽商業管理有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Jiangsu Hong Yang Furniture Co., Ltd. <sup>(1)</sup> 江蘇弘陽家居有限公司 <sup>(1)</sup>	100%





Name of Director	Nature of interest	Name of associated corporation	Approximate percentage of shareholding <sup>(1)</sup> 股權概約百分比 <sup>(1)</sup>
董事姓名	權益性質	相聯法團名稱	
	Interest in controlled corporation 受控法團權益	Nanjing Hong Yang Life Commercial Management Co., Ltd. <sup>(1)</sup> 南京弘陽全生活商業管理有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Huaibei Hong Yang Furniture Management Co., Ltd. <sup>(1)</sup> 淮北弘陽家居管理有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Hong Yang Enterprise Management Co., Ltd. <sup>(1)</sup> 南京弘陽企業管理有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Hong Life Real Estate Consulting Co., Ltd. <sup>(1)</sup> 南京弘生活置業顧問有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Hong Life Property Management Co., Ltd. <sup>(1)</sup> 弘生活物業服務管理有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Hong Life Investment Management Co., Ltd. <sup>(1)</sup> 南京弘生活投資管理有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Hong Life Info Tech Ltd. <sup>(1)</sup> 南京弘生活信息科技有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Hong Life Pension Service Corporation Co., Ltd. <sup>(1)</sup> 南京弘生活養老服務有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Bengbu Hong Yang Commercial Management Co., Ltd. <sup>(1)</sup> 蚌埠弘陽商業管理有限公司 <sup>(1)</sup>	100%

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<b>Name of Director</b>	<b>Nature of interest</b>	<b>Name of associated corporation</b>	<b>Approximate percentage of shareholding<sup>(1)</sup></b>
<b>董事姓名</b>	<b>權益性質</b>	<b>相聯法團名稱</b>	<b>股權概約百分比<sup>(1)</sup></b>
	Interest in controlled corporation 受控法團權益	Wuhu Hong Yang Furniture Co., Ltd. <sup>(1)</sup> 蕪湖弘陽家居有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Tianjin Hong Yang Furniture Co., Ltd. <sup>(1)</sup> 天津弘陽家居有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Shanghai Hong Yang Info Tech Development Co., Ltd. <sup>(1)</sup> 上海弘陽信息科技發展有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Zhi Cheng Info Tech Co., Ltd. <sup>(1)</sup> 南京智誠信息科技有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Hong Yang Commercial Factoring (Shenzhen) Co., Ltd. <sup>(1)</sup> 弘陽商業保理(深圳)有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Nan Hui Enterprise Management and Consulting Co., Ltd. <sup>(1)</sup> 南京南慧企業管理諮詢有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Hong Bang Enterprise Management and Consulting Co., Ltd. <sup>(1)</sup> 南京宏邦企業管理諮詢有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Jiangsu Feng He Construction Management Co., Ltd. <sup>(1)</sup> 江蘇豐和建設管理有限公司 <sup>(1)</sup>	100%
	Interest in controlled corporation 受控法團權益	Nanjing Hong Cheng Property Management Co., Ltd. <sup>(1)</sup> 南京弘誠物業管理有限公司 <sup>(1)</sup>	100%



Note:

(1) These companies are subsidiaries of Hong Yang Group Company.

Save as disclosed above, as of December 31, 2018, none of the Directors and chief executives of the Company had any interests or short positions in the Shares, underlying shares and debentures of the Company or its associated corporations, recorded in the register required to be kept under section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

(1) 該等公司為弘陽集團的附屬公司。

除上文披露者外，截至2018年12月31日，概無董事及本公司最高行政人員於本公司或其相聯法團的股份、相關股份及債權證中，擁有須於本公司根據《證券及期貨條例》第352條存置的登記冊中登記或根據標準守則須通知本公司及聯交所的任何權益及淡倉。

## DIRECTORS' REPORT

### 董事會報告

#### Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company

So far as is known to the Company, as at December 31, 2018, as recorded in the register required to be kept by the Company under section 336 of the SFO, the following persons, other than a Director or chief executive of the Company, had an interest of 5% or more in the Shares or underlying Shares:

#### 主要股東於本公司股份及相關股份的權益及淡倉

就本公司所知，截至2018年12月31日，誠如本公司根據《證券及期貨條例》第336條規定須存置的登記冊所記錄，除董事或本公司最高行政人員外，下列人士於股份或相關股份中擁有5%或以上權益：

Name of Substantial Shareholder 主要股東名稱	Nature of Interest 權益性質	Number of shares 股份數目	Approximate percentage 概約百分比
Redsun Properties Group (Holdings) (Note 1) 弘陽地產集團(控股)(附註1)	Beneficial owner 實益擁有人	2,400,000,000	72.29%
Hong Yang Group Company (Note 1) 弘陽集團(附註1)	Interest in controlled corporation 受控法團權益	2,400,000,000	72.29%
Hong Yang International (Note 1) 弘陽國際(附註1)	Interest in controlled corporation 受控法團權益	2,400,000,000	72.29%
Hong Yang Group (Holdings) (Note 1) 弘陽集團(控股)(附註1)	Interest in controlled corporation 受控法團權益	2,400,000,000	72.29%
Mr. Zeng Huansha (Note 1) 曾煥沙先生(附註1)	Interest in controlled corporation 受控法團權益	2,400,000,000	72.29%
Ms. Chen Sihong (Note 2) 陳思紅女士(附註2)	Interest of spouse 配偶權益	2,400,000,000	72.29%



Notes:

- (1) Redsun Properties Group (Holdings) is wholly owned by Hong Yang Group Company, which in turn is wholly owned by Hong Yang International, which in turn is owned as to 50% and 50% by Hong Yang Group (holdings) (a company wholly owned by Mr. Zeng Huansha) and Mr. Zeng Huansha, respectively. Accordingly, each of Hong Yang Group Company, Hong Yang International, Hong Yang Group (Holdings) and Mr. Zeng Huansha is deemed to be interested in the Shares held by Redsun Properties Group (Holdings) by virtue of the SFO.
- (2) Ms. Chen Sihong is the spouse of Mr. Zeng Huansha and is therefore deemed to be interested in the Shares in which Mr. Zeng Huansha is interested by virtue of the SFO.

Save as disclosed above, as at December 31, 2018, the Company had not been notified of any persons (other than a Director or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares that were recorded in the register required to be kept under section 336 of the SFO.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year ended December 31, 2018.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

During the year ended December 31, 2018, there were no any rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, nor were there any such rights exercised by them. Also, there was no arrangement to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries is a party that would enable the Directors to acquire such rights in any other body corporate.

附註：

- (1) 弘陽地產集團(控股)由弘陽集團全資擁有，而弘陽集團由弘陽國際全資擁有。弘陽國際由弘陽集團(控股)(曾煥沙先生全資擁有的公司)及曾煥沙先生分別擁有50%及50%。因此，根據《證券及期貨條例》，弘陽集團、弘陽國際、弘陽集團(控股)及曾煥沙先生被視為於弘陽地產集團(控股)持有的股份中擁有權益。
- (2) 陳思紅女士乃曾煥沙先生的配偶，因此根據《證券及期貨條例》，被視為於曾煥沙先生擁有權益的股份中擁有權益。

除上文所披露者外，截至2018年12月31日，本公司並無獲知會任何人士(董事或本公司最高行政人員除外)於股份或相關股份中擁有須於根據《證券及期貨條例》第336條存置的登記冊中登記的權益或淡倉。

## 管理合約

截至2018年12月31日止年度，概無就本公司整體或任何重大部分業務的管理及行政方面訂立任何合約，亦不存續有關合約。

## 購買股份或債權證的安排

截至2018年12月31日止年度，任何董事或彼等各自的配偶或未滿18歲的子女概無獲授任何權利可透過購入本公司股份或債權證而獲取利益，彼等亦無行使任何該等權利。此外，本公司、其控股公司或其任何附屬公司或同系附屬公司亦無訂立任何安排，致使董事可取得任何其他法人團體的該等權利。

## **PURCHASE, SALE OR REDEMPTION OF LISTING SECURITIES OF THE COMPANY**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended December 31, 2018.

## **PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the articles of association of the Company, or the law of Cayman Islands being the jurisdiction in which the Company was incorporated under which would oblige the Company to offer new Shares on a pro-rata basis to existing shareholders.

## **CORPORATE GOVERNANCE**

Principal corporate governance practices adopted by the Company are set out in the section headed "Corporate Governance Report" in this annual report.

## **EMPLOYEE AND REMUNERATION POLICY**

As of December 31, 2018, the Group had 2,618 employees in total, in which 1,915 employees were engaged in the real estate development business, 548 employees were engaged in the commercial property operation business, and 155 employees were engaged in the hotel management business.

The emolument of the employees of the Group is mainly determined based on the prevailing market level of remuneration and the individual performance and work experience of the employees. Bonuses are also distributed based on the performance of the employees. The Group provides employees with career development opportunities and considers if their remuneration should be raised or if they should be promoted with reference to their individual performance and potential. Other benefits provided by the Group include medical benefits and specialized training schemes.

## **購買、出售或贖回本公司之上市證券**

截至2018年12月31日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## **優先購買權**

本公司組織章程細則或開曼群島（即本公司註冊成立所在司法權區）法律並無有關優先購買權的任何規定，規限本公司須向現有股東按持股比例發售新股。

## **企業管治**

本公司採納的主要企業管治常規載於本年報「企業管治報告」一節。

## **僱員及薪酬政策**

截至2018年12月31日，本集團共有2,618名僱員，其中1,915名僱員從事房地產開發業務，548名僱員從事商業物業運營業務，155名僱員從事酒店管理業務。

本集團僱員之薪酬主要根據市場現行薪酬水平、僱員個人業績表現及工作經驗而決定，獎金亦按僱員業績表現進行發放。本集團為僱員提供職業發展機會，參照僱員個人業績表現及潛力確定是否增加其薪酬或提拔升職。本集團其他福利包括醫療福利及專項培訓計劃。



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE

### Environmental Protection

The Group is subject to a number of environmental laws and regulations including the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》), the Prevention and Control of Environmental Noise Pollution Law of the PRC (《中華人民共和國環境噪聲污染防治法》), the Environmental Impact Assessment Law of the PRC (《中華人民共和國環境影響評價法》) and the Administrative Regulations on Environmental Protection for Development Projects (《建設項目環境保護管理條例》).

Pursuant to applicable laws and regulations, each of the Group's development projects must undergo an environmental assessment before the commencement of construction. The Group must fulfill environmental impact assessment procedures with the relevant environmental protection authorities. The procedures may contain certain standards, which must be incorporated into the design, construction and operation of the project. The Group requires its construction companies to comply with these standards during the construction process. The Group also encourages its construction companies to use environmentally friendly equipment and technologies. Upon the completion and before the delivery of the property, the relevant environmental protection authorities inspect the project to ensure compliance with all applicable environmental laws and regulations.

As at December 31, 2018, the Group did not encounter any material issues in passing inspections conducted by the relevant environmental protection authorities upon completion of the properties. During the year ended December 31, 2018 and up to the date of this annual report, no material fines or penalties were imposed on the Group for non-compliance of PRC environmental laws and regulations. As at the date of this annual report, the Group had obtained all required approvals in relation to the environmental impact reports, where applicable, for the projects of the Group under development.

## 環境、社會及管治

### 環境保護

本集團受多項環境法律及法規監管，包括《中華人民共和國環境保護法》、《中華人民共和國環境噪聲污染防治法》、《中華人民共和國環境影響評價法》及《建設項目環境保護管理條例》。

根據適用法律及法規，本集團的各開發項目於開始施工前必須進行環境評估。本集團須於相關環保部門完成環境影響評估程序。該程序可能包含若干標準，其必須納入項目的設計、施工及營運中。本集團要求我們的建築公司於施工過程中遵守該等標準。本集團亦鼓勵我們的建築公司使用環保設備及技術。於物業竣工後及交付前，相關環保部門會對項目進行檢驗，以確保遵守所有適用環境法律及法規。

於2018年12月31日，本集團在物業竣工時為通過相關環保當局所進行的檢驗未出現任何重大問題。截至2018年12月31日止年度及直至本年報日期，本集團並無因違反中國環境法律及法規而被處以重大罰款或遭受處罰。於本年報日期，本集團已就本集團的開發中項目取得一切有關環境影響報告的所需批准（如適用）。





## DIRECTORS' REPORT 董事會報告

### Social Responsibility

The Group has entered into employment contracts with its employees in accordance with the applicable PRC laws and regulations.

The Group maintains social welfare insurance for its full-time employees in the PRC, including pension insurance, medical insurance, personal injury insurance, unemployment insurance and maternity insurance, in accordance with the relevant PRC laws and regulations.

### Health and Work Safety

The employee's administrative measures adopted by the Group contain policies and procedures regarding work safety and occupational health issues. The Group provides its employees with annual medical checks and safety training, and the construction sites of the Group are equipped with safety equipment including gloves, boots and hats.

The chairman's office of the Group is responsible for recording and handling work accidents as well as maintaining health and work safety compliance records.

During the year ended December 31, 2018 and up to the date of this annual report, the Group did not encounter any material safety accident, there were no material claims for personal or property damages and no material compensation was paid to employees in respect of claims for personal or property damages related to safety accident.

### 社會責任

本集團已根據適用中國法律及法規與僱員訂立僱傭合同。

本集團根據相關中國法律及法規為中國的全職僱員購買社會福利保險，包括養老保險、醫療保險、個人工傷保險、失業保險及生育保險。

### 健康及工作安全

本集團採用的員工管理辦法載有關於工作安全及職業健康事宜的政策及程序。本集團向僱員提供年度體檢及安全培訓，且本集團的建築工地配有安全設備，包括手套、安全靴及安全帽。

本集團的主席辦公室負責記錄及處理工程事故以及保存健康及工作安全合規記錄。

截至2018年12月31日止年度及直至本年報日期，本集團並無遭遇任何重大安全事故，亦無有關人身傷害或財產損失的重大申索及並無就有關人身傷害或財產損失有關安全意外的申索向僱員支付重大賠償。



## INDEMNITY AND INSURANCE PROVISIONS

The articles of association of the Company provides that the Directors, managing directors, alternate Directors, auditors, secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts. The Company has arranged appropriate directors and officers liability insurance in respect of legal action against Directors.

## SENIOR NOTES

The Company issued USD180 million senior notes bearing a coupon interest rate of 13.5% due 2020 in November 2018 (the “**Original Notes**”). In addition, the Company issued USD200 million senior notes bearing a coupon interest rate of 13.5% due 2020 in December 2018, which would be consolidated and form a single class with the Original Notes. The issuance was for the purpose of refinancing existing indebtedness and for general corporate purposes. For details of the senior notes of the Company, please refer to note 33 to the consolidated financial statements.

## EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme as set out in this annual report, no equity-linked agreements were entered into by the Group, or subsisted during the year ended December 31, 2018.

## 彌償及保險規定

本公司組織章程細則規定本公司其時的董事、董事總經理、替任董事、核數師、秘書及其他高級人員及其時就本公司任何事務行事的受託人(如有)，以及他們各自的遺囑執行人或遺產管理人，就他們或他們當中任何人、他們或他們的任何遺囑執行人或遺產管理人因執行其各自職務或信託事宜中的職責或假定職責時應會或可能招致或因任何作為、同意或遺漏而蒙受的一切訴訟、成本、收費、損失、損害及開支，應獲得以本公司資產作出的彌償及保障他們免受傷害。本公司已就董事可能面對的法律行動安排適當的董事及主要職員責任保險。

## 優先票據

本公司於2018年11月發行2020年到期的180百萬美元優先票據，票面利率為13.5%（「**原票據**」）。此外，本公司於2018年12月發行於2020年到期的200百萬美元優先票據，票面利率為13.5%，其將與原票據合併及構成單一類別。該發行的目的是為現有債務再融資及作一般企業用途。有關本公司優先票據的詳情，請參閱綜合財務報表附註33。

## 股票掛鈎協議

除本年報所載購股權計劃外，截至2018年12月31日止年度，本集團並無訂立股票掛鈎協議或有關協議仍然生效。

## **SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD**

On 26 February 2019, Nanjing Redsun Real Estate Development Company Limited, a wholly-owned subsidiary of the Company, Nanjing Tai Ya Department Store Management Company Limited and Mingliu Properties Wuhan Company Limited, the target company, entered into an equity transfer agreement and proceeded to acquire 39.75% of the equity interest in Mingliu Properties Wuhan Company Limited at a total consideration of RMB1,177,817,000. For further details, please refer to the Company's announcement dated 26 February 2019.

On 4 March 2019, the Company issued the 11.50% senior notes in the amount of US\$0.3 billion which will mature on 4 March 2021. For further details, please refer to the Company's announcement dated 25 February 2019.

Except as disclosed above, the Group had no material events after the reporting period.

## **SUFFICIENCY OF PUBLIC FLOAT**

Rule 8.08 of the Listing Rules requires there to be an open market in the securities for which listing is sought and a sufficient public float of an issuer's listed securities to be maintained. This normally means that at least 25% of the issuer's total issued share capital must at all times be held by the public.

Based on the information that is publicly available to the Company and to the knowledge of the Directors as at the latest practicable date prior to the issue of this annual report, the Company has maintained a sufficient public float as required under the Listing Rules.

## **報告期後的後續事件**

於2019年2月26日，本公司全資附屬公司南京紅太陽房地產開發有限公司、南京台亞百貨市場管理有限公司及目標公司名流置業武漢有限公司訂立股權轉讓協議，以總代價人民幣1,177,817,000元收購名流置業武漢有限公司39.75%股權。有關進一步詳情，請參閱本公司日期為2019年2月26日的公告。

於2019年3月4日，本公司發行11.50%的優先票據，金額為3億美元，將於2021年3月4日到期。詳情請參閱本公司日期為2019年2月25日的公告。

除上文所披露者外，本集團於報告期後並無重大事項。

## **足夠公眾持股量**

上市規則第8.08條規定尋求上市的證券必須有公開市場且發行人的上市證券須維持足夠公眾持股量。該規定通常表示在任何時間發行人的已發行股本總數最少25%必須由公眾持有。

基於本公司所獲公開資料及就董事所知，於刊發本年報前的最後實際可行日期，本公司已維持上市規則規定的足夠公眾持股量。



## CHARITABLE DONATIONS

During the year ended December 31, 2018, the Group made charitable and other donations in a total amount of RMB4.15 million.

## AUDITOR

The consolidated financial statements for the year ended December 31, 2018 have been audited by Ernst & Young. A resolution for the re-appointment of Ernst & Young as the Company's auditor is to be proposed at the AGM.

## PROFESSIONAL TAX ADVICE RECOMMENDED

If the shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the Shares, they are advised to consult an expert.

For and on behalf of the Board  
**Redsun Properties Group Limited**  
**Zeng Huansha**  
*Chairman*

Hong Kong, March 21, 2019

## 慈善捐款

截至2018年12月31日止年度，本集團作出慈善及其他捐款共計人民幣4.15百萬元。

## 核數師

安永會計師事務所已審核截至2018年12月31日止年度的綜合財務報表。有關續聘安永會計師事務所為本公司核數師的決議案將於股東週年大會上獲提呈。

## 建議諮詢專業稅務意見

股東如對購買、持有、出售、買賣或行使有關股份的任何權利的稅務影響存有任何疑問，建議彼等諮詢其專業顧問。

承董事會命  
弘陽地產集團有限公司  
曾煥沙  
主席

香港，2019年3月21日



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE

The Group is committed to implementing high standards of corporate governance to safeguard the interests of the Shareholders and enhance the corporate value as well as the responsibility commitments. The Company has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as its own code of corporate governance.

The Shares were listed on the Main Board of the Stock Exchange on July 12, 2018 (the “Listing Date”). To the best knowledge of the Directors, the Company has complied with all applicable code provisions set out in the CG Code during the period commencing from the Listing Date and up to the date of this annual report (the “Relevant Period”). The directors of the Company (the “Directors”) will use their best endeavors to procure the Company to continue to comply with the CG Code.

### INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each Director is provided with the necessary induction and information to ensure that he has a proper understanding of the Company’s operations and businesses as well as his responsibilities under relevant statutes, by-laws, laws, rules and regulations. The Company will continue to arrange regular seminars to provide the Directors with updates on the latest developments and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company’s performance, position and prospects to enable the Board as a whole and each Director to discharge his duty.

### 企業管治

本集團致力於實現高標準企業管治，以保障股東權益及提高企業價值與責任承擔。本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治守則（「企業管治守則」）作為其本身的企業管治守則。

股份於2018年7月12日（「上市日期」）於聯交所主板上市。據董事所深知，自上市日期起直至本年報日期止期間（「相關期間」），本公司已遵守企業管治守則所載的所有適用守則條文。本公司董事（「董事」）將盡最大努力促使本公司繼續遵守企業管治守則。

### 入職培訓及持續專業發展

各董事將獲提供所需入職培訓及資料，確保彼對本公司營運及業務以及彼根據相關法規、細則、法律、規則及法例承擔的責任有充分了解。本公司將繼續定期安排講座，以不時向董事提供上市規則及其他相關法律及法規的最新發展及不時變動。董事亦不時獲提供本公司表現、地位及前景的最新情況，以讓董事會整體及各董事履行彼等的職責。



For the year ended December 31, 2018, each of the Directors has attended training in connection with their responsibilities as a director of the Company, and the attendance of each Director is set out in the table below:

截至2018年12月31日止年度，各董事已出席其作為本公司董事的責任的培訓，且各董事的出席情況載於下表：

Name of Director	董事名稱	
<b>Executive Directors</b>		
Mr. Zeng Huansha	曾煥沙先生	2/2
Mr. He Jie	何捷先生	2/2
<b>Non-Executive Directors</b>		
Mr. Jiang Daqiang	蔣達強先生	2/2
Mr. Zhang Liang	張良先生	2/2
Mr. Zhang Hongwu	張宏武先生	2/2
<b>Independent Non-Executive Directors</b>		
Mr. Lee Kwok Tung Louis	李國棟先生	2/2
Mr. Leung Yau Wan John	梁又穩先生	2/2
Mr. Au Yeung Po Fung	歐陽寶豐先生	2/2

## THE BOARD

### 1. Responsibilities

The Board assumes the responsibility of leadership and control of the Company, and supervises and approves significant decisions regarding financial performance, strategic development objectives and operations of the Company. The Board delegates to the management authority and responsibility for the Company's daily operations and businesses management according to the Board's instructions. The Board has established three committees and has delegated to the audit committee, the remuneration committee and the nomination committee of the Board (collectively, the "Board Committees") various duties. All the Board Committees perform their distinct roles in accordance with their respective terms of reference.

All Directors shall at all times ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders.

## 董事會

### 1. 職責

董事會負責領導及控制本公司，並監管及審批有關本公司財務表現、策略發展目標及業務的重大決定。董事會向管理層授出根據董事會的指示負責本公司的日常經營及業務管理的權力及責任。董事會已成立三個委員會並向董事會的審核委員會、薪酬委員會及提名委員會（統稱為「董事委員會」）委派多項職責。所有董事委員會均根據其各自的職權範圍履行不同的責任。

全體董事須始終確保其本著真誠、遵守適用法律及法規並符合本公司及股東利益的原則履行職責。

## 2. Board Composition

### Executive Directors

Mr. Zeng Huansha (*Chairman*)

Mr. He Jie (*Chief Executive Officer*)

### Non-Executive Directors

Mr. Jiang Daqiang

Mr. Zhang Liang

Mr. Zhang Hongwu

### Independent Non-Executive Directors

Mr. Lee Kwok Tung Louis

Mr. Leung Yau Wan John

Mr. Au Yeung Po Fung

There is no material financial, business, family or other relationship between any members of the Board. The biographies of the Directors are set out under the section headed "Directors and Senior Management" in this annual report. All the Directors, including the independent non-executive Directors, bring a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are invited to serve on the audit committee, remuneration committee and nomination committee of the Company.

During the Relevant Period, the Board at all times met the requirements under Rules 3.10(1) and 3.10(2) of the Listing Rules by the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

## 2. 董事會組成

### 執行董事

曾煥沙先生 (*主席*)

何捷先生 (*行政總裁*)

### 非執行董事

蔣達強先生

張良先生

張宏武先生

### 獨立非執行董事

李國棟先生

梁又穩先生

歐陽寶豐先生

董事會任何成員之間概無重大財務、業務、家庭或其他關係。董事履歷載於本年報「董事及高級管理層」一節。全體董事（包括獨立非執行董事）為董事會帶來廣泛而寶貴的業務經驗、知識及專業技巧，以使董事會發揮高效及有效職能。獨立非執行董事受邀於本公司審核委員會、薪酬委員會及提名委員會任職。

於相關期間，董事會通過委任至少三名獨立非執行董事且其中至少一名獨立非執行董事（具備適當專業資格或會計或相關財務管理專長），始終符合上市規則第3.10(1)條及第3.10(2)條項下的規定。





During the Relevant Period, the Company also complied with Rule 3.10A of the Listing Rules, which relates to the appointment of independent non-executive Directors representing at least one-third of the Board. The Company has received a confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the independent non-executive Directors are considered to be independent pursuant to the Listing Rules.

Each of the non-executive Directors and independent non-executive Directors has entered into an appointment letter with the Company for a term of three years.

### 3. Chairman and Chief Executive Officer

The roles of the chairman and the chief executive officer of the Company have been separated as required by Code Provision A.2.1 of the CG Code. For the year ended December 31, 2018, Mr. Zeng Huansha has served as the Chairman of Company and Mr. He Jie has served as the chief executive officer of the Company (the "Chief Executive Officer").

### 4. Board Meetings

Code Provision A.1.1 of the CG Code prescribes that at least four regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of directors, either in person or through electronic means of communication.

The Company has adopted the practice of holding Board meetings regularly. Notice of not less than 14 days is given of all regular Board meetings to provide all Directors with the opportunity to attend and include matters in the agenda. For other committee meetings, 7 days' notice is given. The agenda and accompanying board papers are despatched to the Directors or committee members at least three days before meetings to ensure that they have sufficient time to review these documents and be adequately prepared. When the Directors or committee members are unable to attend a meeting, they are advised of the matters to be discussed and given an opportunity to make their views known to the chairman prior to the meeting.

於相關期間，本公司亦已遵守上市規則第3.10A條有關委任至少相當於董事會成員人數三分之一的獨立非執行董事的規定。本公司已接獲各獨立非執行董事根據上市規則第3.13條的規定就其獨立性發出的確認書。董事會已根據上市規則評估彼等的獨立性並確認所有獨立非執行董事被視作獨立。

各非執行董事及獨立非執行董事已與本公司訂立為期三年的委任函。

### 3. 主席兼行政總裁

本公司主席與行政總裁的角色已根據企業管治守則的守則條文第A.2.1條規定予以區分。截至2018年12月31日止年度，曾煥沙先生為本公司的主席，而何捷先生為本公司的行政總裁（「行政總裁」）。

### 4. 董事會會議

企業管治守則的守則條文第A.1.1條規定，每年至少召開四次定期董事會會議，大約每季一次，且大多數董事須積極參與會議（無論親身或通過電子通訊方式）。

本公司已採納定期召開董事會會議的慣例。本公司就所有定期舉行的董事會會議發出不少於14天的通知，以給予全體董事出席定期會議及將相關事項納入議程的機會。就其他委員會會議而言，將會發出7天通知。議程及隨附的董事會文件會於舉行會議前最少3天寄發予董事或委員會成員，以確保彼等有充足時間審閱該等文件並作充分準備。當董事或委員會成員未能出席會議，彼等將獲知會有關將予討論的事宜，並有機會在舉行會議前向主席發表意見。

Minutes of the Board meetings and committee meetings are recorded in detail and include the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and committee meeting are sent to the Directors within a reasonable time after the date on which the meeting is held so that they have an opportunity to request amendments.

The Company did not convene an annual general meeting, and the Board convened five Board meetings during the year ended December 31, 2018 and up to the date of this annual report. The table below sets forth the details of the attendance at these Board meetings:

董事會會議及委員會會議的會議記錄會詳盡記錄及包括董事會及委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及委員會會議的會議記錄草擬本會於會議舉行日期後的合理時間內發送至董事，使彼等有機會要求作出修訂。

截至2018年12月31日止年度及直至本年報日期，本公司並無召開股東週年大會，而董事會共召開五次董事會會議。下表載列該等董事會會議的出席詳情：

Attended/Number of meetings held	出席／舉行會議次數		
Name of Director	董事名稱	Board meetings 董事會會議	Annual general meeting 股東週年大會
<b>Executive Directors</b>			
Mr. Zeng Huansha	曾煥沙先生	5/5	N/A不適用
Mr. He Jie	何捷先生	5/5	N/A不適用
<b>Non-Executive Directors</b>			
Mr. Jiang Daqiang	蔣達強先生	5/5	N/A不適用
Mr. Zhang Liang	張良先生	5/5	N/A不適用
Mr. Zhang Hongwu	張宏武先生	5/5	N/A不適用
<b>Independent Non-Executive Directors</b>			
Mr. Lee Kwok Tung Louis	李國棟先生	3/3	N/A不適用
Mr. Leung Yau Wan John	梁又穩先生	3/3	N/A不適用
Mr. Au Yeung Po Fung	歐陽寶豐先生	3/3	N/A不適用

Note: Each of Mr. Lee Kwok Tung Louis, Mr. Leung Yau Wan John and Mr. Au Yeung Po Fung was appointed as an independent non-executive Director on June 25, 2018.

附註：李國棟先生、梁又穩先生及歐陽寶豐先生各自於2018年6月25日獲委任為獨立非執行董事。



## BOARD COMMITTEES

The Company has established an audit committee, a remuneration committee and a nomination committee. Each of these committees has specific written terms of reference which deal clearly with their authority and duties. The chairmen of these committees will report their findings and recommendations to the Board after each meeting.

### 1. Audit Committee

Our Board has established an audit committee in compliance with Rules 3.21 and 3.22 of the Listing Rules and Code C.3 of the CG Code, and has adopted written terms of reference. The primary duties of our audit committee are to review and monitor the Group's financial reporting process, risk management and internal control system, to oversee the audit process, to provide advice and comments to our Board, and to perform other duties and responsibilities as may be assigned by the Board. Our audit committee currently consists of two non-executive Directors, being Mr. Zhang Hongwu and Mr. Jiang Daqiang, and three independent non-executive Directors, being Mr. Leung Yau Wan John, Mr. Lee Kwok Tung Louis and Mr. Au Yeung Po Fung. Our audit committee is currently chaired by Mr. Leung Yau Wan John, who possesses suitable professional qualifications.

Our audit committee convened two meetings during the Relevant Period. The table below sets forth the details of the attendance at these meetings:

Name of committee member	委員會成員的名稱	Attended/ Number of meetings held 出席／舉行 會議次數
Mr. Leung Yau Wan John ( <i>Chairman</i> )	梁又穩先生(主席)	2/2
Mr. Zhang Hongwu	張宏武先生	2/2
Mr. Jiang Daqiang	蔣達強先生	2/2
Mr. Lee Kwok Tung Louis	李國棟先生	2/2
Mr. Au Yeung Po Fung	歐陽寶豐先生	2/2

## 董事委員會

本公司已成立審核委員會、薪酬委員會及提名委員會。各委員會設有特定書面職權範圍，清晰列明其職權及職責。該等委員會的主席於會議後將向董事會報告其發現及推薦意見。

### 1. 審核委員會

董事會已根據上市規則第3.21條及第3.22條及企業管治守則守則第C.3條設立審核委員會，並已採納書面職權範圍。審核委員會的主要職責為檢討及檢察本集團的財務匯報程序、風險管理及內部監控系統、監督審核過程、向董事會提供建議及意見，並履行董事會可能委派的其他職責及責任。審核委員會目前由兩名非執行董事(即張宏武先生及蔣達強先生)，及三名獨立非執行董事(即梁又穩先生、李國棟先生及歐陽寶豐先生)組成。審核委員會現時由梁又穩先生出任主席，其擁有適當專業資格。

於相關期間，審核委員會召開兩次會議。下表載列該等會議的出席詳情：

Our audit committee has reviewed the Company's audited consolidated financial statements for the year ended December 31, 2018 and confirmed that it has complied all applicable accounting principles, standards and requirements, and made sufficient disclosures. The audit committee has also discussed the matters of audit and financial reporting. Our audit committee has also reviewed the significant issues on the financial reporting and compliance procedures, internal control and risk management systems and connected transactions, and have discussed with the auditor of the Company about the tasks they performed. The audit committee of the Board considered the risk management and internal control systems of the Group for the year ended 31 December 2018 effective and adequate.

Our audit committee has reviewed the remuneration of the auditor for the year ended December 31, 2018 and has recommended the Board to re-appoint Ernest & Young as the auditor of the Company for the year ending December 31, 2019, subject to approval by the Shareholders at the AGM.

The works performed by our audit committee during the Relevant Period included, among others, the following:

- reviewed the unaudited consolidated financial statements of the Company for the six months ended 30 June 2018;
- reviewed the cash flow projections and monitored the Company's overall financial condition;
- reviewed the audited consolidated financial statements of the Company for the financial year ended 31 December 2018;
- made recommendations to the Board on the re-appointment of auditor for the year 2019;
- reviewed the appropriateness and effectiveness of the risk management and internal control systems of the Company and made recommendations to the Board on the improvement of the risk management and internal control systems of the Company;

審核委員會已審閱本公司截至2018年12月31日止年度的經審核綜合財務報表，並確認其已遵守所有適用會計原則、準則及規定，並已作出充分披露。審核委員會亦已就審核及財務匯報事宜進行討論。審核委員會亦已審閱有關財務匯報、合規程序、內部監控、風險管理系統及關連交易的重大議題，並與本公司核數師討論其進行的工作。董事會轄下審核委員會認為，本集團截至2018年12月31日止年度的風險管理及內部監控系統有效、充足。

審核委員會已審閱截至2018年12月31日止年度核數師的薪酬，並建議董事會重新委任安永會計師事務所為本公司截至2019年12月31日止年度的核數師，惟須待股東於股東週年大會上批准。

審核委員會於相關期間進行的工作包括(其中包括)以下各項：

- 審閱本公司截至2018年6月30日止六個月的未經審核綜合財務報表；
- 審閱現金流量預測及監控本公司的整體財務狀況；
- 審閱本公司截至2018年12月31日止財政年度的經審核綜合財務報表；
- 就於2019年重新委任核數師向董事會作出推薦意見；
- 審閱本公司風險管理及內部監控系統的適當性及有效性，並就改進本公司風險管理及內部監控系統向董事會提出推薦意見；



- reviewed the appropriateness and effectiveness of the internal audit function of the Company and made recommendations to the Board on the improvement of the internal audit function of the Company; and
- reviewed the arrangements which employees can raise concerns on possible improprieties in financial reporting, internal control or other matters, and the investigation of these matters for appropriate follow-up actions.

## 2. Remuneration Committee

Our Board has established a remuneration committee in compliance with Rules 3.25 and 3.26 of the Listing Rules and Code B.1.1 to B.1.5 of the CG Code, and has adopted written terms of reference. The primary duties of our remuneration committee are to establish, review and make recommendations to the Directors on our policy and structure concerning remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policies concerning such remuneration, determine the terms of the specific remuneration package of each executive Director and senior management and review and approve performance-based remuneration by reference to corporate goals and objectives. Our remuneration committee currently consists of one executive Director, being Mr. He Jie, one non-executive Director, being Mr. Zhang Liang and three independent non-executive Directors, being Mr. Lee Kwok Tung Louis, Mr. Leung Yau Wan John and Mr. Au Yeung Po Fung. Our remuneration committee is currently chaired by Mr. Lee Kwok Tung Louis.

- 審閱本公司內部審核職能的適當性及有效性，並就改善本公司的內部審核職能向董事會提供推薦意見；及
- 檢討僱員就財務匯報、內部監控或其他事宜的潛在不當行為提出疑問的安排，並調查該等事宜及作出適當的跟進行動。

## 2. 薪酬委員會

董事會已根據上市規則第3.25條及第3.26條以及企業管治守則第B.1.1條至第B.1.5條設立薪酬委員會，並已採納書面職權範圍。薪酬委員會的主要職責為訂立、審閱有關董事及高級管理層的薪酬政策及架構以及就設立有關制定薪酬政策的正式及透明程序，並就此向董事會作出推薦意見、釐定各執行董事及高級管理層具體薪酬待遇的條款，以及在參照公司目標及宗旨後審閱及批准與表現掛鈎的薪酬。薪酬委員會現時由一名執行董事（即何捷先生）、一名非執行董事（即張良先生）及三名獨立非執行董事（即李國棟先生、梁又穩先生及歐陽寶豐先生）組成。薪酬委員會現時由李國棟先生出任主席。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Our remuneration committee convened one meeting during the Relevant Period. The table below sets forth the details of the attendance at the meeting:

於相關期間，薪酬委員會召開一次會議。下表載列該等會議的出席詳情：

Name of committee member	委員會成員的名稱	Attended/ Number of meetings held 出席／舉行 會議次數
Mr. Lee Kwok Tung Louis ( <i>Chairman</i> )	李國棟先生 (主席)	1/1
Mr. Zhang Liang	張良先生	1/1
Mr. He Jie	何捷先生	1/1
Mr. Leung Yau Wan John	梁又穩先生	1/1
Mr. Au Yeung Po Fung	歐陽寶豐先生	1/1

The major work performed by our remuneration committee during the Relevant Period included, among others, the following:

薪酬委員會於相關期間進行的主要工作包括(其中包括)以下各項：

- reviewed and made recommendations to the Board of the remuneration packages and overall benefits for the Directors and the senior management of the Company;
  - made recommendations to the Board in relation to all consultancy agreements and service contracts or any variations, renewals or modifications thereof, entered into between the Company and the Directors and senior management of the Company or any associate company of any of them;
  - considered what details of the remuneration/benefits of the Directors should be reported in the Company's corporate governance report in the annual report and how those details should be presented, including determining the policy for the remuneration of Directors, assessing performance of executive Directors and approving the terms of executive Directors' service contracts; and
  - made recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for formulating remuneration policy.
- 檢討董事及本公司高級管理層的薪酬待遇及整體福利並就此向董事會提供推薦意見；
  - 就本公司與董事及本公司高級管理層或其任何聯屬公司訂立的所有顧問協議及服務合約或其任何更改、重續或修訂向董事會作出推薦意見；
  - 考慮需於本公司年報的企業管治報告中呈報的薪酬／待遇詳情，及該等詳情的呈報方式，包括釐定董事薪酬的政策、評估執行董事的表現及批准執行董事服務合約的條款；及
  - 就有關本公司對全體董事及高級管理層實行的薪酬政策及架構及有關設立用以制定薪酬政策的正式及透明程序向董事會作出推薦意見。



### *Compensation of the Directors and senior management*

The Directors and members of our senior management receive compensation from our Company in the form of salaries, bonuses and other benefits in kind such as contributions to pension plans.

The Company incurred expenses in relation to remuneration (including fees, salaries, contributions to pension schemes and social welfare, discretionary bonuses, housing and other allowances and other benefits in kind) for the Directors for the year ended December 31, 2018 was approximately RMB17,637,000.

The Company incurred expenses in relation to remuneration (including fees, salaries, contributions to pension schemes and social welfare, discretionary bonuses, housing and other allowances and other benefits in kind) for our Company's five highest paid individuals (including the Directors) for the year ended December 31, 2018 was approximately RMB19,707,000.

None of the Directors had waived or agreed to waive any remuneration for the year ended December 31, 2018.

Our Board will review and determine the remuneration and compensation packages of the Directors and senior management and will receive recommendation from our remuneration committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of our Company.

For additional information on the Directors' remuneration for the year ended December 31, 2018 as well as information on the highest paid individuals, please refer to Notes 8 and 9 in the Accountants' Report.

### *董事及高級管理層的薪酬*

董事及高級管理層成員向本公司收取酬金，形式為薪酬、花紅及其他實物利益（例如養老計劃供款）。

截至2018年12月31日止年度，本公司就董事薪酬（包括袍金、薪金、養老計劃及社會福利供款、酌情花紅、住房及其他津貼以及其他實物利益）產生的開支為約人民幣17,637,000元。

截至2018年12月31日止年度，本公司就五名最高薪人士（包括董事）的薪酬（包括袍金、薪金、養老計劃及社會福利供款、酌情花紅、住房及其他津貼以及其他實物福利）產生的開支為約人民幣19,707,000元。

截至2018年12月31日止年度，概無董事放棄或同意放棄任何薪酬。

董事會將審閱及釐定董事及高級管理層的薪金及薪酬待遇，並聽取薪酬委員會的推薦意見。薪酬委員會將考慮可比較公司支付的薪金、董事投入的時間及職責以及本公司的表現。

有關截至2018年12月31日止年度董事薪酬的進一步詳情，以及最高薪人士的資料，請參閱會計師報告附註8及9。



In addition, pursuant to code provision B.1.5 of the CG Code, the annual remuneration of members of the senior management by band for the year ended December 31, 2018 is set out below:

此外，根據企業管治守則守則條文第B.1.5條，高級管理層成員於截至2018年12月31日止年度的年度薪酬範圍如下：

Remuneration bands 薪酬範圍		Number of person(s) 人數
HK\$2 million above	200萬港元以上	2
HK\$500 thousands to HK\$1 million	50萬港元至100萬港元	3

### 3. Nomination Committee

Our Board has established a nomination committee in compliance with Code A.5 of the CG Code, and has adopted written terms of reference. The primary duties of our nomination committee are to review the structure, size and composition of our Board on a regular basis and make recommendations to the Board regarding any proposed changes to the composition of our Board, identify, select or make recommendations to our Board on the selection of individuals nominated for directorship, and ensuring the diversity of our Board members, assess the independence of our independent non-executive Directors and make recommendations to our Board on relevant matters relating to the appointment, re-appointment and removal of the Directors and succession planning for the Directors. Our nomination committee currently consists of one executive Director, being Mr. Zeng Huansha, one non-executive Director, being Mr. Zhang Hongwu and three independent non-executive Directors, being Mr. Lee Kwok Tung Louis, Mr. Leung Yau Wan John and Mr. Au Yeung Po Fung. Our nomination committee is currently chaired by Mr. Zeng Huansha.

### 3. 提名委員會

董事會已根據企業管治守則守則第A.5條成立提名委員會，並採納書面職權範圍。提名委員會的主要職責為定期檢討董事會的架構、規模及組成，並就董事會組成的任何建議變動向董事會提供推薦意見，物色、挑選或就提名董事人選向董事會作出推薦意見，確保董事會成員的多元性、評估獨立非執行董事的獨立性並就有關委任、重新委任或辭任董事及董事繼任計劃的相關事宜向董事會作出推薦意見。提名委員會目前由一名執行董事（曾煥沙先生）、一名非執行董事（即張宏武先生）及三名獨立非執行董事（即李國棟先生、梁又穩先生及歐陽寶豐先生）組成。提名委員會目前由曾煥沙先生出任主席。



Our nomination committee convened one meeting during the Relevant Period. The table below sets forth the details of the attendance at the meeting:

於相關期間，提名委員會召開一次會議。下表載列該會議的出席詳情：

Name of committee member	委員會成員的名稱	Attended/ Number of meeting held 出席／舉行 會議次數
Mr. Zeng Huansha ( <i>Chairman</i> )	曾煥沙先生 (主席)	1/1
Mr. Zhang Hongwu	張宏武先生	1/1
Mr. Leung Yau Wan John	梁又穩先生	1/1
Mr. Lee Kwok Tung Louis	李國棟先生	1/1
Mr. Au Yeung Po Fung	歐陽寶豐先生	1/1

The works performed by our nomination committee included, among others, the following:

提名委員會於相關期間進行的工作包括(其中包括)以下各項：

- reviewed the structure, size and composition of the Board;
  - assessed the independence of the independent non-executive Directors;
  - made recommendations to the Board on the re-appointment of Directors; and
  - reviewed and made recommendations to the Board on the nomination policy.
- 審閱董事會的架構、規模及組成；
  - 評估獨立非執行董事的獨立性；
  - 就重新委任董事向董事會作出推薦意見；及
  - 檢討提名政策並就此向董事會作出推薦意見。

### **Nomination Policy**

### **提名政策**

#### **(i) Objective**

#### **(i) 目的**

The nomination committee shall nominate suitable candidates to the Board for it to consider and make recommendations to the Shareholders for election as the Directors at general meetings or appoint as Directors to fill casual vacancies.

提名委員會須向董事會提名合適人選，以供其考慮及於股東大會上向股東推薦選舉為董事或委任為董事以填補臨時空缺。

The nomination committee may, as it considers appropriate, nominate a number of candidates more than the number of Directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.

(ii) *Selection Criteria*

In assessing a proposed candidate for the recommendation of appointment or re-appointment of the members of the Board, the factors would be used as reference by the nomination committee include but not limited to the following:

- (a) integrity;
- (b) accomplishment and experience in the industry of which the Company is a part;
- (c) commitment in respect of available time and relevant interest;
- (d) diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- (e) fulfilment of independence guidelines for the appointment of independent non-executive Directors as set out in Rule 3.13 of the Listing Rules; and
- (f) any factors as the nomination committee or the Board may from time to time consider appropriate.

The nomination committee will ask proposed candidates to submit the necessary personal information in a prescribed form.

The nomination committee may request candidates to provide additional information and documents, if considered necessary.

提名委員會可酌情提名多名候選人，可多於將於股東大會上獲委任或重新委任的董事人數或待填補的臨時空缺董事人數。

(ii) *甄選標準*

提名委員會在評估候選人時考慮的因素包括(但不限於)以下各項，並就委任董事會候選人或重新委任董事會現有成員作出建議：

- (a) 誠信；
- (b) 在本公司業務行業的成就及經驗；
- (c) 將投入的時間及相關利益承諾；
- (d) 在各方面的多元性，包括但不限於性別、年齡(18歲或以上)、文化及教育背景、種族、專業經驗、技能、知識及服務年限；
- (e) 符合載列於上市規則第3.13條對委任獨立非執行董事所規定的獨立性準則；及
- (f) 提名委員會或董事會不時認為合適的任何其他因素。

提名委員會將要求候選人按指定的形式提交必要的個人資料。

倘提名委員會認為屬必要，其可要求候選人提供補充資料及文件。



The appointment of any proposed candidate to the Board or re-appointment of any existing members of the Board shall be made in accordance with the Articles of Association of the Company and other applicable rules and regulations.

*(iii) Nomination Procedures*

The secretary of the nomination committee shall call a meeting of the nomination committee, and invite nominations of candidates from the members of the Board, if any, for consideration by the nomination committee prior to its meeting. The nomination committee may also put forward candidates for consideration.

In the context of appointment of any proposed candidate to the Board, the nomination committee shall undertake adequate due diligence in respect of such individual candidate and make recommendations for the Board's consideration and approval.

In the context of re-appointment of any existing members of the Board, the Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

Please refer to the "Procedures for Appointment, Election and Removal of Directors", which is available on the Company's website, for procedures for Shareholders' nomination of any proposed candidate for election as a Director.

The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

無論是委任任何董事會候選人或重新委任董事會任何現有成員，均須根據本公司的組織章程細則及其他適用規則和規例進行。

*(iii) 提名程序*

提名委員會秘書應召集委員會會議，並邀請董事會成員於會議前提名候選人（如有）供提名委員會考慮。提名委員會亦可提名候選人供其考慮。

就委任任何董事會候選人而言，委員會須就個別候選人進行充分的盡職審查並作出建議，以供董事會考慮及審批。

就重新委任董事會任何現有成員而言，委員會須提交建議供董事會考慮及作出推薦，讓候選人可於股東大會上膺選連任。

有關股東提名任何候選人參選董事的程序，請參閱登載於本公司網站的「委任、選舉及罷免董事的程序」。

對推薦候選人於股東大會上參選的所有事宜，董事會擁有最終決定權。

### **Board Diversity Policy**

In order to enhance the effectiveness of our Board and to maintain the high standard of corporate governance, the Company has adopted the board diversity policy which sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to the board diversity policy, the Company seeks to achieve Board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural, education background, ethnicity and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

The Directors have a balanced mix of knowledge and skills, including overall management and strategic development, human resources, information technology, accounting and financial management, risk management, corporate governance and evaluation of properties and assets. They obtained degrees in various majors including economics, business administration, civil engineering and accounting studies. The Board has three independent non-executive Directors with different industry backgrounds, representing more than one third of the members of our Board. Furthermore, our Board has a wide range of age, ranging from 42 years old to 58 years old. Taking into account our existing business model and specific needs as well as the different background of the Directors, the composition of our Board satisfies our board diversity policy.

Our nomination committee is responsible for ensuring the diversity of our Board members. Our nomination committee will review the board diversity policy from time to time to ensure its continued effectiveness and the Company will disclose in its corporate governance report about the implementation of the board diversity policy on an annual basis.

## **4. Corporate Governance Functions**

The Board is responsible for performing the functions set out in the Code Provision D.3.1 of the CG Code.

### **董事會多元化政策**

為提高董事會的效率及維持高度企業管治水平，本公司已採納董事會多元化政策，其載列達致及維持董事會多元化的目的及方法。根據董事會多元化政策，本公司透過於甄選董事會人選時考慮多項因素而力求達致董事會多元化，其中包括但不限於性別、技能、年齡、專業經驗、知識、文化、教育背景、種族及服務年期。最終的委任決定將根據有能者居之的原則以及獲選人員將為董事會帶來的貢獻而決定。

董事具備均衡的知識及技能，包括整體管理及策略發展、人力資源、資訊科技、會計及財務管理、風險管理、企業管治以及物業及資產評估。董事取得不同專業的學位，包括經濟學、工商管理、土木工程及會計學。董事會的三名獨立非執行董事均具有不同的行業背景，人數佔董事會成員的三分之一以上。此外，董事會的年齡跨度廣，介乎42至58歲。經考慮現時的業務模式、具體需要及董事的不同背景，董事會組成符合董事會多元化政策。

提名委員會負責確保董事會成員的多元化。提名委員會將不時檢討董事會多元化政策，以確保其持續有效性，且本公司每年於企業管治報告披露有關董事會多元化政策的落實情況。

## **4. 企業管治職能**

董事會負責履行企業管治守則守則條文第D.3.1條所載的職能。



During the year ended December 31, 2018, the Board met twice to review the Company's corporate governance policies and practices, training and continuous professional development of the Directors and the senior management of the Company, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the CG Code and disclosure in this section headed "Corporate Governance and Other Information".

截至2018年12月31日止年度，董事會舉行兩次會議以檢討本公司的企業管治政策及常規、董事及本公司高級管理層的培訓及持續專業發展、本公司於遵守法律及法規方面的政策及常規、標準守則的合規情況、本公司遵守企業管治守則及其於「企業管治及其他資料」的披露資料。

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its code for dealing in securities in the Company by the Directors. The Model Code was not applicable to the Directors until the Shares were listed on the Listing Date. After specific enquiries made to all Directors, the Directors have confirmed compliance with the required standard set out in the Model Code since the listing of the Company on the Listing Date up to the date of this annual report.

### 遵守上市發行人進行證券交易的標準守則

本公司已採納上市規則附錄十所載的上市發行人進行證券交易的標準守則（「標準守則」）作為董事買賣本公司證券的守則。於股份在上市日期上市前，標準守則並不適用於董事。於向全體董事作出具體查詢後，董事已確認自本公司於上市日期上市以來直至本年報日期已遵守標準守則規定的準則。

### DIVIDEND POLICY

The Company has adopted a dividend policy (the "Dividend Policy"), pursuant to which the Board has absolute discretion in determining whether to pay dividend, subject to the approval of the Shareholders (if applicable). The Dividend Policy aims to enable the Shareholders to participate in the profits of the Company and for the Company to retain adequate liquidity for grasping future growth opportunities. In determining whether to recommend a declaration of dividend and the amount of dividend to be paid, the Board will evaluate the Company's earnings, cash flow, financial condition, capital requirements, prevailing economic conditions, future prospects and any other factors that the Directors deem relevant. The Board may pay dividend as appeared to the Board to be justified by the profits of the Company. The Board may also from time to time pay interim dividend or special dividend. The Board will review the Dividend Policy from time to time and may make appropriate changes if considered necessary.

### 股息政策

本公司已採納股息政策（「股息政策」），據此，董事會可全權決定是否派付股息，惟須經股東批准（如適用）。股息政策旨在使股東分享本公司溢利，同時保留本公司的流動資金以把握未來增長機遇。在決定是否建議宣派股息及將予派付的股息數額將取決於本公司的盈利、現金流量、財務狀況、資本需求、當前經濟狀況、未來前景及董事認為相關的任何其他因素。董事可向股東派付彼等認為就本公司的溢利而言屬合理的股息。董事會亦可不時支付中期股息或特別股息。董事會將不時檢討股息政策並可能於必要時作出適當變動。

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

The Company and its subsidiaries did not purchase, sell or redeem any of the listed securities of the Company during the Relevant Period.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information available to our Company and the knowledge of the Directors, our Company maintained sufficient public float during the Relevant Period.

### AUDITOR'S REMUNERATION

For the year ended December 31, 2018, the fee paid/payable to the external auditor of the Company in respect of audit services and non-audit services is set out as follows:

### 購買、出售或贖回本公司任何上市證券

於相關期間，本公司及其附屬公司並無購買、出售或贖回本公司任何上市證券。

### 公眾持股量的充足性

根據本公司所得資料及據董事所知悉，本公司於相關期間維持足夠的公眾持股量。

### 核數師酬金

截至2018年12月31日止年度，就審核服務及非審核服務向本公司外聘核數師支付／應付的費用載列如下：

Year ended  
December 31, 2018  
截至2018年  
12月31日止年度  
RMB'000  
人民幣千元

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Audit and related service:	審核及相關服務：	2,880
Non-audit service:	非審核服務：	0





## ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibilities for preparing all information and representations contained in the consolidated financial statements of the Company for the year ended December 31, 2018 which give a true and fair view of the state of affairs of the Company and of the results and cash flow for the relevant period. The Directors consider that the consolidated financial statements of the Company for the year ended December 31, 2018 have been prepared in conformity with all applicable accounting standards and requirements and reflect amounts that are based on the best estimates and reasonable, informed and prudent judgment of the Board and the management. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going concern basis. The statements of the auditor of the Company about its reporting responsibility on the consolidated financial statements of the Company is set out in the section headed "Independent Auditor's Report" in this annual report.

## RISK MANAGEMENT AND INTERNAL CONTROL

### Risk Management

The Board is responsible for the risk management and internal control systems of the Company and for reviewing their effectiveness. The aforementioned systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company recognizes that risk management is critical to the success of any property developer in the PRC. Key operational risks that the Company face include changes in general market conditions and the regulatory environment of the PRC property market, availability of suitable land sites for developments at commercially acceptable prices, local economic environment, expansion risks relating to entering into new cities or geographic regions, ability to timely complete our construction projects with sound quality, available financing to support our growth, competition from other property developers and our ability to promote and sell our properties in a timely fashion.

## 問責制及審核

董事知悉彼等有責任編製本公司截至2018年12月31日止年度的綜合財務報表所載的所有資料及陳述，當中就本公司於相關期間的狀況、業績及現金流量作出真實公允的意見。董事認為本公司截至2018年12月31日止年度的綜合財務報表已根據所有適用會計準則及規定編製，且金額反映董事會及管理層的最佳估計及合理、知情及謹慎判斷。董事並不知悉有關可能對本公司持續經營能力構成重大疑問的事件或情況的任何重大不確定性。因此，董事已按照持續經營基準編製本公司的財務報表。本公司的核數師對本公司綜合財務報表的匯報責任的聲明載於本年報「獨立核數師報告」一節。

## 風險管理及內部監控

### 風險管理

董事會負責本公司的風險管理及內部監控系統，並檢討其有效性。前述系統之設計乃為管理而非消除未能達成業務目標的風險，僅能合理保證而非絕對保證沒有重大失實陳述或損失。

本公司深明風險管理對中國的任何房地產開發商的成功至關重要。本公司面臨的主要風險包括整體市場條件的變化、中國房地產市場的監管環境變動、在商業上價格可接受的可供開發的適合地塊的可用性、當地經濟環境、進入新城市或地區的擴張風險、及時優質完成我們建設項目的能力、支持我們發展的可用融資、來自其他地產開發商的競爭，以及我們推廣和及時銷售物業的能力。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

In order to meet these challenges, the Company have adopted, a series of internal control policies, procedures and plans that are designed to reasonably assure effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations.

In order to ensure the effective implementation of such internal control policies, the Company has adopted various on-going measures, including the following:

- The Board is responsible and has general powers over the management and conduct of the business of the Group. Any significant business decision involving material risks, such as decisions to expand into new geographic regions or to incur significant corporate finance transactions, are reviewed, analyzed and approved at the Board level to ensure a thorough examination of the associated risks at our highest corporate governance body.
- The Chief Executive Officer is responsible for the Board regarding the effectiveness of comprehensive risk management, which in turn is responsible for the general meetings of the Company. The Chief Executive Officer is able to authorize relevant department leaders who take charge of the establishment and daily operation of the risk management systems.
- The audit and legal department of the Company is responsible for proposing risk management strategies, formulating rules and regulations on risk management, preparing annual risk management assessments and reports, guiding all departments and subsidiaries on relevant tasks, and conducting risk management trainings. It is also in charge of designing a comprehensive risk management evaluation system, and supervising the implementation of risk management measures.

為迎接這些挑戰，我們已經採用一系列內部監控政策、程序及計劃，旨在合理保證有效和高效的經營、可靠的財務報告，並遵守適用的法律法規。

為確保有效落實該等內部監控政策，本公司已持續採納多項措施，其中包括下列各項：

- 董事會對本集團業務的管理和經營負責並擁有一般權力。任何涉及重大風險的重大業務決策，如擴張到新地區或產生重大公司財務交易的決定，都會在董事會層面進行審議、分析及批准，以確保在本公司最高治理機構對相關風險進行徹底審查。
- 行政總裁就全面風險管理的有效性對董事會負責，而董事會對本公司股東大會負責。行政總裁能夠授權相關部門領導負責風險管理系統的建立和日常運作。
- 本公司的審計法務部負責起草風險管理戰略，制定有關風險管理的規則和條例，編製年度風險管理評估和報告，指導各部門和附屬公司完成相關任務，並進行風險管理培訓。其亦負責設計全面的風險管理評估體系，監督風險管理措施的實施。



- Each of functional departments and subsidiaries of the Company is in charge of the daily business operations and risk monitoring, and is responsible for the supervision of the respective fields of operations on a daily basis as well as the supervision and approval of any material business decisions of the city and project companies of the Group. Each functional department and subsidiary of the Company has a responsible person who takes charge of risk management issues, and can establish a contact person base on needs.
- 本公司各個職能部門和附屬公司負責日常業務操作和風險監控，並負責對各自業務領域的日常監督以及對本市和項目公司的任何重大業務決策的監督和批准。各部門和附屬公司都有負責風險管理事項的負責人，並能根據需要確立聯絡人。

## INTERNAL CONTROL

The internal control system of the Company is designed to provide reasonable and adequate assurance for effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations.

Our internal control system covers all major aspects of our operations, including, among others, sales, procurement, asset management, budgeting and accounting processes. To effectively implement such processes, the Company has a set of comprehensive policies and guidelines which set out details regarding the internal control standards, segregation of responsibilities, approval procedures and personnel accountability in each aspect. The Company also carry out regular internal assessments and training to ensure our employees are equipped with sufficient knowledge on such policies and guidelines.

## 內部監控

本公司的內部監控系統旨在於實現有效及高效經營、可靠財務匯報及遵守適用法律法規方面提供合理適當保證。

內部監控系統涵蓋經營的各個重大方面，包括(其中包括)銷售、採購、資產管理、預算及會計程序。為有效落實該等程序，本公司已建立一套全面政策及指引，其中載列有關內部監控準則、職責劃分、審批程序及人員問責的各方面詳情。本公司亦定期進行內部評估及提供培訓，確保僱員充分了解相關政策及指引。

## INFORMATION DISCLOSURE

The Company discloses information in compliance with the Listing Rules and other applicable laws, and publishes periodic reports and announcements to the public in accordance with relevant laws and regulations. In particular, the Company has put in place a robust framework for the disclosure of inside information in compliance with the SFO. The framework sets out the procedures and internal controls for the handling and dissemination of inside information in a timely manner so as to allow all the stakeholders to apprehend the latest position of the Company. The framework and its effectiveness are subject to review by the Board on a regular basis.

## INTERNAL AUDIT

The Company has an internal audit function. The primary role of the internal audit function is to help the Board and the senior management of the Company to protect the assets, reputation and sustainability of the Company. The internal audit function provides independent and objective assurance as to whether the design and operational effectiveness of the Company's framework of risk management, control and governance processes, as designed and represented by the Company's management, is adequate. The internal audit function of the Company is independent of the risk management and internal control systems of the Company.

Results of audit work together with an assessment of the overall risk management and control framework are reported to the Audit Committee as appropriate. The internal audit function also reviews the Company's management's action plans in relation to audit findings and verifies the adequacy and effectiveness of the mitigating controls before formally closing the issue.

## COMPANY SECRETARY

The Company has engaged SWCS Corporate Services Group (Hong Kong) Limited, external service provider, and Mr. Yim Lok Kwan has been appointed as the Company's company secretary. Its primary contact person at the Company is Mr. Li Yonggang, the head of listing office of the Company.

The Company secretary attended sufficient professional training as required under the Listing Rules for the year ended December 31, 2018 to update his skills and knowledge.

## 資料披露

本公司按照上市規則及其他適用法律向公眾披露資料及根據相關法律法規定期刊發報告及公告。尤其是，本公司已根據證券及期貨條例就披露內幕消息建立健全框架。該框架載列及時處理及發佈內幕消息的程序及內部監控，以令持份者了解本公司的最新情況。董事會定期檢討該框架及其效用。

## 內部審核

本公司設有內部審核職能。內部審核職能的主要職責為協助董事會及本公司高級管理層保障本公司財產、聲譽及可持續發展。內部審核職能就本公司管理層所制訂及陳述的本公司風險管理、監控及管治程序框架的設計及運行成效是否足夠提供獨立客觀的核證。本公司的內部審核職能獨立於本公司的風險管理及內部監控制度。

審核工作結果及對整體風險管理及監控框架的評估結果在適當情況下向審核委員會呈報。在正式確認審核所發現問題整改完畢之前，內部審核職能亦負責檢討本公司管理層就審核所發現問題提出的整改計劃並核實緩減措施的充足性及有效性。

## 公司秘書

本公司已委聘方圓企業服務集團(香港)有限公司為外部服務供應商，而嚴洛鈞先生已獲委任為本公司的公司秘書。其於本公司的主要聯絡人為本公司的上市辦公室主任李永剛先生。

公司秘書於截至2018年12月31日止年度已接受上市規則所規定的充足專業培訓，以更新其技能及知識。



## SHAREHOLDERS

### Communication with Shareholders and Investors

The Company is committed to pursue active dialogue with Shareholders as well as to provide timely disclosure of information concerning the Company's material developments to its Shareholders, investors and other stakeholders.

Annual general meeting of the Company serves as an effective forum for communication between the Shareholders and the Board. Notice of annual general meeting together with the meeting materials will be despatched to all Shareholders not less than 21 days and not less than 20 clear business days before the annual general meeting. As one of the measures to safeguard the Shareholders' interests and rights, separate resolutions will be proposed at general meetings on each substantial issue, including the election of individual Directors, for Shareholders' consideration and voting. In addition, the Company regards annual general meeting as an important event, and all Directors, the chairmen of all Board Committees, senior management and external auditor will attend the annual general meeting of the Company to address Shareholders' inquiries. If the chairmen of the Board or each Board Committee fail to attend the meeting, then other members of each Board Committee will be invited to attend the annual general meeting and answer Shareholders' inquiries thereat. All resolutions proposed at general meetings will be voted by poll. The voting results will be posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.rsunproperty.hk](http://www.rsunproperty.hk)) on the same day of the relevant general meetings.

To promote effective communication, the Company maintains a website ([www.rsunproperty.hk](http://www.rsunproperty.hk)), where the latest information and updates on its business operation and development, corporate governance practice, contact information of investor relations and other information are published for the public's access.

## 股東

### 與股東及投資者的溝通

本公司致力與股東保持良好溝通，並及時向股東、投資者及其他持份者披露本公司的重大發展情況。

本公司的股東週年大會為股東與董事會的有效溝通平台。股東週年大會通告連同會議材料均於召開股東週年大會前不少於21天及不少於20個完整營業日前向全體股東寄發。作為保障股東利益及權利措施之一，本公司將於股東大會上就各重大事宜提呈決議案，包括選舉個別董事，以讓股東考慮及投票。此外，本公司認為股東週年大會為重大事件，故全體董事、所有董事會委員會主席、高級管理層及外聘核數師將出席本公司的股東週年大會，以解答股東的疑問。倘董事會主席或各董事會委員會主席無法出席會議，則各董事會委員會的其他成員將受邀參加股東週年大會，並解答股東的疑問。於股東大會提呈的所有決議案將以投票形式進行投票。投票結果將於相關股東大會當日刊登於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.rsunproperty.hk](http://www.rsunproperty.hk))。

為促進有效溝通，本公司設有網站([www.rsunproperty.hk](http://www.rsunproperty.hk))，刊發有關業務營運及發展、企業管治常規的最新消息及更新情況、投資者關係聯絡資料及其他資料。

### Procedures for Shareholders to Convene an Extraordinary General Meeting

In accordance with article 64 of the articles of association of the Company, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at the general meetings of the Company shall at all times have the rights, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to process to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### Procedures for Putting Forward Proposals at General Meetings

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the articles of association of the Company and the Cayman Islands Companies Law. However, Shareholders who wish to propose resolutions may follow article 64 of the articles of association of the Company for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of article 64 are set out above.

### Procedures for Directing Shareholders' Enquiries to The Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the investor relations which contact details are as follows:

Address: Unit 3712-13, 37/F, The Center,  
No. 99 Queen's Road Central, Hong Kong

Email: touzizhe@redsun.com.cn

### 股東召開股東特別大會的程序

根據本公司組織章程細則第64條，任何一名或多名於提請要求當日持有不少於本公司繳足股本（賦予權利在本公司股東大會上投票）十分之一的股東，可隨時向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求所指明的任何事項，且有關大會須於提請該要求後兩個月內舉行。倘提請後21天內董事會未有召開大會，則提請人可自行以相同方式召開大會，而本公司須向提請人補償提請人因董事會未能召開大會而產生的所有合理開支。

### 於股東大會提呈決議案的程序

本公司組織章程細則及開曼群島公司法並無條文批准股東於股東大會上提呈新決議案。然而，有意提呈決議案的股東可按本公司組織章程細則第64條要求召開股東特別大會並於該會議上提呈決議案。細則第64條的要求及程序載於上文。

### 股東向董事會作出查詢的程序

股東可隨時透過投資者關係以書面形式向董事會寄發其查詢及關注事宜，其聯絡詳情載列如下：

地址：香港中環皇后大道中99號  
中環中心37樓3712-13室

電子郵件：touzizhe@redsun.com.cn



## AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATIONS

During the period from the Listing Date to the date of this annual report, there has not been any change in the Company's memorandum and articles of association.

On behalf of the Board

**Redsun Properties Group Limited**

**Zeng Huansha**

*Chairman*

Hong Kong, 21 March, 2019

## 組織章程大綱及細則的修訂

自上市日期起至本年報日期止期間內，本公司的組織章程大綱及細則概無變動。

承董事會命

弘陽地產集團有限公司

曾煥沙

主席

香港，2019年3月21日





# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### ABOUT THIS REPORT

#### Basis of the Preparation

This is the first Environmental, Social and Governance Report (the “Report”) published by the Group to the public, disclosing the corporate environmental and social performance of the Group in 2018. We hope to increase the understanding and confidence of stakeholders towards our Group via this report, facilitating the continuous enhancement of the performance of the Group in terms of sustainable development.

#### Scope of the Report

The purpose of the Report is to give a balanced account of the Group’s environmental and social policies and performance. Unless otherwise stated, the scope of the Report covers the Company and its subsidiaries for the reporting period from 1 January to 31 December 2018. The content regarding the corporate governance of the Company will be presented separately in the section headed “Corporate Governance Report” in this annual report.

#### Guidelines of the Report

The Report has been prepared in compliance with the “**comply or explain**” provisions of and in accordance with the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

#### Declaration of the Report

The Report complies with the disclosure principles of the Environmental, Social and Governance Reporting Guide of the Stock Exchange, emphasizing the materiality, substantiality, balance, readability of the contents, and comprehensively introducing the philosophy, actions, effectiveness and commitments of the annual performance. This report is written in two languages: traditional Chinese and English. In case of discrepancy between these two versions, the traditional Chinese version shall prevail.

### 關於本報告

#### 編製基準

此為本集團第一次對外公開發佈的《環境、社會及管治報告》(「本報告」)，披露了本集團於2018年度內的企業環境表現和社會表現情況。希望通過此報告，能增加利益相關方對本集團的了解與信心，促進本集團持續提升可持續發展方面的表現。

#### 報告範圍

本報告指在均衡匯報本集團在環境及社會方面的政策和表現，除另有說明，報告範圍涵蓋本公司及旗下附屬公司，報告期間為2018年1月1日至12月31日。有關公司管治部分的內容將在本年報中的「企業管治報告」部分單獨陳述。

#### 報告指引

本報告根據香港聯合交易所有限公司(「聯交所」)《香港聯合交易所有限公司證券上市規則》(「上市規則」)附錄二十七《環境、社會及管治報告指引》進行撰寫，並已遵守其「不遵守就解釋」條文。

#### 報告聲明

本報告遵循聯交所的《環境、社會及管治報告指引》的披露原則，注重披露內容的重大性、實質性、平衡性、可讀性，全面介紹年度履責理念、行為、績效及承諾。本報告以兩種語言：中文繁體及英文進行發佈。報告內容如有歧義，請以中文繁體版為準。



## 1. MANAGEMENT RESPONSIBILITIES

### 1.1 Practicing the Responsibility and Communication

#### 1.1.1 Stakeholder Communication

The Group treats responsibly and communicates regularly with all of its stakeholders including customers, shareholders and investors, employees, the government, regulatory bodies, suppliers, the media and the community at large. By establishing a multi-channel responsible communication system, we understand the needs and opinions from the stakeholders to strive for practicing corporate social responsibilities.

Stakeholder	Ways of communication and response
Customers	Company homepage WeChat official account
Shareholders and investors	General meetings Listed information disclosure Annual report conference
Employees	Surveys Activities held by unions and the Party Employees trainings and employees activities
The government and regulatory bodies	Regular communication with the government and regulatory bodies Submission of the compliance report in accordance with the regulatory requirements
Suppliers	Mails Suppliers meetings Regular communication via phone calls
Media	News conference Mails Phone calls
Community	Participation in various charity events

## 1. 管理責任

### 1.1 踐行責任溝通

#### 1.1.1 利益相關方溝通

本集團負責任地對待每一位利益相關方，定期與包括客戶、股東及投資者、僱員、政府與監管機構、供應商、媒體及社區在內的眾多利益相關方溝通，通過建立多渠道的責任溝通體系，了解利益相關方的訴求和意見，為踐行企業的社會責任而不斷努力。

利益相關方	溝通與回應方式
客戶	公司主頁 微信公眾號
股東及投資者	股東大會 上市信息披露 年報發佈會
僱員	問卷調查 工會及黨群活動  僱員培訓及僱員活動
政府與監管機構	與政府及監管機構定期溝通 提交符合監管要求的合規報告
供應商	郵件 供應商大會 定期溝通電話
媒體	新聞發佈會 郵件 電話
社區	參與各類公益活動

1.1.2 Survey of Stakeholders

In order to understand the issues concerned by each stakeholder and sharpen the focus of the report, Redsun Properties commenced survey of stakeholders during this year. By analyzing the results of the survey about the feedback of the questionnaires from major internal and external stakeholders such as customers, investors, employees and suppliers, an analysis matrix of key issues on two dimensions covering “the impact on the business of the Group” and “the impact on stakeholders” is made to identify the material issues concerned by the stakeholders of the Group.

1.1.2 利益相關方調查

為了了解各利益相關方所關注的議題，增強本報告的針對性，弘陽地產於本年度開展了利益相關方調查，通過分析主要內外部利益相關方（如客戶、投資者、僱員及供應商）對調查問卷反饋的評分結果，建立以「對本集團業務的影響」和「對利益相關方的影響」為二維維度的重要性議題分析矩陣，識別出本集團利益相關方關注的重大議題。

An analysis matrix of key issues  
 重要性議題分析矩陣





- 1 Customer satisfaction  
顧客滿意度
- 2 Product responsibility  
產品責任
- 3 Quality control system  
質量控制體系
- 4 Customer safety and health  
顧客安全與健康
- 5 Brand value  
品牌價值
- 6 Environment and natural resources conservation  
保護環境及天然資源

- 7 Employees health and safety  
僱員健康與安全
- 8 Pollutants emission and management  
污染物排放管理
- 9 Employees training and development  
僱員培訓與發展
- 10 Land resources  
土地資源
- 11 Employment management  
僱傭管理
- 12 Anti-corruption  
反貪污

Level 1 issues:

- Product responsibility
- Quality control system
- Customer satisfaction
- Customer safety and health
- Brand value

第一層次議題：

- 產品責任
- 質量控制體系
- 顧客滿意度
- 顧客安全與健康
- 品牌價值

Level 2 issues:

- Anti-corruption
- Land resources
- Environment and natural resources conservation
- Employees health and safety
- Pollutants emission and management

第二層次議題

- 反貪污
- 土地資源
- 保護環境及天然資源
- 僱員健康與安全
- 污染物排放管理

Level 3 issues:

- Employment management
- Employees training and development

第三層次議題

- 僱傭管理
- 僱員培訓與發展

## 1.2 Regulating Business Conduct

### 1.2.1 Compliance in promotion

The Group strictly complies with the rules and regulations including Advertising Law of the People's Republic of China (《中華人民共和國廣告法》), Trademark Law of the People's Republic of China (《中華人民共和國商標法》), the Regulations on Control of Advertisement (《廣告管理條例》) and Provisions on the Release of Real Estate Advertisement (《房地產廣告發佈規定》) while further implements the management rules under the Redsun Properties New Media Management Rules and the Redsun Properties Visual Image Management Rules in respect of products promotion, strictly avoiding the use of false and misleading statements during product and service promotion and trading process.

The Redsun Properties New Media Management Rules requires that any information externally released by the official new media of the Group shall be in accordance with relevant national laws and regulations, prohibiting any release containing anything which is against social ethics by the use of new media. As for the content of any information externally released by official new media of the Group, the publisher shall complete a content review as required by the responsible body before release, and exaggeration and misleading promotion are prohibited. If the information involves the name or picture of public figures or the use of pictures or text of which others have copyrights, which may cause infringement of the copyrights, the publisher shall seek the consent of the party involved in writing in advance such as a letter of authorization or a cooperation agreement, and conduct a review in advance in accordance with the procedures required. If any employees violates the Redsun Properties New Media Management Rules, once verified, the Group may affix responsibility and impose penalties in accordance with relevant systems with reference to the Redsun Properties Penalty Rules for Violations.

## 1.2 規範商業行為

### 1.2.1 合規宣傳

本集團在認真遵守《中華人民共和國廣告法》、《中華人民共和國商標法》、《廣告管理條例》、《房地產廣告發佈規定》等法律法規的同時，進一步執行《弘陽集團新媒體管理制度》、《弘陽集團視覺形像管理制度》中對於產品宣傳中的管理規定，嚴格規避在產品、服務宣傳和交易過程中出現虛假陳述及誤導性說明。

《弘陽集團新媒體管理制度》規定本集團官方新媒體對外發佈的各類信息均須符合國家相關法律法規，禁止利用新媒體發佈違背社會公德的內容；對於官方新媒體對外發佈的各類信息內容，發佈人在發佈前須按各責任主體管理要求完成內容審核，不得出現誇大及誤導性宣傳等；若信息內容中包含公眾人物姓名、肖像，或使用他人擁有著作權的圖片、文字等可能造成侵權的，應事先書面徵得對方同意(含授權書、合作合同等)，並嚴格按照規定的流程進行事前審批，如有僱員違反《弘陽集團新媒體管理制度》，一經查實，本集團將參考《弘陽集團違規事項處罰制度》等相關制度進行責任追究和處罰。



In view of the fact that the corporate visual image identification system is an important intellectual properties rights of the Group, the Redsun Properties Visual Image Management Rules provides for relevant rules, requiring our employees to pay attention to its protection in the course of using the corporate visual image identification system. Copying, shooting, release or transfer shall not be allowed without approval. When providing those images to advertising and production companies for production, our employees can only provide relevant information required instead of the whole set of the electronic source documents so as to protect the intellectual property rights of the Group.

### 1.2.2 Anti-corruption

The Group highly emphasizes the ethics education of integrity and honesty for our employees, with a determination of crackdown on corruption, blackmail, fraud and money laundering. The Group complies with the laws and regulations such as the Company Law of the People's Republic of China (《中華人民共和國公司法》) and the Criminal Law of the People's Republic of China (《中華人民共和國刑法》) while establishes its internal system namely the Redsun Properties Management Rules Against Malpractice. During the reporting period, the Group did not receive any legal cases relating to corruption.

The Redsun Properties Management Rules Against Malpractice requires that the senior management of the Group shall regard the work against malpractice as part of their daily management. They shall proactively support the daily operation of the permanent anti-fraud establishment (i.e. the Audit and Inspection Centre) and provide with sufficient protection in areas of budgeting, personnel deployment, seniority deployment and work conditions. The Audit and Inspection Centre shall convene a meeting at least once a year to report about the enforcement of actions against malpractices, also, it is responsible for setting up a hotline and e-mail box for reporting issues regarding occupational ethics and malpractices and disclosing such issues such that our employees and parties within the community can report the issue regarding the breach of occupational ethics by the Group and its staff.

因考慮到企業視覺形像識別系統是本集團重要的知識產權，《弘陽集團視覺形像管理制度》亦對其作出了相關規定，要求僱員在使用企業視覺形像識別系統過程中必須注意保護，未經批准，不得複印、拍攝、外傳和轉借。當交由有關廣告、製作公司進行相關製作時，僱員亦只能提供需要的相關內容，不可提供全套電子源文件，以此保護本集團的知識產權。

### 1.2.2 反腐倡廉

本集團高度重視僱員廉潔和誠信道德等方面的教育，堅決打擊賄賂、勒索、欺詐及洗黑錢行為，在遵守《中華人民共和國公司法》、《中華人民共和國刑法》等有關法律法規的同時，制定了《弘陽地產集團有限公司反舞弊管理制度》等內部制度。於本報告期內，本集團並未接獲任何有關貪污訴訟的案件。

《弘陽地產集團有限公司反舞弊管理制度》中規定本集團高級管理層應將反舞弊工作作為日常管理工作的一部分、應積極支持反舞弊工作常設機構(即審計監察中心)的日常工作，並從預算、人員配置及職級配置、工作條件準備上給予充分保障。審計監察中心每年需至少召開一次反舞弊情況通報會，同時負責建立及公開職業道德問題及舞弊案件的舉報電話熱線、電子郵件信箱，供僱員及社會各方舉報本集團及其人員違反職業道德問題的情況。



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

The Group has set up a mechanism of accountability for bribery acts, including leadership and direct responsibility. Leadership responsibility means that the relevant management members are held liable for causing inaccuracy and hidden loss in accounting information for corruption due to their defaults or oversight on their part; and direct responsibility means that the relevant management members or executives are held liable for causing inaccuracy and hidden loss in accounting information for corruption due to their direct operation or involvement in the concerned decisions, or their authorisation, instruction, order, connivance, harbouring and incorrect performance on their part. For those employees verified to be involved in bribery acts, regardless of whether constituting criminal acts or not, the Audit and Inspection Centre shall report to the senior management and make recommended penalties accordingly. If the act infringes on the criminal laws, the case shall be passed to the judiciary for handling in accordance with the law.

本集團對舞弊行為進行追究的責任包括領導責任和直接責任。領導責任是指負有相應領導職權的管理人員在其主管或分管工作範圍內因失職、失察導致舞弊事件，造成會計信息失真、隱瞞損失等應承擔的責任；直接責任是指管理人員及其相關人員在其職責範圍內，直接操作或參與相關決策，或授意、指使、強令、縱容、包庇他人等舞弊以及未正確履行職責等過失行為，造成會計信息失真、隱瞞損失等應承擔的責任。所有證實有舞弊行為的僱員，無論是否達到刑事犯罪的程度，審計監察中心均應向高級管理層匯報，並建議相應的處罰；若行為觸犯刑律，則移交司法機關依法處理。





**Case study: A talk themed The Redsun Properties Marketing Line Risk Management and Integrity**

On 6 August 2018, the talk themed The Redsun Properties Marketing Line Risk Management and Integrity was held in the Redsun Tower. The marketing management department of the Group, Nanjing regional office and all marketing staff of Jiangbei area attended the talk in person. Meanwhile, all general and management staff from regional offices and project marketing lines also attended the same talk via live videos for learning simultaneously.

Mr. E Yu, general manager of marketing management department of the Group said that subsequent actions of anti-bribery and integrity management within the lines will be taken including printing and dispatch of its Redsun Properties Marketing and Anti-Bribery Handbook, system publicity, examination on such topics for all staff members and the signing of "sunshine integrity agreement" by all staff members, all of which aims to raise the awareness of integrity among employees on a continuous basis.

**案例：舉行弘陽地產營銷條線風險控制與廉正主題宣講會**

2018年8月6日，弘陽地產營銷條線風險控制與廉正主題宣講會於弘陽大廈舉行，本集團營銷管理部、南京城市公司平台及江北片區所有營銷人員均現場參會，同時各城市公司、項目營銷條線全體基層僱員及管理人員亦通過現場視頻連線，同步參與到本次廉政宣講主題大會的學習中。

本集團營銷管理部總經理鄂宇先生表示，後續將進行條線內的反舞弊及廉正管理工作，包括《弘陽地產營銷反舞弊手冊》印製下發、制度宣貫及全員考試、全員簽署陽光廉正協議等，以期不斷加強僱員的廉政意識。



### 1.2.3 Regulating Purchases

To further regulate the practices of purchase and increase work efficiency, and in turn the regulation, institutionalization and standardization of purchases, in compliance with laws and regulations including The Bidding Law of the People's Republic of China (《中華人民共和國招標投標法》), the Group establishes its relevant rules including Redsun Properties Group Construction Projects Bidding and Purchase Management Rules, Redsun Properties Group Suppliers Management Measures, Redsun Properties Group Operation Rules of Selected Suppliers for Bidding Projects, Redsun Properties Group Tender Selection Rules regarding Bidding and Purchase Projects, Redsun Properties Group Evaluation Rules on Suppliers of Construction Projects and Notice of Issuance of Successful Tender Notification Letter regarding Bidding Projects.

In its Redsun Properties Group Construction Projects Bidding and Purchase Management Rules, the Group highlights the principles of bidding and purchase relating to new construction projects and projects under construction, which includes comprehensiveness of bidding, fullness of bidding, qualification verification, fairness and impartiality, transparency and justice and confidentiality. The decision-making body for Bidding comprises the Bidding and Purchase Committee set up by Redsun Properties and decision groups of Bidding set up by regional offices. Members of the decision groups of Bidding includes the head of engineering division, the head of technical division, the person responsible for the department of cost, technology, finance, purchase and bidding and their relevant professional technical personnel. The Group requires that none of the personnel of Bidding accepts any feasts or gifts from any tendering units. In case of bribery or any acts which harms the interests of the Company, the case shall be passed to the Audit and Inspection Centre of the Group for investigation and penalty.

### 1.2.3 規範採購

為了進一步規範採購行為，提高工作效率，實現採購工作規範化、制度化和標準化，本集團根據《中華人民共和國招標投標法》等有關法律法規，制定了《弘陽地產集團建設項目招標採購管理規定》、《弘陽地產集團供應商管理辦法》、《弘陽地產集團招標項目供應商入圍操作細則》、《弘陽地產集團招標採購項目定標細則》、《弘陽地產集團建設項目供應商評估細則》及《關於招標項目發放中標通知書的通知》等相關制度。

本集團在《弘陽地產集團建設項目招標採購管理規定》強調了有關新建項目和在建項目招標採購工作的工作原則，包括全面招標原則、整體招標原則、資質審查原則、公平公正原則、透明公正原則和保密原則。招標工作的決策機構由弘陽地產設立的招標採購委員會和各城市公司設立的招標決策小組構成，有關招標決策小組的成員具體包括工程分管領導、技術分管領導、成本、技術、財務、招標採購等各部門負責人及相關的專業技術人員。本集團規定所有招標工作人員不得接受投標單位的任何宴請、餽贈，若發生索賄、受賄、損害公司利益行為的，將交由本集團審計監察中心查處。

Basic principles of bidding for construction projects of the Redsun Property:

- Comprehensiveness of Bidding: Construction projects in compliance with the bidding requirements shall confirm the successful unit by the way of bidding;
- Fullness of Bidding : Separation of parts of projects or splitting projects to evade bidding are prohibited;
- Qualification Verification : All bidders shall pass the qualification verification. Only those bidders fulfilling the project requirements can take part in project tendering;
- Fairness and Impartiality: : All suppliers shall be treated equally while selecting supplier candidates, opening and assessing a bid and during the business negotiation and decision-making process, to erect and maintain a sound corporate image and creditworthiness;
- Confidentiality : Bidding base, tendering documents, bid assessment and bid determination shall be kept confidential so as to ensure the fairness of bidding results.

弘陽地產建設項目招標基本原則：

- 全面招標原則：凡是符合招標條件的工程項目都要以招標方式確定中標單位；
- 整體招標原則：禁止將項目肢解或化整為零，規避招標；
- 資質審查原則：所有投標單位都要經過資質預審，符合項目要求的招標單位才能參加項目投標；
- 公平公證原則：在選擇入圍供應商、開標、評標、商務洽談、決策時必須對所有供應商保持公平，樹立並維護公司良好的信譽和形象；
- 保密原則：要做好標底、投標文件、評標、定標等內容的保密工作，以防影響招標結果的公正性。

Besides, the Group formulated effective rules and regulations for suppliers in aspects of environment and social responsibilities, for instance, requiring general construction contractor having no material quality and safety incidents and default on employee salaries and obtaining certifications in safety, quality and environment in the past three years. Redsun Properties Group Suppliers Management Measures stipulate that all suppliers have to register via Redsun Bidding and Purchase external network platform when applying for joining the Group's suppliers group. Investigation stage is reached upon passing the qualification review. Under normal circumstances, team members of the investigation shall comprise of three departments to conduct specific investigation in areas of the company size, office environment, personnel deployment, organization structure and overall management model of the suppliers.

#### Case study: Redsun Properties was honoured "Sunshine Purchase Benchmark Developer"

On 13 December 2018, China Real Estate Annual Purchase Summit cum Benchmark Developer and Outstanding Supplier Award Presentation Ceremony took place in Hangzhou. In this evaluation and selection, Redsun Properties was honoured "Sunshine Purchase Benchmark Developer".



### 1.3 Raising the brand value

The Group believes that continuously raising the brand value and building consumer loyalty, knowledge and recognition towards the corporate brand are significant to real estate enterprises. To this end, the Group upheld the core values of professionalism and establishes the brand from multi-dimensions including employer and public, investment, financing, management and exit (IFME), products and services as well as government and charity, with an aim to continuously raising the brand value of Redsun Properties.

此外，本集團亦對供應商在環保、社會責任等方面制定了有效的制度規定，如要求施工總承包近三年無重大質量、安全事故及拖欠僱員工資行為，並取得安全、質量、環境等認證。《弘陽地產集團供應商管理辦法》規定所有供應商申請加入本集團供應商庫時均需通過弘陽招標採購外網平台進行註冊，待資格審核通過後，方可進入考察階段，一般情況下考察小組成員須由3個部門共同組成，以對供應商的公司規模、辦公環境、人員配備、組織架構與整體管理模式等情況作出具體考察。

#### 案例：弘陽地產榮獲「陽光採購標桿開發商」

2018年12月13日，中國房地產年度採購峰會暨標桿開發商及優秀供應商頒獎典禮在杭州舉行，弘陽地產在本次評選中榮獲「陽光採購標桿開發商」。

### 1.3 提升品牌價值

本集團認為持續提高品牌價值，建立消費者對於企業品牌的忠誠度、美譽度和認可度對房地產企業有著重要的作用。為此，本集團秉承在商言人的核心價值觀，從僱主與公眾品牌、投融管退行業品牌、產品服務品牌、政府與公益品牌等多維度出發，以期不斷提升弘陽地產的品牌價值。



### *A brand of employers and the public*

The Group cherishes talents and is dedicated to build a sincere, warm and positive employer brand image. In terms of employee management, the Group continuously optimizes employee salary system and incentive system to avoid talent loss to a certain extent and at the same time, maximizes the motivation and cohesion of the employees, assisting the employees to grow with the corporation, building a brand of employers and the public.

### *A brand of IFME*

IFME is the core commercial logics followed by the Group in operation and development, requiring the integration of these four elements including investment, financing, management (operations) and exit (marketing). In terms of management, the Group focuses on building excellent professional managers to lead a reform of the whole business line gradually, forming a positive cycle development from aspect of strategies, objectives, organization, abilities, assessment and incentives. In terms of investment, the Group developed a detailed indicator evaluation system. By an efficient and modern management model, returns on investment were maximized. In terms of financing, the Group follows prudent management practices and sound financial policies to broaden our financial channels to meet our need for capital.

### *A brand of products and services*

The Group adheres to the corporate mission of “讓生活更有溫度” (Bringing Enthusiasm to Life), striving to create quality lifestyle for more people. To meet the various needs of customers, the Group has launched three product lines, from properties with the best improvement, to high-quality rigid demand housing, namely, “Zheng Hong series”, “Sunrise Joy Series” and “Times Series”. The Group focuses on developing high quality products and service system and strictly controls quality. By continuous and strategic nation-wide expansion, the Group further extends the reach of our brand.

### *僱主與公眾品牌*

本集團珍視人才，致力打造真誠、溫暖、積極的僱主品牌形象。在僱員的管理上，本集團持續優化僱員薪酬體系和激勵制度，在一定程度上避免了人才流失的同時，最大化地提高僱員積極性和粘合力，幫助僱員和企業共同成長，塑造僱主與公眾品牌。

### *投融管退行業品牌*

「投融管退」是本集團在經營發展中遵循的核心商業邏輯，要求切實做到投資、融資、管理（運營）及退出（營銷）四個方面的互為輔助、有機融合。在管理方面，本集團踐行以建立優秀職業經理人為抓手，逐步帶動整個條線的改革，從戰略、目標、組織、能力、評價到激勵各個維度，形成正循環發展；在投資方面，本集團建立了詳細的指標評價體系，通過高效的現代化管理模式以確保投資收益的最大化；在融資方面，本集團奉行審慎的金融管理做法和實施穩健的財務政策，不斷豐富融資渠道以滿足資本需求。

### *產品服務品牌*

本集團秉承「讓生活更有溫度」的企業使命，致力為更多人創造高品質的生活方式。本集團針對不同客戶的需求，推出了覆蓋從頂級改善到質量剛需的「正弘系」、「昕悅系」、「時光系」三大產品線，專注產品力和服務體系的打造，嚴把質量關，通過不斷開疆拓土、佈局全國，進一步擴散品牌的影響力。

### *A brand of public welfare and corporate culture*

Mr. Zeng Huansha, the chairman of Hong Yang Group Company, hopes to “free children from remote areas” and this serves to his primary intention for social public welfare. The Group actively adheres to the public welfare motto “love is boundless” and integrates this into the corporate culture. As for education and poverty alleviation, the Group continues to help more underprivileged students get out of the remotes area and realize their self-value.

### *公益與企業文化品牌*

「讓孩子走出大山」是弘陽集團董事長曾煥沙先生的願望以及公益理念的初衷，本集團積極遵循「大愛無疆」的公益精神，並將此融入在企業文化中。在教育和扶貧濟困等領域，本集團持續投入，為幫助更多貧困學生走出大山和實現自我價值而努力。

### **Case study : Redsun Properties was named as Valuable Real Estate Listed Company 2018**

On 27 September 2018, the 8th Annual Meeting of the Most Valuable Real Estate Enterprises of China was organized by National Business Daily in Shanghai. More than 200 well-known experts in the industry, mainstream developers, core senior management, investors and other guests participated in this annual meeting to discuss the logic of the regional layout of property enterprises in metropolitan clusters.

During the annual meeting, China Index Research Institute and the National Business Daily issued the 2018 China Urban Value White Papers. The White Papers reveals the market trend and new strategic opportunities for property enterprises in the new era through an in-depth analysis of changes in China’s urban pattern and the value of metropolitan clusters. Redsun Properties was named as Valuable Real Estate Listed Company 2018.

### **案例：弘陽地產榮獲2018年度價值地產上市公司稱號**

2018年9月27日，由《每日經濟新聞》主辦的第八屆中國價值地產年會在上海舉行，200餘名業內知名專家、主流地產商、核心高管以及資本界人士等嘉賓參加了本次年會，共同討論城市群背景下房企區域佈局的邏輯。

在本次年會現場，《每日經濟新聞》攜手中國指數研究院，共同發佈了《2018年中國城市價值白皮書》，通過深度剖析中國城市格局變化及城市群價值，揭示新時代背景下市場趨勢和房企的戰略新機遇，在本次評選中，弘陽地產榮獲2018年度價值地產上市公司稱號。





## 2. SERVICE RESPONSIBILITY

### 2.1 Product quality

The Group strives to provide safe and healthy products to customers. The Group abides by laws and regulations such as the "Product Quality Law of the People's Republic of China" (《中華人民共和國產品質量法》) and the "Law of the People's Republic of China on Urban Real Estate Administration" (《中華人民共和國城市房地產管理法》) and has formulated internal policies such as Management System for Construction Technology, Management System for Construction Assessment, Redsun Properties safe and civilized Construction Standards, and Technical Specifications for Construction. The Group strictly controls product quality in terms of health and safety and exercises stringent control over each stage including design, tendering and purchase, construction, acceptance check and assessment.

#### Case study : Redsun Properties was awarded "Top 100 PRC Real Estate Developers "and "Top 10 Potential Real Estate Developers"

On 21 March 2018, the "Appraisal Results Conference of 2018 Top 500 of China Real Estate Developers" was held by the China Real Estate Association and the China Real Estate Appraisal Centre of Shanghai E-House Real Estate Research Institute in Beijing. Redsun Properties was awarded "2018 Top 500 of China Real Estate Developers", "2018 Top 10 China Real Estate Developers with Best Development Potentials" and "Top 50 of China Commercial Properties Developers with Best Comprehensive Strengths".

## 2. 服務責任

### 2.1 產品質量

本集團致力為客戶提供安全和健康的產品，在遵守《中華人民共和國產品質量法》、《中華人民共和國城市房地產管理法》等法律法規的同時，制定了《工程技術管理制度》、《工程考核管理制度》、《弘陽地產安全文明施工標準》及《建築施工安全技術規範》等內部政策，從設計、招標採購、施工、驗收、評估等各個環節入手，對產品質量尤其是其健康與安全部分進行嚴格的把控。

#### 案例：弘陽地產榮獲「中國房地產100強」及「發展潛力地產10強」

2018年3月21日，由中國房地產業協會和上海易居房地產研究院中國房地產測評中心共同主持的2018中國房地產開發企業500強測評成果發佈會在北京舉行，弘陽地產在本次發佈會上榮獲「2018中國房地產開發企業500強」、「2018中國房地產開發企業發展潛力10強」及「2018中國房地產開發企業商業地產綜合實力50強」。





### 2.1.1 Management of construction safety

To clarify requirements of construction technology management, standardize the process of project technology management and promote the improvement of project management level, the Group has formulated the "Construction Technology Management System". The system stipulates that construction arrangement and design shall be subject to the principle of "To obtain approval before construction commences", and no construction shall be carried out prior to obtaining the approval in respect of the construction arrangement and design (specific construction plan) of any project (segments of projects). Review of construction arrangement and design and specific construction plan includes construction plan, construction technology, overall construction layout, quality assurance measures, construction materials, construction safety assurance measures and labor force plan.

In addition, the Group has also formulated strict requirements for more dangerous segments of projects set out in Management Measures for the Safety of Segments of Construction Projects With Potentially Greater Danger (Jian Zhi [2009] No.87) (《危險性較大的分部分項工程安全管理辦法》(建質[2009]87號)), stipulating that safety technical measures must be strengthened in the construction plan of these segments of projects, to further enhance construction safety coefficient.

### 2.1.1 工程安全管理

為了明確工程技術管理要求，規範項目技術管理流程，促進工程項目管理水平的提升，本集團制定了《工程技術管理制度》。該制度規定施工組織設計需遵循「先審批，後施工」原則，任何單位工程(分部分項工程)的施工組織設計(專項施工方案)未經審批，均不得進行施工。施工組織設計以及專項施工方案審核工作包括施工計劃、施工工藝技術、施工總平面佈置、質量保證措施、工程材料、施工安全保證措施以及勞動力計劃。

此外，針對《危險性較大的分部分項工程安全管理辦法》(建質[2009]87號)規定的危險性較大分部分項工程，本集團亦作出了嚴格要求，規定該部分項目在施工方案中須包含安全技術措施，進一步提高工程安全系數。

Focus of Review of Redsun Properties' arrangement and design of construction work and specific construction plan: :

- Construction plan: To review on whether construction progress plan, materials, equipment and design meet requirements of the project progress;
- Construction technology: To review on whether related technical parameters, construction process, construction methods are in compliance with regulations and meet contractual requirements;
- Overall construction layout: To review on whether the layout meets requirements of the overall planning, whether it has considered onsite construction conditions vis-a-vis each unit;
- Quality assurance measures: To review on whether there are any measures specifically for common quality problems;
- Construction materials: To review on whether materials meet requirements of contracts and regulations and financial budget.
- Construction safety assurance measures: To review on whether organizational protection, technical measures, safety technical measures, contingency plans, monitoring and control meet construction requirements;
- Labor force plan: To review on whether the labor force plan meets construction safety requirements and on the implementation of deploying dedicated personnel for the administration of production safety.

弘陽地產施工組織設計以及專項施工方案審核要點：

- 施工計劃：審核施工進度計劃以及材料設備進場設計是否符合項目進度要求；
- 施工工藝技術：審核相關技術參數、工藝流程、施工方法是否符合規範以及合同要求；
- 施工總平面佈置：審核是否符合總體策劃要求、是否考慮現場施工條件與各單位的配合；
- 質量保證措施：審核對常見的質量通病是否有針對性措施；
- 工程材料：審核材料的選擇是否符合合同以及規範規定要求、是否符合經濟性要求；
- 施工安全保證措施：審核組織保障、技術措施、安全技術措施、應急預案、監測監控是否滿足施工要求；
- 勞動力計劃：審核勞動力進場計劃是否滿足施工安全要求、專職安全生產管理人員落實情況。

### 2.1.2 Management of quality assessment

To further enhance the quality management of the Group and play an independent role in supervision, the Group introduces a third-party assessment mechanism in the quality assessment system, including process assessment and delivery assessment. The process assessment consists of five main dimensions, which are quality inspection, quality risk, civilization in terms of safety, management behavior and progress control. New projects of the Group will undergo a safety civilization assessment after the completion of the construction of the first ceiling in the basement. The project will undergo comprehensive inspection assessment when the main body of the project is more than  $\pm 0.01$  after demolding at least 5 levels. Project department of the Group, the construction unit and the supervision unit will jointly conduct an on-site assessment process and verify the data collected. The third-party evaluation mechanism stipulates that all assessment units shall actively cooperate in the course of the on-site assessment work. If the onsite assessment work cannot be carried out due to the deliberate failure of the assessment units to cooperate, assessment team has the right to suspend the evaluation of the project after reporting to the engineering management department of the Group. The engineering management department will then strictly handle the case and investigate the liability of responsible personnel. Meanwhile, it is stipulated that relevant personnel, such as regional personnel, project personnel, subcontractors and supervisors shall not inquire into the assessment result or request for alternation of assessment result before evaluation summary meeting commences. The Group will, once verified, deal with the responsible personnel seriously.

For the year, the Group's delivery assessment is further divided into bare-shell assessment and fine decoration assessment. For bare-shell assessment, weights of dimensions are: 5% for leakage prevention test, 25% for indoor perception, 15% for quality inspection, 20% for public area, 15% for external facade, 10% for garden and 10% for electrical and mechanical installation. For fine decoration assessment, weights of dimensions are: 5% for leakage prevention test, 30% for indoor perception, 10% for quality inspection, 20% for public area, 15% for external facade, 10% for garden and 10% for electrical and mechanical installation. With the systematic evaluation and conclusion by third parties, the Group further strengthens its management of product quality.

### 2.1.2 質量評估管理

為了進一步提高本集團的質量管理力度，發揮獨立監督的作用，本集團在質量評估體系中引入第三方評估機制，包括過程評估和交付評估。過程評估主要分為5個維度，分別為實測實量、質量風險、安全文明、管理行為以及進度管控。本集團新項目在地下室第一塊頂板施工完成後即參與安全文明評估，當項目主體出 $\pm 0.01$ 以上、拆模完成不少於5層時，開始過程綜合性檢查評估。現場評估過程由本集團項目部、施工單位和監理單位共同見證並確認實測數據。第三方評估機制規定各參評單位應積極配合現場評估工作，如因參評單位故意不配合造成現場評估工作無法進行的，評估組經向本集團工程管理部備案後，有權根據當時情況中止該項目評估，後續將由工程管理部從嚴處理，並追究人員責任；同時規定區域、項目、總分包、監理等相關人員不得在評估總結會召開之前探聽評估成績，或要求在評估總結會之前對評估成績進行篡改。一經核實，本集團將對相關責任人員進行嚴肅處理。

於本年度，本集團交付評估進一步分為毛坯交付評估和精裝交付評估。毛坯交付評估各維度權重主要劃分為防滲漏試驗5%、戶內觀感25%、實測實量15%、公共部位20%、外立面15%、園林10%、機電安裝10%；精裝交付評估各維度權重主要劃分為防滲漏試驗5%、戶內觀感30%、實測實量10%、公共部位20%、外立面15%、園林10%、機電安裝10%，通過第三方系統的評估和總結，進一步加強本集團產品質量的管理。



## 2.2 Customer Service

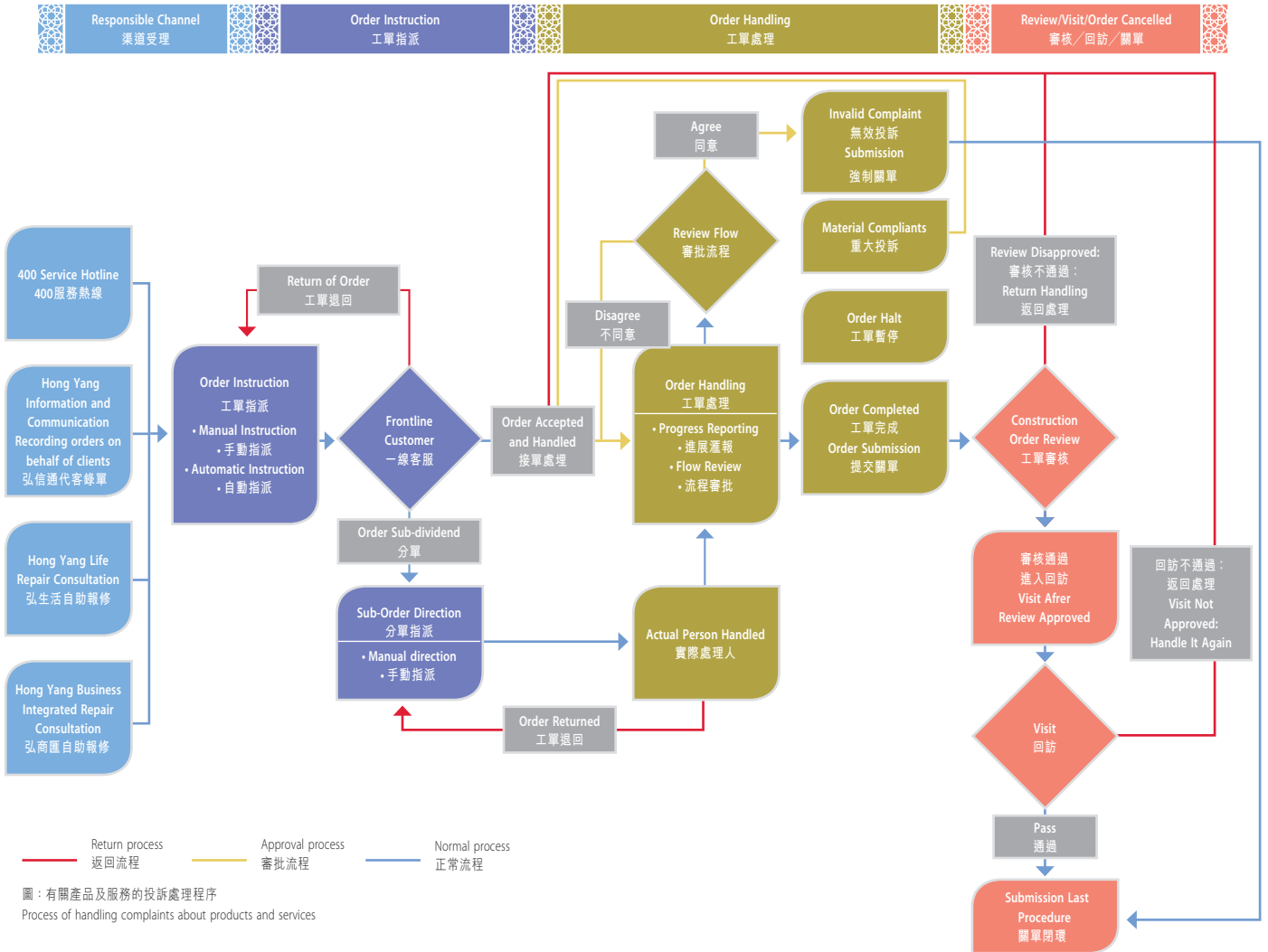
The Group believes that listening to the needs of different customers is essential to the development of the enterprise. In order to continuously enhance competitiveness in the market and customer satisfaction, the Group explores constantly channels of communication with customers. Apart from actively providing customers with information about products and operation of the Group, the Group also formulates requirements regarding methods for dealing with complaints about our products and services. The customers may monitor and feed back on our products and services via channels such as “enquiry hotline 400”, “Hong Yang Information and Communication Recording orders on behalf of clients”, “Hong Yang Life Repair Consultation” and “Hong Yang Business Integrated Repair Consultation”. The Group will assign specific personnel to follow up and handle the case according to the service types and project information. In handling the customers’ feedback and complaints, the Group stipulates that the responsible personnel shall submit solutions prior to seeking approval and report the progress, so as to further raise their awareness of regulatory requirements in terms of handling complaints about products and services.

## 2.2 客戶服務

本集團認為聆聽不同客戶的需求對企業的發展至關重要。為了不斷提升市場競爭力，提升客戶滿意度，本集團持續探索與客戶的溝通渠道，在積極向客戶提供有關本集團產品及運營活動等方面信息的基礎上，亦對客戶關於產品及服務的投訴應對方法做出了具體規定。客戶可通過「400服務熱線」、「弘信通代客錄單」、「弘生活自助保修」以及「弘商匯自助保修」等渠道對本集團產品及服務進行監督和反饋。本集團將會根據服務類型以及項目信息選擇對應的負責人進行跟蹤處理。在客戶意見和投訴處理過程中，本集團規定負責人須於提交審批前列明處理方案，並對處理進展進行匯報，以進一步提高操作人員在處理有關產品及服務投訴過程中的規範意識。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告





In addition, the Group also attaches importance to the confidentiality of customer privacy, and applies it to marketing activities, customer service, customer management, back office supporting system and so on. According to the “Protection of State Secret Law of the People’s Republic of China” (《中華人民共和國保守國家秘密法》), the “Implementation Measures for the Protection of State Secret Law of the People’s Republic of China” (《中華人民共和國保守國家秘密法實施條例》) and related laws and regulations, Hong Yang Group Company prepared “Call Center Management Handbook for Hong Yang Group Company (2018 Version)” and other related policy documents. While actively complying with the requirements formulated by the Hong Yang Group Company, the Group has constantly strengthened daily training and compliance management training for the employees so that they realize impacts of information leakage that might cause on customers, the company and themselves, therefore, forming the concept of protecting customer information.

To ensure data security and confidentiality and to prevent illegal generation, change, disclosure, loss and destruction of system data, the Group implements strict security and confidentiality management over the system data. For example, maintenance, deletion and configuration changes of each kind of software system as well as addition and replacement of each kind of hardware equipment must be approved by supervisors in writing before the above-mentioned action can be carried out. Data sent to each business unit and business department and processed data are required to undergo transfer registration procedure; No one shall copy the data without permission. In terms of system management, the Group also hires system administrators to specifically manage the system data, so as to improve the confidentiality of information.

此外，本集團亦重視客戶隱私的保密工作，並將其落實於營銷活動、客戶服務、客戶管理、後台系統支援等各個方面。根據《中華人民共和國保守國家秘密法》、《中華人民共和國保守國家秘密法實施辦法》等有關法律法規，弘陽集團編製了《弘陽集團呼叫中心管理手冊(2018年版)》等相關制度文件，本集團在積極遵循弘陽集團所作出規定的同時，不斷加強對僱員的日常培訓和合規管理培訓，使其認識到洩露客戶隱私對客戶、企業及個人可能造成的潛在損害，從而自覺樹立保護客戶隱私的觀念。

為了確保數據的安全保密，防止系統數據的非法生成、變更，洩露、丟失及破壞，本集團對系統數據實施嚴格的安全與保密管理，如規定各類軟件系統的維護、增刪、配置的更改，各類硬件設備的添加和更換必須經負責人書面批准後方可進行；針對各業務單位、業務部門送交的數據及處理後的數據均必須履行交接登記手續；任何人不得隨意複製數據。在制度管理的基礎上，本集團亦通過設置系統管理員崗位，進一步對系統數據實行專人管理，提高信息的保密能力。

### 3. ENVIRONMENTAL RESPONSIBILITY

#### 3.1 Construction of green buildings

The “energy-saving construction and green construction development under the 13th Five-Year Plan” (Jian Ke [2017] No. 53) (《建築節能與綠色建築發展「十三五」規劃》(建科[2017]53號)) indicates that promoting energy-saving construction and green construction development is necessary for realization of national revolution strategy for energy generation and usage to speed up ecological and civilized construction and new urbanization. It is also an effective means to promote the reduction of emissions and to combat climate change. To meet requirements of the Ministry of Housing and Urban-Rural Development of the PRC, the Group actively promotes green building ratings and has created green benchmark projects so as to reduce emissions, energy consumption of construction and green gases emission. The Group is committed to minimizing the impact on the environment and natural resources during the entire life cycle of the construction.

### 3. 環境責任

#### 3.1 發展綠色建築

《建築節能與綠色建築發展「十三五」規劃》(建科[2017]53號)表示推進建築節能和綠色建築發展，是落實國家能源生產和消費革命戰略的客觀要求，是加快生態文明建設、走新型城鎮化道路的重要體現，亦是推進節能減排和應對氣候變化的有效手段。為了響應中華人民共和國住房城鄉建設部的要求，踐行節能減排、降低建築能耗與溫室氣體排放，本集團積極推動綠色建築評級、打造綠色標桿項目，致力在建築的全生命週期內，最大限度地減少對環境及天然資源的影響。





**Case study : Green building design project — Huishan Sunrise Joy Court (惠山昕悦棠)**

Huishan Sunrise Joy Court (惠山昕悦棠), a green building design project, is located at Huishan Railway Station District, Qianzhou, Wuxi city. The project was designed with reference to requirements of two-star green building of the Green Building Assessment Standards" (《綠色建築評價標準》) GB50378-2014 and adopted proper green building technologies for energy and water saving purposes such as solar hot water system and rainwater recycling system.

**Main facilities of green building design:**

- I. Sustainable venues
  - Disaster prevention and ecological protection
  - Comprehensive utilization of underground space
- II. Control of physical environment
  - Air environment simulation and design optimization
  - Usage of local plants
- III. Energy-saving envelope
  - Heat insulating envelope (By adopting exterior wall thermal insulation made of foaming cement boards, roof insulation made of extruded polystyrene board (XPS) and windows made of aluminum alloys and hollow glass with louvre for sun shading)
- IV. Energy saving and renewable energy
  - Energy-saving elevators and equipment
  - CO sensor at parking area to automatically switch on/off fan equipment
  - Solar heat water system
- V. Green lighting
  - Energy-efficient lighting
  - Energy-saving control and adjustment
- VI. Water saving and usage of water resources
  - Usage of water-saving tools
  - Usage of rainwater recycling technologies
- VII. Construction materials saving
  - Precast concrete and mortar
  - Usage of high tensile steel bars
- VIII. Indoor environment control
  - Indoor natural light design
  - Indoor background noise control

**案例：惠山昕悦棠綠色建築設計項目**

惠山昕悦棠綠色建築設計項目地處無錫市前洲惠山站區，參照《綠色建築評價標準》GB50378-2014進行設計，以綠色建築二星作為設計目標，合理採用太陽能熱水、雨水回收利用等節能、節水綠色建築技術。

**主要綠色建築設計設施：**

- I. 可持續場址
  - 場地災害防治及生態保護
  - 地下空間綜合利用
- II. 場地物理環境控制
  - 場地風環境模擬與設計優化
  - 本土植物利用
- III. 圍護結構節能
  - 圍護結構保溫隔熱(外牆保溫採用發泡水泥板，屋頂保溫採用擠塑聚苯板(XPS)，外窗採用斷熱鋁合金中空玻璃，內置百葉遮陽一體化)
- IV. 節能與可再生能源
  - 節能電梯與設備
  - 車庫CO濃度探測系統控制風機啟停
  - 太陽能熱水系統
- V. 綠色照明
  - 高效節能燈具
  - 節能控制調節
- VI. 節水與水資源利用
  - 節水器具利用
  - 採用雨水回收技術
- VII. 建築節材
  - 預製混凝土和預製砂漿
  - 採用高強度鋼筋
- VIII. 室內環境控制
  - 室內自然採光設計
  - 室內背景噪聲控制



### 3.2 Use of energy and water resources

For the year, on energy and water resource management, Redsun Properties adhered to the “Comprehensive Work Plan for Energy Conservation and Emission Reduction under the 13th Five-Year Plan Period” (《「十三五」節能減排綜合工作方案》), the “Decision of the State Council on Application of a Scientific Outlook on Development and Strengthening of Environmental Protection” (《關於落實科學發展觀加強環境保護的決定》) issued by the State Council of the PRC and requirements about ecological civilization in the Report of the 19th National Congress of the Communist Party of China. The Group identified the main types of energy consumption of the Group, and thereby formulating management measures regarding use of energy and vehicles to achieve employees’ awareness of the conservation of energy and water resources and their efficient usage.

### 3.2 能源與水資源利用

於本年度，弘陽地產在能源與水資源管理方面響應中華人民共和國國務院《「十三五」節能減排綜合工作方案》、《關於落實科學發展觀加強環境保護的決定》以及「黨的十九大報告」中關於建設生態文明的要求，通過識別本集團主要的能源消耗類別，進而對電力、汽車使用等制定相關的管理措施，提高了員工在能源和水資源方面的節約意識及其利用效率。

Energy-saving Measures :

- To post green messages in relation to "energy saving"
- To control the air-conditioning temperature
- To switch off idle appliances, computers and lightings when not in use or after working hours
- To make good use of renewable energy such as solar energy and geothermal energy according to the local climate and natural resources
- To prefer the use of energy-saving, efficient and environment-friendly equipment recommended by the government and the industry

節約能源的措施：

- 張貼「節約用電」的環保標語
- 控制空調溫度
- 在非使用時或工作時間後，關閉閒置設備、電腦及照明
- 根據當地氣候和自然資源條件，充分利用太陽能、地熱等可再生能源
- 優先使用國家、行業推薦的節能、高效、環保的設備

In addition to adopting management measures, the Group also makes improvement regarding refurbishment and purchase of green equipment. Studies<sup>1</sup> have shown that LED lighting has attained basic technical maturity after several years of development. Compared with the previous three generations of lightings, the LED lighting has shown more advantages and features, such as the high light emitting efficiency of the LED lighting. The theoretical value of luminous efficiency of the LED lighting can reach 250lm/W, which means it is brighter than incandescent lights of the same watts. Meanwhile, the LED lighting contains no hazardous gases such as mercury and xenon, needs no ballast, facilitates waste recycling and reusing, produces no electromagnetic radiation and leads to no environmental pollution, and thus, the Group actively promoted the use of the LED lighting for the year and plans to purchase additional 55 LED lights in the future.

本集團在採取管理措施的基礎上，亦對環保設備的更新和購置作出了改善計劃。據研究表明<sup>1</sup>，LED燈具經過數年的發展，技術基本成熟，相比前三代燈具，呈現出較多優勢和特點，如LED燈具的發光效率高，發光效率理論值可達到250lm/W，相比於白熾燈，LED燈在同樣的瓦數下明亮效果更強，同時，由於LED燈具中不含汞氙等有害氣體，不需要鎮流器，利於廢棄物回收和再利用，且不會產生電磁輻射和對環境造成污染，為此，本集團於本年度積極推行使用LED燈具，並計劃未來再補充購置55具LED燈。

<sup>1</sup> Song Dongling. The Applications and Prospects of LED Lights [J]. Entrepreneurs in China and Abroad, 2011(9X): 123-125.

<sup>1</sup> 宋冬靈. LED燈應用及展望[J].中外企業家, 2011(9X): 123-125.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

Energy consumption <sup>2</sup> 能源消耗量 <sup>2</sup>	2018 2018年	Unit 單位
Total energy consumption 電力消耗總量	2,479,487.62	kWh 千瓦時
Total energy consumption intensity 電力消耗密度	92.06	kWh/m <sup>2</sup> Gross Floor Area (GFA) 千瓦時/平方米建築面積
Total consumption of fuel (automotive petrol) 燃油消耗總量(汽車汽油)	132,872.62	litres 公升
Total consumption intensity of fuel (automotive petrol) 燃油消耗密度(汽車汽油)	2,415.87	litres per car 公升/每輛汽車
Total consumption of fuel (automotive diesel) 燃油消耗總量(汽車柴油)	265	litres 公升
Total consumption intensity of fuel (automotive diesel) 燃油消耗密度(汽車柴油)	265	litres per car 公升/每輛汽車
Total consumption of fuel (automotive ethanol gasoline) 燃油消耗總量(汽車乙醇汽油)	11,006.10	litres 公升
Total consumption intensity of fuel (automotive ethanol gasoline) 燃油消耗密度(汽車乙醇汽油)	2,751.53	litres per car 公升/每輛汽車

Water consumption 水資源消耗量	2018 2018年	Unit 單位
Total water consumption <sup>3</sup> 總耗水量 <sup>3</sup>	113,421.02	tonnes 公噸
Total water consumption intensity 總耗水密度	4.99	tonnes/m <sup>2</sup> GFA 公噸/平方米建築面積

<sup>2</sup> The Group's businesses involve development and sales of properties, investment and operation of commercial properties and hotel business. The Group considers designated office area of each company included in the accounting consolidation of development and sales of properties as a target collected when determining the scope of statistical data, taking into account of the fact that revenue generated from development and sales of properties accounts for more than 90% of the total revenue. However, regional companies in Chongqing and their project companies launched the first year of data collection, records and classification of data are being improved to a further extent. Unless otherwise stated in the scope of statistical data of this section, statistical subject is each company included in the accounting consolidation of development and sales of properties business (excluding regional companies in Chongqing and their project companies).

<sup>3</sup> Since some companies of development and sales of properties business of the Group rent office premises, water charge is included in the property management fee and the property management company has not installed individual meters, hence data is not available. For the year, statistical calibers for water consumption of the Group excluded Wuxi Su Yuan Tan Xi Wan Properties Co. Ltd, Shanghai Rsun Electronic Commerce Co., Ltd and 中山市弘鼎房地產開發有限公司.

<sup>2</sup> 本集團的業務涉及房地產開發與銷售、商業物業投資與經營以及酒店業務，因考慮到房地產開發與銷售業務產生的收入佔同期收入總額90%以上，故本集團在確認數據統計範圍時，均以房地產開發與銷售業務中納入財務並表的各公司固定辦公區為收集目標，但由於重慶區域公司及其項目公司第一年開展數據收集工作，數據的記錄和分類正在進一步完善中，在本章節的數據統計範圍若沒有特殊說明，統計主體均為房地產開發與銷售業務中除重慶區域及其項目公司之外納入財務並表的各公司。

<sup>3</sup> 由於本集團房地產開發與銷售業務中部分公司租用辦公樓，其水費包含在物業費中且物業公司未安裝單獨計量表，故無法統計。於本年度，本集團耗水量的統計口徑另不包括無錫蘇源檀溪灣置業有限公司、上海弘陽電子商務有限公司以及中山市弘鼎房地產開發有限公司。



### 3.3 Emissions and waste management

The Group is concerned about climate change and is proactively responding to campaigns that aim to develop a low-carbon economy and reduce greenhouse gas emissions. Since the Group's greenhouse gas emissions generated from its real estate development business are mainly from the direct emissions generated by vehicles as well as the indirect emissions generated by purchased electricity during the production process, in implementing measures to enhance energy efficiency, the Group calls to action on the transportation choices for employees' commuting and regular maintenance of vehicles, such as encouraging the employees to travel green and take public transportation. Once the users of office vehicles have made a request for vehicle maintenance, the maintenance personnel shall promptly carry out maintenance. Moreover, maintenance of certain vehicles shall be carried out once in every 5,000 km drive to maintain their pristine condition, extend the life of the machines and improve fuel efficiency.

### 3.3 排放與廢棄物管理

本集團關注氣候變化，積極響應發展低碳經濟和減少溫室氣體排放的行動。鑒於本集團在房地產開發業務中產生的溫室氣體排放主要來源於車輛使用所產生的直接排放及外購電力在生產過程中產生的間接排放，本集團在執行關於提高能源效率等措施的同時，進一步在僱員通勤的交通選擇以及定期維修車輛等方面作出號召，如鼓勵員工綠色出行，乘坐公共交通；當辦公車輛使用人員作出報修後，維修人員應即開展維修；對部分車輛實施每5,000公里保養一次，以保持車輛良好車況、延長機件壽命和提高燃油效率等。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 環境、社會及管治報告

Greenhouse gas emission <sup>4</sup> (Scope 1 and Scope 2) 溫室氣體排放 <sup>4</sup> (範圍1和範圍2)	2018 2018年	Unit 單位
Emission from vehicles (Scope 1) 汽車排放 (範圍1)	318.69	Tonne 公噸
Emission from refrigerant (Scope 1) 製冷劑排放 (範圍1)	89.42	Tonne 公噸
Greenhouse gas offset by owned trees <sup>5</sup> (Scope 1) 擁有樹木的溫室氣體抵消量 <sup>5</sup> (範圍1)	0.74	Tonne 公噸
Emission from energy consumption (Scope 2) 電力使用排放 (範圍2)	1,737.52	Tonne 公噸
Intensity of greenhouse gas emission <sup>6</sup> (Scope 2) 溫室氣體排放密度 <sup>6</sup> (範圍2)	0.06	Tonne/m <sup>2</sup> of the GFA 公噸/平方米建築面積
Total greenhouse gas emission 總溫室氣體排放量	2,144.89	Tonne 公噸
Total intensity of greenhouse gas emission 總溫室氣體排放密度	0.23	Tonne/million operating income 公噸/百萬元營業收入

In relation to the discharge of pollutants and wastes, the Group has strictly complied with relevant laws and regulations such as the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), the Law of the People's Republic of China on Prevention and Control of Atmospheric Pollution (《中華人民共和國大氣污染防治法》), the Law of the People's Republic of China on Prevention and Control of Pollution From Environmental Noise (《中華人民共和國環境噪聲污染防治法》), the Law of the People's Republic of China on the Prevention and Control of Environmental Pollution Caused by Solid Wastes (《中華人民共和國固體廢物污染環境防治法》) and the Water Pollution Prevention and Control Law of the People's Republic of China (《中華人民共和國水污染防治法》). Sewage produced in the course of daily operation of the Group is transmitted to local municipal facilities or third parties with sewage treatment licences via public pipelines. For air pollutants produced from the use of vehicles, the Group seeks to reduce the discharge of such pollutants by means of vehicle management and by raising employees' environmental awareness.

在關於污染物及廢棄物排放方面，本集團已嚴格遵守《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國環境噪聲污染防治法》、《中華人民共和國固體廢物污染環境防治法》、《中華人民共和國水污染防治法》等相關法律及規定。針對辦公營運過程中產生的生活污水，本集團通過市政管道輸送至當地市政或持有專業執照的第三方進行集中處置；針對車輛使用產生的空氣污染物，本集團通過車輛管理、提高僱員環保意識等途徑，致力減低污染物的排放。

<sup>4</sup> In this report, greenhouse gas is calculated with reference to Guideline of the Greenhouse Gas Emissions Accounting and Reporting for the Chinese Power Generation Enterprise (Provisional) (《中國發電企業溫室氣體排放核算方法與報告指南(試行)》) issued by the National Development and Reform Commission of the People's Republic of China.

<sup>5</sup> The coefficient of emission reduction by trees is based on the coefficient provided in Reporting Guidance on Environmental KPIs (《環境關鍵績效指標匯報指引》) in Appendix II of How to Prepare an ESG Report (《如何準備環境、社會及管治報告》).

<sup>6</sup> The denominator used to calculate the intensity of greenhouse gas emission (Scope 2) is the office floor area corresponding to the power usage statistics.

<sup>4</sup> 本報告中溫室氣體的計算方法參考自中華人民共和國國家發展和改革委員會發佈的《中國發電企業溫室氣體排放核算方法與報告指南(試行)》。

<sup>5</sup> 樹木的減排系數採用《如何準備環境、社會及管治報告》附錄二之《環境關鍵績效指標匯報指引》中所給出系數。

<sup>6</sup> 計算溫室氣體排放密度(範圍2)所採用的分母為電力使用統計口徑所對應的辦公面積。





Emissions of air pollutant from vehicles <sup>7</sup> 汽車空氣污染物排放 <sup>7</sup>	2018 2018年	Unit 單位
Emission of CO CO排放量	1,396.75	Kg 千克
Emission of NOx NOx排放量	108.79	Kg 千克
Emission of SOx SOx排放量	2.21	Kg 千克
Emission of PM2.5 PM2.5排放量	7.74	Kg 千克
Emission of PM10 PM10排放量	8.37	Kg 千克

The Group places emphasis on waste management. In order to improve the efficiency of materials utilization, reasonably reduce consumption and effectively control the cost, the Group complies with the Materials Management System of Hong Yang Group Co., Ltd (《弘陽集團有限公司物資管理制度》), which requires that distribution of office materials shall be in a minimum number of units each time to ensure work can be done while achieving conservation. The monthly materials procurement data shall be reasonably budgeted according to the materials allocation standards and actual needs of work. Plans for extra procurement are not allowed so as to avoid accretion and waste of materials. Conserved and appropriate use of materials are advocated to extend their life cycles. For hazardous wastes, the Group collects, properly disposes and hands them to third parties for proper disposal according to the Law of the People's Republic of China on the Prevention and Control of Environmental Pollution Caused by Solid Wastes (《中華人民共和國固體廢物污染環境防治法》). For non-hazardous wastes, the Group mainly generates paper waste. In order to effectively reduce the consumption of paper, the Group actively promotes paperless offices.

本集團重視廢棄物的管理。為了提高物資使用效率，合理降低消耗，有效控制成本，本集團遵循《弘陽集團有限公司物資管理制度》，要求每次以最小單位數量配發辦公物資，確保工作需要的同時，履行節約；月度採購物資數據應按照物資配備標準和工作實際需求進行合理預算，不得多計劃多採購，避免造成物資積壓和浪費；提倡愛護、愛惜和正確使用物資，延長使用壽命。針對有害廢棄物，本集團根據《中華人民共和國固體廢物污染環境防治法》對危險廢物污染環境防治的相關規定，將廢棄物分類收集、妥善處置，交予第三方進行妥善處置。針對無害廢棄物，本集團主要產生的類型為紙張，為了有效減少對紙張的消耗，本集團積極推行無紙化辦公。

<sup>7</sup> In this report, air pollutants emitted from vehicles are calculated with reference to Technical Guide for Air Pollutant Emission Inventory for On-road Vehicles (《道路機動車大氣污染物排放清單編制技術指南》) published by the Ministry of Environmental Protection of the People's Republic of China.

<sup>7</sup> 本報告中汽車空氣污染物排放的計算方法參考自原中華人民共和國環境保護部發佈的《道路機動車大氣污染物排放清單編制技術指南》計算得出。



Non-hazardous waste management measures:

- Advocate reasonable use of paper and double-sided printing and copying
- Encourage cutting down the use of disposables
- Advocate the use of emails to exchange information in everyday office as much as possible to achieve paperless offices
- When using carbon paper, put a cardboard underneath to increase its life time
- Optimize the office network system and authorize access and use of information stored in the computer on the office network to reduce distribution of documents and storage appliances

無害廢棄物管理措施：

- 倡導合理用紙，鼓勵打印、複印紙張做到兩面使用
- 倡導少用一次性用品
- 在日常辦公中提倡盡量使用電子郵件傳遞信息，實行無紙化辦公
- 使用複寫紙時，在其下面墊上紙板，增加複寫紙的使用壽命
- 完善網絡辦公系統，盡量通過授權在辦公網絡上查閱和利用電腦儲存資料，減少文件資料發放和存儲設施

Data on the Group's hazardous and non-hazardous waste discharge<sup>8</sup>:

本集團有害及無害廢棄物排放數據<sup>8</sup>：

Major Hazardous Waste 主要有害廢棄物	2018 2018年	Unit 單位
Fluorescent tube 熒光燈管	194	Piece(s) 個
Cartridge 墨盒	615	Piece(s) 個
Equipment maintenance liquid waste 設備維護廢液	71	Liter 公升

<sup>8</sup> Some companies under the Group's real estate development and sales business are refining and optimizing the classification of waste and its records. The scope of data of hazardous and non-hazardous wastes does not include those of Suzhou Hong Yang Real Estate Development Co., Ltd and Shanghai Rsun Electronic Commerce Co., Ltd.

<sup>8</sup> 本集團房地產開發與銷售業務中部分公司正在細化和完善廢棄物的分類及其記錄。有關有害及無害廢棄物的數據範圍統計口徑另不包括蘇州弘陽房地產開發有限公司以及上海弘陽電子商務有限公司。



Major Non-hazardous Waste 主要無害廢棄物	2018 2018年	Unit 單位
Disposal of paper 紙張棄置量	2799.75	Kg 千克
The intensity of discharge of disposed paper 廢棄紙張棄置密度	0.13	Kg/m <sup>2</sup> of GFA 千克/平方米建築面積
Paper recycled 紙張回收量	306.40	Kg 千克
Disposal of plastics 塑料棄置量	386.70	Kg 千克
The intensity of discharge of plastic disposal 廢棄塑料棄置密度	0.02	Kg/m <sup>2</sup> of GFA 千克/平方米建築面積
Plastic recycled 塑料回收量	35.50	Kg 千克
Disposal of aluminum cans 鋁罐棄置量	350.7	Kg 千克
The intensity of discharge of aluminum cans 廢棄鋁罐棄置密度	0.02	Kg/m <sup>2</sup> of GFA 千克/平方米建築面積
Aluminum can recycled 鋁罐回收量	4	Kg 千克

## 4. EMPLOYEES' RESPONSIBILITIES

### 4.1 Safeguarding Employees' Rights and Interests

Strictly abiding by laws and regulations, such as the Labor Law of the People's Republic of China (《中華人民共和國勞動法》), the Labor Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) and the Regulation on the Implementation of the Labor Contract Law of the People's Republic of China (《中華人民共和國勞動合同法實施條例》), the Group respects human rights, prohibits child labor and forced labor and stands against any forms of discrimination. If an employee seriously violates labor discipline or the system of corporate regulations, the Group may terminate the labor contract according to the provisions of Hong Yang Group's Employment Termination Management Measures (《弘陽集團員工離職管理辦法》). By the continuous establishment of internal systems and employees' communication channels as well as proactively safeguarding employees' rights and interests, the Group is committed to creating an inclusive and collaborative work environment with equal treatments and mutual trusts for its employees.

## 4. 僱員責任

### 4.1 保障僱員權益

本集團嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《中華人民共和國勞動合同法實施條例》等法律法規，尊重人權，禁止僱用童工和強制勞工，反對任何形式的歧視，若僱員出現嚴重違反勞動紀律或企業規章制度的情況，本集團可根據《弘陽集團員工離職管理辦法》中的規定對僱員提出解除勞動合同，通過持續構建內部制度和僱員溝通渠道，積極維護僱員權益，致力為僱員創造一個包容、平等、互信、協作的工作環境。

#### 4.1.1 Equal Opportunity and Recruitment

In order to ensure the Group is able to scientifically and rationally select and recruit all sorts of high-calibre talents in a timely and effective manner, according to Hong Yang Group Company's Recruitment Management System (《弘陽集團有限公司招聘管理制度》), the Group adheres to the recruitment values "Strict Control on Recruitment — adhere to the criteria of selecting talents with a one-vote veto on those whose integrity is in doubt", "Sustainable Selection of Talents — not only are the talents qualified at the moment, but also the future" and "Scientific Standards — talent selection with reference to clear and articulate talent selection standards with professional and appropriate tools and methods adopted to follow standardized procedures", in carrying out its recruitment work.

At the Group, employees are respected and enjoy equal opportunities for employment and career development, regardless of their gender, age, nationality and physical disability. During the reporting period, the Group hired a total of 2,618 employees, among whom 1,517 were male and 1,101 were female. Characterized by a mélange of diverse thinking and humanities, the Group's employees come from all parts of the country, which effectively enhances the diversity of the Group in terms of culture and innovative capabilities.

#### 4.1.1 平等機會與招聘

為確保本集團能夠科學合理地選拔、適時有效地招聘各類優秀人才，本集團根據《弘陽集團有限公司招聘管理制度》，秉持「嚴把進人關 — 堅守人才選聘標準，如有誠信操守問題實行一票否決」、「可持續選才 — 人才不僅能夠勝任現在，更能勝任未來」及「科學規範 — 人才引進依據清晰明確的人才選聘標準，採用專業並適配的工具與方法，遵守標準流程」的招聘價值觀開展招聘工作。

在本集團，僱員不論性別、年齡、國籍、身體是否有缺陷等，都能獲得尊重並擁有平等的就業機會和職業發展機會。於本報告期內，本集團共聘用了2,618名僱員，其中男性僱員1,517位，女性僱員1,101位。本集團的僱員來自全國各個地區，凝結了多元思維和人文特點，有效增強了本集團的多元文化和創新能力。

#### The Group 本集團

Gender	性別	Number of Employees 僱員人數	Employees' Ratio 僱員比例
Male	男	1,517	57.94%
Female	女	1,101	42.06%

Employment Type	僱傭類型	Number of Employees 僱員人數	Employees' Ratio 僱員比例
Senior Management	高級管理層	7	0.27%
Middle Management	中級管理層	730	27.88%
General Staff	基層員工	1,881	71.85%



Age	年齡	Number of Employees 僱員人數	Employees' Ratio 僱員比例
Below 30	30歲以下	1,262	48.20%
30-39	30-39歲	1,144	43.70%
40-49	40-49歲	190	7.26%
50 or above	50歲及以上	22	0.84%
Total	合計	2,618	100%

#### 4.1.2 Remuneration and Benefits

The Group keeps endeavoring to set up a remuneration incentive system that is market-competitive while aligning with the Group's characteristics. Hong Yang Group Company's Remuneration Management System (《弘陽集團有限公司薪酬管理制度》) states that employees' remuneration follows the strategies of professionalism, differentiation and unification, competitiveness and fairness, high remuneration and controllability, which constitute a holistic remuneration incentive system comprising fixed wages, cash allowance, short- and medium-term incentives, long-term incentives and benefits.

#### 4.1.2 薪酬待遇及福利

本集團持續努力建立既具有市場競爭力又符合本集團特點的薪酬激勵制度，《弘陽集團有限公司薪酬管理制度》中提出僱員薪酬待遇遵循專業化、差異化與統一化、競爭性與公平性、高薪酬、可控性的策略，以固定工資、現金津貼、中短期激勵、長期激勵和福利構成全面薪酬激勵體系。

##### Professionalism

Based on the given job output value and competency requirement of each position, the Group analyzes the job positions to form an echelon system. Meanwhile, the remuneration levels for external benchmark enterprises are set with reference to corresponding standardized remuneration for each rank and position, so as to drive the employees to achieve personal career development and an increase in remuneration.

##### 專業化

基於崗位被賦予的工作產出價值與勝任能力的要求，對工作崗位進行分析，形成職級職位體系；同時，對標外部標桿企業的薪酬水平，制定相應的各職級崗位標準薪酬，以驅動僱員實現個人職業發展與薪酬增長。

##### Differentiation and unification

Based on the differences in the nature of positions and regional remuneration levels, the Group carries out differential management for middle and general positions by lines and by regions, to further rationalize the increment in salary of cross-regional and cross-line professionals as a return for their work. For the positions of senior and middle-to-senior management, unified national remuneration structure and standards are adopted to support cross-regional talents' mobility.

##### 差異化與統一化

基於崗位性質以及地區薪酬水平差異，針對中層與基層崗位，分條線、分地區進行薪酬差異化管理，以提高薪酬對於跨區域、條線專業人員的勞動回報合理性；高層與中高層崗位採取全國統一的薪酬結構和標準，從而支持區域的人才流動。



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Competitiveness and fairness	Based on the specific needs under the rapid development strategy in the future, the Group adopts a leading remuneration positioning for core talents. The Group first ensures its competitiveness on the market can meet the needs for attracting talents, then enhances its remuneration competitiveness for internal high-potential, high-performance talents, and gradually achieves internal fairness.
競爭性與公平性	基於未來快速發展策略下的特定需求，針對核心人才採取領先的薪酬定位，首先確保外部競爭性滿足吸引人才的需求，然後通過既定時間提升內部高潛質、高績效人才的薪酬競爭力，並逐步實現內部公平性。
High remuneration	The overall remuneration structure offers high basic salary, generous performance-based incentives and basic benefits. Through high basic salary, employees' basic livelihood is enhanced and secured; through structured and generous bonus mechanism, incentives for high-calibre and high-performance employees are enhanced; through basic benefits, the Company's care for its employees is manifested.
高薪酬	薪酬總結構上採取高固定、高浮動、基礎福利的薪酬給付組合。通過高固定薪酬，提高僱員的基本生障水平和安全感；通過結構化、高浮動的獎金機制，提高對高能力、高績效僱員的激勵力度；通過基礎福利，體現企業對僱員的關懷。
Controllability	Based on real estate development company's implementation of remuneration cost, the Group adopts management and control over the total cost of remuneration and benefits, with the aim of achieving a balance between business growth and increment of employees' income by enhancing the controllability of remuneration in the overall operating cost.
可控性	基於房地產開發公司薪酬成本的實踐，針對薪酬福利成本採取總額管控，提高薪酬在整體運營成本的可管程度，以達到企業業成長與僱員收益增長之間的平衡。

Diagram: The remuneration strategies implemented by the Group

圖：本集團貫徹的薪酬策略



In addition, in order to scientifically standardize the number of working hours and improve employees' welfare, while the Group abides by national and local policies on labor, insurance, and welfare such as the Social Insurance Law of the People's Republic of China (《中華人民共和國社會保險法》), it further implements internal policies such as the Transport Subsidy Management System (《交通補貼管理制度》), Hong Yang Group's Management Measures on Expat Staff (Provisional) (《弘陽集團駐外人員管理辦法(暫行)》), Employees' Low-rent Housing Management System (《員工廉租房管理制度》), Employees' Emergency Relief and Subsidy Management System (《員工急難救濟補助管理制度》) and the Attendance Management System (《考勤管理制度》) formulated by Hong Yang Group. Moreover, employees work 40 hours per week and are entitled to sick leave, work injury leave, maternity leave, marriage and funeral leave and paid annual leave. Resolutely against forced labor, the Group discourages employees to work overtime in general. If overtime work is inevitable, employees are required to make a request in advance or fill in the "Overtime Work Application Form". The Group will compensate the employees according to the Regulations on Managing Employees' Overtime Work (《員工加班管理規定》).

#### 4.2 Caring for Employees' Health

The Group cares for employees' health and safety and abides strictly by relevant laws and regulations such as the Law of the People's Republic of China on the Prevention and Treatment of Occupational Diseases (《中華人民共和國職業病防治法》), Regulations on Prevention and Control of Occupational Diseases of Jiangsu Province (《江蘇省職業病防治條例》) and Regulations of Jiangsu Province on Work Safety (《江蘇省安全生產條例》). In Redsun Safety Civilization Construction Standards (《弘陽地產安全文明施工標準》), the Group has codified a safety production accountability, which requires regular safety education and training on projects and formulation of fire measures with fire extinguishing measures, to further enhance employees' safety awareness. Meanwhile, through organizing events such as body check-ups, birthday parties, family days and running campaigns for employees, the Group enriches their working life while promoting their physical and mental health.

此外，為了科學地規範工作時數，提高員工福利水平，本集團在遵守《中華人民共和國社會保險法》等國家及地方有關勞動、保險、福利等政策規定的基礎上，進一步落實弘陽集團制定的《交通補貼管理制度》、《弘陽集團駐外人員管理辦法(暫行)》、《員工廉租房管理制度》、《員工急難救濟補助管理制度》及《考勤管理制度》等內部政策，實行每週40小時工作制，並規定僱員享有病假、工傷假、產假、婚喪假、以及帶薪年假等假別。本集團堅決反對強制勞動，原則上不提倡僱員加班，如確因工作需要加班，僱員須提前申請或填寫《加班申請單》，本集團將按照《員工加班管理規定》給予僱員相關補償。

#### 4.2 關心僱員健康

本集團重視僱員的健康與安全，積極遵守《中華人民共和國職業病防治法》、《江蘇省職業病防治條例》、《江蘇省安全生產條例》等有關法律法規。在《弘陽地產安全文明施工標準》中，本集團落實了安全生產責任制，要求項目定期開展安全教育、安全培訓，制定消防措施及配備滅火措施，以進一步提高僱員安全意識；同時，本集團亦通過舉辦僱員體檢、生日會、家庭日、跑步等活動，豐富僱員業務生活，促進僱員的身心健康發展。



Corporate Cultural Events

企業文化活動



Redsun's employees joining staff birthday party  
弘陽地產僱員參與員工生日會

4.3 Promoting Employees' Development

The Group is committed to providing an ideal career development platform for its employees and has invested abundant resources to continuously enhance their competitiveness. This year, based on the Group's training needs of different employee types such as the core staff, high-calibre and high-performance talents and new recruits, Redsun formulated specific training programmes and clear career development schemes. By inviting internal and external trainers to carry out professional trainings, the Group ensures its employees are continuously equipped with requisite skills and acquire the know-how and abilities of relevant work scopes.

4.3 促進僱員成長

本集團致力為員工提供理想的事業發展平台，並已投入了充足資源以持續提升競爭力。於本年度，弘陽地產根據本集團核心骨幹、雙高人才、新進人員等不同類型僱員的培訓需求，編製了針對性的培訓計劃和清晰的職業發展規劃，通過邀請內外部培訓師開展專業培訓，確保僱員持續具備所需技能和掌握相關工作範圍的知識及能力。





Redsun's Training Programmes Offered Employees during the Year:

弘陽地產於本年度編制的僱員培訓計劃：

Training Department 培訓部門	Training Project/ Theme/Content 培訓項目/ 主題/內容	Participant/Scope of Training 參訓人群/ 範圍	Training Category 培訓類別	Training Type 培訓分類
Engineering Management Department 工程管理部	Engineering intermediate-level learning project 工程中層學習項目	Core staff of lines 條線核心骨幹	Talent Development 人才發展類	Internal training 內訓
Cost Management Department 成本管理部	Cost intermediate-level learning project 成本中層學習項目	Core staff of lines 條線核心骨幹	Talent Development 人才發展類	Internal training 內訓
Operational Management Department 運營管理部	Operational middle- to high-level enhancement workshop 運營中高層提升工作坊	Middle- to senior-management of lines 條線中高層人員	Performance enhancement 經營績效提升	Internal training 內訓
Design and R&D Department 設計研發部	Standardized full decoration promotion project 全裝修標準化推進項目	Key personnel of lines 條線關鍵人員	Performance enhancement 經營績效提升	Internal training 內訓
Marketing Management Department 營銷管理部	Marketing manager competency enhancement workshop 營銷經理能力提升工作坊	Person in charge of marketing sites 營銷案場負責人	Performance enhancement 經營績效提升	Internal training 內訓
Design and R&D Department 設計研發部	Professional learning 專業學習	High-calibre and high-performance talents 雙高人才	Enhancement of professional capability 專業能力提升	External training 外出培訓
Marketing Management Department 營銷管理部	Professional learning 專業學習	High-calibre and high-performance talents 雙高人才	Enhancement of professional capability 專業能力提升	External training 外出培訓

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Training Department 培訓部門	Training Project/ Theme/Content 培訓項目/ 主題/內容	Participant/Scope of Training 參訓人群/ 範圍	Training Category 培訓類別	Training Type 培訓分類
Cost Management Department 成本管理部	Professional learning 專業學習	High-calibre and high-performance talents 雙高人才	Enhancement of professional capability 專業能力提升	External training 外出培訓
Tender and Procurement Department 招標採購部	Professional learning 專業學習	High-calibre and high-performance talents 雙高人才	Enhancement of professional capability 專業能力提升	External training 外出培訓
Engineering Management Department 工程管理部	Professional learning 專業學習	High-calibre and high-performance talents 雙高人才	Enhancement of professional capability 專業能力提升	External training 外出培訓
Operational Management Department 運營管理部	Professional learning 專業學習	High-calibre and high-performance talents 雙高人才	Enhancement of professional capability 專業能力提升	External training 外出培訓
Customer Relations Department 客戶關係部	Professional learning 專業學習	High-calibre and high-performance talents 雙高人才	Enhancement of professional capability 專業能力提升	External training 外出培訓
Financial Management Department 財務管理部	Professional learning 專業學習	High-calibre and high-performance talents 雙高人才	Enhancement of professional capability 專業能力提升	External training 外出培訓
Human Administration Department 人力行政部	Professional learning 專業學習	High-calibre and high-performance talents 雙高人才	Enhancement of professional capability 專業能力提升	External training 外出培訓
Legal Department 法務部	Professional learning 專業學習	High-calibre and high-performance talents 雙高人才	Enhancement of professional capability 專業能力提升	External training 外出培訓
Human Administration Department 人力行政部	Training for new recruits 新員工培訓	New recruits 新進人員	Specific projects for new recruits 新員工專項	Taught by internal trainers 內部培訓師授課



Training Department 培訓部門	Training Project/ Theme/Content 培訓項目/ 主題/內容	Participant/Scope of Training 參訓人群/ 範圍	Training Category 培訓類別	Training Type 培訓分類
Human Administration Department 人力行政部	Internal trainer certificate 內部培訓師認證	Middle- to senior- management and some professional directors of each professional line 各專業條線中高 管、部分專業總監	Performance enhancement 經營績效提升	Internal training by external lecturers 外聘講師內部 培訓
Human Administration Department 人力行政部	Professional Trainer Training (TTT Training) 職業培訓師培訓 (TTT培訓)	High-calibre and high-performance talents 雙高人才	Performance enhancement 經營績效提升	Internal training by external lecturers 外聘講師內部培 訓
Human Administration Department 人力行政部	Development project 拓展項目	All members of the Group 本集團全員	Performance enhancement 經營績效提升	Others 其他

**Case study : Hong Yang Lecture (弘研社大學堂) held by Redsun**

In order to enhance the professional know-how and skills of the Group's management as well as their management capabilities, with the requirements of "standardized management, standardized job outcomes and standardized products", the Group has organized training programmes every Friday since November 16, 2018. Lecturers include primarily each professional Head of the Design and R&D department of the Group and the Head of Design of the urban company while relevant leaders of different lines and external experts are occasionally invited based on actual needs to make further authoritative interpretation, with the aim of further enhancing products' quality and boosting the Company's prosperous development.

**案例：弘陽地產舉辦弘研社大學堂**

為了提高本集團管理者的專業知識與技能，提升管理能力，本集團自2018年11月16日起，每週五圍繞「管理動作標準化、工作成果標準化、產品標準化」的要求開設培訓課程，授課導師以本集團設計研發部各專業負責人、城市公司設計負責人為主，同時結合實際情況邀請相關條線領導和外部專家作出進一步權威解讀，以期進一步提升產品品質，助力企業蓬勃發展。



**5. COMMUNITY RESPONSIBILITIES**

With the corporate social responsibility notion "Sending Care and Love, Growing hand in hand", the Group proactively implements regulations and ideals related to voluntary services such as the legal policy "Voluntary Service Regulations (Order No. 685)" (《志願服務條例》(國令第685號)). By upholding the principles of volunteerism, gratuitousness, equal, integrity and lawfulness, the Group embarks on charitable and voluntary campaigns and is committed to contributing to social harmony.

**5. 社區責任**

本集團以「傳遞關愛、分享成長」為企業社會責任理念，積極貫徹《志願服務條例》(國令第685號)等法令條例中關於志願服務的規定和理念，遵循自願、無償、平等、誠信、合法的原則開展公益和志願者活動，致力為社會和諧作出貢獻。

In hopes of integrating charitable work with corporate culture, Hong Yang Group puts forward the concept of “Geek”, with the aim of infiltrating the products’ outline, materials and aspects such as the creation of human environment and charitable work with the notion of “never stop if imperfect”. This year, by actively taking part in the Geeks’ Walk campaigns organized by Hong Yang Group, the Group’s employees responded to the call “For every 10,000 steps, Hong Yang Foundation will donate RMB1 for charitable work”, demonstrating their care for the society and helping students nationwide.

為了將公益與企業文化相融合，弘陽集團提出「極客Geek」概念，希望以「不完美、不止步」的理念滲透到產品的景觀、用材、人文環境營造、公益等各個方面。於本年度，本集團僱員通過積極參與弘陽集團組織的極客行活動，響應「每行走10000步，弘陽基金會將會捐贈1元人民幣用於公益事業」的號召，從行動上溫暖社會，助力廣大莘莘學子。

### The Development Milestone of Hong Yang Geeks’ Walk :

#### 弘陽極客行的發展歷程：

2014

In the first Hong Yang Geeks’ Walk campaign, thousands of geeks from Nanjing, Suzhou, Changzhou, Wuxi, Nantong and Changshu spread the walking culture of “daring to fight, daring to rise up to challenges” to employees, property owners, the media, partners and sports lovers by participating in a 24-hour relay walk race.

2014年

在第一季弘陽極客行活動中，來自南京、蘇州、常州、無錫、南通、常熟六城的千名極客通過24小時接力行走，向僱員、業主、媒體、夥伴、運動愛好者傳遞勇於拼搏，敢於挑戰的徒步文化。



2015

The Geeks’ Walk campaign has gradually become one of the most influential cultural branding activities of Hong Yang Group. In 2015, participants of the second Geeks’ Walk extended to cover the families of property owners, creating a walking aura of “walking for health, walking for bliss”.

2015年

極客行活動逐漸成為弘陽集團最有影響力的文化品牌活動之一。在2015年第二季極客酷彩行中，參與人群開始向業主家庭延伸，形成「為健康行走，為快樂行走」的徒步氛圍。

2016

The third Geeks' Walk grasped the opportunity brought by the 20th anniversary of Hong Yang Group and the launch of the "New Five-year Strategy" with the charitable campaign "Sunflower Project" and Long-distance Expedition. Mr. Zeng Huansha, the Chairman of Hong Yang Group, led the core senior management team, property owners, merchants and the media in walking for 32 km. Relays of geeks around the country sent their love in the form of every 10,000 steps = RMB1.

In the walking campaign, Hong Yang Group together with Amity Foundation, contributed a total of RMB1.4 million to rebuild Hope Primary School in Gui Shuang Village in Li Ping county, Guizhou. Meanwhile, senior management and employees of Hong Yang Group also formed the "1+1 Alleviating Poverty Supporting Pairs" with 115 children in the villages, attaching more responsibilities and duties to Geeks' Spirit.

2016年

第三季弘陽極客行以弘陽集團20週年暨「新五年戰略」開局為契機，舉辦重走長徵路暨「向日葵計劃」公益行活動，弘陽集團董事長曾煥沙先生帶領核心高管團隊、業主商戶、媒體徒步32公里，各地極客為愛接力，以每10,000步=1元人民幣形式奉獻愛心。

在本次行走活動中，弘陽集團攜手愛德基金會，累計出資140萬，幫助貴州黎平縣歸雙村重建希望小學；同時弘陽集團的高管和員工亦與村裡115名孩子形成「1+1結對幫扶」，為極客精神賦予了更多的責任和擔當。





May 2018

On May 28, 2018, Hong Yang Group put forward the charitable strategy “Ten School in Ten Provinces, Hundred Books for Hundred Villages”. The Group will invest RMB200 million in the field of teaching assistance in the next ten years to alleviate poverty through targeted measures. “Hong Yang Charitable Fund” was also set up to help children get out of the mountainous regions and actualize their self-worth with the power of knowledge.

2018年5月

2018年5月28日，弘陽集團提出「十省十校百村百圖」的公益戰略，計劃未來十年，將投入兩億元人民幣在助學支教領域開展精準扶貧，成立「弘陽公益基金」，以知識的力量幫助孩子們走出大山，實現自我價值。



September 2018

In this year’s “Geeks’ Expeditionary Campaign”, Hong Yang’s expeditionary team consisting of more than 140 senior management faced up to the diverse landscapes such as the Danxia landform of Zhangye, canyons, grasslands, Gobi and beaches and completed 80 km walking challenge in three days. Meanwhile, together with the media, property owners, merchants and charitable volunteers, the Group visited three primary schools in Sunan Yugur Autonomous County, Gansu, to assist local education bureau to preserve schools by establishing traditional Yugur characteristics, helping to preserve intangible cultural heritage.

2018年9月

在本年度「極客遠徵行動」中，由140餘名高管組成的弘陽極客遠徵軍直面張掖丹霞、峽谷、草原、戈壁、沙灘等多樣化地貌，完成了三天80公里徒步挑戰；同時攜手媒體、業主、商戶、公益志願者走進甘肅張掖肅南裕固族自治縣的3所小學，協助當地教育局建立裕固族傳承特色保護學校，助力非物質文化遺產的保護。





APPENDIX 1 : CONTENT INDEX OF THE  
“ENVIRONMENTAL, SOCIAL AND GOVERNANCE  
REPORTING GUIDE”

附錄1：《環境、社會及管治報告指引》內容  
索引

Aspect 層面	KPIs 指標	Content 指標內容	Disclosure 披露情況	Reporting Section 所在報告章節
<b>Environment</b>				
<b>環境</b>				
A1: Emissions	General disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to exhaust and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	•	Environmental Responsibility
A1：排放物	一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	•	環境責任
	A1.1	Types of emissions and respective emissions data. 排放物種類及相關排放資料	•	Environmental Responsibility 環境責任
	A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）	•	Use of Energy and Water Resources 能源與水資源利用
	A1.3	Total hazardous waste generated (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）	•	Emissions and Waste Management 排放與廢棄物管理
	A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）	•	Emissions and Waste Management 排放與廢棄物管理



Aspect 層面	KPIs 指標	Content 指標內容	Disclosure 披露情況	Reporting Section 所在報告章節
	A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果	•	Environmental Responsibility 環境責任
	A1.6	Description of how hazardous and nonhazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	•	Emissions and Waste Management 排放與廢棄物管理
A2: Use of Resources A2：資源使用	General disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源（包括能源、水及其他原材料）的政策	•	Use of Energy and Water Resources 能源與水資源利用
	A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in'000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源（如電、氣或油）總耗量（以千個千瓦時計算）及密度（如以每產量單位、每項設施計算）	•	Use of Energy and Water Resources 能源與水資源利用
	A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度（如以每產量單位、每項設施計算）	•	Use of Energy and Water Resources 能源與水資源利用
	A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果	•	Use of Energy and Water Resources 能源與水資源利用

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Aspect 層面	KPIs 指標	Content 指標內容	Disclosure 披露情況	Reporting Section 所在報告章節
	A2.4	<p>Description of whether there is any issue in sourcing water that is fit for the purpose, water use efficiency initiatives and results achieved.</p> <p>描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果</p>	<ul style="list-style-type: none"> <li>•</li> <li>•</li> </ul>	<p>Water is primarily sourced from public water plant, did not encounter any issues in sourcing water that was fit for purpose</p> <p>Use of Energy and Water Resources</p> <p>用水主要來自市政水廠，無求取適用水源問題</p> <p>能源與水資源利用</p>
	A2.5	<p>Total packaging materials used for finished products (in tonnes) and, if applicable, with reference to per unit produced.</p> <p>製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量</p>	<p>Not applicable for primary businesses</p> <p>主要業務不適用</p>	
A3: Environment and natural resources	General disclosure	<p>Policies on minimizing the issuers' significant impact on the environment and natural resources.</p> <p>減低發行人對環境及天然資源造成重大影響的政策</p>	<ul style="list-style-type: none"> <li>•</li> <li>•</li> </ul>	<p>Construction of green buildings</p> <p>發展綠色建築</p>
A3: 環境及天然資源	一般披露	<p>Description of significant impacts of activities on the environment and natural resources and the actions taken to manage them.</p> <p>描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動</p>	<ul style="list-style-type: none"> <li>•</li> <li>•</li> </ul>	<p>Construction of green buildings</p> <p>發展綠色建築</p>



Aspect 層面	KPIs 指標	Content 指標內容	Disclosure 披露情況	Reporting Section 所在報告章節
<b>Social</b>				
<b>社會</b>				
B1: Employment	General disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to remuneration and dismissal, recruitment and promotion, working hours, leaves, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	•	Safeguarding Employees' Rights and Interests
B1 : 僱傭	一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	•	保障僱員權益
B2: Health and Saety	General disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	•	Caring for Employees' Health
B2 : 健康与安全	一般披露	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	•	關心僱員健康
B3: Development and Training	General disclosure	Policies on improving employees' knowledge and skills for discharging job duties. Description of training programmes.	•	Promoting Employees' Development
B3 : 發展及培訓	一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動	•	促進僱員成長

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Aspect 層面	KPIs 指標	Content 指標內容	Disclosure 披露情況	Reporting Section 所在報告章節
B4: Labor Standards	General disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child or forced labour.	•	Safeguarding Employees' Rights and Interests
B4：勞工準則	一般披露	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	•	保障僱員權益
B5: Supply Chain Management	General disclosure	Policies on managing environmental and social risks of the supply chain.	•	Regulating Purchase
B5：供應鏈管理	一般披露	管理供應鏈的環境及社會風險政策	•	規範採購
B6: Product Responsibilities	General disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters regarding products and services provided and methods of redress.	•	Compliance in Promotion Service Responsibility
B6：產品責任	一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	•	合規宣傳服務責任



Aspect 層面	KPIs 指標	Content 指標內容	Disclosure 披露情況	Reporting Section 所在報告章節
B7: Anti-corruption	General disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	•	Anti-corruption
B7：反貪污	一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	•	反腐倡廉
B8: Community Investment	General disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	•	Community Responsibilities
B8：社區投資	一般披露	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策	•	社區責任

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



To the shareholders of Redsun Properties Group Limited  
(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of Redsun Properties Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 191 to 407, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, 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 (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAAs") issued by the Hong Kong Institute of Certified Public Accountants ("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.

致弘陽地產集團有限公司股東  
(於開曼群島註冊成立之有限公司)

### 意見

我們已審核列載於第191頁至第407頁的弘陽地產集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於2018年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而中肯地反映了貴集團於2018年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

### 意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的香港審核準則(「香港審核準則」)進行審核。我們在該等準則下承擔的責任已在本報告核數師就審核綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。



## 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

### Key Audit Matters

#### 關鍵審核事項

##### *Valuation of investment properties*

The Group owns investment properties in Mainland China which are measured at fair value and their aggregate carrying amounts were approximately RMB9,397,000,000 as at 31 December 2018, which represented approximately 13.8% of the Group's total assets. The Group engaged an external valuer to perform the valuations of these properties as at 31 December 2018.

貴集團在中國內地擁有多項按公允價值計量的投資物業，該等物業於2018年12月31日的賬面總值約為人民幣9,397,000,000元，分別佔貴集團總資產約13.8%。貴集團已聘請外部估值師對該等物業於2018年12月31日的價值進行估值。

Significant judgement is required to determine the fair values of the investment properties, which reflected market conditions as at the end of the reporting period. The use of different valuation techniques and assumptions could produce significantly different estimates of fair values.

在釐定投資物業的公允價值時需要作出重大判斷，該等公允價值反映報告期末的市況。採用不同的估值技術及假設可能導致公允價值出現重大差異。

The accounting policies and disclosures for the investment properties are included in notes 2.4, 3 and 14 to the consolidated financial statements.

有關投資物業的會計政策及披露載於綜合財務報表附註2.4、3及14。

## 關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期間綜合財務報表的審核最為重要的事項。這些事項是在對綜合財務報表整體進行審核並形成意見的背景下進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審核中是如何應對的描述也以此為背景。

我們已經履行了本報告核數師就審核綜合財務報表承擔的責任部分闡述的責任，包括與這些關鍵審核事項相關的責任。相應地，我們的審核工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審核程序。我們執行審核程序的結果，包括應對下述關鍵審核事項所執行的程序，為綜合財務報表整體發表審核意見提供了基礎。

### How our audit addressed the key audit matters

#### 我們審核時如何處理關鍵審核事項

##### *投資物業之估值*

We evaluated the competency, independence and objectivity of the external valuer. We understood the valuation approach and key assumptions used by the external valuer.

吾等已評估外部估值師的能力、獨立性及客觀性。吾等瞭解外部估值師所使用的估值方法及主要假設。

Furthermore, we assessed the correctness of the property related data used as inputs for the valuations and involved our internal valuation experts to assist us in evaluating the valuation methodology and the underlying assumptions. We evaluated the source data used in the valuation by benchmarking them to relevant market information on a sample basis.

此外，吾等已評估用作估值輸入數據的物業相關數據的正確性，並委聘內部估值專家協助吾等評估估值方法及相關假設。吾等按抽樣基準將相關數據與相關市場資料進行比對，以評估估值過程中使用的源數據。

In addition, we evaluated the adequacy of disclosures on the valuation of investment properties.

此外，吾等已評估對投資物業估值所作披露的充分性。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### Key Audit Matters

##### 關鍵審核事項

##### *Provision for land appreciation tax*

The Group is a comprehensive property developer in Mainland China focusing on the development of residential properties and the development, operation and management of commercial and mixed-use properties. Land appreciation tax ("LAT") in Mainland China is one of the main components of the Group's taxation charge. LAT is levied on the sale of properties at progressive rates ranging from 30% to 60% based on the appreciation of land value. At the end of each reporting period, the Group estimates the provision for land appreciation tax based on its understanding and interpretation of the relevant tax rules and regulations, and the estimated total sales of properties less total deductible expenditure, which includes prepaid land lease payments, property development costs and borrowing costs. When the LAT is subsequently determined, the actual payments may be different from the estimates.

貴集團為一家中國內地的綜合性房地產開發商，專注於開發住宅物業，以及開發、運營及管理商業及綜合用途物業。中國內地的土地增值稅（「土地增值稅」）為貴集團稅項支出的主要組成部分之一。物業銷售的土地增值稅乃按照30%至60%的累進稅率對土地增值額徵收。於各報告期末，貴集團管理層會根據其對相關稅務規則及法規的理解及詮釋對土地增值稅撥備及估計物業銷售總額減可扣減開支總額（包括土地使用權租賃開支、物業開發成本、借款成本及開發支出）作出估計。在隨後確定土地增值稅時，實際付款金額可能與估計值有所不同。

The accounting policies and disclosures for the provision for land appreciation tax are included in notes 3 and 10 to the consolidated financial statements.

有關土地增值稅撥備的會計政策及披露載於綜合財務報表附註3及10。

#### OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises 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.

#### How our audit addressed the key audit matters

##### 我們審核時如何處理關鍵審核事項

##### *土地增值稅撥備*

We involved internal tax specialists to assist us to perform a review on the LAT position, including the review of the estimates and assumptions used by the Group and the evaluation of tax exposure based on communications received from the relevant tax authorities and applying our local knowledge and experience. We also recalculated the tax computation and compared our calculations with the amounts recorded by the Group.

吾等已委聘內部稅務專家協助吾等對土地增值稅狀況進行審查，包括審查貴集團使用的估計及假設，以及根據相關稅務部門發出的通訊資料及應用本地知識及經驗評估稅務風險。吾等亦已重新計算稅項計算結果，並將吾等的計算結果與貴集團錄得的金額進行比較。

#### 載於年報的其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於年報的資料，不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

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

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company 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 and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若吾等基於已進行的工作認為其他資料出現重大錯誤陳述，吾等須報告有關事實。就此，吾等毋須作出報告。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定，編製真實而公平地反映情況的綜合財務報表，並進行董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非貴公司董事擬將貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

審核委員會協助貴公司董事履行彼等監督貴集團財務報告程序的責任。



## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### 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. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, 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 directors.

### 核數師就審核綜合財務報表須承擔的責任

吾等的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。本報告的編製，僅向全體股東報告，除此以外不可作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。

合理確定屬高層次的核證，惟根據香港審核準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審核準則進行審核的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。



- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日期止所取得的審核憑證而作出。然而，未來事項或情況可能導致貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以便對綜合財務報表發表意見。吾等負責集團審核的方向、監督及執行。吾等就審核意見承擔全部責任。

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 to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

吾等與審核委員會就（其中包括）審核的計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括吾等在審核過程中識別的內部監控的任何重大缺失。

吾等亦向審核委員會作出聲明，指出吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及相關防範措施（如適用）。



## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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 Lawrence K.W. Lau.

從與審核委員會溝通的事項中，吾等確定對本期間綜合財務報表的審核至關重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中溝通該事項。

出具本獨立核數師報告的審核項目合夥人為劉國華 (Lawrence K.W. Lau)。

#### **Ernst & Young**

*Certified Public Accountants*

Hong Kong

21 March 2019

#### **安永會計師事務所**

執業會計師

香港

2019年3月21日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

Year ended 31 December 2018  
截至2018年12月31日止年度

		Notes	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
		附註		
<b>REVENUE</b>	收入	5	<b>9,238,741</b>	6,139,672
Cost of sales	銷售成本		<b>(6,351,656)</b>	(3,648,023)
<b>Gross profit</b>	毛利		<b>2,887,085</b>	2,491,649
Other income and gains	其他收入及收益	5	<b>235,973</b>	282,946
Selling and distribution expenses	銷售及分銷開支		<b>(341,771)</b>	(240,256)
Administrative expenses	行政開支		<b>(686,271)</b>	(305,204)
Other expenses	其他開支		<b>(48,159)</b>	(17,478)
Fair value gains/(losses) on investment properties	投資物業的公允價值收益/ (虧損)	14	<b>260,803</b>	(287,414)
Finance costs	融資成本	7	<b>(499,297)</b>	(441,537)
Share of profits and losses of:	應佔以下單位利潤/虧損：			
Joint ventures	合資企業		<b>387,008</b>	486,563
Associates	聯營公司		<b>(19,993)</b>	(68,485)
<b>PROFIT BEFORE TAX</b>	稅前利潤	6	<b>2,175,378</b>	1,900,784
Income tax expense	所得稅開支	10	<b>(852,253)</b>	(705,301)
<b>PROFIT FOR THE YEAR</b>	年內利潤		<b>1,323,125</b>	1,195,483
Attributable to:	以下各方應佔：			
Owners of the parent	母公司擁有人		<b>1,412,264</b>	1,220,728
Non-controlling interests	非控股權益		<b>(89,139)</b>	(25,245)
			<b>1,323,125</b>	1,195,483
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	母公司普通權益持有人應佔 每股盈利			
Basic	基本	12	<b>RMB0.66</b> 人民幣0.66元	Not applicable 不適用
Diluted	攤薄	12	<b>RMB0.66</b> 人民幣0.66元	Not applicable 不適用



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

Year ended 31 December 2018

截至2018年12月31日止年度

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
<b>PROFIT FOR THE YEAR</b>	<b>年內利潤</b>	<b>1,323,125</b>	1,195,483
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	<b>年內其他全面收益， 扣除稅項</b>	-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	<b>年內全面收益總額， 扣除稅項</b>	<b>1,323,125</b>	1,195,483
Attributable to:	以下各方應佔：		
Owners of the parent	母公司擁有人	<b>1,412,264</b>	1,220,728
Non-controlling interests	非控股權益	<b>(89,139)</b>	(25,245)
		<b>1,323,125</b>	1,195,483

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 December 2018

2018年12月31日

		Notes	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
		附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	988,556	746,991
Investment properties	投資物業	14	9,397,000	8,722,859
Prepaid land lease payments	預付土地租賃款項	15	28,903	29,696
Other Intangible assets	其他無形資產	16	11,998	14,224
Investments in joint ventures	於合資企業的投資	17	1,026,466	639,458
Investments in associates	於聯營公司的投資	18	1,712,839	805,871
Deferred tax assets	遞延稅項資產	19	443,060	185,813
Other long-term assets	其他長期資產		-	14,800
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>13,608,822</b>	11,159,712
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	20	1,130,607	-
Available-for-sale investments	可供出售投資	21	-	2,006,659
Properties under development	開發中物業	22	29,702,386	16,957,888
Completed properties held for sale	持作出售的已完工物業	23	1,162,901	1,842,510
Trade receivables	貿易應收款項	24	23,728	1,514
Due from related companies	應收關聯公司款項	43	6,949,865	2,321,358
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	25	2,576,011	2,546,849
Contract assets	合同資產	26	67,851	-
Tax recoverable	可收回稅項		239,800	244,358
Other current assets	其他流動資產		-	32,027
Inventories	存貨		4,054	1,594
Restricted cash	受限制現金	27	2,644,723	741,573
Pledged deposits	已質押存款	27	3,578,720	991,238
Cash and cash equivalents	現金及現金等價物	27	6,232,596	2,478,063
<b>Total current assets</b>	<b>流動資產總值</b>		<b>54,313,242</b>	30,165,631

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 December 2018

2018年12月31日

		Notes 附註	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and bills payables	貿易應付款項及應付票據	28	2,885,646	2,080,717
Other payables and accruals	其他應付款項及應計費用	29	3,752,834	3,127,388
Advances from customers	預收客戶款項	30	–	10,290,051
Contract liabilities	合約負債	31	16,639,157	–
Due to related companies	應付關聯方款項	43	4,941,489	2,835,539
Interest-bearing bank and other borrowings	計息銀行及其他借款	32	8,233,697	4,636,517
Senior notes	優先票據	33	2,592,868	–
Tax payable	應繳稅項	10	1,603,664	981,573
Other current liabilities	其他流動負債		–	1,614
Total current liabilities	流動負債總額		40,649,355	23,953,399
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		13,663,887	6,212,232
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		27,272,709	17,371,944
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行及其他借款	32	11,092,804	6,992,982
Deferred tax liabilities	遞延稅項負債	19	2,330,160	1,911,027
Other non-current liabilities	其他非流動負債		–	11,069
Total non-current liabilities	非流動負債總額		13,422,964	8,915,078
<b>Net assets</b>	<b>資產淨值</b>		13,849,745	8,456,866
<b>EQUITY</b>	<b>權益</b>			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	34	28,254	–
Share premium	股本溢價	34	2,931,914	–
Other reserves	其他儲備	35	9,734,737	8,298,147
Non-controlling interests	非控股權益		12,694,905	8,298,147
			1,154,840	158,719
<b>Total equity</b>	<b>權益總額</b>		13,849,745	8,456,866

Mr. Zeng Huansha  
曾煥沙先生  
Director  
主席

Mr. He Jie  
何捷先生  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 31 December 2018  
截至2018年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔								
		Share capital	Share premium	Merger reserve	Share option reserve	Statutory surplus reserves	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	合併儲備	購股權儲備	盈餘儲備	保留利潤	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 34	Note 34	Note 35	Note 36	Note 35				
		附註34	附註34	附註35	附註36	附註35				
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	-	-	2,106,855*	-*	719,602*	5,471,690*	8,298,147	158,719	8,456,866
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	1,412,264	1,412,264	(89,139)	1,323,125
Issue shares	發行股份	28,254	2,981,973	-	-	-	-	3,010,227	-	3,010,227
Share issue expenses	股份發行開支	-	(50,059)	-	-	-	-	(50,059)	-	(50,059)
Equity-settled share option arrangements (note 36)	以股權結算之購股權安排(附註36)	-	-	-	24,326	-	-	24,326	-	24,326
Capital injection from non-controlling shareholders	非控股股東注資	-	-	-	-	-	-	-	152,955	152,955
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	932,305	932,305
Appropriations to statutory surplus reserves	轉撥至法定盈餘公積	-	-	-	-	160,932	(160,932)	-	-	-
At 31 December 2018	於2018年12月31日	28,254	2,931,914	2,106,855*	24,326*	880,534*	6,723,022*	12,694,905	1,154,840	13,849,745

\* These reserve accounts comprise the consolidated other reserves of RMB9,734,737,000 (2017: RMB8,298,147,000) in the consolidated statement of financial position.

\* 該等儲備賬目包括於綜合財務狀況表中的綜合其他儲備總額人民幣9,734,737,000元(2017年: 人民幣8,298,147,000元)。

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### 綜合權益變動表

Year ended 31 December 2017

截至2017年12月31日止年度

	Attributable to owners of the parent 母公司擁有人應佔							Non-controlling interests	Total equity	
	Share capital	Share premium	Merger reserve	Share option reserve	Statutory surplus reserves	Retained profits	Total			
	股本	股份溢價	合併儲備	購股權儲備	法定盈餘儲備	保留利潤	總計	非控股權益	權益總額	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
	Note 34	Note 34	Note 35	Note 36	Note 35					
	附註34	附註34	附註35	附註36	附註35					
At 31 December 2016 and 1 January 2017	於2016年12月31日及2017年1月1日	-	-	385,628*	-	176,008*	5,094,556*	5,656,192	-	5,656,192
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	1,220,728	1,220,728	(25,245)	1,195,483
Capital injection from controlling shareholders	控股股東注資	-	-	2,059,910	-	-	-	2,059,910	-	2,059,910
Capital injection from non-controlling shareholders	非控股股東注資	-	-	-	-	-	-	-	63,964	63,964
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	120,000	120,000
Distribution upon the reorganisation	重組後分派	-	-	(338,683)	-	-	-	(338,683)	-	(338,683)
Appropriations to statutory surplus reserves	轉撥至法定盈餘公積	-	-	-	-	543,594	(543,594)	-	-	-
Distribution to then equity shareholders	向當時權益持有人分派	-	-	-	-	-	(300,000)	(300,000)	-	(300,000)
At 31 December 2017	於2017年12月31日	-	-	2,106,855*	-*	719,602*	5,471,690*	8,298,147	158,719	8,456,866

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 December 2018  
截至2018年12月31日止年度

	Notes 附註	2018 2018年	2017 2017年
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金流量</b>		
Profit before tax	稅前利潤	<b>2,175,378</b>	1,900,784
Adjustments for:	調整項目：		
Depreciation of items of property, plant and equipment	物業、廠房及設備項目折舊	6, 13 <b>74,925</b>	58,469
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	15 <b>793</b>	499
Amortisation of other intangible assets	其他無形資產攤銷	6, 16 <b>4,787</b>	4,388
(Gains)/losses on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的(收益)/虧損	6, 13 <b>(210)</b>	312
Share of profits and losses of joint ventures and associates	應佔以下單位收益及虧損： 合資企業及聯營公司	<b>(367,015)</b>	(418,078)
Net foreign exchange gain	外匯收益淨額	<b>(19,941)</b>	-
Fair value (gains)/losses on investment properties	投資物業公允價值(收益)/虧損	14 <b>(260,803)</b>	287,414
Impairment losses recognised	已確認的減值虧損	6, 22 <b>116,782</b>	163,674
Impairment losses reversed	減值虧損撥回	6, 22 <b>(37,380)</b>	-
Impairment losses written off	減值虧損撇銷	6, 23 <b>(68,726)</b>	(48,505)
Finance costs	融資成本	7 <b>499,297</b>	441,537
Interest income	利息收入	5 <b>(105,654)</b>	(237,983)
		<b>2,012,233</b>	2,152,511
Increase in properties under development and completed properties held for sale	開發中物業及持作出售的已完工物業增加	<b>(5,011,136)</b>	(4,883,951)
Increase in inventories	存貨增加	<b>(2,418)</b>	(115)
Increase in contract assets	合同資產增加	<b>(67,851)</b>	-
Increase in restricted cash	受限制現金增加	<b>(1,903,150)</b>	(517,934)
Decrease in pledged deposits	已質押存款減少	<b>5,664</b>	11,801
(Increase)/decrease in trade receivables	貿易應收款項(增加)/減少	<b>(22,214)</b>	1,375
Decrease/(increase) in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減少/(增加)	<b>1,328,544</b>	(1,328,777)
Increase/(decrease) in trade and bills payables	貿易應付款項及應付票據增加/(減少)	<b>273,745</b>	(234,640)
(Decrease)/increase in other payables, deposits received and accruals	其他應付款項、已收按金及應計費用(減少)/增加	<b>(2,888,149)</b>	2,865,445
Increase/(decrease) in contract liabilities/ advances from customers, net	合約負債/預收客戶款項淨值增加/(減少)	<b>5,745,985</b>	(55,926)
(Decrease)/increase in amounts due to related companies	應付關聯公司款項(減少)/增加	<b>(137,475)</b>	7,458

## CONSOLIDATED STATEMENT OF CASH FLOWS

### 綜合現金流量表

Year ended 31 December 2018

截至2018年12月31日止年度

	Notes 附註	2018 2018年	2017 2017年
Cash generated used in operations	經營所用現金	(666,222)	(1,982,753)
Interest received	已收利息	69,376	228,495
Interest paid	已付利息	(1,577,497)	(831,124)
Tax paid	已繳稅項	(453,655)	(912,570)
Net cash flows used in operating activities	經營活動所用現金流量淨額	(2,627,998)	(3,497,952)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動所得現金流量</b>		
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所 得款項	-	750
Additions in a prepaid land lease payment	預付土地租賃付款增加	-	(12,085)
Purchase of items of property, plant and equipment	購買物業、廠房及設備項目	(316,478)	(96,337)
Purchase of other intangible assets	購置其他無形資產	(2,561)	(11,210)
Purchase of other long-term assets	購買其他長期資產	-	(14,800)
Additions in investment properties	投資物業增加	(413,338)	(302,014)
Acquisition of subsidiaries	收購附屬公司	(736,511)	(276,433)
Proceeds from disposal of other long term assets	出售其他長期資產所得款項	14,800	-
Acquisition of joint ventures and associates	收購合資企業及聯營公司	(868,763)	(815,267)
Disposal/(purchase) of financial assets at fair value through profit or loss/available-for-sale investments	出售/(購買)按公允價值計入 損益的金融資產/可供出售 投資	908,079	(386,485)
Increase in other current assets	其他流動資產增加	-	(32,027)
Advance to related companies	向關聯公司作出的墊款	-	(1,341,908)
Repayment of advances to related companies	向關聯公司償還墊款	-	2,654,268
(Increase)/decrease in loans to joint ventures and associates	向合資企業及聯營公司貸款 (增加)/減少	(2,565,461)	1,812,135
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流 量淨額	(3,980,233)	1,178,587



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 December 2018  
截至2018年12月31日止年度

			2018 2018年	2017 2017年
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>			
Issue of shares	發行股份	34	<b>2,960,168</b>	-
Payments for distribution upon the reorganisation	重組後分派款項		-	(338,683)
Capital contribution by the controlling shareholder	控股股東出資		-	2,059,910
Distributions to then equity shareholders	向當時權益持有人分派		-	(300,000)
Capital injection by the non-controlling interests	非控股權益注資		<b>152,955</b>	63,964
Advances from related companies	關聯公司墊款		<b>6,199,524</b>	12,504,106
Repayments of advances from related companies	償還關聯公司墊款		<b>(5,879,523)</b>	(14,291,772)
Increase in pledged deposits	已質押存款增加		<b>(2,593,146)</b>	(863,000)
Proceeds from the issuance of senior notes	發行優先票據所得款項		<b>2,598,646</b>	-
Proceeds from interest-bearing bank and other borrowings	計息銀行貸款及其他借款所得款項		<b>14,156,690</b>	7,483,149
Repayments of interest-bearing bank and other borrowings	償還計息銀行及其他借款		<b>(7,232,550)</b>	(3,918,920)
Net cash flows from financing activities	融資活動所得現金流量淨額		<b>10,362,764</b>	2,398,754
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加淨額</b>		<b>3,754,533</b>	79,389
Cash and cash equivalents at beginning of year	年初現金及現金等價物		<b>2,478,063</b>	2,398,674
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物		<b>6,232,596</b>	2,478,063
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結餘分析</b>			
Cash and bank balances	現金及銀行結餘	27	<b>12,456,039</b>	4,210,874
Less: Restricted cash	減：受限制現金	27	<b>2,644,723</b>	741,573
Pledged deposits	已質押存款	27	<b>3,578,720</b>	991,238
Cash and cash equivalents as stated in the statement of cash flows	現金流量表所列的現金及現金等價物		<b>6,232,596</b>	2,478,063



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2018

2018年12月31日

### 1. CORPORATE AND GROUP INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands. The Company's shares were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 July 2018.

The registered office of the Company is located at Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman, KY1-9008, Cayman Islands.

During the year, the Group was principally involved in property development, property leasing, commercial property investment and operation, and hotel operation.

The holding company of the Company is Redsun Properties Group (Holdings) Limited, which is incorporated in the British Virgin Islands.

### 1. 一般及集團資料

本公司於開曼群島註冊成立為獲豁免有限公司。本公司股份於2018年7月12日在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司註冊辦事處地址為Walkers Corporate Limited，位於Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands。

年內，本集團主要從事物業開發、物業租賃、商業物業投資與經營及酒店業務。

本公司的控股公司為弘陽地產集團(控股)有限公司，其於英屬維爾京群島註冊成立。

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

## 1. 一般及集團資料(續)

### 有關附屬公司的資料

本公司主要附屬公司的詳情如下：

Subsidiaries	Place and date of incorporation/ establishment and place of operations	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
附屬公司	註冊成立／成立地點及日期以及營業地點	已發行普通／註冊股本面值	本公司應佔股權百分比	主營業務
<b>Directly held:</b>				
<b>直接持有：</b>				
Redsun Properties Investment (Holdings) Limited	British Virgin Island/ 22 December 2017	USD1	100%	Investment holding
弘陽地產投資(控股)有限公司	英屬維爾京群島 2017年12月22日	1美元	100%	投資控股
<b>Indirectly held:</b>				
<b>間接持有：</b>				
W Ocean Company Limited	Hong Kong/ 11 May 2016	HKD100	100%	Investment holding
傲瞬有限公司	香港 2016年5月11日	100港元	100%	投資控股
Hong Yang Properties Investment Limited	Hong Kong/ 22 January 2018	HKD1, RMB1,990,446,210	100%	Investment holding
弘陽地產投資有限公司	香港 2018年1月22日	1港元、人民幣 1,990,446,210元	100%	投資控股
Nanjing Red Sun Real Estate Development Co., Ltd. ("Nanjing Red Sun")	PRC/Mainland China/ 30 December 1999	RMB1,990,446,211	100%	Property development and property leasing
南京紅太陽房地產開發有限公司 (「南京紅太陽」)	中國／內地 1999年12月30日	人民幣 1,990,446,211元	100%	物業開發及物業租賃
Nanjing Guo Gang Properties Development Co., Ltd. ("Nanjing Guo Gang Properties")	PRC/Mainland China/ 24 June 2004	RMB66,214,329	100%	Property development and property leasing
南京國港置業發展有限公司 (「南京國港置業」)	中國／內地 2004年6月24日	人民幣 66,214,329元	100%	物業開發及物業租賃

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2018

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## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Subsidiaries 附屬公司	Place and date of incorporation/ establishment and place of operations 註冊成立／成立地點及 日期以及營業地點	Issued ordinary/ registered share capital 已發行普通／ 註冊股本面值	Percentage of equity interest attributable to the Company 本公司 應佔股權 百分比	Principal activities 主營業務
Nanjing Hong Yang Real Estate Development Co., Ltd. ("Nanjing Hong Yang Real Estate") 南京弘陽房地產開發有限公司 (「南京弘陽房地產」)	PRC/Mainland China/ 27 September 2009 中國／內地 2009年9月27日	RMB50,000,000 人民幣 50,000,000元	100%	Property development 物業開發
Nanjing Hong Yang Properties Co., Ltd. ("Nanjing Hong Yang Properties") 南京弘洋置業有限公司 (「南京弘洋置業」)	PRC/Mainland China/ 28 September 2009 中國／內地 2009年9月28日	RMB10,000,000 人民幣10,000,000元	100%	Property development 物業開發
Nanjing Hong Yang Rui Shang Real Estate Development Co., Ltd. ("Nanjing Hong Yang Rui Shang Real Estate") 南京弘陽瑞尚房地產開發有限公司 (「南京弘陽瑞尚房地產」)	PRC/Mainland China/ 12 January 2015 中國／內地 2015年1月12日	RMB20,000,000 人民幣20,000,000元	100%	Property development 物業開發
Nanjing Hong Yang Business Management Co., Ltd. ("Nanjing Hong Yang Business Management") 南京弘陽商業管理有限公司 (「南京弘陽商業管理」)	PRC/Mainland China/ 17 March 2008 中國／內地 2008年3月17日	RMB5,000,000 人民幣 5,000,000元	100%	Commercial property management 商業物業管理
Nanjing Hong Yang Hotel Co., Ltd. ("Nanjing Hong Yang Hotel") 南京弘陽酒店有限公司 (「南京弘陽酒店」)	PRC/Mainland China/ 29 September 2012 中國／內地 2012年9月29日	RMB10,000,000 人民幣10,000,000元	100%	Hotel operation 酒店業務

## 1. 一般及集團資料(續)

### 有關附屬公司的資料(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Subsidiaries 附屬公司	Place and date of incorporation/ establishment and place of operations 註冊成立／成立地點及 日期以及營業地點	Issued ordinary/ registered share capital 已發行普通／ 註冊股本面值	Percentage of equity interest attributable to the Company 本公司 應佔股權 百分比	Principal activities 主營業務
Nanjing Hong Yang Yemao Real Estate Development Co., Ltd. ("Nanjing Hong Yang Yemao Real Estate") 南京弘陽業茂房地產開發有限公司 (「南京弘陽業茂房地產」)	PRC/Mainland China/ 6 December 2013 中國／內地 2013年12月6日	RMB50,000,000 人民幣50,000,000元	100%	Property development 物業開發
Changshu Hong Yang Real Estate Development Co., Ltd. ("Changshu Hong Yang Real Estate") 常熟弘陽房地產開發有限公司 (「常熟弘陽房地產」)	PRC/Mainland China/ 17 August 2010 中國／內地 2010年8月17日	RMB178,000,000 人民幣 178,000,000元	100%	Property development 物業開發
Suzhou Hong Yang Real Estate Development Co., Ltd. ("Suzhou Hong Yang Real Estate") 蘇州弘陽房地產開發有限公司 (「蘇州弘陽房地產」)	PRC/Mainland China/ 12 July 2013 中國／內地 2013年7月12日	RMB850,000,000 人民幣 850,000,000元	100%	Property development 物業開發
Wuxi Su Yuan Tan Xi Wan Properties Co., Ltd. ("Wuxi Su Yuan Tan Xi Wan Properties") 無錫蘇源檀溪灣置業有限公司 (「無錫蘇源檀溪灣置業」)	PRC/Mainland China/ 19 March 2003 中國／內地 2003年3月19日	RMB50,000,000 人民幣50,000,000元	100%	Property development 物業開發

## 1. 一般及集團資料(續)

### 有關附屬公司的資料(續)

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2018

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#### 1. CORPORATE AND GROUP INFORMATION (Continued)

##### Information about subsidiaries (Continued)

Subsidiaries 附屬公司	Place and date of incorporation/ establishment and place of operations 註冊成立／成立地點及 日期以及營業地點	Issued ordinary/ registered share capital 已發行普通／ 註冊股本面值	Percentage of equity interest attributable to the Company 本公司 應佔股權 百分比	Principal activities 主營業務
Wuxi Hong Yang Lakefort Hotel Co., Ltd. ("Wuxi Hong Yang Lakefort Hotel") 無錫弘陽洛克菲花園酒店管理有限公司 (「無錫洛克菲花園酒店」)	PRC/Mainland China/ 17 April 2014 中國／內地 2014年4月17日	RMB10,000,000 人民幣10,000,000元	100%	Hotel operation 酒店業務
Changzhou Hong Yang Plaza Properties Co., Ltd. ("Changzhou Hong Yang Plaza Properties") 常州弘陽廣場置業有限公司 (「常州弘陽廣場置業」)	PRC/Mainland China/ 14 September 2012 中國／內地 2012年9月14日	RMB50,000,000 人民幣50,000,000元	100%	Property development and property leasing 物業開發及物業租賃
Changzhou Hong Yang Business Management Co., Ltd. ("Changzhou Hong Yang Business Management") 常州弘陽商業管理有限公司 (「常州弘陽商業管理」)	PRC/Mainland China/ 15 August 2017 中國／內地 2017年8月15日	RMB5,000,000 人民幣5,000,000元	100%	Commercial property management 商業物業管理
Anhui Hong Lan Real Estate Development Co., Ltd. ("Anhui Hong Lan Real Estate") 安徽弘嵐房地產開發有限公司 (「安徽弘嵐房地產」)	PRC/Mainland China/ 9 November 2016 中國／內地 2016年11月9日	RMB406,000,000 人民幣 406,000,000元	100%	Property development 物業開發
Anhui Hong Peng Properties Co., Ltd. ("Anhui Hong Peng Properties") 安徽弘鵬置業有限公司 (「安徽弘鵬置業」)	PRC/Mainland China/ 14 December 2016 中國／內地 2016年12月14日	RMB10,000,000 人民幣10,000,000元	80%	Property development 物業開發

#### 1. 一般及集團資料(續)

##### 有關附屬公司的資料(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Subsidiaries 附屬公司	Place and date of incorporation/ establishment and place of operations 註冊成立／成立地點及 日期以及營業地點	Issued ordinary/ registered share capital 已發行普通／ 註冊股本面值	Percentage of equity interest attributable to the Company 本公司 應佔股權 百分比	Principal activities 主營業務
Jiangsu Mao Hong Corporate Management Co., Ltd. ("Jiangsu Mao Hong") 江蘇茂弘企業管理有限公司 (「江蘇茂弘」)	PRC/Mainland China/ 16 June 2017 中國／內地 2017年6月16日	RMB400,000,000 人民幣 400,000,000元	100%	Commercial property management 商業物業管理
Laian Jin Hong Xin Real Estate Co., Ltd. ("Laian Jin Hong Xin Real Estate")* 來安金弘新房地產有限公司 (「來安金弘新房地產」)*	PRC/Mainland China/ 7 June 2017 中國／內地 2017年6月7日	RMB10,000,000 人民幣10,000,000元	33%	Property development 物業開發
Nanjing Hong Yang Heng Rui Real Estate Development Co., Ltd. ("Nanjing Hong Yang Heng Rui Real Estate") 南京弘陽恒瑞房地產開發有限公司 (「南京弘陽恒瑞房地產」)	PRC/Mainland China/ 28 April 2015 中國／內地 2015年4月28日	RMB25,000,000 人民幣25,000,000元	100%	Property development 物業開發
Ju Rong Zi Jin Real Estate Development Co., Ltd. ("Ju Rong Zi Jin Real Estate") 句容紫金房地產開發有限公司 (「句容紫金房地產」)	PRC/Mainland China/ 18 March 2010 中國／內地 2010年3月18日	RMB100,000,000 人民幣 100,000,000元	100%	Property development 物業開發
Laian Hong Jia Real Estate Development Co., Ltd. ("Laian Hong Jia Real Estate") 來安弘嘉房地產開發有限公司 (「來安弘嘉房地產」)	PRC/Mainland China/ 8 June 2017 中國／內地 2017年6月8日	RMB1,740,000 人民幣1,740,000元	100%	Property development 物業開發

## 1. 一般及集團資料(續)

### 有關附屬公司的資料(續)



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2018

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#### 1. CORPORATE AND GROUP INFORMATION (Continued)

##### Information about subsidiaries (Continued)

Subsidiaries	Place and date of incorporation/ establishment and place of operations	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
附屬公司	註冊成立/成立地點及日期以及營業地點	已發行普通/註冊股本面值	本公司應佔股權百分比	主營業務
Chuzhou Hong Yang Real Estate Development Co., Ltd. ("Chuzhou Hong Yang Real Estate")*	PRC/Mainland China/ 1 August 2017	RMB50,000,000	40%	Property development
滁州弘陽房地產開發有限公司 (「滁州弘陽房地產」)*	中國/內地 2017年8月1日	人民幣50,000,000元	40%	物業開發
Nanjing Rong Mo Trade Co., Ltd. ("Nanjing Rong Mo Trade")	PRC/Mainland China/ 4 January 2012	RMB2,000,000	100%	Sale of construction materials
南京容摩貿易有限公司 (「南京容摩貿易」)	中國/內地 2012年1月4日	人民幣2,000,000元	100%	銷售建築材料
Nanjing Ying Sha Rui Trade Co., Ltd. ("Nanjing Ying Sha Rui Trade")	PRC/Mainland China/ 4 January 2012	RMB2,000,000	100%	Sale of construction materials
南京英莎瑞貿易有限公司 (「南京英莎瑞貿易」)	中國/內地 2012年1月4日	人民幣2,000,000元	100%	銷售建築材料
Nanjing Hong Yang Zhong Rui Real Estate Development Co., Ltd. ("Nanjing Hong Yang Zhong Rui")	PRC/Mainland China/ 23 September 2015	RMB20,000,000	100%	Property development
南京弘陽中瑞房地產開發有限公司 (「南京弘陽中瑞」)	中國/內地 2015年9月23日	人民幣20,000,000元	100%	物業開發
Nanjing Hong Che Real Estate Co., Ltd. ("Nanjing Hong Che Real Estate")	PRC/Mainland China/ 6 February 2017	RMB1,000,000	100%	Property development
南京泓澈房地產有限公司 (「南京泓澈房地產」)	中國/內地 2017年2月6日	人民幣1,000,000元	100%	物業開發

#### 1. 一般及集團資料(續)

##### 有關附屬公司的資料(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Subsidiaries 附屬公司	Place and date of incorporation/ establishment and place of operations 註冊成立／成立地點及 日期以及營業地點	Issued ordinary/ registered share capital 已發行普通／ 註冊股本面值	Percentage of equity interest attributable to the Company 本公司 應佔股權 百分比	Principal activities 主營業務
Suzhou Hong Yang Properties Co., Ltd. ("Suzhou Hong Yang Properties") 蘇州弘陽置業有限公司 (「蘇州弘陽置業」)	PRC/Mainland China/ 18 December 2015 中國／內地 2015年12月18日	RMB300,000,000 人民幣 300,000,000元	100%	Property development 物業開發
Suzhou Hong Yang Investment Co., Ltd. ("Suzhou Hong Yang Investment") 蘇州弘陽投資有限公司 (「蘇州弘陽投資」)	PRC/Mainland China/ 8 October 2016 中國／內地 2016年10月8日	RMB222,460,400 人民幣 222,460,400元	100%	Property development 物業開發
Suzhou Hong Yang Land Co., Ltd. ("Suzhou Hong Yang Land") 蘇州弘陽置地有限公司 (「蘇州弘陽置地」)	PRC/Mainland China/ 21 April 2016 中國／內地 2016年4月21日	RMB120,000,000 人民幣 120,000,000元	100%	Property development 物業開發
Hong Yang Group Nantong Real Estate Co., Ltd. ("Hong Yang Group Nantong Real Estate") 弘陽集團南通房地產有限公司 (「弘陽集團南通房地產」)	PRC/Mainland China/ 9 October 2010 中國／內地 2010年10月9日	RMB301,000,000 人民幣 301,000,000元	100%	Property development 物業開發
Nanjing Hong Yu Life Services Co., Ltd. ("Nanjing Hong Yu Life Services") 南京弘寓生活服務有限責任公司 (「南京弘寓生活服務」)	PRC/Mainland China/ 27 May 2017 中國／內地 2017年5月27日	RMB50,000,000 人民幣50,000,000元	100%	Housekeeping, leasing and hotel management 家政、租賃及酒店管理

## 1. 一般及集團資料(續)

### 有關附屬公司的資料(續)

## NOTES TO FINANCIAL STATEMENTS

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## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Subsidiaries	Place and date of incorporation/ establishment and place of operations	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
附屬公司	註冊成立／成立地點及日期以及營業地點	已發行普通／註冊股本面值	本公司應佔股權百分比	主營業務
Nanjing Rui Sheng Real Estate Development Co., Ltd. ("Nanjing Rui Sheng Real Estate") 南京銳晟房地產開發有限公司 (「南京銳晟房地產」)	PRC/Mainland China/ 8 November 2017 中國／內地 2017年11月8日	RMB25,000,000 人民幣25,000,000元	100%	Property development 物業開發
Nanjing De Xuan Properties Co., Ltd. ("Nanjing De Xuan Properties") 南京德軒置業有限公司 (「南京德軒置業」)	PRC/Mainland China/ 21 July 2017 中國／內地 2017年7月21日	RMB20,000,000 人民幣20,000,000元	100%	Property development 物業開發
Nanjing Lin Rui Properties Co., Ltd. ("Nanjing Lin Rui Properties") 南京麟瑞置業有限公司 (「南京麟瑞置業」)	PRC/Mainland China/ 9 March 2017 中國／內地 2017年3月9日	RMB5,000,000 人民幣5,000,000元	100%	Property development 物業開發
Changzhou Sang Ma Culture Expo Park Co., Ltd. ("Changzhou Sang Ma Culture Expo Park") 常州桑麻文化博覽園有限公司 (「常州桑麻文化博覽園」)	PRC/Mainland China/ 12 March 2012 中國／內地 2012年3月12日	RMB400,000,000 人民幣 400,000,000元	70%	Property leasing 物業租賃
Changzhou Sang Ma Properties Co., Ltd. ("Changzhou Sang Ma Properties") 常州桑麻置業有限公司 (「常州桑麻置業」)	PRC/Mainland China/ 18 June 2012 中國／內地 2012年6月18日	RMB150,000,000 人民幣 150,000,000元	70%	Property development and property leasing 物業開發及物業租賃

## 1. 一般及集團資料(續)

### 有關附屬公司的資料(續)

1. CORPORATE AND GROUP INFORMATION  
(Continued)

1. 一般及集團資料(續)

Information about subsidiaries (Continued)

有關附屬公司的資料(續)

Subsidiaries	Place and date of incorporation/ establishment and place of operations	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
附屬公司	註冊成立/成立地點及日期以及營業地點	已發行普通/註冊股本面值	本公司應佔股權百分比	主營業務
Jiangyin Jia Hong Real Estate Development Co., Ltd. ("Jiangyin Jia Hong Real Estate") 江陰嘉鴻房地產開發有限公司 (「江陰嘉鴻房地產」)	PRC/Mainland China/ 7 November 2017 中國/內地 2017年11月7日	RMB20,000,000 人民幣20,000,000元	100%	Property development 物業開發
Wuxi Xu Yang Real Estate Development Co., Ltd. ("Wuxi Xu Yang Real Estate") 無錫煦陽房地產開發有限公司 (「無錫煦陽房地產」)	PRC/Mainland China/ 21 November 2017 中國/內地 2017年11月21日	RMB300,000,000 人民幣30,000,000元	100%	Property development 物業開發
Wuhan Hong Yang Jin Huang Properties Co., Ltd. ("Wuhan Hong Yang Jin Huang Properties") 武漢弘陽金黃置業有限公司 (「武漢弘陽金黃置業」)	PRC/Mainland China/ 17 November 2017 中國/內地 2017年11月17日	RMB20,000,000 人民幣20,000,000元	70%	Property development 物業開發
Wuhan Hong Yang Han Du Real Estate Development Co., Ltd. ("Wuhan Hong Yang Han Du Real Estate") 武漢弘陽漢都房地產開發有限公司 (「武漢弘陽漢都房地產」)	PRC/Mainland China/ 22 September 2017 中國/內地 2017年9月22日	RMB20,000,000 人民幣20,000,000元	100%	Property development 物業開發
Zhangjiagang Hong Chen Properties Co., Ltd. ("Zhangjiagang Hong Chen Properties") 張家港弘晨置業有限公司 (「張家港弘晨」)	PRC/Mainland China/ 20 October 2017 中國/內地 2017年10月20日	RMB20,000,000 人民幣20,000,000元	70%	Property development 物業開發

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#### 1. CORPORATE AND GROUP INFORMATION (Continued)

##### Information about subsidiaries (Continued)

Subsidiaries	Place and date of incorporation/ establishment and place of operations	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
附屬公司	註冊成立/成立地點及日期以及營業地點	已發行普通/註冊股本面值	本公司應佔股權百分比	主營業務
Zhongshan Hong Ding Real Estate Development Co., Ltd. ("Zhongshan Hong Ding Real Estate")	PRC/Mainland China/ 10 November 2017	RMB667,000,000	100%	Property development
中山市弘鼎房地產開發有限公司 (「中山市弘鼎房地產」)	中國/內地 2017年11月10日	人民幣 667,000,000元	100%	物業開發
Zhongshan Hong Long Real Estate Development Co., Ltd. ("Zhongshan Hong Long Real Estate")	PRC/Mainland China/ 21 December 2017	RMB8,980,000	100%	Property development
中山市弘隆房地產開發有限公司 (「中山市弘隆房地產」)	中國/內地 2017年12月21日	人民幣 8,980,000元	100%	物業開發
Jiangsu Tuo Si Le Construction Material Co., Ltd. ("Jiangsu Tuo Si Le Construction Material")	PRC/Mainland China/ 29 September 2017	RMB10,000,000	100%	Sale of construction materials
江蘇拓思樂建材有限公司 (「江蘇拓思樂建材」)	中國/內地 2017年9月29日	人民幣 10,000,000元	100%	銷售建築材料
Changzhou Xu Jing Properties Co., Ltd. ("Changzhou Xu Jing Properties")*	PRC/Mainland China/ 21 February 2017	RMB40,000,000	50%	Property development
常州旭景置業有限公司 (「常州旭景置業」)*	中國/內地 2017年2月21日	人民幣 40,000,000元	50%	物業開發
Changzhou Jin Tan Xu Run Properties Co., Ltd. ("Changzhou Jin Tan Xu Run Properties")*	PRC/Mainland China/ 9 June 2017	RMB20,000,000	50%	Property development
常州市金壇旭潤置業有限公司 (「常州金壇旭潤置業」)*	中國/內地 2017年6月9日	人民幣 20,000,000元	50%	物業開發

#### 1. 一般及集團資料(續)

##### 有關附屬公司的資料(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Subsidiaries 附屬公司	Place and date of incorporation/ establishment and place of operations 註冊成立／成立地點及 日期以及營業地點	Issued ordinary/ registered share capital 已發行普通／ 註冊股本面值	Percentage of equity interest attributable to the Company 本公司 應佔股權 百分比	Principal activities 主營業務
Suzhou Quan Zhuo Properties Co., Ltd. ("Suzhou Quan Zhuo Properties")* 蘇州全卓置業有限公司 (「蘇州全卓置業」)*	PRC/Mainland China/ 16 February 2017 中國／內地 2017年2月16日	RMB50,000,000 人民幣 50,000,000元	50%	Property development 物業開發
Zhangjiagang Rui Cheng Properties Co., Ltd. ("Zhangjiagang Rui Cheng Properties")* 張家港銳誠置業有限公司 (「張家港銳誠置業」)*	PRC/Mainland China/ 22 September 2017 中國／內地 2017年9月22日	RMB50,000,000 人民幣50,000,000元	50%	Property development 物業開發
Taixing Rui Shang Real Estate Development Co., Ltd. ("Taixing Rui Shang Real Estate") 泰興市瑞尚房地產開發有限公司 (「泰興市瑞尚房地產」)	PRC/Mainland China/ 17 October 2017 中國／內地 2017年10月17日	RMB20,000,000 人民幣20,000,000元	100%	Property development 物業開發
Nantong Jin Li Properties Co., Ltd. ("Nantong Jin Li Properties")* 南通錦力置業有限公司 (「南通錦力置業」)*	PRC/Mainland China/ 5 June 2017 中國／內地 2017年6月5日	RMB8,000,000 人民幣8,000,000元	33%	Property development 物業開發
Xuzhou Hong Yang Real Estate Development Co., Ltd. ("Xuzhou Hong Yang Real Estate") 徐州弘陽房地產開發有限公司 (「徐州弘陽房地產」)	PRC/Mainland China/ 2 January 2018 中國／內地 2018年1月2日	RMB10,000,000 人民幣10,000,000元	100%	Property development 物業開發

## 1. 一般及集團資料(續)

### 有關附屬公司的資料(續)

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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#### 1. CORPORATE AND GROUP INFORMATION (Continued)

##### Information about subsidiaries (Continued)

Subsidiaries	Place and date of incorporation/ establishment and place of operations	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
附屬公司	註冊成立／成立地點及日期以及營業地點	已發行普通／註冊股本面值	本公司應佔股權百分比	主營業務
Zhongshan Hong Du Real Estate Development Co., Ltd. ("Zhongshan Hong Du Real Estate")	PRC/Mainland China/ 22 January 2018	RMB8,880,000	80%	Property development
中山市弘都房地產開發有限公司 (「中山市弘都房地產」)	中國／內地 2018年1月22日	人民幣8,880,000元	80%	物業開發
Changzhou Hua Feng Properties Co., Ltd. ("Changzhou Hua Feng Properties")	PRC/Mainland China/ 6 January 2010	RMB120,000,000	85%	Property development
常州華風置業有限公司 (「常州華風置業」)	中國／內地 2010年1月6日	人民幣 120,000,000元	85%	物業開發
Hefei Hong Yang Business Management Co., Ltd. ("Hefei Hong Yang Business Management")	PRC/Mainland China/ 25 April 2018	RMB30,010,000	100%	Commercial property management
合肥弘陽商業管理有限公司 (「合肥弘陽商業管理」)	中國／內地 2018年4月25日	人民幣30,010,000元	100%	商業物業管理
Chongqing Bo Jing Ming Xia Properties Co., Ltd. ("Chongqing Bo Jing Ming Xia Properties")	PRC/Mainland China/ 6 December 2013	RMB200,000,000	100%	Property development
重慶柏景銘廈置業有限公司 (「重慶柏景銘廈置業」)	中國／內地 2013年12月6日	人民幣 200,000,000元	100%	物業開發
Anhui Wei Lin Properties Co., Ltd. ("Anhui Wei Lin Properties")	PRC/Mainland China/ 24 May 2017	RMB38,490,000	51%	Property development
安徽威林置業有限公司 (「安徽威林置業」)	中國／內地 2017年5月24日	人民幣38,490,000元	51%	物業開發

#### 1. 一般及集團資料(續)

##### 有關附屬公司的資料(續)



## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Subsidiaries	Place and date of incorporation/ establishment and place of operations	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
附屬公司	註冊成立/成立地點及日期以及營業地點	已發行普通/註冊股本面值	本公司應佔股權百分比	主營業務
Chongqing Hong Yang Cheng Dao Real Estate Development Co., Ltd. ("Chongqing Hong Yang Cheng Dao Real Estate") 重慶弘陽誠道房地產開發有限公司 (「重慶弘陽誠道房地產」)	PRC/Mainland China/ 9 April 2018 中國/內地 2018年4月9日	RMB50,000,000 人民幣50,000,000元	100%	Property development 物業開發
Chongqing Hong Jing Industrial Co., Ltd. ("Chongqing Hong Jing Industrial") 重慶弘璟實業有限公司 (「重慶弘璟實業」)	PRC/Mainland China/ 21 June 2018 中國/內地 2018年6月21日	RMB12,500,000 人民幣12,500,000元	100%	Property development 物業開發
Chongqing Hong Jia Industrial Co., Ltd. ("Chongqing Hong Jia Industrial") 重慶弘嘉實業有限公司 (「重慶弘嘉實業」)	PRC/Mainland China/ 19 June 2018 中國/內地 2018年6月19日	RMB148,600,000 人民幣148,600,000元	100%	Property development 物業開發
Hangzhou Hong Yang Real Estate Development Co., Ltd. ("Hangzhou Hong Yang Real Estate") 杭州弘陽房地產開發有限公司 (「杭州弘陽房地產」)	PRC/Mainland China/ 21 May 2018 中國/內地 2018年5月21日	RMB10,000,000 人民幣10,000,000元	100%	Property development 物業開發
Changsha Hong Xing Real Estate Development Co., Ltd. ("Changsha Hong Xing Real Estate") 長沙弘興房地產開發有限公司 (「長沙弘興房地產」)	PRC/Mainland China/ 2 April 2018 中國/內地 2018年4月2日	RMB30,000,000 人民幣30,000,000元	100%	Property development 物業開發

## 1. 一般及集團資料(續)

### 有關附屬公司的資料(續)

## NOTES TO FINANCIAL STATEMENTS

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#### 1. CORPORATE AND GROUP INFORMATION (Continued)

##### Information about subsidiaries (Continued)

Subsidiaries 附屬公司	Place and date of incorporation/ establishment and place of operations 註冊成立／成立地點及 日期以及營業地點	Issued ordinary/ registered share capital 已發行普通／ 註冊股本面值	Percentage of equity interest attributable to the Company 本公司 應佔股權 百分比	Principal activities 主營業務
Shanghai Hong Yu Hotel Co., Ltd. ("Shanghai Hong Yu Hotel") 上海弘寓酒店管理有限公司 (「上海弘寓酒店」)	PRC/Mainland China/ 25 May 2018 中國／內地 2018年5月25日	RMB10,000,000 人民幣10,000,000元	100%	Hotel operation 酒店業務
Zhuji Hong Yang Real Estate Development Co., Ltd. ("Zhuji Hong Yang Real Estate") 諸暨弘陽房地產開發有限公司 (「諸暨弘陽房地產」)	PRC/Mainland China/ 21 June 2018 中國／內地 2018年6月21日	RMB10,000,000 人民幣10,000,000元	100%	Property development 物業開發
Jiangxi Hong Han Real Estate Development Co., Ltd. ("Jiangxi Hong Han Real Estate") 江西弘瀚房地產開發有限公司 (「江西弘瀚房地產」)	PRC/Mainland China/ 21 June 2018 中國／內地 2018年6月21日	RMB10,000,000 人民幣10,000,000元	100%	Property development 物業開發
Wuhan Hong Yao Bao Ying Properties Co., Ltd. ("Wuhan Hong Yao Bao Ying Properties") 武漢弘耀寶盈置業有限公司 (「武漢弘耀寶盈置業」)	PRC/Mainland China/ 6 March 2018 中國／內地 2018年3月6日	RMB10,000,000 人民幣10,000,000元	70%	Property development 物業開發
Huzhou Hong Rui Real Estate Development Co., Ltd. ("Huzhou Hong Rui Real Estate") 湖州弘瑞房地產開發有限公司 (「湖州弘瑞房地產」)	PRC/Mainland China/ 25 June 2018 中國／內地 2018年6月25日	RMB120,000,000 人民幣 120,000,000元	51%	Property development 物業開發

#### 1. 一般及集團資料(續)

##### 有關附屬公司的資料(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Subsidiaries 附屬公司	Place and date of incorporation/ establishment and place of operations 註冊成立／成立地點及 日期以及營業地點	Issued ordinary/ registered share capital 已發行普通／ 註冊股本面值	Percentage of equity interest attributable to the Company 本公司 應佔股權 百分比	Principal activities 主營業務
Chengdu Hong Yang Shu Xing Real Estate Development Co., Ltd. ("Chengdu Shu Xing Real Estate") 成都市弘陽蜀興房地產開發有限公司 (「成都市弘陽蜀興房地產」)	PRC/Mainland China/ 19 June 2018 中國／內地 2018年6月19日	RMB10,000,000 人民幣10,000,000元	100%	Property development 物業開發
Kaifeng Bao Long Real Estate Development Co., Ltd. ("Kaifeng Bao Long Real Estate") 開封市寶隆房地產開發有限公司 (「開封市寶隆房地產」)	PRC/Mainland China/ 24 March 2018 中國／內地 2018年3月24日	RMB100,000,000 人民幣 100,000,000元	100%	Property development 物業開發
Huzhou Hong Yuan Real Estate Development Co., Ltd. ("Huzhou Hong Yuan Real Estate") 湖州弘源房地產開發有限公司 (「湖州弘源房地產」)	PRC/Mainland China/ 2 August 2018 中國／內地 2018年8月2日	RMB20,000,000 人民幣20,000,000元	100%	Property development 物業開發
Changshu Yi Jing Real Estate Co., Ltd. ("Changshu Yi Jing Real Estate")* 常熟億璟房地產有限公司 (「常熟億璟房地產」)*	PRC/Mainland China/ 4 September 2018 中國／內地 2018年9月4日	RMB40,000,000 人民幣40,000,000元	50%	Property development 物業開發
Foshan Hong Jian Real Estate Development Co., Ltd. ("Foshan Hong Jian Real Estate") 佛山市弘堅房地產開發有限公司 (「佛山市弘堅房地產」)	PRC/Mainland China/ 28 August 2018 中國／內地 2018年8月28日	RMB10,000,000 人民幣10,000,000元	100%	Property development 物業開發

## 1. 一般及集團資料(續)

### 有關附屬公司的資料(續)

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#### 1. CORPORATE AND GROUP INFORMATION (Continued)

##### Information about subsidiaries (Continued)

Subsidiaries	Place and date of incorporation/ establishment and place of operations	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
附屬公司	註冊成立／成立地點及日期以及營業地點	已發行普通／註冊股本面值	本公司應佔股權百分比	主營業務
Mingliu Properties Wuhan Co., Ltd. ("Mingliu Properties") 名流置業武漢有限公司 (「名流置業」)	PRC/Mainland China/ 6 March 2010 中國／內地 2010年3月6日	RMB1,205,000,000 人民幣 1,205,000,000元	55.25%	Property development 物業開發
Yantai Hong Yang Business Management Co., Ltd. ("Yantai Hong Yang Business Management") 煙台弘陽商業管理有限公司 (「煙台弘陽商業管理」)	PRC/Mainland China/ 23 August 2018 中國／內地 2018年8月23日	RMB10,000,000 人民幣 10,000,000元	100%	Commercial property management 商業物業管理
Bengbu Xin Hong Real Estate Co., Ltd. ("Bengbu Xin Hong Real Estate")* 蚌埠新弘房地產有限公司 (「蚌埠新弘房地產」)*	PRC/Mainland China/ 4 September 2018 中國／內地 2018年9月4日	RMB20,000,000 人民幣 20,000,000元	50%	Property development 物業開發
Nanchang Hong Yang Real Estate Development Co., Ltd. ("Nanchang Hong Yang Real Estate") 南昌弘陽房地產開發有限公司 (「南昌弘陽房地產」)	PRC/Mainland China/ 8 October 2018 中國／內地 2018年10月8日	RMB20,000,000 人民幣 20,000,000元	100%	Property development 物業開發

#### 1. 一般及集團資料(續)

##### 有關附屬公司的資料(續)

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Subsidiaries	Place and date of incorporation/ establishment and place of operations	Issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company	Principal activities
附屬公司	註冊成立/成立地點及日期以及營業地點	已發行普通/註冊股本面值	本公司應佔股權百分比	主營業務
Xi'an Hong Yang Properties Co., Ltd. ("Xian Hong Yang Properties") 西安弘陽置業有限公司 ([西安弘陽置業])	PRC/Mainland China/ 23 August 2018 中國/內地 2018年8月23日	RMB30,000,000  人民幣 30,000,000元	100%	Property development 物業開發
Guangzhou Hong Yang Real Estate Development Co., Ltd. ("Guangzhou Hong Yang Real Estate") 廣州市弘陽房地產開發有限公司 ([廣州市弘陽房地產])	PRC/Mainland China/ 13 November 2018 中國/內地 2018年11月13日	RMB10,000,000  人民幣10,000,000元	100%	Property development 物業開發
Xi'an Hong Yang Jin Ye Properties Co., Ltd. ("Xian Hong Yang Jin Ye Properties") 西安弘陽錦業置業有限公司 ([西安弘陽錦業置])	PRC/Mainland China/ 10 December 2018 中國/內地 2018年12月10日	RMB50,000,000  人民幣50,000,000元	51%	Property development 物業開發
Chengdu Hong Jin Xing Real Estate Development Co., Ltd. ("Chengdu Hong Jin Shu Xing Real Estate") 成都弘陽錦興房地產開發有限公司 ([成都弘陽錦興房地產])	PRC/Mainland China/ 17 July 2018 中國/內地 2018年7月17日	RMB20,000,000  人民幣20,000,000元	100%	Property development 物業開發

## 1. 一般及集團資料(續)

### 有關附屬公司的資料(續)

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Subsidiaries 附屬公司	Place and date of incorporation/ establishment and place of operations 註冊成立／成立地點及 日期以及營業地點	Issued ordinary/ registered share capital 已發行普通／ 註冊股本面值	Percentage of equity interest attributable to the Company 本公司 應佔股權 百分比	Principal activities 主營業務
Zhengzhou Hong Can Real Estate Development Co., Ltd. ("Zhengzhou Hong Can Real Estate") 鄭州市弘燦房地產開發有限公司 (「鄭州市弘燦房地產」)	PRC/Mainland China/ 20 December 2018 中國／內地 2018年12月20日	RMB10,000,000 人民幣10,000,000元	100%	Property development 物業開發
Xi'an Chuang Yang Properties Co., Ltd. ("Xi'an Chuang Yang Properties") 西安創陽置業有限公司 (「西安創陽置業」)	PRC/Mainland China/ 14 December 2018 中國／內地 2018年12月14日	RMB10,000,000 人民幣10,000,000元	100%	Property development 物業開發
Nanjing Hong Tai Pu Yang Properties Co., Ltd. ("Nanjing Hong Tai Pu Yang Properties") 南京鴻泰浦陽置業有限公司 (「南京鴻泰浦陽置業」)	PRC/Mainland China/ 14 June 2018 中國／內地 2018年6月14日	RMB10,000,000 人民幣10,000,000元	100%	Property development 物業開發

\* As the Group has exposure or rights to variable returns from its involvement with those companies, and has the ability to affect those returns through its majority voting position and the existing rights to direct the relevant activities including but not limited to the budget, pricing and promotion strategies of these companies, the Group has control over these companies and these companies are thus accounted for as subsidiaries of the Group.

## 1. 一般及集團資料(續)

### 有關附屬公司的資料(續)

\* 由於本集團因參與該等公司業務而有可變回報的風險或權利，並能透過其多數投票權及現有權利影響相關活動的該等回報，包括但不限於預算、定價及推廣該等公司的策略，本集團對該等公司擁有控制權，因此該等公司被視為本集團的附屬公司。



## 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with IFRSs, (which include all standards and interpretations approved by the IASB, and International Accounting Standards (“IASs”), Standing Interpretations Committee interpretations) approved by the IASB that remain in effect, and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

## 2.1 編製基準

該等財務報表乃根據仍然有效的由國際會計準則理事會批准的國際財務報告準則(包括國際會計準則理事會批准的所有準則及詮釋、國際會計準則(「國際會計準則」)及常設詮釋委員會詮釋)及香港公司條例的披露要求編製。該等財務報表乃根據歷史成本法編製，惟已按公平值計量的投資物業及按公允價值計入損益的金融資產除外。該等財務報表以人民幣(「人民幣」)呈列，除另有說明外，所有金額約整至最接近千位數。

### 綜合入賬基準

該等綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)截至2018年12月31日止年度的財務報表。附屬公司為由本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務所得的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(即本集團獲賦予現有能力以主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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#### 2.1 BASIS OF PREPARATION (Continued)

##### Basis of consolidation (Continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

#### 2.1 編製基準(續)

##### 綜合入賬基準(續)

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃就本公司的相同報告期使用貫徹一致的會計政策編製。附屬公司的業績乃自本集團獲取控制權之日開始作綜合入賬計算，並繼續綜合入賬直至有關控制權終止之日為止。

即使導致非控股權益出現赤字餘額，損益及其他全面收益表各部分仍歸屬於本集團母公司擁有人及非控股權益。所有有關本集團各成員公司間之交易的集團內公司間資產及負債、權益、收入、開支及現金流量會於綜合賬目時全數抵銷。



## 2.1 BASIS OF PREPARATION (Continued)

### Basis of consolidation (Continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## 2.1 編製基準(續)

### 綜合入賬基準(續)

倘有事實及情況顯示上文所述三個控制因素中有一個或以上出現變動，則本集團將重新評估是否仍控制投資對象。附屬公司的擁有權權益變動(並無喪失控制權)被視為股本交易入賬。

倘本集團失去附屬公司之控制權，則會終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值；及(iii)計入權益之累計匯兌差額；並確認(i)已收取代價之公允價值；(ii)任何保留投資之公允價值；及(iii)所產生並於損益確認之任何盈餘或虧絀。先前已於其他全面收益確認之本集團應佔組成部分乃重新分類至損益或保留溢利(如適用)，基準與本集團直接出售相關資產或負債所需使用之基準相同。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i>
Amendments to IFRS 4	<i>Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts</i>
IFRS 9	<i>Financial Instruments</i>
IFRS 15	<i>Revenue from Contracts with Customers</i>
Amendments to IFRS 15	<i>Clarifications to IFRS 15 Revenue from Contracts with Customers</i>
Amendments to IAS 40	<i>Transfers of Investment Property</i>
IFRIC 22	<i>Foreign Currency Transactions and Advance Consideration</i>
<i>Annual Improvements 2014-2016 Cycle</i>	Amendments to IFRS 1 and IAS 28

Other than as explained below regarding the impact of IFRS 9 and IFRS 15, the adoption of the above new and revised standards has had no significant financial effect on the financial performance.

## 2.2 會計政策及披露變動

本集團已於本年度財務報表首次採納以下新訂及經修訂國際財務報告準則。

《國際財務報告準則》第2號的修訂	以股份為基礎的付款交易的分類及計量
《國際財務報告準則》第4號的修訂	採用《國際財務報告準則》第4號保險合同時一併採用《國際財務報告準則》第9號金融工具
《國際財務報告準則》第9號	金融工具
《國際財務報告準則》第15號	客戶合同收入
《國際財務報告準則》第15號的修訂	澄清《國際財務報告準則》第15號客戶合同收入
《國際會計準則》第40號的修訂	轉讓投資物業
國際財務報告詮釋委員會詮釋第22號	外匯交易及墊付對價
2014-2016年週期的年度改進	《國際財務報告準則》第1號及《國際會計準則》第28號的修訂

除下文所闡釋有關《國際財務報告準則》第9號及《國際財務報告準則》第15號之影響外，採納上述新訂及經修訂準則對該等財務報表並無重大財務影響。



## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (a) IFRS 9 *Financial Instruments* replaces IAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

With the exception of hedge accounting, which the Group has applied prospectively, the Group has recognised the transition adjustments against the applicable opening balances in equity at 1 January 2018, if any. Therefore, the comparative information was not restated and continues to be reported under IAS 39.

### Classification and measurement

The following information sets out the impacts of adopting IFRS 9 on the statement of financial position, including the effect of replacing IAS 39's incurred credit loss calculations with IFRS 9's expected credit losses ("ECLs").

## 2.2 會計政策及披露變動(續)

- (a) 就2018年1月1日或之後開始之年度期間，*《國際財務報告準則》第9號金融工具*取代*《國際會計準則》第39號金融工具：確認及計量*，結合金融工具：分類及計量、減值及對沖會計全部三方面之會計處理。

除本集團已提前應用的對沖會計外，本集團已對於2018年1月1日的權益內之適用期初結餘確認過渡調整。因此，比較資料並無重列及繼續根據*《國際會計準則》第39號*呈報。

### 分類與計量

以下資料載列採納*《國際財務報告準則》第9號*對財務狀況表的影響，包括以*《國際財務報告準則》第9號*的預期信貸虧損（「預期信貸虧損」）取代*《國際會計準則》第39號*的已產生信貸虧損計算的影響。

## NOTES TO FINANCIAL STATEMENTS 財務報表附註

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### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (Continued)

#### Classification and measurement (Continued)

A reconciliation between the carrying amounts under IAS 39 and the balances reported under IFRS 9 as at 1 January 2018 is as follows:

### 2.2 會計政策及披露變動(續)

(a) (續)

#### 分類與計量(續)

於2018年1月1日，根據《國際會計準則》第39號計算的賬面值與根據《國際財務報告準則》第9號呈報的結餘之對賬如下：

		IAS 39 measurement 《國際會計準則》 第39號計量		Re- classification	ECL 預期 信貸虧損	Other	IFRS 9 measurement 《國際財務報告準則》 第9號計量	
		Category 類別	Amount 金額				Amount 金額	Category 類別
	Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
<b>Financial assets</b>								
Due from related companies		L&R <sup>1</sup>	2,321,358	-	-	-	2,321,358	AC <sup>3</sup>
Trade receivables		L&R	1,514	-	-	-	1,514	AC
Financial assets included in prepayments, other receivables and other assets		L&R	1,455,371	-	-	-	1,455,371	AC
Available-for-sale investments		AFS <sup>2</sup>	2,006,659	(2,006,659)	-	-	-	N/A不適用
To: Financial assets at fair value through profit or loss				(2,006,659)	-	-		
Financial assets at fair value through profit or loss		FVPL <sup>4</sup>	-	2,006,659	-	-	2,006,659	FVPL (mandatory) (強制性)
From: AFS				2,006,659	-	-		
Restricted cash		L&R	741,573	-	-	-	741,573	AC
Pledged deposits		L&R	991,238	-	-	-	991,238	AC
Cash and cash equivalents		L&R	2,478,063	-	-	-	2,478,063	AC
Total assets			9,995,776	-	-	-	9,995,776	
<b>Financial liabilities</b>								
Trade and bills payables		AC	2,080,717	-	-	-	2,080,717	AC
Financial liabilities included in other payables and accruals		AC	2,821,666	-	-	-	2,821,666	AC
Due to related companies		AC	2,835,539	-	-	-	2,835,539	AC
Other liabilities		AC	12,683	-	-	-	12,683	AC
Interest-bearing bank and other borrowings		AC	11,629,499	-	-	-	11,629,499	AC
Total liabilities			19,380,104	-	-	-	19,380,104	

- <sup>1</sup> L&R: Loans and receivables  
<sup>2</sup> AFS: Available-for-sale investments  
<sup>3</sup> AC: Financial assets or financial liabilities at amortised cost  
<sup>4</sup> FVPL: Financial assets at fair value through profit or loss

- <sup>1</sup> L&R : 貸款及應收款項  
<sup>2</sup> AFS : 可供出售投資  
<sup>3</sup> AC : 按攤銷成本計量的金融資產或金融負債  
<sup>4</sup> FVPL : 按公允價值計入損益的金融資產

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) (Continued)

### Classification and measurement (Continued)

Notes:

- (i) As at 1 January 2018, the Group has classified its available-for-sale investments as financial assets measured at fair value through profit or loss as these financial instruments were held for trading.
- (b) IFRS 15 and its amendments replace IAS 11 *Construction Contracts*, IAS 18 *Revenue* and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. IFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in notes 3 and 5 to the financial statements. As a result of the application of IFRS 15, the Group has changed the accounting policy with respect to revenue recognition in note 2.4 to the financial statements.

The Group has adopted IFRS 15 using the modified retrospective method of adoption. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group has elected to apply the standard to contracts that are not completed as at 1 January 2018.

## 2.2 會計政策及披露變動(續)

(a) (續)

### 分類與計量(續)

附註：

- (i) 於2018年1月1日，本集團已將其可供出售投資分類為按公允價值計入損益的金融資產，乃由於該等金融工具乃持作買賣。
- (b) 《國際財務報告準則》第15號及其修訂取代《國際會計準則》第11號建設合約、《國際會計準則》第18號收入及相關詮釋，且其適用於客戶合約產生的所有收入(少數例外情況除外)。《國際財務報告準則》第15號建立一個新的五步模式，將客戶合約產生的收益列賬。根據《國際財務報告準則》第15號，收益按實體預期就向客戶轉讓貨品或服務而有權獲得之代價金額確認。《國際財務報告準則》第15號之原則為計量及確認收益提供更加結構化之方法。該準則亦引入廣泛之定性及定量披露規定，包括分拆收入總額，關於履行責任、不同期間之間合約資產及負債賬目結餘之變動以及主要判斷及估計之資料。有關披露載於本財務報表附註3及5。由於應用《國際財務報告準則》第15號，本集團已就財務報表附註2.4的收入確認更改會計政策。

本集團以修訂式追溯應用法採納《國際財務報告準則》第15號。根據此方法，該項準則適用於初始應用日期的所有合約或僅適用於當日尚未完成的合約。本集團選擇將該項準則應用於2018年1月1日尚未完成的合約。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) (Continued)

### Classification and measurement (Continued)

The cumulative effect of the initial application of IFRS 15 was recognised as an adjustment to the opening balance of retained profits as at 1 January 2018. Therefore, the comparative information was not restated and continues to be reported under IAS 11, IAS 18 and related interpretations.

Set out below are the amounts by which each financial statement line item was affected as at 1 January 2018 as a result of the adoption of IFRS 15:

			Increase/ (decrease) 增加/(減少)
		Notes 附註	RMB'000 人民幣千元
Assets	資產		
Properties under development	開發中物業	(i)	383,490
Total assets	資產總額		383,490
Liabilities	負債		
Advances from customers	預收客戶款項	(ii)	(10,290,051)
Contract liabilities	合約負債	(i), (ii)	10,673,541
Total liabilities	負債總額		383,490

Set out below are the amounts by which each financial statement line item was affected as at 31 December 2018 and for the year ended 31 December 2018 as a result of the adoption of IFRS 15. The adoption of IFRS 15 has had no impact on other comprehensive income or on the Group's operating, investing and financing cash flows. The first column shows the amounts recorded under IFRS 15 and the second column shows what the amounts would have been had IFRS 15 not been adopted:

## 2.2 會計政策及披露變動(續)

(b) (續)

### 分類與計量(續)

首次應用《國際財務報告準則》第15號產生的累計影響確認為對於2018年1月1日保留溢利的期初結餘作出之調整。因此，並無重述比較資料，其將根據《國際會計準則》第11號、《國際會計準則》第18號及相關詮釋繼續呈報。

以下載列採納《國際財務報告準則》第15號後，各個財務報表項目於2018年1月1日受影響之金額：

於2018年12月31日及截至2018年12月31日止年度因應用《國際財務報告準則》第15號而受影響的財務報表項目的金額列示如下。應用《國際財務報告準則》第15號對其他全面收益或本集團的經營，投資及融資現金流沒有影響。第一欄列示依據《國際財務報告準則》第15號錄入的金額及第二欄列示如未應用《國際財務報告準則》第15號的金額：



## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) (Continued)

### Classification and measurement (Continued)

Consolidated statement of profit or loss for the year ended 31 December 2018:

## 2.2 會計政策及披露變動(續)

(b) (續)

### 分類與計量(續)

截至2018年12月31日止年度綜合損益表：

		Amounts prepared under 依據下列準則的金額			
		Notes 附註	IFRS 15 《國際財務報告 準則》第15號 RMB'000 人民幣千元	Previous IFRS 以前的國際 財務報告準則 RMB'000 人民幣千元	Increase/ (decrease) 增加/ (減少) RMB'000 人民幣千元
Revenue	收入	(i), (ii)	9,238,741	8,738,719	500,022
Cost of sales	銷售成本	(i), (ii)	6,351,656	5,862,821	488,835
Gross profit	毛利	(i), (ii), (iii)	2,887,085	2,875,898	11,187
Profit before tax	稅前利潤		2,175,378	2,107,527	67,851
Income tax charged	所得稅支出		852,253	835,290	16,963
Profit for the year	年內溢利		1,323,125	1,272,237	50,888
Attributable to:	以下各方應佔：				
Owners of the parent	母公司擁有人		1,412,264	1,370,876	41,388
Non-controlling interests	非控股權益		(89,139)	(98,639)	9,500
			1,323,125	1,272,237	50,888
Earnings per share attributable to ordinary equity holders of the parent	母公司普通權益 持有人應佔 每股盈利				
Basic	基本				
- For profit for the year	一年內利潤		RMB0.66 人民幣 0.66元	RMB0.64 人民幣 0.64元	RMB0.02 人民幣 0.02元
Diluted	攤薄				
- For profit for the year	一年內利潤		RMB0.66 人民幣 0.66元	RMB0.64 人民幣 0.64元	RMB0.02 人民幣 0.02元

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### 財務報表附註

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) (Continued)

### Classification and measurement (Continued)

Consolidated statement of financial position as at 31 December 2018:

## 2.2 會計政策及披露變動(續)

(b) (續)

### 分類與計量(續)

於2018年12月31日綜合財務狀況表：

			Amounts prepared under 依據下列準則的金額		
			IFRS 15 《國際財務報告 準則》第15號 RMB'000 人民幣千元	IFRS 以前的國際 財務報告準則 RMB'000 人民幣千元	Increase/ (decrease) 增加/ (減少) RMB'000 人民幣千元
			Notes 附註		
Contract assets	合約資產	(iii)	67,851	-	67,851
Deferred tax assets	遞延稅項資產	(iii)	443,060	460,023	(16,963)
Properties under development	開發中物業	(i)	29,702,386	29,381,629	320,757
<b>Total assets</b>	<b>資產總額</b>		<b>67,922,064</b>	<b>67,550,419</b>	<b>371,645</b>
Contract liabilities/ Advances from customers	合約負債/ 預收客戶款項	(i), (ii)	16,639,157	16,318,400	320,757
<b>Total liabilities</b>	<b>負債總額</b>		<b>54,072,319</b>	<b>53,751,562</b>	<b>320,757</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>13,849,745</b>	<b>13,798,857</b>	<b>50,888</b>
Reserves	儲備	(i), (iii)	12,694,905	12,653,517	41,388
Non-controlling interests	非控股權益	(i), (iii)	1,154,840	1,145,340	9,500
<b>Total equity</b>	<b>權益總額</b>		<b>13,849,745</b>	<b>13,798,857</b>	<b>50,888</b>

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) (Continued)

### Classification and measurement (Continued)

The nature of the adjustments as at 1 January 2018 and the reasons for the significant changes in the statement of financial position as at 31 December 2018 and the statement of profit or loss for the year ended 31 December 2018 are described below:

#### (i) Financing component

For contracts where the period between the payment by the customer and the transfer of the promised property or service exceeds one year, the transaction price and the amount of revenue from the sales of completed properties is adjusted for the effects of a financing component, if significant. The Group has assessed that the financing component effect is significant. Accordingly, upon adoption of IFRS 15, properties under development and contract liabilities were increased by RMB383,490,000 as at 1 January 2018.

#### (ii) Proceeds from customers of pre-sold properties

Before the adoption of IFRS 15, the Group recognised proceeds from customers of pre-sold properties as advances from customers. Under IFRS 15, the amount is classified as contract liabilities.

Therefore, upon adoption of IFRS 15, the Group reclassified RMB10,290,051,000 from advances from customers to contract liabilities as at 1 January 2018 in relation to proceeds from customers of pre-sold properties as at 1 January 2018.

As the combined impacts from (i) and (ii), at 31 December 2018, the adoption of IFRS15 resulted an increase in contract liabilities of RMB383,490,000, an increase in properties under development of RMB383,490,000, and a decrease of advances from customers correspondingly.

## 2.2 會計政策及披露變動(續)

(b) (續)

### 分類與計量(續)

於2018年1月1日的調整性質以及於2018年12月31日財務狀況表及截至2018年12月31日止年度的損益表出現重大變動的原因如下：

#### (i) 融資成分

對於客戶付款至轉移所承諾物業或服務期間超過一年的合約，乃就重大融資成分的影響對交易價格作出調整(倘重大)。本集團評定融資成分影響重大。因此，採納國際財務報告準則第15號後，於2018年1月1日，開發中物業及合約負債增加人民幣383,490,000元。

#### (ii) 向客戶預售物業的所得款項

採納《國際財務報告準則》第15號前，本集團確認向客戶預售物業的所得款項為客戶墊款。根據《國際財務報告準則》第15號，該金額分類為合約負債。

因此，採納《國際財務報告準則》第15號後，於2018年1月1日，本集團就向客戶預售物業的所得款項於2018年1月1日將預收客戶款項重新分類為合約負債人民幣10,290,051,000元。

由於(i)及(ii)的綜合影響，於2018年12月31日，採納《國際財務報告準則》第15號導致合約負債增加人民幣383,490,000元，開發中物業增加人民幣383,490,000元及預收客戶款項相應減少。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) (Continued)

### Classification and measurement (Continued)

#### (iii) Other adjustments

In addition to the adjustments described above, other items of the primary financial statements such as commission paid to the sales agents and tax were adjusted as necessary.

## 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to adopt them, if applicable, when they become effective.

Amendments to IFRS 3	<i>Definition of a Business</i> <sup>2</sup>
Amendments to IFRS 9	<i>Prepayment Features with Negative Compensation</i> <sup>1</sup>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>
IFRS 16	<i>Leases</i> <sup>1</sup>
IFRS 17	<i>Insurance Contracts</i> <sup>3</sup>
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i> <sup>2</sup>
Amendments to IAS 19	<i>Plan Amendment, Curtailment or Settlement</i> <sup>1</sup>
Amendments to IAS 28	<i>Long-term Interests in Associates and Joint Ventures</i> <sup>1</sup>
IFRIC 23	<i>Uncertainty over Income Tax Treatments</i> <sup>1</sup>
Annual Improvements 2015-2017 Cycle	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23 <sup>1</sup>

## 2.2 會計政策及披露變動(續)

(b) (續)

### 分類與計量(續)

#### (iii) 其他調整

除上述調整外，主要財務報表的其他項目(如支付予銷售代理的佣金及稅項)亦會根據需要進行調整。

## 2.3 已頒佈但未生效的《國際財務報告準則》

本集團尚未於該等財務報表內應用下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則。本集團擬於該等新訂及經修訂國際財務報告準則生效時採納該等準則(倘適用)。

《國際財務報告準則》第3號的修訂	業務之定義 <sup>2</sup>
《國際財務報告準則》第9號的修訂	負補償之預付特點 <sup>1</sup>
《國際財務報告準則》第10號及《國際會計準則》第28號的修訂	投資者與其聯營公司或合資企業之間的資產出售或注資 <sup>4</sup>
《國際財務報告準則》第16號	租賃 <sup>1</sup>
《國際財務報告準則》第17號	保險合約 <sup>3</sup>
《國際會計準則》第1號及《國際會計準則》第8號的修訂	重大之定義 <sup>2</sup>
《國際會計準則》第19號的修訂	計劃調整、削減或結算 <sup>1</sup>
《國際會計準則》第28號的修訂	於聯營公司及合資企業之長期權益 <sup>1</sup>
國際財務報告詮釋委員會第23號	所得稅處理之不確定性 <sup>1</sup>
2015年至2017年週期的年度改進	對《國際財務報告準則》第3號、《國際財務報告準則》第11號、《國際會計準則》第12號及《國際會計準則》第23號的修訂 <sup>1</sup>

### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2020
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>4</sup> No mandatory effective date yet determined but available for adoption

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

Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020.

### 2.3 已頒佈但未生效的《國際財務報告準則》 (續)

- <sup>1</sup> 於2019年1月1日或之後開始之年度期間生效
- <sup>2</sup> 於2020年1月1日或之後開始之年度期間生效
- <sup>3</sup> 於2021年1月1日或之後開始之年度期間生效
- <sup>4</sup> 尚未釐定強制生效日期，惟可供採納

下述為有關預期適用於本集團的該等國際財務報告準則的進一步資料。

《國際財務報告準則》第3號的修訂闡明並提供有關業務定義之額外指引。該等修訂闡明一套綜合活動及資產將被視為業務，其必須至少包括可對產出能力有重大貢獻之投入及實質性進程。在不包括需要創造產出之所有投入及進程時業務可以存在。該等修訂移除評估市場參與者是否有能力收購業務並持續產出。相反，專注點在於所收購之投入及所收購之實質性進程能否共同對創造產出之能力作出重大貢獻。該等修訂亦縮小產出的定義以注重向客戶提供的商品或服務、一般活動之投資收入或其他收入。此外，該等修訂提供指引以評估所收購之進程是否為實質性的並引入可選擇的公允價值集中性測試，以允許簡化評估一系列所收購之活動及資產是否為業務。本集團預期自2020年1月1日起採納該等修訂。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

### 2.3 已頒佈但未生效的《國際財務報告準則》(續)

《國際財務報告準則》第10號及《國際會計準則》第28號的修訂提出《國際財務報告準則》第10號及《國際會計準則》第28號有關處理投資者與其聯營公司或合資企業間之資產出售或注入的規定時的不一致情況。該等修訂規定當投資者與其聯營公司或合資企業間之資產出售或注入構成一項業務時，需全數確認收益或虧損。就涉及不構成一項業務的資產交易而言，交易產生的收益或虧損於投資者的損益確認，並僅以無關聯投資者於該聯營公司或合資企業的權益為限。該等修訂將按預期基準應用。國際會計準則理事會已於2015年12月廢除《國際財務報告準則》第10號及《國際會計準則》第28號的修訂的先前強制生效日期，而新強制生效日期將於完成對聯營公司及合資企業會計處理作更廣泛檢討後釐定。然而，該等修訂現時可供採納。



### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

IFRS 16 replaces IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in IAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under IFRS 16 is substantially unchanged from the accounting under IAS 17. Lessors will continue to classify all leases using the same classification principle as in IAS 17 and distinguish between operating leases and finance leases. IFRS 16 requires lessees and lessors to make more extensive disclosures than under IAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt IFRS 16 from 1 January 2019. The Group plans to adopt the transitional provisions in IFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying IAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. The Group's future aggregate minimum lease payments under non-cancellable operating leases as at 31 December 2018 were RMB7,972,000, with the minimum lease payments due less than one year amounting to RMB3,199,000 and those due more than one year, less than five years amounting to RMB4,773,000. Given that the Group had total assets of RMB7,922,064,000 and total liabilities of RMB54,072,319,000 as at 31 December 2018, the directors of the Company are of the opinion that the initial adoption of IFRS 16 would not have significant impact on the financial performance and position of the Group.

### 2.3 已頒佈但未生效的《國際財務報告準則》 (續)

《國際財務報告準則》第16號取代《國際會計準則》第17號租賃、國際財務報告詮釋委員會第4號釐定安排是否包括租賃、準則詮釋委員會第15號經營租賃 – 優惠及準則詮釋委員會第27號評估涉及租賃法律形式交易的内容。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就大多數租賃確認資產及負債。該準則則包括給予承租人兩項租賃確認豁免 – 低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債（即租賃負債）及代表可使用相關資產的權利為資產（即有使用權資產）。除非有使用權資產符合《國際會計準則》第40號投資物業的定義或涉及應用重估模式之物業、廠房及設備類別，否則有使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債的利息開支及有使用權資產的折舊開支。承租人將亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定該等付款的一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債的數額確認為有使用權資產的調整。《國際財務報告準則》第16號大致沿用《國際會計準則》第17號內出租人的會計處理方式。出租人將繼續使用與《國際會計準則》第17號相同的分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。《國際財務報告準則》第16號要求承租人和出租人作出比《國際會計準則》第17號項下規定的更多的披露。承租人可選擇採用全面追溯或修訂的追溯方式來應用該標準。本集團將於2019年1月1日起採用《國際財務報告準則》第16號。本集團計劃採用《國際財務報告準則》第16號的過渡性條款，確認初步採用的累積影響數為於2019年1月1日對保留盈利的年初餘額所作的過渡性調整，並且不會重列比較數字。此外，本集團計劃將新規定應用於先前已應用《國際會計準則》第17號而識別為租賃的合約，並按剩餘租賃付款的現值計量租賃負債，以及使用本集團於首次應用日期的增量借貸利率貼現。使用權資產將按租賃負債金額計量，並按緊接首次應用日期前在財務狀況表中確認與租賃相關的任何預付或應計租賃付款金額進行調整。本集團計劃使用該準則對租期於截至首次應用日期12個月內終止的租賃合約所允許的豁免。本集團於截至2018年12月31日的不可撤銷經營租賃項下的未來最低租賃款項總額為人民幣7,972,000元，其中於一年內到期的最低租賃款項為人民幣3,199,000元及於一年後及五年內到期的最低租賃款項為人民幣4,773,000元。鑒於本集團於截至2018年12月31日擁有的總資產及總負債分別為人民幣7,922,064,000元及人民幣54,072,319,000元，本公司董事認為，首次採納《國際財務報告準則》第16號不會對本集團的財務表現及狀況造成任何重大影響。



## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures are included in the consolidated statement of comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

#### 2.4 主要會計政策概要

##### 於聯營公司及合資企業的投資

聯營公司指本集團長期擁有合共不少於20%股本投票權且可對其行使重大影響力之企業。重大影響力指的是參與投資對象之財務及經營決策之權力，但不是控制或共同控制該等決策之權力。

合資企業指一種合資安排，對安排擁有共同控制權之訂約方據此對合資企業之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有控制，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

本集團於聯營公司及合資企業之投資以權益會計法按本集團應佔資產淨值扣除任何減值虧損在綜合財務狀況表列賬。本集團應佔聯營公司及合資企業之收購後業績及其他全面收益計入綜合全面收益表。此外，倘於聯營公司或合資企業之權益直接確認出現變動，則本集團會於綜合權益變動表確認其應佔任何變動（倘適用）。本集團與其聯營公司或合資企業交易所產生未變現收益及虧損按本集團於聯營公司或合資企業之投資為限的方式對銷，惟倘未變現虧損有證據顯示所轉讓資產出現減值則除外。收購聯營公司或合資企業產生之商譽計入為本集團於聯營公司或合資企業投資之一部分。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Investments in associates and joint ventures (Continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

## 2.4 主要會計政策概要(續)

### 於聯營公司及合資企業的投資(續)

倘於聯營公司之投資成為與合資企業之投資(反之亦然),則保留權益不會重新計量,而該項投資會繼續以權益法入賬。在所有其他情況下,於失去對聯營公司之重大影響力或對合資企業之共同控制權時,本集團按其公允值計量並確認任何保留投資。於失去重大影響力或共同控制權後之聯營公司或合資企業賬面值與保留投資公允值及出售事項所得款項之任何差異,於損益賬中確認。

### 業務合併及商譽

業務合併使用收購法入賬。所轉讓代價按收購日期的公允價值計量,即本集團轉讓的資產、本集團向原擁有人承擔的負債及本集團為交換被收購方控制權而發行的股權於收購日期的公允價值總和。就各業務合併而言,本集團選擇被收購方中屬於現時擁有權且令持有人可在被收購方清盤時獲得該實體一定份額的非控股權益,按公允價值或按佔被收購方的可識別資產淨值的比例計量。非控股權益的所有其他部分按公允價值確認。收購相關成本於產生時列為開支。

當本集團收購業務時,其評估金融資產及所承擔負債,以按照合約條款、收購日期的經濟情況及相關狀況進行適當分類及指定。這包括將被收購方主合約中的嵌入式衍生工具分開。

倘業務合併分階段實現,早前持有的股權按收購日期的公允價值重新計量,因此產生的任何收益或虧損於損益確認。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Business combinations and goodwill (Continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

#### 2.4 主要會計政策概要(續)

##### 業務合併及商譽(續)

收購方將予轉讓的任何或然代價乃按收購日期的公允價值確認。分類為資產或負債的或然代價按公允價值計量，公允價值變動於損益確認。分類為權益的或然代價不予重新計量，而其後結算於權益入賬。

商譽初步按成本(即所轉讓代價、就非控股權益確認的金額及本集團先前於被收購方持有的股權公允價值的總額，超出所收購可識別資產淨值及所承擔負債的部分)計量。倘該代價與其他項目的總和低於所收購淨資產的公允價值，差額經重新評估後於損益確認為議價購買收益。

於初步確認後，商譽按成本減任何累計減值虧損入賬。商譽每年進行減值測試，倘有事件或情況變化表明賬面值可能減值，則更頻繁地進行減值測試。本集團於12月31日對商譽進行年度減值測試。就減值測試而言，業務合併中收購的商譽自收購日期起分配至預期受益於合併協同效益的本集團各現金產生單位或現金產生單位組別(不論本集團其他資產或負債是否分配予該等單位或單位組別)。

減值透過評估商譽涉及的現金產生單位(現金產生單位組別)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則確認減值虧損。就商譽確認的減值虧損不會於隨後期間撥回。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Business combinations and goodwill (Continued)

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

### Fair value measurement

The Group measures its investment properties, derivative financial instruments and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

## 2.4 主要會計政策概要(續)

### 業務合併及商譽(續)

倘商譽分配予現金產生單位(或現金產生單位組別),且該單位內部分經營被出售,則與被出售經營有關的商譽在釐定出售收益或虧損時計入經營的賬面值。在該等情況下,被出售的商譽基於所出售經營及所保留現金產生單位部分的相對價值計量。

### 公允價值計量

本集團於各報告期末按公允價值計量其投資物業、衍生金融工具及股本投資。公允價值指於計量日期之市場參與者之間之有序交易中,就出售資產所收取之價格或轉讓負債所支付之價格。公允價值計量乃基於假設出售資產或轉讓負債之交易於資產或負債之主要市場,或在未有主要市場之情況下,則於資產或負債之最有市場進行。主要或最有市場須位於本集團能到達之地方。資產或負債之公允價值乃使用市場參與者為資產或負債定價所用之假設計量(假設市場參與者依照彼等之最佳經濟利益行事)。

非金融資產之公允價值計量乃經計及一名市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

本集團使用適用於不同情況之估值技術,而其有足夠數據計量公允價值,以盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### 2.4 主要會計政策概要(續)

##### 公允價值計量(續)

於財務報表計量或披露公允價值之所有資產及負債，均根據對公允價值計量整體而言屬重要之最低層輸入數據在下述公允價值等級架構內進行分類：

- 第1級 — 按相同資產或負債於活躍市場之報價(未經調整)計算
- 第2級 — 按估值技巧計算(對公允價值計量而言屬重要之最低層輸入數據為可直接或間接觀察)
- 第3級 — 按估值技巧計算(對公允價值計量而言屬重要之最低層輸入數據為不可觀察)

就按經常性基準於財務報表確認之資產及負債而言，本集團於每個報告期末通過重新評估分類(基於對公允價值計量整體而言屬重大之最低層輸入數據)以決定等級架構內各層之間是否有轉移。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

## 2.4 主要會計政策概要(續)

### 非金融資產的減值

倘出現減值跡象或須對資產(不包括存貨、金融資產、投資物業及非流動資產/分類為持作出售的出售組別)進行年度減值測試,則會估計資產的可收回金額。資產的可收回金額乃資產或現金產生單位使用價值與其公允價值減出售成本兩者中的較高者,並且就個別資產釐定,如果資產並不產生大部分獨立於其他資產或資產組合的現金流入,在該情況下,可收回金額則按資產所屬的現金產生單位釐定。

減值虧損僅於資產賬面值超過其可收回金額時確認。評估使用價值時,估計未來現金流量乃以反映貨幣時間值及資產特定風險的除稅前貼現率貼現至其現值。減值虧損於其產生之期間在損益中支銷,並計入與減值資產之功能一致之有關費用類別內。

於各報告期末,會就是否有跡象顯示先前確認之減值虧損不再存在或可能已減少作出評估。倘有該等跡象,便會估計可收回金額。先前就資產(不包括商譽)確認之減值虧損,僅於用以釐定該資產之可收回金額之估計有變時予以撥回,但撥回金額不得高於假設過往年度並無就該資產確認減值虧損而應有之賬面值(扣除任何折舊/攤銷)。此減值虧損之撥回計入發生當期之損益內,除非資產以重估金額入賬,於此情況下,則減值虧損撥回將根據該重估資產的相關會計政策入賬。



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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group 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;

#### 2.4 主要會計政策概要(續)

##### 關聯方

任何一方如屬以下情況，即被視為本集團之關聯方：

- (a) 該人士為個人或與該個人關係密切的家庭成員，且該個人
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司之主要管理層成員；

或

- (b) 該人士為適用以下任何情況的實體：
  - (i) 該實體與本集團屬同一集團之成員公司；
  - (ii) 一實體為另一實體(或其他實體之母公司、附屬公司或同系附屬公司)之聯營公司或合資企業；
  - (iii) 該實體與本集團為同一第三方之合資企業；
  - (iv) 一實體為第三方實體之合資企業，而其他實體為第三方實體之聯營公司；
  - (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職後福利計劃；



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Related parties (Continued)

(b) (Continued)

- (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); and
- (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 parent of the Group.

### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

## 2.4 主要會計政策概要(續)

### 關聯方(續)

(b) (續)

- (vi) 該實體受(a)所識別人士控制或共同控制；
- (vii) 於(a)(i)所識別人士對該實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員；及
- (viii) 該實體或其所屬集團的成員公司向本集團或本集團的母公司提供主要管理人員服務。

### 物業、廠房及設備及折舊

物業、廠房及設備(在建工程除外)按成本減去累計折舊和任何減值虧損入賬。物業、廠房及設備項目之成本包括其購買價格和將資產運抵指定地點並使其達到能夠按照預定之方式進行運作狀態之任何直接可歸屬成本。

物業、廠房及設備項目投入運行後產生之開支，如維修和保養，通常在開支發生當期之損益中扣除。倘符合確認標準，主要檢查之開支於資產賬面值中資本化為重置成本。倘物業、廠房及設備之重要部分須不時更換，則本集團將該等部分確認為具有特定使用年限之個別資產並相應對其計提折舊。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Property, plant and equipment and depreciation (Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal estimated useful lives and the annual depreciation rates are as follows:

	Annual depreciation rates
Buildings	2%-5%
Hotel properties	5%
Plant and machinery	10%-19%
Motor vehicles	24%
Furniture and fixtures	19%-32%
Leasehold improvements	5%-43%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

#### 2.4 主要會計政策概要(續)

##### 物業、廠房及設備及折舊(續)

物業、廠房及設備各項目在採用直線法計算折舊之估計使用期限內撇銷其成本至其殘值。主要估計可使用年限及年度折舊率如下：

	年度折舊率
樓宇	2%-5%
酒店物業	5%
廠房及機器	10%-19%
汽車	24%
傢俬及裝置	19%-32%
租賃物業裝修	5%-43%

如果某項物業、廠房及設備項目其中部分的可使用年期不同，該項目的成本會按合理基準分配至有關部分，而各部分均分開計提折舊。剩餘價值、可使用年期及折舊方法將至少於各財政年度末檢討及按需要作出調整。

物業、廠房及設備項目(包括任何初次確認的重大部分)於出售或預期使用或出售有關項目不會產生未來經濟利益時取消確認。於取消確認資產年度在損益確認的出售或報廢資產的收益或虧損，為出售有關資產所得款項淨額與其賬面值兩者間的差額。

在建工程指在建的樓宇，按成本減任何減值虧損列賬且不作折舊。成本包括建設期內的直接建設成本及相關借入資金的資本化借款成本。當在建工程完成並可使用時，將被重新分類至適當物業、廠房及設備類別。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in profit or loss.

## 2.4 主要會計政策概要(續)

### 投資物業

投資物業指為賺取租金收入及／或資本增值而持有的土地及樓宇權益(包括符合投資物業定義的物業經營租賃的租賃權益)，但不包括用作生產或供應貨品或提供服務或行政管理用途者；或在日常業務過程中出售的土地及樓宇權益。該等物業初步按成本(包括交易成本)計量。首次確認後，投資物業按公允價值列賬，其反映報告期間末之市況。

投資物業公允價值變動產生的收益或虧損列入產生年度的損益表。

報廢或出售投資物業之任何收益或虧損於報廢或出售期間於損益表內確認。

由投資物業轉為自置物業或存貨，視為其後入賬的成本為其於更改用途日期。如本集團作為自用物業佔用之物業轉變為投資物業，本集團對該物業入賬時會根據於「物業、廠房及設備及折舊」所列政策於更改用途當日入賬，而於當日有關該物業之賬面值與公允值之任何差額會根據上文「物業、廠房及設備及折舊」所列政策入賬列作資產重估儲備。至於將存貨轉入投資物業，當日物業公允值與其過去賬面值之差額於損益表確認。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Properties under development

Properties under development are intended to be held for sale after completion.

Properties under development are stated at the lower of cost comprising land costs, construction costs, borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period and net realisable value.

Properties under development are classified as current assets unless those will not be realised in the normal operating cycle. On completion, the properties are transferred to completed properties held for sale.

##### Completed properties held for sale

Completed properties held for sale are stated in the statement of financial position at the lower of cost and net realisable value. Cost is determined by an apportionment of the total costs of land and buildings attributable to the unsold properties. Net realisable value takes into account the price ultimately expected to be realised, less estimated costs to be incurred in selling the properties.

##### Allocation of property development cost

Land costs are allocated to each unit according to their respective saleable gross floor area ("GFA") to the total saleable GFA. Construction costs relating to units were identified and allocated specifically. Common construction costs have been allocated according to the saleable GFA similar to land costs.

#### 2.4 主要會計政策概要(續)

##### 開發中物業

開發中物業擬於落成後持作待售。

開發中物業按成本與可變現淨值之較低者列賬，成本包括土地成本、建築成本、借貸成本、專業費用及於發展期內與有關物業直接相關的其他成本。

除非開發中物業不會於一個正常營運週期內落成，否則相關開發中物業分類為流動資產。物業於落成時轉至持作待售的已竣工物業。

##### 持作出售的已完工物業

持作出售的已完工物業按成本與可變現淨值兩者之較低者於財務狀況表列賬。成本按未售物業應佔土地及樓宇成本總額的分攤比例釐定，可變現淨值按預期最終將變現的價格減出售物業產生的估計成本計算。

##### 分配物業開發成本

土地成本根據各單位的可售建築面積（「建築面積」）佔可售總建築面積的比例分配至各單位。單位相關建築成本按個別情況識別及分配。一般建築成本按與土地成本相若的方式根據可售建築面積分配。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

## 2.4 主要會計政策概要(續)

### 無形資產(商譽除外)

分開購入的無形資產於初次確認時按成本計量。於業務合併購入無形資產之成本為於收購日期之公允價值。無形資產的可使用年期被評估為有限或無限。可使用年期有限的無形資產其後在可用的經濟年期內攤銷，並在有跡象顯示無形資產可能已減值時進行減值評估。可使用年期有限的無形資產的攤銷期和攤銷法至少於各財政年度末作檢討。

### 租賃

凡將資產所有權(法定所有權除外)大部分回報及風險撥歸本集團的租賃均列為融資租賃。融資租賃訂定時，租賃資產的成本將按最低租金付款的現值資本化，並連同反映購買及融資的債務(不包括利息部分)入賬。以資本化融資租賃持有的資產(包括融資租賃項下預付土地租賃款項)包括在物業、廠房及設備項下，並按租約期或資產的估計可使用年期兩者中較短者計算折舊。上述租賃的融資成本於損益扣減，以在租約期按固定比率扣除。

通過具有融資性質的租購合約收購的資產乃列作融資租賃，有關資產乃按估計可使用年期予以折舊。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Leases (Continued)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

##### Financial assets (under IAS 39)

###### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as loans and receivables and available-for-sale ("AFS") financial assets. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

#### 2.4 主要會計政策概要(續)

##### 租賃(續)

資產所有權之絕大部分回報與風險仍歸於出租人之租賃列作經營租賃。倘本集團為出租人，由本集團以經營租賃出租的資產乃計入非流動資產，而經營租賃的應收租金按租約年期以直線法計入損益。倘本集團為承租人，則經營租賃之應付租金(扣除出租人給予之優惠)按照租期以直線法在損益扣除。

根據經營租賃預付的土地租金首次乃成本列賬，而隨後則按租期以直線法確認。

租金不可於土地及樓宇部分可靠地分配時，全部租金作為物業、廠房及設備的融資租賃於土地及樓宇的成本中列賬。

##### 金融資產(根據《國際會計準則》第39號)

###### *初始確認及計量*

金融資產於初步確認時分類為貸款及應收款項以及可供出售(「可供出售」)金融資產。所有金融資產乃初步按公允價值加(倘金融資產並非按公允價值計入損益)收購金融資產產生之交易成本確認。

要求按照市場規定或慣例(一般買賣)在特定時間內交付資產的金融資產買賣於交易日(即本集團承諾購買或出售該資產的日期)予以確認。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial assets (under IAS 39) (Continued)

#### *Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in two categories:

- Loans and receivables
- AFS financial assets

#### (i) *Loans and receivables*

This category is the most relevant to the Group. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ("EIR") method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statements of profit or loss and other comprehensive income. The losses arising from impairment are recognised in the statements of profit or loss and other comprehensive income in finance costs for loans and in cost of sales or other expenses for receivables.

## 2.4 主要會計政策概要(續)

### 金融資產(根據《國際會計準則》第39號)(續)

#### *其後計量*

就其後計量而言，金融資產分為兩類：

- 貸款及應收款項
- 可供出售金融資產

#### (i) *貸款及應收款項*

此分類與本集團最相關。貸款及應收款項為並非於活躍市場所報具固定或可釐定支付的非衍生金融資產。於初始計量後，該等金融資產乃隨後採用實際利率(「實際利率」)法減任何減值按攤銷成本計量。攤銷成本乃通過計入收購時的任何貼現或溢價及實際利率組成部分之費用或成本計算。實際利率攤銷乃於損益及其他全面收益表的融資收入入賬。減值產生的虧損乃於損益及其他全面收益表貸款融資成本及應收款項銷售成本或其他開支確認。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial assets (under IAS 39) (Continued)

#### *Subsequent measurement (Continued)*

##### *(ii) AFS financial assets*

AFS financial assets include debt securities. Debt securities in this category are those that are intended to be held for an indefinite period of time and that may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial measurement, AFS financial assets are subsequently measured at fair value with unrealised gains or losses recognised in other comprehensive income ("OCI") and credited to the AFS reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in other operating income, or the investment is determined to be impaired, when the cumulative loss is reclassified from the AFS reserve to the statements of profit or loss and other comprehensive income in finance costs. Interest earned whilst holding AFS financial assets is reported as interest income using the EIR method.

The Group evaluates whether the ability and intention to sell its AFS financial assets in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

## 2.4 主要會計政策概要(續)

### 金融資產(根據《國際會計準則》第39號)(續)

#### *其後計量(續)*

##### *(ii) 可供出售金融資產*

可供出售金融資產包括債務證券。此類別的債務證券為擬無限期持有及可能因應流動資金需要或因應市場狀況變動而出售者。

於初步計量後，可供出售金融資產其後按公允價值計量，其未變現收益或虧損乃確認為其他全面收益(「其他全面收益」)並於可供出售儲備中入賬，直至投資被終止確認，屆時累計收益或虧損乃於其他經營收入內確認，或投資於累計虧損自可供出售儲備重新分類至損益及其他全面收益表的融資成本時釐定為減值。持有可供出售金融資產所賺取的利息乃使用實際利率法呈報為利息收入。

本集團評估其於近期出售可供出售金融資產的能力及意圖是否仍然適用。當在罕有的情況下本集團因不活躍市場未能交易該等金融資產，本集團可能會選擇重新分類該等金融資產(倘管理層有能力及意圖於可見未來持有該等金融資產或持有至到期日)。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial assets (under IAS 39) (Continued)

#### Subsequent measurement (Continued)

##### (ii) AFS financial assets (Continued)

For a financial asset reclassified from the AFS category, the fair value at the date of reclassification becomes its new amortised cost and any previous gain or loss on the asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the EIR. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the EIR. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statements of profit or loss and other comprehensive income.

### Derecognition of financial assets (under IAS 39 and IFRS 9)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's statements of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

## 2.4 主要會計政策概要(續)

### 金融資產(根據《國際會計準則》第39號)(續)

#### 其後計量(續)

##### (ii) 可供出售金融資產(續)

就自可供出售類別重新分類的金融資產而言，重新分類當日公允價值的公允價值成為其新攤銷成本，而任何過往就該項資產於權益賬內確認的收益或虧損乃使用實際利率法於該投資的剩餘年期內按實際利率法攤銷至損益賬。新攤銷成本與到期金額的任何差額亦使用實際利率法於該資產的剩餘年期內攤銷。倘資產其後被釐定為減值，則於權益賬內入賬的金額會被重新分類至損益及其他全面收益表內。

### 終止確認金融資產(根據《國際會計準則》第39號及《國際財務報告準則》第9號)

金融資產(或如適用，金融資產的一部分或一組類似金融資產的一部分)主要於以下情況終止確認(即從本集團的財務狀況表刪除)：

- 自資產收取現金流量的權利已經屆滿；或
- 本集團已轉讓其自資產收取現金流量的權利或已承擔責任根據「轉讓」安排在並無重大延誤下將其全數支付予第三方；及(a)本集團已轉讓該資產的絕大部分風險及回報，或(b)本集團並無轉讓或保留該資產的絕大部分風險及回報，但已轉讓該資產的控制權。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Derecognition of financial assets (under IAS 39 and IFRS 9) (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

##### Impairment of financial assets (under IAS 39)

The Group assesses whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

#### 2.4 主要會計政策概要(續)

##### 終止確認金融資產(根據《國際會計準則》第39號及《國際財務報告準則》第9號)(續)

當本集團已轉讓其自資產收取現金流量的權利或已訂立轉讓安排，其會評估有否保留所有權的風險及回報，以及其程度。當本集團並無轉讓或保留該資產的絕大部分風險及回報及並無轉讓該資產的控制權，本集團以本集團持續參與程度為限繼續確認所轉讓資產。在此情況下，本集團亦確認相關負債。經轉讓資產及相關負債乃按反映本集團已保留的權利及責任為基準計量。

持續參與乃以被轉讓資產作出的一項保證的形式出現，並以該項資產的原賬面值及本集團或須償還的代價數額上限(以較低者為準)計算。

##### 金融資產減值(根據《國際會計準則》第39號)

本集團評估是否有任何客觀證據顯示金融資產或一組金融資產已經減值。倘因於初步確認資產後發生一項或以上事件且虧損事件對可以可靠地估計的金融資產或一組金融資產的估計未來現金流量有影響時，則被視為減值。減值證據可能包括債務人或一組債務人正面臨重大財務困難、違約或拖欠利息或本金付款、彼等將有可能破產或進行其他財務重組及有客觀數據顯示估計未來現金流量有可以計量的減少，如與違約有關的拖欠或經濟狀況的變動。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Impairment of financial assets (under IAS 39) (Continued)

#### *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the loss is recognised in the statements of profit or loss and other comprehensive income. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

## 2.4 主要會計政策概要(續)

### 金融資產減值(根據《國際會計準則》第39號)(續)

#### *按攤銷成本列賬的金融資產*

對於以攤銷成本入賬的金融資產，本集團會首先評估金額個別重大之金融資產有否個別出現客觀之減值證據，並整體評估金額不個別重大之金融資產。若本集團確定被個別評估之金融資產並不存在減值(不論是否重大)之客觀證據，則會將該資產包含於信貸風險特徵相似的金融資產組合當中，以作整體減值評估。作個別減值評估且減值虧損確認或將繼續確認的資產將不列入整體減值評估。

已識別之任何減值虧損數額須按資產之賬面值與估計未來現金流量(不包括尚未產生之未來信貸虧損)現值之間之差額入賬。估計未來現金流量之現值以該金融資產之初始實際利率(即初次確認時所採用之實際利率)折算。

資產之賬面值乃通過使用備抵賬直接或間接扣減，而虧損須於損益及其他全面收益表中確認。利息收入繼續以已調減賬面值並按折算未來現金流量以計量減值虧損之利率計算入賬。倘並無實際期望可予收回及所有的抵押已變現或已轉至本集團，則該等貸款及應收款項以及任何相關之備抵金額應予撇銷。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Impairment of financial assets (under IAS 39) (Continued)

###### *Financial assets carried at amortised cost (Continued)*

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the statements of profit or loss and other comprehensive income.

###### *Available-for-sale financial investments*

For available-for-sale financial investments, the Group assesses whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statements of profit or loss and other comprehensive income, is removed from OCI and recognised in the statements of profit or loss and other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

#### 2.4 主要會計政策概要(續)

##### 金融資產減值(根據《國際會計準則》第39號) (續)

###### *按攤銷成本列賬的金融資產(續)*

倘於其後期間，估計減值虧損的金額因於確認減值後發生的事件有所增加或減少，過往確認的減值虧損乃透過調整撥備賬增加或減少。倘其後收回撤銷，則收回乃計入損益及其他全面收益表其他開支內。

###### *可供出售金融投資*

就可供出售金融投資而言，本集團評估是否有客觀證據顯示投資或一組投資已經減值。

當可供出售金融資產出現減值時，其成本(扣除任何本金付款和攤銷)和其現有公允價值，扣減之前於損益及其他全面收益表內確認之任何減值虧損之差額，將自其他全面收益移除，並在損益及其他全面收益表中確認。

確定是否屬「大幅」或「長期」時須作出判斷。在作出判斷時，本集團會評估(其中包括)一項投資的公允價值低於其成本的持續時間或程度。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Impairment of financial assets (under IAS 39) (Continued)

#### *Available-for-sale financial investments (Continued)*

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the statements of profit or loss and other comprehensive income. Future interest income continues to be accrued based on the reduced carrying amount of the asset and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Impairment losses on debt instruments are reversed through the statements of profit or loss and other comprehensive income if the subsequent increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in the statements of profit or loss and other comprehensive income.

#### *Assets carried at cost*

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

## 2.4 主要會計政策概要(續)

### 金融資產減值(根據《國際會計準則》第39號) (續)

#### *可供出售金融投資(續)*

就分類為可供出售的債務工具而言，減值乃以按攤銷成本列賬的金融資產相同的準則評估。然而，就減值入賬的金額為按攤銷成本與當期公允價值的差額減去過往就該投資於損益及其他全面收益表內確認的任何減值虧損計量的累計虧損。未來利息收入繼續按照調減後的賬面價值為基準及計算減值虧損時就未來現金流量進行貼現採用的貼現率作為利率計提。利息收入作為融資收入之一部份入賬。倘在後續期間，債務工具的減值虧損於損益及其他全面收益表確認後發生客觀跡象的事項令公允價值增加，其減值虧損則於損益及其他全面收益表回撥。

#### *按成本列賬的資產*

倘若有客觀證據表明一項因其公允價值不能被可靠計量而不以公允價值列賬的非上市權益工具，或一項與非上市權益工具相關，並通過交付該非上市權益工具予以結算的衍生資產存在減值虧損，則應以資產的賬面價值和估計未來現金流量以當前市場一相似金融資產的回報率貼現的現值的差額作為虧損的金額。該等資產的減值虧損不予轉回。



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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial liabilities (under IAS 39 and IFRS 9)

###### *Initial recognition and measurement*

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instruments. The Group determines the classification of its financial liabilities at initial recognition. Financial liabilities are classified, at initial recognition, as loans and borrowings, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of financial liabilities not at fair value through profit or loss, net of directly attributable transaction costs.

###### *Subsequent measurement*

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

###### *(i) Loans and borrowings*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

#### 2.4 主要會計政策概要(續)

##### 金融負債(根據《國際會計準則》第39號及《國際財務報告準則》第9號)

###### *初始確認及計量*

金融負債僅於本集團成為金融工具合同條文的訂約方時方予以確認。本集團於初步確認時釐定其金融負債的分類。金融負債於初步確認時被分類為貸款及借款(如適用)。

初步確認所有金融負債時，乃以公允價值及(倘屬並非按公允價值計入損益的金融負債)扣除直接應佔交易成本計量。

###### *後續計量*

於初步確認後，並非按公允價值計入損益列賬的金融負債隨後採用實際利率法按攤銷成本計量。當負債終止確認及進行攤銷程序時，其收益及虧損於損益內確認。

###### *(i) 貸款及借款*

於初步確認後，計息貸款及借款隨後以實際利率法按攤銷成本計量，除非貼現影響為微不足道，在該情況下則按成本列賬。當負債終止確認及按實際利率法進行攤銷程序時，其收益及虧損於損益表內確認。

攤銷成本於考慮任何收購折讓或溢價以及屬於實際利率組成部分的費用或成本後計算。實際利率攤銷計入損益表融資成本。





## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial liabilities (under IAS 39 and IFRS 9) (Continued)

#### *Subsequent measurement (Continued)*

##### (ii) *Senior notes*

Senior notes issued by the Company that contain both liability and early redemption option (which is not closely related to the host contract) are classified separately into respective items on initial recognition. At the date of issue, both the liability and early redemption option components are recognised at fair value.

In subsequent periods, the debt component of the senior notes is carried at amortised cost using the effective interest method. The early redemption option is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the senior notes are allocated to the liability and early redemption option components in proportion to their relative fair values. Transaction costs relating to the early redemption option are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the liability portion and amortised over the period of the senior notes using the effective interest method.

## 2.4 主要會計政策概要(續)

### 金融負債(根據《國際會計準則》第39號及《國際財務報告準則》第9號)

#### 後續計量(續)

##### (ii) 優先票據

本公司發行含有負債及提早贖回權(與主合約並無密切關連)的優先票據在初步確認時分作不同類別。於發行日,負債及提早贖回權部份均按公允值確認。

在後續期間,優先票據的負債部份使用實際利率法按攤銷成本列賬。提早贖回權按公允值計量,其公允值變動於損益中確認。

與發行優先票據有關的交易成本按有關公允值的比例分配予負債及提早贖回權部份。與提早贖回權有關的交易成本即時於損益中扣除。與負債部份有關的交易成本計入負債部份的賬面值,並使用實際利率法在優先票據期內攤銷。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial liabilities (under IAS 39 and IFRS 9) (Continued)

##### *Subsequent measurement (Continued)*

##### *(iii) Financial guarantee contracts (policies under IFRS 9 applicable from 1 January 2018)*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018)"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

##### *(iv) Financial guarantee contracts (policies under IAS 39 applicable before 1 January 2018)*

A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

#### 2.4 主要會計政策概要(續)

##### 金融負債(根據《國際會計準則》第39號及《國際財務報告準則》第9號)

##### 後續計量(續)

##### *(iii) 財務擔保合約(根據《國際財務報告準則》第9號自2018年1月1日起適用的政策)*

本集團發行的財務擔保合約為要求作出付款以償付持有人因特定債務人未能根據債務工具的條款償還到期款項而招致的損失的合約。財務擔保合約初步按公允價值確認為一項負債，並就發行擔保直接產生的交易成本作出調整。於初步確認後，本集團按以下兩者的較高者計量財務擔保合約：(i)根據「金融資產減值(根據《國際財務報告準則》第9號自2018年1月1日起適用的政策)」所載政策釐定的預期信貸虧損撥備；及(ii)初步確認的金額減(如適用)累計攤銷。

##### *(iv) 財務擔保合約(根據《國際會計準則》第39號適用於2018年1月1日之前的政策)*

財務擔保合約初步按其公允價值確認為一項負債，並就作出該擔保直接產生的交易成本作出調整。於初始確認後，本集團按(i)報告期末的現有責任所須開支的最佳估計金額；及(ii)初始確認的金額減(如適用)累計攤銷(以較高者為準)計量財務擔保合約。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Derecognition of financial liabilities (under IAS 39 and IFRS 9)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

### Financial assets (under IFRS 9)

#### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, and at fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

## 2.4 主要會計政策概要(續)

### 終止確認金融負債(根據《國際會計準則》第39號及《國際財務報告準則》第9號)

當負債項目下的責任被解除或取消或屆滿，金融負債須予終止確認。

如現有金融負債由同一放債人以幾乎完全不同條款的負債所取代，或現有負債的條款實質上幾乎已完全修訂，此類取代或修訂將被視為終止確認原負債及確認新負債處理，而有關賬面值的差額須於損益確認。

### 金融資產(根據《國際財務報告準則》第9號)

#### *初始確認及計量*

金融資產於初步確認時分類，其後按攤銷成本計量，並按公允價值計入損益。

初步確認時的金融資產分類取決於金融資產的合約現金流量特徵以及本集團管理彼等的業務模式。除了並不包含顯著的融資組成部份或本集團已就此應用簡易處理方法之應收貿易款項外，本集團初始按公平價值加上(倘金融資產並非按公平價值計入損益)交易成本計量金融資產。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial assets (under IFRS 9) (Continued)

##### *Initial recognition and measurement (Continued)*

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

##### *Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in two categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through profit or loss

#### 2.4 主要會計政策概要(續)

##### 金融資產(根據《國際財務報告準則》第9號)(續)

##### *初始確認及計量(續)*

為使金融資產按攤銷成本進行分類及計量，需就未償還本金產生「純粹支付本金及利息」的現金流量。該評估被稱為純粹支付本金及利息測試，並於工具層面執行。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。須於市場規則或慣例所設定的時間範圍內交付資產的金融資產購買或出售(定期交易)於交易日(即本集團承諾購買或出售資產的日期)確認。

##### *後續計量*

就後續計量而言，金融資產分為兩類：

- 按攤銷成本列賬的金融資產(債務工具)
- 按公允價值計入損益的金融資產

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial assets (under IFRS 9) (Continued)

#### Subsequent measurement (Continued)

##### (i) Financial assets at amortised cost (debt instruments)

This category is the most relevant to the Group. The Group measures financial assets at amortised cost if both of the following conditions are met:

- (a) The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows

and

- (b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes trade receivables, financial assets included in prepayments, deposits and other receivables, and amounts due from related companies.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

## 2.4 主要會計政策概要(續)

### 金融資產(根據《國際財務報告準則》第9號)(續)

#### 後續計量(續)

##### (i) 按攤銷成本列賬的金融資產(債務工具)

該類別與本集團最為相關。倘滿足以下兩個條件，本集團將按攤銷成本計量金融資產：

- (a) 於旨在持有金融資產以收取合約現金流量的業務模式中持有的金融資產；

及

- (b) 金融資產的合約條款於特定日期產生的現金流量純粹為未償還本金支付本金及利息。

按攤銷成本列賬的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益中確認。

本集團按攤銷成本列賬的金融資產包括貿易應收款項、計入預付款項、按金及其他應收款項以及應收關聯公司款項列賬的金融資產。

所有已確認的金融資產，視乎金融資產的分類而定，其後全面按攤銷成本或公允價值計量。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial assets (under IFRS 9) (Continued)

##### *Subsequent measurement (Continued)*

##### *(ii) Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition as at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statements of profit or loss and other comprehensive income.

#### 2.4 主要會計政策概要(續)

##### 金融資產(根據《國際財務報告準則》第9號)(續)

##### 後續計量(續)

##### *(ii) 按公允價值計入損益的金融資產*

按公允價值計入損益的金融資產包括持作買賣的金融資產、於初始確認時指定為按公允價值計入損益的金融資產，或強制要求按公允價值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均按公允價值計入損益分類及計量。儘管如上文所述債務工具可按攤銷成本或按公允價值計入其他全面收益分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公允價值計入損益。

按公允價值計入損益的金融資產按公允價值於財務狀況表列賬，而公允價值變動淨額於損益及其他全面收益表中確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial assets (under IFRS 9) (Continued)

#### *Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018)*

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### *General approach*

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

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

## 2.4 主要會計政策概要(續)

### 金融資產(根據《國際財務報告準則》第9號)(續)

#### *金融資產減值(根據《國際財務報告準則》第9號自2018年1月1日起適用的政策)*

本集團確認對並非按公允價值計入損益的所有債務工具預期信貸虧損的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

#### *一般方法*

預期信貸虧損分兩個階段進行確認。就自初步確認起未有顯著增加的信貸風險而言，預期信貸虧損提供予由未來十二個月內可能發生違約事件而導致的信貸虧損(十二個月預期信貸損失)。就自初步確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備(整個存續的預期信貸虧損)。

本集團在各報告日期評估相關金融工具的信用風險自初始確認後是否已顯著增加。於作出評估時，本集團將報告日期金融工具出現違約事件之風險與初步確認日期金融工具出現違約事件之風險進行比較，並會考慮合理且可證實的資料(毋須過高成本或太多工序便可查閱)，包括過往經驗及前瞻性資料。



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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial assets (under IFRS 9) (Continued)

##### *Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018) (Continued)*

##### *General approach (Continued)*

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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

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

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

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

#### 2.4 主要會計政策概要(續)

##### 金融資產(根據《國際財務報告準則》第9號)(續)

##### 金融資產減值(根據《國際財務報告準則》第9號自2018年1月1日起適用的政策)(續)

##### 一般方法(續)

當合約付款已逾期90日時，本集團會將金融資產視為違約。然而，在若干情況，在計及本集團所持的任何信貸增強時前，當內部或外部資料指出本集團不大可能悉數收回尚未償還合約金額，則本集團亦可能將金融資產視為違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

按攤銷成本計量的金融資產在一般方法下可能會出現減值，且除應用下文詳述的簡化方法的貿易應收款項外，其分類為以下階段以計量預期信貸虧損。

第一階段 — 金融工具的信用風險自初始確認後並未顯著增加，且虧損撥備以等同於12個月預期信貸虧損的金額計量。

第二階段 — 金融工具的信用風險自初始確認後顯著增加，惟其並非信貸減值的金融資產，其虧損撥備以等同於整個存續期的預期信貸虧損的金額計量

第三階段 — 於報告日期信貸減值的金融資產(惟其並非購買或原信貸減值)，其虧損撥備以等同於整個存續期的預期信貸虧損的金額計量

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial assets (under IFRS 9) (Continued)

#### *Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018) (Continued)*

##### *Simplified approach*

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

For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

## 2.4 主要會計政策概要(續)

### 金融資產(根據《國際財務報告準則》第9號)(續)

#### *金融資產減值(根據《國際財務報告準則》第9號自2018年1月1日起適用的政策)(續)*

##### *簡化方法*

並無重大融資成分或本集團應用可行權宜方法不調整重大融資成分影響的貿易應收款項，本集團應用簡化方法計算預期信貸虧損。根據簡化方法，本集團並無追蹤信貸風險的變動，而是根據各報告日期的整個存續期的預期信貸虧損確認虧損撥備。本集團已根據其過往信貸虧損經驗評估預期虧損率，並按債務人特定的前瞻性因素及經濟環境作出調整。

就包括重大融資成分及應收租賃款項的貿易應收款項及合約資產而言，本集團於計算預期信貸虧損選擇採納上述政策所述之簡化方法作為其會計政策。

本集團於各報告期末評估是否有客觀證據顯示某項或某個組別的金融資產已減值。倘於初步確認資產後發生一項或多項事件，對該項或該組金融資產的估計未來現金流量所造成影響能可靠地估計，減值則存在。減值跡象可包括一名或一組債務人面臨重大財政困難、違約或拖欠利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察所得數據顯示估計未來現金流量出現可計量減少，例如欠款數目或與違約相關的經濟狀況出現變動。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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2018年12月31日

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial assets (under IFRS 9) (Continued)

##### *Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018) (Continued)*

##### *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

#### 2.4 主要會計政策概要(續)

##### 金融資產(根據《國際財務報告準則》第9號)(續)

##### 金融資產減值(根據《國際財務報告準則》第9號自2018年1月1日起適用的政策)(續)

##### 按攤銷成本列賬的金融資產

對於按攤銷成本列賬的金融資產，本集團首先會評估個別重大金融資產或按集體基準評估個別非重大金融資產是否存在減值。倘本集團認定並無客觀證據顯示按個別基準評估的金融資產出現(無論是否重大)減值，則有關資產會歸入一組具有相似信貸風險特徵的金融資產，並按組合基準評估有否減值。經個別評估減值且已確認或持續確認減值虧損的資產不會納入集體減值評估之內。

已識別的任何減值虧損金額會按該項資產的賬面值與估計未來現金流量現值(不包括未產生的未來信貸虧損)的差額計量。估計未來現金流量現值會按金融資產的原實際利率(即初步確認時所用的實際利率)貼現。

資產賬面值透過使用撥備賬削減，而虧損在損益表內確認。利息收入按已調減後的賬面值持續累計，並採用計量減值虧損時用以貼現未來現金流量的利率累計。貸款及應收款項連同任何相關撥備於不存在日後收回的實際可能性及所有抵押品已變現或轉讓予本集團時撇銷。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial assets (under IFRS 9) (Continued)

#### *Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018) (Continued)*

##### *Financial assets carried at amortised cost (Continued)*

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in profit or loss.

##### *Assets carried at cost*

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

##### *Available-for-sale financial investments*

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is removed from other comprehensive income and recognised in profit or loss.

## 2.4 主要會計政策概要(續)

### 金融資產(根據《國際財務報告準則》第9號)(續)

#### *金融資產減值(根據《國際財務報告準則》第9號自2018年1月1日起適用的政策)(續)*

##### *按攤銷成本列賬的金融資產(續)*

倘估計減值虧損的金額在其後期間因確認減值後發生的事項出現增減，則先前確認的減值虧損可通過調整撥備賬而增減。倘撇銷於其後收回，則收回金額將以其他開支計入損益表。

##### *按成本列賬的資產*

倘若有客觀證據表明一項因其公允價值不能被可靠計量而不以公允價值列賬的非上市權益工具，或一項與非上市權益工具相關，並通過交付該非上市權益工具予以結算的衍生資產存在減值虧損，則應以資產的賬面價值和估計未來現金流量以當前市場一相似金融資產的回報率貼現的現值的差額作為虧損的金額。該等資產的減值虧損不予轉回。

##### *可供出售金融投資*

就可供出售金融投資而言，本集團會於各報告期末評估有否客觀證據顯示一項投資或一組投資出現減值。

當可供出售金融資產出現減值時，其成本(扣除任何本金付款和攤銷)和其現有公允價值，扣減之前於損益表內確認之任何減值虧損之差額，將自其他全面收益移除，並在損益表中確認。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Financial assets (under IFRS 9) (Continued)

##### *Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018) (Continued)*

##### *Available-for-sale financial investments (Continued)*

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss – is removed from other comprehensive income and recognised in profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Impairment losses on debt instruments are reversed through profit or loss if the subsequent increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

#### 2.4 主要會計政策概要(續)

##### 金融資產(根據《國際財務報告準則》第9號)(續)

##### 金融資產減值(根據《國際財務報告準則》第9號自2018年1月1日起適用的政策)(續)

##### 可供出售金融投資(續)

倘權益投資被列作可供出售類別，則客觀證據將包括該項投資的公允價值大幅或長期跌至低於其成本。「大幅」是相對於投資之原始成本評估，而「長期」則相對於公允價值低於原始成本之期間而評估。倘出現減值證據，則累計虧損(按收購成本與現時公允價值之差額減該項投資先前在損益表內確認的任何減值虧損計量)將從其他全面收益中移除，並於損益內確認。分類為可供出售的股本工具的減值虧損不可通過損益撥回，而其公允價值於減值後的增加部分會直接於其他全面收益中確認。

確定是否屬「大幅」或「長期」時須作出判斷。在作出判斷時，本集團會評估(其中包括)一項投資的公允價值低於其成本的持續時間或程度。

當獲分類為可供出售債務工具時，減值的評估基礎與以攤銷成本列賬之金融資產相同。但減值金額按累計虧損以攤銷成本及當前公允價值之間的差額扣減該投資任何過往於損益確認的減值虧損後計量。未來利息收入繼續按照調減後的賬面價值及計算減值虧損時就未來現金流量進行貼現採用的貼現率作為利率調減後的賬面價值為基準計提。利息收入作為財務收入之一部份入賬。倘在後續期間，債務工具的減值虧損於損益表確認後發生客觀跡象的事項令公允價值增加，其減值虧損則於損益表回撥。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

## 2.4 主要會計政策概要(續)

### 抵銷金融工具

倘目前有合法可強制執行權利抵銷已確認的金額，且有意按淨額基準支付或同時將資產變現及結算負債，則抵銷金融資產及金融負債，而其淨額須列於財務狀況表內。

### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金、活期存款及可隨時轉換為已知數額現金、價值變動風險極低及一般自購入後三個月內到期的短期高流動性投資，但須扣減應要求償還及構成本集團現金管理不可分割部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物由手頭現金及銀行現金組成，包括定期存款及與現金性質類似及用途不受限制的資產。

### 撥備

倘因過往事件須承擔現時責任(法定或推定)，而履行該責任可能導致未來資源外流，且該責任所涉金額能夠可靠估計，則確認撥備。

倘貼現影響重大，則確認撥備的金額為預期履行責任所需未來開支於報告期末的現值。貼現現值隨時間流逝而增加的金額，並計入損益表中的融資成本。



## NOTES TO FINANCIAL STATEMENTS

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Provisions (Continued)

The Group provides for warranties in relation to the sale of certain industrial products and the provision of construction services for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general guidance for provisions above; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the guidance for revenue recognition.

##### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

#### 2.4 主要會計政策概要(續)

##### 撥備(續)

本集團就若干工業產品銷售及提供建築服務於保證期間發生的缺陷的一般維修提供保證。本集團授予的保證類保證撥備乃根據銷售量及過往維修及退貨水平的經驗確認，並適當貼現至其現值。

業務合併確認的或然負債初始按其公允價值計量。其後，按(i)根據上述一般撥備指引確認的金額；及(ii)初始確認的金額減根據收入確認指引確認的累計攤銷(如適用)兩者之間的較高者計量。

##### 所得稅

所得稅包括即期和遞延稅項。與損益外確認的科目相關的所得稅不在損益確認，而在其他全面收益或直接在權益中確認。

即期稅項資產和負債以報告期末已頒佈或實質已頒佈的稅率(及稅法)，並考慮本集團運營所在國家的詮釋及慣例，按照預期自稅務機關收回或向稅務機關支付的金額進行計量。

遞延稅項使用負債法就報告期末資產及負債稅基與其作財務呈報的賬面值之間的一切暫時差額作出撥備。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, joint ventures and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, joint ventures and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

## 2.4 主要會計政策概要(續)

### 所得稅(續)

所有應課稅暫時差額均確認為遞延稅項負債，除非：

- 遞延稅項負債是由商譽或不構成業務合併交易中的資產或負債的初始確認所產生，而在交易時既不影響會計利潤也不影響應課稅利潤或虧損；及
- 就有關附屬公司、合資企業及聯營公司投資所產生的應課稅暫時差額而言，撥回暫時差額的時間可受控制，而暫時差額於可預見的將來可能不會撥回。

所有可扣減暫時差額及未動用稅項抵免及任何未動用稅項虧損結轉，均被確認為遞延稅項資產。倘可能具有應課稅利潤抵銷可扣減暫時差額，以及可動用結轉的未動用稅項抵免及稅項虧損，則會確認遞延稅項資產，惟下述情況除外：

- 因有關可扣減暫時差額的遞延稅項資產源自初始確認一項交易(並非業務合併)中的資產或負債，而有關交易進行時既不影響會計利潤也不影響應課稅利潤或虧損；及
- 就有關附屬公司、合資企業及聯營公司投資所產生的可扣減暫時差額而言，遞延稅項資產僅於暫時差額於可預見的將來可能撥回，而且具有應課稅利潤用以抵銷暫時差額時，方會予以確認。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Income tax (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### 2.4 主要會計政策概要(續)

##### 所得稅(續)

遞延稅項資產的賬面值於各報告期末進行審閱，並扣減至不再可能有足夠應課稅利潤以扣減所有或部分將予動用的遞延稅項資產為止。未確認遞延稅項資產於各報告期末重新評核，並於可能有足夠應課稅利潤以扣減所有或部分將予收回的遞延稅項資產時予以確認。

遞延稅項資產及負債以預期適用於資產變現或負債清還期間的稅率計量，並以報告期末已頒佈或實質已頒佈的稅率(及稅法)為基準。

當及僅當本集團有在法律上可強制執行的權利將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產及遞延稅項負債與同一稅務機關對同一應課稅實體或不同應課稅實體徵收的所得稅相關，而該等不同的應課稅實體於各未來期間預期有大額遞延稅項負債或資產將予結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債，則遞延稅項資產與遞延稅項負債可予抵銷。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

### Revenue recognition (applicable from 1 January 2018)

Revenue is measured at the fair value of the consideration received or receivable for the sales of properties and services provided in the ordinary course of the Group's activities. Revenue is shown, net of taxes.

### Sales of properties

Revenues are recognised when or as the control of the asset is transferred to the purchaser. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance

- provides benefits which are received and consumed simultaneously by the purchaser; or
- creates and enhances an asset that the purchaser controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

## 2.4 主要會計政策概要(續)

### 政府補助

政府補助在合理確信可收取及一切附帶條件均可達成的情況下按其公允價值予以確認。倘補助涉及一項支出，則在與其擬補償而支銷相關成本的期間內，有系統地確認為收入。

當政府補助與某個資產項目相關聯時，公允價值先計入遞延收入賬，並根據相關資產之預期使用年期以年限平均法計入損益，或者從資產的賬面值中減去並通過減少折舊費用的方式計入損益。

### 收入確認(自2018年1月1日起適用)

收入乃按本集團於日常業務過程中銷售物業及所提供服務已收或應收代價的公允價值計量。收入乃按扣除稅項所示。

### 銷售物業

於資產控制權轉移至買方時確認收入。視乎合約條款及該合約的適用法例，資產控制權可在一段時間內或某一時間點轉移。倘本集團在履約過程中滿足下列各項，則資產控制權隨時間轉移：

- 本集團履約所帶來的利益由買家同時接收並消耗；或
- 本集團履約時創建及強化由買家控制的資產；或
- 並無創建一項對本集團具可替代用途的資產，且本集團就迄今為止已完成的履約有可強制執行的支付權利。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Revenue recognition (applicable from 1 January 2018) (Continued)

###### *Sales of properties (Continued)*

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the purchaser obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation that best depict the Group's performance in satisfying the performance obligation.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

For property development and sales contracts for which the control of the property is transferred at a point in time, revenue is recognised when the purchaser obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

###### *Rental income*

Rental income is recognised on a time proportion basis over the lease terms.

#### 2.4 主要會計政策概要(續)

##### 收入確認(自2018年1月1日起適用)(續)

###### *銷售物業(續)*

倘資產控制權隨時間轉移，收入會於整個合約期間經參考已完成履約責任的進度予以確認。否則，收入於買家取得資產控制權的時間點確認。

完成履約責任的進度乃基於本集團履行履約責任的支出或投入，經參考截至報告期末已產生的合約成本佔每份合約的估計總成本的百分比計量。

當存在重大融資成分時，本集團將會調整代價的承諾金額。

對於物業的控制權於時間點轉移的物業開發和銷售合約，於買方獲得已落成物業實際管有權或法定產權及本集團擁有獲得付款之現時權利及很可能收取對價時確認收入。當存在重大融資成分時，本集團將會調整代價的承諾金額。

###### *租金收入*

租金收入於租賃期限內按時間比例確認。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Revenue recognition (applicable from 1 January 2018) (Continued)

#### *Property management service income*

Property management service income derived from the provision of property maintenance and management services is recognised when the relevant services are rendered and the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.

#### *Revenue from other sources*

Rental income is recognised on a time proportion basis over the lease terms.

#### *Interest income*

Interest income is recognised, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument of the net carrying amount of the financial asset.

#### *Dividend income*

Dividend income is recognised when the shareholders' right to receive payment has been established.

### Revenue recognition (applicable before 1 January 2018)

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold.

## 2.4 主要會計政策概要(續)

### 收入確認(自2018年1月1日起適用)(續)

#### *物業管理服務收入*

來自提供物業維護及管理服務的物業管理服務收入於提供相關服務及客戶同時取得及消耗實體履約所提供之利益時確認。

#### *來自其他來源的收入*

租金收入於租賃期限內按時間比例確認。

#### *利息收入*

利息收入按應計基準以實際利率法透過採用將金融工具的估計未來所收現金在預計可使用年內貼現至金融資產賬面值淨值的利率予以確認。

#### *股息收入*

股息收入於確立股東收取股息的權利時確認。

### 收入確認(於2018年1月1日前適用)

銷售貨品所獲收入，在貨品的所有權的重大風險及回報轉移予買方時確認，惟本集團並無參與通常涉及擁有權之管理，而對所售貨物亦無有效之控制權。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Revenue recognition (applicable before 1 January 2018) (Continued)

Revenue from the sale of properties in the ordinary course of business is recognised when all the following criteria are met:

- (a) the significant risks and rewards of ownership of the properties are transferred to purchasers;
- (b) neither continuing managerial involvement to the degree usually associated with ownership, nor effective control over the properties are retained;
- (c) the amount of revenue can be measured reliably;
- (d) it is probable that the economic benefits associated with the transaction will flow to the Group; and
- (e) the cost incurred or to be incurred in respect of the transaction can be measured reliably.

For the Group, revenue from the sale of completed properties is recognised upon the signing of property handover letter, which is taken to be the point in time when the risks and rewards of ownership of the property have passed to the buyer.

Deposits and instalments received in respect of properties sold prior to the date of revenue recognition are included in the consolidated statement of financial position under current liabilities.

Rental income is recognised on a time proportion basis over the lease terms.

#### 2.4 主要會計政策概要(續)

##### 收入確認(於2018年1月1日前適用)(續)

日常業務過程中銷售物業的收入於符合下列所有條件時確認：

- (a) 物業所有權的重大風險及回報轉移至買方；
- (b) 並無保留一般與所有權有關的持續管理權或物業的實際控制權；
- (c) 收入金額能可靠計量；
- (d) 與交易有關的經濟收益可能將流入本集團；及
- (e) 交易已經或將產生的成本能可靠計量。

對於本集團，銷售已竣工物業所得收入於簽署物業移交函時(即物業所有權的風險與回報轉移至買家的時間點)確認。

就確認收入日期前出售的物業收取的按金與分期付款列入綜合財務狀況表的流動負債項下。

租金收入於租賃期間按時間比例基準確認。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Revenue recognition (applicable before 1 January 2018) (Continued)

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument of the net carrying amount of the financial asset.

Commissions from concessionaire sales are recognised upon the sale of goods by the relevant stores.

Service income from commercial management services and other activities are recognised when the services are rendered and the inflow of economic benefit is probable.

Dividend income is recognised when the shareholders' right to receive payment has been established.

### Share-based payments

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an independent third-party valuation firm using a binomial model, further details of which are provided in Note 38 to the financial statements.

## 2.4 主要會計政策概要(續)

### 收入確認(於2018年1月1日前適用)(續)

利息收入按應計基準以實際利率法透過採用將金融工具的估計未來所收現金在預計可使用年內貼現至金融資產賬面值淨值的利率予以確認。

特許專櫃銷售佣金於有關店舖銷售貨品時確認。

商業管理服務及其他活動所得服務收入於提供服務及可能產生經濟收入時確認。

股息收入於確立股東收取股息的權利時確認。

### 以股份為基礎之付款

本公司設有購股權計劃，旨在給予為本集團業務成功作出貢獻之合資格參與者鼓勵及獎勵。本集團僱員(包括董事)按以股付款形式收取酬金，而僱員則提供服務作為股本工具之代價(「股權結算交易」)。

與僱員之股權結算交易之成本乃參考購股權授出之日之公允價值計算。獨立第三方估值公司採用二項式模型釐訂公允價值，有關進一步詳情載於財務報表附註38。



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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Share-based payments (Continued)

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefit expense. The cumulative expense recognized for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognized as of the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognized. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

#### 2.4 主要會計政策概要(續)

##### 以股份為基礎之付款(續)

在滿足表現及／或服務條件的期間，應確認股權結算交易費用為僱員福利開支，並同時相應增加權益。在股權結算交易於各報告期末至歸屬日期間確認之累計開支，反映所過去歸屬期以及本集團就最後歸屬之股本工具之數目之最佳估計。期內在損益表扣除或計入損益表之金額，指於該段期初及期終所確認之累計開支變動。

釐定於獎勵授出日之公允價值並無考慮服務及非市場表現條件，惟評定能達成條件之可能性部分在於為最終將歸屬為本集團權益工具之最佳估計數目。市場表現條件將反映在授出日之公允價值。附帶於獎勵中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。反映非歸屬條件之獎勵公允價值若當中不包含服務及／或表現條件，則須即時予以支銷。

因未能達至非市場表現及／或服務條件，而導致最終並無歸屬之獎勵並不會確認支銷。當獎勵包括一項市場或非歸屬條件，則無論市場或非歸屬條件是否達成，其均仍被視為歸屬，但必須符合所有其他表現及／或服務條件。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Share-based payments (Continued)

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

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

### Other Employee benefits

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain proportion of these payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

## 2.4 主要會計政策概要(續)

### 以股份為基礎之付款(續)

倘股權結算交易之條款被修訂，則確認最低開支，猶如條款未被修改及給予的原條款獲履行。此外，任何修訂將確認開支，增加股份付款之公允價值總額，或對以修訂日期計算有關公允價值之僱員有利。

倘股權結算獎勵被註銷，則被視為已於註銷日期被歸屬，而未就獎勵確認之開支則即時確認。這包括在本集團或僱員控制範圍以內之非歸屬條件未能獲履行的任何獎勵。然而，倘被註銷獎勵被新獎勵所取代，則被視為於授出之日期替代獎勵處理，而所註銷及新獎勵之處理方法，乃猶如其為前段所述修訂原獎勵。

### 其他僱員福利

本集團於中國內地經營業務之附屬公司之僱員須參與由地方市政府設立之中央退休金計劃。該等附屬公司須將薪金成本之若干部分向中央退休金計劃供款。供款根據中央退休金計劃規則在應付時自損益表扣除。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Contract assets (applicable from 1 January 2018)

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

##### Contract liabilities (applicable from 1 January 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

##### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### 2.4 主要會計政策概要(續)

##### 合約資產(自2018年1月1日起適用)

合約資產為收取向客戶轉讓貨物或服務作為交換的代價。倘本集團於客戶支付代價或付款到期前向客戶轉讓貨物或服務，則就所賺取的有條件代價確認合約資產。

##### 合約負債(自2018年1月1日起適用)

合約負債為向客戶轉讓貨物或服務的責任，而本集團已自客戶收取代價(或代價已到期)。倘客戶於本集團向客戶轉讓貨物或服務前支付代價，合約負債於付款或款項到期時(以較早者為準)確認合約負債。合約負債於本集團根據合約履約時確認為收益。

##### 借款成本

直接用於購買、興建或生產合資格資產(即需待相當時間方可達致其擬定用途或出售的資產)的借款成本一律撥充作為該等資產的部分成本。一旦資產大致可供擬定用途或出售，則有關借款成本不再撥充資本。特定借款於用作合資格資產開支前的臨時投資所賺取的投資收入於已資本化的借款成本中扣減。所有其他借款成本均於產生期間支銷。借款成本包括實體就借用資金產生的利息及其他成本。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

### Foreign currencies

Since the majority of the assets and operations of the Group are located in the PRC, the financial statements are presented in RMB, which is the functional currency of the Company. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

## 2.4 主要會計政策概要(續)

### 股息

末期股息於股東大會上獲股東批准時確認為負債。擬派末期股息於財務報表附註披露。

### 外幣

由於本集團的大部分資產及營運位於中國，故其財務報表以本公司的功能貨幣人民幣呈列。本集團旗下實體錄得的外幣交易首次按交易日期通行的相關功能貨幣適用匯率列賬。以外幣計值的貨幣資產及負債按報告期末功能貨幣的適用匯率換算。因結算或換算貨幣項目而產生的匯兌差額在損益確認。

以外幣為單位而按歷史成本入賬的非貨幣項目按首次交易日的匯率換算。以外幣為單位而按公允價值計量的非貨幣項目按計量公允價值當日的匯率換算。換算按公允價值計量的非貨幣項目產生的收益或虧損按與確認項目公允價值變動的收益或虧損一致的方式處理(即公允價值收益或虧損於其他全面收益或損益中確認的項目的匯兌差額亦分別於其他全面收益或損益中確認)。

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Foreign currencies (Continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

#### 2.4 主要會計政策概要(續)

##### 外幣(續)

釐定有關資產於初步確認時、終止確認與預付代價有關的非貨幣性資產或非貨幣性負債產生的開支或收入的匯率時，初步交易日期為本集團初步確認因預付代價而產生非貨幣性資產或非貨幣性負債的日期。倘存在多次付款或預收款項，本集團釐定預付代價各付款或收款交易日期。

因此而產生的匯兌差額於其他全面收益確認並於匯兌波動儲備累計。出售外國業務時，與該項外國業務有關的其他全面收益的組成部分，會在損益確認。

因收購外國業務而產生的任何商譽及對資產與負債賬面值的公允價值調整作為外國業務之資產及負債處理，並按收市匯率換算。



### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### *Operating lease commitments – Group as lessor*

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

### 3. 重大會計判斷及估計

編製本集團的歷史財務資料時，管理層須於報告日作出會影響所呈報收入、開支、資產與負債的報告金額及其披露以及或然負債披露的判斷、估計及假設。有關該等假設及估計的不明朗因素可能導致可能須對日後受到影響的資產與負債的賬面值作出重大調整。

#### 判斷

在應用本集團的會計政策時，除涉及估計的判斷外，管理層亦作出下列判斷，其對財務報表的已確認金額影響至為重大：

#### *經營租賃承擔 — 本集團作為出租人*

本集團就其投資物業組合訂有商業物業租約。本集團按該等安排的條款及條件作出評估，釐定其保留於以經營租賃出租的物業的所有擁有權的重大風險及回報。

## NOTES TO FINANCIAL STATEMENTS

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### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Judgements (Continued)

#### *Classification between investment properties and completed properties held for sale*

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

#### Estimation uncertainty

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

### 3. 重大會計判斷及估計(續)

#### 判斷(續)

#### *投資物業及持作銷售的完工物業的分類*

本集團會釐定物業是否為投資物業，並已建立作出判斷的準則。投資物業為持有以賺取租金或資本增值或兩者的物業。因此，本集團會考慮物業是否大致獨立於本集團所持有的其他資產而產生現金流量。部分物業被持作賺取租金或資本增值用途，另一部分則被持作生產、貨物及服務供應或行政用途。倘若此等部分可分別出售或根據融資租賃分別出租，則本集團就將此等部分分別列賬。倘若該等部分無法分別出售，則只能於不重要部分作生產、貨物及服務供應或行政用途時，該物業方列為投資物業。按個別物業判斷以決定配套服務之重大程度是否足以使物業不再列為投資物業。

#### 估計不明朗因素

下文所述可能引致資產及負債的賬面值於下個財政年度或須予以重大調整的重大風險且有關未來的主要假設，以及於報告期末存在的估計不明朗因素的其他主要來源。



### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty (Continued)

#### *Provision for expected credit losses on trade receivables and prepayments, other receivables and other assets*

The Group uses a provision matrix to calculate ECLs for trade receivables and prepayments, other receivables and other assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The expected loss rate is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and prepayments, other receivables and other assets is disclosed in note 24 and note 25 to the financial statements, respectively.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

#### *貿易應收款項以及預付款項、其他應收款項及其他資產的預期信貸虧損撥備*

本集團使用撥備矩陣計算貿易應收款項以及預付款項、其他應收款項及其他資產的預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分類組別(即按地區、產品類型、客戶類型及評級,以及信用狀或其他形式的信貸保險保障劃分)的逾期天數釐定。

預期虧損率初步根據本集團過往觀察違約率。本集團將按前瞻性資料校正矩陣以調整過往信貸虧損經驗。比如,倘預測經濟狀況(即國內生產總值)預期於來年轉差,則可能導致製造業違約數字增加,過往違約率因此調整。於各報告日期,過往觀察違約率已更新,及前瞻性估計變動已作分析。

過往觀察違約率、預測經濟狀況及預期信貸虧損之間相關性的評估為重大估計。預期信貸虧損金額對環境及預測經濟狀況變化相當敏感。本集團的過往信貸虧損經驗及預測經濟狀況可能無法代表客戶未來的實際違約。有關本集團貿易應收款項以及預付款項、其他應收款項及其他資產的預期信貸虧損的資料分別披露於財務報表附註24及25。

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### 財務報表附註

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### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty (Continued)

#### *Provision for properties under development and completed properties held for sale*

The Group's properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Based on the Group's historical experience and the nature of the subject properties, the Group makes estimates of the selling prices, the costs of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions.

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in a provision for properties under development and completed properties held for sale. Such provision requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value and provision for properties in the periods in which such estimate is changed will be adjusted accordingly.

#### *PRC land appreciation tax ("LAT")*

The Group is subject to LAT in the PRC. The provision for LAT is based on management's best estimates according to the understanding of the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon the completion of the property development projects. The Group has not finalised its LAT calculation and payments with the tax authorities for all its property development projects. The final outcome could be different from the amounts that were initially recorded, and any differences will impact on the LAT expenses and the related provision in the period in which the differences realise.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

#### *發展中物業及持作出售的完工物業的撥備*

本集團的開發中物業及持作出售的完工物業以成本與可變現淨值的較低者入賬。本集團根據以往的經驗及所涉物業的性質估計發展中物業的售價與竣工成本，以及根據當前市況估計銷售物業將產生的費用。

倘竣工成本增加而銷售淨值降低，則可變現淨值會減少，可能導致須就發展中物業及持作銷售已竣工物業作出撥備。作出相關撥備時須運用判斷及估計。倘預期有別於原先估計，則會於變更估計期間相應調整物業賬面值及撥備。

#### *中國土地增值稅(「土地增值稅」)*

本集團須繳納中國土地增值稅。土地增值稅撥備根據管理層對中國相關稅務法律及法規所載規定的理解所作最佳估計計提。實際的土地增值稅負債須待物業發展項目竣工後由稅務機關釐定。本集團尚未就其全部物業發展項目與稅務機關最終確定土地增值稅的計算及付款。最終結果可能與初步入賬的金額不同，差額會影響差額變現期間的土地增值稅開支及相關撥備。



### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty (Continued)

##### *Estimate of fair value of investment properties*

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

At 31 December 2018, the carrying amount of investment properties was RMB9,397,000,000 (31 December 2017: RMB8,722,859,000). Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 14 to the financial statements.

### 3. 重大會計判斷及估計(續)

#### 估計不明朗因素(續)

##### *投資物業公允價值估計*

若無類似物業在活躍市場的現價，本集團將考慮來自多種來源之資料，其中包括：

- (a) 不同性質、狀況或地點之物業於活躍市場之現有價格(經調整以反映各項差異)；
- (b) 活躍程度稍遜之市場所提供同類物業近期價格(經調整以反映自按該等價格進行交易當日以來經濟狀況之任何變動)；及
- (c) 根據未來現金流量所作可靠估計預測之經貼現現金流量，此項預測以任何現有租約及其他合約之條款以及(在可行情況下)外來證據(如地點及狀況相同之類似物業現有市場租值)為憑證，並採用可反映有關現金流量金額及時間不明朗因素當時市場評估之貼現率。

於2018年12月31日，投資物業之賬面值為人民幣9,397,000,000元(2017年12月31日：人民幣8,722,859,000元)。進一步詳情(包括用作公允價值計量及敏感度分析之主要假設)載於財務報表附註14。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

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#### 4. OPERATING SEGMENT INFORMATION

For management purpose, the Group is organised into business units based on the products and services they provide and has three reportable operating segments as follows:

- Property development
- Commercial property investment and operation
- Hotel operations

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with Group's profit/loss before tax except that interest income, foreign exchange gains and finance costs as well as head office and corporated expenses are excluded from such measurement.

Segment net assets exclude other unallocated head office and corporate assets and liabilities as these assets and liabilities are managed on a group basis.

Intersegment sales and transfers are transacted in accordance with the terms and conditions mutually agreed by the parties involved.

#### 4. 經營分部數據

就管理而言，本集團根據所提供的產品及服務分為業務單位，三個可報告的經營分部如下：

- 物業開發
- 商業物業投資與經營
- 酒店經營

管理層獨立監察本集團營運分部業績，藉此決定資源分配及評核表現。分部表現基於可報告分部利潤／虧損（為經調整稅前利潤／虧損之計量方式）評定。經調整稅前利潤／虧損之計量方式與本集團稅前利潤／虧損之計量方式一致，惟計量前者時不包括利息收入、外匯收益、融資成本以及未分配總部及企業開支。

分部資產淨額不包括其他未分配的總部及企業資產及負債，原因為該等資產按集團基準管理。

分部間的銷售及轉讓根據相關各方共同商定的條款及條件進行。

#### 4. OPERATING SEGMENT INFORMATION (Continued)

The Group's operations are mainly conducted in Mainland China. Management considered there is no reportable geographic segment as all revenues from external customers are generated in Mainland China and the Group's significant non-current assets are located in Mainland China.

#### 4. 經營分部數據(續)

本集團的業務主要在中國內地進行。管理層認為並無可報告地域分部，原因為來自外部客戶的所有收入均來自中國內地，且本集團的主要非流動資產位於中國內地。

Year ended 31 December 2018 截至2018年12月31日止年度		Property development 物業開發 RMB'000 人民幣千元	Commercial property investment and operation 商業物業 投資與經營 RMB'000 人民幣千元	Hotel operations 酒店經營 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Segment revenue:</b>	<b>分部收入：</b>				
Sales to external customers	銷售予外部客戶	8,843,003	359,026	36,712	9,238,741
Intersegment sales	分部間銷售	18,219	-	-	18,219
		8,861,222	359,026	36,712	9,256,960
<i>Reconciliation:</i>	<i>對賬：</i>				
Elimination of intersegment sales	對銷分部間銷售				(18,219)
Total revenue	總收入				9,238,741
<b>Allocated results</b>	<b>分部業績</b>				2,154,210
<i>Reconciliation:</i>	<i>對賬：</i>				
Interest income	利息收入				7,181
Foreign exchange gains	外匯收益				19,941
Corporate and other unallocated expenses	企業及其他未分配開支				(5,954)
Profit before tax	稅前利潤				2,175,378
<b>Segment net assets/(liabilities)</b>	<b>分部資產/(負債)淨額</b>	3,423,255	9,302,729	(42,853)	12,683,131
<i>Reconciliation:</i>	<i>對賬：</i>				
Corporate and other unallocated net assets	企業及其他未分配資產淨值				1,166,614
Net assets	資產總值				13,849,745
<b>Other segment information:</b>	<b>其他分部資料：</b>				
Share of profits and losses of:	應佔以下單位利潤/虧損：				
Joint ventures	合資企業	387,008	-	-	387,008
Associates	聯營公司	(19,993)	-	-	(19,993)
Depreciation and amortisation	折舊及攤銷	21,178	38,352	20,975	80,505

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#### 4. OPERATING SEGMENT INFORMATION (Continued)

#### 4. 經營分部數據(續)

Year ended		Property development	Commercial property investment and operation	Hotel operations	Total
31 December 2017		物業開發	商業物業投資與經營	酒店經營	總計
截至2017年12月31日止年度		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Segment revenue:</b>	<b>分部收入：</b>				
Sales to external customers	銷售予外部客戶	5,938,391	166,420	34,861	6,139,672
Intersegment sales	分部間銷售	26,507	-	-	26,507
		5,964,898	166,420	34,861	6,166,179
<i>Reconciliation:</i>	<i>對賬：</i>				
Elimination of intersegment sales	對銷分部間銷售				(26,507)
Total revenue	總收入				6,139,672
<b>Allocated results</b>	<b>分部業績</b>				1,856,995
<i>Reconciliation:</i>	<i>對賬：</i>				
Interest income	利息收入				43,848
Corporate and other unallocated expenses	企業及其他未分配開支				(59)
Profit before tax	稅前利潤				1,900,784
<b>Segment net assets/(liabilities)</b>	<b>分部資產/(負債)淨額</b>	(1,492,100)	8,698,955	(34,237)	7,172,618
<i>Reconciliation:</i>	<i>對賬：</i>				
Corporate and other unallocated net assets	對銷分部間應收款項企業及其他未分配資產淨值				1,284,248
Net assets	資產總值				8,456,866
<b>Other segment information:</b>	<b>其他分部資料：</b>				
Share of profits and losses of:	應佔以下單位利潤/虧損：				
Joint ventures	合資企業	486,563	-	-	486,563
Associates	聯營公司	(68,485)	-	-	(68,485)
Depreciation and amortisation	折舊及攤銷	13,377	30,608	19,371	63,356

#### Information about a major customer

During the year, there was no revenue from a single customer which accounted for 10% or more of the Group's revenue.

#### 有關主要客戶的資料

年內，並無單一客戶的收入佔本集團收入的10%或以上。

## 5. REVENUE, OTHER INCOME AND GAINS

Revenue represents income from the sale of properties, commercial property investment and operation, and hotel operations during the reporting year.

An analysis of revenue, other income and gains is as follows:

## 5. 收入、其他收入及收益

收入指於報告年內自物業銷售、商業物業投資與經營及酒店經營所得收入。

對收入以及其他收入及收益的分析如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>		
<i>Revenue from contracts with customer</i>	<i>客戶合同收入</i>	<b>8,949,385</b>	—
Sale of properties	物業銷售	—	5,938,391
Hotel operations	酒店經營	—	34,861
Others	其他	—	38,279
<i>Revenue from other resource</i>	<i>來自其他來源的收入</i>		
Rental income	租金收入	<b>289,356</b>	128,141
		<b>9,238,741</b>	6,139,672



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#### 5. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2018

#### 5. 收入、其他收入及收益(續)

客戶合同收入

(i) 分拆收入資料

截至2018年12月31日止年度

Segments	Property development	Commercial property investment and operation	Hotel operations	Total
		商業物業投資與運營	酒店經營	
分部	物業銷售	投資與運營	酒店經營	總計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Type of goods or services</b>	<b>商品或服務類型</b>			
Sale of properties	8,843,003	—	—	8,843,003
Hotel operations	—	—	36,712	36,712
Others	—	69,670	—	69,670
Total revenue from contracts with customers	8,843,003	69,670	36,712	8,949,385
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>			
Sale of properties transferred at a point in time	8,843,003	—	—	8,843,003
Services transferred over time	—	69,670	36,712	106,382
Total revenue from contracts with customers	8,843,003	69,670	36,712	8,949,385

## 5. REVENUE, OTHER INCOME AND GAINS (Continued)

### Revenue from contracts with customers (Continued)

#### (i) Disaggregated revenue information (Continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

## 5. 收入、其他收入及收益(續)

### 客戶合同收入(續)

#### (i) 分拆收入資料(續)

客戶合同收入與分部資料披露的金額對賬如下：

Segments		Commercial property			Total
		Property development	investment and operation	Hotel operations	
分部		物業銷售	商業物業 投資與運營	酒店經營	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Revenue from contracts with customers</b>	<b>商品或服務類型 客戶合同收入</b>				
External customers	外部客戶	8,843,003	69,670	36,712	8,949,385
Intersegment sales	分部間銷售	18,219	—	—	18,219
		8,861,222	69,670	36,712	8,967,604
Intersegment adjustments and eliminations	分部間調整及對銷	(18,219)	—	—	(18,219)
Total revenue from contracts with customers	客戶合同收入總額	8,843,003	69,670	36,712	8,949,385

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#### 5. REVENUE, OTHER INCOME AND GAINS (Continued)

##### Revenue from contracts with customers (Continued)

##### (i) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

		2018 2018年 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	於報告期初包含在合約負債中並已確認的收入金額：	
Sale of properties	物業銷售	6,987,240

##### (ii) Performance obligation

Information of the Group's performance obligation is summarised below:

##### *Sale of completed properties*

The performance obligation is satisfied upon delivery of the completed properties.

##### *Hotel Operations*

The performance obligation is satisfied when services are rendered. Short-term advance are sometimes required before rendering the service.

##### *Property management services*

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before rendering the service. Property management service contracts are for periods of one year or less, or are billed based on the time incurred.

#### 5. 收入、其他收入及收益(續)

##### 客戶合同收入(續)

##### (i) 分拆收入資料(續)

下表顯示於報告期初包含在合約負債中並通過完成先前期間的履約責任確認為本報告期內的收入金額：

##### (ii) 履行責任

本集團履約責任的資料概述如下：

##### *已完工物業銷售*

履約責任於交付已完工物業時完成。

##### *酒店經營*

履約責任於提供服務時完成。在提供服務前，或需短期墊款。

##### *物業管理服務*

履約責任隨著服務交付而完成，並一般在提供服務前需要短期墊款。物業管理服務合約的期限為一年或以下，或根據產生的時間收取費用。

## 5. REVENUE, OTHER INCOME AND GAINS (Continued)

## 5. 收入、其他收入及收益(續)

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Bank interest income	銀行利息收入	9,124	88,309
Interest income from borrowings to joint ventures and associates	向合資企業及聯營公司借款的利息收入	96,530	149,674
Forfeiture of deposit	沒收的按金	1,547	792
Government grants	政府補助	1,353	1,190
Net foreign exchange gains	外匯收益淨額	19,941	-
Management consulting service fees charged to joint ventures and associates	向合資企業及聯營公司收取的管理諮詢服務費	63,771	7,252
Fair value gain on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的公允價值收益	8,233	-
Others	其他	35,474	35,729
		<b>235,973</b>	282,946

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#### 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/ (crediting):

#### 6. 稅前利潤

本集團稅前利潤已扣除／(計入)以下各項：

	Notes 附註	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Cost of inventories sold	23	6,204,908	3,425,780
Impairment losses write-off for properties completed held for sale	23	(68,726)	(48,505)
Impairment losses recognised for properties under development and completed properties held for sale	22, 23	116,782	163,674
Impairment losses reversed for properties under development	22	(37,380)	-
Depreciation of items of property, plant and equipment	13	74,925	58,469
Fair value (gains)/losses on investment properties	14	(260,803)	287,414
Amortisation of other intangible assets	16	4,787	4,388
(Gains)/losses on disposal of items of property, plant and equipment		(210)	312
Share of (gains)/losses of:			
Joint ventures		(387,008)	(486,563)
Associates		19,993	68,485
Auditors' remuneration		2,880	3,216
Employee benefit expense (excluding directors' and chief executive's remuneration):			
Wages and salaries		372,614	183,612
Pension scheme contributions and social welfare		35,373	17,174

## 7. FINANCE COSTS

An analysis of finance costs is as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Interest on bank loans, other borrowings, senior notes and amount due to related companies	銀行貸款、其他借款、優先票據及應付關聯方款項的利息	1,548,159	830,858
Interest on pre-sales deposits	預售按金的利息	320,757	-
Less: Interest capitalised	減：資本化利息	(1,369,619)	(389,321)
		<b>499,297</b>	441,537

## 7. 融資成本

融資成本分析如下：

## 8. DIRECTORS' REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Fees	袍金	312	-
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	工資、津貼及實物福利	6,275	3,367
Performance-related bonuses*	表現掛鉤花紅*	3,350	375
Equity-settled share-based payment expenses	股本結算以股份為基礎的付款開支	7,358	-
Pension scheme contributions and social welfare	養老金計劃供款及社會福利	342	221
		<b>17,637</b>	3,963

## 8. 董事薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露的本年度董事及最高行政人員薪酬如下：

\* Certain executive directors of the Company are entitled to bonus payments which are associated with the profit after tax of the Group.

\* 本公司若干執行董事有權獲得與本集團稅後利潤相關的花紅付款。

## NOTES TO FINANCIAL STATEMENTS

### 財務資料附註

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#### 8. DIRECTORS' REMUNERATION

During the year, certain directors were granted shares options, in respect of their services to the Group, under the share option scheme of the Company. Further details are set out in note 43 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the directors' and chief executive's remuneration disclosure.

##### (a) Independent non-executive directors

Mr. Lee Kwok Tung Louis, Mr. Leung Yau Wan John, Mr. Au Yeung Po Fung were appointed as independent non-executive directors of the Company on 15 March 2018. The fees paid to independent non-executive directors during the year were as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Mr. Lee Kwok Tung Louis	李國棟先生	104	-
Mr. Leung Yau Wan John	梁又穩先生	104	-
Mr. Au Yeung Po Fung	歐陽寶豐先生	104	-
		312	-

There were no other emoluments payable to the independent non-executive directors during the year (2017: Nil).

#### 8. 董事薪酬

年內，若干董事根據本公司購股權計劃就其對本集團的服務獲授購股權。進一步詳情載於財務報表附註43。該等於歸屬期內於損益表確認的購股權的公允價值於授出日釐定，而本年度財務報表所載金額已計入董事及最高行政人員的披露內。

##### (a) 獨立非執行董事

李國棟先生、梁又穩先生及歐陽寶豐先生於2018年3月15日獲委任為本公司獨立非執行董事。年內向獨立非執行董事支付的袍金如下：

年內並無應付獨立非執行董事的其他薪酬(2017年：無)。



8. DIRECTORS' REMUNERATION (Continued)

(b) Executive directors, non-executive directors and the chief executive

8. 董事薪酬(續)

(b) 執行董事、非執行董事及最高行政人員

		Salaries, allowances and benefits Fees	Performance- related bonuses	Equity-settled share-based payment expenses	Pension scheme contributions and social welfare	Total remuneration
		工資、津貼及 袍金	表現掛鈎花紅	以股份為基礎的 付款開支	養老金計劃 供款及社會福利	薪酬總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>2018</b>	<b>2018年</b>					
<i>Executive directors:</i>	<i>執行董事:</i>					
- Mr. Zeng Huansha*	- 曾煥沙先生*	-	156	-	68	224
- Mr. He Jie	- 何捷先生	-	3,267	1,758	1,598	6,719
			3,423	1,758	1,598	6,943
<i>Non-executive directors:</i>	<i>非執行董事:</i>					
- Mr. Zhang Liang	- 張良先生	-	1,325	883	2,137	4,345
- Mr. Jiang Daqiang	- 蔣達強先生	-	907	605	2,565	4,159
- Mr. Zhang Hongwu	- 張宏武先生	-	620	104	1,058	1,878
			2,852	1,592	5,760	10,382
			6,275	3,350	7,358	17,325
<b>2017</b>	<b>2017年</b>					
<i>Executive directors:</i>	<i>執行董事:</i>					
- Mr. Zeng Huansha*	- 曾煥沙先生*	-	156	-	65	221
- Mr. He Jie	- 何捷先生	-	2,100	-	65	2,165
			2,256	-	130	2,386
<i>Non-executive directors:</i>	<i>非執行董事:</i>					
- Mr. Zhang Liang	- 張良先生	-	397	-	27	424
- Mr. Jiang Daqiang	- 蔣達強先生	-	-	-	-	-
- Mr. Zhang Hongwu	- 張宏武先生	-	714	375	64	1,153
			1,111	375	91	1,577
			3,367	375	221	3,963

\* Mr. Zeng Huansha is the chairman and an executive director of the Company.

\* 曾煥沙先生為本公司主席及執行董事。

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

年內，概無董事或最高行政人員放棄或同意放棄任何薪酬的安排。

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#### 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four directors (2017: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining one (2017: three) highest paid employee who is neither a director nor chief executive of the Company are as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	工資、津貼及實物福利	1,109	2,616
Performance-related bonuses	表現掛鈎花紅	716	662
Equity-settled share-based payment expenses	股本結算以股份為基礎的付款 開支	685	-
Pension and social welfare	養老金及社會福利	96	194
		<b>2,606</b>	<b>3,472</b>

The remuneration of non-director and non-chief executive highest paid employee fell within the following band as follows:

#### 9. 五名最高薪酬僱員

年內，五名最高薪酬僱員包括四名董事（2017年：兩名董事），其薪酬詳情載於上文附註8。並非本公司董事或最高行政人員的餘下一名（2017年：三名）最高薪酬僱員年內的薪酬詳情如下：

薪酬位於以下範圍的非董事及非最高行政人員最高薪酬僱員如下：

		Number of employees 僱員人數	
		2018 2018年	2017 2017年
Nil to HK\$500,000	零至500,000港元	-	-
Nil to HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	3
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	-	-
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-	-
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	1	-
		<b>1</b>	<b>3</b>

## 10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands, the Group's subsidiaries incorporated in the Cayman Islands and British Virgin Islands are not subject to any income tax. The Group's subsidiaries incorporated in Hong Kong are not liable for income tax as they did not have any assessable profits currently arising in Hong Kong for the year ended 31 December 2018.

Subsidiaries of the Group operating in Mainland China are subject to PRC corporate income tax rate at a of 25% for the year.

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures. The Group has estimated, made and included in taxation a provision for LAT according to the requirements set forth in the relevant Mainland China tax laws and regulations. The LAT provision is subject to the final review and approval by the local tax bureau.

## 10. 所得稅

本集團須就本集團成員公司註冊及經營所在稅務司法權區產生或源自其的利潤按實體基準繳納所得稅。根據開曼群島及英屬維爾京群島的規則及法規，本集團於開曼群島及英屬維爾京群島註冊成立的附屬公司毋須繳納任何所得稅。本集團於香港註冊成立的附屬公司毋須繳納所得稅，因為該等公司於截至2018年12月31日止年度並無現時於香港產生的任何應課稅利潤。

本集團於中國內地經營的附屬公司於年內須按25%的稅率繳納中國企業所得稅。

土地增值稅乃按照30%至60%的累進稅率對土地增值額徵收，土地增值額為出售物業所得款項減可扣減開支（包括土地成本、借款成本及其他房地產開發支出）。本集團根據有關中國內地稅務法律及法規的規定為土地增值稅估計、作出及計提稅項撥備。土地增值稅撥備須由當地稅務機關進行最終審核及批准。

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Current tax:	即期稅項：		
Corporate income tax	企業所得稅	<b>638,948</b>	465,350
LAT	土地增值稅	<b>441,357</b>	401,082
Deferred tax (note 19)	遞延稅項(附註19)	<b>(228,052)</b>	(161,131)
Total tax charge for the year	年內稅項支出總額	<b>852,253</b>	705,301

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#### 10. INCOME TAX (Continued)

A reconciliation of income tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and its subsidiaries are domiciled to the income tax expense at the effective income tax rate is follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Profit before tax	稅前利潤	<b>2,175,378</b>	1,900,784
At the statutory income tax rate	按法定所得稅率計算	<b>551,374</b>	475,196
Profits and losses attributable to joint ventures and associates	合資企業及聯營公司應佔利潤及虧損	<b>(91,754)</b>	(104,520)
Expenses not deductible for tax	不可扣稅開支	<b>10,289</b>	5,284
Tax losses utilised from previous years	過往年度利用的稅務虧損	<b>(37,532)</b>	(32,133)
Tax losses not recognised	未確認的稅務虧損	<b>88,858</b>	60,663
Provision for LAT	土地增值稅撥備	<b>441,357</b>	401,082
Tax effect on LAT	土地增值稅的稅務影響	<b>(110,339)</b>	(100,271)
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項開支	<b>852,253</b>	705,301

Tax payable in the consolidated statement of financial position represents:

綜合財務狀況表內的應付稅項指：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Corporate income tax payable	應付企業所得稅	<b>753,260</b>	399,062
LAT payable	應付土地增值稅	<b>850,404</b>	582,511
Total tax payable	應付稅項總額	<b>1,603,664</b>	981,573

## 11. DIVIDENDS

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Proposed final – HK\$10.7 cents (2017: Nil) per ordinary share	建議末期股息 – 每股普通股 10.7港仙(2017年：零)	303,613	–

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

## 11. 股息

建議年度末期股息須待本公司股東於即將舉行的股東週年大會上批准後方可作實。

## 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 2,129,501,370 in issue during the year. The weighted average number of ordinary shares used to calculate the basic earnings per share was based on the followings, with further details set out in Note 34 of these consolidated financial statement.

## 12. 母公司普通權益持有人應佔每股盈利

每股基本盈利的金額乃根據母公司普通權益持有人應佔年內利潤及年內已發行普通股的加權平均數2,129,501,370股。用於計算每股基本盈利的普通股的加權平均數乃基於以下情況，進一步詳情載於綜合財務報表附註34。

		Share(s) 股份
Issue of a share on 21 December 2017	於2017年12月21日發行股份	1
Issue of shares on 1 March 2018	於2018年3月1日發行股份	99
Issue of shares on 4 June 2018	於2018年6月4日發行股份	100
Effect of capitalisation issue on 12 July 2018	於2018年7月12日資本化發行的影響	2,399,999,800
Issue of shares on 12 July 2018	於2018年7月12日發行股份	800,000,000
Issue of shares on 6 August 2018	於2018年8月6日發行股份	120,000,000

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#### 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Continued)

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares.

The calculations of the basic and diluted earnings per share amounts are based on:

#### 12. 母公司普通權益持有人應佔每股盈利 (續)

每股攤薄盈利金額乃根據母公司普通權益持有人應佔年度利潤計算。計算時所採用的普通股加權平均數為本年度發行的普通股數量，即與計算時採用的每股基本盈利的數量相同，並假設普通股加權平均數已因全部攤薄潛在普通股被視為已行使為普通股，而按零代價發行。

每股基本及攤薄盈利乃基於以下數據計算：

		2018 2018年
<b>Earnings</b> Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	<b>盈利</b> 用於計算每股基本盈利的母公司普通權益持有人應佔利潤	<b>1,412,264,000</b>
<b>Shares</b> Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	<b>股份</b> 用於計算每股基本盈利的年內已發行普通股加權平均數	<b>2,129,501,370</b>
Effect of dilution – weighted average number of ordinary shares: Share options	攤薄之影響 — 普通股加權平均數： 購股權	<b>22,211,762</b>
		<b>2,151,713,132</b>

### 13. PROPERTY, PLANT AND EQUIPMENT

### 13. 物業、廠房及設備

		Buildings	Hotel properties	Plant and machinery	Motor vehicles	Furniture and fixtures	Leasehold improvements	Construction in process	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>31 December 2018</b>	<b>2018年12月31日</b>								
At 31 December 2017 and 1 January 2018:	於2017年12月31日及2018年1月1日：								
Cost	成本	192,685	371,811	154,255	36,896	50,800	82,036	206,402	1,094,885
Accumulated depreciation	累計折舊	(75,907)	(58,842)	(101,612)	(29,185)	(32,128)	(50,220)	-	(347,894)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>116,778</b>	<b>312,969</b>	<b>52,643</b>	<b>7,711</b>	<b>18,672</b>	<b>31,816</b>	<b>206,402</b>	<b>746,991</b>
At 1 January 2018, net of accumulated depreciation	於2018年1月1日，扣除累計折舊。	116,778	312,969	52,643	7,711	18,672	31,816	206,402	746,991
Additions	添置	2,005	27,280	54,912	4,706	18,229	10,250	199,096	316,478
Transfer from construction in progress	轉撥自在建工程	-	-	359,440	-	-	14,908	(374,348)	-
Acquisition of subsidiaries	收購附屬公司	-	-	-	65	1,123	172	-	1,360
Disposals	出售	-	-	(352)	(170)	(826)	-	-	(1,348)
Depreciation provided during the year (note 6)	年度折舊撥備(附註6)	(7,944)	(20,975)	(19,423)	(2,963)	(12,635)	(10,985)	-	(74,925)
<b>At 31 December 2018, net of accumulated depreciation</b>	<b>於2018年12月31日，扣除累計折舊</b>	<b>110,839</b>	<b>319,274</b>	<b>447,220</b>	<b>9,349</b>	<b>24,563</b>	<b>46,161</b>	<b>31,150</b>	<b>988,556</b>
At 31 December 2018:	於2018年12月31日：								
Cost	成本	194,690	399,091	567,655	39,031	67,613	107,381	31,150	1,406,611
Accumulated depreciation	累計折舊	(83,851)	(79,817)	(120,435)	(29,682)	(43,050)	(61,220)	-	(418,055)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>110,839</b>	<b>319,274</b>	<b>447,220</b>	<b>9,349</b>	<b>24,563</b>	<b>46,161</b>	<b>31,150</b>	<b>988,556</b>

As at 31 December 2018, certain of the Group's properties, plant and equipment with an aggregate carrying amount of approximately RMB631,914,000 (2017: RMB176,224,000) have been pledged to only secure bank and other borrowings granted to the Group (note 32).

於2018年12月31日，本集團總賬面值約人民幣631,914,000元(2017年：人民幣176,224,000元)的若干物業、廠房及設備已質押，為本集團獲授的銀行及其他借款(附註32)作抵押。

As at 31 December 2018, none of the Group's properties, plant and equipment (2017: RMB344,752,000) have been pledged to only secure bank and other borrowings granted to related parties (note 43).

於2018年12月31日，概無質押本集團的物業、廠房及設備(2017年：人民幣344,752,000元)以為關聯方(附註43)獲授的銀行及其他借款作抵押。

As at 31 December 2018, none of the Group's properties, plant and equipment (2017: RMB78,313,000) have been pledged to secure bank and other borrowings granted to both the Group (note 32) and related parties (note 43).

於2018年12月31日，概無質押本集團的物業、廠房及設備(2017年：人民幣78,313,000元)以為本集團(附註32)及關聯方(附註43)獲授的銀行及其他借款作抵押。



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### 13. PROPERTY, PLANT AND EQUIPMENT (Continued) 13. 物業、廠房及設備(續)

		Buildings	Hotel properties	Plant and machinery	Motor vehicles	Furniture and fixtures	Leasehold improvements	Construction in process	Total equity
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>31 December 2017</b>	<b>於2017年12月31日</b>								
At 31 December 2016 and 1 January 2017:	於2016年12月31日及2017年1月1日:								
Cost	成本	175,830	296,229	153,519	34,023	41,904	81,076	148,707	931,288
Accumulated depreciation	累計折舊	(68,206)	(39,471)	(89,291)	(29,563)	(28,942)	(41,678)	-	(297,151)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>107,624</b>	<b>256,758</b>	<b>64,228</b>	<b>4,460</b>	<b>12,962</b>	<b>39,398</b>	<b>148,707</b>	<b>634,137</b>
At 1 January 2017, net of accumulated depreciation	於2017年1月1日，扣除累計折舊	107,624	256,758	64,228	4,460	12,962	39,398	148,707	634,137
Additions	添置	16,855	-	3,022	5,399	12,406	960	57,695	96,337
Acquisition of a subsidiary	收購附屬公司	-	-	-	84	383	-	-	467
Transfer from properties held for sale (note 23)	轉撥自持作出售物業(附註23)	-	75,582	-	-	-	-	-	75,582
Disposals	出售	-	-	(242)	(136)	(685)	-	-	(1,063)
Depreciation provided during the year (note 6)	年內折舊撥備(附註6)	(7,701)	(19,371)	(14,365)	(2,096)	(6,394)	(8,542)	-	(58,469)
<b>At 31 December 2017, net of accumulated depreciation</b>	<b>於2017年12月31日，扣除累計折舊</b>	<b>116,778</b>	<b>312,969</b>	<b>52,643</b>	<b>7,711</b>	<b>18,672</b>	<b>31,816</b>	<b>206,402</b>	<b>746,991</b>
At 31 December 2017:	於2017年12月31日:								
Cost	成本	192,685	371,811	154,255	36,896	50,800	82,036	206,402	1,094,885
Accumulated depreciation	累計折舊	(75,907)	(58,842)	(101,612)	(29,185)	(32,128)	(50,220)	-	(347,894)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>116,778</b>	<b>312,969</b>	<b>52,643</b>	<b>7,711</b>	<b>18,672</b>	<b>31,816</b>	<b>206,402</b>	<b>746,991</b>

## 14. INVESTMENT PROPERTIES

## 14. 投資物業

		<b>Under construction</b>	<b>Completed</b>	<b>Total</b>
		<b>在建</b>	<b>已完工</b>	<b>合計</b>
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Carrying amount at 1 January 2017	於2017年1月1日的 賬面值	243,200	8,076,700	8,319,900
Acquisition of subsidiaries	收購附屬公司	388,359	-	388,359
Additions	添置	141,611	160,403	302,014
Net gains/(losses) from a fair value adjustment	公允價值調整所得 收益/(虧損)淨額	63,289	(350,703)	(287,414)
Carrying amount at 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日的賬 面值	<b>836,459</b>	<b>7,886,400</b>	<b>8,722,859</b>
Additions	添置	<b>245,162</b>	<b>168,176</b>	<b>413,338</b>
Transfer	轉撥	<b>(659,645)</b>	<b>659,645</b>	-
Net gain from a fair value adjustment	公允價值調整所得 收益淨額	<b>17,824</b>	<b>242,979</b>	<b>260,803</b>
Carrying amount at 31 December 2018	於2018年12月31日的 賬面值	<b>439,800</b>	<b>8,957,200</b>	<b>9,397,000</b>

The Group's investment properties are situated in the PRC. The Group's investment properties were revalued on 31 December 2018 based on valuations performed by Savills Real Estate Valuation (Beijing) Company Limited, an independent professionally qualified valuer, at RMB9,397,000,000 (2017: RMB8,722,859,000). Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's senior finance manager and the chief financial officer have discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for financial reporting.

本集團的投資物業位於中國內地。本集團的投資物業由獨立專業合資格估值師北京第一太平戴維斯房地產與土地評估有限公司於2018年12月31日重估為人民幣9,397,000,000元(2017年：人民幣8,722,859,000元)。甄選標準包括市場知識、聲譽、獨立性及是否保持專業標準。本集團的高級財務經理及財務總監已與估值師就進行財務報告估值的估值假設及估值結果進行討論。

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#### 14. INVESTMENT PROPERTIES (Continued)

As at 31 December 2018, certain of the Group's investment properties with an aggregate carrying amount of approximately RMB8,520,150,000 (2017: RMB6,647,989,000) have been pledged to only secure bank and other borrowings granted to the Group (note 32).

As at 31 December 2018, none of the Group's investment properties (2017: RMB184,512,000) have been pledged to only secure bank and other borrowings granted to related parties (note 43).

As at 31 December 2018, none of the Group's investment properties (2017: RMB1,271,501,000) have been pledged to secure bank and other borrowings granted to both the Group (note 32) and related parties (note 43).

#### 14. 投資物業(續)

截至2018年12月31日，本集團總賬面值約為人民幣8,520,150,000元(2017年：人民幣6,647,989,000元)的若干投資物業已質押，為本集團獲授的銀行及其他借款(附註32)作抵押。

截至2018年12月31日，概無質押本集團的投資物業(2017年：人民幣184,512,000元)以為關聯方(附註43)獲授的銀行及其他借款作抵押。

截至2018年12月31日，概無質押本集團的投資物業(2017年：人民幣1,271,501,000元)以為本集團(附註32)及關聯方(附註43)獲授的銀行及其他借款作抵押。

Fair value measurement as at 31 December 2018 截至2018年12月31日的公允價值計量				
Quoted prices in active markets 於活躍市場 的報價 (Level 1) (第1級) RMB'000 人民幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第2級) RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第3級) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元	
Recurring fair value measurement for:	就以下項目進行的經常性 公允價值計量：			
Completed commercial properties	已完工商業物業	-	8,957,200	8,957,200
Commercial properties under construction	在建商業物業	-	439,800	439,800
		-	9,397,000	9,397,000

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14. INVESTMENT PROPERTIES (Continued)

14. 投資物業(續)

Fair value measurement as at 31 December 2017

截至2017年12月31日的公允價值計量

	Quoted prices in active markets 於活躍 市場的報價 (Level 1) (第1級) RMB'000 人民幣千元	Significant observable inputs 重大可觀察輸 入數據 (Level 2) (第2級) RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第3級) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Recurring fair value measurement for:		就以下項目進行的經常性 公允價值計量：		
Completed commercial properties	-	已完工商業物業	7,886,400	7,886,400
Commercial properties under construction	-	在建商業物業	836,459	836,459
	-		8,722,859	8,722,859

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2017: Nil).

年內，第1級與第2級之間並無公允價值計量的轉撥，亦無轉入或轉出第3級(2017年：零)。

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#### 14. INVESTMENT PROPERTIES (Continued)

#### 14. 投資物業(續)

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range or weighted average 範圍或加權平均數	
			2018 2018年	2017 2017年
Completed commercial properties 已完工商業物業	Income capitalisation method 收入資本化法	Estimated rental value (RMB per sq.m. and per month) 估計租值(每平方米及每月)	<b>55-237</b>	55-178
		Capitalisation rate 資本化率	<b>4%-6.5%</b>	4%-6.5%
		Long term vacancy rate 長期空置率	<b>5%-15%</b>	2%-5%
Commercial properties under construction 在建商業物業	Comparison method 比較法	Expected profit margin 預期利潤率	-	10%
		Estimated land price 預期土地價格	<b>3,200-4,600</b>	3,000-4,720

The fair value of completed commercial properties is determined by the income capitalisation method by taking into account the net rental income of the properties derived from the existing leases and/or achievable in the existing market with due allowance for the reversionary income potential of the leases, which have been then capitalised to determine the fair value at an appropriate capitalisation rate. Where appropriate, reference has also been made to the comparable sales transactions as available in the relevant market.

A significant increase in the estimated rental value would result in a significant increase in the fair value of the investment properties. A significant increase (decrease) in the long term vacancy rate and the capitalisation rate in isolation would result in a significant decrease (increase) in the fair value of the investment properties.

已完工商業物業的公允價值乃通過收入資本化法釐定，方法是通過計及有關物業因現有租約而產生及／或在現行市況下可能取得的租金收入淨額(就租約的潛在續租收入作出充分撥備)，然後加以資本化，以按適當的資本化比率釐定公允價值。亦會在適當情況下參考相關市場上可獲得的可資比較銷售交易。

估計租值大幅增加將導致投資物業的公允價值大幅增加。長期空置率及資本化比率單獨大幅增加(減少)將導致投資物業的公允價值大幅減少(增加)。

#### 14. INVESTMENT PROPERTIES (Continued)

The fair value of commercial properties under construction is determined by using the comparison method, with reference to comparable sales evidence as available in the relevant market to derive the fair value of the property assuming they were completed and, where appropriate, after deducting the following items:

- Estimated construction costs and professional fees to be expensed to complete the properties that would be incurred by a market participant; and
- Estimated profit margin that a market participant would require to hold and develop the property to completion.

The higher the estimated construction costs the lower the fair value of the investment properties under construction.

#### 14. 投資物業(續)

在建商業物業的公允價值使用比較法釐定，經參考相關市場上可獲得的可資比較交易個案並(如適用)經扣除以下項目後得出物業的公允價值(假設其已完工)：

- 市場參與者完成物業將產生的估計建築成本及將支付的專業費用；及
- 市場參與者將房地產開發至完工所要求持有的估計利潤率。

估計建築成本越高，在建投資物業公允價值越低。

#### 15. PREPAID LAND LEASE PAYMENTS

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	29,696	11,792
Additions during the year	年內添置	-	12,085
Transferred from completed properties held for sale	轉撥自持作出售的已完工物業	-	6,318
Amortisation during the year	年內攤銷	(793)	(499)
Carrying amount at 31 December	於12月31日的賬面值	28,903	29,696

As at 31 December 2018, the Group's prepaid land lease payments with an aggregate carrying amount of approximately RMB22,473,000 (2017: RMB4,514,000) were pledged to only secure bank and other borrowings granted to the Group (note 32).

As at 31 December 2018, none of the Group's prepaid land lease payments (2017: RMB23,853,000) have been pledged to only secure bank and other borrowings granted to related parties (note 43).

#### 15. 預付土地租賃款項

於2018年12月31日，本集團總賬面值約為人民幣22,473,000元(2017年：4,514,000元)的預付土地租賃款項已質押，為本集團(附註32)獲授的銀行及其他借款作抵押。

於2018年12月31日，概無質押本集團的預付土地租賃款項(2017年：人民幣23,853,000元)以為關聯方(附註43)獲授的銀行及其他借款作抵押。

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#### 15. PREPAID LAND LEASE PAYMENTS (Continued)

As at 31 December 2018, none of the Group's prepaid land lease payments (2017: RMB1,184,000) have been pledged to secure bank and other borrowings granted to both the Group (note 32) and related parties (note 43).

#### 15. 預付土地租賃款項(續)

於2018年12月31日，概無質押本集團的預付土地租賃款項(2017年：人民幣1,184,000元)以為本集團(附註32)及關聯方(附註43)獲授的銀行及其他借款作抵押。

#### 16. OTHER INTANGIBLE ASSETS

#### 16. 其他無形資產

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
<b>Software</b>	<b>軟件</b>		
At 1 January:	於1月1日：		
Cost	成本	27,102	15,892
Accumulated amortisation	累計攤銷	(12,878)	(8,490)
Net carrying amount	賬面淨值	14,224	7,402
Cost at 1 January, net of accumulated amortisation	於1月1日的成本，扣除累計 攤銷	14,224	7,402
Additions	添置	2,561	11,210
Amortisation provided during the year	年內已撥備攤銷	(4,787)	(4,388)
At 31 December, net of accumulated amortisation	於12月31日的成本， 扣除累計攤銷	11,998	14,224
At 31 December:	於12月31日：		
Cost	成本	29,663	27,102
Accumulated amortisation	累計攤銷	(17,665)	(12,878)
Net carrying amount	賬面淨值	11,998	14,224

#### 17. INVESTMENTS IN JOINT VENTURES

#### 17. 於合資企業的投資

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Share of net assets	分佔資產淨值	1,026,466	639,458



## 17. INVESTMENTS IN JOINT VENTURES (Continued)

The Group's trade receivable and payable balances with joint ventures are disclosed in note 43 to the financial statements.

- (a) Particulars of the Group's material joint ventures are as follows:

Name of company	Place and year of registration and business	Paid-in capital	Percentage of ownership interest attributable to the Group	Principal activities
公司名稱	註冊及營業地點及年份	實繳資本 RMB'000 人民幣千元	本集團 應佔所有權 權益百分比	主要活動
Suzhou Cheng Hong Real Estate Development Co., Ltd. ("Suzhou Cheng Hong Real Estate")	Suzhou, PRC/ 26 November 2015	40,000	50%	Property development
蘇州城弘房地產開發有限公司 (「蘇州城弘房地產」)	中國蘇州/ 2015年11月26日	40,000	50%	物業開發
Nanjing Hong Hao Real Estate Development Co., Ltd. ("Nanjing Hong Hao Real Estate")	Nanjing, PRC/ 2 February 2016	150,000	50%	Property development
南京弘灝房地產開發有限公司 (「南京弘灝房地產」)	中國南京/ 2016年2月2日	150,000	50%	物業開發

- (b) Suzhou Cheng Hong Real Estate, which is considered a material joint venture of the Group for the year ended 2018, co-develops a property development project with the other associate partner in the PRC and is accounted for using the equity method.

## 17. 於合資企業的投資(續)

本集團與合資企業的貿易應收款項及應付款項結餘於財務報表附註43披露。

- (a) 本集團重大合營公司詳情

- (b) 蘇州城弘房地產(被視為本集團於截至2018年止年度的重要合資企業)與其他中國聯營夥伴共同開發一個物業開發項目，採用權益法入賬。

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#### 17. INVESTMENTS IN JOINT VENTURES (Continued)

(b) (Continued)

The following table illustrates the summarised financial information in respect of Suzhou Cheng Hong Real Estate adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

#### 17. 於合資企業的投資(續)

(b) (續)

下表列示有關蘇州城弘房地產的財務資料摘要，已就會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	25,295	33,581
Other current assets	其他流動資產	1,499,132	2,390,526
Current assets	流動資產	1,524,427	2,424,107
Non-current assets	非流動資產	76,221	4,210
Financial liabilities, excluding trade and other payables	金融負債(不包括貿易及其他應付款項)	(112,862)	(114,919)
Other current liabilities	其他流動負債	(744,894)	(1,951,444)
Current liabilities	流動負債	(857,756)	(2,066,363)
Net assets	資產淨值	742,892	361,954
Reconciliation to the Group's interest in the joint venture:	與本集團於合資企業的權益對賬：		
Proportion of the Group's ownership	本集團所佔擁有權比例	50%	50%
Group's share of net assets of the joint venture	本集團應佔合資企業資產淨值	371,446	180,977
Carrying amount of the investment	投資的賬面值	371,446	180,977
Revenue	收入	1,420,291	949,335
Expenses	開支	(1,963)	(48,274)
Tax	稅項	(447,829)	(114,349)
Profit and total comprehensive income for the year	年內利潤及全面收益總額	382,689	342,448

17. INVESTMENTS IN JOINT VENTURES (Continued)

- (c) Nanjing Hong Hao Real Estate, which is considered a material joint venture of the Group for the year ended 2018, co-develops a property development project with the other associate partner in the PRC and is accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Nanjing Hong Hao Real Estate adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

17. 於合資企業的投資(續)

- (c) 南京弘灝房地產(被視為本集團於截至2018年止年度的重大合資企業)與其他中國聯營夥伴共同開發一個物業開發項目，採用權益法入賬。

下表列示有關南京弘灝房地產的財務資料摘要，已就會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	16,257	295,676
Other current assets	其他流動資產	1,003,205	1,210,949
Current assets	流動資產	1,019,462	1,506,625
Non-current assets	非流動資產	782	16,481
Financial liabilities, excluding trade and other payables	金融負債(不包括貿易及其他應付款項)	(360,487)	(69,994)
Other current liabilities	其他流動負債	(253,404)	(1,325,186)
Current liabilities	流動負債	(613,891)	(1,395,180)
Net assets	資產淨值	406,353	127,926
Reconciliation to the Group's interest in the joint venture:	與本集團於合資企業的權益對賬：		
Proportion of the Group's ownership	本集團所佔擁有權比例	50%	50%
Group's share of net assets of the joint venture	本集團應佔合資企業資產淨值	203,177	63,963
Carrying amount of the investment	投資的賬面值	203,177	63,963
Revenue	收入	1,287,311	-
Expenses	開支	(10,854)	(25,810)
Tax	稅項	(72,132)	6,112
Profit/(loss) and total comprehensive income for the year	年內利潤/(虧損)及全面收益總額	278,426	(18,588)

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#### 17. INVESTMENTS IN JOINT VENTURES (Continued)

(d) The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Share of the joint ventures' profit for the year	年內應佔合資企業利潤	57,325	309,317
Share of the joint ventures' total comprehensive income	年內應佔合資企業全面收益總額	57,325	309,317
Aggregate carrying amount of the Group's investments in the joint ventures	本集團於合資企業投資的賬面總值	451,843	394,518

#### 17. 於合資企業的投資(續)

(d) 下表列示本集團個別非重大的合資企業的合計財務資料：

#### 18. INVESTMENTS IN ASSOCIATES

The Group's trade receivable and payable balances with associates are disclosed in note 42 to the financial statements.

#### 18. 於聯營公司的投資

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	1,712,839	805,871

本集團應收聯營公司的貿易應收款項及應付款項結餘披露於財務報表附註42。

## 18. INVESTMENTS IN ASSOCIATES (Continued)

(a) Particulars of the Group's material associates are as follows:

## 18. 於聯營公司的投資(續)

(a) 本集團重大聯營公司詳情：

Name of company	Place and year of registration and business	Paid-in capital	Percentage of ownership interest attributable to the Group	Principal activities
公司名稱	註冊及營業地點及年份	實繳資本 RMB'000 人民幣千元	本公司應佔所有權權益百分比	主要活動
Nanjing Zhao Yang Real Estate Development Co., Ltd. ("Nanjing Zhao Yang Real Estate")	Nanjing, PRC/ 24 September 2015	20,000	27%	Property development
南京招陽房地產開發有限公司 (「南京招陽房地產」)	中國南京/ 2015年9月24日	20,000	27%	物業開發
Nanjing Hongweisheng Estate Development Co., Ltd. ("Nanjing Hongweisheng Real Estate")	Nanjing, PRC/ 11 January 2017	765,000	33%	Property development
南京弘威盛房地產開發有限公司 (「南京弘威盛房地產」)	中國南京/ 2017年1月11日	765,000	33%	物業開發
Nanjing Ming Yu Properties Co., Ltd. ("Nanjing Ming Yu Properties")	Nanjing, PRC/ 8 October 2016	730,000	33%	Property development
南京名寓置業有限公司 (「南京名寓置業」)	中國南京/ 2016年10月8日	730,000	33%	物業開發
Changzhou Peiling Real Estate Development Co., Ltd. ("Changzhou Peiling Real Estate")	Changzhou, PRC/ 8 November 2017	750,000	40%	Property development
常州市沛凌房地產開發有限公司 (「常州市沛凌房地產」)	中國常州/ 2017年11月8日	750,000	40%	物業開發

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#### 18. INVESTMENTS IN ASSOCIATES (Continued)

- (b) Nanjing Zhao Yang Real Estate, which is considered a material associate of the Group, is a strategic partner of the Group engaged in property development and is accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Nanjing Zhao Yang Real Estate adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

#### 18. 於聯營公司的投資(續)

- (b) 南京招陽房地產(被視為本集團的重大聯營公司)為本集團的戰略合作夥伴,從事房地產開發業務,採用權益法入賬。

下表列示有關南京招陽房地產的財務資料摘要,已就會計政策差異作出調整並與綜合財務報表內的賬面值對賬:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Current assets	流動資產	1,345,582	3,705,707
Non-current assets	非流動資產	43,413	26,087
Current liabilities	流動負債	(597,552)	(3,784,341)
Net assets/(liabilities)	資產(負債)/淨值	791,443	(52,547)
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司的權益對賬:		
Proportion of the Group's ownership	本集團所佔擁有權比例	27%	27%
Group's share of net assets/(liabilities) of the associate	本集團應佔聯營公司資產/(負債)淨值	221,604	(14,713)
Adjustment of unrecognised share of losses	未確認應佔虧損的調整	-	14,713
Elimination of interest income	對銷利息收入	(25,981)	-
Carrying amount of the investment	投資的賬面值	195,623	-
Revenue	收入	3,561,795	2,868
Expenses	開支	(119,494)	(27,285)
Tax	稅項	(462,968)	5,975
Profit/(loss) and total comprehensive income/(loss) for the year	年內利潤/(虧損)及全面收入/(虧損)總額	843,990	(18,021)

## 18. INVESTMENTS IN ASSOCIATES (Continued)

- (c) Nanjing Hongweisheng Real Estate, which is considered a material associate of the Group, is a strategic partner of the Group engaged in property development and is accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Nanjing Hongweisheng Real Estate adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

## 18. 於聯營公司的投資(續)

- (c) 南京弘威盛房地產(被視為本集團的重大聯營公司)為本集團的戰略合作夥伴，從事房地產開發業務，採用權益法入賬。

下表列示有關南京弘威盛房地產的財務資料摘要，已就會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Current assets	流動資產	3,117,958	1,455,481
Non-current assets	非流動資產	16,038	8,033
Current liabilities	流動負債	(2,396,594)	(706,012)
Net assets	資產淨值	737,402	757,502
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司的權益對賬：		
Proportion of the Group's ownership	本集團所佔擁有權比例	33%	33%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	243,343	249,976
Elimination of interest income	對銷利息收入	(2,535)	-
Carrying amount of the investment	投資的賬面值	240,808	249,976
Revenue	收入	-	-
Expenses	開支	(13,400)	(5,494)
Tax	稅項	(6,700)	(2,747)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	(28,341)	(8,241)



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#### 18. INVESTMENTS IN ASSOCIATES (Continued)

- (d) Nanjing Ming Yu Properties, which is considered a material associate of the Group, is a strategic partner of the Group engaged in property development and is accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Nanjing Ming Yu Properties adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

#### 18. 於聯營公司的投資(續)

- (d) 南京名寓置業(被視為本集團的重大聯營公司)為本集團的戰略合作夥伴，從事房地產開發業務，採用權益法入賬。

下表列示有關南京名寓置業的財務資料摘要，已就會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Current assets	流動資產	<b>1,809,388</b>	1,558,606
Non-current assets	非流動資產	<b>14,431</b>	12,327
Current liabilities	流動負債	<b>(1,106,109)</b>	(846,604)
Net assets	資產淨值	<b>717,710</b>	724,329
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司的權益對賬：		
Proportion of the Group's ownership	本集團所佔擁有權比例	<b>33%</b>	33%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	<b>236,844</b>	239,029
Carrying amount of the investment	投資的賬面值	<b>236,844</b>	239,029
Revenue	收入	-	-
Expenses	開支	<b>(8,190)</b>	(7,560)
Tax	稅項	<b>1,571</b>	1,890
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	<b>(6,619)</b>	(5,670)

## 18. INVESTMENTS IN ASSOCIATES (Continued)

- (e) Changzhou Peiling Real Estate, which is considered a material associate of the Group, is a strategic partner of the Group engaged in property development and is accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Changzhou Peiling Real Estate adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

## 18. 於聯營公司的投資(續)

- (e) 常州市沛陵房地產(被視為本集團的重大聯營公司)為本集團的戰略合作夥伴，從事房地產開發業務，採用權益法入賬。

下表列示有關常州市沛陵房地產的財務資料摘要，已就會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Current assets	流動資產	1,451,029	749,774
Non-current assets	非流動資產	3,532	84
Current liabilities	流動負債	(714,809)	(111)
Net assets	資產淨值	739,752	749,747
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司的權益對賬：		
Proportion of the Group's ownership	本集團所佔擁有權比例	40%	40%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	295,901	299,899
Carrying amount of the investment	投資的賬面值	295,901	299,899
Revenue	收入	-	-
Expenses	開支	(13,220)	(337)
Tax	稅項	3,225	84
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	(9,995)	(253)

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#### 18. INVESTMENTS IN ASSOCIATES (Continued)

- (f) The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Share of the associates' loss for the year	年內應佔聯營公司虧損	(202,871)	(66,513)
Share of the associates' total comprehensive loss	年內應佔聯營公司全面虧損總額	(202,871)	(66,513)
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司投資的賬面總值	743,663	16,967

The directors of the Company are of the opinion that no provision for impairment was necessary as at 31 December 2018 as the investments in associates are considered fully recoverable (2017: Nil). The associates have been accounted for using the equity method in these financial statements.

#### 18. 於聯營公司的投資(續)

- (f) 下表列示本集團個別非重大的聯營公司的合計財務資料：

於2018年12月31日，本公司董事認為，由於對聯營公司的投資被視為可全數收回(2017年：無)，故並無必要計提減值撥備。聯營公司在該等財務報表中已採用權益法入賬。

## 19. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

### Deferred tax assets

## 19. 遞延稅項

年內的遞延稅項資產及負債的變動如下：

### 遞延稅項資產

		Unrealised revenue received in advance 未變現 預收收入 RMB'000 人民幣千元	Accrued LAT 應計 土地增值稅 RMB'000 人民幣千元	Accrued construction cost 應計建 築成本 RMB'000 人民幣千元	Impairment losses 減值虧損 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 31 December 2016 and 1 January 2017	於2016年12月31日及 2017年1月1日	113,684	122,152	55,062	35,836	20,770	11,237	358,741
Deferred tax credited/(charged) to profit or loss during the year	年內計入/(扣除自)損益 的遞延稅項	55,786	23,039	4,231	11,854	10,510	(7,013)	98,407
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	<b>169,470</b>	<b>145,191</b>	<b>59,293</b>	<b>47,690</b>	<b>31,280</b>	<b>4,224</b>	<b>457,148</b>
Acquisition of subsidiaries	收購附屬公司	<b>66,152</b>	-	-	-	-	-	<b>66,152</b>
Deferred tax credited/(charged) to profit or loss during the year	年內計入/(扣除自)損益 的遞延稅項	<b>115,149</b>	<b>73,409</b>	<b>(15,479)</b>	<b>(28,300)</b>	<b>54,362</b>	<b>21,819</b>	<b>220,960</b>
At 31 December 2018	於2018年12月31日	<b>350,771</b>	<b>218,600</b>	<b>43,814</b>	<b>19,390</b>	<b>85,642</b>	<b>26,043</b>	<b>744,260</b>

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#### 19. DEFERRED TAX (Continued)

The movements in deferred tax assets and liabilities during the year are as follows:

##### Deferred tax liabilities

#### 19. 遞延稅項(續)

年內的遞延稅項資產及負債的變動如下：

##### 遞延稅項負債

		Fair value adjustment arising from investment properties 導致公允價 值調整 RMB'000 人民幣千元	Fair value adjustment arising from acquisition of subsidiaries 收購附屬 公司導致 公允價值調整 RMB'000 人民幣千元	Withholding Tax 預扣稅 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 31 December 2016 and 1 January 2017	於2016年12月31日及 2017年1月1日	(1,770,510)	(113,931)	(170,000)	(17,747)	(2,072,188)
Acquisition of a subsidiary	收購附屬公司	-	(190,334)	-	-	(190,334)
Deferred tax credited/(charged) to profit or loss during the year	年內計入/(扣除自)損益 的遞延稅項	60,461	2,803	-	(540)	62,724
Deferred tax credited/(charged) to merger reserve during the year	年內計入/(扣除自)合併 儲備的遞延稅項	-	-	-	17,436	17,436
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	(1,710,049)	(301,462)	(170,000)	(851)	(2,182,362)
Acquisition of subsidiaries	收購附屬公司	-	(456,090)	-	-	(456,090)
Deferred tax credited/(charged) to profit or loss during the year	年內計入/(扣除自)損益 的遞延稅項	(57,291)	66,319	-	(1,936)	7,092
At 31 December 2018	於2018年12月31日	(1,767,340)	(691,233)	(170,000)	(2,787)	(2,631,360)

## 19. DEFERRED TAX (Continued)

### Deferred tax liabilities (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances for financial reporting purposes:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表內確認的遞延稅項資產淨值	443,060	185,813
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表內確認的遞延稅項負債淨值	(2,330,160)	(1,911,027)
		<b>(1,887,100)</b>	<b>(1,725,214)</b>

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

As at 31 December 2018, RMB170,000,000 has been recognised withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors of the Company, the Group's fund will be retained in Mainland China for the expansion of the Group's operation, so it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB7,060,112,000 (2017: RMB5,854,286,000).

## 19. 遞延稅項(續)

### 遞延稅項負債(續)

就呈列而言，若干遞延稅項資產及負債已於綜合財務狀況表內抵銷。以下為就財務申報目的遞延稅項結餘分析：

根據《中華人民共和國企業所得稅法》，在中國內地成立的外商投資企業向海外投資者宣派的股息將徵收10%的預扣稅。該規定自2008年1月1日起生效並適用於2007年12月31日後產生的盈利。倘中國內地與該海外投資者所處司法管轄區存在稅收安排，可採用較低預扣稅率。本集團的適用稅率為10%。因此，本集團須就該等在中國內地成立附屬公司就自2008年1月1日起產生的盈利所分派的股息繳納預扣稅。

於2018年12月31日，已就本集團於中國內地成立的附屬公司須繳納預扣稅的未匯出盈利應付的預扣稅確認人民幣170,000,000元。本公司董事認為，本集團的資金將留存於中國內地，以擴充本集團的業務，因此該等附屬公司將不大可能於可預見未來分派該等盈利。與投資於中國內地附屬公司而尚未確認遞延稅項負債有關的暫時性差額總額約為人民幣7,060,112,000元(2017年：人民幣5,854,286,000元)。

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#### 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

#### 20. 按公允價值計入損益的金融資產

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Unlisted investments, at fair value	非上市投資，按公允價值計量	1,130,607	-
Less: Current portion	減：即期部分	1,130,607	-
Non-current portion	非即期部分	-	-

The above investments at 31 December 2018 were classified as financial assets at fair value through profit or loss as they were held for trading.

The Group invests in unlisted investments, which represent wealth management products issued by banks in Mainland China and a wealth management private funds in Hong Kong. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

At 31 December 2018, the Group's financial assets at fair value through profit or loss with an aggregate carrying amount of approximately RMB441,600,000 (2017: Nil) were pledged to secure bank and other borrowings granted to the Group (note 32).

上述投資於2018年12月31日分類為按公允價值計入損益的金融資產，此乃由於其持作交易。

本集團投資於非上市投資，該等投資指中國內地銀行發行的財富管理產品及香港的財富管理私人基金。本集團根據具有類似條款及風險的工具的市場利率，採用現金流量貼現估值模式估計該等非上市投資的公允價值。

於2018年12月31日，本集團賬面總額約人民幣441,600,000元（2017年：無）的按公允價值計入損益的金融資產已質押，以獲得授予本集團的銀行及其他借款（附註32）。



## 21. AVAILABLE-FOR-SALE INVESTMENTS

## 21. 可供出售投資

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Unlisted investment, at fair value	非上市投資，按公允價值計量	-	2,006,659
Less: Current portion	減：即期部分	-	2,006,659
Non-current portion	非即期部分	-	-

The above investments consist of trust and fund investments which were designated as available-for-sale financial assets and measured at fair value.

上述投資包括信託及基金投資，指定為可供出售金融投資及按公允價值計量。

## 22. PROPERTIES UNDER DEVELOPMENT

## 22. 開發中物業

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	16,957,888	10,260,818
Additions	添置	12,201,284	8,699,053
Acquisition of subsidiaries	收購附屬公司	5,532,747	813,331
Transferred to completed properties held for sale (note 23)	轉撥至持作出售的已完工物業（附註23）	(4,933,911)	(2,651,790)
Impairment losses recognised (note 6)	確認的減值虧損（附註6）	(93,002)	(163,674)
Impairment losses reversed (note 6)	撥回的減值虧損（附註6）	37,380	-
Impairment losses transferred to completed properties held for sale (note 23)	轉撥至持作出售的已完工物業的減值虧損（附註23）	-	150
Carrying amount at 31 December	於12月31日的賬面值	29,702,386	16,957,888

The Group's properties under development are situated on leasehold lands in Mainland China.

本集團的開發中物業位於在中國內地的租賃土地。

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#### 22. PROPERTIES UNDER DEVELOPMENT (Continued)

At 31 December 2018, the Group's properties under development with an aggregate carrying amount of approximately RMB15,636,245,000 (2017: RMB7,517,355,000) were pledged to only secure bank and other borrowings granted to the Group (note 32).

The movements in provision for impairment of properties under development are as follows:

#### 22. 開發中物業(續)

於2018年12月31日，本集團賬面總值約人民幣15,636,245,000元(2017年：人民幣7,517,355,000元)的開發中物業已質押，以獲得授予本集團的銀行及其他貸款(附註32)。

開發中物業的減值撥備變動如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	163,674	150
Impairment losses recognised (note 6)	確認的減值虧損(附註6)	93,002	163,674
Impairment losses reversed (note 6)	撥回的減值虧損(附註6)	(37,380)	-
Impairment losses transferred to completed properties held for sale (note 23)	轉撥至持作出售的已完工物業的減值虧損(附註23)	-	(150)
Carrying amount at 31 December	於12月31日的賬面值	219,296	163,674

The value of properties under development is assessed at the end of the reporting period. An impairment exists when the carrying value exceeds its realisable value.

開發中物業的價值於報告期末評估。倘賬面值超逾其可變現值，則視為已減值。

23. COMPLETED PROPERTIES HELD FOR SALE

23. 持作出售的已完工物業

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	1,842,510	1,845,045
Acquisition of subsidiaries	收購附屬公司	546,442	805,000
Transferred from properties under development (note 22)	轉撥自開發中物業(附註22)	4,933,911	2,651,790
Transferred to cost of sales (note 6)	轉撥至銷售成本(附註6)	(6,204,908)	(3,425,780)
Transferred to properties, plant and equipment (note 13)	轉撥至物業、廠房及設備(附註13)	–	(75,582)
Transferred to prepaid lease payments (note 15)	轉撥至預付租賃款項(附註15)	–	(6,318)
Impairment losses recognised (note 6)	確認的減值虧損(附註6)	(23,780)	–
Impairment losses written off (note 6)	減值虧損撇銷(附註6)	68,726	48,505
Impairment losses transferred from properties under development (note 22)	轉撥自開發中物業的減值虧損(附註22)	–	(150)
Carrying amount at 31 December	於12月31日的賬面值	1,162,901	1,842,510

As at 31 December 2018, none of the Group's completed properties held for sale (2017: RMB360,476,000) have been pledged to only secure bank and other borrowings granted to related parties (note 43).

於2018年12月31日，概無質押本集團的持作出售已完工物業(2017年：人民幣360,476,000元)以為關聯方(附註43)獲授的銀行及其他借款作抵押。

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#### 23. COMPLETED PROPERTIES HELD FOR SALE (Continued)

The movements in provision for impairment of completed properties held for sale are as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	81,798	130,153
Impairment losses recognised (note 6)	確認的減值虧損(附註6)	23,780	-
Impairment losses written off (note 6)	減值虧損撇銷(附註6)	(68,726)	(48,505)
Impairment losses transferred from properties under development (note 22)	轉撥自開發中物業的減值虧損(附註22)	-	150
Carrying amount at 31 December	於12月31日的賬面值	36,852	81,798

The value of completed properties held for sale is assessed at the end of each reporting period. An impairment exists when the carrying value exceeds its realisable value.

#### 23. 持作出售的已完工物業(續)

持作出售的已完工物業的減值撥備變動如下：

持作出售的已完工物業的價值於各報告期末評估。倘賬面值超逾其可變現值，則視為已減值。

## 24. TRADE AND BILLS RECEIVABLES

## 24. 貿易應收款項及應收票據

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	2,064	1,514
Bills receivable	應收票據	21,664	-
Impairment	減值	-	-
		<b>23,728</b>	1,514

Trade and bills receivables mainly arising from the sales of properties, leasing of investment properties. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management. In view of the aforementioned and the fact that the Group's trade and bills receivables relate to a large number of diversified customers, there is no significant concentration of credit risk.

Trade and bills receivables are unsecured and non-interest-bearing. The carrying amounts of trade and bills receivables approximate to their fair values. An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

貿易應收款項及應收票據主要產生自物業銷售及投資物業租賃。本集團致力嚴格監控未收回應收款項。管理層定期檢討逾期結餘。鑑於上文所述及本集團之貿易應收款項及應收票據與各行業大量客戶有關，故並無重大集中信貸風險。

貿易應收款項及應收票據為無抵押且不計息，其賬面值與公平值相若。貿易應收款項及應收票據於報告期末基於發票日期之賬齡分析如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Less than 1 year	一年以內	23,220	1,514
Over 1 year	一年以上	508	-
		<b>23,728</b>	1,514

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#### 24. TRADE AND BILLS RECEIVABLES (Continued)

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Expected loss rate of trade receivables is assessed to be 0.1%. Based on evaluation on expected loss rate and gross carrying amount, the directors of the Company are of the opinion that the ECL in respect of these balances is considered immaterial and therefore there has not been a loss allowance provision.

#### 25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

#### 24. 貿易應收款項及應收票據(續)

既未逾期亦無減值之應收款項與各行業大量近期無拖欠記錄之客戶有關。

本集團根據《國際財務報告準則》第9號的規定應用簡易方法為預期信貸虧損計提撥備，該準則允許所有貿易應收款項採用整個存續期的預期虧損撥備。為計算預期信貸虧損，貿易應收款項已根據共享信用風險特徵及逾期日數分類。貿易應收款項的預期虧損率評估為0.1%。根據對預期虧損率及賬面總額的評估，本公司董事認為，有關該等結餘的預期信貸虧損不算重大，因此並無就其進行虧損撥備。

#### 25. 預付款項、其他應收款項及其他資產

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Prepayments for acquisition of land use rights	收購土地使用權的預付款項	106,486	519,232
Prepayments for construction cost	建築成本預付款項	198,632	110,887
Loans to counterparties for acquisition of land use right (note 44)	就收購土地使用權而向對方作出的貸款(附註44)	588,085	1,011,041
Deposits for a land use right	土地使用權按金	150,000	11,471
Other tax recoverable	其他可收回稅項	643,999	366,634
Deposits	按金	295,951	163,106
Due from third parties (note 44)	應收第三方款項(附註44)	239,338	67,421
Due from non-controlling shareholders (note 44)	應收非控股股東款項(附註44)	273,525	298,018
Interest receivables (note 44)	應收利息(附註44)	14,629	11,259
Other receivables (note 44)	其他應收款項(附註44)	73,887	67,632
Provision for impairment	減值撥備	(8,521)	(79,852)
		<b>2,576,011</b>	<b>2,546,849</b>

## 25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (Continued)

Prepayments, other receivables and other assets are unsecured and have no fixed terms of repayment.

The internal credit rating of amounts due from non-controlling shareholders of subsidiaries, amounts due from third parties and other deposits were performing. The Group has assessed that the credit risk of these receivables has not increased significantly since initial recognition. The expected loss rate of these receivables is assessed to be 0.1%. The Group has evaluated the expected loss rate and gross carrying amount, measured the impairment based on the 12-month expected credit losses, and assessed that the expected credit losses were RMB8,521,000 as at 31 December 2018 (2017: Nil).

## 26. CONTRACT ASSETS

Contract assets are initially recognised for commission to the sales agents when agreement for sale and purchase is signed with a property buyer, if recoverable. The amounts recognised as contract assets are amortised on a systematic basis that is consistent with the transfer of the related property to the customer.

The expected timing of recovery or settlement for contract assets as at 31 December 2018 is as follows:

		RMB'000 人民幣千元
Within one year	一年內	46,562
More than one year	一年以上	21,289
Total contract assets	合約資產總額	67,851

## 25. 預付款項、其他應收款項及其他資產 (續)

預付款項、其他應收款項及其他資產為無抵押且無固定還款期限。

應收附屬公司非控股股東款項及應收第三方款項及其他按金的內部信用評級正在進行評定。本集團已評估該等應收款項的信貸風險自初步確認後並無顯著增加。該等應收款項的預期虧損率評估為0.1%。本集團已評估預期虧損率及賬面總額，並根據12個月的預期信貸虧計量減值，且已評估於2018年12月31日的預期信貸虧損為人民幣8,521,000元(2017年：零)。

## 26. 合約資產

合約資產在與物業買家簽訂買賣協議(如可收回)後，最初確認為向銷售代理收取佣金。確認為合約資產的金額按與向客戶轉讓相關財產一致的系統基礎攤銷。

於2018年12月31日，收回或清算合約資產的預計時間如下：



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#### 27. CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND PLEDGED DEPOSITS

#### 27. 現金及現金等價物、受限制現金及已抵押存款

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	12,456,039	4,210,874
Less: Restricted cash	減：受限制現金	2,644,723	741,573
Pledged deposits	已抵押存款	3,578,720	991,238
		<b>6,232,596</b>	2,478,063

Pursuant to relevant regulations in the PRC, certain property development companies of the Group are required to place certain amounts of cash in the designated bank accounts for a specified use. As at 31 December 2018, the restricted cash amounted to RMB2,644,723,000 (2017: RMB741,573,000).

根據有關中國法規，本集團的若干房地產開發公司須將若干現金款項存置於指定銀行賬戶作特定用途。截至2018年12月31日，受限制現金為數人民幣2,644,723,000元（2017年：人民幣741,573,000元。）

As at 31 December 2018, bank deposits of RMB3,526,146,000 (2017: RMB963,041,000) were pledged as security for bank and other borrowings. As at 31 December 2018, bank deposits of RMB52,574,000 (2017: RMB28,197,000) were pledged as security for purchasers' mortgage loans, construction of projects, or pledged to banks as collateral for issuance of bank acceptance notes.

截至2018年12月31日，已分別質押為數人民幣3,526,146,000元（2017年：人民幣963,041,000元）的銀行存款，作為銀行及其他借款的抵押品。截至2018年12月31日，為數人民幣52,574,000元（2017年：人民幣28,197,000元）的銀行存款已質押，作為買方按揭貸款、項目建設的抵押品，或質押予銀行作為發行銀行承兌票據的抵押品。

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Denominated in RMB	以人民幣計值	10,323,279	4,210,874
Denominated in HKD	以港元計值	733	-
Denominated in USD	以美元計值	2,132,027	-
		<b>12,456,039</b>	4,210,874

## 27. CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND PLEDGED DEPOSITS (Continued)

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents approximate to their fair values.

As at 31 December 2018, internal credit rating of restricted cash, pledged deposits and cash and cash equivalents were performing. The Group has assessed that the credit risk of the restricted cash, pledged deposits and cash and cash equivalents has not increased significantly since initial recognition and measured the impairment based on 12-month expected credit loss, and has assessed that the expected credit losses are immaterial.

## 28. TRADE AND BILLS PAYABLES

An ageing analysis of the Group's trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Within 1 year	一年以內	2,380,523	2,021,539
Over 1 year	一年以上	505,123	59,178
		<b>2,885,646</b>	2,080,717

Trade payables are unsecured and interest-free and are normally settled based on the progress of construction.

## 27. 現金及現金等價物、受限制現金及已抵押存款(續)

人民幣不得自由兌換為其他貨幣，但根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可通過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金根據每日銀行存款利率按浮動利率計息。銀行結餘存於近期無違約歷史的信譽可靠的銀行。現金及現金等價物的賬面值與其公允價值相若。

截至2018年12月31日，受限制現金、已質押存款及現金及現金等價物正接受內部信用評級。本集團估計受限制現金、已質押存款及現金及現金等價物的信貸風險自初次確認後並無大幅增加，且根據12個月預期信貸虧損計量減值，估計預期信貸虧損並不重大。

## 28. 貿易應付款項及應付票據

本集團於報告期末基於發票日期的貿易應付款項及應付票據賬齡分析如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Within 1 year	一年以內	2,380,523	2,021,539
Over 1 year	一年以上	505,123	59,178
		<b>2,885,646</b>	2,080,717

貿易應付款項為無抵押及免息，一般基於工程進度結算。

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## 29. OTHER PAYABLES AND ACCRUALS

## 29. 其他應付款項及應計費用

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Advances from non-controlling shareholders of subsidiaries (note 44)	附屬公司非控股股東墊款 (附註44)	2,027,651	2,298,038
Proceeds from assets-backed securities (note 44)	資產支持證券所得款項 (附註44)	600,000	-
Advances related to land use right of third parties (note 44)	土地使用權相關的第三方墊款 (附註44)	500,000	472,414
Retention deposits related to construction	建築相關留置按金	218,629	160,590
Payroll and welfare payable	應付工資及福利	156,418	87,592
Maintenance fund (note 44)	維修基金(附註44)	112,887	8,781
Deposits related to sales of properties	物業銷售相關按金	39,301	5,755
Interest payable (note 44)	應付利息(附註44)	32,731	42,433
Other tax and surcharges	其他稅項及附加費	31,045	34,187
Others	其他	34,172	17,598
		<b>3,752,834</b>	<b>3,127,388</b>

Except for proceeds from asset-backed securities, other payables and advances from non-controlling shareholders of subsidiaries are unsecured, non-interest-bearing and repayable on demand. The fair values of other payables at the end of each of the reporting periods approximated to their corresponding carrying amounts.

除資產支持證券所得款項外，來自附屬公司非控股股東的其他應付款項及墊款無抵押、不計息並應按要求償還。其他應付款項於各報告期末的公平值與其相應的賬面值相若。

Note: The balance represented proceeds received from a specific purpose entity ("SPE") set up by a financial institution in the PRC for issuance of assets-backed securities, to which the Group has collateralised the certain future trade receivables for the remaining receipts from sales of properties. Under an assignment arrangement between the Group and the SPE, as and when the Group receives the sale proceeds from customers, the Group would remit any cash flows it collects on behalf of the SPE.

附註：結餘指由中國金融機構建立的特殊目的實體（「特殊目的實體」）就發行資產支持證券收取的所得款項，而本集團將銷售物業餘下收益的若干未來貿易應收款項作抵押。根據本集團及特殊目的實體的分配協議，本集團自客戶收取銷售所得款項時，本集團將匯出其代表特殊目的實體收取的任何現金流量。

### 30. ADVANCES FROM CUSTOMERS

Before 1 January 2018, advances from customers represented the sales proceeds received from buyers in connection with the Group's pre-sale of properties by the end of the reporting period and the commercial rental service fee received from lessees.

### 31. CONTRACT LIABILITIES

As explained in the note 2.2 to the consolidated financial statements, under IFRS 15, the Group's pre-sale of properties amount is classified as contract liabilities from 1 January 2018. Details of contract liabilities as at 1 January and 31 December 2018 are as follows:

### 30. 預收客戶款項

2018年1月1日前，預收客戶款項指就本集團於各有關期間未預售物業而自買家收取的銷售所得款項及從承租人處收取的商業租賃服務費。

### 31. 合約負債

如綜合財務報表附註2.2所述，根據《國際財務報告準則》第15號，本集團的預售物業金額自2018年1月1日起分類為合約負債。截至2018年1月1日及12月31日的合約負債詳情如下：

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	1 January 2018 2018年 1月1日 RMB'000 人民幣千元
Contract liabilities	合約負債		
— Sales of properties	— 物業銷售	16,625,238	10,644,266
— Rental	— 租賃	13,919	29,275
		<b>16,639,157</b>	10,673,541

The Group receives payments from customers based on billing schedules as established in the property sales or rental contracts. Payments are usually received in advance of the performance under the contracts which are mainly from property development and sales and rental.

本集團根據物業銷售或租賃合約所訂的繳費時間表收取客戶付款。根據合約，付款一般是在履約之前收到，主要來自房地產開發、銷售及租賃。

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### 32. INTEREST-BEARING BANK AND OTHER BORROWINGS

### 32. 計息銀行及其他借款

			2018 2018年			2017 2017年		
			Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元
Current	即期							
Bank loans – secured	銀行貸款 — 有抵押	(i)	4.35-6.25	2019	3,121,497	4.35-4.79	2018	1,211,000
Other loans – secured	其他貸款 — 有抵押	(ii)	8.00-15.00	2019	2,267,200	9.00-15.00	2018	850,000
Other loans – unsecured	其他貸款 — 無抵押		12.20	2019	69,410	8.00	2018	50,000
Current portion of long term bank loans – secured	長期銀行貸款的即期部分 — 有抵押	(i)	4.46-6.65	2019	1,519,421	4.50-6.59	2018	1,169,627
Current portion of long term bank loans – unsecured	長期銀行貸款的即期部分 — 無抵押		5.25	2019	42,188	-	-	-
Current portion of long term other loans – secured	長期其他貸款的即期部分 — 有抵押	(ii)	6.48-12.07	2019	1,213,981	6.61-9.12	2018	1,108,220
Current portion of long term other loans – unsecured	長期其他貸款的即期部分 — 無抵押		-	-	-	8.00	2018	247,670
					8,233,697			
Non-current	非即期							
Bank loans – secured	銀行貸款 — 有抵押	(i)	4.46-11.68	2020-31	8,700,105	4.50-7.13	2019-32	5,654,010
Bank loans – unsecured	銀行貸款 — 無抵押		4.99-5.25	2021	242,813	-	-	-
Other loans – secured	其他貸款 — 有抵押	(ii)	6.48-14.5	2020-21	2,149,886	6.61-9.12	2019-20	1,338,972
					11,092,804			
					19,326,501			

32. INTEREST-BEARING BANK AND OTHER  
BORROWINGS (Continued)

32. 計息銀行及其他借款(續)

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Bank loans and other borrowings Repayable within one year	銀行貸款及其他借款 應於一年內償還	8,233,697	4,636,517
Repayable in the second year	應於第二年償還	4,259,278	2,344,621
Repayable within two to five years	應於二至五年內償還	5,752,917	3,924,984
Repayable more than five years	應於五年後償還	1,080,609	723,377
Subtotal	小計	11,092,804	6,992,982
		19,326,501	11,629,499

The Group's borrowings are all denominated in RMB.

本集團的借款均以人民幣計值。

The Group's borrowings up to RMB9,573,911,000 and RMB6,681,859,000 as at 31 December 2018 and 2017, respectively, were borrowings with floating interest rates.

截至2018年及2017年12月31日，本集團的借款最高分別為人民幣9,573,911,000元及人民幣6,681,859,000元，均為浮息借款。

Certain of the Group's bank and other borrowings are secured by the pledges of the following assets with carrying values as at 31 December 2018 and 2017 as follows:

本集團為獲授若干銀行及其他借款質押下列資產作抵押，有關資產的賬面值於截至2018年及2017年12月31日如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Investment properties	投資物業	8,520,150	7,919,490
Prepaid land lease payments	預付土地租賃款項	22,473	5,698
Properties under development	開發中物業	15,636,245	7,517,355
Property, plant and equipment	物業、廠房及設備	631,914	254,537
		24,810,782	15,697,080

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#### 32. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

(i) The secured bank loans were secured by related parties including Mr. Zeng Huansha (曾煥沙), Mrs. Chen Sihong (陳思紅), Jiangsu Hong Yang Group Co., Ltd. (弘陽集團有限公司) (Jiangsu Hong Yang Group), Nanjing Redsun Business World Co., Ltd. (南京紅太陽商業大世界有限公司, "Nanjing Redsun Business World"), Jiangsu Red Sun Industrial Raw Materials City Co., Ltd. (江蘇紅太陽工業原料城有限公司, "Redsun Materials City") and third parties including Chuzhou Jin Peng Properties Co., Ltd. (滁州市金鵬置業有限公司), Suzhou Industrial Park Hua Cheng Real Estate Co., Ltd. (蘇州工業園區華成房地產開發有限公司), Mr. Yang Jian (楊劍), Mr. Xu Xiaoqun (許曉群), Suzhou Zhong Rui Investment Group Co., Ltd. (蘇州中銳投資集團有限公司), Suzhou Xincheng Chuangjia Properties Co., Ltd. (蘇州新城創佳置業有限公司), Jiangsu Thriving Industrial Real Estate Group Co., Ltd. (江蘇興隆興業地產集團有限公司) and Mr. Mei Qusheng (梅取生). The borrowings were also pledged by certain investment properties, plant and equipment, prepaid land lease payments, properties under development and pledged deposits of the Group.

(ii) The details of the other secured loans are set out below:

The borrowings from Chang'an International Trust Co., Ltd. (長安國際信託股份有限公司) (Chang'an International Trust) with the carrying amount of RMB568,900,000 as at 31 December 2018 were secured by certain properties under development of the Group. The borrowings were also guaranteed by Chongqing Hong Jing Industrial and Chongqing Hong Jia Industrial, both of which were subsidiaries of the Group.

The borrowing from Chang'an International Trust with the carrying amount of RMB246,007,000 as at 31 December 2017 was secured by certain properties under development of Group. The borrowing was also guaranteed by Anhui Hong Lan Real Estate, which was a subsidiary of the Group.

#### 32. 計息銀行及其他借款(續)

(i) 已抵押銀行貸款由關聯方(包括曾煥沙先生、陳思紅女士、江蘇弘陽集團有限公司(江蘇弘陽集團)、南京紅太陽商業大世界有限公司(「南京紅太陽商業大世界」)、江蘇紅太陽工業原料城有限公司(「紅太陽原料城」)及第三方(包括滁州市金鵬置業有限公司、蘇州工業園區華成房地產開發有限公司、楊劍先生、許曉群先生、蘇州中銳投資集團有限公司、蘇州新城創佳置業有限公司、江蘇興隆興業地產集團有限公司及梅取生先生)擔保。有關借款亦以若干投資物業廠房及設備、預付土地租賃付款、開發中物業及已抵押存款作質押。

(ii) 其他已抵押貸款的詳情如下：

截至2018年12月31日，向長安國際信託股份有限公司(「長安國際信託」)借入的借款的賬面值為人民幣568,900,000元，乃以本集團若干開發中物業抵押。該等借款亦由重慶弘環實業及重慶弘嘉實業擔保，兩家公司均為本集團的附屬公司。

截至2017年12月31日，向長安國際信託借入的借款的賬面值為人民幣246,007,000元，乃以本集團若干開發中物業抵押。該等借款亦由本集團的附屬公司安徽弘嵐房地產擔保。



### 32. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

(ii) (Continued)

The borrowing from Si Chuan Trust Co., Ltd. (四川信託有限公司) (Si Chuan Trust) with the carrying amount of RMB802,864,000 as at 31 December 2018 was secured by certain properties under development of the Group. The borrowing was also guaranteed by (i) Mr Zeng Huansha, (ii) Mrs. Chen Sihong, and (iii) Nanjing Red Sun and Nanjing Rui Sheng Real Estate, both of which were subsidiaries of the Group.

The borrowing from Hangzhou Industrial commercial Trust Co., Ltd. (杭州工商信託股份有限公司) with the carrying amount of RMB310,000,000 as at 31 December 2018. The borrowing was guaranteed by (i) Huzhou Hong Rui Real Estate and Nanjing Red Sun, both of which were subsidiaries of the Group and (ii) Zhejiang Hongwei Industrial investment Co., Ltd. (浙江鴻偉實業投資有限公司), which was a non-controlling shareholder.

The borrowing from SDIC Taikang Trust Co., Ltd. (國投泰康信託有限公司) with the carrying amount of RMB258,300,000 as at 31 December 2018 was secured by certain properties under development of the Group. The borrowing was also guaranteed by Chengdu Shu Xing Real Estate and Nanjing Red Sun, both of which were subsidiaries of the Group.

The borrowing from Nongyin International Investment (Suzhou) Co., Ltd. (農銀國際投資有限公司) with the carrying amount of RMB300,000,000 as at 31 December 2018 was guaranteed by (i) Mr. Zeng Huansha, Mrs. Chen Sihong, both of which were related parties of the Group and (ii) Suzhou Hong Yang Investment, which was subsidiaries of the Group.

### 32. 計息銀行及其他借款(續)

(ii) (續)

截至2018年12月31日，向四川信託有限公司(「四川信託」)借入的借款的賬面值為人民幣802,864,000元，乃以本集團若干開發中物業抵押。該等借款亦由(i)曾煥沙先生；(ii)陳思紅女士；及(iii)南京紅太陽及南京銳晟房地產擔保，兩家公司均為本集團的附屬公司。

截至2018年12月31日，向杭州工商信託股份有限公司借入的借款的賬面值為人民幣310,000,000元。該等借款由(i)湖州弘瑞房地產及南京紅太陽(兩家公司均為本集團的附屬公司)；及(ii)非控股股東浙江鴻偉實業投資有限公司擔保。

截至2018年12月31日，向國投泰康信託有限公司借入的借款的賬面值為人民幣258,300,000元，乃以本集團若干開發中物業抵押。該等借款亦由成都市弘陽蜀興房地產及南京紅太陽擔保，兩家公司均為本集團的附屬公司。

截至2018年12月31日，向農銀國際投資有限公司借入的借款的賬面值為人民幣300,000,000元，乃以由(i)曾煥沙先生及陳思紅女士(兩人均為本集團關聯方)；及(ii)本集團的附屬公司蘇州弘陽投資擔保。

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### 32. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

(ii) (Continued)

The borrowings from Ningbo Bonded Area Yiwei Investment Management Partnership (L.P.) (寧波保稅區易渭投資管理合夥企業(有限合夥)) with the carrying amount of RMB260,000,000 as at 31 December 2018 were guaranteed by Zhongshan Hong Ding Real Estate and Changshu Hong Yang Real Estate, both of which were subsidiaries of the Group.

The borrowings from Zi Jin Trust Co., Ltd. (紫金信託有限責任公司) with the carrying amount of RMB518,753,000 as at 31 December 2018 were secured by certain plant and equipment, investment properties, prepaid land lease payments, properties under development of the Group. The borrowings were also guaranteed by Yizheng Hongrui Real Estate, Yizheng Honglin Properties and Redsun Materials City, all of which were related parties of the Group.

The borrowings from Hua Bao Trust Co., Ltd. (華寶信託有限責任公司) with the carrying amount of RMB60,633,000 as at 31 December 2018 were secured by certain properties under development of the Group.

The borrowings from Shanghai Ai Jian Trust Co., Ltd. (上海愛建信託有限責任公司) with the carrying amount of RMB1,024,087,000 as at 31 December 2018 were secured by certain properties under development of the Group. The borrowings were guaranteed by (i) Chongqin Bo Jing Ming Xia Properties, Wuxi Xu Yang Real Estate and Nanjing Red Sun, all of which were subsidiaries of the Group and (ii) Mr. Zeng Huansha and Mrs. Chen Sihong, both of which were related parties of the Group.

### 32. 計息銀行及其他借款(續)

(ii) (續)

截至2018年12月31日，向寧波保稅區易渭投資管理合夥企業(有限合夥)借入的借款的賬面值為人民幣260,000,000元，乃由中山市弘鼎房地產及常熟弘陽房地產擔保，兩家公司均為本集團的附屬公司。

截至2018年12月31日，向紫金信託有限責任公司借入的借款的賬面值為人民幣518,753,000元，乃以本集團若干廠房及設備、投資物業、預付土地租賃款項、開發中物業作抵押。該等借款亦由儀徵鴻瑞房地產、儀徵弘麟置業及紅太陽工業原料城擔保，其均為本集團的附屬公司。

截至2018年12月31日，向華寶信託有限責任公司借入的借款的賬面值為人民幣60,633,000元，乃以本集團若干開發中物業抵押。

截至2018年12月31日，向上海愛建信託有限責任公司借入的借款的賬面值為人民幣1,024,087,000元，乃以本集團若干開發中物業抵押。該等借款亦由(i)重慶柏景銘廈置業、無錫煦陽房地產及南京紅太陽(其均為本集團的附屬公司)；及(ii)曾煥沙先生及陳思紅女士(兩人均為本集團關聯方)擔保。

### 32. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

(ii) (Continued)

The borrowings from China Huarong Asset Management Co., Ltd. (中國華融資產管理股份有限公司) with the carrying amounts of RMB766,008,000 and RMB1,807,758,000 as at 31 December 2018 and 2017, respectively, were secured by certain of plant and equipment, properties under development, prepaid land lease payments, investment properties and pledged deposits of the Group.

The borrowing from Bank of Communications Finance Leasing Co., Ltd. (交銀金融租賃有限責任公司) with the carrying amounts of RMB341,522,000 and RMB393,427,000 as at 31 December 2018 and 2017 was secured by certain investment properties of the Group. The borrowing was also guaranteed by Mr. Zeng Huansha, Mrs. Chen Sihong, Nanjing Redsun Business World, Jiangsu Hong Yang Group and Redsun Materials City, all of which were related parties of the Group.

The borrowing from Zheshangjinhui Trust Co., Ltd. (浙商金匯信託股份有限公司) with the carrying amount of RMB320,000,000 as at 31 December 2018 was secured by certain of properties under development of the Group. The borrowing was also guaranteed by Zhuji Hong Yang Real Estate, which was a subsidiary of the Group.

### 32. 計息銀行及其他借款(續)

(ii) (續)

截至2018年及2017年12月31日，向中國華融資產管理股份有限公司借入的借款的賬面值分別為人民幣766,008,000元及人民幣1,807,758,000元，乃以本集團若干廠房及設備、開發中物業、預付土地租賃款項、投資物業及已質押存款作抵押。

截至2018年及2017年12月31日，向交銀金融租賃有限責任公司借入的借款的賬面值分別為人民幣341,522,000元及人民幣393,427,000元，乃以本集團若干開發中物業抵押。該等借款亦由曾煥沙先生、陳思紅女士、南京紅太陽商業大世界、江蘇弘陽集團及紅太陽工業原料城擔保，彼等均為本集團關聯方。

截至2018年12月31日，向浙商金匯信託股份有限公司借入的借款的賬面值為人民幣320,000,000元，乃以本集團若干開發中物業抵押。該等借款亦由本集團的附屬公司諸暨弘陽房地產擔保。

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### 32. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

(ii) (Continued)

The borrowing from Anhui Provincial Zhongan Financial Asset Management Co., Ltd. (安徽省中安金融資產管理股份有限公司) with the carrying amount of RMB100,000,000 as at 31 December 2018 was secured by certain of properties under development. The borrowing was also guaranteed by third parties including Mr. Xiao Guoqing (肖國慶) and Mrs. Wei Zhiling (衛志玲).

The borrowing from CITIC Trust Co., Ltd. (中信信託有限責任公司) with the carrying amount of RMB700,000,000 as at 31 December 2017 was secured by 10,200,000 shares of a subsidiary, Changzhou Jin Tan Xu Run Properties. The borrowing was also guaranteed by third parties including Shanghai Zhongliang Real Estate Group Co., Ltd. (上海中梁地產集團有限公司), Suzhou Industrial Park Hua Cheng Real Estate and Mr. Yang Jian.

The borrowing from Deji Plaza Co., Ltd. (德基廣場有限公司) with the carrying amount of RMB150,000,000 as at 31 December 2017 was guaranteed by third parties including Nanjing New City Commercial Properties Co., Ltd. (南京新城市商業置業有限公司) (Nanjing New City Commercial Properties) and Mr. Zhu Xianguo (朱獻國).

### 32. 計息銀行及其他借款(續)

(ii) (續)

截至2018年12月31日，向安徽省中安金融資產管理股份有限公司借入的借款的賬面值為人民幣100,000,000元，乃以本集團若干開發中物業抵押。該等借款亦由第三方(包括肖國慶先生及衛志玲女士)擔保。

截至2017年12月31日，向中信信託有限責任公司借入的借款的賬面值為人民幣700,000,000元，乃以附屬公司常州金壇旭潤置業10,200,000股股份抵押，並由第三方上海中梁地產集團有限公司、蘇州工業園區華成房地產及楊劍先生擔保。

截至2017年12月31日，向德基廣場有限公司借入的借款的賬面值為人民幣150,000,000元，由第三方南京新城市商業置業有限公司及朱獻國先生擔保。

### 33. SENIOR NOTES

### 33. 優先票據

		2018 2018年			2017 2017年			
		Principal at original currency 以原貨幣 的本金 US\$'000 千美元	Contractual interest rate (%) 合約利率 (%)	Maturity 到期	Principal at original currency 以原貨幣 的本金 US\$'000 千美元	Contractual interest rate (%) 合約利率 (%)	Maturity 到期	RMB'000 人民幣千元
Senior notes due 2020 I ("2020 Notes I")	2020年到期的優先 票據I(「2020年 票據I」)	180,000	13.5%	2020	1,220,174	-	-	-
Senior notes due 2020 II ("2020 Notes II")	2020年到期的優先 票據II(「2020年 票據II」)	200,000	13.5%	2020	1,372,694	-	-	-
					2,592,868			-
Less: current portion	減：即期部分				2,592,868			-
Non-current portion	非即期部分				-			-

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
The Group's senior notes were repayable as follows:	本集團的優先票據償還情況 如下：		
Repayable within one year	須於1年以內償還	2,592,868	-

On 3 December 2018, the Company issued 2020 Notes I at a coupon rate of 13.5% due on 3 December 2020 with an aggregate principal amount of US\$180,000,000. The Company raised net proceeds of US\$175,898,000 (after deduction of underwriting discount and commissions and other expenses).

於2018年12月3日，本公司發行2020年12月3日到期、票面利率為13.5%、本金總額為180,000,000美元的2020年票據I。本公司籌得所得款項淨額175,898,000美元（經扣除包銷折扣及佣金及其他開支）。

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#### 33. SENIOR NOTES (Continued)

On 20 December 2018, the Company issued 2020 Notes II at a coupon rate of 13.5% due on 3 December 2020 with an aggregate principal amount of US\$200,000,000. The Company raised net proceeds of US\$197,885,000 (after deduction of underwriting discount and commissions and other expenses).

At any time and from time to time prior to 3 December 2020, the Company may redeem up to 35% of the aggregate principal amount of the 2020 Notes I&II at a redemption price of 113.5% of the principal amount of the 2020 Notes I&II, plus accrued and unpaid interest, if any, to (but not including) the redemption date, in each case, using the net cash proceeds from sales of certain kinds of capital stock. In addition, the Company may redeem the 2020 Notes I&II at any time and from time to time prior to 3 December 2020, in whole but not in part, at a price equal to 100% of the principal amount of such notes plus: (i) accrued and unpaid interest (if any) to (but not including) the redemption date; and (ii) a premium as set forth in the accompanying offering memorandum.

Holders of the 2020 Notes have the right, at their option, to require the Company to repurchase for cash all of their 2020 Notes, or any portion of the principal thereof that is equal to US\$1,000 or integral multiple of US\$1,000, on 3 December 2019 at the repurchase price equal to 101.56% of the principal amount of the 2020 Notes to be repurchased, plus accrued and unpaid interest to, but excluding, 3 December 2019.

The 2020 Notes I&II are guaranteed by Redsun Properties Investment (Holdings) Limited and Hong Yang Properties Investment Limited.

#### 33. 優先票據(續)

於2018年12月20日，本公司發行2020年12月3日到期、票面利率為13.5%、本金總額為200,000,000美元的2020年票據II。本公司籌得所得款項淨額197,885,000美元(經扣除包銷折扣及佣金及其他開支)。

本公司可於2020年12月3日前隨時及不時贖回最多佔本金總額35%的2020年票據I及II，贖回價為2020年票據I及II的本金額的113.5%，另加截至贖回日期(但不包括該日)的應計及未付利息(如有)，在上述情況下，使用若干種類的股本銷售所得款項現金淨額。此外，本公司可於2020年12月3日前隨時及不時贖回全數而非部分2020年票據I及II，贖回價相等於該等票據本金額的100%，另加於(i)截至贖回日期(但不包括該日)的應計及未付利息(如有)；及(ii)隨附發售備忘錄所載的溢價。

2020年票據的持有人有權選擇要求本公司於2019年12月3日按相當於將予購回的2020年票據本金額101.56%，另加截至2019年12月3日(但不包括該日)的應計未付利息，以現金購回彼等的所有2020年票據，或任何相當於1,000美元或1,000美元完整倍數的本金的票據。

2020年票據I及II由弘陽地產投資(控股)有限公司及弘陽地產投資有限公司擔保。

## 34. SHARE CAPITAL

## Shares

## 34. 股本

## 股份

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Authorised:	法定：		
100,000,000,000 (2017: 38,000,000) ordinary shares HK\$0.01 each	100,000,000,000股(2017年：38,000,000股)每股面值0.01港元的普通股	<b>1,000,000,000</b>	380,000
Issued and fully paid:	已發行及繳足：	<b>RMB'000 人民幣千元</b>	RMB'000 人民幣千元
332,000,000 (2017: 1) ordinary shares of HK\$0.01 each	332,000,000股(2017年：1股)每股面值0.01港元的普通股	<b>28,254</b>	-

The Company was incorporated in the Cayman Islands on 21 December 2017 with an authorised share capital of HK\$380,000 dividing into 38,000,000 shares of HK\$0.01 par value each.

本公司於2017年12月21日在開曼群島註冊成立，法定股本為380,000港元，分為38,000,000股每股面值0.01港元的股份。



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#### 34. SHARE CAPITAL (Continued)

##### Shares (Continued)

A summary of movements in the Company's share capital is as follows:

#### 34. 股本(續)

##### 股份(續)

本公司股本的變動概況如下：

		Number of share in issue 已發行 股份數目	Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2016 and 1 January 2017	於2016年12月31日及 2017年1月1日	-	-	-	-
Issue of share on 21 December 2017	於2017年12月21日發行 股份	1	-	-	-
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	1	-	-	-
Issue of shares on 1 March 2018	於2018年3月1日發行 股份	99	-	-	-
Issue of shares on 4 June 2018	於2018年6月4日發行 股份	100	-	1,202,362	1,202,362
Effect of capitalisation issue on 12 July	於7月12日資本化發行 的影響	2,399,999,800	20,405	(20,405)	-
Issue of shares on 12 July 2018	於2018年7月12日發行 股份	800,000,000	6,801	1,518,142	1,524,943
Issue of ordinary shares on over-allotment option	因超額配股權發行 普通股	120,000,000	1,048	231,815	232,863
At 31 December 2018	於2018年12月31日	3,320,000,000	28,254	2,931,914	2,960,168

On its date of incorporation, 1 ordinary share of HK\$0.01 was allotted by the Company to a subscriber and was transferred to Mr. Zeng Huansha. Mr. Zeng Huansha then transferred the share to Redsun Properties Group (Holdings) Limited on 4 January 2018.

於其註冊成立日期，本公司已將1股0.01港元的普通股配發予認購人，並轉讓予曾煥沙先生。曾煥沙先生隨後於2018年1月4日將該股份轉讓予弘陽地產集團(控股)有限公司。

### 34. SHARE CAPITAL (Continued)

#### Shares (Continued)

On 1 March 2018, 99 shares were issued to Redsun Properties Group (Holdings) Limited as a consideration for acquisition of the entire equity interest in Nanjing Red Sun Real Estate Development Co., Ltd. On 4 June 2018, Redsun Properties Group (Holdings) Limited injected additional capital in an amount of US\$187,500,000 (equivalent to approximately RMB1,202,362,000) into the Company and 100 shares were issued to Redsun Properties Group (Holdings) Limited in return.

On 12 July 2018, 2,399,999,800 shares were issued by way of capitalisation with a par value HK\$0.01 each, the corresponding share capital amount was approximately RMB20,405,000.

On 12 July 2018, upon its listing on the Hong Kong Stock Exchange, the Company issued 800,000,000 new ordinary shares with a par value HK\$0.01 each at HK\$2.28 each for a total cash consideration of HK\$1,824,000,000 (equivalent to approximately RMB1,567,964,000). The corresponding share capital amount was approximately RMB6,802,000 and share premium arising from the issuance was approximately RMB1,522,700,000, net of the share issuance costs. The share issuance costs paid and payable mainly include share underwriting commissions, lawyers' fees, reporting accountant's fee and other related costs, which are incremental costs directly attributable to the issuance of the new shares. These costs amounting to RMB45,264,000 were treated as a deduction against the share premium arising from the issuance.

### 34. 股本(續)

#### 股份(續)

於2018年3月1日，99股股份被發行予弘陽地產集團(控股)有限公司，作為本公司收購南京紅太陽房地產開發有限公司全部股本權益的對價。於2018年6月4日，弘陽地產集團(控股)有限公司向本公司注入額外資金187,500,000美元(相當於約人民幣1,202,362,000元)，作為回報，100股股份被發行予弘陽地產集團(控股)有限公司。

於2018年7月12日，2,399,999,800股每股面值0.01港元的股份以資本化方式發行，其相應股本金額約為人民幣20,405,000元。

於2018年7月12日，本公司於香港聯交所上市後，按每股2.28港元發行800,000,000股每股面值0.01港元的新普通股。總現金代價為1,824,000,000港元(相等於約人民幣1,567,964,000元)。相應的股本金額約為人民幣6,802,000元，而發行所產生的股份溢價約為人民幣1,522,700,000元(扣除股份發行成本後)。已支付及應付的股份發行成本主要包括股份包銷佣金、律師費、申報會計師費用及其他相關成本，其為發行新股直接應佔新增成本。金額為人民幣45,264,000元的費用被視為自發行所產生的股份溢價的扣減。

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#### 34. SHARE CAPITAL (Continued)

##### Shares (Continued)

On 6 August 2018, upon its listing on the Hong Kong Stock Exchange, the over-allotment option has been partially exercised and the Company allotted and issued 120,000,000 additional shares at HK\$2.28 per share for a total cash consideration of HK\$273,600,000 (equivalent to approximately RMB239,901,000). The corresponding share capital amount was approximately RMB1,048,000 and share premium arising from the issuance was approximately RMB235,106,000, net of the share issuance costs. The share issuance costs paid and payable mainly include share underwriting commissions and other related costs, which are incremental costs directly attributable to the issuance of the new shares. These costs amounting to RMB4,795,000 were treated as a deduction against the share premium arising from the issuance.

#### 35. RESERVES

The amounts of the Group's reserves and the movements therein for the year ended 31 December 2018 are presented in the consolidated statement of changes in equity.

##### (a) Statutory surplus reserves

In accordance with the PRC Company Law and the articles of association of the subsidiaries established in the PRC, the Group is required to appropriate 10% of its net profits after tax, as determined under the Chinese Accounting Standards, to the statutory surplus reserve until the reserve balance reaches 50% of its registered capital. Subject to certain restrictions set out in the relevant PRC regulations and in the articles of association of the Group, the statutory surplus reserves may be used either to offset losses, or to be converted to increase share capital provided that the balance after such conversion is not less than 25% of the registered capital of the Group. The reserve cannot be used for purposes other than those for which it is created and is not distributable as cash dividends.

#### 34. 股本(續)

##### 股份(續)

於2018年8月6日，本公司於香港聯交所上市時已部分行使超額配股權，並按每股2.28港元配發及發行120,000,000股額外股份，總現金代價為273,600,000港元(相等於約人民幣239,901,000元)。相應的股本金額約為人民幣1,048,000元，而發行所產生的股份溢價約為人民幣235,106,000元(扣除股份發行成本後)。已支付和應付的股票發行費用主要包括股份包銷佣金及其他相關費用，其為發行新股直接應佔新增成本。金額為人民幣4,795,000元的費用被視為自發行所產生的股份溢價的扣減。

#### 35. 儲備

截至2018年12月31日止年度，本集團的儲備金額及其變動呈列於綜合權益變動表。

##### (a) 法定盈餘公積

根據中國《公司法》及於中國成立的附屬公司的組織章程細則，本集團須按稅後利潤淨額的10%計提法定盈餘公積，此乃根據中國會計準則釐定，直至儲備餘額達到其註冊資本50%為止。受相關中國法規及本集團組織章程細則所載若干限制的規限，法定盈餘公積可用於抵銷虧損或轉換為增加股本，但轉換後儲備餘額不得少於本集團註冊資本的25%。儲備不得用作其設立目的以外的用途，亦不得作為現金股息分派。

### 35. RESERVES (Continued)

#### (b) Merger reserve

The merger reserve of the Group represents the issued capital of the then holding company of the companies now comprising the Group and the capital contributions from the equity holders of certain subsidiaries now comprising the Group before the completion of the corporate restructuring and the reorganisation.

### 36. SHARE OPTION SCHEME

As at 31 December 2018, the Company adopted (i) Pre-IPO Share Option Scheme ("Pre-IPO Scheme"), and (ii) Post-IPO Share Option Scheme ("Post-IPO Scheme") of employee stock option plans and reserved certain ordinary shares of the Company to be issued upon exercise of options under such plans.

#### Pre-IPO Share Option Scheme ("Pre-IPO Scheme")

The Company operates the Pre-IPO Scheme for the purpose of providing selected participants with the opportunity to acquire proprietary interests in the Company and to encourage selected participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The Pre-IPO Scheme provides the Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to selected participants. The Pre-IPO Scheme became effective on 14 June 2018 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

### 35. 儲備(續)

#### (b) 合併儲備

本集團的合併儲備指公司重組及重組完成前本集團現時旗下公司的當時控股公司的已發行股本及本集團現時旗下的若干附屬公司權益持有人的注資。

### 36. 購股權計劃

截至2018年12月31日，本公司已採納僱員購股權計劃(i)首次公開發售前購股權計劃(「首次公開發售前計劃」)及(ii)首次公開發售後購股權計劃(「首次公開發售後計劃」)，並預留本公司若干普通股待有關計劃項下的購股權獲行使時發行。

#### 首次公開發售前購股權計劃(「首次公開發售前計劃」)

首次公開發售前計劃旨在為選定參與者提供機會購買本公司資本權益，並激勵該等人士為本公司及其股東的整體利益作出努力，提升本公司及其股份價值。首次公開發售前計劃使本公司靈活留聘、激勵、獎勵選定參與者並給予酬勞、補償及／或福利。首次公開發售前計劃自2018年6月14日生效，除非另行註銷或修訂，否則自當日起維持有效十年。

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#### 36. SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme ("Pre-IPO Scheme") (Continued)

The maximum number of unexercised share options currently permitted to be granted under the Pre-IPO Scheme is 112,000,000 shares, representing 3.5% of the shares in issue immediately upon completion of the Global Offering in July and August 2018. The exercise price of share options under the scheme is HK\$1.82.

The share option vesting methods are:

Vesting date in respect of the option may be vested	Maximum percentage of underlying shares
1 July 2019	25%
1 July 2020	25%
1 July 2021	25%
1 July 2022	25%

#### 36. 購股權計劃(續)

##### 首次公開發售前購股權計劃(「首次公開發售前計劃」)(續)

根據首次公開發售前計劃，現時可授出的未行使購股權最高數目為112,000,000股股份(佔於2018年7月及8月緊隨全球發售完成後已發行股本3.5%)。計劃下購股權的行使價為1.82港元。

購股權的歸屬方式為：

歸屬日期	可能獲歸屬的有 關購股權的相 關股份的最高 百分比
2019年7月1日	25%
2020年7月1日	25%
2021年7月1日	25%
2022年7月1日	25%

**36. SHARE OPTION SCHEME (Continued)****Pre-IPO Share Option Scheme ("Pre-IPO Scheme")  
(Continued)**

The following share options were outstanding under the Pre-IPO Scheme during the year:

		2018 2018年		2017 2017年	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均 行使價	購股權數目	加權平均 行使價	購股權數目
		HK\$	'000	HK\$	'000
		每股港元	千股	每股港元	千股
		per share		per share	
At 1 January	於1月1日	-	-	-	-
Granted during the year	年內授出	<b>1.82</b>	<b>112,000</b>	-	-
Forfeited during the year	年內沒收	-	-	-	-
Exercised during the year	年內行使	-	-	-	-
At 31 December	於12月31日	<b>1.82</b>	<b>112,000</b>	-	-

The weighted average share price at the date of exercise for share options exercised during the year was HK\$1.82 per share (2017: Nil).

**36. 購股權計劃(續)****首次公開發售前購股權計劃(「首次公開發售前計劃」)(續)**

年內根據首次公開發售前計劃尚未行使的購股權如下：

年內已行使購股權於行使日期的加權平均股價為每股1.82港元(2017年：零)。

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#### 36. SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme ("Pre-IPO Scheme") (Continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2018

Number of options 購股權數目	Exercise price 每股行使價
'000	HK\$
千股	港元
	per share
28,000	1.82
28,000	1.82
28,000	1.82
28,000	1.82
112,000	

The fair value of the share options granted during the year was RMB87,985,000 (HK\$0.95 each) (2017: nil), of which the Group recognised a share option expense of RMB24,326,000 (2017: nil) during the year ended 31 December 2018.

#### 36. 購股權計劃(續)

##### 首次公開發售前購股權計劃(「首次公開發售前計劃」)(續)

於報告期末，尚未行使的購股權的行使價及行使期載列如下：

2018年

Exercise price 每股行使價	Exercise period 行使期
1.82	1 July 2019 to 1 July 2028 2019年7月1日至2028年7月1日
1.82	1 July 2020 to 1 July 2028 2020年7月1日至2028年7月1日
1.82	1 July 2021 to 1 July 2028 2021年7月1日至2028年7月1日
1.82	1 July 2022 to 1 July 2028 2022年7月1日至2028年7月1日

年內授出的購股權公允價值為人民幣87,985,000元(每份0.95港元)(2017年：零)，其中本集團於截至2018年12月31日止年度確認人民幣24,326,000元(2017年：零)的購股權開支。



### 36. SHARE OPTION SCHEME (Continued)

#### Pre-IPO Share Option Scheme ("Pre-IPO Scheme") (Continued)

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

		2018 2018年	2017 2017年
Dividend yield (%)	股息率(%)	2.14	-
Expected volatility (%)	預期波幅(%)	43.66	-
Risk-free interest rate (%)	無風險利率(%)	3.64	-
Expected life of options (year)	購股權預計有效年期(年)	4.62-7.17	-
Weighted average share price (HK\$ per share)	加權平均股價(每股港元)	2.28	-

The expected life of the options is based on the benchmark of the industry and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption the management made and is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 112,000,000 share options outstanding under the Pre-IPO Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 112,000,000 additional ordinary shares of the Company and additional share capital of RMB168,770,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 112,000,000 share options outstanding under the Pre-IPO Scheme, which represented approximately 3.5% of the Company's shares.

### 36. 購股權計劃(續)

#### 首次公開發售前購股權計劃(「首次公開發售前計劃」)(續)

本年度授出的股權支付購股權於授出日期按二項式估算，估算時將授出購股權的條件及條款納入考慮。下表載列該模式所使用的參數：

購股權的預計年期乃基於行業基準且並不一定反映可能出現的行權方式。預期波幅反映管理層的假設且能表明未來趨勢(但不一定為實際結果)。

公允價值的計算並無計入已授出的購股權的其他特點。

於報告期末，本公司在首次公開發售前計劃下擁有112,000,000份尚未行使的購股權。在本公司現行資本架構下，行使全數未行使的購股權將會導致本公司發行112,000,000股額外普通股及約人民幣168,770,000元額外股本(扣除發行開支前)。

截至該等財務報表批准之日，本公司在首次公開發售前計劃下擁有112,000,000份尚未行使的購股權，相等於本公司股份的約3.5%。

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#### 36. SHARE OPTION SCHEME (Continued)

##### Post-IPO Share Option Scheme ("Post-IPO Scheme")

The Company operates Post-IPO Scheme for the purpose of providing selected participants with the opportunity to acquire proprietary interests in the Company and to encourage selected participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and shareholders as a whole. The Post-IPO Scheme will provide the Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to selected participants. The Post-IPO Scheme became effective on 25 June 2018 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares may be granted are 320,000,000 representing 10% of the share in issue immediately upon completion of the Global Offering in July and August 2018. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

#### 36. 購股權計劃(續)

##### 首次公開發售後購股權計劃(「首次公開發售後計劃」)

首次公開發售後計劃旨在為選定參與者提供機會購買本公司資本權益，並激勵該等人士為本公司及其股東的整體利益作出努力，提升本公司及其股份價值。首次公開發售後計劃使本公司靈活留聘、激勵、獎勵選定參與者並給予酬勞、補償及／或福利。首次公開發售後計劃自2018年6月25日生效，除非另行註銷或修訂，否則自當日起維持有效十年。

現時可授出的未行使購股權最高數目為320,000,000股股份(佔於2018年7月及8月緊隨全球發售完成後已發行股本10%)。於任何12個月期間，根據計劃授予各合資格參與者的購股權可予發行股份最高數目限於本公司於任何時間的已發行股份的1%。如欲進一步授出超越此限額的任何購股權，須獲本公司股東於股東大會批准。

將購股權授予董事或本公司主要股東、行政總裁或任何彼等聯繫人士前，須預先獲得獨立非執行董事的批准。此外，於任何12個月期間，授予主要股東或本公司獨立非執行董事或任何彼等聯繫人士的任何購股權倘逾本公司於任何時間已發行的股份的0.1%，或總額(根據授出日期，本公司的股價)逾5百萬港元，須預先於股東大會獲得股東批准。

### 36. SHARE OPTION SCHEME (Continued)

#### Post-IPO Share Option Scheme ("Post-IPO Scheme") (Continued)

The offer of a grant of share options may be accepted within 20 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. Pursuant to the Post-IPO Scheme, the Board is authorized at any time to make an offer of share options to any qualified employee in its absolute discretion. Share options may be granted on such terms and conditions in relation to their vesting, exercise or otherwise as the board may determine. There were 320,000,000 ordinary shares initially reserved for the issuance of options under this scheme.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

According to the Post-IPO Scheme, the vesting schedule of the option to be issued under this plan will be specified in respective option grant notice. Up to 31 December 2018, there were no options granted under the Post-IPO Scheme.

### 36. 購股權計劃(續)

#### 首次公開發售後購股權計劃(「首次公開發售後計劃」)(續)

承授人支付1港元的象徵式總代價後，授出的購股權的要約可於授出日期起計20日內接納。根據首次公開發售後計劃，董事會獲授權可全權酌情決定隨時向任何合資格僱員提呈購股權。董事會可決定購股權的歸屬、行使或其他方面的條款及條件。在本計劃項下就發行購股權初步預留320,000,000股普通股。

購股權並無賦予持有人獲派股息或於股東大會上投票的權利。

根據首次公開發售後計劃，在本計劃項下發行的購股權的歸屬時間表將於各購股權的授出通知內列出。截至2018年12月31日，概無根據首次公開發售後計劃授出購股權。

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### 37. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### Changes in liabilities arising from financing activities

### 37. 綜合現金流量表附註

#### 融資活動產生的負債變動

		Interest-bearing bank and other borrowings 計息銀行及其他借款 RMB'000 人民幣千元	Senior notes 優先票據 RMB'000 人民幣千元	Due to related companies 應付關聯公司款項 RMB'000 人民幣千元	Total liabilities from financing activities 來自融資活動的負債總額 RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	7,690,837	-	2,108,699	9,799,536
Cash flows from financing activities	融資活動所得現金流量	3,564,229	-	(1,787,666)	1,776,563
Interest expense	利息開支	830,858	-	-	830,858
Interest paid classified as operating cash flows	分類為運營現金流量的已付利息	(831,124)	-	-	(831,124)
Decrease in interest payable	應付利息減少	(24,659)	-	-	(24,659)
Increase arising from acquisition of subsidiaries	收購附屬公司增加	399,358	-	-	399,358
Increase in non-financing activities	非融資活動增加	-	-	2,514,506	2,514,506
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	<b>11,629,499</b>	-	<b>2,835,539</b>	<b>14,465,038</b>
Cash flows from financing activities	融資活動所得現金流量	<b>6,924,140</b>	<b>2,598,646</b>	<b>320,001</b>	<b>9,842,787</b>
Acquisition of subsidiaries	收購附屬公司	<b>820,000</b>	-	<b>550,000</b>	<b>1,370,000</b>
Cash flows from non-financing activities	非融資活動所得現金流量	-	-	<b>1,235,949</b>	<b>1,235,949</b>
Non-cash changes:	非現金變動：				
Accrual of interest	應計利息	(47,138)	27,498	-	(19,640)
Exchange difference	匯兌差額	-	(33,276)	-	(33,276)
At 31 December 2018	於2018年12月31日	<b>19,326,501</b>	<b>2,592,868</b>	<b>4,941,489</b>	<b>26,860,858</b>

**38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS**

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

**38. 擁有重大非控股權益的非全資附屬公司**

本集團擁有重大非控股權益的附屬公司詳情載列如下：

		2018 2018年	2017 2017年
Percentage of equity interest held by non-controlling interests:	通過非控股權益持有的股權百分比：		
Mingliu Properties	名流置業	<b>45%</b>	-
Changzhou Sang Ma Culture Expo Park	常州桑麻文化博覽園	<b>30%</b>	30%
		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Loss for the year allocated to non-controlling interests:	分配至非控股權益的年內虧損：		
Mingliu Properties	名流置業	<b>(15,770)</b>	-
Changzhou Sang Ma Culture Expo Park	常州桑麻文化博覽園	<b>(1,502)</b>	(48)
Accumulated balances of non-controlling interests at the reporting date:	於報告日期，非控股權益累計結餘：		
Mingliu Properties	名流置業	<b>907,451</b>	-
Changzhou Sang Ma Culture Expo Park	常州桑麻文化博覽園	<b>118,450</b>	119,952

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### 38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

The following tables illustrate the summarised financial information of the above subsidiaries, from the date they became subsidiaries of the Group to 31 December 2018. The amounts disclosed are before any inter-company eliminations:

### 38. 擁有重大非控股權益的非全資附屬公司 (續)

下表說明上述附屬公司的財務資料概要(自彼等成為本集團附屬公司之日起至2018年12月31日止)。所披露的金額未計及任何公司間抵銷：

		Mingliu Properties	Changzhou Sang Ma Culture Expo Park 常州桑麻文化博覽園
		RMB'000 人民幣千元	RMB'000 人民幣千元
<b>2018</b>	<b>2018年</b>		
Revenue	收入	327,452	532,388
Total expenses	開支總額	(23,000)	(30,095)
Loss for the period	期內虧損	(35,241)	(5,008)
Total comprehensive loss for the period	期內全面虧損總額	(35,241)	(5,008)
Current assets	流動資產	4,871,735	1,676,514
Non-current assets	非流動資產	62,470	440,215
Current liabilities	流動負債	(2,077,322)	(1,038,541)
Non-current liabilities	非流動負債	(829,060)	(683,355)
Net cash flows from operating activities	經營活動所得現金流量淨額	361,267	102,332
Net cash flows used in investing activities	投資活動所用現金流量淨額	(21)	(23,558)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(171,722)	(147,886)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	189,624	226,660

**38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)****38. 擁有重大非控股權益的非全資附屬公司 (續)**

Changzhou  
Sang Ma  
Culture  
Expo Park  
常州桑麻  
文化博覽園  
RMB'000  
人民幣千元

2017	2017年	
Revenue	收入	107,415
Total expenses	開支總額	(3,856)
Profit for the year	年內利潤	(1,240)
Total comprehensive income for the year	年內全面收益總額	(160)
Current assets	流動資產	1,595,300
Non-current assets	非流動資產	388,814
Current liabilities	流動負債	(1,395,511)
Non-current liabilities	非流動負債	(188,762)
Net cash flows from operating activities	經營活動所得現金流量淨額	(33,904)
Net cash flows used in financing activities	融資活動所用現金流量淨額	48,000
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	14,096

**39. BUSINESS COMBINATION****39. 業務合併****31 December 2018**

Pursuant to the share transfer agreement entered into on 4 February 2018, the Group acquired 85% equity interests of 常州華風置業有限公司 (the former name, 常州綠地昆特置業有限公司) (Changzhou Huafeng Properties Co., Ltd.) ("Changzhou Huafeng") from its original shareholders.

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根據於2018年2月4日訂立的股份轉讓協議，本集團從常州華風置業有限公司(前稱：常州綠地昆特置業有限公司)(「常州華風」)的原先股東收購其85%股本權益。



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### 39. BUSINESS COMBINATION (Continued)

#### 31 December 2018 (Continued)

The fair values of the identifiable assets and liabilities of Changzhou Huafeng as at the date of acquisition were as follows:

### 39. 業務合併(續)

#### 2018年12月31日(續)

於收購日期，常州華風的可識別資產及負債的公允價值如下：

		Fair value recognized on acquisition 於收購時已確 認的公允價值 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	1,003
Properties under development	開發中物業	380,600
Completed properties held for sale	持作出售的已完工物業	70,300
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	297
Property, plant and equipment	物業、廠房及設備	212
Trade and bills payables	貿易應付款項及應付票據	(3,346)
Advances from customers	客戶墊款	(10,711)
Other payables, deposits received and accruals	其他應付款項、已收按金及 應計費用	(336,976)
Tax payable	應繳稅項	(17)
Deferred tax liabilities	遞延稅項負債	(44,027)
Total identifiable net assets at fair value	按公允價值計量的可識別資產淨 值總額	57,335
Non-controlling interests	非控股權益	(8,600)
Gain on bargain purchase recognised in acquisition of a subsidiary	收購一家附屬公司的已確認議價 購買收益	(701)
Satisfied by cash	以現金支付	48,034
An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of Changzhou Kunte is as follows:	有關收購常州昆特的現金及現金 等價物流入淨額的分析如下：	
Cash paid	已付現金	(48,034)
Cash and cash equivalents acquired	已購現金及現金等價物	1,003
Net outflow of cash and cash equivalents in respect of the acquisition of Changzhou Kunte	有關收購常州昆特的現金及現金 等價物流出淨額	(47,031)

**39. BUSINESS COMBINATION (Continued)****31 December 2018 (Continued)**

The Group incurred transaction costs of RMB160,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated statement of profit or loss.

Pursuant to the share transfer agreement entered into on 16 August 2018, the Group acquired 100% equity interests in Kaifeng Bao Long Real Estate from its original shareholders.

The fair values of the identifiable assets and liabilities of Kaifeng Bao Long Real Estate as at the date of acquisition were as follows:

**39. 業務合併(續)****2018年12月31日(續)**

本集團從該收購產生交易成本人民幣160,000元。該等交易成本已經支銷，並計入綜合損益表的其他開支。

根據於2018年8月16日訂立的股份轉讓協議，本集團從開封市寶隆房地產的原先股東收購其100%股本權益。

於收購日期，開封市寶隆房地產的可識別資產及負債的公允價值如下：

		Fair value recognised on acquisition 於收購時已確認 的公允價值 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	1,578
Inventories	存貨	42
Properties under development	開發中物業	888,100
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	36,378
Property, plant and equipment	物業、廠房及設備	708
Trade and bills payables	貿易應付款項及應付票據	(84,939)
Other payables, deposits received and accruals	其他應付款項、已收按金及應計費用	(411,404)
Deferred tax liabilities	遞延稅項負債	(57,886)
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	(100,000)
<b>Total identifiable net assets at fair value</b>	<b>按公允價值計量的可識別資產淨值總額</b>	<b>272,577</b>
Gain on bargain purchase recognised in acquisition of a subsidiary	收購一家附屬公司的已確認議價購買收益	(2,244)
<b>Satisfied by cash</b>	<b>以現金支付</b>	<b>270,333</b>
An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of Kaifeng Bao Long is as follows:	有關收購開封市寶隆房地產的現金及現金等價物流入淨額的分析如下：	
Cash paid	已付現金	(270,333)
Cash and cash equivalents acquired	已購現金及現金等價物	1,578
<b>Net outflow of cash and cash equivalents in respect of the acquisition of Kaifeng Bao Long Real Estate</b>	<b>有關收購開封市寶隆房地產的現金及現金等價物流出淨額</b>	<b>(268,755)</b>

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### 39. BUSINESS COMBINATION (Continued)

#### 31 December 2018 (Continued)

The Group incurred transaction costs of RMB160,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated statement of profit or loss.

Pursuant to the share transfer agreement entered into on 25 September 2018, the Group acquired 55.25% equity interests in Mingliu Properties from its original shareholders.

The fair values of the identifiable assets and liabilities of Mingliu Properties as at the date of acquisition were as follows:

### 39. 業務合併(續)

#### 2018年12月31日(續)

本集團從該收購產生交易成本人民幣160,000元。該等交易成本已經支銷，並計入綜合損益表的其他開支。

根據於2018年9月25日訂立的股份轉讓協議，本集團從名流置業的原先股東收購其55.25%股本權益。

於收購日期，名流置業的可識別資產及負債的公允價值如下：

		Fair value recognised on acquisition 於收購時已確認 的公允價值 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	854,666
Properties under development	開發中物業	3,339,582
Completed properties held for sale	持作出售的已完工物業	476,142
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	741,906
Due from related companies	應付關聯公司款項	461,568
Tax recoverable	可收回稅項	7,146
Property, plant and equipment	物業、廠房及設備	440
Trade and bills payables	貿易應付款項及應付票據	(442,890)
Contract liabilities	合約負債	(327,560)
Other payables, deposits received and accruals	其他應付款項、已收按金及應計費用	(1,549,770)
Due to related companies	應付關聯公司款項	(555,000)
Deferred tax liabilities	遞延稅項負債	(223,167)
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	(720,000)
Total identifiable net assets at fair value	按公允價值計量的可識別資產淨值 總額	2,063,063
Non-controlling interests	非控股權益	(923,221)
Satisfied by cash	以現金支付	1,139,842
An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of Mingliu Properties is as follows:	有關收購名流置業的現金及現金等價物 流入淨額的分析如下：	
Cash paid	已付現金	(1,139,842)
Cash and cash equivalents acquired	已購現金及現金等價物	854,666
Net outflow of cash and cash equivalents in respect of the acquisition of Mingliu Properties	有關收購名流置業的現金及現金等價物 流出淨額	285,176

### 39. BUSINESS COMBINATION (Continued)

#### 31 December 2018 (Continued)

The Group incurred transaction costs of RMB5,025,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated statement of profit or loss.

#### 31 December 2017

Pursuant to the share transfer agreement entered into on 27 November 2017, the Group acquired 70% equity interests, in Changzhou Sang Ma Culture Expo Park from its original shareholders.

The fair values of the identifiable assets and liabilities of Changzhou Sang Ma Culture Expo Park and its subsidiary as at the date of acquisition were as follows:

### 39. 業務合併(續)

#### 2018年12月31日(續)

本集團從該收購產生交易成本人民幣5,025,000元。該等交易成本已經支銷，並計入綜合損益表的其他開支。

#### 2017年12月31日

根據於2017年11月27日訂立的股份轉讓協議，本集團從常州桑麻文化博覽園的原先股東收購其70%股本權益。

於收購日期，常州桑麻文化博覽園的可識別資產及負債的公允價值如下：

		Fair value recognised on acquisition 於收購時已確認 的公允價值 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	3,567
Properties under development	開發中物業	813,331
Completed properties held for sale	持作出售的已完工物業	805,000
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	50,854
Investment properties	投資物業	388,359
Property, plant and equipment	物業、廠房及設備	467
Income tax recoverable	可收回稅項	14,240
Trade and bill payables	貿易應付款項及應付票據	(288,193)
Advances from customers	客戶墊款	(632,467)
Other payables, deposits received and accruals	其他應付款項、已收按金及應計費用	(165,466)
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	(399,358)
Deferred tax liabilities	遞延稅項負債	(190,334)
<b>Total identifiable net assets at fair value</b>	<b>按公允價值計量的可識別資產淨值總額</b>	<b>400,000</b>
Non-controlling interests	非控股權益	(120,000)
<b>Satisfied by cash</b>	<b>以現金支付</b>	<b>280,000</b>
An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of Changzhou Sang Ma Culture Expo Park is as follows:	有關收購常州桑麻文化博覽園的現金及現金等價物流入淨額的分析如下：	
Cash paid	已付現金	(280,000)
Cash and cash equivalents acquired	已購現金及現金等價物	3,567
<b>Net outflow of cash and cash equivalents in respect of the acquisition of Changzhou Sang Ma Culture Expo Park</b>	<b>有關收購常州桑麻文化博覽園的現金及現金等價物流出淨額</b>	<b>(276,433)</b>

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### 財務資料附註

31 December 2018

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#### 39. BUSINESS COMBINATION (Continued)

##### 31 December 2017 (Continued)

The Group incurred transaction costs of RMB100,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated statement of profit or loss.

#### 40. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

#### 39. 業務合併(續)

##### 2017年12月31日(續)

本集團從該收購產生交易成本人民幣100,000元。該等交易成本已經支銷，並計入綜合損益表的其他開支。

#### 40. 或有負債

於報告期末，並未於財務報表內就下列各項撥備或有負債：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Guarantees given to banks in connection with facilities granted to purchasers of the Group's properties	就授予本集團物業買家的融資而向銀行作出的擔保	(1) 5,800,192	5,046,916
Guarantees given to banks in other institutions in connection with facilities granted to related companies	就授予關聯公司的融資而向銀行及其他機構作出的擔保	(2) 1,784,700	7,448,050
		<b>7,584,892</b>	12,494,966

#### 40. CONTINGENT LIABILITIES (Continued)

- (1) The Group provided guarantees in respect of mortgage facilities granted by certain banks to the purchasers of the Group's completed properties held for sale. Pursuant to the terms of the guarantee arrangements, in case of default on mortgage payments by the purchasers, the Group is responsible to repay the outstanding mortgage principals together with any accrued interest and penalties owed by the defaulted purchasers to those banks.

Under the above arrangement, the related properties were pledged to the banks as collateral for the mortgage loans, upon default on mortgage repayments by these purchasers, the banks are entitled to take over the legal titles and will realise the pledged properties through open auction.

The Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon the issuance and registration of property ownership certificates to the purchasers, which will generally be available within one to two years after the purchasers take possession of the relevant properties.

The Group did not incur any material losses during the year in respect of the guarantees provided for mortgage facilities granted to purchasers of the Group's completed properties held for sale. The directors of the Company considered that in case of default on payments, the net realisable value of the related properties would be sufficient to repay the outstanding mortgage loans together with any accrued interest and penalty, and therefore no provision has been made in connection with the guarantees.

- (2) The Group provided guarantees to banks and other institutions in connection with financial facilities granted to joint ventures and associates. Further details are included in note 43.

#### 40. 或有負債(續)

- (1) 本集團就若干銀行向本集團持作出售的已完工物業買家授出的抵押融資提供擔保。根據擔保安排的條款，如買家拖欠按揭付款，本集團負責向該等銀行償還未償還抵押本金及違約買家所欠的任何應計利息及罰款。

根據上述安排，相關物業已質押予該等銀行作為抵押貸款的抵押品；倘該等買家拖欠抵押還款，該等銀行有權接管有關法定業權，並通過公開拍賣將抵押物業變現。

本集團的擔保期由授出相關抵押貸款日期起至買家獲發物業所有權證及辦理登記止，有關證明一般會於買家接管相關物業後的一至兩年內取得。

年內，本集團並未就向本集團持作出售的已完工物業買家授出的抵押融資提供擔保產生任何重大損失。本公司董事認為如出現違約付款，相關物業的可變現淨值可足以償還未償還抵押貸款連同任何應計利息及罰款，故並無對擔保計提撥備。

- (2) 本集團就授予合資企業及聯營公司的財務融資向銀行及其他機構提供擔保。詳情載於附註43。

## NOTES TO FINANCIAL STATEMENTS

### 財務資料附註

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#### 41. OPERATING LEASE ARRANGEMENTS

##### As lessor

The Group leases out its investment properties (note 14) under operating lease arrangements with leases negotiated for terms ranging from 1 to 13 years. The terms of leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

As at 31 December 2018, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Within one year	一年內	97,568	42,858
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	173,957	134,853
After five years	五年後	184,253	209,276
		<b>455,778</b>	386,987

##### As lessee

The Group leases certain of its office properties under operating lease arrangements, negotiated for terms of 1 to 5 years with an option for renewal after the end of lease terms, at which time all terms will be renegotiated.

#### 41. 經營租賃安排

##### 作為出租人

本集團根據經營租賃安排出租其投資物業(附註14)，協議租賃租期介乎1至13年。租賃條款一般要求承租人支付保證金，並規定根據當時市況定期調整租金。

截至2018年12月31日，本集團根據與承租人訂立於下列期間到期的不可撤銷經營租賃應收的未來最低租賃收款額如下：

##### 作為承租人

本集團根據經營租賃安排承租若干辦公物業，協定租期介乎1至5年，租賃期滿後可選擇續約，但所有條款需重新商定。



#### 41. OPERATING LEASE ARRANGEMENTS (Continued)

##### As lessee (Continued)

As at 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Within one year	一年內	3,199	2,267
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	4,773	4,204
Over five years	五年後	-	250
		<b>7,972</b>	<b>6,721</b>

#### 41. 經營租賃安排(續)

##### 作為承租人(續)

於2018年12月31日，本集團根據不可撤銷經營租賃於下列期間到期的未來最低租賃付款額如下：

#### 42. COMMITMENTS

In addition to the operating lease commitments detailed in note 41 above, the Group had the following capital commitments at the end of the reporting period:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Contracted, but no provided for:	已訂約但尚未撥備：		
- Property development activities	- 物業開發活動	5,274,248	3,337,595
- Acquisition of land use rights	- 收購土地使用權	338,400	657,500
- Property, plant and equipment	- 物業、廠房及設備	12,245	68,891
- Investment properties	- 投資物業	193,428	14,752
- Capital contributions payable to	- 向以下公司注資		
Joint ventures	合資企業	-	1,130,127
Associates	聯營公司	145,386	503,368
		<b>5,963,707</b>	<b>5,712,233</b>

#### 42. 承擔

除上文附註41所詳述的經營租賃承擔外，本集團於報告期末擁有以下資本承擔：

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#### 43. RELATED PARTY TRANSACTIONS

##### (1) Name of related party and relationship with the Group

###### Name of related parties

###### 關聯方名稱

Mr. Zeng Huansha  
曾煥沙先生

Mrs. Chen Sihong  
陳思紅女士

Hong Yang Group  
弘陽集團

Redsun Materials City  
紅太陽工業原料城

Nanjing Hong Yang Property Management Co., Ltd.  
("Nanjing Hong Yang Property Management")  
南京弘陽物業管理有限公司  
(「南京弘陽物業管理」)

Nanjing Hong Cheng Property Management Co., Ltd.  
("Nanjing Hong Cheng Property Management")  
南京弘誠物業管理有限公司  
(「南京弘誠物業管理」)

Hong Life Property Management Co., Ltd.  
("Hong Life Property Management")  
弘生活物業服務管理有限公司  
(「弘生活物業服務管理」)

Jiangsu Hong Yang Furniture Co., Ltd.  
("Jiangsu Hong Yang Furniture")  
江蘇弘陽家居有限公司  
(「江蘇弘陽家居」)

#### 43. 關聯方交易

##### (1) 關聯方名稱和與本集團的關係

###### Relationship with the Group

###### 與本集團的關係

The controlling shareholder  
控股股東

The spouse of the controlling shareholder  
控股股東配偶

The ultimate holding company of the Company  
本公司的最終控股公司

Company controlled by the controlling shareholder  
由控股股東控制的公司

Company controlled by the controlling shareholder  
由控股股東控制的公司

Company controlled by the controlling shareholder  
由控股股東控制的公司

Company controlled by the controlling shareholder  
由控股股東控制的公司

Company controlled by the controlling shareholder  
由控股股東控制的公司

**43. RELATED PARTY TRANSACTIONS (Continued)****(1) Name of related party and relationship with the Group (Continued)****43. 關聯方交易(續)****(1) 關聯方名稱和與本集團的關係(續)**

Name of related parties 關聯方名稱	Relationship with the Group 與本集團的關係
Nanjing Rsun Electronic Commerce Co., Ltd. ("Nanjing Rsun Electronic Commerce") 南京弘陽電子商務有限公司 (「南京弘陽電子商務」)	Company controlled by the controlling shareholder 由控股股東控制的公司
Nanjing Hong Yang Furniture Co., Ltd. ("Nanjing Hong Yang Furniture") 南京弘陽家居有限公司 (「南京弘陽家居」)	Company controlled by the controlling shareholder 由控股股東控制的公司
Nanjing Hong Life Information Technology Co., Ltd. ("Nanjing Hong Life Info Tech") 南京弘生活信息科技有限公司 (「南京弘生活信息科技」)	Company controlled by the controlling shareholder 由控股股東控制的公司
Wuxi Hong Yang Commercial Management Co., Ltd. ("Wuxi Hong Yang Commercial Management") 無錫弘陽商業管理有限公司 (「無錫弘陽商業管理」)	Company controlled by the controlling shareholder 由控股股東控制的公司
Nanjing Hong Hao Real Estate 南京弘灝房地產	Joint venture 合資企業
Suzhou Cheng Hong Real Estate 蘇州城弘房地產	Joint venture 合資企業
Chongqing Doushiqian Real Estate Development Co., Ltd. ("Chongqing Doushiqian Real Estate") 重慶斗十千房地產開發有限公司 (「重慶斗十千房地產」)	Joint venture 合營企業

## NOTES TO FINANCIAL STATEMENTS

### 財務資料附註

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#### 43. RELATED PARTY TRANSACTIONS (Continued)

#### 43. 關聯方交易(續)

##### (1) Name of related party and relationship with the Group (Continued)

##### (1) 關聯方名稱和與本集團的關係(續)

Name of related parties 關聯方名稱	Relationship with the Group 與本集團的關係
Nanjing Lv Hong Real Estate Development Co., Ltd. ("Nanjing Lv Hong Real Estate") 南京綠弘房地產開發有限公司 (「南京綠弘房地產」)	Joint venture 合資企業
Nanjing Shun Hong Real Estate Development Co., Ltd. ("Nanjing Shun Hong Real Estate") 南京舜鴻房地產開發有限公司 (「南京舜鴻房地產」)	Joint venture 合資企業
Nanjing Ping Hong Real Estate Development Co., Ltd. ("Nanjing Ping Hong Real Estate") 南京平弘房地產開發有限公司 (「南京平弘房地產」)	Associate 聯營公司
Nanjing Minghongxin Real Estate Development Co., Ltd. ("Nanjing Minghongxin Real Estate") 南京明弘新房地產開發有限公司 (「南京明弘新房地產」)	Associate 聯營公司
Nanjing Xin Bao Hong Real Estate Development Co., Ltd. ("Nanjing Xin Bao Hong Real Estate") 南京新保弘房地產有限公司 (「南京新保弘房地產」)	Associate 聯營公司
Nanjing Zhao Yang Real Estate Development Co., Ltd. ("Nanjing Zhao Yang Real Estate") 南京招陽房地產開發有限公司 (「南京招陽房地產」)	Associate 聯營公司
Suzhou Huiyao Hongyang Properties Co., Ltd. ("Suzhou Huiyao Hongyang Properties") 蘇州輝耀弘陽置業有限公司 (「蘇州輝耀弘陽置業」)	Associate 聯營公司

## 43. RELATED PARTY TRANSACTIONS (Continued)

## 43. 關聯方交易(續)

## (1) Name of related party and relationship with the Group (Continued)

## (1) 關聯方名稱和與本集團的關係(續)

Name of related parties 關聯方名稱	Relationship with the Group 與本集團的關係
Anhui Qian Tai Real Estate Development Co., Ltd. ("Anhui Qian Tai Real Estate") 安徽乾泰房地產開發有限公司 (「安徽乾泰房地產」)	Associate 聯營公司
Changshu Xin Bi Real Estate Development Co., Ltd. ("Changshu Xin Bi Real Estate") 常熟市新碧房地產開發有限公司 (「常熟市新碧房地產」)	Associate 聯營公司
Dangyang Hongyang Properties Co., Ltd. ("Dangyang Hongyang Properties") 丹陽市弘陽置業有限公司 (「丹陽市弘陽置業」)	Associate 聯營公司
Nanjing Tai Qi Properties Co., Ltd. ("Nanjing Tai Qi Properties") 南京泰麒置業發展有限公司 (「南京泰麒置業發展」)	Associate 聯營公司
Nantong Hua Chang Real Estate Development Co., Ltd. ("Nantong Hua Chang Real Estate") 南通市華昌房地產有限公司 (「南通市華昌房地產」)	Associate 聯營公司
Nanjing Hongweisheng Estate Development Co., Ltd. ("Nanjing Hongweisheng Real Estate") 南京弘威盛房地產開發有限公司 (「南京弘威盛房地產」)	Associate 聯營公司
Nanjing Ming Yu Properties Co., Ltd. ("Nanjing Ming Yu Properties") 南京名寓置業有限公司 (「南京名寓置業」)	Associate 聯營公司

## NOTES TO FINANCIAL STATEMENTS

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#### 43. RELATED PARTY TRANSACTIONS (Continued)

##### (1) Name of related party and relationship with the Group (Continued)

#### 43. 關聯方交易(續)

##### (1) 關聯方名稱和與本集團的關係(續)

Name of related parties 關聯方名稱	Relationship with the Group 與本集團的關係
Nanjing Rui Hao Real Estate Development Co., Ltd. ("Nanjing Rui Hao Real Estate") 南京銳灝房地產開發有限公司 (「南京銳灝房地產」)	Associate 聯營公司
Nanjing Rui Yu Real Estate Development Co., Ltd. ("Nanjing Rui Yu Real Estate") 南京銳昱房地產開發有限公司 (「南京銳昱房地產」)	Associate 聯營公司
Nanjing Yu Yang Dong Real Estate Development Co., Ltd. ("Nanjing Yu Yang Dong Real Estate") 南京禹陽東房地產開發有限公司 (「南京禹陽東房地產」)	Associate 聯營公司
Nanjing Yu Ning Properties Co., Ltd. ("Nanjing Yu Ning Properties") 南京裕寧置業有限公司 (「南京裕寧置業」)	Associate 聯營公司
Nantong Hongchuang Properties Co., Ltd. ("Nantong Hongchuang Properties") 南通弘創置業有限公司 (「南通弘創置業」)	Associate 聯營公司
Nantong Hong Yan Real Estate Development Co., Ltd. ("Nantong Hong Yan Real Estate") 南通弘晏房地產有限公司 (「南通弘晏房地產」)	Associate 聯營公司

## 43. RELATED PARTY TRANSACTIONS (Continued)

## 43. 關聯方交易(續)

## (1) Name of related party and relationship with the Group (Continued)

## (1) 關聯方名稱和與本集團的關係(續)

Name of related parties 關聯方名稱	Relationship with the Group 與本集團的關係
Hexian Kongquecheng Real Estate Development Co., Ltd. ("Hexian Kongquecheng Real Estate") 和縣孔雀城房地產開發有限公司 (「和縣孔雀城房地產」)	Associate 聯營公司
Yangzhou Qihui Properties Co., Ltd. ("Yangzhou Qihui Properties") 揚州啟輝置業有限公司 (「揚州啟輝置業」)	Associate 聯營公司
Chuzhou Zhenghong Properties Co., Ltd. ("Chuzhou Zhenghong Properties") 滁州正宏置業發展有限公司 (「滁州正宏置業」)	Associate 聯營公司
Bozhou Bisheng Real Estate Development Co., Ltd. ("Bozhou Bisheng Real Estate") 亳州碧盛房地產開發有限公司 (「亳州碧盛房地產」)	Associate 聯營公司
Changshu Jianhan Properties Co., Ltd. ("Changshu Jianhan Properties") 常熟建瀚置地有限公司(「常熟建瀚置地」)	Associate 聯營公司
Suzhou Zhengxin Properties Co., Ltd. ("Suzhou Zhengxin Properties") 蘇州正信置業發展有限公司 (「蘇州正信置業」)	Associate 聯營公司
Zhangjiagangbaoshuiqu Yaohui Real Estate Development Co., Ltd. ("Zhangjiagang Yaohui Real Estate") 張家港保稅區耀輝房地產開發有限公司 (「張家港耀輝房地產」)	Associate 聯營公司



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#### 43. RELATED PARTY TRANSACTIONS (Continued)

##### (1) Name of related party and relationship with the Group (Continued)

#### 43. 關聯方交易(續)

##### (1) 關聯方名稱和與本集團的關係(續)

Name of related parties 關聯方名稱	Relationship with the Group 與本集團的關係
Huzhou Bifu Real Estate Development Co., Ltd. ("Huzhou Bifu Real Estate") 湖州碧福房地產開發有限公司 (「湖州碧福房地產」)	Associate 聯營公司
Jiangyin Hecheng Real Estate Development Co., Ltd. ("Jiangyin Hecheng Real Estate") 江陰市合誠房地產開發有限公司 (「江陰市合誠房地產」)	Associate 聯營公司
Nantong Xuanxi Real Estate Development Co., Ltd. ("Nantong Xuanxi Real Estate") 南通暄璽房地產有限公司 (「南通暄璽房地產」)	Associate 聯營公司
Nantong Zhuosu Real Estate Development Co., Ltd. ("Nantong Zhuosu Real Estate") 南通卓蘇房地產開發有限公司 (「南通卓蘇房地產」)	Associate 聯營公司
Nantong Jinlong Properties Co., Ltd. ("Nantong Jinlong Properties") 南通錦隆置業有限公司 (「南通錦隆置業」)	Associate 聯營公司
Changzhou Peiling Real Estate Development Co., Ltd. ("Changzhou Peiling Real Estate") 常州市沛凌房地產開發有限公司 (「常州市沛凌房地產」)	Associate 聯營公司

**43. RELATED PARTY TRANSACTIONS (Continued)****43. 關聯方交易(續)**

(1) Name of related party and relationship with the Group (Continued)

(1) 關聯方名稱和與本集團的關係(續)

Name of related parties	Relationship with the Group
關聯方名稱	與本集團的關係
Xuzhou Weixin Real Estate Development Co., Ltd. ("Xuzhou Weixin Real Estate") 徐州威新房地產開發有限公司 (「徐州威新房地產」)	Associate 聯營公司
Zhonghai Hongyang Properties (Xuzhou) Co., Ltd. ("Zhonghai Hongyang Properties") 中海宏洋置業(徐州)有限公司 (「中海宏洋置業」)	Associate 聯營公司
Shanghai Fulue Industrial Development Co., Ltd. ("Shanghai Fulue") 上海符略實業發展有限公司 (「上海符略」)	Associate 聯營公司
Shanghai Erlue Industrial Development Co., Ltd. ("Shanghai Erlue") 上海爾略實業發展有限公司(「上海爾略」)	Associate 聯營公司
Jurong Ruihan Real Estate Development Co., Ltd. ("Jurong Ruihan Real Estate") 句容市銳翰房地產開發有限公司 (「句容市銳翰房地產」)	Associate 聯營公司
Nanjing Ximao Properties Co., Ltd. ("Nanjing Ximao Properties") 南京溪茂置業有限公司(「南京溪茂置業」)	Associate 聯營公司

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#### 43. RELATED PARTY TRANSACTIONS (Continued)

#### 43. 關聯方交易(續)

(1) Name of related party and relationship with the Group (Continued)

(1) 關聯方名稱和與本集團的關係(續)

Name of related parties 關聯方名稱	Relationship with the Group 與本集團的關係
Jiangxi Zhongdahongyun Real Estate Development Co., Ltd. ("Jiangxi Zhongdahongyun Real Estate") 江西中大弘雲地產有限公司 (「江西中大弘雲地產」)	Associate 聯營公司
Jurong City Jinjiarun Real Estate Development Co., Ltd. ("Jurong Jinjiarun Real Estate") 句容市金嘉潤房地產開發有限公司 (「句容市金嘉潤房地產」)	Associate 聯營公司
Hangzhou Hongzhaocheng Real Estate Development Co., Ltd. ("Hangzhou Hongzhaocheng") 杭州弘招城房地產開發有限公司 (「杭州弘招城房地產」)	Associate 聯營公司
Yizheng Hongrui Real Estate Development Co., Ltd. ("Yizheng Hongrui Real Estate") 儀征鴻瑞房地產開發有限公司 (「儀征鴻瑞房地產」)	Associate 聯營公司
Yizheng Honglin Properties Co., Ltd. ("Yizheng Honglin Properties") 儀征弘麟置業有限公司(「儀征弘麟置業」)	Associate 聯營公司
Changshu Hongyang Zhengfa Real Estate Development Co., Ltd. ("Changshu Hongyang Zhengfa Real Estate") 常熟弘陽正發房地產開發有限公司 (「常熟弘陽正發房地產」)	Associate 聯營公司

## 43. RELATED PARTY TRANSACTIONS (Continued)

## 43. 關聯方交易(續)

## (1) Name of related party and relationship with the Group (Continued)

## (1) 關聯方名稱和與本集團的關係(續)

Name of related parties	Relationship with the Group
關聯方名稱	與本集團的關係
Changzhou Tianchen Real Estate Development Co., Ltd. ("Changzhou Tianchen Real Estate") 常州天宸房地產開發有限公司 (「常州天宸房地產」)	Associate  聯營公司
Ningbo Hongxin Real Estate Development Co., Ltd. ("Ningbo Hongxin Real Estate") 寧波弘新房地產開發有限公司 (「寧波弘新房地產」)	Associate  聯營公司
Jiangsu Hong Yang Group Co., Ltd ("Jiangsu Hong Yang Group") 弘陽集團有限公司(「弘陽集團」)	Company controlled by the controlling shareholder's relatives 由控股股東的親屬控制的公司
Nanjing Redsun Terminal Co., Ltd. ("Nanjing Redsun Terminal") 南京弘陽碼頭有限公司(「南京弘陽碼頭」)	Company controlled by the controlling shareholder's relatives 由控股股東的親屬控制的公司
Nanjing Redsun Ecological Agriculture Co., Ltd. ("Nanjing Redsun Ecological Agriculture") 南京弘陽生態農業科技有限公司 (「南京弘陽生態農業科技」)	Company controlled by the controlling shareholder's relatives 由控股股東的親屬控制的公司

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#### 43. RELATED PARTY TRANSACTIONS (Continued)

##### (1) Name of related party and relationship with the Group (Continued)

###### Name of related parties

###### 關聯方名稱

Haikou Guanaijia Bathroom Trading Co., Ltd.  
("Haikou Guanaijia Bathroom Trading")  
海口關愛家衛浴貿易有限公司  
(「海口關愛家衛浴貿易」)

Nanjing Botang Investment Co., Ltd.  
("Nanjing Botang Investment")  
南京博唐投資有限公司(「南京博唐投資」)

Nanjing Dongtang Network Technology Co., Ltd.  
("Nanjing Dongtang")  
南京東唐網絡科技有限公司(「南京東唐」)

Nanjing Guangde Construction Co., Ltd.  
("Nanjing Guangde")  
南京廣德建築工程有限公司(「南京廣德」)

Nanjing Heyi Building Materials & Decoration Co., Ltd.  
("Nanjing Heyi")  
南京和億建材裝飾有限公司(「南京和億」)

Nanjing Houde Decoration Material Co., Ltd.  
("Nanjing Houde")  
南京厚德裝飾材料有限公司(「南京厚德」)

Nanjing Jiang Yun Advertising Co., Ltd.  
("Nanjing Jiang Yun")  
南京江韻廣告有限公司(「南京江韻」)

#### 43. 關聯方交易(續)

##### (1) 關聯方名稱和與本集團的關係(續)

###### Relationship with the Group

###### 與本集團的關係

A close family member of the controlling shareholder is the director of the company  
控股股東的密切家庭成員為公司董事

A close family member of the controlling shareholder is the director of the company  
控股股東的密切家庭成員為公司董事

A close family member of the controlling shareholder is the director of the company  
控股股東的密切家庭成員為公司董事

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A close family member of the controlling shareholder is the director of the company  
控股股東的密切家庭成員為公司董事

A close family member of the controlling shareholder is the director of the company  
控股股東的密切家庭成員為公司董事

**43. RELATED PARTY TRANSACTIONS (Continued)****(1) Name of related party and relationship with the Group (Continued)****43. 關聯方交易(續)****(1) 關聯方名稱和與本集團的關係(續)**

Name of related parties	Relationship with the Group
關聯方名稱	與本集團的關係
Nanjing Randong Trading Co., Ltd. ("Nanjing Randong Trading") 南京冉東貿易有限公司(「南京冉東貿易」)	A close family member of the controlling shareholder is the director of the company 控股股東的密切家庭成員為公司董事
Nanjing Pukou District Randong Building Materials Sales Center ("Nanjing Pukou District Randong Building Materials") 南京市浦口區冉東建材銷售中心 (「南京市浦口區冉東建材」)	A close family member of the controlling shareholder is the director of the company 控股股東的密切家庭成員為公司董事
Nanjing Baohong Construction Co., Ltd. ("Nanjing Baohong") 南京寶弘建材有限公司(「南京寶弘」)	A close family member of the controlling shareholder is the director of the company 控股股東的密切家庭成員為公司董事
Nanjing Houning Construction Materials Co., Ltd. ("Nanjing Houning") 南京厚寧建築材料有限公司(「南京厚寧」)	A close family member of the controlling shareholder is the director of the company 控股股東的密切家庭成員為公司董事
Foshan Nanhai District Yonghong Vitrified Tiles Co., Ltd. ("Foshan Nanhai District Yonghong") 佛山市南海區永虹玻化磚有限公司 (「佛山市南海區永虹」)	A close family member of the controlling shareholder is the director of the company 控股股東的密切家庭成員為公司董事
Foshan Saien Dewei Building Materials Co., Ltd. ("Foshan Saien Dewei") 佛山市賽恩德維建材有限公司(「佛山市賽恩德維」)	A close family member of the controlling shareholder is the director of the company 控股股東的密切家庭成員為公司董事
Nan'an Nangang Stone Co., Ltd. ("Nan'an Nangang") 南安市南港石業有限責任公司(「南安市南港」)	A close family member of the controlling shareholder is the director of the company 控股股東的密切家庭成員為公司董事

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#### 43. RELATED PARTY TRANSACTIONS (Continued)

##### (2) Related party transactions

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

#### 43. 關聯方交易(續)

##### (2) 關聯方交易

除此等財務報表其他部分詳述的交易外，本集團於年內與關聯方進行以下交易：

		Note 附註	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Rental income from related parties	自關聯方所收的租金收入	(i)	<b>205,081</b>	13,584
Management consulting services income from joint ventures and associates	自合資企業及聯營公司所 收管理諮詢服務收入	(ii)	<b>63,771</b>	7,252
Property management services to related parties	向關聯方提供的物業管理 服務	(iii)	<b>61,516</b>	60,805
Raw materials purchased from related parties	購自關聯方的原材料	(iv)	<b>42,058</b>	38,381
Interest income from joint ventures and associates	自合資企業及聯營公司所 收利息收入	(v)	<b>96,530</b>	149,674
Interest expenses to related parties	支付給關聯方的利息支出	(vi)	<b>519,666</b>	131,480
Advertising and business development expenses from related parties	自關聯方所收的廣告和業 務開發開支		<b>4,100</b>	3,667





### 43. RELATED PARTY TRANSACTIONS (Continued)

#### (2) Related party transactions (Continued)

- (i) The income was derived from the leasing of the Group's investment properties to related companies controlled by the controlling shareholder at rates similar to the terms and conditions set out in the rental agreements entered into with other tenants of the Group.
- (ii) The income was derived from management consulting services from joint ventures, associates at rates similar to the terms and conditions set out in the contracts entered into with the other major customers of the Group.
- (iii) Property management services charges from related parties at rates similar to terms and conditions set out in the contracts entered into with other suppliers.
- (iv) The Company purchased certain raw materials and services from related parties in the ordinary course of business.
- (v) This represented the interest income from the associates and joint ventures, which is after the elimination of interest between the Group and associates or joint ventures. The Group has provided funds to associates and joint ventures.
- (vi) This represented interest expenses from the related parties controlled by the controlling shareholders.

Note: These transactions were carried out in accordance with the terms and conditions mutually agreed by the parties involved.

### 43. 關聯方交易(續)

#### (2) 關聯方交易(續)

- (i) 收入乃來自向控股股東控制的關聯公司出租本集團的投資物業，其費率與本集團與其他租戶訂立的租賃協議所載條款及條件相若。
- (ii) 收入來自合資企業、聯營公司提供的管理諮詢服務，其費率與本集團其他主要客戶訂立的合約所載條款及條件相若。
- (iii) 關聯方的物業管理服務費率與其他供應商簽訂的合約所載的條款及條件相若。
- (iv) 本公司於日常營運過程中向關連方購買若干原材料及服務。
- (v) 此指來自聯營公司及合資企業的利息收入，且於本集團與聯營公司或合資企業之間的利息抵銷後。本集團一直向聯營公司及合資企業提供資金。
- (vi) 此指自控股股東控制的關聯方的利息開支。

附註：該等交易乃根據參與各方共同協議的條款及條件進行。

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#### 43. RELATED PARTY TRANSACTIONS (Continued)

##### (3) Other transactions with related parties

- (i) The Group guaranteed certain bank and other borrowings of Nanjing Yu Yang Dong Real Estate up to RMB540,000,000 and RMB860,000,000 as at 31 December 2018 and 2017, respectively. The above-mentioned loans were also guaranteed by Nanjing Yu Yang Dong Real Estate.
- (ii) The Group guaranteed certain bank and other borrowings of Nanjing Xin Bao Hong Real Estate up to RMB418,660,000 and RMB957,000,000 as at 31 December 2018 and 2017, respectively. The above-mentioned loans were also guaranteed by Nanjing Xin Bao Hong Real Estate.
- (iii) The Group guaranteed certain bank and other loans made to Yangzhou Qihui Properties up to RMB583,500,000 as at 31 December 2018.
- (iv) The Group guaranteed certain bank and other loans made to Changshu Jianhan Properties up to RMB73,200,000 as at 31 December 2018.
- (v) The Group guaranteed certain bank and other loans made to Changshu Hongyang Zhengfa Real Estate up to RMB81,000,000 as at 31 December 2018.
- (vi) The Group guaranteed certain bank and other loans made to the Chongqing Doushiqian Real Estate up to RMB88,340,000 as at 31 December 2018.

#### 43. 關聯方交易(續)

##### (3) 與關聯方的其他交易

- (i) 截至2018年及2017年12月31日，本集團為南京禹陽東房地產所獲授若干銀行及其他借款提供擔保，金額最高分別為人民幣540,000,000元及人民幣860,000,000元。前述貸款也由南京禹陽東房地產擔保。
- (ii) 截至2018年及2017年12月31日，本集團為南京新保弘房地產所獲授若干銀行及其他借款提供擔保，金額最高分別為人民幣418,660,000元及人民幣957,000,000元。前述貸款也由南京新保弘房地產擔保。
- (iii) 截至2018年12月31日，本集團為揚州啟輝置業所獲授若干銀行及其他貸款提供擔保，金額最高為人民幣583,500,000元。
- (iv) 截至2018年12月31日，本集團為常熟建瀚置地所獲授若干銀行及其他貸款提供擔保，金額最高為人民幣73,200,000元。
- (v) 截至2018年12月31日，本集團為常熟弘陽正發房地產所獲授若干銀行及其他貸款提供擔保，金額最高為人民幣81,000,000元。
- (vi) 截至2018年12月31日，本集團為重慶斗十千房地產所獲授若干銀行及其他貸款提供擔保，金額最高為人民幣88,340,000元。

**43. RELATED PARTY TRANSACTIONS (Continued)****(3) Other transactions with related parties  
(Continued)**

- (vii) The Group guaranteed certain bank and other loans made to the Redsun Materials City up to RMB3,454,000,000 as at 31 December 2017. The loans were also secured by certain of prepaid land lease payment, investment properties, completed properties held for sale, property, plant and equipment with carrying amounts of RMB17,371,000, RMB1,271,501,000, RMB106,925,000 and RMB302,100,000, respectively of the Group.
- (viii) The Group guaranteed certain bank and other loans made to the Jiangsu Hong Yang Furniture up to RMB141,000,000 as at 31 December 2017. The loans were also secured by certain of prepaid land lease payment, completed properties held for sale and property, plant and equipment with carrying amounts of RMB4,284,000, RMB110,660,000 and RMB58,381,000, respectively of the Group.
- (ix) The Group guaranteed certain bank and other borrowings of Nanjing Redsun Business World up to RMB1,032,250,000 as at 31 December 2017. The loans were also secured by certain of prepaid land lease payment, investment properties, completed properties held for sale and property, plant and equipment with carrying amounts of RMB3,383,000, RMB184,512,000, RMB229,963,000 and RMB62,584,000, respectively of the Group.
- (x) The Group guaranteed certain bank and other borrowings of Nantong Hong Yan Real Estate up to RMB233,800,000 as at 31 December 2017.

**43. 關聯方交易(續)****(3) 與關聯方的其他交易(續)**

- (vii) 截至2017年12月31日，本集團為紅太陽工業原料城所獲授若干銀行及其他貸款提供擔保，金額最高為人民幣3,454,000,000元。該貸款亦以本集團若干預付土地租賃款項、投資物業、持作出售的已完工物業及物業、廠房及設備作擔保，其賬面值分別為人民幣17,371,000元、人民幣1,271,501,000元、人民幣106,925,000元及人民幣302,100,000元。
- (viii) 截至2017年12月31日，本集團為江蘇弘陽家居所獲授若干銀行及其他貸款提供擔保，金額最高為人民幣141,000,000元。該貸款亦以本集團若干預付土地租賃款項、持作出售的已完工物業及物業、廠房及設備作擔保，其賬面值分別為人民幣4,284,000元、人民幣110,660,000元及人民幣58,381,000元。
- (ix) 截至2017年12月31日，本集團為南京紅太陽商業大世界所獲授若干銀行及其他貸款提供擔保，金額最高為人民幣1,032,250,000元。該貸款亦以本集團若干預付土地租賃款項、投資物業、持作出售的已完工物業及物業、廠房及設備作擔保，其賬面值分別為人民幣3,383,000元、人民幣184,512,000元、人民幣229,963,000元及人民幣62,584,000元。
- (x) 截至2017年12月31日，本集團為南通弘晏房地產所獲授若干銀行及其他借款提供擔保，金額最高為人民幣233,800,000元。

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#### 43. RELATED PARTY TRANSACTIONS (Continued)

##### (3) Other transactions with related parties (Continued)

- (xi) The Group guaranteed certain bank and other borrowings of Nanjing Hong Life Info Tech up to RMB15,000,000 as at 31 December 2017. The loans were also secured by certain of prepaid land lease payment and property, plant and equipment with carrying amounts of RMB743,000 and RMB36,045,000, respectively of the Group.
- (xii) The Group guaranteed certain bank and other borrowings of Nanjing Redsun Ecological Agriculture up to RMB15,000,000 as at 31 December 2017. The loans were also secured by certain of prepaid land lease payment and property, plant and equipment with carrying amounts of RMB743,000 and RMB36,045,000, respectively, respectively of the Group.
- (xiii) The Group guaranteed certain bank and other loans made to Wuxi Hong Yang Commercial Management up to RMB740,000,000 as at 31 December 2017.
- (xiv) For the detailed information of guarantees to and from related parties, please refer to note 32.

#### 43. 關聯方交易(續)

##### (3) 與關聯方的其他交易(續)

- (xi) 截至2017年12月31日，本集團為南京弘生活信息科技所獲授若干銀行及其他借款提供擔保，金額最高為人民幣15,000,000元。該貸款亦以本集團若干預付土地租賃款項及物業、廠房及設備作擔保，其賬面值分別為人民幣743,000元及人民幣36,045,000元。
- (xii) 截至2017年12月31日，本集團為南京弘陽生態農業科技所獲授若干銀行及其他借款提供擔保，金額最高為人民幣15,000,000元。該貸款亦以本集團若干預付土地租賃款項及物業、廠房及設備作擔保，其賬面值分別為人民幣743,000元及人民幣36,045,000元。
- (xiii) 截至2017年12月31日，本集團為無錫弘陽商業管理所獲授若干銀行及其他貸款提供擔保，金額最高為人民幣740,000,000元。
- (xiv) 有關向及自關聯方提供擔保的詳細資料，請參閱附註32。

43. RELATED PARTY TRANSACTIONS (Continued)

43. 關聯方交易(續)

(4) Outstanding balances with related parties

(4) 與關聯方的未付結餘

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Due from joint ventures and associates	應收合資企業及聯營公司 款項	6,802,635	2,308,961
Due from related parties	應收關聯方款項	147,230	12,397
Due to joint ventures and associates	應付合資企業及聯營公司 款項	4,578,451	2,789,861
Due to related parties	應付關聯方款項	363,038	45,678

(5) Compensation of key management personnel of the Group

(5) 本集團主要管理人員薪酬

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	工資、津貼及實物福利	4,746	2,077
Performance-related bonuses	績效獎金	2,574	579
Pension scheme contributions and social welfare	養老金計劃供款及社會 福利	249	152
Equity-settled share-based payment expenses	股本結算股份付款開支	2,563	-
Total compensation paid to key management personnel	向主要管理人員支付的 薪酬總額	10,132	2,808

Further details of directors' emoluments are included in note 8 to the financial statements.

有關董事酬金的進一步詳情載於財務報表附註8。

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#### 44. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

31 December 2018

##### Financial assets

#### 44. 按類別劃分的金融工具

於報告期末各類金融工具的賬面值如下：

2018年12月31日

##### 金融資產

		Financial assets at amortised cost 按攤銷成本列賬的金融資產 RMB'000 人民幣千元	Financial assets at FVPL (held for trading) 按公允價值計入損益的金融資產 (持作交易) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Financial assets included in prepayments, deposits and other receivables (note 25)	計入預付款項、按金及其他應收款項的金融資產(附註25)	1,189,464	-	1,189,464
Trade receivables	貿易應收款項	23,728	-	23,728
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	-	1,130,607	1,130,607
Due from related companies	應收關聯公司款項	6,949,865	-	6,949,865
Restricted cash	受限制現金	2,644,723	-	2,644,723
Pledged deposits	已質押存款	4,386,720	-	4,386,720
Cash and cash equivalents	現金及現金等價物	5,424,596	-	5,424,596
		20,619,096	1,130,607	21,749,703

#### 44. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

##### Financial liabilities

#### 44. 按類別劃分的金融工具(續)

##### 金融負債

		Financial liabilities at amortised cost 按攤銷成本列賬的金融負債 RMB'000 人民幣千元
Trade and bills payables	貿易應付款項及應付票據	2,885,646
Financial liabilities included in other payables, deposits received and accruals (note 29)	計入其他應付款項、已收按金及應計費用的金融負債(附註29)	3,273,269
Interest-bearing bank and other borrowings (note 32)	計息銀行及其他借款(附註32)	19,326,501
Senior notes	優先票據	2,592,868
Due to related companies	應付關聯公司款項	4,941,489
		<b>33,019,773</b>



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### 財務資料附註

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#### 44. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

31 December 2017

##### Financial assets

#### 44. 按類別劃分的金融工具(續)

2017年12月31日

##### 金融資產

		Loans and receivables	Available-for- sale financial assets	Total
		貸款及 應收款項	可供出售 金融資產	合計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Financial assets included in prepayments, deposits and other receivables (note 25)	計入預付款項、按金及 其他應收款項的金融 資產(附註25)	1,455,371	-	1,455,371
Available-for-sale investments	可供出售投資	-	2,006,659	2,006,659
Trade receivables	貿易應收款項	1,514	-	1,514
Due from related companies	應收關聯公司款項	2,321,358	-	2,321,358
Restricted cash	受限制現金	741,573	-	741,573
Pledged deposits	已質押存款	991,238	-	991,238
Cash and cash equivalents	現金及現金等價物	2,478,063	-	2,478,063
		7,989,117	2,006,659	9,995,776



#### 44. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

31 December 2017

##### Financial liabilities

#### 44. 按類別劃分的金融工具(續)

2017年12月31日

##### 金融負債

		Financial liabilities at amortised cost 按攤銷成本列賬的金融負債 RMB'000 人民幣千元
Trade and bills payables	貿易應付款項及應付票據	2,080,717
Financial liabilities included in other payables, deposits received and accruals (note 29)	計入其他應付款項、已收按金及應計費用的金融負債(附註29)	2,821,666
Interest-bearing bank and other borrowings (note 32)	計息銀行及其他借款(附註32)	11,629,499
Other liabilities	其他負債	12,683
Due to related companies	應付關聯公司款項	2,835,539
		19,380,104

## NOTES TO FINANCIAL STATEMENTS

### 財務資料附註

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#### 45. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	賬面值		公允價值	
	2018	2017	2018	2017
	2018年	2017年	2018年	2017年
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial liabilities	金融負債			
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款			
Senior notes	優先票據			
	<b>19,326,501</b>	11,629,499	<b>19,174,923</b>	11,594,698
	<b>2,592,868</b>	-	<b>2,612,371</b>	-
	<b>21,919,369</b>	11,629,499	<b>21,787,294</b>	11,594,698

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, restricted cash, trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, amounts due from/to related companies and Financial guarantee contracts approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

#### 45. 金融工具的公允價值及公允價值層級

本集團金融工具(不包括該等賬面值與公允價值合理相若的金融工具)的賬面值及公允價值如下:

管理層已評估現金及現金等價物、已質押存款、受限制現金、貿易應收款項、貿易應付款項及應付票據、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用的金融負債、應收/應付關聯公司款項及財務擔保合約的公允價值很大程度與其賬面值相若,這是由於該等工具的到期日較短所致。

本集團財務部門由財務經理帶領,負責釐定金融工具公允價值計量的政策及程序。財務經理直接向財務總監彙報。於各報告日期,財務部門分析金融工具價值的變動,確定估值採用的主要輸入數據。估值由財務總監審批。

金融資產及負債的公允價值以該工具自願交易方(強迫或清盤出售除外)當前交易下可交易金額入賬。

#### 45. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The following methods and assumptions were used to estimate the fair values:

The fair values of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2018 was assessed to be insignificant.

The fair values of senior notes are based on quoted market prices.

The Group invests in unlisted investments, which represent wealth management products issued by banks in Mainland China and wealth management private funds in Hong Kong. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

#### 45. 金融工具的公允價值及公允價值層級 (續)

以下方法及假設均用來估算公允價值：

計息銀行貸款及其他借款的公允價值已就預期未來現金流量按條款、信貸風險及剩餘到期情況相類似的工具的目前可用比率貼現計算。截至2018年12月31日，本集團計息銀行貸款及其他借款的未履約風險被評定為不重大。

優先票據的公允價值乃基於市場報價。

本集團投資於非上市投資，即中國內地銀行發行的理財產品及及香港理財產品私募基金。本集團已使用貼現現金流估值模型，按條款及風險相似的工具的市場利率，估計該等非上市投資的公平值。

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#### 45. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

##### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2018

#### 45. 金融工具的公允價值及公允價值層級 (續)

##### 公允價值層級

下表說明本集團金融工具的公允價值層級：

以公允價值計量的資產：

截至2018年12月31日

		Fair value measurement using 使用下列數據的公允價值計量			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		活躍市場報價 (第1級)	重大可觀察 輸入數據 (第2級)	重大不可觀察 輸入數據 (第3級)	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial assets at fair value through profit or loss	按公允價值計入損益的 金融資產	-	-	1,130,607	1,130,607

45. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

As at 31 December 2017

45. 金融工具的公允價值及公允價值層級 (續)

公允價值層級 (續)

截至2017年12月31日

		Fair value measurement using 使用下列數據的公允價值計量			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		活躍市場報價 (第1級)	重大可觀察 輸入數據 (第2級)	重大不可觀察 輸入數據 (第3級)	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Available-for-sale investments	可供出售投資	-	-	2,006,659	2,006,659

The movements in fair value measurements within Level 3 during the year are as follows:

年內屬於第三級的公允價值計量的變動如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
At 1 January	於1月1日	2,006,659	1,620,174
Total gains recognised in the statement of profit or loss included in other income	於損益表確認計入其他收入的 收益總額	10,354	40,256
Purchases	購買	1,105,374	1,985,080
Disposals	出售	1,991,780	1,638,851
At 31 December	於12月31日	1,130,607	2,006,659

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#### 45. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

##### Fair value hierarchy (Continued)

The Group did not have any financial liabilities measured at fair value as at 31 December 2018 and 2017.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2017: Nil).

Liabilities for which fair values are disclosed:

**As at 31 December 2018**

#### 45. 金融工具的公允價值及公允價值層級 (續)

##### 公允價值層級 (續)

截至2018年及2017年12月31日，本集團並無按公允價值計量任何金融負債。

年內，第1級與第2級之間並無公允價值計量的轉撥，亦無金融資產及金融負債轉入或轉出第3級 (2017年：無)。

披露公允價值的負債：

**截至2018年12月31日**

		Fair value measurement using 使用下列數據的公允價值計量			
		Quoted prices in active markets (Level 1) 活躍市場報價 (第1級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第2級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第3級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Interest-bearing bank borrowings and Other borrowings	計息銀行借款及其他借款	-	19,326,501	-	19,326,501
Senior notes	優先票據	2,592,868	-	-	2,592,868
		<b>2,592,868</b>	<b>19,326,501</b>	<b>-</b>	<b>21,919,369</b>

#### 45. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

##### Fair value hierarchy (Continued)

As at 31 December 2017

#### 45. 金融工具的公允價值及公允價值層級 (續)

##### 公允價值層級(續)

截至2017年12月31日

Fair value measurement using  
使用下列數據的公允價值計量

	Quoted	Significant	Significant	Total	
	prices	observable	unobservable		
	in active	inputs	inputs		
	markets	(Level 2)	(Level 3)		
	(Level 1)	重大可觀察	重大不可觀察		
	活躍市場報價	輸入數據	輸入數據		
	(第1級)	(第2級)	(第3級)	總計	
	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Interest-bearing bank borrowings and Other borrowings	計息銀行借款及其他借款	-	11,629,499	-	11,629,499



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#### 46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly include cash and bank balances, restricted cash, trade receivables, and trade and other payables, which arise directly from its operations. The Group has other financial assets and liabilities such as interest-bearing bank and other borrowings, senior notes, corporate notes, financial instruments at fair value through profit or loss, amounts with related companies and other receivables. The main purpose of these financial instruments is to raise finance for the Group's operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. Generally, the Group introduces conservative strategies on its risk management. The Group does not hold or issue derivative financial instruments for trading purposes. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below:

##### (a) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings).

#### 46. 財務風險管理目標及政策

本集團的主要金融工具主要包括現金及銀行結餘、受限制現金、貿易應收款項，以及貿易及其他應付款項，均直接來自本集團的營運。本集團的其他金融資產及負債包括計息銀行及其他借款、優先票據、公司票據、按公平值計入損益的金融工具、與關聯公司的往來款項及其他應收款項。該等金融工具主要用於為本集團籌集經營資金。

本集團金融工具產生的主要風險包括利率風險、外幣風險、信貸風險及流動資金風險。本集團對風險管理一般採取保守策略。本集團並無持有或發行衍生金融工具作買賣用途。董事會檢討及協定控制各類風險的政策，有關政策概述如下：

##### (a) 利率風險

本集團所承受市場利率變動風險主要與本集團的浮動利率長期債務有關。

下表載列在所有其他變數維持不變之情況下，本集團之除稅前溢利(透過浮動利率借款所受影響)對利率合理可能出現變動之敏感程度。

46. FINANCIAL RISK MANAGEMENT OBJECTIVES  
AND POLICIES (Continued)

(a) Interest rate risk (Continued)

46. 財務風險管理目標及政策(續)

(a) 利率風險(續)

		Increase/ (decrease) in basis points 基點增加/ (減少) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) RMB'000 人民幣千元
<b>31 December 2018</b>	<b>於2018年12月31日</b>		
RMB	人民幣	25	23,935
RMB	人民幣	(25)	(23,935)
<b>31 December 2017</b>	<b>於2017年12月31日</b>		
RMB	人民幣	25	16,705
RMB	人民幣	(25)	(16,705)

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the year and has applied the exposure to interest rate risk to those bank and other borrowings in existence at that date. The estimated percentage increase or decrease represents management's assessment of a reasonably possible change in interest rates over the year until the end of the next reporting period.

以上的敏感度分析乃假設利率變動已於年終時發生而釐定，並已計入於該日存在的銀行貸款及其他借款所面臨的利率風險。估計百分比上調或下調指管理層對直至下一個報告期間結束止年度利率的可能合理變動的評估。

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#### 46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### (b) Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. None of the Group's sales were denominated in currencies other than the functional currencies of the operating units making the sale, whilst 100% of costs were denominated in the units' functional currencies.

In addition, the Group has currency exposures from its cash and cash equivalents, financial assets at fair value through profit or loss and senior notes.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the USD and HKD exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair values of monetary assets and liabilities)

#### 46. 財務風險管理目標及政策(續)

##### (b) 外匯風險

本集團面臨交易貨幣風險。有關風險源自與非功能貨幣單位的購貨及銷售交易。本集團的銷售均無以進行出售的經營單位的功能貨幣以外的貨幣計算，而100%的成本則以該等單位的功能貨幣計算。

此外，本集團因現金及現金等價物、按公允價值計入損益的金融資產及優先票據而面臨外匯風險。

下表闡述於各報告期末，在所有其他變數維持不變的情況下，本集團的稅前利潤（由貨幣資產及負債的公允價值變動所致）對美元及港元匯率合理可能變動的敏感度：

		Increase/ (decrease) in USD/HKD rate 美元/ 港元匯率上 升/(下降)	Increase/ (decrease) in profit before tax 稅前利潤 上升/(下降)
		%	RMB'000 人民幣千元
<b>2018</b>	<b>2018年</b>		
If the RMB weakens against the USD	如人民幣兌美元貶值	-5%	(2,155)
If the RMB strengthens against the USD	如人民幣兌美元升值	+5%	2,155
If the RMB weakens against the HKD	如人民幣兌港元貶值	-5%	71
If the RMB strengthens against the HKD	如人民幣兌港元升值	+5%	(71)

**46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)****(c) Credit risk***Under IAS 39 (applicable before 1 January 2018)*

Credit risk is the risk of loss due to the inability or unwillingness of a counterparty to meet its contractual obligations from 1 January 2017 to 31 December 2017.

The Group has no concentrations of credit risk in view of its large number of customers. The Group did not record any significant bad debt losses as at 31 December 2017.

The credit risk of the Group's other financial assets, which mainly comprise restricted cash and pledged deposits, cash and cash equivalent, financial assets included in prepayments, deposits and other receivables, and amounts due from related companies, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments as at 31 December 2017.

*Under IFRS 9 (applicable from 1 January 2018)*

The carrying amounts of restricted cash, pledged deposits, cash and cash equivalents, trade receivables, financial assets included in prepayments, deposits and other receivables, financial assets at fair value through profit or loss and amounts due from related companies included in the statements of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets as at 31 December 2018.

As at 31 December 2018, all restricted cash, pledged deposits and cash and cash equivalents were deposited in high-credit-quality financial institutions without significant credit risk.

**46. 財務風險管理目標及政策(續)****(c) 信貸風險***根據《國際會計準則》第39號(2018年1月1日前適用)*

自2017年1月1日至2017年12月31日，信貸風險指因對手方無法或不願履行其合約責任而產生的虧損風險。

鑒於本集團擁有大量的客戶，故本集團並無信貸風險集中情況。截至2017年12月31日本集團並無錄得任何重大壞賬虧損。

截至2017年12月31日，本集團其他金融資產(主要包括受限制現金及已抵押存款、現金及現金等價物、計入預付款項、按金及其他應收款項的金融資產及應收關聯公司款項)的信貸風險因對手方違約而產生，所面臨的最大風險等於該等工具的賬面值。

*根據《國際財務報告準則》第9號(自2018年1月1日適用)*

計入財務狀況表的受限制現金、已抵押存款、現金及現金等價物、貿易應收款項、計入預付款項、按金及其他應收款項的金融資產、按公允價值計入損益的金融資產及應收關聯公司款項的賬面值為本集團截至2018年12月31日就其金融資產面臨的最高信貸風險。

截至2018年12月31日，所有受限制現金、已抵押存款以及現金及現金等價物乃存放於高信貸質量的金融機構，故並無重大信貸風險。

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#### 46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### (c) Credit risk (Continued)

###### *Under IFRS 9 (applicable from 1 January 2018) (Continued)*

The Group groups financial instruments on basis of shared credit risk characteristics, such as instrument type and credit risk ratings for the purpose of determining significant increases in credit risk and calculation of impairment. The Group has no significant concentrations of credit risk, with exposure spread over a large number of counterparties and customers.

The Group applies the simplified approach to provide for ECL prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The expected credit losses also incorporated forward-looking information based on key economic variables such as the per capita disposable income of urban residents and central bank base rate.

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

- significant financial difficulty of the debtor;
- a breach of contract such as a default or past due event;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation;

#### 46. 財務風險管理目標及政策(續)

##### (c) 信貸風險(續)

###### *根據《國際財務報告準則》第9號(自 2018年1月1日適用)(續)*

本集團根據共有信貸風險特徵(如工具類型及信貸風險評級)將金融工具分組,以確定有否信貸風險顯著增加及計算減值。本集團並無重大信貸風險集中情況,風險分散至大量對手方及客戶。

本集團根據《國際財務報告準則》第9號的規定應用簡易方法為預期信貸虧損計提撥備,該準則允許所有貿易應收款項採用整個存續期的預期虧損撥備。預期信貸虧損亦包括根據關鍵經濟變量(例如城市居民人均可支配收入及中央銀行基準利率)而作出的前瞻性資料。

當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時,金融資產出現信貸減值。金融資產出現信貸減值的證據包括以下可觀察事件:

- 債務人出現嚴重財務困難;
- 違反合約,如欠繳或拖欠款項;
- 債務人可能將告破產或進行其他財務重組。

#### 46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### (c) Credit risk (Continued)

*Under IFRS 9 (applicable from 1 January 2018)  
(Continued)*

The Group has established a policy to perform an assessment for the period beginning on or after 1 January 2018 of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Group groups its other receivables and amounts due from related companies into Stage 1, Stage 2 and Stage 3, as described below:

- Stage 1: When other receivables and amounts due from related companies are first recognised, the Group recognises an allowance based on 12 months' ECLs.
- Stage 2: When other receivables and amounts due from related companies has shown a significant increase in credit risk since origination, the Group records an allowance for the lifetime ECLs.
- Stage 3: When other receivables and amounts due from related companies considered are credit-impaired, the Group records an allowance for the lifetime ECLs.

#### 46. 財務風險管理目標及政策(續)

##### (c) 信貸風險(續)

*根據《國際財務報告準則》第9號(自  
2018年1月1日適用)(續)*

本集團已制定政策以於2018年1月1日當日或之後開始的期間評估金融工具的信貸風險自初始確認以來是否出現大幅增加，方式為考慮該金融工具剩餘年期出現違約的風險變動。本集團將其他應收款項及應收關聯公司款項分為第1階段、第2階段及第3階段，詳情如下：

- 第1階段 當首次確認其他應收款項及應收關聯公司款項時，本集團按12個月預期信貸虧損確認撥備。
- 第2階段 當其他應收款項及應收關聯公司款項自產生以來信貸風險出現大幅增加，本集團按整個存續期的預期信貸虧損入賬撥備。
- 第3階段 當其他應收款項及應收關聯公司款項被視為出現信貸減值時，本集團按整個存續期的預期信貸虧損入賬撥備。

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#### 46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### (c) Credit risk (Continued)

*Under IFRS 9 (applicable from 1 January 2018)  
(Continued)*

Management makes periodic collective assessments for financial assets included in prepayments, deposits and other receivables and amounts due from related companies as well as individual assessment on the recoverability of other receivables and due from related companies based on historical settlement records and past experience. The Group classified financial assets included in prepayments, deposits and other receivables and amounts due from related companies in Stage 1 and continuously monitored their credit risk. The directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balance of financial assets included in prepayments, deposits and other receivables and due from related companies.

##### (d) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank and other borrowings, senior notes and receipts under securitisation arrangement. Cash flows are being closely monitored on an ongoing basis.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

#### 46. 財務風險管理目標及政策(續)

##### (c) 信貸風險(續)

*根據《國際財務報告準則》第9號(自  
2018年1月1日適用)(續)*

管理層根據歷史還款記錄及過往經驗定期對計入預付款項、按金及其他應收款項的金融資產及應收關聯公司款項進行共同評估，並對其他應收款項及應收關聯公司款項的可收回性進行單獨評估。本集團將計入預付款項、按金及其他應收款項的金融資產及應收關聯公司款項分為第1階段，並持續監控其信貸風險。本公司董事認本集團計入預付款項、按金及其他應收款項的金融資產以及應收關聯公司款項並無固有的重大信貸風險。

##### (d) 流動資金風險

本集團的目標是通過使用計息銀行及其他借款、優先票據及證券化安排的收款維持資金持續性及靈活性的間的平衡。現金流量的情況受持續密切監控。

本集團於報告期末按合約未貼現付款計算的金融負債的到期情況如下：

		On demand 按要求 RMB'000 人民幣千元	Less than 3 months 3個月以內 RMB'000 人民幣千元	3 to 12 months 3至12個月 RMB'000 人民幣千元	Over 1 year 1年以上 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>31 December 2018</b>	<b>2018年12月31日</b>					
Interest-bearing bank and other borrowings	計息銀行及其他借款	-	489,727	9,105,041	13,145,711	22,740,479
Senior notes	優先票據	-	-	2,976,374	-	2,976,374
Trade and bills payables	貿易應付款項及應付票據	2,885,646	-	-	-	2,885,646
Financial liability included in other payables	計入其他應付款項的金融負債	3,273,269	-	-	-	3,273,269
Due to related companies	應付關聯公司款項	4,941,489	-	-	-	4,941,489
		<b>11,100,404</b>	<b>489,727</b>	<b>12,081,415</b>	<b>13,145,711</b>	<b>36,817,257</b>

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Liquidity risk (Continued)

		On demand	Less than 3 months	3 to 12 months	Over 1 year	Total
		按要求	3個月以內	3至12個月	1年以上	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>31 December 2017</b>	<b>2017年12月31日</b>					
Interest-bearing bank and other borrowings	計息銀行及其他借款	-	1,316,572	3,944,137	8,378,453	13,639,162
Trade and bills payables	貿易應付款項及應付票據	2,080,717	-	-	-	2,080,717
Financial liability included in other payables	計入其他應付款項的金融負債	2,821,666	-	-	-	2,821,666
Other liabilities	其他負債	129,500	-	881,679	5,546,351	6,557,530
Due to related companies	應付關聯公司款項	2,835,539	-	-	-	2,835,539
		7,867,422	1,316,572	4,825,816	13,924,804	27,934,614

46. 財務風險管理目標及政策(續)

(d) 流動資金風險(續)

(e) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

(e) 資本管理

本集團資本管理的主要目標是為保障本集團持續經營並維持穩健的資本比率的能力，以支持其業務並使股東價值最大化。

本集團會根據經濟狀況的變化管理及調整其資本架構。為維持或調整資本架構，本集團或會對派付予股東的股息、股東資本回報或發行新股作出調整。



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#### 46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### (e) Capital management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes, within net debt, interest-bearing bank and other borrowings, senior notes, trade and bills payables, other payables and accruals, due to related companies, less cash and cash equivalents. Capital includes equity attributable to the owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

#### 46. 財務風險管理目標及政策(續)

##### (e) 資本管理(續)

本集團採用資本負債比率(即債務淨額除以資本總額與債務淨額的和)來監控資本。本集團於債務淨額計入計息銀行及其他借款、優先票據、貿易應付款項及應付票據、其他應付款項及應計費用、應付關聯公司款項減現金及現金等價物。資本包括母公司擁有人應佔權益。於報告期末的資本負債比率如下：

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Trade and bills payables	貿易應付款項及應付票據	2,885,646	2,080,717
Other payables and accruals	其他應付款項及應計費用	3,273,269	2,821,666
Interest-bearing bank and other borrowings	計息銀行及其他借款	19,326,501	11,629,499
Senior notes	優先票據	2,592,868	-
Due to related companies	應付關聯公司款項	4,941,489	2,835,539
Less: Cash and cash equivalents	減：現金及現金等價物	(6,232,596)	(2,478,063)
Net debt	債務淨額	26,787,177	16,889,358
Equity attributable to owners of the parent	母公司擁有人應佔權益	12,694,905	8,298,147
Capital and net debt	資本及債務淨額	39,482,082	25,187,505
Gearing ratio	資本負債比率	68%	67%



#### 47. EVENTS AFTER THE REPORTING PERIOD

On 4 March 2019, the Company issued senior notes with a principal amount of US\$300,000,000 due in 2021. The senior notes are interest-bearing at 11.5% per annual which is payable semi-annually in arrears. The maturity date of the senior notes is 4 March 2021.

On 26 February 2019, the Group entered into the equity transfer agreement with Nanjing Tai Ya Department Store Management Company Limited\* (南京台亞百貨市場管理有限公司) to acquire the 39.75% equity interest in Mingliu Properties at the total consideration of RMB1,177,817,000.

#### 47. 報告期間後事項

於2019年3月4日，本公司發行於2021年到期的本金額300,000,000美元的優先票據。優先票據按年利率11.5%計息，每半年支付一次。優先票據的到期日為2021年3月4日。

於2019年2月26日，本集團與南京台亞百貨市場管理有限公司訂立股權轉讓協議，以總代價人民幣1,177,817,000元收購名流置業39.75%股權。

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#### 48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

#### 48. 本公司的財務狀況表

有關本公司於報告期末的財務狀況表的資料如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Investment in a subsidiary	於一間附屬公司的投資	1,945,919	-
Total non-current assets	非流動資產總值	1,945,919	-
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Cash and cash equivalents	現金及現金等價物	190,321	-
Pledged deposits	已質押存款	2,830,946	-
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	343,160	-
Interest receivable	應收利息	12,169	-
Other receivable	其他應收款項	1,392	-
Due from related companies	應收關聯公司款項	2,205,807	-
Total current assets	流動資產總值	5,583,795	-
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Senior notes	優先票據	2,592,868	-
Due to related companies	應付關聯公司款項	46,735	-
Total current liabilities	流動負債總值	2,639,603	-
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	2,944,192	-
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>	4,890,111	-
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Total non-current liabilities	非流動負債總值	-	-
Net assets	資產總值	4,890,111	-
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	28,254	-
Share premium	股份溢價	4,877,833	-
Other reserve	其他儲備	(15,976)	-
Total equity	權益總額	4,890,111	-

Mr. Zeng Huansha

曾煥沙先生  
Director  
董事

Mr. He Jie

何捷先生  
Director  
董事

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48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

48. 本公司的財務狀況表(續)

附註：

本公司的儲備概要如下：

		Share Capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Accumulated loss 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2018 and 31 December 2017	於2018年1月1日及2017年 12月31日的結餘	-	-	-	-
Issuance of new shares	發行新股份	28,254	-	-	28,254
Share premium	股份溢價	-	2,981,973	-	2,981,973
Capital contribution from the controlling shareholder	控股股東注資	-	1,945,919	-	1,945,919
Share issue expense	股份發行開支	-	(50,059)	-	(50,059)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	(15,976)	(15,976)
Balance at 31 December 2018	於2018年12月31日的結餘	28,254	4,877,833	(15,976)	4,890,111

49. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 21 March 2019.

49. 核准財務報表

財務報表已於2019年3月21日經董事會批准並授權刊發。

# FINANCIAL SUMMARY

## 財務概要

		2015	2016	2017	2018
		2015年	2016年	2017年	2018年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收入	5,376,799	8,775,465	6,139,672	<b>9,238,741</b>
Cost of sales	銷售成本	(3,125,008)	(6,219,879)	(3,648,023)	<b>(6,351,656)</b>
Gross profit	毛利	2,251,791	2,555,586	2,491,649	<b>2,887,085</b>
Other income	其他收入	98,096	94,597	282,946	<b>235,973</b>
Selling and distribution expenses	銷售及分銷開支	(159,503)	(222,844)	(240,256)	<b>(341,771)</b>
Administrative expenses	行政開支	(186,481)	(228,085)	(305,204)	<b>(686,271)</b>
Other expenses	其他開支	(26,479)	(41,234)	(17,478)	<b>(48,159)</b>
Fair value gains/(losses) on investment properties	投資物業的公允價值 收益/(虧損)	614,065	(109,822)	(287,414)	<b>260,803</b>
Finance costs	融資成本	(358,084)	(354,428)	(441,537)	<b>(499,297)</b>
Share of result of Joint Ventures	分佔合營企業業績	(10,200)	(17,106)	486,563	<b>387,008</b>
Share of result of Associates	分佔聯營公司業績	(4,978)	(14,810)	(68,485)	<b>(19,993)</b>
Profit before income tax	除所得稅前利潤	2,218,227	1,661,854	1,900,784	<b>2,175,378</b>
Income tax expense	所得稅開支	(889,573)	(730,774)	(705,301)	<b>(852,253)</b>
Profit for the year	年度利潤	1,328,654	931,080	1,195,483	<b>1,323,125</b>
Owners of the parent	母公司擁有人	1,328,654	931,080	1,220,728	<b>1,412,264</b>
Non-controlling interests	非控股權益	0	0	(25,245)	<b>(89,139)</b>
		1,328,654	931,080	1,195,483	<b>1,323,125</b>
Total non current assets	非流動資產總值	8,963,224	9,288,743	11,159,712	<b>13,608,822</b>
Total current assets	流動資產總值	16,876,416	20,798,585	30,165,631	<b>54,313,242</b>
Total assets	總資產	25,839,640	30,087,328	41,325,343	<b>67,922,064</b>
Total non current liabilities	非流動負債總額	5,161,874	7,052,672	8,915,078	<b>13,422,964</b>
Total current liabilities	流動負債總額	15,933,154	17,378,464	23,953,399	<b>40,649,355</b>
Total liabilities	總負債	21,095,028	24,431,136	32,868,477	<b>54,072,319</b>
Total equity attributable to the Group	本集團應佔總權益				
Equity attributable to the parent company	歸屬於母公司權益	4,744,612	5,656,192	8,298,147	<b>12,694,905</b>
Non-controlling equity	非控股權益			158,719	<b>1,154,840</b>
Total equity	總權益	4,744,612	5,656,192	8,456,866	<b>13,849,745</b>

**RSUN** 弘陽

弘陽地產集團有限公司  
Redsun Properties Group Limited